



E.D.S.F. European Door and Shutter Federation e.V.

Registered Association

By-laws – Adopted in Hagen, September 2, 2009

The original Articles of the EDSF were adopted in Paris on December 4, 1989 and in Stockholm June 6, 2003. They are replaced by this document.

Article 1

Name, identity, registered office, financial year

1. This association's name is „E.D.S.F. European Door and Shutter Federation e.V.“, hereinafter referred to as E.D.S.F. e.V.
2. E.D.S.F. e.V. as a federation is a voluntary association of European and international associations and companies in the doors, gates, roller shutter and sun protection industry, the combined operator, control and security technology sector as well as the adjoining service sectors, individuals, legal entities or joint communities of restricted legal capacity.
3. E.D.S.F. e.V. is an association with legal capacity located in Germany, Hagen/Westphalia. This association is permitted to open branch offices.
4. The financial year is the corresponding calendar year.

Article 2

Purpose and Aims

1. E.D.S.F. e.V. observes the mutual professional and politico-economic duties and represents the commercial interests of its members.

This includes

- the instruments to improve accessibility, environmental impact, protection of life and property by means of technical progress and quality assurance,
 - the promotion of a free and fair competition in the markets referred to in article 1, clause 2.,
 - the generation and support of the contacts with governments, authorities and other institutions, by informing them about the existence and work of this association,
 - the involvement in research projects, tests and other activities for the benefit of the industrial sector, in the range of technology and economy,
 - the promotion of standardisation, product installation. maintenance and inspection requirements and specification concerning the representation of products.
2. This association directly and exclusively follows non-economic purposes and is not aimed at economic business operations, but at the ideal mutual interest of its members.
 3. Funds of the association may be used only for statutory purposes. The members receive no allowances from the funds of the association.
 4. No person may be favoured by the issues which are foreign to the purpose of the association or by unreasonably high reimbursements.

Article 3

Structure of E.D.S.F. e.V.

1. The association may set up product-related divisions, which refer to the subject-specific or other mutual concerns of the represented members respectively.
2. Each division is free to adhere to these by-laws concerning the accomplishment of their duties and form of organization. The division's members elect, in corresponding application of article 7 of these by-laws a chairman and if necessary his representative.
3. The conference language is – unless otherwise agreed – English.

Article 4

Membership

1. Organisations with a legal entity according to article 1, clause 2 that are involved in the above mentioned industries may become regular members. Companies operating in the forms of organisations referred to in Article 1, clause 2 may become extraordinary members (*see amendment "full membership for manufactures" in Minutes from GA 29th of June 2010*).
2. The application for admission must be addressed to the Presidium as well as to the branch office's address in written form. The applicant is obliged to provide the complete information necessary to decide on the application.
3. The E.D.S.F.e.V. General Assembly decides on the admission of new members. The decision can also be brought out by written circulation procedure. The membership commences, as soon as the application has been approved by the General Assembly, the applicant has been notified and paid the admission fee as well as the first membership fee.
4. The members undertake to bring forward the collective purpose of this association, support these with the accomplishment of their duties and keep to the statutory decisions.
5. The membership is terminated:
 - a) by withdrawal of the member, whereas the declaration of withdrawal, in written form, addressed to the branch office, has to be received by the E.D.S.F. e.V.'s Presidium at least 6 months before the end of the calendar year; if the above mentioned period is not adhered to, the declaration of withdrawal will become valid at the end of the following calendar year.
by exclusion based on decision of the General Assembly according to article 7, clause 3.
 - b) by discontinuation of business activity and/or industry classifications according to article 1, clause 1 at the end of the month, in which the business activity ceases, especially if the business activity in the above mentioned industries ceases permanently.

Article 5

Organisational structure

The association consists of

- a) the General Assembly,
- b) the Board according to the German civil law; hereafter called Presidium.

Article 6

General Assembly

1. The General Assembly is the supreme decision-making body of this association. The Presidium and management are bound by its decisions.
2. The General Assembly is convened by the Presidium or the management. The invitation is to be made in written form with enclosed proposal of an agenda. The invitation is to be delivered to the member one month before the date of the General Assembly. The invitation shall be deemed delivered, if it has been posted, addressed to the lastly advised address of the member, 2 weekdays before beginning of the convening period, which is one month.

Additional proposals for the agenda are to be made at least 2 weeks before the General Assembly takes place. A proposal which is not on the agenda can only be discussed if the majority of the present members entitled to vote agree – this is not valid for decisions made on amendments to the by-laws or the dissolution of the association. The majority of the present members entitled to vote may also reject dealing with individual items on the agenda.

3. A regular General Assembly takes place once a year. An extraordinary General Assembly is to be convened, if the Presidium or at least 25% of the members request this, stating the reason for the meeting.
4. The Power of the General Assembly:
 - a) Election of the President and his representatives.
 - b) Approval of the annual accounts and the budget for the next financial year.
 - c) Approval of the discharge of the Presidium and the management.
 - d) Fixing of fees and cost allocations.
 - e) Approval of amendments to the by-laws or the dissolution of the association.
5. The General Assembly is headed by the president or by his representative on his behalf or by a nominated representative. Each General Assembly is to be recorded in writing, signed by the recording person and sent to all members.

Article 7

Votes and elections

1. Each regular member has one vote. A representation by other members or a third party is not allowed. Extraordinary members do not have the right to vote, but are allowed to participate in debates for approval with an advisory vote.
2. Each General Assembly is a quorum, regardless of the number of present members.
3. Approvals are made by majority of vote. Abstentions from voting are not considered. If votes are equal the proposal is considered as rejected.

Approvals concerning the exclusion of a member, amendments of the by-laws or the dissolution of the association require a majority of 75 % of the present members entitled to vote. Therefore at least 51 % of the members have to be present. If this minimum number is not reached, a new General Assembly is to be convened within a period of at least three weeks. In this meeting, the above mentioned approvals require a majority of 75 %.

4. Votes and elections are carried out by show of hands, unless a member applies for a ballot vote.
5. If required, voting can be carried out in written form, unless at least 25 % of the members reject this procedure. This is not true for elections as well as decision-making, amendments of the by-laws or dissolution of the association.

Article 8

The Presidium

1. The E.D.S.F. e.V.'s Presidium consists of one president and min. two vice presidents. The president and the vice presidents are elected by the General Assembly. Only proprietors, members of the Board of Directors, or Managing Directors as well as members of associate organisations/companies in leading positions are eligible for election. The term in office amounts to three years, re-election is permitted.
The members of the Presidium retire as soon as the preconditions for their eligibility are not applicable.
2. Each member of the Presidium is eligible for sole representation. The vice presidents will act in succession of their election only if the president is prevented from the execution of his function. The Presidium is bound by the decisions of the General Assembly, especially concerning the budget. Within this framework the Presidium carries out the current transactions of the association. It also operates a branch office, run by a General Secretary.
The General Secretary is appointed by the Presidium. The General Secretary or his representative may participate in meetings of all bodies, including the divisions with advisory vote.
The management carries out all duties passed by the General Meeting in accordance with the Presidium.

Article 9

Contributions

1. The association requires payment of contributions by all members. The details are clarified in the membership fee, which are to be approved by the General Assembly.
2. The revenue from the payment contributions finances the association's running expenses, especially the management's actions within the scope of its duties. Basis for planning is the annual budget. To ensure these actions, sufficient reserves are to be set up.

Article 10

Dissolution

If the association is dissolved, the assets are to convert into cash and distribute it among the members in proportion to their payments of contribution of the last three years before the decision to dissolve.

Article 11

Coming into effect

These by-laws come into effect on October 1st, 2009.