



# SAI Platform By-laws

The present By-laws form the basis of SAI Platform governance together with SAI Platform Statutes.

## CHAPTER 1 – Name, seat and purpose

### **Art. 1. Name.**

An international association named “Sustainable Agriculture Initiative Platform”, abbreviated “SAI Platform”, is constituted in Geneva. It is governed by the Swiss Law.

SAI Platform is a platform without profit purpose to promote Sustainable Agriculture.

### **Art. 2. Legal Seat.**

Its registered office is located in the Canton of Geneva, Switzerland.

### **Art. 3. Objective.**

SAI Platform is a platform created by the food industry to actively support the development of and to communicate worldwide about sustainable agriculture involving different stakeholders.

SAI Platform supports agricultural practices and agricultural production systems that preserve the future availability of current resources and enhance their efficient use.

SAI Platform’s task is to make practical knowledge, experiences and scientific research in the field of sustainable agriculture available to its members and to actively communicate about all relevant aspects of sustainable agriculture to different stakeholders.

SAI Platform offers a common framework that can provide answers to the basic questions: what does sustainable agriculture mean for the food and drink industry and how can the food and drink industry support the development of sustainable agricultural practices.

## CHAPTER II – Membership

### **Art. 4.1. Eligibility.**

The Association is composed of Active members (food and drink companies) and Affiliate members (others).

All food and drink industry companies can apply to become Active members of SAI Platform. The definition of food industry company is taken in a broad sense, including companies manufacturing food & beverages, food service companies and trading companies. Members may have different shareholder status, including the ones of private company or cooperative.



All interested parties who are not food and drink companies and who are active and/or have interest in the field of sustainable agriculture can apply to become Affiliate members.

#### **Art. 4.2. Admission procedure.**

Parties willing to become Active or Affiliate members of SAI Platform should submit a filled-in application form to the Platform. Their acceptance as new member of SAI Platform will be effective after examination and approval of their application by the Executive Committee.

SAI Platform membership is for a two –year period.

#### **Art. 4.3. Expected contribution from Members.**

Active Members are expected to:

- Be committed to support sustainable agriculture practices within their field of business;
- Agree with the principles and practices for sustainable agriculture set by SAI Platform;
- Contribute to the knowledge and expertise of SAI Platform by sharing their relevant pre-competitive information related to SA (providing SAI Platform with case studies on good agricultural practices for instance);
- Participate in extra activities such as thematic Working Groups if they wish;
- Support SAI Platform financially through payment of yearly Membership fees.

#### **Membership Fees**

The Executive Committee proposes to the General Assembly the membership fee(s) for one year. Membership fees are dependent on the turnover of the Member.

The Membership is active upon payment of the fee.

#### **Art. 4.4. Rights of Members:**

##### *Art 4.4.1 Active Members*

Active Members have the right to vote at each meeting of the General Assembly, as provided in article 5 below. Active Members can have access to all the material produced by SAI Platform for its Members, through SAI Platform’s website and other communication tools as well as at SAI Platform headquarters for specific documentation.

Active Members’ representatives are eligible to the Executive Committee. They can participate in any of the meetings of the General Assembly and thematic Working Groups, as stated in article 6.



#### *Art. 4.4.2 Affiliate Members<sup>1</sup>*

Affiliate members have the same rights and duties as Active Members, except for the fact that they have no voting rights at the Platform's General Assembly meetings

### CHAPTER III – General Assembly meetings

#### **Art. 5.1. Ordinary and extraordinary General Assembly meetings.**

An ordinary General Assembly meeting is held annually. The meeting includes the report of the President and the report of the Treasurer entrusted with the control of the accounts. During the meeting shall also be approved by Active Members the accounts of the previous fiscal year, and be discharged of their responsibilities the Executive Committee Members. By decision of the Executive Committee or on request as provided below, any other item can be brought on the agenda.

The extraordinary General Assembly meeting, for whatever reasons unless stated otherwise in the present By-laws or in any other regulations is called:

1. By the President of the Executive Committee;
2. By the President of the Executive Committee at the request of at least one fifth of the Active Members of the association; this request must contain the items of discussion for the proposed meeting.

