

# Statutes

of the **Europaverbandes Hochwasserschutz e. V.**

## **Preamble:**

The founding members of the Europaverband Hochwasserschutz [European Flood Protection Association] have joined forces in order to promote criteria for uniform and quality-assured requirements of flood-protection systems in line with the RAL's (German Institute for Quality Assurance and Certification's) principles for quality seals and comparable international regulations.

## **Section 1) Name, registered office, entry in the Register of Associations, financial year**

1. The association operates under the name of "Europaverband Hochwasserschutz" ["European Flood Protection Association"]. It aspires for entry in the Register of Associations and carries the letters "e.V." (registered association) after its name.
2. The association's registered office is in Koblenz, Germany. The application for entry into the Register of Associations will be made at the local court in Koblenz responsible for this registered office. The place of jurisdiction and performance for claims originating from these statutes is Koblenz.
3. The financial year equates to the calendar year.

## **Section 2) Purpose and functions of the association**

1. The association has the following aims:
  - To establish uniform quality criteria designed to improve protection against instances of flooding and ensure that technical flood-protection systems and their installation and maintenance are of a high standard
  - To designate the quality of products and services with the association's quality assurance seal
  - To draw up a statute of quality criteria
  - To monitor that those bearing the seal adhere to the aforementioned criteria
  - To ensure that seal holders identify only those systems and/or services whose quality has been assured with the seal
2. The association will not engage in any business operations.

## **Section 3) Membership**

1. The association is made up of full members, associate members and benefactors
2. Full membership can be granted to:
  - a) Any company that develops, manufactures, supplies, installs, or maintains technical flood-protection systems
  - b) Other associations or organisations according to item 2a)Full members have full statutory rights to attend and vote in general meetings.
3. Associate membership can be granted to any individual or legal practitioner of public or private law, who has made or makes an exceptional contribution to the quality assurance of flood-protection systems. Associate members have the right to attend and participate in general meetings, but possess no voting rights.
4. The title of benefactor may be bestowed on any individual or legal practitioner of public law who supports the intentions of the association in a suitable manner. Benefactors have no right to attend or vote in general meetings.
5. Requests for membership must be submitted in writing to the association's management board. The applicant must agree to adhere to the association's articles of association.
6. The management board will determine the outcome of the application. There is no automatic right to inclusion. Should the application be unsuccessful, the applicant may appeal against the decision at the next scheduled general meeting. Should this appeal also be unsuccessful, the applicant can then appeal to the court of arbitration under exclusion of ordinary legal proceedings, which makes the final ruling regarding the legality of the management board's decision to reject the application.

## **Section 4) Members' rights and duties**

1. Full members will refer all matters of quality assurance arising from the association's statute of quality to the association itself. Full members are eligible to gain the quality seal for technical flood-protection systems.

2. Members are obliged to uphold the association's purpose and to comply with all articles of association and statutory decisions made by the association. Members must pay their contributions and shares of the costs on time.
3. Any full member can apply for the quality seal from the beginning of their membership, as per Section 1. Those bearing the quality seal are solely responsible for representing the quality of their products and/or services. The association, its bodies and representatives are excluded from any liability.
4. Members shall pay contributions, the nature and amount of which shall be determined by a simple majority vote amongst present voting members at the general meeting.

#### **Section 5) Termination of membership**

1. Membership is terminated through the death, resignation, exclusion, liquidation or insolvency of the member.
2. Members must submit resignations in writing, at least six months before the end of the association's financial year.
3. The board is entitled to terminate membership in writing, if:
  - a) The membership requirements stipulated in Section 3 are not or are no longer being met
  - b) The member is in stark violation of the association's articles of association or statute of quality, the implementation regulations and the quality and test regulations or the bodies' statutory decisions
  - c) The member fails to fulfil his or her financial obligations to the association
4. The expelled member may appeal to the court of arbitration within one month of receiving notification, under exclusion of ordinary legal proceedings. The court of arbitration will make the final ruling on the legality of the expulsion.
5. Claims made against a member by the association are not affected by the expulsion. An expelled member may not make claims against the association.

#### **Section 6) Association bodies**

1. The bodies of the association are the general meeting, the board and the quality committee.
2. Those belonging to an association body must complete their tasks impartially and treat all members' business operations as confidential. Any duties associated with these bodies are to be carried out on a voluntary basis. Those present at the general meeting can decide whether the association's board should be compensated for its work.

