



Statutes
of the
European Association for Panels and Profiles

October 2021

1 Name, registered office, place of jurisdiction, place of performance and business year

1.1 The association bears the name of

“European Association for Panels and Profiles.”

The official abbreviation to be used is

“PPA-Europe”

Hereinafter referred to as "the Association".

1.2 The registered office and place of jurisdiction as well as the place of performance for claims resulting from these statutes is Krefeld.

1.3 The business year is the calendar year.

2 Purpose and task

2.1 The Association has the purpose of supporting the growth of the business by representing manufacturers of metal profiled sheets, sandwich panels and ancillary products on the European level in all political, regulatory, technical committees or any other initiatives which are relevant for realizing a harmonized and free market in Europe,

2.2 The Association does not maintain an economic business enterprise.

2.3 The association has the goal of pushing an open European market and fighting against trade barriers.

3 Membership

3.1 The following parties can become members of the Association:

3.1.1 Full membership is open to every enterprise that produces elements made of metal sheets for the roof, ceiling, flooring and walls, e.g. trapezoidal sheets, cassettes, corrugated sheets and sandwich panels. Only legal entities can become a member.

3.1.2 Associated membership is open to every enterprise producing ancillary products or raw materials for the metal envelope of a building, or trading companies, or engineering/consultant companies, or research institutes, or any association, or person that can represent business or marketing circles.

However associated membership is open to national insulated metal panels and profiled sheets trade and industry associations or their subsidiaries when members representing at least 50% of the votes and 50% of the number of members in the National Trade Association entitled for full membership, are already full members of the Association. Their membership shall be accepted by the Managing Committee.

3.1.3 Membership may not be made dependent upon membership in another organisation.

3.1.4 The application must be made in writing to the secretariat of the Association. Applicants must take knowledge of these statutes and follow their regulations.

3.1.5 The Managing Committee decides with respect to each membership application. If an application is rejected (in accordance with section 3.1.1., 3.1.2) then the applicant can lodge a complaint with the Managing Committee (see 8) within 4 weeks of receiving notice of the decision. If the complaint is rejected, then the complainant can take recourse to legal proceedings within 4 weeks of receiving notification of the decision. The rejection of the application and the complaint must be justified. An application can be rejected in accordance with section 3.1.1, 3.1.2 if the Managing Committee is of the

opinion that the applicant – directly or indirectly linked to companies or associations - act on the market against the interests of the full members of the Association.

- 3.2 The Association has to publish lists of their members showing their status of membership.

4 Rights and obligations of the members

- 4.1 The Association is available to the members with respect to all technical, promotional and advocacy topics.

- 4.2 Members are obliged,

- 4.2.1 to promote the purpose of the Association,

- 4.2.2 to observe the regulations of the statutes as well as the constitutional resolutions of the Association organs,

- 4.2.3 to pay contributions or levies on time to the Association,

- 4.2.4 not to support activities and lobbying practices (direct and/or indirect) towards the market, insurers and authorities in the committees of the European Commission, CEN, or other European and/or national committees which attacks, or undermines the market of panels and profiles,

- 4.2.5 to respect the choice of the producers of panels and profiles to offer on the market the products of their own choice, fitting the best the needs of the customer and the existing legal requirements,

- 4.2.6 not to publish product characteristics which are deviating from declared ones on the CE mark and in the Declaration of Performance.

- 4.3 People of associated member companies which are institutes, consultants or members of third parties who are working by order of the Association (e.g. in external committees of other associations) can get reimbursement of expenses for travelling and time. The amount has to be fixed by the Managing Committee.

5 Termination of the membership

- 5.1 The membership is terminated by means of :

- 5.1.1 Cancellation of membership,

- 5.1.2 Exclusion,

- 5.1.3 Liquidation,

- 5.1.4 Opening of bankruptcy proceedings.

- 5.2 The cancellation of membership can only be carried out with a period of notice of 6 months to the end of the financial year. The declaration must be sent to the Secretary General by means of a registered letter.

- 5.3 The Managing Committee can exclude a member if

- 5.3.1 the requirements of section 3.1 no longer apply,

- 5.3.2 the member has gravely violated the statutes of the Association or not respected the obligations of clause 4.3 or against constitutional resolutions of the organs of the Association.

- 5.4 The Managing Committee will give a member the opportunity of stating his case with respect to the intended exclusion within a period of 4 weeks.

- 5.5 The excluded member can lodge a complaint with the Managing Committee within 4 weeks of having received notice of the decision in accordance with section 3.1.1 and

3.1.2 . If the complaint is rejected the complainant can take recourse to legal proceedings in accordance with section 13 within 4 weeks of receiving notice of the decision.

