



EURNEX

**EU**ropean **R**ail research  
**N**etwork of **EX**cellence

- Statutes -

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## Preamble

The members of the EURNEX Network of Excellence

- being willing to continue implementing the objectives of the EURNEX network of excellence contract improving the position of the scientific community,
- having decided to further overcome the fragmentation of European Rail Research & Education and integrate their excellent knowledge towards a world class player,
- contributing to build the European Research Area and Europe to the most competitive economy,
- supporting the rail industries and operators need for a more competitive rail system by supplying integrated Research & Education performance to the best quality,
- helping to overcome cross-border barriers & constraints in standardisation, harmonisation and modularisation,

have decided to establish the EURNEX Association representing European institutional scientific knowledge, research and education at its best.

## ARTICLE 1 NAME, REGISTRATION, REGISTERED OFFICE

- (1) The name of the Association is "EURNEX".
- (2) The Association shall be registered in the Register of Associations (*Vereinsregister*). After having been registered the Association shall use the name affix "registered Association" (*eingetragener Verein*) in its abbreviation "e.V.".
- (3) The registered office of the Association is Berlin, Germany.
- (4) EURNEX is the abbreviation for "European rail Research Network of Excellence".

## ARTICLE 2 AIMS, STRATEGIES, ACTIVITY

- (1) The objective of the Association is to promote research and development of the rail system, particularly
  - to enhance co-operation in research and education as well as the knowledge transfer between the Members of the Association, European Universities and Research Establishments being interested in railway research, incl. multidisciplinary capabilities,
  - to facilitate the scheduling and implementation of joint research projects between Members and to build up a sustainable research environment for the railway sector,
  - to develop links between Members of the Association, industrial partners and operators within the railway sector,
  - to increase the awareness of specific high quality research needs and opportunities for cooperation with the railway sector,
  - to promote the railway contribution to sustainable transport policy and
  - to improve the competitiveness and economic stability of the railway sector and industry.
- (2) The aim of the Association will be achieved particularly by the following activities:
  - Organizing congresses and meetings for the exchange of knowledge and experience related to the rail system;

- Integrating excellent research through specific disciplinary poles of excellence and with cross pole multidisciplinary cooperation;
  - Developing, promoting and providing strategies, technologies and methods to improve the performance and attractiveness of rail transport;
  - Providing a platform for the Members to coordinate, structure and perform collaborative research in rail related projects and general transport issues;
  - Supporting the Members in sharing resources and research capacities as appropriate and necessary;
  - Concentrating and promoting concerted neutral expertise for stakeholders such as the railway industry, national and international authorities and bodies;
  - Promoting in a stable manner sustainable relationships with European and National Governmental institutions and other relevant stakeholders;
  - Become a neutral, independent expert on rail research and development as well as policy issues, training and education in the railway sector;
  - Promoting technical standardisation and harmonisation of the rail system;
  - Increasing the availability of existing research and development resources in the railway sector.
- (3) The Association is non-commercial. The Association might become shareholder of legal entities pursuing commercial aims.

## ARTICLE 3 MEMBERS OF THE ASSOCIATION

- (1) The Association may be joined by legal entities (*juristische Personen*) established under civil or public law and having their registered/main office in the territory of the European Union provided that such entities develop regular activities in the field of rail research. In exceptional and justified cases, natural persons may be Members of the Association.
- (2) The entities named in Appendix 1 hereto are entitled to gain access to the Association as a member by giving written notice to the secretary general. This notice may be effected before March 31, 2008. Other persons must be proposed as Members by two existing Members, and accepted by a resolution of the Assembly of Members taking in account the following attributes:
- Quality: Members of the Association are expected to demonstrate research excellence and to contribute to the general welfare of the Association;
  - Collaboration (transparency and competition): Members should be prepared to be active in poles and engage in open discussion of project proposals with other Members as appropriate;
  - Contribution (knowledge contribution): membership in the Association demands the willingness to share knowledge, to provide information on projects and research topics currently undertaken and to cooperate within poles and on cross-pole activities.
- (3) Except for the entities named in Appendix 1 of these statutes there shall be no legal right or title to be admitted as a Member.
- (4) Legal entities having their registered/main office outside the territory of the European Union might be admitted as Corresponding Member by the Council. Corresponding Members neither have the rights nor obligations which the regular Members of the Association have but might support the Association and its objectives on a constant basis,

e.g. by joining meetings, participating in projects of regular Members or by sharing information of the Association. The following stipulations are exclusively addressing regular Members (Founding Members and Members)

