



Statutes

2020

Statutes of the Institut Bauen und Umwelt e.V.

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.

Section 2 Purpose and remit of the association

- (1) The association promotes sustainable construction notably from the perspectives of the environmental and health compatibility of construction products and building-related products.
Its remit encompasses particularly the following:
 - a) Developing and making available sustainability information on the built environment, on construction products and construction-related products taking into consideration sustainability information and assessment schemes;
 - b) Operating an ISO Type III-compliant environmental declaration programme in accordance with relevant national, European and international standards and rules;
 - c) Processing, managing, issuing, publishing and promoting environmental product declarations and product-related sustainability information;
 - d) Providing information to the general public and specifically to members concerning key developments impacting on sustainable development and particularly sustainable construction with particular regard to products with a bearing on construction;
 - e) Organising, accompanying and supporting our own and public events addressing the issues of sustainability and sustainable construction, notably from the perspective of environmental and health compatibility;
 - f) Monitoring and evaluating the activities of and involvement in the relevant committees of the German and European legislative bodies for standardising and licensing building products and components;
 - g) The proposal, support and publication of research work, investigations and surveys serving the purpose of the association;
 - h) The provision of information to the general public concerning the interests of the association.
- (2) The association may also exercise its tasks through subsidiary or associated companies. It may in particular found companies and acquire interests in companies. Furthermore, the association may organize its tasks in divisions within the association.

- (3) In case the association, in order to fulfil its tasks, obtains an accreditation and/or notification for one of its declaration programmes, the services related to this programme will be offered to both members and non-members without discrimination. All other services should only be offered to members.

Section 3 Members' rights and duties

- (1) 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 or 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 use the services as of section 2 (3) sentence 2.

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 use the services as of section 2 (3) sentence 2.

Using these services does not make **members of a trade association** regular members of the Institut Bauen und Umwelt e.V. nor does it grant them voting rights at the members' meetings.

- b) **Associate members** may be:
- **Registered manufacturers' associations (trade associations).**
Associate members do not have any voting rights at the members' meetings. In the case of associate members the use of the services as of section 2 (3) sentence 2 is limited to the association as such. Members of a trade association which is itself an associate member may only use the services as of section 2 (3) sentence 2 if they apply for regular membership in the Institut Bauen und Umwelt e.V. on their own.
- c) **Sponsoring members** may be:
- All **individuals who have reached the age of majority and corporations, institutions, scientific and research facilities, partnerships, stock corporations or other legal entities** who are interested in supporting the aims of the association with benefits or funding contributions.
Sponsoring members do not have voting rights at the members' meetings.
- (3) The services from accredited divisions (section 2 (3) sentence 1) are offered equally to all members independently of their membership status (see (2) a, b, c). Details will be defined in corresponding bylaws and fee schedules.
- (4) The nature and scope of the membership dues and declaration payments are set out in the Membership Dues Regulation.
- (5) Individuals who have reached the age of majority and have shown commitment to 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 Change and termination of membership

- (1) A change of membership type from sponsoring member to associate or regular member or from associate member to regular member can always be solicited by written declaration to the management. Upon confirmation by management the change will become effective immediately.
- (2) For all other changes of membership types the procedure and period of notice defined in section 5 (4) apply accordingly.
- (3) Membership is terminated upon the death, liquidation, resignation or exclusion of the member.
- (4) 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 comes into effect as of the end of the following financial year.
- (5) 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.

- (6) All rights and obligations of the member end upon the termination of membership.

Section 6 President

- (1) The association may nominate a president to represent the association.
- (2) In order to guarantee a neutral representation of the association the president should not be a member of the association or be dependent on a member. He/She is proposed by the management board and elected for two years by the members' meeting. Re-election is possible.

The work of the president is honorary. However, his/her expenses related to the work for the association are reimbursed upon verification thereof.

(3) Section 7 Executive bodies

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

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 a minimum of 7 and a maximum of 15 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) (Legal Board) and act as the association's legal representatives such that each is authorised to represent it individually. Should the chair or his/her deputy stand down during his/her period of office, the management board will assign the duties of the person concerned to one of its members.
- (4) The management board is elected for two years by the members' meeting. It remains in office until the next election according to these statutes, though. Re-election is permissible.

