
Articles of Association

of 11 June 2018

Revised version of the Articles of Association pursuant to a decision at the members' meeting on 20 May 2003 in Karlsruhe, as last amended by decision at the members' meetings on

- **30 May 2006,**
- **3 June 2008,**
- **8 June 2010,**
- **11 June 2012,**
- **17 June 2013,**
- **18 May 2015,**
- **7 June 2017 and**
11 June 2018

- Registered in the Register of Associations of the Cologne district court
(No. 43 VR 4097) -

Articles of Association

Article 1

Name, domicile and financial year

- (1) The name of the association is:
"Verband Deutscher Verkehrsunternehmen e. V. (VDV)".
- (2) The association has its domicile in Cologne, Germany.
- (3) The financial year is the business year.

Article 2

Object

- (1) The association promotes the development of public transport and rail freight transport in order to improve customer orientation, economic efficiency and sustainability of such transport. It supports the expansion of public transport and rail freight transport as such transport ensures that people and freight are transported in an environmentally friendly way and that land is used economically. Thus, public transport and rail freight transport contributes significantly to keeping the conurbations functioning and the regions attractive. Representing these interests, the association also performs important socio-political tasks. Its actions are particularly based on the fact that public transport and rail freight transport is managed and performed by the transport companies active on these markets. In the public transport sector they ensure the integration of the transport together with the public transport associations. They aim at intensive cooperation with the principals.
- (2) The association especially represents the interests of its members in the form of:
 - a) services of general interest to its members as well as promotion of the cooperation between its members and exchange of experiences between its members,
 - b) organisation and support of processes of coordination between transport companies and association and principal organisations,
 - c) advice and support to parliaments, authorities and other competent bodies at the levels of the European Union, the Federal Republic of Germany, the German states and the municipalities,
 - d) contributions forming the opinion of the general public and the political decision-makers,
 - e) preparation of expert solutions, standardised recommendations, rules and standards in cooperation with the supply industry and transport science institutions,

- f) delegation of experts of the association and its member companies to national and international bodies to ensure the optimal realisation of the tasks determined in e).
- (3) The association does not exercise control on its members' business activities.
- (4) The object of the association is not directed towards profitable business.

Article 3

Ordinary members

Ordinary members can:

- a) be transport companies, irrespective of their legal form, which perform public transport by rail, on the road or on the water or which perform rail freight transport,
- b) be other companies, irrespective of their legal form, which provide or operate infrastructure, equipment (e.g. workshops, vehicles) or staff for transport according to a),
- c) be transport associations, which also perform tasks for other ordinary members that perform most of the transport services offered by these transport associations,
- d) be special-purpose associations and organisations under private law having functions of principals within public transport,
- e) in exceptional cases due to corporate agreements be associations, the members of which are active in the fields of a) to d).

Article 4

Extraordinary members

Extraordinary members can be other companies, legal entities or associations with activities that are of particular importance for the performance of the tasks of the association.

Article 5

How to become a member

- (1) The application for membership shall be directed to the management in written form. It shall be appropriately explained in this application that the requirements for becoming a member are fulfilled.
- (2) The presidency decides on the application by simple majority.

Article 6

Members' rights

- (1) Each ordinary member has one vote and the same rights, unless otherwise agreed in a corporate agreement according to Article 3 e). They can direct applications to the members' meetings and the group meetings and – to an adequate extent – make use of the facilities of the association for specialist advice and support.

- (2) Unless otherwise agreed, (1) also applies to extraordinary members, with the proviso that they do not have the right of application and a voting right.

Article 7

Members' obligations

The members shall support the association with the performance of its tasks in all appropriate ways, provide the association with information supporting the common interests and pass on their professional experience.

Article 8

Termination of the membership

- (1) Each member can declare its resignation from the association by the end of a calendar year in a registered letter subject to a term of one year.
- (2) The membership terminates
 - a) if the conditions for membership according to the Articles of Association no longer apply,
 - b) if there is an important reason for an exclusion, which is particularly
 - aa) a serious infringement or repeated infringements of the Articles of Association,
 - bb) non-payment of the membership fees or contributions despite several reminders,
 - cc) abuse of the membership or prejudice to the interests or reputation of the association.
- (3) The termination of the membership pursuant to (2) b) is determined by the presidency with a two-thirds majority of the votes cast after a hearing of the member concerned.
- (4) (3) also applies if the management and the member in question have different opinions about the discontinuation of the conditions for a membership according to the Articles of Association.
- (5) The termination of the membership does not relieve the member from the monetary obligations that have emerged up to the termination of the membership. The leaving member has no right to the assets of the association.

