

## **Mobility goes Additive**

**Statutes (Last modified: 21 September 2016)**

### **Article 1 Name, Registered Office, Financial Year**

- (1) The Society bears the name “Mobility goes Additive” and is to be entered as a registered society in the Register of Societies. The Society will use a society logo. After registration in the Register of Societies it will add the letters e.V. [eingetragener Society = registered society] to the Society’s name.
- (2) The Society’s registered office is in Berlin, Germany.
- (3) The financial year is from 1 July to 30 June.

### **Article 2 Object of the Society**

- (1) The object of the Society is to network business enterprises from different sectors with universities and research institutes as well as associations and similar organisations for the purpose of supporting the research and development of additive manufacturing processes in the field of mobility and logistics and other related measures.
- (2) The object of the Statutes will be achieved by the following measures in particular:
  - Promoting the exchange of information between professionals by establishing a network of business enterprises, research institutes and institutions which are working on additive solutions in the mobility and logistics sector
  - Production and publication of professional publications which will be available to both members and non-members
  - Organisation of expert meetings, symposia and seminars etc.
  - Conducting public workshops which are open to the general public in the interests of promoting the exchange of experiences and information
  - Improving understanding of the economic and social relevance of additive manufacturing in the mobility sector
  - Support for members wishing to initiate projects which are eligible for funding
  - Participation in and professional support for the development of standardisation procedures
  - Liaising between students and business enterprises, e.g. to arrange internships inclusive of internships for preparing theses and for the acquisition of professional experience
- (3) The Society shall pursue its non-profit object neutrally and independent of political parties and religious denominations.

### **Article 3 Members**

- (1) The Society has regular members and honorary members.
- (2) Regular membership is available to natural persons and legal entities, public authorities, federations, institutes, corporations and foundations.
- (3) Honorary members can be proposed by the Executive Board and appointed by the General Meeting.
- (4) The Executive Board decides on written applications for admission at its discretion. If an application is rejected, the Executive Board is not obliged to inform the applicant of the reasons for its rejection.

### **Article 4 End of Membership**

- (1) Membership ends
  - on the death of the member, dissolution of the legal entity or deregistration from the Register of Companies
  - by voluntary resignation,
  - on deletion from the list of members, or
  - on debarment from the Society.
- (2) Members can resign voluntarily by submitting a written statement to the Executive Board. Resignation is possible only at the end of a financial year, subject to one month's notice.
- (3) A member who is in arrears with its payment obligations despite two written reminders can be deleted from the list of members by resolution of the Executive Board. This resolution may be adopted only if two months have elapsed since dispatch of the second reminder, if the reminder informs the member that it will be deleted from the list of members and the outstanding subscriptions have still not been paid. The member shall be notified of the Executive Board's resolution.
- (4) Any member who has grossly infringed the interests of the Society can be debarred from the Society by resolution of the Executive Board after an oral or written hearing. The member shall be notified of the Executive Board's resolution in a written statement which gives reasons for the debarment and is sent by registered letter. The member is entitled to appeal to the General Meeting by submitting a written appeal to the Executive Board within one month of receipt of the resolution. If an appeal is submitted within the prescribed period, the Executive Board shall convene a General Meeting within one month of submission of the appeal. The General Meeting shall issue the final decision on debarment of the member. The member's rights shall be suspended until the decision of the General Meeting. If the member does not exercise its right of appeal against the debarment resolution or fails to submit the appeal within the prescribed period, it shall be bound by the debarment resolution with the consequence that the membership shall be deemed ended.

## **Article 5 Subscriptions**

Monetary sums (and admission fees) shall be levied on the members. The level of these payments, the due payment dates, the terms and method of payment (for example direct debit) and additional charges in case of default in payment or use of a payment method other than the resolved method shall be governed by Subscription Regulations to be resolved by the Executive Board. The Subscription Regulations are not an integral part of the Statutes. The Executive Board shall announce the currently valid version of the Subscription Regulations in the form of a circular to members.

