

# STATUTES

of the Association

## EiiF Membership



of the

**European Industrial  
Insulation Foundation**

## **I. Name, Headquarters, Duration and Purpose**

### **Article 1 Name and Headquarters**

Under the name of “EiiF Membership”, an association (Verein) with headquarters in Gland in the sense of Art. 60 et sqq. ZGB (Swiss Civil Code) exists as a legal entity. The duration of the association is unlimited.

### **Article 2 Purpose**

The EiiF Membership engages itself exclusively and irrevocably, on a non-profit basis for the deployment of sustainable insulation systems in industrial plants and in the industrial environment with the aim of saving energy, reducing CO<sub>2</sub> emissions and realizing the best possible noise and fire control systems. In this sense, the purpose of the EiiF Membership is the financial and conceptual support of the "European Industrial Insulation Foundation" as well as fundraising for the Foundation to meet its expenses, according to the purpose of the Foundation and for the accumulation of the Foundation assets.

The primary task of the EiiF Membership is to publicize the potential of sustainable insulation solutions with policy makers from the economic and political field and, through consultation as well as education and further training, to initiate the implementation of concrete projects. Here, energy-saving potentials as well as health aspects and work safety should be considered.

The purpose of the EiiF Membership is realized mainly through collecting donations and winning members, patrons and sponsors.

The EiiF Membership can acquire and use industrial property rights, immaterial property rights and expertise.

Furthermore, the EiiF Membership can make all kinds of transactions that are suitable to promote the purpose of the EiiF Membership.

The EiiF Membership is an independent and non-profit initiative. It follows direct, unlimited and continuous non-profit purposes and devotes capital and profit irrevocably to these purposes.

The EiiF Membership forms jointly with the EiiF Foundation the EiiF Organization.

## **II. Membership: Withdrawal and Exclusion**

### **Article 3 Membership**

Members of the EiiF Membership can be natural persons or legal entities, associations, corporations, public authorities and other institutions of all kinds that are willing to recognize and promote the aim and purpose of the EiiF Membership.

Requests for admission to the EiiF Membership have to be addressed in writing to the Membership Board. It is the Membership Board or a committee installed by it that decides on the admission by a two-third majority.

In case of rejection of the application through the Membership Board or the appropriate committee, the applicant can claim to have the request for admission be transferred to the General Assembly for a decision.

On admittance, every member recognizes the statutes, decisions and regulations of the responsible organs.

The EiiF Membership can grant benefits to its members through the Foundation which are related to the purpose of the Foundation. These benefits can be graded according to membership categories. The Membership Board adopts the appropriate regulations.

### **Article 4 Exchange of Information and Discussion**

The members of the EiiF Membership undertake not to speak about the following topics or information nor to exchange information on these (either concerning the single enterprise or the industrial branch in general):

- information on prices and discounts, profit margins, price components, conditions of sale, price trends or timing of price changes, costs and turnover information;
- conditions of purchase and sale, be they standard or not;
- relationships to customers and suppliers and ongoing or future bids;
- business strategies and future market behaviour, particular strengths and weaknesses, capabilities and opportunities in particular areas and business prospects for specific products or in specific markets;
- product development or production;
- business plans or market strategy;

- individual market shares or sales figures.

## **Article 5 Withdrawal and Exclusion**

The membership expires through withdrawal, exclusion or death.

Withdrawal can be declared at any time in writing to the Membership Board or responsible committee. It can only be carried out at the end of a calendar year subject to a notice of three months.

The exclusion can be declared by the Membership Board or the appropriate committee with a two-third majority against any member that has been shown to be guilty of dishonourable behaviour or of behaviour which harms the interests of the EiiF Membership or the Foundation. The decision on exclusion is usually made only after a hearing of the member, will be communicated in writing and becomes effective immediately. The excluded member can file an appeal against the decision on the exclusion to the General Assembly. The appeal has to be addressed to the Chairman of the Membership Board in writing within 20 days after notification.

The termination of the membership does not constitute any claims on EiiF Membership assets.

## **III. Resources and Liability**

### **Article 6 Resources**

In order to follow the purpose of the EiiF Membership, the EiiF Membership has at its disposal funds of membership fees as well as of donations, presents and grants from patrons and sponsors, balance of the profit and loss account and interest rates from the EiiF Membership assets, gifts, legacies, possible contributions from public institutions and profit from events. Moreover, the EiiF Membership can accept donations of any kind.

The EiiF Membership charges its members annual fees.

There is no entitlement to the return of paid membership fees, gifts and donations.

## **Article 7 Liability**

The liabilities of the EiiF Membership are covered by the association's assets only. A personal liability of the members is excluded.

## **IV. Organisation of the EiiF Membership**

### **Article 8 Organs**

The organs of the EiiF Membership are:

- A) *the General Assembly*
- B) *the Membership Board*
- C) *the auditing agency, insofar as the General Assembly has not decided to waive auditing.*

#### **A) The General Assembly**

### **Article 9 Convocation**

The members' assembly is the highest organ of the EiiF Membership.

