

Statutes of the Association
EUROPEAN ASSOCIATION FOR SUSTAINABLE LABORATORIES -
EGNATON e.V.

I. General Provisions

§ 1 Name of the Association

(1) The name of the Association shall be:

"European Association for Sustainable Laboratories - EGNATON.e.V. ".

(2) The Association shall be entered in the Register of Associations.

(3) The registered office of the Association is in Bensheim. The general place of jurisdiction and the place of jurisdiction for legal actions arising from the membership relationship is Darmstadt.

(4) The financial year is the calendar year.

§ 2 Purpose of the Association

(1) The Association shall promote, develop and disseminate worldwide sustainable technologies and processes in the planning, installation and operation of laboratories.

The Association shall realise its purposes in particular by:

a) Establishing a European network with the aim of sustainable and future-proof laboratories,

b) EGNATON supports national networks for sustainable laboratories,

c) By disseminating the vision and supporting the sustainable European laboratory of the future based on the needs of stakeholders such as users, owners, operators, planners and public authorities,

d) By promoting the development and facilitating the exchange of best practice and ideas between national sustainability organisations and networks of laboratories,

e) Promoting and developing certification and standardisation schemes, and regulatory frameworks that support and advance sustainable laboratories and promote them, and harmonisation of international guidelines and standards that serve the above purpose.

(2) The Association shall be entitled to pursue the above purposes also through the involvement of subsidiaries or within the framework of cooperation with other corporate bodies or governmental agencies.

§ 3 Commitment to non-profit status

(1) The European Association for Sustainable Laboratory Technologies (hereinafter referred to as EGNATON) pursues the promotion of environmental protection, health protection and socio-cultural objectives. The voluntary commitment to high quality goals of laboratories and the applied technologies aims at maximising positive effects for society and nature through the operation of laboratories and

minimising negative effects. Against this background, EGNATON is committed to serving and promoting the general public in its actions. Following this claim, the voluntary commitment to the public good is the declared rule for all activities. EGNATON particularly represents the goals of its members to build and operate resource-saving, environmentally friendly and economical laboratories with special attention to the safety, health and comfort of the laboratory users and their interactive requirements, as well as the expectations from the social environment. These goals are promoted instrumentally and partly against payment with the help of guidelines for action and possibly international quality certifications and corresponding education and research measures. For these reasons, EGNATON is not a non-profit organisation under tax law and cannot issue donation receipts.

(2) EGNATON is neutral in terms of denominations, political parties and associations. All funds of EGNATON may only be used for the statutory purposes. The members have no share in the association's assets. The offices of the association are honorary offices, with the exception of the management and its staff.

(3) No person may be favoured by expenses that are alien to the purpose of the association or by disproportionately high remuneration. Members who carry out activities involving expenses on behalf of the Association may be reimbursed for these expenses.

(4) Members shall not be entitled to any reimbursement of contributions or donations in the event of their resignation or the dissolution of the Association.

II Membership

§ 4 Membership

(1) The Association has

- a) Full members,
- b) Group members,
- c) partial members,
- d) supporting members,
- e) Honorary members

The prerequisite for any membership is the willingness to support the statutory objectives of the Association.

(2) Any person of full age as well as corporate bodies, institutions, scientific institutions, partnerships, corporations or other legal entities that have a special connection to laboratory technologies due to their activities may become a full member of the Association. Legal entities must appoint a representative to exercise membership through their authorised representative bodies/representatives.

(3) Any legal entity whose umbrella organisation is a full member may become a group member of the Association. Legal entities must nominate a representative through their authorised bodies/representatives to exercise membership.

(4) Partial membership of the Association is open to any natural person of full age who is associated with laboratory technologies in a special way and acts solely for purposes that cannot be attributed to his or her commercial or professional activity; this includes in particular full-time students.

(5) Any natural or legal person may become a supporting member of the Association. Legal entities must appoint a representative through their authorised representative bodies/representatives to exercise the sponsoring membership rights.

(6) Natural persons who have rendered outstanding services to the purpose of the Association may become honorary members. They shall be appointed by the General Assembly on the proposal of the Presidium. Honorary members enjoy all the rights of a full member without being obliged to pay dues.

§ 5 Acquisition of membership

Prerequisite for membership is a written application for admission to the management.

