

# ARTICLES OF ASSOCIATION

of

## AIRPORT SERVICES ASSOCIATION (ASA) Current Version – January 3<sup>rd</sup> 2019

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### 1 Name and Seat

1.1 Under the name of **AIRPORT SERVICES ASSOCIATION (ASA)** (hereinafter abbreviated as ASA) a nonprofit association is established in accordance with article 60 et seq. of the Swiss Civil Code.

1.2 The seat of the ASA is in Riehen, Switzerland. The Board determines the address where ASA has its registered office which is:

Airport Services Association  
C/O Buchhaltungsfabrik  
Baselstrasse 44  
4125 Riehen  
Switzerland

### 2 Purpose and Objectives

2.1 The purpose of the ASA is to contribute to the improvement of the quality of ground services on airports for the benefit of its operators and passengers.

2.2 The objectives of the ASA are:

2.2.1 to study any relevant problems that affect the safety and efficiency as well as the profitability of ground handling operations on airports

2.2.2 to foster education and career development in the field

2.2.3 to set and promote new standards and benchmarks for efficient and safe ground handling operations

2.2.4 to encourage the interchange of knowledge among its members and the aviation industry

2.2.5 to contribute to the development of new practices, techniques and technologies

2.2.6 to represent the ground handling industry worldwide and to be the competent contact for third parties, including authorities, for all questions regarding ground handling

2.2.7 to establish common positions on industry issues and to communicate these to all parties involved in the aviation industry as well as to the

public

2.2.8 to grow and develop the ASA for the benefit of its members.

2.3 Furthermore, ASA may establish offices in Switzerland and abroad and may form subsidiaries and participate in other companies. ASA is entitled to acquire, encumber, sell and manage real estate in Switzerland and abroad. ASA may furthermore make all transactions appropriate for promoting the development of the association and for achieving and supporting the association's purpose.

### **3 Membership**

3.1 All persons and entities actively engaged as high-level decision makers in passenger-, baggage-, cargo-, and/or ramp-handling at airports, as outlined in sections 2, 3 and 5 of Annex A of the IATA Ground Handling Agreement of the AHM 2008 edition, and who identify themselves with the purpose and the objectives of the ASA, may apply for membership.

3.2 The Board of the ASA shall be free to decide about the admission of new members.

3.3 The Internal Rules determine the applicable criteria for membership, define the membership categories as well as the rights and the duties of the members and the procedures for loss of membership.

### **4 Organisation**

4.1 The organs of the ASA are:

4.1.1 the General Assembly of its members and

4.1.2 the Board.

### **5 The General Assembly**

5.1 The General Assembly of the ASA members is the supreme authority of the ASA. It shall meet in ordinary session annually. An Extraordinary session of the General Assembly shall be held whenever convened by the Board or at the request of at least five ASA members.

5.2 The formal invitations to attend the General Assembly shall be mailed together with the agenda at least thirty days before the date fixed for the session. However, the approximate dates of the ordinary General Assembly shall be notified six months in advance.

5.3 The ordinary General Assembly shall hear the report of the Director General and of the Working Groups and approve the accounts for the preceding financial

period as well as the budget for the next business year. It shall elect the members of the Board. Furthermore, it shall decide on all items appearing on the agenda.

- 5.4 All members of the ASA are entitled to request the Director General in writing at least two months in advance of a General Assembly to include specific items in the agenda.
- 5.5 The debates in the General Assembly shall be validly held irrespective of the number of members present. Each member has one vote. Decisions and elections shall be made by a simple majority of the members present. When amendments to these Articles of association or the dissolution of the ASA are under consideration, decisions shall be made by the majority of three quarters of the members present.

## **6 The Board**

- 6.1 The members of the Board shall be elected by the General Assembly. The Board constitutes itself, distributing the charges and arranging the duties among its members and determines the signatories and the rules of signature. The Board elects the Director General.
- 6.2 The members of the Board are elected to serve for a two-year term. They may be reelected for as long as they fulfill the membership criteria.
- 6.3 Should an elected member of the Board be impeded to carry on with his duties, the Board may designate a substitute officer who is entitled to present his candidacy at the next General Assembly.
- 6.4 The Board conducts the affairs of the ASA and decides on all matters not expressly assigned to the General Assembly. In particular, the Board has the powers to:
  - 6.4.1 admit and discharge members
  - 6.4.2 fix the membership fees
  - 6.4.3 convene the General Assembly and to establish its agenda
  - 6.4.4 structure itself and to appoint signatories
  - 6.4.5 suspend ad interim Board members by a two-thirds majority vote of all its members
  - 6.4.6 decide on affiliations
  - 6.4.7 establish and modify the Internal Rules
  - 6.4.8 establish Working Groups.
- 6.5 The Board shall meet whenever it is convened by the Chairman or at the request of two of its members. It shall validly meet if more than half of its members are

present and shall make its decisions by a simple majority of its members present; if the votes are equal, the Chairman has the deciding vote. All members of the Board agreeing, deliberations may be held and decisions validly taken by way of telephone, or videoconference or by resolution by circular.

- 6.6 In order to guarantee professionalism and effectiveness of the ASA activities, the Board may decide to have the Secretary General employed on a full or part time base. In this case, the Secretary General would have to report to the Director General.

## **7 Working Groups**

- 7.1 The Board may establish permanent as well as ad hoc Working Groups to study specific issues of the industry and to provide recommendations.
- 7.2 Each Working Group shall be chaired by a member of the Board.

## **8 Internal Rules**

- 8.1 The Board shall establish the Internal Rules supplementing the present Articles of Association. The Internal Rules become effective with their adoption by the Board and their notification to the members of the ASA. They will be submitted to the next General Assembly for approval.

## **9 Communication**

- 9.1 All communications in writing between the ASA and its members as well as among the members of the Board as well as the Working Groups are equally valid if notified or exchanged on paper or electronically.

## **10 Finances**

- 10.1 The ASA shall raise its funds through membership fees, through the organisation of the ASA Congress and through other events and publications. It may also receive sponsorships, donations and be appointed as heir or legatee.
- 10.2 Membership fees are payable yearly in advance.
- 10.3 The members of the ASA shall be exonerated from personal liability in respect of the financial commitments of the ASA which shall be guaranteed solely by the assets of the ASA.
- 10.4 The business year of the ASA corresponds to the calendar year with the exception of the first business year which begins the day of the constitution

and ends on

December 31<sup>st</sup> of the subsequent year. The accounting books shall be closed annually and be submitted to the Board for preliminary approval. The Board may want to submit the accounts for external audit.

- 10.5 The financial period for which consolidated accounts have to be presented for definite approval to the ordinary General Assembly starts on January 1<sup>st</sup> preceding the last ordinary General Assembly and ends on December 31<sup>st</sup> preceding the approving ordinary General Assembly.
- 10.6 The ordinary General Assembly may decide to have the consolidated accounts submitted to an external audit.

## **11 Dissolution**

- 11.1 A decision to dissolve the ASA shall be taken by an extraordinary General Assembly specially convened for the purpose and by the majority of three quarters of the members there present.
- 11.2 In any case of dissolution of the ASA, all its remaining assets shall be transferred to an organisation aspiring to the same or to a similar purpose. A devolution of assets to the members of the ASA is excluded.

**Agreed by the ASA Board on the 3<sup>rd</sup> January 2019**