

Association Statutes of the Gütegemeinschaft Mineralwolle e.V.

1. Name, Headquarters and Financial Year

- 1.1** The association is a Quality Association according to the principles for quality marks in the currently valid version and bears the name "Gütegemeinschaft Mineralwolle e.V." (hereinafter referred to as Quality Association). It is registered in the associations' register of the district court.
- 1.2** The headquarters of the Quality Association is Rackwitz. The place of jurisdiction and place of performance for claims arising from these Association Statutes is the court responsible for the registered office of the Quality Association.
- 1.3** The financial year is the calendar year.

2. Purpose and Tasks

- 2.1** The association has the purpose,
 - 2.1.1** to secure the quality of products made of mineral wool and
 - 2.1.2** to mark products made of mineral wool, whose quality is assured with the quality mark of the Quality Association.
- 2.2** To fulfil this purpose the Association has the task for products made of mineral wool
 - 2.2.1** to create a set of statutes (Association Statutes, Warranty Mark Statutes, Implementing Regulations and Quality and Testing Regulations), hereinafter referred to as Statutes, in consultation with RAL Deutsches Institut für Gütesicherung und Kennzeichnung e.V. (German Institute for Quality Assurance and Labelling),
 - 2.2.2** to monitor that the quality mark users observe the set of rules,
 - 2.2.3** to oblige the quality mark users to mark only those products whose quality is protected with the quality mark of the Quality Association.

- 2.3** The association is selflessly active and does not primarily pursue its own economic purposes. The association's funds may only be used for the purposes set out in the Association Statutes. Members shall not receive any benefits from the association's funds. No person may benefit from expenses that are alien to the purpose of the association or from disproportionately high remuneration.
- 2.4** Mineral wool as defined by these statutes is glass, rock or slag wool made of man-made vitreous (silicate) fibres with random orientation with alkaline oxide and alkali earth oxide ($\text{Na}_2\text{O}+\text{K}_2\text{O}+\text{CaO}+\text{MgO}+\text{BaO}$) content greater than 18 per cent by weight.

3. Membership

3.1 Types of membership

- 3.1.1** Any company that manufactures mineral wool products by melting a mixture of raw materials and then fiberizing the melt and sells these products itself or via third parties can become a full member of the Quality Association.
- 3.1.2** Full membership of the association may be acquired by any company that verifiably purchases mineral wool products with the quality mark and processes these products in accordance with the Quality and Testing Regulations. The manufacture of products from mixtures of mineral wool fibers with different chemical compositions is not considered to be manufacturing within the meaning of these Association Statutes.
- 3.1.3** Guest membership is open to any association or any natural or legal person representing business or commercial circles if the association recognizes that they have a legitimate interest in quality assurance.
- 3.2** The provisions of these Association Statutes shall apply to guest members with the proviso that guest members
- have no voting rights at the General Assembly,
 - are not eligible for election to the bodies of the association.
- 3.3** The application for full or guest membership must be submitted by letter or e-mail to the office of the Gütegemeinschaft Mineralwolle e. V.. Applicants must undertake to recognize the set of statutes and to comply with their provisions.
- 3.4** The Board of the Quality Association decides on the application. If the application is rejected, the applicant may lodge an appeal by letter or e-mail with the Quality Control Committee within 4 weeks of the notification of the decision. If the complaint is rejected, the complainant can take legal action in accordance with section 12 within 4 weeks of the notification of the decision. Reasons must be given for the rejection of the application and the complaint.

4. Rights and Duties of the Members

- 4.1** The association is at the disposal of its members in all matters of quality assurance. Members according to sections 3.1.1 and 3.1.2 are entitled to acquire the quality mark.
- 4.2** Full membership may only be transferred to the legal successor of the respective full member or to an enterprise affiliated with the respective full member. The transfer requires the prior written consent of the Board of the Quality Association. The Board of the Quality Association prescribes the form of the transfer. The guest membership is not transferable.
- 4.3** Members are obliged
- 4.3.1** to promote the purpose of the association,
 - 4.3.2** to apply for the awarding of the quality mark within 6 months of having acquired membership in accordance with sections 3.1.1 or 3.1.2. Before the written awarding of the quality mark the member is not allowed to advertise with the quality mark or with the membership in the Quality Association,
 - 4.3.3** to comply with the provisions of the entire regulations of the set of statutes as well as the statutory resolutions of the organs of the association,
 - 4.3.4** to pay contributions or levies to the association as determined by the General Assembly.
- 4.4** The quality mark users themselves are responsible for the quality of their products. Liability of the Quality Association, its organs or representatives is excluded.

5. End of Membership

- 5.1** The membership ends through:
- Leaving of the member,
 - Exclusion from the association,
 - Liquidation of the member,
- 5.2** The leaving can only be declared with a notice period of 6 months to the end of the business year. The declaration shall be sent by registered letter to the Secretary General.

