

Consolidated Act on DSB (Danish Railways)

Promulgation of Consolidated Act on DSB, see Consolidated Act No. 1184 of 12 October 2010, as amended by section 1 of Act No. 1402 of 23 December 2012, section 125 of Act No. 686 of 27 May 2015, section 1 of Act No. 172 of 27 February 2016, and section 1 of Act No. 276 of 26 March 2019.

Part 1

Object, management, etc.

1.

(1) DSB is an independent public enterprise.

2.

(1) The object of DSB is to operate railway services under the Danish Railway Act and other activities that are a natural extension thereof. The activities must be operated on a commercial basis.

(2) DSB must ensure that S-train traffic in the metropolitan area is operated based on a contract with the Danish Minister for Transport, Building and Housing regarding passenger traffic performed as a public service, see the Danish Railway Act.

(3) DSB may establish subsidiaries, acquire equity interests in other businesses and enter into collaboration agreements etc. in connection with the performance of its activities (see subsection (1)).

(4) DSB may operate railway traffic abroad in connection with the performance of its activities (see subsection (1)).

(5) DSB may arrange development of DSB's real estate through its subsidiary DSB Ejendomsudvikling A/S.

(6) DSB Ejendomsudvikling A/S may, in connection with its activities (see subsection (5)), acquire real estate which is connected to DSB's or the company's real estate.

2 a.

(1) Upon decision by the Minister for Transport, Building and Housing, DSB must make available vehicles for traffic operated as public service that has been put to tender. The vehicles must be made available on lease terms for a period up to the term of the contract.

(2) The Minister for Transport, Building and Housing may order DSB to operate traffic as public service for payment.

(3) The Minister for Transport, Building and Housing will determine the terms and conditions for DSB's obligation under subsection (1).

3.

(1) DSB's assets must be kept separate from the assets of the State, and DSB has disposal of its non-current assets and operating equipment within the framework applicable from time to time.

4.

(1) DSB is managed by a board of directors. The Minister for Transport, Building and Housing will at a company meeting (see section 5(2)) elect no less than 5 but not more than 8 members to the board of directors, including chairman and deputy chairman, for a period of 1-2 years. Re-election may take place. The Minister for Transport, Building and Housing may at any time, at a company meeting, dismiss the members elected by the Minister.

(2) The employees may elect representatives for the board of directors. The rules of the Danish Companies Act on election of employee representatives and their alternates, including rules on group representation and eligibility, apply *mutatis mutandis*.

(3) The chairman and the deputy chairman of the board of directors are obliged to inform the Minister for Transport, Building and Housing of matters of material importance.

5.

(1) The Minister for Transport, Building and Housing may, vis-a-vis DSB, exercise the same powers as those vested in the general meeting of a public limited company under the Danish Companies Act and the Danish Financial Statements Act and is comparable to a sole shareholder.

(2) In DSB, the general meeting is held in the form of a company meeting. The Minister for Transport, Building and Housing will in the articles of association lay down detailed provisions on the content and competence of the company meeting.

6.

(1) The Danish Companies Act, including the provisions applicable to state-owned public limited companies, applies to DSB with the adjustments resulting from this Act.

Part 2

(Repealed)

7. - 10.

(Repealed)

Part 3

Accounting and auditing matters, investment decisions, and raising of loans

11.

- (1) The rules in the Danish Financial Statements Act that apply to public limited companies, including state-owned public limited companies, apply to DSB with the adjustments resulting from this Act.
- (2) DSB's annual report must be audited by a state-authorised public accountant and by the Auditor General. The state-authorised public accountant must be elected at a company meeting by the Minister for Transport, Building and Housing on the recommendation of the board of directors, and is elected for a period of one year. Re-election may take place.
- (3) Furthermore, the Auditor General must audit DSB's financial statements in compliance with the provisions of the Danish Auditor General Act.
- (4) The audited annual report must be presented for approval at a company meeting.

12.

- (1) DSB may raise financing, including operating credits, against security over its own assets.
- (2) Investments contemplated by DSB or its subsidiaries which exceed a threshold of DKK 100 million is subject to approval by the Danish Parliament's Finance Committee. The threshold is adjusted annually from 1999 in line with the development of the net price index.
- (3) As for investments in rolling stock that are covered by subsection (2), the company's decisions regarding tenders and award of contracts in that regard will be subject to approval by the Minister for Transport, Building and Housing. For the purpose of the Minister's approval, the Ministry must obtain an external quality assurance of the company's decisions. Expenses for external assessment of the tender documents and the contract award must be paid as part of the total costs of the rolling stock procurement.
- (4) DSB must once a year submit an investment and financing plan to the Minister for Transport, Building and Housing. In the event of any subsequent material changes to the investment and financing plan, the Minister for Transport, Building and Housing must be informed thereof.
- (5) Following an approval by the Danish Parliament's Finance Committee, the Minister for Transport, Building and Housing may guarantee obligations of DSB and DSB's subsidiaries.

13.

(Repealed)

Part 4

Employee matters

14.

