

MaxTex statutes and contribution regulations

(Valid from January 2019)

§ 1 Name, registered office, financial year

1. The association with legal capacity carries the name:
 - a. MaxTex
2. Domicile and place of jurisdiction is Aalten, Netherlands.
3. Fiscal year is the calendar year.

§ 2 Purpose of the Association

1. The purpose of the association is to promote at all levels the interests of companies active in the textile and clothing industry, textile service, facility management, logistics and related sectors. It pursues the goal of strengthening the overall development of the sectors, taking into account the special requirements of customers and end consumers with regard to sustainable production and services. The association is a forum for experts, decision makers, lateral thinkers, visionaries and doers in textile management.
2. The association's task is to lead the members towards sustainable production and service. To inform, advise, support, represent and protect them in all general, professional and economic interests relating to sustainable production and services:
 - forming an informal network, transporting information
 - to offer training courses, seminars and workshops on all topics relevant to the purpose and objectives of the project
 - view and evaluate sustainability related certificates and labels
 - to ensure professional exchange - in particular on sustainable production and services - and thus - to strengthen the interaction between them.
 - to establish a dialogue between the overlapping industries and create synergy effects
 - to accompany, illuminate and explore the importance and constant change of the services concerned.
 - adapting modern management practices to textile management
 - to formulate marketing requirements for textile management
 - increase the efficiency of the relevant service industries
 - to help improve the legal and fiscal framework conditions for producers and service providers.
 - to establish and maintain the necessary contacts with the stakeholders, especially the customer organisations of textile management.
3. The association does not maintain any economic business operations.

§ 3 Acquisition and loss of ordinary Membership

1. Membership is voluntary.

2. Companies and institutions from the following groups can become members:
 - a. companies in the textile chain and textile and clothing industries, which are connected with the purpose of the association according to § 2.
 - b. companies from the pre-production sector (without direct textile cover), the Textile Service and other service providers from related industries from the customer area with reference to the textile, such as the facility management, logistics, hospitality, hospitals, care facilities or similar, as well as other corporate organisations without main profit-making purpose (for example associations and institutes).
 - c. Scientific institutions of any legal form.
 - d. Start-up companies, whose services or products are suitable for promoting the implementation of the association's objectives and supporting the fulfilment of the association's tasks. The start-ups must not have been founded more than 2 years ago.
3. With regard to § 2 clause 2, the General Assembly may decide on criteria for admission as a member of the Association which go beyond the above. (appendix 1). Membership is acquired upon written application to the Board or Directors or the Managing Director, by a decision of the Board of Directors, which may also be established by written procedure. There is no entitlement to membership. A negative decision does not require justification.
4. The loss of the membership and all associated rights occurs when the member is dissolved, resigned or excluded:
 - a. Withdrawal may be made in writing with at least six months' notice to the end of a calendar year.
 - b. The exclusion of the member from the association takes place by resolution of the Board of Directors with three-quarters majority if:
 - the member has grossly damaged the reputation of the association
 - has repeatedly violated the association's purpose or the resolutions of the General Assembly after receiving a warning notice.
 - or has not paid his contribution by the end of the year in question, despite a written reminder from the management, setting a deadline and pointing out the possible loss of membership.
5. The loss of membership shall be effected from the date of the corresponding resolution of the Board of Directors. The member shall be given the opportunity to be given in writing or orally to express himself
6. In urgent cases of gross public damage to the association, it is possible that the Board of Directors temporarily suspend the member from his

membership rights. The resolution of the Board of Directors is to be passed within four weeks, if necessary also in the written procedure to obtain a decision of the board of directors.

7. The excluded member is entitled to withdraw the exclusion resolution of the Board of Directors on the agenda of the next General Assembly of members. The General Assembly of members can cancel or change the decision of the Board of Directors with an absolute majority.
8. The termination of membership does not exempt from the fulfilment of any further obligations of the member towards the association. In particular, resigning members have to pay their dues until final date of departure. The annual fee may be paid pro rata temporis.

§ 4 Membership rights

1. Every member has the right to participate in the decision making of the association by exercising the right of application and participation in the General Assembly.
2. Every member has the right to participate in the committees of the association, to take part in all events and to use the services of the association in accordance with these statutes. This includes in particular information, advices on all matters and services that are part of the association's tasks.

§ 5 Membership obligations

1. Each member is obliged to promote the common interests of the association and to refrain from taking measures which are contrary to the aims of the association.
2. Each member is obliged to comply with the statutes and resolutions of the association's organs, to provide the necessary information for determining contributions and to pay the stipulated contributions in due time.

