

Statutes of the Association EPTS Foundation e.V.

Preamble

Since the 1980s, the national associations for transport sciences of Europe have collaborated, in order to deal with the plurality of outstanding, scientifically unrefined, transport-related topics in the course of the expansion and realisation of the European Union.

The aim of this initiative, taken in the first course by three European countries, was and is, to contribute to a successful European unification by

- compiling shared and transnational contacts,
- a mutual understanding of transport sciences, politics, economy and planning culture as well as
- developing common guiding principles and strategies for a future European transport system

for the benefit of all peoples of Europe, and to add to a long-term security of a peaceful coexistence in Europe.

After two decades of successful collaboration, this initiative has consequently been extended to further countries. For this occasion, nine associations and university institutes of transport sciences from different European countries expressed their strong will in the Vienna Protocol of June 18, 2001, to found and shape a European Platform of Transport Sciences (EPTS).

Annual European Transport Congresses, the promotion of young talents in the course of the Young Forum of European Transport Sciences (YFE), as well as the annual call for the European Friedrich-List-Award are concrete expressions of the work carried out thus far.

In order to fulfil the stated will of the Vienna Protocol, and after further years of intensive collaboration for preparation, several national associations and university institutes of transport sciences, as well as individuals interested in transport sciences from all over Europe have gathered today in order to carry out the formal founding act of the “European Platform of Transport Sciences (EPTS) Foundation” as an association in the sense of §§ 21 et seq. BGB, with the aim of safeguarding the spectrum of activities of the EPTS, as enclosed in the Vienna Protocol, for the long term via institutionalisation. Founding this association is therefore guided by the notion of creating an organisational frame for the described purposes given below under §2.1 and § 2.2.a-c. The founding of this association as well as membership in it do not prevent members from pursuing their own individual interests, unless they do explicitly contravene the interests of the association according to § 2.

§ 1

Name, Head Office, Fiscal Year

The association's name is "European Platform of Transport Sciences (EPTS) Foundation", it should be entered into the register of associations. After registration, the name is supplemented by "e.V."

The association EPTS Foundation has its head office in Frankfurt am Main.

The fiscal year of the association EPTS Foundation is the calendar year.

§ 2

Purpose of the Association EPTS Foundation

1. The association EPTS Foundation's purpose is to promote science and research in the field of transport sciences on a European scale.

The association EPTS Foundation supports the European transport sciences in all European countries and its adjacent world regions based on the principles of neutrality, scientific objectivity, sustainability, diversity and pluralism.

The association EPTS Foundation exclusively and directly pursues non-profit goals according to the paragraph "tax-privileged purposes" of the fiscal code.

2. The statutory objectives are to be realised by the following measures in particular, whereas this list is not conclusive:

- a. Among other actions, the association EPTS Foundation will reach this goal by organising scientists as guest professors for lectures, and for project-related collaborations beyond European boundaries. The association intends to carry out European Transport Congresses, international summer schools for young scientists in the field of European transport sciences, and professional excursions in the field of transport sciences to institutions of higher education with faculties in transport sciences in European countries.

Moreover, the association EPTS Foundation intends to build up, cultivate and develop active partnerships with associations and individuals in the sector of transport sciences from all European countries.

The association EPTS Foundation will continue to issue the award "European Friedrich-List-Award for young scientists", which has thus far been issued by the previous coalition EPTS.

- b. The association EPTS Foundation wants to realise projects, independent of the transport mode, that will serve the improvement of the transport structure on the European continent, and therefore also promote understanding between the peoples of Europe through the integration of transport sciences.
 - c. The association EPTS Foundation strives to be acknowledged as an independent and neutral scientific institution with expert knowledge in the field of European transport sciences. This intention is based on the awareness that all parties within the European transport sector, be it in politics, economy, science or administration, are seen and accepted as cross-party partners.
3. The association EPTS Foundation works selflessly. It does not pursue its own economic purposes in the first order.

Financial means of the association EPTS Foundation may only be used for its statutory objectives. Members receive no profit shares, and in their function as members they also do not receive grants of any kind from the means of the association EPTS Foundation.

No person may be benefitted through expenses diverging from the aims of the association EPTS Foundation or through disproportionately high remunerations.

The office holders all work on an honorary basis. The executive board is entitled to employ a managing director (secretary general) in case of available budgetary resources. The executive board as well as the panel of experts, however, may receive an expense allowance for their work carried out in order to fulfil the association's objectives.

Upon request and based on the prevailing tax regulations, travel expenses are to be reimbursed to the executive board, the panel of experts and the members of the advisory board.

