

# Bylaws

## of the Swiss Sustainable Coffee Platform

### I. NAME, DOMICILE, PURPOSE AND FUNDS

#### 1 Name and domicile

The Swiss Sustainable Coffee Platform (SSCP) is an Association pursuing to art. 60 et seq. of the Swiss Civil Code with domicile in Berne, where the Secretariat is located.

#### 2 Purpose

<sup>1</sup> Taking into account Switzerland's commitment to the SDGs, and in order to promote measurable progress in developing countries that contribute to their achievement, the purpose of the Association is to promote social, environmental, and economical sustainability throughout the coffee value chain. In particular, the Association has the following objectives:

- a) to increase the sustainability of coffee imported to Switzerland and traded globally, as well as to improve supply chain transparency;
- b) to address thematic focus topics through joint action and individual commitments of the Association's members;
- c) to contribute to the implementation and improvement of due diligence processes along the value chains of its members.

<sup>2</sup> The Association is a non-profit organization. It therefore does not pursue its own economic goals. The Association may, for the pursuit of the purpose i.) enter into cooperations with other legal or natural persons; ii.) coordinate initiatives, activities and projects via adequate measures aimed at meeting the Association's objectives.

#### 3 Funds

The Association is financed through membership fees, subsidies, donations, and other contributions as well as income generated from the Association's own events.

### II. MEMBERSHIP

#### 4 Categories

<sup>1</sup> Any legal entity with a demonstrated link to Switzerland endorsing the Association's purpose and objectives may become a member.

<sup>2</sup> Legal entities based in Switzerland or with a demonstrated link to Switzerland belonging to one of the following categories can become full members of the Association:

Category A: private sector

- i.) green coffee traders

- ii.) roasters & processors
- iii.) retailer, gastronomy & coffeeshops
- iv.) coffee-related businesses (e.g. producers and sellers of coffee related equipment)

The private sector will be allocated to the respective sub-category according to its main economic activity.<sup>1</sup>

Category B: non-profit organizations, including consumer, labelling and standard-setting organizations;

Category C: Universities, research and applied science institutes

Category D: public sector;

- <sup>3</sup> Special service providers (e.g. financial institutions, consultancies, etc.) based in Switzerland or with a demonstrated link to Switzerland can become associated members of the Association. Associated members do not have a vote in the General Assembly.
- <sup>4</sup> Governments, producer organizations and other organizations relevant to coffee production in producer countries as well as organizations operating internationally in the coffee sector can become associated partners. Associated partners do not have a vote in the General Assembly.
- <sup>5</sup> Other legal entities or natural persons can become benefactors.

## **5 Admission, duties, and membership fees**

- <sup>1</sup> Membership applications must be submitted to the Secretariat for the attention of the Board. The Board is responsible for decisions regarding the incorporation of new members.
- <sup>2</sup> Members shall support the Association in endorsing its purpose and attaining its objectives.
- <sup>3</sup> Full members, except for Category D, and special service providers are obliged to pay an annual membership fee. The membership fee is set annually by the General Assembly.

## **6 Resignation and exclusion**

- <sup>1</sup> The membership expires following resignation, exclusion, or the dissolution of legal entities.
- <sup>2</sup> Members may resign from the Association by giving six months' notice to the end of the financial year. Members may resign by submitting a written declaration to the Secretariat for the attention of the Board. For the current year, the full membership fee is to be paid.
- <sup>3</sup> A member may be excluded from the Association at any time in the event of violations of the bylaws or actions inconsistent with the Association's purpose. A member may be suspended with immediate effect by the Board if it fails to pay membership fees despite a reminder. The Board is responsible for deciding on the exclusion.
- <sup>4</sup> The decision on the exclusion may be appealed in writing within 30 days after the Board's decision and before the General Assembly, which makes the final decision. Members rights will be suspended until the final decision.

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<sup>1</sup> The main economic activity of a company is defined with reference to the economic activity that accounts for the majority of its economic output in coffee.

### III. ORGANIZATION

#### a. Bodies

#### 7 Association's bodies

<sup>1</sup> The Association's bodies are:

- a) the General Assembly
- b) the Board
- c) the Sounding Board
- d) the Secretariat
- e) the Auditors

<sup>2</sup> Further bodies may be set up if required.

#### b. General Assembly

#### 8 Convocation and conduct

<sup>2</sup> The ordinary General Assembly takes place once per year.

