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# STATUTES

**Gütegemeinschaft  
Schwerer Korrosionsschutz**

von Armaturen und Formstücken durch Pulverbeschichtung e.V.

**Quality Assurance Association for  
Heavy-Duty Corrosion Protection**

of Valves and Fittings with Powder Coating (GSK e.V.)

**Statutes of the  
GSK Quality Assurance Association for Heavy-Duty  
Corrosion Protection of Valves and Fittings with Powder  
Coating  
Gütegemeinschaft Schwerer Korrosionsschutz von  
Armaturen und Formstücken durch Pulverbeschichtung e.V.  
(Germany)**

**1. Name, registered office and fiscal year**

**1.1** The Association is a quality assurance association<sup>1</sup> (Gütegemeinschaft) within the meaning of the quality principles for RAL Quality Marks<sup>2</sup> (Gütezeichen) in the respective applicable version and uses the name "Gütegemeinschaft Schwerer Korrosionsschutz von Armaturen und Formstücken durch Pulverbeschichtung e.V." (Quality Assurance Association for Heavy-Duty Corrosion Protection of Valves and Fittings with Powder Coating), hereinafter referred to as GSK. The Association is registered in the register of associations at the Amtsgericht (County Court) of Ulm, Germany.

**1.2** The registered office and the place of performance and jurisdiction for claims arising from these statutes are in Schwäbisch Gmünd.

**1.3** The fiscal year is the calendar year.

**2. Purpose and tasks**

**2.1** The purpose of the Association is to

**2.1.1** assure the Quality of heavy-duty corrosion protection of valves and fittings with powder coating and

**2.1.2** label Quality-assured products or services with the GSK Quality Mark (Gütezeichen).

**2.2** To fulfil this purpose the Association has the task of

**2.2.1** creating statutes for the Quality Mark (Gütezeichen) including Implementation Regulations,

**2.2.2** monitoring that Holders of the Quality Mark (Gütezeichen) observe the Quality Mark (Gütezeichen) Statutes

**2.2.3** obligating Holders of the Quality Mark (Gütezeichen) to only label such Quality-assured products or services with the Quality Mark (Gütezeichen)

**2.3** The Association is a not-for-profit organisation and does not act primarily in its own economic interests.

**2.4** The Association represents the interests of its members towards the general public and the community, such as the authorities, trade associations and organisations.

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<sup>1</sup> Güte is a high Quality Mark for RAL certificated organisations. RAL German Institute for Güte (Quality) Assurance and Certification

<sup>2</sup> Güte Mark is a high Quality Mark

### **3. Membership**

The Association has Ordinary Members (3.1) and Supporting Members (3.4).

#### **3.1 Membership of the Association is open to:**

**3.1.1** any company that is a manufacturer of valves and/or fittings and carries out the epoxy powder coating itself. Membership may be acquired by any company, which undertakes to recognize without reservation the statutes of the quality association by way of a commitment certificate. Manufacturers within the meaning of GSK are all companies, which perform powder coatings as their own performance in accordance with the quality assurance of heavy corrosion for valves and fittings by powder coating.

**3.1.2** manufacturers of valves and fittings who have the epoxy powder coating carried out by contract with a third party that is an Ordinary Member of the Association or

**3.1.3** companies that manufacture epoxy coating plants material.

**3.2** The permission to use the quality mark should be granted within two years following the application (taking note of by the association`s office). A reimbursement of the admission fee once paid is excluded.

**3.3** There is an obligation to designate the plants in which the inspections take place (in accordance with the valid quality and testing regulations).

**3.4** Any trade association or person who represents business or trading interests can become a Sustaining Member if the Association recognises a justified interest in Quality assurance. Sustaining Members do not have a voting right at the General Assembly.

**3.5** The membership application has to be sent in writing by letter, E-Mail or fax to the association`s office. Applicants must agree to accept these Statutes and comply with the Quality and Test Regulations together with the Implementation Regulations and the Quality Mark (Gütezeichen) Statutes.

**3.6** The Executive Committee decides on the application. If the application is rejected, the applicant may lodge a complaint with the association`s office within four weeks of receipt of the decision by letter, E-Mail or fax. The complaint must be justified. The Executive Committee decides on the complaint on its following meeting. If the complaint is rejected by the Executive Committee, the next ordinary General Assembly decides on the complaint. If the complaint is also dismissed by the General Assembly, the complainant may take legal action in accordance with Section 11 within four weeks of the decision being delivered by letter, E-Mail or fax. Rejection of the application and dismissal of the complaint have to be justified.

