

## **STATUTES OF THE EUROPEAN UNION OF NATIONAL TILE ASSOCIATIONS**

### **§ 1 Name and Seat of the Association, Financial Year**

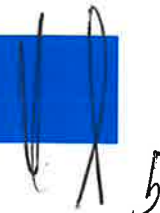
1. The name of the Association shall be European Union of National Tile Associations (EUF).

It shall be entered in the register of associations and thereafter bear the suffix "e. V.".

2. The registered office of the association is in 66763 Dillingen/Saar
3. The financial year shall be the calendar year

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

1. The EUF is a voluntary membership-based federation of national tile trade associations.
2. Its tasks are
  - the promotion of cooperation between member associations.
  - promoting and supporting the education of and between national tile installers' associations.
  - the exchange of experience in all technical, professional, socio-legal and economic matters.
  - the promotion of young professionals, in particular vocational education and training, such as
  - maintaining cooperation with upstream trades (e.g. industry and commerce) and independent professional groups (e.g. architects, planners).
3. The association does not pursue any economic purposes of its own within the meaning of § 22 BGB.
4. At most, auxiliary transactions (such as minor support for members' advertising activities and the like) are permissible, provided that they fall within the de minimis limits pursuant to § 5 paragraph 1 number 5 b of the German Corporate Income Tax Act (eKörperschaftssteuergesetz) or § 3 number 9 of the German Trade Tax Act (Gewerbsteuergesetz).
5. The funds of the association may only be used for purposes in accordance with the statutes. Members shall not receive any benefits from the funds of the Association.

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## **Statutes of the European Union of National Tile Associations**

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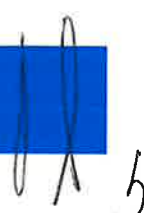
6. Reimbursement of proven expenses is permissible.
7. No person may be favoured by expenses which are alien to the association or by disproportionate disproportionate high remuneration.

### **§ 3 Membership**

1. Members of the EUF may be nationally recognised or registered professional associations of the tiling trade or national or regional educational organisations of an associative nature active in the context of education and training in the tiling trade, as well as the natural persons acting on their behalf.
2. Admission to the Association shall be applied for in writing to the Executive Committee.
3. The general meeting decides on admission at its own discretion on the proposal of the executive committee.
4. A rejection of the application does not have to be justified to the applicant.
5. Other professional organisations of the tile sector as well as companies from the industry can acquire a supporting membership. Supporting members have no voting rights.
6. Upon proposal of the Executive Board, the General Assembly may appoint members or other persons who have rendered outstanding services to the Association as honorary members for life.
7. Upon proposal and with the approval of the General Assembly, professional organisations of other types may also be admitted as members if there is no national professional organisation in their countries which is considered to represent the national tiling trade geographically and professionally.
8. The prerequisite for admission to membership of these other professional organisations is that they have already been admitted by the Executive Board as an observer/guest at EUF workshops and congresses and have proven to be a suitable representation of interests in several years of cooperation.
9. However, there is generally no obligation to admit them, even if they have been working together for several years.

**§ 4 Termination of membership**

1. Membership shall expire in the event of the legally binding dissolution of the member association or educational institution concerned or in the event of the death of the natural person concerned.
2. Membership shall further expire by notice of resignation, which must be given in writing to the Executive Committee.
3. Resignation may be declared with a notice period of 6 months to the end of the calendar year.
4. A member may be expelled by resolution of the Executive Committee if it culpably damages the reputation or interests of the Association in a serious manner or contravenes the purposes of the Statutes or is in arrears with the payment of its admission fees/membership fees and has not paid the arrears despite a written reminder under threat of expulsion.
5. The excluded member has the right to appeal against the decision of the Executive Board to the General Assembly within a period of 4 weeks after receipt of the decision.
6. The member shall be given the opportunity to comment on the reasons for the exclusion at the general meeting.
7. The reasons for the board's decision must therefore be communicated to it at least 2 weeks in advance.
8. The general meeting shall then make the final decision on the exclusion.
9. Leaving members remain obliged to pay arrears of membership fees. They have no claim on the (proportional) assets of the EUF.



**§ 5 Rights and duties of the members**

1. Members shall have the right to use the facilities of the Association and to participate in all common events and in voting on the affairs of the EUF.
2. Each (full) member, but not the supporting and/or honorary members, shall have equal voting and election rights in the General Assembly. The right to stand for election shall be exercised in the case of member associations and members that are legal entities by their legal representatives as natural persons.
3. Each member has the duty to promote the interests of the association, in particular to pay its membership fees and to comply with the provisions of the statutes and resolutions of the EUF and its bodies.

