
Membership Fee Scheme

of 11 June 2018
with effect from 1 January 2019

Membership Fee Scheme

incl. Annex to Membership Fee Scheme
with effect from 1 January 2019

Verband Deutscher Verkehrsunternehmen e.V. (VDV)
Kamekestr. 37 – 39 | 50672 Cologne | Germany
Phone: +49 221 57979 0 | Telefax: +49 221 51 42 72

Adoption of the Membership Fee Scheme pursuant to a decision at the members' meeting on 25 May 2004 in Hamburg, as last amended by decision at the members' meetings on

- **3 June 2008,**
 - **8 June 2010,**
 - **17 June 2013,**
 - **18 May 2015**
 - **6 June 2016 and**
 - **11 June 2018**
-

Membership Fee Scheme

Article 1

Membership fee

- (1) The annual membership fee (Article 19 (1) of the Articles of Association) for ordinary members is determined on the basis of the facts underlying the assessment of the fee, which are defined in Article 2, and the fee assessment methods, which are defined in Article 3.
- (2) If the fee requirement due to the budget accepted at the members' meeting deviates from the sum of the membership fees of all ordinary and extraordinary members calculated for the financial year in accordance with this Membership Fee Scheme, all membership fees are adapted to this deviation.

Article 2

Facts underlying the assessment of the fee

- (1) Ordinary members' membership fees are assessed on the basis of the following facts:
 - a) for members performing public transport: the seat kilometres performed two years before the year in question,
 - b) for members performing rail freight transport: the service revenues achieved by the rail freight transport (inclusive of the revenue from the charges for third parties' use of the railway infrastructure) one year before the financial year in question (without value-added tax),
 - c) for other companies providing infrastructure, equipment or staff etc. for public transport or rail freight transport to third parties (Article 3 (b) of the Articles of Association): the service revenues achieved one year before the financial year in question (without value-added tax),
 - d) for members in the sense of Article 3 (c) and (d) of the Articles of Association (association and principal organisations): the population in the area of responsibility on 30 June two years before the year in question,
 - e) deviating from a), for members performing public transport on standard railway infrastructure: the train kilometres performed one year before the year in question.

- (2) If ordinary members performing public transport entrust external companies with public transport services, the facts underlying the assessment of the fee shall include this fact.
- (3) The data for the facts underlying the assessment of the fee are collected in accordance with the guidelines of the VDV main office and shall be based on official statistics as far as at all possible. The ordinary members are obliged to pass on these data to the VDV main office on or before the deadline set by the VDV main office. This obligation also includes data on awarded transport services in the sense of (2) and stakes in the sense of Article 5 as well as on the companies to be included in the assessment of the fee pursuant to Article 6 (3) sentence 1, Article 7 (2) and (3), and Article 8 (1) sentence 3 and (2).
- (4) If the data according to (3) are not passed on in time or after a suitable extension of the original deadline or if the data are incomplete or implausible, the VDV main office determines the membership fee at its own discretion. For this purpose, the VDV main office shall assume that the data for the assessment of the fee have increased by at least 20 per cent compared with the preceding year. Data passed on to or estimated by the VDV main office cannot be modified to the disadvantage of the VDV after 1 January in the year in question.

Article 3

Fee assessment methods

- (1) Ordinary members' membership fees are calculated on the basis of the fee assessment methods specified in the Annex.
- (2) The membership fees to be paid by ordinary members performing both public transport and rail freight transport in the sense of Article 2 (1) a) and b) or additional services pursuant to Article 5 are determined separately and added to a total membership fee.
- (3) The minimum fee for an ordinary member amounts to:
 - a) 3 900 euros pursuant to Article 2 (1) a) and e),
but with the following deviation:
4 058 euros for members performing tram operation,
 - b) 2 600 euros pursuant to Article 2 (1) b) and c),
 - c) 2 700 euros pursuant to Article 2 (1) d).

The maximum fee for an ordinary member amounts to:

- a) 134 500 euros pursuant to Article 2 (1) a) and e),
but with the following deviation:
139 956 euros for members performing tram operation,
- b) 55 000 euros pursuant to Article 2 (1) b) and c),
- c) 40 200 euros pursuant to Article 2 (1) d).

