

GTSPA001

GTS Statutes

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Gemeinschaft Thermisches Spritzen e.V.
Association of Thermal Sprayers

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1 Name, headquarters, financial year

- 1.1 The association is a group formed from the industrial, trade and research sector specialising in the field Thermal Spraying and bears the name “Gemeinschaft Thermisches Spritzen“ (in short “GTS“). The association is registered with the official register of societies and associations at the Munich county court.
- 1.2 Headquarters and court of jurisdiction as well as place where contract is to be fulfilled in case of claims relating to the statutes is Munich.
- 1.3 Financial year is the calendar year.

2 Purpose and tasks

- 2.1 The association has the following purpose:
 - 2.1.1 to assure thermal spray quality and
 - 2.1.2 to mark products, whose quality is assured, with the GTS certificate and
 - 2.1.3 to promote thermal spray technology,
in particular by way of
 - joint advertising activities,
 - joint public relations activities to facilitate a more widespread application of Thermal Spraying,
 - specialist events such as colloquia, exhibitions, seminars, training programmes, etc.
- 2.2 To this end the association has the task of
 - 2.2.1 creating a GTS certificate guideline together with GTS implementation requirements,
 - 2.2.2 monitoring the compliance of GTS certificate users with the GTS guideline,
 - 2.2.3 ensuring that GTS certificate users only mark those products with the GTS certificate whose quality is assured.
- 2.3 The association is non-profit-making.

3 Membership

- 3.1 Membership in the association can be acquired by:
 - 3.1.1 any business in the industrial and trade sector – no matter what legal status – which, by way of Thermal Spraying, applies coatings to finished or semi-finished parts or products.

- 3.1.2 any business, institution or individual who does not fulfil the requirements in paragraph 3.1.1 can become a sponsoring member.
- 3.1.3 businesses, institutions or individuals who have rendered outstanding services to GTS or Thermal Spraying can be conferred honorary membership by the committee.
- 3.2 Membership applications must be addressed in writing to the office of the Thermal Spraying Association (GTS). Applicants are obliged to acknowledge the statutes and to comply with their regulations.
- 3.3 The Executive Board rules on applications. If an application is rejected, the applicant may lodge a complaint with the Quality Committee within 4 weeks of receiving notification. Should the complaint be dismissed, the member lodging the complaint may contact a court of arbitration within 4 weeks of receiving notification. Grounds for the rejection of an application and the dismissal of a complaint must be given.

4 Members' rights and obligations

- 4.1 The association is available to its members in all matters concerning quality assurance. In accordance with paragraph 3.1.1 members are entitled to acquire the "GTS certificate for Thermal Spraying".
- 4.2 A member can transfer rights deriving from GTS membership to a legal successor only. The transfer of rights must be approved by the Executive Board. The Executive Board shall also determine the nature of the transfer.
- 4.3 Members are obliged to:
 - 4.3.1 promote the purpose of the association,
 - 4.3.2 apply for the conferment of the GTS certificate within a period of 6 months after acquiring membership pursuant to paragraph 3.1.1,
 - 4.3.3 comply with the entire regulations of the statutes as well as decisions made, in accordance with the statutes, by the various decision-making bodies of the association,
 - 4.3.4 pay membership fees or costs punctually to the association in accordance with paragraph 12.
- 4.4 Users of the GTS certificate are themselves responsible for the quality of their products. Liability on the part of "GTS", its decision-making bodies or representatives is impossible.
- 4.5 "GTS" shall assist its members in the event of claims. The costs incurred shall be carried by the member concerned.

5 End of membership

5.1 Membership ends with:

5.1.1 withdrawal,

5.1.2 expulsion,

5.1.3 death of member,

5.1.4 liquidation,

5.1.5 file for bankruptcy by member,

5.1.6 dissolution of the association.

5.2 Withdrawal is only valid in written form 3 months before the end of the calendar year.

5.3 The Executive Board can expel a member if:

5.3.1 a justified claim has been filed,

5.3.2 the conditions in paragraph 3.1 are no longer fulfilled,

5.3.3 the application for GTS certification has irrevocably been rejected,

5.3.4 the member seriously contravenes the "GTS" statutes including the GTS certificate guideline, the GTS implementation requirements as well as GTS quality management guidelines, or contravenes the decisions made, in accordance with the statutes, by the various GTS decision-making bodies,

5.3.5 the application for the award of the GTS certificate is not submitted within 6 months in accordance with paragraph 4.3.2.

