



Articles of Association

ECLASS e.V.

for the development and distribution of the ECLASS standard for classification and description of materials, raw materials, technical goods, products, goods and services of all types

Status:

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Section 1

Name, Seat, Fiscal Year

1. The Association bears the name of ECLASS e. V.
2. The Association has its seat in Cologne and is entered in the Association Register of the Local Court of Cologne as an association.
3. The fiscal year is the calendar year.

Section 2

Purpose and Objective of the Association

1. ECLASS is an international data standard for uniform and consistent classification and description of products, materials, systems and services.
2. The Association is a non-profit organization which defines, and internationally further develops and spreads this standard without consideration of sector borders.
3. The objective of the Association therefore includes:
 - a. mutually working out and continuously developing and maintaining ECLASS with allocated classes and descriptive elements such as properties and their allocated sets of values. In doing so, all relevant company functions and market requirements should be considered;
 - b. the promotion and spreading of the ECLASS standard application as well as its establishment as an internationally recognised standard;
 - c. the implementation of measures or other support services – subject to payment if necessary – for promotion of the application and spreading of ECLASS.
 - d. the Association is, in addition, authorized to carry out any measures, which appear suitable to promote the purpose of the Association.

Section 3

Membership (types, start, duration, termination)

1. The following types of membership are possible in the Association:
 - a. ordinary membership (with a seat on the Steering Committee),
 - b. ordinary membership (without a seat on the Steering Committee),
 - c. supporting membership.
2. Ordinary members can be legal and natural persons under civil law who are active in companies, associations or, alternatively, bodies governed by public law.
3. Supporting membership gives natural persons or legal entities (including associations) engaged in entrepreneurial activity an opportunity to become familiar with the Association's work, to support the Association financially and in content and, on the basis of a reduced membership fee, to receive suitable information on the classification, standardization topics etc. Apart from natural persons, companies or associations with less than 500 employees as well as public bodies - regardless of their legal form - can become supporting members.
4. Membership is not transferable.
5. Application for and beginning of membership.
 - a. Application for being accepted in the Association shall be made in the form of a text (also by email).
 - b. The Board of Directors shall decide on acceptance of new members. The decision of the Board of Directors on acceptance or refusal of a new member can be revised upon application by a member of the General Assembly with a majority of 3/4 of the votes cast.
 - c. The resolution of the Board of Directors or the General Assembly shall be reported to the applicant in writing (also by email).
 - d. Membership commences on the day following the day on which the Board of Directors passes the resolution to admit the member or on the day following the day on which the General Assembly revises the resolution to admit the member.
6. Membership lasts 12 months (membership year) and is automatically renewed for a further 12 months if the member does not file an objection at least three months prior to the end of the membership year. The objection is to be declared to the ECLASS Head Office in text form (also by email).
7. A member can be excluded from the Association for good reasons by way of a resolution by the Board of Directors, which shall be passed with a majority of 2/3.

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8. There is good cause for exclusion, in particular, if
 - a. a member has violated intentionally or with gross negligence a significant obligation for which he is responsible in accordance with the Articles of Association;
 - b. a member has not paid the membership fee for which he is responsible in spite of previous reminders for payment and a second demand for payment connected with a warning indicating the possibility of exclusion from the Association;
 - c. proceedings for insolvency have been opened with respect to the assets of a member or if the opening of insolvency proceedings is refused due to lack of assets;
 - d. a member becomes unable to fulfil a duty for which he is responsible in accordance with the contents of these Articles of Association;
 - e. a member once again, and despite previous written warning, through his behaviour impairs, endangers or confounds the realization of the objectives of the Association or damages its reputation or impairs it disadvantageously in public.
 9. Against such a decision of the Board of Directors, the member concerned can file objection with the Board of Directors within one month after receipt, stating his reasons in writing.
 10. The next Ordinary General Assembly shall then take a final decision on the objection or on continuation or cancellation of the exclusion of the member.
 11. Up to the decision on the objection by the next Ordinary General Assembly, the rights and the obligations arising from the membership (including co-operation in the bodies of the Association and participation in meetings of the bodies etc.), with the exception of the obligation to pay the membership fee, shall be in abeyance.
 12. If the objection is overruled in the General Assembly, the membership shall terminate on the day of the decision previously taken in the meeting of the Board of Directors; if no objection or no objection in good time has been filed, membership shall terminate on expiry of the objection period against the decision of the Board of Directors. On termination of the membership, any membership or participation of the member in the bodies of the Association shall also terminate.
 13. The member concerned shall be informed of the decision of the General Assembly in writing (also by email).
 14. If the General Assembly confirms the exclusion of a member or if the objection is overruled, the member can apply, within a term of exclusion of one month after receipt of written notification, for tribunal proceedings to be carried out in accordance with Section 17 of the Articles of Association.
 15. Termination of the membership shall not release the member from the obligation to pay the complete membership fee for the current fiscal year. Refund of fees al-