- (5) The membership shall end if
- a member has ceased to exist,
  - a member was excluded from the Association or
  - the membership is terminated by the member itself.
- (6) A member can be excluded
- upon request of the Standing Committee by a resolution of the Assembly of Members adopted with a majority of two-thirds of the votes cast for a substantial reason, particularly if the Member has systematically disrespected the three attributes listed above (para. 2). The Standing Committee has to announce such request in writing vis-à-vis the member concerned at least two weeks before the Assembly of Members. A written statement of the member concerned has to be read out to the Assembly of Members before it decides about the exclusion. The member concerned has no vote in the decision or
  - by a resolution of the Standing Committee if the Member has not paid its membership fee for two consecutive years within a period of three months upon a reminder of the Secretary General sent to the Member's last known address by registered mail.
- The exclusion becomes valid with the decision of the Standing Committee or the Assembly of Members, as the case may be. The decision shall be announced to the excluded Member by registered letter of the Secretary General if the Member concerned did not attend the decision.
- (7) A Member can terminate its membership at the end of a calendar year by giving written notice to the Standing Committee not later than three months before the end of such calendar year. If membership ends in the course of a financial year, the annual membership fee shall remain due for the full year. If however a member withdraws because of an increase in fees, the fees due shall remain at the previous level.

## ARTICLE 4 OBLIGATIONS OF THE MEMBERS

Members are obliged

- to comply with these Statutes, the EURNEX Code of Honour and any other resolutions passed by the organs of the Association;
- to pay an annual membership fee which shall be due not later than March, 31st of each calendar year. The amount of the annual membership fee is specified by a resolution of the Assembly of Members with a majority of two-thirds of the votes cast. The Membership Fee Resolution may differentiate the membership fees by taking in account the nature of a membership and the economic and social dimension of the Members;
- to regularly inform the other Members of their railway related research activities and to the extent that it is published or publicly available, to inform other Members of the general research results and any patents or other intellectual property rights obtained from such research.

## ARTICLE 5 REPRESENTATION

Within the scope of its objective the Association will promote its Members' interests, in discussions with international or national organizations, whether governmental or non-governmental on the understanding that no obligation or liability whatsoever for one or more Member(s) can be entered into without the prior written approval from such Member(s).

## ARTICLE 6 ORGANISATION OF THE ASSOCIATION

- (1) The organs of the Association are
  - The Assembly of Members
  - The Council
  - The Scientific Poles of Excellence
  - The Secretary General
  - The Advisory Board
  - The Standing Committee (*Vorstand*)
- (2) Within these organisations all elections and appointments are valid for a three year period, with the possibility of renewal for one further three year period. The term in office of the Secretary General is not limited to two periods in office.

## ARTICLE 7 ASSEMBLY OF MEMBERS

- (1) The Assembly of Members is the highest organ of the Association and may make resolutions on any matter of the Association's activity if this task has not been transferred to another organ by law or by these Statutes. The Assembly of Members has the power to discuss the general policy of the Association according to the aims described in Article 2 and to take the required measures to implement the decisions. Specifically the Assembly of Members possesses the following authority:
  - To approve the scheme of activities;
  - To approve the annual report of activities;
  - To approve the budget planning;
  - To admit new Members to the Association and to terminate memberships;
  - To elect the Chairman and Vice Chairman of Council;
  - To ratify the cooption of three additional Council Members,
  - To ratify the appointment and the contract of employment of the Secretary General proposed by the Council;
  - To set the date of the following meetings;
  - To determine the list of Scientific Poles of Excellence;
  - To modify the articles of the Statutes;
  - To receive and to accept the report from the Standing Committee.
- (2) Members may be represented in the Assembly of Members by other Members by means of a proxy given in writing. Each Member can represent up to three other Members at the most. Members may also be represented by a third party representative by means of a proxy given in writing. Such representative shall be a high-level officer within the organisation of the member.