5.6 The lodging of an appeal does not have the effect of deferring the decision.

5.7 The Association's claim against a member is not affected by the fact the member has resigned.

6 The Association's organs

6.1 The Association's organs are

6.1.1 the General Assembly,

6.1.2 the Managing Committee,

6.1.3 other Committees and Working Groups with special tasks (e.g. marketing)

6.1.4 the Secretary General.

6.2 It is not permissible for the rights and obligations of one organ to be adopted or impaired by another organ.

6.3 Those parties that belong to an Association organ must carry out the Association's business in an impartial manner to treat the internal business matters and operations of the member that he/she has heard of in the course of his work with confidence.

7 The General Assembly

7.1 The General Assembly will be convened at least once a year by the President via the Secretary General. It also has to be convened if the President or the Managing Committee or a third of the full members demands this. Invitations will be sent at least 21 days in advance in writing. In this case the agenda must also be communicated.

7.2 If additional motions should be set on the agenda then they must have been sent in writing to the Secretary General at least 10 days prior to the General Assembly. The Secretary General must immediately inform the members of this. The General Assembly can only vote on motions which are not on the agenda in accordance with this clause if the majority of the full members are in favour of this. This does not apply to elections and for motions to change these statutes in addition to the appendices or to dissolve the Association.

7.3 Every General Assembly that is invoked in an orderly manner is capable of passing resolutions.

7.4 The physically present members or represented by a proxy are a valid quorum for any issue in the agenda. The General Assembly will only vote on motions which are not on the agenda when a quorum of 50% of the full members are present or represented.

7.5 Seat and voting right

7.5.1 Every full member representative has a seat and vote(s) in the General Assembly. Every full member has one voting right per basic membership fee it pays.

7.5.2 A full member can also be represented by an authorised representative with written permission. This representative can be a full member or an associated member. The authorised representative is entitled to a maximum number of 2 proxies.

7.5.3 Associated member representatives (section 3.1.3) have a seat in the General Assembly and a voting right dependent on the type of company. Every associated member has half a voting right per basic membership fee it pays; only full voting rights are effective. Therefore, a raw material producer has 3 votes, an association has 1 vote and producers of other products or institutes or consultant companies have no voting right and only the

- right to be heard; they have a right to vote (1 vote) if they belong to the Managing Committee.
- 7.5.4 A member who has not paid its annual membership fee until 31st August has no voting right on the General Assembly.
- 7.5.5 In general, all full members shall have at least 75% of all voting rights. If all the associated members together have more than 25% of the voting rights the distribution of voting rights have to be changed in these statutes.
- 7.6 Resolutions require a simple majority of those present and represented. If there is an equality of votes, then this is deemed as being a rejection of the motion. Changes to the statutes require a two thirds majority. Section 14 remains unaffected by this clause.
- 7.7 Changes to the contribution regulations require a two thirds majority.
- 7.8 The General Assembly
- 7.8.1 takes receipt of Managing Committee reports as well as all committees and working groups and can negotiate with respect to these,
- 7.8.2 elects the Managing Committee (the President, the Vice-President and 1 or more additional full member(s), the members of other committees and the auditor for the next financial year.
- 7.8.3 discusses and approves the annual accounting on the base of the report of the auditor and the preliminary cash budget (budget plan) for the next financial year,
- 7.8.4 stipulates the amount of the subscriptions or the contributions,
- 7.8.5 passes resolutions with respect to changes of the statutes,
- 7.8.6 passes a strategic action plan
- 7.8.7 passes resolutions with respect to applications in accordance with these statutes.
- 7.9 If necessary, members can also vote outside of the General Assembly in writing, if the Managing Committee passes such a resolution. It must set a deadline for the vote.
- 7.10 The General Assembly will be headed by the President or the Vice President by order of the President. Minutes must be taken of the course of the General Assembly. This must be signed by the head of the General Assembly and the Secretary General. The same applies to written votes.
- 7.11 Interested parties may be invited to each General Assembly.
- 7.11.1 Interested parties may be consumers associations, governmental bodies, standardization bodies, approval bodies or any bodies / institutes which are working in the public interest.
- 8 Managing Committee**
- 8.1 The Managing Committee consists of a maximum of 10 persons including a President, a Vice President and 1 or more full member(s). The Managing Committee shall reflect as much as possible the different categories of manufacturers (e.g., size, type of products and geographical breakdown).
- 8.2 Managing Committee members are elected for a 2-year mandate. It is possible for the Managing Committee members to be re-elected.
- 8.3 The President and the Vice President are entitled to solely represent the Managing Committee respectively.