**3.7** Companies, that are not manufacturers of valves and/or fittings itself (companies that do not produce valves and/or fittings themselves) and act as commercial companies, cannot become a full member. Section 3.1.3 remains unaffected.

### **4. Rights and duties of members**

**4.1** The Association is available for its members in all matters relating to Quality assurance. Members have the right to acquire the GSK Quality Mark (Gütezeichen) in accordance with Section 3.1.

**4.2** A member can only assign rights resulting from membership to a legal successor. The assignment must be approved by the Executive Committee. The Executive Committee also stipulates the form of the assignment.

**4.3** Members are obligated to

**4.3.1** promote the intended purpose of the Association,

- 4.3.2 apply for the granting of the right to use the Quality Mark (Gütezeichen) within six months of having received membership in accordance with Section 3.1,
- 4.3.3 observe the provisions of the complete Statutes as well as the resolutions of the Association's bodies relating to the Statutes,
- 4.3.4 pay fees or allocated payments to the Association on time.
- 4.4 Holders of the Quality Mark (Gütezeichen) are themselves responsible for the Quality of their products/services. Liability on the part of the Quality Assurance Association (Gütegemeinschaft), its bodies or representatives is excluded.

## **5. Termination of membership**

- 5.1 Membership ends with:
  - 5.1.1 termination,
  - 5.1.2 expulsion,
  - 5.1.3 the opening of insolvency proceedings or rejection of such due to lack of assets, unless membership is continued by the insolvency administrator.
  - 5.1.4 winding-up.
- 5.2 Termination can only be notified by observing a period of notice of six months to the end of the fiscal year. The GSK fiscal year applies. The declaration must be sent by letter, e-mail or fax to the association's office.
- 5.3 The Executive Committee can expel a member if
  - 5.3.1 the requirements of Section 3 are no longer met
  - 5.3.2 the member has not applied for the GSK Quality Mark (Gütezeichen) to be granted in accordance with Section 3.1 within six months of becoming a member (Section 4.3.2)
  - 5.3.3 the application for the granting of the Quality Mark (Gütezeichen) is rejected irrevocably.
  - 5.3.4 the Quality Mark (Gütezeichen) awarded has not been used for a period of six months or
  - 5.3.5 the member has seriously contravened the Statutes of the Quality Assurance Association (Gütegemeinschaft), the Quality Mark Statutes, the Implementation Regulations, the Quality and Test Regulations or resolutions of the bodies of the Quality Assurance Association (Gütegemeinschaft) relevant to the statutes.
  - 5.3.6 the member seriously damages the reputation of GSK or its bodies.
  - 5.3.7 fees, levies or inspection fees are not paid by the member within three months of the due date.
- 5.4 Prior to the intended exclusion, the member concerned shall have the opportunity to comment on the intended exclusion to the Executive Committee within a period of 4 weeks (after receipt of the letter announcing the exclusion) by letter, e-mail or fax. The statement must be addressed to the association's office.
- 5.5 The excluded member may lodge a complaint with the Executive Committee within four weeks of notification of the exclusion decision. The complaint must be justified. If the appeal is dismissed, the appellant may take legal action in accordance to section 11 within 4 weeks (after receipt of the negative decision). The office conducts the correspondence on behalf of the Executive Committee.
- 5.6 The lodging of an appeal has no suspensive effect.

- 5.7** The departure of a member company does not affect GSK's claims against it. Contributions and levies that have not yet been paid must be paid in full by the member. The excluded member remains obliged to pay the membership fee as well as inspection fee for the entire current fiscal year. The leaving member has no claims for a share of GSK's assets or other services.

## **6. Bodies of the Association**

- 6.1** The bodies of the Association are:

- 6.1.1** the General Assembly,
- 6.1.2** the Executive Committee,
- 6.1.3** the Quality Committee,
- 6.1.4** the Managing Director.

- 6.2** It is not admissible for the rights and duties of a body to be taken over or interfered with by another body.

- 6.3** Anyone who belongs to a body of the Association must perform the business of the Association impartially and treat confidentially any member's internal business or operational procedures of which they become aware during the course of their work.

## **7. General Assembly**

- 7.1.1** The ordinary General Assembly is convened by the Managing Director on behalf of the Chairman of the Executive Committee no later than every two years.

- 7.1.2** An extraordinary General Assembly is also be convened if the Chairman of the Executive Committee, the Executive Committee or a third of the members so request.

