

Articles of Association

The SWISSRAIL Export Association was founded on 8th December 1977 and was renamed as the SWISSRAIL Industry Association on 5th September 2003.

Preamble

With the intention of improving the coordination of their activities, utilising their strengths more effectively and to optimally deploy their financial resources, Swiss service and industrial companies from the sector of guided transport systems were combined into the "SWISSRAIL Industry Association". As required, the consulting and engineering companies can also appear under the name "SWISSRAIL Consulting Group".

The Articles of Association of SWISSRAIL regulate aims, structure, organisation, duties and activities of the association. They shall be amended by means of regulations.

For ease of reading, the male form is used in the articles of association. The female form is of course included therein.

Article 1: Association

- 1.1 Under the name of SWISSRAIL Industry Association an association exists in the sense of a society in accordance with Art. 60 et seqq. of the Swiss Civil Code. It is a registered company.
- 1.2 The association pursues no profit objectives.
- 1.3 The duration of the association is unlimited.
- 1.4 The domicile of the association is the registered office.

Article 2: Aim and Duties

- 2.1 The aim of SWISSRAIL is to represent the interests of its members in the sector of guided transport systems at home and abroad as well as promoting the image and market opportunities in Switzerland and abroad. SWISSRAIL is the contact point for the Swiss rail industry and rail engineering companies for other organisations, institutions and authorities.
- 2.2 Primarily, each member is responsible for following his own interests.
- 2.3 To fulfil the aim of the association, SWISSRAIL sets itself the following main objectives to the benefit of its members:
 - a) Promoting cooperation amongst the members;
 - b) Communication of market and other useful information that is relevant for guided transport systems;
 - c) Provision of funds for advertising and marketing;
 - d) Implementation of collective campaigns at home and abroad;
 - e) Support and coordination of members with market cultivation at home and abroad;
 - f) Support in the exploitation of national and international financing possibilities;
 - g) Representing member interests towards authorities, diplomatic representatives, transportation companies as well as economic and educational organisations at home and abroad;

- h) Conducting active lobbying and networking.
- i) Procurement of experts in guided transport systems at home and abroad.

2.4 Data Collection

A neutral trustee commissioned by the SWISSRAIL registered office can collect economic data (turnover, number of employees and export ratio) of the Swiss rail industry annually. The data will only be communicated to the registered office by the commissioned trustee in anonymised and consolidated form. Each SWISSRAIL member is obligated to always answer the survey in due time and truthfully.

Article 3: Members

- 3.1 SWISSRAIL consists of regular, associated and passive members.
- 3.2 Regular members are service, trade and production companies that are active in guided transport systems and generate added value in Switzerland.
- 3.3 Associate members are Swiss authorities, institutions incorporated under public law, organisations, private companies and individuals that support the endeavours of SWISSRAIL.
- 3.4 Passive members are service, trade and production companies that have their domicile or a representative in Switzerland and have an interest or shares in the domestic or foreign business of the regular members.
- 3.5 The executive board makes the final decision regarding the acceptance of members in accordance with a separate regulation "Acceptance of Members".
- 3.6 Membership expires through resignation, that is to be communicated to the executive board in writing under compliance with a three month period of notice to the end of the year, for individual companies through death of the company owner or the death of a natural passive member and for legal entities through the loss of the capacity to act; or through exclusion that, on presentation of important grounds after hearing the effected member, is to be undertaken by the executive board. An appeal against the exclusion by the executive board can be made within 30 days after the written notification to the general meeting. The annual membership fee for the entire business year remains owing even when the membership ends during the current business year.

