

May 24th 2018

Constitution of Vereinigung Cockpit e.V.

VC CONSTITUTION, May 24th 2018

1 NAME, PLACE OF BUSINESS, COMPANY YEAR

- 1.1 The association bears the name “Vereinigung Cockpit e.V.” (“VC”).
- 1.2 VC has its place of business in Frankfurt am Main. It is entered in the register of associations at the Frankfurt am Main District Court.
- 1.3 The business year of VC is the calendar year.

2 PURPOSE, TASKS

- 2.1. The purpose of VC is the bringing together of the cockpit personnel in the geographical area governed by the Grundgesetz [constitution] of the Federal Republic of Germany. VC is not oriented towards financial business operations.
- 2.2 VC is independent of political parties or movements, state bodies, religious communities, companies, and employers’ associations, as well as other persons and associations outside VC.
- 2.3 The principal aims of VC are involvement in the well-being of civil aviation, especially encouraging and increasing the safety of air traffic, as well as safeguarding and pursuing the professional and collective bargaining interests of its members.

In particular, these aims are to be achieved by:

- a. Influencing legislation, airline companies, and industry, especially in the areas of training and conditions of deployment of cockpit crews, and the regulations affecting flying safety
- b. Using the means available for codetermination in shaping working and salary conditions, especially through the conclusion of collective bargaining agreements in all airline companies
- c. Ensuring the rights of codetermination in all financial and social questions, and representation of the employee interests of cockpit personnel in the corporate bodies existing or yet to be created in the economy
- d. Participation in the selection of works councils for cockpit personnel and supporting them in fulfilling their duties and obtaining their prerogatives as part of legal codetermination
- e. Further development of the general and professional training system for cockpit crews, and ensuring codetermination in all institutions intended for this.
- f. Association training of the members
- g. Informing the public about the professional, sociopolitical, and financial situation of cockpit crews

- h. Maintenance of international contacts, especially with other cockpit associations and employee organisations
- 2.4 VC is authorised to conclude collective bargaining agreements, and creates its own bargaining committees for this. The details of this are governed by regulations and guidelines.
- 2.5 VC may provide support to members, as well as their families and/or surviving relatives. Special support regulations govern the details of this. There is no legal right to financial benefits.

3 Membership

3.1 Types of membership

VC has:

- a. Ordinary members
- b. Extraordinary members
- c. Transnational members
- d. International members
- e. Junior members
- f. Sponsoring members
- g. Honorary members

3.1.1 Ordinary members

As a rule, ordinary members may only be employees or quasi-subordinates of a company, and employed as:

- a. Commercial/professional aircraft pilots
- b. Commercial/professional helicopter pilots
- c. Flight engineers or
- d. Flying instructors with CPL/CHPL-IFR training authorisation who are employed by a commercial flying school.

3.1.2 Extraordinary members

Someone may become an extraordinary member if:

- a. They are demonstrably in training for an activity as per 3.1.1.
- b. They have exercised an activity as per 3.1.1. and are now retired
- c. They are seeking employment for an activity as per 3.1.1. while their licence has not been expired for more than two years

An ordinary member becomes an extraordinary member at the end of the calendar month in which his/her employment relationship as per 3.1.1 ends. The member must inform Vereinigung Cockpit e.V. of this immediately. Until such information has been received, the membership rights deriving from ordinary membership are suspended.

An extraordinary member becomes an ordinary member at the start of the calendar month of his appointment as per 3.1.1. The member must inform Vereinigung Cockpit e.V. of the appointment immediately. Until such infor-

mation has been received, the rights deriving from ordinary membership are suspended.

3.1.3 Transnational members

Someone may become a transnational member, if they carry out an activity in accordance with 3.1.1 abroad and if this is made possible by a contractual agreement between the VC and the pilot association of the country in which the transnational member is employed.

For transnational members, 5.4.1 is in effect. In addition, transnational members may be a full member of the VC, provided that this is agreed between the VC and the Pilots Association of the country in which the transnational member is employed.

3.1.4 International members

Someone may become an international member, if they carry out an activity in accordance with 3.1.1 abroad and are not covered by an agreement referred to in 3.1.3.

3.1.5 Junior members

Someone may become a junior member, if they are interested in training for a job in accordance with 3.1.1.

The application for admission as a junior member can be rejected by the board member responsible for membership affairs without giving a reason. By decision of the board of directors, the junior membership can be terminated by the VC if commitment to the aims of VC is not evident from the activities of the junior member and/or the member himself/herself.

3.4.2 does not apply to junior members; the junior member whose membership has been terminated is to be informed exclusively about the decision of the board.

A junior member becomes an extraordinary member upon commencement of his/her training in accordance with 3.1.2 a). The member must inform the VC about the training immediately. Until such notice is given, the rights arising from extraordinary membership shall be suspended.

3.1.6 Sponsoring members

Someone may become a sponsoring member if they support the aims of VC but do not fulfil the prerequisites for ordinary or extraordinary membership. The application for acceptance as a sponsoring member may be rejected by the board member responsible for membership affairs without giving a reason. If the board so decides, then VC may end the sponsoring membership if commitment to the aims of VC is not evident from the activities of the sponsoring member and/or the member himself/herself.

