Articles of Association

of 15 June 2021
Restated Articles of Association pursuant to the resolution adopted by the General Assembly on 20 May 2003 in Karlsruhe, as last amended by the resolutions adopted by the General Assembly on
- 30 May 2006,
- 3 June 2008,
- 8 June 2010,
- 11 June 2012,
- 17 June 2013,
- 18 May 2015,
- 7 June 2017,
- 11 June 2018,
- 17 June 2019, and
- 15 June 2021

– Entered in the Register of Associations of the Local Court (Amtsgericht) of Cologne under No. 43 VR 4097 –
Articles of Association

Article 1
Name, Registered Office, and Financial Year

(1) The name of the association is:
   “Verband Deutscher Verkehrsunternehmen e. V. (VDV)” (the “Association”).

(2) The registered seat of the Association is Cologne, Germany.

(3) The financial year is the calendar year.

Article 2
Purpose of the Association

(1) The Association furthers the development of public transport and rail freight transport in order to improve customer focus, economic efficiency, and sustainability of said transport. It advocates for the expansion of public transport and rail freight transport as these kinds of transport ensure that people and goods are transported in an environmentally friendly way and that land is used economically. Thus, public transport and rail freight transport contribute significantly to keeping urban agglomerations functioning and regions attractive. In representing these interests, the Association also performs important socio-political tasks. Its actions are particularly oriented toward the fact that public transport and rail freight transport are managed and performed by the transport companies active on these markets. In local public passenger transport, these companies, in coordination with the public transport networks (Verbundorganisationen), ensure the integration of the different kinds of transport. They seek intensive cooperation with the public transport authorities tasked with organizing urban and inter-urban public passenger transport (Aufgabenträger).

(2) The Association looks after the interests of its members, in particular in the following ways:
   a) By providing services of general interest to its members as well as by fostering cooperation and the exchange of knowledge among its members,
   b) By organizing and looking after the processes of coordination between transport companies, public transport networks, and public transport authorities tasked with organizing urban and inter-urban public passenger transport,
   c) By consulting for and supporting parliaments, government agencies, and other entities on the EU level as well as on the federal, state, and local levels,
   d) By contributing to the formation of public opinion and of the opinion of policymakers,
e) By developing technical solutions as well as uniform rules, recommendations, and standards, in particular in conjunction with other branches of the transport industry and with the transport & traffic sciences,

f) By seconding its own experts and the experts of its member companies to national and international bodies to ensure the best possible framing of the specifications referred to in lit. e).

(3) The Association does not exercise control over its members’ business activities.

(4) It is not the purpose of the Association to pursue an economic activity.

**Article 3**

**Ordinary Members**

Any of the following may become ordinary members:

a) Transport companies, irrespective of their legal form, performing public passenger transport by rail, on the road, or on water, or performing rail freight transport,

b) Other companies, irrespective of their legal form, providing or operating infrastructure, machinery & equipment (e.g. workshops, vehicles), or staff for the kinds of transport set out in lit. a),

c) Public transport networks which also perform tasks for other ordinary members providing a substantial part of the transport services offered within the territory of the relevant network,

d) Special-purpose associations (Zweckverbände) and organizations under private law that function as public transport authorities tasked with organizing urban and inter-urban public passenger transport,

e) In exceptional cases on the basis of corporate agreements: associations the members of which are active in the areas of lit. a) to lit. d).

**Article 4**

**Extraordinary Members**

Other companies, legal entities, or associations may become extraordinary members provided that the activities of these companies, entities, and associations 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 is to be submitted in writing to the Management. The application is to demonstrate in a suitable way that the requirements for becoming a member are fulfilled.

(2) The Presidential Committee (Präsidium) decides on the application by simple majority.
Article 6
Members' Rights

(1) Each ordinary member has one vote and the same rights as every other member, unless otherwise agreed in a corporate agreement pursuant to Article 3 lit. e). Ordinary members may submit motions to the General assembly and the group assemblies, and they may avail themselves – to an appropriate extent – of the facilities of the Association providing specialist consultancy and support.

(2) Unless provided for otherwise, paragraph (1) applies mutatis mutandis to extraordinary members, subject to the proviso that they have neither the right to submit motions nor a voting right.

