



ARTICLES OF ASSOCIATION
OF THE
ORGANIZATION OF WOMEN IN INTERNATIONAL TRADE
LAKE GENEVA

These Articles of Association were adopted at the Annual General Meeting at the Ramada Park Hotel in Geneva on 20 January 2011 and last updated at the Annual General Meeting at the Metropole Cafe, Rue de Prince 6, Geneva on 22 May 2013.

Article 1 – Name and Domicile

1. Under the name

Organization of Women in International Trade – Lake Geneva

an association exists according to Articles 60 et seq. of the Swiss Civil Code.

2. The domicile of the Association is Geneva (Switzerland).

Article 2 – Purpose

1. The purpose of the Association is to promote women working in the field of international business, trade and development. In particular, it aims to:
 - a. enhance the status and interests of women in the field of international business, trade and development;
 - b. promote the employment of women in international business, trade and development;
 - c. encourage and stimulate the exchange of views, ideas and information concerning international business, trade, development and foreign affairs and
 - d. further professional growth, education and leadership among women employed worldwide, in both the public and private sectors, in the field of international business, trade and development.

2. To this end, the Association shall, inter alia:
 - a. establish a network of international contacts and provide networking opportunities;
 - b. provide educational opportunities such as educational events and programmes, conventions and similar activities;
 - c. support (not financially) the development of individual Members.
3. The Association is neutral politically and non-denominational. Its working language is English.

Article 3 – Relationship to the Organisation of Women in International Trade

The Association is a chapter of the Organisation of Women in International Trade (OWIT International) and shares its goals and principles.

Article 4 – Funding

1. The Association is funded by membership fees and from any other sources allowed by the law. The funds shall be used in conformity with the purpose of the Association.
2. The General Assembly decides each year on the amount of the annual membership fee. The fee shall, however, not exceed CHF 200.
3. Only the assets of the Association may be used to meet its commitments. Members are not personally liable for the commitments of the Association.

Article 5 – Membership

1. Membership in the Association is open to all individuals – male and female – and legal entities who support the purposes of the Association.
2. The Association has two categories of members: Members and Honorary Members.
3. Applications for admission to be a Member may be made at any time. As soon as the Association has received the membership fee, the Treasurer may accept the application and inform the new Member accordingly.
4. The General Assembly or the Executive Board upon delegation may appoint Honorary Members for services rendered to the Association. Honorary Membership is for a limited or an unlimited period of time.

Article 6 – Termination of Membership

1. Membership terminates upon:

- a. death or loss of the legal personality of the respective Member;
- b. receipt by the Treasurer of a written notice to resign;
- c. exclusion ordered by the Executive Board, for just cause, provided that the Member has afore been given the right to be heard. The decision of the Executive Board may be appealed against to the General Assembly within thirty (30) days from the decision being notified to the Member or
- d. non-payment of dues for more than one year.

2. In all cases of termination, the membership fee for the current year remains due.

Article 7 – Bodies

The bodies of the Association are:

- a. the General Assembly;
- b. the Executive Board;
- c. the Auditor.

Article 8 – General Assembly

1. The General Assembly is the supreme body of the Association. It is composed of all the Members.
2. The General Assembly meets once a year, within six months from the end of the preceding financial year. The General Assembly may also hold extraordinary meetings whenever necessary (i) upon decision of the Executive Board or (ii) at the request of at least one-fifth of the Members, specifying the agenda items.
3. The Executive Board convenes the General Assembly by sending notice to Members at least twenty (20) calendar days before the date of the meeting. Motions of Members need to be submitted at least eight (8) calendar days before the meeting.
4. The General Assembly is chaired by the President of the Association or any other chairperson the General Assembly may elect.
5. Records of the meetings of the General Assembly are kept and signed by the chairperson and the secretary, if any.