Article 9

Elections and Votes

- (1) The simple majority of the votes cast is decisive by elections and votes, unless otherwise provided for in these Articles of Association or by law. An application is deemed to be rejected if there is equality of votes. Vote abstentions are not considered by the determination of the proportions of votes unless a majority of the represented members is expressly needed.
- (2) Elections shall be held by ballot, unless otherwise unanimously agreed upon.
- (3) Votes shall be held by ballot, if so decided.

- (4) Any person elected into a body of the association can be voted out by the electoral body. A two-thirds majority of the votes cast is needed for such a voting out.

Article 10

Bodies of the association

- (1) The organisational structure of the association comprises the following bodies:
- a) the members' meeting,
 - b) the group meetings,
 - c) the presidency,
 - d) the executive boards,
 - e) the management.
- (2) The members of the presidency and the executive boards as well as the chairmen/chairwomen of the regional groups shall be members of the management boards or the managements, inclusive of the public utilities, of ordinary members of the association; equality of status is granted to the managers of dependent transport companies. These eligibilities do not apply to members appointed by the presidency pursuant to Article 13 (3) sentence 2 or Article 14 (3) sentence 3 and to chairmen/chairwomen of committees who are members of the presidency or the executive boards by virtue of their office pursuant to Article 13 (1) d) or Article 14 (3) sentence 2. However, these members shall be in active employment of ordinary members. The same applies to the deputy chairmen/chairwomen and other members of the boards of the regional groups. Moreover, the board (Article 13 (4) sentence 1) can allow exceptions from sentence 1 upon a decision of its members.
- (3) The honorary activity in the presidency and the executive boards is non-transferable; this also applies to the activities of the chairmen/chairwomen and the deputy chairmen/chairwomen of the regional groups. The honorary activity ends with:
- a) the retirement from the office being a precondition for the appointment pursuant to (2) sentence 1,
 - b) the retirement from the company or organisation of which the member of the presidency or executive board was a member at the time of the appointment in case of (2), sentence 2, first half-sentence,
 - c) the retirement from the office within the association pursuant to Article 13 (1) b), c), d) and f) or Article 14 (3) sentence 2 with the exception of the president,
 - d) the retirement from the active employment ((2) sentence 3),
 - e) a declaration from the company or organisation of which the member of the presidency or executive board is a member that he/she shall not carry out this activity any longer.

For the rest, the members of the bodies, inclusive of the holders of honorary positions within the association pursuant to c), remain in office until new elections. If a member of a body or a chairman/chairwoman, a deputy chairman/chairwoman or another member of the board of a regional group is suspended from office by his employer,

he/she shall be inactive in the association for the duration of this suspension; the electoral body is entitled to appoint a substitute for the period of the suspension.

- (4) The activities in the bodies according to (1) a) to d) are honorary.
- (5) Minutes about the meetings of the bodies shall be prepared and signed by the keeper of the minutes. Minutes about members' meetings shall also be signed by the chairman of the meeting. The minutes shall be sent or in some other way be made accessible to everyone entitled to participate. A decision about the adoption of the minutes shall be taken at the next meeting.
- (6) The president, the members of the presidency pursuant to Article 13 (3), the members of the executive boards pursuant to Article 14 (3) sentences 1 and 3, and (4), the chairmen/ chairwomen and the deputy chairmen/chairwomen of the executive boards as well as the chairmen/chairwomen, deputy chairmen/chairwomen and the board members of the regional groups pursuant to Article 12 (3) sentence 2 are elected or appointed for a period of three years. They remain in office until the re-election or re-appointment takes place if the eligibility applies for the rest (see (3)). If one of the above mentioned persons retires early, a successor is elected or appointed for a period of three years. The term of office of the chairmen/chairwomen and the deputy chairmen/chairwomen of executive boards ends with their term of office in the executive board.
- (7) The professional group for railways of public ports continues to exist under the designation "Working Group for Railways of Public Ports". Article 14 (5) b) does not apply to its formation, composition and way of working.