Article 7
Members' Obligations

The members are to support the Association in the performance of its tasks in every suitable way, to provide the Association with information required to promote common interests, and to share their professional experience.

Article 8
Termination of the Membership

(1) Each member may cancel its membership in the Association, observing a notice period of one year, to the end of a calendar year by sending a registered letter.

(2) A membership expires
   a) If the requirements for the membership pursuant to the present Articles of Association are no longer met,
   b) If substantial grounds are given for an expulsion; such substantial grounds are, in particular,
      aa) A serious infringement or repeated infringements of the present Articles of Association,
      bb) Failure to pay the membership fees or prorated contributions despite having been reminded several times to do so,
      cc) Abusing the membership or causing damage to the interests or the reputation of the Association.

(3) After the member in question has been heard, the expiry of the membership pursuant to paragraph (2) lit. b) is determined by the Presidential Committee with a two-thirds majority of the votes cast.

(4) Paragraph (3) applies mutatis mutandis also in the event that there is a difference of opinion between the Management and the member in question about whether or not the requirements for a membership pursuant to the present Articles of Association are still being met.
A termination of the membership does not release the member from the monetary obligations that have arisen up until the termination of the membership. The leaving member has no claim to the assets of the Association.

**Article 9**

**Elections and Ballots**

(1) Unless otherwise provided for in the present Articles of Association or prescribed by law, elections and ballots are decided by a simple majority of the votes cast. In the event of a tie, a motion is deemed denied. Unless a majority of the members represented is expressly required, abstentions are not taken into account in the determination of the proportions of votes.

(2) Unless otherwise unanimously agreed upon, elections are to be held by secret vote.

(3) If a simple majority so requests, ballots are to be held by secret vote.

(4) Any person elected to an executive body of the Association may be voted out by the electoral body. A two-thirds majority of the votes cast is required for such a voting-out.

**Article 10**

**Executive Bodies of the Association**

(1) The following are the executive bodies of the Association:

a) The General Assembly,

b) The regional group assemblies (*Landesgruppenversammlungen*),

c) The Presidential Committee,

d) The executive boards (*Verwaltungsräte*),

e) the Management.

(2) The members of the Presidential Committee and of the executive boards as well as the chairpersons of the regional groups must be members of the management board, the management, or the works management of an ordinary member of the Association; managers of dependent public transport companies are treated as equivalent. These requirements do not apply to members appointed by the Presidential Committee pursuant to Article 13 paragraph (3) sentence 2 or Article 14 paragraph (3) sentence 3, nor to committee chairpersons who, by virtue of their office pursuant to Article 13 paragraph (1) lit. d) or Article 14 paragraph (3) sentence 2, are members of the Presidential Committee or of any of the executive boards. However, these members, as a rule, must be in active employment of ordinary members of the Association. The same applies to the deputy chairpersons and other members of the management boards of the regional groups. In all other regards, the Board (*Vorstand*) (Article 13 paragraph (4) sentence 1) may allow exemptions from sentence 1 by means of a corresponding resolution adopted by its members.

(3) The honorary positions in the Presidential Committee and in the executive boards cannot be assigned to another person; this also applies to the positions of the
chairpersons and the deputy chairpersons of the regional groups. The honorary position expires upon any of the following circumstances materializing:

a) Upon resignation from the office that was a requirement for the appointment pursuant to paragraph (2) sentence 1,

b) In the case of paragraph (2) sentence 2, first half-sentence, upon leaving the company or organization to which the member of the Presidential Committee or executive board or the chairperson of a regional group belonged at the time of the appointment,

c) Upon retirement from the offices within the Association pursuant to Article 13 paragraph (1) lit. b), c), d) and f) or Article 14 paragraph (3) sentence 2; this does not apply to the President,

d) Upon retirement from active employment (paragraph (2) sentence 3),

e) Upon a declaration being made by the company or organization to which the member of the Presidential Committee or executive board or the chairperson belongs that said member should not carry out this activity any longer.

In all other regards, the members of the executive bodies, including the holders of honorary positions within the Association pursuant to lit. c), remain in office until a successor has been elected. If a member of an executive body or a chairperson, a deputy chairperson, or another member of the management board of a regional group is suspended from office by that person’s employer, said person is to take a leave of absence from the office concerned 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 positions in the executive bodies pursuant to paragraph (1) lit. a) to d) are honorary positions.

