

Statutes

The present Statutes, including all amendments (the most recent dating from November 30, 2015), have been adopted by the General Meeting.

Article 1 Name and legal form

1. The association goes by the name of "Research Association for Tunnels and Transportation Facilities (STUVA e. V.)".
2. It is entered in the official register of associations within the meaning of Article 21 of the German Civil Code (BGB).

Article 2 Registered office and financial year

1. STUVA's registered office is in Cologne.
2. The association's financial year is the calendar year.

Article 3 Purpose

1. STUVA conducts research into the prerequisites and opportunities for creating underground transport facilities and formulates appropriate proposals. These activities also entail covering similar problems in other areas, the association's main tasks being to ease and improve both moving and stationary traffic (resolving the traffic crisis) via underground facilities, while at the same time:
 - a) taking precautions to safeguard occupational safety and health, protect the environment and taking account of civil defence requirements;
 - b) taking account of utilities and waste disposal.
2. STUVA solely and directly serves the public interest within the meaning of the section of tax legislation governing purposes qualifying for tax relief. The association is a non-profit organisation and does not first and foremost pursue its own economic interests. The association's resources may only be used for purposes that are in accordance with its Statutes. Members of the association receive no financial support out of the funds allocated to it. No individual may benefit from payments which are alien to the association's stated purpose or receive disproportionately high remuneration.
3. The knowledge gained and experience gathered from scientific studies and the conducting of tests shall be available free of charge to the bodies of the German federal government and federal states (Länder),

regardless of whether the associated funding stemmed from membership fees or allocated resources, including funds disbursed for a specific purpose.

Article 4 Funding

The Research Association's activities are funded out of membership fees and allocated resources.

Article 5 Members, honorary members and sponsors

1. Members may be physical or legal persons, or associations of persons.
2. Honorary members: Members who have made a particularly outstanding contribution to the development and work of STUVA may, if nominated by the Board, be designated honorary members by a three-quarters majority of participants at the General Meeting. Honorary members are entitled to vote at the General Meeting and may also attend meetings of the Board and of the Advisory Committee as guests.
3. Persons or associations of persons wishing to support the purposes of the association in the form of regular allocations of funds, but who do not wish to become members, may be recognised by the Board as sponsors. Sponsors shall regularly receive circulars from the Board to keep them informed of important events. Subject to the Board's approval, they may also attend General Meetings. If a sponsor subsequently becomes a member of the association, the Board may deduct sponsorship money donated during the year in question from their first year's membership fees.

Article 6 Membership

1. All members have the same rights and obligations.
2. Applications for membership must be submitted to the association's registered office in writing. The Board shall decide whether or not to accept the application. Approved members will receive a letter from the association's registered office confirming their successful application and containing a copy of the Statutes.
3. Any member may terminate their membership at the end of the financial year subject to six months' prior

notice, which must be given in writing. Existing obligations are in no way affected by the termination of membership. Membership fees that have already been paid will not be reimbursed.

4. The Board may expel members who have failed to meet their obligations as set out in the Statutes despite having been sent two reminders, or who have acted against the association's interests. Expelled members may appeal to the General Meeting, which will reach a final decision on their expulsion.

Article 7 Membership fees

Membership fees shall be set by the General Meeting. The minimum fee will be Euro 920. In individual cases, the Board may make other arrangements in derogation from these rules. All membership fees must be paid to the association's registered office within the first quarter of the year in question. Even if a member joins the association in the course of a financial year, the full annual membership fee shall be payable. All members are free to support the interests of the association by allocating funds for specific purposes over and above payment of their statutory membership fee.

Article 8 Bodies

STUVA comprises the following bodies:

- a) The General Meeting
- b) the Board
- c) the Advisory Committee
- d) management.

Article 9 General Meeting

1. The General Meeting is the association's supreme body. Its responsibilities include:
 - a) Electing the Chairman, the first and second Vice Chairmen, and the remaining members of the Board;
 - b) selecting the auditor,
 - c) approving the draft budget, receiving business reports and audits, approving the research programme, drawing up the annual accounts and granting discharge to the Board and management;
 - d) setting membership fees;
 - e) amending the Statutes
 - f) ruling on motions submitted by the Board or members of the association;
 - g) electing members of the Advisory Committee from among the candidates nominated by the Board;

- h) ruling definitively on the expulsion of members (see Article 6, clause 4).
2. An ordinary General Meeting must be called by the Chairman at least every two years. In certain circumstances, the Chairman may call an extraordinary General Meeting. An extraordinary General Meeting must also be convened if a request to this effect is received from at least one third of the association's members.
3. A written invitation, including an agenda, must be sent out to all members at least three weeks before a General Meeting. The invitation may be transmitted by postal mail or by electronic ways (facsimile transmission, e-Mail)
4. All motions to be discussed at the General Meeting must be submitted in writing to the association's registered office no later than one week prior to the meeting.
5. Motions not featuring on the agenda may only be discussed if a two-thirds majority of the meeting decides to consider them.
6. Each member has one vote at the General Meeting. Members may provide another individual with a written power of attorney and thereby empower that individual to vote on their behalf.

