GLOBAL COFFEE PLATFORM
for a sustainable coffee world

BY-LAWS FOR THE MEMBERSHIP ASSEMBLY OF THE GLOBAL COFFEE PLATFORM

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1. INTRODUCTION

The Global Coffee Platform is an open, inclusive and participatory organization driven by stakeholders of the global coffee sector, with the vision to be the global multi-stakeholder sustainable coffee platform that unites stakeholders in a non-competitive approach working towards a thriving, sustainable sector for generations to come.

Its objective is to foster sustainability in the coffee sector and to increase and orchestrate collaborations, activities and investments by members and public & private partners, leading to increased positive impact on all three dimensions of sustainability and enabling the resilience of coffee farming communities. Encouraging sustainability for green coffee and improving the enabling environment is a productive, pre-competitive and efficient way to enhance the economic conditions of the individuals employed and engaged in the growing, post-harvest processing and trading of green coffee.

Following these objectives, the Global Coffee Platform builds on a participatory decision making process which follows the intentions

- to reflect the different interests of the stakeholders of the sector in a broad collaboration of all relevant actors along the supply chain,
- to enable credible consensus building among the members and
- to encourage a democratic and transparent discussion within the Global Coffee Platform.

The main element of this governance process is a multi-stakeholder structure which represents all relevant stakeholder groups directly involved in the coffee supply chain, namely producer organizations, coffee trade & industry and civil society organizations.

The Global Coffee Platform reflects this structure in all its organs.

The Membership Assembly is the supreme authority of the Global Coffee Platform. In its operations and decision making process it shall be guided by the objectives of the Global Coffee Platform in full respect of its multi-stakeholder character and always striving for consensus. These by-laws shall be read with this context in mind.

2. CRITERIA FOR MEMBERS

Membership is generally open to any natural or legal person that has an interest to promote the objectives of the Global Coffee Platform. All members are categorized into the following member categories:

**Industry: Final Buyers**

are members of the coffee supply chain who are buying green coffee and conducting the final processing; like: roasters, soluble coffee manufacturers, private label companies, retail companies with private labels, coffee bar chains and other brand owners.

**Trade: Intermediary Buyers**

are members of the coffee supply chain who are buying and selling green coffee; like: green coffee traders, exporters and importers, as well as coffee agents and brokers.

**Producers: Producer Exporters/ Producers**

are members of the coffee supply chain who are producing, processing, partly exporting and selling green coffee; like: producers, producer organizations, mills, estates.
Civil Society: NGOs / Unions / other civil society organizations

are not-for-profit mission-driven organizations working on social, environmental, labour, gender, child and/or human rights issues and related activities in the coffee sector, or other relevant issues in the context of sustainability, including implementing NGOs, Standard-setting organisations and others. Not-for-profit foundations of commercial and farmer associations are either Industry, Trade, Producers

To be eligible for membership, civil society organizations should demonstrate:

a) Commitment towards sustainability in coffee and related issues, and advocacy or public interest role in ethical and sustainability issues,

b) Practical involvement in the field, or via partners in coffee-growing countries, on one or more social and environmental issues relevant to the Global Coffee Platform Code Indicators, OR in the consumer end of the coffee supply chain.

For registration, organizations should provide a summary of their mission and aims, legal basis (e.g. registered charity or other) and relevant areas of work and expertise.

Other organisations

Associations / Institutions / Others

are any kind of actors who are aiming at actively supporting the movement towards a sustainable coffee sector but who are not operationally active in the coffee chain; like: research institutes, (national) coffee associations or agricultural extension services.

Other chain members

are legal entities which are active in the coffee sector but neither producing nor buying nor selling green or roasted coffee; like: suppliers of logistical services, banks and suppliers of coffee equipment.

Individual members

are individuals who are interested to support the Global Coffee Platform through their membership.

Each member has one vote in the Membership Assembly.

3. STAKEHOLDER GROUPS

To effectively support and ensure the multi-stakeholder spirit and balance in the process of forming opinions, positions, perspectives and proposals from particular members into collective agreements, members organize into stakeholder groups. The following stakeholder groups are defined, others maybe formed according to members’ needs:

Producers

The producer stakeholder group includes all individual producers, producer organisations, cooperatives, federations, producer exporters as well as local national exporters with strong links to producers and not part of an international trade house, joint venture or multinational company.

