

Architectural Membrane Association
Articles of Association

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To improve readability, the publication does not include references to male or female individuals. The terms used throughout to denote persons refer to both men and women.

§ 1 Name and registered office

- (1) The association bears the name "Architectural Membrane Association" (abbreviated AMA).

- (2) It has its registered office in Dessau, the place of performance and legal jurisdiction are Dessau.
- (3) The financial year is the calendar year
- (4) Since the entry in the association register of the association registered office, the association bears the suffix "e. V."

§ 2 Purpose of the association

- (1) The purpose of the association is to safeguard and promote the technical, economic and social interests of its members.
- (2) The common interest of the members lies in the promotion of construction with membranes, as well as the representation of interests of the members vis-à-vis authorities, employers' accident insurance associations, associations and other organisations. The common interests specifically include:
 - the promotion of building with membranes in the context of an interest representation
 - Quality improvement and assurance, in order to create trust vis-à-vis third parties.
 - The structuring and implementation of public relations work, provision of supporting advertising media and other appropriate measures for this (image, information, doctrines, training)
- (3) The association promotes fair competition and combats any type of unfair competition, as well as other deficiencies and detrimental aberrations in business practice, if necessary, in cooperation with the responsible judicial bodies.
- (4) The association neither has the character of a commercial enterprise nor can it control the business activity of its members. The association does not pursue any political or religious goals.
- (5) The association is internationally active.

§ 3 Non-profit status

- (1) The association exclusively and directly pursues non-profit purposes within the meaning of the "tax-privileged purposes" section of the German Fiscal Act. It is non-profit-making and does not pursue profit. Its funds may only be used for purposes in accordance with the articles of association.

- (2) Its members do not receive any profit shares and in their capacity as members, they also do not receive any other contributions from the association's funds. When they leave, they do not receive any shares of the association's assets in the event of dissolution or rescission of the association.
- (3) No person is permitted to benefit from administrative tasks, which are foreign to the purposes of the association, or through disproportionately high remuneration.

§ 4 Membership

- (1) The association has ordinary members and supporting members
- (2) An ordinary member may be any type of company, regardless of its legal form, which manufactures (weavers and coaters) and/or fabricate (fabricator) and/or install (installation and maintenance operations) architectural membranes in accordance with the generally accepted rules of engineering and/or perform the project management of these construction projects and fulfils the quality criteria, as defined by the Members' Meeting. The definition of the quality criteria by the Members' Meeting are enclosed as an annex to the articles of association.
- (3) In addition to these members with voting rights, the association also accepts supporting members. Supporting members are all natural persons or companies, which have made outstanding contributions to the promotion of the association's targets. Supporting members are appointed at the suggestion of the Executive Board by the Members' Meeting and are exempt from paying membership fees and levies. They have no voting right, but are permitted to participate in the Members' Meetings.
- (4) Applications for membership are to be addressed to the Executive Board of the association. The applicants must acknowledge the articles of association in written form.
- (5) The Executive Board decides on the application for acceptance to the association. The joining takes place with its notification to the applicant.
- (6) The membership ends:
 - a. By withdrawal after a prior, written cancellation with a notice period of three months to the year-end. To observe the deadline, the receipt of the cancellation letter in the office of the association is decisive.
 - b. By virtue of insolvency or termination of the company, by the initiation of insolvency proceedings regarding a member's assets or the rejection of initiation of such proceedings due to a lack of sufficient assets or the termination of the member's company or due to actions in non-German legal territories, which equate to, or are similar to, the aforementioned actions.

- c. By exclusion as the result of a unanimous resolution of the Executive Board or a resolution of the Members' Meeting due to gross violation of the articles of association, incomplete payment of the membership fee in spite of repeated reminders or due to another important reason, e.g. loss of the quality criteria described above. The member concerned must be given the opportunity to comment prior to the resolution. An appeal may be filed against the exclusion resolution within a time limit of four weeks after notification of the resolution, about which the next Members' Meeting will decide.
 - d. With a sale or discontinuation of the business activity(category) that provides eligibility for membership
- (7) Members who withdraw have no entitlement to the property of the association and no entitlement to a proportional refund of any membership fees that have been paid.

