

Statutes
of the
Qualitätsgemeinschaft
Industriebeschichtung e.V.
(QIB)
(Quality Association Industry Coating)

Version
July 2021

1. Name, location and financial year

- 1.1 The name of the quality association shall be "QIB Qualitätsgemeinschaft Industriebeschichtung e.V." (Quality Association Industry Coating), hereinafter called ASSOCIATION.
- 1.2 The ASSOCIATION shall be listed as a registered association in the register of associations under VR-No. 700917 at the Amtsgericht Ulm (competent county court) and shall carry the addition "e.V." (registered association).
- 1.3 Location, place of jurisdiction as well as place of performance for claims arising from these Statutes shall be Schwäbisch Gmünd.
- 1.4 The financial year shall be the calendar year.

2. Quality Label

- 2.1 The ASSOCIATION is owner of international quality labels which may be used by the members of the ASSOCIATION when complying with the requirements.
- 2.2 The ASSOCIATION may adopt general licenses, rules and regulations as well as quality labels of other national and international organisations in the field of industry coating with powder and liquid coatings and grant the use of these quality labels to their members when complying with the requirements.

3. Purposes

- 3.1 It shall be the purpose of the ASSOCIATION to assure the quality of industry coatings with organic coating materials and to mark products of which the quality has been guaranteed.
- 3.2 For this purpose, the ASSOCIATION shall assume the task to supervise whether the quality label users observe the regulations for obtaining the quality label and obligate the quality label users to mark only those services and products with the quality label of which the quality is guaranteed.
- 3.3 The Statutes of the ASSOCIATION consisting of the Statutes themselves and the quality regulations shall not be made dependent on other conditions, written or verbal agreements than on those observant of quality assurance.

3.4 The ASSOCIATION shall not operate a profit-oriented business. It shall not have any market- and price-regulating functions and spend its funds solely on the stipulated purposes.

4. Membership

4.1 The ASSOCIATION shall have full members (4.2) and sustaining members (4.3).

4.2 Each natural or juristic person who is actively working in the field of factory coating with organic coating materials may become a full member of the ASSOCIATION.

4.3 Each natural or juristic person who is working in the field of coating with organic coating materials without being actively involved or who, after approval by the Executive Board, pursues a legitimate interest in the quality assurance of industry coating may become a sustaining member of the ASSOCIATION.

4.4 To be admitted to the ASSOCIATION, a written application for admission shall be addressed to the Office of the Association. The application, which must be legally binding signed, shall include a declaration of commitment about the acceptance of the entity of the relevant rules and regulations.

4.5 The Executive Board shall decide about the application for admission. If the Executive Board refuses the application, the applicant may lodge a complaint with the Executive Board within 4 weeks from receipt of the refusal. If the complaint is rejected, the complainant may take legal action according to article 13 within 4 weeks from receipt of the notification. The reasons for both the refusal of the application for admission and the rejection of the complaint shall be stated in detail. The Association's Office shall carry out the correspondence on behalf of the Executive Board.

5. Rights and duties of the members

5.1 The ASSOCIATION shall support and advise its members in all questions with regard to the statutory purpose.

5.2 Members according to article 4.2 shall be entitled to obtain the quality label for which the ASSOCIATION has the right of ownership or general license.

5.3 Rights which arise from membership with the ASSOCIATION may be only transferred to assignees if the transfer has been approved in writing by the Executive Board. The ASSOCIATION may also specify the form of the transfer.

- 5.4 All members shall undertake to support the ASSOCIATION's purpose, to observe their relevant rules and regulations as well as the resolutions of the organs and pay the fees or apportionments stipulated in the membership fee regulations within the period prescribed. In detail, the members shall be subject to the following Statutes according to articles 4.2 and 4.3:
- 5.4.1 Full members who obtain the QIB-quality label shall be subject to the Statutes of the ASSOCIATION, the quality regulations and the membership fee regulations in the currently valid version.
- 5.4.2 Full members who obtain a quality label, of which the ASSOCIATION owns a general license, shall be subject to the Statutes of the ASSOCIATION, the membership fee regulations as well as the respective rules and regulations of the organisations, which own the quality label in the currently valid version.
- 5.4.3 Sustaining members shall be subject to the Statutes of the ASSOCIATION and the membership fee regulations in the currently valid version.
- 5.5 Members who have been awarded a quality label shall undertake to use it solely for services and products, which comply with the regulations. They shall represent the quality of their services and products themselves. The ASSOCIATION, its organs or authorized representatives shall not assume any liability.
- 5.6 Full members shall undertake to apply for the acquisition of a quality label within 6 months after obtaining membership according to article 4.2.

