



FIATA Statutes



International Federation of
Freight Forwarders Associations

Doc. 10/114

replaces the former Doc. 10/113 dated 17 October 2001

FIATA

International Federation of
Freight Forwarders Associations
Schaffhauserstrasse 104
P.O. Box 364
CH-8152 Glattbrugg
Switzerland

Phone: +41 (0)43 211 65 00

Telefax: +41 (0)43 211 65 65

E-mail: info@fiata.com

Internet: www.fiata.com

Published by FIATA

© FIATA

Printed by Hürzeler AG, Switzerland

Contents

	Page
Art. 1 Name, domicile and style	4
1.1 Name	
1.2 Logo	
1.3 Domicile	
Art. 2 Purpose and attainment of purpose	4
2.1 Purpose of FIATA	
Art. 3 Funds and Liability	4
3.1 Funds	
3.2 Liability	
Art. 4 Membership	4
4.1 Categories of membership	
4.2 Association Members	
4.3 Group Members	
4.4 Individual Members	
4.5 Honorary Members	
4.6 Commencement, Suspension and Termination of Membership	
4.7 Admission Fees and Membership Contributions	
Art. 5 Organs	6
5.1 Organs of FIATA	
5.2 The General Meeting	
5.3 The Presidency	
5.4 Extended Board	
5.5 Auditors	
Art. 6 Secretary General and Treasurer	8
6.1 Secretary General	
6.2 Treasurer	
Art. 7 Institutes, Regional Committees, Standing Committees, ad hoc Working Groups	9
Art. 8 Secretariat, Director	10
Art. 9 Association Year	10
Art. 10 Languages	10
Art. 11 Arbitration	10
Art. 12 Final Provision	10

Art. 1 Name, domicile and style

- 1.1. There is an association pursuant to Art. 60 ff. of the Swiss Code of Civil Law (ZGB), under the name "FEDERATION INTERNATIONALE DES ASSOCIATIONS DE TRANSITAIRES ET ASSIMILES", "INTERNATIONALE FOEDERATION DER SPEDITEUR-ORGANISATIONEN" and "INTERNATIONAL FEDERATION OF FREIGHT FORWARDERS ASSOCIATIONS", acronym "FIATA".
- 1.2. FIATA acts under the logo (incorporating the acronym "FIATA") as annexed to these Articles. The FIATA holds all rights to the use of logo and style.
- 1.3. FIATA is domiciled in Zurich; the secretariat of the association is also in Zurich.
- 1.4. The masculine form is used throughout in the present Statutes; where appropriate the feminine form is tacitly implied.

Art. 2 Purpose and attainment of purpose

- 2.1. The purpose of FIATA is to act as an umbrella organisation for the national and regional associations of freight forwarders throughout the world; to safeguard, promote and co-ordinate professional and branch interests on an international plane, in particular by:
 - 2.1.1. Maintaining contacts with international and supra-national authority organisations and associations of transport and commercial interests;
 - 2.1.2. Participating, within the scope of its purposes as a member of such associations, federations, groupings and affiliations or otherwise co-operating with these insofar as they pursue the same or similar interests;
 - 2.1.3. Being active in the determination of customary usage/regulations in international business;
 - 2.1.4. Promoting the image and acceptance of the forwarding industry by public relations work;
 - 2.1.5. Issuing publications and specialised literature;
 - 2.1.6. Providing support for its members;
 - 2.1.7. Conducting training and further training seminars;
 - 2.1.8. Promoting solidarity and fair competition and the exchange of business and technical experience;
 - 2.1.9. Dealing with specific and general questions in commerce and transport;
- 2.2. FIATA is a non-profit making association.

Art. 3 Funds and Liability

- 3.1. The funds to finance the work of FIATA are derived from admission fees, membership contributions, donations and income from special services rendered by FIATA.
- 3.2. The liability of the Federation is restricted to the assets of the Federation.

Art. 4 Membership

- 4.1. **FIATA members may be**
 - a) Association Members;
 - b) Group Members;
 - c) Individual Members;
 - d) Honorary Members.
- 4.1.1. Members shall contribute to the achievement of FIATA objectives as best they can and be governed by the Statutes, the business regulations and the directives of the Presidency and shall uphold the resolutions of the General Meeting.
- 4.1.2. Members have to disclose information to FIATA, particularly for statistical purposes.

4.2 **Association Members**

Association members are organisations representing the entire or part of the forwarding sector of a country or a region, which are to be laid down by the Presidency.