Article 11

Members' meeting

- (1) The members' meeting is the highest executive body of the association. There is one ordinary members' meeting per year, which takes place at a location and on a date decided by the presidency. The president calls the members' meeting.
- (2) The president can call an extraordinary members' meeting anytime with the acceptance of the presidency. He/she shall call it if at least seven members of the presidency or at least 10 per cent of the ordinary members of the association require the calling in written form with indication of its purpose and reasons.
- (3) A members' meeting shall be called in written form at least 14 days before the meeting; the agenda shall be submitted simultaneously. Applications from members and regional group meetings concerning the agenda shall reach the management in written form at least one week before the members' meeting. They shall be passed on to the members without delay and are then considered to be delivered within time. It is allowed to discuss a matter at the members' meeting that is not on the agenda if no objection is raised at this meeting. This simplified procedure does not apply to amendments of the Articles of Association.
- (4) At the members' meeting decisions are particularly made on
 - a) the adoption of the annual account as well as the formal approval of the actions of the presidency, the executive boards and the management,
 - b) the acceptance of the budget,

- c) the membership fee scheme and the principles for determination of the membership fee,
 - d) the appointment of the auditing company proposed by the presidency for the examination of the annual account pursuant to Article 20,
 - e) the formation or change of regional groups and the financial allocation to them as well as the formation and change of professional groups (divisions), unless otherwise provided for in the Articles of Association,
 - f) amendments of the Articles of Association,
 - g) honorary memberships.
- (5) Decisions can be made at the members' meeting irrespective of the number of members represented. Attention is expressly drawn to the legal consequence of this provision.
- (6) A two-thirds majority of the votes represented at the members' meeting is necessary for amendments of the Articles of Association.
- (7) The members can also participate in the members' meeting with several persons but only one of them can exert the voting right. A member can be represented by another member with a letter of authorisation.

Article 12

Regional groups and group meetings

- (1) Members, irrespective of their legal form, performing public transport by rail, on the road or on the water or performing rail freight transport make up the below mentioned regional groups if they have their headquarters or perform their main activity within the area of the below regional groups or if they are active within the area of these regional groups and have dependent organisational units with their own operational staff:
- a) Baden-Württemberg,
 - b) Bavaria,
 - c) Hesse,
 - d) Lower Saxony/Bremen,
 - e) North (Hamburg, Mecklenburg-West Pomerania and Schleswig-Holstein),
 - f) North Rhine-Westphalia,
 - g) East (Berlin, Brandenburg and Saxony-Anhalt),
 - h) Southeast (Saxony and Thuringia),
 - i) Southwest (Rhineland-Palatinate and Saarland).
- (2) The decision-making and electoral body of the regional group is the group meeting. The ordinary members are members of this group and have a voting right. The members can transfer their vote to another member entitled to vote with a letter of authorisation. At the group meeting the regional group can decide to direct applications to the members' meeting.

- (3) The chairman/chairwoman and three deputy chairmen/chairwomen at the most are elected at the group meeting. Further board members can be appointed at the group meeting. The chairman/chairwoman is responsible for the performance of the tasks transferred to the regional group. The chairman/chairwoman or one of his/her deputies shall belong to a company that at least also performs freight transport. The members of the executive board appointed at the group meeting (Article 14 (3) sentence 1) become members of the board of the regional group.
- (4) The chairman/chairwoman calls the group meeting at least once per year, for the rest as and when required. The members of the regional groups shall be informed about all matters of general importance to the association at the group meeting. The management shall be invited to these meetings in written form. The provisions of Article 11 (2), (3), (5) and (7) apply mutatis mutandis.
- (5) The regional groups support the members and handle all concerns that have to be dealt with in the single German states. They shall take all necessary steps within their region that are needed to serve the object of the association. Concerns that can also touch on the interests of members of other regional groups may only be discussed with third parties in agreement with the management of the association.
- (6) The regional groups shall set up rules of procedure, which shall be approved by the presidency.
- (7) If necessary due to regional conditions, a regional group can set up subgroups (district groups). This can only be decided at the group meeting with a two-thirds majority of the members entitled to vote, provided that two thirds of all members of the regional group are present. The decision is only effective with the approval of the presidency. Article 21 (1) and (2) shall apply to the termination of subgroups.
- (8) On application, funds are allocated to the regional groups for expenditure arising to them; the size of these funds is decided at the members' meeting on a proposal from the presidency. The chairmen/chairwomen of the regional groups are responsible for the use of these funds towards their members and the presidency.

