

# ARTICLES OF ASSOCIATION

## I NAME, REGISTERED OFFICE AND PURPOSE OF THE ASSOCIATION

### Article 1 Name and registered office

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1. The name

- “Verkehrshaus der Schweiz (VHS)”
- “Musée Suisse des Transports (MST)”
- “Museo Svizzero dei Trasporti (MST)”
- “Swiss Museum of Transport (SMT)”

refers to an association as defined in Art. 60 et seq. of the Swiss Civil Code.

2. The registered office of the association is in Lucerne.

### Article 2 Purpose

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1. The association operates and promotes the Swiss Museum of Transport in Lucerne in the interests of the general public.

2. The Swiss Museum of Transport is a museum and attraction park for all areas of mobility. It promotes the interest in and understanding of the historical context and developments and their effects on society, the business world and the environment.

In pursuit of this purpose,

- a) the Swiss Museum of Transport operates and maintains a permanent exhibition as well as temporary exhibitions on all aspects of mobility and related areas in the past, present and future as well as their connections in order to actively and attractively promote Swiss and international mobility;
  - b) the Swiss Museum of Transport collects, maintains and makes accessible a transport archive for text, image, maps and sound files as well as objects and documents of any kind relating to the history of transport and communication and supports specialist research and transport studies;
  - c) the Swiss Museum of Transport runs a museum pedagogic programme, specifically including didactic aids for school groups and experience-oriented exhibition designs for children and young people;
  - d) the Swiss Museum of Transport runs additional services such as the planetarium, film theatre and the Swiss Chocolate Adventure;
  - e) the Hans Erni Museum, run by the independent Hans Erni Foundation is located in the Museum of Transport;
  - f) the Swiss Museum of Transport serves as a forum for all kinds of events that may contribute to understanding and solution finding in the area of transport and communication.
3. By resolution of the Executive Board, the association may transfer individual or all areas of the museum operation as well as the corresponding proportion of the association's assets (excluding real estate or construction rights) to a non-profit foundation, founded with the involvement of the association, whose purpose corresponds to the purposes under Section 2 letters a to f. The Executive Board arranges the corresponding contractual relationships and governs the cooperation with the foundation. The right of members to free admission under Article 3 (3) must be safeguarded.
4. To promote and support the operation of the museum, the association can perform museum-related activities itself or have them performed by third parties and can manage ancillary businesses pursuant to commercial principles.
5. To achieve these purposes, the association works closely with transport operators, other organisations interested in mobility, scientific and research institutions, public authorities and, where necessary, the foundation in accordance with Section 3.

## **II MEMBERSHIP AND CONTRIBUTIONS**

### **Article 3 Membership**

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1. The association is made up of members which could be natural persons or legal entities.
2. The General Assembly determines the membership categories.
3. The General Assembly may appoint members who have rendered outstanding service to the association as honorary members at the request of the Executive Board.
4. Members of the association are entitled to visit exhibitions and the transport archive free of charge during regular opening hours. The Executive Board can grant further benefits to the members.
5. Applications for membership shall be made in writing to Member Services.
6. The Executive Board shall make decisions on the exclusion of members subject to Article 4 (2). No reasons need to be given for exclusion.
7. Members can resign from the association at the end of each year, observing a notice period of one month; the members shall, however, still be liable to pay contributions for the current year. All of a member's claims on the association shall terminate when they leave.

### **Article 4 Contributions**

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1. The association levies annual contributions from its members. These are determined by the General Assembly.
2. The contributions shall be payable 30 days following the date of invoice. Following the second reminder, all members will be removed from the list of members and will thus lose all of the rights reserved for members.
3. The members shall receive an identification card for the benefits under Article 3 (4). For individual members it is personal, for collective members it applies for the holder.

## **III ORGANISATION**

### **Article 5 Bodies**

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1. The bodies of the association are:
  - a) the General Assembly;
  - b) the Executive Board;
  - c) the Advisory Board;
  - d) the Board of Directors;
  - e) the Auditing Body.
2. If the rights and obligations of the association's bodies are not already set out in the Articles of Association, they are to be determined in the rules of procedure.

