

Articles of Association

Art. 1 Name and Location

1. The name of this organization is WORLDWIDE INDEPENDENT NETWORK ASSOCIATION (subsequently called WIN Association) and is an association in the sense of Art. 60 ff. ZGB of the Swiss law.
2. The seat of the WIN Association is in Switzerland.

Art. 2 Purpose

1. The WIN Association, a non-profit Association, aims to protect the rights and interests of its members in the international Freight Forwarding and Transportation Industry in general. It is committed to improving economic and ecological sustainability in the international Freight business. In so doing, it shall take due account of the overall interest.
2. The WIN Association provides its members services worldwide, in the area of safety, environment, information and is committed to improving the legal and administrative framework in the international Freight business.

Art. 3 Membership

1. The members of the WIN Association are legal entities in Switzerland or abroad. These members are active in the international Forwarding- and Transportation Industry and are actively and sustainably supporting the purpose of the WIN Association.
2. The Board of Directors of the WIN Association decides on the provisional membership of an applicant, the General Assembly decides with two thirds majority votes on his full membership.
3. Any member may resign by giving three-month notice to the Board of Directors, by end of month. The annual membership fee remains due and no refund is granted.
4. The Board of Directors can expel a member, who is violating the purpose and objectives of the WIN Association, from the WIN Association. This Member is given the opportunity to explain himself and to appeal against this expulsion. Expulsion must be filed to the AGM within 30 days. The final decision does not need to be commented. Expulsion does not release from financial obligations.

Art. 4 Fees and Liability

1. The fees for each member category are proposed by the Board of Directors and are agreed accepted by the Annual General Meeting.
2. All members owe the annual membership fee. Members who do not pay the annual membership fee lose all rights as a member after 90 days after its due date.
3. The WIN Association's liability for its business obligations is limited to assets of the WIN Association.

Art. 5 Authorities of the WIN association

1. The Authorities of the WIN Association are:
 - a) The General Meeting
 - b) The Board of Directors
 - c) The Regional Divisions
 - d) The Auditors
2. Depending on specific requirements the Board of Directors can assign task forces or project leaders for projects.

Art. 6 Powers of the General Meeting

1. The General Meeting is the highest Authority of the WIN Association.
2. Each member receives voting rights. If a member is prevented from voting the member can assign its voting rights to another member or to the Board of Directors.
3. The General Meeting of the WIN Association must be held every year. The Board of Directors must decide the date, place and duration.
4. The Board of Directors or a minimum of one-fifth of full members may call for an Extraordinary General Meeting. This call must be in writing.
5. The electoral procedure is done by voting. Unless stipulated otherwise in the Articles of Association the simple majority vote drives the decisive factor.-However, the majority vote is always determined by the number of the delivered and valid votes.
6. Each member must nominate one representative at executive level to attend the General Meeting.

7. The General Meeting shall only deal with matters which are listed on the official agenda. The invitation to the General Meeting must be sent to each member 60 days before the General Meeting. Members' additions to the agenda must be returned to the Secretariat within 15 days. The final agenda of the General Meeting must be sent to each member no later than 30 days before the General Meeting.
8. The General Meeting has following powers:
 - a. Approval of the Annual Report including Financial Report, Auditor Report and the Annual Budget; Annual membership fees, need two-third majority votes
 - b. Elections for Board positions need two-third majority votes
 - c. Voting for change of Articles or Bylaws need two-third majority votes;
 - d. Decision to form new regional sections within the WIN Association, two-third majority votes.
 - e. Pass resolution on liquidation of the WIN Association requires two-third majority votes;
 - f. Acceptance of new Full Members. Need of two-thirds majority votes;
 - g. Conclude member's appeal against Board decision, need two-third majority votes
 - h. Resolution on dissolution of the WIN Association by two-thirds majority votes.
 - i. To treat and pass other topics than mentioned before for voting, need simple majority vote votes
9. At the General Meeting the execution of the election of the Board of Directors and the Auditors is as following:
 1. All WIN members elect the Chairman
 2. All WIN members elect the Vice Chairman
 3. The members of each Region, Division or / and Business Unit elect their Director
 4. All WIN members elect the Auditors

