



## **SAI Platform Statutes**

### **Art. 1 – Name**

Under the name

**"Sustainable Agriculture Initiative (SAI) Platform"**

A new Association is set up according to article 60 and following of the Swiss Civil Code.

### **Art. 2 – Objectives**

The Association's objectives are:

- Support sustainable agricultural practices and production systems in general;
- Collect, assess and share knowledge on sustainable agricultural production methods gained by individual members;
- Communicate about these activities to different stakeholders of the food chain;

The Association's objectives are without any profit purpose.

### **Art. 3 – Seat**

The Association's legal seat is located in the canton of Geneva, Switzerland.

### **Art. 4 – Quality of the members**

The Association shall be composed of active members carrying out their activities in the manufacture and / or marketing of food products and having fulfilled their financial duties regarding the payment of membership fees.

Active members are expected to support sustainable agricultural practices within their field of business.

All interested parties, which are active in the sphere of the Association, may be accepted as affiliate members.

Legal entities shall be represented by one or more persons of their choice. Their representative(s) must prove their identity with a power of attorney in writing.

#### **Art. 5 – Admission**

In order to become a member of the Association, an admission request must be addressed to the Executive Committee which shall rule on the current admission requests.

To become a member of the Association, applicants have to accept a minimum duration of their membership for a two-year period.

The Executive Committee can reject any admission request without having to inform the candidate of the reasons motivating such decision.

#### **Art. 6 – The members**

The members shall be those who have been admitted by the Executive Committee and who have agreed to pay the annual fee determined by the General Assembly.

#### **Art. 7 – Termination of membership**

A membership shall cease by virtue of:

- a) resignation by letter to the SAI Platform manager with a notice period of twelve months, starting from the first day of the semester following the date of reception of the notice letter;
- b) respectively death regarding a person and dissolution regarding a legal entity;
- c) radiation pronounced by the Executive Committee by a two-thirds majority vote for non-payment of the membership fees or on basis of serious grounds, provided said member has been convened by registered mail to stand before the Executive Committee in order to provide explanations.
- d) Failing to pay the membership fee within 3 months of having received an invoice.

#### **Art. 8 – Finances, Responsibilities**

The finances of the Association shall include:

- a) the membership fees;
- b) any donation and legacy that might fall to her and any other financial resources authorised by law.

Solely the assets of the Association may be used towards reimbursement of the debts contracted in the name of the Association and no member, including the members of the Executive Committee, shall in any case be held liable for any such debts.

#### **Art. 9 – Executive Committee**

The Association shall be managed by an Executive Committee comprised of at least three directors, designated by the General Assembly for a period of two years. The directors can be re-elected.

The Executive Committee shall propose a President to the General Assembly, who agrees. It shall designate among its other members one or more Vice-presidents and a Treasurer.

In case of vacancies, the Executive Committee shall designate interim substitutes until the next General Assembly elects definitive replacements. The powers of attorney of the substitutes shall expire concurrently to the expiration of the powers of the replaced members.

The designations, resignations and replacements by the Executive Committee shall be recorded in the minutes of the General Assemblies.

#### **Art. 10 – Meeting of the Executive Committee**

The Executive Committee shall meet at least once every six months upon receipt of a convening notice from the President or upon request of one third of its members. A quorum of more than half of the members is required for a meeting. The decisions are taken by simple, absolute majority of the votes, the President having a casting vote. The Executive Committee can take decisions outside a meeting, through consultation with Executive Committee members, with simple, absolute majority of votes, the President having a casting vote.

#### **Art. 11 – Ordinary General Assembly**

The ordinary General Assembly shall be comprised of all members of the Association, whatever the validity of their affiliation may be. The ordinary General Assembly shall meet within the first six months of each year.

The members of the Association shall be convened at not less than fifteen days, but not more than fifty days before the date of the meeting. The agenda shall be indicated on the convening note. Only the issues described at the agenda shall be discussed.

The President, assisted by the members of the Executive Committee, presides over the Assembly and exposes the situation of the Association.

The Treasurer shall report on his management and submit the previous end of year statement and the budget for the next accounting period to the approval of the Assembly.

The General Assembly decides about the annual fee to be paid by the members.

After exhaustion of the items on the agenda, the exiting members of the Executive Committee shall be replaced by ballot.

During the Ordinary General Assembly every active member shall have one vote. Affiliates have the right to be present at and participate in the general meeting, without voting right.

Except in the cases of dissolution according to Article 14 of the present statutes, decisions are taken at the majority of the votes of the active members present, the President having a casting vote.

In the first Ordinary General Assembly meeting to be held, the meeting will decide which by-laws it deems necessary and wants to adopt by majority of vote for a proper functioning of SAI Platform. Any by-laws adopted can only be changed or withdrawn upon approval by the Ordinary General Assembly.

#### **Art. 12 – Extraordinary General Assembly**

If need or upon request of one fifth of the registered members, the President must convene an Extraordinary General Assembly to the formalities set in Article 11.

During the Extraordinary General Assembly, every active member shall have one vote.

Except in the cases of dissolution according to Article 14 of the present statutes, decisions are taken at the majority of the votes of the active members present, the President having a casting vote.

#### **Art. 13 – Staff**

Day-to-day work for SAI Platform is carried out by staff, employed by SAI Platform and/or under contract with SAI Platform. The Platform management consists of staff running operational business activities and carrying out the activities mentioned in Art 2. The Executive Committee appoints and sets the condition of employment for the Platform Manager and Assistants. The Platform manager is in charge of the operational management of SAI Platform in between meetings of the Directors of the Executive Committee pursuant to the general policies fixed by the Board.

#### **Art. 14 – Dissolution**

In case of dissolution pronounced by at least two third of the active members present at the General Assembly or Extraordinary General Assembly, one or more liquidators shall be designated by the General Assembly or Extraordinary General Assembly and the assets, if any, shall be allocated according to the rules determined by the General Assembly.

The Statutes have been adopted during the First Constitutive Assembly of the Association on the 3rd of June, 2002. They have been amended at the Second General Assembly on the 29<sup>th</sup> of April, 2004 and at the Third General Assembly on the 22<sup>nd</sup> of April, 2005.

Brussels, April 22<sup>nd</sup>, 2005,

The President

The Secretary ad hoc