- (3) The Assembly of Members shall be convened indicating place and time by the Secretary General with a notice period of not less than four weeks at least once a year or whenever the interest of the Association makes it necessary. It shall be convened if the Chairman of the Council, the Vice-Chairman of the Council, or twenty percent of Members so require in writing quoting the purpose and reasons for the convocation.
- (4) The notice of convocation must be accompanied by a draft agenda. The final agenda will be handed over to the Members two weeks in advance of the meeting. The meetings of the Assembly of Members shall be chaired by the Chairman of the Council or a deputy elected by the Assembly of Members. The meetings of the Assembly of Members and its resolutions shall be minuted by the Secretary General or a deputy elected by the Assembly of Members.

## ARTICLE 8 RULES OF THE ASSEMBLY OF MEMBERS

- (1) A quorum of the Assembly of Members shall be constituted when one-third of the Members are present or represented.
- (2) Each Member has one vote. Resolutions of the Assembly of Members shall be adopted by a majority of the valid votes cast, unless these Statutes require otherwise.
- (3) The following resolutions of the Assembly of Members require a majority of two third of the votes cast:
  - To approve the strategies and the Joint Programme of Activities set by the Secretary General and adopted by the Council,
  - To approval of the annual report of activities,
  - To admittance of new Members and the termination of membership of the Association,
  - To adoption of the Association's annual budget and accounts or any amendment thereto,
  - Determination of the annual membership fee to be paid,
  - Any amendment of these Statutes,
  - The liquidation of the Association,
  - If such majority is provided for elsewhere in these Statutes.
- (4) The agenda for the Assembly of Members and proposal(s) for resolution(s) have to be forwarded in copy to all Members at least two weeks prior to the Assembly of Members.
- (5) If a quorum of the Assembly of Members according to para. 1 hereof is not constituted a further Assembly of Members with the same agenda might be convened by the Secretary General observing the provisions of Art. 7 para. 3 sentence 1 hereof. Such second Assembly of Members is constituting a quorum irrespective of the quantity of members being present or represented. In the convocation of the second Assembly of Members the facilitated requirements to constitute a quorum have expressly to be indicated.
- (6) Resolutions of the Assembly of Members may be adopted in writing and if there is no need for confidentiality by fax or e-mail if all Members assent or take part in such procedure.

## ARTICLE 9 SCIENTIFIC POLES OF EXCELLENCE

- (1) Scientific Poles of Excellence consist of Members with active interest in specific thematic areas. They shall meet at least once a year to discuss matters of mutual technical interest. A Leader and Vice-leader of each Scientific Pole of Excellence shall be elected for a three years term of office by the active institutional Members belonging to the pole. Scientific Pole Leaders remain in position until the election of a successor. The Pole Leaders are Members of the Council. The Vice-leader can represent the Pole on behalf of the Pole leader at the Council.
- (2) Scientific Poles of Excellence will take the lead in detailed discussion of research and technical issues within the Association and in the preparation of research project proposals. Scientific Poles of Excellence will promote research collaboration and projects within the Association's framework. A Scientific Pole of Excellence will also bring together exchange and dissemination activities in a sufficiently coherent and consistent manner, with the objective to promote state-of-art research, and to foster scientific and technological cooperation between Members in order to optimize the rail research and education potential within the EU and to realise the concept of a "European Research Area" in this industrial sector. Scientific Poles of Excellence should also encourage interdisciplinarity with other poles, with the objective being to facilitate the rapid transfer of knowledge and innovation in well identified railway areas.