§ 3

Acquiring Membership

1. Any natural person or legal entity may be a member of the association EPTS Foundation. The executive board decides on admittance to the association EPTS Foundation based on the written application.

With the application for membership, the member ensures to have an email address for the duration of membership.

For natural persons, the application for membership must contain the name, age, profession, postal address as well as email address of the applicant. Legal entities have to attach the register excerpt where the entity is registered. Moreover, a copy of the ID card of the authorised representatives, who must sign the application for membership, has to be enclosed.

A written statement is required in the event that an application for membership to the association EPTS Foundation is rejected by the executive board. The applicant may lodge a written complaint against the board's decision within a one month period after receiving the rejection. The next regular general assembly decides upon the complaint.

2. The association EPTS Foundation has the following types of members:

- a) regular members
- b) supporting members
- c) honorary members

- a) regular members

Regular members are obligated to pay the annual dues determined by the general assembly. They hold a voting right in the general assembly.

- b) supporting members

Based on the executive board's decision, the association EPTS Foundation may accept supporting members. When applying for supporting membership, supporting members assume the willingness to pay agreed-upon membership dues to the association EPTS Foundation. This is done annually within the first three calendar months or with a one-time payment. Based on the precondition of a present declaration of consent, the names of the supporting members are given on the website of the association EPTS Foundation.

Supporting members hold no voting right in the general assembly.

c) honorary members

By resolution, which requires a $\frac{3}{4}$ majority of all present members or members represented by others, the general assembly may grant an honorary membership to members or also external persons.

Honorary members are exempt from paying the annual dues. They hold no voting right in the general assembly.

3. Special status of young members

Members of the association EPTS Foundation belong to the internal organisation for young future players YFE (Young Forum of European Transport Sciences) until completing the age of 40.

§ 4

Termination of Membership

1. The membership terminates
 - a) by the death of a member;
 - b) by voluntary resignation;
 - c) by deletion from the member list;
 - d) by expulsion from the association EPTS Foundation.
2. A voluntary resignation occurs by handing a written statement to a member of the executive board. This is only accepted at the end of the calendar year and with three months of notice given.
3. By decision of the executive board, a member can be expelled from the membership list in the event of unpaid membership dues despite two warnings, or the member is not reachable at all. Communication with the member over the course of three months has therefore been proven technically impossible. The expulsion may only be resolved if, after the second warning has been sent, three months have elapsed and the membership dues remain unpaid. The expulsion has to be brought to attention to the member.
4. In case of a gross infringement against the association's interests, a member can be expelled from the association EPTS Foundation by resolution of the executive board. Prior to the resolution, the member must be given an opportunity, within a reasonable timeframe, to personally, or in written form, defend him or herself in front of the executive board.

A written statement of the person concerned is to be read out in the executive board's meeting. The decision of expulsion has to be stated with reasons, and needs to be brought to the attention of the member by means of a registered letter. The member has the right to appeal to the general assembly against the expulsion decided upon by the executive board. The appeal has no postponing effect. It must be submitted to the executive board in written form within a time limit of one month after receiving the notice of expulsion. If the appeal has been submitted on time, it will be decided upon in the following general assembly held. Should this not take place, the expulsion is considered not to have been enacted. Should the member not make use of the right to appeal against the decision to expel, or misses the time limit, the member submits to the expulsion with the consequence of a terminated membership.

§ 5

Organs of the Association EPTS Foundation

Organs of the association EPTS Foundation are

- a) the general assembly
- b) the executive board
- c) the panel of experts
- d) the advisory board

§ 6

Executive Board

1. The executive board of the association EPTS Foundation consists of three persons, namely the 1. chairperson, the 2. chairperson and the treasurer, as well as both born executive board members according to § 6 figure 3.

According to §26 BGB, the association EPTS Foundation is juridically and extrajudicially represented by two members of the executive board, among them the 1. chairperson or the 2. chairperson.

2. The executive board can employ a secretary general (managing director), who, in accordance with the executive board, is responsible for carrying out the association's operational business. Details are specified in the written contract of employment.
3. Additionally, the executive board also includes, as born members, the respective president or chairperson of the respective member organisation holding the next ETC (European Transport Congress), as well as one person from the internal organisation for young future players YFE, whereas the latter is selected by the YFE itself and delegated to the executive board.