Item 3.4.2 does not apply to sponsoring members; only the decision of the board is to be communicated.

A sponsoring member becomes an ordinary or extraordinary member at the

start of the calendar month that the prerequisites as per 3.1.1 or 3.1.2 take effect. The member must inform Vereinigung Cockpit e.V. immediately of the prerequisites taking effect. Until such information has been received, the rights deriving from ordinary or extraordinary membership are suspended.

3.1.7 Honorary members

The honorary membership is an honorary title which, upon the recommendation of the Advisory Board, may be conferred by the Board of Directors to persons who have provided particular service to VC. Honorary members, however, are exempt from membership fees.

3.2 No opposing parties in collective bargaining

Someone may be or become a member of VC only if they do not represent an opposing party during collective bargaining.

3.3 Acceptance process

All acceptance applications are to be addressed to the membership support section of the board. If it agrees to the acceptance, then it informs the applicant in writing.

Applications from former members who repeatedly request re-acceptance additionally require acceptance by the advisory board. Membership always begins from the start of the calendar month following the date of notification of acceptance. The board regularly informs the advisory board of the membership trend.

3.4 Ending membership

Membership is ended by resignation, exclusion, deletion from the list of members, exclamation of the conditions for extraordinary membership, or death.

3.4.1 Resignation

Resignation takes place through a written declaration to the board. Resignation can be notified only with a notice period of three months, and at the end of a calendar quarter.

If the member's employment location moves abroad, and VC establishes that the pilot has joined the responsible IFALPA sister association in that country, then membership of VC can be terminated without complying with the three month notice period, but no earlier than establishment that the employment location moving abroad, and only upon receipt of the written notification to the board.

3.4.2 Exclusion

If there is good cause, by resolution of the board, and with the agreement of the advisory board, a member may temporarily or permanently be excluded from exercising functions in VC, or may even be excluded from VC. Good cause includes in particular:

- a. culpable and gross damage to the interests of VC, or their impairment
- b. gross contravention of the aims and efforts of VC
- c. Contribution arrears for longer than six months
- d. Membership of or activity in a competing organisation
- e. Any damage to VC's absence of opposing parties during collective bargaining.

The person to be excluded must be informed in writing of the fact and reasons for his exclusion from exercising functions within or from the VC. With regard to the notification of exclusion, he may explain himself in writing within 30 days, or within these 30 days he may state that he wishes to have the opportunity to explain himself to the board and/or the advisory board. When deciding on a hearing appointment, account is to be taken of the service schedule of the person to be excluded.

The excluded person may make an appeal against the board's exclusion decision, by making a statement to be directed to the board within one month after notification; the appeal requests review of the exclusion decision, to be taken by the next assembly of members. This assembly decides by simple majority whether the board's exclusion decision is to be reversed. The excluded person is to be invited in writing to the relevant assembly of members.

If they leave through resignation, members have no right to restitution of any services whatsoever.

3.4.3 Deletion from the list of members

The board decides through resolution on deletion from the list of members. There is no legal remedy. Deletion from the list of members may take place only if the member has changed address without notification, or is in arrears for more than 6 months with his contribution obligations.

The information about deletion by e-mail or mail is sent to the last known address. The information shall be deemed delivered upon dispatch of e-mail/mail, regardless of whether the shipment is returned as undeliverable.

3.4.4 Locking of member data

So that rejoining Vereinigung Cockpit e.V. can be processed as per the constitution, when membership ends the member data collected is locked in conformance with §35 of Bundesdatenschutzgesetz [German Federal Data Protection Act].

3.5 Suspension of ordinary membership

Upon request by an ordinary member, the board may agree to suspension of the membership, especially in the case that a member expectedly temporarily no longer fulfils the prerequisites for ordinary membership.

While membership is suspended, member rights are also suspended. The member is relieved of the contribution obligation, and has no right to the services of VC.

3.6 Member contributions

3.6.1 Membership requires the payment of a contribution. The level and due date of the contribution are decided by the member assembly in the form of a contribution regulation, based on a proposal by the board after consultation with the advisory board. Services of VC may be availed of only by someone who fulfils his payment obligations punctually. If requested, the member must submit a current certificate of earnings.

3.6.2 Honorary members are exempt from the obligation to pay contributions.

3.6.3 In exceptional cases, the board may partially or completely waive or suspend the payment of contributions.

3.7 As part of the agreement of supranational contracts, the board may deviate partially or fully from the above provisions.

3.8 Written form

As long as no provisions to the contrary are made in this constitution, the specified written form can also be fulfilled by means of fax or simple e-mail. Reference is made to § 127 sections 2 and 3 BGB [German Civil Code].

4 REPRESENTATIVE BODIES OF VC

4.1 The representative bodies of VC are:

- a. The General Assembly
- b. The Executive Board
- c. The Head of Industrial Relations as a special representative under the terms of § 30 BGB
- d. The Company Councils
- e. The Advisory Council

4.2 Elections of representative bodies

Elections of organs under 4.1 b), d), e) of the statutes can be made by postal ballot, by electronic ballot or by a combination of both electoral procedures. This, as well as the period of voting, is determined by the Executive Board, unless otherwise stipulated in these statutes.

