



# World Freight Group

## WFG Charter

### 1 NAME

The name of the organisation is WORLD FREIGHT GROUP, hereinafter referred to as 'WFG'.

### 2 OBJECTIVES

The objectives of the WFG are as follows:

- a) To recruit and represent international freight companies which satisfy the criteria determined by the Board of Directors;
- b) To promote and develop business opportunities to the mutual benefit of the WFG members and protect their mutual interest;
- c) To raise the status and advance the interest of the WFG and its members;
- d) To represent the views and interests of WFG and its members;
- e) To facilitate and engage in the provision of services and facilities to WFG members;
- f) To ensure that services and facilities are provided efficiently and effectively;
- g) To raise funds for the administration of the WFG and the provision of services and facilities to members;
- h) To use excess funds, if any, to further the above objectives;
- i) Make representation to Government and International Organisations regarding legislation and regulation affecting the interests of the WFG members.

### 3 MANAGEMENT AND ETHOS

A Board of Directors democratically elected each year at the AC manages the WFG.

The WFG is a non-profit making organisation, financed by and managed for its members, and under the day to day control of the Board of Directors.

### 4 MEMBERSHIP RULES

- 4.1 The WFG comprises each and every member who is on the WFG Membership List.
- 4.2 Members of the WFG must be privately owned companies, partnerships or corporations, involved in the freight forwarding industry.
- 4.3 Membership of the WFG entitles each member to exclusive representation of the WFG within a country, state or an assigned area in which the member is resident and conducts business.
- 4.4 No Company which holds membership of a designated area for the WFG may hold membership in another network operating with the same principles of exclusive representation, unless such membership relates to a niche or specialist activity (e.g. projects/dangerous goods).
- 4.5 Membership by a WFG Member Company of other Exclusive representation networks will be permitted for a **different area or territory** other than that held within the WFG under the terms of their own membership, but only on the grounds that there is no vacancy for that area within the WFG, and provided that is not seen as a covert attempt to damage or dilute the activities of a fellow WFG member



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- 4.6 If an owner or principal shareholder of a WFG member has a controlling or influential interest in another Freight Company, which holds membership of another freight network, the Board, will at its discretion determine if such membership represents an unacceptable conflict of interest. Such conflict of interest may result in cancellation or temporary suspension of WFG membership, or refusal to accept an application from a potential member, should such information be disclosed prior to joining but notwithstanding the exceptions outlined in 4.5 which will take precedence.
- 4.7 The Board of Directors reserve the right to re-define an area represented by an existing member if they consider that realignment to be in the best interest of all the WFG members as a whole. If the realignment affects an area where a member already exists, this member will have the option for 1 (one) month to apply for the new territory and then 3 (three) months to provide supporting documentation to the Board. In any event the office must be open within 6 (six) months.
- 4.8 Members may only represent areas where the office is wholly owned or operated by them, and not just an 'address' for cargo handling.
- 4.9 WFG members may not promote within the WFG (an) office(s), either as a WFG member or not, either wholly or partly owned or not, in any area where a WFG member already exists.
- 4.10 Members of the WFG must abide by all of the provisions of the current WFG Charter and Code of Conduct at all times.
- 4.11 Upon joining, members must commit to adapting the WFG logo onto their stationary and promotional material, within 6 months.
- 4.12 All new members must attend the AC within the first year of joining. Failure to do so may result in expulsion.
- 4.13 All members must be able to offer and provide the full range of services demanded by other members in both air and seafreight (unless specifically excluded at the time of joining).
- 5 APPLICATIONS FOR MEMBERSHIP**
- 5.1 Individual companies that meet the membership standards set forth in this Charter, may apply for membership to the WFG. A WFG member may recommend the Applicant member(s) or they may apply to the WFG Secretariat direct.
- 5.2 The WFG Joining Procedures may be reviewed or modified at any time by the Board of Directors and are accessible on the WFG website.
- 6 REGISTER OF MEMBERS**
- 6.1 The Board of Directors, by its Secretariat, must keep a register of WFG members in which is recorded the name, contact address, telephone and fax numbers, email address, names of officers as well as the date on which the WFG member joined the WFG.
- 7 FEES**
- The following fees will be set by the Board of Directors:
- 7.1 Application Fee  
The Application Fee is payable when the completed Initial Application Form is being sent to the WFG Head Office. This fee is non-refundable



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- 7.2 **Joining Fee**  
The Joining Fee is payable when the Applicant member has been accepted. The applicant will become a full WFG Member upon receipt of the Joining Fee.
- 7.3 **Annual Fee**  
An Annual Membership (or subscription) Fee, which covers one calendar year and which is payable by each member on receipt of the respective invoice.
- 7.4 The Annual Fee may be increased at any time during the year if requested by the WFG Board. The increase must not be more than 10% once per year without being voted by the majority of members by an electronic vote or at an AC.
- 7.5 The Board of Directors will handle the administration of these fees, by its Secretariat.
- 7.6 Non payment or late payment of the fees will result in an immediate cancellation of the membership, at the discretion of the Board of Directors.
- 7.7 All members will receive an original invoice in January.

