



IMAA statutes

<p>Chapter I – Name, Office, Object, Aims Art. 1</p>	<p>An association pursuant to Art. 60ff of the Swiss Civil Code (ZGB) has been established under the name «International Mastic Asphalt Association» (in short «IMAA»), hereinafter referred to as «Association».</p> <p>The Association is legally domiciled at the premises of the Secretary.</p> <p>Should the Secretary move its office abroad and cease to be domiciled in Switzerland, the present Statutes shall be adapted to bring them into line with the national laws then there applicable.</p>
<p>Art. 2</p>	<p>The object of the Association is act as a global network of national associations, professional organisations, enterprises and suppliers of the mastic asphalt industry.</p>
<p>Art. 3</p>	<p>The objectives of the Association are:</p> <ul style="list-style-type: none"> a) to extensively promote the exchange of experience in the field of mastic asphalt – across the entire value chain, i.e. from production and transport to the wide range of applications, b) to harmonise standards, technical guidelines and recommendations in the field of mastic asphalt and promote broad application thereof, c) to encourage and support research in the field of mastic asphalt (raw materials, production, mixing, laying, mechanical engineering), d) to advise planners, construction authorities and owners on possible applications of mastic asphalt and to inform them as well as the public at large and the media about the advantages and special features of mastic asphalt as a building material, e) to distribute industry-related information to interested parties.
<p>Chapter II - Members Art. 4</p>	<p>The Association has the following categories of members:</p> <ul style="list-style-type: none"> a) Mastic asphalt associations and professional organisations b) Mastic asphalt enterprises c) Corresponding members (suppliers) d) Supporting members e) Honorary members <p>Mastic asphalt associations and professional organisations mean national mastic asphalt associations or national groupings, which represent the interests of the mastic asphalt industry.</p> <p>If there is no association or professional organisation in a particular country, individual mastic asphalt enterprises operating in the sector can also join the Association. Such mastic asphalt enterprises shall be producing or contracting mastic asphalt companies or mastic asphalt divisions of producing or contracting mastic asphalt enterprises.</p>

	<p>Corresponding members (suppliers), are manufacturers or dealers of construction materials (bitumen, aggregates, colouring agents, additives, insulation boards, polymer bitumen waterproofing sheets, etc.) and/or equipment (for mixing plants, transportation and laying of mastic asphalt). Corresponding Members (suppliers) can take part in working groups of the Association or attend Council meetings as assessors (without voting right).</p> <p>Supporting members are suppliers, testing institutes, research institutes, laboratories, universities or technical laboratories which are associated with the mastic asphalt industry and which wish to support the activities of the IMAA.</p> <p>Honorary members are natural persons, who have rendered special services to the Association.</p>
<p>Chapter III – Admission, Resignation, Exclusion Art. 5</p>	<p>Anyone wishing to become a member of the Association must submit a written Declaration of Membership to the Council and agree to comply with the Statutes and resolutions of the Association and to actively support the work and projects initiated by the Association.</p> <p>The Council will decide on admission to the Association and is not required to give reasons for its decision.</p>
<p>Art. 6</p>	<p>Membership shall be terminated by</p> <ul style="list-style-type: none"> a) voluntary resignation b) decision of the General Assembly c) closing down the business, liquidation or death d) bankruptcy <p>Voluntary resignation shall only be possible written at the end of a financial year by giving notice of at least six months to the Secretary.</p> <p>In case of any changes in ownership and/or in the legal status of an enterprise, the same will continue to be a member, provided that the statutory conditions for membership are still fulfilled.</p> <p>By resolution of the General Assembly the following may be excluded from the Association: a) anyone failing to meet financial commitments vis-à-vis the Association despite having been sent two reminders; b) anyone violating the interests of the Association or its members or c) proving to be unworthy of membership for any other substantial reasons.</p>
<p>Chapter IV - Contributions, Budget Art. 7</p>	<p>The mastic asphalt associations, professional organisations and enterprises shall each year pay a fixed membership contribution and/or a proportional contribution.</p> <p>The amount of the contributions shall be fixed by the General Assembly. The General Assembly may link the amount of the membership contributions to the price increase index in the EU.</p> <p>Corresponding members (suppliers) and supporting members shall pay a membership contribution negotiated individually with the Council.</p> <p>Honorary members shall be exempted from paying a membership contribution.</p> <p>The financial year of the Association shall be the calendar year.</p>

<p>Chapter V – Administration Art. 8</p>	<p>The governing bodies of the Association shall be:</p> <ul style="list-style-type: none"> a) the General Assembly b) the Council c) the Auditors
<p>Art. 9</p>	<p>The General Assembly is the highest governing body of the Association. It has responsibility for any and all business not assigned by law or by statutes to another body, in particular:</p> <ul style="list-style-type: none"> a) approval of the annual report, the annual accounts and the audit report; b) fixing annual contributions; deciding on the budget; c) election of the President, Vice-President, Council, auditors and of the Secretary and defining their duties as well as the remuneration of the Secretary; d) deciding on motions of members; e) deciding on the strategic direction of the IMAA. <p>An ordinary General Assembly – physically or online – shall be held at least once a year. The letter convening the meeting including the agenda shall be sent to all members not less than 20 days before the General Assembly.</p> <p>Extraordinary General Assemblies – physically or online – may be convened by the Council at any time; they must furthermore be held if requested by one fifth of the members in writing stating the reasons.</p> <p>The General Assembly shall consist of:</p> <ul style="list-style-type: none"> a) Mastic asphalt associations and professional organisations b) Mastic asphalt enterprises c) Corresponding members (suppliers) (without voting right) d) Supporting members (without voting right) e) Honorary members (without voting right) f) Assessors (third parties without voting right) <p>The General Assembly shall be held at the office of the Secretary or at any other place designated by the members of the Council. The mastic asphalt associations, professional organisations and mastic asphalt enterprises may be represented by an authorised agent of their choice.</p> <p>Each member entitled to vote may submit written motions to the General Assembly, which must reach the Secretary or the President at least two weeks (14 days) in advance. A General Assembly can only vote on any other motions, if the Council decides that the business is of an urgent nature.</p> <p>The mastic asphalt associations, professional organisations and mastic asphalt enterprises take part in the General Assembly in the person of the President, the owner of the business or an authorised agent. Each represented country (irrespective of whether the country is represented by an association, a professional organisation or by one or more enterprises) can send one delegate to the General Assembly at the maximum. Corresponding members (suppliers)</p>

