

TÜV Rheinland Berlin Brandenburg Pfalz e.V.

Articles of Association

The German version is legally binding.

Articles of Association of Technischer Überwachungs-Verein Rheinland Berlin Brandenburg Pfalz e.V.

Preamble

TÜV Rheinland Berlin Brandenburg Pfalz e.V. has its origin in the establishment of the Verein zur Überwachung der Dampfkessel [Association for Monitoring Steam Boilers] in Elberfeld and Barmen on 31 October 1872. Mergers with other independent established associations ultimately gave rise to the Dampfkessel Überwachungsverein Cöln (D.Ü.V. Cöln) [Cologne Steam Boiler Monitoring Association] on 1 April 1909. Since 1962, the Association has borne the name TÜV Rheinland e.V. In 1997, TÜV Rheinland merged with TÜV Berlin-Brandenburg e.V. to form TÜV Rheinland Berlin Brandenburg e.V. In 2003, a further merger took place with TÜV Pfalz e.V., established in the year 1871, to form TÜV Rheinland Berlin Brandenburg Pfalz e.V.

With effect from 1 January 1993, TÜV Rheinland Holding AG (today: TÜV Rheinland AG) was established in order to steer the operating activities. Business units were transferred to it in two sub-stages (in 1993 all companies operating in the free market, and in 1996 the so-called official fields of activity). The Association is the sole shareholder of TÜV Rheinland AG and forms, together with this company and its subsidiaries, the TÜV Rheinland Group.

Since its establishment, the Association has pursued the purpose of protecting people, the environment and property against adverse effects of technical installations or facilities of any kind, and creating the organisations necessary for this. The management function performed by the Association for the TÜV Rheinland Group ensues from the Association's sole ownership of TÜV Rheinland AG. It is ordinarily also to be expressed in the fact that the Chairman of the Association's Executive Board is likewise the Chairman of the Supervisory Board of TÜV Rheinland AG. The Association itself does not operate on a profit-making basis.

It is, within the scope of its purpose and its tasks also a body entrusted with the performance of public tasks in private-law form. In addition to its capacity as a licensing body, the Association has the task of carrying out, itself or via its subsidiaries, the official inspections for equipment and product safety and as envisaged in the *Straßenverkehrs-Zulassungs-Ordnung* [Road Traffic Licensing Regulation] and other regulations under traffic law.

ART. 1 NAME AND REGISTERED OFFICE

1. The Association bears the name Technischer Überwachungs-Verein Rheinland Berlin Brandenburg Pfalz e.V. (shortened to "TÜV Rheinland e.V.").
2. TÜV Rheinland e.V. has its registered office in Cologne and is registered in the Register of Associations at Amtsgericht Köln [Cologne Local Court] in accordance with Section 55 BGB [German Civil Code].

ART. 2 PURPOSE

1. The purpose of TÜV Rheinland e.V. is to independently and neutrally develop and safeguard safety and quality in all commercial and other areas of life, certify this according to defined criteria and promote this by means of training or other measures. In this respect, particular importance is to be ascribed to the aspect of sustainability. When performing these tasks, TÜV Rheinland e.V. uses suitable personnel of its own or suitable outside personnel and its own facilities or outside facilities, and takes measures designed to achieve this purpose. Insofar as it uses outside personnel or facilities, the limitations ensuing from statutory provisions shall be taken into account.
2. TÜV Rheinland e.V. is the body that holds authorisations and recognitions for the fulfilment of the purpose of the Association. In particular, it is authorised to operate technical testing centres for motor vehicles as envisaged in the Kraftfahrzeughesetz (KfzSachVG) [Act Governing Assessors of Motor Vehicles] and is recognised as a monitoring organisation within the meaning of the Straßenverkehrs-Zulassungs-Ordnung (StVZO) [Road Traffic Licensing Regulation].
3. With the exception of the activities assigned by public authority, the purpose of TÜV Rheinland e.V. under its Articles of Association shall, unless performed by TÜV Rheinland e.V. itself directly be fulfilled by its subsidiaries and affiliates and by third-party contractors. For the operation of its business, TÜV Rheinland e.V. may acquire essential real estate and participating interests and set up foundations.
4. TÜV Rheinland e.V. does not operate on a profit-making basis.

