

European Plastic Window Association

EPW

Articles of Association

I NAME, REGISTERED OFFICE AND PURPOSE

Article 1

1.1 An international organisation called European Plastic Window Association (abbreviated to EPW) has been established to safeguard the common interests of the European industry and manufacturers of plastic windows.

Article 2

EPW is a non-profit association with seat in Frankfurt/Main, Germany. The purpose of EPW is to study – primarily from a scientific, technical, educational, economic and institutional point of view – topics of common interest to the industry and manufacturers of plastic windows, more specifically:

2.1 EPW shall promote plastic windows and to safeguard the supranational interests of members as appropriate, in particular by

- exchanging information and experiences on issues that are important to the sector,
- conducting joint technical, educational and economic activities in order to ensure a level of playing field for competition,
- cooperating with other association with similar aims

2.2 EPW shall promote its members' common economic, technical, educational and political interests before the European Commission, the European Parliament and other European bodies. These interests are important for the European plastic window sector as represented by EPW.

EPW also wishes to serve as a platform to represent the interests of associations of companies, specifically in respect of certain products. Groups such as these can independently safeguard interests associated to such products.

II MEMBERS

Article 3

3.1 Members of EPW are the representative national associations of European countries pursuant to the conditions required in Art 4.1.b.

Article 4

4.1 New members shall be admitted to the following conditions:

The following may become members of EPW

- a) Membership may be applied for by national associations representing the industry and the manufacturers of plastic windows in European countries.
- b) Each country will be entitled to only one membership. In the case of countries where there are several similar associations representing the industry and the manufacturers of plastic windows (associated equipment and associated components), it will be the responsibility of those associations to take such steps as may be necessary to secure one single representation at EPW. In case of disagreement among the different associations, the EPW Management Council will choose the representative one by voting with a simple majority. A decisive fact will be the manufacturing basis of the membership of the applying associations.

4.2 Observer status

- a) Observer status may be applied for by individual companies of European countries which are engaged in the manufacture of plastic windows as long as representative national associations do not exist in such countries. Those companies will submit the specific aim to constitute a national association within two years. After this period they will anyhow lose their observer status.
- b) The Management Council can permit individual companies, experts, and associations with similar aims to attend Management Council Meetings and can invite them to take part in the work of special committees.

4.3 Admission of new members must be approved by the Management Council. Applications for membership must be addressed in writing to the General Secretary.

4.4 Members can withdraw at the end of a calendar year only after having sent a registered letter to the President at least six months in advance. It will be liable for their subscription up to date and for the present year.

4.5 Exclusion of members is possible only by decision of the Management Council according to the following rules:

Any member who contravenes the present Articles of Association, seriously prejudices the interests of EPW, does not fulfil its obligation towards EPW in spite of being requested to do so, or no longer meets the requirement for admission, may be expelled by passing a resolution made by at least three members. The member concerned shall not be entitled to vote on such resolution but shall be given the opportunity at the Management Council to defend itself and meet any of the accusations made against him.

4.6 Withdrawal or expulsion shall not release members from their financial obligations for the calendar year in progress at the time of such withdrawal or expulsion. These members shall have no claim to the assets of EPW.

Article 5

- 5.1 The annual budget and the annual subscription are approved by the Management Council on proposition of the President together with the Vice-Presidents.
- 5.2 The annual subscription has to be paid by no later than March 31th each year. Other subscriptions (e.g. for special committees) shall be paid in time to be able to finance the purpose of such activities in advance.
- 5.3 Projects pertaining to specific topics or special committees have to be funded by contribution from participating members or other sponsors.

III MANAGEMENT COUNCIL (General Assembly)

Article 6

- 6.1 The Management Council takes all necessary action to enable EPW to achieve its objectives.
- 6.2 Members of the Management Council are the members of EPW represented by the authorized member by each national association. Other observers may attend the Management Council Meetings by invitation assisting with consultative voice pursuant to Art. 4.2.
- 6.3 The Management Councils' primary task is to rule on political, economic, technical and educational policy and on EPW-specific projects and activities.
The Management Council is responsible for the following tasks in particular:
- a) developing a strategic plan for EPW
 - b) approving budgets and accounts, approving the annual accounts for the preceding financial year,
 - c) electing and dismissing the President and Vice-President (Executive Board)
 - d) electing and dismissing the General Secretary, and other secretaries as deemed necessary
 - e) appointing an auditor (person/company)
 - f) establishing special committees
 - g) setting the annual subscription for members
 - h) ruling on membership application
 - i) amending the present Articles of Association
 - j) excluding members
 - k) dissolving the association and distributing of the assets after the liquidation

Article 7

- 7.1 The Management Council shall meet at least twice a year and shall be chaired by the President and in his absence by the Vice-President.
- 7.2 The convocation is sent out by the President by letter, fax, e-mail or any other means of communication one month at latest before the Management Council Meeting and contains

the time, date, venue, provisional agenda and required documents for the meeting. If requests for additional items to be included on the agenda are submitted in time, such items shall appear on the final agenda, which will be distributed before the start of the Management Council Meeting.

