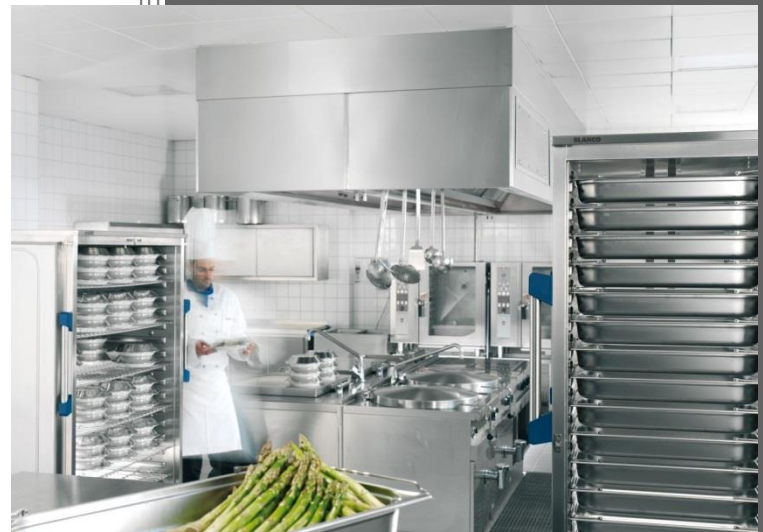


# HKI Industrial Association House, Heating and Kitchen Technology



## Statutes

(Translation of  
the binding  
German version)

# HKI-Statute

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- adopted at the ordinary General Meeting on 7<sup>th</sup> June 2005 –
- last changed at the ordinary General Meeting on 5<sup>th</sup> October 2021–

## Article 1

### Name, head office and business year

1. The HKI - Industrial association for House, Heating and Kitchen Technology is an association of manufacturers of domestic and commercial heating and cooking appliances as well as plants, facilities and equipment for commercial catering equipment.  
  
The association is a legal association in the purpose of the BGB and is registered within the register of associations at the district court in Frankfurt am Main.
2. The head office of the association is Frankfurt am Main.
3. The business year is the calendar year.

## Article 2

### Purpose and tasks of the Industrial Association

1. The Industrial association represents the interests of producers of domestic heating and cooking appliances including non-thermal appliances towards authorities and administrative institutions and provides support in general and in specific economic and technical issues.

## Article 3

### Membership

1. Ordinary Membership

Companies which produce equipment in the Care Sector can be an ordinary member of the association. The Advisory board decides about extensions by introduction of a HKI-Branch.

The application for being an ordinary member of the Association must be submitted in form to the office of the Industrial Association.

The applicant should provide all necessary information for the Association's decision.

The admission of ordinary members occurs through the Advisory Board by recommendation of the Special Department.

By refusal of the request on ordinary membership the applicant has the right of appeal the General Assembly of the industrial association.

All ordinary members have equal rights and duties.

The ordinary membership entitles for the benefit of the Industrial association in all specific questions and all of its facilities.

The ordinary membership obligates to develop the common purposes of the industrial association, to support the industrial association by carrying out its duties, to fulfill the statutory decisions of the industrial association and its institutions and to provide all information which is necessary for carrying out the duties of the industrial association and its structure.

## 2. Sustaining membership

Groups, facilities, organizations, association, natural persons and companies with a material link to the Care Sector of the HKI Industrial Association can join a department within the scope of an Sustaining membership.

The Sustaining membership is for the goodwill and possibly for the financing support of the HKI-association in fulfilling its purpose and tasks as mentioned in its article 2.

The requirement of acceptance by HKI Association is no discrepancy against article 2 as mentioned

All Sustaining members have equal rights and duties.

The Sustaining membership establishes no rights to vote in the departments and the HKI-Association and is limited to the exchange of mutual information as well as participation at the General Assembly. The participation in meetings of the HKI-association and in its groups/ committees or other committees is only possible with the agreement of Executive Committee and the respective committee. Therefore a three-quarters majority is necessary.

Applications for a Sustaining membership must be addressed in writing to the Committee's office at the Industrial Association. The applicant has to provide all necessary information which is important for the admission and decision.

The admission of sustaining members is granted by the Advisory Board on recommendation of the respective department or a suitable interest group according to article 9.

The Level of benefits under the sustaining membership to the HKI-association has to be agreed by the HKI-Chief Executive in consultation with the Presidents of the HKI-association or in individual cases with the extraordinary member.

