

EuroWindoor AISBL

STATUTE

PART I - Name, Official Seat, Life Time

Article 1

1.1

EuroWindoor, an international non-profit Association, was founded in order to represent the interests of the European window, door and facade (curtain walling) sector.

The Association is incorporated as an international non-profit Association (AISBL) as defined in the Belgian law for non-profit Associations dated 1921-06-27 (modified by the Belgian law dated 2002-05-02).

1.2

The official seat of the Association is Schuman Business Center, Rue Breydel 40, 1040 Brussels / Belgium.

The official seat may be transferred to any other location within Belgium by simple decision of the Executive Board. Such decision shall be published in the Annexes to the Belgian Official Gazette, deposited at the competent commercial court within one month as from the date of the decision, and sent to the Belgian Minister of Justice.

Article 2

The existence of the Association is unlimited.

PART II – Objectives

Article 3

The Association has the following purposes/objectives:

1. Bundling the interests of the European window, door and facade sector, in order to achieve an efficient co-operation in favour of the individual members resp. the total sector in itself;
2. It engages itself in representing the interests of the European window, door and facade manufacturers – primarily under scientific, technical and economic aspects;

3. It represents the members of the Association within the limits set by the objectives of the Association;
4. It facilitates relations among the members and fosters close cooperative relationships, which should interlink all branch members in all European countries;
5. It undertakes concerted efforts in order to solve problems encountered by the window, door and facade sector, in particular at the economic, technical and social levels;
6. It promotes initiatives leading to increase the processing of window, door and facade products;
7. It submits and supports the decisions of its members towards European and International organisations and institutions;
8. It promotes sector institutions or institutions of general interest, which undertake scientific, economic and social research, collect and distribute general or specific documents which are of interest for the sector and supports and promotes research and investigations concerning the sector, either by direct sponsorship or other means;
9. It promotes cooperation with European High Schools and other institutes;

PART III – Membership, Termination, Expulsion

Article 4

4.1

The following may become members of the Association:

- a.) national Associations of the window, door and facade manufactures;
- b.) national Associations of the supplying industries;
- c.) European Associations of the supplying industries;
- d.) Companies of the window, door and facade sector including suppliers as far as their head office is located in Europe.

4.2

The members are obliged to promote the objectives of the Association and to abide by all decisions of EuroWindoor, respectively to contribute to their implementation.

Article 5

Applications for a membership in EuroWindoor shall be submitted to the General Secretariat in writing.

The Directing Council shall decide on the admission of new members. It shall adopt a decision regarding the admission of new members (cf. art. 10). If the application for membership is rejected by the Directing Council, an appeal may be made to the General Assembly. The General Assembly shall then decide about the appeal and the admission of the applicant. These decisions require a 2/3 majority of the members represented at the General Assembly.

Article 6

6.1

Termination of membership is possible only at the end of a calendar year. It must be declared in writing to the General Secretariat with a deadline of 6 months before the end of the year.

If notice of termination is given, membership fees are due until the end of the current year.

6.2

A member may be expelled from the Association upon request of at least three members by decision of the General Assembly, provided that:

- It has, by its attitude, verifiably prejudiced the Association or one or more of its members and/or;
- It does not meet its obligations towards the Association even upon request and/or;
- It does not fulfil or no longer fulfils the terms of admission (art. 4).

The member in question is not allowed to actively participate in the vote concerning its expulsion, but shall be given the opportunity to plead and to comment on the allegations raised at the General Assembly. The decision shall be taken with a 2/3 majority of the members represented at the General Assembly.

Expelled members are liable to settle their membership fee for the current year and are not entitled to claim any damages nor any properties of the Association.

PART IV – Budget and Membership fee

Article 7

7.1

The annual budget shall be approved by the General Assembly upon proposal of the Directing Council in EURO.

7.2

Furthermore, the General Assembly shall approve the membership fee to be paid by the members in EURO.

7.3

The annual membership fee shall be settled latest by March 31st of each year. Other contributions (e.g. unique contributions, contributions dedicated to unique purposes) shall be settled in due time after their correct invoicing.

