

ARTICLES

of Vereniging MaxTex

Article 1 - Name, Domicile

1. The legally capable association operates under the name: Vereniging MAXTEX.
2. The domicile and place of jurisdiction is Aalten, the Netherlands.

Article 2 - Purpose of the Association

1. The purpose of the association is to foster the interests of companies operating in the textile and clothing industry, textile service, facility management, logistics and related industries at all levels. MaxTex pursues the aim of strengthening the overarching development of the industries while taking into account the special requirements of customers and end consumers with regard to sustainable production and service. The association is a forum for experts, decision-makers, lateral thinkers, visionaries and doers in textile management.
2. In pursuit of its aims, the association may specify rights in favour of its members. The association may enter into obligations at the expense of the members on the basis of a decision by the members' meeting
On the basis of a resolution at the members' meeting the association may enter into obligations at the expense of the members. The decision of the members' meeting must describe the type and content of these obligations.
3. The function of the association is to encourage the members to sustainable production and service and to inform, to consult, to supervise, to represent and to protect them in all general, professional and economic aspects related to sustainable production and service :
 - to form an informal network, to disseminate information;
 - to offer trainings, seminars and workshops for all relevant topics to achieve aim and purpose;
 - to view and evaluate standards and labels related to sustainability;
 - to ensure professional exchange – especially on sustainable production and service – in order to strengthen the interaction;
 - to establish dialogue between cross-cutting industries and create synergies;

- to accompany, take closer look and investigate the meaning and constant change of relevant services;
- to apply modern management practices to textile management;
- to frame marketing requirements for textile management;
- to increase the efficiency of relevant service sectors;
- to be involved to improve the legal and tax framework for producers and service providers;
- establish and maintain relevant contacts with stakeholders, in particular the customer-organisations of textile management.

4. The association does not maintain any commercial business operations.

Article 3 - Acquisition and Loss of Membership

1. Companies and institutions from the following groups can become members:
 - a. Companies in the textile chain and textile/clothing manufacturing aligned with the association's purpose under Article 2
 - b. companies of supply industry (not directly related to textiles), textile service, companies as service provider, textile-related industries from consumer market, e.g. facility management, logistics, hotel industry or similar, as well as other corporate organizations without essential pursuit of profit (e.g. associations and institutes).
 - c. Scientific institutions regardless of their legal form.
 - d. Start-up companies which services or products can be taken into account, to foster the implementation of the association's aims and to support the performance and function of MaxTex. The start-up must have been founded no more than two (2) years ago.
 - e. Standards, labels and certifying bodies from the textile sector.

Members who refer to category d and e are no members according to the law.

2. The General Assembly may decide on additional criteria for admission to the association in accordance with Article 2, section 3. Membership is granted upon written application to the Executive Board. There is no entitlement to membership. A decision to reject an application does not require justification.

3. Membership is terminated:
 - a. by the death of the member or dissolution as a legal entity;
 - b. by termination of the member;
 - c. by notice of termination by the association;
 - d. by exclusion.

4. The member may terminate without providing a reason.

5. Membership termination can only be done in writing by the member at the end of a financial year, with a notice period of at least six months. Notwithstanding this, a member may terminate their membership with immediate effect if the continuation of the membership cannot reasonably be expected of them, as well as within one month after being notified of a resolution regarding the conversion of the association into another legal form or the merger or division of the association. A member is not entitled to terminate their membership with immediate effect if the financial rights and obligations change."

6. The termination by the association occurs through a resolution of the board with a simple majority and is only possible:
 - a. if a member fails to fulfil his obligations towards the association;
 - b. if the continuation of the membership cannot reasonably be expected of the association;

7. The loss of membership takes effect at the time of the corresponding resolution by the board. The member should be given the opportunity to express their views in writing or orally regarding the intended expulsion beforehand

8. In urgent cases of gross public damage to the association, the member may be provisionally suspended from the membership rights by the board. A decision on the board's resolution must be made within four weeks, possibly also through a written procedure.

9. The excluded member has the right to add the exclusion decision of the board on the agenda of next general meeting. The general assembly can revoke or amend the board's decision by an absolute majority.

10. The termination of membership does not relieve the member from fulfilling any existing obligations towards the association. In particular, departing members must pay their contribution up until the final date of exit, with the annual contribution being calculated pro rata temporis if applicable.

Article 4 – Register of members and their right

1. The board maintains a register containing the names and addresses of the members. Members are obliged to ensure that their address is known to the board. Members may also provide an electronic address for communications, notifications, and invitations to meetings.
2. Each member has the right to contribute to the decision-making of the association by exercising the right to propose motions and by participating in the general meeting.
3. Each member has the right to participate in the association's committees in accordance with these articles, attend all events, and utilize the services provided by the association. This includes, in particular, information, advice, guidance on all matters, and services that fall within the association's area of responsibility.

