

# **Green Shape Association for the Promotion of Environmentally Friendly Clothing and Textile Products e.V.**

## **Satzung**

### **§ 1 Name and registered office of the association, financial year**

(1) The association bears the name

**"Green Shape Association for the Promotion of Environmentally Friendly Clothing and Textile Products"**

(2) It is to be entered in the register of associations and will then bear the name suffix "e. V."

(3) The official abbreviation of the association's name is "Green Shape e. V."

(4) The association is based in 88069 Tettwang.

(5) The financial year is the calendar year. The first financial year is a short financial year.

### **§ 2 Purpose of the association**

(1) The association pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the tax code.

(2) The purpose of the association is to promote environmental and climate protection and to promote consumer advice and consumer protection. The purpose of the statutes is realised in particular by:

- a) promoting the more sustainable design of clothing and textile products;
- b) Promoting the use of environmentally friendly materials in the development and production of clothing and textile products;
- c) Promoting the responsible and sustainability-oriented production of clothing and textile products;
- d) Promoting a resource-saving, low-pollutant and climate-friendly circular economy of clothing and textile products in their supply chains;
- e) (Continue) Development of production and product standards within the meaning of para.(2)Letter.a) up to letterd), in particular:

- (i) Provision of the "Green Shape Standard" for clothing and textile products in the function of standard-setter and program owner of the "Green Shape Standard";
  - (ii) Participation of expert third parties in the (further) development of the "Green Shape Standard";
  - (iii) Applying for and maintaining the accreditation capability of the "Green Shape Standard" as a product and process certification program as well as the
  - (iv) Ownership of the "Green Shape" certification mark in accordance with the certification mark statutes.
- (3) The purpose of the articles of association is also realised by procuring the necessary financial resources, in particular through licence fees. The following activities serve the association in particular for this purpose:
- a) Granting licenses for the use of the "Green Shape Standard" by manufacturers of clothing and textile products;
  - b) Granting licenses for the use of the Green Shape Standard by certification organizations;
  - c) Granting of licenses for the use of the Green Shape certification mark (logo).

In the case of the activities pursuant to para.(3)Letter.a) up to letterc) these are secondary purposes and a special-purpose business within the meaning of § 65 AO.

### **§ 3 Non-profit status**

- (1) The association is selflessly active; it does not primarily pursue its own economic purposes.
- (2) Funds of the association may only be used for the purposes set out in the statutes. The members do not receive any donations from the funds of the association.
- (3) The association may not benefit any person through expenses that are foreign to the purpose of the association or through disproportionately high remuneration.

### **§ 4 Acquisition of membership**

- (4) Any natural or legal person as well as partnerships with legal capacity can become a member of the association. The following conditions must be met cumulatively.
- (5) Admission to the association must be applied for in writing to the board.

- (6) The board decides on the application for membership at its own discretion. A rejection of the application does not have to be substantiated to the applicant.
- (7) At the suggestion of the board, the general meeting can appoint members or other persons who have rendered outstanding services to the association as honorary members for life .

## **§ 5 Termination of Membership**

- (1) Membership in the association ends by death (in the case of legal entities and joint ventures with legal capacity, with their extinction), resignation or exclusion.
- (2) The resignation must be declared in writing to the Executive Board. The resignation can only be declared with a notice period of three months to the end of the financial year.
- (3) A member can be excluded from the association by resolution of the general meeting if he/she
  - a) culpably damages the reputation or interests of the association in a serious way; or
  - b) is more than three months in arrears with the payment of his admission fee or membership fees and has not paid the arrears despite a written reminder under threat of exclusion.

The member shall be given the opportunity to comment on the reasons for the exclusion at the general meeting. These must be communicated to him at least two weeks in advance.

## **§ 6 Rights and obligations of members**

- (1) Every member has the right to participate in joint events of the association.
- (2) Each member has equal voting and electoral rights in the General Assembly.
- (3) Every member has the duty to promote the interests of the association, in particular to pay his membership fees regularly and, as far as he can, to support the purpose of the statutes through his cooperation.

## **§ 7 Admission fee and membership fees**

- (1) Each member has to pay an annual membership fee that is due in advance.
- (2) The amount of the admission fee and the membership fees as well as their due date are determined by the General Assembly.
- (3) If a member leaves during the current financial year, a refund of contributions made in advance for the current financial year is excluded.
- (4) Honorary members are exempt from the admission fee and membership fees.

