

RSV - Rohrleitungssanierungsverband e.V.

Statutes

§ 1

Name, registered office, financial year

- (1) The association bears the name "RSV - Rohrleitungssanierungsverband e.V." It is registered in the register of associations.
- (2) The Association is based in Hamburg.
- (3) The financial year of the Association shall run from 01.01. to 31.12. of the current year.

§ 2

Purpose of the Association

- (1) The purpose of the Association is to promote technology and science in the field of pipe rehabilitation. The Association is a professional Association and is managed accordingly under tax law. Its tasks include in particular:
 - (a) the representation of the professional interests of the member companies,
 - (b) the development of or cooperation in the development of the technical rules and regulations for pipe rehabilitation,
 - (c) representing the technical interests of pipe rehabilitation vis-à-vis clients, authorities and other institutions,
 - (d) qualification and further training in the field of pipe rehabilitation,
 - (e) the implementation of, or cooperation in the implementation of, certifications for pipe rehabilitation.
- (2) The Association shall cooperate with organisations which may be helpful in the pursuit of its objectives. To this end, the Association may join other organisations as a member. This requires a decision by the General Assembly.
- (3) The Association is selflessly active; it does not primarily pursue its own economic purposes. However, the Association may engage in commercial activities, e.g. training courses and events may be organised and carried out.

§ 3

Membership

(1) Natural and legal persons who declare their willingness to actively support the purpose and objectives of the Association may become members of the Association. Membership is non-transferable and non-inheritable (§ 38 BGB).

(2) Ordinary members

(a) Membership of the Association as a full member may be applied for by

1. Contractors who carry out the pipe rehabilitation as their own work,
2. Engineering offices for tendering, consulting and planning in pipe rehabilitation,
3. Testing laboratories with accreditation, e.g. according to DIN EN ISO / IEC 17025,
4. Associations if the RSV also has a voting right in the admitted Association,
5. Manufacturer of systems, equipment and materials for pipe rehabilitation,

(b) Requirements for ordinary membership are:

1. Companies that carry out pipe rehabilitation as their own work can only become members of the Association if they have proof of a certificate or quality mark acquired in Germany for at least one pipe rehabilitation process.
2. For engineering offices, certification acquired in Germany or a quality mark from the field of pipe rehabilitation is required.
3. For laboratories, accreditation is required, e.g. according to DIN EN ISO / IEC 17025 for the field of pipe rehabilitation.
4. Associations do not require certification.

(3) Extraordinary members

(a) Membership of the Association as an Associate Member may be applied for by:

1. Institutions that do not carry out pipe rehabilitation themselves, but whose membership appears suitable for the objectives of the Association,

2. Persons who do not practise pipe rehabilitation themselves, but whose membership appears suitable for the objectives of the Association,
 3. Students,
 4. Testing laboratories with accreditation, e.g. according to DIN EN ISO / IEC 17025,
 5. Engineering offices for tendering, consulting and planning in pipe rehabilitation.
- (4) At the request of the Executive Board or a member, a natural person who has rendered outstanding services to the Association may be appointed an honorary member by resolution of the General Assembly with a two-thirds majority. Honorary members shall be listed as extraordinary members and shall not have the right to vote.
- (5) The Executive Board shall decide on applications for membership. An appeal against a negative decision may be lodged with the Executive Board. This appeal shall be discussed and finally decided at the next ordinary General Assembly meeting. The appeal must be submitted in writing to the Executive Board within one month of receipt of the negative decision. The applicant shall be informed of the result in writing by the Executive Board within four weeks.