(5) Minutes of the meetings of the executive bodies are to be prepared and signed by the person designated as the keeper of the minutes. Minutes of general assemblies additionally require the signature of the person chairing the meeting. The minutes are to be sent or made accessible in some other way to everyone entitled to participate in the relevant meeting. A resolution concerning the approval of the minutes is to be adopted at the next meeting.

(6) The President, the members of the Presidential Committee pursuant to Article 13 paragraph (3), the members of the executive boards pursuant to Article 14 paragraph (3) sentences 1 and 3 and paragraph (4), the chairperson and the deputy chairpersons of the executive boards, as well as the chairpersons, deputy chairpersons, and the board members of the regional groups pursuant to Article 12 paragraph (3) sentence 2 are elected or appointed for a period of three years. They remain in office until new elections have been held or new appointments made, provided that the requirements for the office are met in all other regards (see paragraph (3)). In the event that an officeholder retires early or prematurely, a successor is elected or appointed for a period of three years. The term of office of the chairpersons and the deputy chairpersons of executive boards expires at the same time that their term of office in the executive board expires.

(7) The professional group (Fachgruppe) for railways of public ports continues to exist under the designation "Working Group for Railways of Public Ports". Article 14
paragraph (5) lit. b) does not apply to its formation, composition, and mode of operation.

**Article 11**

**General Assembly**

(1) The General Assembly is the highest executive body of the Association. A regular General Assembly takes place once a year at a location and on a date determined by the Presidential Committee. The President convenes the General Assembly.

(2) The President may convene an extraordinary General Assembly at any time, subject to the consent of the Presidential Committee. The President must convene the General Assembly if at least seven members of the Presidential Committee or at least ten percent of the ordinary members of the Association request in writing, stating the purpose of and reasons for convening the General Assembly, that the General Assembly be so convened.

(3) Any General Assembly must be convened in writing, detailing the agenda, at least fourteen days prior to the General Assembly. Motions by members and regional group assemblies concerning the agenda must be received by the Management in written form at least one week prior to the General Assembly. Said motions must be forwarded to the members without delay and are thus deemed to have been submitted in due time. A matter not included in the agenda may be dealt with by the General Assembly, provided that no objection is raised at the General Assembly. This simplified procedure does not apply to amendments to the present Articles of Association.

(3a) If necessary, the General Assembly may also be held as a virtual meeting or as a hybrid meeting. The members are thus able to attend the General Assembly without having to be physically present at the location of the meeting and are able to exercise their rights as members by way of electronic communication, or to cast their votes in writing prior to the General Assembly being held without taking part in the General Assembly.

(4) The General Assembly adopts resolutions in particular regarding the following:

a) The approval of the annual accounts as well as the formal approval of the actions of the Presidential Committee, of the executive boards, and of the Management, as well the discharge to be granted them,

b) The approval of the budget,

c) The Membership Fee Scheme (*Beitragsordnung*) and the principles for determining the membership fee,

d) The appointment of the auditing company proposed by the Presidential Committee for the auditing of the annual accounts pursuant to Article 20,

e) The formation of or modifications to regional groups and the financial allocations to them as well as the formation of and modifications to professional groups (divisions), unless otherwise provided for in the present Articles of Association,

f) Amendments to the Articles of Association,

g) Honorary memberships.
The General Assembly has a quorum irrespective of the number of members represented. This legal consequence is to be expressly pointed out.

Any amendment to the present Articles of Association requires a two-thirds majority of the votes represented at the General Assembly.

The members may also have more than one person attend the General Assembly, of whom only one, however, may exercise the respective member’s voting right. A member may be represented by another member by means of a corresponding power of attorney.

**Article 12**

**Regional Groups and Group Assemblies**

(1) Members which, irrespective of their legal form, perform public passenger transport by rail, on the road, or on water, or which perform rail freight transport, make up the regional groups set out below, provided that their registered office is located, or they perform their main activity, within the territory of one of the regional groups set out below, or provided that they operate within the territory of one of the regional groups set out below and maintain dependent organizational units with their own operating personnel there:

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) Southwest (Rhineland-Palatinate and Saarland).

