

Articles of Association

Swiss Aviation Services Providers Association ("SASPA")

1 Formation, Name, Seat & Term

- 1.1 Formation/Name: Under the name of "Swiss Aviation Services Providers Association" ("SASPA"), an Association ("Association") is constituted in accordance with Art. 60 et seq. of the Swiss Civil Code. The official abbreviated name of Association is "SASPA".
- 1.2 The seat of the Association is Zurich Airport (Kloten).
- 1.3 Term: The Association shall exist for an indefinite period of time.

2 Purpose & Objectives

- 2.1 The purpose and objectives SASPA are namely
 - a) to address, anticipate, initiate the debate on and support the solving of regulatory, economic and social issues affecting the community of aviation service providers engaged at international airports in Switzerland (meaning Zurich/ZRH, Geneva/GVA and Basel/BSL only);
 - b) to establish contacts with and represent and protect the common interests of its members and the community of aviation services providers in the broadest sense, in order to increase the efficiency, safety and sustainability of the aviation services industry in Switzerland. Such representation may include legal proceedings on behalf of its members or SASPA itself.
 - c) to provide services for its members.
- 2.2 In pursuit of its objectives SASPA shall cooperate and communicate closely with all relevant industry partners and institutions. It can become a member of other associations and/or organisations following a similar purpose, including AEROSUISSE. In case of differences between articles of associations, SASPA's Articles of Association have precedence.

3 Structure

- 3.1 SASPA is a national organization whose activities are managed by the National Executive Committee ("NEC", as defined below).
- 3.2 Local sections can be established at international airports in Switzerland by the NEC.

4 Membership

- 4.1 Membership in SASPA is open to companies registered in Switzerland which fulfil both of the following criteria:
 - a) A headcount of min. 150 workers in Switzerland (including agency staff). The reference date is the last day of the calendar month three months prior to the start of SASPA's financial year. The NEC has the authority to grant exceptions from this criterion in borderline cases for existing SASPA members to the limit that the minimum headcount does not fall more than 10% below 150 workers; and
 - b) Performs, and, where required, is authorized to perform by the designated authorities, ground handling services in accordance with the Swiss Regulation on the Infrastructure of Air Traffic referring to the Council Directive 96/67/EC of 15 October 1996, as amended from time to time, at an international airport in Switzerland.

- 4.2 Application for memberships shall be submitted to the NEC with documentation evidencing the fulfilment of the criteria defined in Art. 4.1. Each member shall confirm to the NEC in writing two months before the end financial year of SASPA that it complies with the membership criteria set forth in Art. 4.1. The NEC assesses the compliance of the respective member with the membership criteria at its full discretion considering information available to the NEC.
- 4.3 Application will be refused or accepted by the NEC. Applications may be refused without indication of cause.
- 4.4 Admission to SASPA shall imply the member's acknowledgement and acceptances of these Articles of Association, decisions of the General Assembly, any policies, codes etc. hereto related.
- 4.5 Each member designates a delegate to represent the member in matters of SASPA.
- 4.6 To qualify as a delegate as per Art. 4.5, an individual must be employed by the member in a senior managerial role and be nominated in writing to the NEC by duly authorized signatories of the respective member.
- 4.7 SASPA Meetings may only be attended by delegates as per Art. 4.5 or by means of a proxy appointed in writing by the respective member. Proxies to other members are not allowed.
- 4.8 Members are obliged to promote the interests of SASPA and to refrain from anything that could adversely damage its purposes or image in public. In addition, members are to keep confidential any and proceedings, decisions and documents with respect to third parties.
- 4.9 Membership with SASPA will terminate:
- a) In case of dissolution of SASPA;
 - b) In case of the respective member is entered in the Commercial Register as being in liquidation;
 - c) In case of formal resignation of a member, such resignation being submitted to the NEC by giving not less than 90 days written notice before the end of SASPA's financial year and becoming effective at the start of the following financial year;
 - d) In case a member is being suspended by the NEC for cause, it will be automatically expelled with effect as per the next Annual General Assembly unless the Annual General Assembly approves a member's appeal against such automatic expulsion. Members can namely, but not limited to, be suspended by decision of the NEC for non-fulfilment of any of the membership criteria set forth in Art. 4.1, violations of these Articles of Associations, SASPA's Code of Conduct in Art. 8 and/or behaviour detrimental to SASPA's purposes, non-payment of membership fees or non-fulfilment of other material obligations towards SASPA. Such suspension or expulsion shall not release the member from outstanding obligations towards SASPA.
- 4.10 Members suspended by the NEC and their delegates lose their right to participate and vote in any SASPA activities, meetings (incl. NEC meetings) and assemblies. If such appeal is approved by the General Assembly, the suspension shall be considered as lifted.
- 4.11 In the event a membership terminates, irrespective of whether such termination was caused by a resignation of the member or by expulsion as per the provisions in Art. 4.9, the respective member shall have no claim on any of SASPA's assets or on reimbursement of any membership or other fees. The respective member is liable to SASPA for the membership fee until the termination of the membership becomes effective. In case the termination becomes effective after the first three calendar months of a financial year of SASPA then the member is liable for the entire membership fee for the respective financial year.

