



# European Association of Surface Heating and Cooling

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CH-8802 Kilchberg, Sep 23rd 2010

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## MINUTES

### OF THE ORDINARY GENERAL MEETING, September 20th 2010

Date: Monday, September 20<sup>h</sup> 2010  
Place: UPONOR, Tour & Andersson Str. 2  
A-2353 Guntramsdorf-Vienna  
Time: 10 am to 3 pm

#### List of those present:

MASTER SYSTEM / FAR	Mr. Claudio Zanella (President)
ALB Systemas	Mr. Jordi Latorre
HAKA.GERODUR AG	Mr. René Bässler (Vice President)
MASTER SYSTEM / FAR	Mr. Alberto Allessina
SFF* (CH)	Mr. Walter Hilfiker (General Manager and Board member)
REHAU	Mr. Klaus-Paul Koch (member of the extended Board)
RETTIG ICC	Mr. Johan Struyf (member of the extended Board)
UHMA**	Mr. Chris Ingram
Uponor CE-Austria/VIZ***	Mr. Reinhold Scheuchl (Vice President/Meeting's Chairman)
Uponor	Mr. Ilari Aho
Wavin BV	Mr. Gert Jan Maasdam
Wavin BV	Mr. Gert Jan van Lieshout (Board member)
Honory member	Mr. Rex Ingram (Vice President)
Guests: Winkler Technik	Mr. Saskia Schöpf-Winkler
Winkler Technik	Mr. Anatol Stein

\*) SSF = SCHWEIZERISCHER FACHVERBAND FLÄCHEN-HEIZUNG UND -KÜHLUNGL  
(Swiss Association of Surface Heating and Cooling)

\*\*) UHMA = UNDERFLOOR HEATING MANUFACTURERS' ASSOCIATION

\*\*\*) VIZ = VERBAND DER INSTALLATIONS-ZULIERINDUSTRIE (Österreich)

#### Apologies:

HENCO	Mr. Dirk Hendrickx
MASTER	Mr. Stefano Penacchini
TOBLER SYSTEM AG	Mr. Edgar Ballmer/Heinz Gmür/Manuel Schmid
UPONOR Central Europe/BVF	Mr. Werner Frieling/Joachim Plate
UPONOR Northern Europe	Mr. Petri Laalo
RDZ	Mr. Valerio Supini/Samir Tabban
Rossato Group	Mr. Cristian Rossato



<b>General Meeting, Business Agenda</b>		
<b>1.</b>	<p><b>Welcome / Agenda / recording the minutes</b></p> <p>The chairman welcomes the participants and thanks Reinhold Scheuchl for hosting the meeting so perfect, excellent organisation and for the extraordinary "Heurigen" on Sunday evening.</p> <p>The Agenda is accepted and Rex Ingram together with Walter Hilfiker will do the minutes. Vote counters will not be necessary.</p> <p>The minutes will be done in a few days and send out very soon with the invitation for a second General Meeting in 2010.</p> <p>Reinhold Scheuchl explains how it came that the GA 2010 was moved from June 27/28<sup>th</sup> in Stockholm to September 19/20<sup>th</sup>.in Guntramsdorf. The marriage of Crown Princess of Victoria made that absolutely exceptionally the midnight summer had changed from the week-end June 19/20<sup>th</sup> to June 26/27 in Stockholm. Everything was booked-out or too expensive. In the meantime we had discussion on manager level between some pan European Eu-ray members. They decided to ask the Eu-ray Board to work out a plan to make Eu-ray so strong that it could play an active role in European politic-, economic, and standard program. To propose to the member on next General Assembly this plan. To make a proper work, we needed the summer brake, so we finally moved the Meeting to September. And as Uponsor offered to host the Assembly the Association could save a lot of money, what was a major point at the actual financial situation of the association.</p>	<p>Claudio Zanella/ Reinhold Scheuchl</p> <p>RI/WH</p>
<b>2.</b>	<p><b>Minutes of General Assembly June 29<sup>th</sup> 2009 held in Baveno</b></p> <p>These were unanimously approved.</p>	
<b>3.</b>	<p><b>Annual President's Report</b></p> <p>In his President's report, CZ said that it had not been possible to present an accurate financial report to the last General Meeting. Edgar Ballmer, who had previously been responsible for internal audit and for preparing the financial report, had resigned without a report having been compiled.</p> <p>Subsequently, he had conducted a review and the Association had retained the services of an external auditor, Christoph Eichele, to prepare a new set of financial figures. Eichele's report was received on 19<sup>th</sup> October 2009 and all of the financial papers are available for any Member to inspect, if they should wish. CZ reported that along with this audit and preparation of new accounts, the Association's internal procedures with regard to expenses and banking had also been reviewed and tightened. He thanked WH and Reinhold Scheuchl for their assistance.</p>	