(2) The body of the regional group that adopts resolutions and holds elections is the group assembly. In said assembly, ordinary members have a seat and a vote. By means of a written power of attorney, a member may assign its vote to another member entitled to vote. Any group assembly may submit motions to the General Assembly.

(3) The chairperson and a maximum of three deputy chairpersons are elected by the group assembly. The group assembly may appoint further members to the management board. The chairperson is responsible for the performance of the tasks assigned to the regional group. The chairperson or one of the chairperson’s deputies must belong to a company that at least also performs rail freight transport. The members of the executive boards appointed by the group assembly (Article 14 paragraph (3) sentence 1) become members of the management board of the regional group.

(4) The chairperson convenes the group assembly at least once a year, and beyond that as required. At the group assemblies, the members of the respective regional group are to be notified of all matters of importance to the Association. The Management is to be
invited to the group assemblies in writing. The provisions of Article 11 paragraphs (2), (3), (3a), (5), and (7) apply mutatis mutandis.

(5) The regional groups look after the members and handle all matters that require special treatment within the relevant individual Land. They must take all measures within their territory that serve the purpose of the Association. Matters that might also concern 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 must adopt rules of procedure; such rules of procedure require the approval of the Presidential Committee.

(7) Where regional circumstances so require, a regional group may form subgroups (district groups). The group assembly may only adopt a corresponding resolution by a two-thirds majority of the members entitled to vote, provided that two thirds of all members of the regional group are present. The resolution becomes effective only once the Presidential Committee approves it. Article 21 paragraphs (1) and (2) applies mutatis mutandis to the dissolution of subgroups.

(8) Upon a corresponding proposal by the Presidential Committee, the General Assembly adopts a resolution as to the amount of the allocations that the regional groups receive for the expenditures incurred by them after having filed a corresponding application. The chairpersons of the regional groups are accountable to their members and the Presidential Committee for the use of these funds.

**Article 13**

**Presidential Committee**

(1) The Presidential Committee is comprised of:

a) the President,

b) the chairpersons of the executive boards as vice presidents,

c) the chairpersons of the regional groups,

d) the chairpersons of the general committees,

e) the members appointed pursuant to paragraph (3) of this Article,

f) the General Managing Director as the managing member.

(2) The Presidential Committee elects the President.

(3) The Presidential Committee appoints one member each from the federal bus sector and the federal railway sector as well as from the sector of railways of public ports and the sector of works & industrial railways upon a corresponding proposal by each of these sectors. Upon a corresponding proposal by the President, moreover, the Presidential Committee may appoint up to fifteen further members, but may only do so for good reason in line with the Association’s goals. The President informs the next General Assembly about appointments made pursuant to sentence 2.

(4) The Association’s Board (Vorstand) within the meaning of Section 26 of the Bürgerliches Gesetzbuch (BGB, German Civil Code) consists of the President and the vice presidents. Any two members of the Board are authorized to jointly represent the Association.
(5) The Presidential Committee determines the objectives and priorities of the Association's work and does so both on the basis of Article 2 paragraph (1) and within the framework of the resolutions adopted by the General Assembly. It coordinates the activities of the Association and is responsible for its unified appearance. It decides on all matters of importance to the Association, unless the corresponding decisions are reserved for other executive bodies of the Association. Provided that it is within its sphere of responsibility, the Presidential Committee may authorize the President to make decisions and take measures that cannot be delayed or that are necessary for the realization of targets and the performance of tasks pursuant to sentences 1 and 2, and to do so only in agreement with at least one other member of the Presidential Committee. The President informs the Presidential Committee without delay of any such decisions made and measures taken that could not be delayed pursuant to sentence 4; the President informs the Presidential Committee of all other decisions made and measures taken at the latest at the next meeting of the Presidential Committee.

(6) The Presidential Committee may request information from the regional groups and the executive boards at any time. In exceptional cases it may temporarily assume matters that fall within the executive boards' sphere of responsibility, provided that it does so for good reason in line with the Association's goals.

