



Bylaws

of the association Swiss Platform for Sustainable Cocoa

I. NAME, DOMICILE, PURPOSE AND FUNDS

1 Name and domicile

The Swiss Platform for Sustainable Cocoa is an association pursuing to art. 60 et seq. of the Swiss Civil Code with domicile in Berne, where the office is located.

2 Purpose

¹ The association's purpose is to promote sustainability along the entire cocoa value chain.

² In particular, the association's aims are the following:

- a) to pool the efforts of all the actors involved in favor of a sustainable cocoa value chain;
- b) to promote the dialogue with authorities and organizations in producer countries and coordinate the measures with other initiatives;
- c) to promote the demand for and the sourcing of products containing cocoa from sustainable production;
- d) to contribute to the implementation of the Global Cocoa Agenda of the International Cocoa Organization (ICCO) and the UN Sustainable Development Goals (SDGs);
- e) to develop and promote best-practice approaches and innovative solutions.

³ The association is a non-profit organization.

3 Funds

The association is financed through membership fees and subsidies as well as donations and other contributions.

II. MEMBERSHIP

4 Categories

¹ Any legal entity or natural person supporting the association's purpose and aims may become a member.

² Legal entities belonging to one of the following sectors can become full members of the association:

- a) Sector A: (1) manufacturers of products containing cocoa with manufacturing site in Switzerland, (2) importers, commodity traders and suppliers of products containing cocoa and (3) other private companies related to the cocoa sector;
- b) Sector B: food retailers;
- c) Sector C: public sector;

- d) Sector D: non-profit organizations, including consumer, labelling and standard-setting organizations;
- e) Sector E: research institutes, applied science institutes and consultancies.

³ Governments, producer organizations and other organizations relevant to cocoa production in producer countries as well as organizations operating internationally in the cocoa sector can become associated partners.

⁴ Other legal entities or natural persons can become benefactors.

5 Admission, duties and membership fees

¹ Membership applications must be submitted to the office for the attention of the board. The board is responsible for decisions regarding the incorporation of new members.

² Members shall support the association in pursuing its aims and attaining its goals.

³ Full members, except for members of sector C, are obliged to pay an annual membership fee. The membership fee is set annually by the general meeting and is regulated in the membership fee regulations.

6 Resignation and exclusion

¹ The membership expires following resignation, exclusion or the dissolution of legal entities.

² Members may resign from the association by the end of the business year by giving a six months' notice. Members may resign by submitting a written declaration to the office for the attention of the board. For the current year, the full membership fee is to be paid.

³ 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. The board is responsible for deciding on the exclusion.

⁴ The decision on the exclusion may be appealed in writing before the general meeting, which makes the final decision.

III. ORGANIZATION

a. Bodies

7 Association's bodies

¹ The association's bodies are:

- a) the general meeting
- b) the board
- c) the office
- d) the auditors

² Further bodies may be set up if required.

b. General meeting

8 Convocation and conduct

- ¹ The ordinary general meeting takes place once per year.
- ² The ordinary general meeting 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.
- ³ Requests for agenda items for the general meeting must be submitted in writing to the office for the attention of the board at least ten days before the general meeting.
- ⁴ The general meeting is conducted by the president, who may be substituted by a member of the board.
- ⁵ An extraordinary general meeting 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

- ¹ The general meeting is the supreme body of the association.
- ² The general meeting has the following duties and powers:
 - a) approval of the minutes of the preceding general meeting;
 - 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;
 - k) adoption of amendments to the bylaws;
 - l) handling of complaints against the exclusion of members;
 - m) adoption of decisions regarding the association's dissolution and use of the association's assets.

10 Voting rights and adoption of decisions

- ¹ Each properly convened general meeting is deemed quorate provided at least one half of the members are present.
- ² Only full members are entitled to vote at general meetings. Each full member has one vote. The member may be represented by another full member at the general meeting by proxy.
- ³ With the exception of decisions according to articles 19 and 20, decisions are adopted by simple majority of the voting members present. In the event of a tie the president has the casting vote.
- ⁴ The decisions adopted must at the very least be recorded in minutes.

c. Board

11 Composition, tenure and constitution

¹ The board is composed of six members including the president.

² The president must not be related in any way to the member sectors described in art. 4, para. 2. The sectors are each represented by one board member, except for member category A, which is represented by the association CHOCOSUISSE and a further member, operating for the most part as a commodity trader, and sector C, which is represented in the board by a non-voting observer. The board members or the observer are nominated for election by the members of the corresponding sectors.

³ The board members may appoint deputies.

⁴ The tenure of board members is one year. Re-election shall be permissible. The board takes up its duties following its election at the general meeting.

⁵ The board constitutes itself except for the president.

⁶ Generally, the board members work pro bono.

12 Meetings, conduct of meetings and adoption of decisions

¹ The board meets as often as activities require. Any board member may convene a meeting, stating the purpose.

² Meetings of the board are convened and chaired by the president.

³ The office 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 office is concerned. The board may invite third parties to attend the meetings.

⁴ The board is deemed quorate if at least one half of the members are present or participate otherwise in the meeting.

⁵ 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.

⁶ 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

¹ The board represents the association externally and assumes the day-to-day businesses.

² In particular, the board has the following duties:

- a) taking measures as required to attain the association's aims;
- b) convocation of the general meeting and preparation of the businesses;
- c) implementation of decisions adopted by the general meeting;
- d) reporting to the general meeting on the annual plan;
- e) decision on the admission, resignation and exclusion of members;
- f) administration of the association's assets and accounting;
- g) election and supervision of the office.

³ The board is authorized

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

d. Office

14 Duties and powers

¹ The office supports the board in carrying out its duties.

² The office has the following specific duties:

- a) preparation of the of the board's businesses ;
- b) implementation of the board's decisions;
- c) internal and external communication;
- d) administration of the association.

e. Auditors

15 Duties and powers

¹ 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 meeting.

² The auditing is conferred to an independent institute. Its tenure is two years. Re-election shall be permissible.

IV. FINANCES

16 Accounting

¹ The association shall keep accounting records in accordance with commercial principles.

² The business year coincides with the calendar year.

17 Signatory powers

The association is bound by the joint signature of the president together with another member of the board or the office.

18 Liability and claims on the assets

¹ Only the association's assets are liable for the association's debts. Any personal liability of members is excluded.

² Resigning members have no claim on the association's assets.

V. AMENDMENTS TO THE BYLAWS AND DISSOLUTION OF THE ASSOCIATION

19 Amendments to the bylaws

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

20 Dissolution of the association

¹ A The general 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 meeting 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

21 Entry into force

These bylaws were adopted at the founding meeting held on January 23, 2018, and came into force on that date. They were amended on September 12, 2019, by written resolution of the General Meeting.