

ASTM STATUTES

GERMAN AND LEGALLY BINDING VERSION - ENGLISH VERSION

ASTM Articles of Association

1. Name and Seat

Under the name

Association Suisse du Travel Management " ASTM "

Swiss Association for Business Travel Management

Associazione Svizzera del Travel Management

Swiss Association for Business Travel Management

hereinafter referred to as ASTM, is an association within the meaning of Art. 60 ff. ZGB with its registered office in Zurich.

2. Purpose

The purpose of the Association is

- The professional development of business travel management in Switzerland and abroad
- To identify and define the various functions and responsibilities associated with business travel consulting and global mobility management in companies
- Promoting these functions to the media, the public, companies, educational organizations and other players in the business travel industry
- Organizing meetings, promoting the exchange and sharing of best practices and expertise in the domain of business travel management

3. Membership

Any natural or legal person with an interest in the purpose of the Association may become a member with voting rights.

Applications for membership must be addressed to the President; the Board of Directors decides on admission.

Honorary members are natural persons who have made a special contribution to the Association, the industry or the purpose of the Association in the past. The Board of Directors decides on the appointment or withdrawal. They have no voting rights.

4. Annual membership fee

Members must pay an annual fee, which is determined by the General Assembly.

5. Termination of membership

Membership expires

- for natural persons by resignation, exclusion or death
- in the case of legal entities, by resignation, expulsion or dissolution

6. Resignation and exclusion

Resignation from the association is possible at any time. The letter of resignation must be sent by registered letter to the President at least four weeks before the Ordinary General Meeting.

A member can be expelled from the association at any time without giving a reason. The Board of Directors makes the decision to expel.

7. Organs of the association

The bodies of the Association are

- a) the General Assembly
- b) the Board of Directors

8. Funds of the association

In order to pursue the purpose of the Association, the Association has at its disposal the contributions of the members, which are determined annually by the General Meeting. Sponsoring contributions are also provided as funds. Participation fees may be charged for events

9. The General Assembly

The ordinary General Assembly takes place once a year. The Board of Directors determines the date and invites the members at least four weeks in advance, announcing the items on the agenda.

Motions from members to the General Meeting must be submitted in writing to the President at least six weeks before the meeting.

An Extraordinary General Meeting is convened by resolution of the Board of Directors or at the written request of at least one fifth of the members; the invitation is issued at least 10 days before the meeting.

The General Meeting has the following irrevocable duties:

- a) Election or removal of the members of the Board of Directors and the President
- b) Determination and amendment of the Articles of Association
- c) Approval of the annual accounts
- d) Deciding on the annual budget
- e) Determination of the membership fee
- f) Passing resolutions on motions from the Board of Directors and members
- g) Dissolution of the association

Each member has one vote at the General Meeting; resolutions are passed by a simple majority, subject to the provisions in sections 12 and 13.

Passive members are invited to the General Meeting but have no voting rights.

10. The Board of Directors

The Board of Directors consists of the President elected by the General Meeting and at least one other person. It constitutes itself. It meets at least twice a year and is convened by the President.

In principle, the Board of Directors has all powers that are not reserved exclusively for the General Meeting. The Board of Directors represents the association externally and manages day-to-day business.

The resolutions of the Board of Directors are passed by majority vote. The President votes; in the event of a tie, he has the casting vote. Majority resolutions can also be passed by written vote of the Board members (by circular).

11. Signature

The Association is bound by the collective signature of the President together with another member of the Board of Directors.

12. Liability

Only the Association's assets are liable for the Association's liabilities. Personal liability of the members is excluded.

13. Amendment of the Articles of Association

Applications to amend the Articles of Association must be submitted to the Board of Directors in writing at least six weeks before the General Meeting.

14. Dissolution of the association

The dissolution of the Association can only be decided by an ordinary or extraordinary General Assembly at which two thirds of the active members are present. The resolution to dissolve requires a majority of at least two thirds of the votes cast.

If less than two thirds of all members attend the meeting, a second meeting must be held within one month. At this meeting, the association can also be dissolved by a simple majority if less than two thirds of the members are present.

If the association is dissolved, the association's assets shall be transferred to an institution that pursues the same or a similar purpose.

15. Entry into force

These Articles of Association were adopted at the inaugural meeting on 1 October 2019 and entered into force on this date.