



**Internationaler Verein für zukunftsfähiges Bauen und Wohnen e.V.
(The International Association for Sustainable Building and Living e.V.)**

(County Court Mannheim VR 332719)

Constitution

§ 1 Name, Registered Office and Financial Year

(1) The Association is registered under the name of Internationaler Verein für zukunftsfähiges Bauen und Wohnen- natureplus. The official short form of the association's name is natureplus. Through the incorporation into the official Register of Associations, the use of the suffix "e.V." is permitted. The Association shall be subject to the laws of the Federal Republic of Germany.

(2) The location of the registered office is Neckargemuend, Germany.

(3) The financial year is the calendar year.

§ 2 The Association's Aims

(1) The Association's aims are the promotion of science and research, environmental and consumer protection as well as consumer information in the area of future-oriented construction practises and accommodation i.e. sustainable, environmentally friendly and posing no health risks.

(2) The Association's aims are realised, in particular, through the development of scientific criteria and assessment procedures which are applicable in the assessment of building products, building materials and fittings/furnishings in relation to their effects on the environment and the risks they pose to health. The Association promotes eco-labels and quality labels for sustainable building products, building materials and fittings/furnishings. The Association provides information to consumers, planners, manufacturers and traders by means of a publicly accessible product database and through publications and events. The Association continues to promote the spread of national and international eco and quality labels in the construction industry and communicates internationally, multilingually and in an open and transparent manner.

(3) The Association pursues its aims in as many countries as possible and strives, through national organisations, to be present in as many countries as possible. The Association

pursues and supports every type of arrangement that is suitable to promote these aims. The pursuit of other non-commercial activities connected with the aims, as stated in § 2 Sec. 1, are permitted.

§ 3 Public Utility / Non-Commercial Activities

(1) The Association exclusively pursues non-commercial activities in the public interest pursuant to the section "Tax-privileged objectives" of the German Fiscal Code. It views itself as an environmental association and NGO (Non-Governmental Organisation) in the area of consumer information.

(2) The Association operates for the public good; its main interest does not lie in the pursuit of its own commercial advantage.

(3) The Association's financial resources may only be used for constitutionally compliant purposes. Members do not receive any payments or financial considerations from these monies.

(4) It is not permitted for a person to benefit from disbursements which do not support the aims of the Association or through disproportionately high salaries or emoluments.

(5) In the case that the Association is dissolved or suspended or in the case of the discontinuation of tax-privileged objectives, the assets are to be divided equally between the members of the areas C and D (in accordance with § 4 Sec. 2), under the conditions that they are tax-privileged corporations or legal bodies under public law.

§ 4 Membership

(1) Any legal person or any natural person who pursues the aims of the Association, in accordance with § 2a, and can be allocated to any of the membership areas in accordance with § 4 Sec. 2, may become an active or full member of the Association.

(2) Active or full members:

Active or full members are allocated into one of the following eight areas:

Area A: Traders of building products, building materials and equipment and their Associations

Area B: Manufacturers and importers of building products, building materials and equipment and their Associations

Area C: Environmental organisations

Area D: Consumers and health organisations, advisory and public institutions

Area E: Members of the construction and housing industry and architects and their Associations

Area F: Research and test/assessment institutes

Area G: Trades Unions and employees organisations.

Area H: Private persons.

(3) Sponsoring Members:

Natural or legal persons who are not included within the membership areas according to Art.4 Sec. 2, or those who have no interest in an active membership, may support the Association as non-voting sponsoring members.

(4) Application for Membership:

Membership applications must be made in writing. Acceptance of membership and the allocation into a particular membership area is decided by the executive committee. Applications may be rejected without stating a reason. If an application is rejected, the applicant may call upon the Membership Assembly who will, through a simple majority, decide upon the membership application. Legal recourse is prohibited.

§ 5 Termination of Membership

(1) Membership is automatically terminated if the member dies; the company is wound up; through resignation or suspension from the Association.

(2) Resignation of membership shall only effective at the end of a calendar year and with a notice period of a minimum of three months prior to the end of the calendar year. The resignation must be delivered in writing to the board of management and will be decided upon by the executive committee, conditional upon compliance with the aforementioned notice period.

(3) A suspension of membership is only possible for important reasons. Important reasons include

- The non-compliance with the aims of the Association,
- Behaviour likely to harm the Association,
- Advertising which is incompatible with or misuses the eco-label - natureplus®,
- Advertising which is incompatible with or misuses the membership of the Association,
- Arrears of payment of the membership subscription outstanding for more than one year.