ready paid or part thereof is ruled out. This applies independently of whether termination of the membership takes place through resignation, exclusion or in any other manner.

Section 4

Organs of the Association

1. The organs of the Association are
 - a. General Assembly (Section 5),
 - b. Board of Directors (Section 6),
 - c. Steering Committee (Section 7),
2. Permanent bodies of the Association are
 - a. Operating Arm (Section 8),
 - b. Center for Research and Development (CRD) (Section 9),
 - c. Scientific Advisory Board (SAB) (Section 11).
3. The Head Office is the permanent institution of the association.

Section 5

General Assembly

1. The General Assembly is the highest decision-making body of the Association.
2. The General Assembly consists of one representative per member.
3. In the General Assembly each member is entitled to participate, to apply and speak. Ordinary members, in addition, have the right to vote. The number of votes of an Ordinary member is based on his membership fee amount. Ordinary members are entitled to
 - a. one vote once a minimum fee has been paid;
 - b. two votes once twice the minimum fee has been paid; and
 - c. three votes once-triple (or higher) the minimum fee has been paid.

Additional details are governed by the price list and the benefits arrangement.

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4. The ECLASS members nominate by name a representative and deputy to the Board of Directors or the Head Office, in the form of a text (also by email) to represent the member in the General Assembly and exercise the existing rights. This nomination can be altered by the ECLASS member at any time. If a person other than the nominated representative exercises their membership rights at General Assembly, his entitlement to participate and to vote is to be underlined by means of an individual power of attorney. Power of attorney by a representative or third parties is permissible
 5. The General Assembly has the task of bringing about policy decisions. These include, in particular:
 - a. election and dismissal of the Board of Directors;
 - b. discharge of the Board of Directors;
 - c. passing of resolutions concerning amendments of the Articles of Association;
 - d. receipt of the annual account of the Board of Directors;
 - e. passing of resolutions concerning the objection filed in due time by a member against exclusion from the Association resolved by the Board of Directors;
 6. The location for the General Assembly shall be determined by the Board of Directors. Convocation of the General Assembly shall take place in writing or by email by the Board of Directors announcing the venue of the meeting, the time of the meeting and the agenda. The Board of Directors may task the Head Office with the convocation. The convocation period is two weeks, calculated from the day of the invitation being sent.
 7. The resolutions incumbent upon the General Assembly may also be passed in writing if at least half of the total votes present are cast. A separate approval of the written procedure by members is not required. Draft resolutions are to be sent to members in text form (also by email) by the Board of Directors. Members may cast their votes in text form (also by email) within a period of four weeks after the draft resolution has been sent. Votes arriving after this period will not be considered, which must be made clear in the draft resolution. The majority requirements of the Articles of Association remain unaffected. Paragraph 13 shall apply mutatis mutandis with the proviso that the minutes are to be signed by the Chair of the Board of Directors.
 8. The Ordinary General Assembly shall take place once annually. In addition, the Board of Directors is entitled, on its own initiative, to convoke a General Assembly for a special reason. It is obliged to do so, if 1/10 of the ordinary members demand it.
 9. The General Assembly shall be chaired by the Chair of the Board of Directors or, if he is unable to attend, by a member of the Board of Directors to be authorized by the Board of Directors. If there has been no authorization by the Board of Directors, the General Assembly shall elect, with a simple majority of the votes cast, a Chair for the General Assembly from amongst the members of the Board of Directors who are present.