(7) It is particularly incumbent upon the Presidential Committee:

a) To coordinate the executive boards and to make decisions on all matters concerning more than one executive board,

b) To form and steer general committees and working groups for its support and to appoint their members as well as remove them from office,

c) To issue rules of procedure for the professional groups, the executive boards, and the committees,

d) To decide on applications for membership and on the expiry of memberships as well as on the conclusion of corporate agreements,

e) To prepare the annual accounts and propose the appointment of an auditing company pursuant to Article 20, to prepare the budget, and to determine the establishment plan,

f) To prepare and implement the resolutions adopted by the General Assembly as well as to adopt resolutions on all matters that are to be submitted to the General Assembly by other executive bodies for information or decision,

(g) To appoint the General Managing Director and the managing directors,

h) To bestow honors, to the exception of the awarding of honorary memberships,

i) To appoint members to the Scientific Advisory Board of the Association (Article 17a) upon a corresponding proposal by said Scientific Advisory Board.

(8) If measures requiring a resolution to be adopted by the General Assembly cannot be delayed, the Presidential Committee may take the corresponding measures; said measures require confirmation by the General Assembly at its next meeting.

(9) The meetings of the Presidential Committee are convened by the President as required, observing a notice period of at least two weeks. A meeting must be convened if at least twenty percent of the members of the Presidential Committee request in writing, stating the purpose of and reasons for convening the meeting, that the
meeting of the Presidential Committee be so convened. The President sets the agenda for and chairs the meeting.

(10) The Presidential Committee has a quorum if all its members have been invited and more than fifty percent of its members are present. In the case of Article 22 paragraph (2) sentence 2, the determining factor is the number of members required for the constitution of a new Presidential Committee. Each member of the Presidential Committee only has one vote; this also applies if the respective member is a member in more than one capacity pursuant to paragraph (1) lit. a) to e).

(11) The members of the Presidential Committee are obligated to keep secret all confidential information and communications that become known to them during the course of their activity; this obligation remains in effect also after their term of office has expired.

**Article 14**

**Professional Groups (Divisions) and Executive Boards**

(1) As a first step, five professional groups (*Fachgruppen*) (divisions (*Sparten*)) and executive boards are formed, each one comprising those members that are active in one of the following fields:

   a) Passenger transport by bus,
   b) Passenger transport by tramway, light rail, metro, or comparable transport systems,
   c) Passenger transport by railway,
   d) Rail freight transport,
   e) Associations and public transport authorities tasked with organizing urban and inter-urban public passenger transport.

Members active in more than one of these fields will be members of each of the competent professional groups (divisions).

(2) In case of doubt, the Presidential Committee decides on the assignment to a professional group (division). It may form a special professional group (division) for companies within the meaning of Article 3 lit. b) and decide on the composition of that group’s executive board. The President is to notify the next General Assembly of any decisions made pursuant to sentence 2.

(3) The group assembly of each regional group appoints a member to each executive board. Further members of an executive board are the chairpersons of the expert committees (*Fachausschüsse*) of the respective executive board and one member of the Management as the managing member for each executive board. The Presidential Committee may, upon a corresponding proposal by the President and in coordination with the Management, additionally appoint up to seven members to each executive board in order to ensure that, in particular, the structural and regional circumstances of the Association and its members are taken into account in an appropriate manner. In exceptional cases the Presidential Committee may, on the basis of a two-thirds majority, exceed the maximum number specified in sentence 3. Paragraph (2) sentence 3 applies _mutatis mutandis_. To the extent that regional groups, pursuant to Article 14 paragraphs (2) and (4) of the Articles of Association of 6 November 1990, as
last amended on 12 June 2001, were able to elect more than a total of five members to the executive boards, the Presidential Committee, as a general rule and if possible, is to give priority to members of these regional groups when appointing members pursuant to sentence 3 until the previous election quotas have been reached.

(4) Upon a corresponding proposal by the relevant group of companies, further members may be appointed as follows:

a) The executive board for passenger transport by bus may appoint three members representing the relevant federal sector,

b) The executive board for passenger transport by railway may appoint one member representing the relevant federal sector,

c) The executive board for rail freight transport may appoint three members representing the railways of public ports, two members representing the works & industrial railways, and one member representing the relevant federal sector.

