

Statutes

I. General provisions

Art. 1 Name, domicile and legal form

1.1 An association of companies from the Swiss freight forwarding and logistics sector has been registered in the Commercial Register under the name

SPEDLOGSWISS

- **Verband schweizerischer Speditions- und Logistikunternehmen**
- **Association suisse des transitaires et des entreprises de logistique**
- **Associazione svizzera delle imprese di spedizione e logistica**

hereinafter referred to as the “Association”.

1.2 The Swiss Freight Forwarding and Logistics Association is an association within the meaning of in accordance with 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 services sector at a national and international level.

2.2 The Association in particular aims to

- Represent and protect the interests of the industry vis-à-vis the authorities in transport and economic policy or any other matters that are relevant for the Association; participation in consultation and legislative procedures.
- Public relations activities, in particular promoting the image and acceptance of the freight forwarding and logistics services sector.
- Encourage youth development as well as vocational training and further education.
- Deal with individual and general transport, logistics 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.
- Arbitrate in disputes between the Association members.
- Maintain friendly relations amongst association members.

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

2.4 The Association can join other professional organisations or institutions with similar objectives or send representatives to these, and/or agree to such institutions joining the Association.

Art. 3 Structure of the Association

3.1 The Swiss Freight Forwarding and Logistics Association is an Association for persons, companies and groups from the forwarding and logistics services sector in the whole of Switzerland. It is divided up into regional and/or local associations that are organised as sections of the Association.

3.2 The regional/local associations/divisions within Switzerland are legally and financially autonomous but adopt the name (name of the region) Association of Freight Forwarding and Logistics Companies. They perform their tasks according to the statutes of the Swiss Freight Forwarding and Logistics Association. These are an integral part of their own statutes and must be observed as such.

3.3 The Association helps the divisions to perform their tasks. It can issue guidelines and/or instructions regarding the Association's work.

Art. 4 Finances, liability

4.1 The Association is financed primarily through:

- Regular and extraordinary contributions as well as membership fees pursuant to Art. 10
- Voluntary contributions and donations
- Revenues from services
- Provision of a secretariat for affiliated institutions
- Financial income

- 4.2 The Association uses its funds pursuant to its purpose and tasks. It can also purchase real estate in this context.
- 4.3 The Association's liabilities are covered solely by the Association's assets.
- 4.4 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.

II. Membership

Art. 5 Types of membership

- 5.1 The following categories of membership exist in the Association:
- a) Corporate members and (corporate) group members
 - b) Collective members
 - c) Honorary members
 - d) Individual members (private members)
- 5.2 Corporate and (corporate) group membership of the Association entails an obligation to register for admission to all of the divisions in which the member maintains a permanent place of business.
- In case of doubt, membership is determined on the basis of the geographical and economic situation.
- 5.3 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).

Art. 6 Corporate members

- 6.1 Corporate members can be companies that are registered in the Commercial Register in Switzerland or Liechtenstein and whose core activity is the organisation of all kinds of freight transport, external freight logistics and/or related services.
- 6.2 (Corporate) Group members can be corporate groups that are registered in the Commercial Register in Switzerland or Liechtenstein and whose core activity, or the core activity of the individual companies, is the organisation of all kinds of freight transport, external freight logistics and/or related services.

- 6.3** A (corporate) group is defined as any collection of companies forming a common concern that are legally autonomous but which operate economically together under a common management and according to a common plan. If a member or applicant for membership meets this definition by virtue of being the head of or part of a corporate group, they are obliged to register as a (corporate) group member.
- 6.4** The individual companies in a (corporate) group have the same rights and duties as corporate members.
- 6.5** Corporate membership or (corporate) group membership are gained on the basis of a membership application signed by the applicant. In this membership application, the applicant pledges to recognize the Association's statutes as binding, to abide by the Association's resolutions and instructions, to follow the regulations and to register all of their business premises in Switzerland and the Principality of Liechtenstein for admission to the respective division.

Art. 7 Collective members

- 7.1** The regional/local associations/divisions in Switzerland and the Principality of Liechtenstein are admitted as collective members by the Executive Board.
- 7.2** The Executive Board can also admit associations and organisations that are affiliated with the Association as collective members.
- 7.3** Collective members are obliged to recognize the statutes of the Association as binding in their own statutes, to abide by the Association's resolutions and instructions and to follow the regulations. The statutes and regulations of collective members may not contradict the statutes of the Association.

Art. 8 Honorary members

- 8.1** Natural persons who have rendered great service to the Association or the freight forwarding and logistics services sector can be appointed honorary members by the General Meeting.
- 8.2** Prior membership of the Swiss Freight Forwarding and Logistics Association is not a prerequisite for an appointment as an honorary member. Honorary membership includes the rights of an individual membership without the duties. The rights and duties of any earlier membership, on the other hand, remain unchanged.