- 7.1.3** In both cases (section 7.1.1 and section 7.1.2) invitation letters will be sent at least 21 days in advance by letter, e-mail or fax along with the agenda.

- 7.2** If additional proposals are to be included in the agenda, these must be submitted in writing by letter, e-mail or fax to the Managing Director at least ten days before the General Assembly as a request and also formulated accordingly. The Managing Director has to inform the members of these by letter, e-mail or fax without delay. The General Assembly can only vote on proposals that are not on the agenda hereafter if the majority is in favour. This does not apply to elections or to proposals to amend these Statutes as well as the Quality Mark (Gütezeichen) Statutes, the Implementation Regulations or the Quality and Test Regulations, or to wind up the Association.

- 7.3** Every General Assembly that is duly convened is quorate. This must be pointed out expressly in the invitation.

- 7.4** Each member in accordance with section 3.1 has a place and vote at the General Assembly. It can be represented by a representative authorised by it in writing. The authorised representative has a maximum of **4** votes, i.e. one member may represent 3 members who are not present. Only members or bodies of justice may be authorised.

- 7.5** Resolutions require a simple majority of the votes of those present and representatives. A tie of votes is considered as a rejection. Amendments to the Statutes require a three-quarters majority of the votes present. Section 12.1 remains unaffected.

- 7.6** The General Assembly

- 7.6.1** receives the reports of the Executive Committee and can debate these,

- 7.6.2** elects the Executive Committee

- 7.6.3 and the auditor and the auditor's representative,
  - 7.6.4 discusses and approves the annual financial report and the budget for the next two fiscal years and grants discharge to the Executive Committee and the Managing Director,
  - 7.6.5 decides on the fee regulations,
  - 7.6.6 decides on amendments to the Statutes,
  - 7.6.7 makes basic decisions on the Quality and Test Regulations as well as the Implementation Regulations,
  - 7.6.8 decides on proposals in accordance with these Statutes,
  - 7.6.9 decides on levies. Levies are only possible for the association's purpose and may not exceed twice an annual fee of an annual membership fee.
- 7.7 Instead of the resolution in a formally convened General Assembly, decisions that do not result in a change in the statutes of association, amendment of the Quality and Inspection Regulations or the winding up of the GSK may also be taken in the written circulation procedure, if the Executive Committee so decides. To this end, a deadline of 2 weeks shall be laid for the casting of the vote. In this case, the items due for decision shall be communicated to all members entitled to vote, expressly stating that a vote is to be held in written circulation procedure, by letter, e-mail or fax. The points to be voted on must be adequately explained. Voting in written circulation procedure must be carried out by letter, e-mail or fax. It must be signed by the voting member and received by the association's office within the time limit set by the invitation to vote. To preserve the written vote, a transmission by letter, e-mail or fax is sufficient. The invitation to vote should state that votes received after the deadline cannot be taken into account. In the written circulation procedure, a transfer of votes is not permitted. A decision taken in written circulation procedure shall be valid if at least 1/4 of the voting members have taken part in due time. An application is considered accepted if more than 1/2 of the participants agree. In case of a tie of votes the vote of the chairman of the Executive Committee shall be decisive. The counting by the vote is carried out by the Managing Director. The result must be recorded and announced the members by letter, e-mail or fax within 4 weeks by the association's office.
- 7.8 The General Assembly is chaired by Chairman of the Executive Committee or a representative acting on his/her behalf. Minutes shall be drawn up on the proceedings of the General Assembly, signed by the recorder. The same applies if votes are made in writing.

## **8. Executive Committee**

- 8.1 The Executive Committee comprises the Chairman, his/her deputy and at least one up to 5 other board members. Eligible to vote are the owners, staff and employees of members as well as former employees from members with a consulting contract with the member. This contract must be submitted to the Managing Director.  
The Executive Committee passes its resolutions by a simple majority vote; if there is a tie, the Chair's vote is decisive.  
(The chairman of the Quality Committee in accordance with section 9 is member of the Executive Committee.)
- 8.2 The term of office for the members of the Executive Committee is four years (election period) and lasts until a new Executive Committee has been elected. Re-election is allowed. The term of office terminates automatically with the resignation of the corresponding member or at the end of the consulting contract. The Managing Director must be informed of the termination.
- 8.3 The Executive Committee within the meaning of § 26 BGB (German Civil Code) are the Chair and the Deputy Chair. Each has sole power of representation and represents the Association in all matters.

