

## **STATUTES**

### **NAME AND SEAT**

#### **Article 1**

The name of the association will be: European Pultrusion Technology Association (EPTA).  
It will have its seat at the AVK:  
Am Hauptbahnhof 10, 60329 Frankfurt, Germany (language of the association is English)

### **OBJECT**

#### **Article 2**

**Mission: EPTA's mission is to support the growth of the composite profiles industry by maximizing external communication efforts and having an actively contributing membership.**

### **MEMBERS**

#### **Article 3**

1. Every company / organization / individual person can show that he has a professional interest in the membership and who meets the demands set in this regard by the general meeting may put themselves forward for membership at the board.  
The board will decide with regard to the admission.  
In case of a rejection by the board it will be possible to appeal to the general meeting.  
This may still decide to grant admission.
2. The board will classify the members into three categories, namely: Associate members, Full members and Sponsor members. Individual persons are classified as associate members.  
Associate members have no voting right.
3. The selection of the membership category is open to the member himself, with the exception that a pultruder and a machine producer can only qualify for Full or Sponsor membership.

### **ANNUAL CONTRIBUTIONS**

#### **Article 4**

The members will be obliged to pay an annual contribution. The amount will be proposed by the board to the general assembly. Thereto they may be classified in categories paying different contributions.

### **TERMINATION OF MEMBERSHIP**

#### **Article 5**

1. The membership will be terminated by:
  - a. termination of professional interest in the membership or on an earlier death, bankruptcy or dissolution of a member-corporation;
  - b. cancellation;
  - c. disfranchisement.

2. Cancellation on behalf of the association will only be possible if a member should not fulfil his obligations towards the association and if the continuation of the membership cannot be reasonably demanded of the association.
3. Cancellation by a member will be possible without stating any reasons.
4. The membership may only be cancelled in writing to the board of the association per the end of the association's year, taking into consideration a term of notice of 3 months. In deviation of the above the membership may be terminated immediately if the continuation of the membership cannot be reasonably demanded of the member or of the association.
5. Disfranchisement will be affected by the board and may only take place if a member should act contrary to the articles of association, the rules or resolutions of the association or should injure the association unreasonably.
6. The board will inform the member involved as soon as possible of any resolution of cancellation of the membership by the association and any resolutions of disfranchisement stating the reasons thereof. The member will be entitled to appeal to the next general meeting after the receipt of the notice meant above. During the term of appeal and pending the appeal the member will be suspended.
7. If the membership will be terminated in the course of an association's year, the total annual contribution of the year will be due.

## **CANCELLATION BY MEMBERS**

### Article 6

1. The rights and obligations of the members may at all times be terminated by mutual cancellation. However, the total annual contribution on the current year will be due.
2. The cancellation on behalf of the association will be affected by the board.

## **BOARD**

### Article 7

1. The board will consist of at least three and maximum of seven natural persons and will be appointed by the general meeting by election from the members. The board can co-opt board members (without voting rights).  
The board always will have a majority of pultruders. At least 2/3 of the board members have to be full members / pultrusion companies (2 in case of 3 members, 3 in case of 4, 4 in the case of 5 or 6, 5 in the case of 7).
2. The board will elect from its members a chairman, a secretary and a treasurer, who together form the executive committee. The board can decide to appoint an external company for the role of the secretary and treasurer.
3. Board members are elected for a term of four years. After two years a minimum of half of the board members should be eligible for re-election.
4. A member of the board may be discharged by the general meeting, provided that this takes place by a majority of at least two-thirds of the votes validly cast at a general meeting convoked especially to this purpose.

5. Retiring board members may be replaced by a colleague from the same company/organisation until the end of the election period.
6. The membership of the board will furthermore be terminated by:
  - a. the termination of the membership;
  - b. resigning one's membership.
7. Provided that the general meeting approves thereof, the board will be entitled to conclude agreements to purchase, sell and encumber registered goods.
8. The association will be represented in judicature and thereout by two members of the board – including the president - executive committee acting together.