**§ 6 Membership fees, admission fees**

1. Each member shall pay an annual membership fee due in advance.
2. The general meeting shall determine by resolution whether an admission fee shall be payable on admission of a member.
3. The amount of the admission fee and the membership fees as well as the due date requirements and the handling of the payment of the fees shall be determined by the general meeting.
4. Honorary members are exempt from the admission fee and membership dues.
5. Supporting members shall pay a support fee, the amount, due date and handling of which shall be agreed between the supporting member on the one hand and the Executive Board on the other - after prior hearing and approval by the General Assembly - at their own discretion.



### § 7 Organs

The organs of the E.U.F are

- the Executive Board (hereinafter § 8 and § 9),
- the management (hereinafter § 10),
- the general meeting (hereinafter § 11)
- the auditors (hereinafter § 12)
- the Advisory Board (hereinafter § 13)

### § 8 Executive Board

1. The Executive Board of the Association within the meaning of § 26 BGB shall consist of
  - the President,
  - the Managing Director/Deputy Managing Director and
  - the Treasurer
2. The President, his Managing Director/Deputy Managing Director and the Treasurer shall represent the Association in accordance with § 26 paragraph 2 BGB by a majority of the members of the Executive Board, i.e. the members of the Executive Board shall sign collectively at least in twos, whereby as a rule the President or the Managing Director shall co-sign.
3. Members of the Executive Board, except for the Executive Director, may only be natural persons who legitimately represent their member associations.

### § 9 Duties of the Executive Board

The Executive Board of the Association is responsible for representing the Association in the sense of § 26 BGB. In particular, it has the following tasks:

1. The convening and preparation of the General Assembly of Members, including the drawing up of the agenda and its legally effective recording in the minutes.
2. The execution of the resolutions of the General Assembly.
3. The implementation and supervision of all decided measures, unless the general meeting is exceptionally responsible for this.
4. The administration of the Association's assets and the preparation of the annual reports.
5. The regulation of personnel matters, insofar as the general meeting is not responsible.

## **Statutes of the European Union of National Tile Associations**

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6. The preparation of the admission of new members and the initial decision on the exclusion of members, subject to the decision by the General Assembly in the event of an objection.
7. The creation of rules of procedure for the work of the Executive Board.

### **§ 10 Management**

1. For the day-to-day management of the EUF, a Managing Director shall be appointed separately, who shall at the same time be a member of the Executive Board and deputy to the President (see above § 8 item 1).
2. The appointment shall be made by the General Assembly on the proposal of the Executive Board.
3. The Executive Director shall be responsible for the conduct of the day-to-day business of the EUF.
4. He shall carry out the business within the limits set by the budget and within the framework of the decisions of the EUF bodies.
5. The Executive Director may, if necessary, make use of other staff members who may be called upon in consultation with the Executive Board.
6. The Executive Director may be authorised by the Board of Directors to act as sole representative for all necessary banking transactions within the framework of the budget and the applicable rules of procedure.

### **§ 11 General Assembly**

1. The General Assembly consists of the member associations, educational institutions and natural persons admitted to membership.
2. In the General Assembly, the member associations and educational institutions shall each be represented by a representative (natural person) to be nominated by them.
3. Each member, irrespective of its size and legal nature, shall have one vote, with the exception of supporting and honorary members.
4. The tasks of the general meeting are in particular
  - the election of the Executive Board.
  - the election of the Managing Director on the proposal of the Executive Board.
  - the election of the Treasurer.

## Statutes of the European Union of National Tile Associations

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- the admission and final exclusion of members.
  - the passing of resolutions on the annual financial statements and their approval.
  - the determination of membership fees and their processing (admission fees, membership fees).
  - election of the (external) auditors.
  - the acceptance of activity reports of the Executive Board.
  - the discharge of the Executive Board.
  - appointment of honorary presidents and members upon proposal of the Executive Board.
  - resolution on amendment of the Articles of Association.
  - resolution on the dissolution of the EUF.
  - In addition, all necessary resolutions within the meaning of § 32 BGB (German Civil Code).
5. The General Assembly shall be chaired by the President of the Executive Committee, in his/her absence by the Managing Director, in his/her absence by the Treasurer and in his/her absence by a chairperson to be elected by the General Assembly.
  6. The General Assembly shall constitute a quorum if at least 1/3 of all members are present. If no quorum is present, the Executive Committee is obliged to convene a second General Assembly with the same agenda within 4 weeks. This meeting shall constitute a quorum regardless of the number of members present.
  7. This must be pointed out in the invitation.
  8. The General Assembly shall decide by open ballot with a majority of the votes of the members present. If no candidate can obtain the majority of the votes of the members present, the candidate who has obtained the majority of the valid votes cast shall be elected. A run-off election shall be held between several candidates.
  9. Resolutions to amend the Statutes, to change the purpose of the Association or to dissolve the Association shall require the approval of more than 75% of the members present.
  10. Minutes shall be taken of the proceedings of the general meeting and the resolutions passed. The Executive Committee shall appoint a suitable keeper of the minutes before the beginning of the meeting, alternatively the General Assembly shall decide in the