3. The Membership ends through

- a) Liquidation of a company or the dissolution of a group
- b) Termination

The termination should be done with a registered letter. It can only be declared at the end of a fiscal year with a six-month period.

- c) by exclusion

The exclusion can ensue in case of

- aa) gross violation of the bylaws or due to other important reasons
- bb) nonpayment of the contributions despite repeated reminders

The Advisory Board of the Industrial association decides about the exclusion of a member. The excluded member has the right for an appeal of the General Meeting of the Industrial association which finally decides.

- 4. The termination of the membership does not exempt the member from its obligations to the association. Any claims to the Association shall lapse on the termination of the membership.
- 5. Persons who have outstanding service within the Association's may be elected with suggestion of the President in the General Meeting to an honorary member

## **Article 4**

### **Elements and facilities of the Association**

The organs of the industrial association are:

- a) The President of the Industrial association
- b) The Executive Committee of the association
- c) The Advisory Board of the association
- d) The General Assembly of the association

Additional facilities are:

- e) The professional associations of the association
- f) The departments, professional groups and working groups
- g) The subject committees
- h) The interest groups

## **Article 5**

### **The President**

1. The President is elected for a two-year term by the General Assembly. Re-elections allowed. The election of the President occurs with simple majority and by secret vote. The General Assembly may decide from time to time the election by acclamation. The President remains in office until new elections have taken place.
2. The President of the Industrial Association is the chairperson according to § 26 BGB.
3. The president chairs the General Assembly. If the President is unable to do so, the Vice-President chairs the General Assembly. He has to monitor the observance of the Bylaws and the implementations of decisions of the elements of the association  
  
He has the right for a veto against the decisions of the departments, interest groups, sub-departments, professional groups, working groups and subject committees.

## **Article 6**

### **The Executive Committee**

1. The Executive Committee consists of the President, the Chairmen of the departments, the Chairman of the Finance Committee and a Chairman of the Technical Committees. The Executive Committee selects of their middle two vice-Presidents.
2. The President is allowed to recommend the Advisory Board other persons for election to the executive committee for a period of 2 years. Re-election is valid.
3. The Executive Committee consults and supports the President in preparing and implementing the decisions of the respective organs of the Industrial Association.

## **Article 7**

### **The Advisory Board**

1. The Advisory Board is composed of:
  - a) The Executive Committee
  - b) The Chairman of the departments
  - c) The Chairman of the Joint ventures corresponding to. Art. 11 sec. 2
  - d) The members which are delegated by vote by the General Assembly.

The delegation by vote is carried through by the General Assembly of the Industrial Association for 2 years. Candidates are nominated by the Advisory Board. Re-election is valid.

The number of delegated members should not exceed 10.

Delegation should preferably be so that the composition of the Advisory Board adequately represents the professional and regional interests as well as different sizes of member enterprises.

Only owners, executive committee members, managers, or executives of member companies can be delegated to the Advisory Board by vote.

2. The President of the Industrial Association can allow individuals, who are not part of the Advisory Board, to take part at the meetings of the Advisory Board in consulting function. The Advisory Board decides in case of doubts.
3. The Advisory Board is responsible for managing the Industrial association according to the decisions of the General Assembly, the decision on the admission and exclusion of members, the election of the Executive Committee, the approval for forming interest groups, the appointment of managers, the decision on other transactions that are outside of the current and usual business operations and consulting the President. The Advisory Board also decides about membership of the Industrial Association to a higher-level association.
4. Decisions of the Advisory Board are formed by simple majority. In case of a tie, the President casts the deciding vote. The Advisory Board only has a quorum if at least half of all members of the Advisory Board are present.
5. The invitation for the Advisory Board Meeting including the agenda shall be communicated (at least fortnight (date of dispatch) before the date of the respective meeting.

