

## **STATUTES OF THE ASSOCIATION**

### **EUROPEAN ASSOCIATION FOR SUSTAINABLE LABORATORIES – EGNATON e.V.**

**Status FY 2015**

**Unofficial English translation.**

**Legally binding version is the German original (Satzung).**

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#### **I. General Provisions**

##### **§ 1 Name of the Association**

(1) The association bears the name:

“European Association for Sustainable Laboratories – EGNATON e.V.”

(2) The association shall be registered in the Register of Associations (Vereinsregister).

(3) The registered office (seat) of the association is Bensheim. General place of jurisdiction and place of jurisdiction for actions arising from the membership relationship is Darmstadt.

(4) The financial year is the calendar year.

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##### **§ 2 Purpose of the Association**

(1) The association promotes, develops, and disseminates worldwide sustainable technologies and processes in the planning, equipping, and operation of laboratories.

The association pursues its purposes in particular by:

- a) Establishing a European network with the objective of sustainable and future-proof laboratories,
- b) EGNATON supports national networks for sustainable laboratories,
- c) 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) Promoting development and enabling the exchange of “best practice” and ideas between national sustainability organizations and laboratory networks,
- e) Promoting and developing certification and standardization systems and regulatory frameworks that are established to support sustainable laboratories and advance them, and harmonization of international guidelines and standards serving the above purpose.

(2) The association is entitled to pursue the above purposes also through subsidiaries or within the framework of cooperation with other legal entities (corporations) or public authorities.

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### **§ 3 Commitment Regarding Non-Profit Orientation**

(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 objectives for laboratories and the applied technologies aims to maximize positive effects for society and nature arising from the operation of laboratories and to minimize negative effects. Against this background, EGNATON commits itself in its actions to serve and promote the public interest. The self-commitment regarding non-profit orientation is, following this claim, the declared rule for all activities. EGNATON particularly represents the objectives of its members to establish and operate resource-saving, environmentally friendly, and economical laboratories with special consideration of the safety, health, and comfort of laboratory users and their interactive requirements, as well as expectations from the societal environment. These objectives are promoted instrumentally, and in part for a fee, with the aid of guidelines and possibly international quality certifications and corresponding education and research measures. For these reasons, EGNATON is not considered non-profit under tax law and cannot issue donation receipts.

(2) EGNATON is religiously, politically, and association-politically neutral. All funds of EGNATON may only be used for statutory purposes. Members have no share in the assets of the association. Offices within the association are honorary offices, with the exception of the management and its employees.

(3) No person may be favored by expenditures that are unrelated to the purpose of the association or by disproportionately high remuneration. Members who perform activities on behalf of the association involving expenditures may be reimbursed for such expenditures.

(4) Upon leaving the association or upon dissolution of the association, members have no claims for reimbursement of contributions or donations.

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## **II. Membership**

### **§ 4 Membership**

(1) The association has:

- a) Ordinary members,
- b) Group members,
- c) Partial members,
- d) Supporting members,
- e) Honorary members.

A prerequisite for any membership is the willingness to support the statutory objectives of the association.

(2) Any adult natural person as well as corporations, institutions, scientific establishments, partnerships, corporations (capital companies), or other legal persons may become an ordinary member of the association, who, due to their activities, are in a particular way connected with laboratory technologies. Legal persons must, through their authorized bodies/representatives, designate a representative who exercises the membership.

(3) Any legal person may become a group member of the association whose umbrella organization is an ordinary member. Legal persons must, through their authorized bodies/representatives, designate a representative who exercises the membership.

(4) Any adult natural person may become a partial member who is in a particular way connected with laboratory technologies and acts solely for purposes that cannot be attributed to their 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 persons must, through their authorized bodies/representatives, designate a representative who exercises the supporting membership rights.

(6) Honorary members may be natural persons who have rendered outstanding services to the purpose of the association. They are appointed by the General Assembly upon proposal of the Presidium. Honorary members enjoy all rights of an ordinary member, without being obliged to pay contributions.