Article 9 – Duties of the General Assembly

The General Assembly has the following responsibilities:

- a. accepting the records of the previous meeting of the General Assembly;
- b. electing the President and the other officers of the Executive Board;
- c. electing the Auditor;
- d. approving the annual report of the Executive Board;
- e. approving the annual financial statements and the report of the Auditor;
- f. approving the annual budget;
- g. granting discharge to the Officers;
- h. fixing the annual membership fees within the limits of Article 4 paragraph 2;
- i. supervising the activity of the Executive Board;
- j. deciding on any amendments to the Articles of Association;
- k. deciding on appeals against decisions of the Executive Board to exclude a Member;
- l. deciding on the dissolution of the Association;
- m. deciding on the use of the proceeds, if any, in the event that the Association is dissolved.

Article 10 – Rules of Decision-Making by the General Assembly

1. The General Assembly shall be able to take valid decisions regardless of the number of Members present or represented.
2. Every Member who has paid her/his membership fee for the year in which the respective meeting is held has one vote. Every member present may cast the votes of not more than two (2) other Members, provided that she/he has received their written proxy.
3. Decisions of the General Assembly shall be taken by the majority of the votes cast. In case of deadlock, the chairperson shall have the deciding vote.
4. Decisions concerning the amendment of the Articles of Association and the dissolution of the Association must be approved by at least two thirds of the Members present and represented.
5. Votes are by a show of hands. If requested by at least five Members, they will take place by secret ballot.

Article 11 – Executive Board

1. 1. The Executive Board consists of the President of the Association, an Executive Vice-President and at least 2 other officers. The Executive Board is elected by the General Assembly. It decides on the authority to sign on behalf of the Association.

2. Each Officer's term of office lasts for two (2) years and is renewable once, unless no other suitable Member is available.
3. The Executive Board meets as often as required. Each Officer is entitled to convene a Board meeting. Records of at least the decisions of the Executive Board shall be kept.
4. The Officers do not receive any compensation; however, they shall not have to pay the membership fee for the time of their term.

Article 12 – Duties of the Executive Board

1. The Executive Board is in particular responsible for:
 - a. preparing and implementing the decisions of the General Assembly;
 - b. managing the ongoing affairs of the Association;
 - c. taking the decisions provided for in these Articles of Association.
2. The Executive Board represents the Association towards third parties.
3. 2. The Executive Board may appoint an Executive Committee and any other committees that may be necessary to pursue the objectives of the Association. Any committee may be composed of any of the Officers and other Members. The Executive Board may also appoint an appropriately qualified member to act as Legal Counsel.

Article 13 – Rules of Decision-Making by the Executive Board

1. Decisions of the Executive Board are taken by a majority of the votes cast. In case of deadlock, the President of the Association has the deciding vote.
2. The Executive Board may take decisions by means of circular resolutions provided that no Officer calls for an oral discussion. Circular resolutions are passed by majority of the votes of all Officers.

Article 14 – Auditor

1. One or two individuals or an auditing company, elected by the General Assembly, acts as Auditor.
2. The Auditor is elected for a term of two (2) years, renewable.
3. 3. The Auditor examines the accounts of the Association every year and prepares the Auditor's report addressed to the General Assembly (limited audit). During the year, the Auditor may check the accounts of the Association on a random basis.

Article 15 – Financial Year

The financial year of the Association begins on 1 January and ends on 31 December of each year.

Article 16 – Liquidation of the Association

In the event that the Association is dissolved, the proceeds of the liquidation of the Association's assets shall be allotted to a non-profit organisation pursuing goals of public interest similar to those of the Association.

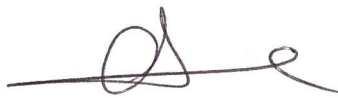
Article 17 – Final Provisions

1. The present Articles of Association have been approved by the General Assembly on 20 January 2011. They enter into force with immediate effect.
2. The Articles of Association so far in force shall be repealed.

For the Association
Organization of Women in International Trade - Lake Geneva



Violette Ruppanner
Co-President



Caroline Brenot
Co-President