

S T A T U T E S

of SPEDLOGSWISS Nordwestschweiz (North-western Switzerland)

1. General provisions

Art. 1 Name, domicile and legal form

1.1 An association has been registered in the Commercial Register under the name

- **SPEDLOGSWISS Nordwestschweiz**

hereinafter referred to as the “Association” or “SPEDLOGSWISS Nordwestschweiz”.

1.2 SPEDLOGSWISS Nordwestschweiz is an association within the meaning of Article 60 ff of the Swiss Civil Code and has its registered office in Basel.

Art. 2 Purpose, tasks

2.1 The purpose of the Association is to assist the association members in commercial and entrepreneurial matters, to represent their interests and to promote the freight forwarding and logistics sector in the national and international catchment area around Basel.

2.2 SPEDLOGSWISS Nordwestschweiz in particular aims to

- Represent and protect the interests of the industry vis-à-vis the authorities in transport and business or any other matters that are relevant for SPEDLOGSWISS Nordwestschweiz.
- Encourage youth development as well as vocational training and further education.
- Deal with individual and general transport and transportation questions and offer advice and, if necessary, representation in labour law, social and socio-political issues.
- Encourage commercial collaboration between the members, ensure fair business practices.
- Maintain friendly relations amongst its members.
- Public relations activities, in particular promoting the image and acceptance of the freight forwarding sector.

2.3 In order to fulfil this purpose, SPEDLOGSWISS Nordwestschweiz can pass resolutions that are binding for the members, issue regulations and conclude contracts.

SPEDLOGSWISS Nordwestschweiz can join other professional organisations or institutions with similar objectives or send representatives to these, and/or agree to such institutions joining SPEDLOGSWISS Nordwestschweiz.

Art. 3 Structure of the Association

SPEDLOGSWISS Nordwestschweiz is a division of SPEDLOGSWISS - Swiss Freight Forwarding and Logistics Association.

Art. 4 Finances, liability

4.1 The Association is financed primarily through:

- Regular and extraordinary membership fees
- Annual training fees
- Voluntary contributions and donations

- Revenues from services
- Financial income

- 4.2 The assets of VBS-Genossenschaft pass to the Association's assets and also serve to finance the Association.
- 4.3 The Association uses its funds pursuant to its purpose and tasks. It can also purchase real estate in this context.
- 4.4 The liabilities of SPEDLOGSWISS Nordwestschweiz are covered solely by the Association's assets.
- 4.5 The business year is the same as the calendar year.
- 4.6 Any liability on the part of the bodies, the agents of the Association and its administrative offices for damages or losses suffered by its members, their representatives or employees on the grounds of their activities for the Association is excluded.

2. Membership

Art. 5 Types of membership

- 5.1 The following categories of membership exist in SPEDLOGSWISS Nordwestschweiz:
- Individual members
 - Passive members
 - Honorary members
- 5.2 Separate regulations passed by the Executive Board and approved by the General Meeting will set out details of the admission and/or exclusion (admission regulations); these will be based on the admission regulations of SPEDLOGSWISS - Swiss Freight Forwarding and Logistics Association.

Art. 6 Individual members

- 6.1 Any freight forwarding and logistics company registered in the Swiss Commercial Register can become an individual member.
- 6.2 Every individual member is obliged to recognise the statutes of SPEDLOGSWISS Nordwestschweiz as binding through their legally valid signature, to abide by the Association's resolutions and instructions and to follow the regulations.
- 6.3 Membership in SPEDLOGSWISS Nordwestschweiz also directly involves membership in SPEDLOGSWISS - Swiss Freight Forwarding and Logistics Association.

Art. 7 Passive members

- 7.1 Natural or legal persons who are unable to apply for any other kind of membership, but who support SPEDLOGSWISS Nordwestschweiz and its efforts, can become passive members. The Executive Board will decide on their admission.
- 7.2 Passive membership does not come with any rights of participation.

Art. 8 Honorary members

- 8.1 Natural persons who have rendered great service to SPEDLOGSWISS Nordwestschweiz or the freight forwarding and logistics sector can be appointed honorary members of SPEDLOGSWISS Nordwestschweiz by the General Meeting.
- 8.2 Prior membership of SPEDLOGSWISS Nordwestschweiz is not a prerequisite for an appointment as an honorary member. Honorary membership does not come with any rights or duties.