(1) The management decides on the application at its own discretion. Membership begins with the acceptance of this application. The application may be rejected without giving reasons. The person concerned may apply to the Executive Committee for a decision against the rejection decision.

(2) The right to vote begins immediately after the start of membership.

§ 6 Termination of membership

(1) Membership ends with death, liquidation, resignation or exclusion.

(2) Resignation requires a written declaration to the management. Resignation is only permitted at the end of the business year. It must be declared at least three months before the end of the business year.

(3) Expulsion of a member of the Association shall be decided by the Executive Committee. It is permissible if a member persistently violates the interests of the Association or otherwise jeopardises the purpose of the Association. It is also permissible if a member is more than one year in arrears with an annual subscription and the member has previously been reminded twice in writing by the management. A period of at least one month must elapse between the two reminders. The second reminder must contain the threat of expulsion. The member concerned may appeal against the written decision of the Executive Committee to the General Assembly within one month of receipt by submitting a written application to the Executive Committee. The decision of the General Assembly is final.

(4) With the termination of membership, all rights and entitlements of the member to participate in the assets of the association or payments from the same and to participate in the facilities of the association shall expire.

§ 7 Contributions

(1) The income of the Association consists in particular of the annual membership fees, voluntary contributions, the income from the Association's assets, proceeds

from events that serve the purpose of the Association and, if applicable, the fee income for qualifications, certifications and accreditations within the scope of the organisation and awarding of the quality label or other services.

(2) Full and supporting members as well as group and partial members pay an annual fee.

(3) The amount of the annual fee for ordinary, group and partial members shall be decided by the Presidium by drawing up a schedule of fees.

(4) The annual fee is due on January 1st. If membership is acquired during a business year, the fee shall be due within one month of admission to the Association. Punctual payment of dues shall be determined by timely receipt on the Association's account. Any member who has not paid the annual subscription by this date shall be in default.

(5) The Executive Committee may exempt a member from the obligation to pay dues in whole, in part or for a limited period of time if this does not jeopardise the purpose of the Association and if the personal and financial circumstances of the member make this appear necessary.

(1) The fee for supporting members shall be agreed with the Executive Committee prior to admission.

III Organs of the Association

§ 8 Organs of the Association

The organs of the association are in the following order:

- a) The Presidium,
- b) The Executive Board,
- c) The Auditors,
- d) The Expert Committees with Advisory Councils,
- e) The Certification Committee,
- f) The General Assembly

In addition, the Presidium is entitled to appoint advisory councils in order to be able to use external expertise in a structured manner. The members of the advisory boards are selected by the presidium, they do not necessarily have to be members of the association.

The advisory councils shall adopt their own rules of procedure, which shall require the approval of the Presidium in order to be effective.

The organs of the Association shall communicate preferably in English.

§ 9 The Presidium and the legal Executive Board according to § 26 BGB

(1) The Presidium consists of seven elected members, the Executive Director and his deputy.

(2) The statutory Executive Board in terms of § 26 BGB (German law) consists of.

1. the President,
2. two Vice-Presidents,

3. the Managing Director and

4. the Deputy Executive Director (3. and 4. are executive board)).

(3) The President and the two Vice-Presidents represent the Association jointly.

The Managing Director and the Deputy Managing Director shall each have sole power of representation. Internally, the Deputy General Manager is only entitled to represent the Association if the General Manager is prevented from doing so.

(4) The Presidium elects the President and the Vice-Presidents from the Presidium elected according to §9 (1).

(5) The Presidium members shall, as far as possible, adequately represent the professional and interest groups of the laboratory technology industry represented in the membership.

(6) The Presidium shall be elected by the General Assembly. Only full members of the Association or their bodies and representatives may be elected. The term of office of the elected Presidium members shall be five years. They serve in an honorary capacity. Re-election of Presidium members is possible for three further terms of office. If the membership in the Association ends before the end of the term of office, the membership in the Presidium ends automatically.

(7) Presidium members whose term of office has expired shall remain in office until new Presidium members are elected in their place and have taken office. If a member of the Presidium retires before the end of the term of office, the remaining members shall form the Presidium until a replacement has been elected for the remainder of the term of office at the next General Assembly. In the event of the resignation of the President or Vice-President, the Presidium shall elect a President or Vice-President until a replacement is elected.

