

# IWMA

## ARTICLES OF ASSOCIATION

### IWMA International Water Mist Association Internationaler Wasser-Nebel Verband

#### § 1

##### **Name, Address, Registration, Business Year**

- (1) The association was founded on the 4<sup>th</sup> of April, 1998 under the name: "International Water Mist Association".
- (2) The registered address of the association is in Hamburg, Germany.
- (3) The association is registered in the register of associations at the County Court Hamburg.
- (4) The business year is the same as the calendar year.
- (5) Changes to the articles of the association are subject to § 33 I BGB.
- (6) The place of jurisdiction is the same as the registered address of the association.

#### § 2

##### **Purpose and Tasks**

- (1) Purpose and objective of the association is the advancement of the idea of innovative fire protection in the public (§ 52 / para. 2 nr. 12 AO) especially via water mist technology. This should take account of both the claim to a high standard of environmental compatibility of extinguishing systems as well as the protection of human life and property. The purpose of the articles is particularly achieved by:
  - the promotion of research, development and application in innovative fire-fighting methods, in particular in the area of water mist technology as well as related fields
  - the cross connection and the further development of findings from scientific research and experiments as well as practical experience.
  - the creation of the necessary preconditions for the introduction of innovative methods of firefighting.

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- working out guidelines for the design, installation and operation of fire extinguishing installations.
  - issuing certificates for extinguishing systems, their components and readiness for operation according to the association's guidelines.
  - publishing assessment studies on extinguishing systems.
  - the support of European and international co-operation of official and private bodies.
  - carrying-out the formulation, co-ordination and realization of research tasks as well as the associated technology transfer
  - planning for and organizing of scientific events such as conferences, discussion groups, working meetings, seminars and demonstrations
  - furtherance of education
- (2) The activity of the association has an international dimension.
- (3) The association is entitled to establish branches and furthermore to establish non-profit as well as profit-orientated institutions and companies within the association's home country and abroad. The association is also entitled to engage in other non-profit as well as profit-orientated institutions and companies within the association's home country and abroad that deal with the research in and the development and application of innovative firefighting, in particular in the area of the water mist technology as well as related fields.

### § 3

#### **The Common Good**

- (1) The association will carry out its purpose exclusively and directly for the common good in the sense of the section "purposes with tax dispensations" of the tax regulation.
- (2) The association pursues the common good and not primarily its own economic purposes.
- (3) Any resources of the association may only be expended for purposes as defined in the articles of the association. The members of the association do not receive any contributions from the resources of the association. It is not permitted that a person will receive benefits from the association for items foreign to the purpose of the association or through disproportionately high rewards.

### § 4

#### **Co-operation with other Institutions**

- (1) In the fulfillment of its tasks the association will co-operate closely with specialist companies, experts, scientific establishments and institutions.
- (2) The details of this co-operation may be the subject of co-operation agreements.

### § 5

#### **Membership**

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- (1) Members of the association may be individuals or legal entities supporting the work of the association materially or idealistically in the sense of the articles of the association.
- (2) Ordinary Members are individual persons and legal entities.
- (3) Supporting Members are individual persons or institutions supporting the association financially, materially or idealistically. They may be appointed to the advisory council and are also entitled to make proposals and contribute advice in the assembly of members.
- (4) Co-operative members are institutions with similar task briefs as IWMA and which co-operate with it. Their rights are the same as those of supporting members.
- (5) Honorable Members are ordinary members of the association who after proposal by the board or the scientific council are distinguished by the assembly of members for special services to the association under the articles of the association. They have the same rights as ordinary members and are dispensed from paying their membership contribution.
- (6) Further members may be admitted to the association through unanimous decision by the board.
- (7) An application for membership has to be submitted in writing to the board.
- (8) After being admitted, members will be entered into the list of members of the association.
- (9) Only members of the association are entitled during the time of their membership to display the association logo on stationery as well as wear it as a badge.

### § 6

#### **Fees and Contributions**

- (1) On principle, the association will be funded by member fees and contributions.
- (2) Members pay an annual fee. The amount of the annual fee will be determined by the assembly of members for the respective following business year.
- (3) The annual fee becomes due at the beginning of the respective business year. In the year of joining the association it will become payable pro-rata.

### § 7

#### **Loss of Membership**

- (1) The membership can be terminated through leaving, exclusion, winding up of the association or death.
- (2) Members may leave by written declaration to the board giving two months' notice prior to the end of the calendar year.

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- (3) Members can be excluded only with a minimum of three quarters of the board members voting for it.
- (4) After its membership has been terminated the member will be crossed from the member list.
- (5) Any member fees overdue for more than one year are considered a good cause in the sense of paragraph 3.

### § 8

#### Functional Structure

The functional structure is as follows:

- the assembly of members,
- the board,
- the scientific council.