#### **Art. 5.2. Notice for the meetings.**

A written notice for the ordinary and extraordinary General Assembly meetings stating the place, day and time of the meeting as well as the agenda, shall be mailed by the President to each member, with adequate documentation, not less than fifteen days but no more than fifty days prior to the date of the meeting. The agenda should leave some time for any other issue to be raised and discussed by the Members.

The competence of the extraordinary General Assembly meetings is restricted to the items stated in the agenda of the written notice.

#### **Art. 5.3. Participation**

The General Assembly is open to all Active and Affiliate Members or their representatives.

Each Member shall designate in writing a representative or proxy, preferably among its managerial staff, who will have power to represent that Member in all matters treated by the meeting of SAI Platform.

The mandate of representative of a Member shall be terminated automatically as soon as the representative ceases to be an employee of the Member group, if his/her association

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<sup>1</sup> E.g. Donors, Sponsors, NGOs, Academia, Farmers' organisations.



with the member ceases to exist, if their relations are terminated in any way, or if the membership in SAI Platform itself is terminated.

If no representative of an Active Member can be present at a meeting, a proxy can be given to another Active Member in writing. Such a proxy is valid only for a specific meeting.

#### **Art. 5.4. Quorum, majority**

The majority of the Active Members with voting rights in the SAI Platform organisation constitute the quorum.

Except stated otherwise in the present By-laws, decisions are taken by a simple majority vote of the Active Members present or represented. The President has a casting vote.

The General Assembly meeting has the power to take all necessary or useful actions to accomplish the purpose of SAI Platform. In particular, but without any limitation, it has the power to:

- Elect the members of the Executive Committee and the President;
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- ???Vote on new overall strategies and directions for SAI Platform;
- Approve the year plan proposed by the Executive Committee;
- Approve SAI Platform accounts and budgets.

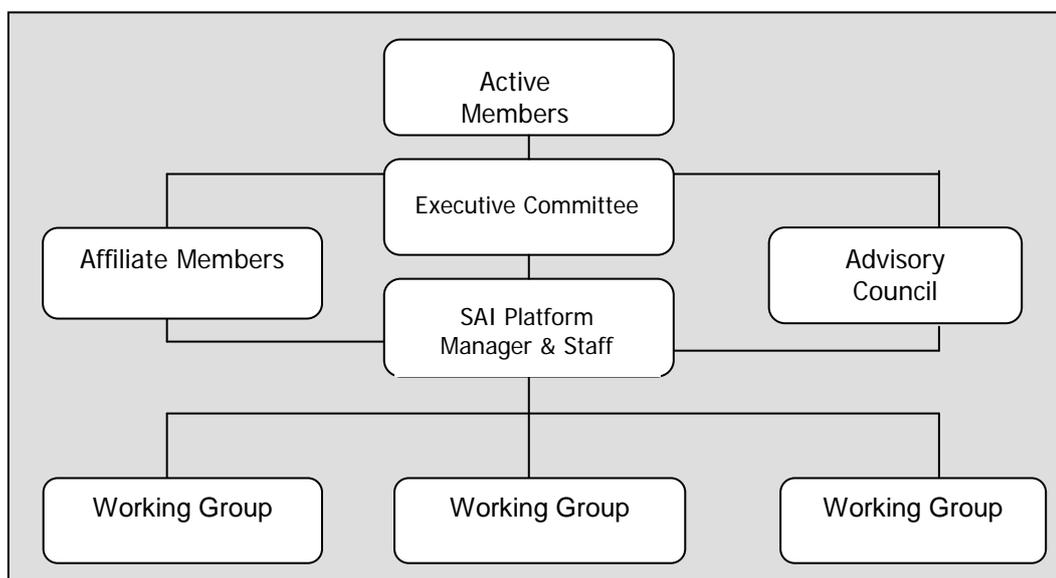
#### **Art. 5.5. Minutes**

The deliberations of the General Assembly meetings shall be recorded in minutes signed by the President of the meeting and approved by the General Assembly.

All members shall receive a copy of the minutes. All minutes are kept in a register at the seat of SAI Platform, where all members may consult and take copies thereof.

### CHAPTER IV – Administration

#### *SAI Platform governance structure*





## **Art. 6.1. Executive Committee.**

### *Art. 6.1.1. Composition.*

The Active Members of SAI Platform, attending or being represented at the General Assembly, shall elect and/or revoke the members of the Executive Committee. These must be representatives of the Active Members.

