

Art. 1 Name, location, financial year

1. The association shall be named Allianz pro Schiene. The association shall be registered in the German registry of associations, thus entitling the association to carry the official designation e. V. (eingetragener Verein, or registered association).
2. The association shall be registered in Berlin, Germany.
3. The financial year of the association shall be identical to the calendar year.

Art. 2 Purpose of the association

The Allianz pro Schiene e.V. association's purpose is to promote environmental protection by educating the public on the environmentally compatible nature of railway transport in the Federal Republic of Germany and in Europe outside Germany with the aim of increasing the share of railways in the traffic system.

The association shall encourage the exchange of information on railway traffic issues and the technological development status of the standard-gauge rolling stock and permanent-way system on national and international level. The association shall participate in the contracting and implementation of scientific studies in this area and the immediate publication of their results.

1. The association shall conduct public relations corresponding to its goals, and inform the public

on its goals and initiatives through publications, information events and exhibitions.

The association shall exclusively pursue aims directly related to the community as referred to in the section of German tax code on non-profit organisations for the purposes of tax relief. The association shall act as a purely non-profit organisation and shall have no commercial goals of its own. The members shall not receive any payment from the funds of the association. No person shall be privileged by expenditure foreign to the purpose of the association or through incommensurately high remuneration. All official positions within the association with the exception of the general management body and its employees shall be furnished by volunteers. Commensurate remuneration of expenses incurred only shall be granted at a general meeting.

2. The association's funds shall only be used for the purposes of the association.

Art. 3 Membership

1. The members of the association shall promote the purpose of the association in the interests of the association only. Other competitive interests between members shall be excluded; the members shall not use the activity and success of the association against one another.

If one member is subject to an official decision and therefore cannot support a majority vote of

the association, the member may be relieved from his or her obligation of cooperation in this individual instance through a corresponding vote, which shall be annotated to the motion.

2. In addition to ordinary members, the association may admit sponsors and honorary members. Ordinary members may be other associations, interest groups or similar institutions that share the association's interest in promoting the railways and are prepared to support the issues represented by the association as described in Art. 2.

Sponsors may be private enterprises, associations, interest groups, institutions as well as persons at or above the age of majority that share the association's interest in the sustenance and development of the railways through their own trading activity or the commercial aims that they represent.

Honorary members may be persons at or above the age of majority that have contributed an outstanding service to the purposes of the association.

3. Membership of the association as an ordinary member or sponsor may be granted by a motion to admit the new member. This is to be submitted in writing. A three-quarter majority vote of the executive committee shall be required. A general meeting may be called in an appeal against a motion not to admit membership, and the decision of this annual meeting shall be final. There shall be no entitlement to admission.

Honorary membership shall be presented to the person involved and shall take effect on this person's written consent.

4. Membership shall be terminated under the following conditions:
 - a) Written termination of membership from the member to the executive committee with three months' notice, effective at the end of the calendar year; honorary members may terminate their membership at any time;
 - aa) the member is a deceased person;
 - ab) the member is a disbanded association, interest group or institution;
 - b) Expulsion pursuant to a motion passed at a general meeting on the proposal of the executive committee. Expulsion shall be permitted if the member has acted in a way substantially contrary to the interests of the association, for instance through remaining in default on subscription payments despite two warnings or through repeatedly late payment of subscriptions.

Art. 4 Member subscriptions

1. The association shall be financed by membership subscriptions, subsidies and donations.
2. The membership subscriptions are to be paid one year in advance for the coming calendar year or on December 31 of the previous year at the latest. For new members, the first subscription shall

be in proportion to the remainder of the year and shall be due one month after foundation or membership admission.

3. The level of the subscription and other details connected to the subscription such as the method of payment shall be set by general meeting in a subscription regulation. Sponsors that are individual persons may be subject to lower subscriptions than associations, interest groups and institutions. Honorary members are not under obligation to pay subscriptions.

Art. 5 Official bodies of the association

1. The official bodies within the association are as follows:
 - a) General meeting
 - b) Executive committee
 - c) Sponsoring group
 - d) Academic committee
 - e) General management body
2. Workgroups may be established in order to support the executive committee and the general management body.

Art. 6 The general meeting

1. The executive committee shall call an annual general meeting (AGM) each year at 4 weeks' notice in writing with the corresponding agenda. The executive committee may call an extra-

ordinary general meeting (EGM) at any time. An EGM must be summoned under the following circumstances:

- a) The interests of the association require an EGM
- b) A third of the members require an EGM from the executive committee, to be announced in writing including the reason and purpose of the EGM. The regulations concerning the EGM shall correspond to those of general meetings.

2. Only ordinary membership shall carry voting rights.

Associations, interest groups and institutions that are ordinary members shall send a delegate for representation.

Sponsors and honorary members shall be entitled to participate in general meetings, but shall have no voting rights.

3. The general meeting shall determine the basis of the association's policy and work in all areas of the association's activity. The general meeting is responsible for the following:
 - a) Receiving the activity report from the executive committee and general management body as well as the financial report from the executive committee, to which the sponsoring group shall be heard.
 - b) Authorisation of the appointment or dismissal of a member of the executive committee or general management body.
 - c) Authorisation of the budget prepared by the executive committee on consultation with the sponsoring group for the coming financial

year, and of the annual report prepared by the executive committee after the end of the financial year.

- d) Alterations to the constitution, which shall require a two-thirds majority of all of the members.