§ 5 Rights of the members

- (1) All members of the association have the right to use the services offered by the association. All members have the same rights; not company or no person will be granted a priority right.
- (2) All members are entitled to the right to table motions for the Members' Meeting.
- (3) The members are permitted to use their association membership for advertising purposes, also in public.

§ 6 Duties of the members

- (1) Wherever possible, the member should support the aims of the association, follow the articles of association and the resolutions of the Members' Meetings, as well as complying with the agreements concluded by the association. The member is obligated to pay the membership fees and levies that are specified in the membership fee rules. The membership fee is an annual fee (calendar year) and is due for payment by 1 March of each calendar year and payable by the members to the association. Furthermore, it is obligated to support the association within reasonable limits in pursuing the purposes of the association.
- (2) The association may charge every member a special levy in order to cover an extraordinary financing requirement. The Members' Meeting decides on the charge with a 2/3-majority of members present.
- (3) The member has the duty to notify the office of the association without delay about any change to its membership status.

§ 7 Data protection

- (1) When a member joins, the association specifically records the following data: Start of membership; address of the company, name, address and date of birth of the representing body, foundation; telephone number; telefax number; e-mail address; as well as further, specific qualifications; documentation of the verbal and written correspondence.
- (2) In addition to the Executive Board and the Management Board, the clerical staff of the association's office has access to this member data.
- (4) All authorised persons are obligated in accordance with the data protection law regulations to maintain data secrecy, also regarding the existence of the respective employment relationship or beyond the period of office.
- (5) All member data is stored in the association's own EDP system. In this, each association member is allocated a membership number. The personal data is protected from disclosure to third parties using appropriate technical and organisational measures.
- (6) Other information about the members and information about non-members are basically only collected, processed or used, if they are pertinent to the promotion of the purpose of the association and no indications exist that the person concerned has a legitimate interest, which opposes processing or use.
- (9) Any disclosure of member data to third parties over and above this requires the consent of the member. Insofar as no legitimate interests of the members oppose it, the disclosure of the address data of the member companies to framework contract/cooperation partners of the association and its operating subsidiaries remains unaffected. This has the purpose of facilitating the utilisation of benefits by the members.
- (10) All third parties, with whom the association/its operating subsidiaries conclude framework contracts/cooperation agreements, are obligated to maintain data secrecy in accordance with the data protection regulations. Insofar as no agreement exists with the disclosure of the member data to framework contract partners, each member may exclude such disclosure of its address data in the membership application or object at any time; in the case of an objection, its personal data will be blacked out on the lists to be sent.
- (11) In accordance with the provisions of the German Data Protection Act (BDSG), each member is entitled to request information about of the stored personal data and correction, if applicable. Once the membership in the association ends, the collected and stored data will be deleted from the associations own member administration system, provided that it no longer needs to be stored to fulfil the tasks of the association in accordance with the articles of association or other statutory provisions prescribe further retention. Personal data, which relate to cash administration is stored by the association for up to ten years after termination of the membership, in accordance

with the tax regulations.

§ 8 Executive bodies of the association

- (1) Executive bodies of the association are:
 - a. the Members' Meeting
 - b. Executive Board
 - c. Advisory Board