- 5.3** The Board of the Quality Association may exclude a member by resolution if
- 5.3.1** the requirements of sections 3.1.1 and 3.1.2 are no longer met,
 - 5.3.2** a member according to sections 3.1.1 and 3.1.2 does not apply for the quality mark within 6 months (section 4.3.2) after having acquired membership,
 - 5.3.3** the application for the award of the quality mark has been finally rejected,
 - 5.3.4** the quality mark awarded is not used to identify products made of mineral wool over a period of 6 months,
 - 5.3.5** insolvency proceedings have been opened or rejected due to lack of assets,
 - 5.3.6** the member has seriously violated the set of statutes or statutory resolutions of the bodies of the Quality Association, or
 - 5.3.7** there is any other important reason for the exclusion.
- 5.4** The Board of the Quality Association gives a member the opportunity to comment on the intended exclusion by letter or e-mail with a notice period of 4 weeks.
- 5.4.1** The excluded member can lodge an appeal with the Quality Control Committee by letter or e-mail within 4 weeks of the decision being delivered.
 - 5.4.2** The Quality Control Committee may remedy the complaint by decision, proposing a decision on exclusion to the General Assembly.
 - 5.4.3** If the appeal is rejected by a decision of the Quality Control Committee, the reasons for the decision shall be given and the appellant shall be notified of it. The complainant may then proceed in accordance with Clause 12 of these Association Statutes within 4 weeks of this notification.
- 5.5** A member may be excluded by resolution of the Board of the Quality Association if he/she is in arrears with the payment of the subscription despite two reminders. The exclusion may only be decided after 3 months have elapsed since the second reminder was sent and the subscription debts have not been paid. The exclusion shall become effective upon adoption of the resolution and shall be communicated to the member immediately.
- 5.6** The lodging of an appeal has no suspensive effect.
- 5.7** Claims of the association against a member are not affected by the withdrawal.

6. Organs of the Association

6.1 The organs of the association are:

- the General Assembly,
- the Board of the Quality Association,
- the Quality Control Committee,
- the Secretary General, if appointed in accordance with section 10.1.

6.2 It is not permitted that rights and duties of one organ are assumed or impaired by another organ.

6.3 Any person who is a member of a body of the association shall conduct the business of the association impartially and shall treat as confidential any internal business or operational transactions of the members of which he has become aware in the course of his duties.

7. General Assembly

7.1 The General Assembly is convened at least once a year by the President or by the Secretary General, if appointed in accordance with section 10.1. It is also convened if the President or the Board of the Quality Association or one third of the members request this. Invitations are sent by letter or e-mail at least 21 days in advance. The agenda and any motions already submitted must be included.

7.1.1 The General Assembly is either real or virtual. Virtually, the General Assembly takes place as an online video conference, an online telephone conference or an analogue telephone conference and is held in a chat room accessible only to members with their credentials and a separate access code.

7.1.2 In the virtual procedure, the access word valid for the current meeting is announced with a separate e-mail immediately before the meeting, at most 3 hours before. The proper sending of the e-mail to the last e-mail address of the member made known to the Board of the Quality Association is sufficient. Members who do not have an e-mail address receive the access code by ordinary mail to the last address made known to the Board of the Quality Association. In this case, the proper dispatch of the letter 2 days before the General Assembly is sufficient. All members are obliged not to make their identification data and the access code accessible to third parties and to keep them strictly confidential.

An exception to this is the forwarding of the access code and the identification data to a representative authorised in writing in accordance with section 7.4.

- 7.7** The votes of the General Assembly are taken by show of hands. If one third of the voting members present at the time of voting so request, the vote must be taken in writing.
- 7.8** If necessary, members in accordance with sections 3.1.1 and 3.1.2 may also vote before the General Assembly by letter or e-mail or outside the General Assembly by circulation procedure by letter or e-mail, if the Board of the Quality Association decides this. It must set a deadline for the vote. The dissolution of the association according to section 13.1 is excluded from this.
- 7.9** The General Assembly shall be chaired by the President or, on his/her behalf, by a representative. Minutes must be taken of the proceedings of the General Assembly. The minutes are signed by the President and the Secretary General, if appointed. The same applies to votes according to section 7.8.

8. Board of the Quality Association

- 8.1** The Board of the Quality Association consists of the President and his Deputy and up to two other members. The Board passes its resolutions by simple majority; the vote of the President decides on tie.
The regulations in sections 7.1.1, 7.1.2, 7.1.3 and 7.7 apply accordingly.
- 8.2** The term of office of the members of the Board of the Quality Association is 2 years and lasts up to the election of a new Board of the Quality Association. Re-election is permitted.
- 8.3** The Board of the Quality Association in the sense of § 26 BGB are the President and his Deputy. Each of them is entitled to represent the association alone and represents the association in all matters.
- 8.4** If the President and his Deputy resign during the same term of office, the remaining members of the board immediately convene a General Assembly for the purpose of electing a new Board of the Quality Association.
- 8.5** The Board shall manage the association on a voluntary basis.
- 8.6** In matters concerning their own business, a member of the Board of the Quality Association is excluded from the adoption of resolutions. This is recorded in the minutes.