	<p>and supporting members can send one delegate (without voting right) to the General Assembly.</p> <p>Each country represented (irrespective of whether the country is represented by an association, a professional organisation or by one or more enterprises) shall have consequently one vote only (“one country one vote”). The process of reaching an opinion among several decision-makers in a member country is a matter for that country.</p> <p>The resolutions of the General Assembly must be adopted by a simple majority.</p> <p>In special situations or due to great urgency, circular resolutions (by mail or e-mail) are possible – also outside of physical or online General Assemblies.</p> <p>The resolutions adopted by the General Assembly shall be notified to all members.</p>
Art. 10	<p>The Association shall be directed by a Council; consisting of three members at the minimum, five members at the maximum and of the President. Every member of the Council shall have one vote (“one member one vote”).</p> <p>The term of office of the Council members is fixed at two years. It can be extended.</p> <p>The President and the Vice-President as well as the members of the Council are elected by the General Assembly for a term of two years, which can be extended.</p> <p>The Secretary may also be elected as President; in this case, the President and Secretary shall be regarded as the CEO of the IMAA.</p> <p>In the event of early retirement or death of the President, the office shall be assumed by the Vice-President.</p> <p>The Council shall meet at least twice per year (online or physically). Council meetings can be convened by the President or Vice-President, as often as necessary. Notice shall be given 14 days before a meeting, stating the agenda.</p> <p>Meetings of the Council can also be convened in the same manner and with the same period of notice by one third of the members.</p>
Art. 11	<p>The Council is the executive body of the Association. It prepares the association matters und submits requests to the General Assembly, which concern the strategic direction of the IMAA. It takes any and all measures for the benefit of the mastic asphalt industry sector and of the Association members, which are not by law or by statutes the responsibility of another body. The Council shall have the following duties in particular:</p> <ul style="list-style-type: none"> a) preparing ordinary and extraordinary General Assemblies by presenting the annual report, the annual accounts and the budget; b) executing resolutions of the General Assembly; c) organisation and execution of the work of the IMAA working groups; d) acting as the representative body of the Association; e) attending to public relations; f) admitting and excluding members;

	g) involving external experts if the fulfilment of its tasks makes this necessary.
Art. 12	<p>Resolutions of the Council shall be taken by simple majority of the members present. In the event of a tie, the President shall have the casting vote (final ballot).</p> <p>However, the Council shall constitute a quorum only if a minimum of three Council members are represented ().</p> <p>In case of specific matters, the President may consult the Council members by correspondence (by mail or e-mail) (also these decisions are binding).</p>
Art. 13	<p>The General Assembly shall elect an auditor and a substitute auditor for a term of two years; they may be re-elected. A recognised trustee office may also be appointed in the place of auditors.</p> <p>The auditor and/or the trustee office shall supervise cash management, audit the annual accounts, report to the General Assembly and present any motions. In the course of the year, they may audit any assets, invoices and documents.</p>
Chapter VI – Amendments to the Statutes and Dissolution Art. 14	The present Statutes can only be amended by way of a decision reached by a majority of two thirds of the members present at an ordinary or extraordinary General Assembly.
Art. 15	The Association can only be dissolved by a majority of two thirds of the members present at an ordinary or extraordinary General Assembly.
Art. 16	In case of dissolution of the Association, the Council shall designate one or more agents authorised to liquidate the property of the Association, in which case liabilities shall be settled and assets determined. Any remaining assets shall be allocated to one or more research institutes engaged in the field of mastic asphalt.
Chapter VII – Use of Languages – Legal Representation Art. 17	<p>The official languages of the Association shall be German and English.</p> <p>The present Statutes have been drawn up in the German language with English translation. In case of dispute, the original German version shall always apply.</p>
Art. 18	The Association shall be legally represented vis-à-vis third parties by the President and the Vice-President or by the President and the Secretary.
Art. 19	The present Statutes were approved at the General Assembly held on 28 September 2023 and became effective on 1 st January 2024.

Founder members of EMAA:

France:

- Office des Asphaltes et Syndicat Professionnel des Producteurs et Entrepreneurs d'Asphalte

Germany:

- Beratungsstelle für Asphaltverwendung

- Bundesfachabteilung Gussasphalt im Hauptverband der deutschen Bauindustrie

Great Britain:

- Mastic Asphalt Council and Employers Federation

Switzerland:

- Association Suisse des Asphalteurs (VERAS)

Sweden:

- Nya Asphalt

Italy:

- Società per Azione Miniere Asfalto (S.A.M.A.)

Statute revisions:

1st version: Paris, 1 March 1972 (original version)

2nd version: Zurich, 11 June 1980 (amendments to Articles 4 and 8)

3rd version: Copenhagen, 12 September 1984 (amendment to Article 11)

4th version: Amsterdam, 29 September 2011 (statutes fully revised)

5th version: Bruges, 28 September 2023 (statutes fully revised)

The President:
Hendrik Marossow

The Vice-President:
Tony De Jonghe

Bern, 18th September 2023 JD