

Articles of Association (Valid effective April 17, 2018)

Article 1 - Name of the Association

- 1.1. Under the name of “Interest Group Air Cargo Switzerland”, the **Association** is constituted in accordance with **Article 60 et seq of the Swiss Civil Code**. The Association is hereafter called shortly IGAC.

Article 2 - Purpose of the IGAC

- 2.1. The main purpose of the IGAC is to promote air cargo in Switzerland in an atmosphere of free competition and mutual recognition. It shall always act as neutral body and adhere to the relevant anti trust regulations.
- 2.2. The IGAC is active on a national level as well as on local levels at international airports in Switzerland. It supports and represents the interests of its members concerning their air cargo activities in Switzerland.
- 2.3. The IGAC shall provide a platform and a network for exchange of professional information and contacts and shall maintain close contacts with other associations of the industry.

Article 3 - Objectives

- 3.1. To anticipate, initiate, support, launch and help solving issues, which allow the air cargo industry in Switzerland to further develop and to prevent critical developments with negative consequences that have a general relevance to members of the IGAC and the air cargo community in general.
- 3.2. To create and lead special working groups consisting of members of the IGAC and other interested parties covering important matters of the industry.
- 3.3. To cooperate and communicate closely with selected partner associations to coordinate activities and to strengthen the position of air freight.

Article 4 - Membership

- 4.1. The IGAC is organized in sections which are based at the international airports of Switzerland. Activities on Swiss national level are led by the joint Executive Committee.
- 4.2. Membership in the IGAC is open for companies and other associations having an affinity with the air cargo business in Switzerland. Members can participate at the activities in one or several of the local sections in accordance with their membership fee paid.
- 4.3. Companies interested in joining the IGAC as a member must apply for membership in writing to the administrative office of the Interest Group Air Cargo Switzerland.
- 4.4. Applications will be accepted or refused by the national Executive Committee. The refusal of an application can be communicated without giving concrete reasons.

- 4.5. Each member designates one delegate for each section in which the member wants to be active. Each delegate has one vote in his/her section. Voting at the general Assembly is limited to one vote per company. The delegates must be on the member's payroll and hold a managerial responsibility in the air cargo activities in Switzerland. Replacement of a delegate has to be notified in writing to the administrative office of the IGAC.
- 4.6. Meetings may only be attended by the designated representative or by a chosen proxy of the member. Proxies to other members are not allowed.
- 4.7. Private/individual persons with an affinity to air cargo in Switzerland can apply for passive membership but have no voting rights.
- 4.8. Decisions can also be taken by means of a mail vote (paper or electronic). The EXCOM prepares the proposal to be voted upon and the administrative officer organizes the voting. Decisions by mail votes are taken by the simple majority of the active members.
- 4.9. Each member is allowed to terminate its membership at the end of each year. The resignation has to be communicated in writing to the administrative office of the IGAC.
- 4.10. The EXCOM can elect individual persons as honorary members in recognition of extraordinary services rendered to the association. These honorary members will not pay any membership fees and have no voting rights.
- 4.11. Members may be expelled from the IGAC for conduct detrimental to the IGAC or its purposes, non-payment of membership fees or non-fulfillment of membership requirements.

Article 5 - Organization

The powers of the IGAC are vested in:

- The General Assembly
- The National Executive Committee (EXCOM)
- The Local Sections and the Local Meeting of Members
- The Boards of the local Sections (Vorstand, comité)
- The Auditors
- Administrative Office (Geschäftsstelle)

5.1. The General Assembly

- 5.1.1. The General Assembly is the highest authority of the IGAC.
An Annual General Assembly will be convened during the first 6 months every year. Extraordinary General Assemblies can be called at any time by the national Executive Committee or can be requested by one fifth of the members in writing to the president by listing reasons and objectives to be dealt with.
- 5.1.2. Each active member has one vote. A General Assembly has a quorum if one fifth of the members are present. The General Assembly can take decisions through its members present at the meeting and with a majority of 2/3 of the votes of the members present. Votes by proxy shall be permitted provided the member present can provide the proxy in writing at the Assembly and is on the payroll of the members company.
- 5.1.3. Changes of the articles of IGAC and the break-up of the IGAC can be only concluded at the "Annual General Assembly" by 2/3 majority of the delegates present.