Article 10 Decision-making and elections by the General Meeting

1. Decisions by the General Meeting are taken by a simple majority of votes cast.
2. Amendments to the Statutes and a decision on disbanding the association require a majority of three quarters of votes cast. Motions for amendments to the Statutes must expressly feature on the agenda sent out to members along with their invitation to attend the General Meeting.
3. The General Meeting is quorate if no less than one third of the association's members are represented. If the General Meeting is inquorate because insufficient members are represented, the Chairman will schedule another Meeting. At the re-scheduled meeting, decisions may be taken regardless of the number of members present, and this fact must be spelled out in the invitation to attend it. Notification of a second meeting may be sent out along with the invitation to attend the first. The second meeting may be held the same day, half an hour after the first inquorate meeting.
4. Minutes shall be kept of the General Meeting and must detail all decisions taken. The minutes must then be signed by the Chairman and another member of the Board.

Article 11 The Board

1. The Board comprises the Chairman and up to six members, two of whom are Vice Chairmen.
2. Members of the Board are elected by the General Meeting in separate secret ballots and by a simple majority.
3. At the request of the Board and by a three-quarters majority the General Meeting may also make any individual who has made an outstanding contribution to the development and work of STUVA an honorary member of the Board (see Article 9, clause 1a). Designated honorary members of the Board automatically become honorary members of the association, within the meaning of Article 5, clause 2). Honorary members of the Board are entitled to vote at General Meetings and meetings of the Advisory Committee. They may also attend meetings of the Board as guests and serve in an advisory capacity, but may not vote.
4. Members of the Board are elected for a four-year term which expires at the General Meeting that will elect new members. Board members may be re-elected.
5. If a member of the Board leaves office before the end of their four-year term, the Chairman may appoint an acting Board member for a period up to the next General Meeting.
6. The Board meets as and when necessary. It is quorate if three Board members (one of whom must be the Chairman or one of the Vice Chairmen) are present. Decisions are taken by simple majority. In the event of a tie, the Chairman shall cast the deciding vote. Decisions may be reached in writing.

Article 12 Duties of the Board

1. Any two members of the Board within the meaning of Article 11, clause 1, one of whom must be the Chairman or one of the Vice Chairmen, may represent the association in both legal and non-legal matters.
2. The Board shall rule on all matters not expressly reserved for the General Meeting. Its particular duties are as follows:
 - a) Planning and supporting the association's activities;
 - b) electing and drawing up employment contracts with one or more managers;
 - c) overseeing management and issuing general guidelines on the association's activities;
 - d) convening General Meetings;
 - e) electing and nominating members of the Advisory Committee;
 - f) allocating research assignments;
 - g) appointing members of working groups;
 - h) ruling on the annual research programme;

- i) deciding how to allocate research funds;
 - j) drawing up the draft budget and annual accounts;
 - k) ruling on the use of extraordinary income.
3. The Chairman is responsible for:
 - a) Drafting the agenda for General Meetings and meetings of the Advisory Committee and chairing such meetings;
 - b) monitoring the implementation of decisions taken by the General Meeting and the Board.
4. The Board receives no remuneration. Expenses are reimbursed.

Article 13 The Advisory Committee

1. The members of the Advisory Committee must be appointed within one year of the association's registration.
2. The Advisory Committee shall advise the Board and support it in its activities. The Advisory Committee must be consulted before members of the Board are elected as well as in connection with the annual research programme drafted by the Board. Once the Advisory Committee has been consulted and the Board has taken a decision, the research programme must be submitted to the General Meeting for approval.
3. The following individuals may be appointed members of the Advisory Committee, regardless of whether or not they are members of STUVA:
 - a) Persons who make a particular contribution towards promoting STUVA's objectives;
 - b) representatives of authorities which promote or support STUVA's goals;
 - c) experts in domains where STUVA is active.
4. From time to time, guests may be invited to attend meetings of the Advisory Committee. Decisions on the attendance of such guests are taken by the STUVA Chairman.
5. The STUVA Board and the association's management must be invited to all meetings of the Advisory Committee. The meeting will be chaired by either the Chairman or one of the Vice Chairmen.
6. Travel expenses may be reimbursed.

Article 14 Working groups

The Board may set up working groups to deal with individual matters. These working groups shall comprise a Chairman and additional members. The members shall be appointed by the Board.

Article 15 Management

1. STUVA has a management team responsible for the association's day-to-day business. This team is led by one or more managers, one of whom may be appointed Managing Director.
2. The management is answerable to and is instructed by the Chairman.
3. The management is responsible for all activities arising from the scope of the association's business brief. The management is entitled to attend all General Meetings and all meetings of the Board, Advisory Committee and working groups.

Article 16 Confidentiality

The members of the association and its relevant bodies must not disclose any information which, by its very nature, is to be kept confidential or which they have expressly been requested to keep confidential. This obligation shall continue to apply after a party's membership of the association has been terminated or their other activities within the association have ceased.

Article 17 Disbandment of the association

1. The association may only be disbanded following a decision to that effect taken by a General Meeting convened specifically for that purpose. Such a meeting

is quorate if at least half of all members are represented. If the Meeting is inquorate, a second such meeting may be convened four weeks later and shall be quorate regardless of the number of participants, provided that this information is clearly spelled out in the invitation to attend it. A decision to disband the association requires a three-quarters majority of votes cast.

2. In the event that the association is disbanded or its purpose ceases to apply or is deemed to have come to an end, the assets of the association shall be transferred to an organisation recognised as serving the public good, which must then in turn use to serve the public good. At its final meeting, the General Meeting must decide which non-profit organisation is to receive the association's resources or which common interest they should serve. The decision must be approved by the tax authorities. Members are strictly prohibited from using the association's assets or any part thereof.
3. The Chairman and the management shall remain in office until the association has been fully disbanded.

Article 18

Should any provision contained in the present Statutes become null and void, the validity of the other provisions shall remain wholly unaffected.

Cologne, April 6, 2016

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