



# **Statutes**

**of the**

**European Engineered Construction Systems Association e. V.**

**As of: March 2016**

## **Article 1 Name, Registered Office, Fiscal Year**

1. Manufacturers of products from the field of fixing and reinforcement systems as well as façade systems have united under the name

**European Engineered Construction Systems Association e. V. (ECS)**

2. The registered office of the association is situated in Düsseldorf, Germany.
3. The fiscal year corresponds to the calendar year.

## **Article 2 Object of the Association**

1. The object of the association is to uphold and promote all matters of common interest to its member companies. It will collaborate with other entrepreneurship associations.
2. With respect to all forms of fixing, reinforcement and façade systems, the object of the association is to
  - ensure a high level of quality;
  - cooperate with German national and international standardisation committees (DIN, ECiSS, Eurocode, ISO) as well as scientific organisations and represent the interests to national German and international authorities;
  - perform public relations work and promote the interests of quality assurance;
  - oppose unfair competition in the field of fixing, reinforcement and façade systems;
  - conduct research activities jointly.
3. The association shall refrain from pursuing any gainful commercial activity.
4. The association does not generate a profit.



### **Article 3 Acquisition of Membership**

1. Full membership is open to manufacturers of products from the field of fixing, reinforcement and façade systems seated in Europe.

Full membership is only available to manufacturers, who

- are sufficiently active in research and development within their product groups
  - offer high quality products and service
  - support actively the future development of reinforced concrete construction technique.
2. Associate membership is open to individuals and institutions, which can show that they have a particular interest in researching and promoting the use of fixing, reinforcement and façade systems.
  3. Persons who have rendered outstanding services to the association may become honorary members thereof.
  4. Applications for membership must be made in writing. These will be considered by the board of directors, which will issue a recommendation for the decision on admission. Admission is decided by the general assembly alone with a majority of two-thirds of the vote in attendance.

### **Article 4 Termination of Membership**

1. Membership shall end upon resignation, expulsion or discontinuation of business activities.
2. Resignation is admissible with a notice period of twelve months at the end of each calendar year and shall be made by hand delivered registered mail with acknowledgement of receipt to the board of directors (administrative office).
3. The general assembly may expel a member if it violates the provisions of the articles, in particular, if it does not fulfil its obligation to pay contributions or grossly damages the association's reputation.
4. Termination of membership does not exempt a member from any existing commitments it has to the association.
5. All claims, including those relating to the association's assets, shall expire upon termination of membership.



## **Article 5 Rights and Obligations of Members**

1. Unless otherwise provided in the articles, all members shall have equal rights and obligations.
2. Members are entitled to information, advice and support within the framework of the protection of the general interests of their industry.
3. Members are obliged to support the association in carrying out its duties according to the statutes and furnish it with the information and documentation needed for it to carry out its duties.

## **Article 6 Membership Fees**

1. The association's costs are covered by an admission fee and membership fees.
2. Full and associate members are obliged to pay an admission fee and membership fees.
3. The amount of the fee to be paid for admission and membership shall be determined by the general assembly. Particulars shall be dealt with in membership fee regulations for full members and further membership fee regulations for associate members pursuant to Article 3 paragraph 2.
4. Honorary members do not pay fees or contributions.

## **Article 7 Bodies of the Association**

Bodies of the association are:

- The general assembly
- The board of directors, including the chairman
- The committees
- The secretary



## **Article 8 General Assembly**

1. The general assembly consists of representatives of the members.
2. The voting right of full members is based on the fees to be paid according to the membership fee regulations. Associate and honorary members do not have the right to vote.
3. The general assembly shall have plenary powers, including but not limited to
  - matters of fundamental importance;
  - the admission of new members and the expulsion of members;
  - election of the chairman and members of the board of directors;
  - approval of the budget;
  - determining the membership fees and membership fee regulations;
  - discharge of the chairman, members of the board of directors and the secretary;
  - amending the statutes;
  - dissolution of the association;
  - other responsibilities falling on it according to these statutes.
4. The annual general assembly shall be convened by the chairman within six months of the end of a fiscal year.
5. Extraordinary general assemblies may be convened by the chairman, who must convene these if required to do so by at least one-third of the vote.
6. Members shall receive an invitation to attend the general assembly together with the agenda at least two weeks in advance.
7. Unless otherwise provided in the articles, the general assembly shall pass resolutions by simple majority of the vote in attendance. A majority of three-quarters of the vote in attendance is required for amendments to the statutes.
8. The general assembly constitutes a quorum when at least two-thirds of the vote is represented. The absence of a quorum is to be established and recorded in the minutes. A new general assembly, which constitutes a quorum if at least half of the vote is present, shall be convened within six weeks in accordance with the preceding paragraph 6 with the inclusion of said minutes.
9. Minutes of resolutions of the general assembly shall be taken and signed by the chairman and the secretary.



## **Article 9 The Chairman, the Executive Committee**

1. The board of directors shall consist of at least the chairman, one deputy, and may be extended by other committee members. The chairman is the senior executive within the meaning of §26 BGB (German Civil Code).
2. The chairman directs the association in agreement with the board of directors. The chairman is entitled to act promptly with respect to important matters for which a delay is not tolerable owing to urgency. In such instances, he shall seek the approval of the competent bodies promptly.
3. The chairman and members of the board of directors are elected for a duration of two years and remain in duty until newly or re-elected.
4. The board of directors is responsible for all affairs of the association provided they are not reserved for other bodies by law or the articles.
5. Resolutions are passed by the board of directors when a simple majority is reached. In the event of a tied vote, the chairman shall have the casting vote.

## **Article 10 Committees**

1. In order to perform the ongoing activities of the association, the general assembly shall appoint committees at the recommendation of the board of directors.
2. Each committee shall elect its chairman. Committees may adopt their own rules of procedure.
3. Committees shall report to the members about their work.

## **Article 11 Management**

1. Completion of ongoing business of the association is incumbent on the administrative office under the direction of a secretary.
2. The secretary shall be appointed by the board of directors. The employment contract of the secretary shall be concluded by the board of directors.



## **Article 12 Dissolution of the Association**

1. Dissolution of the association may only be passed at a general assembly convened for that purpose.
2. The resolution to dissolve the association requires a majority of four-fifths of the vote in attendance according to Article 8 paragraph 2. Article 8 paragraph 8 (1) shall apply accordingly with respect to a quorum.
3. If the general assembly is unable to form a quorum, then a new general assembly shall be convened within six weeks. This shall constitute a quorum if notification thereof is given in the invitation. In this case, the resolution to dissolve the association requires a majority of two-thirds of the vote in attendance according to Article 8 paragraph 2.
4. The remaining assets shall be used as decided by the last general assembly.

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