Article 4: Bodies

- 4.1 The bodies of SWISSRAIL are
 - the general meeting
 - the executive board
 - the board committee
 - the product groups
 - the registered office
 - the auditors

Article 5: General Meeting

- 5.1 The general meeting is the chief body of SWISSRAIL. It has the following competencies:
- a) Election of the president, the vice-president and the two further members of the board committee as well as the managers of the product groups and their deputies for a term of office of two years. They can be re-elected. The managers of the product groups and their deputies are elected together unless at least one fifth of the present members request an individual election;
 - b) Election of the auditors or the auditing firm for a period of office of two years. They can be re-elected;
 - c) Approval of the minutes of the last general meeting
 - d) Acceptance of the annual report, the annual accounts and the audit report combined with the discharge of the executive bodies and the auditors or auditing firm;
 - e) Approval of the annual budget and determining the membership fees for regular and passive members for the following year;
 - f) Amending the articles of association;
 - g) Approving the financial regulations;
 - h) Decision regarding appeals against the exclusion of members;
 - i) Resolution regarding other transactions transferred from the executive board;
 - k) Handling of proposals from members;
 - l) Dissolution of SWISSRAIL.
- 5.2 The regular general meeting, the date of which is to be determined at least three months in advance, is called by the president.
- 5.3 An extraordinary general meeting must be called by the president on request from the executive board or one fifth of the regular members.
- 5.4 Place and time are to be made known to the members at least three weeks before the meeting accompanied by the agenda.
- 5.5 Proposals from members over which a resolution should be passed are to be submitted to the president in writing at the latest four weeks before the meeting.
- 5.6 Each regular member has one vote at the meeting. A member can give written authorisation for another member to vote.
- 5.7 The resolutions of the general meeting are passed with the absolute majority of the votes cast, subject to Articles 12 and 13.
- 5.8 The resolutions and elections take place in an open vote when at least one quarter of the present members with voting rights do not demand a secret ballot.
- 5.9 Minutes are to be kept of the general meeting.

Article 6: Executive Board, Board Committee

- 6.1 The executive board comprises
- the president and the vice-president;
 - the two board committee members;
 - the managers of the product groups and their deputies.

- 6.2 The number of executive board members is limited to maximum 20.
- 6.3 The board committee comprises the president, the vice-president and two board committee members.
- 6.4 The election of members of the executive board takes place simultaneously ad personam and as representative of the respective association member. Membership of the executive board or board committee ends prematurely when the member of the executive board leaves the company of the represented member.

If the respective member of the executive board is manager or deputy manager of a product group, then the product group determines a successor; his term of office continues until the next regular elections. A member of the board committee will not be replaced until the next regular elections.

Re-election is possible whereby the term of office as member of the board committee is limited to 12 years. The term of office as manager or deputy manager of a product group will not be added to the term of office as member of the board committee. The term of office as member of the board committee before the regular general meeting 2012 will not be counted towards the limit for period of office.

- 6.5 The president chairs the general meetings, the board committee and executive board meetings, supervises the registered office and represents SWISSRAIL in important matters externally. In case of being prevented, the vice-president assumes these duties.
- 6.6 The executive board has the following duties and competencies:
- a) Implementation of the resolutions of the general meeting;
 - b) Determining the business policy;
 - c) Annual planning for the attention of the general meeting;
 - d) Decision concerning acceptance and exclusion of members;
 - e) Determining the admission fees for regular members;
 - f) Determining the membership fees for each associate member;
 - f) Preparation and approval of regulations necessary for the activities of SWISSRAIL; Exception: Approval of the financial regulations in accordance with Art. 5.1 f);
 - g) Appointment of the director of SWISSRAIL (see Art. 8);
 - h) Monitoring the accounting;
 - i) Appointment of commissions and working groups as necessary;
 - k) Decision in important business that exceeds the competence of the director;
 - l) Decisions concerning all business that is not allocated to other bodies.
- 6.7 The meetings of the executive board are planned annually in advance and are called at least 14 days in advance specifying the agenda. On request from at least five members of the executive board, the president must call an extraordinary meeting of the executive board.
- 6.8 The executive board constitutes a quorum when at least half of its members take part at the meeting. The resolutions are passed with the majority of the votes cast. On a tied vote, the president is granted a second vote in the sense of a deciding vote. The resolution is admissible in written form including e-mail.

