

Association for the Control of Emissions in Products for Flooring Installation, Adhesives and Building Materials (GEV)

Constitution

Edition: January 18th, 2016

§ 1 Name and Registered Office

- (1) The association – hereafter referred to as „GEV“– bears the name “Gemeinschaft Emissionskontrollierte Verlegewerkstoffe, Klebstoffe und Bauprodukte” (Association for the Control of Emissions in Products for Flooring Installation, Adhesives and Building Materials).
- (2) GEV is resided in Düsseldorf and is a registered association.

§ 2 Purpose of the association

- (1) As a non-profit-making association, GEV safeguards and promotes the general economic and idealistic interests of all producers of chemical flooring installation products and building materials and of all kinds of adhesives in the field of occupational-, environmental-, and consumer protection.
- (2) GEV informs professionals and consumers about the objects of the association as well as about its initiatives and actions for the promotion of occupational-, environmental- and consumer protection.
- (3) For this purpose, GEV carries out suitable measures to control, classify and label chemical flooring installation products, building materials and adhesives in respects of their emission behaviour.
- (4) Cooperation with other associations and organizations which pursue the same objectives shall be strived for and supported.
- (5) In the pursue of its objectives GEV keeps contacts to the appropriate authorities and runs public relations actions.
- (6) The association’s assets may only be used for the purpose as described in the Constitution. The members receive no contributions from the GEV assets.
- (7) No individual person shall be preferentially treated, neither by expenses which are not in accordance with the purpose of GEV, nor by disproportionately high privileges

§ 3 Membership

- (1) Ordinary membership (see § 8 sec. 8) in the GEV is restricted to producers of flooring installation products, adhesives or building materials.
- (2) Supporting membership is possible for producers of raw materials for the manufacturing of flooring installation products, building materials or adhesives as well as for appropriate institutes and associations.
- (3) Application for membership shall be submitted in writing to the GEV office (§ 11). The GEV Board decides about acceptance of new members (§ 9 sec. 6 e), in case of rejection appeal can be submitted to the GEV General Assembly for final decision (§ 8 sec. 1 i).

§ 4 Member's Rights and Duties

- (1) The members of GEV are bound to follow this Constitution as well as all the regulations decided by the bodies authorised in accordance with the Constitution.
- (2) All members of GEV are bound to promote the objectives of the association and to support GEV in the execution of its legal and constitutional duties.
- (3) To follow up its objectives, GEV is authorised to issue a Trademark Constitution, which is mandatory for all members.

§ 5 Membership fees

Membership fees have to be paid in due time and in accordance to the decisions of the General Assembly (§ 8 sec. 1 d).

§ 6 Termination of Membership

- (1) The Membership can be terminated:
 - a) by resignation,
 - b) by expulsion,
 - c) by declaration of bankruptcy of the member,
 - d) by loss of the qualifications for membership (§ 3 sec. 1, 2).
- (2) Resignation must be declared in writing at least six months before the end of the business year.
- (3) A member can be expelled, if it is found not to follow the duties of the Constitution or the Trademark Constitution or if it does severely harm the interests of GEV. Expulsion is decided by the Board. Within 2 weeks of reception, the member is permitted to a written appeal against the decision. The formal appeal will delay the expulsion. The General Assembly will have the final decision on the appeal. In the case of an expulsion, the member shall be heard.
- (4) Termination of the membership does not release from remaining obligations nor gives any claims to the assets of GEV.

§ 7 Bodies

The bodies of GEV are:

- a) the General Assembly (§ 8)
- b) the Board (§ 9)
- c) the Technical Council (§ 10)
- d) the Secretary Office (§ 11)

§ 8 General Assembly

- (1) The General Assembly decides on all fundamental issues of GEV, insofar not being delegated to other bodies in accordance with the Constitution. These issues are in particular:
 - a) to elect five members of the Board in accordance with § 9 sec. 1,
 - b) to elect the Chairperson and the Vice Chairperson of the Board,

- c) to elect the Technical Council in accordance with § 10 sec. 1,
 - d) to set the amount and payment details of the membership fees (§ 5),
 - e) to release the Chairpersons of the Board and the Secretary of their duties,
 - f) to elect the auditor,
 - g) to decide on the dissolution of GEV,
 - h) to handle appeals against Board decisions on membership applications as per § 9 sec. 6 e.
 - i) to handle appeals against Board decisions on expulsions as per § 6 sec. 3,
 - j) to handle objections against decisions of the Technical Council in accordance with § 10,
 - k) to elect an honorary member.
- (2) On request, the elections will be held by ballot.
 - (3) The ordinary General Assembly takes place at least once per two calendar years.
 - (4) Extraordinary General Assemblies can be called by decision of the Board or at least one fifth of the ordinary members.
 - (5) The General Assembly is empowered to make decisions only when it has been called in accordance with the Constitution. This does not affect sec. 11.
 - (6) The invitations to the General Assembly must be done in writing including the agenda. The invitations must be sent at least two weeks prior to the date of the meeting.
 - (7) Items not covered by the agenda can only be decided upon when a majority of the present members or their representatives do not object.
 - (8) Each ordinary member has one vote in the General Assembly (§ 3 sec. 1).
 - (9) A member can be represented by another member by proxy in writing. A member can vote for no more than three members of GEV. A proxied member is counted as present.
 - (10) The General Assembly takes its decisions by simple majority. In case of a tie, the Chairperson of the Board has the casting vote.
 - (11) Concerning decisions on changes of the Constitution or dissolution of GEV, three-fourths majority approval of the present members is required.
 - (12) Any items, which are to be decided by the General Assembly, can be dealt with in writing by a postal vote. The postal vote is valid if two thirds of those members take part which are entitled to vote.