#### **Section 7) General meeting**

1. The general meeting will be called by the board at least once a year. Regardless of this, a special general meeting may be called at any time if the board, or one third of its members, request one. Invitations must be issued at least 21 days prior to the date of the meeting. The agenda of the general meeting must be issued together with the invitation.
2. Should additional items be added to the general meeting agenda, these must be submitted to the management board in writing at least ten days before the meeting is due to take place. The board decides whether any such items may be added to the agenda. Should the board decide not to include such an item on the agenda, the member who proposed the item may present the item to a vote before the members. The item will be discussed if the majority of the members present vote in favour of its inclusion. This right does not extend to votes, or proposals to change the articles of association or the dissolution of the association.
3. Any general meeting that is called in good time constitutes a quorum. This is expressly stated in the notice of invitation.
4. Any full member has the right to attend and vote in general meetings. Full members may authorise a representative to stand in for them if the relevant legal authority is in place. The representative may only represent full members who are not present at the meeting; collective representatives are not permitted.
5. Decisions are subject to a simple majority vote by those present or their authorised representatives. Abstentions will not be counted as either for or against. If the number of votes for and against is equal, this will be recorded as a no vote.
6. Changes to the articles of association, or the decision to dissolve the association require a 3/4 majority of the full members present. In order to change the purpose of the association, the agreement of all members is required. Any members who are not present must give their agreement in writing.
7. The general meeting shall accept reports by the management for review. In addition,
  - a) The general meeting shall decide on the nomination, selection and discharge of members of the management board
  - b) The general meeting shall consider and approve the annual accounts as well as the budget for the next financial year
  - c) The general meeting shall also establish the levels of admission fees, contributions, shares in the costs, etc.

- d) The general meeting will appoint auditors every year
  - e) The general meeting will also discuss changes to the articles of association and any other matters pertaining to the stipulations of the articles
  - f) The general meeting will also discuss and decide on the association's quality and test regulations
8. The general meeting will be led by the chairman of the board of management, or in the event that he or she cannot attend, by his or her deputy. The results and decisions made in the meeting will be noted down in the minutes.

### **Section 8) Board of management**

1. The association's board of management consists of the chairman, his or her deputy, a secretary and his or her representative, as well as a treasurer. The board of management makes its decisions based on the principle of a simple majority vote. In the event of a tied vote, the vote of the chairman shall be decisive.
2. The board of management is responsible for conducting the association's daily business, in particular carrying out the resolutions passed at the general meeting. It also elects the representative of the quality committee.
3. The term of office of members of the board is three years, lasting no longer than the re-election of a new management board. It is permissible to re-elect all members of the board. They retain their office until their successors have been elected.
4. The management board, as defined in Section 26 of the German Civil Code [BGB], comprises the chairman and his or her deputy. Each of these members is authorised to represent the association. With regard to internal association matters, the members of the management board are only liable for intent or gross negligence.
5. If a member of the management board decides to leave during his or her term of office, the remaining members of the board are authorised to nominate a replacement member with a term of notice until the next general meeting. The subsequent general meeting will elect someone to replace the outgoing member.
6. The board of management is entitled to consult external advisors, who are not members of the association, on all statutory issues relating to the association. The board of management will provide information about the general meeting in the annual activity report.

### **Section 9) Quality committee**

1. The quality committee comprises the representative, who is appointed by the board of management, the spokesperson for the working groups and, optionally, up to two further members, who are appointed by the general meeting.
2. The representative is the chairman of the quality committee. All members of the quality committee serve a term of three years. They may be re-appointed at the end of their term.
3. Notwithstanding Section 1, the quality committee may appoint two neutral members in an advisory capacity, who do not have to be members of the association, i.e. experts, representatives of the authorities, or other suitable persons. The quality committee is responsible for appointing any such members.
4. If a member of the quality committee decides to leave during his or her term of office, a replacement member will be appointed in line with the methods listed in Section 1.
5. The quality committee is responsible for the following:
  - a) The quality committee shall check applications for the association's quality seal and shall settle such applications on the basis of the statute of quality criteria.
  - b) The quality committee shall monitor the holders of the quality seal to ensure that they adhere to the statute of quality criteria.
  - c) The quality committee shall support and advise the association's board of management.
6. The quality committee makes its decisions based on the principle of a majority vote among the members present. In the event of a tied vote, the vote of the representative shall be decisive.

### **Section 10) Court of arbitration**

1. For conflicts arising from the association's articles of association, including the statute of quality and all quality and test regulations, and conflicts arising from the activity of the association and quality committee, or arising from inclusion or exclusion from the association, the competent court is the court of arbitration under exclusion of ordinary legal proceedings.
2. The composition and procedure of the court of arbitration are subject to the stipulations of the civil procedure code, insofar as these articles of association do not specify any other action.
3. The parties to any process held at a court of arbitration must nominate one associate arbitrator each. The associated arbitrators nominated then appoint a chairman, who must hold the general qualifications for judicial office. The associated arbitrators must agree on a chairman within two weeks of being appointed as associated arbitrators. If this does not occur, the party instigating the arbitration proceedings may request that the president of the local court under whose jurisdiction the association falls appoint a chairman. The same applies

in the event that one party has not appointed an associated arbitrator within a period of two weeks after being requested to.

4. The final and binding decision regarding the legal dispute and the costs of the process are made by the court of arbitration. Each party to the arbitration proceedings is liable for paying his or her own legal fees.

#### **Section 11) Dissolution**

1. The decision to dissolve the association requires a 3/4 majority vote among the members attending the general meeting. The decision can only be made if timely notice has been given in the invitation to the general meeting.
2. In the event that the association is dissolved, the net capital of the association will be transferred to

S.O.S. – Kinderdörfer weltweit  
Hermann-Gmeiner-Fonds Deutschland e.V.  
Ridlerstraße 55  
80339 München, Germany

*S.O.S. – Kinderdörfer weltweit* may only use the net capital from the association exclusively and directly for non-profit or charitable purposes.

Munich, 4/6/2011