5 Organizational Bodies

The organizational bodies of SASPA are:

- a) The General Assembly (GA)
- b) The National Executive Committee (NEC)
- c) The Auditor(s)

5.1 The General Assembly (GA)

5.1.1 The General Assembly is the highest authority of SASPA. An Annual (ordinary) General Assembly will be convened not later than 6 months after the closing of SASPA's financial year. Extraordinary General Assemblies can be called at any time by the NEC 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 member has one vote. A General Assembly has a quorum if two third (2/3) of the members are present (members under suspension excluded). The General Assembly shall take decisions with a simple majority of the members present at the meeting, with exception of decisions related to Art 5.1.4 i) and Art 5.1.4 j) which require a majority of two third (2/3) of the members present and voting. The member can be either represented by a delegate according to Art. 4.5 or a proxy nominated by a power of attorney signed by duly authorized signatories of the member.

5.1.3 The date of a General Assembly shall be announced not later than 6 calendar weeks before the planned date to the members in writing (email or letter). Active members can propose agenda items to the NEC in writing up to 3 calendar weeks before the date of the General Assembly, whereupon the agenda is prepared and distributed to all members latest 1 week before. Only items figuring on the agenda may be voted upon by the General Assembly.

5.1.4 The responsibilities of the General Assembly are:

- a) Approval of SASPA's annual financial statement, the annual report of the NEC, the budget prepared by the NEC and the report of the auditors;
- b) Election of the President of SASPA;
- c) Election of members of the NEC;
- d) Discharge of the NEC members;
- e) Election of the Auditor(s);
- f) Determination of membership fees;
- g) Determination of regulations concerning initiation and financing of legal proceedings by SASPA
- h) Decision on an appeal by a member against automatic expulsion following a suspension decision by the NEC;
- i) Approval of changes of SASPA's Articles of Association;
- j) Decision of dissolution of SASPA and the distribution of any available funds;

5.2 The National Executive Committee (NEC)

5.2.1 The NEC is the highest executive body of SASPA and is chaired by the President. The NEC shall represent SASPA towards external parties and stakeholders.

5.2.2 The NEC shall consist of at least five but not more than seven members (including the President).

5.2.3 The President and NEC members shall be elected at the General Assembly for a period of one year. Re-election is permitted.

5.2.4 The NEC may take decisions on all matters which by law or these Articles of Association do not fall within the exclusive competence of the General Assembly as per Art. 5.1.4. It has the following major tasks and responsibilities:

- a) to plan, decide on and execute any activities on a national level in relation to the purpose and objectives of SASPA, and to keep SASPA's members regularly informed of such activities;
- b) to ensure that SASPA's funds are invested in the interest of the association and in line with the budget approved by the General Assembly.

- c) to issue SASPA's organizational rules and guidelines unless otherwise stipulated in these Articles of Associations;
- d) to accept or refuse applications for new memberships for SASPA;
- e) to monitor existing members on continuous fulfilment of the membership criteria according to Art. 4.1;
- f) to plan and organize the General Assembly including the preparation of the financial statements, the budget and the annual report;
- g) to establish local sections and to issue corresponding regulations being in compliance with SASPA's Articles of Associations;
- h) to impose and lift suspension of members, delegates and officers for reasons listed in Art. 4.9 d) and Art. 8.1.
- i) to initiate legal proceedings in accordance with the corresponding regulations approved by the General Assembly as per Art. 5.1.4 g).