Apart from the quorum for a postal voting of two thirds of the members entitled to vote, in case of § 8 sec. 11 the quorum of three quarters of the participating members is required for an approval decision.
 - (13) Minutes must be taken at every General Assembly. The chairperson of the meeting must sign them.

§ 9 Board

- (1) The Board consists of:
 - the five members elected by the General Assembly,
 - the Chairperson of the Technical Council,
 - a representative of the Secretary,
 - two persons, co-opted by the GEV Board, with a mandate of two years.

- (2) The three members elected by the General Assembly are elected by simple majority for a mandate of two years. The nominations of candidates must reach the Secretary Office three weeks prior to the date of the General Assembly.
- (3) The Board heads the GEV. The Chairperson and the Vice Chairperson of the Board (§ 8 sec. 1 b) are the legal heads in the sense of § 26 BGB; each of these Board members may separately represent the association.
- (4) The Chairperson of the Board chairs the meetings of the General Assembly and the Board. In case of absence, the Vice Chairperson of the Board takes over his duties.
- (5) The Board decides on all actions against violations of the Constitution (§ 13), insofar it has been delegated to do this in accordance with the Constitution and the Trademark Constitution. Before a decision is taken on sanctions against a member, the Board must hear the member.
- (6) In addition, the following are specific issues of the Board:
 - a) Preparation of the agenda for the General Assembly,
 - b) Checking of annual accounts and their presentation to the General Assembly with a report of the auditor,
 - c) the presentation of budget proposals,
 - d) the appointment, termination and supervision of the Secretary (§ 11).
 - e) decisions on membership applications (§ 3 sec. 3).
- (7) The Board takes its decisions with simple majority of the cast votes. Postal voting is permitted when a physical meeting of the Board is not possible and if a written procedure on single items is not objected.
- (8) The Board has to execute the decisions of the General Assembly. It is responsible for presentation of proposals promoting the purpose of GEV.
- (9) The Board may, in urgent cases, also take decisions on items covered by the General Assembly according to § 8. These decisions must be confirmed by the following General Assembly.

§ 10 Technical Council

- (1) The General Assembly elects the members of the Technical Council every second year. The Technical Council consists of maximum 11 members and can co-opt 2 additional members by majority decision in the Technical Council.
- (2) The Technical Council elects a chairperson from its own ranks. The chairperson leads the tasks of the Technical Council and is its external representative.
- (3) The Technical Council decides on all important technical issues.
- (4) For the handling of specific issues, the Technical Council can request expert advice.

§ 11 Secretary

- (1) The Secretary Office is run by one or more Management Directors who are appointed and released by the Board.
- (2) When appointing several Management Directors, the Board may appoint a General Management Director.
- (3) The Management Directors are obliged to follow the directions of the Board and to execute the decisions of the General Assembly.
- (4) The Management Directors are representatives according to § 30 BGB concerning their tasks according to § 11 sec. 3 and all managing matters of the Secretariat.

- (5) Liabilities can only be carried out to the extent of the GEV assets.
- (6) The Management Directors are the legitimated representatives of GEV in a lawsuit. They enforce the rights of GEV against members and third parties. They may enter into litigation only after the agreement of the Council.
- (7) The Management Directors are obliged to lead the Secretary Office in a strictly impartial way. The Management Directors may not disclose any confidential matters they become acquainted with while executing their duties.

§ 12 GEV Trademark

GEV issues a Trademark Constitution for the regulation and use of the GEV owned trademarks.

§ 13 Sanction regulations

- (1) In case of a member violating the duties of this Constitution and subsequent regulations, the offending member must defray all testing and legal expenses related to the violation.
- (2) In case of a member violating the Constitution provisions, the Council can decide on expulsion from GEV according to § 6 sec. 3.

§ 14 Utilisation of Assets in case of dissolution

In case of dissolution or loss of non-profit status of the GEV, the assets shall be transferred to a public association or any other tax-favoured association with the purpose of using the assets in promotion of occupational-, environmental-, and consumer protection.

Done at Frankfurt/Main, February 24, 1997, Weimar, May 22, 1997, Heidelberg, June 4, 1998, Frankfurt/Main, May 17, 2000, Düsseldorf, August 28, 2000, Frankfurt/Main, December 5, 2006 Hanover, Jan. 16, 2012, and Hanover, Jan. 18, 2016