

Articles of Association

of the Union of European Scaffolding Contractors (UEG)

Preamble

The Union of European Scaffolding Contractors is founded in the sense of a common representation of the interests of the scaffolding trade at European level. Against this background, the individual members shall endeavour to work for the formation of a unified will on the basis of the common interests of the members and to act in a spirit of togetherness. Appropriate consideration is to be given to national traditions and particularities.

In case of doubt, these principles shall be used.

§ 1

Name, registered office, financial year, legal form

1. The association bears the name "Union der Europäischen Gerüstbaubetriebe (UEG)" e. V. and is entered in the register of associations at Cologne Local Court.
2. UEG has its registered office in Cologne.
3. The financial year of the UEG shall be the calendar year.

§ 2

Purpose

The UEG has the purpose,

- to coordinate, safeguard and support the common economic, business, technical, social, cultural and other professional interests of the members at European level,
- to record, coordinate and promote the common interests of the members,
- to safeguard and support the common economic, business, technical, social, cultural and other professional interests of the members at European level,
- to ensure a permanent link between members and to facilitate exchanges between members and their members.

In this sense, UEG pursues the following goals in particular:

- Support member initiatives that are of general interest to all members.
- the representation of the economic interests of the members as well as their members
- the design and dissemination of rules of ethics in the commercial activity of the scaffolding trade
- the monitoring of the legislative processes related to scaffolding
- Standardisation of the regulations on the authorisation to engage in commercial scaffolding activities
- Standardisation of scaffolding inspections in Europe
- Standardisation of the content of vocational courses and qualifications in Europe
- Standardisation of working conditions in scaffolding in Europe
- Standardisation of framework conditions in scaffolding, in particular of

- Rules for measurement and invoicing in scaffolding construction
- Guidelines (criteria) regarding the erection of scaffolds

- ● Occupational safety regulations in scaffolding construction
- Regulation of conditions and creation of a corresponding institution for the amicable and conciliatory resolution of disputes between and with scaffolding companies.
- The Union does not pursue an economic profit-making purpose (ideal association)

§ 3 Membership

1. Full membership

Full membership can be acquired by:

- national scaffolding trade organisations duly established in the individual states,
- regional representative associations from individual states in which a comprehensive national trade organisation for scaffolding companies does not exist or in which such a trade organisation is not a full member of the UEG
- an individual scaffolding company only if there is no professional organisation in a particular country of which the company can become a member. If a national professional organisation is established at a later date and becomes a member, the full membership of the individual scaffolding company shall be converted into an associate membership at the end of the year in which the national professional organisation becomes a member.

2. Associate membership

Associate membership can be acquired by:

natural or legal persons who are professionally or economically close to the scaffolding trade and/or who support the UEG by making a contribution to be agreed.

Associatemembers are in particular:

- Manufacturer
- Dealers
- Importers
- Supplier of products for scaffolding
- Service providers for scaffolding (e.g. brokers, engineering firms, financial service providers)

Associate members have all the rights and obligations of full members, except the right to vote in the General Assembly and eligibility for election to the Board.

3. Honorary membership

Upon proposal of the Board, the General Assembly may approve

- a) former members of the Board as Honorary Presidents and
 - b) Persons who have rendered outstanding services to scaffolding shall be appointed honorary members.
- Statutory rights and obligations are not associated with this.

§ 4

Acquisition and termination of membership

1. Further members shall be admitted upon application. A decision by written application is possible. The application must be addressed to the Secretary General of the UEG. The Board with the Secretary General accepts the application and decides on the admission, taking into account the admission criteria decided by the General Assembly. The admission is confirmed in the following General Assembly.
2. Membership may be terminated by the member with a notice period of 3 months to the end of the year. The notice of termination shall be addressed to the General Secretariat and shall be in written form.
3. The General Assembly may decide on the expulsion of a member for good cause (e.g. dues owed, violation of the Articles of association, serious violation of the interests of the Association).
4. With the withdrawal of a member, its claims against the UEG expire. Fees and contributions already paid as well as founding expenses will not be refunded. Upon termination of membership there is no claim to a share of the association's assets.

§ 5

Organs

The organs of the UEG are the General Assembly and the Board.

§ 6

General Assembly

1. The General Assembly shall be composed of delegates appointed by the full members and associate members respectively. The Board may limit the number of delegates to two per full member and one per associate member.
2. The Board of the UEG shall in principle convene in text form an ordinary session of the General Assembly every year at least two months before the scheduled date. The agenda is enclosed with the convocation. Proposals for the agenda must be submitted to the General Secretariat at least one month in advance.
3. The President of the UEG shall convene in text form an extraordinary session of the General Assembly if this is requested in writing by at least one third of all members. The request must include the proposed agenda. The meeting shall be held within two months of receipt of the request.
4. Any General Assembly duly convened shall constitute a quorum if 50 % of the members entitled to vote are present.
If at least 50 % of the voting members are not present at the General Assembly, another meeting shall be convened without delay, taking into account all the requirements of paragraph two.
This must be expressly stated when the meeting is convened.

