



Statutes and Trade Mark
Use Statutes

Contents

	Page
1. Name, registered office and financial year, association trade marks	3
2. Purpose and remit of the association	3
3. Nature of involvement	3
4. Gaining membership	4
5. Termination of membership	4
6. Executive bodies	5
7. President	5
8. Board of Directors	5
9. Management	6
10. General Meetings	6
11. Advisory Board	7
12. Auditors	7
13. Disbandment of the association	7
14. Authorisation	7
15. Coming into effect of statutes	7
Trade Mark Use Statutes	8

Statutes

Section 1 Name, registered office and financial year, association trade marks

- (1) The association's name is Institut Bauen und Umwelt e.V.
- (2) The association's registered office is in Berlin.
- (3) The financial year is the same as the calendar year.
- (4) Usage of the trade marks of the Institut Bauen und Umwelt e.V. is governed by the Trade Mark Usage Statutes, which are attached in an appendix to these Statutes as a constituent part thereof.

Section 2 Purpose and remit of the association

The association promotes sustainable construction notably from the perspective of the environmental and health compatibility of construction products and building-related products, and operates to this end an ISO Type III-compliant environmental declaration programme in accordance with ISO 14025 and EN 15804.

Its remit encompasses primarily the following:

- a) The issuance, publication and promotion of environmental product declarations in accordance with ISO 14025 and EN 15804;
- b) The provision of information to the general public and specifically to institute members concerning key developments impacting on sustainable construction with particular regard to building products and components;
- c) The organisation, accompaniment and support of public events addressing the issue of sustainability notably from the perspective of environmental and health compatibility in connection with building products, components and structures;
- d) The observation and evaluation of the activities of and involvement in the relevant committees of the German and European legislative bodies involved with the standardisation and licensing of building products and components;
- e) The proposal, support and publication of research work, investigations and surveys serving the purpose of the association;
- f) The provision of information to the general public concerning the interests of the association.

Section 3 Nature of involvement

- (1) Membership is required to get involved in the association – particularly the issuance and publication of environmental product declarations within the scope of the declaration programme of the Institut Bauen und Umwelt e.V. Members are committed to supporting the aims of the association.
- (2) There are three types of membership: regular membership, associate membership and sponsoring membership.
 - a) Regular members can be:
 - **partnerships, companies and other legal entities.**

Legal entities must have their governing bodies appoint a representative to exercise their membership rights.

Membership by the **parent company of a corporate group** entitles all directly controlled subsidiaries to participate in the environmental declaration programme of the Institut Bauen und Umwelt e.V.

This does not make the subsidiaries themselves regular members of the association. It also does not grant them voting rights at the members meetings.

Membership by **trade associations** (registered manufacturers' associations) entitles all direct voting members of said trade association to participate in the environmental declaration programme of the Institute Bauen und Umwelt e.V., provided that the products for which an EPD should be issued are clearly represented by the trade association participating in the EPD programme.

Being issued an environmental product declaration does not make **members of a trade association** participating in the EPD programme a regular member of the Institut Bauen und Umwelt e.V. nor does it grant them voting rights at the members meetings.

b) **Associate members** can be:

- Registered manufacturers' associations (trade associations). Associated members do not have any voting rights at the members meetings. There are restrictions on participation in the EPD programme of the Institut Bauen und Umwelt e.V. for associate members. The members of a trade association which is itself an associate member may only participate in the EPD programme if they apply for regular membership in the Institut Bauen und Umwelt e.V. on their own.

c) **Sponsoring members** can be:

- **All individuals who have reached the age of majority and corporations, institutions, scientific and research facilities, partnerships, stock corporations and other legal entities.** Sponsoring members are not entitled to issue environmental product declarations in the EPD programme of the Institut Bauen und Umwelt e.V. and do not have voting rights at the members meetings.

- (3) The nature and scope of the membership dues and declaration fees are set out in the Membership Dues and Fee Regulation.
- (4) Individuals who have reached the age of majority and have served the association's purpose to a particular extent may, at the proposal of the management board, be appointed as honorary members by the association's members meeting. Membership dues are waived for honorary members.

Section 4 Gaining membership

- (1) An individual or legal entity may apply for membership in writing to the association's registered office.
- (2) The management board decides whether to accept or reject an application.
- (3) The number of members is unlimited. Restricting membership to certain groups of persons on racial, religious or political grounds is not permitted.

