

**Articles of Association
of
Airport Services Association (ASA)
Current Version: 6 December 2022**

1. GENERAL

1.1. Name and Seat

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

1.1.2. The seat of the ASA is in Riehen, Switzerland.

1.2. Purpose and Objectives

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

1.2.2. The objectives of the ASA are:

- a) to promote the overall aviation service providers industry
- b) to study any relevant problems that affect the safety and efficiency as well as the profitability of aviation service providers’ operations on airports
- c) to foster education and career development in the field
- d) to set and promote new standards and benchmarks for efficient and safe aviation service providers’ operations
- e) to encourage the interchange of technical knowledge among its members and the aviation industry
- f) to contribute to the development of new practices, techniques, and technologies
- g) to represent aviation service providers’ industry worldwide and to be the competent contact for third parties, including authorities, for all questions regarding aviation service provision
- h) 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
- i) to grow and develop the ASA for the benefit of its members

1.2.3. ASA may make all transactions appropriate for promoting the development of the association and for achieving and supporting the association’s purpose.

1.3. Applicable Law and Jurisdiction

1.3.1. Applicable Law of these Articles of Association is Swiss Law, to the exclusion of the conflict of law provisions. The place of jurisdiction for any dispute arising out of or in connection with these Articles of Association shall be the registered office of ASA in Switzerland.

1.4. Organisation

- 1.4.1. The organs of the ASA are:
- a. the General Assembly of its members
 - b. the Supervisory Board
 - c. the Operating Board
 - d. the Director General
 - e. the Auditors, if applicable

2. MEMBERS

2.1. Membership

- 2.1.1. All entities actively engaged in the aviation services markets including ground handling, cargo handling, fueling services, ancillary services, and other outsourced services to airlines and airports, and who identify themselves with the purpose and the objectives of the ASA, may apply for membership.
- 2.1.2. The Operating Board of the ASA shall be free to decide about the admission of new members. The Operating Board has the competence to discharge members, who acted contrary to the purpose of the Association or whose conduct causes harm to it or because of a breach of law or of material provisions of the Articles of Association. New membership to an eligible company shall not be ordinarily withheld.
- 2.1.3. The Internal Rules of the ASA shall determine the applicable criteria for membership, as well as the rights and the duties of the members and the procedures for loss of membership.

2.2. Categories of Membership

- 2.2.1. There are four categories of membership. Which category of membership a member belongs to is determined by the member's annual turnover:
- a. Category A: Membership: annual turnover in excess of US\$ 1.5bn
 - b. Category B: Membership: annual turnover in excess of US\$ 300m
 - c. Category C: Membership: annual turnover in excess of US\$ 50m
 - d. Category D: Membership: annual turnover less than US\$ 50m
- 2.2.2. Should a member whose annual turnover does not meet the criteria for Category A membership wish to pay the fee of US\$ attributed to the Category A of membership at the time, then this member shall receive the status of a Category A member with all competencies and duties.
- 2.2.3. The Director General may regularly request information on annual turnover from the members. The Internal Rules shall specify which accounting standards are permitted for the determination of annual turnover, which documents are required and how frequently the Director General shall obtain the documents.

2.3. Annual Subscription Fee

- 2.3.1. The respective annual subscription fee for each membership category shall, unless otherwise decided by the General Assembly, be:
- a. Category A: Subscription: 150,000 US\$/year
 - b. Category B: Subscription: 10,000 US\$/year
 - c. Category C: Subscription: 5,000 US\$/year
 - d. Category D: Subscription: 1,000 US\$/year

2.4. Resignation

Members may resign from the Association at any time by notifying the Director General in writing (including by e-mail or other electronic means) who will then notify the Supervisory Board.

3. THE GENERAL ASSEMBLY

3.1. Composition and Constitution

- 3.1.1. The General Assembly of the ASA members is the supreme authority of the ASA.
- 3.1.2. It shall meet in ordinary session annually. An extraordinary session of the General Assembly shall be held whenever convened by the Operating Board or at the request of at least five ASA members.
- 3.1.3. The formal invitations to attend the General Assembly shall be mailed or sent via electronic medium 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, or as soon as practicable.
- 3.1.4. 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.

3.2. Right to Vote and Quorum

- 3.2.1. The debates in the General Assembly shall be validly held irrespective of the number of members present.
- 3.2.2. Each member has one vote (regardless of which membership category).
- 3.2.3. Decisions and elections shall be made by a simple majority of the members present.
- 3.2.4. When amendments to these Articles of Association or the dissolution of the ASA are under consideration, decisions shall be made only with the majority of three-quarters of the members present.

3.3. Duties and Competencies

- 3.3.1. The General Assembly shall:
- a. adopt and amend the Articles of Association.
 - b. have primary oversight of the bodies and may consider recommendations and warnings from the Supervisory Board.
 - c. hear the report of the Director General, of the Working Groups and Regional Chapters.
 - d. elect the members of the Operating Board.
 - e. elect the additional Supervisory Board members from Categories B, C or D.
 - f. elect an auditor.
 - g. approve the annual financial statements.
 - h. Approve a high-level budget for the next business year
 - i. decide on all items appearing on the agenda.

4. THE SUPERVISORY BOARD

4.1. Composition and Constitution

- 4.1.1. The Supervisory Board will consist of
- a. a senior executive of each of the Category A members
 - b. two senior executives from Categories B, C or D members, for a two-year period
- 4.1.2. The Supervisory Board elects its Chairperson. The Chairperson of the Supervisory Board will rotate every two years between Category A members.

4.2. Resignation

- 4.2.1. Any Supervisory Board Member may resign at any time by delivering a written resignation to the Director General.