A member can only be suspended after a previous warning has been issued by the board of management and – except in the case of subscription arrears – through ratification of an executive committee resolution agreed upon by 80% of the executive committee members. Any member suspended due to important reasons may appeal to the Membership Assembly which will make a final and binding decision. Legal recourse is prohibited.

§ 6 Membership Subscriptions

(1) A membership subscription is to be paid by every full or sponsoring member.

(2) The level of the membership subscription is set down in a subscription schedule which must be ratified by the Membership Assembly. Under certain circumstances, the executive committee is empowered to reduce the subscription level for individual members. The membership subscription is to be paid annually in advance.

(3) On 26th September 2007, the membership assembly drew up a schedule of subscription charges. Thereby, the level of the natureplus e.V. membership subscriptions is graduated according to the member's financial position. The number of employees working for a member company is taken as the indicator of its financial position. Each natureplus member must disclose the size of its workforce from the date on which this subscription schedule becomes effective. Failure to comply will lead the natureplus management board to make an estimate and base the subscription level thereon.

Membership subscriptions are always due for payment at the beginning of the calendar year. A reduction in the amount payable may be granted to members joining in the course of a year. Whenever possible, the subscription should be paid via a direct debit facility. Rebates can be agreed in the case of individual memberships within a company or association (e.g. company branches, national organisations within an international association).

(4) Upon the establishment of national associations of natureplus e.V. in accordance with § 10, these associations shall receive the right to collect the membership subscriptions in their respective country – regardless of any decision relating to the division of the subscription payments between natureplus e.V. and the national associations.

§ 7 The Association's constitutional bodies

The bodies of the Association are:

- The Membership Assembly
- The Executive Committee
- Commissions and committees
- The national Associations

Tasks, responsibilities and duties of the individual bodies of the Association are defined in paragraphs 8 to 11.

Over and above this, the Association can appoint counsel who may have a representative function in science or politics.

(2) In order that no language barriers to effective participation in the bodies of the Association exist, the meetings of the Association's bodies shall, if such a request is made by a member, be held in the English language or at least an English translation provided.

§ 8 Membership Assembly

(1) The membership assembly is the highest body of the Association. A membership assembly takes place at least once a year.

(2) In agreement with the executive committee, the Membership Assembly is convened by the chairperson. The members must be notified in writing no later than one month before the date of the assembly meeting. This notice period begins on the date in which the notifications

are sent to the addresses contained within the register of members. The invitation must contain details of the location and time of the meeting and be accompanied by a draft agenda. This agenda can be ratified by a simple majority at the beginning of the assembly and may, due to important considerations, be altered. The invitation should also contain any additional documentation such as business reports or motions required by the members. The date of the full member's assembly is to be publicised in advance - as a rule, three months before the date of the assembly. The Membership Assembly is deemed to be quorate, independent of the number of attendees, as long as it has been duly and properly convened.

(3) The membership assembly makes the final decision in all matters that are laid before it.

(4) The membership assembly has the following special powers:

1. Determining or altering the constitution.
2. Election of the Association's executive committee.
3. Election of the internal auditors.
4. De-selection of the executive committee, if this is requested by 2/3 of the weighted voters, according to § 8 Sec. 5.
5. Acceptance of the annual report and the annual financial statement
6. Discharge of the executive committee.
7. Authorisation of the business plan.
8. Authorisation of the rules relating to membership subscriptions.
9. Decisions relating to motions raised.
10. Dissolution and liquidation of the Association.

(5) Weighting of votes

The members of each area represented at the member assembly are accorded the same number of votes within the membership assembly as they hold within the executive committee in accordance with § 9 Sec. 1. The number of these votes is then divided by the number of members present from each individual area. The result is the weighted voting power of each member. One member can therefore hold a maximum of one vote. With the exception of those resolutions covered by §8 Sec. 6, all resolutions are decided, according to the recognised voting procedure, by a simple majority vote of the members present. Voting rights can only be exercised in person.

(6) Constitutional changes require a two-thirds majority of the members present in accordance with the recognised voting procedure. The dissolution of the association requires a two-thirds majority of the members present in accordance with the recognised voting procedure.

(7) Elections are to be conducted by secret-ballot when requested by a member.

(8) It is required that written minutes be taken at every Membership Assembly. This document must then be countersigned by the minute-taker and the Association's chairperson. The minutes must contain the results of votes taken and the resolutions passed.