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10. The General Assembly has a quorum, if at least 25% of the ordinary members are present.
 11. The General Assembly shall pass resolutions with a simple majority of the votes cast as long as no other type of majority is envisaged in these Articles of Association.
 12. The following resolutions require a qualified majority of the votes cast in the General Assembly:
 - a. amendment of the Articles of Association: 2/3 of the votes cast;
 - b. premature voting out of a member of the Board of Directors and new appointment of a member of the Board of Directors to replace the member of the Board of Directors who has been voted out: 3/4 of the votes cast;
 - c. decision to revise resolutions passed by the Board of Directors: 3/4 of the votes cast.
 13. Minutes shall be drawn up for each General Assembly in which the members present, the resolutions passed and the voting results (= vote count) are to be recorded. The minutes shall be signed by the Chair of the General Assembly and a copy sent to the Association members within 21 days after the end of the General Assembly.
 14. Decisions taken by the General Assembly can only be objected to by ordinary members. For that purpose, an explanatory statement is to be submitted to the Board of Directors in the form of a text (including email), the latest within a month following receipt of the minutes.
 15. If, in the opinion of the Board of Directors, an objection is substantiated, it shall initiate a new vote, at the next General Assembly, on the subject matter of the resolution against which objection was filed; otherwise, the Board of Directors shall reject the objection in the form of a text (including email).
 16. In the case of an objection being rejected by the Board of Directors, the resolution to which an objection has been filed shall become legally effective if the member who has filed the objection does not, within one month after receipt of the rejection decision by the Board of Directors, contest the rejection by way of initiating arbitration tribunal proceedings in accordance with Section 17 of these Articles of Association.

Section 6

Board of Directors

1. The Board of Directors bears the responsibility for statutory representation of the Association. In addition, it shall bear the overall responsibility for the activities of the Association.
2. The Chair of the Board of Directors has the authority for sole representation of the Association. In addition, two members of the Board of Directors shall have overall legal representation authority; before making use of this authority for representation, they shall agree on their actions with the Chair of the Board of Directors. The authority for representation is limited to the assets of the Association.
3. The Board of Directors shall define and control the activities of ECLASS. Its tasks include, in particular:
 - a. structuring of the tasks of ECLASS and setting up of guidelines for carrying out the defined tasks of the Association;
 - b. determination of standardisation rules and action guidelines. Adoption of various regulations including terms of use applicable to the development and distribution of ECLASS;
 - c. determination of the venue for the General Assembly;
 - d. convocation and chairship of the General Assembly and the Steering Committee;
 - e. tasking the Head Office and branches, if necessary, after consulting the Operating Arm, which can include concluding a management agreement for defining the operational duties of the Head Office;
 - f. defining the duties and responsibilities of the Operating Arm (§8);
 - g. defining the duties and responsibilities of the Center for Research and Development (§9);
 - h. finalizing any type of contract targeting the distribution or cooperation / integration of the trade standard with ECLASS;
 - i. granting of funds within the framework of the financial plan approved by the Steering Committee;
 - j. drawing up of the annual accounts and the annual report;
 - k. external presentation of and advertising for ECLASS and the Association;
 - l. marketing of ECLASS;
 - m. out-of-court and court representation of the Association;

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- n. 4 amendment of benefits arrangement with membership (contains an overview of the benefits of the different membership types);
 - o. granting of funds outside the approved financial plan. In that respect, the Board of Directors is accountable during the following meeting of the Steering Committee;
 - p. to fulfil its duties, the Board of Directors may set up special committees or similar organizations inside the Association and delegate specific tasks to them. Further details are governed by the rules of procedure of the Board of Directors.
4. The members of the Board of Directors are elected by the General Assembly from those members who form the Steering Committee.
 5. The Board of Directors shall consist of up to 8 members, but not less than 3 members. The Board of Directors shall elect the Chair of the Board of Directors from its own midst.
 6. In addition, for organizational expansion of ECLASS, i.e. integration of trade organizations /- standards, additional members may be allocated to the Board of Directors. The appointment by the Board of Directors is time-limited and requires a 2/3 majority of its members. A maximum of two additional members may be sitting on the Board of Directors simultaneously.
 7. Election of the members of the Board of Directors shall take place for one period of office lasting two years. Re-election is possible.
 8. If a member of the Board of Directors resigns from office before the end of a period of office (e.g. by resigning from office as a member of the Board of Directors, through death, etc.), the Board of Directors shall determine a replacement member limited up to the next Ordinary General Assembly (a so-called provisional member of the Board of Directors). An ordinary replacement member shall then be elected at the next Ordinary General Assembly from the members forming the Steering Committee for the remaining period of office of the Board of Directors, inasmuch as there is not a new election of the entire Board of Directors anyway.
 9. Members of the Board of Directors can be individually voted out before expiry of their period of office with a 3/4 majority of the votes cast in the General Assembly and replaced by the election of a new member of the Board of Directors from among the Steering Committee members.
 10. The Board of Directors can adopt rules of procedure for itself that regulate internal communication as well as procedures and the assignment of tasks.
 11. In the interest of relieving itself of additional burden, the Board of Directors can also mandate external experts for project-specific assignments.
 12. The members of the Board of Directors are liable within the internal Association area, i.e. toward the Association and/or its members, only inasmuch as they are chargeable with gross negligence or intent.