Article 5 - Membership obligations

1. Each member is obligated to promote the common interests of the association and refrain from actions that violate the purposes of the association.
2. Each member is obligated to comply with the articles and resolutions of the association's bodies, provide the necessary information for the determination of contributions, and pay the determined contributions on time.

Article 6 - Bodies

There are following bodies within the association:

1. Board;
2. General assembly.

Article 7 - Board

1. The board consists of five individuals elected by the general assembly.
2. If the board temporarily consists of fewer than five members, it is still authorized to convene a general assembly as soon as possible to fill the vacant positions.

3. In the absence or impediment of all board members or the sole board member, the board will temporarily be represented by the person(s) designated by the general assembly. Absence is considered to be the case when a missing person report has been filed or if a board member has been unreachable for at least one week due to illness, an accident, or another cause that leaves them in a physical and/or mental state preventing them from expressing themselves due to lack of awareness or incapacity.
4. Board members can be elected from among the members with leadership responsibilities. The board must consist of at least three members from the member group according to Article 3, paragraph 1, under a.
5. The board consists of the chairman, who holds the title "Chairman of the Board," and four other members, one of whom serves as the treasurer and deputy chairman.
6. The board is responsible for the management of the association and the selection and appointment of the managing director.

The board is responsible for:

- definition of goals of the association;
 - discussion and resolution on the annual activity plan presented by the managing director;
 - financial planning of the association;
 - receipt of the association's annual financial statements ;
 - development and discussion of new goals and projects;
 - establishment and appointment of working committees;
 - other tasks assigned to it by these article or by resolution of the general meeting.
7. The board is appointed by the general assembly for a term of three years. The individuals with the most votes are appointed from the pool of candidates. Re-election is permitted. Positions of outgoing board members will be newly appointed at the next general assembly for the remainder of the term. The board can also make its decisions in writing or by phone.
 8. The term of office of the board ends:
 - by the removal of the board by the general assembly. The decision to remove the board requires at least seventy-five percent (75%) of the votes in a meeting where at least seventy-five percent (75%) of the members are present or represented;
 - if the member represented by the board member files for insolvency;
 - if the member of the board leaves voluntarily;
 - by expiry of the period for which the board member was appointed.

9. The board can make valid decisions with the presence of at least three-fifths of the board members. Membership of the board is personal. Each board member has one vote. Meetings of the board are chaired by the chairman, or in their absence, by their representative, or otherwise by another board member
10. The convocation is made in writing at least seven days in advance, whereby the day of the convocation and the day of the meeting not being counted.
11. The convocation must include the location and time of the meeting as well as the agenda
12. Minutes must be taken at the meetings, which are to be signed by the meeting chair and the minute-taker.
13. The board is entitled to invite up to four guests to meetings.
14. A member of the board may be dismissed by the general assembly at any time or be suspended.
15. A board member who has a direct or indirect personal interest that could conflict with the interests of the association and its affiliated organization must inform the board immediately. A board member may not participate in the discussions or decision-making on a matter in which they have a direct or indirect personal interest that conflicts with the interests of the association and its affiliated organization. If, as a result, no board decision can be made, the decision will be made by the general assembly

Article 8 - Representation.

The board represents the association, unless the law provides otherwise. The representation authority can also be exercised jointly by two board members.

Article 9 - Fiscal year.

1. The fiscal year of the association corresponds to the calendar year.
2. The board is obligated to keep records of the financial situation of the association and everything related to the activities of the association in such a way that the associated books, documents, and other data carriers are stored in a manner that the rights and obligations of the association are always identifiable.
3. Within six months after the end of the fiscal year, the board prepares the balance sheet as well as the income and expenditure statement of the association and prepares them on paper.

4. The board is obligated to retain the books, documents, and other data carriers mentioned in the two preceding paragraphs for a period of seven years.

Article 10 – General assembly

The highest body of the association is the general assembly. All members have the right to participate. The members of the groups according to Article 3, paragraph 1, under a, b, and c each have one (1) vote. The members of the group under paragraph 1, under d, are not entitled to vote as long as they are classified as a start-up company and do not pay membership fees. Members of the group under paragraph 1, under e, are not entitled to vote. Representation of other members is allowed based on a written power of attorney. Each member can represent up to two other members.

1. Ordinary general assembly

An ordinary general assembly takes place once a year. The invitation to the members is sent in writing with a notice period of four weeks to announcement of the agenda.