Art. 9 Individual members (private members)

- 9.1** Natural or legal persons who are unable to apply for any other kind of membership, but who support the Association and its efforts, can become individual members. The Executive Board will decide on their admission.

9.2 Individual membership does not come with any rights of participation. The remaining rights are based on the individual membership regulations issued by the Executive Board.

Art. 10 Membership fees

10.1 Corporate members

The annual fee for the Swiss Freight Forwarding and Logistics Association is made up of the basic fee and the fees for each department (Europe, shipping, air, other services), whereby the fee for at least one department has to be paid together with the basic fee.

Customs brokers only have to pay the “Customs brokers” category fee without the basic fee.

Shipping agents pay a category fee for “Shipping agents” plus a training fee, with the complete training fee going to the division in which the member has their registered office.

All amounts shown are in CHF:

| Kategorien > Anzahl Mitarbeitende | Spedition und Logistik | | | | | Zollagenten | Reedereiagenten | |
|---|------------------------|-------------------|------------------------|----------------|----------------------|-------------|------------------------|-------------------------|
| | Basis- Beitrag | Ressort Europa | Ressort Schifffahrt | Ressort Air | Ressort andere DL | | Mitglieder- beitrag | Ausbildungs- beitrag |
| 1-5 | 840 | 155 | 260 | 225 | 125 | 560 | 1'100 | 395 |
| 6-10 | 1'570 | 300 | 485 | 415 | 235 | 895 | 2'055 | 630 |
| 11-30 | 2'575 | 495 | 810 | 695 | 390 | 1'455 | 3'390 | 1'020 |
| 31-100 | 5'230 | 985 | 1'625 | 1'400 | 785 | 3'025 | 6'855 | 2'115 |
| 101-300 | 10'450 | 1'985 | 3'260 | 2'800 | 1'570 | 6'050 | 8'490 | 4'235 |
| 301-1000 | 15'680 | 2'970 | 4'885 | 4'145 | 2'350 | 8'960 | 10'115 | 6'270 |
| ab 1001 | 22'400 | 4'480 | 7'280 | 6'160 | 3'585 | 12'995 | 12'510 | 9'095 |

The reference date for ascertaining the number of employees is the 31st of December of the previous year.

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 chauffeurs, transloading staff and other commercial/operational personnel. A trainee hereby counts as 0.

10.2 (Corporate) group members

A (corporate) group is defined within the meaning of these statutes as any collection of companies forming a common concern that are legally autonomous but which operate economically together under a common management and according to a common plan.

Any company that is already a member or has applied for membership is obliged to register as a group member if it meets the definition of group membership. They are expected to register all associated companies if their core activities are in the field of external freight logistics.

Group members will receive only one fee invoice sent to the company they register as the parent company (holding company, main company etc.). This will list the number of employees, the basic fee, the discount and the number and names of the included companies as well as the corresponding flat rate for each company.

All of the companies registered as part of a group member have the same rights and duties as each corporate member pursuant to Art. 10.1 of these statutes, without the special fee calculation.

The annual fee for (corporate) group members is calculated as follows:

- a) Basic fee for the (corporate) group

| Number of employees in the group | Fee in CHF |
|----------------------------------|------------|
| 1-5 | 1,480 |
| 6-10 | 2,770 |
| 11-30 | 4,575 |
| 31-100 | 9,240 |
| 101-300 | 18,495 |
| 301-1000 | 27,680 |
| over 1001 | 40,320 |

The calculation is based on the number of office staff in the entire group. The basic fee is taken from the table of fees for corporate members with all of the department fees stipulated in the membership fee regulations, except for the department fee for "Other services".

- b) Discount for the (corporate) group
The (corporate) group is granted a discount on the basic fee:

| Number of employees in the group | Discount |
|----------------------------------|----------|
| 1-200 | 20% |
| over 201 | 5% |

- c) Surcharge for each legally autonomous unit (company) within the (corporate) group
The group member must pay a surcharge in accordance with the following table for each legally autonomous unit (company).

| Number of employees in the group | Surcharge per company in CHF |
|----------------------------------|------------------------------|
| 1-100 | 0 |
| 101-200 | 2,000 |
| over 201 | 3,000 |

The reference date for ascertaining the number of employees is the 31st of December of the previous year.

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 chauffeurs, transloading staff and other commercial/operational personnel. A trainee hereby counts as 0.

10.3 Collective members

The membership fees for collective members for the regional/local associations/divisions are as follows:

| | | |
|-------------|-------------------|-----------|
| Less than 5 | corporate members | CHF 170 |
| 6 -25 | corporate members | CHF 785 |
| over 25 | corporate members | CHF 1,120 |

The membership fees for the remaining collective members will be set by the Executive Board in each specific case.

10.4 Honorary members

Honorary members pay no membership fees.

