

## **ARTICLES OF ASSOCIATION**

of **Europaverband Hochwasserschutz e.V.**

### **Preamble:**

The founding members of the Europaverband Hochwasserschutz [European Flood Protection Association] have joined forces in order to promote 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 mark 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 to being entered in the Register of Associations and carries the letters "e.V." (registered voluntary association) after its name.
- (2)** The main registered office of the Register of Associations 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 location. The place of jurisdiction and performance for claims arising from these statutes is Koblenz.
- (3)** The financial year is the same as the calendar year.

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

- (1)** The association has the following aims:
  - To promote flood protection throughout Europe and to represent the concerns of those involved in flood protection. To this end, it pools the interests and professional concerns as well as being the mouthpiece for their economic and political representation at a municipal, regional, national and European level,
  - To create better framework conditions for growth, dynamism and competition by means of promoting tenders that are not tied to products, manufacturers or lots. This includes all legal measures to achieve these goals,
  - To make planners, architects, building contractors, local government offices and politicians aware of new and improved flood protection options,
  - To create uniform quality and performance standards as well as test procedures, in order to improve flood protection and strengthen trust in the products and ways in which people and property can be protected,
  - To establish consistent 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 highlight the quality of products and services with the association's quality assurance mark,

#### **Sitz des Vereins:**

Europaverband Hochwasserschutz e. V.  
Hohenzollemstraße 34  
D - 56068 Koblenz  
Germany

#### **Postanschrift:**

Europaverband Hochwasserschutz e. V.  
Büelstrasse 19  
CH - 8854 Siebnen  
Switzerland

T +41 (0) 79 549 72 60

info@europaverband-hochwasserschutz.eu  
www.europaverband-hochwasserschutz.eu  
USt-IdNr.: DE301761120

Vereinsregister: VR 208890

Registergericht: Amtsgericht Koblenz  
Vorstandsvorsitzender: Andreas Roos

- Drawing up a separate statute of quality for this purpose,
- To monitor that this is adhered to by those holding the seal,
- To commit users of the quality mark to label only those systems and/or services whose quality has been assured with the quality mark.

(2) The association will not engage in any commercial business operations.

### Section 3 Membership

(1) The association is made up of full members, associate members and passive members.

(2) Full membership is granted to:

a) Any company that develops, manufactures, supplies, installs, or maintains technical flood-protection systems;

b) Other associations according to item 2a)

Full members have full statutory rights to attend and vote in general meetings;

c) Any individual or any corporate body under public or private law that has made or is making an exceptional contribution to the quality assurance of flood-protection systems.

(3) Passive membership may be applied for by any individual or corporate body under public law that supports the purposes of the association in a suitable manner. Passive members have no right to attend or vote in general meetings.

(4) Request for membership must be submitted in writing to the association's board. The applicant must agree to adhere to the association's articles of association.

(5) The 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. Full members are eligible to acquire the quality mark for technical flood-protection systems.

(2) Members are committed to upholding the association's purpose and to comply with all articles of association and statutory decisions made by the association's bodies. Members must pay their contributions and levies on time.

**(3)** Any full member can apply for the quality mark from the commencement of their membership, as per Section 1. Those bearing the quality mark are solely responsible for 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 at a general meeting by a simple majority vote amongst those voting members present at the general meeting.

## **Section 5 Expiry of membership**

**(1)** Membership ends 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 met,

**b)** The member has seriously breached the articles of association or statute of quality, the implementation regulations and the quality and test regulations or the bodies' statutory decisions,

**c)** The member defaults on his or her financial commitments to the association.

**(4)** Claims made against a member are not affected by the departure. A member who has left the association may not make claims against the association.

**(5)** No longer applicable.

## **Section 6 Association's bodies**

**(1)** The bodies of the association are the general meeting, the board and the quality committee.

**(2)** Members of an association's 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 should decide whether the association's board should be compensated for its work.

## **Section 7 General meeting**

**(1)** The general meeting will be convened 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 board in writing at least ten (10) 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 in the general meeting. 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 duly convened 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 duly authorised representatives. Abstentions will not be counted as either for or against. In the event of a tie, this will be recorded as a rejection.
- (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 will accept reports by the management and will discuss them. In addition,
- a)** it will decide on the selection, deselection and discharge of management board members,
  - b)** it will consider and approve the annual accounts as well as the budget for the next financial year,
  - c)** It will also establish the level of admission fees, contributions, levies, etc.
  - d)** It will appoint auditors every year,
  - e)** It will discuss changes to the articles of association and any other matters pertaining to the stipulations of the articles,
  - f)** It will discuss and decide on the association's quality and test regulations
- (8)** The general meeting will be led by the chairman of the board, or in the event that he or she cannot attend, by his or her representative. The results and decisions made in the meeting will be recorded in the minutes.

## Section 8 Board

- (1)** The association's board consists of the chairman, his or her representative, 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 is responsible for managing the association's business operations, in particular carrying out the decisions taken at the general meeting. It also elects the representative of the quality committee.
- (3)** The term of office of board members is three years, or at most until the election of a new board. It is permissible to re-elect all members of the board. They remain in office until their successors have been elected.
- (4)** The board, as defined in Section 26 of the German Civil Code [BGB], comprises the chairperson and his or her representatives. 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 wilful intent or gross negligence.
- (5)** If a member of the board decides to leave during his or her term of office, the remaining members of the board are authorised to nominate a substitute member with a term of office until the next general meeting. The subsequent general meeting will elect someone to replace the outgoing member.
- (6)** The board is entitled to consult external advisors, who are not members of the association, on all statutory issues relating to the association. The board will notify the general meeting of this in the annual progress report.

## **Section 9 Quality committee**

- (1)** The quality committee comprises the representative, who is appointed by the board, 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-elected/appointed at the end of their term.
- (3)** Notwithstanding Para. 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 substitute member will be appointed in line with the methods listed in Para. 1.
- (5)** The quality committee shall
  - a)** check applications for the association's quality mark and shall settle such applications on the basis of the statute of quality criteria,
  - b)** monitor the holders of the quality mark to ensure that they adhere to the statute of quality criteria.
  - c)** support and advise the association's board.

(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 chairman shall be decisive.

## Section 10 Court of arbitration

(1) For disputes arising from the quality mark statutes and the quality and testing regulations, these will be settled by an arbitration tribunal without recourse to ordinary courts.

(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 nominated associate arbitrators 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 the second associate arbitrator being appointed. 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 appoints a chairman. The same applies in the event that one party has not appointed an associate arbitrator within a period of two weeks after being requested to do so.

(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 in 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 reasonable 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

SOS – Kinderdörfer weltweit  
Hermann-Gmeiner-Fonds Deutschland e.V.  
Ridlerstraße 55  
80339 Munich, Germany

SOS – Kinderdörfer (SOS Children's Villages) weltweit may only use the net assets from the association exclusively and directly for non-profit or charitable purposes.

Munich, last updated 12/5/2017