- 4.2.1 Acceptance and exclusion of an Association member shall be made by resolution of the General Meeting on a motion by the Presidency. This decision is final.
- 4.2.2 Each Association member holds (active and passive) the right to present motions, as well as nomination and voting rights.
- 4.2.3 The Association member is entitled to use the FIATA logo on its own stationery. Only the Association member is entitled to put FIATA documents at the disposal of its own members according to the directives of the Federation.
- 4.2.4 In exceptional cases the General Meeting may, following a proposal by the Presidency, accord an Individual member the status of an Association member; this for the period in which the country or the region does not establish an Association and as long as no definitive decision has been made on an application for Association membership of FIATA.
- 4.2.5 The secretariat shall inform the current Association member of the country or the region concerned immediately in the event of an application for Association membership by a further organisation. The previous Association member is entitled to lodge an objection which shall be made to the Presidency within four weeks. The General Meeting shall rule on such objection.

4.3 **Group Members**

Group members may be

- a) International organisations representing the forwarding branch of a group of countries or regions;
- b) International forwarding groups representing the same or similar interests to FIATA;
- c) International associations whose members are active only in a sub-sector of the forwarding branch.

Membership according to a) is only possible if all the members of the international organisation are associations, which in turn are Association members of FIATA.

- 4.3.1 The acceptance and the exclusion of a Group Member shall be made, on motion by the Presidency, by resolution of the General Meeting. The decision is final.
- 4.3.2 Every Group Member is entitled to voting and election rights through its delegate.

4.4 **Individual Members**

Individual Members are forwarding enterprises or legal entities closely associated with the forwarding branch.

- 4.4.1 The acceptance of membership of a forwarding enterprise requires the written approval of the Association member of the country or the region from where the application is made. The acceptance and the exclusion of an Individual Member shall be made by resolution of the Presidency. The decision is final.
- 4.4.2 Individual Members are not entitled either to present motions nor do they hold voting and election rights.
- 4.4.3 An Individual Member may at his own choice, display the FIATA logo on his stationary, printed materials and advertising. However, it shall under no circumstances display the FIATA logo on any transportation document of whatsoever description.

4.5 **Honorary Members**

Honorary Members are persons who have been of particular service to FIATA or the forwarding industry.

- 4.5.1 The grant or the annulment of honorary membership shall be made, on motion by the Presidency, by resolution of the General Meeting.
- 4.5.2 Honorary members are in this capacity not entitled either to present motions nor do they hold voting and election rights.

4.6 **Commencement, Suspension and Termination of Membership**

- 4.6.1 Membership commences with the written information of the resolution on membership and receipt of the admission fee and the membership contribution stipulated in the information.
- 4.6.2 Membership shall be suspended if the member does not meet its financial obligations in due time. The secretariat shall inform the member of its suspension in writing. Suspension shall be deemed annulled with the receipt of all amounts outstanding.

- 4.6.3 Membership shall end
- a) with withdrawal subject to observance of six months' notice, per the end of a calendar year. Statement of retraction of membership shall be submitted to the secretariat by registered letter;
 - b) by cessation of legal personality of the Association, Group or Individual member;
 - c) in the event of an Individual Member also if the member failing to fulfil its financial obligations within four weeks of the second written warning and/or, in the case of a forwarding enterprise if the latter's membership of an Association member shall terminate;
 - d) by exclusion, in the event annulment, on motion of the Presidency by the General Meeting, if a member shall act in gross contravention of the interests of FIATA, is in arrears with two membership contributions or in the event of other important grounds being extant. Important grounds shall be deemed, for example, if the membership has been suspended twice. Before exclusion or annulment the member shall be given two weeks' grace to justify its position to the Presidency. The member's attention shall be drawn to this right in writing.
- 4.6.4 Membership of delegates in FIATA bodies shall lapse automatically if the member providing the delegate shall discontinue Association or Group membership of FIATA. Honorary membership shall not be affected by this provision.
- 4.6.5 In the event of suspension of membership rights pursuant to point 4.6.2, the Presidency shall determine whether membership of an organ or body shall lapse for a delegate provided by this member.
- 4.7 **Admission fees and membership contributions**
- Members are bound
- a) to pay the admission fee within four weeks of written information of acceptance (cf. 4.6.1);
 - b) to pay the annual membership contribution by 31st May of the current calendar year in each case.
- 4.7.1 The membership contribution, which is correlated to membership status and FIATA needs according to the budget, shall be structured in various contribution categories. Allocation of category shall, in the case of Association and Group Members, be oriented to the economic resources of the member and the member's country or region. The Presidency shall determine the relevant categories.
- 4.7.2 The amount of the contribution rates shall be determined by the General Meeting. The maximum membership contribution may, on no account, exceed CHF 75,000.00.
- 4.7.3 Details shall be set out in contribution regulations, which shall be submitted to the General Meeting for approval. The Presidency shall decide on temporary exceptions and shall determine the amount of the admission fees.
- 4.7.4 Honorary Members are not bound to payment of membership contributions.
- 4.7.5 A retiring, retired or excluded member remains committed to pay all amounts outstanding by the date of such withdrawal including costs and interest.

