

May 11, 2022



Constitution of
Vereinigung Cockpit e.V.



VC CONSTITUTION, May 11, 2022

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 safe-guarding and pursuing the occupational, professional and collective bargaining interests of its members and to provide them with support and assistance.

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
- (i) Counsel and support to preserve the validity of licenses in the event of unemployment through no fault of one's own. Further details are regulated by Association Rules.

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 MISSION STATEMENT AND VALUES

3.1 Introduction

Vereinigung Cockpit e.V. (VC) is an association of cockpit personnel in the geographical area governed by the Grundgesetz [constitution] of the Federal Republic of Germany, which draws its strength from the solidarity, participation, and competence of its members. VC perceives itself as an important organisation to contact in all aviation-related matters.

All members of VC are equal and have equal rights. This applies in particular but is not limited to their respective employer and function.

By becoming a member of VC, each individual commits to the core values defined by the community as follows.

3.2 Solidarity

Solidarity is equally core value and strength of VC. It is based on greater, common objectives such as safeguarding the livelihood of the members, protecting jobs, and improving working conditions.

The members of VC strive to identify further commonalities and objectives, and to review the existing ones. The goal is a strong and united representation of members.

In addition, VC endeavours to act in solidarity with other associations, especially regarding transnational airlines. VC seeks cooperation with other professional associations and professional groups (both national and international).

3.3 Participation

Our participation as members supports and determines the actions of VC. Every member has the right to participate and is encouraged to do so in order to develop and use the diversity and individual strengths.

VC actively communicates opportunities for participation to promote the engagement of all members and provides the professional help and support necessary to do so. VC regularly queries the interests of its members.

3.4 Communication

We communicate fairly, openly, comprehensively, respectfully, and transparently, if necessary, also confidentially.

Freedom of expression is encouraged. The interests of the association must not be harmed or jeopardized.

The dissemination of false facts, discriminatory and populist statements will not be tolerated by VC members.

3.5 Flight Safety

VC is permanently committed to the promotion of flight safety at both national and international levels.

VC acts objectively, factually and evidence based. It contributes its expertise in this area to the political processes and public debate.

As a matter of principle, the departments of Flight Safety and Industrial Relations work independently of each other.

3.6 Committees' work

One goal of elected committees is to create trust in their work which, in particular, is ensured by a representative composition of these committees.

The core values laid down in the Constitution of VC form the basis for decisions within the committees.

Interests must be aligned with the greater objectives. All parties strive to find a consensus between the individual interests.

To this end, the various groups, regardless of their size and strength, seek common strategies to safeguard the collective interests of VC members while protecting minorities.

3.7 Collective bargaining

VC strives for the closure of the best possible collective labour agreements for all flight operators. The protection of existing employment relations and the respective collective labour agreements as well as the highest level of collectively agreed terms and conditions are fundamental goals.

VC is consistent in its attitude and a reliable negotiating partner. The goal is to achieve uniform collective bargaining conditions within one company. Splitting up into separate groups of collective bargaining conditions shall be avoided.

Collective bargaining is conducted in a professional way and the negotiation processes are continuously optimized.

The decision-making authority lies with the democratically elected committee responsible for the respective negotiations in accordance with the Constitution of VC.

VC's collective bargaining committees strive for close mutual exchange to support each other in achieving their goals.

3.8 Occupational profile

VC sees it as its task to exert a positive influence regarding the image of the profession and perception of cockpit crews within the public.

VC promotes the profession, training and qualification of its members.

3.9 Future viability

VC acts proactively, future-oriented, and supports technical, economical, and environmentally oriented developments in a constructive manner. VC is open to the development of the own profession in the future and claims to be actively involved in all processes of change.

VC reflects itself, reacts effectively to changes and grows with them.

VC is committed to sustainability.

4 MEMBERSHIP

4.1 Types of membership

VC has:

- (a) Ordinary members
- (b) Extraordinary members
- (c) Transnational members
- (d) International members
- (e) Sponsoring members
- (f) Honorary members

4.1.1 Ordinary members

As a rule, ordinary members may particularly be persons, and employed as:

- (a) commercial/professional aircraft pilots, or
- (b) commercial/professional helicopter pilots, or
- (c) flight engineers, or
- (d) technical member of the cockpit crew; or
- (e) flying instructors with CPL/CHPL-IFR training authorization who are employed by a commercial flying school.

Full members may also become those who are

- i.) in training for one of these mentioned occupations, or
- ii.) are in a serious search for a job to perform one of these mentioned occupations.

Job seekers (4.1.1 ii) may be ordinary members as long as they are job-seeking and the official certificates (including type ratings) required to take up one of the aforementioned occupations have not expired for more than two years. Job seekers, whose official certificates have expired for more than two years, may apply for sponsoring membership. This also applies to job seekers who were previously ordinary members.

4.1.2 Extraordinary members

Someone may become an extraordinary member if:

They have exercised an occupation as per 4.1.1 and have now ended that activity as a result of retirement, other arrangements (e. g., partial retirement), or permanent aeromedical incapability to fly.

An ordinary member becomes an extraordinary member at the end of the calendar month in which his/her occupation as per 4.1.1 ends due to retirement, other

arrangements or aeromedical incapability to fly. 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, who regains his/her aeromedical capability to fly, becomes an ordinary member at the start of the calendar month of his/her appointment as per 4.1.1. The member must inform VC of the appointment immediately. Until such information has been received, the rights deriving from ordinary membership are suspended.

