

Union for Ethical BioTrade (UEBT) ARTICLES OF ASSOCIATION

GOV01 - Articles of Association – 2013-04-19		
Replaces	ARTICLES OF ASSOCIATION – 2012-04-13	
Approval of the original document:	GA	2007-05-08
Previous version:	GA	2012-04-13
Approval of current version:	GA	2013-04-18

I. INCORPORATION

Article 1: Name

1.1 The Association is formed under the name "Union for Ethical BioTrade (UEBT)" and is incorporated as a non-profit association with a limited liability, separate legal personality, in accordance with Article 60 et seq. of the Swiss Civil Code and these Articles of Association.

1.2 The official name of UEBT in French is: 'Union pour le BioCommerce Ethique'. In Spanish, it is: 'Unión para el BioComercio Ético'. In Portuguese, it is "União para o BioComércio Ético."

Article 2: Objects

2.1 The objects of UEBT are:

- To promote, facilitate and recognise ethical sourcing of biodiversity in line with objectives of the Convention on Biological Diversity;
- To bring together organisations and persons committed to Ethical BioTrade as defined in the UEBT Ethical BioTrade standard;
- To value and promote the use of native biodiversity around the world in line with the Ethical BioTrade standard;
- To promote the Ethical BioTrade concept and its adoption by different actors;
- To reach out to and engage various stakeholders in an open and trusted dialogue;
- To make available business development support to its members;
- To develop standards and good practice guidelines for different BioTrade product groups in which its members may be active;
- To administer the verification system of Ethical BioTrade;
- To take any and all actions necessary to plan, organise and stage UEBT, as well as any other activities related thereto;
- To promote UEBT as widely as possible to encourage support in the form of donations, gifts, grants, and subventions of any kind, whether as monies, goods or services.

UEBT is independent, impartial, and objective in its dealings with governments, political parties, other organizations and individuals.

Article 3: Duration

3.1. The duration of the Association is indefinite.

Article 4: Registered Office

4.1 The registered office of UEFT is in Geneva, Switzerland, but can be relocated within Switzerland on decision of the Board of Directors. Relocation outside Switzerland shall be subject to the approval of the General Assembly.

II. MEMBERS

Article 5: Members

- 5.1 Enterprises, trade associations, NGOs, community producers/collectors, National BioTrade Programmes, and any other organisation active in BioTrade can apply for membership to the UEFT. UEFT has two membership categories: Trading Members and Affiliate Members. All members shall commit in writing to support the UEFT Articles of Association, and to comply with membership obligations, as approved by the Board of Directors.
- 5.2 Organizations approved by the relevant bodies in UEFT to be in the process of becoming trading members to UEFT are considered Provisional Members once the initial audit has confirmed their compliance with minimum requirements, and until the Board of Directors confirms them as Members. Provisional Members are considered as Trading Members and have all the pertinent rights and obligations, except that Provisional Members may not use the UEFT logo or form part of the Board of Directors.
- 5.3 Membership shall be approved and withdrawn by the Board of Directors, which may delegate these tasks to the UEFT Membership Committee.
- 5.4 Non-compliance with membership obligations, as approved by the Board of Directors, may lead to the suspension or withdrawal of membership status.
- 5.5 Unless covered by specific procedures, questions about ethical behaviour of a member or a prospective member, as defined by the Ethical BioTrade principles and criteria in the relevant UEFT standard, require a response from UEFT in proportion with the seriousness of the claims, and may lead to the suspension or withdrawal of membership status.
- 5.6 Members may resign from UEFT at any time. A one-month notice period applies. Payment of the membership fee for the year in course will nevertheless be due and will not be refunded.

III. ORGANISATION

Article 6: General Assembly

- 6.1 The General Assembly is the supreme authority of UEFT. All members are entitled to participate in the General Assembly. Only current Trading and Affiliate Members of the UEFT are allowed to vote. Members that are in arrears with their membership fee or that do not meet their reporting obligations under the UEFT verification system shall not be considered to be current.
- 6.2 The General Assembly shall meet at least once a year on notice given by the Secretariat. Notice of Assemblies shall be in writing and given at least 21 days prior to

the meeting. The agenda for the Assembly shall be contained within the notice of the meeting.

- 6.3 The quorum for the General Assembly is reached if 50% of the current Trading and Affiliate Members are represented. Decision-making procedures are described under Article 8.
- 6.4 The General Assembly shall have the right to appoint and revoke the appointment of any persons serving on the Board of Directors. This decision shall be taken by consensus, as defined under Clause 8.2.
- 6.5 The General Assembly shall decide by consensus, as defined in Clause 8.2, on all proposals related to modifications of the Articles of UEFT.
- 6.6 Extraordinary Assemblies shall be held if requested by a minimum of 25% of the Members.