§ 6 Bodies

The Association has the following bodies:

- Board of Directors
- General Assembly of members

§ 7 Board of Directors

1. The Board of Directors consists of 5 persons elected by the General Assembly.

2. Persons with management responsibilities in member companies may be elected to the Board of Directors. The Board of Directors must at least consist of three members of the member group pursuant to § 3 section 2a.
3. The Board of Directors consists of the chairman, who leads the designation "Chairman of the Board of Directors" and four further members. One of them is treasurer and deputy chairman.
4. The Board of Directors is responsible for the management of the association and for the selection and the appointment of the Managing Director. The Board of Directors is also responsible for:
 - the definition of the medium-term task planning of the association;
 - discussion and decision making on the annual activity plan presented by the Managing Director;
 - financial planning of the association;
 - acceptance of the association's accounts;
 - the development and discussion of new tasks and projects;
 - the establishment and appointment of working bodies;
 - other tasks assigned to it by these statutes or by resolution of the General Assembly of members.
5. The Board of Directors is elected by the General Assembly for a term of three years. The persons with the most votes are elected from among the candidates. Re-election is permitted. Positions of retired members of the Board of Directors will be newly elected on the next General Assembly for the remaining term.
The Board of Directors also make its decisions in writing or by telephone.
6. The term of office of the Board of Directors ends:
 - by dismissal of the Board by the General Assembly. The resolution to dismiss requires at least 75% of the votes in a meeting at which at least 75% of the members are present;
 - if the member represented by the Board of Directors member files for insolvency;
 - if the Board member voluntarily resigns;
 - by expiry of the period for which the Board member has been appointed.
7. The Board of Directors has a quorum with at least 3/5 attendance. Membership of the Board is personal. Each member of the Board has one vote. In the event of a tie, the Chairman of the Board shall have the casting vote. Meetings of the Board of Directors are chaired by the Chairman, in his absence by one of the other members of the Board.
8. Invitations to meetings shall be issued in writing by the Managing Director on behalf of the Chairman of the Board. Minutes of the meetings shall be drawn up and shall be signed by the chairperson of the meeting and the secretary.
9. The Board of Directors is entitled to invite up to four guests to meetings.

§ 8 General Assembly

The supreme organ of the association is the General Assembly. All members have the right to participate. Members according to § 3 clause 2 a, b and c of the statutes are entitled to vote and each have one (1) vote. Members according to § 3 clause 2 d are not entitled to vote as long as they are run as start-up companies without contributions.

The representation of other members is permissible on the basis of a written power of attorney. Each member may represent up to two additional members.

1. Ordinary General Assembly

An ordinary General Assembly held once a year. The invitation to the members shall be issued in writing with a notice period of four weeks and the agenda shall be announced.

The tasks of the General Assembly of members include

- election of the members of the Board of Directors
- election of the auditors
- receipt of the annual report
- approval of the annual financial statements
- discharge of the Board of Directors
- approval of the new budget
- adoption of the scale of fees and determination of contributions
- determination of possible surcharges
- matters of fundamental importance
- amendment of the statutes and dissolution of the association
- expulsion of members in opposition proceedings

2. Extraordinary General Assembly

It may be convened by simple majority decision of the Board of Directors or, if at least one half of the ordinary members so request in writing, by stating the purpose of the application and in the case of an application for dissolution of the Association.

The extraordinary General Assembly is to be convened no later than four weeks after the decision of the Executive Board or after receipt of the members' application - with a notice period of at least three weeks - with announcement of the agenda.

3. Every ordinary and extraordinary General Assembly is quorate - with the exception of a dissolution of the association - regardless of the number of members present and represented.
4. The General Assembly shall decide by a simple majority of the present and represented votes, unless the statutes stipulate otherwise.
5. The General Assembly shall be chaired by the chairman of the Board of Directors, in his absence by his deputy, in his absence by another member of the Board of Directors.

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7. Elections and votes in the General Assembly shall be held openly by show of hands, unless a member applies for secret voting and the motion is passed by simple majority.
8. Motions concerning the agenda can be submitted by any member six weeks prior to the General Assembly. Agenda items not included on the agenda sent (except for amendments to the statutes) will be dealt with if a majority of the members present and represented decides to do so.
9. Minutes shall be kept of the General Assembly, which shall be signed by the chairman of the meeting and the secretary and shall be sent to the members in due time.

§ 9 Supporting members

All natural persons and legal entities, who do not belong to the groups of members mentioned in § 3 but who wish to support the objectives of the association with regular cash payments may become supporting members. The application for a supporting membership must be addressed to the Board of Directors or the Managing Director. There is no entitlement to a supporting membership. A negative decision does not require any justification. Supporting members are to be invited to General Assemblies, but do not have the right to propose motions and not the right to vote.