(9) Motions for inclusion in the membership assembly agenda must be delivered to the executive committee no later than two months before the membership assembly if they are to be addressed at the meeting and resolutions thereon ratified.

(10) The executive committee can call for an extraordinary membership assembly at any time. The executive committee is also obliged to call an extraordinary membership assembly within two months when requested in writing by 1/5 of the weighted voting members

corresponding to §8 Sec. 5. Otherwise the same rules apply as for ordinary membership assemblies.

§ 9 Executive Committee

(1) Composition of the executive committee:

Members of the executive committee can only be full members of the Association or their representatives. The member areas according to § 4 Sec. 1 are represented with equal rights on the committee as follows:

Area A: Traders of building products, building materials and equipment and their associations.	1 Member
Area B: Manufacturers and importers of building products, building materials and equipment and their Associations.	1 Member
Area C: Environmental organisations.	1 Member
Area D: Consumers and health organisations, advisory and public institutions.	1 Member
Area E: Members of the construction and housing industry	1 Member
Area F: Research and test/assessment institutes	1 Member
Area G: Trades Unions and employees organisations	1 Member
Area H: Private persons	1 Member

If a member category is not represented on the executive committee, then the total number of executive committee members will be reduced by the corresponding amount.

(2) Election of the executive committee:

Both the executive committee and the association members have the right to nominate representatives of the membership assembly for positions on the executive committee. The executive committee members are elected at the membership assembly by a simple majority of the weighted votes corresponding to §8 Sec. 5.

(3) Period of Office:

Each member of the executive committee is elected for a period of two years. Re-elections are permitted.

(4) Executive Committee Chairperson / Deputy:

An executive committee chairperson and their deputy are chosen by and from the members of the executive committee.

The chairperson and deputy are both individually empowered to represent the Association in all circumstances, in or out of a court of law. The executive committee is defined according to

§ 26 BGB (German Federal Law) as the chairperson and their deputy.

(5) Convening Meetings and Passing Resolutions:

Executive committee meetings may be convened by the chairperson or their deputy. An invitation, including an agenda, is normally sent in writing to the executive committee members by the board of management two weeks prior to the date of the planned meeting. The preferred method is in electronic form i.e. via fax or E-mail. The dates of the executive committee meetings must be advertised a minimum of four weeks in advance. Resolutions may be passed by the executive committee with a simple majority of votes cast. Members of the executive committee may cast votes on behalf of other committee members. This simply requires an informal written request. The executive committee constitutes a quorum when a minimum of 50% of the members eligible to vote are present or if 50% of the eligible votes are represented by proxy representation. If the result of the vote is a tie, the chairman's vote decides the outcome. If the chairman is unavailable, the deputy's vote is decisive. Executive committee resolutions may be circulated in writing.

(6) Duties:

The executive committee is empowered with the leadership of the Association and the oversight of the enactment of the decisions of the membership assembly. They are tasked with the fulfilment of the following duties:-

- Deciding upon the use of the financial resources according to the decisions of the membership assembly.
- The announcement and preparation of the membership assembly.
- Acceptance of new members.
- Appointment of the Board of Management and overseeing their work. Dismissal of the Board of Management.
- Appointments to commissions and committees.
- Composition of the necessary controls and functional specifications.
- Exclusion of members from the Association.
- Cancellation of members from the membership list.
- Establishment of national associations

In order to ensure the fulfilment of its duties and to regulate responsibilities the executive committee shall be bound by a business ordinance.

§ 10 Commissions, Committees and national Associations

(1) In accordance with its constitutional aims, the Association is structured into specialist commissions and committees. Commissions and committees, above all the Criteria Commission, are constitutional bodies of the Association and are appointed by the executive committee. The duties and competence areas of these commissions and committees are determined by the executive committee in the form of individual functional specifications.

(2) The Association can, as required, establish information-, contact-, coordination- and business offices in participating countries, if they are deemed necessary to pursue and

achieve the aims of the Association, in accordance with § 2. The pre-requirements for the establishment of a national representation is a qualified number of members in the respective country and a sufficient financial basis. The rights and duties of the national associations are regulated in a separate constitution.