As long as no provisions to the contrary are made in this constitution, the person elected in an election is the one who has gained more than half the valid votes cast. If no-one has more than half of the valid votes cast, then a run-off is held between the two candidates who have received the most votes. In this case, candidates who have the same number of votes are taken into account equally. The person elected is then the candidate who has received the most votes. If there is a tie after a run-off, then the chair of the assembly decides.

4.2.1 The postal voting documentation includes:

- a) Ballot paper
- b) Ballot paper envelope

- c) Declaration on the vote (in own hand, working relationship exists, signature)
- d) Envelope for return of declaration and of the ballot paper envelope
- e) Letter with instructions

Votes are secret.

4.2.2 The documentation for the electronic vote includes a letter; this contains:

- a. The invitation to vote, which states the date of the vote
- b. A brief description of the electronic voting process, with reference to the information required for authentication
- c. References to the information on the Internet (information about candidates, list of the positions to be filled, with personal details in note form), and
- d. The notification about the application for a postal vote (only in the case of a combined postal and electronic vote).

4.2.3 If a combined postal and electronic vote is planned, documents for the electronic vote are sent to all those who are entitled to vote. These also contain an application form to request the documentation for the postal vote. After requesting a postal vote, the right to vote electronically is withdrawn.

4.2.4 For an electronic vote, assessment takes place anonymously under at least the dual-control principle. The transparency of the count must be ensured at all times.

4.3 Decision-making of representative bodies

As long as no provisions to the contrary are made in this constitution, and as long as nothing else is compulsory by law, then only the valid votes cast are taken into account when deciding upon the representative bodies of VC. Abstentions are assigned neither to the Yes nor the No votes. Votes of members whose membership is suspended are not taken into account.

4.4 Regulations, Policies and Position Papers

4.4.1 Regulations

Regulations serve as basic organizational rules.

- a) The general assembly can approve statutes by simple majority.
- b) The representative bodies may establish rules of procedure for their own business.
- c) The Board may decide on the further organization of the VC regulations, which come into force after adoption by the Advisory Board.

4.4.2 Policies

Policies serve as either an instruction or a basic positioning of the VC.

- a) Guidelines for the purpose of instructions are put into force by the Board.

- b) Guidelines for the purpose of positioning are developed by the responsible bodies / working groups, approved by the Executive Board and submitted to the Advisory Council for approval. With the approval of the Advisory Council, the Directive is considered to be in force. If the Advisory Board does not agree, the Executive Board, the Advisory Council and the responsible organ / working group should jointly try to reach an amicable solution by the next ordinary Advisory Council meeting. If this does not materialize, the board decides on the entry into force of the directive.

4.4.3 Position Papers

Position papers serve the short-term and detailed positioning of the VC for technical, tariff, political, trade union or other issues in the interest of VC.

Position papers are developed by the responsible bodies / working groups / employees and put into force by the responsible board / head of industrial relations.

5 BOARD

5.1 Composition

The board of VC must be composed of a majority of ordinary members. It consists of the president and at least six further board members. Additional board positions may be occupied. At the first meeting, the board members and the president select the vice-president from amongst their ranks. The six board positions in addition to the president must cover the following board responsibilities:

- a) Admin & Finance,
- b) Public Relations,
- c) International Affairs,
- d) Flight Safety,
- e) Human Resources,
- f) Member Affairs.

The board should consist of employees from several airlines.

5.2 Representation of VC

Two board members represent VC in court and out of court. These must include the president or the vice-president. In his area of business, the chair of collective bargaining may represent VC, together with either the president or the vice-president.

5.3 Responsibility

The board is responsible for all matters relating to VC, as long as the constitution does not assign them to one of the representative bodies of VC.

5.4 Election/appointment of the board

5.4.1 Electability

Ordinary, extraordinary and transnational members may stand as a team as candidates for board offices. For candidacy, extraordinary and transnational members require a resolution of the advisory board, taken with a three-quarters majority. The president and vice-president must not simultaneously be a member of a company council.

5.4.2 Candidacy

For candidacy, a presidency candidate must submit to the board in writing no later than 10 weeks before the vote the composition of his board team, the assignment to the candidates of the six board responsibilities which must be filled as per this constitution, and the agreement of the candidates. A programme for the period of office should be attached to the candidacy application.

5.4.3 Election procedure

No later than 15 weeks before the election of the board, a notice of election shall be published in the association's publication (VC-Info). This must specify the date of the assembly and the period for submission of candidates. At least 8 weeks before the assembly, in the same way it must be published who is standing for president, and his board team and programme for presidential office. The applicable election lists for the offices of the board must also be published.

The board is elected as a team in a single ballot by simple majority, following the voting process defined in item 4.2 of the constitution. For this purpose, 8 weeks before the member assembly, the corresponding election documentation is also to be sent to the ordinary members entitled to vote. The ballot papers of the postal vote must be submitted in a sealed envelope no later than 10.00 on the day of the member assembly at the location of the assembly, or received by 15.00 on the previous day at the VC offices. The secrecy of the ballot must be maintained. The tellers must maintain confidentiality about the contents of the ballot sheets. For voting using the non-written process, submission must comply with the requirements in item 4.3 of the constitution.

