



UEBT
SOURCING[®]
WITH RESPECT

GOV01

Articles of Association

15/05/2019

UEBT

UEBT

UEBT is a non-profit association that promotes sourcing with respect. We work to regenerate nature and secure a better future for people through ethical sourcing of ingredients from biodiversity. We aim to contribute to a world in which all people and biodiversity thrive.

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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: Background and objectives

- 2.1 UEBT is international non-profit organization promoting sourcing with respect of natural ingredients, for a world where people and biodiversity thrive.
 - 2.1.1 UEBT is committed to inclusive governance and transparency as essential elements to advancing its vision and mission. UEBT decision-making, implementation, and oversight mechanisms involve multiple stakeholders and perspectives.
 - 2.1.2. UEBT is independent, impartial, and objective in its dealings with governments, political parties, other organizations and individuals.
- 2.2. The objectives of UEBT are:
 - To promote sourcing with respect – the good practices set in the UEBT Ethical BioTrade standard for the harvest, collection or cultivation of natural ingredients in a way that is respectful of people and biodiversity;
 - To support and validate best practices of companies committed to ethical sourcing and innovation of natural ingredients for the benefit of people and biodiversity;
 - To raise awareness about trends, challenges and opportunities in ethical sourcing of natural ingredients;
 - To set good practices as guidance for ethical sourcing of natural ingredients and as basis for independent validation of their systemic application;
 - To validate – through verification and/or certification – the commitments that companies make to follow good practices and the steps they have taken to protect biodiversity and respect people's rights;
 - To provide advisory, training and capacity development services and material related to ethical sourcing;
 - To pursue collaboration with a range of stakeholders as a critical way to transform practices in the cosmetics, food and pharmaceutical sector;
 - To monitor and evaluate the contribution of UEBT and its activities to a world in which people and biodiversity thrive;
 - To take any and all actions necessary to plan, organise and advance its objectives, as well as implement any activities related thereto;
 - To encourage support for UEBT in the form of donations, gifts, grants, and subventions of any kind, whether as monies, goods or services.

Article 3: Duration

3.1. The duration of the Association is indefinite.

Article 4: Registered Office

4.1 The registered office of UEBT 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.

4.2 To advance its mission, UEBT may have branch offices in other parts of the world.

II. Members

Article 5: Members

5.1 UEBT is a member-based association. Any entity directly involved in the supply chain of natural ingredients, including collection or cultivation, processing, research and development, formulation or commercialization of related goods and services may apply for UEBT membership. If involved in these activities, UEBT members may include, for example, producer cooperatives, research and development laboratories, processing companies, traders, manufacturing companies, non-profit associations, research institutions, and brands.

5.2 UEBT members commit in writing to support the UEBT Articles of Association and abide at all times to UEBT Membership Conditions and Obligations.

5.3 Membership applications are approved by the UEBT Secretariat. Once an assessment has confirmed their compliance with all entry indicators of the Ethical BioTrade standard and the UEBT Secretariat confirms it, applicants become UEBT provisional Members. UEBT provisional members have the rights and responsibilities established in the UEBT Membership Conditions and Obligations, except they may not use the UEBT logo or form part of the UEBT Board of Directors. Full membership is granted by the UEBT Secretariat upon approval of the provisional member's UEBT work plan.

5.4 Non-compliance with the UEBT Membership Conditions and Obligations may lead to the suspension or withdrawal of membership status. Membership may only be withdrawn after approval of the UEBT Board of Directors.

5.5 Unless covered by specific procedures, questions about ethical behaviour of a member or a prospective member, as defined by the relevant Ethical BioTrade standards, require a response from UEBT that is proportional to the seriousness of the claims, including suspension or withdrawal of membership status.

5.6 Members may resign from UEBT 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 UEBT. All UEBT members are entitled to participate in the General Assembly. Only current members are allowed to vote. Members that do not meet their membership obligations shall not be considered to be current.
- 6.2 The General Assembly meets at least once a year on notice given by the Secretariat. Notice of meetings of the General Assembly must be in writing and issued at least 21 days prior to the meeting. The agenda for the General Assembly must be distributed along with the notice of the meeting.
- 6.3 The quorum for the General Assembly is reached if 50% of the current UEBT members are represented. Decision-making procedures are described under Article 8.
- 6.4 The Terms of Reference of the Board of Directors, and any modification hereto, shall be approved by the General Assembly.
- 6.5 The General Assembly elects member representatives to the Board of Directors. It appoints Directors with consideration to ensuring balanced representation to different types of entities, geographical locations, and positions along the supply chains. Candidates for election shall present their candidature to the General Assembly.
- 6.6 The General Assembly may direct the UEBT Board of Directors to appoint non-profit institutions that are not members of UEBT as Directors, as per Articles 7.4 and 7.5.
- 6.7 The General Assembly has the right to revoke the appointment of any persons serving on the UEBT Board of Directors or the Committees established under Article 7.10. These decisions may only be taken by consent, as defined under Article 8.3.
- 6.8 The General Assembly may modify the UEBT Articles of Association. This decision may only be taken by consent, as defined under Article 8.3.
- 6.9 The General Assembly appoints the Auditor responsible for examining UEBT accounts, according to requirements established in Swiss law.
- 6.10 Extraordinary Assemblies are held if requested by a minimum of 25% of current UEBT Members.