4.3. Duties and Competencies

- 4.3.1. The Supervisory Board shall:
- a. define and review annual goals, strategy, and overall performance of the association.
 - b. oversee the Operating Board and Director General and make recommendations and warnings to the General Assembly.
 - c. appoint the Director General.
 - d. approve the annual budget.

4.4. Supervisory Board Meeting

- 4.4.1. The Supervisory Board shall have at least one or two ordinary meetings yearly. An extraordinary meeting may be held if requested by at least two Supervisory Board Members or the Chairperson.

- 4.4.2. The Supervisory Board validly meets 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 Chairperson has the deciding vote. All members of the Supervisory Board agreeing, deliberations may be held, and decisions validly taken by way of telephone, or videoconference or by circular resolution.

5. THE OPERATING BOARD

5.1. Composition and Constitution

- 5.1.1. The Operating Board shall consist of at least five and maximum nine members. The members must be natural persons.
- 5.1.2. The members of the Operating Board shall be elected by the General Assembly.
- 5.1.3. The members of the Operating Board are elected to serve for a two-year term. They may be reelected for as long as they fulfill the membership criteria. The Operating Board appoints its Chairperson for a two-year term. Reelection is possible.
- 5.1.4. The Operating Board members distribute their tasks and duties among themselves and determine the signatories and the rules of signature.
- 5.1.5. Should an elected member of the Operating Board be impeded to carry on with his/her duties, the Operating Board may designate a substitute officer who is entitled to present his/her candidacy at the next General Assembly.

5.2. Resignation

- 5.2.1. Any Operating Board Member may resign at any time by delivering a written resignation to the Director General.

5.3. Duties and Competencies

- 5.3.1. The Operating Board conducts the affairs of the ASA and decides on all matters not expressly assigned to the General Assembly or another corporate body of the Association by law or these Articles of Association.
- 5.3.2. In particular, the Operating Board shall:
- a. represent the ASA toward third parties
 - b. take up and address concerns of the members
 - c. admit and discharge the ASA members
 - d. structure itself and appoint signatories
 - e. decide on affiliations
 - f. establish and modify the Internal Rules
 - g. maintain the ASA's financial book-keeping in accordance with the applicable legal provisions

- h. establish Working Groups, Board Committees and Regional Chapters

5.4. Operating Board Meeting

- 5.4.1. The Operating Board shall meet quarterly or whenever it is convened by the Chairperson 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 Chairperson has the deciding vote. All members of the Operating Board agreeing, deliberations may be held and decisions validly taken by way of telephone, or videoconference or by circular resolution.

5.5. Operating Board Committees

- 5.5.1. Operating Board Committees may be formed for particular subject areas and shall report regularly to the Operating Board on ongoing issues.

5.6. Working Groups

- 5.6.1. The Operating Board may establish permanent as well as ad hoc Working Groups to study specific issues of the industry and to provide recommendations.
- 5.6.2. Each Working Group has the right to be chaired by a member of the Operating Board.

5.7. Regional Chapters

- 5.7.1. Operating Board may establish Regional Chapters to study or solve site-specific issues.
- 5.7.2. Each Regional Chapter has the right be chaired by a member of the Operating Board.

5.8. Internal Rules

The Operating Board shall establish the Internal Rules supplementing the present Articles of Association. The Internal Rules become effective with their adoption by the Operating Board and their written notification to the members of the ASA. In addition, any changes to the Internal Rules shall be brought to the attention of the next General Assembly for information.

6. THE DIRECTOR GENERAL

6.1. Election

- 6.1.1. The Director General is appointed by the Supervisory Board.

6.2. Resignation

- 6.2.1. The Director General may resign by delivering a written resignation to the Supervisory Board in accordance with the agreement between the ASA and the Director General.

6.3. Duties and Competencies

- 6.3.1. The Director General is the Head Executive of the ASA. S/he is responsible for all administrative matters.
- 6.3.2. In particular, the Director General:
- a. discharges the business plan set annually by the Supervisory Board
 - b. promotes ASA and ensures involvement in key industries
 - c. runs the Secretariat, its employees, and the subcontracted parties
 - d. represents the ASA toward third parties along with the Operating Board
 - e. prepares and convenes the General Assembly
 - f. establishes the General Assembly's agenda
 - g. is responsible for information requests of the ASA members
 - h. supports the Operating Board and the Supervisory Board and makes reports to them.

7. AUDITORS

- 7.1. When obliged by the applicable law, the ASA shall have a full or limited audit by external auditors. If not legally obliged to do so, the Operating Board or the General Assembly may decide on internal and / or external audits.

8. SUSPENSION

- 8.1. A member of the Supervisory Board, or of the Operating Board, may be suspended at any time in case of gross misconduct as is specified in the Internal Rules.
- 8.2. In the case where the membership fee of a company whose representative is either a member of the Supervisory Board, or of the Operating Board, hasn't been paid in accordance with Article 10, this member's participation to the Board shall be suspended as long as the payment has not been received and acknowledged by the Director General.

9. COMMUNICATION

- 9.1. All communications in writing between the ASA and its members as well as among the members of the Operating Board, Supervisory Board, Director General as well as the Working Groups and Regional Chapters are equally valid if notified or exchanged on paper or electronically. Notification about changes to the Internal Rules may also be posted in the members' section of the ASA website and such changes shall be deemed as validly notified to all ASA members.

10. FINANCES

- 10.1. The ASA shall raise its funds through membership fees, 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, within a month after having received the invoice. The Internal Rules may specify the modalities.
- 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 31st of the subsequent year. The accounting books shall be closed annually and be submitted to the Operating Board for preliminary approval. The Operating Board may want to submit the accounts for external audit and/or internal auditors. The Internal Rules may specify further specifications on accounting and financial reporting.

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.