- 6.9 As required, delegates from member companies not represented on the executive board can be called to the meetings of the executive board. They have no voting rights
- 6.10 On the board committee, the product group PG5 is entitled to two representatives of whom one is elected as representative of the rolling stock manufacturers and one as representative of the component manufacturers. The product groups 1, 2, 3, 4, and 6 together are entitled to one representative. The president is elected independently of his affiliation to a product group. One of the three product group representatives is elected as vice-president
- The members of the board committee are not allowed to exercise the function as product group manager or deputy. The board committee constitutes a quorum when at least three members are present and cast their votes. The resolutions of the board committee are passed with at least three cast votes. On a tied vote, the president is granted a second vote in the sense of a deciding vote. The resolution is also admissible by e-mail
- 6.11 The board committee prepares the meetings of the executive board, supports the director and decides upon urgent business that exceeds the competence of the director. The financial competence of the board committee is regulated in the financial regulations.
- 6.12 The director takes part in the meetings of the executive board and the board committee with no voting rights. He takes the minutes of the meetings.

Article 7: Product Groups

- 7.1 The regular members of SWISSRAIL belong to one or several product groups according to their product range.
- 7.2 The product groups themselves determine their manager and his deputy on condition that he is elected onto the executive board.
- 7.3 The product group managers secure the coordination of the members of their groups and represent their interests in SWISSRAIL. Otherwise they act in accordance with product group regulations.

Article 8: Registered Office

- 8.1 The SWISSRAIL registered office is managed by the director. His main duties are
- the implementation of measures named in Article 2 clause 3;
 - the execution of current transactions;
 - the preparation of general meetings, meetings of the board committee and the executive board and taking minutes at them;
 - the accounting;
 - cooperation with the planning and definition of medium-term aims.
- 8.2 Details will be defined in the requirements specification of the director.
- 8.3 The director is elected by the executive board to which he is also responsible. He is subordinate to the president.

Article 9: Finances

- 9.1 The earnings of SWISSRAIL consist of
- admission fees from new members;
 - annual fees from members;
 - charges from SWISSRAIL projects;
 - remunerations from services for members;
 - other earnings and contributions.
- Details are regulated by the SWISSRAIL financial regulations.
- 9.2 The membership fees are imposed at the beginning of each year.
- 9.3 The outgoings of SWISSRAIL comply with the budget.
- 9.4 The activities of the bodies of the association are carried out voluntarily; only the employees of the registered office draw salaries.
- 9.5 The financial year is the calendar year.
- 9.6 Only the assets of the association are liable for the commitments of SWISSRAIL. A personal liability of the members is excluded.
- 9.7 Resigned or excluded members have no claims on the assets of the association.

Article 10: Financial Audit

- 10.1 The annual accounts are audited by two auditors of the association or by an auditing firm.
- 10.2 The two auditors from members of the association must not belong to the executive board.

Article 11: Advisory Board - deleted

Article 12: Revision of the Articles of Association

- 12.1 A revision of the articles of association can be determined by a general meeting at which at least half of the members with voting rights must be present with a two-thirds majority of the cast votes.

Article 13: Dissolution

- 13.1 The dissolution of SWISSRAIL can be determined by a general meeting at which at least half of the members with voting rights must be present with a two-thirds majority of the cast votes
- 13.2 If the dissolution cannot take place in accordance with Article 13 Paragraph 1, then a second general meeting must take place within 14 days at which the simple majority of the present members with voting rights decides.
- 13.3 The executive board is responsible for the liquidation.
- 13.4 In the event of dissolution, the general meeting decides on the use of the assets of the society.

Article 14: Final Provisions

These articles of association approved at the extraordinary general meeting on 30th June 1995 come into effect on the day of their acceptance by the general meeting. They replace all earlier editions.

Date amendment to articles of association (Art. 6, para. 6 and 8): 21.09.2001

Date amendment to articles of association (Preamble, Art.1, para.1, Art.2, para.1 and 3h/3i):
05.09.2003

Date amendment to articles of association (Art. 2, item 2.4 newly incorporated) 02.09.2010

Date amendment to articles of association (Art. 11, Advisory Board, deleted without replacement)
01.09.2011

Date amendment to articles of association (total revision) 06.09.2012

Lucerne, 6th September 2012

Chairman of the regular
general meeting of 06.09.2012

Minute taker of the regular
general meeting of 06.09.2012

Daniel Steiner, President

Michaela Stöckli, Director