Article 13

Presidency

- (1) The presidency consists of:
 - a) the president,
 - b) the chairmen/chairwomen of the executive boards as vice presidents,
 - c) the chairmen/chairwomen of the regional groups,
 - d) the chairmen/chairwomen of the general committees,
 - e) the members appointed pursuant to (3),
 - f) the general managing director as the managing member.
- (2) The presidency elects the president.
- (3) On proposal from the Federal bus sector and the Federal railway sector as well as from the public railway port sector and the industrial railway sector the presidency appoints one member from each of these sectors. Moreover, the presidency can appoint up to 15 further members for reasons of importance to the association on proposal of

- the president. The president shall inform about appointments pursuant to sentence 2 at the next members' meeting.
- (4) The board in the sense of Section 26 of the German Civil Code (BGB) consists of the president and the vice presidents. Any two of them are authorised representatives together.
 - (5) The presidency determines the objects and priorities of work of the association on the basis of Article 2 (1) and pursuant to decisions made at the members' meeting. It coordinates the activities of the association and is responsible for its coherent appearance. It decides on all matters of importance to the association, provided that they are not to be taken by other bodies of the association. Provided that it is within its field of responsibility, the presidency can authorise the president to make decisions and take measures that are extremely urgent and that are necessary for the realisation of targets and tasks pursuant to sentences 1 and 2 in agreement with at least one member of the presidency. The president shall immediately inform the presidency about unpostponable decisions made and measures taken pursuant to sentence 4, and at the next meeting of the presidency, at the latest, he/she shall inform the presidency about other decisions and measures.
 - (6) The presidency can always request information from the regional groups and the executive boards. In exceptional cases it can temporarily take over tasks being within the field of competence of the executive boards, provided that these tasks are of importance to the policy of the association.
 - (7) It is particularly incumbent upon the presidency to:
 - a) coordinate the executive boards and to make decisions on all matters concerning several executive boards,
 - b) set up and manage general committees and working groups for its support and to appoint and recall their members,
 - c) issue rules of procedure for the professional groups, the executive boards and the committees,
 - d) make decisions on applications of membership and on termination of membership as well as on the conclusion of corporate agreements,
 - e) prepare the annual account and to put forward the proposal on appointment of the auditing company pursuant to Article 20, to prepare the budget and determine the staffing schedule,
 - f) prepare and carry out the decisions made at the members' meeting as well as to pass on resolutions about all matters that shall be passed on to the members' meeting from other bodies for information or for decision,
 - g) appoint the general managing director and the managing directors,
 - h) do honours except for the award of honorary memberships,
 - i) appoint members of the scientific advisory board of the association (Article 17a) on proposal from the scientific advisory board.
 - (8) If matters that require a decision at the members' meeting are extremely urgent, the presidency can take appropriate measures, which shall be confirmed at the next members' meeting.

- (9) The meetings of the presidency are called by the president as the need arises at least two weeks before the intended meeting. A meeting shall be called if at least 20 per cent of the members of the presidency require the calling in written form with indication of its purpose and reasons. The president sets the agenda for the meeting and chairs the meeting.
- (10) The presidency is qualified to decide by vote if all its members have been invited and more than 50 per cent of its members are present. In case of Article 22 (2) sentence 2 the number of members needed for the constitution is decisive. Each member of the presidency only has one vote, also if he/she is a member in several capacities pursuant to (1) a) to e).
- (11) The members of the presidency are obliged to keep strict silence about all confidential information that has come to their attention during their activity, also beyond the period of their term of office.

Article 14

Professional groups (divisions) and executive boards

- (1) At first, five professional groups (divisions) and executive boards are set up with member representatives, which are active in the following fields:
 - a) passenger transport with buses,
 - b) passenger transport with tramways, light rail systems, metros or comparable transport systems,
 - c) passenger transport with railways,
 - d) rail freight transport,
 - e) association and principal organisations.

Members being active in several of these fields are members of each of the competent professional groups (divisions).