The membership fees for ordinary members pursuant to Article 2 (1) d) who are liable to pay contributions pursuant to Article 19 (3) of the Articles of Association at the relevant date, i.e. 31.12.2010, are increased by the (net) contributions paid at this deadline. The minimum fees and the maximum fees are liable to the adaptations defined in Article 1 (2) (in 2015: 1.142294).

- (3a) Ordinary members performing railway transport services and operating standard-gauge public railway infrastructure are charged an additional fee of 800 euros. If an ordinary member performing railway transport services is associated under company law with another member company operating standard-gauge public railway infrastructure, the member company operating this infrastructure is charged an additional fee of 800 euros.
- (3b) In case of non-cash benefits in the sense of Article 19 (1) of the Articles of Association the value of the non-cash benefits is assessed on the basis of due diligence. The value of the non-cash benefits is added to the membership fee in the sense of (3a).
- (4) The presidency is entitled to differentiate the factor generally specified in the Annex for the conversion of the members' service revenues in the sense of Article 2 (1) c) into various kinds of services. The members shall be informed accordingly by the presidency at the next members' meeting.

Article 4

Special rules for intercompany relationships

- (1) To achieve fee fairness, the general fee rules for ordinary members are adapted in accordance with Articles 5 to 8 if ordinary members are in particular situations. Thus, the membership fee is adapted for an ordinary member
 - a) holding stakes in other companies that fulfil the requirements for ordinary membership, but are not members themselves (Article 5),
 - b) being the result of a merger (Article 6),
 - c) being the result of a split-up, spin-off or hive-down or changed for this reason (Article 7),
 - d) belonging to a group of companies (Article 8).

- (2) These rules shall be applied from an economic perspective in accordance with their fee purpose and also apply to other forms of enterprises than corporate enterprises.

Article 5

Stakes

- (1) The addition rules specified in (2) to (4) apply to the assessment of the fees due by ordinary members with direct or indirect stakes in companies if these companies are not members, but fulfil the requirements for ordinary membership. These addition rules do not apply to stakes acquired before 31.12.2003 at the relevant level specified in (2). Moreover, they do not apply if the facts underlying the assessment of the fee lead to a higher membership fee pursuant to Article 2 (2) (assignment of subcontractors). The additions pursuant to Article 5 have to be so adapted that there is no double count.
- (2) If members have interests of at least 25 % in companies in the sense of (1), the facts underlying the assessment of the fee shall also consider these companies proportionately to the partnership interests. If these associated companies have at least 50 % interests in other companies in the sense of (1), the facts underlying the assessment of the fee shall also consider these companies proportionately to the partnership interests.
- (3) The maximum fees specified in Article 3 (3) do not apply in case of an addition in accordance with (2). If a member already pays the maximum fee without the additions pursuant to (2), the facts underlying the assessment of the fee and resulting in the maximum fee are the starting point for the addition.
- (4) Notwithstanding (2), if members hold stakes in companies that terminate their membership on 31.12.2003, the membership fees that these companies would have paid as ordinary members in the year in question are added to the members' membership fees in accordance with the participation quotas.

Article 6

Mergers

- (1) The special rules specified in (2) and (3) apply to mergers in the sense of Section 2 of the German Transformation Act that are effective after 31.12.2003 and involve ordinary members.
- (2) The rules concerning maximum fees (Article 3 (3)) do not apply.

- (3) As from the year of the merger the member company taking over the other company or the newly established company shall pay a membership fee that at least corresponds to the sum of the fees that the merged member companies would have paid in the year of the merger (minimum fee). This minimum fee is reduced in the following years in accordance with sentence 3 until the due membership fee has reached the fee due in accordance with the general provisions of the Membership Fee Scheme. The annual reduction amounts to 10 per cent of the difference between the minimum fee and the fee that the member would have paid in the year of the merger in accordance with the general provisions of the Membership Fee Scheme. The presidency can allow higher percentages. This fee calculation shall also apply to companies resulting from mergers in which members are involved and which only become VDV members in later years after the merger.
- (4) (2) and (3) also apply to asset transfer in the sense of Section 174 of the Transformation Act.