13. There shall be no claim for remuneration or compensation for expenses against the Association for the work carried out on the Board of Directors or for participation in meetings of the Board of Directors.
14. The Board of Directors is obliged towards the members to produce reports and be accountable in the General Assembly.

Section 7

Steering Committee

1. The Steering Committee is the strategic advisory body of the Association.
2. The Steering Committee approves
 - a. the financial plan drawn up by the Board of Directors,
 - b. the annual financial statements and report submitted by the Board of Directors,
 - c. changes made to the price list
3. The Steering Committee's additional duties include:
 - a. advice regarding amendment and expansion of further strategic i.e. continuous system development;
 - b. advice regarding the internationalization of the ECLASS classification, including the harmonization with or delimitation from other classification systems;
 - c. advice regarding the integration of other classification systems in ECLASS;
 - d. active support for the Association including its expert groups and bodies.
4. The Steering Committee shall consist of a maximum of 40 members. Members with three votes in the General Assembly have, in principle, a seat on the Steering Committee and can name a person to sit on the Committee. They may vacate this seat through abstinence. They can abstain from this seat for a period of one year in each case.
5. With regard to resolutions by the Steering Committee, each member of the Steering Committee has a vote. In the event of a tie of votes, the Chair shall decide.
6. The Chair of the Board of Directors of the Association is also the Chair of the Steering Committee.
7. With the Board of Directors' approval, the Steering Committee may adopt rules of procedure that govern internal communications, procedures and task assignments.

8. All members of the Board of Directors are automatically also members of the Steering Committee which can therefore exceed 40 members. Members of the Board of Directors can waive their Steering Committee membership in favour of another representative of the member. They lose their status of being automatically a member of the Steering Committee once they are no longer a member of the Board of Directors.
9. The Steering Committee can form individual committees upon suggestion by the Board of Directors. The Board of Directors specifies the duties of these committees.
10. Working methods and task distribution within the Steering Committee can be specified by a rules of procedure.
11. There shall be no claim for remuneration and / or compensation for expenses against the Association for the work carried out in the Steering Committee or for participation in Steering Committee meetings.

Section 8 Operating Arm

1. As a body of experts, the Operating Arm advises and supports the Board of Directors in preparing resolution-relevant and other association-relevant issues. It also assists the Steering Committee in formulating and validating its advisory suggestions for the Board of Directors. Each full member of the Steering Committee may send one member to the Operation Arm as an expert for a term of one year. Further details shall be governed by rules of procedure to be approved by the Board of Directors.
2. No claims to remuneration and/or reimbursement of expenses can be made to the Association for participating in the Operating Arm and in Board of Directors meetings.

Section 9 CRD (Center for Research and Development)

1. The CRD is responsible for determining the technical development and management of the ECLASS standard. The Board of Directors determines the composition of the CRD and appoints its members. Further details are governed by rules of procedure to be decided on by the Board of Directors.
2. No claims to remuneration and/or reimbursement of expenses can be made to the Association for participating in the CRD and in Board of Directors meetings.

Section 10

Head Office

1. The operative and administrative activities of the Association shall be carried out by a Head Office by order of the Board of Directors. In addition, the Board of Directors is entitled to set up official international representations as branches (referred to in the following as "regional offices"), which shall then report directly to the Head Office.
2. Regional offices report to the Head Office. The Head Office supports the regional offices in carrying out their tasks. The tasks and responsibilities of a regional office must be defined with the operator of the regional office and approved by the Board of Directors.
3. The duties, competencies, organization and cooperation with the Head Office are regulated in a business management contract, which the Board of Directors concludes with the Head Office operator.
4. Supplementary regulations and duties are possible following individual agreements of the Board of Directors with the Head Office.