The team which obtains the most votes is elected. The result of the election of the board is announced at the member assembly. In the event of a tie, a run-off is held. This takes place as an open vote on the occasion of the member assembly, but on application by at least 1/3 of the members present, as a secret vote. In this vote, only the teams stand who had the highest equal number of votes. In this run-off, only the members present who are entitled to vote may vote. In this case, each member present has only a single vote, regardless of any proxy votes.

5.4.4 Appointment procedure

Outside of the election process and with the agreement of the advisory board, the board may appoint additional board members to reinforce exis-

ting resources, or for new additional responsibilities. Agreement is deemed to have been given as long as the advisory board makes no opposition within two months from the day of announcement.

5.5 The board's tenure and term of office

5.5.1 A board may be re-elected multiple times.

5.5.2 The board's tenure starts with the announcement of the result of the vote and its acceptance. It ends in the third following year, with acceptance of the vote by the new board.

5.5.3 The old board must hand over its official functions to the new board within four weeks.

5.5.4 New elections to the board during a current period of office must always be held if this is required by at least a quarter of all members entitled to vote, and a candidate team is simultaneously presented, or if the advisory board requires this through a resolution taken with a three quarters majority of all advisory board members. New board elections also take place if the board as a whole resigns, or the tenure of the complete board is ended prematurely for other reasons.

In these cases, the election takes place no more than eight weeks later at an extraordinary member assembly, which is to be called with a notification period of six weeks, with simultaneous notification of election. Item 4.3 applies. The lists of candidates close three weeks before the arranged assembly. The presentation of the teams standing for election is sent out to the members immediately, together with the corresponding election documents. The vote takes place in conformance with the provisions of this constitution, but under the proviso that the transfer of the official functions must take place within seven days of the election.

The tenure of a board elected during a current term of office ends at the timepoint at which the tenure of the old board would have ended.

5.5.5 If the board resigns en masse, then it remains in office with managerial powers until the election of the new board. It must immediately call new elections.

5.5.6 If individual compulsory board members resign, then the board immediately appoints successors, with the agreement of the advisory board. If it is not possible to appoint a replacement because of a lack of candidates or because there is no agreement from the advisory board, then the vacant board responsibility may be taken on by one or more other board members. In this case, it is permissible to fall short the minimum number of board members.

5.6 Meetings and decisions

5.6.1 The board takes decisions in meetings called by the president, in his absence by the vice-president, and in the absence of both by a board member appointed by the president and acting as chair of the meeting; the agenda does not need to be announced in advance. A convocation period of one week should be complied with.

- 5.6.2** The board should come together in an ordinary meeting at least once per month. The board is quorate as long as at least half, but no less than four, of its members are present. In the event of a tied vote, the president's vote decides; if he is absent, it is the vote of the vice-president, and in the absence of both, it is the vote of the chair of the meeting. The chair of collective bargaining has the right to participate in the board meetings if agenda items relating to his area of business are discussed.
- 5.6.3** In urgent cases, board decisions may be made even outside of board meetings, as long as at least 2/3 of all board members participate in this decision. The rules of procedure govern this in more detail.
- 5.6.4** If an application for a strike ballot or for measures of industrial action is rejected, then the relevant company council has a right to be heard. After this a new resolution must be taken.
- 5.6.5** The board's legally binding signature of wage agreements and other contracts having the nature of a wage agreement may take place only after agreement by the relevant responsible collective bargaining committee. The board has the right to reject a signature (right of veto). The right of veto is to be exercised only for good cause, particularly in cases of a breach of item 8.3; this right is to be exercised immediately after a declaration of consent by the collective bargaining committee. The signature of negotiation results with a specified period for declaration, as per the guideline for collective bargaining business in VC, can be delegated to the responsible collective bargaining representatives.
- 5.6.6** Minutes are to be taken of all meetings and of all decisions made in another way.

5.7 Liability

The liability of a board member with respect to VC is restricted to wilful conduct. This applies in particular to breaches of obligations arising from the legal relationship of representative bodies and/or to other types of liability with respect to VC, regardless of the legal basis. The liability of a board member with respect to the members of VC is restricted to wilful conduct, as long as their relationship to him is like that of external third parties.

Otherwise, the liability of a board member with respect to the members of VC is restricted to wilful conduct and gross negligence. This applies in particular to breaches of obligations arising from the legal relationship of representative bodies and/or to other types of liability with respect to the members of VC, regardless of the legal basis.

6 ADVISORY BOARD

6.1 Responsibility

The advisory board permanently represents the membership with respect to the board. In addition to its constitutional tasks, it advises the board and gives it recommendations. It may form committees for the organisation of

the tasks transferred to it through the constitution or the regulations of the association.

The advisory board has the right to be present and to be heard in the meetings of the board. This right is exercised through up to three members of the managing committee of the advisory board. In special cases, upon request of the Advisory Council, other members of the Advisory Council may take a proxy role with the approval of the Board.

6.2 Election of the advisory board

The advisory board is elected by the ordinary and extraordinary members in a voting process defined in item 4.3 of the constitution. The election takes place by means of voting groups. A voting group must consist of at least 15 members.