## **DECISION PROCESS OF THE BOARD**

### Article 8

1. The board meetings will be presided by the chairman of the board. In case the chairman is absent, another member of the board to be appointed by the board will act as chairman.
2. The judgement pronounced by the chairman that the board has taken a decision, will be decisive. The same applies to the contents of a decision taken, as far as the voting concerned a proposal not laid down in writing.
3. In case of a tied vote the vote of the chairman prevails.
4. The secretary or a person appointed thereto by the board will draw up minutes of the subjects dealt with each meeting, which minutes will be approved by the board at the next board meeting.
5. Board members are not paid by the association, costs (travel, ...) are not reimbursed.

## **ASSOCIATION'S YEAR**

### Article 9

The association's year will run parallel to the calendar year.

## **GENERAL MEETINGS**

### Article 10

1. Every year a members meeting - the annual general meeting - will be held.
2. At the annual meeting the board will give its annual report and will account for the management conducted during the past association's year, submitting the necessary documents. The approval of the account by the annual meeting will discharge the board.
3. At every annual meeting a committee will be formed from among the members, consisting of at least two persons, who are not members of the board. At the next annual meeting this committee will report on its findings with regard to its examination of the account of the board, which will be given in that meeting.  
The board will be obliged to supply the committee with all information it requires, to show to the committee, if so desired, the cash and the values and to grant inspection of the books and documents of the association. The mandate of the committee may be withdrawn at all times by the general meeting by appointing another committee.

Should the examination of the account require special knowledge of accountancy, the committee may be assisted by an expert to be paid by the association.

4. Other general meetings will be held as often as the board should consider same desirable.
5. Furthermore the board will be obliged to convoke a general meeting at a term of not less than four weeks, if at least one/tenth part of the members entitled to vote should request the same. If the board has not fulfilled this request within one month (excluding holidays) , the members themselves may proceed to convoking such meeting.
6. General meetings will be convoked by the board. The convocation will take place either in writing to the addresses of the members, taking into consideration a term of at least fourteen days.
7. Every full and sponsor member of the association will have one vote. A member may have another member authorised thereto in writing cast his vote.
8. Unless the articles of association stipulate otherwise, all resolutions will be taken by a majority of votes. Blank votes will be invalid for the result of a voting.
9. A judgement pronounced at a meeting by the chairman, that a decision has been taken, will be decisive. If a proposal has not been laid down in writing, his judgement on the contents of the decision will also be decisive.
10. The general meetings will be presided by the chairman of the board. In the case the chairman is absent, another member of the board to be appointed by the board will act as chairman. If it will not be possible to provide for the chairmanship in this way either, the meeting itself will provide therefore.
11. The secretary or a person appointed thereto by the board will draw up minutes of the subjects dealt with each meeting. The minutes will be published and have to be approved at the next meeting.

## **AMENDMENT OF THE ARTICLES OF ASSOCIATION**

### **Article 11**

1. A decision to amend the articles of association may only be taken in a members meeting. An amendment can only be changed when at least two third of the validly cast votes during the members meeting are supporting the amendment.
2. Valid votes are votes that are given by the members with an active voting right, present during the annual members meeting and votes that are sent in by means of letter, fax or e-mail at least 24 hours in advance to the voting, to the chairman of the board.
3. Amendments can be proposed by all members with voting rights. An amendment will be addressed to the chairman of the board at least 30 days before the annual members meeting, in which the amendment is voted on, is held. The proposed amendment should be made available, word for word in writing, to all members with voting rights, at least 5 days before the annual members meeting is held. The director of the association will take care of distribution of amendment proposals.

## **DISSOLUTION**

### Article 12

1. The association may be dissolved by a resolution of the general meeting. The stipulations of article 12 will apply correspondingly.
2. The settlement will be seen to by the board, unless it will be decided otherwise.
3. The credit balance after settlement will fall to those who were members at the moment of dissolution (in relation to their annual membership payment). It will, however, also be possible to give the credit balance another destination at the moment when the resolution to dissolve the association is taken.

## **REGULATIONS**

### Article 13

1. The general meeting will be entitled to establish regulations. The regulations may not be contrary to the law or the articles of association.
2. The general meeting will decide on everything, that has not been stipulated by the law, the articles of association or the regulations.

Frankfurt, 30.11.2016  
(updated version)