<sup>3</sup> The ordinary General Assembly is convened four weeks in advance in writing by the President of the Board, indicating the items of the agenda. Invitations sent by email are valid.

<sup>4</sup> Requests for agenda items for the General Assembly must be submitted in writing to the Secretariat for the attention of the Board at least ten days before the General Assembly.

<sup>5</sup> The General Assembly is conducted by the President, who may be substituted by a member of the Board.

<sup>5</sup> An extraordinary General Assembly may be convened at any time, by the Board or by one fifth of the members, indicating the purpose. The meeting must take place latest within ten weeks of receipt of the convocation.

#### 9 Duties and powers

<sup>1</sup> The General Assembly is the supreme body of the Association.

<sup>2</sup> The General Assembly has the following duties and powers:

- a) approval of the minutes of the preceding General Assembly;
  - b) approval of the annual report of the Board;
  - c) acceptance of the audit report and approval of the annual accounts;
  - d) discharge of the Board;
  - e) election of the Board members and of the President;
  - f) election of the auditors;
  - g) setting the membership fees;
  - h) approval of the annual budget;
  - i) taking note of the annual program;
  - j) decision on requested agenda items by the Board or the members;
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- k) adoption of amendments to the bylaws;
- l) resolution on the dissolution of the Association and use of the liquidation assets.

## **10 Voting rights and adoption of decisions**

- <sup>1</sup> Each properly convened General Assembly is deemed quorate provided at least one half of the members are present.
- <sup>2</sup> Only full members are entitled to vote at General Assemblies. Each full member has one vote. The member may be represented by another full member at the General Assembly by written proxy.
- <sup>3</sup> With the exception of decisions according to articles 21 and 22, decisions are adopted by absolute majority of the voting members present. In the event of a tie the president has the casting vote.
- <sup>4</sup> The decisions adopted must be recorded in minutes.

### **c. Board**

## **11 Composition, tenure, and constitution**

- <sup>1</sup> The Board is composed of 7 members including the President.
- <sup>2</sup> The categories (see article 4) are each represented as follows:
  - Category A: representation by three (3) members: the Community of Interest Coffee Switzerland, a representative of a coffee trading company and a manufacturing & roasting company.
  - Category B: representation by two (2) members: non-profit organizations (NPOs)
  - Category C: representation by one (1) member: academia
- <sup>3</sup> Category D is observer to the Board without a vote.
- <sup>4</sup> The Board members are nominated for election by the members of the corresponding categories following a caucus principle. The 7<sup>th</sup> seat is to be occupied by an independent president on a mandate, who, ideally, has no direct membership category affiliation.
- <sup>5</sup> The Board members may appoint deputies. Deputies must represent an organization from the same membership category.
- <sup>6</sup> The tenure of Board members is one year. Re-election shall be permissible. Board members of Category A shall be selected with consideration given to an adequate representation of the business structure in Switzerland. The Board takes up its duties following its election at the General Assembly.
- <sup>7</sup> The Board constitutes itself except for the president.
- <sup>8</sup> Generally, the Board members work pro bono. A remuneration is foreseen for the President.

## **12 Meetings, conduct of meetings and adoption of decisions**

- <sup>1</sup> The Board meets as often as activities require. Any Board member may convene a meeting, stating the purpose.
- <sup>2</sup> Generally, meetings of the Board are convened and chaired by the President.
- <sup>3</sup> The Secretariat attends Board meetings having an advisory vote and with the right to request agenda items. Exceptionally, the Board may meet alone in case the relationship of the Board with the Secretariat is concerned. The Board may invite third parties to attend the meetings.
- <sup>4</sup> The Board is deemed quorate if more than one half of the members are present or participate otherwise in the meeting.

- <sup>5</sup> Provided no Board member requests an oral deliberation, decisions adopted by circular (or by email) are deemed valid. Circular decisions require the participation of all Board members.
- <sup>6</sup> Generally consensus among Board members is to be sought. If this is not possible, decisions must be adopted with a majority of two thirds of the votes of the participating members.

### **13 Duties and powers**

- <sup>1</sup> The Board represents the Association externally.
- <sup>2</sup> In particular, the Board has the following duties:
- a) taking measures as required to attain the Association's objectives;
  - b) convocation of the General Assembly and preparation of the businesses;
  - c) strategic implementation of decisions adopted by the General Assembly;
  - d) reporting to the General Assembly on the annual plan;
  - e) decision on the admission and resignation of members;
  - f) administration of the Association's assets and accounting;
  - g) election and supervision of the Secretariat.