### § 9

#### The Assembly of Members

- (1) The assembly of members consists of all members belonging to the association. A quorum will be established by members present.
- (2) The assembly of members will discuss and resolve essential matters of the work of the association.
- (3) The chairman of the board will fix the date for the assembly of members and publish the agenda at least 2 months, in urgent cases 4 weeks prior; he/she will chair the assembly. Assemblies of members will be carried out at least once a year. Upon application of a minimum of 20 % of the ordinary members an additional assembly has to be called.
- (4a) The assembly of members will resolve matters by a simple majority of votes. If the votes are evenly divided between for and against, the application will be dismissed. Apart from voting and electing by a show of hands during the assembly of members the members may also vote and elect in writing using such means as email and fax.
- (4b) The assembly of members will directly elect the chairman of the board as well as the chairman of the scientific council; and further will elect the other members of the board by a simple show of hands. Where the votes are evenly divided a decision will be reached by drawing lots. The chairman of the board may run for re-election once.
- (5) A change to the articles of the association can only be decided with a minimum of three quarters of the votes of members present. In order to change the purpose of the association and wind it up the consent of all members is required. Where members have not turned up, their consent must be obtained in writing. Such applications have to be brought to the attention of all members together with the invitation for the assembly.

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- (6) The resolutions of the assembly of members are entered into minutes which have to be signed by the chairman.

## § 10

### Responsibilities of the Assembly of Members

The ordinary assembly of members

- elects the members of the board,
- will receive the report of the auditor or if applicable of the chief executive or the association secretary for the past business year,
- will receive the report of the activities as well as clear the board for the past business year,
- will approve the selected, professional and independent auditor for the current business year,
- will put applications of members and the board to the vote for resolutions,
- will vote on rules for membership

## § 11

### The Board

- (1) Members of the board and external representation:

1. The board will consist of at least four and at most ten elected members. The board will be elected for the duration of three years. It is possible to be re-elected.
2. The board will elect from its members the vice chairman.
3. The association will be represented to the outside by its chairman and vice chairman; everybody is entitled to personal representation according to § 26 BGB.
4. Member companies and institutions, that allocate a member of the board, may – if the employee in question leaves the company or institution – appoint an interim member of the board from within the company or institution. A board member in an interim capacity does not have the right to vote. (This new member of the board will have to be confirmed in office at the following member meeting by election. Once elected voting rights are granted)

- (2) Tasks:

The board will preside over the association; its tasks include

- a) monitoring the activity of the association,
- b) preparing and carrying out the resolutions of the assembly of members,
- c) appointing the chief executive and/or the association secretary as applicable
- d) determining the terms of condition,
- e) to appoint and to relieve the members of the scientific council,
- f) co-operation with other societies and institutions at home and abroad,
- g) the formation of working committees,
- h) the compilation of rules in regard to the admission of new members.

- (3) Meetings and Resolutions:

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1. The meetings of the board will be called by the chairman at least six weeks, in urgent cases two weeks prior to the meeting. The agenda has to be distributed at least two weeks prior to the meeting.
2. Resolutions by the board shall be valid when at least two thirds of the members of the board have voted in favor either in person or by voting in writing. Resolutions require a simple majority of votes. If the votes are equally divided the vote of the chairman will decide.
3. All meetings of the board and resolutions adopted will be recorded in minutes.

## § 12

### Executive

- (1) The association may maintain an office; it will be run by the chief executive or if applicable by the association secretary. The chief executive or if applicable the association secretary will report to the chairman.
- (2) The chief executive or if applicable the association secretary is responsible to the board for the proper running of the affairs of the association in accordance with the resolutions of the association. He/she will be supervising the members of staff of the association. He/she will be responsible for setting out terms of reference determining the activities.
- (3) The chief executive or if applicable the association secretary has to compute annually for the assembly of members the bill of costs for the last business year. This will be audited through an external accountant, an auditor appointed by the assembly of members as well as the chairman of the board or his vice.

## § 13

### Scientific Council

- (1) The scientific council advises the board in technical and scientific questions and supports the association according to § 2.
- (2) The scientific council will consist of all individuals and legal entities appointed by the board.
- (3) The scientific council will elect from its members two representatives of the chairman.
- (4) As a rule, the scientific council will meet twice a year.
- (5) The chairman of the scientific council will be elected for the duration of three years. It is possible to be re-elected.

## § 14

### Winding up of the Association

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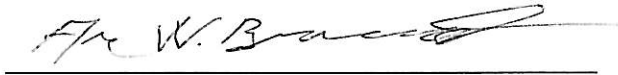
- (1) Only an assembly of members especially called for this purpose may decide upon winding up of the association. § 41 BGB applies.
- (2) In the case of winding up or suspension of the association or the tax dispensation no longer applying to the purpose of the association, any remaining assets of the association will go to a legal official entity or another tax-privileged body, which will use these resources directly and exclusively for the further development of fire Protection, especially the research and advancement of water mist technology.

### § 15

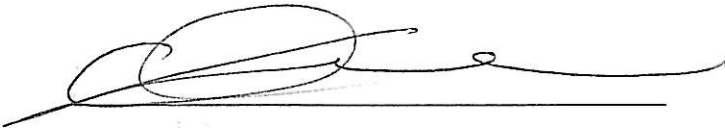
#### Final Provisions

- (1) The jurisdiction of the Federal Republic of Germany shall apply.
- (2) Should individual parts of these articles of association be or become ineffective, the other parts shall remain valid. In the place of the part which has become invalid a provision shall be deemed to have been agreed which meets as closely as possible the intended purpose of the association.

Hamburg, 22<sup>nd</sup> October 2019



Are Wendelborg Brandt, Chairman of the Board



Dirk K. Sprakel, Vice-Chairman of the Board