<p><b>4.</b></p>	<p><b>Financial Report</b>                  RS reported that, at the end of 2008, Eu-ray had a financial deficit of 49,999 € mainly due to an unpaid liability in respect of the energy comparison study which had been undertaken on the Association’s behalf by the Technical University in Copenhagen and the University of Padua which amounted to 44,500 €.                  This was the financial situation inherited by the Board.                  Yesterday, the Board received a report that the financial position as at 16<sup>th</sup> September 2010 had improved, and that Eu-Ray had a financial surplus of 2,695 €.                  However, the Board investigated the detail of this report and discovered at the End of 2010 we might have a deficit of 8’852 €..                  RS expressed the Board’s thanks to CZ and WH for their work in preparation of new accounts. He said that a copy of the whole of today’s presentation together with a copy of the report by the external auditor, Eichele, will be distributed together with the Minutes of today’s meeting.                  The meeting voted to accept unanimously the Financial Report.                  Please find the audit report as an attached file.</p>	
<p><b>5.</b></p> <p>5.1</p> <p>5.2</p>	<p><b>Proposals for Restructuring Eu-ray</b>                  The meeting received three presentations (copies attached). One by Rex Ingram on the background to the proposals, one from Ilari Aho proposing the objectives and aims for a restructured Association and the third from Gert Jan Maasdam which proposed a new structure.</p> <p><b>Eu-ray and future challenges</b>                  When underfloor heating was sold in past especially by the argument of comfort, in future surface heating and cooling will be used because of his extraordinary energy efficiency. As energy efficiency belongs to the main target of the world that needs changes of our effort and capacity to influence European politics, directives, standards and market.</p> <p><b>Why a strong and powerful Eu-ray – Needs and objectives.</b>                  In his presentation, Ilari Aho argued that Eu-Ray must not only respond to the market changes being introduced as a consequence of EPBD. He said that European and legislative bodies do not speak to individual companies, and it is necessary to hav a strong European Association with which they can have a dialogue. He said that the new requirement is not only to promote the message of energy-efficiency but also how surface heating and cooling is better environmentally, how European manufacture is better that imported manufacture, how it can improve recycling and reduce the amount of energy used in construction. He stressed the ned for the whole industry to have common messages, a common influence on European energy policy and common research. By comparison with other European industries, our industry lacks the explicit link between</p>	<p style="text-align: right;">./5</p>