6.2.1 The assignment of the ordinary members to voting groups is performed:

- a. according to the member's employer For this, the number of advisory board members per employer is based on the following key:

15 – 200 members:	1 advisory board member
201 – 600 members:	2 advisory board members
601 – 1000 members:	3 advisory board members
1001 – 1500 members:	4 advisory board members
1501 – 2000 members:	5 advisory board members
2001 – 3000 members:	6 advisory board members
3001 – 5000 members:	7 advisory board members
If there are more than 5000 members:	8 advisory board members
- b. All members from one employer who do not reach the minimum number defined in 6.2 sentence 3 are gathered together into a single voting group (“Other airlines”), as long as this reaches the minimum number defined in 6.2.

6.2.2 The following voting groups are created from the extraordinary members:

- a. Student pilots
- b. Unemployed cockpit personnel
- c. Pensioners who fall under the scope of a collective bargaining agreement for a pension scheme or transitional support scheme of Vereinigung Cockpit
- d. All other pensioners

6.2.1 a. applies accordingly to the number of advisory board members per voting group.

6.2.3 The advisory board election committee decides on the assignment of the voting groups. Taking into account the protection of minorities, it specifies the assignment of the advisory board seats according to profession groups (captains, co-pilots) for all voting groups arising from 6.2.1. The criterion for this is the number of profession groups in the membership of the voting group. The regulation on the election of the advisory board governs this in more detail. The advisory board election committee is composed of the chairs of the current advisory board, an additional advisory board member, and a board member.

6.2.4 Any association member belonging to the respective voting group, with the exception of officiating board members, may be elected to the advisory board.

6.2.5 The re-election of the advisory board is to take place every three years, no later than 31 October.

The election committee requests the members of VC to propose candidates for their voting groups in writing, no later than twelve weeks before the end of the period for casting votes. Every proposal for an individual or a list must contain a statement by the candidate(s) of willingness to accept the nomination.

The proposals for candidates must be received by the election committee no later than six weeks before the end of the period for casting votes.

6.2.6 The notification of election must include a period of four weeks minimum and six weeks maximum for the casting of votes.

6.2.7 In each voting group, the persons elected are those who belong to a profession group who, as per the distribution of seats on the advisory board, receive the most votes.

If two candidates receive the same number of votes, and they are eligible to take a seat on the advisory board, then the person who has belonged to VC longer is elected.

Every voting group member has as many votes as the advisory board seats which are allocated to his voting group; only one vote may be given to a candidate. If only as many candidates, or a lesser number than that, are proposed as there are advisory board seats assigned to a voting group or to a profession group within a voting group, then the proposed candidates for this group join the advisory board without an election.

6.3 Termination of advisory board membership

6.3.1 The membership of a member on the advisory board is:

- a) Terminated by termination of membership of VC
- b) Statement of resignation
- c) Election or appointment to the board
- d) Withdrawal from a voting group after assignment as per 6.2.1 and
- e) Permanent exclusion from execution of functions in VC as per 3.4.3
- f) Exclusion from VC as per 3.4.3
- g) Suspension of membership as per 3.5

In the event that an advisory board membership terminates, the candidate as per 6.2.7 moves up.

6.3.2 During a period of temporary exclusion from the execution of this function in VC as per 3.4.3, the member's membership of the advisory board is suspended.

In the event of suspension of membership of the advisory board, moving up as per 6.2.7 does not take place.

6.4 By-elections

By-elections during a running term are to be announced if in the first two years of the term both a new voting group as 6.2.1 or 6.2.2 has been created, and two of the members belonging to this group also request a by-election in writing from the board.

If in the event of 6.3.1, final sentence, no further voting group member moves up, then upon application by ten voting group members by-elections for the residual term are to be held.

6.5 Managing committee of the advisory board

From amongst its members, the advisory board selects the chair and four representatives. Together, they form the managing committee of the advisory board. As a rule, the managing committee of the advisory board meets once per month and conducts the business between the regular meetings of the advisory board. This particularly includes regular contact with the board, as well as the preparation for the regular meetings.

By resolution of the advisory board, the managing committee of the advisory board can be empowered to make decisions in the area of responsibility of the advisory board, if an immediate decision is necessary in urgent cases and the advisory board cannot be called. The managing committee of the advisory board must inform all advisory board members in writing about decisions taken in this way, by communicating the contents of the decision, and explaining the individual case.

6.6 Decisions of the advisory board

The advisory board is quorate if at least half of all members are present and the majority of the members is represented.

On the basis of a written proxy, each advisory board member may also represent a maximum of one absent member for the next advisory board meeting when voting.

The number of members represented results from the number of members of the respective voting group at the time of the election or by-election.

6.6.1 The advisory board votes:

- a. by simple majority of the present and represented advisory board members, or
- b. on the basis of double majority. For a double majority, both the majority of the present and represented advisory board members and also the majority of the represented members are necessary. For this, every advisory board member proportionally represents the members of his voting group.

After a vote as per (a), the vote as per (b) must be repeated if an advisory board member requires this. In this case, only the result of vote as per (b) counts. If a vote as per (a) results in a tie, then the vote as per (b) is repeated.