ART. 3 MEMBERSHIP

1. Membership of TÜV Rheinland e.V. is open to any natural person or legal entity who declares a willingness to specially promote the purpose of the Articles of Association of TÜV Rheinland e.V.
2. Membership of TÜV Rheinland e.V. is also open to associations of natural persons or legal entities.
3. As a general rule, membership is not open to persons in an employment, service, freelance or pension relationship with TÜV Rheinland e.V. or with its subsidiaries or affiliates, or to associations of such persons. Exceptions shall be resolved upon by the Presiding Committee.

4. Admittance to TÜV Rheinland e.V., which is subject to a written application, shall be decided on by the Executive Board. Any appeal against a rejection must be lodged with the Board of Directors; its decision shall be final. A member's rights and duties shall commence on the day of admittance. Members shall be notified of their admittance by registered letter with acknowledgement of receipt.
5. Membership shall terminate when
 - a) notice of resignation is given, or
 - b) the member is expelled in accordance with Article 4 (4).

Notice of resignation must be given in writing and be received at TÜV Rheinland e.V. no later than on 30th September. Membership shall then terminate at the end of the financial year in progress.

ART. 4 RIGHTS AND DUTIES OF THE MEMBERS

1. Each member may use the services offered by TÜV Rheinland e.V. to its members. Moreover, the members are invited to use, when required, the services provided by TÜV Rheinland e.V. and its subsidiaries. On request, members will receive the up-to-date report on the activities performed by TÜV Rheinland e.V. as well as the information issued in writing or electronically for the members.
2. Each member shall have a seat and a vote at the General Meeting. The right to vote shall be based on the sum of the annual membership fee. A member shall not be entitled to have more than 20 votes. Further details are laid down in the Membership Fee Rules.
3. Each member shall pay the set membership fees at the beginning of the financial year.
4. A member who does not fulfil his duties or who has harmed the interests of TÜV Rheinland e.V., or whose conduct gives cause for concern that the interests of TÜV Rheinland e.V. will be harmed, may be expelled by the Executive Board after having been given the opportunity to give a statement. Reasons for his expulsion shall be given in writing. Any appeal against expulsion must be lodged with the Board of Directors within two weeks of receipt of the notification; its decision shall be final. Recourse to ordinary courts of law is not ruled out.
5. No member shall, during his membership of TÜV Rheinland e.V. or after his departure, have any claim to the assets of TÜV Rheinland e.V. or to the refunding of any kind of membership fees, contributions or charges paid. A member's financial obligations towards TÜV Rheinland e.V. shall not be nullified as a result of termination of his membership.
6. No member shall, beyond his membership fee, be liable for the obligations entered into by the Association.

ART. 5 BODIES

1. The bodies of TÜV Rheinland e.V. are:
 1. the General Meeting (Art. 6),
 2. the Board of Directors (Art. 7, 8) and
 3. the Executive Board (Art. 9).
2. The members of these bodies shall be liable only for wrongful intent and gross negligence.

ART. 6 GENERAL MEETING

1. The Chairman of the Board of Directors of TÜV Rheinland e.V. shall convene a General Meeting in the cases provided for by the Articles of Association, and whenever this is necessary in the interest of the Association. An ordinary General Meeting should be held once a year. The invitation to the General Meeting, including the agenda, shall be sent to the members electronically or in writing at least two weeks before the date of the Meeting. The date when the invitation is posted shall be decisive for adherence to this time limit. As long as the prerequisites under Art. 2 (2) are met, the Chairman of the Board of Directors may invite representatives of the relevant supervisory authorities of the Federal States as guests to the General Meeting.
2. The General Meeting
 - a) shall appoint the members of the Board of Directors and resolve upon the formal approval of their actions and
 - b) resolve upon all matters assigned by law or by these Articles of Association.
3. A General Meeting shall be convened within two months if at least 10 % of the members of the Association, or the Board of Directors or the Executive Board, request so in writing, stating the subject-matter to be deliberated upon. If such request is not complied with, the Executive Board may convene a General Meeting, communicating the matter at issue and stating the agenda.
4. The Chairman of the Board of Directors or his Deputy shall chair the General Meeting. If both are unable to take part in the General Meeting, the Chairman of the Board of Directors shall designate the person who is to chair the Meeting. If no such person has been designated, the General Meeting shall, upon the recommendation of the Chairman of the Executive Board, elect a member of the Board of Directors to chair the Meeting. The person chairing the Meeting shall have the right to check whether the persons present are authorised to take part; he may admit non-members as observers.
5. The General Meeting shall constitute a quorum irrespective of the number of members appearing, unless the General Meeting has been convened for the purpose of dissolving TÜV Rheinland e.V. (Art. 14). With the exception of resolutions for amending the Articles of Association (Art. 13) or for dissolving the Association (Art. 14), the resolutions shall be passed by a simple majority of the votes of the members present and represented. In the event of a tied vote, motions shall be rejected. Voting shall be by show of hands, unless the General Meeting decides on a secret ballot in individual cases.