## **Article 8**

### **General Meeting of the Industrial Association**

1. The General Assembly is staffed by the full members of the HKI-association.
2. The General Meeting of the Industrial Association is for:
  - a) The election of the President of the association
  - b) The co-optation for Advisory Board
  - c) The election for the Finance Committee
  - d) The decision about the appeal against the rejection of an application and against the exclusion of a member
  - e) The approval of the annual accounts

- f) The Industrial Association setting membership fees and annual accounts
  - g) The permission of the annual budget and the annual accounts as well as the approval of the actions of the President, the Vice-President, the Executive Committee, the Advisory Board, the Finance Committee and the manager
  - h) The formation of professional associations
  - i) The formation of subject committees and election of representatives for special tasks
  - j) The decision on applications for amendment of the bylaws
  - k) The assignment of an accountant or an auditor for the control of the annual accounts
  - l) The election of honorary members
  - m) The treatment of all other matters of fundamental importance and the issues which the President submits to the General Assembly for decision.
3. The General Assembly must be held at least once during the fiscal year (Annual General Meeting). Further General Assemblies are called if at least 10% of the members of the association or the majority of the Advisory Board or a Professional association demands it or if the President deems it necessary.
  4. The invitation for the General Meeting including the agenda shall be communicated (per post, fax or on electronically way) to each ordinary member at least fortnight (date of dispatch) before the date of the respective meeting. In particularly urgent cases invitations can be sent out shorter term if all participants have agreed.
  5. Other agenda items for the General Assembly must be sent to the HKI General Office at least 5 days before the day of the Assembly (via mail, fax or on electronically way).
  6. A point, which is not at the agenda, will only be handled if the majority of the attending full members at the General Meeting have agreed.
  7. Every full member has one vote. A full member can represent another by written approval, but is not allowed to unite more than 3 more votes. Decisions are made by simple majority. In case of voting ties, the president has the right to give the deciding vote.

Written votes outside the General Meeting shall be allowed in all cases, unless if a full member demands a decision through the General Assembly.

A resolution shall be valid in the case of a written vote if

- all members have been included in text form (including e-mail),
- at least one third of the members have cast their votes (including abstentions) in text form (including e-mail or fax) by the deadline set, and
- the resolution was passed with the required majority (votes cast without abstentions).

8. Every duly convened General Assembly is capable to form decisions.
9. Requests which intend a transaction of the association or an amendment of the present bylaws can only be raised by a 2/3 majority of all attending votes at a duly convened General Assembly. The request should be on the agenda.
10. For every General Assembly, there should be a report which especially covers the decisions and which is signed by the head of the meeting and the secretary.
11. The General Assembly can also be held as a virtual or hybrid General Assembly by means of electronic communication (video conference) if a presence meeting is not possible or disproportionate for legal or factual reasons (e.g. pandemic). The president decides on the implementation of a virtual or hybrid General Assembly.
  - 1) In the case of the virtual General Assembly, the members may participate in the General Assembly without being present at the place of the meeting and exercise their membership rights, including voting, by means of electronic communication.
  - 2) In the case of the virtual or hybrid General Assembly, the president may also allow members to cast their votes in writing (including e-mail) without attending the General Assembly before the General Assembly is held.
  - 3) In the case of written voting, if a member requests that a resolution be passed by the General Assembly, it is also possible that only the discussion takes place during the General Assembly, while the passing of the resolution can be carried out by a new written vote. This decision is up to the chairman of the meeting. In this case, the adoption of a resolution by the General Assembly cannot be demanded again.

## **Article 9**

### **Professional departments and interest groups**

1. For perception of special interest within the scope of the Industrial Association the regular members can integrate to a legally dependent professional department.

For perception of special interest within the scope of the Industrial Association the extraordinary members can integrate to a legally dependent professional department.

The formation of an interest group requires the approval of the Advisory Board and the professional department.

2. Professional departments exist for:
  - a) Catering equipment
  - b) Heating and cooking appliances



For the General Assemblies of the professional departments and the interest groups, the election of their Chairmen und deputy Chairmen, the regulations of the Industrial Association apply

3. The Chairmen of the professional associations report about the tasks in the meetings of the Advisory Board and the General Meeting of the Industrial Association.
4. The Chairman and the general manager of the Industrial association have to be invited to the meetings of the professional departments and they will receive the meeting minutes as well as the newsletters of the Professional departments.
5. The General Manager has to be invited to the General assemblies of the interest groups. He will receive the meeting minutes and newsletters of the interest groups.

## **Article 10**

### **Sub-departments, professional groups and working groups**

1. The sub-departments combine producers/manufacturers of individual appliances. They are obliged to yield for all questions concerning their field of interest.
2. The formation of sub-departments is carried through by the General Assembly of each professional department. If needed, sub-departments can form appropriate sub- groups (professional groups) as working groups.
3. For the General Assembly of the sub-departments, professional groups and working groups, the election of Chairmen and vice-Chairman, the provisions of the Industrial Association shall apply.
4. The President and the General Manager of the Industrial Association and any honorary member have to be invited to the General Meetings of the sub-departments, professional groups and working groups and they have to receive the minutes and newsletters of the sub-departments and working groups.