6. Termination of membership

- 6.1 Membership shall be terminated by
- 6.1.1 the member's death,
- 6.1.2 resignation,
- 6.1.3 exclusion,
- 6.1.4 dissolution,
- 6.1.5 opening of insolvency proceedings or its rejection due to lack of funds unless membership is continued by the insolvency administrator.
- 6.2 Resignation may only be declared within six months notice to the end of the financial year. The notice of termination shall be sent to the Office of the ASSOCIATION by registered mail.
- 6.3 The Executive Board may exclude a member, if

- 6.3.1 the requirements according to article 4.2 are not given any more;
 - 6.3.2 the member does not apply for the acquisition of a quality label within 6 months (article 5.6) after obtaining membership;
 - 6.3.3 the awarded quality label has not been used during a period of 12 months;
 - 6.3.4 a member has severely violated the relevant rules and regulations, particularly the Statutes of the quality association, quality regulations, the rules and regulations of the general licensor or the statutory decisions of the ASSOCIATION's organs;
 - 6.3.5 the member severely damages the reputation of the ASSOCIATION or its organs;
 - 6.3.6 fees, apportionments and inspection fees are not paid by the member within two months after the due date.
- 6.4 Prior to the intended exclusion the member concerned shall have the opportunity to comment on this within 4 weeks (upon receipt of the letter of exclusion) to the Executive Board.
- 6.5 An excluded member may lodge a complaint with the Executive Board within 4 weeks after delivery of the exclusion decision. If the complaint is rejected, the complainant may take legal action according to article 12 within 4 weeks (after delivery of the notification). The ASSOCIATION's Office shall carry out the correspondence on behalf of the Executive Board.
- 6.6 Taking legal action shall not have any suspensory effect.
- 6.7 The resignation of a member shall not have any effect on the claims of the ASSOCIATION against this member. Outstanding fees and apportionments shall be settled in full. The excluded member shall remain obligated to pay the membership fee as well as the inspection fee for the entire, current financial year. The leaving member shall not be entitled to claim any share in the assets of the ASSOCIATION or any other services of the ASSOCIATION.
- 6.8 The termination of the membership shall automatically terminate the right to use the quality label(s).

7. Organs of the ASSOCIATION

7.1 Organs of the ASSOCIATION are

- 7.1.1 the General Meeting,
- 7.1.2 the Executive Board,
- 7.1.3 the Technical Committee (TC),
- 7.1.4 the Management.

7.2 It shall not be permitted that another, subordinate organ assumes or impairs the rights and duties of an organ.

7.3 The organs of the ASSOCIATION shall fulfil the tasks assigned to them thoroughly, impartially and in compliance with the ASSOCIATION's purpose. They shall treat internal business transactions of the members they have gained knowledge of in a strictly confidential manner. This shall also apply after termination of their activity in an organ or their resignation from the ASSOCIATION.

8. General Meeting

8.1 The General Meeting shall be held every second (calendar) year. The Management shall call the meeting on behalf of the Chairman in writing, accompanied by the agenda at least 3 weeks in advance.

8.2 The Chairman or the Executive Board may request an extraordinary meeting at any time stating the reasons or, if at least one third of the full members vote for the meeting. The meeting shall be called according to article 8.1, sentence 2, analogously.

8.3 To add further applications to the agenda, they shall be submitted to the Management at least 10 days prior to the General Meeting.
The Management shall inform the members correspondingly without delay.
Applications, which are not on the agenda, shall only be decided by the General Meeting if the majority argues in favour of it.

This rule shall not apply to elections, applications for the modification of the rules and regulations, and to applications with the intention to dissolve the ASSOCIATION.

8.4 Every duly called general meeting is quorate. This shall be expressly stated in the invitation.

8.5 Every full member shall have 1 vote in the General Meeting. Representation by a person who has been authorized in writing shall be admissible. The authorized person shall unite 3 votes at the most, i.e. he/she can represent 2 members who are not present. Sustaining members shall have no right to vote. Yet, they may be invited as guests to General Meetings or other events of the ASSOCIATION.

8.6 Resolutions within the scope of the regulations shall be taken with a two-thirds majority by the members or their authorized persons present on the General Meeting; resolutions which involve the modification of the Statutes or the dissolution of the ASSOCIATION with a three-quarters majority.