- (2) In case of doubt, the presidency decides on the assignment to a professional group (division). It can set up a special professional group (division) for companies in the sense of Article 3 b) and decide on the composition of its executive board. The president shall inform of decisions pursuant to sentence 2 at the next members' meeting.
- (3) At a group meeting each regional group appoints a member to each executive board. Further members of an executive board are the chairmen/chairwomen of the expert committees assigned to the respective executive board and a member of the management as the managing member. On proposal from the president and in coordination with the management the presidency can appoint up to 5 further members to each executive board to ensure especially appropriate consideration of the structural and regional relations of the association and its members. In exceptional cases the presidency can exceed the maximum number specified in sentence 3 with a two-thirds majority. (2) sentence 3 applies mutatis mutandis. If regional groups were able to appoint more than 5 members to the executive boards pursuant to Article 14 (2) and (4) of the Articles of Association of 6 November 1990, as last amended on 12 June 2001, the presidency shall primarily consider members of these regional groups by appointments pursuant to sentence 3 until the earlier appoint quotas have been reached.

- (4) On proposal from the relevant group of companies further members can be appointed as follows:
- a) the executive board of the professional group for passenger transport with buses can appoint 3 members representing the relevant Federal sector,
 - b) the executive board of the professional group for passenger transport with railways can appoint one member representing the relevant Federal sector,
 - c) the executive board of the professional group for rail freight transport can appoint 3 members representing the railways of public ports, 2 members representing the industrial railways and one member representing the relevant Federal sector.
- (5) Each executive board is obliged to provide independent advice and to handle the concerns within its field, provided that they are not reserved for other bodies or need their acceptance. Moreover, the executive boards prepare positions of the professional groups to be finally harmonised and determined by the presidency as the positions of the association. Concerns that touch on the interests of several executive boards can also be prepared and handled jointly. Within this framework it is particularly incumbent upon each executive board to:
- a) elect its chairman/chairwoman and up to two deputy chairmen/chairwomen,
 - b) set up and manage expert committees and working groups for its support and to appoint and recall their members,
 - c) agree to publications of the expert committees,
 - d) publish their own position papers, opinions and other publications,
 - e) arrange their own events and training measures,
 - f) to continuously inform the members of the professional groups,
 - g) support the presidency in the form of proposals, incentives and information,
 - h) decide on the establishment of a professional group meeting.
- (6) In case of (5) sentence 4 letters c) to e) the chairmen/chairwomen of the executive boards shall inform the management in written form in due time before an intended decision is made or an intended measure is taken. If the management is of the opinion that such activities touch on the responsibilities or reservations of consent of other bodies, interests of the association or other professional groups and if the executive boards do not themselves intend to involve the presidency, the management is obliged to bring about a decision by the presidency or – in case of Article 13 (5) sentence 4 – a decision of the president. The intended decisions or measures shall be suspended or postponed until the presidency and the president, respectively, has made a decision.
- (7) Article 13 (9) and (11) apply mutatis mutandis to the executive boards.
- (8) The executive board is qualified to decide by vote if all members have been invited, irrespective of the number of members represented.

Article 15

Committees and working groups

- (1) With equal priority, committees and working groups shall

- a) further increase the professional competence of the association,
- b) support the bodies of the association and particularly represent the interests of the association promptly and in a farsighted way.

They fulfil these tasks in accordance with rules of procedure laid down by the presidency.