5.2.5 The NEC shall abide to the following organizational structure and procedures:

- a) With exception of the President, the NEC shall constitute itself freely.
- b) It shall, amongst its members, appoint a Vice President and a Treasurer.
- c) Meet at least 4 times a year on request of the President. If at least 3 members of the NEC request a NEC meeting by stating a reason, the President or Vice President is required to set a meeting date within 8 days, whereupon the meeting shall take place not later than 30 days after the request has been filed;
- d) The NEC has the quorum when two thirds of its members are present (either physically or by means of a telephone conference). Decisions are taken by simple majority of the present members with the President having the casting vote; all decisions shall be protocolled;
- e) The NEC may take decisions by circular resolutions (e-mail);
- f) The President chairs the NEC meetings and supervises the proper implementation of decisions taken by the NEC or the General Assembly. In case of the President being incapacitated, these obligations and rights shall be transferred to the Vice President;
- g) The NEC shall designate its members representing SASPA towards external parties and stakeholders. It defines SASPA's signatory powers where required.
- h) To fulfil its responsibilities, the NEC can establish and dissolve sub-committees, expert, working and similar groups. The NEC appoints the Chairperson and the organizational guidelines of such committees and groups. The Chairperson and other members are not required to be NEC members or SASPA delegates, they however have the obligation to report to the NEC on their work and abide to all SASPA regulations and guidelines.

5.2.6 NEC members shall not receive any remuneration for their work. The NEC can authorize the reimbursement of out-of-pocket expenses incurred by its members when travelling on SASPA's business other than to NEC meetings.

5.2.7 The NEC can delegate the administrative and secretarial day-to-day-work of SASPA to a member or a third party. In such case, the NEC decides on the respective remuneration.

5.3 The Auditor(s)

5.3.1 The function of financial auditing is performed by 1-2 auditors. They are elected for a period of one year by the General Assembly. Re-election is permitted. The auditors shall audit the accounts of SASPA and present their report to the Annual General Assembly.

6 Financing and Liability

- 6.1.1 The activities of SASPA shall be financed by:
- a) Membership fees as determined by the General Assembly;
 - b) Contribution of members to legal proceedings initiated by SASPA as per the regulations determined by the General Assembly;
 - c) Voluntary contributions.
- 6.1.2 SASPA can render services to members and third parties against fees determined by the NEC.
- 6.1.3 The structure for the allocation of funds to be used for national and local activities shall be determined by the NEC and included in the annual budget.
- 6.1.4 SASPA's financial year shall coincide with the calendar year.
- 6.1.5 SASPA's liability is strictly limited to its own funds. Any personal or company liability of SASPA members, officers or delegates is strictly excluded.

7 Language

The official language of SASPA is English. German and French may be used according to local requirements.

8 Code of Conduct

- 8.1 SASPA, its members, delegates, officers, agents and third-party representatives shall act in full compliance with all applicable laws and regulations when conducting activities in connection with and on behalf of SASPA. Under no circumstances shall they engage in any business practices or discussions which have as an object or effect the prevention, restriction or distortion of free and fair competition, nor shall they through direct or indirect contacts or exchange of information align their market behaviour such as, but not limited to, price fixing, sharing/allocating markets or customers between competitors, bid rigging, collective boycotts. They shall be fully aware that any such discussion inside or outside the scope of the scheduled meetings is strictly prohibited.
- 8.2 The NEC shall suspend any member, delegate, officer or agent of SASPA in case non-compliance with the provisions of this Code of Conduct. It shall immediately terminate any cooperation with third parties not abiding to this Code of Conduct.

9 Entry into force

- 9.1 These Articles shall come into force immediately after the acceptance thereof by the constituting General Assembly.

Zurich, 3rd October 2018

Signed:

The President

NEC Member

Willy RUF

Lukas GYGER