## **§ 8 Organ of the Vereins**

The organs of the association are the board of directors and the general assembly.

## **§ 9 Board of Directors**

- (1) The board consists of at least three members, namely the chairman, his deputy and the treasurer ("executive board"). A person cannot hold several board positions in personal union.
- (2) In addition to the members of the Executive Board, other members of the Executive Board ("assessors") may be appointed.
- (3) Remuneration may be paid to the members of the Board of Management. The General Assembly decides on the amount of the remuneration. The General Assembly may authorize individual members of the Board of Directors to conclude and terminate corresponding employment contracts with other members of the Board of Directors.

## **§ 10 Tasks of the Executive Board**

- (1) The executive board of the association is responsible for representing the association in accordance with § 26 of the German Civil Code (BGB) and for conducting its business. The association is represented by two members of the executive board.
- (2) In particular, the Board of Directors has the following tasks:
  - a) Convening and preparing the general meetings, including the preparation of the agenda;
  - b) Execution of resolutions of the General Assembly;
  - c) management of the association's assets and the preparation of the annual report;
  - d) Resolution on the admission of new members;
  - e) Development and resolution on an award regulation for the granting of licenses for the use of the "Green Shape Standard" and the "Green Shape" certification mark; The Public Procurement Regulations must determine the requirements for the granting of licenses, in particular with regard to compliance with national and international social and environmental standards by the respective potential licensee, and must be evaluated regularly, at least every three years, by the Board of Directors, as well as the
  - f) Decision on the granting of licences for the use of the "Green Shape Standard" and the "Green Shape" certification mark in accordance with the § 13 (6) within the meaning of subparagraph (6)e).

- (3) The board can also set up an office and appoint a management board.
- (4) The members of the board of directors are only liable to the association for intentional or grossly negligent conduct.

#### **§ 11 Appointment of the Executive Board**

- (1) The members of the board are elected individually by the general assembly for a period of two years.
- (2) Members of the board can only be members of the association; membership in the association also ends with membership in the board.
- (3) The re-election or early dismissal of a board member by the general meeting is permissible. One member shall remain in office after the expiry of the regular term of office until his or her successor has been elected. The term of office of the Executive Board member is limited to four consecutive terms of office .
- (4) If a member leaves the board prematurely, the remaining members of the board are entitled to elect a member of the association to the board until the successor is elected by the general meeting.

#### **§ 12 Consultation and resolution of the Board of Directors**

- (1) The board of directors makes its decisions in board meetings or in writing.
- (2) The meetings are convened by the chairman at the request of a board member, or by his deputy if he is unable to attend. A convocation period of one week is to be observed.
- (3) Minutes must be kept of the board meetings, which should contain the place and time of the meeting, names of the participants, resolutions passed and voting results. The protocol is for evidentiary purposes. The minutes must be signed or electronically signed by the secretary of the minutes and by the chairman, or by his deputy or another member of the board if he or she is unable to attend.
- (4) Board meetings can also take place in such a way that:
  - a) all members of the Board of Directors meet for a purely virtual meeting ("Online Meeting"); or
  - b) individual members of the Board of Directors participate in the meeting without being present at a meeting location and exercise their rights, in particular their voting rights, by means of electronic communication ("hybrid meeting").
- (5) It is also permitted that individual board members cast their vote in text form at the latest when the resolution is passed without attending a board meeting

("remote voting"). For resolutions in which they have cast their vote, they are considered to be present.

- (6) The nature of the meeting and the possibilities of participating in the meeting as well as the details of the procedure must be communicated at the latest when the meeting is summoned.
- (7) Outside of board meetings, board resolutions can be passed in writing if all board members have been involved in the resolution and at least two board members have cast their votes in text form by a date to be set when the vote is called. The provisions for resolutions in meetings apply to the required majorities.
- (8) The Board of Directors has a quorum if at least two members have taken part in the respective vote. The majority of the valid votes cast shall decide on the passing of the resolution. In the event of a tie, the vote of the chairman shall be decisive, and in the event of his or her absence, that of his deputy.