5.4 The expelled member can lodge a complaint with the Quality Committee within 4 weeks of receiving notification. If the complaint is dismissed, the member lodging the complaint can contact a court of arbitration within 4 weeks of receiving notification. In the event of paragraph 5.3.4 the expulsion can only be averted after expiry of the deadline if the member furnishes proof of a new successful initial inspection and thus resumes the GTS identification/labelling of products.

5.5 Claims on the part of the association against a member are not affected by withdrawal of membership or expulsion.

6 Decision-making Bodies of the Association

- 6.1 The decision-making bodies of the association are:
- 6.1.1 the general meeting,
 - 6.1.2 the Executive Board,
 - 6.1.3 the Quality Committee,
 - 6.1.4 the executive member of the board,
 - 6.1.5 The restriction of the rights and obligations of one decision-making body by an other is not permissible.
- 6.2 It is the obligation of those belonging to a decision-making body of the association to conduct the business of the association impartially and to treat in strictest confidence internal business and company matters of members imparted to them while fulfilling their responsibilities.

7 General Meeting

- 7.1 The general meeting is convened at least once a year by the Executive Board via the executive member of the board. It must also be convened when the Executive Board or one third of the members demands this. Invitations and the agenda must be in written form and must be sent out 21 days in advance.
- 7.2 Proposals by members to be discussed at the general meeting must be submitted in written form at least 8 weeks prior to the date of the meeting.
- 7.3 Proposals which do not appear on the agenda can only be voted on if the majority of the members is in favour of this.
- 7.4 Elections, proposals concerning amendments to the statutes and the dissolution of the association must, without exception, be included in the agenda sent out with the invitation.
- 7.5 Every general meeting convened in accordance with the rules has a quorum. Attention must be explicitly drawn to this fact in the invitation.
- 7.6 Every member has a seat and a vote at the general meeting. A member can be represented by another authorised person. The authorisation must be in written form. An authorised representative holds a maximum of 3 votes.
- 7.7 Decisions require the simple majority of votes of those present and represented. A tied vote counts as rejection. Amendments to the statutes require a two-thirds majority. The dissolution of the association requires a three-quarters majority.

- 7.8 The general meeting
 - 7.8.1 receives reports from the Executive Board and can negotiate about these,
 - 7.8.2 elects the Executive Board – every member according to 3.1 is eligible for office,
 - 7.8.3 elects the Quality Committee,
 - 7.8.4 approves the activities of the Executive Board at the end of the financial year,
 - 7.8.5 advises on and approves the annual financial report and the budget for the next financial year,
 - 7.8.6 determines changes to membership fees or costs,
 - 7.8.7 decides on amendments to the statutes,
 - 7.8.8 determines changes to the GTS certificate guideline,
 - 7.8.9 decides on proposals according to these statutes.
- 7.9 The general meeting is run by the Executive Board or by a representative authorised by the Executive Board to do so. The proceedings of the general meeting must be recorded in written form. These minutes must be signed by the chairperson of the meeting and the executive member of the board. The same applies to written agreements.
- 7.10 The minutes of the meeting shall be sent to every member.

8 Executive Board

- 8.1 The Executive Board consists of:
 - a) the president
 - b) the 1st deputy
 - c) the 2nd deputy
 - d) the 3rd deputy as executive member of the board
 - e) the 4th deputy
 - f) the chairman of the Quality Committee

It makes its decisions based on a simple majority.
- 8.2 The term of office of each member of the Executive Board is two years and lasts until the new election of the Executive Board. Re-election is permissible.
- 8.3 The Executive Board represents the association in court and out of court, although each member of the board is entitled to sole representation. By internal regulation, the 1st deputy is only entitled to represent the president should the latter be prevented from fulfilling his/her duties, and likewise, the 2nd deputy is only entitled to represent the president and the 1st deputy should both be prevented from fulfilling their duties.

- 8.4 The Executive Board jointly awards and withdraws the GTS certificate on the recommendation of the Quality Committee.
- 8.5 The Executive Board awards honorary membership in “GTS” to businesses, institutions or individuals who have rendered outstanding services to “GTS”.
- 8.6 On the recommendation of the Quality Committee, the Executive Board appoints independent institutions to carry out inspections and tests according to the quality and inspection requirements of “GTS”.
- 8.7 The Executive Board fulfils its duties in an honorary capacity.
- 8.8 In matters concerning an Executive Board member’s own business/company, this board member is excluded from the decision-making process.
- 8.9 The Executive Board is obliged to run the association in the economic interest of the association.