## ARTICLE 10 COUNCIL

- (1) The Council shall consist of the Chairman, Vice Chairman, Secretary General, the leaders of the Scientific Poles plus up to 3 Members in order to ensure geographical balance in the Council. Such additional Members might be co-opted by the Council and the co-option has to be ratified by the Assembly of Members. The Chairman and Vice Chairman will be elected by the Assembly of Members for a three year period of office. Council member remain in position until the election of a successor. Voluntary retirement of Council Members is possible.
- (2) The Council supervises the Association's activities. The Council in particular has the following tasks:
  - The supervision of the Association's finances and preparation of the annual accounts (financial statement) as a main responsibility of the Secretary General;
  - The adoption of the budget planning;
  - The definition of strategies of the network;
  - The evaluation of Scientific Poles of Excellence and future new thematic issues;
  - The definition of roadmaps for the Scientific Poles of Excellence;
  - The adoption of the Association's annual accounts (financial statement) to be approved by the Assembly of Members;
  - The supervision of the strategy and agreeing to the Joint Programme of Activities (JPA) and Corporate Service;
  - Appoint Members to Scientific Poles of Excellence as appropriate to their excellence.



- (3) In addition the Council may draw up regulations for itself and the Advisory Board in conformity with the Statutes to govern the functioning of the Council itself and the Advisory Board.
- (4) A member of the Council shall cease to be member of the Council:
  - Upon the member's death;
  - Upon the member's voluntary retirement;
  - Upon revocation of appointment as a representative of a Member of the Association;
  - Because the membership of the Member terminates;
  - Upon dismissal by the Assembly of Members;
  - Upon termination of the Members function as pole leader.
- (5) The successor of a Council member shall be elected not later than within a period of three months from the cessation of Council membership.

## ARTICLE 11 MEETINGS OF THE COUNCIL

- (1) The Council shall meet whenever the Chairman or two Council members so require(s) but at least 2 times a year.
- (2) The Council normally meet face to face. If all Council members agree to do so, meetings of the Council can be conducted by video or phone conference and the resolutions of the Council may be adopted in writing and if there is no need for confidentiality by fax or e-mail.
- (3) The convocation of Council meetings must be addressed by the Secretary General to the Council members by letter, fax or e-mail at least 15 days before the meeting, except if two thirds of the members have agreed on a shorter time limit as well as on date and place for that meeting. The notice of convocation shall include the general agenda along with all necessary documents. Further tasks might be delegated to the Council by the Assembly of Members. Further details of the meetings of the Council, distribution of tasks among the Council members, convocation etc. might be laid down in internal regulations of the Council.
- (4) A quorum of the Council shall be constituted when one-half of the Council members are present or represented.

## ARTICLE 12 DECISIONS BY THE COUNCIL

Each Council member has one vote. However a member of the Council may be represented by another member of the Council by means of a proxy given in writing (or e-mail or fax). A member of the Council may only represent one other member of the Council. In any case, decisions of the Council require a two-third majority of votes cast. As the Association is based on mutual cooperation between all members as pursuing a common goal, it is assumed that most decisions will be taken on the basis of a broad consensus, without recourse to a vote.

## ARTICLE 13 COUNCIL CHAIRMAN, VICE-CHAIRMAN

The Council Chairman is mainly supervising the interaction of the Association with third parties and other organisations. Hereby the Chairman shall act in accordance with these Statutes as well as the decisions by the Assembly of Members and the decisions of the Council. The Chairman will

- Together with the Secretary General represent the Association with third parties acting jointly;
- Preside over the meetings the Council members;
- Preside over the meetings of the Assembly of Members;
- Promote its activities towards third parties.

The Chairman may be assisted by the Secretary General and the Secretariat and may delegate tasks to the Secretary General.

The Council Vice-Chairman shall take over the tasks and responsibilities as well as the authority of the Council Chairman in case of the Council Chairman's unavailability.