## **Article 6 Executive Bodies**

The executive bodies of the Society are:

- (1) the General Meeting (Article 7)
- (2) the Executive Board (Article 10)
- (3) the Advisory Board (Article 12)
- (4) the President (Article 13)

## **Article 7 General Meeting**

- (1) The General Meeting is the supreme executive body of the Society and shall decide on:
  - the election, recall and size (Article 10 (1)) of the Executive Board and the approval of its work;
  - the election and recall of the auditor and the approval of his/her work;
  - the proposals for election of Advisory Board members (Article 12);
  - the annual report and financial statement of the Executive Board, the Advisory Board, the committees and the auditors;
  - the budget and borrowing;
  - all issues which are assigned to the remit of the General Meeting by law, by these Statutes or by resolution of the Executive Board.
- (2) An Ordinary General Meeting shall be convened at least once per annum. The Executive Board is entitled to convene Extraordinary General Meetings and shall do so if this is required in the interests of the Society or if one tenth of all members submit a written demand to the Executive Board for an Extraordinary General Meeting, stating the purpose and the reasons.
- (3) General Meetings can be held as boardroom meetings, telephone or video conference (Article 8) or as online General Meetings (Article 9).
- (4) General Meetings shall be convened by the Executive Board. Invitations shall state the agenda and be sent by post or e-mail, subject to one month's notice, which shall begin on the date of dispatch of the invitation.
- (5) Each member is entitled to submit written proposals for amendments or addenda to the agenda, no later than two weeks prior to the meeting. The admission of such items shall require the consent of the Executive Board.
- (6) The General Meeting shall be chaired by the Chairperson of the Executive

Board; if he/she is prevented, the meeting shall be chaired by the First Deputy Chairperson, if the latter is prevented, by the Second Deputy Chairperson. If none of the aforesaid persons is present at the meeting, the remaining members of the Executive Board or, if they are also absent, the General Meeting, shall elect a person to chair the meeting. The General Meeting can also elect a different person to chair the meeting (e.g. for elections to the Executive Board).

- (7) The General Meeting is not open to the public. The Chairperson of the General Meeting can admit guests and representatives of the press.
- (8) Unless otherwise prescribed, resolutions shall be adopted with a simple majority of the valid votes. This shall always be based on the valid votes which have been cast; abstentions shall not be taken into account. Each member has one vote. Members can appoint a proxy; natural persons can be represented only by other members. Proxies are obliged to present a written power of attorney to the Chairperson of the General Meeting. No member shall be entitled to act as proxy for more than three members. A resolution concerning the disbandment of the Society shall require a majority of 4/5 of the votes in attendance at the meeting. Resolutions to amend the object of the Society shall require the consent of all members in attendance at the meeting.
- (9) Decisions concerning the appointment of persons shall take the form of a secret ballot if this is demanded by 10 % of the members in attendance. If there are several candidates and no candidate has obtained a simple majority, a further vote shall be taken on the candidates. The candidate who receives the most votes shall be elected. In the event of a tie, the decision shall be taken by lot, drawn by the Chairperson of the General Meeting.
- (10) The Chairperson of the Meeting shall take minutes of the General Meeting and sign them together with two members of the Executive Board. The minutes shall be published on the Society's website within four weeks of the General Meeting. The Society members shall receive a newsletter informing them of publication of the minutes. Objections to resolutions must be filed within two months of publication of the minutes on the Society's website by taking legal action at the place of the Society's registered office.

#### **Article 8 General Meeting as telephone or videoconference**

- (1) If the General Meeting is held as a telephone or videoconference, all participants must be able to listen and speak simultaneously. Suitable technical precautions must be taken to ensure that only authorised persons can participate (special dial-in numbers, access code etc.).
- (2) If the General Meeting is held as a telephone or videoconference, the period of notice for invitations pursuant to Article 7 (4) may be reduced to 2 weeks.
- (3) Invitations to a telephone or videoconference shall be issued as specified in Article 7 (4). The invitation shall state the relevant dial-in numbers and

any access codes to be entered or any other measures taken to exclude the general public as well as appropriate instructions for use of these procedures.

(4) Minutes of the meeting shall be taken as specified in Article 7 (10).

### **Article 9 Online General Meeting**

(1) The General Meeting of the Society can also be held on the internet as an online meeting. It must be ensured that members can participate using standard programs (web browser, e-mail client, conference software).

(2) If an online meeting is to be convened, the invitation must state not only the agenda, but also the internet address (URL) and the access data for the online meeting. The website shall also include a description of the technical execution.

(3) Communications shall take place only within previously specified participant groups and all participants must be identified without doubt. Access will be strictly monitored: all persons authorised to participate in the online meeting shall receive the access authorisation data for the meeting as well as an editable password, which should not be used for any other purposes. Members undertake not to disclose the authorisation data or the password to any third parties and to keep them strictly secret. Registration for the online meeting verifies that the authorised party is entitled to participate in the online General Meeting.