4.1.3 Transnational members

Transnational membership is available to a person if they carry out an activity in accordance with 4.1.1 abroad and if this is made possible by a contractual agreement between VC and the pilots' association of the country in which the transnational member is employed.

For transnational members, 6.4.1 applies. In addition, transnational members may be a full member of VC, provided that this is agreed between VC and the pilots' association of the country in which the transnational member is employed.

4.1.4 International members

International membership is available to a person if they carry out an activity in accordance with 4.1.1 abroad and are not covered by an agreement referred to in 4.1.3.

4.1.5 Sponsoring members

Sponsoring membership is available to a person if they support the aims of VC but do not fulfil the prerequisites for membership as per 4.1.(a) to (e). The application for acceptance as a sponsoring member may be rejected by the Executive Board member responsible for membership affairs without giving a reason. If the Executive Board so decides, then VC may end the sponsoring membership if commitment to the aims of VC is not or not anymore evident from the activities of the sponsoring member and/or the member himself/herself.

Item 4.4.2 does not apply to sponsoring members; only the decision of the Executive 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 4.1.1 or 4.1.2 take effect. The member must inform VC immediately of the prerequisites taking effect. Until such information has been received, the rights deriving from ordinary or extraordinary membership are suspended.

4.1.6 Honorary members

The honorary membership is an honorary title which, upon the recommendation of the Advisory Council, may be conferred by the Executive Board upon persons who have provided particular service to VC. The rights and duties arising from 4.1.1 to 4.1.5 remain unaffected by this. Honorary members, however, are exempt from membership fees.

4.2 No conflict of interests during collective bargaining

A person may be or become a member of VC only if they do not represent an opposing party with regard to collective bargaining (no conflict of interest).

4.3 Acceptance process

All acceptance applications are to be addressed to the membership support section of the Executive 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 Council. Membership always begins from the start of the calendar month following the date of notification of acceptance. The Executive Board regularly informs the Advisory Council of the membership trend.

4.4 Ending membership

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

4.4.1 Resignation

Resignation takes place through a written declaration to the Executive 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 Executive Board.

4.4.2 Exclusion

If there is good cause, by resolution of the Executive Board, and with the agreement of the Advisory Council, 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 Executive Board and/or the Advisory Council. 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 Executive Board's exclusion decision, by making a statement to be directed to the Executive 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 Executive 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.

4.4.3 Deletion from the list of members

The Executive 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.

4.4.4 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].

Upon the termination of the membership and expiration of the legal retention periods relating to membership, the recorded member data is deleted in conformance with §35 of Bundesdatenschutzgesetz [German Federal Data Protection Act].

4.5 Suspension of ordinary membership

Upon request by an ordinary member, the Executive 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.

4.6 Member contributions

4.6.1 Membership requires the payment of a contribution. The amount of fee payable by members is calculated on the basis of the remuneration earned by the respective member in a calendar year for an occupation according to 4.1.1 of the constitution of VC and is settled in the following year. If a member does not fulfil the payment obligations punctually, his rights from regulations of VC according to section 6.1 of the constitution can be restricted. The member is required, to send in a current proof of the individual status and earnings and to inform VC about any changes that have occurred without being requested to do so. Further details are regulated by the rules of contribution of VC adopted by the General Assembly on the proposal of the Executive Board after hearing the Advisory Board.

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

4.6.3 In exceptional cases, the Executive Board may partially or completely waive or suspend the payment of contributions.

4.7 As part of the agreement of supranational contracts, the Executive Board may deviate partially or fully from the above provisions (4.1 to 4.6).

4.8 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].

5 REPRESENTATIVE BODIES AND COMMITTEES OF VC

5.1.1 The representative bodies of VC are:

- (a) The General Assembly
- (b) The Executive Board
- (c) The Chairman Industrial Relations as a special representative under the terms of § 30 BGB
- (d) The Company Councils

- (e) The Advisory Council

5.1.2 Committees of VC are:

- (a) The Election Committee
- (b) The Managing Committee of the Advisory Council
- (c) The Leadership of Young VC
- (d) The Mediation Team
- (e) The Conciliation Committee

5.2 Elections of representative bodies

Representative bodies may be elected through postal ballot or electronic ballot. The way of conducting the election is determined by the Election Committee. The announcement of an election, the time to stand for election, the period of voting, as well as the detailed provisions for postal and electronic ballots are laid down in the Regulation of Elections of VC.

In principle, the elections of representative bodies of VC are secret. Deviations can be laid down in the Regulation of Elections of VC.

5.3 Election Committee

An Election Committee is formed for the conduct of an election of representative bodies of VC, the counting of the votes as well as the announcement of the result of the vote. This also includes the conduct of By-elections.

Further tasks can be assigned to the Election Committee by the Regulation of Elections of VC.

The Election Committee consists of five persons and is composed of three VC members elected by the General Assembly as well as one VC member delegated by the Advisory Council and one VC member delegated by the Executive Board.