9 Quality Committee

- 9.1 The Quality Committee consists of a chairman who must be a member of the association according to 3.1.1, and at least five other members elected at the general meeting for a period of two years. Re-election is permissible. In addition, the association’s president, the deputy-president and the executive member of the board are members of the Quality Committee.
- 9.2 In addition to members of “GTS”, at least one member of an institution appointed to carry out the inspection necessary for the attainment of the GTS certificate for Thermal Spraying must belong to the Quality Committee. This institution is designated by the Executive Board.
- 9.3 The Quality Committee
 - 9.3.1 draws up the GTS certificate guideline and appropriate GTS inspection requirements which the general meeting must decide upon.
 - 9.3.2 checks applications for the award of the GTS certificate and either recommends that the application be accepted, rejected or postponed. In the event of postponement the Quality Committee informs the applicant of the reasons for this.
 - 9.3.3 ensures that GTS certificate users comply with the GTS certificate guideline as well as the GTS implementation requirements.
 - 9.3.4 supports the Executive Board.
- 9.4 Decisions made by the Quality Committee require a simple majority of those present. In matters concerning a committee member’s own business, this member is excluded from the advisory process and decision-making process. If, in this case, the chairman is involved, a temporary chairman is appointed by those present. In the event of a tied vote the chairman has the casting vote. Decisions must be recorded in written form. These must be signed by the chairman and the executive member of the board and must be reported to the general meeting.
- 9.5 The Quality Committee fulfils its duties in an honorary capacity.

10 Executive Member of the Board

- 10.1 The 3rd deputy as executive member of the board is responsible for the impartial execution of the association's general business pursuant to the statutes and the decisions of the various decision-making bodies of the association.
- 10.2 As executive member of the board the 3rd deputy can, within the limits of the budget, carry out transactions which are binding for the association.
- 10.3 The Executive Board pursuant to paragraph 8.1 a), b), c) can grant the 3rd deputy as executive member of the board an expense allowance.

11 The Court of Arbitration

- 11.1 The court of arbitration is responsible for disputes arising from the GTS statutes, including the GTS certificate guideline, GTS implementation requirements as well as the GTS quality management guidelines and GTS inspection requirements, or from the association's activities.
- 11.2 The structure and procedure of the court of arbitration are laid down in the code of civil procedure, in so far as these statutes do not stipulate anything to the contrary.
- 11.3 Each party shall appoint an assessor. The assessors shall elect a chairperson who is qualified to be a judge. Within 4 weeks of appointing the second assessor the two assessors must agree on a chairperson. If no agreement is reached, the prosecuting party can demand that the 3rd deputy as executive member of the board request the District Court in Munich to appoint a chairperson. The same applies if one party fails to appoint an assessor within 4 weeks of being called upon to do so.
- 11.4 The court of arbitration rules on the dispute and the costs of the proceedings, excluding the remuneration for the members of the court of arbitration.
- 11.5 In emergency cases both parties are at liberty to apply for the issue of an interim injunction at the court of law responsible.

12 Ruling on Fees

- 12.1 Membership fees are based on the total number of employees in a business directly involved in Thermal Spraying and are divided into 4 categories:

I	10 employees or less
II	11–20 employees
III	21–50 employees
IV	51 employees or more

The level of the fees is based on the prevailing ruling on fees which is determined by a simple majority vote at the general meeting.

- 12.2 Sponsoring members must pay no less than the fee for category II.

13 Inspection and Testing Costs

- 13.1 On request, a member company can receive a cost estimate from one of the institutions commissioned by the association to carry out inspections. This cost estimate is based on the expenditure required, in agreement with the Executive Board.

14 Dissolution of the Association and Accumulation of the Association's Property

- 14.1 On the dissolution or annulment of the association or on the discontinuation of its purposes to date, the property of the association becomes the property of DVS (German Welding Association) which shall use it directly and exclusively for the promotion of Thermal Spraying.

15 Final Clause

- 15.1 Should individual clauses in these statutes be invalid, this in no way affects the validity of the remaining clauses.

Munich, October 16, 2010

Gemeinschaft Thermisches Spritzen
Quality Management for Thermal Spraying