	<p>industry and policy.</p> <p>He said we have to admire the way in which the insulation industry has managed to get its text woven into the fabric of European Standards. He said that the implementation of EPBD will be the key to the success of our industry but we will need independent performance verification and environmental performance assessments. He stated that in future Eu-Ray must support National Associations. Although it was the least sexy factor, it is very important that we should have a common R+D agenda so that every statement we make is backed up by solid research. He concluded by saying we should be in Brussels and involved in central energy policy discussions.</p>	
5.3	<p><b>Organisation/structure to follow the need</b></p> <p>Gert Jan Maasdam began his presentation by saying that the presentation by Rex Ingram had identified - Why? That by Ilari Aho had identified - What? His presentation would address - How?</p> <p>He said that it was essential that the new Board should contain representatives from the major suppliers because this would not only ensure they would acknowledge their responsibilities to the industry but it would also ensure the Association would be properly funded. He said the Association would not be credible if there were gaps in the participation of the major players. The new President would be the day to day discussion partner for a new full-time General Manager. He said there would be different roles for larger and smaller players within the new structure but it was essential that all Members should feel they are actively respected, and that their views are taken into account. He then went through the presentation slides which set out proposals for different Membership Classes and Fees.</p> <p>Some Members listening wondered how a budget of 250K € could be achieved and RI explained the Board's calculations which is based on an assessment of how many companies might join as Members within each Membership category. It was clear from the discussion that during the transition period of 2011, Members expect that income and expenditure will need to increase gradually and in parallel.</p>	
5.4	<p><b>“Way forward” (from now to November 30<sup>th</sup>)</b></p> <p>The final part of this section of the Agenda involved a summary of The Way Forward. There will be a need for the Board to propose new Statutes and a note on Competition Law compliance. The Board will need to create a new budget and organisational structure before 30<sup>th</sup> November. The Board will need to contact very soon all potential new members and all delegates were asked to send names and contact details of prospective members to WH.</p> <p>It was agreed that a further General Meeting should be held on 30<sup>th</sup> November 2010 in Frankfurt at which meeting the revised statutes will be agreed, a new Board will be appointed and a</p>	<p><b>All members By October 8<sup>th</sup></b></p> <p>./.6</p>

	<p>new budget set.</p> <p>The expectation is that a new start will be made on 1<sup>st</sup> January 2011 and that all changes will have been implemented by 1<sup>st</sup> January 2012.</p> <p>12 am – 1 pm: At this point, the meeting broke for lunch.</p>	
6.	<p><b>Podium discussion</b></p> <ul style="list-style-type: none"> <li>• CZ said that Eu-ray needs more money but increasing the fee for a Local Member from the present level of 1,400 € to 5,000€ in one jump would be too much of a change and we would lose Members as a result. He suggested the increase should be to no more that 3,000 €. He said that the voting proposal should change because the suggested rule would require too many small members to have the same vote as a large member.</li> </ul> <p>Ilari Aho said that before he would sign a cheque for any more funds, he would first want to see roles, objectives and a budget all agreed.</p> <p>K-P Koch said that it was essential new Members are brought along in parallel with the changes being proposed. RI said that we need either a change-manager or to nominate an active small group whose task will be to drive the changes being discussed.</p> <p>GJM said that whatever we agree on 30<sup>th</sup> November should happen, we should also agree actions to be taken and by whom and in what timeframe. He said the worst outcome would be that Members vote and for them to be no action. Chris Ingram set out on the white board his view of the Way Forward (copy of his notes attached to these Minutes).</p> <p>CZ said that the key role in the future will be that of the General Manager. This person will become the primary lobbyist and the key person to implement the agreed changes, objectives and budget. He said we need to agree how and who finds this person, and a process for validating his/her selection and appointment.</p>	

	<ul style="list-style-type: none"> <li>• Action The following actions were agreed: <ol style="list-style-type: none"> <li>1. The Minutes of this meeting should be prepared as soon as possible</li> <li>2. They should be circulated together with a Briefing Paper, which the Board should prepare, which summarises all the changes being proposed and the reasons for them, to all current Members.</li> <li>3. All delegates should send names and contact details of prospective Eu-ray Members to WH along with details of who would be the best person to make contact with them in order to invite them to join.</li> <li>4. The Briefing Paper should be sent or taken personally to all prospective members</li> <li>5. At the 3<sup>0th</sup> November meeting, action should be agreed to appoint the full-time General Manager and agree who should become the lobbyist – the General Manager or an agency lobbyist.</li> </ol> </li> </ul>	RI/WH  Board  All delegates/ Members by October 8 <sup>th</sup>  By nominated! End October at latest
7.	<b>Miscellaneous</b> -none-	
8.	<b>Date and place General Assembly II 2010</b> (New structures, new organisatio, new tasks, elections, vote, Budget 2011)  It was agreed that the next General Meeting will be held in <b>Frankfurt-Neufeld on 30<sup>th</sup> November 2010</b> at a time and place to be advised	WH/RS
9.	<b>End of meeting</b> The Chairman of the meeting closes the meeting at 3 pm	

Minutes Secretary

Walter Hilfiker

Zurich, September 24<sup>th</sup> 2010