The further regulations are reserved for the Regulation of Elections of VC, with at least the following provisions:

- (a) the right to vote for the three members who have to be elected,
- (b) the eligibility of the three members who have to be elected,
- (c) the election procedure for the three members who have to be elected,
- (d) the term of office,
- (e) the replacement,
- (f) the quorum; and
- (g) the chairmanship of the Election Committee.

5.4 Decision-making of representative bodies and committees

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 and committees 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.

5.5 Liability of members of representative bodies and committees

The liability of a member of a representative body or committee towards VC is limited to wilful intent. This applies in particular to breaches of obligations arising from the legal relationship as a member of a representative body or committee and/or to any other liability towards VC, irrespective of the legal basis. The liability of a member of a representative body or committee towards the members of the VC is limited to wilful intent, insofar as these members of VC act as external third parties towards the member of a representative body or committee.

In all other respects, the liability of a member of a representative body or committee towards the members of VC is limited to wilful intent and gross negligence.

This applies in particular to breaches of obligations arising from the legal relationship as a member of a representative body or committee and/or to any other liability towards the VC members, irrespective of the legal basis.

These exemptions from liability also apply to a representative appointed by the Chairman Industrial Relations from his or her business circle in the event of unavailability (11.7 of the constitution).

6 REGULATIONS, POLICIES AND POSITION PAPERS

6.1 Regulations

Regulations serve as basic organizational rules.

- (a) The general assembly can approve association rules by simple majority.
- (b) The representative bodies and committees may establish rules of procedure for their own business.
- (c) The Executive Board may decide on the further organisation of the VC regulations; these come into force after adoption by the Advisory Council.

6.2 Policies

Policies serve as an internal instruction of VC and are put into force by the Executive Board.

6.3 Position Papers

Position papers serve the positioning of VC regarding technical, industrial relations, political, trade union or other issues in the interest of VC.

Position papers are developed by the responsible bodies/working groups/technical departments and put into force by the Executive Board and submitted to the Advisory Council for approval.

With the approval of the Advisory Council, the position paper is brought into force. If the Advisory Council does not agree, the Executive Board, the Advisory Council, and the representative bodies, working groups or technical departments shall jointly attempt to reach an amicable solution by the next ordinary meeting of the Advisory Council. If this cannot be achieved, the Executive Board decides on the enactment of the position paper.

6.4 Regulations, policies and position papers are not part of the constitution.

7 EXECUTIVE BOARD

7.1 Responsibility and Composition of the Executive Board

The Executive Board is responsible for all matters of VC, unless they are assigned to another representative body of VC by the constitution.

The Executive Board of VC must be composed of a majority of ordinary VC members. It consists of the President, the Vice-President and at the time of election at least five further board members. Additional board positions may be occupied. The tasks of the Executive Board must always be divided among at least the following responsibilities and a member of the Executive Board may hold several responsibilities:

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

The distribution of the responsibilities among the individual board members must be documented in writing.

Additional Executive Board positions without a responsibility can also be filled (extended Executive Board). The Vice-President may assume an Executive Board responsibility.

The Executive Board should consist of employees from several airlines.

7.2 Voting rights to elect the Executive Board

Any ordinary VC member, whose membership is not suspended, is entitled to elect the Executive Board.

7.3 Electability of members of the Executive Board

Ordinary, extraordinary and transnational VC members may stand together as a team as candidates for board offices, provided that each member of the team has given prior consent to serve on the Executive Board. The consent must be documented.

It is not possible for a team member that has given its consent to exercise the office of Executive Board member to withdraw from the team before the election. This does not affect the possibility of a team member resigning after the election and acceptance of the election by the presidential candidate of the team. This applies accordingly in the event of the death of a team member before the election. The team member resigns from the team after the election and acceptance of the election by the presidential candidate of the team.

For candidacy, extraordinary and transnational VC members require a resolution of the Advisory Council, taken with a three-quarters majority which must be documented. The President and Vice-President must not simultaneously be a member of a Company Council.

7.4 Election procedure of the Executive Board

The election of the Executive Board takes place as a team election according to the valid Regulation of Elections of VC using an election procedure defined in section 5.2 of the constitution.

A presidential candidate, together with a candidate for vice president, must submit the composition of their Executive Board team and the consent of all team members to serve on the Executive Board in writing to the Election Committee in due time after the announcement of the election. A programme for the term of office should be attached to the candidacy application.

The result of the first ballot is announced at the General Assembly by the Election Committee. In a run-off election, only the VC members who are present and entitled to vote each have a single vote, regardless of any proxy votes.

7.5 The Executive Board's term of office

The term of office of the Executive Board starts with the closing of the General Assembly at which the election result was announced, or a run-off election was held. It ends in the fourth year following the election with the start of the term of office of the new Executive Board.

The old Executive Board must hand over its official functions to the new Executive Board immediately after the closing of the General Assembly.

An Executive Board may be re-elected several times.

If an Executive Board resigns en masse or if the number of the Executive Board members falls below the minimum number of Executive Board members according to section 7.6 of the Constitution, then the Executive Board remains in office with managerial powers until the election of the new Executive Board. It must immediately request the Election Committee to announce new elections.

The term of office an Executive Board elected during a current term of office ends at that point in time at which the term of office of the old Executive Board would have ended.