§ 9 Members' Meeting

- (1) The ordinary Members' Meeting is convened by the Executive Board Chairman, in the event of his impediment, the 2nd/3rd Executive Board Member, with a notice period of four weeks by written invitation of the members, providing the agenda and meets at least once per financial year. All items for the passing of resolutions must be sufficiently presented in the invitation to the Members' Meeting. A written invitation also means an invitation by e-mail.
- (2) Apart from those cases envisaged in the law, an extraordinary Members' Meeting must be convened if requested by at least 25% of the ordinary association members, stating the purpose and the reasons, in written form, or at the request of the Executive Board Chairman or the Advisory Board.
- (3) Notwithstanding the number of members present, the Members' Meeting is quorate if its convocation has taken place in accordance with § 9 Par. 1. This shall be referred to in the invitation. All ordinary members present have voting rights.
- (4) The resolutions of the Members' Meeting require a simple majority of the valid votes cast, unless stipulated otherwise by law or these articles of association. Abstentions and invalid votes will not be taken into account in determining the proportion of votes; in the case of a tie, a motion will be deemed as rejected.
- (5) The members may have themselves represented by authorised members; the power of attorney must be in written form. An authorised member may not represent more than two other members. Participation in the meeting via electronic media is permitted.
- (6) The Members' Meeting passes resolutions about the matters specified by law and in these articles of association, particularly regarding
 - a) the annual financial statements, which are sent for inspection ten working days prior to the Members' Meeting,

- b) the discharging of the Executive Board Members,
 - c) the discharging of the Treasurer,
 - d) the amendment of the articles of association,
 - e) the amendment of the purpose of the association,
 - f) the dissolution of the association,
 - g) matters that are submitted to it by the Executive Board or Advisory Board for passing a resolution,
 - h) motions that are signed by at least 25% of the ordinary association members or are advocated in the Members' Meeting with a show of hands,
 - i) the financial budget and membership fee rules,
 - j) the charging of a special levy according to §4 paragraph 4 sentence 5.
 - k) election of specific working groups
 - l) decision about the appointment of a Managing Director and his payment
- (7) The premature dismissal of Executive Board Members due to gross violation of duty requires a majority of 75% of the votes present.
- (8) Minutes shall be prepared regarding the resolutions of the Members' Meeting and signed by the meeting chairman, Executive Board and Secretary.
- (9) Each ordinary member has one vote. A resolution becomes valid once the majority of the votes represented at the Members' Meeting votes in favour. A tied vote is deemed as rejection.
- (10) All elections are held by secret ballot, unless the Members' Meeting decides otherwise. In other matters, the Chairman decides about the nature of the ballot, if a majority does not express a preference for a different ballot method.

§ 10 Executive Board

- (1) The Board of Management consists of at least three persons, other chairmen may be appointed with the simple consent of the General Meeting. Should a Chairman leave during his period of office, the Members' Meeting may elect a successor for the remaining period of office. The

Executive Board Members are elected by the Members' Meeting directly in a secret ballot. However, the Members' Meeting may pass a resolution to have the ballot take place openly. The period of office of the Executive Board Members is two years, re-election is permitted; they will remain in office until the re-election. The Members' Meeting may also stipulate a shorter period of office.

Should one of the Executive Board Members leave during his period of office, the remaining Executive Board Members shall administer the office for the remaining term.

- (2) Executive Board within the meaning of the law, §26 BGB [German Civil Code] are the Chairpersons. Each one has sole representation authority. The Chairpersons are responsible for managing the ongoing business of the association, as well as the chairing of the Members' Meeting and other assemblies.
- (3) The Executive Board passes resolutions with a simple majority of votes. In the case of a tied vote, the first Chairman's vote decides. If he abstains, the vote of the second Chairman is decisive. The Executive Board is quorate if more than half of its Members are present. A ballot may also be held in written form using a circulation procedure, unless a verbal consultation is requested by a Member of the Executive Board.
An Executive Board meeting must be convened upon request by an Executive Board Member.
- (4) In the event of gross violation of duty, any Executive Board Member may be dismissed by the Members' Meeting.

§ 11 Advisory Board

- (1) The Advisory Board is comprised of at least three Members:
 - a. the Members of the Executive Board
 - b. Persons, insofar as they do not belong to the Executive Board, who are appointed to the Advisory Board by the Members' Meeting or the Executive Board.
- (2) The appointment to the Advisory Board takes place for a term of three years. Multiple appointments to the Advisory Board is permitted after the end of the three years.
- (3) The task of the Advisory Board is to advise the Executive Board regarding important matters.
- (4) The Advisory Board meets at least once per year, in good time prior to the Members' Meeting.
- (5) Should a person appointed to the Advisory Board leave prior to the end of his membership in the Advisory Board, the Executive Board/Members' Meeting may appoint a different person to the Advisory Board until the end of the membership of the other appointed persons.

