

GINETEX



**THE INTERNATIONAL
ASSOCIATION FOR TEXTILE
CARE LABELLING**

STATUTES



STATUTES

ADOPTED BY THE EXTRAORDINARY GENERAL
ASSEMBLY ON APRIL 15th 2011



FOREWORD

The statutes of 1964 were amended by the General Assembly on April 9th, 1975, the Extraordinary General Assembly on April 23rd, 1993, the General Assembly on September 25th, 1998 and the Extraordinary General Assembly on April 7th, 2006. The present statutes have been approved by the Extraordinary General Assembly on April 15th, 2011.

NAME – HEADQUARTERS

ARTICLE 01

An Association has been founded by the Adherents to the present statutes in accordance with the law dated July 19th, 1901 and the decree dated August 16th, 1901, under the name of “GINETEX, International Association for Textile Care Labelling”.

The Association headquarters and secretariat are located in Paris or in its suburb.

OBJECTIVES OF THE ASSOCIATION

ARTICLE 02

The Association has the following objectives:

- A** to define symbols and register for the respective codes, for the purpose of creating international standards for textile care labelling
- B** to define the regulations for the use of the said symbols and codes
- C** to promote propagation
- D** to acquire all markings and all rights relative to the respective symbols and corresponding codes
- E** to register all trademarks, both national and international
- F** to insure protection for all markings and symbols, or codes adopted by the Association in all countries, including those which are non-adherents to the Madrid Convention but where markings registered with the Associated International Bureaux for the Protection of Intellectual Property are protected as well as all other countries which are non-adherents to this agreement
- G** to conclude all agreements liable to promote the above objectives
- H** in general, to take all measures and absolve all activities liable to promote the above-mentioned objectives, directly or indirectly.



MEMBERS

ARTICLE 03

The Association is constituted by three categories of Members:

A The Participating Members,

composed by the National Committees for Textile Care Labelling with valid legal structure according to the legislation of the country of the National Committee.

B The Associated Members,

from countries where more than 80% of the national textile and apparel manufacturers are sub-contractors, composed by the national Committees formed of Textile and/or Apparel Organisations with valid legal structure according to the legislation of the country of the National Committee.

The Associated Members have no voting rights but may attend the meeting of the Governing Body and the General Assembly as well as all meetings of the different Committees.

C The Observer Members

from the countries in which there is no GINETEX National Committee existing: Standardization Bodies or Private Organisations with a special interest in Care Labelling

Observer Membership is granted for three years. Renewal of the Observer Membership is subject to the approval of the Governing Body.

Observer Members have no voting rights but may attend the meetings of the Governing Body, the General Assembly and the Advisory Commission. By invitation they may also attend the meetings of the Technical and Legal Committee.

ARTICLE 04

Membership applications must be submitted to the Governing Body. Acceptance or refusal of applications by the Governing Body is final and requires no motivation.

GLOBAL PARTNERS

ARTICLE 05

Membership of all three membership categories ceases:

A on resignation,

B on expulsion by decision of the Governing Body, in the event of non-payment of Membership contributions or for serious reasons, after the Member in question has been requested to submit an explanation. An appeal can be submitted to the General Assembly.

ARTICLE 06

Members can only resign at the end of the calendar year, by registered letter addressed to the Governing Body and with a three months' prior notice.

ARTICLE 07

International Groups within the Textile chain have the possibility to join GINETEX as Global Partners thereby gaining – through this single partnership - access to the authorisation to use the symbols on all products distributed by this international group and the services provided by GINETEX.

Global Partners do not have participating or voting rights within GINETEX but may attend the meetings of the Advisory Commission and by invitation the meetings of the Technical Committee.

ADMINISTRATIVE BODIES

ARTICLE 08

The administrative bodies of the Association are:

A the General Assembly

B the Board

C the Governing Body



GENERAL ASSEMBLY

ARTICLE 09

The General Assembly of the Association is constituted by all its Participating Members as defined in the article 3.1.

It meets at least once a year and whenever convoked by the Board or at the request of at least three Participating Members.