7.6 Replacement of members of the Executive Board

If the President resigns during the current term of office, the Vice-President assumes the office of president. The Executive Board then elects a new vice-president from among its members. This also applies in the event of the resignation of the Vice-

President. The election of a vice-president may be rejected by the Advisory Council by a resolution passed with a three-quarters majority of all acting members of the Advisory Council. The Advisory Council must decide on this at its next ordinary meeting at the latest. In the event of such a rejection of the election of a vice-president by the Advisory Council, new elections of the entire Executive Board must be held.

If an individual member of the Executive Board holding one of the compulsory responsibilities according to the Constitution resigns, the respective responsibility must be taken over by one or more acting members of the Executive Board. A member of the Executive Board may also assume more than one of the mandatory responsibilities.

In addition, the Executive Board may appoint additional board members outside of the election process and with the agreement of the Advisory Council. Agreement of the Advisory Council is deemed to have been given as long as the Advisory Council makes no opposition within two months from the day of announcement of the appointment.

These additional members of the Executive Board are not entitled to vote until the approval of the Advisory Council or before the expiry of the objection period of two months from the day of the announcement. They are entitled to attend the meetings of the Executive Board. Should the Advisory Council object to the appointment, no less than six Executive Board members (including the President and Vice-President) may remain on the Executive Board. Should the number fall below this number, new elections of the Executive Board must be initiated immediately by the Election Committee and completed at the latest within six months after receipt of the resignation.

7.7 New elections of the Executive Board

New elections of the Executive Board during a current term of office of the Executive Board must be held immediately as a team election according to the valid Regulation of Elections of VC, if

- (a) this is demanded by at least one quarter of all VC members entitled to vote, and a candidate team is simultaneously presented, or
- (b) the Advisory Council requires this through a resolution taken with a three quarters majority of all Advisory Council members, or
- (c) the Executive Board as a whole resigns, or the term of office of the complete Executive Board ends prematurely for other reasons, or
- (d) the conditions for a new election according to 7.6 of the Constitution have occurred.

In these cases, an extraordinary General Assembly is to be called at the latest when the new election is announced.

7.8 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 Chairman Industrial Relations may represent VC, together with either the President or the Vice-President.

7.9 Meetings and decisions of the Executive Board

7.9.1 The Executive 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; the agenda does not need to be announced in advance. A convocation period of one week should be complied with.

7.9.2 Meetings should be chaired by the President, in the event of his total or temporary absence by the Vice-President and in the event of the total or temporary absence of both by a member of the Executive Board appointed by the President.

7.9.3 The Executive Board should come together in an ordinary meeting at least once per month. The Executive Board is quorate as long as at least half, but no less than four, of its voting 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 Chairman Industrial Relations should participate in the Executive Board meetings if agenda items relating to his area of business are discussed.

7.9.4 In urgent cases, board decisions may be made even outside of board meetings, as long as at least 2/3 of all voting Executive Board members participate in this decision. The rules of procedure govern this in more detail.

7.9.5 If a motion 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.

7.9.6 The Executive Board's legally binding signature of collective labour agreements and other contracts having the nature of a collective labour agreement may take place only after agreement by the relevant responsible Company Council(s). The Executive Board has the right to refuse a signature (right of veto). The right of veto is to be exercised only for good cause, particularly in cases of a breach of the overarching goals of the VC association; this right is to be exercised immediately after a declaration of consent by the Company Council. If the policy on collective bargaining activities in VC stipulates a particular deadline for reply with regard to the signing of negotiation outcomes which have this can be delegated to the responsible collective bargaining representative.

7.9.7 Minutes are to be taken of all meetings and of all decisions made in another way.

8 ADVISORY COUNCIL

8.1 Responsibility and composition of the Advisory Council

The Advisory Council permanently represents the VC membership with respect to the Executive Board. In addition to its constitutional tasks, it advises the Executive Board and gives it recommendations. The Advisory Council elects a Managing Committee from among its members. The Advisory Council may form further committees for the tasks transferred to it through the Constitution or association rules.

The Advisory Council is composed of ordinary and extraordinary VC members.

8.2 Voting rights to elect the Advisory Council

The Advisory Council is elected by the ordinary and extraordinary VC members, whose membership is not suspended, in a voting process defined in item 5.2 of the constitution. Each VC member is eligible to vote for the candidates of its voting group (8.4).

8.3 Electability of Advisory Council members

Ordinary and Extraordinary VC members, whose membership is not suspended, may stand for election to the Advisory Council for their respective voting group. Acting members of the Executive Board are not eligible to run for the Advisory Council.

8.4 Election procedure of the members of the Advisory Council

The election of the Advisory Council is conducted by means of voting groups as an election of persons in accordance with the valid Regulation of Elections of VC in a voting process defined in item 5.2 of the Constitution of VC.

A voting group must consist of at least 15 members.

The assignment of the ordinary VC members to voting groups is performed according to the VC member's employer.

The Election Committee decides on the assignment of the voting groups. Taking into account the protection of minorities, it specifies the assignment of the Advisory Council seats according to occupational groups (captains, co-pilots) for all voting groups arising from 8.4. The criterion for this determination is the respective share of the occupational group within the membership of VC of the voting group on the day prior to the announcement of the election. The Regulation of Elections of VC governs this more in detail.