7.4

The Association is entitled to receive the total of the membership fees in order to enable the Association to fulfil its tasks. All payments settled by the members will ultimately be turned over to the Association's assets.

7.5

The costs of monetary transactions shall be carried by the members when charged to the Association.

7.6

The Association may accept public subsidies.

PART V Directing Council, Executive Board, General Secretariat and General Assembly – the Institutions of the Association

Article 8

8.1

The Association is directed by the Directing Council. This will take all necessary measures in order to ensure that the Association achieves its objectives as per art. 3.

8.2

The Directing Council is composed of the members according to art. 4.1 a.), b.) and c.).

Each member Association is represented by one, max. two delegates in the Directing Council. At voting, each member Association has one vote.

Companies according to art. 4.1 d.) are not represented by delegates on the Directing Council, and hence have no voting rights either. They may, however, participate in the meetings of the Directing Council upon its approval.

8.3

The main task of the Directing Council is the strategic leadership of EuroWindoor.

In particular, the Directing Council has the following tasks:

- Confirmation of the nomination of the General Secretary;
- Admission of new members;
- Approval of the strategic work plan

Article 9

9.1

The Directing Council meets at least twice a year. The dates for the meetings of the Directing Council shall be determined at the beginning of each calendar year.

Furthermore, the Directing Council may meet, if this appears necessary with regard to the interests of the Association. The meeting shall be called upon initiative of the Executive Board or by minimum of 1/5 of the members

9.2

Meetings of the Directing Council shall be chaired by the President or one of his deputies (Vice-Presidents).

9.3

The call for a meeting of the Directing Council shall be sent out by the Secretary General at least one month prior the provided date by letter, facsimile or email and shall comprise the provided date, time, venue and the draft agenda.

Should any proposals for amendments of the agenda be received, they shall be marked on the final agenda which shall be distributed immediately prior to the beginning of the meeting.

The minutes of the Directing Council are recorded in a register which is made available to the members.

9.4

Member Associations may take turns in arranging and organising the meetings. Costs for meals, meeting room rents as well as all other contingency costs of the Association, which are incurred with respect to the meeting organisation, shall be borne by the organiser of the respective meeting.

Article 10

10.1

The Directing Council has a quorum when proper convocation has taken place as provided by article 9.3.

A member may be represented on the Directing Council by written proxy issued to another member. Any member may at maximum represent three other members.

10.2

Where not otherwise provided by these statutes, decisions of the Directing Council are taken with a simple majority of the members represented.

10.3

The Directing Council may only take decisions on the items listed on the agenda.

Article 11

11.1

The Association is represented by the Executive Board. The President or one of his deputies (Vice-Presidents) shall chair the General Assembly.

11.2

The Executive Board is composed of the President and two Vice-Presidents, who are elected by the General Assembly from the representatives of the member Associations according to art. 4.1 a.). Representatives according to art. 4.1 b.), 4.1 c.) and 4.1 d.) are not eligible for the Executive Board.

The members of the Executive Board shall adequately represent the material groups affiliated to the Association and shall hold a relevant position in a window, door or facades manufacturing company.

11.3

The term of office of the Executive Board is three years. The President and Vice-Presidents may be re-elected.

11.4

The Executive Board will normally meet twice per year.

11.5

The Secretary General will participate in the meetings of the Executive Board in an advisory function. The Executive Board may also invite other advisors to the meeting.

11.6

The meeting of the Executive Board is called by the President or one of the Vice-Presidents. The meeting shall be called either upon initiative of the President or upon a request supported by simple majority of the Executive Board.

11.7

Decisions of the Executive Board are taken by majority of the members present at the meeting. In the event of a tie, the vote of the President shall be decisive.

11.8

The Executive Board is charged with the execution and implementation of the decisions of the Directing Council and of the General Assembly. For this purpose, the President disposes of the necessary power of sole representation, the Vice-Presidents dispose of the appropriate power of representation where they represent the President.

