

## IMAA statutes



<p>Section I – Name of Association, Registered Office, Object, Term Art. 1</p>	<p>An association pursuant to Art. 60 ff 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 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"> <li>a) to extensively promote the exchange of experience in the field of mastic asphalt,</li> <li>b) to harmonise standards, technical guidelines and recommendations in the field of mastic asphalt and promote broad application thereof,</li> <li>c) to encourage and support research in the field of mastic asphalt (raw materials, production, mixing, laying, mechanical engineering),</li> <li>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,</li> <li>e) to distribute industry-related information to interested parties.</li> </ul>
<p>Section II - Members Art. 4</p>	<p>The Association has the following categories of members:</p> <ul style="list-style-type: none"> <li>a) Associations and professional organisations</li> <li>b) Enterprises</li> <li>c) Suppliers</li> <li>d) Honorary members</li> </ul> <p>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 enterprises operating in the mastic asphalt sector can also join the Association. Such enterprises shall be producing or contracting mastic asphalt companies or mastic asphalt divisions of producing or contracting enterprises.</p> <p>Suppliers shall be manufacturers or dealers of 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). Suppliers can take part in working groups of the Association or attend Council meetings as assessors (without voting right).</p>

	<p>Honorary members are natural persons, who have rendered special services to the Association.</p>
<p>Section 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"> <li>a) voluntary resignation</li> <li>b) decision of the Council</li> <li>c) closing down the business, liquidation or death</li> <li>d) bankruptcy</li> </ul> <p>Voluntary resignation shall only be possible at the end of a financial year by giving notice of at least six months to the Secretary by registered mail.</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 Council the following may be excluded from the Association:</p> <ul style="list-style-type: none"> <li>a) anyone failing to meet financial commitments vis-à-vis the Association despite having been sent two reminders;</li> <li>b) anyone violating the interests of the Association or its members or proving to be unworthy of membership for any other substantial reasons.</li> </ul>
<p>Section IV - Contributions, Budget Art. 7</p>	<p>The 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 Meeting. The General Meeting may link the amount of the membership contributions to the price increase index in the EU.</p> <p>Suppliers 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>Section V – Administration Art. 8</p>	<p>The governing bodies of the Association shall be:</p> <ul style="list-style-type: none"> <li>a) the General Meeting</li> <li>b) the Council</li> <li>c) the auditors</li> </ul>
<p>Art. 9</p>	<p>The General Meeting 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>

	<p>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, auditors and of the Secretary and defining their duties as well as the remuneration of the Secretary;  d) deciding on motions of members and of the Council. In particular, the General Meeting decides on and approves all issues prepared and submitted by the Council.</p> <p>An ordinary General Meeting 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 30 days before the General Meeting.</p> <p>Extraordinary General Meetings 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 Meeting shall consist of:</p> <p>a) associations and professional organisations  b) enterprises  c) suppliers (without voting right)  d) honorary members (without voting rights)</p> <p>The General Meetings shall be held at the office of the Secretary or at any other place designated by the members of the Council. The associations, professional organisations and 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 Meeting, which must reach the Secretary or the President at least three weeks in advance. A General Meeting can only vote on any other motions, if the Council decides that the business is of an urgent nature.</p> <p>The associations, professional organisations and enterprises take part in the General Meeting 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 two delegates to the General Meeting at the maximum. Suppliers can send one delegate (without voting right) to the General Meeting.</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 one vote only ("one country one vote").</p> <p>The resolutions of the General Meeting must be adopted with a two-thirds majority.</p> <p>The resolutions adopted by the General Meeting shall be notified to all members.</p>
Art. 10	The Association shall be directed by a Council. Each country shall designate a delegate from among its associations and professional organisations or enterprises as a member of the Council. This delegate shall have one vote.

	<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 are elected by the General Meeting for a term of two years, which can be extended for a maximum of two further terms.</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 once per year. Council meetings can be convened by the President or Vice-President, as often as necessary. Notice shall be given 30 days before a meeting, stating the agenda.</p> <p>Council meetings 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 corresponding requests to the General Meeting. It takes any and all measures for the benefit of the mastic asphalt industry 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"> <li>a) preparing ordinary and extraordinary General Meetings by presenting the annual report, the annual accounts and the budget;</li> <li>b) executing resolutions of the General Meeting;</li> <li>c) acting as the representative body of the Association;</li> <li>d) attending to public relations;</li> <li>e) admitting and excluding members.</li> </ul>
Art. 12	<p>Resolutions of the Council shall be taken by simple majority of the members present.</p> <p>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 countries are represented (Council members).</p> <p>Council members, who are prevented from attending Council meetings, can notify their views regarding the items on the agenda by informing the meeting of their views before the vote takes place.</p> <p>In case of emergency and on specific matters, the President may consult the Council members by correspondence.</p>
Section VI General Meeting, Voting Art. 13	<p>The General Meeting 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 Meeting and present any motions. In the course of the year, they may audit any assets, invoices and documents.</p>

Section VII – 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 Meeting.
Art. 15	The Association can only be dissolved by a majority of two thirds of the members present at an ordinary or extraordinary General Meeting.
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.
Section VIII – Use of Languages – Legal Representation Art. 17	The three official languages of the Association shall be German, French and English.  The present Statutes have been drawn up in the German language with French and English translations. In case of dispute, the original German version shall always apply.
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 Meeting held on 29 September 2011 and became effective on this date.

***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)

The President:           The Secretary:

H. Aeschlimann:       Jürg Depierraz

Bern, 24<sup>th</sup> October 2011 JD