- (a) The number of Advisory Council members per employer is based on the following:

15 - 200 VC members:	1 Advisory Council member
201 - 600 VC members:	2 Advisory Council members
601 - 1000 VC members:	3 Advisory Council members
1001 - 1500 VC members:	4 Advisory Council members

1501 – 2000 VC members:	5 Advisory Council members
2001 – 3000 VC members:	6 Advisory Council members
3001 – 5000 VC members:	7 Advisory Council members
More than 5000 VC members:	8 Advisory Council members.

- (b) All VC members from one employer who do not reach the minimum number defined in 8.4 are gathered together into a single voting group (“Other airlines”), as long as this reaches the minimum number defined in 8.4.
- (c) Further voting groups are created from the following VC members:
 - i) student pilots
 - ii) job-seeking cockpit personnel
 - iii) pensioners who fall under the scope of a collective labour agreement regulating the pension scheme or transitional support scheme of VC
 - iv) all other pensioners

8.4 (a) applies accordingly to the number of Advisory Council members per voting group.

8.5 Term of office of the Advisory Council

The re-election of the Advisory Council must be completed every three years, no later than 31 October. The Advisory Council has to be constituted within three months after its election at the latest. If the Advisory Council is not constituted within three months after the election, the Election Committee must initiate new elections. The term of office of the Advisory Council ends with the constitution of the Advisory Council elected in the course of the new elections.

8.6 Replacement/by-elections of members of the Advisory Council

8.6.1 The membership of a member on the Advisory Council is terminated by:

- (a) Termination of membership of VC,
- (b) Resignation from office as member of the Advisory Council,
- (c) Election or appointment to the Executive Board,
- (d) Withdrawal from a voting group after assignment as per 8.4,
- (e) Permanent exclusion from execution of functions in VC as per 4.4.2,
- (f) Exclusion from VC as per 4.4.2, or
- (g) Suspension of VC membership as per 4.5.

In the event that an Advisory Council membership terminates, the next candidate on the list of successors according to the valid Regulation of Elections of VC moves up.

8.6.2 During a period of temporary exclusion from the execution of a function in VC as per 4.4.2, the VC member’s membership of the Advisory Council is suspended. In the event of suspension of membership of the Advisory Council, moving up does not take place.

8.6.3 By-elections

during a running term of office are to be announced, if

- (a) in the first two years of the term of office a new voting group as per 8.4 has been created or
- (b) in the event of 8.6.1, final clause, no further voting group member moves up, or
- (c) an Advisory Council seat of a voting group has remained vacant during the election,

and at least 10% of the members of that voting group or at least 25 members of that voting group apply in writing to the Executive Board for a call for by-elections.

8.7 Right of participation of members of the Advisory Council in meetings of the Executive Board

The Advisory Council has the right to be present and to speak in the meetings of the Executive Board. These rights are exercised by up to three members of the Managing Committee of the Advisory Council. Upon request of the Advisory Council, other members of the Advisory Council may take a proxy role with the approval of the Executive Board.

8.8 Managing Committee of the Advisory Council

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

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

8.9 Decisions of the Advisory Council

8.9.1 The Advisory Council is quorate if at least half of all Advisory Council members are present and represent the majority of the VC members is represented.

8.9.2 On the basis of a proxy in text form, each Advisory Council member may also represent a maximum of one absent Advisory Council member for the next Advisory Council meeting when voting.

Regarding the quorum of the Advisory Council (8.9.1) such representation by proxy by an Advisory Council member shall be assessed in the same way as the presence of the represented Advisory Council member. This representation does not include the representation of the VC members of the absent Advisory Council member.

8.9.3 The number of VC members represented results from the number of VC members of the respective voting group on the day prior to the announcement of the election or by-election. In the case of more than one Advisory Council members of a voting group, all VC members of this voting group shall be equally distributed to the present

Advisory Council member or the present Advisory Council members of this voting group.

8.9.4 The Advisory Council votes:

- a) by simple majority of the present and represented Advisory Council members, or
- b) on the basis of double majority. For a double majority, both the absolute majority of the votes of the present and represented Advisory Council members and also the absolute majority of the VC members who are represented by Advisory council members during the vote are necessary. For this, every Advisory Council member who is present proportionally represents the members of his voting group acc. to 8.9.3.

After a vote as per (a), the vote as per (b) must be carried out if an Advisory Council member requires this. In this case, only the result of vote as per (b) counts.

9 GENERAL ASSEMBLY

9.1 Time and place of the General Assembly / principle of non-publicity

9.1.1 The VC members decide at the ordinary General Assembly and at extraordinary General Assemblies. The General Assembly should take place until 31 May. At the same time an extraordinary General Assembly can be combined with the General Assembly.

9.1.2 The General Assembly can be held in whole or in part with the personal presence of the members on site or their virtual presence. The form and the location of the General Assembly shall be determined by the Executive Board. In order not to unduly complicate the participation of VC members, it must be ensured that the meeting venue is located in the catchment area of a large German airport. As far as the General Assembly is held with virtual presence of the members, membership rights may be exercised by means of electronic communication.

9.1.3 The General Assemblies are not public. Guests may attend the General Assemblies with the prior consent of the chairperson.

9.2 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 General Assembly can set itself rules of procedure.