(8) The membership of the Executive Board in the Presidium and in the statutory Board according to § 26 BGB is established by appointment by the Presidium and expires with the dismissal by the Presidium. The termination of the membership of the management in the statutory board according to §26 BGB can be pronounced with immediate effect after the dismissal by the presidium, irrespective of a notice period according to the employment contract.

(8) The Presidium is responsible for the following matters of the Association in addition to the duties and powers mentioned in the rest of the Statutes:

(a) Representation of the Association,

b) Appointment, dismissal and control of the executive board as well as conclusion, execution and termination of the employment contracts of the executive board,

c) Coordination and integration of the various specialist topics as well as possible determination of the basic guidelines for the further development, introduction, organisation and implementation of a certification system with which the compliance with sustainability criteria is identified and certified,

d) Appointment of the chair of the technical and certification committees,

- e) Appointment and dismissal of members in the technical and certification committees,
- f) Creation of advisory councils, appointment of their members and approval of contribution rules,
- g) Appointment of a court of arbitration for disputes between members or members with non-members
- h) Decisions to issue instructions to the Executive Committee,
- i) Arranging for and reviewing the budget and the annual reports,
- a) Decisions on disputes relating to certifications.

§ 10 Management

- (1) The Executive Board consists of the Executive Director and his deputy.
- (2) The Presidium shall appoint the Executive Directors for an indefinite period of time and may dismiss him/her at any time by a majority decision of the Executive Board in accordance with the employment contract agreements with the Executive Director and the rules of labour law. In the appointment and dismissal of the management, the management shall not be entitled to vote with regard to the appointment or dismissal of its own person.
- (3) The Executive Board is responsible for all matters of the Association, unless they are assigned to another body of the Association by the Statutes. In particular, it shall be responsible for the following matters:
 - a) Running an office,
 - b) Commercial tasks, such as collection of subscriptions, fees and other receivables, proper bookkeeping and cash management. Preparation of a budget and cash report,
 - c) Office organisational support of the Presidium and the Committees,
 - d) Organisational preparation and conduct of the General Assembly,
 - e) Editorial responsibility for publications or a members' magazine,
 - f) Implementation of the decisions of the Presidium,
 - g) Representation and implementation of the Association and the Association's purpose in all relevant national and international bodies,
 - h) Organisation and implementation of marketing measures, congresses, further education measures and public relations,
 - i) If necessary, steering the development of a certification system in the sense of the Association's purpose,
 - i) Recruitment of members at home and abroad,
 - k) The Executive Board shall ensure that the minutes of meetings and resolutions of all bodies of the Association are recorded and shall collect the minutes in an

appropriate manner. If the Executive Board does not attend meetings, it shall appoint a minute taker.

l) Further tasks shall be regulated by the management contract.

(4) The management may be full-time. Each full-time member of the management shall be entitled to the conclusion of an employment contract and shall be remunerated according to performance and commensurate with the task. The Association shall be represented by the Presidium with regard to the conclusion, execution and termination of the employment contract. Secondary or honorary employment of a full-time member of the Executive Board is only permissible with the

permissible with the consent of the Executive Committee. The Executive Board shall be entitled to employ other staff members to carry out its duties.

(5) The Executive Board shall meet at the invitation of the Executive Director. A meeting must be convened if requested by a member of the Executive Board. Resolutions may only be passed with the consent of the Executive Director.

(6) At least one member of the Executive Board shall participate in the meetings of the Presidium with voting rights, unless the appointment, dismissal or employment of the Executive Board member is being discussed.

§ 11 Auditors

(1) The Association has two auditors who are not members of the Executive Committee.

(2) The General Assembly elects the auditors for a term of two years. They serve in an honorary capacity.

(3) The auditors shall audit the accounts of the Association promptly before the Annual General Meeting and submit their report to the General Meeting.

(4) The auditors shall have access to the books and cash of the Association at all times.

§ 12 Technical Committee

(1) The Technical Committee consists of the Chairmen of the Working Groups and a Chairperson, as well as at least one member of the Executive Board. The Chairperson of the Technical Committee need not be a member of the Presidium.

(2) Only full members or group members of the Association may be appointed to the Committee. The term of office of the committee members corresponds to their chairmanship in the working groups. It is honorary.

(3) The Technical Committee is responsible for the further development of the Association's purposes

and their dissemination.

(4) In order to implement its tasks, the Technical Committee may form individual advisory councils on specialist topics. One member of the committee shall chair the relevant advisory board. The advisory board members are appointed to the

advisory boards by the expert committee on an honorary basis. Advisory committee members do not have to be members of the association.