(4) If the General Meeting is to be held as an online meeting, the period of notice for invitations pursuant to Article 7 (4) may be reduced to 2 weeks.

(5) Votes can be cast during an online General Meeting. Votes on important matters shall be cast with the use of suitable technical means such as online forms. These forms must state:

a) the motion on which the vote is to be cast,

b) the end of the voting period,

c) fields containing all voting options and a field marked "abstention"; participants click on the appropriate field to cast their vote,

d) additional fields for the voter's personal data, access data and passwords for the identification and authorisation of the members entitled to vote, unless their identification and authorisation has already been verified by other technical means,

e) the date and time of transmission.

(6) To ensure that voting is anonymous and to avoid double voting, the personal data and the voting results will be evaluated separately.

(7) The General Meeting shall decide whether non-registered users shall be permitted to read the contents of the online meeting.

(8) The Executive Board is responsible for proper technical implementation of the online meeting.

(9) Minutes of the online General Meeting shall be taken as specified in Article 7 (10).

## **Article 10 Executive Board**

- (1) The Executive Board shall comprise a minimum of two and a maximum of seven members. Two members of the Executive Board shall jointly represent the Society in and out of court.
- (2) One member of the Executive Board shall be appointed by Deutsche Bahn AG in its capacity as founder member. The other members of the Executive Board shall be elected by the General Meeting for a term of two years, beginning on the day of the election. The Executive Board shall, however, remain in office until election of a new Executive Board. Each member of the Executive Board shall be elected individually. Membership of the Executive Board is open only to members of the Society and their employees and to business enterprises which are affiliates of members of the Society and their employees. If a member of the Executive Board resigns from the Executive Board or the Society before a successor has been elected, the Executive Board shall be authorised to elect a substitute member with a simple majority for the remaining term of office. If the Chairperson or a Deputy Chairperson resigns, the Executive Board shall appoint a successor from amongst the other members of the Executive Board or shall convene a General Meeting.
- (3) The General Meeting shall resolve the allocation of the following offices to the individual members of the Executive Board:
  - a) Chairperson of the Executive Board
  - b) First Deputy Chairperson of the Executive Board
  - c) Second Deputy Chairperson of the Executive Board
  - d) Ordinary member of the Executive Board
- (4) The Executive Board shall adopt internal rules of procedure which shall govern in particular the allocation of remits and the adoption of resolutions within the Executive Board.

## **Article 11 Responsibilities of the Executive Board**

- (1) The Executive Board is responsible for all Society matters which are not allocated to a different executive body pursuant to these Statutes. Its remit shall include in particular:
  - Preparing and convening the General Meeting and implementation of its resolutions;
  - Drawing up a budget for each financial year, keeping accounts, preparing an annual report;
  - Drawing up regulations for the work of the committees;
  - Conclusion and termination of employment contracts;
  - Proposal for election of the President.
- (2) The Executive Board shall seek the opinion of the Advisory Board and, if appropriate, the opinion of the President on individual matters.
- (3) The Executive Board shall be entitled to assign the organisational implementation of the Society and the performance of measures and

projects required to achieve the object of the Society to a third party which shall attend to the business matters of the Society in accordance with the Statutes, the resolutions of the General Meeting, of the Advisory Board and the Executive Board of the Society. The third party shall be bound by the instructions of the Executive Board. The third party can be appointed only subject to a proposal by Deutsche Bahn AG as founder member. The Executive Board can authorise the third party to execute all measures involved in the ordinary course of business and which are not of fundamental importance for the Society or its members. If expedient, the Executive Board can specify that the Society shall have a business office at a location other than the Society's registered office.