Resolutions of the General Meeting, as per the above sub-paragraph, may also be passed by postal ballot if the Board of Directors determines that it is unnecessary to convene a Meeting to resolve upon the matter in question.

6. A member may have himself represented at the General Meeting with the number of his votes only by another member duly authorised in writing. Such proxy voting on behalf of other members shall be limited to 20 votes per member.
7. A written record of the results of each General Meeting shall be drawn up, signed by the person chairing the Meeting and the Chairman of the Executive Board and sent to the members of the Board of Directors.
8. The General Meeting shall not exert influence over the independence of the inspection and assessor activities of the Association or its subsidiaries or affiliates.

ART. 7 TASKS OF THE BOARD OF DIRECTORS

1. Unless otherwise stipulated in these Articles of Association, the Board of Directors shall resolve upon the matters of the Association. In particular, the Board of Directors shall resolve upon the following matters:
 - a) determining the guidelines for the Association's mode of working for the fulfilment of the purpose of the Association;
 - b) specifying the date and time, place and agenda of General Meetings;
 - c) appointing and removing from office the Chairman of the Executive Board and the other members of the Executive Board;
 - d) adopting the Membership Fee Rules and setting the membership fees;
 - e) approving the budget for the coming financial year;
 - f) appointing, upon the recommendation of the Presiding Committee of the Board of Directors, the public auditor for auditing the annual financial statements for the coming financial year;
 - g) approving the annual financial statements and resolving upon the formal approval of the actions of the Executive Board, the Special Representatives and the Presiding Committee;
 - h) approving, when required, an investment and financial plan covering several years;
 - i) resolving upon the establishment, sale or liquidation of subsidiaries and upon the acquisition or sale of participating interests in cases where the amount of the transfer or liquidation exceeds 10 million €, or the authorised capital of the subsidiary to be established exceeds 1 million €;
 - j) issuing, when required, Rules of Procedure for the Board of Directors and the Executive Board of the Association;
 - k) amending the wording of the Articles of Association, insofar as this merely concerns editorial rectification of the Articles of Association.
2. The Board of Directors shall not exert influence over the independence of the inspection and assessor activities of the Association or its subsidiaries or affiliates.

ART. 8 COMPOSITION AND MEETINGS OF THE BOARD OF DIRECTORS

1. The Board of Directors shall be composed of no less than 7, and no more than 15, persons elected by the General Meeting for a 4-year term from among the individual members or, where the members are legal entities, from among the authorised representatives of these members. When selecting the members of the Board of Directors, professional and geographic aspects shall be taken into account. Re-election shall be permissible.
2. Furthermore, upon the recommendation of the Executive Board, public figures from industry, administration and science may also be nominated to the Board of Directors, making up a total of up to one quarter of the members of the Board of Directors coming from among its members. They shall, upon the recommendation of the Board of Directors, be elected by the General Meeting for a 4-year term; re-election shall be permissible.
3. The office of persons who are members of the Board of Directors under paragraph 1 in their capacity as authorised representatives of a legal entity, or who are members of the Board of Directors under paragraph 2, sub-paragraph 1, shall terminate at the end of the year when the authorisation or public function ends. Before the elected term of office expires, the office shall, moreover, terminate at the end of the year when the Association membership underlying the appointment ends. The Board of Directors may extend the term of office until the elected term of office expires.
4. Furthermore, the respective Chairman of the Group Works Council of the TÜV Rheinland AG Group shall be an officio member of the Board of Directors as long as TÜV Rheinland e.V. is the majority shareholder of the TÜV Rheinland AG Group.
5. The Board of Directors shall elect the Chairman and the Deputy Chairman of the Board of Directors for a 4-year term from among its members in accordance with paragraph 1. The Chairman and his Deputy shall, after their elected term of office has expired, remain in office until their successor has been elected; re-election shall be permissible.
6. The Board of Directors shall elect from its members a Presiding Committee comprising the Chairman of the Board of Directors, his Deputy and no more than three further members from the Board of Directors who shall be elected by the Board of Directors in accordance with paragraph 1. The Chairman of the Executive Board shall ordinarily take part in the Presiding Committee's meetings in an advisory capacity. Further details shall be laid down in the Rules of Procedure for the Board of Directors.