Art. 5 Organs

- 5.1 **Organs of FIATA comprise the following:**
- a) the General Meeting;
 - b) the Presidency;
 - c) the Extended Board;
 - d) the Auditors.
- 5.2 **The General Meeting**
- 5.2.1 The obligations of the General Meeting comprise
- a) Amendment of the Articles of Association;
 - b) Admittance and exclusion of Association and Group members;
 - c) Approval of the annual report on the activities of FIATA;
 - d) Approval of the financial statements, the budget and the acceptance of the auditors' report;
 - e) Extensions to and amendment of the agenda;
 - f) Grant of discharge to the Presidency;
 - g) Election and dismissal of the members of the Presidency, the President, the Secretary General and the Treasurer;
 - h) Election and dismissal of the elected members of the Extended Board;

- i) Election of the Auditors;
- j) Confirmation and dismissal of the Chairmen of the Institutes, the Regional Committees, the Standing Committees and their deputies;
- k) Granting and cancellation of Honorary membership;
- l) Determination of category of membership and the amount of the various contribution rates;
- m) Approval of business conditions and regulations;
- n) Establishment, liquidation and merger of institutes;
- o) Dissolution of FIATA;
- p) Distribution of the FIATA assets in the event of dissolution.

5.2.2 The General Meeting shall be convened once a year by the President; the written invitations must be sent to the Association and Group Members at least six weeks before the meeting stating date, time and the agenda.

5.2.3 Motions for extensions to or modifications of the agenda must be submitted to, and received by, the secretariat at least two weeks before the start of the meeting.

5.2.4 The President shall take the chair at the General Meeting - in the event of his being prevented, the Immediate Past President. The chairman of the meeting shall sign the minutes taken by the Director of the significant deliberations of the General Meetings.

5.2.5 Votes shall be taken by a majority of the votes present. An amendment to the Articles or the resolution to dissolve FIATA requires a two thirds majority of the votes present. The regularly convened General Meeting is empowered to pass resolutions irrespective of the number of votes present.

5.2.6 An Extraordinary General Meeting shall be convened by the Presidency as required or on written application, setting out the reasons therefore, by at least 20% of the members with voting rights within eight weeks of such application.

5.2.7 Every Association member is entitled to four votes which shall be exercised by up to four delegates. If a country or a region shall have two Association members, each of these Association members shall have two votes only. Every Group Member shall hold two votes.

One delegate may exercise a maximum of twelve votes including his own.

5.2.8 Details of the procedure for conduct of voting and elections, together with the procedure for the nomination of candidates, shall be set out in election regulations which must be approved by the General Meeting.

5.3 **The Presidency**

5.3.1 The Presidency comprises the President, the Immediate Past President who is simultaneously the President's deputy, the Secretary General, the Treasurer and up to three other members (Senior Vice Presidents). Care should be taken to provide a representative cross-section of international forwarding in the constitution of the Presidency. Each member of the Presidency shall be responsible for one or more specialised sectors.

5.3.2 The Presidency is responsible for the executive management of FIATA and the fulfilment of the tasks incumbent on it pursuant to the Articles of Association and the resolutions of the General Meeting. It shall represent FIATA towards third parties; as a general rule representation shall be exercised by two members of the Presidency. The Presidency shall similarly be responsible for approving the budgets of Institutes, Regional Committees, Standing Committees and ad hoc Working Groups.

5.3.3 The Association and Group Members shall inform the secretariat in writing of the names of candidates for the office of the President, the Secretary General, the Treasurer and the other members of the Presidency no later than four months before the General Meeting, stating the specialised sector which the candidate for the Presidency is prepared to take-over.