Section 5 Termination of membership

- (1) Membership is terminated upon the death, liquidation, resignation or exclusion of the member.
- (2) A member may resign from the association by notifying the management board in writing no later than six months before the end of the financial year. The resignation goes into effect as of the end of the following financial year.
- (3) Exclusion from the association may occur:
 - a) due to the wilful or grossly negligent violation of the association's Statutes by the member;
 - b) due to arrears on contribution payments of more than 6 months subsequent to the due date despite the member being reminded of the payment obligation;
 - c) due to gross violation of competition law in connection with the association trade marks of the Institut Bauen und Umwelt e.V. or membership in the association.

The management board takes decisions on the exclusion of members. The party concerned has the right to appeal to the members meeting against its exclusion within one month of receipt of the declaration of exclusion by way of registered letter addressed to the management board, upon which the next annual members meeting shall decide in favour of the exclusion or the appeal via a simple majority.

- (4) All rights and obligations of the member end upon the termination of membership. In particular, regardless of the reason for termination, the right to use the association trade marks of the Institut Bauen und Umwelt e.V. end upon the

termination of membership. More information on this topic can be found in the Trade Mark Usage Statutes of the Institut Bauen und Umwelt e.V.

Section 6 Executive bodies

- (1) The executive bodies of the association are:
 - a) The management board
 - b) The management
 - c) The members meeting

Section 7 President

- (1) The president represents the association.
- (2) He/She is elected for two years by the members meeting.
- (3) He/She is reimbursed for any expenses incurred on the association's behalf.

Section 8 Management board

- (1) The management board acts impartially. It is to treat in the strictest confidence any details of its members' business and operating processes of which it becomes aware.
- (2) The management board comprises at least 7 members who are to cover as broad a spectrum of product and material groups as possible.
- (3) The management board elects from among its members a chair and a deputy, who are the board as defined under Article 26 BGB (German Civil Code) and act as the association's legal representatives such that each is authorised to represent it individually.
- (4) The management board is responsible for the strategic alignment of the association and for decisions in fundamental issues insofar as no member meeting is required for this in accordance with the statutes.
- (5) The management board is elected for two years by the member meeting. Re-election is permissible.
- (6) The management board may co-opt within its possibilities allowed by law.
- (7) The management board is responsible notably for deciding on the appointment and dismissal of employees, taking out bank loans and issuing bonds, mortgaging the association's property as well as the proposal right concerning the appointment and/or dismissal of members of the committee of experts.
- (8) The management board meetings are to be convened by the management and led by the chair of the management board.
- (9) The management board has general voting rights. Each member has 1 vote. Decisions are made by way of a simple majority. If a vote is tied, the motion is considered to have been rejected. Abstentions do not count in the vote.
- (10) Invitations to management board meetings are to be issued with at least 4 weeks' notice. If properly invited, the management board has a quorum if at least 5 members are present. Should there be no quorum following the first invitation, a renewed invitation is to be issued by registered letter with one week's notice. The management board is then quorate irrespective of the number of participants attending. The management board may vote unanimously (all votes) to waive formal and advance notice requirements.
- (11) Minutes are to be taken of all resolutions passed by the management board. These minutes are to be distributed to the management board members within one month at the latest.
- (12) Should the chair or his/her deputy stand down during his/her period of office, the management board assigns the duties of the person concerned to one of its members.

Section 9 Management

- (1) The members of the management are exempted from the restrictions set out under Article 181 BGB (German Civil Code). Liabilities exceeding an amount of EUR 20,000.- may only be entered into with the consent of the management board chair and his/her deputy in accordance with Section 8 (3) of these Statutes.
- (2) The management is appointed by the management board for an indefinite period and may be dismissed by way of a resolution passed by the management board at any time.