- 5.1.4. Active members can propose agenda items to the administrative office of the IGAC in writing up to 3 weeks before the date of the Assembly. The agenda is prepared and distributed to all members in writing (e-mail or letter) latest one week before the date of the Assembly. Only items placed on the agenda may be voted upon by the General Assembly.
- 5.1.5. The Annual General Assembly may also elect a co-president of the IGAC who through his/her political or economic relations in Switzerland can support the cause of the IGAC.
- 5.1.6. The responsibilities of the General Assembly are:
- Approval of the annual financial statement, the yearly report of the EXCOM, the budget prepared by the EXCOM and the report of the auditors
 - Election of the president and the co-president of the IGAC
 - Discharge of the EXCOM members
 - Election of the auditor(s)
 - Determination of the membership fees
 - Approval of changes of the articles of the IGAC
 - Approval of investments in commercial entities as proposed by the EXCOM
 - Decision on break-up of the IGAC and liquidation of the available funds

5.2. The National Executive Committee (EXCOM)

- 5.2.1. The EXCOM is the highest executive body of the IGAC and is chaired by the president.
- 5.2.2. The president of the EXCOM is elected at the Annual General Assembly for a period of two years by a 2/3 majority of the members present at the Assembly. Suggestions for candidacy can be placed by the members before or directly at the General Assembly.
- 5.2.3. Each section elects and delegates two of its local board members (see para. 5.3.) to the EXCOM. When selecting the delegates within the sections it has to be secured that Swiss WorldCargo representing the national carrier is always represented in the EXCOM.
- 5.2.4. Additional seats in the EXCOM can be made available to partner associations according to the details stipulated in the respective cooperation agreement.
- 5.2.5. The EXCOM shall have the following major tasks and responsibilities:
In general, execute all issues not directly covered by the General Assembly, such as
- Accept or refuse applications for membership to the IGAC
 - Set up a concept and fee structure for sponsors
 - Organize the General Assembly and report on running and planned activities
 - Organize events and initiate actions for the promotion of air cargo in Switzerland
 - Nominate delegates and supervisory board members representing the interest of the IGAC in associations and/or commercial entities where IGAC is a shareholder
 - Conclude/terminate cooperations with partner associations wherever of mutual interest
 - Establish an Administrative Office and elect an administrative officer dealing with the day-to-day business of the IGAC and carry out specific functions and tasks as instructed by the EXCOM
- 5.2.6. The EXCOM shall
- Elect a vice-president among its members and a cashier
 - Take decisions by voting if a quorum of 50 % plus one member are present. Decisions within the EXCOM are reached by simple majority vote.
 - Meet at least 4 times yearly to initiate and execute activities
 - Select the key topics to be addressed and nominate one member as stakeholder

- Record the major points discussed and decided during the meetings in a protocol to be made available to the members of the IGAC
- Inform the members promptly of any changes and developments of significance in the air cargo industry initiated by IGAC or other sources.
- Ensure that the funds of the IGAC are invested to the benefit of the air cargo industry and that general expenses are kept at a minimum

5.2.7. The Officers of the boards shall not receive any remuneration of any kind for their work with the exception of person(s) who are elected by the EXCOM to execute the function of “administrative officer”. Such remuneration will be fixed by the EXCOM in relation to the work/task performed by the officer(s).

5.3. The Local Sections and the Local Meeting of Members

5.3.1. The Cargo community at each of the international airports in Switzerland can found a section and apply for membership to the IGAC. These local sections organize their events, responsibilities etc. independently but within the framework of the bylaws of the interest group and in coordination with the national EXCOM.

5.3.2. The Local Meeting of Members is the governing authority of each section. Such meetings will be convened whenever needed. Meetings can be called at any time by the local section board or can be requested by one fifth of the members in writing to the president of the section by listing reasons and objectives to be dealt with.

5.3.3. Each member has one vote. A Local Meeting of Members has a quorum if one fifth of the members are present. Decisions can be taken through its members present at the meeting and with a majority of 2/3 of the votes of the members present.

5.3.4. Elections and voting can be during members meetings or by mail vote (also email).

5.3.5. Members can propose agenda items to the president of the section in writing before the date of the meeting or verbally during the meeting.