As a rule, the General Assembly takes place annually.

The invitation to the General Assembly is issued through the Membership Board concurrent with the agenda subject to notice of at least three weeks and is communicated via a normal letter, email or SMS.

Petitions filed for the General Assembly have to be handed in to the Chairman of the EiiF Membership at least two weeks in advance and in writing.

### **Article 10 Extraordinary General Assembly**

Upon decision of the Membership Board or upon petition of at least one fifth of the members, an extraordinary General Assembly is to be summoned. The request is to be handed in to the Membership Board under specification of the agenda items and petitions to be dealt with. The Membership Board has to schedule the Assembly within four weeks at the latest. The invitation is to be issued three weeks before the Assembly.

If all members are present and no oppositions are entered, then a General Assembly can be held without adherence to the formal protocols on the convocation of a General Assembly.

In this Assembly, members can debate all legally valid issues that fall within the business of the General Assembly, and make resolutions as long as all members are present.

### **Article 11 Chairmanship and Minutes**

The chairman of the General Assembly is the President of the EiiF Foundation in case of hindrance the Chairman of the EiiF Membership or another member of the Membership Board.

The Chairman appoints the vote counters.

The Secretary takes the minutes on the elections and adoptions of resolutions made by the General Assembly. The minutes must be signed by the Chairman or by the Secretary.

### **Article 12 Capacities**

The General Assembly decides on all issues assigned to it by compulsory legal regulations or the Statutes.

The duties and competences of the General Assembly are the following:

- a) election of the Members of the Membership Board, whereas for this office only representatives of Premium Members come into question who, through their attitude and their commitment hitherto, are connected to the purpose of the EiiF Membership and the purpose of the Foundation;
- b) recall of members of the Membership Board;
- c) election of two members of the Membership Board to the Executive Committee of the Foundation and the EiiF Membership;
- d) election of the auditing agency;
- e) approval of the annual report and annual accounts;
- f) determination of the annual budget;
- g) formal approval to the Membership Board;
- h) approval of the minutes of the General Assembly;
- i) dealing with petitions of the Membership Board and the members as well as adoption of resolutions hereto;
- j) handling of appeals;

- k) adoption of any resolution as to the determination and change of Statutes;
- l) filing petitions to the Foundation Board or the Executive Committee for projects appropriate for the EiiF, for general priorities for the EiiF as well as for the EiiF's annual budget;
- m) right of nomination for the election of the EiiF Membership members to the EiiF Advisory Board;
- n) adoption of any resolution on the dissolution of the EiiF Membership and transfer of the complete capital to another institution that pursues the same non-profit aims;
- o) adoption of any resolution on issues that are reserved to it through law and Statutes.

### **Article 13 Adoption of Resolutions**

Every General Assembly summoned according to the Statutes has a quorum, independent of the number of members present. The written approval of a petition by all members is equivalent to a resolution of the General Assembly.

Resolutions in a General Assembly are adopted by open vote with the simple majority of the votes of the present members, provided the law or the Statutes do not stipulate another quorum. The vote only takes place in secret if and when this is expressly demanded by a majority of the present members or stipulated in the Statutes.

All present members have the same voting power. In case of a voting tie, the Chairman of the Membership Board has the casting vote. Deputizing natural persons is not permitted. The legal entities are considered as one member and execute their voting power through an authorized representative.

Members have no voting power with regard to resolutions that affect themselves.

### **B) *The Membership Board***

### **Article 14 Composition**

The Membership Board consists of at least one or more natural persons or representatives of legal entities with the membership status "Premium Member" who generally work in an honorary capacity. The term of office of the members of the Membership Board can be one, two or three years. The members of the Membership Board can be re-elected at any time.

The right to a prior resignation or of recall is reserved. New members step into the term of office of those they are replacing.

The Membership Board constitutes itself.

### **Article 15 Convocation**

The Membership Board holds its meetings as required. The chairmanship is taken on by the Chairman of the Membership Board. Minutes are taken on the negotiations of the Membership Board.

The Membership Board is summoned at the request of the Chairman of the Membership Board or at the request of a member of the Membership Board. It has a quorum, if at least two members are present.

### **Article 16 Adoption of Resolutions**

The Membership Board adopts its resolutions and executes elections with the majority of the votes of the members of the Membership Board present.

Resolutions on issues of negotiations not on the agenda can only be adopted if all members of the Membership Board agree.

All present Membership Board members have the same voting power. In case of a voting tie, the Chairman of the Membership Board has the casting vote. Deputizing Membership Board members is not permitted.

Membership Board members have no voting power with regard to resolutions that affect themselves.

