



Statutes of the Institut Bauen und Umwelt e.V.

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(Automatically translated. Legally valid is the German version.)

§ 1 Name, registered office and financial year, association logo

- (1) The name of the association is Institut Bauen und Umwelt e.V.
- (2) The registered office of the association is Berlin.
- (3) The financial year is the calendar year.
- (4) The use of the Institut Bauen und Umwelt e.V. logo is governed by the logo statutes.

§ 2 Purpose and tasks of the organisation

- (1) The association promotes sustainable construction, particularly with regard to the environmental and health compatibility of construction products and building related products.

Its tasks include in particular

- a) the development and provision of sustainability information on the built environment, building products and building-related products, taking into account sustainability information and assessment systems;
 - b) the operation of an ISO Type III-compliant environmental declaration programme in accordance with relevant national, European and international standards and regulations;
 - c) the processing, administration, awarding, publication and promotion of environmental product declarations and product-related sustainability information;
 - d) Informing the general public and, in particular, members about significant developments relating to sustainable development and, in particular, sustainable construction with regard to building-related products;
 - e) organising, accompanying or supporting own and public events that focus on the topics of sustainability and sustainable construction, in particular with regard to environmental and health compatibility;
 - f) Observation and evaluation of activities as well as participation in the relevant committees of German and European legislation, standardisation and approval of construction products and components;
 - g) To encourage, support and publish research work, studies and surveys that serve the purpose of the organisation;
 - h) Informing the public about the interests of the organisation.
- (2) The association can also fulfil its tasks through subsidiaries or associated companies. In particular, it may establish companies and acquire interests in companies. The association can also organise its tasks in departments within the association. Notwithstanding their responsibilities under these Statutes, departments are not legally independent associations.
 - (3) Insofar as the Association receives accreditation and/or notification of a declaration programme operated by it within the scope of its tasks, the services offered by the Association within the scope of this programme are offered to both members and non-members on a non-discriminatory basis.

§ 3 Rights and duties of members

- (1) The members pledge to support the objectives of the association.
- (2) A distinction is made between ordinary, associate and supporting membership.
 - a) Ordinary members can be
 - **Partnerships, corporations or other legal entities.**
Legal entities must appoint a representative to exercise the membership rights through their authorised bodies/representatives.

In the case of memberships **of group parent companies**, the authorisation to claim benefits from the parent company includes all directly controlled group companies (subsidiaries). § Section 2 (3) sentence 1 must be observed.

The daughters do not themselves become full members of the association, nor do they have any rights at the Annual General Meeting.

In the case of memberships of **associations** (legally capable manufacturers associations), the authorisation to use the services of the association includes all members with direct voting rights. Excluded are services in the accredited area (§ 2 (3) of these Statutes).

Association members who make use of these services do not acquire membership status in the Institut Bauen und Umwelt e.V. and have no voting rights at the Annual General Meeting.

b) **Associate members** can be:

- **Legally authorised manufacturers' associations (federations).**

Associate members have no voting rights at the Annual General Meeting. In the associate form of membership, the authorisation to use services in the non-accredited area is limited to the association itself and does not include its members.

c) **Supporting members** can be:

- Any **natural person of legal age** as well as **corporations, institutions, scientific organisations, partnerships, limited companies** or **other legal entities** that have an interest in supporting the objectives of the association through services or sponsorship contributions.

Supporting members have no voting rights at the Annual General Meeting.

- (3) The association charges membership fees in cash. The type and amount of membership fees are set out in the membership fee regulations.
- (4) Natural persons of legal age who have rendered outstanding services to the purpose of the association can be appointed as honorary members by the members' meeting at the proposal of the Board. The obligation to pay membership fees ceases for honorary members.

§ 4 Acquisition of membership

- (1) The prerequisite for acquiring membership is a written application for membership sent to the office.
- (2) The Board decides on admission or rejection.
- (3) The number of members is unlimited. Restrictions to certain groups of people for racial, religious or political reasons are not permitted.

