

S t a t u t e s

of the

European Manufacturer Association for
Structural Devices (EMASD)

Section 1

Purpose of the Association

The purpose of the Association is the representation and safeguarding of common interests as follows.

- 1.1 Promoting technical cooperation and the exchange of technical experience between member companies
- 1.2 Technical consultancy of the European Standard Institutions for the Issuing of Technical Standards in the field of expansion joints, bearings and seismic devices for structures
- 1.3 Technical consultancy of the European Assessment Bodies concerning the assessment procedures
- 1.4 Preparation of joint regulations and conducting of measures for joint quality monitoring.
- 1.5 Market surveillance with regard to the compliance with the European Technical Specifications.

Section 2

Membership

- 2.1 Membership of the Association is open to all independent companies under commercial law with registered office in the territory of Europe, whose regular and lasting business activities include the manufacture and/or sale of structural devices.
- 2.2 The Association is subdivided into the three Product Subgroups
 - Expansion Joints
 - Structural Bearings
 - Seismic Devices

The Membership is limited to the Subgroups, for which the company proves a regular business.

Section 3

Obligations of the members

- 3.1 The members undertake to cooperate jointly in the achievement of the purposes of the Association stated in Section 1, and to comply with the jointly prepared and implemented rulings that are binding on all members.

Section 4

Members' contributions

- 4.1 The members undertake to make contributions in the scope necessary for achievement of the purposes of the Association, in particular to offer the services of their employees within the framework of the agreements made, and also to pay the agreed financial contributions on time.
- 4.2 A contribution will be collected from each member and for each Subgroup as per Section 2.2 to cover the work and expense incurred. The contribution will be agreed by the Members' Meeting for each calendar year in accordance with requirements, and is payable in advance on January 31st of each year for the current financial year.
- 4.3 Any alteration of the level of the contribution requires a resolution of the Members' Meeting in accordance with Section 6.3.

Section 5

Business assets and liability

- 5.1 All contributions paid as well as items made available to the Association shall pass to the assets of the Association, hereinafter referred to as "business assets".
- 5.2 The Association shall be liable solely with its business assets. Any and all farther-reaching liability of the individual members is excluded.
- 5.3 If the business assets are not sufficient to cover the necessary liabilities, all members must be informed by the Executive Committee in writing and requested to give their consent prior to entering into the liabilities. Consent can only be refused for valid reasons. In urgent cases, consent can also be obtained by telephone or email. Consent by the members requires a simple majority.

Section 6

Executive bodies of the Association

- 6.1 The decision-making body for each Subgroup of the Association is the Members' Meeting, which is held at least once per year.

Additional Members' Meetings can be held in special circumstances. Upon request by at least one third of the members, the Members' Meeting must be held within a period of 6 weeks from submission of an agenda by the members requesting the meeting. In such cases, the invitation must be sent at least 4 weeks prior to the date of the meeting.

If agreed by the simple majority of all members the Members' Meeting of all Subgroups may be held together.

- 6.2 Each member of the Association can send several representatives to the Members' Meeting. Notwithstanding this however, each member shall have only 1 vote.
- 6.3 Resolutions of the Members' Meeting require at least three quarters of the votes of the parties entitled to vote present at the meeting.

If a member entitled to vote is unable to attend the Members' Meeting for valid reasons, it shall have the option of submitting its vote to the Executive Committee retrospectively within one week of receipt of the minutes of the meeting. In such cases, this vote shall apply as cast at the meeting by the party entitled to vote.

In appropriate cases given scheduling problems or for reasons of expediency, voting on resolutions can also be by way of a written procedure. In such cases, the members must notify the Executive Committee about their vote within 4 weeks, in urgent cases by an appropriate deadline to be determined by the Executive Committee. Votes not cast shall be treated as abstentions. The Executive Committee shall inform the members of the result immediately.

If a member objects to the written procedure, the resolution shall apply as not passed, and the draft resolution must again be put to the next Members' Meeting. The objection must be received by the Executive Committee within the above mentioned periods.

- 6.4 The Members' Meeting shall appoint the members of the Executive Committee for a period of two years. The financial year is the calendar year.

Exoneration of the members of the Executive Committee for a financial year ended shall be decided by the first Members' Meeting after the end of the respective financial year.

- 6.5 Each member can nominate one representative as a candidate for election to the Executive Committee.
- 6.6 The Members' Meeting shall decide the Rules of Procedure for the Executive Committee. This shall include details of the rights and obligations of the Executive Committee members as well as the regulations on informing of the members.

Section 7

Executive Committee

- 7.1 The Executive Committee for each Subgroup as per Section 2.2 shall consist of a Chair and a Deputy Chair.
- 7.2 The members of the Executive Committee represent the Association with respect to third parties within the framework of the Rules of Procedure.
- 7.3 The power of representation of the Executive Committee is restricted to the effect that liabilities can only be entered into if covered by the business assets.
- 7.4 The members of the Executive Committee shall be personally liable for legal transactions carried out on behalf of the Association. If several Executive Committee members have concluded a legal transaction, they shall be jointly and severally liable.
- 7.5 The Executive Committee is entitled to appoint a Secretary to manage day-to-day business. The terms and conditions of the contractual relationship must be submitted to the Members' Meeting for approval.

Section 8

Working committees

- 8.1 If necessary and following a resolution of the Members' Meeting, the Association shall form working committees to perform its duties.

Section 9

Joining of new companies

- 9.1 Additional companies, involved in the manufacture of one or more Structural Devices given by the Subgroups as per Section 2.2, can join the Association subject to approval by the Members' Meeting.
- 9.2 Members joining during the course of a financial year shall be required to pay the full membership contribution for the respective financial year.

Section 10

Resignation and exclusion of a member

- 10.1 If a member leaves the Association or one of the Subgroups through written resignation or if a member is excluded from the Association by resolution of the Members' Meeting, the resignation shall take effect upon receipt of the letter of resignation, or the exclusion at the time of the resolution of the Members' Meeting.
- 10.2 The exclusion of a member is only possible for important cause and upon application by one or more members. The application must state reasons and must be served on the member concerned for comment. If no comment is received from the member concerned within 6 weeks of service of the substantiated application for exclusion, the Members' Meeting can pass a resolution on the application for exclusion. The same shall also apply following receipt of the comment by the member concerned. Upon application, this member must be given the opportunity to make a statement before the Members' Meeting with respect to the reasons for exclusion that have been put forward.

An important cause for exclusion shall be given if, despite admonishment, the member concerned violates its obligations under the Constitution, or culpably harms the image of the Association through its conduct.

- 10.3 The share of the member resigning or excluded in the business assets shall accrue to the Association. Items that the member has handed over to the Association for use must be returned to the member.

Section 11

Registered office of the Association

- 11.1 The registered office of the Association is the respective business domicile of the member providing the Chair of the Executive Committee.

Section 12

Partial ineffectiveness

- 12.1 Should it transpire that one or more of the provisions of the present Constitution violate applicable law and are therefore ineffective, the validity of the other parts of the contract shall remain unaffected. In such cases, the members shall be required to decide a legally effective new version of the valid provisions that

correspond as closely as possible to the sense and purpose of the invalid provisions in an effective and admissible manner.

Section 13

Coming into force

- 13.1 The above Constitution came into force through members' resolution of March 3rd, 2018 (see minutes of the same date). Each member shall receive one copy.

This copy has been created on the basis of the minutes of the meeting, and has been sent to all members.

Appendix: List of members

Appendix
List of Members

mageba Holding AG
Solistrasse 68
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Switzerland

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EMERGO-GROUP
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