## ARTICLE 14 STANDING COMMITTEE (*Vorstand*)

- (1) The Standing Committee (*Vorstand* according § 26 German Civil Code) consists of the Council Chairman, the Vice Chairman of the Council and the Secretary General.
- (2) Any management activity of the Standing Committee and/or its members has to strictly respect the terms of these Statutes as well as the budget, joint programme of activities and any other regulation and/or instruction adopted by the Association's organ being competent according to these Statutes (Assembly of Members or Council).
- (3) The Council Chairman and the Vice Chairman of the Council are entitled to represent the Association jointly with one other member of the Standing Committee. The Secretary General entitled to solely represent the Association legally.

## ARTICLE 15 SECRETARY GENERAL

- (1) The Secretary General is solely responsible for overall organisation and the management of the Association and in particular shall
  - Convene the Assembly of Members and meetings of the Council and Standing Committee;
  - Organise meetings and events;
  - Supervise the archives of the Association;
  - Implement the decisions of the Assembly of Members and the Council;
  - Prepare the Joint Programme of Activities including the annual budget for each year and any amendment thereto during the course of the year to be submitted to and agreed by the Council and finally adopted by the Assembly of Members;
  - Administer the Association's finances and effect payments,
  - Conduct public relations and promote activities towards third parties;
  - Prepare the Association's annual accounts (financial statements)

- Be responsible for the daily internal and external operations.  
The Council Chairman and the Vice Chairman of the Council shall jointly represent Secretary General in the management if the Secretary General is not only temporarily prevented to manage the Association.
- (2) The Secretary General has to coordinate activities of major interest for the Association in the Standing Committee.
  - (3) The Secretary General is proposed by the Council in accordance with Article 6(2) as for a three years term of office. Such Proposal shall be ratified by the Assembly of Members. The Secretary General remains in position until the election of a successor.

## ARTICLE 16 SECRETARIAT

- (1) In order to carry on the organisational tasks of the Association and in order to assist the Secretary General in its tasks, a Secretariat shall be established. The structure and operating costs of the Secretariat shall be included in the annual budget prepared by the Secretary General and approved by the Assembly of Members
- (2) The Secretariat may be transferred to any other location within the European Community upon a decision of two thirds of the total number of Members in the Assembly of Members. The Association may have offices in other countries within the European Community if deemed necessary by the Secretary General.

## ARTICLE 17 INTERNAL AUDITOR

Two Internal Auditors will be appointed by the Assembly of Members. The Internal Auditors review the annual account. The report will be handed over to the Council for issuing to the Assembly of Members not later than 4 months after the accounting period. The appointments of the Internal Auditors are valid for a three year period and reappointment is permitted.

## ARTICLE 18 ADVISORY BOARD

The Advisory Board shall consist of 6 -12 members. The Council Chairman, its Vice-Chairman and Secretary General may participate to all Advisory Board meetings. Members of this Board will be high-level decision makers from stakeholders of the rail sector out of industry including suppliers, operators, railway undertakings, infrastructure managers and rail authorities as well as neutral scientists from other modes of transport or rail related sciences. The Members of the Advisory Board will be appointed by the Council for a three year period. The role of the Advisory Board is to give advice on all aspects of the Associations activities. The members of the Advisory Board will elect a Chairman and two Vice-Chairmen.