With the exception of decisions under Art. 4 (4), the day-to-day business of the Board of Directors, along with the tasks assigned by these Articles of Association, may be delegated to the Presiding Committee presided over by the Chairman of the Board of Directors. In consultation with the Presiding Committee, the Chairman of the Board of Directors shall conclude the service agreements with the members of the Executive Board and represent the Association in relation to the members of the Executive Board in these matters.

7. The Board of Directors shall meet when required, but at least once a year. The Chairman shall invite members to a meeting of the Board of Directors at no less than two weeks' notice, informing them of the agenda and sending them the documents for consultation. The date when the invitation is posted shall be decisive for adherence to this time limit. Upon the motion of four members of the Board of Directors, the Chairman shall be required to convene a meeting of the Board of Directors within four weeks. The members of the Executive Board shall ordinarily take part in the meetings of the Board of Directors.

As long as the prerequisites under Art. 2 (2) are met, the Chairman of the Board of Directors may invite representatives of the relevant supervisory authorities of the Federal States as guests to the meetings of the Board of Directors.

8. The Board of Directors shall constitute a quorum if more than half its members are present, or at least three members and, in addition, half the members of the Presiding Committee are present. The Board of Directors shall pass its resolutions by a majority of the votes cast. In the event of a tied vote, the Chairman of the Board of Directors shall have the deciding vote. Resolutions of the Board of Directors may also be passed by written ballot if it is not possible to convene a meeting due to a lack of time, or if it is unnecessary to convene a meeting to resolve upon the matter in question. The meeting of the Board of Directors may also be held as a virtual meeting if it is possible to take part in the meeting from any location by means of an acoustic, and/or an acoustic and optical, two-way connection in real time. In this respect, it must be possible for each participant to speak and to participate in voting.
9. A written record of the results of each meeting of the Board of Directors shall be drawn up, signed by the person chairing the meeting and sent to the members of the Board of Directors.
10. The members of the Board of Directors shall receive an appropriate remuneration. The Presiding Committee shall set the sum of the remuneration with the consent of the General Meeting.

ART. 9 EXECUTIVE BOARD

1. The Executive Board shall be composed of the Chairman of the Executive Board and further members to be appointed by the Board of Directors. The Association's Executive Board should ordinarily not have more than four members. The activity to be performed by the members of the Executive Board shall be remunerated.
2. The Chairman of the Executive Board shall bear the title "President". He should have a degree in engineering. The powers of the heads of the technical testing centres, and of the technical directors of the monitoring organisations, shall remain unaffected.
3. The Chairman of the Executive Board shall nominate to the Board of Directors the other members of the Executive Board for appointment. The Chairman of the Executive Board shall appoint the Association's personnel, lay down the terms of their employment relationship and be responsible for termination of their employment relationship.
4. With the exception of the matters reserved for the Chairman of the Executive Board under paragraph 3, the Executive Board shall resolve upon all matters by a majority of the votes of its members. Each member of the Executive Board shall have one vote. In the event of a tied vote, the Chairman of the Executive Board shall have the deciding vote.

The Chairman of the Executive Board may object to resolutions of the Executive Board passed without or against his vote if, in his opinion, these resolutions do not serve the proper performance of the tasks of the Executive Board. Such objection shall be communicated to the Presiding Committee of the Board of Directors, which, where necessary in accordance with Art. 8 (6), may confirm, modify or revoke the resolutions that the Chairman of the Executive Board has objected to.

5. Written records of the meetings of the Executive Board shall be drawn up, signed by the person chairing the Meeting and sent to the members of the Executive Board.
6. The provisions of the Kraftfahrersachverständigenengesetz and Appendix VIII b) StVZO shall remain unaffected.