Term of office for a member of the Presidency is two years. Office shall start and end with the General Meeting.

On completion of his term of office the President shall become Immediate Past President for a further term of two years. After expiry of this term he shall be eligible for election to the Presidency like any other member of the Presidency but not to the office of President.

Membership of the Presidency shall lapse if the member ceases to be representative of an Association or Group member. Stepping down prematurely or being voted out implies simultaneous exclusion from office in the Presidency.

5.3.4 The Presidency constitutes a quorum when at least four members are present including either the President or his deputy. The Presidency shall decide by a majority of votes present. In the event of an even result the

President shall have the casting vote. The Director shall record the minutes of the resolutions of the Presidency and these shall be signed by the President. The Presidency may take resolutions by correspondence insofar as this mode is not contested by 50% of the members. Resolutions taken in this way shall be included in the minutes of the next meeting.

5.3.5 The Presidency shall meet as necessary, as a rule at least twice a year.

5.3.6 Details shall be set out in business regulations compiled by the Presidency and the same shall be approved by the General Meeting.

5.4 **Extended Board**

5.4.1 The Extended Board comprises members of the Presidency, the chairmen of the Institutes, Regional Committees and Standing Committees. In addition to these "ex-officio members", the General Meeting shall elect a maximum of twelve further "elected members" (Vice Presidents) who shall be proposed by the Association or the Group Members. Each Association or Group Member may propose one candidate; the nomination shall be submitted to the secretariat no later than four months before the General Meeting.

The Extended Board shall be constituted to reflect as representative a balance with respect to geographical structure and importance of international forwarding as possible. Membership is an honorary office and the members are bound to observe confidentiality. The Extended Board shall meet at least twice a year. The President shall convoke the meetings via the secretariat.

5.4.2 The "elected members" are elected for a term of two years. Re-election is possible.

5.4.3 The Extended Board is chaired by the President. He or his deputy shall chair the meetings of the Extended Board. The deputy shall be elected by the Extended Board from among its elected members for a term of two years by a simple majority of the votes present. Re-election is possible. The Director shall take minutes of resolutions and the same shall be signed by the person chairing the meeting.

5.4.4 The obligations of the Extended Board shall comprise:

- a) Advising the Presidency;
- b) Supporting the secretariat in branch-specific and regional tasks;
- c) Acceptance of the annual report;
- d) Compilation of the work programme for the Institutes and Standing Committees;
- e) Co-ordination of the work of the Institutes;
- f) Co-ordination of the work of the Standing Committees;
- g) Correlation of the joint work of the Institutes, the Regional Committees and the Standing Committees;
- h) Safeguarding of regional interests and appointment of certain members for activities in the various regions and appointment of certain members to represent FIATA in various international bodies and to report thereon;
- i) Other work delegated to it by the General Meeting.

5.4.5 The Extended Board shall take its resolutions by a majority of the votes present, in the event of an equal result the President shall have the casting vote.

5.4.6 The Extended Board shall compile business regulations for itself which shall be approved by the General Meeting.

5.5 **Auditors**

5.5.1 The General Meeting shall elect from its members two financial auditors and a deputy auditor. Neither of them may be a member of the Presidency or the Extended Board. These shall examine the books and the annual accounts and report to the General Meeting on the conformity of the books and accounts with the laws.

5.5.2 The Auditors shall be elected for a term of two years; re-election is possible. The term of office shall start and end with the General Meeting.

Art. 6 *Secretary General and Treasurer*

6.1 Further to his activities within the scope of the Presidency the Secretary General shall assure compliance with the Articles of Association, observance of the election and business regulations of FIATA and the resolutions of the Presidency and the General Meeting. He shall co-ordinate the activities of the various organs and assures smooth running implementation.

- 6.2 The Treasurer should be experienced in bookkeeping and accountancy. He is responsible for maintaining proper accounting records and preparing financial statements (such as budget, balance sheet, profit and loss account, status report). He must supply all the information and explanations necessary for the purpose of the annual audit, prepare the annual tax declarations and control the investment portfolio. Furthermore, the Treasurer must be in a position to take on additional responsibility in the areas of transportation or logistics.