§ 5 Change and termination of membership

- (1) A change in the type of membership from a supporting member to an associate or full member or from an associate member to a full member is possible at any time by written declaration to the Managing Director. The change of membership becomes effective immediately upon confirmation of the change by the Managing Director or the Board.
- (2) For all other changes to the type of membership, the procedure and deadline for resignation in accordance with para. 4 below shall apply accordingly.
- (3) Membership expires upon death, liquidation or the opening of insolvency proceedings against the member's assets, resignation or exclusion.
- (4) Resignation from the association requires a written declaration to the Board. Resignation shall take effect at the end of the following financial year (§ 1 para. 3).
- (5) Expulsion from the association may take place:
 - a) in the event of a member's violation of the Statutes and the sign statutes of the Association;
 - b) in the event of breaches of competition law in connection with the Institut Bauen und Umwelt association logo or membership of the association.

- (6) It is made by the Board. The member concerned has the right to appeal against the exclusion decision by registered letter to the Board within one month of delivery of the exclusion decision to the Annual General Meeting, which decides on the exclusion or the appeal by a simple majority at its next Annual General Meeting. The Board may remove the member from the list of members. The Board may remove the member from the list of members,
- a) if contributions are more than 6 months in arrears after the due date, despite a reminder, and
 - b) if letters or e-mails are returned as undeliverable.
- (7) The membership rights of the member concerned shall be suspended until the expulsion proceedings have been finalised. Upon termination of membership, all rights and obligations of the member expire.

§ 6 President

- (1) The Association may appoint a President to represent the Association.
- (2) To ensure neutral representation of the Association, the President should not be a member of the Association or be dependent on a member. He/she is elected for two years by the Annual General Meeting on the recommendation of the Board. Re-election is permitted.
- (3) The President works on an honorary basis. However, expenses and expenditure for his/her endeavours on behalf of the association are reimbursed on presentation of proof.

§ 7 Organs

The organs of the association are

- a) the Board
- b) The Managing Director
- c) the Annual General Meeting

§ 8 Board

- (1) The Board acts impartially. It must treat as confidential any business and operational transactions of the members of which it becomes aware.
- (2) The Board consists of a minimum of 7 and a maximum of 15 Board members, who should cover as many different product and material groups as possible.
- (3) The Board elects a Chairperson and a Deputy Chairperson from among its members, who are members of the Board within the meaning of Section 26 of the German Civil Code (BGB) ("Legal Board") and are legally authorised to represent the company individually. If the Chairperson or the Deputy Chairperson resigns during their term of office, the Board transfers the task to one of its members.
- (4) The Board is elected for 2 years by the Annual General Meeting. However, it remains in office until a new election is held in accordance with the Articles of Association. Re-election is permitted.
- (5) If a member of the Board resigns before the end of the term of office, the Board may co-opt a replacement member for the period until the end of the term of office for which the resigning member was elected.
- (6) The Board is responsible for the strategic direction of the organisation and for making decisions on fundamental issues, unless the Annual General Meeting is called upon to do so in accordance with these Statutes.
- (7) In particular, the Board is responsible for decisions on the personnel structure of the Association, taking out bank loans and bonds, encumbering the Association's property, appointing and dismissing members of the Advisory Board. The Board is also responsible for passing resolutions on the articles of association, other articles of association and fee regulations as well as all regulations, unless another body is responsible for their enactment. The Board is authorised, as far as permissible, to carry out spin-offs from the Association.
- (8) The meetings of the Board of Directors are to be convened by the Managing Director or, if he/she is unable to do so, by the Chairperson of the Board of Directors or his/her

deputy, in text form or (remotely) verbally with a notice period of 10 working days and chaired by the Chairperson of the Board of Directors.