- 8.4** If a member of the Executive Committee leaves during his or her term of office, the remaining members of the Executive Committee shall appoint a substitute on an interim basis until the next election. This is entitled to vote. The appointment of a substitute is only necessary if the number of members of the Executive Committee go below the minimum number of 3 members by this resignation in accordance to section 8.1
- 8.5** Meetings of the Executive Committee are normally convened twice a year by the chairman or deputy of the chairman by the Managing Director. The invitation including the agenda is sent at least 14 days in advance by letter, e-mail or fax. The Executive Committee shall have a quorum if at least half of its members are present. The Executive Committee shall act by a simple majority. In case of tie of votes, the vote of the chairman is decisive. In matters concerning his/her own company, a member of the Executive Committee is excluded from the resolution. If the chairman is excluded from resolution, the vote of his/her deputy is decisive in the event of a tie of votes.
- 8.6** Decisions of the Executive Committee may also be taken by letter, e-mail, fax or telephone if no written objection is made to this.
- 8.7** A minutes must be drawn up on the meetings of the Executive Committee and the decisions taken in accordance with section 8.6 which must be signed by the recorder. All members of the Executive Committee and the association`s office must receive a copy of this by letter, e-mail or fax. Objections to a minutes must be made to the Managing Director within 2 weeks after receipt of such a minutes.
- 8.8** The Executive Committee manages the Association on an honorary basis, expenses are excluded.

## **9. Quality Committee**

- 9.1** The Quality Committee comprises the chairman, his/her deputy and at least two other members who are appointed for a four-year term of office by the Executive Committee. Re-appointment is allowed. The Quality Committee with voting rights is made up of technical staff or owners of members.
- 9.2** In addition, the chairman of the Executive Committee and his/her deputy are members of the Quality Committee. They stand by the Quality Committee in an advisory capacity and are not entitled to vote.
- 9.3** In addition to members of the Quality Assurance Association (Gütegemeinschaft), the Quality Committee shall include both the representatives of external inspection as well as independent experts and, if necessary representatives of public authorities. The remuneration of these persons is provided by GSK. They are appointed by the Executive Committee, are on hand to advise the Quality Committee and are not entitled to vote.
- 9.4** The term of office of a member of the Quality Committee automatically ends with leaving the corresponding member company. If a member of the committee resigns during the term of office, the Executive Committee shall appoint a new member of the committee. The office lasts for the current term of office. Re-appointment is allowed.
- 9.5** The Quality Committee
- 9.5.1** prepares Quality and Inspection Regulations, as well as the Implementation Regulations for review by the Executive Committee and resolution by General Assembly.
- 9.5.2** is responsible for the award of the GSK Quality Mark (Gütezeichen). It examines applications for the GSK Quality Mark (Gütezeichen) and proposes to the Executive Committee that the GSK Quality Mark (Gütezeichen) be awarded to the applicant or shall inform him of the reasons for the deferral.
- 9.5.3** monitors that Holders of the Quality Mark (Gütezeichen) observe the Quality Mark Statutes and the Implementation Regulations,

- 9.5.4** supports the Executive Committee and the work of the Executive Committee on a voluntary basis. Expenses compensation is excluded, apart from the external inspectors.
- 9.5.5 convenes in consultation with the Executive Committee and the Managing Director the meeting of the Technical Circle (Quality Committee and technical interested parties from member companies) in order to inform about technical topics and to further develop the Quality and Inspection Regulations, as well as the Implementation Regulations.
- 9.6** Quality Committee meetings are normally convened by the chairman of the Executive Committee or his/her deputy by the Managing Director. The invitation including the agenda is sent at least 14 days in advance by letter, e-mail or fax. The Quality Committee shall have a quorum if at least half of its members are present. The Quality Committee passes resolutions with a simple majority. If there is a tie of votes, the chairman's vote is decisive. A member of the Quality Committee is excluded from the passing of a resolution in matters concerning his or her own company. If the chairman is excluded from the decision the vote of his/her deputy is decisive in case of a tie of votes.
- 9.7** Decisions of the Quality Committee may also be taken by letter, e-mail, fax or telephone if no written objection is made to this.
- 9.8** Minutes of the resolutions shall be drawn up on the meetings of the Quality Committee and on the decisions taken in accordance to 9.6 which must be signed by the recorder. All members of the Quality Committee and the Executive Committee as well as the association's office must receive a copy of this by letter, e-mail or fax. Objections to minutes must be made to the Managing Director within a period of 2 weeks after receipt of the minutes by letter, e-mail or fax.