## **Article 11**

### **Subject committees**

1. If necessary, the General Meeting can establish permanent or temporary subject committees to perform particular general tasks.
2. Committees exist for:
  - a) Technology
  - b) Economics

c) Public Relations.

The Chairmen of the subject committees and its members are elected for a two-year term by the General Assembly. Re-election is valid.

3. The Subject committees have a consulting function.
4. The Chairmen of the subject committees report about the tasks in the meetings of the Advisory Board and the General Assembly of the association.
5. The Chairman and the general manager of the association are invited to the meetings of the subject committees and have to receive the minutes of the meetings and newsletters.

## **Article 12**

### **Manager**

1. The industrial association holds a general office for the operation of day-to-day business. The office is led by a General Manager. For special subjects, further managers may be hired.
2. The General Manager and the managers are appointed by the President of the Industrial association in accordance to the choice of the Advisory Board. They run the current business based on the instructions of the President of the Industrial association.
3. The Manager leads the business neutral and has to treat information concerning the business activities of member enterprises strictly confidential.

The obligation to confidentiality pertains also to the employees of the general office and is also valid towards the bodies of the Industrial Association. It remains valid also after the general manager leaves the Industrial Association.

4. The general manager hires and recruits the required staff for doing business.
5. The general manager coordinates the work of the manager and the consultants within the office. He has instruction and monitoring power.
6. The manager takes part in the meetings of the Advisory Board, the General Assembly, meetings of the departments, the sub-departments and the –subject committees with consulting function.
7. If individual departments and sub-departments have their own offices, the General Manager of the Industrial Association t has the right of insight into specific documents, as far as this is necessary for the fulfillment of the statutory tasks.

## **Article 13**

### **Finance**

1. An annual budget has to be presented to the regular General Assembly of the association for approval.
2. To cover the current costs and other commitments, charges are levied, whose amount and way of collection are adopted by the General Assembly.
3. The instructions and the guidelines of the President are binding for the cash management and the accountancy of the Industrial Association. The control of the annual accounts is done by an accountant or an auditor commissioned by the General Assembly. The annual accounts for the last business year have to be presented to the General Assembly. The General Assembly is responsible for the approval of the annual accounts and discharge.
4. The Finance Committee is elected for a two-year term by the General Assembly and consists of a Chairman and two members, which have to control the proper financial advice. Re-election is valid.

The General Manager has to present a quarterly report on the revenue and the present expenditure of the Association to the Finance Committee.

5. The departments, interest groups, sub-departments and professional groups have the right to levy charges to cover special expenditures, intended for their field of expertise. The General Assembly of the departments, interest groups, sub-departments and professional groups decides about the amount and use.

## **Article 14**

### **Conflicts**

1. The Members of the Industrial Association for House, Heating and Kitchen Technology e.V. abstain from using the judicial way in all matters concerning membership and accept the decision of the arbitral court formed after the regulation of the ZPO, which consists of 3 persons and is located in Frankfurt am Main. Each party shall appoint one arbitrator. The appointed arbitrators choose a chairman. If the arbitrators cannot agree about the choice of a chairman, the President of the Chambers of Industry and Commerce shall nominate a chairman.
2. In legal disputes according to cases defined in § 91 GWB, members are entitled to claim on an individual basis for a decision by the ordinary court instead of a decision by the arbitral court.

This arbitration agreement is part of the Bylaws of the Industrial Association. The arbitral agreement is part of the bylaws of the Industrial Association.

If a party denies the nomination of an arbitrator or if a party doesn't nominate an arbitrator within 14 days, the Executive Committee of the association has the right of appointment.

The arbitral court takes a final decision by majority vote. The regulations of the civil process order are binding for the arbitral court.

## **Article 15**

### **Liquidation of the association**

1. A resolution of the General Assembly is necessary for liquidation of the Association. The decision for liquidation can only be taken with a majority of three quarters of all present votes of a properly called up General Assembly.
2. If residual assets exist after fulfilling all liabilities, the General Assembly decides about the application of these assets.

## **Article 16**

### **Legal validity**

These Bylaws becomes effective with the day of registration into the register of associations of the district court in Frankfurt am Main (06.02.2007).

## Arbitrational agreement

Industrial Association for House, Heating and Kitchen Technology  
Frankfurt am Main

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24.08.2012