(5) Each executive board is obligated to provide independent consultancy services and to address the matters of its sector, unless these matters are reserved for other executive bodies or require the consent of the executive bodies. Moreover, the executive boards prepare positions of the professional groups for final harmonization and determination by the Presidential Committee as the positions of the Association. Matters that concern the interests of more than one executive board may also be prepared and addressed jointly. Within this framework it is particularly incumbent upon each executive board:

a) To elect its chairperson and up to two deputy chairpersons,

b) To form and steer expert committees and working groups for its support and to appoint their members as well as remove them from office,

c) To agree to publications of the expert committees,

d) To publish their own position papers, opinions, and other publications,

e) To organize its own events and training measures,

f) To continuously inform the members of the professional groups,

g) To support the Presidential Committee by way of proposals, suggestions, and information,

h) To decide on the establishment of a professional-group assembly (Fachgruppenversammlung).

(6) In the case of paragraph (5) sentence 4 lit. c) to e), the chairpersons of the executive boards are to inform the Management in writing of proposed resolutions and measures in due time prior to such resolutions being adopted or such measures being taken. To the extent that the Management is of the opinion that such activities concern the responsibilities, or reservations of consent, of other executive bodies, that they concern matters of the Association as a whole or of other professional groups, and to the extent that the executive boards themselves do not intend to involve the Presidential Committee, the Management is obligated to bring about a decision by the Presidential Committee or – in the case of Article 13 paragraph (5) sentence 4 – a decision by the President. The proposed resolutions or measures are to be suspended or postponed until the Presidential Committee or the President, respectively, has made a decision.
Article 13 paragraphs (9) and (11) applies mutatis mutandis to the executive boards.

The executive board has a quorum if all members have been invited, irrespective of the number of members represented.

Article 15
Committees and Working Groups

(1) Committees and working groups are to
   a) Further increase the expertise of the Association and
   b) Support the executive bodies of the Association in representing the interests of the Association promptly and in a proactive manner,

whereby both objectives are to be accorded the same level of priority. The committees and working groups fulfil these tasks in accordance with the rules of procedure resolved upon by the Presidential Committee.

(2) The number of committees is to be kept to a minimum. Where appropriate, matters preferably are to be addressed in working groups. Unless general committees (Allgemeine Ausschüsse) or expert committees are concerned, the Presidential Committee and the executive boards are to decide on the continued existence of working bodies (Arbeitsgremien) within their sphere of responsibility at regular intervals, but at the latest every three years.

(3) Pursuant to Article 13 paragraph (7) lit. b), the Presidential Committee may form general committees that are to support it with tasks that should be dealt with uniformly and consistently in a single committee on behalf of the Association as a whole. The Presidential Committee appoints the members of the general committees. Each executive board is entitled to propose at least one of its members so that each general committee comprises at least one member from each executive board. The Presidential Committee may also institute working groups that are to deal with tasks of a temporary nature. With the consent of the Presidential Committee, the general committees may institute subcommittees and working groups.

(4) Pursuant to Article 14 paragraph (5) sentence 4 lit. b), each executive board may form expert committees that are to support it with the performance of tasks within its field, and it may appoint the members of these expert committees, unless such tasks are to be performed by general committees or joint expert committees of more than one executive board. Each executive board may also institute working groups that are to deal with tasks of a temporary nature. For the performance of division-specific tasks from the sphere of responsibility of general committees and joint expert committees, executive boards may only set up working groups. The consent of the chairpersons of the involved committees is required in this case. With the consent of the competent executive boards, the expert committees may institute subcommittees and working groups.

(5) In coordination with the executive boards concerned, the Presidential Committee may form joint expert committees for tasks that fall, as a whole or in part, within the sphere of responsibility of more than one executive board and that should not be performed by a general committee. Upon a corresponding proposal by the involved executive boards concerned, the Presidential Committee appoints the members of
such committees and determines which executive board assumes primary responsibility for the work of this committee.

(6) The members of the committees within the meaning of paragraphs (3) to (5) are appointed by the competent executive bodies of the Association in agreement with the Management on the basis of professional requirements, taking into account the structural and regional circumstances of the Association and its members. They committee members to be appointed must be in active employment of ordinary members. The Presidential Committee may allow exemptions from sentence 2. In all other regards, Article 10 paragraphs (3), (4), and (6) sentences 1 to 3 as well as Article 13 paragraph (11) apply mutatis mutandis.

(7) The number of members in each committee, as a rule, does not exceed fifteen, while the number of members in a general committee and that of the members in a joint expert committee do not exceed twenty. In exceptional cases the competent executive bodies of the Association may allow more members, especially in the case of general committees and – for a limited period of time – where committees have been merged. Each committee elects a chairperson and a deputy chairperson from among its members.