- (5) If a member of the management board leaves before the end of his term of office, for the period up to the end of his term of office, the board can co-opt a member to replace the member leaving.
- (6) The management board is responsible for the strategic alignment of the association and for decisions in fundamental issues insofar as no members' meeting is required for this in accordance with the statutes.
- (7) The management board is responsible notably for deciding on the structure of the staff, taking out bank loans and issuing bonds, mortgaging the association's property, the appointment and dismissal of members of the advisory board as well as the decision on bylaws and fee schedules. The management board is authorised, as far as permissible, to create spin-offs from the association.
- (8) The management board meetings are to be convened in writing or by telephone by the management or, in its absence, by the chair of the board or his deputy 10 working days before the meetings; they are led by the chair of the management board.
- (9) If properly invited, the management board has a quorum if at least 5 members are present, even if some seats on the board are vacant. Should there be no quorum following the first invitation, a renewed invitation is to be issued in text form with one week's notice. The management board is then quorate irrespective of the number of attendees. The management board may vote unanimously (all votes) to waive formal and advance notice requirements.
- (10) Besides in meetings, decisions by the management board may be taken in writing, electronically, via telephone or in phone or video conferences as long as all members of the management board agree with this form of decision taking or participate in it. A combined form of decision taking is also permitted.
- (11) 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. A member of the management board may authorize another member to represent him. Any member of the management board may only represent one other member, though.
- (12) Minutes are to be taken of all resolutions passed by the management board for documentation purposes. These minutes are to be distributed to the management board members within two weeks at the latest.

Section 9 Management

- (1) The management is made up of one or several managing directors who are appointed by the management board indefinitely. The management board has the right to dismiss managing directors by resolution.
- (2) The members of the management can be exempted from the restrictions set out under Article 181 BGB (German Civil Code). With respect to their duties managing directors are special representatives of the association as defined in § 30 BGB (German Civil Code). The powers of the members of the Legal Board are not compromised by the appointment of special representatives.
- (3) The management is responsible for the association's matters insofar as they are not assigned 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, declaration payments 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.
 - g) Hiring and dismissing of employees within the framework of the staff structure and cost structure defined by the management board.

The management board issues rules of procedure for the management in which it may require internally the approval by the management board or the Legal Board for certain

actions; in particular the rules of procedure define from which amount liabilities internally require the approval of the chair of the managing board and his deputy according to section 8 (3) of these statutes.

- (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.
- (5) The management is to attend management board meetings in an advisory capacity 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 Members' meetings

- (1) Members' meetings are to be convened by the management in coordination with the management board and led by the management board chair.
- (2) Members' meetings are to be convened at least once every year (annual members' meetings).
- (3) Extraordinary members' meetings are to be convened upon application to this effect by the management board or at least 20% of the members. Invitations to members' meetings are to be issued in writing (by e-mail or post) at least 4 weeks in advance. The period of time counts from the day following the sending of the invitations, and invitations are considered delivered if they are sent to the last postal or e-mail address of the member in question known to the association. The invitations are to include the agenda.
- (4) Motions to be placed on the agenda are to be submitted in writing (by e-mail or post) to the management board at least 3 weeks prior to the meeting and are to be notified to the members at least 1 week prior to the meeting. 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 members' meetings. At the members' 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 members' meeting concerned. Voting rights may not be transferred during the members' 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 members' meetings but have no voting rights.
- (6) Each members' meeting convened in a due and proper manner is quorate. 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. This applies in particular to changes to the purpose of the association.
- (9) The chairman of the meeting defines on the procedures for voting and counting votes; he is also authorized to decide on any questions and disputes in relation with the members' meeting that are not regulated in the statutes. Permissible voting types include votes for individuals or entire bodies as well as votes for blocks or lists.
- (9) The members' 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 subscription scale;
 - f) discharging the management board and the management
 - g) passing resolutions on statute amendments;
 - h) Deciding on objections under section 5 (3).
 - i) disbandment of the association.
- (10) Divergent from § 32 (2) BGB (German Civil Code), in urgent cases and on proposal by the management board decisions can be taken without a meeting, if all members are involved, until the deadline set by the management board at

least half of the members have voted in writing, and the decision has obtained the required majority. In this case the management board has to ask all members in text form to vote. If the current address of a member is not known, it suffices to send the invitation to vote to the last postal or e-mail address of the member in question known to the association.

- (11) 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 Advisory Board

- (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 advisory board is a scientific advisory board and is factually and technically independent.
- (3) The advisory board may draw up its own rules of procedure.
- (4) Members of the advisory board are appointed by the management board without time limit based on proposals by the management board or the advisory board. If a member is proposed by the management board alone the advisory board will be heard before its appointment.
- (5) The advisory board 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 members' meeting. The results are to be set out in a written report and presented to the annual members' meeting.
- (2) The auditors are appointed by the annual members' 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 members' 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 members' 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 vote as defined in § 5 (3) of the Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht (German COVID law) on 30 September 2020 and came into force upon being entered in the Berlin-Charlottenburg association register.