§ 7

Competency of the Executive Board

1. The executive board is responsible for the matters of the association EPTS Foundation, as long as they are not assigned to another organ of the association, as defined by the statutes. In particular, the executive board has the following duties:
 - a) preparation of the general assemblies and compilation of the agendas;
 - b) convention of the general assembly;
 - c) execution of the resolutions of the general assembly;
 - d) generation of a budget plan for each fiscal year; accounting; generation of an annual report;
 - e) completion and termination of employment contracts;
 - f) resolution of acceptance, deletion and expulsion of members.
2. Regarding carrying out the matters to § 7, figure 1 a) to d), the executive board is entitled to hand over all preparatory work to the secretary general.
3. In the event that the secretary general acts in place of the executive board regarding § 7, figure 1 e), a separate written power-of-attorney is to be issued.
4. The executive board can give itself its own bylaws.

§ 8

Term of Office of the Executive Board

1. Starting with the election day, the executive board is elected by the general assembly for a period of four years. The executive board, however, remains in office until the next executive board is elected. Each executive board member has to be elected separately.
2. Eligible are natural persons, who are association members. Should a member of the executive board leave within the term of office, the executive board will determine a substitute member for the remaining period if the general assembly has not elected substitute members for individual advisory board positions at the ordinary election of the advisory board from the beginning, who move into office when originally elected board members leave the board.

§ 9

Passing a Resolution of the Executive Board

Generally speaking, the executive board takes its decisions in executive board meetings, which are convened by the 1. chairperson, and in the case of absence, the 2. chairperson. This is done in written form, by phone or by email. In every case, a convocation period of one week has to be kept. There is no necessity to communicate the agenda. The executive board has a quorum when at least two executive board members are present, among them the 1. chairperson or the 2. chairperson. A resolution is passed by majority vote. The executive meeting is led by the 1. chairperson, and in case of absence by the 2. chairperson. The resolutions are to be recorded in written form for evidence purposes. The minutes should include place and time of the executive board's meeting, the names of the participants, the taken decisions as well as the voting result. The voting right in executive board meetings also applies to born members.

Decisions by the executive board may be taken in writing, provided all executive board members agree to the regulation to be resolved, and cast a vote in written form. E-mail is also recognised as a written form.

§ 10

Panel of Experts

1. The association EPTS Foundation has a scientific panel of experts. The members of the panel of experts are appointed by the executive board. The appointment lasts for a period of four years. Each regular member of the association EPTS Foundation holds the right of nomination. Also non-members of the association EPTS Foundation can be nominated.
2. The panel of experts is responsible for dealing with the transport science issues entrusted with by the executive board.
3. The operational steps of the required work are carried out autonomously by the panel of experts. This also includes requiring the necessary financial means from the executive board.
4. An expert opinion of the panel of experts (expertise) has to be brought to the attention of the executive board before publishing.

An expertise requires an internal approval of a majority of two thirds of its members. If no expertise is achieved, the diverging work results can be published in consultation with the executive board.

§ 11
Advisory Board

1. The association EPTS Foundation has an advisory board, which consists of a minimum of three, and a maximum of twelve, natural persons. Members of the advisory board should, as a general rule, have reached the age of 45. Upon reaching the age of 75, they will, as a general rule, resign from the advisory board.

The executive board nominates the members of the advisory board. The executive board should only nominate persons to the advisory board that have contributed to, or have become merited to, the association EPTS Foundation's purposes by expert knowledge, real occupational activity or in another relevant manner.

Non-association members may also become members of the advisory board.

2. The advisory board's function is to advise the executive board on how to carry out their duties.

The members of the advisory board may at any time submit proposals or concrete plans to the executive board. The executive board, however, is not obligated to implement the proposals.

Should a member of the advisory board direct a proposal to the executive board, all other members of the advisory board must be informed about the suggestion.

3. The advisory board may pass resolutions in written form or in meetings.

At the request of 2/3 of the members of the advisory board, the executive board is obligated to organise an advisory board meeting.

All members of the executive board have access to advisory board meetings and also the right to discussion, though they have no voting right.

In meetings, the advisory board may advise on ideas and suggestions to the proposals given by the executive board, and when appropriate take decisions.

Passing a resolution requires a 2/3 majority of the persons present or those members of the advisory board taking part in a written vote. Regarding resolutions of the advisory board determined in meetings, minutes must be taken down by the executive board and brought to the attention of all members of both, the advisory board and the executive board.

These resolutions are to be taken into consideration by the executive board when taking decisions, though they are not legally binding for the executive board.

§ 12

General Assembly

In the general assembly, each regular member has a vote. In order to exercise the right to vote, another member can be authorised in written form. For each general assembly, the authorisation must be given out separately. One member, however, may not represent more than three other votes.