§ 4

Termination of membership

- (1) Membership ends for natural persons through death, resignation or exclusion. In the case of legal entities, by resignation or exclusion. Resignation shall be effected by written notice of termination.
- (2) Any member may resign from the Association as of 31 December of any year if it has given six months' notice to terminate its membership. The notice of termination shall be submitted to the office. The date of receipt at the office shall be decisive for the observance of the notice period.
- (3) Extraordinary termination without observance of the deadlines is possible in the event of business closure. In the event of liquidation or insolvency, membership shall expire automatically.
- (4) A member may be expelled by resolution of the Executive Board if the member
 - (a) contravenes the provisions of these statutes or the resolutions of the General Assembly or grossly injures the interests and reputation of the Association or damages them in any other way,

- (b) has not applied for and obtained the requirements required under §3 (Membership) within a reasonable period of time, or loses.
 - (c) is in arrears with his subscriptions for more than half a year after the due date despite a written reminder.
- (5) Prior to the decision, the member shall be informed of the intended exclusion and given a period of two weeks to comment. The member shall be notified of the exclusion in writing by registered letter. The member may appeal against this exclusion to the Executive Board within four weeks after receipt of the registered letter. This shall be discussed and a final decision taken at the next ordinary General Assembly meeting. The applicant shall be informed of the result in writing by the Executive Board within four weeks after the General Assembly
Until this decision is taken, the rights and obligations arising from membership shall be suspended, but arrears of dues shall be paid.
- (6) Resigning and / or expelled members shall have no claim against the Association for payment of the value of any share in the assets of the Association Contributions paid in shall not be refunded.

§ 5

Rights and duties of the members

- (1) Members' rights
- (a) The General Assembly meeting serves the members to exercise their rights. Every member has the right to participate in the decision-making process of the Association by attending general meetings (speaking, proposing motions) and exercising the right to vote (ordinary members only).
 - (b) Each full member shall have one vote at the General Assembly meeting. Each member may be represented at the General Assembly meeting by a proxy of another member authorised in writing.
 - (c) Full members and associate members have the right to stand for election to the Executive Board or any other organ of the Association (passive right to vote). The composition of the Executive Board is regulated in § 9 b para. 1 of the Statutes.
 - (d) Each member has the right, together with other members of the Association (see § 9 a para. 2 of the statutes), to demand the convening of an extraordinary General Assembly meeting.

- (e) Every member has the right to withdraw from the Association. The termination of membership is regulated in §4 of the Statutes.
 - (f) Every member has the right to participate in the events of the Association
 - (g) Every member has the right to use services resulting from the association's activities (e.g. participation in joint stands, events, Association newspaper, subscription to factsheets).
- (2) Member obligations
- (a) Contributions are compulsory in accordance with the association's contribution rules.
 - (b) Each member shall be bound by the duty of loyalty and shall fulfil the obligations incumbent upon him/her.
 - (c) Each member shall comply with the provisions of the Statutes, the other regulations of the Association and the resolutions of the General Assembly. Each member shall actively promote the aims and aspirations of the Association and, in the exercise of its professional and business activities, shall contribute to the preservation of the profession and refrain from doing anything that is contrary to the reputation and purpose of the Association
 - (d) Any change of address or of the contact person for the affairs of the Association shall be notified in writing to the Executive Board or the secretariat without delay.

§ 6

Association funding

- (1) The necessary funds of the Association can be raised by, among others:
 - 1. Membership fees
 - 2. Donations
 - 3. Grants from the state and other public bodies
 - 4. Fees from participations
 - 5. Income from events (workshops, seminars, etc.)
- (2) The members' contributions shall be levied in accordance with the contribution regulations. The amount of the membership fee shall be determined by a simple majority of the voting members present at the General Assembly
- (3) The contribution rules shall be decided by the Executive Board

- (4) Extraordinary contributions may be levied on members to finance special projects or to overcome financial difficulties of the Association. The General Assembly shall decide on the necessity, amount and due date of extraordinary contributions and the group of members liable to pay them by a two-thirds majority of the members present and entitled to vote. The contribution may not exceed one times the contribution of the respective member.

§ 7

Voluntary activities

The association's funds may only be used for the purposes set out in the articles of Association. No person may be favoured by expenses that are alien to the purpose of the Association or by disproportionately high remuneration.

§ 8

Cash audit, annual accounts, bookkeeping

- (1) The General Assembly shall elect two auditors for a period of two years, who shall neither belong to nor be subordinate to the Executive Board.
- (2) The auditors shall audit the cash and accounts of the Association including the books and vouchers, at least once in each financial year. They shall report in writing to the executive board.
- (3) The cash auditors shall prepare an audit report for the General Assembly and, if the cash transactions are properly guided, shall propose the discharge of the management and the Executive Board.
- (4) The annual financial statements shall be in the form of a balance sheet. Double-entry bookkeeping is used.
- (5) The control of the bookkeeping is carried out annually by the Board of Directors.
- (6) The financial year shall be the same as the calendar year.

