

Arbeitsgemeinschaft Internationaler Kalibreure und Walzwerksingenieure vormals Arbeitsgemeinschaft Europäischer Kalibreure, gegr. 1950 (AEK)

Association Internationale des
Calibreurs et d'Ingénieurs de Laminoir
Fondé 1950

Association of International Roll Pass
Designers and Rolling Mill Engineers
Founded 1950

Associazione Internazionale
Calibratori e Tecnici di Laminazione
Fondato nel 1950

Page 1

S T A T U T E S

§1 Name, Seat and Fiscal Year

1. The Association is named '**Association of International Roll Pass Designers and Rolling Mill Engineers**' (**Arbeitsgemeinschaft Internationaler Kalibreure und Walzwerksingenieure**), short form: '**AIKW**'. The Association is registered with the registry of associations.
2. The Association's seat is Dortmund (Germany).
3. The fiscal year shall be the calendar year.

§2 Aim of the Association

The aim of the Association is to maintain and to deepen the members' skills acquired during their basic training and subsequent practical work and to promote the exchange of experience between members. In this respect, regular scientific conferences with presentations on specific topical subjects and plant visits make an important contribution. International speakers are invited to these conferences to give presentations on specific subjects of rolling mill technology and adjacent areas of production engineering, plant engineering and organisation.

In addition to members, any interested individual working in the steel industry or in the field of mechanical engineering, plant engineering or in the supplying industry, as well as university and polytechnic students and students from technical and master craftspeople schools may participate in the conferences and visits offered.

§3 Status

The Association shall be deemed to be a professional Association not subject to public law within the meaning of Article 5, paragraph 5 of the German Corporate Tax Act (§ 5 Ziffer 5 KStG). The Association is a non-profit organisation and does not pursue own financial interests. The Association's funds may only be used for the statutory aims. Members shall not receive any payments from the Association's funds. No person shall benefit from expenses alien to the aims of the Association or from unreasonably high remunerations.

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Page 2

§4 Acquisition and Loss of Membership

1. Only natural persons working as roll pass designers, engineers, technicians or masters in a rolling mill or adjacent fields, regardless of their nationality or affiliation to parties or other associations, may become members of the AIKW.
2. To become a member, an application must be addressed to the Board of Directors of the Association in which the applicant undertakes to observe all conditions laid down in the statutes. The Board of Directors decides on the received applications at its own discretion, usually once a year. The decision shall be made known to the applicants in writing.
3. Membership shall terminate as a result of death, resignation or expulsion. Notices of resignation must be addressed to the Board in writing; however, a 3 months notice must be observed for a resignation to take effect at the end of fiscal year. Notification of expulsion shall be given by the Board of Directors in writing. Members who grossly violate the interests of the Association or do not meet their liability to pay membership fees may be excluded.
4. After membership termination, former members shall have no title to the assets of the Association.

§5 Membership fees

1. Each member shall pay a one-off admission fee as well as a regular annual contribution. Pensioned members shall be exempted from the payment of annual fees.
2. The amounts to be paid for admission and annual membership are laid down by the Board of Directors. The amount of the annual fee shall be based on the Association's expenses to pursue its statutory aims.

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Page 3

§6 Board of Directors

1. The Board of Directors is deemed to carry out the Association's transactions. It shall be composed of the Presidency, the Extended Board of Directors (Advisory Board) and the Executive Board as follows:

a) Presidency:

- Composed of at least 1 (one) and a maximum of 3 (three) Presidents. In order to preserve the international character of the Association and to properly represent the various linguistic territories, the Presidency with generally 3 (three) Presidents shall be composed as follows:
- 1 (one) President for Germany, England, the Nordic countries and Eastern Europe as well as the English-speaking countries
- 1 (one) President for Italy, Greece, and the Southern Mediterranean countries as well as the Italian-speaking countries
- 1 (one) President for Spain, Portugal, France, the Benelux countries as well as the Spanish-speaking countries

The Presidency shall be considered as the Board of Directors within the meaning of Article 26 of the German Civil Code (§ 26 BGB). Each President shall be authorised to solely represent the Association.

b) Extended Board (of Directors) (Advisory Board):

- Composed of at least 5 (five) further members out of which the second Treasurer as well as the first and second Cash Auditor and the Secretary to the Board shall be appointed. These members shall support the Presidency and the Executive Director in the preparation and conduct of the conferences.

c) Executive Board:

- Composed of 1 (one) Executive Director
- and 1 (one) Treasurer.
The Presidency shall entrust the Executive Director with the daily business tasks as well as the member liaison and support.
The Treasurer shall be responsible for the Association's financial management.

2. Only natural persons who are citizens of a European Community member state may become members of the Board of Directors.

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Page 4

3. The Board constitutes a quorum if minimums of two thirds of its members are present. Unless otherwise stipulated in the statutes, at least 2/3 (two thirds) of the members present must vote in favour for a resolution to become effective.
4. The Board (of Directors) shall meet regularly for joint work sessions. The Presidency chooses the place for such meetings at its own discretion. It shall be obligatory to write minutes of all meetings held by the Board (of Directors).
5. The General Meeting shall elect the Board of Directors for a period of 6 (six) years. If a Board member leaves prematurely, the Board may appoint a successor for the remaining period of office.
6. The Executive and Treasurer shall receive an expense allowance the amount of which is determined by the Presidency as necessary.
7. The Association can be held responsible for its obligations only under consideration that the members' liability is limited to the Association's assets. Consequently, it shall be stipulated in all contracts and other commitments entered into in the name of the Association that its members could only be held liable to the extent of the Association's assets.
8. The Board (of Directors) may appoint a merited member to be Honorary President who, however, does not have the right to vote or act on behalf of the Association.

§7 General Meeting

1. The General Meeting shall take place every 2 years and is usually held on the occasion of the conventions as per Article 2 hereunder. On principle, they shall be held alternately at home and abroad. The Board of Directors shall call the General Meeting by sending a written invitation to the members. The invitation must be sent out at least two (2) months before the date of the meeting.
2. If necessary and required in the interest of the Association, the Board of Directors shall call an Extraordinary Meeting. Extraordinary Meetings must be called if requested in written form by at least 10 per cent of the members indicating the purpose and reasons.

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Page 5

3. A member of the Presidency heads the General Meeting. It shall be obligatory to write minutes of all General Meetings. To this effect, the chairman appoints a keeper of the minutes. Both chairman and keeper of the minutes shall sign the minutes.
4. In particular, the General Meeting shall decide on:
 - the establishment of the annual accounts,
 - granting relief to the Board of directors
 - the election and the dismissal of members of the Board,
 - changes in the statutes,
 - the liquidation of the Association and the use of its assets.
5. Unless otherwise stipulated in the statutes, resolutions taken during the General Meeting shall be decided on by majority decision of the members present. Any resolution to the effect of changing the statutes or the aim of the Association must be approved by a majority of three quarters of the members present.

§8 Liquidation of the Association

1. To liquidate the Association, a General Meeting resolution shall be required, backed by a three-quarter majority of the members present.
2. After liquidation of the Association, the proceedings shall be carried out in accordance with the rules of the German Civil Code applicable for liquidating Associations of legal capacity.
3. In case the Association is dissolved or its tax-privileged aims cease to exist, the assets shall be used for tax-privileged aims.