8.7 Resolutions may also be passed at an online General Meeting. The provisions 8.1 - 8.6 apply analogously.

8.8 Instead of taking a decision in a formally called General Meeting, decisions which do not involve the modification of the Statutes or the dissolution of the ASSOCIATION may also be taken in a written circulation procedure, if the Executive Board decides to. For that purpose, a deadline of 2 weeks for the casting of the vote shall be specified. In this case, all members who are entitled to vote shall be informed in writing about the issues to be decided mentioning expressly that the vote will be carried out in a circulation procedure. The issues to be decided shall be adequately explained. The casting of the vote shall be carried out in writing. It shall be signed personally by the voting member and received by the Office of the ASSOCIATION within the stipulated delay. The casting of the votes in writing shall be fulfilled by means of telecommunications (Fax, E-Mail). The invitation shall include the information that votes, which are received after the stipulated delay, must not be included. The transfer of votes shall not be permitted in circulation procedures. A decision taken in a circulation procedure shall be valid, if at least 1/4 of the members who are entitled to vote have participated in due time. An application shall pass as accepted, if more than 2/3 of the parties involved agree. The counting of the votes shall be carried out by the General Manager. The result shall be recorded and announced to the members by the Office of the ASSOCIATION within 4 weeks in writing by fax or E-Mail.

8.9 The duties of the General Meeting are as follows:

- every **two** years -

- 8.9.1 Acceptance of the report of the Chairman of the Executive Board and the Technical Committee for the last two financial years each;
- 8.9.2 Final acceptance of the balance of accounts for the year before last, which has been accepted by the Executive Board only temporarily;
- 8.9.3 Relief of the Executive Board and the Management for the last two financial years;
- 8.9.4 Resolution on events;
- 8.9.5 Resolution on fees which are regulated in the membership fee regulations and, if applicable, apportionments as well as the budget for the current financial year;
- 8.9.6 Resolution on applications;
- 8.9.7 Resolution on modifications of the entire rules and regulations;
- 8.9.8 Resolution on the dissolution of the ASSOCIATION.

- every **four** years -

- 8.9.9 Election of the Chairman by the members
- 8.9.10 Election of the auditor as well as the deputy auditor.

- 8.10 The General Meeting shall be headed by the Chairman or by a representative on behalf of him.
- 8.11 The General Meeting, particularly the resolutions, shall be recorded in writing, generally by the Management and signed by the Chairman and the recording clerk.

9. Executive Board

- 9.1 The Executive Board shall consist of at least 3 and at the most 8 persons. The Executive Board shall include one member of the area of the sustaining members. The other members of the Executive Board shall be elected from among the full members. Owners, employees and staff of member companies, as well as former owners, employees and staff of member companies with a consulting contract in a member company can be elected.
- If the number of full members exceeds 40, the Executive Board shall preferably consist of 8 persons. The appointed General Manager according to article 11.1 and the Chairman of the Technical Committee according to article 10.1 shall be members of the Executive Board.
- 9.2 If the ASSOCIATION acquires general licenses of further quality labels, at least one licensee of these quality labels shall be a member of the Executive Board. If more than 5 licensees of another quality label are full members of the ASSOCIATION, the positions on the Executive Board shall be distributed equivalent to shares.
- 9.3 The Chairman of the Executive Board, the deputy Chairman and the other members of the Executive Board shall be elected by the General Meeting for a period of 4 years. They shall remain in office until re-election; re-election shall be permitted. The term of office ends automatically when ownership, the employee, staff or consultant function no longer exists at any member company. The management of the ASSOCIATION shall be informed of the termination
- 9.4 Executive Board as defined by § 26 BGB (German Civil Code) shall be the Chairman and his/her deputy. Each shall have sole power of representation and represent the ASSOCIATION in all concerns.
- 9.5 The Executive Board shall be called to its meetings by the Management on behalf of the Chairman. The Executive Board shall be quorate, if at least half of its members are present. The Executive Board shall pass its resolutions with simple majority. In the event of a tie, the Chairman shall have the casting vote. In matters of his/her own company, the Executive Board member shall be excluded from the resolution. If the Chairman is excluded from the resolution, his/her deputy shall have the casting vote in the event of a tie.

9.6 Resolutions may also be passed at an online General Meeting. The provisions of 9.5 apply analogously.

9.7 Resolutions of the Executive Board may also be passed in writing, electronically or by phone, unless a written objection has been made.

9.8 The meetings of the Executive Board as well as the resolutions passed according to article 9.6 and 9.7 shall be recorded in writing, generally by the Management, and signed by the recording clerk. All Executive Board members shall receive a copy.

Objections to the record shall be raised with the Management within 4 weeks upon receipt.

9.9 If an Executive Board member resigns during a term of office, the other Executive Board members shall appoint temporarily a replacement until the next election. The appointment of a replacement shall not be necessary, if the minimum number of 3 Executive Board members according to article 9.1 is not undercut by the resignation. If the former member was the Chairman or deputy, a re-election shall be carried out analogously to article 9.3.