- (3) The management is responsible for the association's matters insofar as they are not assigned exclusively to another of the association's executive bodies by way of these Statutes. It is responsible notably for the following matters:
 - a) Operation of an office,
 - b) Commercial duties such as the collection of membership dues, fees and other receivables, proper accounting and cash management, the drawing up of a budget and cash report,
 - c) Organisational preparations for management board meetings and members meetings,
 - d) Implementation of instructions issued by way of resolutions passed by the management board,
 - e) Prevention and, if necessary, the initiation of legal action upon the misuse of the association trade marks,
 - f) Organisation of measures serving the association's aims.
- (4) Any full-time member of the management is entitled to the conclusion of an employment contract and is to be remunerated fairly in accordance with his/her work. The association is represented by the management board with regard to the conclusion, handling and termination of employment contracts. The management is entitled to appoint further staff at the association in order to carry out its duties.
- (5) The management is to be present for advisory purposes at management board meetings in the form of at least one member insofar as the meeting does not involve consultations concerning the appointment, dismissal or the employment contract of the member of the management concerned.

Section 10 Member meetings

- (1) Member meetings are to be convened by the management in coordination with the management board and led by the management board chair.
- (2) Member meetings are to be convened at least once every year (annual member meetings).
- (3) Extraordinary member meetings are to be convened upon application to this effect by the management board or at least 20 % of the members. Invitations to annual member meetings are to be issued in writing (by e-mail or post) at least 4 weeks in advance. Invitations to extraordinary member meetings are likewise to be issued in writing (by e-mail or post) at least 4 weeks in advance. The invitations are to include agenda details.
- (4) Motions to be placed on the agenda of annual member meetings are to be submitted in writing (by e-mail or post) to the management board at least 3 weeks prior to the meeting taking place and are to be notified to the members at least 1 week prior to the meeting taking place. Motions submitted late or spontaneous motions are not considered unless 2/3 of the votes in attendance are in favour.
- (5) Each regular member has 1 vote at the member meetings. At the member meetings, regular members may be represented by other regular members if the former issue written authorisation to this effect prior to the commencement of the member meeting concerned. Voting rights may not be transferred during the member meeting. Each member eligible to vote may represent no more than 2 additional votes. Associate and sponsoring members, as well as honorary members and those who bear declarations but who are not regular members of the association in accordance with Section 3 (2), may attend member meetings but have no voting rights.
- (6) Each member meeting convened in a due and proper manner has a quorum. Specific reference must be made to this in the invitation.
- (7) Resolutions are passed by way of a simple majority. Abstentions do not count in the vote.
- (8) Resolutions on amendments or additions to the statutes and on the disbandment of the association require a 3/4 majority of the regular members in attendance.
- (9) The member meeting is responsible for:
 - a) electing the president and the management board;
 - b) electing the auditors;
 - c) accepting receipt of the annual report and the auditors' report;
 - d) passing resolutions on the budget;
 - e) drawing up the membership dues and fee Regulation;
 - f) discharging the management board and the management;
 - g) passing resolutions on statute amendments;

- h) deciding on appeals in accordance with Section 4 (2) and Section 5;
 - i) disbandment of the association.
- (10) All resolutions are to be recorded in the minutes, which are to be signed by the head of the meeting and by the person taking the minutes.

Section 11 Committee of experts

- (1) On the basis of the relevant international technical rules, the committee of experts (SVR) draws up guidelines to be observed when preparing and issuing environmental product declarations.
- (2) The committee of experts is factually and technically independent.
- (3) The committee of experts draws up its own rules of procedure.
- (4) The committee of experts appoints its own members based on proposals from the IBU or the committee itself.
- (5) The committee of experts elects a chair from among its own members.

Section 12 Auditors

- (1) The association's accounts are to be audited by at least 2 auditors prior to each annual member meeting. The results are to be set out in a written report and presented to the annual member meeting.
- (2) The auditors are appointed by the annual member meeting for a term of 2 years.
- (3) The appointment of a third (deputy) auditor is permissible.

Section 13 Disbandment of the association

- (1) The disbandment of the association may only be agreed by an extraordinary member meeting convened for this purpose.
- (2) After deduction of liabilities, the association's assets are then to be allocated for relevant research purposes in accordance with the resolution of the member meeting disbanding the association.

Section 14 Authorisation

The management board is authorised to rectify by way of statute amendment any objections to the statutes that may be raised by the court of registration. The same authorisation applies to any formal statute amendments required for editorial reasons.

Section 15 Coming into force of statutes

These statutes were approved by the member meeting of 07 June 2016 and came into force upon their entry in the Berlin-Charlottenburg associations register.