## Statutes of the European Union of National Tile Associations

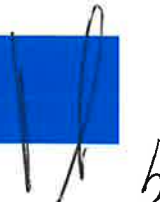
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event that the Executive Committee is prevented from doing so. The minutes shall be signed by the keeper of the minutes and the chairman of the meeting.

11. The General Assembly of Members shall be convened at least once a calendar year by the Executive Board as an ordinary General Assembly of Members. The meeting shall be convened in writing, giving 4 weeks' notice and stating the agenda.
12. The agenda shall be set by the Executive Committee. Each member may submit a written request for the agenda to the Chairperson or the Managing Director of the E.U.F. no later than 2 weeks before the General Assembly. The Executive Board shall decide on the inclusion of the motion.
13. The General Assembly shall decide on the subsequent adoption of motions on the agenda which have not been included by the Executive Committee or which are put forward for the first time at the General Assembly by a majority of the votes of the members present at the request of the respective proposer.
14. The subsequently adopted agenda items, if accepted by the General Assembly, shall become a compulsory part of the agenda of a new subsequent General Assembly, which shall be convened by the Executive Committee within 6 weeks at the latest.
15. The Executive Board shall convene an extraordinary General Assembly of Members if the interests of the Association so require, or if special circumstances make this necessary and or at least 10% of the members request this in writing, stating the purpose and the reasons.

### § 12 Auditors

1. The General Assembly shall elect annually - upon proposal of the Executive Board - two internal auditors from among the members not represented on the Executive Board for the reporting period ending after this Ordinary General Assembly.
2. At the request of at least 10 % of the members, the general meeting may decide to appoint an external auditor instead of the internal auditors, who shall preferably have a state-recognised effective licence as auditor, lawyer and/or tax consultant.
3. A single re-election of the internal auditors is in principle permissible.
4. The auditor(s) shall annually check the regularity of the management, the business reports and profit determination documents, the regularity of the keeping of the association's accounts and the books of account.





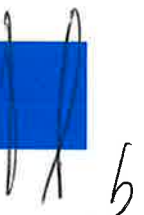
5. They/he shall report to the Annual General Meeting on the results of the audit and make a recommendation regarding the decision on the discharge of the Board of Directors.
6. They/he shall be entitled to an appropriate remuneration for your activities plus reimbursement of necessary expenses in accordance with the remuneration agreement to be concluded with the Executive Board.

### **§ 13 Advisory Board**

1. The General Assembly may determine that, in addition to the Association's Board of Directors, which is authorised and liable to represent the Association within the meaning of § 26 of the German Civil Code (BGB), an Advisory Board shall be formed in order to involve member associations and educational institutions, which are not represented on the Main Board, appropriately in the work of the Board.
2. In this respect, each member association is entitled but not obliged to delegate a representative to the advisory board.
3. The advisory board has the task of supporting the main board in an advisory capacity.
4. However, the advisory board has no right to vote, issue instructions or veto the executive board.
5. The Advisory Board shall be entitled to adopt its own rules of procedure and to organise its own Advisory Board meetings.
6. Resolutions of the Advisory Board shall not be binding on the Board or the EUF.

### **§ 14 Expert commissions and joint organisation**

1. The Executive Board may establish specialised commissions to carry out special tasks, the activities of which shall be subject to the supervision of the Executive Board.
2. The General Assembly shall decide on the appointment of the expert commissions on the proposal of the Executive Board.
3. The chairpersons of the expert commissions shall participate in the meetings of the Executive Board in an advisory capacity.

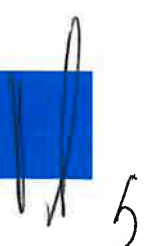


**§ 15 Terms of office/election periods, elections**

1. The President, the Managing Director and the Treasurer shall each be elected by the General Assembly for a term of office of 3 years.
2. Re-election of the Executive Board is generally permissible.
3. However, the President may only be re-elected 2 times for a further term of office.
4. The term of office of the Advisory Board corresponds to the term of office of the Executive Board.
5. When electing a new Executive Board, the continuation or replacement of the Advisory Board shall also be voted on. Re-election is possible.
6. Elections shall in principle be open.
7. The General Assembly may decide by simple majority to hold elections to the Executive Board and Advisory Board by secret ballot.