9.10 It shall be the basic duty of the Executive Board to head the ASSOCIATION as defined by the Statutes and regulations for the quality assurance in an honorary capacity. Expenses, which arise from the Executive Board function, shall be reimbursed upon presentation of receipts. The Executive Board can obtain for all activities on behalf of the ASSOCIATION an adequate reimbursement. The amount shall be stipulated by the General Meeting.

9.10.1 The Executive Board's specific duties shall comprise:

Commissioning of a neutral, accredited testing institute with the performance of external quality control.

9.10.2 Determination and dismissal of the members of the Technical Committee and their executive bodies (Chairman, deputy).

9.10.3 Preliminary acceptance of the balance of accounts for the past year in years without General Meeting.

9.10.4 Resolution on the awarding, further carrying and withdrawal of the right to carry quality labels.

10. Technical Committee

- 10.1 The Technical Committee (hereinafter called TC) shall consist of the Chairman, his/her deputy as well as at least 3 more members.
- 10.2 Furthermore, the person authorized with the external quality control shall be a member of the TC. He/she shall assist the TC in an advisory capacity and shall not have the right to vote.
- 10.3 According to article 9.10.2 the members of the TC shall be appointed by the Executive Board. The term of office of the members of the TC shall be 4 years. If a TC-member resigns during a term of office, the Executive Board shall appoint temporarily a replacement until the end of the term.
- 10.4 The meetings of the TC shall be called by the Chairman. The TC is quorate, if more than half of the members are present. The TC shall decide with simple majority. In the event of a tie, the Chairman shall have the casting vote. In matters of his/her own company, the TC-member shall be excluded from the resolution. If the Chairman is excluded from the resolution, his/her deputy shall have the casting vote in the event of a tie.
- 10.5 Resolutions may also be passed at online meetings of the TC. Provision 10.4 shall apply analogously.
- 10.6 Resolutions of the TC may also be passed in writing, electronically or by phone, unless a written objection has been made.
- 10.7 The meetings of the TC as well as the resolutions adopted in accordance with sections 10.4 to 10.6 shall be recorded in writing – as a rule by the management – and must be signed by keeper of the minutes. All members of the Executive Board, all members of the TC and the Management shall receive a copy of these minutes.

Objections to the record shall be raised with the Chairman of the TC within 4 weeks upon receipt.

- 10.8 It shall be the basic duty of the TC to review the carried out external quality control, to attend to all technical issues of the award of a quality label, of quality control and testing as well as presenting suggestions for improvement of regulations including implementing rules. Furthermore, the TC shall be responsible for recommending to the TC, who shall be granted the right to carry the quality label or, if necessary, whom it shall be withdrawn.

Solely the TC shall have the right of recommendation to the Executive Board and Management.

11. Management

- 11.1 The Executive Board shall appoint a Management for the execution of the administrative duties.
- 11.2 The Management shall impartially conduct the affairs of the ASSOCIATION in accordance with these Statutes and the resolutions of the ASSOCIATION's organs. The Management shall regularly participate in General Meetings and in the meetings of TC in an advisory.
- 11.3 The Management may conduct business obligatory for the ASSOCIATION within the limits of the budget.

12. Settlement of disputes

- 12.1 Disputes arising from the rules and regulations, or the activities of the ASSOCIATION shall be settled by a court of arbitration, if the parties have agreed to.
- 12.2 The regulations of the ZPO (code of civil procedure) shall apply for the composition and procedure of the court of arbitration unless these Statutes stipulate anything else.
- 12.3 The court of arbitration shall consist of a Chairman and 2 assessors. Each disputing party shall appoint an assessor. Both assessors shall agree on a Chairman who shall be a fully qualified lawyer. If no settlement can be achieved within 14 days via the Chairman, the petitioning party may request that the Management of the ASSOCIATION asks the District Court of Ellwangen for the appointment of a Chairman. The same shall apply, if one of the disputing parties does not mention an assessor within 14 days after having been requested to appoint an assessor.
- 12.4 The court of arbitration shall decide about the dispute and its costs, in fact finally.
- 12.5 If the disputing parties cannot agree on the appointment of a court of arbitration, legal recourse shall be taken to settle the dispute.

13. Dissolution of the ASSOCIATION

- 13.1 The dissolution of the ASSOCIATION shall only be decided with a three-quarters majority according to article 8.6 by the General Meeting, if the corresponding application has been put on the agenda.

- 13.2 The dissolution of the ASSOCIATION shall be carried out by the Chairman, unless the General Meeting has appointed other liquidators. The General Meeting shall decide with three-quarters majority of all cast and valid votes how the assets shall be used, which remain in the possession of the ASSOCIATION, after all liabilities have been settled.

14. The Coming into effect

The date of the registration at the responsible District Court, the registration office, shall be the relevant date for the Statutes becoming effective.