## 8 CESSATION OF MEMBERSHIP

- 8.1 A WFG member shall cease to be a member of the WFG if:
- the member gives notice of resignation in writing to the Board of Directors or
  - the member is expelled in accordance with this Charter.
  - The Board considers that the Member is not able to perform fully all the functions and operations required to satisfy other WFG members, or that they consider that the member has falsely claimed the services, which they are unable to perform.

## 9 DISCIPLINE OF MEMBERS

- 9.1 The WFG may discipline a member at any time by:
- expelling it, should the Directors consider it justified; or
  - warning that it may be expelled if it continues to act in contravention of the Charter, in accordance with 8.1b.
- 9.2 The decision to discipline a member will be made by the WFG Board or by vote at an AC. The member will be advised in writing of the intention to be disciplined and will be asked to explain his conduct in a certain period of time. The WFG Board will consider any written documents provided by the member, then decides by a simple majority of vote cast if expel the members or just warn it. Two warning will causes automatically an expulsion. The decision of the BOD must be sent in writing by email, mail or fax.
- 9.3 If a motion is proposed at a meeting of the Board of Directors by email vote, or at an AC of members for the disciplining of a member, the Chairman of the meeting must first put a motion that the member be called upon to explain its conduct to the Board of Directors.

The member will be provided with:

- the reason(s) for the intention to discipline the member; and

the relevant member is entitled to present oral or written evidence or arguments to the Board of Directors before a stipulated date, either in person or by mail, facsimile or email.



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- 9.4 The Board of Directors can:
- give the member the opportunity to defend itself; and
  - consider any written document presented by the member.
- 9.5 The Board of Directors may then, by an simple majority of votes cast, determine, whether to:
- warn or discipline the member and/or expel the member from the WFG.
  - refer the matter for decision by a special resolution at an AC.
- 9.6 The Board of Directors will thereafter advise the member of the decision in writing via mail, facsimile or email.
- 9.7 On expulsion of a member under these rules, all money paid to the WFG by the expelled member remains the property of WFG.
- 9.8 Upon expulsion, the member will forfeit the right to use the WFG logo and all other benefits and rights attached to WFG membership.

## 10 THE BOARD OF DIRECTORS

- 10.1 The role of the Board of Directors (the Board) is to:
- oversee the management and operation of the WFG and having due regard to the long term interests of the WFG and its members;
  - facilitate the involvement of members in the development, advancement and co-ordination of the WFG; and
  - act fairly and consistently, without bias or prejudice, in representing the interests of the WFG and its members.
- 10.2 Nominations for the positions of Board Director may be made at any time, or at Annual Conferences, when a vacancy arises, from the membership.
- The current board will consider the nominations and select a suitable Board member by majority vote.
- 10.3 Membership of the Board of Directors is open to the nominated Senior Representatives of any WFG member in attendance at an AC (only with consent of the controlling stockholders) provided that the representative's company has been a member for at least one year. In the case of a Regional Director vacancy, the nominee must also fulfil the criteria set out in 10.7
- 10.4 The members of the Board of Directors take office upon completion of the AC, during which they are elected.
- 10.5 Current Board Members, including the Chairman, hold office for a period of two years Newly appointed Directors from AC2010 will serve for three years.
- 10.6 The Board of Directors shall consist of 5 members, including the Chairman. It will be compulsory that at least one Director must originate from and represent the following key areas:
- Far/Near East
  - Americas
  - Europe



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- 10.7 The Chairman will be nominated by the Directors at the end of each AC provided that a Director is prepared to take the position. The Vice Chairman shall assume position of Chairman until such time as a new Chairman is appointed should a suitable candidate not be available.
- 10.8 The Board of Directors may appoint (a) sub-committee(s) to oversee or perform any function(s) of the Board of Directors.
- 10.09 The Board of Directors will hold the following meetings every year:
- at the venue of the AC before the AC commences;
  - at the venue of the AC after the AC has been concluded;
  - At a location, which has been mutually agreed upon, approximately six months after the AC, has been concluded.
  - At any time during the course of a year a supplementary Board Meeting may be held if a simple majority of the Board members deems this to be necessary.
- 10.10 The expenses, which are incurred by the Board of Directors attending a Board meeting, will be covered from the funds of the WFG.
- 10.11 The Chairman of the Board of Directors will chair all Board of Directors Meetings, or in case the Chairman can not be present, by an other Board member, who has been duly elected by a simple majority vote of the members of the Board of Directors present.
- 10.12 All decisions at Board of Directors meetings will be made by simple majority of votes cast. The Chairman will have the casting vote in case a majority verdict cannot be reached.
- 11 THE BOARD OF DIRECTORS RESPONSIBILITY**
- 11.1 The Board of Directors offers their services voluntarily and in good faith for no remuneration and accepts no personal or collective liability as a result of their actions or decisions and any consequences.
- 12 SECRETARIAT**
- 12.1 The Board of Directors will appoint a Management Company to provide Secretariat services on an annual contract basis with clearly defined fees.
- 12.2 The Secretariat, through the Chairman of the Board, will handle the day-to-day operation of the Secretariat and WFG matters. The General Manager reports to the Chairman of the Board and is not a Board member.
- 12.3 The Secretariat's operating expenses, including salaries, will be fixed as part of the Management Contract.
- 12.4 The Secretariat will prepare full minutes of the AC, clearly indicating action and by whom.
- 12.5 The Secretariat will organise the AC with the help of the WFG Board and the host members, if any.
- 13 GENERAL MEETINGS**
- 13.1 A General Meeting of WFG members must be held every year and this meeting is to be called the Annual Conference (AC).



