



WOMEN'S INTERNATIONAL SHIPPING AND TRADING ASSOCIATION WISTA SWITZERLAND

CONSTITUTION ACT (from 11th November 2009, as amended)

1. Name

The name of the Association is "Women's International Shipping and Trading Association Switzerland" (WISTA CH or the Association).

2. Purpose and Activity

- 2.1 WISTA CH, a member of WISTA Ltd., is a no-profit organization to promote the interests of women involved in maritime transportation business and related trades. As such it will give support to its members and facilitate the exchange of contacts and experiences.
- 2.2 WISTA CH will promote the continuing education and networking opportunities of its members.
- 2.3 WISTA CH will serve as a center for the exchange of information between members and liaise with other related institutions and organizations worldwide.

3. Seat of Wista CH

The Board shall be authorized to change the seat of the Association within the canton Geneva as may be needed by recording it in the Board meeting minutes.

4. Membership

- 4.1 Membership of WISTA CH is open to individuals in maritime transportation business and other related trades. WISTA CH will draw up and maintain a list of members and may produce information about the Association.
- 4.2 Membership of WISTA CH is open to all individuals and legal entities with experience within the maritime transportation business and other related trades for a minimum of three (3) years. Any potential member must be recommended by an active member of WISTA CH or of any other National WISTA Association (NWA).
- 4.3 A new member is liable to pay a prorated membership fee for the financial year in which such member is entered.
- 4.4 Annual membership fee shall be 300 CHF per year. Should new member join WISTA CH any time during the second half of the year, the membership fee shall be reduced to 150 CHF per year.
- 4.5 Individuals who wish to apply for membership must apply to the WISTA CH Board.
- 4.6 If a member is discrediting or working against the interest of WISTA CH or Women's International Shipping and Trading Association (WISTA) the Board by a simple



majority can decide to exclude the member.

5. Membership fee and funding

- 5.1 The membership fee for the forthcoming year will be decided at the Annual General Meeting and is to be paid by the next 31 January.
- 5.2 Funding for special projects will be sought from the membership or through marketing operations and sponsors as required.

6. Annual General Meeting

- 6.1. Attendance at the Annual General Meeting (AGM) and any Extraordinary General Meeting (EGM) is open to all members.
- 6.2. Each paid-up member will have one vote.
- 6.3. All matters will be decided upon by a simple majority of those present or represented by proxy except if otherwise stated in this constitution.
- 6.4. All matters regarding changes in this constitution can only be decided upon by a two-thirds majority of those present or represented by proxy.
- 6.5. Members have the right to vote by proxy. The proxy must be presented to the secretary or chair of the meeting before the meeting commences.
- 6.6. The following agenda (as a minimum) shall be followed at the AGM:
 - a) Identification of number of voting members present in person and by proxy
 - b) Election of Secretary of the meeting (if the Secretary of the WISTA CH Board is not present)
 - c) Approval of previous year's minutes
 - d) Matters arising from previous year's minutes
 - e) Approval of annual report
 - f) Approval of financial statement
 - g) Membership fee and funding for next financial year (1 January to 31 December)
 - h) Election of officers of the WISTA CH Board — e.g. Chair, Secretary, Treasurer etc.
 - i) Any other business

7. WISTA CH Board

- 7.1. WISTA CH's Board shall be composed solely of female members and shall consist of at least eight members: President, Vice-President, Secretary, Treasurer, Geneva Contact Person, Zug Contact Person, IT Manager, and Marketing and Social Media Manager. One or more Honorary Member/s can be elected by the Board and will be part of the Association.
- 7.2. Honorary Presidency can be attributed to the founding President (i.e., Edera Pinza)

for distinguished activity and honorable results at the termination of her active mandate.

7.3. Presidency's Requirements

A candidate for the Presidency of the Association shall fulfill the following requirements:

- a) Paid up member of WISTA CH;
- b) 2 years' experience as a member of WISTA CH or any other NWA; and
- c) Participation of at least one International AGM.

Nevertheless, a candidate is eligible for the Presidency if she has had already one mandate on the Board.

7.4. Functions of the Board:

- a) Ensure the continuity of WISTA CH;
- b) Encourage and facilitate the recruitment of new members;
- c) Oversee the finances;
- d) Prepare the agenda of the annual general meeting and all related documents and/or information;
- e) Carry out the decisions voted;
- f) Appoint a representative to report and report to the General Assembly of WISTA on the work done during the past year.

7.5. The members of the Board will be appointed for a minimum two-years period. The appointment can only take place at the AGM, save if a person ceases to be a member of the Board for any reason in which case a substitute member may be elected at an EGM.

7.6. The Board will form a quorum when more than 50% of its members are present or represented by proxy. Each member of the Board has one vote. The Board members have the right to vote by proxy. In case of parity the vote of the President shall prevail.

7.7. The Board has the right to form ad hoc committees responsible for individual projects. These committees must always report to the Board.

7.8. All members of the Board are authorized to make payments on behalf of WISTA CH. Transactions of all amounts over CHF 500 must have written approval of at least two Board members.

7.9. The Board shall meet at least once a year.

7.10. The minutes of each Board meeting will be circulated to all members, within two months from the date of the Board meeting.

7.11. The Board will be entitled to call an EGM at any time. Alternatively, an EGM can be

called by a minimum of two paid-up members of WISTA CH, who, not less than one month in advance of the EGM, shall circulate to all member's a notice, which makes clear the purpose of the EGM and which contains full details of the date, time and place of the EGM.

7.12. Otherwise, in case of any disputes which if any, the President of WISTA CH will have the right to call for an Extraordinary General Meeting.

8. Dissolution

8.1. A decision to dissolve WISTA CH shall be taken by a two-thirds majority of its members present or represented by proxy, at either an AGM or an EGM.

9. Opting Out Formula (*original text as amended on 11th November 2009*)

It has been approved to add to this Constitution the following Opting Out Formula:

1. It is confirmed that:
 - 1.1. The Association does not fulfill the conditions to be subject to an ordinary control (no member earning money from the Association);
 - 1.2. All members agree to renounce strict scrutiny;
2. The Association's statement of account / profit and loss for the 2011 is attached herewith;
3. The following documents are also attached to this declaration:
 - Balance of 2011 accounts at the Association's UBS current account;
 - Copy of the Constitution Act dated November 11th;
 - Copy of the Protocol dated 27th November 2011.

This Constitution is signed by the Board of WISTA CH on 27 January 2021:

Maryana Yarmolenko Stober, President,

Raphaelle Hemmerlin, Vice-President,

Marina Souza, Treasurer,

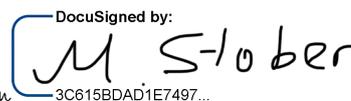
Milijana Zaric, Secretary,

Mathilde de Mareuil, Geneva Contact Person,

Yasmina Rauber, Zug Contact Person,

Laetitia Marsura, IT Manager, and

Lina Jasutiene, Marketing and Social Media Manager.

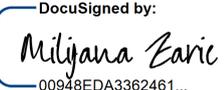
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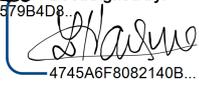
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