§ 12 Management Board

- (1) The association maintains an office with its domicile in Dessau for handling the ongoing matters.
- (2) The Executive Board may appoint a paid or unpaid Managing Director. The Managing Director's area of responsibility is comprised of the business management of the association with all tasks that arise from the articles of association. He manages the office and is appointed to support the Executive Board and to conduct the ongoing business.
- (3) The Managing Director is responsible to the Members' Meeting and the Executive Board. He must participate in all meetings and assemblies of the representative executive bodies of the association, but is not entitled to vote.
- (4) The Managing Director must prepare minutes of all Members' Meetings and meetings of the other association executive bodies.

§ 13 Working groups

- (1) Working groups for dealing with specific matters may be assigned by the Executive Board or the Members' Meeting. Through the composition, the assigning executive body (Executive Board/Members' Meeting) may correspondingly decide on the aim of the working group.
- (2) The working group chairman must report to the Executive Board, ballots in working groups are decided by a simple majority; tied votes are deemed as rejection.

§ 14 Membership fees and financial reporting

- (1) The Members' Meeting sets the amount of the membership fee.
- (2) The Members' Meeting may pass a resolution on membership fee rules, which regulate the nature, amount and due date of the membership fee payments.
- (3) On acceptance into the association, the Members must pay an acceptance fee in the amount of half an annual membership fee.
- (4) The members are obligated to settle membership fees, the acceptance fee and levies within one month after invoicing.
- (5) Financial reports may be inspected by the members at the office.

§ 15 Voluntary activities

- (1) The Members of the Executive Board and the Advisory Board perform their activity on a voluntary basis. The Members' Meeting passes a resolution on the reimbursement of costs and the payment of an expense allowance (remuneration within the meaning of the judgement of the Federal Court of Justice dated 14 December 1987 - II ZR 53/87).

§ 16 Amendments to the articles of association/dissolution of the association

- (1) For resolutions regarding an amendment to the articles of association, an amendment to the purpose of the association or the dissolution of the association, a three-quarters majority of the valid votes cast in the Members' Meeting is required.
- (2) Furthermore, for the passing of the resolution about the dissolution of the association, 2/3 of all members must be presented or represented in a Members' Meeting that is specifically convened for this purpose. If the number of members in the meeting that passes the resolution about the dissolution is not reached, any further meeting may pass a resolution about the dissolution, notwithstanding the number of members present.
- (3) In the case of the dissolution of the association, the Members' Meeting shall pass a resolution at the same time about the distribution of the existing assets, as well as the liquidator. The association assets may only be used for purposes in accordance with the articles of association.
- (4) Should the Register Court regard purely editorial change or amendments of these articles of association as being appropriate or necessary, the Chairman of the Executive Board is authorised to make such adaptations at his own initiative.

ANNEX 1: Directive on the Proper Conduct of AMA e.V.

1. Introduction

The Architectural Membrane Association e.V. is an amalgamation of companies, which are active in the area of membrane construction.

This directive formulates the main rules and supporting principles for legally conform, responsible conduct of the persons and members acting on behalf of the association. Therefore, it manifests important cornerstones for valid legal practices and values of the Architectural Membrane Association e.V. and serves as an orientation aid for the daily work of the association.

2. Pledge of the Architectural Membrane Association e.V. to abide by undistorted competition

The Architectural Membrane Association e.V. therefore pledges to abide by free and undistorted competition and strictly rejects any anti-competitive distortion of competition by companies or industry associations. Therefore, this particularly also includes the cooperation with members and the outward appearance of the association.