## **10. Managing Director**

- 10.1** The Executive Committee appoints the Managing Director.
- 10.2** The Managing Director must conduct the business of the Association impartially in accordance with these Statutes as well as the resolutions of the Association's bodies in accordance with the instructions of the Executive Committee. He or she shall participate in the meetings of the Association's bodies in an advisory capacity.
- 10.3** Within the limits of the budget, the Managing Director carry out transactions which obliges the Association. If the decision on the budget takes place only after the beginning of the new fiscal year, the Executive Committee shall be authorised to make the revenue and expenditure which is indisputably necessary for the performance of the tasks and day-to-day management.

## **11. Legal recourse**

- 11.1** For disagreements resulting from the Statutes of the Quality Assurance Association (Gütegemeinschaft) including the Quality Mark (Gütezeichen) Statutes, the Implementation Regulations and the Quality and Test Regulations or from the activities of the Association, the parties are free to choose between a decision by an ordinary court or by the court of arbitration.
- 11.2** If the parties mutually agree to request a decision by the court of arbitration, this shall make the final decision on the legal dispute and the costs of the lawsuit without recourse to the ordinary courts of law.
- 11.3** Legal costs are not affected by this.
- 11.4** Unless otherwise specified in these Statutes, the provisions of the German Code of Civil Procedure (ZPO) shall apply for the composition and proceedings of the court of arbitration.
- 11.5** Both parties shall each nominate an assessor. The assessors shall choose a chairperson who must be qualified to hold judicial office. They must agree on the chairperson within two weeks of the prosecuting party being informed that the second assessor has also been nominated.



If they do not agree, the prosecuting party can demand that the Managing Director of the Association asks the Landgericht Ellwangen (Local Court at Ellwangen) to nominate the chairperson. The same applies when one of the parties has not nominated an assessor within two weeks of being requested to do so.

- 11.6** The right to ask in urgent cases for a temporary injunction to be issued by the competent court of law remains unaffected.

## **12 . Final provisions**

- 12.1** In the event of a dispute, the German version of the applicable association statutes shall prevail.

- 12.2** The disbanding of the Association can be decided by the General Assembly with a three-quarters majority if a motion is included in the agenda.

- 12.2** The disbanding will be carried out by the Executive Committee if the General Assembly does not appoint other liquidators. The General Assembly shall decide how the assets of the Association shall be used after all liabilities have been discharged. The assets shall be used for the purpose of Quality assurance or promoting Quality.

- 12.3** Amendments to these statutes, even of an editorial nature, require the prior written consent of RAL before they become valid. They come into force after they have been made known to the General Assembly by the Executive Committee of the Quality Association (Gütegemeinschaft), the General Assembly has approved the amendments to the statutes and these have been registered with the competent register court.

**Translation**

RAL Deutsches Institut für Gütesicherung und Kennzeichnung	RAL German Institute for Quality Assurance and Certification
RAL Anerkennung	RAL Approval
Gütegemeinschaft	Quality Assurance Association (Gütegemeinschaft)

Grundsätze für Gütezeichen	Guidelines for Quality Marks (Gütezeichen)
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Gütezeichen	Quality Mark (Gütezeichen)
Gütezeichenbenutzer	Holders of the Quality Marks (Gütezeichen)
Güteausschuss	Quality Committee
Gütebedingungen	Quality Regulations
Gütegrundlage	Quality Principles
Gütemerkmale	quality criteria
Gütesicherung	Quality Assurance
Güteschutz	Quality Protection
Güteüberwachung	Monitoring of Quality
Gütevorschriften	Quality Regulations

Satzungswerk	Statutes
Zeichensatzung	Quality Mark (Gütezeichen) Statutes

## Gütegemeinschaft Schwerer Korrosionsschutz

von Armaturen und Formstücken durch Pulverbeschichtung e.V.

## Quality Assurance Association for Heavy-Duty Corrosion Protection

of Valves and Fittings with Powder Coating (GSK e.V.)

Haus der Bayerischen Wirtschaft  
Max-Joseph-Str. 5  
80333 Munich, Germany

Tel. +49 89 / 55 17 86 70  
Fax.: +49 89 / 55 17 85 75

Geschäftsführerin/  
Managing Director:  
Dr. Alexa A. Becker

info@gsk-online.de  
www.gsk-online.de

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