§ 9

Association bodies

- (1) The organs of the Association are:
- the General Assembly of members
 - the Executive Board
 - the Advisory Board

(a) General Assembly

1. The ordinary General Assembly meeting shall take place at least once a year and shall be convened by the chairperson of the Executive Board with 14 days' notice in writing or electronically (e-mail), stating the agenda. The period begins with the day following the dispatch of the invitation letter. The date of the postmark or the date of the e-mail shall apply. The letter of invitation shall be deemed to have been received by the member if it is addressed to the last address given in writing by the member of the Association
The chairman of the board may delegate this task to the Executive Board.
2. Extraordinary general meetings may be convened by the chairperson of the board at any time. In addition, the meeting must be convened if a quarter of the members request that it be convened, stating the reasons for the desired agenda items. Invitations to extraordinary general meetings must be sent in writing or electronically (e-mail) with a notice period of 14 days. The period begins with the day following the dispatch of the invitation letter. The date of the postmark or e-mail shall apply. The letter of invitation shall be deemed to have been received by the member if it is addressed to the last address given in writing by the member of the Association. The chairman of the board may delegate this task to the Executive Board.
3. General Assembly meetings can also be held as virtual meetings or as hybrid meetings (combination of face-to-face and online meetings). The Executive Board shall announce which form is to be used when issuing the invitation.
4. Any General Assembly duly convened shall constitute a quorum irrespective of the number of participants. Members may be represented by proxy in writing.
5. Resolutions may only be passed in the General Assembly on matters not listed in the agenda if their urgency is recognised by at least three quarters of the members present.
6. The General Assembly shall elect a chairperson from among its members by a two-thirds majority of the voting members represented at the meeting.
7. The General Assembly as the supreme decision-making body of the Association shall in principle be responsible for all tasks, provided that certain tasks pursuant to this

Statutes have not been transferred to another organ of the Association The General Assembly shall elect the Executive Board from among the members.

8. The General Assembly may dismiss the Executive Board or individual members of the Executive Board To do so, it requires a two-thirds majority of the votes present of the members of the Association entitled to vote.
9. The General Assembly shall receive the annual report of the Executive Board and the auditors' report and shall discharge the Executive Board
10. The General Assembly shall decide on the budget of the Association to be submitted annually by the Executive Board.
11. Elections of the Executive Board shall be governed by election regulations to be drawn up by the Executive Board.
12. Minutes shall be taken of each General Assembly meeting and subsequently sent to the members. The resolutions of the General Assembly meeting shall be certified by the chairman of the board. The minutes and the resolutions of the General Assembly meeting shall be confirmed by signature of the keeper of the minutes and the chairman of the meeting.
13. The ordinary General Assembly meeting shall pass resolutions by a two-thirds majority of the voting members represented at the meeting.
14. Resolutions shall be passed openly by a show of hands, unless otherwise determined by the meeting. In the event of a tie, a motion shall be deemed to have been rejected.
15. (1) Amendments to the constitution, including the purpose of the Association may only be adopted at ordinary general meetings by a two-thirds majority of the voting members present.
 2. Resolutions on amendments to the statutes - excluding amendments to the purpose of the Association and the dissolution of the Association - may also be passed by written ballot with a two-thirds majority of the voting members.
 3. Planned amendments to the Statutes must be sent to all members with the invitation in their exact wording in order to comply with the objection period. Motions to amend the bylaws during a General Assembly meeting can only be decided at the next meeting.