6.7 Term of office of the advisory board

As a rule, the term of office of the advisory board lasts for three years. It ends with the establishment of the following advisory board. The establishment takes place no later than 3 months after the election.

7 MEMBER ASSEMBLY

7.1 Time and place of the general meeting / principle of non-publicity

7.1.1 The members decide at the ordinary general meeting and at extraordinary general meetings. The general meeting should take place until 31st May. At the same time an extraordinary general meeting can be combined with the general meeting.

7.1.2 The location of the General Assembly is determined by the Executive Board. In order not to unduly complicate the participation of members, it must be ensured that the meeting venue is located in the catchment area of a larger German airport.

7.1.3 The general meetings are not public. Guests may attend the general meetings with the prior consent of the chairperson.

7.2 Responsibility of the member assemblies

The member assemblies are responsible for all matters which are not transferred to other representative bodies by the constitution or by law. The member assembly can set itself rules of procedure.

7.3 Calling

Member assemblies are called in writing by the board, which is authorised to represent, and/or by a publication in the association's publication (VC-Info), stating the agenda known at that time, the location, and the place and time of the assembly. The invitation should indicate that an addition may be made to the agenda by the board or based on requests from members or the advisory board, up to a timepoint decided by the board, which makes the invitation.

Invitations are sent by e-mail/post, based on the last known address. Through sending by e-mail/post, the invitation is deemed to have been delivered, regardless whether the communication was returned as being undeliverable.

An extraordinary member assembly is to be called by the board within eight weeks

- a. in the cases specified in the constitution
- b. if the interests of VC require it
- c. if 10 percent of the members of VC request it, or
- d. the advisory board requires this with 67 percent of the votes of its members

The applications as per (c) and (d) are to be directed to the board, stating the purpose and reasons, and attaching the requested agenda.

The invitation to the member assembly is to be made with a notification period of eight weeks. The notification period for calling and communicating extraordinary member assemblies is at least six weeks. The notification periods start from the day after sending the invitation letter, if an invitation letter is sent; otherwise, they start from the day after the day of publication. Invitation letters are deemed to have been delivered if they are addressed to the last address provided in writing by the member of VC.

7.4 Applications for the agenda

7.4.1 Applications by the members for the member assembly must be submitted in writing to the board no later than the date specified by the board in the invitation.

7.4.2 If the board, in sending the invitation, did not specify a different notification period, then each member and the advisory board may request the board in writing for an addition to the agenda no later than three weeks before a member assembly. An application for an addition to the agenda is to be permitted. The board may also make additions to the agenda within the same period. An agenda with additions is to be made known to the members in writing immediately that the application period expires.

This also applies to applications to modify the constitution.

7.4.3 Applications to make additions to the agenda which are submitted only in the member assembly require a unanimous decision of the member assembly.

7.5 Applications for the rules of procedure

To be accepted, applications for the rules of procedure which require the removal of an application from the agenda require a three-quarters majority of the valid votes cast.

7.6 Modification or suspension of the rules of procedure for member assemblies

To modify or suspend the rules of procedure, a majority of three quarters of the valid cast votes of a member assembly is necessary. A corresponding application is to be submitted within the usual periods.

7.7 Voting right

In the member assembly, every ordinary member whose voting right is not suspended, and every honorary member, has a vote. Extraordinary and sponsoring members do not have a vote. Another member may be authorised in writing to exercise the voting right. The authorisation is to be assigned separately for each member assembly, but a member may not represent more than five other votes. The written authorisation is to be submitted before exercising the voting right.

7.8 Minutes of meeting

Minutes are to be created about decisions of the member assembly, and they must be signed by the chair of the meeting and the secretary.

8 COLLECTIVE BARGAINING COMMITTEES

8.1 Collective bargaining committees are created for the preparation and execution of collective bargaining. The collective bargaining committees decide upon:

- a. The termination of wage agreements
- b. The collective bargaining requirements
- c. The agreement to or rejection of the outcomes of collective bargaining, negotiation minutes, and agreements
- d. The failure of negotiations
- e. Requests to the board for strike action
- f. Requests to the board for measures of industrial action

8.2 Composition

8.2.1 Collective bargaining committees consist of ordinary members who are employed in companies which fall under the scope of the existing or desired collective labour agreement.

8.2.2 Each company council shall be assigned a lawyer from the industrial affairs department, who attends all meetings and serves as a negotiator. Within the company council, it is the special task of the lawyer to point to the overarching goals of the association (VC) as a whole, as well as legal and political background and to incorporate these into the discussions and decisions. A decision of a company council against the express recommendation of the assigned lawyer is to be documented in the protocol. This triggers a direct communication to the head of industrial affairs and the board of directors.

8.2.3 A company council consists of at least 5 and at most 16 members. The size depends on, among others, the number of members to be represented under the scope of the collective labour agreement. For its composition, the profession groups (captains, co-pilots) are to be taken into account appropriately through provisions to protect minorities. Decisive for the assignment to the professional group is the day of counting the vote. The size and composition of the company council are determined by the Board and the head of industrial affairs.

