

MaxTex statutes and contribution regulations

§ 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
 - 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 pre-fabrication 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.
3. The general meeting may, with regard to § 2 clause 2 above adopt criteria for admission as a member of the association (appendix 1). Membership is acquired upon written application to the Presidium or the managing director, by a decision of the Board of Management, 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 membership and all associated rights, if the member is dissolved, withdrawn or expelled:
 - 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 Management 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 meeting 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 Management Board. 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 temporarily suspend the member from his or her membership rights. The resolution of the Executive Board 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 Executive Board on the agenda of the next General Assembly of Members. The general meeting of members can cancel or change the decision of the executive committee 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:

- Presidium
- Executive board
- General Assembly of members

§ 7 Presidium

1. Members of the Presidium may be elected from the first management level of the members` company. The Presidium must consist of at least two members of the membership group in accordance with § 3 para. 2a.
2. The Presidium shall consist of the Chairman, who shall be known as the „President“ and two Vice-Presidents, one of whom shall exercise the function of the Treasurer.
3. The Presidium is responsible for the management of the association and the selection of the Managing Director.

4. The Presidium is elected by the General Assembly for a three-year term of office. The persons with the most votes are elected from among the candidates. Re-election is permitted.
5. The Presidium may also take its decisions in writing or by telephone.

§ 8 Executive Board

1. The Executive Board consists of the Presidium and up to 4 other persons.
2. The Executive Board is responsible for:
 - the definition of the medium-term task planning of the association;
 - appointment of the Managing Director;
 - 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.
3. The term of office of the Executive Board ends:
 - by dismissal of the board by the general meeting. 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 Executive Board member files for insolvency;
 - if the board member voluntarily resigns;
 - by expiry of the period for which the Executive Board member has been appointed.
4. The Executive Board is elected by the General Assembly for a three-year term of office. The persons with the most votes are elected from among the candidates. Re-election is permitted. Positions of retired members of the Executive Board will be newly elected at the next General Assembly for the remaining term.
5. The Executive Board has a quorum with at least 50% attendance. Membership of the Executive Board is personal. Each member of the board has one vote. In the event of a tie, the President shall have the casting vote. Meetings of the Executive Board are chaired by the President, in his absence by one of the Vice-Presidents, otherwise by another member of the Executive Board.
6. Invitations to meetings shall be issued in writing by the Managing Director on behalf of the President. Minutes of the meetings shall be drawn up and shall be signed by the chairperson of the meeting and the secretary.
7. The Executive Board is entitled to invite up to four guests to meetings.

§ 9 General Assembly

The supreme organ of the association is the General Assembly. All members have the right to participate, are entitled to vote and each have one (1) vote.

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 Presidium and the Executive Board
- election of the auditors
- receipt of the annual report
- approval of the annual financial statements
- discharge of the Presidium and the Executive Board
- 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 decision of the Presidium, by a three-quarters majority of the Executive Board or, if at least one third 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 Presidium or 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 is presided over by the President, in his absence by the Vice-President, and in his absence by another member of the Executive Board.

6. Elections and votes in the general meeting shall be held openly by show of hands, unless a member applies for secret voting and the motion is passed by simple majority.
7. Motions concerning the agenda can be submitted by any member six weeks prior to the general meeting. 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.
8. 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.

§10 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 Presidium 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.

§ 11 Advisory Board

In order to support the activities of the association and in particular to promote its goals, the Executive Board may appoint individuals to an Advisory Board for a period of 2 years, which supports the Presidium, Executive Board, management and members as advisory bodies. 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.

§ 12 Management

1. The association may appoint a (single) Managing Director to manage the day-to-day business.
2. The Managing Director is selected by the Presidium and appointed by the Executive Board. 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.

§ 13 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.

§ 14 Dissolution of the association

1. The dissolution of the association must be applied for in writing to the Presidium. The application must be signed by at least one third 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 Presidium 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.

Contribution regulations

- Members, § 3 clause 2 a and b of the Articles of Association € 10,000 p. a.
- Members, § 3 clause 2 c of the Articles of Association € 2,000 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.

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

New members pay the dues pro rata temporis from the month of accession.

*** 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

Members according to § 3 clause 2 a must have a sustainability report or hold at least one of the following certifications:

- 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 (according to the decision of the general meeting on 14.4.2016)

- Members according to § 3 clause 2 b

Members according to § 3 clause 2 b must meet at least one of the following requirements:

- Participation of the company in the UN Global Compact
- ISO 14001
- Implementation of ISO 26000 / MVO
- Participation/Certification Fairtrade
- Comparable, industry-recognized or country-specific certificate

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 c

Proven competence in the areas of sustainability, UN Global Compact, ISO 26000, Corporate Social Responsibility (CSR)

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.