(8) The rules of procedure for the committees may also allow other forms of performing tasks.

**Article 16**

**Management**

(1) The Association has one General Managing Director and one or several managing directors as deputies. The General Managing Director may be released from the restrictions imposed by Section 181 of the German Civil Code (BGB).

(2) The General Managing Director conducts the day-to-day business with the help of the offices of the Association. The General Managing Director is accountable to the General Assembly and the Presidential Committee. The General Managing Director and the managing directors may participate in any and all meetings.

(3) The General Managing Director and the managing directors represent the Association in all current administrative matters; each of them is authorized to represent the Association alone. The General Managing Director concludes contracts of employment and of service with the employees of the Association below the Management level.

**Article 17**

**Advisory Council for the Association**

To promote the purpose of the Association, an Advisory Council for the Association is formed. Its members are appointed by the Presidential Committee for a period of three years each. The President is the chairperson of the Advisory Council. The membership in the Advisory Council is an honorary membership.
Article 17a
Scientific Advisory Board at the VDV

(1) The Association has a Scientific Advisory Board, which is tasked with the following:
   a) Addressing scientific questions and subjects concerning public passenger transport and rail freight transport, taking account of the correlations between these fields on the one hand and society as a whole, the national economy (including the public budgets), and other subsectors of the economy on the other hand,
   b) Providing scientific consultancy services to the industry and politics.

(2) The Scientific Advisory Board performs its activities independently and on an honorary basis; it comprises scientists from various fields. The membership in this Board cannot be assigned to another person.

Article 18
Distinctions and Honors

(1) Upon a corresponding proposal by the Presidential Committee and a resolution being subsequently adopted by the General Assembly, personalities who have rendered exceptional service to the Association may be awarded with the title of honorary member or honorary president.

(2) In exceptional cases the Presidential Committee may decide to bestow another kind of distinction upon a recipient. The executive boards have a right of proposal.

Article 19
Membership fees, Prorated Contributions, and Liability

(1) To perform the tasks of the Association, membership fees are collected from the members at regular intervals. The obligation to pay a membership fee arises at the beginning of each calendar year. The membership fees assessed are to be paid semi-annually in advance upon receipt of the demand for payment. Unless the Management determines otherwise, members joining or leaving the Association in the course of a calendar year are to pay the full membership fee for that year. In exceptional cases, and after coordination with the Presidential Committee, the payment of membership fees may also take the form, as a whole or in part, of contributions in kind, e.g. the provision of services or the performance of work. The details are provided for in the Membership Fee Scheme.

(2) The membership fee is assessed and collected in accordance with the Membership Fee Scheme, which, upon a corresponding proposal by the Presidential Committee, is resolved upon by the General Assembly with a two-thirds majority. The Presidential Committee determines special membership fees for members or member groups that are not covered by the Membership Fee Scheme.

(3) The General Assembly may adopt a resolution, doing so with a two-thirds majority, that exceptional expenditures of the Association that are required to carry out its
activities are to be allocated to the members as prorated contributions. Paragraph (1) sentence 4 applies mutatis mutandis.

(4) In addition to the membership fee, the members are liable vis-à-vis the Association for the fulfilment of contracts of employment duly concluded by the Association, insofar as these obligations cannot be satisfied out of the assets of the Association. Such obligations are allocated to the individual members as prorated contributions in accordance with the ratios of the membership fees. This provision also applies in the event of the Association being dissolved.

(5) The members continue to be liable pursuant to paragraph (4) also after they have left the Association, provided that the obligations arose during the term of their membership, for a period of three years after the membership has expired; in the event of the Association being dissolved at any point during these three years, however, they remain liable until the obligations have been fully and completely settled.

Article 20
Accounting

The annual accounts prepared by the Presidential Committee in accordance with the legal regulations applicable at that time are audited by an auditing company. The Presidential Committee submits the annual accounts, together with the auditor’s report, to the General Assembly for its approval and for the General Assembly to grant formal approval to the Presidential Committee and the Management of the actions taken by them and to grant them discharge.

Article 21
Dissolution of the Association

(1) The General Assembly decides on the dissolution of the Association. The General Assembly may only adopt a corresponding solution, however, if it has been announced beforehand in the agenda that a motion for dissolution has been filed.