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## **§ 5 Acquisition of Membership**

A prerequisite for membership is a written application for admission addressed 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 stating reasons. Against the rejection decision, the person concerned may request a decision by the Presidium.

(2) Voting rights begin immediately upon commencement of membership.

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## **§ 6 Termination of Membership**

(1) Membership expires upon death, liquidation, resignation (withdrawal), or exclusion.

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

(3) Exclusion of a member is effected by resolution of the Presidium. It is permissible if a member persistently violates the interests of the association or otherwise endangers the purpose of the association. It is also permissible if a member is more than one year in arrears with an annual contribution and the member has previously been reminded twice in writing by the management. A period of at least one month must lie between both reminders. The second reminder must contain the threat of exclusion. Against the written reasoned decision of the Presidium, the person concerned may, within one month after receipt, appeal to the General Assembly by written application to the management. The General Assembly decides finally.

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

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## **§ 7 Contributions**

(1) The income of the association consists in particular of the annual membership contributions, voluntary donations, the proceeds from the association's assets, proceeds from events serving the purpose of the association, as well as, where applicable, fee income for qualifications, certifications and accreditations within the framework of organizing and awarding the quality label or other services.

(2) Ordinary and supporting members as well as group and partial members pay an annual contribution.

(3) The amount of the annual contribution for ordinary, group and partial members is determined by the Presidium by adopting a schedule of fees.

(4) The annual contribution is due on 1 January. If membership is acquired during a financial year, the contribution is due within one month after admission to the association. The timely receipt on the association's bank account is decisive for punctual payment. Any member who has not paid the annual contribution by this deadline is in default.

(5) The Presidium may exempt a member wholly, partly or temporarily from the obligation to pay contributions if thereby the purpose of the association is not endangered and the personal and economic circumstances of the member appear to require it.

(6) The contribution for supporting members is agreed with the Presidium prior to admission.

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### **III. Bodies of the Association**

#### **§ 8 Bodies of the Association**

The bodies of the association are, in the following order:

- a) The Presidium (Executive Board),
- b) The Management,
- c) The Accounting Auditors,
- d) The Technical Committee with Technical Advisory Boards,
- e) The Certification Committee,
- f) The General Assembly.

In addition, the Presidium is entitled to appoint advisory boards in order 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 boards adopt their own rules of procedure, which require approval by the Presidium in order to be effective.

The bodies of the association preferably communicate in the English language.

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#### **§ 9 The Presidium and the Statutory Executive Board pursuant to § 26 BGB**

(1) The Presidium consists of seven elected members, the Managing Director (Geschäftsführer) and his/her Deputy.

(2) The statutory executive board within the meaning of § 26 of the German Civil Code (BGB) consists of:

1. the President,
2. two Vice Presidents,
3. the Managing Director, and
4. the Deputy Managing Director (Management).

(3) The President and the two Vice Presidents represent the association jointly. The Managing Director and the Deputy Managing Director are each authorized to represent the association individually. Internally, the Deputy Managing Director is individually authorized to represent the association only if the Managing Director is prevented.

(4) The Presidium elects, from among the Presidium elected pursuant to § 9 (1), the President and the Vice Presidents.

(5) The members of the Presidium should, as far as possible, appropriately represent the professional and interest groups of the laboratory technology sector represented in the membership.

(6) The Presidium is elected by the General Assembly. Only ordinary members of the association or their bodies and representatives may be elected. The term of office of the elected Presidium members is five years. It is honorary. Re-election of Presidium members is possible for three further terms of office. If membership in the association ends before the expiry of the term of office, membership in the Presidium also ends automatically.

(7) Presidium members whose term of office has expired remain in office until new Presidium members have been elected and have assumed office. If a Presidium member leaves before expiry of the term of office, the remaining members form the Presidium until, for the remainder of the term of office, a by-election has taken place at the next General Assembly. If the President or a Vice President leaves, the Presidium elects a President or Vice President until the by-election.

(8) Membership of the management in the Presidium and in the statutory executive board pursuant to § 26 BGB is established by appointment by the Presidium and expires upon dismissal by the Presidium. Termination of membership of the management in the statutory executive board pursuant to § 26 BGB may be declared with immediate effect after dismissal by the Presidium, irrespective of any notice period under the employment contract.