Art. 7 The Board of Directors

1. The role and function of the Board of Directors is to:
 - a) To manage the WIN Association by far seeing the interest of WIN members and WIN Association;
 - b) To facilitate involvement of members in development, advancement and coordination of activities of the WIN Association;
 - c) To act fairly and consistently without prejudice in the interests of the WIN Association and its members;
 - d) To control and carry out decisions taken by the General Meeting;
 - e) To keep record of their activities, meetings, and decisions and to inform the members constantly.

2. The Board of Directors consists of Chairman, Vice Chairman and Regional Directors
3. The members of the Board of Directors, including the Chairman, hold office for a period of three years and may be re-elected for further terms.
4. The Board of Directors decides with a simple majority. In the event of a tie, the Chairman has the casting vote.
5. The Board of Directors has the following powers:
 - a) The approval of the minutes of the board of Directors
 - b) It constitutes itself in terms of organization and general tasks;
 - c) The definition of the long-term strategy, objectives and budget to be presented to and decided upon by the General Assembly;
 - d) To determine the headquarters of the WIN Association in Switzerland;
 - e) Determine the date, place and duration of the General Meetings;
 - f) The punishment of infringements of regulations and violations of agreements by members;
 - g) Decisions on accessions to other organizations which are in accordance with the purpose of the WIN Association,
 - h) The appointment and control of project managers
 - i) The public representation of the WIN Association;
 - j) Supervision of the WIN administration and finances
6. In the event, that a member of the Board terminates his/her position, the remaining Board members may appoint another member to the Board. Such appointment will terminate at the next General Meeting.

Art. 8 The Regional Divisions

1. The WIN Association is divided in Regions / Divisions and / or Business Units
2. At the General Meeting the members of each Region / Division and / or Business Units elect their Regional Division Director for the Board of Directors.
3. The Articles of Association of the WIN Association are compulsory for the divisions.
4. The main duties of the Regions / Divisions and / or Business Units are:
 - a) To publicize and implement the strategy and objectives of the WIN Association,
 - b) To work on projects and exchange experience with the best possible use;
 - c) To actively support the board and to give impulses to implement projects and plans of the WIN Association.

Art. 9 The Auditors

1. The Annual General Meeting elects two Auditors.
2. The Auditors may be members of the WIN Association or from an external trustee. Members of the Board of Directors are not permitted to be auditors.
3. The Auditors hold office for a period of two years and may be re-elected for further terms.
4. The duties of the auditors are:
 - a) The control of the accounts of the last financial year of the WIN Association according to Swiss law.
 - b) Preparation of the audit report and application for acceptance or rejection of the annual accounts by the general meeting.

Art. 10 Task forces – Project leaders

1. For specific targets the Board of Directors appoints a project leader or / and a task force team and outlines the plan and results that must be achieved.
2. There may be various task forces at the same time working on different issues.
3. The leader of a task force has following main duties:
 - a) Establish and present in writing the concept and the budget needed for the project to the Board of Directors and get approval;
 - b) Form the team of the project group that is entrusted with the realization of the project;
 - c) Reporting of progress on a regular basis in writing to the Board of Directors.

Art. 11 Dissolution of the WIN Association

1. Only the General Meeting may dissolve the affairs of the WIN Association by two-thirds of majority votes.
2. If dissolution of the WIN Association is agreed the members must decide about the utilization of the assets of the WIN Associations at the same General Meeting.

Art. 12 Validity of these Articles of Association

1. These Articles were valid with the adoption by the members of the General Meeting at the Extraordinary General Meeting in Lisbon, Portugal, on 28 May 2019.

Date and place:

Lisbon, Portugal, 28 May 2019

Chairman:

Mr. Alberto Maier



Secretary of the day:

Mr. Stefan Würth