The general assembly is exclusively responsible for the following matters:

1. Approval of the budget plan compiled by the executive board for the following fiscal year; acceptance of the executive board's annual report; discharge of the executive board;
2. Determining the amount and due date of the annual dues;
3. Election of the executive board; if necessary, election of substitute members for individual advisory board positions;
4. Passing resolutions regarding changes in statutes and the dissolution of the association EPTS Foundation;
5. Passing resolutions regarding the appeal against a rejected membership application as well as the appeal against the decision of expulsion by the executive board;
6. Nomination of honorary members.

In matters, for which the executive board is responsible, the general assembly may decide upon recommendations for the executive board. The executive board, for its part, may also ask for the general assembly's opinion in matters of their fields of competence.

In the founders' assembly, the present founding members elect the 1. executive board of the association EPTS Foundation.

§ 13

Convocation of the General Assembly

The regular general assembly should take place at least once a year. The executive board will summon the assembly in written form or via email by meeting a deadline of four weeks and specified by the daily agenda. The time limit starts one day after sending the written invitation. The daily agenda is determined by the executive board.

Proposals or suggestions for supplementing or changing the daily agenda are to be directed to the executive board within a deadline of one week starting from the invitation to the general assembly. In case the executive board changes or supplements the daily agenda as a consequence, a corresponding change or supplement has to be announced by email at least 14 days prior to holding the general assembly.

After this point of time, no further change or supplementation of the daily agenda with effect on the resolutions are permitted.

§ 14

Passing Resolutions of the General Assembly

The general assembly is led by the 1. chairperson, and in the case of absence, the 2. chairperson. When elections take place, chairing the assembly may be taken over by a present member of the advisory board for the time of voting and the preceding discussion.

The chair of the assembly decides upon the way of voting. The vote must be carried out in written form, if this is requested by one third of the present members with voting power or members represented by others.

The general assembly is not public. The executive board may allow guests. The executive board determines if print media, radio or TV as well as Internet media will be allowed.

The general assembly constantly has a quorum regardless of the number of the present members.

In general, the general assembly passes resolutions by simple majority of the valid votes cast. Therefore, abstentions from voting are disregarded. However, to change the statutes, a majority of three quarters of the valid votes cast is necessary, whereas for a dissolution of the association EPTS Foundation as well as a change in the purposes according to § 2 of the present statutes, a majority of seven eighths is required.

With regard to all resolutions of the general assembly, minutes have to be taken, which are to be signed by the respective chair of the assembly and the minute keeper. The following facts should be contained: place and time of the assembly, the chairperson and the minute keeper, the number of the members present as well as the members represented by others, the daily agenda, the single voting results as well as the way of voting. In case of a change in the statutes, the exact wording has to be given.

§ 15

Extraordinary General Assemblies

The executive board can summon an extraordinary general assembly at any time. Such an assembly must be convened when it is required by the interest of the association EPTS Foundation, or when a quarter of all members demands this in written form, stating the purpose and reasons, from the executive board. For the extraordinary general assembly, §§ 12, 13 and 14 apply respectively.

§ 16

**Regulations for Meetings of the Organisation for Young Future Players YFE
(Young Forum of European Transport Sciences)**

The provisions of §§ 12 – 15 of the present statutes are to be applied accordingly to meetings of the group of young members in the sense of §3, figure 3 of the statutes.

§ 17

Dissolution of the Association EPTS Foundation and Entitlement to Proceeds

1. In the event of dissolution of the association EPTS Foundation or the discontinuation of its tax-privileged purposes, the association EPTS Foundation's assets fall to the Giordano-Bruno Foundation, chaired in Oberwesel as a recognised non-profit by the Financial Office for Corporations Koblenz, with the provision of using the assets directly and exclusively in the sense of the association's purposes according to §2 of the statutes.

Each resolution over a change of the statutes regarding the beneficiary person or regarding the association's purposes has to be brought forward beforehand to the tax office relevant for the association EPTS Foundation's head office for approval.

2. Dissolving the association EPTS Foundation can only be resolved in a general assembly by way of the majority vote determined in §14. As long as the general assembly does not decide differently, the 1. chairperson and 2. chairperson together are authorised liquidators. The aforementioned regulations are to be applied accordingly in case that the association EPTS Foundation is dissolved for any reason or loses its legal capacity.

The aforementioned statutes have been established in the founders meeting of June 07, 2018.

(Signatures of all present physical persons in the founders meeting.)

In case of doubt, the German version from June 07, 2018 is valid.