Art. 9 Membership application and admission

- 9.1 Membership applications must be sent to the Executive Board in writing. The Executive Board informs the members of the applications it has received by normal mail within six months and sets a time limit for objections or appeals of 14 calendar days. Unless at least one sixth of the members raise a written objection within this time, the Executive Board will take a final decision on the membership application.
- 9.2 If at least one sixth of the members raise an objection, the membership application will be referred to the next General Meeting for a final decision. No grounds have to be given for the rejection.
- 9.3 A rejected applicant is entitled to lodge an appeal to the next General Meeting. This must be lodged no later than ten calendar days before the General Meeting is held. The decision of the General Meeting shall be final.

Art. 10 Membership fees

- 10.1 The regular annual membership and training fees are as follows:

Category	Calculation: Number of employees or places of business	Basic fee (obligatory for all members)	Training fee Companies in north-western Switzerland	
			With trainees	Without trainees
A	1-5	525	499	1,139
B	6-10	630	641	1,570
C	11-30	2,285	2,494	4,200
D1	31-50	3,045	3,560	5,555
D2	51-100	3,780	4,558	6,909
E	101-300	4,305	5,271	7,975
F	over 301	5,565	6,977	10,395
Purely customs brokers (CB)	Per place of business	158	105	210

- 10.2 Employees within the meaning of this fee scheme are all employees of a member, converted to full-time jobs, including hired workers (temporary staff), excluding drivers, transloading staff and other commercial/operational personnel. Trainees do not count in this calculation.
- 10.3 Part-time public service work (Milizarbeit) is compensated by deducting an annual flat rate from the regular annual membership and trainee fee. Flat rate deductions can only be offset against membership and trainee fees for the corresponding year and member. Any positive balances in member accounts resulting from said deductions will revert to SPEDLOGSWISS Nordwestschweiz.
- The following flat-rate deductions apply:
- | | |
|----------------------------------|-------|
| President | 2,500 |
| Vice-President | 2,000 |
| Member of the Executive Board | 1,500 |
| Committee Chairperson | 1,500 |
| Committee Member | 500 |
| Senior Experts for Trainee Exams | 1,500 |
- 10.4 These fees and flat-rate deductions can be adjusted by resolutions adopted in the General Meeting.
- 10.5 Membership fees are due at the beginning of each year. Members who join in the course of a business year will be billed on a pro rata basis.
- 10.6 The General Meeting can resolve to levy extraordinary and temporary membership fees for special purposes at the Executive Board's request.

Art. 11 Termination and loss of membership

- 11.1 Membership ends:
- If the Association is dissolved.
 - Through termination of the individual or passive membership or deletion from the Commercial Register.
 - Through the death of the passive or honorary member.
 - Through a member's resignation. This must take the form of a registered letter to the Executive Board, with six months' notice to the end of the year and following fulfilment of all financial obligations.
 - Through exclusion in accordance with Art. 5.2.
- 11.2 Exclusion is effected on the basis of the admission and exclusion regulations. Exclusion is pronounced by the Executive Board.
- 11.3 Other actions can also be ordered in place of the exclusion; these are regulated in the admission and exclusion regulations.
- 11.4 Exclusion does not discharge the member from fulfilling their financial obligations to SPEDLOGSWISS Nordwestschweiz.
- 11.5 The excluded member may appeal against the exclusion at the next General Meeting. The decision of this body will be final.
- 11.6 Departing members lose any entitlement to a share of the Association's assets.

3. Organisation

Art. 12 Bodies of the Association

The bodies of SPEDLOGSWISS Nordwestschweiz are:

- The General Meeting
- The Executive Board
- The Auditors

Art. 13 General Meeting, convention, tasks and resolutions

- 13.1 The General Meeting is the highest body of SPEDLOGSWISS Nordwestschweiz. The regular General Meeting is held in the first six months of each year.
- 13.2 Extraordinary General Meetings can be convened at the request of at least one fifth of all members or through a resolution by the Executive Board.
- 13.3 The General Meeting passes its resolutions with a simple majority, unless stipulated otherwise by legal provisions or the statutes. Each member has only one vote. In case of a tied vote, the President or the Chairperson shall have the casting vote.
- 13.4 Voting and elections shall be held by open ballot. A secret ballot can be held if requested by one fifth of the votes of the members represented.
- 13.5 The Meeting is convened by the Executive Board no later than 14 calendar days before the Meeting and notice thereof must include the place, date and agenda. Motions must be sent to the Executive Board in writing no later than 30 calendar days before the General Meeting. No valid resolution can be passed on business that has not been duly placed on the agenda.