Art. 7 Institutes, Regional Committees, Standing Committees, ad hoc Working Groups

- 7.1 The Presidency may delegate certain duties to Institutes, in particular questions concerning land-, sea-, air- and multimodal transport, logistics and customs, trade concessions and information technology issues.
- 7.2 The Presidency may appoint Standing Committees to prepare resolutions, compile recommendations and undertake professional advice.
- 7.2.1 The Presidency shall be permitted, after consulting the Extended Board, to establish Regional Committees, which at the discretion may be given political autonomy in regard purely matters that concern their own regions. Regional Committees are supranational organizations only. Further, such Regional Committees shall be self-financed by and from amongst its own members.
- 7.3 The Presidency may form ad hoc Working Groups to handle specific tasks.
- 7.4 The Presidency shall decide on the dissolution or merger of such Committees and Working Groups.
- 7.5 The various bodies shall be called upon in the deliberations of the Extended Board with respect to all specialised questions or questions concerning their organisational structure.
- 7.6 The members of the bodies shall be experts in the relevant specialised sectors. Their office is honorary and the members are bound to observe confidentiality.
- 7.7 The meetings of the Institutes and Standing Committees are open to all members of FIATA and other interested parties insofar as the chairman at that meeting shall not restrict guest attendance on cogent grounds. The meetings of the Regional Committees are only accessible to their full members and members with observer status.
- 7.8 The various bodies shall be governed by business regulations, drawn up within that body but approved by the General Meeting or the Presidency in the case of Standing Committees.
- 7.9 Association and Group Members may nominate a delegate and a deputy, with joint right of vote, to each FIATA Institute. If there are several Association or Group Members from one country or region they shall, together, hold only one vote.
- 7.10 The members of the Standing Committees and the ad hoc Working Groups shall be nominated by the respective chairmen and their office confirmed by the Presidency.
- 7.11 The chairmen of the Institutes, the Standing Committees and their deputies shall be confirmed by the General meeting at a motion by the Presidency.
- 7.11.1 The chairmen ad hoc Working Groups and their deputies will be appointed or dismissed by the Presidency on a motion by the Extended Board.
- 7.11.2 The term of office of the chairmen of the Institutes and Standing Committees and their deputies shall be two years. The term shall begin with the relevant General Meeting. Re-election is possible. The term of office of the chairmen of ad hoc Working Groups is restricted to the period of activity of that Working Group.

Art. 8 Secretariat, Director

- 8.1 The Presidency shall decide on the organisation facilities and staffing of the secretariat. The secretariat is answerable to a director who shall be appointed and dismissed by the Presidency, who shall conduct routine business independently and fulfil the tasks assigned to him in the job description. Further, he shall also implement the resolutions of the General Meeting and the Presidency.
- 8.2 The Director shall take the minutes of the General Meeting, the meetings of the Presidency and the Extended Board.
- 8.3 The Director is entitled to attend the meetings of all the organisations and bodies of FIATA.

Art. 9 Association Year

The association year shall correspond to the calendar year.

Art. 10 Languages

The German version of these Statutes and Rules of Procedure of FIATA shall be decisive. The Statutes and Rules of Procedure of FIATA shall be translated into English. All communication of FIATA, both written and/or verbal, shall be in English.

All meetings at the congresses shall be conducted in English. Simultaneous translation, into at least two other languages, shall be made available, unless the body conducting the meeting decides to restrict itself to one language. This decision must be approved by the Presidency. The choice of languages shall be decided by the Presidency.

Art. 11 Arbitration

Invocation of the regular courts shall be waived in the event of disputes between members and between members and FIATA.

In their place, the express competence of a court of arbitration is foreseen and the members of FIATA and FIATA itself shall acknowledge the competence of this court. The venue for such a court shall be Zurich, Switzerland. The procedure shall be according to the Zurich Order of Civil Proceedings and thus pursuant to the agreement on arbitral jurisdiction.

Art. 12 Final Provision

These statutes are coming into force immediately after the ordinary General Meeting 2007. With the coming into force of these Articles of Association all previous statutes of FIATA and their amendments shall no longer be applicable.

Dubai, 22nd October, 2007

In the name of the General Meeting

The President:

Manfred F. Boes

The Secretary General:

Martin Oeschger

Annex to the FIATA Statutes

As per Art. 1.2 of the FIATA Statutes, Doc. 10/113 - 2001-10-17





*the global voice of
freight logistics*

FIATA Secretariat

Schaffhauserstrasse 104 • P.O.Box 364 • CH-8152 Glattbrugg • Switzerland

Phone: +41 (0)43 211 65 00 • Telefax: +41 (0)43 211 65 65

E-mail: info@fiata.com • Internet: www.fiata.com