- <sup>3</sup> The board is authorized:

- a) to enact rules;
- b) to engage working groups and their members as well as an independent board of experts;
- c) to engage third parties to attain the Association's objectives.

#### **d. Sounding Board**

### **14 Composition and tenure**

- <sup>1</sup> The Association's Sounding Board consists of private sector representatives of producer countries, preferably being representatives of coffee producers from priority countries of the Swiss development cooperation.
- <sup>2</sup> The Sounding Board consist of a minimum of three (3) participants, distributed between the coffee producing continents Latin America, Asia, and Africa.
- <sup>3</sup> The tenure of the Sounding Board Members is two years. A rotation principle applies.
- <sup>4</sup> The Sounding Board Members meet virtually whenever needed, but at least twice a year.
- <sup>5</sup> The Sounding Board Members are nominated by the Swiss Cooperation Offices in consultation with the private sector and NPOs, and in coordination with the SSCP Secretariat, the respective countries and selected by the General Assembly.
- <sup>6</sup> The Sounding Board Members work pro bono.

### **15 Duties and powers**

- <sup>1</sup> The Sounding Board advises the Board and the Secretariat on strategic matters of the SSCP.
- <sup>2</sup> The Sounding Board comments and gives feedback on
- a) the elaboration of the Roadmap of the SSCP;
  - b) the Annual Plans of the SSCP;
  - c) the Annual Reports of the SSCP;
  - d) other strategic SSCP instruments such as studies, international dialogues, etc.

## **e. Secretariat**

### **16 Duties and powers**

- <sup>1</sup> The Secretariat supports the Board in the fulfillment of its duties and assumes the day-to-day business.
- <sup>2</sup> The Secretariat performs the duties specified in the job description for the Coffee Lead, in particular (non-exhaustive list):
  - a) preparation of the Board's businesses;
  - b) operational implementation of the strategic direction of the Association;
  - c) internal and external communication;
  - d) active management of the member network;
  - e) administration of the Association.

## **f. Auditors**

### **17 Duties and powers**

- <sup>1</sup> The auditors revise the Association's accounts on a yearly basis. They submit a written report to the Board for the attention of the General Assembly.
- <sup>2</sup> The auditing is conferred to an independent legal entity. Its tenure is two years. Re-election shall be permissible.

## **IV. FINANCES**

### **18 Accounting**

- <sup>1</sup> The Association shall keep accounting records in accordance with commercial principles of the Swiss laws, especially of the Swiss Code of obligations.
- <sup>2</sup> The financial year coincides with the calendar year.

### **19 Signatory powers**

The Association is bound by the joint signature of the President together with another member of the Board or the Secretariat.

### **20 Liability and claims on the assets**

- <sup>1</sup> Only the Association's assets are liable for the Association's debts. Any personal liability of members is excluded.
- <sup>2</sup> Resigning members have no claim on the Association's assets.

## **V. AMENDMENTS TO THE BYLAWS AND DISSOLUTION OF THE ASSOCIATION**

### **21 Amendments to the bylaws**

The General Assembly may decide to amend the bylaws by a majority of two thirds of the votes cast.

### **22 Dissolution of the Association**

- <sup>1</sup> The General Assembly or an extraordinary Meeting may decide to dissolve the Association by a majority of two thirds of the votes cast, provided at least two thirds of the members attend the meeting.

2. If less than two thirds of all members attend the meeting, a second meeting must be held within one month. At this meeting, the Association may be dissolved by simple majority even if less than two thirds of the members are present.
3. A merger may only take place with another legal entity domiciled in Switzerland that is exempt from tax due to its non-profit status or public purpose. In the event of dissolution, profits and capital shall be transferred to another legal entity domiciled in Switzerland that is exempt from tax due to its non-profit status or public purpose which is pursuing the same or similar purpose. In case of the Association's dissolution, the General Assembly decides on the liquidators and the use of the Association's assets. The Association's assets may not be distributed among its members.

## VI. CONCLUDING PROVISIONS

### 23 Entry into force

These bylaws were adopted at the founding meeting held on **XY** and came into force on that date.

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