

ARTICLES

- of Association for the Quality Label
 - EWAA/EURAS (QUALANOD) in the Anodising Industry
 - herein after referred to as the « Association »
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- Title, registered place of business and purpose
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- Art. 1
- Under the title “Association for the Quality Label EWAA/EURAS (QUALANOD)” there exists, for an indeterminate duration, an association within the meaning of Arts, 60 et seq. of the Swiss Civil Code, with a registered place of business in Zurich.
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- Art. 2
- The object of the Association consists in safeguarding and developing the standard of quality of the anodic oxidation of aluminium and its alloys.
 - To achieve its object, the Association aims particularly at :
 - European unification of quality standards and the instituting of procedures by the industry operating in the field of anodic oxidation; to safeguard and develop them further;
 - supervising the Quality Sign and its further development, and the preparation of rules regarding the pre-requisites for licensing relevant industrial firms to use the Quality Sign;
 - assumption of the legal title in the Quality Sign;
 - safeguarding uniform control methods for all Quality Sign licensees;
 - approval, promotion and advising of national associations within the framework of the Association's objectives and providing uniform guidance for such associations, national or regional conditions being given due consideration.
 - In addition the Association may do anything likely to serve or promote its objectives.

- **Membership**

- **Art. 3**

- The European Association for Surface Treatment on Aluminium (ESTAL), Zurich, and the European Aluminium Association (EAA), Brussels, are members of the Association.

- **Financing and liability**

- **Art. 4**

- The costs arising from the activities of QUALANOD are borne by the label holders by paying a licence fee to QUALANOD through their national associations on the one side, and by a contribution of EAA. The contribution of EAA is to be used for the purpose of administrative costs only. It should be 30.000,- DM per year and be reviewed from time to time. Any additional financing of for example research, marketing programmes etc., would have to be decided separately by the annual assembly of the EAA for the following year.
- Only the Association's assets shall be liable for its obligations. No liability exists for the individual members.

- **Agencies**

- **Art. 5**

- The Association has the following agencies :
- the General Meeting
- the Executive Committee
- the Technical Committee

- **Art. 6**

- **General Meeting**

- The ordinary General Meeting shall be called by the Executive Committee and held once a year within the first six months.
- An extraordinary General Meeting shall be called at any time upon resolution of the Executive Committee or at request of a member.
- The General Meeting shall pass its resolutions unanimously.
- General Meetings shall be called, stating the items of the agenda, not later than 20 days prior to the date fixed therefor.

- **Art. 7**

- Participation in every ordinary or extraordinary General Meeting shall be obligatory for the members.

- **Art. 8**

- Business transacted by the ordinary General Meeting:
 - Adoption of annual reports
 - Adoption of the annual accounts
 - Discharge of the Executive Committee
 - Election of the Executive Committee and the Technical Committee
 - Amendment of the Articles of Association
 - Dissolution of the Association

- **Art. 9**

- **Executive Committee**

- The Executive Committee shall be formed of six persons, three being selected from candidates proposed by ESTAL and three from those proposed by EAA.
- The tenure of office of all members of the Executive Committee shall be two years. Re-election shall be possible. In the event that a member of the Executive Committee withdraws from the Executive Committee during this tenure of office, his successor shall complete his term.
- The Executive Committee shall conduct the Association's business and perform all functions at their discretion which are not reserved to the General Meeting. In particular the Executive Committee shall give approval for the national control body and shall ratify the licences issued by the national associations (Art. 2). The committee shall process complaints of national associations, licensees or third parties in respect of the quality of products supplied under the Quality Sign. If necessary, they shall withdraw granted licences, after consultation with the competent national association.
- The Executive Committee shall represent the Association in respect of third parties and designate the persons entitled to bind the Association by their signatures as well as the manner in which such persons shall sign.
- The Executive Committee shall meet as required. The Executive Committee shall constitute a quorum when at least 4 of its members are present or represented. A member can be represented either by another Executive Committee member or a competent third party; however, this must be with the approval of the chairman. They shall pass their resolutions with a majority of two-thirds of the members present or represented. In urgent or simple cases resolutions may be passed by circular letter or telephone.
- The Chairman shall be elected by the Executive Committee; in two-year rotation a representative of ESTAL and of EAA, shall alternate as Chairman. The other member shall hold the chairmanship in the Technical Committee during the same term of office.

- **Art. 10**

- **Technical Committee**

- The General Meeting shall appoint a Technical Committee for a tenure of office of two years, the said Committee comprising 14 persons of whom seven shall be nominated by ESTAL and seven by EAA.
- The Technical Committee shall appoint as its Chairman a representative of the member which does not provide the Chairman of the Executive Committee during such tenure of office.

- The Technical Committee shall, in agreement with the Executive Committee, deal with all pertinent technical questions and prepare proposals for the improvement of quality standards and controls pursuant to the Association's objectives.
- **Art. 11**
- **Secretariat**
- The routine business connected with the meetings of the various organs, mentioned under Art. 5, shall be carried out by the Secretariat of Qualanod in Zurich in close consultation with the EAA Secretariat.

5. Arbitration Clause

Art. 12

All disputes that may arise between the members of the Association or their successors in respect of the association's business shall be settled by a court of arbitration outside the ordinary courts.

In the event that one party wishes to have recourse to the court of arbitration, it shall so notify the other party by registered letter, naming one arbitrator. Within 30 days the other party shall also nominate its arbitrator. The two arbitrators shall then jointly nominate an umpire. If the second party is in default in respect of nominating its arbitrator or in the event that the arbitrators fail to agree in respect of an umpire within 30 days, the President of the Commercial Court of the Canton of Zurich shall appoint the umpire.

The court of arbitration shall sit in Zurich. It shall determine procedure itself and pass its final decision regarding the dispute and the allocation of costs. At all events the parties shall have the right to receive a written statement of the grounds of judgement.

6. Dissolution of the Association

Art. 13

Dissolution of the Association shall be effected by unanimous resolution of the General Meeting or by the withdrawal of one member. A declaration of withdrawal may be made with six months' notice as at the end of a calendar year as provided in the law.

The General Meeting shall pass a resolution regarding assets, including the trademark, available when the Association is dissolved.

7. Business Year

Art. 14

The calendar year shall also be the Association's business year. The first business year shall end on 31 December 1974.

SO RESOLVED at the founders' meeting on 31 January 1974.

First modification at EAA Wrought Division Assembly on 25 March 1982.

Second modification at Meeting of EAA/ESTAL Contact Group on 11 June 1997.