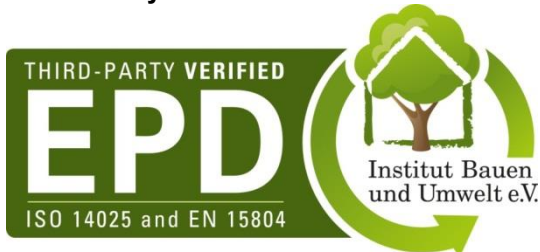
Trade Mark Usage Statutes

1. For Institut Bauen und Umwelt e.V., the following association trade marks have been registered with the Harmonisation Office for the Internal Market (OHIM), based in Alicante, Spain:

1.1 Mixed figurative and verbal trade mark “Institut Bauen und Umwelt e.V.”



1.2 Mixed figurative and verbal trade mark: “Institut Bauen und Umwelt e.V.” + “Third-Party Verified EPD / ISO 14025 and EN 15804”



1.3 Mixed figurative and verbal trade mark: “Institut Bauen und Umwelt e.V.” + “Third-Party Verified EPD”



2. The association is to use the association trade mark pursuant to 1.1 to confirm successful verification on the environmental product declarations issued in accordance with the EPD program of the Institut Bauen und Umwelt e.V. The requirements for participating in the EPD programme of the Institut Bauen und Umwelt e.V. are set down in Section 3 of the association's Statutes. Upon being issued a trade mark, the bearer of each declaration shall be liable for declaration fees in accordance with the Membership Dues and Fee Regulation.

3. The association is to provide its members with the association trade mark pursuant to 1.1 for the *communication of their membership* in the Institut Bauen und Umwelt e.V., e.g. for company/image brochures, business letters, e-mails and for their websites. The association trade mark pursuant to 1.1 may not, however, be used for product-related communication.

4. For *product-related communication*, notably the labelling of goods and packaging, but for product data sheets, price lists and product-specific advertisement motifs, too, the mixed figurative and verbal trade mark pursuant to 1.2 or 1.3 is to be used exclusively. Only such products may be labelled as for which environmental product declarations have been issued. The labelling is to be used in close conjunction with the

product and must be clearly attributable to the product concerned. Usage of the mixed figurative and verbal trade mark pursuant to 1.2 or 1.3 is also open to such bearers of declarations that are not at the same time members of the association [see Section 3 (2) a of the association's Statutes] insofar as they have been issued an environmental product declaration under the EPD programme of the Institut Bauen und Umwelt e.V. and have agreed to these Trade Mark Usage Statutes.

5. The association allows its regular members to use the mixed figurative and verbal trade marks pursuant to 1.2 or 1.3 for their sales and/or marketing companies insofar as only products for which environmental product declarations have been issued are labelled in this way. The labelling is to be used in close conjunction with the product and must be clearly attributable to the product concerned.

6. The right to use the trade marks is bound to membership in the Institut Bauen und Umwelt e.V. Upon effective termination of such membership, whether through resignation or exclusion, the right to use the trade marks shall end for that member and for any other declaration bearers whose entitlement to participate in the EPD programme of the Insitut Bauen und Umwelt e.V. is derived from the membership of that exiting member [see Section 3 (2) a of the association's Statutes].

7. Declaration bearers who are not themselves members (subsidiaries, members of trade associations with membership in the IBU) as well as declaration bearers who have effectively terminated their membership before the expiry of their declaration, may maintain their entitlement to use the association trade marks after their parent company or trade association terminates its membership by paying an increased trade mark use fee pursuant to no. 10 of the Membership Dues and Fee Regulation for the remainder of the declaration's term until expiry. Otherwise, all further usage of the association trade marks pursuant to 1.1 and the mixed figurative and verbal trade marks pursuant to 1.2 and 1.3 is prohibited.

8. Any member violating these Trade Mark Usage Statutes may be excluded from the association in accordance with Section 5 (3) of the association's Statutes.

9. The association is obliged to take action of an out-of-court and/or in-court nature against any third parties causing association members difficulties by way of their usage of association trade marks.

10. Each association member is obliged to immediately notify the association's management board of any violation of the Trade Mark Usage Statutes of which it becomes aware.

11. The authorisation granted to members to use the association trade marks of the Institut Bauen und Umwelt e.V. may not be transferred to third parties (persons or companies) with the exception of the cases set out under no. 5 of these Trade Mark Usage Statutes.

12. These statutes were approved by the member meeting of 7 June 2016 and came into force upon their entry in the Berlin-Charlottenburg associations register.