

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 to:

- Support sustainable agricultural practices and production systems in general;
- Collect, assess and share knowledge on sustainable agricultural production methods gained by individual Members and others;
- 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 Members having fulfilled their financial duties regarding the payment of membership fees. These may be comprised of two types of Members:

- 1- Active Members carrying out activities in the food and drink industry;
- 2- Affiliate Members not having activities in the food and drink industry yet having an interest in the food chain.

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 – Members

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 General Manager with a notice period of three months, before the start of the next calendar year;
- 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 the basis of serious grounds, provided that the 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 it 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 Members, designated by the General Assembly for a period of two years. The Members can be re-elected.

The Executive Committee shall propose a President to the Active members present at the General Assembly, who vote. 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 the General Manager, 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/her 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. Affiliate Members have the right to participate in the General Assembly 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.

By-laws 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 the 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 General Manager and other staff members. The General Manager is in charge of the operational management of SAI Platform in between meetings of the Members 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 revised several times – and the actual version was adopted at the 11th General Assembly in 2013.

xxx 2013,

The President

The General Manager