§ 13 General Assembly of Members

- (1) The General Assembly of Members shall take place at least once a year.
- (2) The President shall determine the place, time and agenda of the ordinary General Assembly. He shall invite the members in writing or electronically with a notice period of four weeks and shall announce the agenda.
- (3) An extraordinary General Assembly may be convened by the Executive Board at any time if the interests of the Association so require or if at least 20% of the ordinary members request this in writing to the Executive Board, stating the purpose and the reasons. The meeting must take place no later than two months after receipt of the request. The period of notice for convening a meeting shall be two weeks only, if circumstances permit or if the Statutes provide otherwise.
- (4) Any member of the Association may apply in writing to the President for an addition to the agenda at least one week before the General Assembly. Applications rejected by the President shall be submitted to the General Assembly for decision. The General Assembly may only decide on applications that are not on the agenda if at least two thirds of the members present at the General Assembly and entitled to vote agree.
- (5) The meeting shall be chaired by the President or a deputy appointed by him.
- (6) In addition to other tasks described in the Statutes, the General Assembly has the following tasks in particular:
 - a) Election of the Presidium for a period of two years, re-election is permitted.
 - b) Election of the Chairperson of the Technical Committee on the proposal of the Presidium for a period of two years, re-election is permissible,
 - c) Election of the Auditors for a period of two years, re-election is permitted.
 - d) Dismissal of the Presidium or the Expert Committee.
 - e) Adoption of resolutions on the budget prepared by the Executive Committee.
 - f) Acceptance of the cash report of the Executive Board, the audit report of the cash auditors and the granting of discharge. These items must be on the agenda of the first General Assembly of each year.
 - g) Passing resolutions on amendments to the Statutes and on the dissolution of the Association.
 - h) Passing resolutions on applications.
 - i) Awarding of honorary memberships.
 - j) Decision after appeal to the General Assembly in accordance with the Statutes.
- (7) Each full member and honorary member has one vote (voting members). Voting members may be represented by proxy on the basis of a written power of attorney. Each representative may exercise the voting right for a maximum of two

voting members. The chairman of the meeting shall determine the manner and form of voting and elections.

(8) Supporting members as well as group and partial members have no voting rights.

(9) Resolutions and elections are passed with a simple majority of the votes cast. In the event of a tie, a motion shall be deemed rejected or an election shall be deemed not to have taken place. Abstentions are not counted. If no candidate can obtain a simple majority of the votes cast, a casting vote shall be held between the two candidates with the highest number of votes.

(10) For the election of the Presidium, the chairman of the meeting may determine a list election in order to ensure a balanced composition of the Presidium according to §9 paragraph 2 of the statutes.

§ 14 Arbitration Court

(1) The Arbitration Tribunal shall consist of a Chairperson who shall appoint an Arbitration Tribunal consisting of two further arbitrators from among the members of the Association to deal with disputes.

(2) Every member has the right to appeal to the Arbitration Tribunal in disputes with members of the Association.

(3) The Chairman shall decide on the acceptance of the arbitration.

Decisions of the arbitration tribunal are not legally binding.

IV Amendments to the Statutes and dissolution

§ 15 Amendments to the statutes

(1) An amendment to the Statutes can only be decided by a majority of two thirds of the members present and entitled to vote.

(2) An amendment to the Statutes can only be decided if this item was included in the invitation to the relevant General Meeting and the text of the amendment was announced with the invitation.

§ 16 Dissolution of the Association

(1) The dissolution of the Association shall be decided by a resolution of the Extraordinary General Meeting to be convened for this purpose, whereby three quarters of the members present, but at least two thirds of the members entitled to vote, must vote in favour of the dissolution. The validity of the resolution requires that the General Assembly has been convened with a notice period of four weeks, stating the subject of the resolution.

(2) After the resolution to dissolve, two persons elected by a simple majority at the general meeting shall be appointed to handle the business.

(3) In the event of dissolution or termination of the Association or if the Association ceases to be a non-profit organisation in accordance with §3, the assets shall be donated to a non-profit German institution to be determined by the liquidators, with the proviso that they are used for scientific or educational purposes.

Frankfurt, 15 June 2015

Comment:

In principle, the German version of the Statutes of the Association deposited with the Register Court in Darmstadt shall apply.