Article 7: Board of Directors

- 7.1 The Board of Directors has responsibility for UEBT governance, giving strategic direction to the UEBT Secretariat in support of the UEBT mission and vision.
- 7.2 The UEBT Board of Directors is composed of no less than 6 and no more than 12 persons.
- 7.3 UEBT member representatives to the Board of Directors are appointed as described under Article 6.5.
- 7.4 To ensure inclusive representation of multiple stakeholders and perspectives, the UEBT Board of Directors includes representatives from non-profit institutions that are not members of UEBT. At least one third of the Directors should represent non-UEBT members. The appointment of non-UEBT member representatives is done by the Board of Directors by consent, as defined under Article 8.3.

- 7.5 All members of the Board of Directors – whether or not UEBT member representatives – have identical decision-making authority. Decision-making procedures are described under Article 8.
- 7.6 At its first meeting after the General Assembly, the Board of Directors elects a President, a Vice-President and a Treasurer. They may also choose other officers as they see fit.
- 7.7 Directors serve three-year terms. Directors may be re-elected indefinitely, if this is in the interest of UEBT and its mission.
- 7.8 Subject to approval of the UEBT Board of Directors, a Director that ends his or her term prematurely for whatever reason, may transfer his or her position to another person within the same organisation. In this case, the start of the term is considered to be the date of election of the original Director. If the position is given up, a new Director will be elected, either at the next General Assembly or through postal ballot.
- 7.9 The Board of Directors shall fix the frequency of its meetings.
- 7.10 The Board of Directors shall be responsible for the management of UEBT and shall have all the powers necessary to realise its objectives. It shall represent UEBT, 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 objectives of UEBT.
- 7.11 The Board of Directors shall establish a Standard and Assurance Committee. Members to this committee shall represent multiple stakeholders and perspectives, including those of non-UEBT members.
- 7.12 The Board of Directors shall establish an ad-hoc Appeals and Complaints Committee to address complaints and appeals brought forward to UEBT, as per relevant procedure.
- 7.13 The Board of Directors may appoint other committees, individuals or organisations to which it may delegate powers, as it sees fit.

Article 8: Decision-making

- 8.1 Decisions taken by the General Assembly are valid if at least 50% of the current members are present or represented. The General Assembly endeavours to take its decisions by consent as defined in Article 8.3, but in case consent cannot be achieved, or when a vote is needed, a simple majority is required, except where the Articles of Association or By-Laws provide otherwise. In case of an even or split vote, the President of the Board of Directors has the deciding vote.
- 8.2 Decisions taken by the Board of Directors are valid if at least 50% of its members are present or represented. The Board of Directors endeavours to take its decisions by consent as defined in Article 8.3. In case consent cannot be achieved or when a vote is needed, a simple majority is required, except where the Articles of Association or By-Laws provide otherwise and so long as this simple majority includes at least 2 of the non-UEBT member representatives.
- 8.3 For the purpose of these articles, consent 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.

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

- 8.4 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 Article 8.6 and has not been modified significantly 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 consent as described in Article 8.3.
- 8.5 General Assembly 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.
- 8.6 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: Partners and supporting organisations

- 9.1 UEBT may pursue partnerships with other organisations to advance its mission and vision. Partnerships are based on a memorandum of understanding, which includes a description of synergies in the objectives of both organizations, a commitment to work jointly to promote such synergies, details on the types of activities to be undertaken together, information on how costs of such activities are covered, and guidelines on how the partnership will be communicated.
- 9.2 UEBT may offer organisations the possibility to be formally recognised as sponsors or supporters to UEBT. The rights and obligations that go with such recognition will be defined by the UEBT Board of Directors.
- 9.3. A Committee of Honour composed of well-known personalities whose support brings prestige and credibility to UEBT may also be formed by the Board of Directors.

Article 10: Assets and Income

- 10.1 The assets of UEBT shall be constituted by membership fees, donations, gifts, grants or other forms of assets generated by the activities of UEBT.
- 10.2 No assets or income of UEBT may be distributed to, or applied for the benefit of, a private person or non-charitable organization other than pursuant to the conduct of UEBT'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 UEBT may bind itself contractually towards third parties by the signature of the Executive Director.

Article 12: Liability

12.1 The liability of UEBT 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 UEBT 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 UEBT shall be deemed to be dissolved upon decision of the General Assembly. Such decision should be taken with a two-third majority.

Article 14: Disposition of assets

14.1 In case of dissolution of UEBT, 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 UEBT, 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 UEBT, 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 UEBT. The forum for disputes shall be where the registered offices of the UEBT 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 UEBT 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, 31 May 2017, and 15 May 2019.