### **Article 17 Capacities**

The Membership Board is in charge of leadership of the EiiF Membership. It has all powers that are not expressly given to another organ in these Statutes. These are especially:

- a) preparation and execution of the regular and extraordinary General Assemblies;
- b) approval and supervision of the EiiF Organization's strategy and work plan to fulfil its tasks and purpose;
- c) support in strategic decisions of the Executive Committee;

- d) process support, assistance and monitoring of the developments of the Eiif Membership and its work;
- e) funding and fundraising;
- f) management of the Eiif Membership's account books according to the provisions of the Swiss Code of Obligations regarding business accounting;
- g) decree, change and revocation of regulations, Rules of Procedure and rules or resolutions for the remaining basic parameters for the activity of the Eiif Membership;
- h) regulation of signatory and representation rights for Eiif Membership;
- i) carrying out events for the development of contacts among the members and to the Foundation and the Foundation Board members;
- j) deciding on all pertinent issues that are transferred to other bodies through the Rules of Procedure.

The Membership Board is responsible for adherence to the Statutes and executes the resolutions of the General Assembly.

### **Article 18 Representation**

The Membership Board represents the Eiif Membership to the the public. All members of the Membership Board sign with joint signatory authority.

The Membership Board is furthermore authorized to transfer the management or individual branches thereof and the Eiif representation to one or more persons, delegated members of the Membership Board or third parties (members of the Eiif Foundation Board, directors, managers). The Membership Board can enact one or more sets of Regulations to organise the necessary details.

### **Article 19 Delegation and Regulations**

With reservations as to its non-transferable and indefeasible duties, the Membership Board delegates the operative management of the Eiif Membership to its Management if not otherwise stipulated in the law or in these Statutes. Details on management and organisation can be governed in agreed Rules of Procedure of the Eiif Membership.

### **C) *The Auditing Agency***

### **Article 20 Election and Term of Office**

The General Assembly elects an approved auditor as auditing agency according to the provisions of the Audit Supervision Act (RAG, SR 935.71).

Either one or several natural persons or legal entities or private companies (partnerships and limited partnerships) can be elected. At least one member of the auditing agency has to be resident in Switzerland.

The auditing agency is elected for a term of office of one year. This ends with the General Assembly in which a final report is given. The duties in the context of the auditing of the annual accounts end with the final audit of the latest business year.

### **Article 21 Independence and Tasks of the Auditing Agency**

The independence of the auditing agency complies with Article 728 OR (Swiss Code of Obligations).

The auditors are not allowed to be members of the Membership Board or employees of the EiiF Membership. They are not allowed to fulfil tasks for the EiiF Membership that do not comply with the auditing mandate. They have to be independent of the Membership Board and the EiiF Membership members. The auditors must be authorized for this assignment. The auditing agency has rights and duties according to Article 728a et sqq. OR (Swiss Code of Obligations).

### **Article 22 General Reservation in Case of Audit Waiver**

The EiiF Membership can waive the election of an auditing agency, if the EiiF Membership does not fulfil the requirements with regard to the duties of proper auditing, does not have an average of more than ten full-time employees per year and all members agree.

This waiver is valid for the following years. Each member of the EiiF Membership, however, has the right to request the execution of a limited auditing and the election of an appropriate auditing agency ten days before the General Assembly at the latest. The resolutions of the General Assembly according to Article 698 para. 2, no. 3 and 4 OR (Swiss Code of Obligations) may then, however, only be adopted after the auditing report has become available.

In case of an opting-out, all the provisions of the Statutes concerning the auditing agency lose their applicability.

## **V. EiiF Membership Assets**

### **Article 23**

The assets of the EiiF Membership are made up of membership fees, donations from patrons and sponsors, balance of the profit and loss accounts and interest rates of the EiiF Membership assets, gifts, legacies, possible contributions from public institutions as well as the profit from events and collections and the sale of literature, books, electronic media or similar.

Members whose membership expires before a possible dissolution of the EiiF Membership have no rights whatsoever to the assets of the EiiF Membership. The accounting year is determined by the Membership Board.

## **VI. Change of Statutes and Dissolution**

### **Article 24 Change of Statutes**

These Statutes can be changed by the General Assembly, provided a revision of Statutes was set on the agenda in an invitation. In order to change the Statutes, a majority of two thirds of the members present is necessary.

### **Article 25 Dissolution**

The dissolution of the EiiF Membership becomes effective upon application of the Membership Board in a General Assembly especially summoned for this purpose. It becomes legally binding if two thirds of the present members vote in favour of it in secret ballot.

Possible liquidation proceeds are to be distributed among associations and institutions which pursue the same or a similar non-profit purpose.

### **Article 26 Commercial Register**

The Membership Board can enter the EiiF Membership into the Commercial Register.

These Statutes in their present form were approved in the General Assembly in Brussels (Belgium) on 19 November 2015 and put into effect immediately.

Personal signatures of the Chairman, the Vice-Chairman and the Secretary of the EiiF Membership:



1. Frank Baur (Chairman):

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2. Bernard Vercaemst (Vice-Chairman):

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3. Andreas Gürtler (Secretary):

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