The tasks of the general assembly include:

- Election of the members of the board;
- Election of auditors;
- Receipt of board report;
- Approval of annual financial statement;
- Discharge of the board;
- Approval of new budget;
- Adoption of the fee regulations and determination of the contributions;
- Determination of any potential fees;
- Matters of fundamental importance;
- Amendment of articles and dissolution of the association;
- Exclusion of members in the appeal process.

2. Extraordinary general assembly

It can be convened by the board through a resolution with a simple majority or if at least 50% of the voting members request it in writing, stating the purpose. The extraordinary general assembly must be convened no later than four weeks after the board's decision or the receipt of the members' request, with a notice period of at least three weeks – including the agenda.

3. Each regular and extraordinary general meeting is quorate – except in the case of the dissolution of the association – regardless of the number of members present and represented.
4. The general assembly makes decisions with a simple majority of the votes present and represented, unless the statutes stipulate otherwise.

5. The general assembly is chaired by the chairman, or in their absence, by their deputy, or if both are unavailable, by another member of the board.
6. Elections and votes in the general assembly are conducted openly by raising hands, unless a member requests a secret vote or election, and the request is approved by a simple majority.
7. Any member can submit motions for the agenda with a notice period of six weeks before the general assembly. Agenda items that are not listed on the sent agenda (except for amendments to the articles) will be addressed if the majority of the members present and represented decide so.
8. Minutes must be taken of the general assembly, which are to be signed by the meeting chair and the minute-taker and promptly sent to the members.

Article 11 – Supporters of the association

Supporters of the association can be any natural or legal persons who do not belong to the member groups specified in Article 3 but wish to support the goals of the association through regular financial contributions. The application to become a supporter of the association must be addressed to the board or the managing director. There is no right to become a supporter of the association. A decision to reject the application does not require justification. Supporters of the association are invited to general meetings but have no right to stand for election, no voting rights, and no election rights.

Article 12 – Advisory board

To support the activities of the association and particularly to promote its goals, the board may appoint individuals to an advisory board for a period of 2 years, which supports the board, management, and members as a consultative body. Reappointments are possible. In selecting advisory board members, particular attention should be paid to professional expertise. Members of the advisory board are invited to general assembly but have no right to submit motions, no voting rights, and no election rights.

Article 13 - Management

1. To manage the day-to-day operations, the association may appoint a (sole) general manager.
2. The general manager is appointed by the board. The general manager has authorization to represent the association individually.
3. The general manager is responsible for managing the operations independently in accordance with the resolutions of the association's bodies

and representing the interests of the association and its members externally. The authority to represent extends to all legal transactions that are necessary for the proper management of the association.

4. The general manager participates in the meetings of the bodies in a consultative capacity. He/she does not have voting rights.
5. The general manager is a trusted person for all members. He/she must perform his/her duties impartially.

Article 14 - Liability

The association and its bodies are only liable for damages caused to a member by the activities of the association in cases of intent or gross negligence.

Article 15 – Amendment of articles. Merger and demerger

1. A resolution to amend the articles can only be made in a general assembly. The invitation to the general assembly must announce the vote on the amendment of the statutes.
2. A resolution to amend the articles can only be passed with a majority of at least two-thirds of the votes cast in an assembly. Each regular and extraordinary general assembly is quorate – except in the case of the dissolution of the association – regardless of the number of members present and represented.
3. Those who have called the assembly must make the proposed amendment available to the members in writing at least five days before the assembly.
4. An amendment to the articles becomes effective only after notarization. Each board member is authorized to issue this document.
5. The provisions of paragraphs 1, 2, and 3 apply accordingly to a merger or demerger resolution.

Article 16 - Dissolution of the association

1. The association can be dissolved by a resolution of the general assembly. A resolution to dissolve the association can only be passed with a majority of at least two-thirds of the votes cast in an assembly. With the dissolution resolution, a custodian of the books and documents will be appointed..
2. The general assembly in which the dissolution is to be decided is only quorate if at least four-fifths of the members are present or represented.

3. If a second extraordinary general assembly is required, it must be convened by the board with a notice period of at least four weeks and at most eight weeks. It is quorate regardless of the number of members present or represented. The resolution for dissolution requires a majority of three-fourths of the votes present or represented.
4. Unless the general assembly appoints another liquidator, the board members are responsible for the liquidation of the association's assets.
5. In the event of dissolution, the general assembly decides by a simple majority of votes on the use of the association's assets. Any liabilities must be settled beforehand.
6. After the liquidation is completed, the books, documents, and other data carriers of the association must be kept for seven years by the custodian mentioned in paragraph 1.

Adopted by the general assembly on May 28, 2024, in Frankfurt am Main.

Legally binding, the original Dutch version shall always prevail.