5. Each full member has one vote. If several full members come from the same European state, they have only one common vote on which they must agree. The absence of such agreement shall be considered as abstention by that state. The right to vote may only be transferred to other delegates, irrespective of nationality.
6. Resolutions of the General Assembly shall be passed by a simple majority of the votes cast, unless the Articles of association provide otherwise. Amendments to the Articles of Association and the dissolution of the Association require a majority of two thirds of the voting members.

A simple majority shall be deemed to exist if, of the votes cast, the number of votes in favour outweighs the number of votes against.

The following applies to elections: The candidate who receives the absolute majority of the votes of all members is elected. If no candidate receives this majority, a second ballot shall be held in which the candidates with the highest number of votes shall be elected by a simple majority of the votes cast. In the case of only one candidate, a simple majority of the votes cast shall also be sufficient for a second ballot.

7. Minutes shall be taken of the resolutions and elections of each General Assembly, which shall be signed by the President and approved by the next General Assembly.
8. The General Assembly is responsible for all matters not expressly assigned to the Board. These tasks include in particular resolutions on amendments to the Articles of Association, election and control of the Board, fixing the membership fee, election of two auditors and dissolution of the UEG.
9. The national host association may be granted a lump sum expense allowance for hosting the General Assembly according to rates to be decided by the General Assembly.

§ 7 Board

1. The Board shall consist of the President and two Vice-Presidents:
 - a) a Vice-President for the Economic and Legal Affairs Division
 - b) a Vice-President for Technology

The members of the Board shall belong to different European states.

2. Only persons in leading positions from a scaffolding company *or national professional scaffolding organisations*, which are full members of the UEG, can be elected to the Presiding Committee. *The office of President as well as the office of at least one Vice-President shall remain reserved for persons who are active in a leading function in a scaffolding company.*

The members of the Board are elected by the General Assembly for a period of two years. The President and the Vice-President are elected on the proposal of their national professional organisations, which must be full members. The person who receives the absolute majority of all votes cast is elected. Further details are regulated in §6 6. The Board remains in office until new elections are held.
3. If the President is temporarily prevented from exercising his office or if he leaves office prematurely, the Vice-President for Economic and Legal Affairs shall take over his office on a provisional basis. If the aforementioned conditions are to be seen in the person of one

of the Vice-Presidents, his office shall be taken over provisionally by the General Secretary. If a member of the Board has left office prematurely, a new election for the remaining term of office shall be held at the next General Assembly.

4. The Board shall take its decisions by a simple majority of its members. Each member of Board shall have one vote. In the event of a tie, the President shall have the casting vote. The Board has a quorum if more than half of its members are present. In principle, decisions are taken at meetings which require the presence of the Board. Minutes shall be taken of the decisions of the Board and shall be approved by the next meeting of the Board. In exceptional cases, especially in case of urgency or illness of a member of the Board, resolutions may also be passed in writing (by post, fax or e-mail), unless a member of the Board objects.
5. The President shall convene the Board as required or when two Board members so request. The time, place and agenda of the meeting shall be given to the members of the Board by the Secretary General on behalf of the President at least three weeks before the meeting.
6. The members of the Board shall administer their office as an honorary office free of charge. Reimbursement and compensation may be granted for cash expenses and time missed in accordance with the rates to be decided by the General Assembly. The payment of a lump-sum compensation for cash expenses and time missed in the form of per diem and accommodation allowances is permissible.

§ 8

Representation of the Association

The members of the Board represent the UEG externally, judicially and extrajudicially according to § 26 BGB. Each member of the Executive Committee is entitled to represent the UEG individually.

The power of representation of the Secretary General, like that of the Board, shall extend to all legal transactions as defined in § 30 BGB.

§ 9

Working Committee

Working Committee shall be set up for the areas of engineering, economics and law as well as European regulations, each of which shall be chaired by a Working Committee leader. The Working Committee on *European regulations* shall be staffed proportionally with persons from the Working Committees on *economics and law* as well as *Engineering*. The members of the Working Committee *Economy and Law* and *Engineering* shall be proposed by the responsible Vice-President; the members of the Working Committee *European Regulations* shall be proposed by the President. The respective members shall be confirmed by the Board. The term of office of the Working Committee shall be the same as that of the Board.

The Board may appoint additional temporary working groups to carry out specific tasks; the same shall apply to working groups which are subordinate to the Working Committee.

§ 10 Contributions

1. The General Assembly shall set the annual subscription for full and associate members.
2. Members' contributions shall be determined in accordance with the provisions in the Financial Regulations.

§ 11 Secretary General

1. The Board shall appoint a Secretary General who shall run the General Secretariat in accordance with the guidelines of the Board and the Rules of Procedure. The Secretary General may appoint a deputy.
2. Where staff are available, the Secretary General shall be their disciplinary superior.
3. The General Secretariat is located in the office of the Federal Scaffolding Association (BVG). Details on the use of the office shall be agreed between the Board and the BVG.

§ 12 Rules of Procedure

The Rules of Procedure(s) and amendments thereto shall be drawn up by the Board and shall require the confirmation of the General Assembly. They are not part of the articles of association.

§ 13 Final provision

1. These Articles of Association are written in German and English. In case of conflict, the German version shall prevail.
2. All status and function designations in these Statutes shall apply in both the masculine and feminine form.
3. § 13 shall also apply to the rules of procedure.