Article 7: Board of Directors

- 7.1 There shall be an executive Board of Directors comprised of Affiliate and Trading Members of UEFT appointed as described under Article 6.4. The Board of Directors shall number as many persons as the Members shall consider appropriate, but no less than 6 and no more than 12.
- 7.2 Decision-making procedures are described under Article 8.
- 7.3 At its first meeting after the General Assembly, the Board of Directors shall elect a President, a Vice-President and a Treasurer. They may also choose other officers as they see fit.
- 7.4 Directors serve 3-year terms, subject to election by the membership according to the existing Articles of Association. The General Assembly may re-elect Directors if this is in the interest of the organisation. Candidates for election should be present in the General Assembly.
- 7.5 If a Director ends his or her term prematurely for whatever reason, he/she may transfer his position to another person within the same UEFT member organisation. In this case, the start of the term is considered to be the date of election of the original Board member. If the position is given up, a new Director will be elected from the appropriate category, either at the next General Assembly or through postal ballot.
- 7.6 The Board of Directors shall fix the frequency of its meetings. Efforts should be made to have one of the Board of Directors meetings coincide with General Assemblies.
- 7.7 The Board of Directors shall be responsible for the management of UEFT and shall have all the powers necessary to realise its objects. It shall represent UEFT, in coordination with the Executive Director, towards third parties in the search for financial support through donations in the form of monies, goods or services to meet the objects of UEFT.
- 7.8 The Board of Directors may appoint Committees, individuals or organisations to which it may delegate such powers as it sees fit. In particular, it shall establish an Executive Committee, a Standard Committee, a Membership Committee, an Appeal Committee and any other ad-hoc Committees that may be required.
- 7.9 The General Assembly shall appoint an Auditor who shall be responsible for examining and reporting upon the books and accounts of UEFT to the Members at the General Assembly immediately following the end of the fiscal year (31st December) or by mail if no General Assembly takes place within three months after the end of the fiscal year.
- 7.10 The Terms of Reference of the Board of Directors, and any modification hereto, shall be approved by the General Assembly.

Article 8: Decision-making

8.1 Decisions taken by a General Assembly or in a Board of Directors meeting shall be valid if at least 50% of the current members with voting rights of the respective body are present or represented. The Board endeavours to take its decisions by consensus as defined in clause 8.2, but in case consensus cannot be achieved, or when a vote is needed, a simple majority is required, which must include at least 50% plus one of each membership group (i.e. Trading Member/Affiliate Member), except where the Articles of Association or By-Laws provide that they should be by a larger majority. In case of an even or split vote, the President of the Board shall have a casting vote.

8.2 For the purpose of these articles, consensus is defined as the absence of sustained opposition but does not require unanimity. It reflects individuals' positive contributions, but:

- dissent can be recorded;
- negative positions should be explained and an alternative solution provided; and
- silence is considered as agreement.

Before any decision is to be taken by email, the Board of Directors shall define the thresholds of consensus beforehand.

8.3 If members cannot attend or be duly represented at a General Assembly or Board of Directors meeting, they can give their approval by email or proxy vote, provided the proposal has been submitted according to clause 8.5 and has not been modified at the meeting itself. If a proposal is modified at the meeting and the quorum is reached with the persons present or duly represented, the modified proposal can validly be decided upon, based on consensus as described in clause 8.2.

8.4 General Assemblies and Board of Directors meetings can be replaced by virtual meetings such as phone and/or videoconferences whereby all members can be heard by all members.

8.5 Topics to be decided by the General Assembly or the Board of Directors can also be submitted for approval by email to all members of the respective body. In this case, the request for approval shall contain the topic to be approved and a reasonable deadline for responding. This deadline should be no less than 14 days, unless urgent circumstances require otherwise. Silence shall be considered as approval at the end of the deadline.

Article 9: Committee of Honour

9.1 A Committee of Honour composed of well-known personalities whose support brings prestige and credibility to UEFT may be formed by the Board of Directors.

Article 10: Assets and Income

10.1 The assets of UEFT shall be constituted by membership fees, donations, gifts, grants or other forms of assets generated by the activities of the UEFT.

10.2 No assets or income of UEFT may be distributed to, or applied for the benefit of, a private person or non-charitable organization other than pursuant to the conduct of UEFT's charitable activities, or as payment representing the fair market value of property purchased, or as reasonable compensation for services provided.

IV. RESPONSIBILITY TOWARDS THIRD PARTIES

Article 11: Signature authorities

11.1 UEFT may bind itself contractually towards third parties by the signature of the Executive Director.

Article 12: Liability

12.1 The liability of UEFT shall be limited to its own assets. The liability of members shall be limited to their membership fees, which are due or unpaid. The liability of members for actions related to their roles in UEFT bodies is limited, to the maximum extent permitted by applicable law, to cases of gross negligence.

V. DISSOLUTION, JURISDICTION AND ADOPTION

Article 13: Dissolution

13.1 UEFT shall be deemed to be dissolved upon decision of the General Assembly. Such decision should be taken with a two-third majority, which must include at least 50% of each membership group (i.e. Trading Member/Affiliate Member).

Article 14: Disposition of assets

14.1 In case of dissolution of UEFT, the total residue of its assets shall be distributed by the Board of Directors to an organisation that serves a public interest similar to that of UEFT, and which benefits from a tax exemption status in Switzerland. At no instance the assets can be returned to its original founders or the Members of UEFT, nor can they in any way be used in their direct benefit.

Article 15: Jurisdiction

15.1 Swiss law shall govern and construe the Articles of UEFT. The forum for disputes shall be where the registered offices of the UEFT are located, with right of appeal to be taken to the Swiss Federal Court, if necessary.

Article 16: Date of Adoption

16.1 These Articles of UEFT were adopted by the Founders on the 8th of May 2007 by unanimous approval of the founding members, as indicated in the Minutes of the Founding Assembly (Annex 1). Revised versions of these Articles of Association were adopted by the General Assembly on 28 May 2008, 23 April 2009, 18 May 2010, 6 May 2011, 13 April 2012, 18 April 2013.