(9) In addition to the tasks and powers mentioned elsewhere in these statutes, the Presidium is responsible for the following matters of the association:

- a) Representation of the association,
- b) Appointment, dismissal and supervision of the management as well as conclusion, handling and termination of the employment contracts of the management,
- c) Coordination and integration of the different technical topics as well as, where applicable, determination of the basic lines for the further development, introduction, organization and implementation of a certification system by means of which compliance with sustainability criteria is evidenced and certified,
- d) Appointment of the chairmanship in the technical and certification committees,
- e) Appointment and dismissal of members in the technical and certification committees,
- f) Establishment of advisory boards, appointment of their members and approval of schedules of contributions,
- g) Appointment of an arbitral tribunal for disputes between members or between members and non-members,
- h) Issuing binding instructions to the management,
- i) Initiation and review of the budget plan and the management reports,
- j) Decisions on disputes in connection with certifications.

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## **§ 10 Management**

(1) The management consists of the Managing Director and his/her Deputy.

(2) The management is appointed by the Presidium for an indefinite period and may be dismissed at any time by the Presidium by majority resolution in accordance with the contractual arrangements with the management and labor law rules. When appointing and dismissing the management, the management is not entitled to vote regarding the appointment or dismissal of its own person.

(3) The management is responsible for all matters of the association insofar as they are not assigned by these statutes to another body of the association. In particular, it is responsible for the following matters:

- a) Operating an administrative office,
- b) Commercial tasks, such as collecting contributions, fees and other receivables, proper bookkeeping and cash management; preparation of a budget plan and cash report,
- c) Office-organizational support of the Presidium and the committees,
- d) Organizational preparation and conduct of the General Assembly,
- e) Editorial responsibility for the publication of publications or a members' magazine,
- f) Implementation of the Presidium's instructions,
- g) Representation and implementation of the association and the association's purpose in all relevant national and international bodies,
- h) Organization and implementation of marketing activities, congresses, further education measures and public relations,
- i) Where applicable, steering the development of a certification system in the sense of the association's purpose,
- j) Recruiting members domestically and abroad,
- k) The management ensures the recording (minutes) of meetings and resolutions of all bodies of the association and collects the minutes in an appropriate manner. If the management does not participate in meetings, it designates a minute taker,
- l) Further tasks are governed by the management contract.

(4) The management may be employed in a full-time capacity. Each full-time member of the management is entitled to the conclusion of an employment contract and is to be remunerated in a manner commensurate with performance and appropriate to the task. The association is represented with regard to the conclusion, handling and termination of the employment relationship by the Presidium. Any secondary or freelance activity of a full-time member of the management is permissible only with the consent of the Presidium. The management is entitled to hire additional employees to carry out its tasks.

(5) The management meets upon invitation of the Managing Director. The meeting must be convened if a member of the management so requests. Resolutions may be adopted only with the consent of the Managing Director.

(6) The management participates in the meetings of the Presidium with at least one member with voting rights, unless the appointment, dismissal, or the employment relationship of a member of the management is being discussed.

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## **§ 11 Accounting Auditors**

(1) The association has two accounting auditors who are not members of the Presidium.

(2) The General Assembly elects the accounting auditors for a term of office of two years. The office is honorary.

(3) The accounting auditors review the association's bookkeeping in due time before the annual General Assembly and submit their report to the General Assembly.

(4) The accounting auditors have access at any time to the books and the cash of the association.

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## **§ 12 Technical Committee**

(1) The Technical Committee consists of the chairmen of the working groups and a chairman, as well as at least one member of the management. The chairman of the Technical Committee does not have to be a member of the Presidium.

(2) Only ordinary 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. The office is honorary.

(3) The Technical Committee is responsible for the further development of the association's purposes and their dissemination.

(4) To fulfill its tasks, the Technical Committee may establish individual technical advisory boards for the technical topics. A committee member holds the chairmanship of the responsible advisory board. The advisory board members are appointed by the Technical Committee to the advisory boards on an honorary basis. Advisory board members do not have to be members of the association.