- 8.4 If a member of the Managing Committee resigns during his period of office, then the General Assembly will carry out the by-election for the rest of the Managing Committee's period of office.
- 8.5 The Managing Committee manages the Association in an honorary capacity.
- 8.6 The Managing Committee is chaired by the President or the Vice President. It must be convened if two members demand this. It is capable of passing resolutions if two members of the Managing Committee – including the President or the Vice President – are present.
- Minutes must be taken and signed by the Secretary General; the same applies for written votes.
- 8.7 The Managing Committee passes its resolutions with a simple majority. The chairman has the casting vote if there is an equality of votes. Resolutions can also be passed in writing.
- 8.8 The Managing Committee and/or the Secretary General has to pass each external action or communication.
- 8.9 In matters concerning his own company a member of the Managing Committee is excluded from the passing of a resolution.

9 Other Committees

- 9.1 Other committees consist of a chairman and at least 3 additional members (minimum 1 being full member) respectively who are elected and confirmed by the General Assembly for a 2-year period of office. It is possible for members to be re-elected.
- 9.2 The members of the committees elect the chairmen from amongst their own ranks.
- 9.3 If a committee member resigns the Managing Committee will appoint a new committee member. If a chairman resigns the committee will appoint a new chairman. The period of office lasts until the next General Assembly respectively.
- 9.4 The Managing Committee defines the tasks and mandates of other committees.

10 Confidentiality

The members of the committees are obliged to observe the strictest confidence vis-à-vis third parties.

Parties belonging to an Association body are liable for the confidentiality of any information they get about or from other members during association work session, provided the information is stated as confidential by rules or by indication.

11 Secretary General

- 11.1 The Managing Committee nominates the Secretary General and defines her / his tasks.
- 11.2 The Secretary General must manage the Association's transactions in an impartial manner in accordance with these statutes as well as the constitutions of the Association's organs according to the Managing Committee's instructions. She / He will adopt a consultative function during the meetings of the Association's organs.
- 11.3 The Secretary General can carry out transactions within the scope of the budget plan that place obligations upon the Association.
- 11.4 In case of hired staff, such is managed by the Secretary General.

12 Budgets and Accounts

- 12.1 The General Assembly shall fix the contribution annually. This contribution is intended to cover the Association's working expenses, such as running costs of the Secretariat, expenses relating to Assemblies and meetings etc. These expenses shall be borne, by the full members and the associated members on the basis of a key fixed yearly by the General Assembly. The budget shall normally be constructed by the Managing Committee and recommended to the General Assembly. Control through the year is the responsibility of the Managing Committee, though it may delegate some of this function to the President.
- 12.2 If the Association undertakes special activities the cost of this will be covered by separate contributions which shall be determined by common agreement between the Association and the parties concerned.
- 12.3 Full and special contributions shall be paid by members within one month of a call being made upon members.
- 12.4 The General Assembly shall approve the accounts and the budget and give a discharge to the Managing Committee.
- 12.5 The modus of calculating the contributions is fixed in the contribution regulations of the Association.
- 12.6 The contribution regulations are not part of the statutes.

13 Recourse to the courts

- 13.1 In the event of disputes between the Association and the members in accordance with section 3.1.1 and 3.1.2, which result from the statutes of the Association or from the Association's activities, the parties are free to opt for a decision through the court of law or the arbitral tribunal.
- 13.2 If the parties unanimously covet a decision through the arbitral tribunal, then this tribunal will pass a final decision with respect to the legal dispute and the costs of the proceedings whilst excluding the regular recourse to the courts.
- 13.3 The costs of legal advice and representation remain unaffected by this clause.
- 13.4 Both parties will each nominate an assessor. The assessors will elect a chairman who must be qualified to exercise the functions of a judge. They must reach an agreement with respect to the chairman within 2 weeks after the party prosecuting has been informed that the second assessor has also been nominated. If they do not reach an agreement the prosecuting party can demand that the chairman of the Association requests the regional court Krefeld to nominate the assessor. The same applies if one party has nominated an assessor within 2 weeks after having been requested to do so.
- 13.5 The parties are at liberty to request a motion for an injunction from the responsible court of law in urgent cases.

14 Concluding provisions

- 14.1 The dissolution of the Association can be passed by the General Assembly with a three-quarter majority if the motion was present on the agenda.
- 14.2 The liquidation of the Association will be carried out by the Managing Committee if the General Assembly does not appoint other liquidators. The General Assembly passes a motion with respect to how the assets are used that the Association still has after the liabilities have been repaid. The asset must be donated for a purpose that serves the areas of quality assurance and the promotion of quality.

14.3 Changes to the statutes including drafting changes will come into force within an appropriate period of time after they have been made known by the Managing Committee of the Association.

15 Compliance

The Association and its members comply with the European Competition Law and the common norms of conduct for the maintenance of anti-trust regulations for the Association and its members in its latest edition (First edition: September 2012).

16 Saving clause

If a regulation of these statutes should be or become ineffective then the legal validity of the other regulations remain unaffected by this clause.

Town, date

Krefeld, 07.10.2021

(Place and date of the resolution of the General Assembly)

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(legally binding signature, President)

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(sworn minute writer)