4. The executive committee chairperson shall preside at the general meeting. If the chairperson is unavailable, another member of the executive committee shall preside. If no executive committee member is present, the members of the meeting shall appoint a member to preside.

The minutes shall be taken by the member presiding; a non-member may be appointed for this task.

The member presiding shall decide on the method of voting. The vote must be taken by ballot if required by a third of the members with voting rights present to vote.

The general meeting shall not be open to the public unless the members at the general meeting or the member presiding allow otherwise.

5. A quorum shall exist if at least half of the ordinary members are present at the meeting. If the general meeting fails to reach a quorum, the executive committee shall call a second general meeting within four weeks with the same agenda. This general meeting shall be able to pass a motion regardless of the number of members present, which shall be noted on the invitation.

A motion at a meeting shall be passed on the simple majority of the valid votes submitted. Abstentions shall not be taken into account.

A change in the purpose of the association shall only be passed on the unanimous decision of all members.

In elections involving more than one candidate, the candidate that has received more than half of the votes submitted shall be elected. If this proportion is not reached, a second election shall be held among the two candidates receiving the highest number of votes, and the member receiving the most votes from the second election shall be elected. If the number of votes is equal, the presiding member shall decide the elected candidate by draw.

6. Minutes shall be taken for the general meeting, and shall be signed by the presiding member and the person that has taken the minutes.

The minutes shall hold the following information:

- Time and place of the general meeting
- Name of presiding member and person taking the minutes
- Number of attendees
- Confirmation of the meeting's proper calling and the presence of a quorum
- The agenda with individual agenda points
- Motions submitted
- Result of votes (number of ayes and nays as well as retentions and invalid votes)
- Type of vote

An application involving a constitution (purpose) alteration shall be recorded verbatim.

Art. 7 Executive committee

1. The executive committee shall consist of the chairperson, three vice chairpersons and further members. The chairperson, two of the vice chairpersons and the other members shall be elected by general meeting. The representative of the sponsoring group shall furnish the position of the third vice chairperson (cf. Art. 8).

2. The members of the executive committee shall be elected for a period of two years, and shall remain in office until the next election according to the constitution. An executive committee member may be reelected. If an executive committee member should vacate his or her post prematurely, the executive committee shall elect a replacement for the remaining period.

An EGM shall elect a replacement chairperson from the members of the executive committee if the chairperson vacates his or her post prematurely.

3. Only those persons that are members of the executive committee or general management body of the respective member institution that they represent (cf. Art. 3, Para. 2). If the position to which an executive committee member has been elected should be terminated, the member's membership of the executive committee shall also automatically end.

4. The association shall be represented by the chairperson and another executive committee member in matters judicial and extrajudicial.

The chairperson shall conduct the business of the association according to the association's constitution and motions passed by general meeting. The executive committee shall set its own regulations. The executive committee meeting shall have a quorum if more than half of the members are present at a committee meeting.

If the chairperson cannot attend, the representative of the sponsoring group as the vice chairperson shall preside at a committee meeting. If the representative of the sponsoring group is unavailable, one of the other vice chairpersons shall preside at the committee meeting.

5. The chairperson is responsible for all matters not reserved for other official positions by the law or the constitution.

The chairperson shall decide on the regulations concerning the tasks of the general management body pursuant to the proposals of the general management body.

The chairperson shall appoint the managing director(s) of the association in consultation with the sponsoring group.

Art. 8 The sponsoring group

1. The sponsors shall form the support group. The support group's task is to provide consultation to the general management body and the executive committee on important matters, especially financial planning.

2. The sponsoring group shall elect a representative and vice representative for the period of two years each in a group meeting or by ballot.

3. The sponsoring group may make nominations towards appointments to the general management body.

4. A group meeting shall be held annually. Executive committee members and the managing body shall attend at the group meeting. The representative of the sponsoring group may call additional group meetings.

5. The sponsoring group may set its own regulations.

6. The regulations that apply to a general meeting apply to the passing of a motion in the sponsoring group unless the agenda stipulates otherwise.

Art. 9 Academic committee and other specialist committees

1. An academic committee shall be formed to promote academic studies on the railway system. This shall consist of eight persons from research, academia and consultancy in railway transport.

Non-association members may be admitted to the committee.

2. The academic committee shall be appointed by the executive committee for the duration of two years. Its members shall remain in office until the next appointment date according to the constitution.

3. The committee shall advise the executive committee on the development of academic research study contracting and in research studies, and shall support these studies.

Art. 10 General management body

1. The current business of the association shall be dealt with by the general management body that may consist of one or more managing directors.

2. The general management body members shall be appointed by the executive committee, taking into account the sponsoring group's right of nomination.

3. Employment contracts with the members of the general management body shall be concluded by the chairperson and one other member of the executive committee. The employees of the general management body shall be employed according to the general management body regulations and constraints of the budget by the general management body.

4. The current business shall be set by regulations issued by the executive committee.

5. The management committee shall submit regular reports to the executive committee.

Art. 11 Association disbandment

1. The association may only be disbanded at a general meeting by a three-quarters majority of all members.

2. In the event of association disbandment or the cancellation of the association's tax status as a non-profit organisation, the assets of the association shall be submitted to the Land Berlin government region, which shall use the assets directly and exclusively for non-profit purposes with respect to tax relief.

3. These provisions shall apply where the association should be disbanded or otherwise lose its legal status.

Passed on: June 14, 2000

Altered on: December 13, 2000,
November 12, 2002 and
December 9, 2004

Valid as of: December 13, 2004

Our Constitution

The Pro-Rail Alliance