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- 13.2 The Board of Directors must decide the date and place as well as the duration of the AC.
- 13.3 The purpose of the AC is to:
- discuss progress within and by the WFG in achieving its objectives;
  - consider reports and recommendations from the Board of Directors and/or WFG members and act upon them where deemed necessary;
  - elect the Board of Directors;
  - make or amend this Charter and/or Code of Conduct of the WFG;
  - present an audited Balance Sheet to WFG members showing the financial status of the WFG and requesting approval of the preceding financial year;
  - receive presentations from new members.
- 13.4 The Board of Directors must give notice of an AC to WFG members by mail, facsimile or email, at least three months before an AC is to be held.
- 13.5 Each WFG member must nominate at least one representative at Executive level to attend every Annual Conference ( AC ). A concession will be granted to miss 1 Conference only in any 3 year period, as long as there are adequate and genuine reasons for non attendance, and that they are acceptable to the WFG BOD.(this excludes the first year after joining when attendance is compulsory ) This rule will be strictly enforced as attendance at Annual Meetings is considered to be one of the most important aspects of active membership. Failure to comply may result in immediate expulsion at the BOD discretion, and there will be no right of appeal.
- 13.6 The AC will be chaired by the Chairman of the Board of Directors, or in the event of his/her absence, by a member of the Board of Directors, whom the Chairman or the Board of Directors has duly elected.

## 14 VOTING PROCEDURES

- 14.1 Voting procedures at AC's:
- All decisions on motions at the AC will be made by a simple majority of votes cast;
  - Irrespective of the number of representatives from a WFG member company who attend an AC, each member can only cast one vote;
  - In case the WFG members' votes are equally divided on an issue, the Board of Directors may cast one united vote to break the deadlock after the Board of Directors has reached a decision by simple majority vote;
  - No proxy votes will be permitted at an AC;
  - A quorum of the Board of directors is 3 (including chairman). A quorum at an AC is 50% of the members in attendance.
  - If a Board member is also the sole representative of his Company he may join in vote at AC and also vote separately as a Director if a Board decision is required.



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### 15 SPECIAL RESOLUTIONS

- 15.1 A special resolution is a resolution which has been:
- a) proposed by a member or by the Board of Directors for consideration, of which notice was given to the Board of Directors and to all members, in writing via mail, facsimile or email, at least 21 days before the vote takes place and which specified that this resolution is a Special Resolution;
  - b) agreed to by at least 75% of the members.
- 15.2 The text of the Special Resolution must be circulated to each member.
- 15.3 On a Special Resolution each member is only entitled one vote.
- 15.4 A Special Board Meeting may be held if the Board of Directors deem it necessary.

### 16 CHANGES TO THE WFG CHARTER AND CODE OF CONDUCT

- 16.1 This WFG Charter and Code of Conduct may be amended at an AC or, in case of urgency, during the year on basis of electronic vote. In this case the results of the vote will be published by the Secretariat. A majority verdict will be accepted.

### 17 DISSOLUTION OF THE WFG

- 17.1 The affairs of the WFG may only be dissolved by passing of a Special Resolution at an AC of the WFG.

### 18 LAW

- 18.1 In case of any legal dispute, the Laws of England will apply.

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### AMENDMENTS

- 10.7 11 December 2000
- 10.14 11 December 2000
- 10.3 15 May 2002
- 10.6 15 May 2002
- 10.7 30 October 2003
- 4.4 26 June 2009
- 4.5 26 June 2009
- 4.6 26 June 2009
- 10.2 26 June 2009
- 12.1 26 June 2009
- 12.2 26 June 2009
- 12.3 26 June 2009
- 13.5 07 June 2010

(4.5 Explanatory Note to Members) The Board will make this decision on a one by one basis, considering all the facts. This Rule reflects the desire of the Board not to penalize Companies who are valued members of the WFG from being freely able to gain the utmost benefit for Offices which are not allowed WFG membership and cannot be promoted to WFG members. This is clearly unfair and unenforceable, and we should not be able to limit or restrict the right of a member to promote such Offices within other networks. Such exemptions will result from a Board perspective of a fair and reasonable view of the situation.



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(4.6 Explanatory Note to Members). This Rule is designed for similar reasons to the note in 4.5 above to allow the Board the right to permit a WFG member Company the opportunity to acquire another business, or promote an Office or Company for which WFG membership is not available to belong to another exclusive representation network. Once again the Board will have to be satisfied this represents no threat to an existing member.