10.5 Individual members (private members)

The membership fees for individual members (private members) are as follows:

| | | |
|-----------------|-----|-----|
| natural persons | CHF | 112 |
| legal persons | CHF | 336 |

10.6 These fees can be adjusted by resolutions adopted in the General Meeting.

Membership fees are due at the beginning of each year. If a member joins in the course of a business year, they will be billed on a pro rata basis.

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:

- a) If the Association is dissolved.
- b) Through the termination of the corporate member, the collective or individual member and or their deletion from the Commercial Register.
- c) Through the death of the honorary or individual member.
- d) 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.
- e) Through exclusion in accordance with Art. 5 (3).

11.2 Exclusion is pronounced by the Executive Board. This take place if a member repeatedly and blatantly contravenes the statutory, contractual, financial or regulatory obligations or if they act in a manner that is seriously detrimental to the image of the freight forwarding and logistics service sector.

Other actions can also be ordered in place of the exclusion. The admission regulations in accordance with Art. 5 (3) will regulate any further details.

11.3 Exclusion does not discharge the member from fulfilling their financial obligations to the Association.

11.4 The excluded member may appeal against the exclusion at the next General Meeting. The decision of this body will be final.

11.5 Departing members lose any entitlement to a share of the Association's assets.

III. Organisation

Art. 12 Bodies of the Association

12.1 The bodies of the Association are:

- a) The General Meeting
- b) The Executive Board
- c) The Auditors

Art. 13 General Meeting, convention, tasks and resolutions

13.1 The General Meeting is the highest body of the Association. It is held in the first six months of each year.

All corporate and collective members are voting members. Each of them has only one vote.

Extraordinary General Meetings can be convened at any time at the request of at least one fifth of all voting members or through a resolution by the Executive Board.

13.2 The General Meeting passes its resolutions with a simple majority of the votes of the members represented, unless stipulated otherwise by legal provisions or the statutes. In case of a tied vote, the President or the Chairperson shall have the casting vote.

13.3 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.

13.4 The invitation is sent out by the Executive Board no later than fourteen calendar days before the Meeting and must include the place, date and agenda. Motions must be sent to the Executive Board in writing no later than thirty calendar days before the General Meeting. No valid resolution can be passed on business that has not been duly placed on the agenda.

13.5 The General Meeting is responsible for the following business:

- a) Approval of the minutes of the previous General Meeting
- b) Approval of the annual report and financial statements as well as acceptance of the audit report
- c) Discharging the Executive Board
- d) Determining the regular and any extraordinary fees

- e) Approving regulations and guidelines. Approving master agreements that are binding for the entire sector
- f) Electing
 - the President
 - the Vice-Presidents
 - the remaining members of the Executive Board
 - the auditors
 - the honorary members
- g) Dealing with items duly placed on the agenda by the members or Executive Board
- h) Deciding on appeals by rejected or excluded members
- i) Amending the statutes, the merger or dissolution of the Association
- k) Resolving matters that have been assigned to the General Meeting through law or the statutes

Art. 14 The Executive Board

14.1 The Executive Board is made up of:

- a) The President
- b) Between one and three Vice-Presidents
- c) The remaining members of the Executive Board

14.2 Anyone can be elected as the President. The remaining members of the Executive Board must be active, qualified members of the management or board of directors of the member companies. No more than two representatives of the same company or corporate group may sit on the Executive Board.

14.3 The different regions as well as freight forwarding and logistics services sectors must be appropriately represented on the Executive Board.

14.4 The Executive Board elects a suitable person as Managing Director to manage the current business, who normally attends the meetings of the Executive Board in an advisory capacity.

14.5 It appoints the permanent delegates to international institutions and bodies. Delegates or observers can be assigned by the Managing Director if explicitly empowered to do so or for reasons of urgency.

14.6 Other members and/or experts - without voting rights - may be invited to the individual meetings if necessary.

Art. 15 Convention, resolutions

15.1 Meetings are convened by and at the discretion of the President. The President can delegate the authority to convene a meeting to the Managing Director. If at least four 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 days that must take place within thirty days of the request.

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

15.2 The Executive Board constitutes a quorum if at least one 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.

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

Art. 16 Constitution, tasks

16.1 The Executive Board constitutes itself. It represents the Association externally. It can delegate competencies to a smaller Executive Board, to executive committees and to the management.

16.2 It issues the regulations stipulated in the statutes.

16.3 It prepares the General Meetings.

16.4 It decides on the admission and exclusion of members as well as any other actions (Art. 11.2)

16.5 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 Managing Director by law or the statutes.

Art. 17 Departments, committees, working groups

17.1 The Executive Board can create and also dissolve permanent departments, 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 and are accountable to the Executive Board, the President and the Managing Director at all times on request. They prepare a separate report for the official annual report of the Association.

