



Articles of Association

Article No. 1

Name of the Association

- 1.1. Under the name of "Board of Airline Representatives in Switzerland", an Association is hereby constituted in accordance with Article 60 et seq. of the Swiss Civil Code (Schweiz. Zivilgesetzbuch).

Article No. 2

Purpose of the Association

- 2.1. The Association shall safeguard the local interests of its membership and take appropriate measures with Swiss government authorities, regulatory bodies and other entities as the case may be. The Association may also take action on behalf of one or more individual member(s), if so requested and authorized by such member(s).
- 2.2. The Association shall not engage in any action, punitive, enforcement or other, which could be detrimental to or embarrassing for any of its members, unless such action is clearly in the interest of the membership at large.

Article No. 3

Funding

- 3.1. The activities of the Association shall be funded by ordinary and extraordinary membership assessments and by interests paid on funds held in the account of the Association.
- 3.2. The Association is a non-profit body. The Association shall not aim at accruing any reserves more than necessary to carry out its activities. The ordinary yearly membership fee shall not exceed CHF 500 and shall be assessed by the Executive Board and approved by the Annual General Meeting.
- 3.3. The cost of special activities undertaken by the Association shall normally be allocated to the participants of such special activities, unless otherwise agreed by a General Meeting.
- 3.4. The financial year shall coincide with the calendar year.
- 3.5. The general membership shall receive at the first general Meeting (the Annual General Meeting) of any year, the audited statement of accounts of the Association.
- 3.6. Members are only liable up to the amount of their annual contribution. A personal liability of any member of the association is excluded.



Article No. 4

Managing Bodies of the Association

- 4.1. The General Meeting
- 4.2. The Executive Board
- 4.3. The Auditors
- 4.4. The Executive Officer

Article No. 5

The General Meeting

- 5.1. The General Meeting is the highest authority of the Association.
- 5.2. The General Meeting is convened three (3) times every year; the first such meeting being the Annual General Meeting whereas the remaining meetings are designated ordinary General Meetings.
- 5.3. An Extraordinary General Meeting may also be convened by the Executive Board or at the request of at least 10 (ten) percent of the membership.
- 5.4. Normally, two weeks' notice shall be given for the convening of a General Meeting although in urgent matters, the Executive Board may convene a meeting on shorter notice.
- 5.5. The General Meeting shall pass its decisions and resolutions by a simple majority vote unless provided otherwise in these Articles of Association.
- 5.6. The General Meetings shall have the following powers:
 - a) to pass decisions and recommendations in accordance with Article 2;
 - b) to elect the members of the Executive Board. A General Meeting shall elect from the membership the President, the Vice-President and four Officers-at-large of the Executive Board; furthermore, the Swiss International Air Lines delegate shall serve as officer-at-large on the permanent seat on the Executive Board reserved for Swiss International Air Lines. The officers of the Association shall be elected by a simple majority vote at a General Meeting;
 - c) to elect the two Auditors from among its members by simple majority vote;
 - d) to approve the accounts of the Association;
 - e) to approve the budget and the annual membership fee;
 - f) to expel members in accordance with Art. 10.8.;



- g) to amend the Articles of the Association. A two-third majority vote of the members present shall be required for any amendment thereof;
- h) to disband the Association; a two-third majority vote of the members present shall be required for the disbanding of the Association.

Article No. 6

Decisions by the General Meetings

- 6.1. A General Meeting is empowered to pass decisions and recommendations in accordance with the purpose of the Association provided that at least one half of the members are in attendance. For the purpose of establishing this quorum the total membership shall consist of those members who have attended a General Meeting during the past twelve months.
- 6.2. A member may only be expelled from the association by a two-third-majority vote of the members present.
- 6.3. Votes by proxy shall be permitted provided the member present has received the proxy in writing.
- 6.4. Nothing shall preclude the adoption of decisions by mail or cable vote. Members failing to vote shall be counted as affirmative.
- 6.5. Only items placed on the agenda may be voted upon by the General Meeting.

Article No. 7

The Executive Board

- 7.1. The Executive Board of the Association shall consist of the President, the Vice-President and four Officers-at-large, plus the permanent Swiss International Air Lines Delegate and the Executive Officer, the latter without voting rights.
- 7.2. The term of office of any member of the Executive Board shall be three (3) years with a possibility to be re-elected for an additional term of office for all officers-at-large including President and Vice-President. The Swiss International Air Lines Delegate to the Executive Board is replaced in accordance with the carrier's own dispositions. An Officer of the Executive Board may be elected to President or Vice-President, regardless of the time already served on the Executive Board.
- 7.3. The Executive Board shall deal with the day-to-day business of the Association and carry out specific functions and tasks as instructed by a General Meeting.
- 7.4. The Executive Board shall recommend to the General Meetings initiatives and measures which may benefit the membership.
- 7.5. The Executive Board decides on the admission of new members and its designated delegates pursuant to Art. 10.