The number of members of the Executive Committee shall not be less than three and shall be determined by a decision of the General Assembly.

An Active Member may not provide more than one member for the Executive Committee at the same time.

The Executive Committee is composed of at least a President, a vice-President and a Treasurer. They are designated for a period of two years.

- The President of the Executive Committee is proposed by the Executive Committee and elected by the General Assembly. He/she chairs all meetings of SAI Platform Executive Committee and General Assembly. He/she ensures the execution of all orders and all resolutions of the General Assembly and Executive Committee.
- The vice-President is elected among the Executive Committee members. He/she executes the duties vested upon him by the Executive Committee and assists the President of the Committee at his/her request. In case of incapacity, refusal or resignation of the President of the Executive Committee, the vice-President of the Executive Committee fulfils all his/her duties.
- The Treasurer is elected among the Executive Committee members. He/she is charged with the management of the Platform's budget throughout the year, as per the revenues and expenses agreed at the previous General Assembly. He/she is charged with the supervision of the Platform's General Manager and accountant with regards to: the collection of the funds of SAI Platform, and all payments decided by the Executive Committee, unless the Executive Committee decides differently. He/she has to account for all transactions in his/her quality of Treasurer to the Executive Committee at ordinary meetings or at the request of the Executive Committee. Informed by the General Manager and/or Accountant, the Treasurer reports to the Executive Committee members, which are late for more than sixty days, in paying their membership fee or any other due.

### *Art. 6.1.2. Powers.*

The general management of SAI Platform shall be the responsibility of SAI Platform Executive Committee in collaboration with SAI Platform General Manager, who it appoints.



The Executive Committee will work together with the operational platform staff to discuss the activities of the platform and to guard the quality and financial viability.

The Executive Committee in collaboration with the Platform General Manager, shall have the power to:

- Direct and control the management of SAI Platform;
- Execute the decisions of the General Assembly meeting and take all measures to reach the established objectives;
- Control SAI Platform expenses;
- Prepare the budgets and the annual accounts which will be submitted to the General Assembly;
- Approve the programmes and follow-up the progress of the Working Groups and to submit them to the approval of the General Assembly meeting;
- In case of urgency, take all decisions normally assigned to the General Assembly, and submit them subsequently to the ratification of the General Assembly;
- Appoint the Platform staff.

The Executive Committee in collaboration with the Platform Manager may adopt all policies and procedures necessary for the management of the Platform's activities and may, within the frame of its powers, delegate part of its powers and responsibilities.

The Executive Committee will entrust the daily management to individuals (the Platform General Manager, other staff and accountant). It will determine their powers and their remuneration and delegate some of its power to them when required (signature for SAI Platform operational account etc).

#### *Art. 6.1.3. Meetings.*

The frequency of the Executive Committee meetings during the year is to be decided by the members of the Executive Committee. There should be at least two meetings – in form of physical meetings or phone conferences - on top of the General Assembly.

Each Committee member might invite one expert of his/her company to the meeting and/or an external expert to discuss specific subjects during the Committee meetings.

#### *Art. 6.1.4. Signature and representation.*

All acts binding the Platform shall be signed by the President of the Executive Committee, within the limits of his/her powers and as per the decision of the majority of the Executive committee Members. The President may assign in writing the authority to sign on his/her behalf to any other member of the Executive Committee or the General Manager.

The Platform can be represented by any other person acting within the limits of a proxy by the Executive Committee, namely the Platform General Manager.

### **Art. 6.3. Platform General Manager and Staff.**

#### *Art 6.3.1 Composition*



The Platform management of SAI **Platform** consists of staff running operational business activities and carrying out the activities mentioned in Art. 3.

#### *Art 6.3.2. Appointment of the General Manager and Staff*

The Executive Committee appoints the Platform's General Manager. The Executive Committee also appoints the other staff members, in agreement with the Platform Manager.

#### *Art. 6.3.3. Powers.*

The Platform General Manager is in charge of the operational management of SAI Platform in between meetings of the Executive Committee pursuant to the general policies fixed by the Committee. A detailed report of all SAI Platform activities is made at each meeting of the Executive Committee.