## ARTICLE 19 FINANCING, FINANCIAL YEAR, ANNUAL ACCOUNTS

- (1) The Association is a non-commercial organisation. It has the legal capability to own the means and goods necessary to pursue its objective and to receive endowments and gifts provided they are used for the realization of its goals.
- (2) The Association shall mainly be financed by:
  - membership fees,
  - private or public donations, subsidies or benefits,
  - specific research and development programs by governmental or EU institutions.
- (3) The amount of the annual membership fee will be proposed within the framework of the annual budget to be prepared by the Secretary General and to be submitted to and agreed by the Council and finally adopted by the Assembly of Members.
- (4) The financial year shall be the calendar year, from 1 January to 31 December. Each year - beginning in 2008 - the Standing Committee shall prepare a budget planning – drafted by the Secretary General - for the next financial year for submission to the Members in June latest. The budget shall be adopted by the annual Assembly of Members. The budget planning might be adjusted and amended within reasonable limits by the Council by 15 December latest of each year if deemed necessary.
- (5) Within four months after the end of each financial year, the Secretary General shall prepare the Association's annual accounts and, after agreement by the Council on such accounts and completion of the auditing process shall submit these for approval to Assembly of Members. The annual accounts shall be submitted together with the notice convening such Assembly of Members. The annual accounts shall consist of and be accompanied by the balance sheet, the profit and loss account with explanatory notes, a report from the Council on the financial and administrative situation of the Association as well as the auditors' report and certificate. Approval of the documents mentioned in the above paragraph by the Assembly of Members - within eight months after the end of the relevant financial year - shall constitute a discharge of the Council for its supervision during the financial year concerned.

## ARTICLE 20 INFORMATION

Each Member is entitled to obtain any information about the business of the Association and to look at any business documents or accounts.

## ARTICLE 21 EXTERNAL AUDITING

The annual accounts of the Association shall be audited by External Auditors. The Assembly of Members shall determine the auditors who shall be proposed by the Secretary General. The external audit shall include a verification that expenditure has conformed to the budget estimates. On Council request the External Auditors shall attend the meeting of the Council during the time in which the annual accounts are adopted by the Council. The External Auditor will be remunerated. This remuneration corresponds to the remuneration allocated in accordance with the law.

## ARTICLE 22 CONFIDENTIALITY & INTELLECTUAL PROPERTY RIGHTS

Specific agreements on Confidentiality and Intellectual Property Right issues shall be entered for each specific activity of the Association and for any other activities between Members that may arise under the Association's umbrella.

## ARTICLE 23 LIABILITY

- (1) The Members of the Association and their representatives are not and shall not be responsible for the obligations and liabilities of the Association, except in the case of their own mismanagement. Therefore, the Association and its representatives shall not bind or otherwise obligate any of its Members towards third parties with respect to the Association's commitments and shall not enter into any other obligation or liability on behalf or in the name of any of its Members without the prior written approval from such Member(s). If the Association acts on behalf or in the name of one or more of its Members upon such Member(s)' express written approval, the respective Member(s) shall be the only one(s) responsible for such act and any ensuing obligations.
- (2) The Association will indemnify the Organ Members of the Association from any liability vis-à-vis Members or third parties arising from or in connection with any activity for the Association unless the Organ Member concerned acted grossly negligent or deliberately.
- (3) The Association comes legally into life with its registration in the Register of Associations (*Vereinsregister*). Persons acting on behalf of the Association vis-à-vis third parties before such registration are personally liable for any obligation arising thereof, in case of joint action as joint debtors (*Gesamtschuldner*).

## ARTICLE 24 DISPUTE

Any contest that might arise while the Association lasts or while it is winding up, about its validity, the interpretation and the execution of these statutes, will be judged according to the applicable laws. These contests will be held before the qualified courts of the State of registration of the Association.

## ARTICLE 25 LIQUIDATION

If the Association is dissolved pursuant to a resolution of the Assembly of Members, the Assembly of Members shall also determine the modalities of the winding-up. Unless the Assembly of Members resolves otherwise, the Association shall be liquidated by its Council. In case a court pronounces the dissolution, such court may appoint the liquidator and determine the modalities of the winding-up. The Members of the Association shall agree unanimously

on the allocation of any remaining surplus. After the legal entity has ceased to exist, the books and records of the Association shall remain in the custody of the person designated for that purpose by the Assembly of Members for a period of seven years.

During winding up, the name of the Association must be followed by the words "in course of dissolution" The latter addendum and the name of the liquidator must be mentioned on every document emanating from the Association.

## ARTICLE 26 COMING INTO FORCE

The Statutes are coming into force with registration in the register of associations.

The Association shall be established in accordance with the German Law.