- 7.6. The Executive Board may take formal votes to determine its position if a quorum of four members is present. Decisions are reached by simple majority vote.
- 7.7. The Executive Board meets regularly, generally every second month and, if so required, two calendar weeks before any General Meeting, or on special request by at least two Officers. It is mandatory that a Member of the Executive Board attends all E.B. and General Meetings. Failure of this obligation may result in a suspension of the function.
- 7.8. The Executive Board may co-opt other non-voting members, form sub-committees and invite specialist advisors to General Meetings and meetings of the Executive Board.
- 7.9. The Executive Board, through the Executive Officer, shall inform the membership promptly of any changes and developments of local significance in the air-industry.
- 7.10. The Officers of the Association shall not receive any remuneration of any kind for their work.
- 7.11. The Executive Board shall ensure that the expenses of the Association be kept to a minimum.
- 7.12. The Executive Board meetings shall be attended by the Executive Officer of the Association.

Article No. 8

The Auditors

- 8.1. The two Auditors elected by a General Meeting shall audit the accounts of the Association and present their report to the Annual General Meeting.
- 8.2. The term of office of the Auditors shall be one year, which may be renewed by the Annual General Meeting for another year at a time.

Article No. 9

The Executive Office

- 9.1. The Executive Officer of the Association shall normally be designated by Swiss International Air Lines. If Swiss International Air Lines is not in a position to provide the Executive Officer, the Executive Board shall propose to the General Meeting an alternate arrangement.
- 9.2. The Executive Officer shall act as recorder at the General Meetings and the meetings of the Executive Board and shall prepare the minutes in consultation with the President for prompt distribution to the members. He shall also prepare and distribute meeting calls and agendas.
- 9.3. The Executive Officer shall maintain the records and provide reasonable support services within the terms of the purposes of the Association as directed by the General Meetings and the Executive Board.
- 9.4. The Executive Officer shall keep the accounts of the Association.
- 9.5. The Executive Officer shall report to the Executive Board, respectively its President and be issued with a personal job description.



Article No. 10

The Membership

- 10.1. Each scheduled air-carrier having a representative in or for Switzerland may announce to the Executive Officer its wish to be a member of the Association, and shall in such case designate a full-time own staff member to represent it in the Association.

Alliances have the following options:

- Airlines, which have transferred commercial responsibility to an alliance partner in Switzerland, can participate as alliance partners at the Association. Regular membership fees apply for each airline registered as alliance partner. Alliance partners have to deposit a permanent proxy vote for each carrier represented with the Executive Officer. The permanent proxy will be noted in the B.A.R. Directory and in the minutes.
 - Delegate the active member to the Board and have only one vote.
- 10.2. A charter air-carrier, registered in the FOCA list “ Swiss operators with JAR-OPS 1 (AOC) and Operating License” operating regular passenger or cargo charter flights from Switzerland may announce to the Executive Officer its wish to be a member of the Association, and shall in such case designate a full-time own staff member to represent it in the Association. Concessional travel is subject to individual bilateral agreements between members and such charter companies.
- 10.3. The designated staff member must have the highest managerial responsibility for the air-carrier's activities in Switzerland.
- 10.4. General Sales Agents are allowed to represent the air-carrier before the Association subject to the following provisions:
- Any Airline (offline or online from/to/via Switzerland) represented by a G.S.A. may apply for B.A.R. Switzerland membership.
 - The G.S.A. has to be entrusted with overall responsibility for all activities of the air-carrier.
 - A separate person must be nominated as delegate on the Board for every airline represented by the G.S.A..
 - Offline airlines represented by a G.S.A. do not have a vote on the Board.
 - Proxy vote within the same G.S.A. is not permitted.
 - Meetings shall only be attended by the designated G.S.A. representative.
 - G.S.A. acting as Tour Operators and Travel Agents may not become members of B.A.R. Switzerland
 - Air-carriers requesting B.A.R. representations by G.S.A. have to advise the Executive Board through the Executive Officer in the usual manner, i.e. by completing the respective questionnaire, indicating specifically also the rules governing concessional travel. Part-time employees of the air-carrier and Agents are not allowed to represent the Carrier before the Association.
- 10.5. Meetings may only be attended by the designated representative of the air-carrier.
- 10.6. Membership of the Association is voluntary. Representatives of new members are required to submit an accreditation questionnaire completed by the carrier's head-office. Representatives shall inform the Executive Officer of their successor.



10.7. Any member may terminate its membership by a written notice to the Executive Board six months prior to the 31st December of each year.
The existence and continuity of the Association shall not be affected by any changes in the membership at large.

10.8. Members may only be expelled from the Association for:
- conduct detrimental to the Association or its purposes
- non-payment of membership dues, or
- non-fulfillment of membership requirements.

Article No. 11

Complementary Provisions

11.1. The provisions of the Swiss Civil Code Art. 60 et seq apply.

Signed: Jürg Müller
President

Yves-Alain Yersin
Executive Officer

Date: 14.03.1996, rev. 07.04.2000, rev. 28.03.2003, rev. 23.09.2003, rev. 23.09.2004.
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19.03.2021

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