The Platform Manager co-ordinates and contributes to the operational activities of SAI Platform by:

- Providing knowledge on sustainable agriculture through various projects and working groups;
- Facilitating the assessment & validation of sustainable agricultural practices;
- Communicating about the activities of the platform;
- Initiating and contributing to the development of tools and mechanisms to implement sustainable agriculture;

The activities will be carried out partly or completely by specific Working Groups. The Platform staff, under supervision of the Executive Committee, will collaborate closely with these Working Groups and facilitate their work.

#### **Art. 6.4. Working Groups.**

Specific Working Groups might be in charge of carrying out activities in the field of:

- General Best Practices
- Communication on Sustainable Agriculture
- Any other specific issue dealing with Sustainable Agriculture, such as assessment of agricultural practices for a specific crop etc.

The Working Groups are formed by the Active and Affiliate Members and possibly other stakeholders, called "Knowledge Exchange Partners", to focus on specific tasks. Individual members may participate in different Working Groups at the same time or may not participate in any Working Group.

The members will decide on the creation and working program of the Working Groups. Working group working programs are agreed by the Executive Committee and endorsed by the General Assembly:

Each Working Group Chair is responsible for the group's expenses, as per the annual budget provided to each Group by the Executive Committee. The funds that are necessary for the coverage of those expenses may involve:



- Costs of Working group meetings
- Costs of experts and stakeholders to be invited in meetings
- Costs of research and document writing

Each Working Group should elect among the Member companies a Chair. The Working Group Chair is responsible towards the Executive Committee for the management of the Working Group. He/she chairs all meetings of that Working Group. He/she supervises the execution of the decisions and resolutions of the General Assembly meeting or of the Executive Committee with regard to his Working Group. He/she controls the spreading of information produced by the Working Group in conformity with the policies of the Executive Committee.

Each Working Group shall submit a report on its activities and financial situation to the annual General Assembly meeting.

#### **Art. 6.5. Advisory Council**

The Advisory Council consists of at least three experts in the field of sustainability . They are proposed by the Executive Committee in collaboration with SAI Platform staff.

The members of the Advisory Council will:

- Meet at least once a year, either back-to-back with the annual General Assembly, or separately;
- Serve the platform with (invited and not invited) advice on the SAI Platform programme
- Be informed about the development of SAI Platform through the General Manager.

The Advisory Council performs its duty under specific terms of reference. It reports to the Executive Committee.

### CHAPTER V – Finances

#### **Art. 7. Annual accounts:**

The fiscal year of SAI Platform association shall be from the first day of January until the thirty first day of December.

The annual accounts of SAI Platform are controlled and certified at the end of each fiscal year by one or more certified accountants.

The Treasurer submits to the Executive Committee the annual accounts for the past year as well as the budget for the following year. The accounts have to be approved by the General Assembly meeting.

#### **Art. 8. Membership fees.**

The Executive Committee determines the amount of the membership fees and all other dues of the Members, as well as the method of payment and submits them to the approval of the General Assembly meeting.



All modifications to the membership fees or other dues shall be effective after a period of thirty days from the notification of such modification to the members. This notification shall be in writing.

#### **Art. 9. Members interests in the assets of the association**

All interests of each Member in the funds, investments and other assets belonging to the Platform shall immediately cease and terminate in the event that the membership of such Member in the foundation shall terminate, for any reason whatsoever.

In the event of such termination, such Member and the representatives of such Member shall have no claim on account of the other members, or their representatives, or any of them, with regard to the assets of SAI Platform.

#### **CHAPTER VI : Modifications of By-laws, dissolution**

#### **Art. 10. Disposal of assets on dissolution**

Upon dissolution of SAI Platform, the Executive Committee, after payment or constitution of a deposit for all indebtedness of SAI Platform, shall allocate the net assets to objects exclusively compatible with the object of SAI Platform or to one or more organizations managed in similar purposes as SAI Platform or shall distribute it among its Members.

The courts of Geneva, Switzerland shall have sole jurisdiction for litigation concerning assets, which would not have been allocated as provided above.

#### **Art. 11. Modification of By-laws**

Without prejudice to article 10, each proposal of modification to the By-laws or of dissolution of SAI Platform shall be issued by the Executive Committee or made by at least one third of SAI Platform Active Members.

The General Assembly meeting shall be validly constituted if two third of the Active Members are present or represented.

The resolutions will be taken by a two third majority of the Active Members present or represented.

Modifications to the present By-laws will be effective as from April 12,2013.

The General Assembly meeting shall determine the modes of dissolution of SAI Platform.