Article 7

Split-ups, spin-offs and hive-downs

- (1) The special rules specified in (2) and (3) apply to split-ups, spin-offs or hive-downs of companies in the sense of Section 123 (1) to (3) of the Transformation Act that are effective after 31.12.2003 and involve members.
- (2) Companies performing public transport or rail freight transport (Article 2 (1) a), b), c) or e) after the split-up, spin-off or hive-down pay membership fees in accordance with the general provisions of the Membership Fee Scheme if they are members; if they are not members, the facts underlying the assessment of the fees for these companies are added to the facts underlying the assessment of the fee for the member company in accordance with the rules for stakes (Article 5). Other members of this network of affiliated companies pay the minimum fee. Notwithstanding Article 5, the other companies without membership are not considered by the fee calculation.
- (3) If several members have interests in a company established via a split-up, spin-off or hive-down in the sense of (2) sentence 1, first half-sentence (partial merger), the rules for mergers (Article 6) apply, notwithstanding (2). In this case the management of the VDV assesses the minimum fee (Article 6 (3) sentence 1). If the joint venture is not a member, the facts underlying the assessment of the fee for this company are added to the facts underlying the assessment of the fee for the member company in accordance with the general provisions for stakes (Article 5).
- (4) (2) and (3) also apply to asset transfer in the sense of Section 174 of the Transformation Act.

Article 8

Groups of companies

- (1) The total membership fee of the companies of a group in the sense of Section 18 of the German Companies Act shall not exceed 1 215 000 euros after 31.12.2016. There are no further group discounts. This maximum fee is increased by the fees of companies being ordinary members on 31.12.2003 and in which majority stakes have been or will be acquired after this date. If these companies have terminated their membership after 31.12.2003, the fees that they would have paid in case of membership apply instead of Sentence 2. This maximum fee is subject to modifications pursuant to Article 1 (2) (in 2015: 1.142294). If the membership fee to be paid by a group exceeds this maximum fee, the fees to be paid by the single companies of the group in accordance with the Membership Fee Scheme are correspondingly reduced.
- (2) If it is not possible to add direct or indirect majority stakes in accordance with Article 5 to the controlling company of a group in the sense of Section 18 of the German Companies Act due to its non-membership, the presidency can increase the fees for VDV members from this group to ensure a suitable and fair fee share of the group within the VDV, which reflects the services of the VDV. The members shall be informed accordingly by the presidency at the next members' meeting.
- (3) If five to nine legally independent companies of a group in the sense of Section 18 of the German Companies Act (companies of a group) have applied for membership by 02.05.2013, they are granted a 30 % discount on their membership fees calculated in accordance with this Membership Fee Scheme. If ten or more companies of a group are members by 02.05.2013, the discount amounts to 40 %. Participations of at least 50 % are considered. The minimum fee always becomes due. This discount does not apply to fees to be paid by extraordinary members. The discount shall only be granted once per company.
- (3a) The discount according to (3) is only granted to companies in accordance with Article 2 (1) e) if they perform other kinds of transport than public transport by rail.
- (4) A company of a group that applies for membership after 02.05.2013 is granted a group discount if the acceptance of this new member does not mean that the sum of the membership fees of the other companies of the group is reduced.

Article 8a

Consolidation agreement

The VDV management can determine to assess a fee deviating from the regular membership fee for up to five years in advance for companies pursuant to Article 2 (1) e). Based on the latest available data, likely changes of the facts underlying the assessment of the fee, especially increasing or decreasing transport services, shall be considered for this fee.

Article 9

Extraordinary members and special cases

- (1) Generally or on an individual basis, the presidency determines the membership fees for extraordinary members in consideration of the principles of the Membership Fee Scheme. The membership fees for extraordinary members who are liable to pay contributions pursuant to Article 19 (3) of the Articles of Association at the relevant date, i.e. 31.12.2010, are increased by the (net) contributions paid at this deadline. The minimum fee amounts to 2 600 euros and is liable to the adaptations defined in Article 1 (2) (in 2015: 1.142294). Article 2 (3) and (4) also apply to extraordinary members.
- (2) In consideration of the principles of the Membership Fee Scheme the presidency can in special cases determine the membership fees for ordinary members if it is not possible or suitable to assess the fees on the basis of the Membership Fee Scheme.
- (3) To acquire new ordinary members, the VDV management can determine lower fees and contributions (Article 19 (3) of the Articles of Association) for one year. However, at least half of the membership fee calculated in accordance with this Membership Fee Scheme shall be paid.
- (4) In hardship cases the VDV management can defer payment of membership fees or partly waive them.