9.3 Calling

Member assemblies are called in writing by the Executive Board, which is authorized 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 Executive Board or based on requests from VC members or the Advisory Council, up to a time point decided by the Executive 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 General Assembly is to be called by the Executive 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 Council requires this with 67 percent of the votes of its members,

or at the latest with the announcement of a new election of the Executive Board according to 7.7 of the constitution of VC.

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

The invitation to the General 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 VC member.

9.4 Motion for the agenda

9.4.1 Motions by the VC members for the General Assembly must be submitted in writing to the Executive Board no later than the date specified by the Executive Board in the invitation.

9.4.2 If the Executive Board, in sending the invitation, did not specify a different notification period, then no later than three weeks before a General Assembly each VC member and the Advisory Council may request the Executive Board in writing for an addition to the agenda. A motion for an addition to the agenda is to be permitted. The Executive 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 period for motions expires.

This also applies to motions to modify the constitution.

9.4.3 Motions to make additions to the agenda which are submitted only in the General Assembly require a unanimous decision of the General Assembly.

9.5 Motions 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.

9.6 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 General Assembly is necessary. A corresponding motion is to be submitted within the usual periods.

9.7 Voting rights

In the General Assembly, every ordinary VC member whose voting right is not suspended, has a vote. Another VC member may be authorized in writing to exercise the voting right. The authorization is to be assigned separately for each General Assembly, but a VC member may not represent more than five other votes. The written authorization is to be submitted before exercising the voting right.

9.8 Minutes of meeting

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

10 COMPANY COUNCILS

10.1 Responsibility and composition of company councils

10.1.1 Responsibility

Company councils are established in order to prepare and conduct collective bargaining. The company councils decide upon:

- (a) the termination of collective labour agreements,
- (b) the collective bargaining demands,
- (c) the acceptance or rejection of the results, minutes, or any agreements relating to collective bargaining,
- (d) the failure of negotiations,
- (e) requests to the Executive Board for strike action, and
- (f) requests to the Executive Board for measures of industrial action.

10.1.2 Composition

A company council consists of at least 6 and at most 8 VC members. The size is determined by the Executive Board and the Chairman Industrial Relations and can be lower than 6 in case of justified cases (e.g., initial closure of a collective labour agreement for an operator). The total number of seats of the company council is to be distributed equally among the occupational groups (captains, co-pilots).

In case there is no sufficient pool of applicants within an occupational group to fill all seats allocated to the respective occupational group, these seats are filled with candidates of the other occupational group until the minimum size of a company council according to the Constitution of VC is reached.

In the case of a unified company council according to 10.10 of the constitution of VC or a comprehensive company council according to 10.11 of the constitution of VC, the size of the company council may deviate from the above-mentioned limits. The Executive Board decides on this as well as the allocation of seats of the company council together with the Chairman Industrial Relations in a way that the interests of

each operator are taken into account. Minority protection applies both to individual operators and to individual occupational groups in relation to the respective operator.

These principles continue to apply in the event of changes in the composition of the company council during its term of office.

10.2 Voting rights for the election of company councils

The company councils are elected by ordinary VC members who are employed by operators which fall under the scope of existing or intended collective labour agreements and whose membership is not suspended.

10.3 Electability of company council members

When the size of the company council has been determined and the seats of the company council have been allocated to the respective occupational groups (captains, co-pilots) ordinary VC members who are employed at those operators which fall under the scope of the existing or an intended collective labour agreement, whose VC membership is not suspended, may stand as candidates for one seat of the company council for their respective occupational group (captain, co-pilot).

10.4 Election procedure of the company council members

The election of the members of the company council is conducted as an election of persons in accordance with the valid Regulation of Elections of VC in using a voting procedure as defined in section 5.2 of the constitution of VC.

10.5 Term of office of a company council

The new election of a company council should be completed three years after constituting. In justified cases, the term of office may be extended by a maximum of one year by resolution of the Executive Board and the Chairman Industrial Relations. This does not affect 10.7 of the constitution of VC.

10.6 Replacement/by-election of company council members

10.6.1 A member of a Company Council leaves the company council

- (a) by resignation from the company council,
- (b) by termination of VC membership as per 4.4,
- (c) by leaving the scope of the collective labour agreement as per 10.3
- (d) by starting training for changing the occupational group,
- (e) for unified company councils, by leaving the scope of the collective labour agreement as per 10.10, and for changes of the operator within the scope of the collective labour agreement as per 10.10.

10.6.2 If a company council member leaves permanently, the position is filled again. The following criterion applies to the replacement:

- (a) A replacement is made primarily by persons who belong to the same occupational group as the member of the Company Council that has left or, in the case of unified company councils, to the same occupational group as well as to the same operator.
- (b) If there are several persons on the list of successors who belong to the same occupational group or, in the case of unified company councils, to the same operator as well as to the same occupational group, the person who gathered the highest number of votes moves up.
- (c) If there is no successor from the same occupational group of the respective operator available to fill an empty seat of the company council, by-elections take place. For this by-election the rules for the election of a company council apply to the same effect.
- (d) If no candidate of the respective occupational group is elected during the by-election and the number of company council members is below the minimum size according to 10.1.2, a member of the other occupational group of the respective operator, who has the highest number of votes, moves up. In the case of a unified company council according to 10.10 of constitution of VC, successors of the affected occupational group from the other operators will move up in such an event, while taking into account the distribution of the company council seats among the respective operators in accordance with 10.1.2 of the constitution of VC. If there are no successors, a by-election is held at the respective operator.