## **Article 12 Advisory Board**

- (1) The Executive Board can adopt a resolution to appoint an Advisory Board comprising up to 10 members from the fields of science, society, business and administration and which represents the professional spectrum of the Society. The Advisory Board members need not be members of the Society.
- (2) The remit of the Advisory Board is to contribute the experience of its members to the work of the Society. In particular, the Advisory Board shall advise the Executive Board when determining the key subjects of its work within the scope of the object of the Society, on the establishment and disbandment of committees and drawing up the working agenda.
- (3) Advisory Board members shall be appointed for a term of four years. The Advisory Board shall, however, remain in office until a new Advisory Board has been elected. If a member of the Advisory Board resigns prior to election of the new Advisory Board, the Executive Board shall be authorised to appoint a substitute member for the remaining term of office.
- (4) Members of the Executive Board may not simultaneously be members of the Advisory Board. The Advisory Board members shall be confirmed or recalled by the General Meeting at the Ordinary General Meeting which follows the appointment of the Advisory Board by the Executive Board.
- (5) The Chairperson of the Advisory Board and his/her Deputy are elected by the Advisory Board. The Advisory Board is entitled to specify other positions (e.g. keeper of the minutes, observers) in its internal rules of procedure and to appoint such persons from amongst its members. The Chairperson of the Advisory Board and his/her Deputy may consult the management of the Society in the performance of their tasks.
- (6) The Advisory Board shall convene at least once per annum. A meeting shall be convened if demanded in writing by a third of its members or by the Executive Board. The members of the Executive Board shall be entitled to attend Advisory Board meetings and to take part in discussions, but shall not be entitled to vote.
- (7) The Executive Board shall be notified of resolutions of the Advisory Board without delay.

### **Article 13 President**

- (1) The Executive Board is entitled to submit a proposal to the General Meeting for the appointment of a President of the Society, who shall represent the Society, liaise and network with the fields of business, science, administration, organisations in Germany and abroad, and political circles.
- (2) If the Executive Board proposes a candidate for election as President of the Society, the General Meeting shall vote on the proposal and elect the President with a simple majority of the valid votes, cast in a secret ballot, for a term of 4 years. This shall always be based on the valid votes which have been cast; abstentions shall not be taken into account.
- (3) If there are several candidates and no candidate has obtained a simple majority of the valid votes, a further vote shall be taken on the candidates. The candidate who receives the most votes shall be elected. In the event of a tie, the decision shall be taken by lot, drawn by the Chairperson of the General Meeting.
- (4) The President shall draw up a budget plan of the resources required for the performance of his/her tasks; this shall become part of the Society's budget. The General Meeting shall decide on the Society's budget and consequently on the President's budget plan.

### **Article 14 Working Groups and Project Committees**

- (1) The Executive Board can appoint working groups and project committees to deal with specific subject areas. The Executive Board shall appoint the chairperson of the working groups and committees. The chairpersons of the working groups and committees can also invite non-members to work in these groups and committees.
- (2) The working groups and committees shall work in close consultation with the Executive Board or on the instructions of the Executive Board. They shall report to the Executive Board regularly on the status of their activities and their projects.
- (3) Committees shall be disbanded by resolution of the Executive Board.

### **Article 15 Auditor**

- (1) The Society shall have an auditor who is appointed in the same way as the Executive Board. Auditors shall be appointed until the next Ordinary General Meeting.
- (2) The Auditor is responsible for monitoring compliance with the budget, the appropriation of resources, keeping accounts and management of the Society's assets and shall report to the General Meeting on the results of the audit.

### **Article 16 Liquidation/Appropriation of Assets**

Liquidation of the Society shall be resolved by the General Meeting as set forth in Article 7 (8). Unless otherwise resolved by the General Meeting, the Chairperson and the Deputy Chairpersons shall be appointed liquidators



who are jointly authorised to represent the Society. The foregoing provisions shall apply mutatis mutandis if the Society is disbanded for any other reason or loses its legal capacity.

The foregoing Statutes were drawn up at the Founding Meeting on 21 September 2016.

Potsdam, 21 September 2016

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Uwe Fresenborg, acting on behalf of the founder member  
Deutsche Bahn Aktiengesellschaft

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xxx xxx, acting on behalf of the founder member  
EOS GmbH Electro Optical Systems

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xxx xxx, acting on behalf of the founder member  
Knorr-Bremse Systeme für Schienenfahrzeuge GmbH

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xxx xxx, acting on behalf of the founder member  
LZN Laser Zentrum Nord GmbH

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xxx xxx, acting on behalf of the founder member  
Materialise GmbH

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xxx xxx, acting on behalf of the founder member  
Schweizerische Bundesbahnen SBB Cargo AG

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xxx xxx, acting on behalf of the founder member  
Siemens Aktiengesellschaft

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xxx xxx, acting on behalf of the founder member  
Paul Schockemöhle Logistics GmbH & Co. KG

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Dr Andreas Leupold, acting on his own behalf as founder member