Each Participating Member has one vote; he/she may be accompanied by experts who will attend the meeting, respectively may be represented by another Participating Member, by means of a written proxy. No Participating Member may represent more than one fellow Participating Member.

The agenda for the General Assembly is established by the Board. A management report by the Board is read to the Assembly, together with a report concerning the moral and financial position of the association.

The General Assembly approves the accounts for the past financial year and votes on the budget for the coming year. It establishes membership dues for all member categories (Participating Members, Associated Members, Observer Members) and Global Partners, discusses all points on the agenda and, if necessary, elects new Board Members.

The General Assembly can only discuss questions listed on the agenda. The Chairman and the Board members are elected by the General Assembly.

QUORUM/MAJORITY

ARTICLE 10

A In order to take valid decisions, the General Assembly must consist of at least half of the Participating Members. If this quorum is not attained, a postal ballot is organized following requirements of article 15.

B All polling and elections are on the basis of a simple majority (i.e. 51% of votes by the Participating Members present or correctly represented).

C If the election ends in tie, the president has the final ballot.

BOARD

ARTICLE 11

Management of the Association is in the hands of the Board which consists of at least two Participating Members in the function of Chairman, Treasurer and Secretary. Each National Committee can have up to a maximum of two mandates only. Delegates are proposed and sponsored by the respective National Committees "Participating Members". A new Board is proposed by the Governing Body and elected every two years by the General Assembly.

Retiring Board Members are re-eligible.

In the event that one or more seats on the Board become vacant, the remaining member(s) has/have the same authority as if all the seats were filled. If the remaining two Board members are from the same National Committee, they have to call for a general election of the whole Board. If only one member remains, it must immediately proceed to a provisional appointment in accordance with the procedure laid down in article 11, par. 3.

The remaining Board member(s) will have authority to make provisional appointment(s) for the empty seat(s) of candidates submitted by one or more of the National Committees. These appointments are submitted for approval by the next General Assembly. The Board member nominated in this manner fulfils the term of office of the person whom he/she is replacing.

The function of Board member is terminated:

- on resignation,
- at the end of the normal term of duty,
- in the event that a Board member ceases to represent the National Committee which designated him/her.



GOVERNING BODY

ARTICLE 12

The Governing Body consists of one delegate of each National Committee “Participating Members”. He/she may be accompanied by experts, who will attend the meeting,

The Governing Body proposes a Chairman from among its members and, if necessary, a Vice-Chairman to replace the Chairman in case of absence. The Governing Body also proposes a Treasurer and a Secretary to complete the Board. The Board members are then confirmed by the General Assembly.

The Chairmanship goes alternatively to the delegates of the National Committees “Participating Members” in the order designated by the General Assembly. If one of these Committees does not wish its delegate to become Chairman, the next Committee submits its candidate and so forth.

ARTICLE 13

The Governing Body meets at least once a year. Additional meetings may be called.

The Governing Body convokes each time it is called upon to do so by its Chairman or on request by two of its Participating Members.

In order to take valid decisions the Governing Body must consist of at least half of the Participating Members attending. If the quorum is not attained, decisions will be taken by the means of a postal ballot organized following requirements of article 15 and 16.

ARTICLE 14

The Governing Body is permitted to create commissions and working groups for which it establishes the purpose and composition.

The Chairman of each commission, respectively working group, must report on the activities of the relative commission or working group to the Governing Body which, in its turn, must report to the General Assembly at least once a year.

ARTICLE 15

Subject to the quorum defined under article 10, all ballots and elections take place on the basis of a simple majority (i.e. 51 % of votes by the Administrators present or correctly represented).

GENERAL DISPOSITIONS: VOTES/MINUTES

ARTICLE 16

The majority mentioned in articles 10, 13, 15 and 21 is calculated on the basis of the Participating Members which vote “yes” or “no”.

The Participating Members which do not vote or abstain are not included in the calculation of this majority.