### **§ 13 Tasks of the General Assembly**

The General Assembly decides on the following matters:

- (1) Amendments to the Articles of Association;
- (2) Determination of the admission fee and membership fees;
- (3) Appointment of honorary members as well as the exclusion of members from the association;
- (4) the election and dismissal of the members of the Executive Board, including the decision as to whether and how many assessors are to be elected;
- (5) Acceptance of the annual report and the discharge of the Board of Directors as well as on the
- (6) dissolution of the association and on the corporation(s) to which the assets of the association are to fall (§ 16 para. 2 of the statutes).

### **§ 14 Convening of the General Assembly**

- (1) At least once a year, the board must convene an ordinary general meeting. The convocation is made in writing or by e-mail to the last known e-mail address of the members, subject to a notice period of two weeks and stating the agenda.
- (2) The agenda is set by the board. Every member of the association can apply to the board in writing for an addition to the agenda at least one week before the general meeting. The board decides on the application. Motions on the agenda that have not been taken up by the board or that are made for the first time in the general meeting are decided by the general meeting with a majority of the votes of the members present.

- (3) The board of directors must convene an extraordinary general meeting if the interest of the association requires it or if at least one tenth of the members request this in writing, stating the purpose and reasons.
- (4) For the general meeting outside of purely face-to-face meetings, the following apply § 12 Para. (4) to para. (6) accordingly. The board decides on this at its own discretion and informs the members of this in the invitation. The provision of §32Para.2BGB remains unaffected by this.

#### **§ 15 Resolution of the General Assembly**

- (1) The General Assembly shall be chaired by the Chairman of the Board of Directors, if he is prevented from attending by his deputy and if he is prevented from attending, by a chairman of the meeting to be elected by the General Assembly.
- (2) The general meeting has a quorum if at least one third of all association members are present. In the event of a quorum, the board is obliged to convene a second general meeting with the same agenda within four weeks. This shall constitute a quorum regardless of the number of members present. This must be pointed out in the invitation.
- (3) The General Assembly decides in an open vote with a majority of the votes of the members present. The General Assembly may decide by resolution that a written vote shall be taken.
- (4) For elections, the provisions on decision-making shall apply mutatis mutandis. If no candidate can obtain an absolute majority of the votes of the members present in elections, the person who has received the simple majority of the votes of the members present is elected.
- (5) Resolutions on an amendment to the statutes require a majority of three quarters, the resolution on the change of purpose or the dissolution of the association requires the approval of nine-tenths of the members present.
- (6) Abstentions are not counted in determining the majority. Invalid votes are also not counted; they are deemed not to have been submitted. An abstention exists if the vote is cast as an abstention in an open vote, and if the ballot paper is cast unchanged or marked as an abstention in the case of a written vote.
- (7) Minutes of the general meetings shall be kept, which shall contain the place and time of the meeting, names of the participants, resolutions passed and the result of the vote. The protocol is for evidentiary purposes. The minutes must be signed or electronically signed by the secretary of the minutes and by the chairman, or by his deputy or another member of the board if he or she is unable to attend.

#### **§ 16 Dissolution of the association, termination for other reasons, cessation of tax-privileged purposes**

- (1) In the event of the dissolution of the association, the chairman of the board and his deputy are jointly liquidators entitled to represent the association, if the general meeting does not appoint any other persons.
- (2) In the event of the dissolution or dissolution of the association or in the event of the cessation of tax-privileged purposes, the assets of the association shall be transferred to a legal entity under public law or another tax-privileged corporation for the purpose of use within the meaning of the purposes of the articles of association in accordance with § 2 (2) of the articles of association.
- (3) The above provisions shall apply mutatis mutandis if the legal capacity of the association has been withdrawn.

Tettnang, 31.01.2025

**Signatures of at least seven founding members:**

<b>Lfd. Nr.</b>	<b>Name</b>	<b>Signature</b>
1	<b>Dr. von Dewitz, Antje</b>	
2	<b>Dr. Führ, Martin</b>	
3	<b>Gottschalk, Uwe</b>	
4	<b>Dr. Hempel, Maximilian</b>	
5	<b>Prof. Kimmerle, Matthias</b>	
6	<b>Lorch, Jan</b>	

7	<b>Nendza, Fabian</b>	
8	<b>Patzwall, Hilke</b>	
9	<b>Rodewald, Anna</b>	
10	<b>Tauer, Rebecca</b>	
11	<b>Wach, Melissa</b>	
12	<b>Weichert, Marco</b>	