9. Quality Control Committee

- 9.1** The Quality Control Committee consists of the Chairman, who must be a representative of a member according to section 3.1.1 or 3.1.2, and two other persons who are not members of the association and who are elected by the General Assembly for a term of 2 years. In addition, the members of the Board of the Quality Association belong to the Quality Control Committee.

- 9.2** The aforementioned two persons from outside the association shall be neutral experts.
- 9.3** If a committee member leaves during the term of office, the Board of the Quality Association appoints a new committee member. If the Chairman resigns, the Board of the Quality Association appoints a new Chairman. The term of office of the new committee members appointed in this way lasts until the next General Assembly.
- 9.4** The Quality Control Committee
- 9.4.1** develops necessary amendments to the Quality and Testing Regulations to be decided by the General Assembly,
 - 9.4.2** examines applications for the award of the Quality Association's quality mark and either proposes to award the quality mark to the applicant or informs him of the reasons for deferral,
 - 9.4.3** monitors quality mark users to ensure that they comply with the set of statutes,
 - 9.4.4** supports the Board of the Quality Association,
 - 9.4.5** adopts and amends Rules of Procedure for itself,
 - 9.4.6** issues and amends procedural rules for the implementation of the Quality and Testing Regulations.
- 9.5** The Secretary General takes part in all meetings of the Quality Control Committee but has no voting rights. The Quality Control Committee takes its decisions by a simple majority of those present. The vote of the Chairman decides on tie. The members of the Quality Control Committee may be represented by a written proxy. In matters concerning their own company, a member of the Quality Control Committee is excluded from taking decisions. Minutes must be taken of the resolutions and signed by the Chairman and the Secretary General.

The regulations in sections 7.1.1, 7.1.2, 7.1.3 as well as section 7.7 apply accordingly. In this context, the Chairman of the Quality Control Committee decides how the meeting of the Quality Control Committee according to section 7.1.1 takes place (in real or virtual form) and decides on any voting according to section 7.7.

10. Secretary General

- 10.1** The Board of the Quality Association may appoint a Secretary General.
- 10.2** The Secretary General leads the business of the association impartially in accordance with these Association Statutes and the resolutions of the association's bodies as directed by the Board of the Quality Association. He is present in the General Assembly and attends the meetings of the organs of the association as consultant.

- 10.3** The Secretary General can carry out business within the limits of the budget which commits the association.

11. Penalty and Violations

Violations of the rules for using the quality mark or monitoring quality mark users laid down in the set of statutes must be punished. The applicable sanctions are contained in Section 5 of the Implementing Regulations.

12. Legal Recourse

- 12.1** In the event of disputes arising from the Association Statutes, including the set of statutes, or from the activities of the association, the parties are free to choose a decision by the ordinary court or by the arbitration tribunal.

- 12.2** If the parties request a decision by the arbitral tribunal by mutual agreement, the latter shall make a final decision on the legal dispute and the costs of the proceedings, excluding recourse to the ordinary courts of law. This does not include the legal fees.

- 12.3** The composition and procedure of the arbitral tribunal shall be governed by the provisions of the Code of Civil Procedure (Zivilprozessordnung - ZPO), unless otherwise provided for in these statutes.

- 12.4** Both parties appoint one assessor each. The assessors elect a presiding judge who must be qualified to hold judicial office. They must agree on the presiding judge within 2 weeks after the party filing the petition has been informed that the second assessor has also been appointed.

If they do not reach an agreement, the party seeking the order may demand that the Secretary General of the association asks the competent district court to appoint the presiding judge. The same shall apply if a party has not appointed an assessor within 2 weeks after being requested to do so.

- 12.5** The right to apply to the competent ordinary court for an interim injunction in urgent cases remains unaffected.

13. Final Provisions

- 13.1** The dissolution of the association may be decided by the General Assembly with a majority of nine-tenth of the members present and represented in accordance with section 3.1.1 if the motion has been included in the agenda in accordance with sections 7.1 and 7.2. At least 3 quarters of the members in accordance with sections 3.1.1 and 3.1.2 must be present or represented at the General Assembly.

- 13.2** The liquidation shall be carried out by the Board of the Quality Association, unless the General Assembly appoints other liquidators. The General Assembly shall decide on the use of the assets remaining with the association after all liabilities have been settled. The assets have to be used for a purpose serving quality assurance or quality promotion.
- 13.3** Amendments to these Association Statutes, including editorial amendments, must be entered in the register of associations to become effective. The Board of the Quality Association may apply for registration of amendments to the Association Statutes, of whatever nature, only with the prior written consent of RAL. It shall immediately inform all members of the association in writing about all entries of amendments of the Association Statutes.

Rackwitz, May 24, 2024

Dr. R. Dorn, President

M. Mente, Deputy

Translation of the German-language Association Statutes,
only the German language version is legally binding.