Article 10

Entry into force and transitional rules

This Membership Fee Scheme enters into force on 1 January 2019. Until then, the Membership Fee Scheme of 6 June 2016 is valid.

Annex to the Membership Fee Scheme

1) **Assessment of the fee to be paid by members performing rail freight transport** **(Article 2 (1) b) of the Membership Fee Scheme)**

The membership fee for each 1 000 euros of service revenue, inclusive of a part of 1 000 euros of service revenue, (without value-added tax) for one year before the financial year in question amounts to:

- 4.07 euros (100 %) for the first 0.75 mil. euros;
- 3.66 euros (90 %) for the next 0.75 mil. euros;
- 3.26 euros (80 %) for the next 0.75 mil. euros;
- 2.85 euros (70 %) for the next 0.75 mil. euros;
- 2.44 euros (60 %) for the exceeding service revenue.

The resulting total sum is to be multiplied by the budget coefficient (BC).

2) **Assessment of the fee to be paid by the other ordinary members** **(Article 2 (1) a), c), d) and e) of the Membership Fee Scheme)**

- a) The membership fees for members pursuant to Article 2 (1) a) of the Membership Fee Scheme are calculated in accordance with this formula:

$$\text{Membership fee} = \left[-600 + 15x - 12 \left(\frac{x}{100} \right)^2 + 0.0313 \left(\frac{x}{100} \right)^3 + 130\sqrt{x} \right] 2,042153 \cdot BC$$

but with the following deviation for members performing tram operation:

$$\text{Membership fee} = \left[-600 + 15x - 12 \left(\frac{x}{100} \right)^2 + 0.0313 \left(\frac{x}{100} \right)^3 + 130\sqrt{x} \right] 2,125 \cdot BC$$

- b) The membership fees for members pursuant to Article 2 (1) c) of the Membership Fee Scheme are calculated in accordance with this formula:

$$\text{Membership fee} = \left[-600 + 15x - 12 \left(\frac{x}{100} \right)^2 + 0.0313 \left(\frac{x}{100} \right)^3 + 130\sqrt{x} \right] 1,361435 \cdot BC$$

- c) The membership fees for members pursuant to Article 2 (1) d) of the Membership Fee Scheme are calculated in accordance with this formula:

$$\text{Membership fee} = \left[-600 + 15x - 12 \left(\frac{x}{100} \right)^2 + 0.0313 \left(\frac{x}{100} \right)^3 + 130\sqrt{x} \right] 1,419977 \cdot BC$$

- d) The membership fees for members pursuant to Article 2 (1) e) of the Membership Fee Scheme are calculated in accordance with this formula:

Membership fee =

5.35 EUR • *BC* per 1 000 train km up to 10 mil. train km;

3.57 EUR • *BC* per 1 000 train km from 10 mil. train km to 20 mil. train km;

2.68 EUR • *BC* per 1 000 train km from 20 mil. train km.

- e) The variable *x* is defined as follows for:

- **passenger transport:**

Seat kilometres in mil. ¹⁾(Article 2 (1) a))

- **infrastructure, equipment, staff etc.:**

Service revenue in mil. euros x 50 ²⁾(Article 2 (1) c))

- **association and principal organisations:**

Population in mil. x 435 ³⁾(Article 2 (1) d))

3) Assessment of the fee to be paid by the ordinary members according to Article 9 (2) of the Membership Fee Scheme

- a) For members operating industrial railways without revenue from the transport:

The graduated fee is calculated as follows:

1 st step:	≤ 20 locomotives ¹⁾	245.50 euros/locomotive • <i>BC</i>
2 nd step:	21 ≤ 50 locomotives ¹⁾	210,00 euros/locomotive • <i>BC</i>
3 rd step:	51 ≤ 100 locomotives ¹⁾	178.50 euros/locomotive • <i>BC</i>
4 th step:	≥ 101 locomotives ¹⁾	143.00 euros/locomotive • <i>BC</i>

- b) For private siding railways without their own motor vehicles:

The fee amounts to the lump sum of 745 euros • *BC*

¹⁾ Annual values two years before the year in question

²⁾ Annual values one year before the financial year in question without value-added tax

³⁾ Population on 30 June two years before the year in question