3. Function and aims of this compliance directive

1. This compliance directive serves to prevent cartel violations with the Architectural Membrane Association e.V. It is directed towards the employees, the executive bodies and the members of the association. Its aim is to provide clarification regarding the most important rules of conduct for cartel and competition law and establish clear conduct requirements, in order to avoid anti-competitive conduct and to observe the relevant laws and regulations, as well as the internal instructions and directives of the association. The lack of knowledge of an individual regarding the existence and scope of statutory provisions does not protect from the negative consequences of unlawful conduct. In cases of doubt, legal experts and advice should be sought. For this, please contact any board member of the association. The association intends to promote competition under legally compliant conditions.
2. A violation of the requirements of this directive may be sanctioned, right up to the exclusion of the members from the association.
3. The directive concentrates on the significant prohibitions shown below, which are important for the daily work of the association.
4. The responsibility of the executive bodies, employees and members to comply with applicable cartel law lies within their personal responsibility.
 - They are obligated to refrain from any anti-competitive conduct.
 - If questions arise, contact must be made with the contact person referred to above. The responsible person/department referred must generally be involved in all questions related to competition law at an early stage.
 - Should knowledge or suspicion be raised that cartel law is being violated in the association, the contact person referred to above must be informed.

A breach of this directive and the valid cartel law constitutes a serious violation and may lead to disciplinary sanctions, right up to the exclusion of a member from the association.

5. Additional codes of conduct with a market-controlling position: Members that hold a market-controlling position in their markets must observe additional cartel-law rules. Holding a market-controlling position is not prohibited, as such, but is desirable for many members. However, the misuse of such a market-controlling position is prohibited.

Whether a member is market-controlling, is based on various criteria. The market share is particularly relevant. Rule of thumb: In the EU, a market share of more than 40% indicates a market-controlling position.

In some countries, individual conduct obligations, which are aimed at market-controlling companies, may also take effect below the market-controlling threshold, if a specific market strength exists (e.g. in Germany, with product-dependency or product-range-related dependency of small or medium-sized companies on a strong supplier).

Any misuse of a market-controlling position is prohibited.

Permitted:

- Granting volume discounts, which do not apply discriminatingly for all customers and can be objectively justified (e.g. cost savings);
- refusing to supply a new customer only due to insufficient capacities.
- different sales terms and conditions (prices, discounts, other sales terms and conditions), if the offer specific services, which other dealers do not;

With a market-controlling position, it is prohibited:

- To impose exclusive purchase obligations on customers: Market-controlling members are not permitted to block access to dealers by imposing exclusive procurement obligations on the dealers.
- To refuse to supply customers, if they do not have any realistic alternative supply source and the supply refusal cannot be objectively justified with a valid business reason.

A. Prohibited conduct in cartel law and competition law

1. Agreement between the members

The cartel law prohibits the members from arranging their market conduct in violation of competition law or coordinating in any other way. Therefore, an industry association must prevent its members from offering a forum for prohibited arrangements that restrict competition. The members are basically not permitted to make any arrangements with one another about their competitive conduct and are not permitted to invoke a boycott. This particularly relates to the

following “taboo subjects”

- Prices and business terms and conditions: Any arrangement is particularly prohibited regarding end-customer prices (e.g. discounts), minimum prices, price bandwidths, cost prices, timings of price increases, as well as individual price components, calculation bases, passing on increased input costs or granting discounts.
- Terms and conditions: Any arrangement is particularly prohibited regarding the scope of warranties and guarantees, regarding delivery terms and conditions and payment terms and conditions or about performing accompanying services.
- Customers: Any arrangement is particularly prohibited regarding which customers or customer groups are supplied by one competitor and by the other; the reciprocal respecting of “regular customers” is also prohibited.
- Territory splitting, market splitting, market entry: Any arrangement is particularly prohibited regarding the splitting of territories, such that each competitor “reserves” a territory, in which the other competitor does not operate. Arranged market withdrawals are also prohibited, such that one competitor withdraws from a market after agreeing with another competitor or does not even enter the market.
- Arrangement with tenders: The arranged participation in tenders is also prohibited, such that competitors participate in tenders with arranged prices or terms and conditions (in contrast, the formation of bidding consortium can be permitted, if a bidder would not be able to manage the contract alone).
- Boycott prohibition: In addition to the prohibition of competition-restricting arrangements, unilateral measures by companies are also prohibited. In this regard, the boycott prohibition is highlighted. According to this, it is prohibited for a company to invoke another company not to work together with a specific third company, particularly not to supply it or buy from it.
- Exchange of information:

