

**Specialist Association Foamed Plastics and
Polyurethanes e.V.**

S t a t u t e s

in the version

according to the resolution of the general
meeting

of June 21, 2007

and last adopted on January 26, 2022

STATUTES

of 3 May 1972/ 25 Sept.1990/ 10 Oct.1996/ 21 June 2007/18 Nov. 2008/26 January 2022

§ 1. Name, headquarters and financial year of the Association

1.1 The name of the Association is "Fachverband für Schaumkunststoffe und Polyurethane e.V." (Specialist Association Foamed Plastics and Polyurethanes e.V.); short FSK.

1.2 The headquarters and place of jurisdiction of the Association is Frankfurt am Main.

1.3 The Association is registered in the Register of Associations at Frankfurt District Court. [Register of Associations number: 73 VR 5283](#)

1.4 The fiscal year is the calendar year.

§ 2. Association objectives

2.1 The objectives of the Association are to represent and promote the common interests and interests of its member companies in the production, processing and application of foamed plastics, polyurethanes and related materials. The Association is a non-profit organisation and does not pursue any political or business purposes.

2.2 The objectives of the Association are also the promotion of training, the promotion of quality assurance for all foamed plastics, environmental protection, the promotion of research and science as well as the maintenance of international contacts and the promotion of journalism and public relations work in the field of the above-mentioned materials. This objective of the Association serves, among other things, the conducting of scientific events and research projects as well as the awarding of research contracts.

2.3 The funds of the Association shall only be used for the statutory purposes. The members do not receive any benefits from the Association's funds. The dissolution of the Association is excluded from this.

2.4 The FSK e.V. informs, assists and supports its members in matters of importance to their interests.

2.5 The FSK e.V. is not only active at national, but also at European and international level and is a member of umbrella organisations and sister associations where appropriate.

§ 3. Membership

3.1 Membership of the Association may be acquired:

a) as an ordinary membership by companies that produce, process, trade or use raw materials, foamed plastics, polyurethanes and related materials and manufacture peripheral equipment and systems. Sister or colleague associations can become full members of the FSK by decision of the board. (Otherwise 3.1.c applies)

b) as a supporting member by companies or other legal or natural persons who have an interest recognised by the Association in achieving the Association's objectives but who do not themselves produce, process or use foamed plastics or the materials mentioned above. The scope and performance of membership is regulated in a separate agreement.

c) as a guest membership by associations and organisations with a particular professional interest in the above-mentioned materials. An agreement regulates the scope of representation in the FSK bodies.

d) as an extraordinary membership/honorary membership of a natural person who has rendered special services to the purpose of the Association and who was awarded the position of honorary member on the proposal of the Executive board by resolution of the general meeting. This applies in particular to former chairpersons. Ordinary members and extraordinary members are entitled to vote. Supporting and guest members receive an advisory status.

3.2 The FSK Board decides on admission to the Association as a member as defined in § 3.1 a) - c) and the status of the members.

3.3 Membership ends through:

- a) termination,
- b) opening of insolvency proceedings or also in the event of rejection of an application for lack of assets
- c) dissolution of business operations,
- d) death,
- e) expulsion.

3.4 Ordinary membership can be terminated by registered letter or E-Mail at the end of the calendar year with 6 months' notice. The membership of the supporting members or guest members ends by agreement; otherwise with a period of three months.

3.5 In the event of a gross violation of the duties of the Association, an expulsion can be made by a decision of the board. An appeal against the expulsion to the general meeting is admissible and may be filed within four weeks after receipt of the board resolution. The general meeting decides on the appointment by a three-quarters majority of the votes cast. The excluded member has no voting rights.

3.6 In the event of insolvency, membership ends on the day of the event. The FSK management must be informed of this immediately by registered letter.

3.7 Members who leave the Association for any reason whatsoever are not entitled to the Association's assets or to reimbursement of contributions paid.

§ 4. Rights and duties of members

4.1 The members (§ 3.1 a-d) are entitled to the services offered by the FSK for the respective membership. In particular, this includes the representation of interests, the provision of information and public relations work.

4.2 All members have the duty to support the Association in fulfilling its tasks. They are obliged to comply with the statutes and the resolutions passed in accordance with the statutes.