8.2.4 The company council elects a speaker and his deputy in separate ballots. The company council members and the assigned lawyer are eligible. It is elected who combines the majority of the votes cast by the members present. The speaker heads the company council and its meetings.

8.3 Elections

8.3.1 The company councils are elected by ordinary members who are employed with companies which fall under the scope of the existing or desired collecti-

ve labour agreement in accordance with a voting procedure as defined in section 4.2 of the constitution. The elections are advertised and secretly conducted.

- 8.3.2** Every three years a new election of the company council takes place. The term of office ends with the constitution of the successor company council.
- 8.3.3** New elections to company councils during the current term of office shall be carried out by the head of industrial affairs without delay, if the majority of the eligible members of the company council so request in writing to the head of industrial affairs.
- 8.3.4** If the company council resigns, new elections must be held immediately. An interim appointment according to section 8.4 does not take place in this case.
- 8.3.5** If collective labour agreements with a scope of application for several companies are concluded, a uniform company council shall be chosen. If there are already company councils in the companies concerned, the formation of the company council can take place until new elections by sending members from the individual company councils. The composition of the uniform council must be such that the interests of each company are taken into account.
- 8.3.6** If collective labour agreements with a personal scope of application are sought or concluded, for which several company councils according to 8.2.1 of this constitution are responsible, the tasks, should they be in accordance with 8.1, based on these collective labour agreements, be exercised by an overarching collective council. The board and head of industrial affairs decide on the appointment, size and composition of the company council in accordance with 8.2.3 of these statutes.
- 8.4** If a company council does not yet exist in a company, a company council can be temporarily determined by resolution of the board of directors and the head of industrial affairs. In this case, deviations from the above provisions may be made. A proper election is to be carried out as soon as possible. The ordinary election of the company council may be postponed for a maximum of one year with the approval of the Advisory Council. A further deferral shall be confirmed once a year by a simple majority vote among the members falling within the scope of the collective labour agreements to be negotiated.

8.5 Withdrawals / Replacement

A member of a company council resigns from it by

- a) Resignation from the company council
- b) termination of VC membership according to 3.4
- c) Leaving the scope of the collective labour agreement according to 8.2.1
- d) For uniform company councils if they leave the scope of the collective labour agreement in accordance with 8.3.5. as well as in case of change of flight operations within the scope of the collective labour

agreement according to 8.3.5, if not more than 24 months of the term of office has expired.

If a member leaves permanently, the position will be replaced. The following criteria apply to the move:

- a) The guarantee of minority protection taking into account the current occupational group composition at the time of the change according to 8.2.3 sentence 1-3 takes precedence.
- b) highest number of votes on the list.

If there are no followers, supplementary elections take place.

8.6 Resolutions

Quorum exists if at least half of the members of a company council are present.

Resolutions are generally passed by a majority of the votes cast by the members present.

In urgent cases, collective bargaining decisions may also be taken outside of company council meetings, provided that at least two thirds of all company council members take part in this resolution. For details, see also the rules of procedure of the respective company council (see 4.4.1 b).

All decisions must take into account the overarching goals of the association (VC) as a whole.

8.7 Liability

The liability of a member of a collective bargaining committee with respect to VC is restricted to wilful conduct. This applies in particular to breaches of obligations arising from the legal relationship of representative bodies and/or to other types of liability with respect to VC, regardless of the legal basis. The liability of a member of a collective bargaining committee with respect to the members of VC is restricted to wilful conduct, as long as their relationship to him is like that of external third parties.

Otherwise, the liability of a member of a collective bargaining committee with respect to the members of VC is restricted to wilful conduct and gross negligence. This applies in particular to breaches of obligations arising from the legal relationship of representative bodies and/or to other types of liability with respect to the members of VC, regardless of the legal basis.

9 CHAIR OF COLLECTIVE BARGAINING

9.1 The head of industrial affairs is a special representative under the terms of § 30 BGB. The area of business of the head of industrial affairs is the trade union and collective bargaining policy activities of VC.

In collaboration with the board, the head of industrial affairs is in particular responsible for:

- a. The trade union activities of VC
- b. Compliance with the task assignment in the area of collective

bargaining of VC as per the guideline on collective bargaining work in VC

- c. Conducting summit talks with the employers and associations after being tasked by the respective collective bargaining committee, with the participation of the spokesman or of a representative appointed by the collective bargaining committee
- d. The presentation of VC's collective bargaining positions in public

The head of industrial has the right to nominate a representative from his area of business; in the event of unavailability, this representative exercises the rights and fulfils the duties of the chair of collective bargaining.

9.2 The head of industrial affairs has a voting right in board decisions in all matters that fall into his business circle after 9.1. These are in particular decisions on:

- a) Industrial action and ballots
- b) Size and composition of company councils and unified company councils
- c) First determination of a company council
- d) Right of veto according to 5.6.5
- e) Regulations, guidelines and position papers in the area Tariff and trade union policy.
- f) Personnel measures in the tariff area.

9.3 Election of the head of industrial affairs

9.3.1 Candidates for the office of head of industrial affairs may be only full-time VC employees, or persons who before the election have legally and bindingly declared to the board of VC that after a successful election they will take up employment as per the appointment conditions of the board.