ART. 10 POWER OF REPRESENTATION

1. The Executive Board shall, in accordance with Art. 26 (2) BGB, consist of the members of the Executive Board. The Chairman of the Executive Board and another member shall jointly represent the Association. If the Executive Board consists of only one person, this person shall solely represent the Association.
2. To safeguard the rights of TÜV Rheinland e.V. as a shareholder of those subsidiaries in which the Chairman of the Executive Board has been appointed to serve as CEO or as Managing Director, the Board of Directors shall appoint from among its members, for a 3-year term, two Special Representatives with joint power of representation. The appointment shall terminate when the office of Member of the Board of Directors ends. The Board of Directors may pass a resolution to continue the office until, at the latest, the expiration of the elected term of office.
3. Furthermore, each of the two Special Representatives is to be granted general authority to act on behalf of the Association in such a manner that he is authorised, together with a member of the Executive Board, as set out in paragraph 1, to represent the Association in all types of legal transactions where it is not absolutely essential to involve one of the bodies of the Association owing to the particular nature of the legal transaction.
4. Art. 8 (6), sub-paragraph 2, sentence 2 shall remain unaffected.

ART. 11 EXPERTS

As long as the prerequisites under Art. 2 (2) are met, the following shall apply:

1. TÜV Rheinland e.V. warrants that it, or the subsidiaries and affiliates whose services it uses, shall employ a sufficient number of experts, inspectors and equivalent specialists who offer a guarantee that they shall fully meet the requirements placed on them. In selecting these, attention shall be paid to their character and reliability as well as to their personal and specialist capabilities.

The organisational, operational and technical preconditions necessary for the exercise of their activity shall be created. Exchange of experiences, further training and quality assurance shall be ensured to the extent required.

2. The experts, inspectors and equivalent specialists shall perform their tasks objectively and impartially.
3. In their employment contracts, it shall be ensured that their activity and remuneration are not conditional upon the results of the inspection or appraisal. Statutory obligations that go beyond this shall be complied with.

ART. 12 FINANCIAL YEAR, BUDGET AND ANNUAL FINANCIAL STATEMENTS

1. The financial year is the calendar year.
2. In every financial year, the Executive Board shall submit the budget to the Board of Directors for adoption.
3. After a financial year has ended, the Executive Board shall draw up the annual financial statements and submit these, along with the annual report, to the Board of Directors for adoption. The annual financial statements shall be audited as to their correctness by an officially appointed public auditor appointed by the Board of Directors upon the recommendation of the Presiding Committee. The audit report shall be submitted to the Chairman of the Board of Directors, his Deputy and the members of the Executive Board. The Board of Directors shall be informed of the result of the audit of the annual financial statements.
4. As long as the prerequisites under Art. 2 (2) are met, books of account shall be kept of the fee revenue from the technical testing centres operated by TÜV Rheinland e.V. for motor vehicles, and of the charges received from its activity as a monitoring organisation, and the expenditure for the inspections shall be broken down accordingly. Section 10 (2), sentence 3 KfSachVG shall remain unaffected.

ART. 13 AMENDMENT OF THE ARTICLES OF ASSOCIATION

Any amendment of the Articles of Association shall require a 2/3 majority of the number of votes of the members present or represented at the General Meeting. As long as the prerequisites under Art. 2 (2) are met, the relevant supervisory authorities of the Federal States shall be informed of any amendment of the Articles of Association. In the case of amendments concerning the prerequisites under Art. 2 (2), they shall be given a timely opportunity to give a statement.

ART. 14 DISSOLUTION

1. The dissolution of TÜV Rheinland e.V. may only be resolved upon at a General Meeting properly convened for this purpose. This General Meeting shall constitute a quorum if at least 3/4 of the members are present or represented. If this proportion is not reached, a General Meeting to be newly convened shall constitute a quorum irrespective of the number of members present or represented.
2. A 3/4 majority of the votes of the members present or represented shall be necessary for the resolution on dissolution.
3. In the resolution on dissolution, the General Meeting shall, upon the proposal of the Board of Directors, resolve upon the use of the Association's assets after all liabilities have been fulfilled.
4. As long as the prerequisites under Art. 2 (2) are met, the following shall apply: The resolution on dissolution shall be communicated to the supervisory authorities. It shall enter into effect no earlier than six months after receipt of the notification. The General Meeting may set a longer period.

ART. 15 EFFECTIVE DATE

These Articles of Association were adopted by the General Meetings on October 7, 2021 in accordance with Art. 13 of the Articles of Association.

The new Articles of Association shall enter into effect upon their registration in the Register of Associations.

Cologne, November 8, 2021