(2) A resolution on the dissolution of the Association may only be adopted with a two-thirds majority of the votes present, provided that at least fifty percent of the ordinary members are present at the General Assembly.

(3) The General Assembly that adopts a resolution to dissolve the Association also provides for the liquidation of the assets.

Article 21a
Revision Clause

The Presidential Committee is to review the individual provisions of the Articles of Association at regular intervals in order to determine whether or not amendments to the Articles of Association are required due to the general conditions of the work of the Association having changed or due to practical experience gained through the work of the Association.
Article 22
Entry into Force and Transitional Regulations

(1) Unless otherwise provided for below, the new Articles of Association adopted at the General Assembly on 20 May 2003 enter into force upon being entered in the Register of Associations.

(2) The current Presidential Committee performs its duties in accordance with the provisions of the new Articles of Association until a new Presidential Committee is constituted. The prerequisite for the constitution of the new Presidential Committee is that it comprises, at the very least, the members as required by Article 13 paragraph (1) lit. b), c), and f).

(3) The current executive boards for passenger transport and freight transport, respectively, perform their duties pursuant to the provisions of the new Articles of Association without the restrictions imposed by Article 14 paragraph (6) until the last of the intended five new executive boards is constituted. The prerequisite for the constitution of the new executive boards is that they comprise, at the very least, the members as required by Article 14 paragraph (3) sentences 1 and 2, second half-sentence. Elections and resolutions by the newly constituted executive boards enter into effect at the earliest when the last of the five new executive boards has been constituted.

(4) At the times specified in paragraphs (2) and (3), the powers pursuant to the new Articles of Association are transferred to the new executive bodies of the Association. With the exception of the President’s term of office, the terms of office of the members of the replaced executive bodies of the Association end at that time.

(5) Until the President has been elected and the chairpersons of the executive boards have been elected, the oldest member of each of these executive bodies of the Association composed in accordance with paragraphs (2) and (3) has the rights and obligations pursuant to Article 13 paragraph (9) and Article 14 paragraph (7) in conjunction with Article 13 paragraph (9). To the extent that proposals for appointments pursuant to Article 13 paragraph (3) sentence 1 or Article 14 paragraph (4) have been submitted to the Management before the new Presidential Committee is constituted, respectively before the new executive boards are constituted, these executive bodies of the Association may only make further decisions on personnel and on other matters once the decisions on these proposed appointments have been made.

(6) The regional groups may effectively elect their members to the new executive boards pursuant to Article 14 paragraph (3) sentence 1 prior to the new Articles of Association entering into force. The new executive boards may be constituted by these members prior to the new Articles of Association entering into force, taking into account the procedural rules within the scope of paragraph (3) sentence 2 and paragraph (5) sentence 2 of these new Articles of Association; moreover, they may hold elections and adopt resolutions. Said elections and resolutions become effective upon the new Articles of Association entering into force, but no earlier than at the time determined in paragraph (3) sentence 2.

(7) All committees and other working bodies existing at the time of the new Articles of Association entering into force continue to exist, subject to sentence 3, until a
resolution is adopted by the competent executive bodies of the Association that determines otherwise. It is the responsibility of the Presidential Committee to merge existing committees to general committees and to form joint expert committees of more than one executive board. In order to continue their work, all working bodies existing at the time of the new Articles of Association entering into force, to the exception of the main committee (Hauptausschuss) and the expert committees, require the consent of the competent executive bodies of the Association within two years after the entry into force of the new Articles of Association.

(8) Article 10 paragraph (6) sentence 4 and Article 15 paragraph (6) sentence 4 in conjunction with Article 10 paragraph (6) sentence 4 apply mutatis mutandis to re-elections and re-appointments to the new Presidential Committee and the new executive boards as well as to the committees to be merged, with the proviso that entire terms of office in comparable previous bodies or in committees that are being merged are to 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 paragraph (1) sentence 1, paragraphs (2) to (5) of the Articles of Association of 6 November 1990, as last amended on 12 June 2001, continue to apply until the General Assembly resolves upon a Membership Fee Scheme pursuant to Article 19 paragraph (2) sentence 1 of the new Articles of Association. The Presidential Committee determines special membership fees for members or member groups that are not covered by the new Membership Fee Scheme.