- A postal ballot is possible either for the decisions taken by the Governing Body or for the General Assembly and it can be organized as followed:
- the object of a postal ballot should be clearly expressed with resolutions,
- be written in a way which cannot be misinterpreted,
- Participating Members can only vote “Yes”, “No” or “Abstain”,
- the answers to the questions are sent back with a receipt at the latest eight days before the next Governing Body or General Assembly or by the date given on the ballot paper. In any event, Members will be given at least ten working days to reply,

- as far as the calculation of votes is concerned, Participating Members which do not send their answers in the deadline mentioned above (receipt being a proof), will be considered as abstaining, just as the ballot papers sent scratched or alternated,
- abstentions and spoiled or alternated ballot papers will not be counted in the calculation of the quorum nor the majority,
- postal ballots take place on the basis of a simple majority (i.e. 51 % of votes by the Participating Members having participated to the ballot following requirements described above),
- the calculation of the votes will be indicated as such in the minutes of the concerned Governing Body or General Assembly, the answers to the postal ballot being added as annexes to the minutes.

The minutes of the General Assembly and those of board meetings are signed by the Chairman and Secretary. Transcripts free from blanks and corrections are entered in a register.



AUTHORITY OF THE CHAIRMAN, TREASURER AND SECRETARY

ARTICLE 17

- Expenses are authorized by the Chairman.
- The Chairman supervises the execution of decisions taken by the Board.
- He chairs the meetings of Governing Body and General Assembly.
- He assists at meetings of the Commissions.
- He submits the annual report to General Assembly.

The Treasurer collects members' dues and prepares the annual accounts of the Association, submits the budget for the coming year, in accordance with decisions taken by the General Assembly.

The Secretary is Secretary to the Board and, on principle, Secretary to the General Assembly. An Assistant may be appointed by the Board.

ARTICLE 18

The Chairman represents the Association in all civil and legal matters. Respectively, another Member of the Board may be delegated for this purpose by the Board. Alternatively, another person may be specifically nominated to fulfil this function by the Board.

ARTICLE 19

The French text is valid in the case of all official documents issued by the Association.

INTERNAL REGULATIONS

ARTICLE 20

Internal regulations are set up by the Board and approved by the General Assembly. These regulations govern all points not specifically mentioned in the statutes. Amendments to these regulations must be approved by the General Assembly.

STATUTES AMENDMENTS

ARTICLE 21

All proposals of amendments to the present statutes must be addressed to the Chairman who will inform the Participating Members at least one month prior to the date when they will be discussed before an Extraordinary General Assembly, specially convoked for that purpose or an ordinary General Assembly.

At least 4/5 of the total number of Participating Members must be present on such occasions, or respectively correctly represented. If this proportion is not attained, the General Assembly will be convoked again after a minimum delay of 15 days. On this subsequent occasion, the Assembly may validly deliberate, irrespective of the number of Participating Members present or correctly represented.

In order to be carried out, all amendment proposals must obtain a simple majority (i.e. 51 % of votes of the Participating Members present or correctly represented).

ARTICLE 22

Within a delay of three months, the Chairman or another Member of the Board must inform the Prefecture of the department or Sub-Prefecture of the district where the Association has its headquarters of any changes in the administration or management of the Association, as well as of all amendments to the Statutes.

All such amendments and/or changes must furthermore be entered in a special register.

The registers belonging to the Association as well as all documentation relative to accounts must be submitted, without alteration, whenever requested by the Prefect, either to him personally or to his delegate or to any other authorized representative.



LIQUIDATION

ARTICLE 21

The Association can only be liquidated by decision of the General Assembly specially convoked for that purpose and liquidation can only take place on the basis of votes in favour by 3/4 of the Participating Members.

The General Assembly nominates one or two Commissioners who will be in charge of liquidating the assets of the Association.

Within the limits stipulated under French law, the General Assembly has sovereign authority to decide the manner in which net assets are to be distributed.

The Prefecture, respectively Sub-Prefecture must be informed by declaration in writing that the Association intends to liquidate.

PARIS, APRIL 15th, 2011

François-Marie Grau, President
Dr. Kurt Gehri, Vice-President