- (2) The number of committees shall be reduced to a minimum. If appropriate, the handling in working groups shall be preferred. The presidency and the executive boards shall decide on the continued existence of working bodies within their field of responsibility, with the exception of general committees and expert committees, at regular intervals, but at least every three years.
- (3) Pursuant to Article 13 (7) b) the presidency can set up general committees to support it with tasks that shall be dealt with consistently in one committee on behalf of the entire association. The presidency appoints the members of the general committees. Each executive board shall be entitled to propose at least one of its members so that there is at least one member from each executive board in each general committee. The presidency can also set up working groups for the handling of temporary tasks. The general committees can set up subcommittees and working groups with the acceptance of the presidency.
- (4) Pursuant to Article 14 (5) sentence 4 letter b) each executive board can set up expert committees to support it with the performance of tasks within its field and it can appoint the members of these expert committees, provided that such tasks need not be handled by general committees or joint expert committees of several executive boards. Each executive board can also set up working groups for the handling of temporary tasks. Executive boards can only set up working groups for division-specific tasks touching the field of responsibility of general committees and joint expert committees. The consent of the chairmen/chairwomen of the involved committees is required in this case. The expert committees can set up subcommittees and working groups with the acceptance of the competent executive boards.
- (5) In coordination with the competent executive boards the presidency can set up joint expert committees for tasks that partly or fully fall within the fields of responsibility of several executive boards and that shall not be handled by a general committee. On a proposal from the involved executive boards, the presidency appoints the members of such committees and determines which executive board shall be the central coordinator of the work of this committee.
- (6) The members of the committees in the sense of (3) to (5) are called by the competent bodies of the association in agreement with the management on the basis of professional requirements in consideration of the structural and regional relations of the association and its members. They shall be in active employment of ordinary members. The presidency can allow exceptions from sentence 2. As for the rest, Article 10 (3), (4) and (6) sentences 1 to 3 as well as Article 13 (11) apply *mutatis mutandis*.
- (7) The number of members of each committee shall amount to 15 at the most, but the number of members of the general committees and joint expert committees may amount to 20 at the most. In exceptional cases the competent bodies of the association can allow more members, especially in case of general committees and – for a limited period of time – if committees have been merged. Each committee elects a chairman/chairwoman and a deputy chairman/chairwoman from among its members.

- (8) The rules of procedure for the committees can also allow other kinds of handling.

Article 16

Management

- (1) The association has one general managing director and one or several managing directors as deputies. The general managing director shall be appointed by the presidency as the special representative in the sense of Section 30 of the German Civil Code (BGB) and entered in the register of associations. The special representative can be exempted from the restrictions pursuant to Section 181 of the BGB.
- (2) The general managing director performs the current business with the help of the offices of the association. He/she is answerable to the members' meeting and the presidency. He/she and the managing directors can participate in all meetings.
- (3) The general managing director and the managing directors represent the association in all current administrative matters; each of them has the authority to represent the association alone. The general managing director concludes contracts of employment and services on behalf of the association under the management level.

Article 17

Advisory VDV board

To promote the object of the association, an advisory VDV board is set up. Its members are appointed by the presidency for a period of three years. The president is the chairman/chairwoman. The membership is honorary.

Article 17a

Scientific advisory board of the VDV

- (1) The association has a scientific advisory board, which shall:
 - a) deal with scientific questions and subjects concerning public transport and rail freight transport inclusive of the correlations of these fields as well as the entire society and the national economy inclusive of the public budgets and other economic issues,
 - b) scientifically advise the economic and political scene.
- (2) The scientific advisory board performs its activities independently on an honorary basis and consists of scientists from many different fields. The membership of this board is non-transferable.

Article 18

Honouring

- (1) Personalities who have rendered exceptional service to the association can become honorary members on a proposal from the presidency upon a decision at the members' meeting.

- (2) In exceptional cases the presidency can decide to do other kinds of honours. The executive boards are entitled to make proposals.

Article 19

Membership fees, contributions and liability

- (1) To perform the tasks of the association, membership fees are charged from the members at regular intervals. The obligation to pay a membership fee arises at the beginning of each calendar year. The fixed membership fees shall be paid after the request for payment for six months in advance. Members having become members and members ceasing to be members during the calendar year shall pay the complete membership fee for one year, unless the management makes another decision. According to prior agreement with the presidency membership fees can also be paid in the form of non-cash benefits, e.g. services or work performance, in exceptional cases. The details are laid down in the membership fee scheme.
- (2) The size of the membership fee and the collection of the membership fees are stipulated in the membership fee scheme, which shall be accepted at the members' meeting with a two-thirds majority on a proposal from the presidency. The presidency fixes special membership fees for members or member groups that are not covered by the membership fee scheme.
- (3) At the members' meeting it can be decided with a two-thirds majority that additional contributions shall be charged for exceptional expenditure of the association necessary for its activities. (1) sentence 4 applies mutatis mutandis.
- (4) In addition to the membership fee the members are liable towards the association for the performance of contracts of employment concluded correctly by the association, insofar as these obligations cannot be satisfied by the assets of the association. Such obligations are apportioned to the single members in accordance with the membership fee relations. This provision also applies if the association is closed down.
- (5) The members' liability pursuant to (4) shall continue to exist after they have left the association, provided that the obligations arose during their membership, for the duration of three years after the termination of the membership, but if the association is closed down within these three years, this liability shall continue to exist until completion of the obligations.