Art. 14 The General Meeting is responsible for the following business:

- 14.1 Approving of the minutes of the previous General Meeting
- 14.2 Approving the annual report and financial statements as well as acceptance of the audit report, discharging the Executive Board, determining the regular and any extraordinary fees as well as the training fee.
- 14.3 Approving regulations and guidelines, approving master agreements that are binding for the sector.
- 14.4 Electing
- the President
 - the Vice-President
 - the remaining members of the Executive Board
 - the auditors
 - the honorary members
- 14.5 Dealing with items duly placed on the agenda by the members or Executive Board.
- 14.6 Admission of members pursuant to Art. 9.
- 14.7 Deciding on appeals by rejected or excluded members
- 14.8 Amending the statutes, the merger or dissolution of the Association
- 14.9 Resolving matters that have been assigned to the General Meeting through law or the statutes.

Art. 15 The Executive Board

- 15.1 The Executive Board is made up of:

- the President
- one or two Vice-Presidents
- the remaining members of the Executive Board.

15.2 Anyone can be elected as the President. The remaining members of the Executive Board must be active, qualified senior executive of member companies or in the administrative office of our Association. A representative of the Personnel and Training Committee and of the Air Freight Committee are "ex officio" members of the Executive Board.

No more than two representatives of the same company or corporate group may sit on the Executive Board.

15.3 The Executive Board elects a suitable institution or person to manage the current business, hereinafter referred to as the Management, who normally attends the meetings of the Executive Board in an advisory capacity.

15.4 The Executive Board appoints delegates to external institutions and bodies. The Management can assign delegates or observers in exceptional cases.

15.5 Other members and/or experts - without voting rights - may be consulted on individual items of business if necessary.

Art. 16 Convening and decision-making process of the Executive Board

16.1 Meetings of the Executive Board are convened by and at the discretion of the President. The President can delegate the authority to convene a meeting to the Management. If at least two members of the Executive Board request a meeting of the same stating the items of business, the President or their representative is obliged to schedule a meeting of the Executive Board within eight calendar days that must take place within one month of the invitation.

16.2 The invitations to the meetings are sent out in writing together with the agenda no later than eight days in advance.

16.3 The Executive Board constitutes a quorum if at least two thirds of the members are in attendance. A simple majority is needed to pass resolutions. In case of a tied vote, the President or the Chairperson shall have the casting vote.

16.4 The Executive Board can also pass its resolutions by way of correspondence.

Art. 17 Constitution and tasks of the Executive Board

17.1 The Executive Board constitutes itself. (Art. 14.4 remains unaffected). It represents the Association externally.

17.2 It appoints the department heads and their deputies.

17.3 It appoints the Chairpersons of technical commissions, expert committees and the delegates.

17.4 It decides on the allocation of competences based on law and the statutes. These regulate the competences between the Executive Board, President and Management.

17.5 It issues a regulation on expenses.

17.6 It prepares the General Meetings.

17.7 It decides on the admission and exclusion of members as well as any other actions on the grounds of Art. 9 and 11 of these statutes as well as the admission and exclusion regulations.

- 17.8 As for the rest, the Executive Board is responsible for passing resolutions on all business that is not reserved for the General Meeting or delegated to the Management by law or the statutes.

Art. 18 Technical commissions, expert committees

- 18.1 The Executive Board can create and also dissolve permanent technical commissions, expert committees and similar groups to perform its tasks. Their Chairpersons are elected by the Executive Board. As for the rest, these bodies constitute themselves. They are under an obligation to provide information to and are accountable to the Executive Board, the President and the Management at all times on request. They prepare their report for the annual report of SPEDLOGSWISS Nordwestschweiz.
- 18.2 Working groups can be appointed and dissolved by the President and the Management by mutual agreement to deal with temporary assignments.
- 18.3 The Executive Board, the President and the Management are entitled to award mandates to qualified third-parties within the scope of the Executive Board's guidelines if this is required by the Association's goals.

Art. 19 Remunerations

- 19.1 The members of the Executive Board, members of technical commissions, expert committees and working groups receive no remunerations for their work.
- 19.2 If expenses are incurred during the fulfilment of special mandates, they will be remunerated in accordance with the regulation on expenses.

Art. 20 Eligibility, term of office

- 20.1 The President, Vice-Presidents and the remaining members of the Executive Board are elected each year by the General Meeting.
- 20.2 All members of the Executive Board are eligible for unlimited re-election.
- 20.3 Terms of office that have already begun do not count when calculating the length of service in office.

