

Statutes of railML.org e.V.

Non-binding English translation of the official and legally binding German text

Adopted at the founding meeting on 23 April 2012 in Dresden;
last amended on January 29th, 2019.

§ 1 Name, registered office and business year

- (1) The association bears the name *railML.org e.V.* and is registered with the Register of Associations of the District Court of Dresden under the registration number VR 5750.
- (2) The association has its seat in Dresden and works according to German law.
- (3) Documents and correspondence of the Association shall be written in German. If additional communication is made in other languages, the German version shall be binding. Technical documents can also be written exclusively in another language - preferably in English.
- (4) The fiscal year of the association is the calendar year.

§ 2 Purpose and non-profit character

- (1) The purpose of the association is the further development and dissemination of railML as a uniform data exchange format in the railway sector.
- (2) The association pursues exclusively and directly charitable purposes in the sense of the section "tax-privileged purposes" of the tax code. The purpose of the statutes is particularly determined by:
 - promoting education, exchange of views and cooperation between users, developers and researchers in the railway sector
 - Further development of and research on interfaces in railway engineering
 - Carrying out research projects and awarding research and development contracts;
 - Contributions to the expert information of the public in the field of activity of the association
 - Organisation and implementation of scientific events and generally accessible lectures
 - Cooperation with other organisations developing railway-specific interfaces or XML standards.
- (3) The association is selflessly active; it does not primarily pursue its own economic purposes.
- (4) Funds of the association may only be used for the statutory purposes. The members do not receive any benefits from the funds of the association, they do not have any claims to the association's assets when they leave the association. No person may be favoured by expenses which are alien to the purpose of the association or by disproportionately high remunerations.
- (5) In the event of the dissolution of the Association or in the event of the discontinuation of tax-privileged purposes, the assets of the Association shall pass to the Fraunhofer-Society for the Advancement of Applied Research, which shall use them directly and exclusively for non-profit purposes of research in the field of railways.

§ 3 Acquisition of membership

- (1) Any legal or natural person who supports the Association's objectives may become a member of the Association. Natural persons can be admitted at the age of 18.
- (2) Membership must be applied for in writing to the Executive Board. By submitting the application for membership, the future member undertakes to pay the membership fees regularly and to observe the statutes.
- (3) The board decides on the application for admission at its own discretion. If the application is rejected, he shall not be obliged to inform the applicant of the reasons.
- (4) Legal persons must designate a natural person as their representative to exercise their rights as members.

§ 4 Termination of membership

- (1) Membership shall end upon withdrawal from the Association, exclusion from the Association or deletion from the list of members as well as in the cases mentioned under paragraph 5.
- (2) The resignation takes place by written explanation opposite the executive committee. Resignation may only be declared at the end of a financial year, subject to a notice period of three months.
- (3) A member can be excluded by a decision of the executive committee if it acts contrary to the aims or interests of the association or does not fulfil its obligations towards the association. Before the resolution is passed, the member must be given the opportunity to comment within two weeks. The decision must be justified in writing and sent to the member.

The member may appeal the decision to the general meeting. The appeal must be lodged with the Executive Board within one month of receipt of the resolution. The next general meeting will make a final decision on exclusion.

- (4) A member may be removed from the list of members by resolution of the Executive Committee if, despite two reminders, he or she is in arrears with the payment of membership fees or other obligations. The deletion shall not be decided until two weeks have elapsed after the second reminder has been sent and the deletion has been threatened in this reminder.
- (5) In the case of natural persons, membership also ends with death. In the case of legal entities, the Executive Board may decide to terminate membership upon the opening of insolvency proceedings or liquidation.

§ 5 Rights and obligations of members

- (1) Rights of members:
 - Members have full voting rights in the general meeting. The exercise of the voting right is bound to the fact that the member is not in arrears with his contributions.
 - Members have the right to submit motions to the board and the general meeting.
 - Members are entitled to participate in the life of the association, to take part in events and to use internal association facilities. The Executive Board may decide on fees for this.

- (2) Obligations of the members:
 - Members are obliged to promote the aims of the association and to comply with the statutes.
 - Members must recognize the decisions of the association and work for their fulfillment.
 - Members must pay contributions in full and in due time.

§ 6 Contributions, fees and charges

- (1) Members are charged money and admission fees as well as levies in special cases. The amount of these payments, the due date, the type of payment and additional fees in the event of late payment, etc., shall be regulated by a contribution regulation adopted by the Executive Board. The contribution regulations are not part of the statutes. It shall be notified to the members in its current version in the form described under § 11(2).
- (2) Contributions can be differentiated according to member groups – particularly between natural and legal members and, in that respect, according to organisational size - in amount and due date and special cooperation or service can be rendered. The amount and due date of admission fees and annual dues shall be determined by the Executive Board; any levies shall be determined by the General Meeting.
- (3) The Executive Board is entitled to waive or defer contributions and allocations in whole or in part.

§ 7 Organs of the association

- (1) Organs of the association are the executive committee and the general meeting.
- (2) The association can be supplemented by a technical advisory board, which advises on the further development of the railML schemes. The members of the technical advisory board do not have to be club members. The advisory board cannot make any decisions for the association. The Executive Board shall regulate further matters by resolution.
- (3) The association can give itself further organs by resolution of the general meeting.