Article 20

Accounting

The annual account prepared by the presidency in accordance with the legal provisions valid at that time is examined by an auditing company. The presidency presents the annual account together with the report of the auditing company at the members' meeting for adoption as well as for formal approval of the actions of the presidency and the management.

Article 21

Closing down

- (1) Any closing down of the association shall be decided at the members' meeting. However, the members can only make such a decision if an application for closing down has been announced in the agenda beforehand.
- (2) Closing down can only be decided if at least 50 per cent of the ordinary members participate in the members' meeting and decide the closing down with a two-thirds majority of the votes present.
- (3) If it is decided at the members' meeting to close down the association, it shall simultaneously be decided how to liquidate the assets of the association.

Article 21a

Revision clause

The presidency shall examine the single articles of the Articles of Association at regular intervals in order to find out whether there is a need for amendments due to changed general conditions for the work of the association or due to practical experience of the association.

Article 22

Entry into force and transitional rules

- (1) The new Articles of Association adopted at the members meeting on 20 May 2003 enter into force when they have been entered in the register of associations, unless otherwise provided for below.
- (2) The present presidency fulfils its tasks pursuant to the provisions of the new Articles of Association until a new presidency has been constituted. It is a condition for its constitution that it is composed at least pursuant to Article 13 (1) b), c) and f).
- (3) The present executive boards for passenger transport and freight transport, respectively, perform their tasks pursuant to the provisions of the new Articles of Association without the restrictions given in Article 14 (6) until the intended five new executive boards have been constituted. It is a condition for their constitution that they are composed at least pursuant to Article 14 (3) sentences 1 and 2, second half-sentence. Elections and decisions of the new executive boards are effective at the earliest when the last of the five new executive boards has been constituted.
- (4) At the times specified in (2) and (3) the powers pursuant to the new Articles of Association are delegated to the new bodies of the association. The terms of office of the members of the replaced bodies of the association end at that time with the exception of that of the president.
- (5) Until the president and the chairmen/chairwomen of the executive boards, respectively, have been elected, the most senior member of these bodies of the association composed pursuant to (2) and (3) has the rights and obligations pursuant to Article 13 (9) and Article 14 (7) in combination with Article 13 (9), respectively. If proposals for appointments pursuant to Article 13 (3) sentence 1 or Article 14 (4) have been pre-

sent to the management up to the constitution of the new presidency and the new executive boards, respectively, these bodies of the association can only make further personnel decisions and decisions on the merits when decisions on these appointments have been made.

- (6) The regional groups can effectively elect their members of the new executive boards pursuant to Article 14 (3) sentence 1 before the entry into force of the new Articles of Association. These members of the executive boards can constitute themselves within the scope of (3) sentence 2 and (5) sentence 2 before the entry into force of the new Articles of Association in consideration of their rules of procedure. Moreover, they can make elections and decisions. These elections and decisions become effective when the new Articles of Association enter into force, but not earlier than the time given in (3) sentence 2.
- (7) All committees and other working bodies existing at the time of the entry into force of the new Articles of Association continue to exist with reservation of sentence 3 until another decision has been made by the competent bodies of the association. It is the responsibility of the presidency to merge existing committees to general committees and to set up joint expert committees of several executive boards. All working bodies existing at the time of the entry into force of the new Articles of Association with the exception of the main committee and the expert committees shall be approved of by the competent bodies of the association not later two years after the entry into force of the new Articles of Association in order to continue their work.
- (8) Article 10 (6) sentence 4 and Article 15 (6) sentence 4 in combination with Article 10 (6) sentence 4 apply *mutatis mutandis* to re-elections and re-appointments to the new presidency and the new executive boards as well as to the committees to be merged, on the understanding that the entire terms of office in comparable earlier bodies or in committees to be merged shall be taken into account. Article 22 of the Articles of Association of 6 November 1990, as last amended on 12 June 2001, continues to apply.
- (9) Article 19 (1) sentence 1, (2) to (5) of the Articles of Association of 6 November 1990, as last amended on 12 June 2001, continue to apply until a membership fee scheme pursuant to Article 19 (2) sentence 1 of the new Articles of Association has been decided at the members' meeting. The presidency fixes special membership fees for members or member groups that are not covered by the new membership fee scheme.