- 17.2** Working groups can be appointed and dissolved by the President and the Managing Director by mutual agreement to deal with temporary assignments.
- 17.3** The Executive Board, the President and the Managing Director are entitled to award mandates to qualified third-parties within the scope of the Executive Board's guidelines, particularly in special fields (e.g. legal issues, PR matters, translations etc.), if this is required by the Association's goals.

Art. 18 Remuneration

Members of the Executive Board receive no remuneration for their work. Any exceptions, e.g. for persons who are elected from outside, will be defined by the Executive Board.

The Executive Board issues a regulation on expenses for travel abroad on behalf of the Association, for cooperation in international bodies (e.g. FIATA) as well as for special mandates.

Art. 19 Eligibility, term of office

- 19.1** The President, Vice-Presidents and the remaining members of the Executive Board are elected each year by the General Meeting.
- 19.2** The President can be elected for a maximum term of office of 5 years. The term of office for the other members of the Executive Board is limited to nine years and should only exceed nine years in exceptional cases. The presidency does not count when calculating the term of office.

Art. 20 Representation, signatory powers

- 20.1** The Executive Board appoints those members who conduct the business of and represent the Association externally.
- 20.2** The Executive Board can transfer the management of the Association in whole or in part to individual members or to third parties.
- 20.3** It specifies to whom and what type of signatory authority is granted.

Art. 21 President, Vice-Presidents

- 21.1** The President represents the Executive Board externally. He/she chairs the meetings of the Association and oversees the implementation of the resolutions passed by the General Meeting and Executive Board. He/she is assisted in this by the Managing Director and the administrative office.

- 21.2 If the President is indisposed, one of the Vice-Presidents takes over his/her position with all of his/her rights and duties.

Art. 22 Managing Director, address, provision of further secretariats

- 22.1 The Association's address is the same as that of the administrative office.
- 22.2 The Managing Director manages the current business independently and carries out the tasks assigned to them on a permanent basis. They also implement the resolutions passed by the General Meeting and Executive Board.
- 22.3 They normally keep the minutes of the General Meeting and any meetings of the Executive Board.
- 22.4 The Managing Director is also authorised to oversee other bodies, associations and the like from the transport sector, in particular freight forwarding and logistics, at the Association's administrative office, provided this does not conflict with the goals of the Association. Such activity is coordinated by the Presidents involved in agreement with the Managing Director. Making decisions about the division of overhead expenses is the responsibility of the Presidents involved, who consult the Managing Director.

Art. 23 The remaining members of the Executive Board

The remaining members of the Executive Board assist the President and Vice-Presidents in their work.

Art. 24 Auditors

- 24.1 The General Meeting elects two of its corporate members as auditors and one corporate member as a deputy.
- These audit the accounts and prepare an annual report on the balance sheet, annual financial statement as well as the result of their audit.
- 24.2 The auditors can submit applications, in particular on the amount of the membership fee, temporary membership fees or cost-cutting measures.

Art. 25 Notifications

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

The Executive Board can also resolve to publish other notifications in the Swiss Official Gazette of Commerce rather than sending them to the member's private address.

IV. Mediation

Art. 26 Disputes

The members are obliged to submit to a mediation procedure before taking legal or arbitral action against another member of the Association.

The goal of the mediation procedure is to resolve the conflict on the basis of individual interests and needs under the supervision of a mediator. This may require one or more meetings.

The mediator is appointed by the Managing Director.

V. Amending the statutes, the merger or dissolution of the Association

Art. 27 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. 28 Merger of the Association

28.1 A merger of the Association 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 votes of members present.

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.

- 28.2** The assets of the Swiss Freight Forwarding and Logistics Association shall pass to the new association that takes over the work of the former Association.

Art. 29 Dissolution

- 29.1** The dissolution of the 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 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 Managing Director, no later than two months before the General Meeting; the statutory reasons for a dissolution pursuant to the Swiss Civil Code remain unchanged.

- 29.2** 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.

Any assets of the Association that remain after the settlement of accounts payable will be deposited in an interest-bearing account with a Swiss high street bank or cantonal bank for a maximum of five years in the name of the "Swiss Freight Forwarding and Logistics Association" for any new Association 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.

Art. 30 Original text

These statutes have been drawn up in German, French and Italian. The German language version is the official text.

These statutes were adopted at the General Meeting of the Swiss Freight Forwarding and Logistics Association on 15 May 1998 in Geneva and revised on 28 May 1999 at the General Meeting in Buchs, on 16 May 2000 at the General Meeting in Lucerne, on 31 May 2002 at the General Meeting in Biel/Bienne, on 14 May 2004 at the General Meeting in Interlaken, on 27 May 2005 at the General Meeting in Basel, on 11 May 2007 at the General Meeting in Montreux and on 6 June 2008 at the General Meeting in Bern.