5.3.6. The responsibilities of the Local Meeting of Members are:

- Approval of the yearly report of the local board
- Election of the members of the local board and its president

5.4. The Boards of the Local Section

5.4.1. The elected board members of each section nominate two of its board members as members of the EXCOM.

5.4.2. Additional seats in the local boards can be made available to partner associations according to the details stipulated in the respective cooperation agreement.

5.4.3. The local board shall have the following major tasks and responsibilities:

- Deal with the day-to-day business of the section and carry out specific functions and tasks as instructed by its members
- Organize the local meeting of members and report on running and planned activities
- Organize events and initiate actions for the promotion of air cargo

5.4.4. The local section board shall

- Elect a vice-president among its members and responsible persons for special tasks
- Take decisions by voting if a quorum of 50 % plus one member are present. Decisions within the board are reached by simple majority vote.
- Meet at least 4 times yearly to initiate and execute activities
- Record the major points discussed and decided during the meetings in a protocol to be distributed to the members of the section
- Inform the members promptly of any changes and developments of significance in the air cargo industry initiated by IGAC or other sources.
- Ensure that the funds of the section are invested for the benefit of the air cargo industry and that general expenses are kept at a minimum

5.4.5. The Officers of the boards shall not receive any remuneration of any kind for their work.

5.5. The Auditors

The auditing function is performed by 1 - 2 auditors. They are elected for a period of two years by the Annual General Assembly. The auditors shall audit the accounts of the IGAC and present their report to the Annual General Assembly.

5.6. The Administrative Office

An administrative office will be responsible to carry out the administrative and day-to-day work of the Interest Group properly and professionally. This work shall include

- Administration, Accounting, Correspondence,
- Planning and organization of events
- Participation in industry projects
- Coordination with web designer of the IGAC webpage(s)
- Other administrative duties important for IGAC

This work will be executed by an external individual or company and no staff will be employed by IGAC.

Article 6 – Membership fees and other Contributions

- 6.1. In order to cover the IGAC's expenses, a membership fee will be fixed at the Annual General Assembly.
- 6.2. The IGAC is a not for profit organization and shall in principle not accrue any reserves more than necessary to carry out its activities.
- 6.3. The collection of the membership fees shall be the responsibility of the national IGAC.
- 6.4. The structure for the allocation of funds to be used for national and local activities shall be fixed by the EXCOM and included in the annual budget.
- 6.5. In addition to the membership fees the IGAC shall generate sponsoring fees from interested parties. The fees and the use of the funds shall be determined by the EXCOM in agreement with the individual sponsor.
- 6.6. The financial year shall coincide with the calendar year.

Article 7 – Obligations of Members

- 7.1. Each delegate of a member company is obliged to a positive cooperation with the IGAC. However, first of all he/she is remains foremost obliged to his/her company.
- 7.2. Any kind of personal or company liability of any member or officer of the IGAC is excluded.

Article 8 – Parallel Organizations

- 8.1. The purpose of the IGAC is not to be in competition with other existing associations, communities or groups. Instead, it should provide a broad platform for constructive communication with such organizations, in Switzerland as well as abroad.

Article 9 – Language of communication

- 9.1. All official communication will be directed in English. German and French may be used according to local requirements.

Article 10 – Entry into force

- 10.1. These articles come into force immediately after the acceptance thereof, by the members present at the Annual General Assembly.

Article 11 – Provision of conduct

As neutral body, the IGAC is adhering to the relevant rules of the anti trust regulations and shall therefore NOT engage itself in:

- Matters concerning prices, pricing policies and agency remunerations
- Matters of any other commercial policies between its members and their distribution channels.
- Matters of commercial competition and debate between IG AirCargo members
- Exchange of sensitive customer data
- Members of the IGAC or observers are to fully comply with these provisions of conduct, and are expected to be aware that any discussion regarding such matters, or concerning any other competitively sensitive topics inside or outside the scope of the meetings agenda, either on the floor or off, is strictly prohibited.

Non-compliance with these provisions of conduct shall result in an expulsion from the IGAC.

Zurich, April 17, 2018

Signed President
 Peter Somaglia

Cashier
Eugen Renfer