### **Article 6 General Assembly**

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1. The ordinary General Assembly shall be convened by the Executive Board once a year.
2. An extraordinary General Assembly shall be convened if this is decided by the Executive Board or if a fifth of the members request an extraordinary General Assembly, specifying the issues to be dealt with.
3. General Assemblies shall be convened in writing by the Executive Board stating the items on the agenda with a notice period of 20 days. Motions for the General Assembly shall be submitted in writing to the Executive Board no later than 10 days in advance of the meeting.
4. Every individual member has a vote, provided that they are capable of acting.  
In the case of collective memberships, every collective member shall have a vote.
5. The General Assembly is responsible for the following activities:
  - a) revising the Articles of Association;
  - b) approving the annual report and financial statements;
  - c) determining the membership categories;

- d) determining the member contributions;
- e) electing the Chairman, Vice Chairman and other members of the Executive Board and the Auditing Body;
- f) dealing with the specific issues submitted to it by the Executive Board;
- g) appointing honorary members at the request of the Executive Board;
- h) passing resolutions on the dissolution and liquidation of the association with a 75 per cent majority of the members present.

## **Article 7 Executive Board**

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1. The Executive Board is made up of five to nine members elected by the General Assembly.
2. The term of office is three years. Re-election is possible.
3. The responsibilities of the Executive Board include in particular:
  - a) passing resolutions in all matters of the association which are not expressly the responsibility of the General Assembly or of another body of the association;
  - b) preparing documents and motions for presentation to the General Assembly;
  - c) approving the annual budget;
  - d) overseeing and determining the organisation of the operational activities of the association within the framework of the Articles of Association and the resolutions of the association;
  - e) determining the strategic direction of the Swiss Museum of Transport;
  - f) enacting the rules of procedure;
  - g) governing the signatory powers;
  - h) supervising those persons entrusted with the management of the association;
  - i) excluding members of the association;
  - j) electing and removing members of the Board of Directors; determining remuneration.
4. The Board shall meet as required and at the invitation of the Chairman, however, at least four times a year.
5. The Executive Board is authorised to set up special committees and delegate responsibilities entrusted to it to such committees.
6. The rules of procedure govern the compensation of the Chairman, the Vice Chairman and members of the Executive Board.

## **Article 8 Chairman, Vice Chairman**

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1. The Chairman is the chair of the General Assembly and the Executive Board.
2. The Chairman shall represent the association externally in important matters, subject to the powers of the Director. Details shall be regulated by the rules of procedure.
3. The Vice Chairman represents the Chairman in their absence.

## **Article 9 Advisory Board**

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1. The Executive Board can elect people to the Advisory Board who have rendered outstanding service to the Swiss Museum of Transport or who have specific expertise in areas relating to the Swiss Museum of Transport. The Advisory Board can have an unlimited number of members.
2. The Advisory Board is the consultative body of the Executive Board. The latter convenes a meeting of the Advisory Board at least once a year.

## **Article 10 Board of Directors**

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The Board of Directors conducts the everyday business of the association in accordance with the rules of procedure.

## Article 11 Auditing Body

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1. The Auditing Body is made up of two auditors and two substitutes, unless a trustee office is entrusted with its duties.
2. The Auditing Body must audit the financial statements and balance sheet and provide the Executive Board with a written report on its findings for submission to the General Assembly.
3. The provisions of Art. 731a of the Swiss Code of Obligations shall apply mutatis mutandis to the rights and obligations.

## IV FINANCES AND FINAL PROVISIONS

### Article 12 Finances

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1. The income of the association is made up of:
  - a) the annual contributions of the members;
  - b) income from running the Swiss Museum of Transport and/or from services rendered to third parties as well as proceeds from museum-related activities or ancillary businesses;
  - c) third-party donations.
2. Expenditure should be kept within the limits of the income and budget. Only the association's assets shall be liable for the association's liabilities.
3. After transferring areas of the museum to a foundation under Article 2 (3) of the Articles of Association, the declared annual profit of the association is to be passed on to the foundation after applying appropriate depreciation and provisions. The appropriation of profits for appropriate debt repayment and appropriate financing of the association's future museum-related projects shall remain reserved and the Executive Board shall make decisions on this.

### Article 13 Dissolution

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1. Should the association be dissolved, the association's assets shall be transferred to the foundation existing under Article 2 (3) of the Articles of Association or, in the absence thereof, to another non-profit organisation determined by the Executive Board whose purpose enables the goal of operating a museum in terms of the Swiss Museum of Transport to be optimally promoted.
2. Any claim for liquidation proceeds on the part of the association members is excluded.

### Article 14 Application

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These Articles of Association shall enter into force with their adoption by the General Assembly on 22 June 2019.

Lucerne, 22 June 2019

Swiss Museum of Transport Association



Franz Steinegger  
Chairman, Swiss Museum of Transport Association



Martin Bütikofer  
Director, Swiss Museum of Transport