4.3 Only ordinary and extraordinary members have a seat and 1 vote in the general meeting and the right to submit motions. All other members can be admitted as guests to the general meeting.

4.4 The full members of the Association pay an annual fee to cover the expenses of the Association. For this purpose, a fee schedule exists, which is determined by the general meeting.

4.5 Supporting members make a contribution, which is agreed with the board in individual cases. This can also be another (counter) performance, e.g. services.

4.6 Rights and duties of the guest member result from the respective agreement.

4.7 Membership as honorary member is free of charge; it includes the right, to participate in the general meeting with voting rights.

4.8 A contribution may be levied to cover expenses in excess of the contribution revenue, which is to be decided by the general meeting.

4.9 Contributions and apportionments are due fourteen days after request.

§ 5. The bodies of the Association

5.1 The bodies of the Association are:

a) the general meeting,

- b) the board,
- c) the specialist groups or working groups/groups,
- d) the Association's management

5.2 The members of these bodies shall conduct the business incumbent upon them impartially and shall treat all business transactions and corporate transactions that come to their knowledge during and after their term of office with the utmost confidentiality.

§ 6. The General Meeting

6.1 The annual general meeting takes place once a year, but at the latest within 18 months and is the supreme decision-making body of the Association. The invitation should be received at least six weeks in advance, the agenda at least four weeks before the day of the general meeting. The chairman or, if he is prevented from attending, his deputy or the managing director invites to the general meeting, on his behalf. Invitations are sent by e-mail, post or fax.

6.2 The general meeting is quorate with the votes represented if the invitations have been issued in due time. The general meeting can also be held digitally.

6.3 The time and place of the general meeting shall be determined by the Board.

6.4 General meetings shall be chaired by the chairman of the board or, in the event of his absence, by his deputy, in the event of his absence, by the longest serving member of the board. An election officer shall be designated for the ballot.

6.5 The general meeting is especially responsible for:

- a) the election of the election officer and the minute keeper

- b) the determination of the number of members of the board
- c) the election of the board
- d) the election of the two auditors
- e) the adoption of the annual accounts
- f) the approval of the annual report of the board and management
- g) the discharge of the board and management
- h) approval of the budget estimate for the coming financial year
- i) approval of the rules governing contributions
- j) investments or expenses of the Association of more than 30% of the current budget volume
- k) determination of basic objectives and tasks of the association
- l) amendment of the statutes and dissolution of the FSK, as well as the use of finances in the event of dissolution.

6.6 Each member can only send one representative with voting rights to the general meeting. This person is named in the FSK as the authorised representative and is the person responsible for the membership. The authorised representative may appoint and send a representative. Voting rights may not be transferred to other member companies or sister/subsidiaries.

6.7 Resolutions are passed by simple majority of the votes represented, unless otherwise specified. In the event of a tie, the proposal is deemed rejected.

6.8 Ordinary members may submit applications for the general meeting to the management of the FSK at the latest three weeks before the date of the general meeting. The majority of the general meeting decides on the admission of applications not submitted in due time.

6.9 Extraordinary general meetings shall be convened if a written request is made to convene at least 10% of the members or the majority of the board, stating an agenda.

Extraordinary general meetings may be convened within a period of two weeks in deviation from § 6.1.

6.10 A three-quarters majority of the votes represented is required:
to amend the statutes,

a) to dissolve the Association.

6.11 Resolutions on matters of the Association other than those mentioned in § 6.5 may also be passed by a simple majority of the votes cast in writing.

6.12 Minutes must be taken of the general meeting, which must be signed by the election officer and the minute-keeper.

6.13 Voting shall be open by show of hands, unless a secret ballot has been requested.

Elections for the offices in the association can take place openly, by show of hands. A combined overall election can take place. Combined for one ballot can be

a) the election of the election officer and the keeper of the minutes or

b) the election of the chairman, the deputy chairman and all other members of the board
or

d) the election of the two auditors.

§ 7. The Board

7.1 The board consists of the chairman, the deputy chairman, the Finance Officer and at least two to a maximum of ten other members. These are elected members of the board without duties assigned to them by ballot; these tasks are assumed by agreement with the board. The Association is represented jointly by two members of the board, including the chairman, his deputy or his finance officer.