(b) Executive Board

1. The Executive Board consists of three members. It is composed of the chairman of the board and two deputies. The group of companies that carry out pipe rehabilitation as their own work provides at least two members for the board.
2. The General Assembly elects the chairperson and the other deputies for a term of two years. Re-election is permitted. The incumbent members of the Executive Board shall remain in office after the expiry of their term of office until their successors have been elected. If, as a result of the resignation of members of the Executive Board the Executive Board consists of less than 3 persons, the election of a substitute member shall be provided for at the next ordinary General Assembly. In the event of a board member leaving before the end of the term of office, the board shall have the right to appoint a successor until the next General Assembly.
3. The Executive Board shall manage the income and assets of the Association and may dispose of them as far as they are in the interest of the Association. The Executive Board shall be accountable to the General Assembly for these dispositions. The Executive Board shall prepare the budget and the annual accounts, install any resolutions of the General Assembly and submit to the General Assembly all appropriate proposals to achieve the objectives of the Association.
4. The Executive Board shall decide on all Association matters unless they require a resolution of the General Assembly.
5. The Executive Board shall adopt its resolutions at board meetings convened in writing, by telephone, fax or e-mail. The agenda does not have to be communicated in advance.
6. The Executive Board shall only have a quorum if all members are present. It passes resolutions by majority vote. Resolutions of the Executive Board may also be passed by means of a video or telephone conference. Individual resolutions may also be passed by circulation.
7. The Association shall be represented in and out of court by the chairman of the board or his deputies. Each individual member of the Executive Board may fully represent the Association alone. In individual cases, these tasks may be transferred by the Executive Board to the management.
8. The chairperson of the Executive Board shall convene and chair the meeting of the Executive Board. If he is prevented from attending, he shall be represented by a deputy.

9. The members of the bodies of the Association shall administer their offices on an honorary basis.
10. Amendments to the statutes required by supervisory, judicial or financial authorities for formal reasons may be made by the Executive Board on its own initiative. These amendments to the statutes must be communicated to the next General Assembly
11. The Executive Board shall in principle work on an honorary basis. It may decide on an appropriate lump-sum remuneration for the members of the Executive Board or/ and other persons working for the Association These regulations shall be laid down in the membership fee regulations. The provisions of tax and fiscal law shall be observed. The reimbursement of expenses against vouchers or proven travel expenses shall remain unaffected.

(c) the Advisory Board

An Advisory Board may be appointed by the Executive Board if the General Assembly so decides. The composition, tasks, rights and duties of the Advisory Board shall be described by the Executive Board in the Advisory Board rules.

(2) Liability of members of governing bodies and special representatives

- (a) The members of the organs of the Association shall not be liable in the event of a simple breach of duty in the performance of their duties (§31 a BGB).
- (b) Intent and gross negligence, in the internal relationship as well as towards third parties, can be limited with an appropriate insurance. The Association shall take out appropriate insurance to exclude liability risks in the event of intent and gross negligence (e.g. pecuniary loss liability, fidelity liability). The General Assembly shall decide on this with a simple majority.

§ 10 Management

A special office for the Association shall be established if the General Assembly so decides. The employees necessary for the management shall be employed by the Executive Board on behalf of the Association. They shall conduct the business impartially in accordance with the instructions of the Executive Board

The employees of the Association as well as the volunteers, shall keep secret from everyone any business and trade secrets that come to their knowledge.

§ 11 Jurisdiction

- (1) All disputes between the Executive Board and its members as well as disputes between the members themselves shall first be referred to a court of arbitration consisting of members of the Association. The Association may adopt rules of arbitration for this purpose through the General Assembly
- (2) All other disputes, in particular disputes concerning monetary issues, shall be settled before the ordinary courts.
- (3) The place of jurisdiction is Hamburg.

§ 12

Dissolution of the Association

- (1) The dissolution of the Association can only be decided in a General Assembly convened for this purpose, in which at least two thirds of all members entitled to vote are represented. If this meeting is inquorate due to insufficient participation, another General Assembly meeting shall be convened within 14 days, which shall then constitute a quorum in any case, irrespective of the number of members present. A majority of three quarters of the voting members represented is required for the resolution to dissolve the Association.
- (2) In the event of the dissolution of the Association a resolution shall be passed at the same time on the use of any available assets.

§ 13

Entry into force of the Articles of Association

Entries at the Hamburg Local Court in the Register of Associations 24145

Number of entry: 4

4. a) Statutes: The General Assembly of 02.09.2022 decided to amend § 9 of the statutes.

5. a) Date of registration: 30.11.2022

The chairman of the board of directors

Andreas Haacker