

Articles of Association

Trade Policy Exchange

Adopted on 27 January 2021

Article 1

Name, Location, and Duration

1. Trade Policy Exchange is a non-profit association, within the meaning of Articles 60 et seq. of the Swiss Civil Code. The Association is an independent legal entity, with full legal capacity, and is governed by the present Articles of Association (Articles). The Association is politically neutral and independent and not affiliated to any religion.
2. The Association's headquarters are in the Canton of Geneva, Switzerland.
3. The Association shall be of unlimited duration.

Article 2

Purpose

The purpose of the Association is to:

1. Promote an open debate on international trade policy between international institutions, governments, civil society, business, and academia.
2. Promote a diverse range of voices and showcase fresh ideas and faces, with a strong commitment to diversity and gender equality.
3. Provide networking opportunities to facilitate the exchange of information and business opportunities in the field of international trade.

Article 3

Organs

The Association shall comprise the following organs:

1. General Assembly.
2. Steering Committee.
3. Advisory Board, which will be composed by individuals of recognized authority and demonstrated expertise in international trade-related matters.
4. External Auditor(s), which maybe appointed by the General Assembly, when necessary.

Article 4

Criteria for Membership

1. Membership of the Association may be acquired by:
 - a. Professionals and entrepreneurs in the field of international trade.
 - b. Academics in the field of international trade.
 - c. Students in the field of international trade.
2. The Members agree to support the purpose of the Association.

Article 5

Beginning and end of Membership

1. Subject to Article 4, the Founding Members¹ are the initial Members of the Association. They also constitute the initial Steering Committee of the Association. The Steering Committee is not limited to the Founding Members but shall be composed of only three individuals appointed by the General Assembly, pursuant to Article 9.2(b).
2. Membership may be obtained through recommendation by a current Member and new Members will be added to the Membership List of the Association (Membership List).
3. Membership ceases upon death or on the date on which a Member resigns or is removed by the Steering Committee for good cause. Reasons for removal include if the Steering Committee considers that the Member acts contrary to the purpose of the Association or displays conduct that may cause harm to the Association. Upon the cessation of Membership, that Member is removed from the Membership List.
4. Members may resign from the Association at any time by notifying the Steering Committee in writing.

Article 6

Resources

1. The Association's resources may be derived from:
 - a. Grants, donations, and legacies.
 - b. Sponsorship.
 - c. Public subsidies.
 - d. Fees and contributions provided by its Members.
 - e. Any other resources authorized by the law.
2. The funds shall be used in accordance with the purpose of the Association.

¹ Ms Stéphanie Noël, Ms Kholofelo Kugler and Mr Nicolas Köhler-Suzuki

Article 7

Liability

The Association's financial obligations can be satisfied only from its assets. The Members of the Association, including the Steering Committee, shall not be personally liable for the obligations or debts of the Association.

Article 8

Representation

The Association shall be validly bound by the acts of the Steering Committee. The Steering Committee represents the Association by signature of two of its members.

Article 9

General Assembly

1. The General Assembly is the Association's supreme authority. It is composed of all the Members of the Association.
2. The General Assembly has the following functions and powers:
 - a. To adopt and amend these Articles.
 - b. To appoint and dismiss the members of the Steering Committee.
 - c. To make decisions on the removal of a Member, should the Member appeal the decision taken by the Steering Committee.
 - d. To approve or reject programmes and activities submitted by Members or external actors.
 - e. To review and approve the annual report and annual financial statements prepared by the Steering Committee.
 - f. To decide on the dissolution and liquidation of the Association.

Article 10

Meetings

1. The General Assembly shall hold an Ordinary Meeting once a year. It may also hold an extraordinary session whenever necessary, at the request of the Steering Committee or at least a quarter (25 per cent) of its Members.
2. The Steering Committee shall inform the Members in writing of the date of the General Assembly meeting at least six weeks in advance. The notice shall state the place and time of the meeting and include the proposed agenda. The foregoing information shall be sent to each Member at least 10 days prior to the date of the meeting.
3. The meetings of the General Assembly shall be considered valid regardless of the number of members present, unless only the Members of the Steering Committee are present.

4. After the constituent General Assembly, each meeting of the General Assembly shall be chaired by a Member of the Association other than a Member of the Steering Committee.

Article 11

Voting rights

1. Each Member has one vote at the General Assembly.
2. Votes are not transferable to another Member or third person.
3. Members who are not able to attend a meeting but wish to vote on a particular decision may do so by proxy. However, such Members should notify the Steering Committee, identifying the proxy at least seven days before such meeting.

Article 12

Decisions

1. Decisions of the General Assembly shall be taken by a simple majority vote of the members present. In case of deadlock, the presiding Chairperson shall have the casting vote.
2. Decisions concerning the amendment of these Articles and the dissolution of the Association must be approved by a two-third majority of the members present.

Article 13

Steering Committee

1. The Steering Committee is authorized to carry out all acts that further the purposes of the Association.
2. Except for the Founding Members, the Steering Committee is elected by the General Assembly according to Article 9.2(b) and these Articles.
3. The Steering Committee is composed of three members. Each member's term of office shall last for three years, renewable once to constitute a maximum period of six years.
4. Should a member of the Steering Committee wish to resign before the end of his/her term, he/she must announce his/her departure at least 60 days in advance. The Steering Committee may appoint another Member of the Association on an interim basis, pending the appointment of a permanent replacement member of the Steering Committee, in accordance with Article 9.2(b).
5. The Steering Committee members work on a volunteer basis and shall not receive remuneration.
6. The functions and powers of the Steering Committee are the following:
 - a. To manage the Association's day-to-day affairs.
 - b. To take the appropriate measures to further the purpose of the Association.
 - c. To convene the ordinary and extraordinary meetings of the General Assembly.
 - d. to take decisions on the admission of new Members, as well as the resignation and possible expulsion of Members.

- e. To make any necessary decision regarding the funding of the Association.
- f. To ensure that the Articles are applied, to draft rules of procedure (if necessary), and to administer the assets of the Association.

Article 14

Meetings and Resolutions of the Steering Committee

1. The Steering Committee shall meet as often as required.
2. Meetings of the Steering Committee shall be convened upon agreement by the Steering Committee. Members may attend meetings in person or remotely via telephone or VOIP applications.
3. If no objection is raised, meetings of the Steering Committee may be held without observing the above prescribed formalities.
4. Decisions of the Steering Committee shall be taken by consensus.

Article 15

Financial year

The financial year of the Association aligns with the calendar year. Within each financial year, there will be one Ordinary Meeting of the General Assembly.

Article 16

Dissolution and Liquidation

1. The Association will be dissolved:
 - a. Upon resolution of the General Assembly pursuant to Article 9.2(h).
 - b. In the circumstances provided for by the applicable legislation.
2. If the Association be dissolved, the Steering Committee shall attend to its liquidation. The available assets should be transferred to a non-profit organization having the same or similar purpose as the Association and likewise benefiting from tax exemption. Under no circumstances will the assets be transferred to any Member of the Association.

Article 17

Entry into Force

The present Articles have been approved by the Constituent General Assembly on 27 January 2021 at Geneva. The present Articles shall enter into force on the same day.