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## **§ 13 General Assembly**

(1) The General Assembly takes place at least once per year.



(2) The President determines the place, time and agenda of the ordinary General Assembly. He invites the members in writing or electronically observing a notice period of four weeks and announces the agenda.

(3) An extraordinary General Assembly may be convened at any time by the management if the association's interests require it or if at least 20% of the ordinary members request this in writing from the management, stating the purpose and reasons. The assembly must take place no later than two months after receipt of the request. The notice period is—unless the circumstances permit otherwise or the statutes provide otherwise—only two weeks.

(4) Any member may request an amendment to the agenda in writing from the President no later than one week before the General Assembly. Requests rejected by the President must be submitted to the General Assembly for decision. Resolutions on requests that are not on the agenda may be adopted by the General Assembly only if at least two thirds of the voting members present at the General Assembly agree.

(5) The assembly is chaired by the President or a deputy appointed by him.

(6) In addition to other tasks described in these statutes, the General Assembly has in particular the following tasks:

- a) Election of the Presidium for a term of two years; re-election is permissible,
- b) Election of the chairman of the Technical Committee upon proposal of the Presidium for a term of two years; re-election is permissible,
- c) Election of the accounting auditors for a term of two years; re-election is permissible,
- d) Dismissal of the Presidium or of the Technical Committee,
- e) Adoption of the budget plan drawn up by the management,
- f) Acceptance of the cash report of the management, the audit report of the cash auditors and granting of discharge. These items must be on the agenda of the first General Assembly of a year,
- g) Adoption of amendments to the statutes and dissolution of the association,
- h) Adoption of motions,
- i) Granting of honorary memberships,
- j) Decision following statutory appeal to the General Assembly.

(7) Each ordinary member and each honorary member has one vote (voting members). Voting members may be represented by a representative on the basis of written power of attorney. Each representative may exercise voting rights for a maximum of two voting members. The chair of the assembly determines the type and form of votes and elections.

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

(9) Resolutions and elections are adopted by simple majority of the votes cast. In the event of a tie, a motion is deemed rejected or an election not to have taken place.

Abstentions are not counted. If in elections no candidate can obtain the simple majority of the votes cast, a run-off vote is to be held between the two candidates with the highest number of votes.

(10) For the election of the Presidium, the chair of the assembly may determine a list election in order to ensure a balanced composition of the Presidium pursuant to § 9 (2) of these statutes.

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#### **§ 14 Arbitral Tribunal**

(1) The arbitral tribunal consists of a chairman who, for disputes, forms an arbitral tribunal consisting of two additional arbitrators from among the members of the association.

(2) Each member has the right, in disputes with members of the association, to call upon the arbitral tribunal.

(3) The chairman decides on the acceptance of the arbitral proceedings. Decisions of the arbitral tribunal are not legally binding.

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### **IV. Amendments to the Statutes and Dissolution**

#### **§ 15 Amendments to the Statutes**

(1) An amendment to the statutes may be adopted only by a majority of two thirds of the voting members present.

(2) An amendment to the statutes may be adopted only if this item was included in the invitation to the relevant General Assembly and the text of the amendment was communicated with the invitation.

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#### **§ 16 Dissolution of the Association**

(1) Dissolution of the association is effected by resolution of an extraordinary General Assembly convened for this purpose, whereby three quarters of the members present, but at least two thirds of the voting members, must vote in favor of dissolution. The validity of the resolution requires that the General Assembly has been convened with a notice period of four weeks, stating the subject matter of the resolution.

(2) For the winding up of affairs, two persons are appointed by the General Assembly by simple majority after the dissolution resolution.

(3) In the event of dissolution or termination of the association or in the event of abandonment of the association's commitment pursuant to § 3 regarding non-profit

orientation, the assets shall fall to a non-profit German institution to be determined by the liquidators, with the provision that it is to be used for scientific purposes or purposes of education.

Frankfurt am Main, 15 June 2015

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