- (9) The Board has a quorum if at least 5 members are present following a proper invitation. The quorum of the Board does not require all Board offices to be filled. If there is no quorum after the first invitation, a new invitation must be issued in text form with one week's notice. The Board now has a quorum regardless of the number of participants. The Board can unanimously (all votes) waive the form and deadline.
- (10) Outside of meetings, decisions of the Board may also be made in text form, electronically, (remotely) verbally or in telephone and/or video conferences, provided that all members of the Board agree to this type of voting or participate in it. A combined resolution is also permissible.
- (11) The Board has general voting rights. Each member has 1 vote. Decisions are made by simple majority. Decisions are made by a simple majority of the valid votes cast. In the event of a tie, the motion is deemed to have been rejected. Abstentions are not counted as valid votes. In the event of a tie, the motion is deemed to have been rejected. Abstentions are not counted. A member of the Executive Board may be represented at Executive Board meetings by another member of the Executive Board. However, a member of the Executive Board may only represent one other member of the Executive Board.
- (12) Minutes must be taken of all decisions made by the Board for evidence purposes. These minutes must be sent to the members of the Executive Board within two weeks at the latest.

§ 9 Managing director

- (1) The Management Board consists of one or more Managing Directors, who are appointed by the Board for an indefinite period. The Board can dismiss Managing Directors at any time by decision.
- (2) The members of the Managing Directors may be granted exemption from the restrictions of Section 181 BGB by the Board. Managing directors are special representatives within the meaning of Section 30 BGB with regard to the tasks incumbent upon them. The power of representation of the members of the statutory Board is not restricted by the appointment of special representatives.
- (3) The Managing Director is responsible for all matters of the Association, unless these are assigned to another body of the Association by the Statutes. In particular, it is responsible for the following matters:
 - a) Operation of a branch office,
 - b) commercial tasks, such as the collection of contributions, declaration fees and other receivables, proper accounting and cash management, preparation of a budget and cash report,
 - c) Organisational preparations for Board meetings and Annual General Meetings,
 - d) Implementation of the Board's instruction resolutions,
 - e) Prevention and, if necessary, legal prosecution in the event of misuse of the association's logo
 - f) Organisation of measures that serve the objectives of the association.
 - g) Hiring and dismissing employees within the framework of the personnel and cost structure determined by the Board.

The Board of Directors issues rules of procedure for the Managing Director and can make certain internal measures dependent on its approval or the approval of the Statutory Board of Directors; in particular, it specifies in the rules of procedure the amount above which internal obligations require the approval of the Chairman of the Board of Directors and the Deputy Chairman in accordance with Section 8.3 of these Statutes.

- (4) Every full-time member of the Managing Director is entitled to conclude an employment contract and must be remunerated in line with their performance. The Association is represented by the Board with regard to the conclusion, execution and termination of the employment relationship.

- (5) At least one member of the Managing Directors attends meetings of the Board in an advisory capacity, unless the appointment, dismissal or employment relationship of the relevant member of the Managing Directors is being discussed.