9.3.2 The head of industrial affairs is elected by the advisory board. If, in the first round of the election, no candidate receives more than 50 percent of the valid votes cast ("absolute majority"), then a second round takes place. For this, further applicants may be proposed. If, in the second round of the election, no candidate receives an absolute majority, then a run-off takes place between the two candidates with the highest numbers of votes. In this run-off, whoever receives the most votes is elected. On the event of a tie, the chair of the advisory board decides, and in his absence the chair of the assembly.

9.3.3 The head of industrial affairs is elected for a period of five years. The office is terminated prematurely by resignation, deselection, or termination of the employment relationship. In every case of the premature termination of the term of office, the position of the chair of collective bargaining is filled by the board until a new election.

9.3.4 The head of industrial affairs may be deselected during his term of office. He is deemed to be deselected if the advisory board decides this with a three quarter majority of all advisory board members. In addition, he may be deselected by the member assembly, with a simple majority.

9.4 Liability

The liability of the head of industrial affairs, and of the representative selected by him from his area of business, with respect to VC is restricted to wilful conduct. This applies in particular to breaches of obligations arising from the appointment contract and/or from the legal relationship of representative bodies and/or to other types of liability with respect to VC, regardless of the legal basis. The liability of the head of industrial affairs, and of the representative selected by him from his area of business, with respect to the members of VC is restricted to wilful conduct, as long as their relationship to him is like that of external third parties.

Otherwise, the liability of the head of industrial affairs, and of the representative selected by him from his area of business, with respect to the members of VC is restricted to wilful conduct and gross negligence. This applies in particular to breaches of obligations arising from the appointment contract and/or from the legal relationship of representative bodies and/or to other types of liability with respect to the members of VC, regardless of the legal basis.

10 FINANCE

10.1 For each business year, the board is obliged to create a budget. At the latest by 30 November of the previous year, the budget is to be submitted to the advisory board, whose approval it requires. The budget for the respective coming year takes effect at the time that it is approved. The advisory board is to be informed at regular intervals about the way that the budget turns out. It is permissible to change a budget which has taken effect, as long as the advisory board approves the proposed changes.

10.2 The board presents a set of annual accounts and a business report for the previous year to the member assembly.

10.3 For the following business year, the member assembly elects an auditor from those present. Members of the board and of the advisory board may not be elected or appointed for the office of auditor. The auditor elected for the following year assists the auditor for the current business year in its auditing, and is his deputy.

10.4 If the deputy auditor for the current year cannot continue, then at the next member assembly an additional auditor is appointed exclusively for the business year of this member assembly.

10.5 The auditor must inspect the annual accounts for the business year and the accounting records for factual correctness and agreement with the budget, and must create a report for the next member assembly as to whether his inspection has given cause for significant objections.

11 MODIFICATION TO THE CONSTITUTION

To modify the constitution, a majority of three quarters of the valid votes cast is necessary.

Modifications or additions to the constitution which are prescribed by the responsible registry court may be implemented by the board, and require no resolution by the member assembly. The members are to be informed of this immediately.

12 LIQUIDATION OF VC

- 12.1** The liquidation of VC can be decided only with a majority of three quarters of the valid cast votes of all members. The resolution to liquidate and the resolution on the appointment of a liquidator can be taken only by voting using a written process. In the written request to cast a written vote, the board specifies a deadline by which votes received by the association are to be taken into account. In deviation from § 32 section 2 BGB, in this case a majority of three quarters of the valid cast votes of all members is sufficient for a decision. Votes received too late or votes not cast are deemed to be abstentions. The board decides the process for counting the vote. Publication in the association's publication (VC-Info) or a national daily newspaper is sufficient for the transmission of the result.
- 12.2** If nothing to the contrary is decided, the president and the vice-president are jointly liquidators with authority to represent.
- 12.3** The entire possessions of VC are to be converted to cash. The obligations are to be repaid. The assets existing after the end of liquidation are divided amongst the members, unless during the decision to liquidate VC another provision was made for the use of the association's assets.
- 12.4** The above provisions apply accordingly if VC is liquidated for another reason, or it loses its legal capacity.

13 CONFLICT MANAGEMENT WITHIN VC

For the early recognition of conflicts and for dealing with them constructively even in advance of escalation, VC maintains a conflict management system which is integrated into the processes of the organisation in such a way that it has both a preventive and curative character. The conflict committee should be accessed for the settlement of conflicts between members, representative bodies, and groups within VC which arise internally. This applies especially before recourse to law.

13.1 Conflict committee

The conflict committee is made up of suitable voluntary members of VC. An association regulation governs the selection, qualification, and nomination of the members of the conflict committee.

For its work, the conflict committee creates the conflict manual. Should mediation methods fail or look like being unsuccessful, then the process can be referred to the conciliation committee.

13.2 Conciliation committee

The conciliation committee consists of an odd number of persons. Its chair is nominated by the advisory board. The chair must not belong to the conflict committee. The other members (the same number from each party, but to a maximum of three per party) are nominated by the affected parties.

The conciliation committee sets its own rules of procedure.

The progress and outcome of the process must be recorded. An example of the protocol is kept in the VC offices.

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