**§ 16 Financing, assets, liability**

1. The funds required for the pursuit of the association's purpose are generally provided by the admission fee and membership fees to be paid in accordance with the respective valid membership fee regulations.
2. The collection of donations as well as private and public grants is permissible, provided that no consideration of any kind is linked to them.
3. The appropriation of funds shall be governed in particular by the purpose provisions of § 2.
4. Otherwise, the General Assembly shall decide annually on the use of the Association's funds by drawing up a budget with corresponding budget allocations to the acting bodies, based on the proposal of the Executive Board.
5. The liability of the EUF is limited - subject to the special cases regulated by the BGB - in principle to the assets of the association.
6. Liability of members of executive bodies and/or members of the association is determined according to § 31 ff. BGB.



**§ 17 Dissolution of EUF / Liquidation**

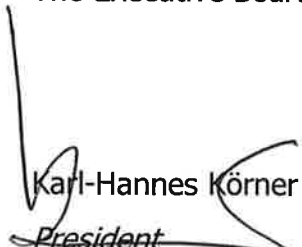
1. A dissolution of the E.U.F. can be decided with the votes of more than  $\frac{3}{4}$  of all members.
2. In the event of the dissolution of the Association, the members of the Executive Committee shall be jointly authorised liquidators, unless the General Assembly appoints other persons.
3. In the event of the dissolution or termination of the E.U.F. or in the event of the discontinuation of the tax concession/tax exemption according to the Corporation Tax Act and the Trade Tax Act, the assets of the E.U.F. shall pass to a legal entity under public law or to another tax-privileged corporation which is closest to the purposes of the E.U.F. pursued so far.
4. In the event that such an organisation does not exist or a transfer is not possible here either, it is alternatively determined that the assets shall be distributed among the members of the association in accordance with their share of the total contribution volume of the E.U.F. at the time of the dissolution after the outstanding obligations have been satisfied and in particular after the fulfilment of the then occurring consequences under tax law and/or social security law.
5. The above provisions shall apply mutatis mutandis in the event that the E.U.F. is deprived of its legal capacity.

*In the event of differences of interpretation between the German and English versions of the EUF Statutes, the German version shall prevail.*

Legally signed on Monday, 8 May 2023, on the occasion of the Annual General Meeting of the EUF in Cork / Ireland.

**European Union of National Tile Associations**

The Executive Board

  
Karl-Hannes Körner  
President

  
Andreas Furgler  
Managing Director

  
Laurent Decker  
Treasurer

Statutes of the European Union of National Tile Associations

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The following representatives of the members of the EUF who attended the Annual General Meeting confirm the accuracy of the present statutes and their validity as of 8 May 2023.

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**Fachverband Fliesen und Naturstein  
im ZDB / FFN**



Mark Schmitz  
*Vorstandsmitglied*

**Bond Van Aannemers Van  
Tegelwerken in Nederland BOVATIN**



Gerard Reus  
*President*

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**Österreichischer Fliesenverband**

Anita Wolf  
*Geschäftsführerin*



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**Fédération des Carreleurs, Marbriers et  
Tailleurs de pierres de Luxembourg**



Laurent Decker  
*Vice Président*

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**Associazione Nazionale Imprese di  
Posa e Installatori di Piastrelature  
Ceramiche / ASSOPOSA**

Luca Berardo  
*Presidente*



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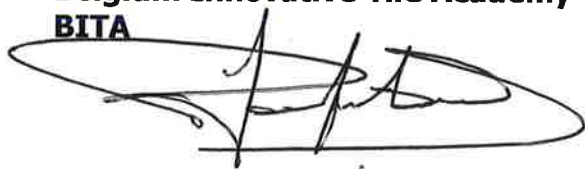
**National Tiling Association  
of Ireland LTD / NTAI**

Dominic Ryan  
*President*



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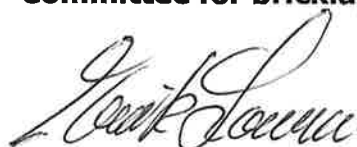
**Belgium Innovative Tile Academy  
BITA**



Peter Goegeboeur  
*Secrétaire exécutif*

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**The Danish Professional Joint  
Committee for bricklayers**



Eric Fog Larson  
*Education officer for tilers*

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**Schweizerischer Plattenverband / SPV**



Konrad Imbach  
*Zentralpräsident*