10.7 New elections of company councils

New elections of a company council during the current term of office must always be carried out, if

- (a) the majority of the VC members eligible to vote the respective company council so request in writing to the Elections Committee, or
- (b) if at least 2/3 of the company council members resign or their term of office ends prematurely for other reasons.
- (c) In case of a unified company council according to 10.10 of the constitution of VC, 10.7 a) and b) apply only to the VC members of a participating operator with effect for the company council members from that operator.

An interim appointment according to section 10.12 does not take place in this case of a new election of a company council according to 10.7 a) - c). New elections are to be initiated immediately by the Election Committee.

10.8 Collective bargaining representative

The Chairman Industrial Relations assigns each company council a collective bargaining representative who attends all meetings and serves as a negotiator. Within the company council, it is the specific task of the collective bargaining representative to point out 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 collective bargaining representative is to be documented in the protocol. This triggers a direct communication to the Chairman Industrial Relations and the Executive Board.

10.9 Election of the speaker and his deputy/deputies

The company council members elect a speaker and his deputy/deputies in separate ballots as an election of persons in accordance with the valid Regulation of Elections of VC. The company council members and the assigned collective bargaining representative are eligible. The speaker heads the company council and its meetings, in case of his total or temporary absence he appoints this task to one deputy.

10.10 At operators that are affiliated companies within the meaning of §§ 15 ff. AktG (German Public Companies Act), or in the case of the conclusion of collective labour agreements with a scope of application for several operators, a unified company council is elected. If in doubt whether companies are affiliated within the meaning of §§ 15 AktG, the Executive Board and the Chairman Industrial Relations may decide on the election of a unified company council. If there are already company councils in the operators, which are affiliated companies within the meaning of §§ 15 AktG, they delegate an amount according to 10.1.2 of the constitution of their company council members to the unified company council. In this case those members of the respective occupational group who received the most votes in their election have to be delegated, unless the company council appoints other members of the respective occupational group by majority vote.

The responsibility of the company councils of these operators pursuant to 10.1.1 of the constitution passes on to the unified company council with the delegation of its members. The company councils of these operators are dissolved upon irrevocable conclusion of a collective labour agreement with scope of application covering the operator concerned and at least one other operator within the area of responsibility of the uniform company council. Until it is dissolved, it may decide on the content of the collective bargaining demands relating to its operator to be pursued by its members delegated to the unified company council. After the dissolution of the company council of one of these operators, the delegated members of this company council remain in the unified company council until the latter is newly elected. If another operator is added to the scope of a collective labour agreement applicable to several operators or to an existing group of affiliated companies within the meaning of §§ 15 ff. AktG, the uniform company council is expanded in accordance with the provisions of 10.1.2.

10.11 If collective labour agreements with a personal scope of application are sought or concluded, and several company councils are responsible for these as per 10.3 of this constitution, then, concerning these collective labour agreements, the tasks as per 10.1.1 are to be performed through a comprehensive company council. The Executive

Board and the Chairman Industrial Relations decide on the appointment, size, and composition in accordance with 10.1.2 of this constitution.

10.12 If a company council does not yet exist in an operator, then a company council can be temporarily established by resolution of the Executive Board and the Chairman Industrial Relations. In this case, deviation from provisions of sections 10.1.2 to 10.5 of the constitution of VC is permissible. A proper election is to take place 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 VC members falling within the scope of the collective labour agreements to be negotiated.

10.13 Resolutions of a company council

A quorum exists if at least half of the members of a Company Council are present.

Resolutions are always 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 6.1 b) of the constitution).

All decisions must take into account the overarching goals of the VC association.

11 CHAIRMAN INDUSTRIAL RELATIONS

11.1 Responsibility of the Chairman Industrial Relations

In collaboration with the Executive Board, the Chairman Industrial Relations is in particular responsible for:

- (a) The trade union activities of VC
- (b) Fulfilment of the tasks assigned relating to collective bargaining by VC, as per the VC policy on collective bargaining activities,
- (c) Conducting summit talks with the employers and associations after being tasked by the respective Company Council, with the participation of the spokesman or of a representative appointed by the Company Council
- (d) The public presentation of VC's collective bargaining positions.

The Chairman Industrial Relations also has a voting right in decisions of the Executive Board in all matters that fall under his responsibilities as per 11.1. In particular, these are decisions on:

- (i) Industrial action and ballots on industrial action
- (ii) Size and composition of Company Councils and Collective Company Councils
- (iii) First determination of a Company Council
- (iv) Right of veto according to 7.9.6
- (v) Regulations, policies, and position papers in the area of industrial relations and trade union policy.

(vi) Personnel measures within the collective bargaining department.

11.2 Voting rights to elect the Chairman Industrial Relations

The Chairman Industrial Relations is elected by the acting members of the Advisory Council.

11.3 Electability of the Chairman Industrial Relations

Candidates for the office of Chairman Industrial Relations may be only full-time VC employees, or persons who before the election have legally and bindingly declared to the Executive Board of VC that after a successful election they will take up employment as per the appointment conditions indicated by the Executive Board beforehand.