§ 8 Board

- (1) The executive committee of the association in the sense of § 26 BGB consists of the chairman, the deputy chairman and the treasurer. Further board positions can be decided by the general meeting.
- (2) The association is represented by the chairman and a further member of the executive committee. Loans or real estate transactions can only be taken out with a resolution of the general meeting.
- (3) The executive committee is responsible for all matters of the association, as far as they are not transferred by the statute or executive committee resolution to another organ of the association. In particular, it shall have the following tasks:
 - To conduct the business of the association between the general meetings;
 - Convocation of the general meeting and preparation of the agenda as well as the execution of resolutions of the general meeting;
 - Cash and bookkeeping as well as preparation of the annual report;
 - Resolution on the admission and exclusion of members.

- (4) The executive committee is elected by the general meeting for a period of two years, calculated from the date of the election. However, the member shall remain in office until the new election of the Executive Board. Each member of the Executive Board must be elected individually. Only members of the association can be elected as board members. With the termination of the membership in the association also the office of a board member ends. If a member of the Executive Board resigns prematurely, the Executive Board may elect a successor for the remaining term of office of the resigning member.
- (5) The executive committee has a quorum if at least two of its members are present. In the event of a tie, the vote of the Chairman shall be decisive; in his absence, the vote of the Deputy Chairman shall be decisive. The Executive Board may adopt resolutions in the form described under § 11(2) by circular resolution if all members of the Executive Board agree to the subject matter of the resolution.

§ 9 General meeting

- (1) The general meeting is the supreme organ of the association. It is responsible for the order of all matters of the association, as far as these are not to be carried out by other organs by law or these statutes. The general meeting is particularly responsible for the following tasks:
 - Approval of the annual report of the Management Board and discharge of the Management Board;
 - Election and dismissal of the members of the Board of Directors;
 - Resolution on amendment of the statutes and dissolution of the association;
- (2) The ordinary General Assembly shall take place once a year, when possible, it will take place at the railML Autumn conference. It shall be convened by the Executive Board with a notice period of two weeks and stating the agenda in the form described under § 11(2).
- (3) Each member can request an addition to the agenda in the form described under § 11(2) at the latest one week before a general meeting at the executive committee. The executive committee decides on the amendment until the beginning of the general meeting and has to announce it at the beginning of the general meeting. The meeting decides on motions to add items to the agenda which are submitted at general meetings.
- (4) An extraordinary general meeting shall be convened by the executive committee if the interests of the association so require or if one tenth of the members so request in the form described under § 11(2) and stating the purpose and reasons.
- (5) General meetings are chaired by the chairman or, in his absence, by the vice-chairman or the treasurer. If no board member is present, the meeting shall appoint the chairman of the meeting.
- (6) The type of voting shall be determined by the chairman of the meeting. The vote must be carried out in writing if one third of the members entitled to vote present request it.
- (7) The general meeting has a quorum if at least one third of the members are present. If there is no quorum, the Executive Board may convene an additional General Meeting within one month; this is quorate regardless of the number of members present. This must be indicated in the invitation.
- (8) Each member has one vote. Transfers of voting rights to other members are possible in individual cases and only with written and express power of attorney. However, no member may have more than three votes.

- (9) The General Assembly generally passes resolutions by a simple majority of the valid votes cast; abstentions are considered invalid votes. However, a majority of three quarters of the valid votes cast is required to amend the Articles of Association. Resolutions of the general meeting shall be recorded in minutes and signed by the chairman of the meeting. The members are to be informed in the form described under § 11(2).

- (10) In elections, the person who has received more than half of the valid votes cast shall be elected. If no one has received more than half of the valid votes cast, a second ballot shall be held between the two candidates who received the most votes. The person who has received the most votes is then elected. If the number of votes is the same, the drawing of lots to be made by the chairman of the meeting shall be decisive.

§ 10 Dissolution of the association

- (1) The dissolution of the association or a change of the purpose of the association can only be decided in a general meeting with a majority of nine tenths of the valid votes cast.
- (2) Unless the general meeting decides otherwise, the chairman and the deputy chairman shall be jointly authorized liquidators.
- (3) The assets existing after termination of the liquidation shall be transferred to the institution mentioned in § 2 paragraph 5 and the purpose stated therein.
- (4) The above provisions apply accordingly if the association is dissolved for another reason or loses its legal capacity.

§ 11 Other

- (1) *Severability clause*: Should any provision of these bylaws, another association document or a board resolution be invalid, this shall not affect the validity of the remaining provisions. The parties involved undertake to replace an invalid provision with a valid provision that comes as close as possible to this provision.
- (2) Invitations, motions, information or notifications within the meaning of these Articles of Association may be made in writing by letter or by electronic mail (e-mail). The member is therefore particularly obliged to inform the Executive Board of his current availability and to provide technically suitable measures for correct reception. A qualified electronic signature shall be waived by both parties until a resolution of the Management Board has been passed.