§ 10 Annual General Meeting

- (1) Annual General Meetings are convened by the Managing Director in consultation with the Board and chaired by the Chairman of the Board.
- (2) The Annual General Meeting meets at least once a year (Annual General Meeting).
- (3) Extraordinary Annual General Meetings must be convened at the request of the Board or at least 20% of the members. Invitations to Annual General Meetings are issued in writing (by email or post) with a notice period of at least 4 weeks. The notice period begins on the day following the dispatch of the invitation, whereby the invitation is deemed to have been received if it was sent to the last postal or e-mail address of the respective member known to the association. The invitations contain the agenda.
- (4) Motions for the agenda must be submitted to the Board in writing (by email or post) at least 3 weeks before the Annual General Meeting and brought to the attention of the members at least 1 week before the Annual General Meeting. Motions received late as well as own-initiative motions require the approval of 2/3 of the valid votes cast in order to be dealt with.
- (5) Each ordinary member has 1 vote at the Annual General Meeting. Ordinary members may be represented at the Annual General Meeting by other ordinary members with written authorisation, which must be issued before the start of the Annual General Meeting. Voting by proxy is not possible during the General Meeting of Members. Each person authorised to vote may represent a maximum of 2 additional votes. Associate and supporting members as well as honorary members and declaration holders who are not themselves full members of the Association in accordance with Section 3 (2) a) may participate in the Annual General Meeting, but do not have the right to vote.
- (6) Every duly convened Annual General Meeting constitutes a quorum. This must be expressly stated in the invitation.
- (7) Decisions are made by a simple majority of the valid votes cast. Abstentions are counted as invalid votes.
- (8) Decisions to amend or supplement the Statutes and to dissolve the Association require a 3/4 majority of the ordinary members present.
- (9) The procedure for casting and counting votes is determined by the chairperson of the meeting, who is also authorised to decide on issues and disputes not regulated in the Statutes within the framework of the General Meeting of Members. In addition to individual and general elections, block and list elections are also permitted.
- (10) The Annual General Meeting is responsible for:
 - a) Election of the President and the Board.
 - b) Election of the auditors;
 - c) Acceptance of the annual report and the auditors' report;
 - d) Resolution on the budget;
 - e) Determination of the contribution regulations;
 - f) Discharge of the Board and the Managing Directors
 - g) Resolution on amendments to the Articles of Association;
 - h) Decision on objections according to § 5 (3).
 - i) Dissolution of the association.
- (11) By way of derogation from Section 32 (2) BGB, in urgent cases, decisions can also be made outside a meeting at the proposal of the Board of Directors if all members are involved, at least half of the members cast their votes in text form by the deadline set by the Board of Directors for the casting of votes and the decision is passed with the required majority. In this case, the Board must request the members to cast their votes in text form. If the current address of a member is not known, sending the request to cast a vote to the last postal or e-mail address of the respective member

known to the association is sufficient for the proper participation of the member concerned.

- (12) The Annual General Meeting of the Association may also be held without the presence of members at the meeting venue by exercising members' rights by means of electronic communication (online meeting) or by means of an online and physical meeting (hybrid meeting). In the case of online meetings, voting takes place by audible audio or visible visual communication of the vote or by online voting using a virtual voting tool or electronic means of communication. In the case of online meetings, a request for a secret ballot is only permitted if a secret ballot is technically possible.
- (13) Minutes must be taken of all decisions, which must be signed by the chairperson of the meeting and the secretary.

§ 11 Advisory Board

- (1) The Advisory Board (SVR) draws up guidelines based on international technical regulations that must be observed when preparing Environmental Product Declarations.
- (2) The Advisory Board is a scientific advisory board and is both factually and professionally independent.
- (3) The SVR may adopt its own rules of procedure.
- (4) The members of the SVR are appointed for an indefinite period by the Board of Directors at the proposal of the Board and/or the SVR. If a member is proposed by the Board alone, the SVR must be consulted before the member is appointed. The Board is responsible for the dismissal of members of the SVR.
- (5) The SVR elects a chairperson from its own ranks.

§ 12 Auditors

- (1) Before each Annual General Meeting, the Association's cash management must be audited by at least 2 auditors. The result must be set out in a written report to be announced at the Annual General Meeting.
- (2) The auditors are appointed by the Annual General Meeting for a period of 2 years.
- (3) The appointment of a third (deputy) auditor is permitted.

§ 13 Dissolution of the Association

- (1) The dissolution of the Association can only be decided by an Extraordinary Annual General Meeting convened for this purpose.
- (2) After deduction of liabilities, the association's assets shall be allocated to relevant research purposes in accordance with the decision of the Annual General Meeting to dissolve the association.

§ 14 Authorisation

The Board is authorised to rectify any objections to the Statutes by the registration court by amending the Statutes.

The same authorisation applies to formal amendments to the Articles of Association that arise in editorial respects.

§ 15 Entry into force of the Statutes

These Statutes were adopted by the Annual General Meeting on 14 November 2024 and come into force upon entry in the Berlin-Charlottenburg Register of Associations.