7.3 The dates of Management Council Meeting shall be fixed at the beginning of the calendar year. The member associations take turns in organising these meetings in their countries, provide all arrangements required to hold the meeting and accept the expenses incurred for meal and the conference room.

7.4 An extraordinary Management Council Meeting may be convened if it is requested by two-third of the members in the following cases:

- a) electing and dismissing the President and Vice-President (Executive Board)
- b) electing and dismissing the General Secretary, and other secretaries as deemed necessary
- c) appointing an extraordinary audit (person/company)
- d) excluding members
- e) dissolving the association

Article 8

8.1 Each member has one vote to the Management Council.

8.2 Members may be represented at the Management Council by another member with special authorisation (proxy), but each member may act as proxy for no more than 3 other members. The majority should not be represented by one person.

8.3 The Management Council shall be duly able to rule only in case that half of the number of members are present or represented.

Article 9

9.1 Other than in the exceptional circumstances stipulated in the present Articles of Association, resolutions are passed by simple majority of the members present or represented; all members are notified of such resolutions.

9.2 No decision can be taken on any item not appearing on the agenda.

9.3 Resolutions passed by the Management Council are recorded in a register signed by the chairman and kept by the general secretary, who ensures that they are made available to members.

Article 10

10.1 Any proposal to amend the Articles of Association or dissolve the association must be put on the agenda either by the President or a Vice-President or by two-third of the members of EPW

- 10.2 The Executive Board must notify the members of the date on which the Management Council shall rule on the proposal in question and must do so at least 1 month before the Management Council meets.
- 10.3 The Management Council shall only be duly empowered to vote if two-third of members with voting rights are present or represented.
- 10.4 Decisions on Art. 11.1 to 11.3 shall only be passed, if voted by bare majority.
- 10.5 The Management Council shall determine the procedure for dissolving and liquidating the association.

IV. ADMINISTRATION

Article 11

- 11.1 The Federation is administrated by an Executive Board composed by a President and one Vice-President. The President has the right to become Vice President after end of term.
- 11.2 Executive Board resolutions are taken by a majority of votes cast by members of the Executive Board present or represented. In the event of a tie, the President shall have the deciding vote.
- 11.3 Members of the Executive Board are elected by the Management Council by a simple majority of votes present or represented, in the following conditions:
- 11.4 The President and the Vice-President should be company members of the boards of the national associations. President and Vice President can be re-elected. They hold office for a period of two years. They can be re-elected for a second term of office. To be eligible for Presidency and Vice-Presidency a candidate must be nominated by the national association and must have knowledge of the official working language of EPW. The candidate shall furthermore be a regular attendee at the Management Council Meetings.
- 11.5 In case of vacancies arising during a term of office, a temporary member of the Executive Board may be appointed by the Management Council. In this case, the temporary member shall serve out the term of the member he/she is replacing.
- 11.6 Members of the Executive Board may be dismissed by the Management Council ruling by a two-thirds majority of the members present or represented.

Article 12

- 12.1 The official languages of EPW is English.
- 12.2 The meetings of the Management Council and the Technical Committee will be held in English.or upon request also in German.

Article 13

- 13.1 The Executive Board coordinates activities of EPW according to the decisions taken in the Management Council.
- 13.2 The President chairs the Management Council meeting, ensures that the decisions passed are implemented and represents the Federation in respect of other bodies. If the President is unable to carry out his responsibilities, he shall be replaced by the Vice-President.

V. COMMITTEES AND DEPARTMENTS

Article 14

- 14.1 Special Committees shall be established by the Management Council to study and work on specific topics and shall report to the Management Council.

VI. GENERAL SECRETARIAT

Article 15

- 15.1 The General Secretariat is run by the national association of the General Secretary.
- 15.2 The General Secretary shall be elected for two years and can be re-elected. To be eligible for the General Secretariat a candidate must be nominated by the national association and he must have knowledge of the official working language of EPW..
- 15.3 The General Secretariat is responsible for the finances, accounts and for the general management of EPW.

VII. REPRESENTATION

Article 16

Unless otherwise authorised, all documents binding on the association are to be signed by the President and the General Secretary, who shall not be required to provide proof to a third party of their authorisation to sign.

Article 17

- 17.1 Any legal action brought against the association shall be conducted by the President or another member of the Executive Board appointed by it to deal with such matters.
- 17.2 Any legal action brought either by the association shall be conducted by the President or another member of the Executive Board on behalf of a decision of the Management Council.

VIII. BUDGETS AND ACCOUNTS

Article 18

18.1 The association's financial year is the calendar year.

18.2 The Executive Board is responsible for submitting the accounts for the associations preceding financial year, the budget, and the annual subscription for the upcoming financial year to the Management Council for approval.

IX. Validity of Statute

Article 19

With decision of General Assembly of January 18, 2007 .in Munich, the above written articles for EPW are valid from January 18, 2007.

Proposals for changing the articles have to be sent to EPW office and will be discussed by round-mail or during assembly meeting.

The previous statute of EPW is not longer valid.