§ 10 Advisory Board

In order to support the activities of the association and in particular to promote its goals, the Board of Directors may appoint individuals to an Advisory Board for a period of 2 years, which supports the Board of Directors, management and members as an advisory body. Recalls are possible. When selecting the members of the Advisory Board, particular attention must be paid to professional expertise. Members of the Advisory Board are to be invited to membership meetings and General Assemblies, but do not have the right to propose motions and not the right to vote.

§ 11 Management

1. The association may appoint a (single) Managing Director to manage the day-to-day business.
2. The Managing Director is selected and appointed by the Board of Directors. The Managing Director has the authority to represent the association individually.
3. The Managing Director is responsible for conducting the business in accordance with the decisions of the association's organs and for representing the interests of the association and its members externally.

The power of representation extends to all legal transactions necessary for the proper management of the association.

4. The Managing Director shall attend the meetings of the bodies in an advisory capacity. He has no voting rights.
5. The Managing Director is the trusted representative of all members. He must carry out his duties impartially.

§ 12 Liability

The association and its bodies are only liable for damages incurred towards a member - as a result of the association's activities - for intent and gross negligence.

§ 13 Dissolution of the association

1. The dissolution of the association must be applied for in writing to the Board of Directors. The application must be signed by at least one half of the members.
2. The General Assembly at which the dissolution is to be decided shall only have a quorum, if at least four fifths of the members are present or represented.
3. The decision of the dissolution requires a majority of two thirds of the votes present or represented.
4. If a second extraordinary general assembly is required, it shall be announced by the Board of Directors at the earliest with a notice period of four weeks, at the latest eight weeks. It constitutes a quorum irrespective of the number of members. The decision to dissolve requires a majority of three quarters of the votes present or represented.
5. In the case of dissolution, the General Assembly shall decide by a simple majority vote on the use of the association's assets. Any liabilities must be settled beforehand.

*Resolution of the statutes according to the foundation meeting of the association on 26 May 2014 in Aalten.
Last amended and supplemented in accordance with the decision of the General Assembly on 15 January 2015 in Frankfurt am Main.*

Last amended and supplemented in accordance with the decision of the General Assembly on 13.09.2017 and in writing 11.10.2017.

Last amended and supplemented in accordance with the decision of the Extraordinary General Assembly on 31.10.2018 in Lenzing/A.

Contribution regulations

- Members according to § 3 clause 2 a and b of the statutes
 - with a company annual turnover of up to € 15 million € 1.000,- p.a.
 - with a company annual turnover of more than € 15 million € 3.000,- p.a.
 - with a company annual turnover of more than € 100 million € 5.000,- p.a.

- Members according to § 3 clause 2 c of the statutes € 1.000,- p.a.*

*or non-cash, promotional and personnel benefits in at least the same monetary value, whose concrete type and scope must be determined at the beginning of the membership.

- Members according to § 3 clause 2 d of the statutes are free for the first 3 years of membership. After this period, the above scale of membership dues in accordance with § 3, clauses 2 a - c of the statutes shall apply.

The contribution refers to the fiscal year (calendar year), § 1 clause 3 of the articles of the statutes.

The decisive basis for determining the level of contributions is the respective total, i.e. possibly worldwide, company turnover.

Irrespective of the month of accession, the membership fee for the calendar year must be paid in full.

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*** Appendix 1 to § 3 clause 3, sentence 1, which reads as follows:
§ 3 Acquisition and loss of ordinary membership**

3. The General Assembly may decide on additional requirements for admission as a member of the association with regard to § 2 clause 2.

The following admission criteria shall be established on the basis of this authorisation:

- Members according to § 3 clause 2 a – c

must meet at least one of the following requirements:

Certification according to:

- GRS/SCS/RCS
- Blue Sign
- EcoLabel
- FairWear
- Fairtrade
- Global Organic Textile Standard (GOTS)
- ÖkoTex 1000 / STeP / Made in Green
- Cradle to Cradle Certification
- Cotton made in Africa

Existence of regular sustainability reports

Provision of the following evidence:

- Participation of the company in the UN Global Compact
- Certification according to ISO 14001
- Implementation of ISO 26000 / MVO
- Comparable, industry-recognized or country-specific certificate
- Proven competence in the areas of sustainability, UN Global Compact, ISO 26000, Corporate Social Responsibility (CSR)

If a member of this group does not meet the requirements for admission as a member, he or she may provide proof of membership until the end of the contribution year. It is managed in the so-called candidate status and receives for it the purposeful support of the association for attaining the announced criterion. The membership fee remains unaffected.

- Members according to § 3 clause 2 d

only have to demonstrate their entitlement to the use of their services or products for the realisation of the association's objectives.

The Association may require all newly admitted members to obtain confirmation from an independent body appointed by the association that the respective admission requirements or the suitability of a comparable certificate has been met.

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