(a) Exchange of information for price-fixing and other market information

Cartel authorities and courts regard it as likely that the exchange of price-relevant information (e.g. prices, price components, terms and conditions, discounts, price discounts, price-relevant business terms and conditions) leads to coordinated anti-competitive market conduct between competitors. Therefore, they regard it as being unlawful. This also applies to only the unilateral disclosure of price-relevant information - merely being present at such an exchange is already detrimental.

The exchange of other competition-relevant information (e.g. sales figures, cost figures, market shares, production quantities and production capacities, investments) may also influence competition and be unlawful, depending on the type, aggregation and topicality of the exchanged information.

(b) Joint market information systems (statistics)

Market information systems (e.g. association statistics) lead to increased market transparency and therefore always require careful cartel-law examination.

- Cooperations with competitors

Cartel law does not prohibit all horizontal agreements. Under specific circumstances, the cooperation of companies that are active at the same market level may have economic advantages. A cooperation may lead to efficiency gains, which compensate the negative implications of a competition restriction. The effect on competition of this horizontal cooperation must be assessed in an individual case.

2. Proper conduct in the association

Cartel law not only prohibits the members from making arrangements that restrict competition and agreeing on their conduct and invoke boycotts, but it also directly obligates the associations. I.e. an impediment, restriction or falsification of the competition by the association must be avoided. It is also prohibited for associations to invoke boycotts.

“Taboo subjects”:

- Resolutions of committees in accordance with the articles of association, with which the members are required to conduct themselves in a uniform manner in the market,
- Resolutions, recommendations, opinions, declarations, position papers, press releases, internal notifications, as well as (internal) presentations and training courses,
 - that have the purpose of, or are suitable for being used by the member companies as a guideline for their market conduct,
 - which contain sensitive information, which are not normally publicly accessible.
- Boycott: Invoking specific members not to work together with specific third companies, particularly not to supply our source from them (boycott).

Examples of unreliable association conduct in this respect are:

1. An industry association recommends only to its members in a circular, not to give the customers more than a 12-month warranty.
2. The association of the manufacturers of X products publishes in a press release that is assumes that on the basis of a rise in steel prices, the prices for X products will increase by approx. 3.5% to 5% in the coming weeks.
3. The industry association of dairy farmers invokes its members to no longer supply specific dairies. It intends to enforce a minimum price for milk this way.

B. Consequences for the association's work

The prohibitions shown, which apply to the companies, as well as directly to the industry associations, have consequences for the association's work. The aim is to prevent any impending cartel and competition prohibition right at the outset.

C. No tolerance of prohibited arrangements and information disclosures

At all events of the Architectural Membrane Association e.V., the above-mentioned "taboo subjects" must really remain taboo in the working groups, in the committees, in the Executive Board and Members' Meetings of the association or at meetings of the association. The association does not support any activities, with which members make prohibited arrangement or coordinate their conduct in a prohibited form, exchange prohibited information or invoke a boycott. The association does not send any information, notifications or details about one (member) company to another (member) company.

Executive Board and Management Board

ANNEX 2: Acceptance terms and conditions and classifications of the members

1. Quality criteria

Someone may only become a member of the AMA, who, at the time of application:

Quality criteria are defined by the Executive Board and submitted to the Members' Meeting for passing a resolution.

2. Categories

According to their activity, the members are split into:

- Weavers and coaters
- Fabricators
- Installation operation
- Project management
- or a combination of the above-mentioned categories

ANNEX 3: Scale of fees, annual membership fees

The association differentiates between A and B members. B members are granted a reduced annual membership fee and is suitable for smaller companies:

A member: € 2,000.-

B member: € 1,000.-