Art. 21 Representation, signatory powers

- 21.1 The Executive Board appoints those members who conduct the business of and represent SPEDLOGSWISS Nordwestschweiz externally.
- 21.2 The Executive Board can transfer the management of the Association in whole or in part to individual members or to third parties.
- 21.3 It determines the authorised signatories. Any two of these have collective signing powers.

Art. 22 President, Vice-Presidents

- 22.1 The President represents the Executive Board externally. They chair the meetings of SPEDLOGSWISS Nordwestschweiz and oversee the implementation of the resolutions passed by the General Meeting and Executive Board.
- 22.2 If the President is indisposed, one of the Vice-Presidents takes over their position with all of their rights and duties.

Art. 23 Address, administrative office

- 23.1 The address of SPEDLOGSWISS Nordwestschweiz is the same as that of the administrative office.
- 23.2 The Management manages the current business independently and carries out the tasks assigned to them on a permanent basis and in the allocation of competences. They also implement the resolutions passed by the General Meeting and Executive Board.
- 23.3 The Management keeps the minutes of the General Meeting and any meetings of the Executive Board.

Art. 24 Auditors, financial statements

- 24.1 The General Meeting elects two of its member companies as auditors and one member company as a deputy.
- 24.2 Said auditors audit the accounts and prepare an annual report on the balance sheet, annual financial statement as well as the result of their audit.
- 24.3 The auditors can submit applications, in particular on the amount of the membership fee, temporary membership fees or cost-cutting measures.
- 24.4 The quarterly and annual financial statements are prepared by an accountancy company appointed by the Executive Board.

Art. 25 Notifications

Notices issued by SPEDLOGSWISS Nordwestschweiz are normally sent in writing to the last known domicile of the member company. Entries in the Commercial Register are published in the Swiss Official Gazette of Commerce in accordance with Art. 931 CO.

4. V. Amendments to the statutes, the merger or dissolution of the Association

Art. 26 Amendments to the statutes

A partial or total revision of the statutes can be resolved by the regular or extraordinary General Meeting with a two thirds majority of the votes cast. Any applications for amendment(s) must be formulated and submitted to the members - together with the invitation to the General Meeting - for a decision.

Art. 27 Merger

- 27.1 A merger of SPEDLOGSWISS Nordwestschweiz with another association can only be resolved by a regular or extraordinary General Meeting. This requires the presence of two thirds of all possible votes and the approval of three quarters of all member votes present.
- 27.2 If the Meeting does not constitute a quorum, an additional extraordinary General Meeting must be convened; this can resolve the merger with a simple majority of the votes.
- 27.3 The Association's assets shall pass to the new association that takes over the work of the former SPEDLOGSWISS Nordwestschweiz.

Art. 28 Dissolution of the Association

28.1 The dissolution of SPEDLOGSWISS Nordwestschweiz can only be resolved by a regular or extraordinary General Meeting. This requires the presence of two thirds of all possible votes and the approval of three quarters of all member votes present.

If the Meeting does not constitute a quorum, an additional extraordinary General Meeting must be convened; this can resolve the dissolution of the Association with a simple majority of the votes.

The members must be informed of the application for dissolution by the Executive Board or, if this no longer has the power to act, by the Management, no later than two months before the General Meeting. The statutory reasons for a dissolution pursuant to the Swiss Civil Code remain unchanged.

28.4 If the dissolution of the Association is resolved, the General Meeting will appoint the liquidators to wind up the Association's business and carry out the dissolution within the scope of the statutory provisions.

28.5 Any assets of the Association that remain after the settlement of accounts payable will be deposited in an interest-bearing account with a Swiss bank for a maximum of five years in the name of "SPEDLOGSWISS Nordwestschweiz" for any new SPEDLOGSWISS Nordwestschweiz that may be founded in future. If the assets are not used after expiry of this period, the Association's assets will be awarded to an institution with a similar purpose as far as possible.

These statutes were adopted at the General Meeting of VBSL or thereafter SPEDLOGSWISS Nordwestschweiz, on Friday, 27 April 2001, approved in Basel, put into retroactive effect on 1 January 2001 and revised on the occasion of the General Meetings on Friday, 26 April 2002, in Basel, Friday, 9 May 2003, in Basel, Friday, 30 April 2004, in Basel, Friday, 5 May 2006, in Basel, Friday, 25, April 2008, in Basel, Friday, 24 April 2009, Friday, 6 May 2011 as well as Friday, 13 May 2016 in Basel.

Basel, May 2016