Section 11

Scientific Advisory Board

1. The Association can set up a Scientific Advisory Board (SAB).
2. The Scientific Advisory Board is an independent body of scientists, whose task it is to accompany scientifically the development of ECLASS in all aspects, to promote it through its own ideas and activities, and to support the spreading of ECLASS in the area of science. Membership in the Association is not a prerequisite for membership in the Scientific Advisory Board.
3. Organization, duties, rights and obligations of the Scientific Advisory Board are regulated by its own rules of procedure that respect the rights set out in these Articles of Association. This rule of procedure has to be confirmed by the Board of the Directors of the Association.
4. The decision to set up and disband the Scientific Advisory Board lies with the Steering Committee. Disbandment can only take place following 2/3 of the votes cast.
5. No claims to remuneration and/or reimbursement of expenses can be made to the Association for participating in the Scientific Advisory Board.

Section 12

Financing

1. The Association is financed by gifts, membership contributions, subsidies as well as commissionable services provided by the Association in accordance with Section 2, para 3c.
2. Each Ordinary member pays an annual membership fee based on the size of his company. Supporting members pay a reduced fee. The actual amount of the fees can be seen in the Association's price list.
3. The membership fee shall be paid in advance for each member year. New members shall pay the fee to the Association on the first of the second month following commencement of membership of the Association. The month in which a member has joined shall be counted.
4. Material or personal contributions by members of the Association, which are made for the support of ECLASS cannot be counted towards the membership fees.
5. Regarding the use of finances available to the Association, a decision will be taken by the Steering Committee with simple majority of the votes cast following proposals made by the Board of Directors.
6. The means available to the Association have to be used in accordance with the objectives and the tasks of the Association.

Section 13

Copyright

1. All rights involving the ECLASS standard rest with the ECLASS Association.
2. If an Association member or staff member of an Association member, through their work in or for ECLASS, acquires copyright within the framework of classification by ECLASS or provides to the Association results of their work which are copyright protected, the member shall grant the Association a worldwide, cost and remuneration-free, transferable, non-exclusive, copyright usage and utilization right that is unlimited in time. If the copyright or the copyright usage right is due to the staff member of an Association member, the Association member shall ensure that the aforementioned transfer of right to ECLASS is also fulfilled in this respect.
3. ECLASS is entitled to use, alter, process, further develop and utilize the copyright-protected service of the member or staff member as desired in any known copyright type of use.

4. The copyright originator shall waive the right to be named by ECLASS or licensees of ECLASS.
5. The member shall provide the Association with all documents necessary for the utilization and use of the copyright utilization rights.

Section 14

Brand

1. The Association has registered the ECLASS brand – as far as legally possible and permitted – as a word and design brand with the European Patent Office. The Board of Directors can decide to have the ECLASS brand also registered and protected as a work or design brand further abroad.
2. Members of the Association are entitled to indicate their membership by using these brands when advertising their own image. The use of these brands is covered by the membership fee.
3. The Board of Directors can further decide to allow third parties the use of the ECLASS brands - with or without remuneration.

Section 15

Dissolution of the Association

1. The General Assembly can resolve to dissolve the Association with a $\frac{3}{4}$ majority of votes cast. Together with the resolution for dissolution, a liquidator shall be appointed to carry out the dissolution of the Association and initiate deletion in the Register of Associations after dissolution has taken place. The Board of Directors of the Association can also be mandated with liquidation.
2. After a dissolution resolution, the Association shall bear the addition 'i. L.' in its representation towards third parties.
3. The tasks of the liquidator(s) consist of collecting the claims of the Association, paying the liabilities of the Association, utilizing the assets of the Association, distributing any possible existing surplus amongst the ordinary members of the Association per capita and, then, initiating deletion of the Association in the Register of Associations. The liquidator(s) is/are not permitted to initiate new business activities of the Association.
4. A dissolution resolution does not release the members of the Association from payment of the full annual fee(s) up to execution of liquidation.
5. A claim to settlement of the Association's assets between the members exists only on dissolution of the Association.