§ 11 Board of Management

(1) The executive committee shall assign a board of management to manage and lead the business of the Association and the operational functions. These duties may also be undertaken by contracted service provision companies. These duties are to be assigned to individual persons. It is the responsibility of the chairperson to oversee the activities of the management board in the period between meetings of the executive committee in accordance with § 9 (4). Legal transactions and business relating to real estate/property that exceed a value of €50K require the endorsement of the executive committee chairperson in order to be legally binding. If the chairperson is unavailable, the deputy may endorse such decisions and in exceptional cases another member of the executive committee. The rights and duties of the individual functions are laid down in functional specifications produced by the executive committee.

(2) The Board of Management is liable for the constitutionally compliant and lawful fulfilment of its duties. These include, in particular, the

- Administration of the financial resources according to the business plan.
- The announcement and preparation of the executive committee meetings and the membership assembly.
- Coordination of the work of the commissions in compliance with the constitution
- The management of the Association's branches and offices, employees and contractors.
- Supporting the work of the national associations
- Guiding and overseeing the information-, contact-, coordination- and business offices in the participating countries, if these tasks are not conducted by the national associations.
- Planning, bookkeeping and invoicing, reporting and preparation of the annual accounts.
- Public relations activities and advertising.

§ 12 Annual Financial Statement and Audit

(1) The Association produces an annual financial statement according to the regulations of the applicable tax laws.

The membership assembly assigns the auditors to inspect the annual accounts. Two auditors are chosen who must not be members of the executive committee. Each of the auditors is elected for a period of two years. Re-elections are permitted.

§ 13 Finances und Liability

(1) Financing: The Association finances its activities through:

- Annual membership subscriptions and subscriptions from sponsoring members.
- Research grants and sponsorships from public and private institutions
- Contributions, donations and other income sources.
- The management of the capital of the Association.

(2) Compensation for Expenses:

Members of the executive committee, the commissions and committees and members of the Association may receive compensation for expenses incurred during the execution of their duties for the Association as long as these can be substantiated by receipts and remain within reasonable limits. Additional compensation can be granted to the executive committee chairperson or his/her deputy for representative functions, if so decided by the executive committee. Compensation for expenses must be recorded separately in the annual statement of accounts. Members of the commissions and committees may also receive additional compensation for their work if so decided by the executive committee.

(3) Full-Time Employees:

Full-time or contracted employees of the Association and its offices receive salaries or fees according to the regulations for tax and social deductions.

The levels of these emoluments are decided by the executive committee according to the duties involved and qualifications required.

(4) Business Plan:

The executive committee meets at the beginning of the financial year to decide upon a draft business plan prepared by the board of management. This plan contains details of the expected levels of income and expenses within the operational framework. The level of annual spending is always based upon the level of expected income. A vote on the acceptance of the business plan is taken by the Association's members at the membership assembly.

(5) Liability:

Except in cases of gross dereliction of duty or through deliberate intention, the individual legal liability of the bodies and committee members is excluded. Only the Association's capital may be used as compensation in cases of liability.

§ 14 Dissolution and Liquidation of the Association

(1) If the membership assembly has resolved to dissolve the Association or if this is necessary due to other urgent reasons, the liquidation will be effected officially by the executive committee, except in the case that this duty has been assigned by the membership assembly to another person or body. In the case of liquidation, the use of the Association's financial resources must be agreed with the responsible tax authorities.

§ 15 Final Clauses and Ratification

(1) This constitution became effective following its ratification at the founding assembly and the incorporation of the Association into the official Register of Associations.

(2) Changes or extensions to the Constitution, required by the Court of Registration or to ensure the maintenance of tax advantages, may be undertaken by the executive committee without the need for a resolution by the membership assembly, as long as they are not contrary to the law and supported by a three-quarters majority.

(3) The preceding statutes may be extended or stated more precisely through regulations, so long as these do not contradict the statutes.

(4) The preceding wording of the Constitution was ratified at the founding assembly on 20.04.2001 in Frankfurt/Main, Germany. Paragraphs 1, 2 and 4 were changed at the membership assembly on 14.12.2001 in Stutensee, Germany. The Constitution, particularly §§ 4, 9, 10 and 11, were changed at the membership assembly on 02.05.2007 in Freiburg, Germany. The Constitution, particularly §§ 2, 6, 7 and 10, were changed at the membership assembly on 08.05.2008 in Heidelberg, Germany. The Constitution, particularly §§ 2, 3, 4, 9, 10, 11, 13 and 14, were changed at the membership assembly on 08.05.2017 in Berlin, Germany.

(5) This document is a translation of the original German language version of the Constitution. In the case of disputes or misunderstandings, the original German language version shall take precedence.