- (1) Civil servants employed by DSB are covered by the civil servants legislation.
- (2) The Minister for Transport, Building and Housing may authorise DSB to make the decisions which, according to the civil servants legislation, rest with the Minister. However, this does not apply to cases of dismissal under section 26 of the Danish Civil Servants Act.
- (3) DSB may, subject to the directions of the Minister for Finance, enter into agreements concerning the terms and conditions for employment of civil servants in DSB.
- (4) For civil servants in DSB, the company must pay the contributions etc. determined by the Minister for Finance to cover the State's pension expenses.
- (5) DSB pays salaries, etc. to the civil servants seconded from DSB. DSB pays pension contributions, etc. to the State (see subsection (4)).

15. - 15 b.

(Repealed)

16.

- (1) DSB may, subject to the directions of the Minister for Finance, enter into collective agreements or otherwise determine pay and other employment terms and conditions for non-civil servants employed by DSB.

17.

- (1) DSB is subject to sections 54 and 61 of the Danish Sickness Benefits Act and sections 39 and 41 of the Danish Act on Maternity and Paternity Leave and Benefits.

18.

(Repealed)

Part 5

Access to public records

19.

(1) The Danish Act on Access to Public Records, the Danish Public Administration Act and the Danish Ombudsman Act apply to matters involving DSB employees and to the railway activities carried out by DSB as part of the provision of negotiated traffic. The Acts referred to in the first sentence do not apply to the other activities performed by DSB.

(2) The Danish Act on Access to Public Records, the Danish Public Administration Act and the Danish Ombudsman Act apply to the railway activities carried out by DSB's subsidiaries as part of the provision of negotiated traffic.

Part 6

Supervision

20.

(1) The Minister for Transport, Building and Housing will supervise DSB's compliance with the provisions of this Act.

(2) Upon request, DSB must provide the Minister for Transport, Building and Housing with any kind of information about its activities. The Minister for Transport, Building and Housing will determine the rules in this regard.

21. -22.

(Repealed)

Part 7

Entry into force, transitional provisions, etc.

23.

(1) The Act will enter into force the day after publication in the Danish Law Gazette (but see subsection (2)).

(2) The Minister for Transport, Building and Housing will determine the date when section 13 enters into force. Until the provision enters into force, the State's self-insurance scheme will apply to DSB and DSB S-tog A/S.

(3) Effective as of 1 January 1999, Act No. 230 of 4 April 1995 on Management of DSB, etc. will be repealed.

24.

(1) Section 19(1), second sentence, does not apply to documents that have been prepared by DSB or have come into DSB's possession before the entry into force of the Act.

25.

(Repealed)

26.

(1) The civil servants employed by DSB who are seconded to Scandlines A/S on a voluntary basis after the establishment of Scandlines AG participate on an equal footing with employees of Scandlines A/S in the election of employee representatives to the board of directors of Scandlines A/S and are similarly eligible for election to the board of directors, see the relevant provisions in the Danish Public Companies Act.

(2) Seconded civil servants who choose to become employed on special terms in Scandlines A/S or in a subsidiary owned by the company, as well as those Scandlines A/S employees who, as a result of organisational changes, become employed in a subsidiary owned by the company, are eligible for election to the relevant board of directors, notwithstanding that they do not meet the requirement in the public companies legislation about employment in the relevant company for the 12 months preceding the election.

(3) Those Scandlines A/S employees who, as a result of organisational changes, are seconded to a subsidiary owned by the company have the right to vote and are eligible for election to the board of directors of the relevant company. The same applies to seconded civil servants from DSB who accept secondment to a subsidiary owned by Scandlines A/S.

26 a. - 26 b.

(Repealed)

Act No. 1402 of 23 December 2012 (Procedure for the acquisition of rolling stock, general guarantee, composition of the board of directors, possibility for DSB, Naviair and Energinet.dk to merge tax-free with wholly-owned subsidiaries, consequential amendments as a result of the Danish Companies Act, etc.)¹⁾ contains the following provision regarding entry into force:

3.

(1) The Act will enter into force the day after publication in the Danish Law Gazette (but see subsection (2)).

(2) The Minister for Transport, Building and Housing will determine the date when section 1(8) enters into force.²⁾

(3) Section 2 will have effect for mergers adopted on or after 1 January 2013.

Act No. 686 of 27 May 2015 contains the following provision regarding entry into force³⁾:

124.

(1) The Act enters into force on 15 July 2015 (but see subsection (2)).

(2) - (5) (Deleted)

Act No. 172 of 27 February 2016 (Terms and conditions governing the secondment of civil servants, and repeal of provisions about DSB S-tog A/S) contains the following provision regarding entry into force:

2.

The Act enters into force on 1 March 2016.

Act No. 276 of 26 March 2019 (Commercial real estate development) contains the following provision regarding entry into force:

2.

The Act enters into force on 1 May 2019.

Ministry of Transport, Building and Housing, 7 May 2019

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/ Michael Birch

Official notes

- 1) The amendment concerns the title of the Act, the heading of Part 1, sections 1-10, the heading of Part 3, sections 11-13, 15, 19, the heading of Part 6, sections 21, 22, 25, 26a and 26b.
- 2) Put into force by Executive Order No. 1226 of 1 November 2018.
- 3) The amendment to section 125 concerns section 2 a of the Act.