7.2 The board may appoint additional advisory members (without voting rights) to support its work. For this purpose, $\frac{3}{4}$ must be approved by the ordinary members of the board.

7.3 The following applies to the board and the managing director internally: The chairman of the board, the deputy chairman and financial officer and also the managing director (on behalf of the Association) individually represent the Association, manage the Association's business and carry out all administrative tasks, unless they are assigned to another body by law or by these statutes; e.g. managing the daily business for the Association's management (see § 9). In particular, he/she is responsible for the tasks mentioned under points 7.4, 7.6 and 7.7. The board shall draw up rules of procedure for the board and management in order to regulate the day-to-day operations of the Association.

7.4 The chairman appoints and chairs the board meeting and determines its time and place. The board must also be convened if at least half of the board requests this. If necessary the deputy and/or managing director invites to this meeting. Invitations must be received at least two weeks before the meeting. A board meeting can also be held by telephone (telephone conference), unless two board members reject this.

7.5 The term of office of the board shall not exceed 28 months. The board remains in office until new election. Re-election is permissible.

7.6 The board has a quorum if at least half of its members are present. Resolutions are passed by simple majority. Written or telephone votes are permitted, unless two members of the board request oral consultation.

7.7 The board monitors the implementation of the membership fee regulations and takes all decisions on the content and tasks of the Association's work and its finances. The board makes all decisions within the framework of the resolutions of the general meeting and is the supervisory body for the management of the Association and the bodies under § 8.

7.8 Minutes are to be taken of the meetings and resolutions of the board, which are to be signed by the chairman of the meeting / chairperson of the meeting and the managing director.

§ 8. Specialist groups, working groups and working committees

8.1 The specialist groups/working groups primarily deal with technical/content issues as well as processing and application areas of materials within the Association. The main focus is on technical, legal and also business-/economic issues of the association's work, about which the members exchange information within the framework of legal regulations.

8.2 Applications for the formation of a specialist group must be submitted to the management of the association. The board decides on the establishment or dissolution of a committee. The board may revoke positions and resolutions of the Bodies and repeal them, in particular if they contradict the principles and resolutions of the FSK or are not compatible with them. The board may also appoint/ dissolve working bodies itself and appoint members to do so.

8.3 The specialist groups elect a chairman and - if necessary - one or more deputies from among their members.

8.4 The term of office of the chairman and his deputy shall normally be two years. § 7.5 applies.

8.5 The specialist groups/working groups shall regulate the nature and manner of their activities in accordance with the Association's statutes.

§ 9. The management of the association

9.1 The Association may appoint a managing director to manage the business. The managing director is appointed and dismissed by the board. The chairman may not be appointed or act as managing director; both functions must be separated. If the managing director is absent for more than 4 weeks, the managing director shall be represented by a member of the board by a resolution of the board, which shall temporarily manage the business in consultation with the chairman. During this time, the chairman shall represent the managing director.

9.2 The managing director is a special representative of the Association within the meaning of § 30 BGB (German Civil Code). The managing director may submit proposals to the board and make proposals to the committees. The managing director has advisory status there and implements the resolutions, provided they do not obviously violate the statutes or applicable law. The managing director's rights and duties are set out in the rules of procedure for the board and management, which the board decides on, as well as in the employment contract. In particular, the managing director is authorised for the entire administrative handling of the association, for the employees, in particular the recruitment and dismissal of employees.

9.3 The managing director is entitled to attend the meetings of the Association's bodies, working groups and working committees. The managing director is committed to a strictly neutral and impartial management. The managing director oversees the implementation of decisions of the board, the general meeting and the provisions of the Statutes in the committees. The managing director pays particular attention to the confidentiality of data and information, especially commercial data of members or information relevant to competition. Board and association members who are market participants themselves cannot in general demand the confidential disclosure of data and information.

§ 10. Final provisions

Liquidation of the Association in accordance with the resolution to dissolve the Association (§6.5 k) shall be carried out by the board. The use of the remaining association assets after repayment of the liabilities upon dissolution of the Association shall be decided on by the current board insofar as no provision has been made by the last general meeting.