Section 16

Confidentiality

1. Inasmuch as members, due to or in connection with membership of the Association or their activities for the Association or in its bodies or expert groups, gain knowledge of confidential information of the Association or its members, they are obliged to keep this information secret or to remain silent about it.
2. The confidential information subject to secrecy includes company and business secrets of the Association or its members as well as other information, which has been marked or designated by the Association or a member as confidential or which has a confidential character recognizable by its content.
3. Confidential documents which are subject to secrecy shall be protected by the member against unauthorized access by third parties. This also applies in the cases of documents or information being stored on computers. In addition, staff members of members gaining knowledge of confidential information subject to secrecy or receiving documents of the Association within their sphere of tasks shall also be obligated through written agreement to adhere to secrecy and confidentiality in accordance with these Articles of Association.
4. The aforementioned obligation to secrecy shall not be applied to information or documents which verifiably
 - a. are already publicly known at the point of time of the member gaining knowledge of them;
 - b. have already been in the possession of the member;
 - c. become publicly known afterwards;
 - d. are made accessible to the member by a third party in a legally permissible manner.
5. The aforementioned obligation to secrecy also remains in effect after termination of the membership.

Section 17

Arbitration Agreement

1. An arbitration tribunal shall decide on all disputes – with exception of the collection of membership fees – which may arise from or in connection with these Articles of Association ruling out any ordinary legal process. The ordinary legal process applies for collecting membership fees by a court.
2. The tribunal consists of two arbitrators and a chair who must be a qualified judge. The arbitration tribunal shall meet at the registered seat of the Association.
3. Within two weeks after request by the applicant(s) wishing to have a question clarified by tribunal, the disputing parties shall each nominate an arbitrator. If one of the involved parties does not meet this obligation within the aforementioned period, the corresponding arbitrator shall be nominated by the President of the Higher Regional Court in Cologne.
4. The nominated arbitrators shall determine the chair mutually. If there is no agreement on a chair within one month after nomination of the last arbitrator, the President of the Higher Regional Court in Cologne shall nominate the chair following application by one of the applicants.
5. The chair of the arbitration tribunal is entitled to request from the applicants a cost advance for carrying out the arbitration proceedings; this advance shall cover the probable costs of the arbitration proceedings. The arbitration tribunal shall only become active after complete receipt of the requested cost advance. If the advance is not paid by the applicant(s) or not paid in full within a period of at least 14 days to be determined by the chair of the arbitration tribunal, the arbitration proceedings shall be regarded as quashed. Any costs incurred up to then shall be borne by the applicant(s).
6. The members of the arbitration tribunal shall receive for their activities the remuneration which, in accordance with the German Lawyers' Remuneration Act (RVG – 'Rechtsanwaltsvergütungsgesetz'), would be due to a lawyer for corresponding activities. The remuneration of the chair shall amount to the 1.5-fold of this remuneration. The minimum value of dispute for arbitration tribunal proceedings is EUR 50,000.
7. The arbitration tribunal shall decide after verbal proceedings. The arbitration tribunal is entitled to issue procedural orders as preparation for the verbal negotiations.
8. The arbitration tribunal shall substantiate its decision and also decide on the costs of the arbitration proceedings.
9. Additionally, the regulations of the German Code of Civil Procedure (ZPO – 'Zivilprozessordnung') for proceedings of the first instance and the regulations of the ZPO regarding arbitration proceedings shall apply to the procedure of arbitration tribunal proceedings.

Section 18
Final Provisions

1. Not all possibilities and constellations of facts, which may arise in connection with the further development and internationalization of ECLASS can be predicted and regulated by these Articles of Association. It is compatible with the self-image and the objectives of ECLASS to adapt these Articles of Association to altered conditions.
2. Should individual provisions of these Articles of Association be or become ineffective or non-executable, this shall not affect the effectiveness of the remaining provisions of these Articles of Association. In this case, the members shall adopt, instead of the invalid or non-executable provision, a legally effective and/or executable provision approximating as closely as possible the sense and purpose or the objective and effect of the ineffective or non-executable provision.
3. The Articles of Association shall be binding for the members and any possible universal legal successors.
4. Amendments or supplements to these Articles of Association require a resolution to be passed by the General Assembly.
5. Effectiveness: the Articles of Association become effective when entered in the Register of Associations.