11.4 Election procedure of the Chairman Industrial Relations

The Chairman Industrial Relations is elected in an election of persons in accordance with the valid Regulation of Elections of VC.

11.5 The Chairman Industrial Relations is elected for a period of five years.

11.6 Premature termination of the term of office of the Chairman Industrial Relations

The office of Chairman Industrial Relations may be terminated prematurely by:

- (a) resignation from the office of Chairman Industrial Relations,
- (b) voting out of office, or
- (c) termination of the employment relationship.

The Chairman Industrial Relations is voted out of office:

- (i) by resolution of the Advisory Council with a three-quarter majority of all acting Advisory Council members, Or
- (ii) by resolution of the General Assembly with a simple majority.

In every case of the premature termination of the term of office, the position of the Chairman Industrial Relations is held temporarily by a person appointed by the Executive Board until a new election.

The new election of the Chairman Industrial Relations is to be conducted by the Election Committee without delay.

11.7 Representative Competence of the Chairman Industrial Relations

The Chairman Industrial Relations is a special representative under the terms of § 30 BGB. The responsibilities of the Chairman Industrial Relations are the trade union and collective bargaining policy activities of VC.

In the event of his unavailability the Chairman Industrial Relations has the right to nominate a representative from his area of business who exercises the rights and fulfils the duties of Chairman Industrial Relations.

12 YOUNG VC

12.1 Purpose of Young VC

12.1.1 To promote the work of succeeding talents, young VC members up to the age of 30 are grouped together as Young VC.

12.1.2 The work of young talents is regulated by a guideline of the VC according to 6.2 of the constitution of VC.

12.1.3 Young VC shall work for the interests of the young VC members related to professional and association politics and, in particular, assumes the following tasks within VC:

- (a) membership recruitment, e.g., at flight schools and trade fairs,
- (b) support and development of youth-specific topics within VC and the corresponding exchange with the representative bodies and committees of VC,
- (c) promotion of the formation of will of the young VC members regarding association politics,
- (d) supporting the professional development of active members of the Young VC.

12.2 Leadership of Young VC

12.2.1 Responsibility and composition of the Leadership of Young VC

A leadership is formed to coordinate the work of succeeding talents. The Leadership of Young VC consists of at least five, at most ten VC members. Among them, at least five VC members must be in training for an employment according to 4.1.1 of this constitution or looking for a job following this training at the moment of the end of the deadline for voting of this election.

Further regulations are reserved for the Regulation of Elections of VC, with at least the following provisions:

- (a) the right to vote,
- (b) the electability,
- (c) the election procedure,
- (d) the term of office,
- (e) the replacement and
- (f) the chairmanship.

12.2.2 In order to represent the interests of the young VC members, Young VC has the right to be present and heard in the Executive Board meetings and in the Advisory Board meetings. This right shall be exercised by one member of the Leadership of Young VC.

13 FINANCE

VC is obliged to manage its budget modest and economically. It does not primarily pursue own economical purposes.

- 13.1** For each business year, the Executive 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 Council, whose approval it requires. The budget for the respective coming year takes effect at the time that it is approved. The Advisory Council is to be informed at regular intervals about the progression of the budget.

It is permissible to change a budget which has taken effect, as long as the Advisory Council approves the proposed changes.

The use of membership fees, the formation and use of financial reserves, as well as other principles of budget management and the rights of the Advisory Council are regulated in VC's Association Rules of Finances

- 13.2** The Executive Board presents a set of annual accounts and a business report for the previous year to the General Assembly.

13.3 Auditor

13.3.1 Responsibility of the Auditor

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 General Assembly as to whether his inspection has given cause for significant objections.

The auditor elected for the following year assists the auditor for the current business year in its auditing, and is his deputy.

13.3.2 Voting rights to elect the Auditor

The Auditor is elected by the ordinary VC members, whose membership is not suspended, at the General Assembly.

13.3.3 Electability of the Auditor

All VC members who are not members of the Advisory Council or the Executive Board, whose membership is not suspended, and who are present at the General Assembly or who have declared in writing to the Executive Board before the beginning of the General Assembly that they will accept the office if elected, may stand for the office of Auditor.

13.3.4 Election of the Auditor

For the following business year, the General Assembly elects an auditor in an election of persons in accordance with the valid Regulation of Elections of VC.

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

14 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 Executive Board, and require no resolution by the General Assembly. The members are to be informed of this immediately.

15 LIQUIDATION OF VC

- 15.1** 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 Executive 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 Executive 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.
- 15.2** If nothing to the contrary is decided, the president and the vice-president are jointly liquidators with authority to represent.
- 15.3** 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 VC members, unless during the decision to liquidate VC another provision was made for the use of the association's assets.
- 15.4** The above provisions apply accordingly if VC is liquidated for another reason, or it loses its legal capacity.

16 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 organization in such a way that it has both a preventive and curative character. The Mediation Team should be accessed for the settlement of conflicts between members, representative bodies, committees and groups within VC which arise internally. This applies especially before recourse to law.

16.1 Mediation Team

The Mediation Team is made up of suitable voluntary members of VC. Rules of procedure govern the selection, qualification, and nomination of the members of the Mediation Team.

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

16.2 Conciliation Committee

The Conciliation Committee consists of an odd number of persons. Its chair is nominated by the Advisory Council. The chair must not belong to the Mediation Team. 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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