11.9

The President or one of his two deputies (Vice-Presidents) represent the Association in all matters of Civil Law.

Furthermore, the President or one of his two deputies represent the Association in all cases where action is required, e.g. the opening and administration of bank accounts, authorisations, etc.

Article 12

12.1

The Secretary General manages the business of the Association upon instructions by the Executive Board. He is responsible for the budget, the account management and the general administration of the Association. Furthermore he advises and supports the Executive Board and the Directing Council

The General Secretariat must not necessarily operate at the official seat of the Association.

12.2

The Secretary General is appointed by the Executive Board with a simple majority of votes. The appointment shall be confirmed by the Directing Council.

12.3

The term of office of the Secretary General is unlimited and will end by the appointment of a new Secretary General by the Executive Board.

Article 13

13.1

The General Assembly consists of the members of the Association.

Each member will be represented by a maximum of three delegates. At voting, each member has one vote.

13.2

The General Assembly will meet at least once per year. The dates for the General Assembly will be determined at the beginning of each calendar year, provided that the General Assembly does not meet at the same time as the Directing Council. An Extraordinary General Assembly may be called at any time upon request of 2/3 of the members.

The invitation is sent out by the Secretary General on behalf of the President at least four weeks prior to the meeting of the General Assembly. The invitation shall state the time, date, and venue for the meeting and include the draft agenda.

13.3

Where not otherwise provided by these statutes, the decisions of the General Assembly are taken by simple majority of the represented members.

13.4

The draft minutes of the General Assembly include the resolutions and are written by the Secretary General. The draft minutes will be circulated to the Members within two months of the meeting. The minutes are recorded in a register which is made available to the members.

Article 14

The tasks of the General Assembly of the Association are, in particular:

- Election and dismissal of the Executive Board
- Approval of the annual report;
- Amendment/adjustment of the present statutes;
- Receipt of the activity reports of the member Associations presented by the Directing Council or the General Secretariat;
- Approval of the membership fee;
- Dissolution of the Association;
- Nomination of honorary members or honorary presidents;
- Decision on applications for membership rejected by the Directing Council;
- Expulsion of members;
- Approval of the budget;
- Other tasks which it has attracted to itself by decision.

PART VI – Divisions and Committees

Article 15

15.1

Where required, the Directing Council may found executive committees, in which experts of the members will prepare the decisions of the Directing Council.

15.2

Each member delegates expert representatives to the material-related divisions (metal, plastics, and wood) of the Association.

The panels deal with material-related topics and will meet upon invitation by the Executive Board. The meetings of the relative panels will be chaired by the member of the Executive Board representing the respective material.

15.3

Each member company (Art. 4.1 d.) delegates expert representatives to the working group “Euroclub”, which will treat current European topics.

Euroclub will meet upon invitation by the Executive Board. The Euroclub meeting will be chaired by the President or one of his deputies (Vice-Presidents) or a substitute.

PART VII – Financial Year

Article 16

The financial year starts on January 1st of each year and ends on December 31st. The first financial year will exceptionally begin on the date of foundation of the Association and will therefore be a shortened fiscal year.

PART VIII - Amendment of the Statutes and Dissolution of the Association

Article 17

Amendments of these statutes shall be decided upon by the General Assembly, with a 2/3 majority of the members represented.

Article 18

If a dissolution of the Association is deemed necessary, then this decision shall be taken by the General Assembly, with this item duly listed on the agenda.

The decision of dissolution requires a 2/3 majority. Furthermore, the General Assembly will take all necessary decisions concerning the modalities of the liquidation, the transfer and handing over of the assets to non-profit aims.

PART IX – Honorary members

Article 19

19.1

Representatives of the members who have rendered exceptional services to the Association may be appointed honorary members or honorary president.

19.2

The honorary president has a seat on the Executive Board but no voting rights.

19.3

Honorary members and honorary presidents are exempt from membership fees. They are appointed upon proposal of at least three members and approval by the General Assembly.

PART X – Miscellaneous Provisions

Article 20

The official language of the Association shall be English.

Finalized in Brussels on 2015-04-28