Trade

The trade stakeholder group includes all green coffee traders, exporters and importers, as well as coffee agents and brokers.
Industry

The industry stakeholder group includes all roasters, soluble coffee manufacturers, private label companies, retail companies with private labels, coffee bar chains and other brand owners.

Civil Society

The Civil Society stakeholder group includes all non-profit mission-driven Non-governmental organisations (NGOs) such as advocacy, implementing, development, standard-setting NGOs, and Trade Unions and others.

Other stakeholder groups

Other stakeholder groups may be formed according to member needs and interests, such as retailer, exporters etc.

4. MEMBERSHIP APPLICATION PROCESS

3.1. All applications for membership in the Global Coffee Platform and all mandatory documents as mentioned in the registration form must be submitted in writing to the secretariat of the Global Coffee Platform for processing.

3.2. All information received in the membership registration will be treated confidentially.

3.3. Once admitted to membership each new member will automatically appear in the public document of the Global Coffee Platform Membership list unless the new member explicitly demands not to appear. New members are encouraged to announce their admission and circulate the information to their own constituency with a view to disseminating the objectives of the Global Coffee Platform.

3.4. Members shall promptly inform the Global Coffee Platform Secretariat of any important change in the particulars supplied as background information of their application for membership which may affect their status or membership category.

3.5. Members are encouraged to provide the Global Coffee Platform Secretariat with annual reports or reports on their activities for the previous year if available.

5. MEMBERSHIP DUES

4.1. Members shall be charged membership fees according to categories as defined in the latest version of the document “Doc_026_Membership categories and fees”.

4.2. According to the procedures defined in this document, the rights of a member in connection with the Membership Assembly and the Statutes of the Global Coffee Platform shall be suspended up to exclusion from the membership when the dues are not paid.

4.3. If a former member, who is considered to have withdrawn from membership pursuant to the previous paragraph of these by-laws, seeks readmission to membership, all dues outstanding at the time of withdrawal must be paid first. After this has been done, the member may be readmitted without having to complete application procedures for new members.

4.4. Members withdrawing from membership in the Global Coffee Platform will not be entitled to any refund of membership dues paid.
6. MEMBERSHIP ASSEMBLY

Framework of the Membership Assembly

According to the Statutes of the Global Coffee Platform, the Membership Assembly has the following framework to operate:

5.1.1. All members of the Global Coffee Platform constitute the Membership Assembly.

5.1.2. The Membership Assembly is the supreme authority of the Global Coffee Platform.

5.1.3. The Membership Assembly ordinary meetings shall be held at regular intervals, at least once per year and as required. Participation in meetings is possible either in person or through a duly authorized written proxy or virtually if technically feasible. The venue of the Membership Assembly should facilitate a broad participation throughout the Global Coffee Platform’s membership.

5.1.4. In case at least 20% of the Membership Assembly or 6 (7) out of the minimum 12 (13 to maximum 14) members of the Board request an extraordinary meeting, the Membership Assembly shall meet within a period of 4 months after the official request is submitted to the Global Coffee Platform Secretariat.

5.1.5. Every change of the statutes of the Global Coffee Platform has to be confirmed by the Membership Assembly. The process is advised by external lawyers.

5.1.6. Decisions within the Membership Assembly may be taken if at least 20% of the membership in each stakeholder groups are present in person, represented by a duly authorized written proxy or have submitted their votes in writing before the meeting.

5.1.7. Resolutions of the Membership Assembly may be adopted by votes cast by way of written consent (letter, fax or electronically signed email).

5.1.8. All stakeholder groups must have at least one representative present at the Membership Assembly ensuring that all votes are available for decision making.

5.1.9. The Membership Assembly will be chaired by the Chair of the Board of the Global Coffee Platform.

Tasks and responsibilities for the Membership Assembly

5.2.1. The Membership Assembly is the highest organ of the Global Coffee Platform. It has the ultimate decision power through

- defining the governance structure, and electing the members of the Board of the Global Coffee Platform (with the exception for members of the board who are appointed according to § 5.6.3 of this document)
- approving and changing the statutes of the Global Coffee Platform
- performing referendums on important issues. The realization of a referendum has to build on the support of at least two stakeholder groups or 30% of the total votes in the Membership Assembly
- providing strategic guidance in the annual Membership Assembly meetings

5.2.2. Each stakeholder group should prepare for decisions in the Membership Assembly through pre-meetings and the collection of all inputs and views from their members regarding presented decision points.

5.2.3. Members are requested to read the material and documents that provide the basis for the decision making process in the Global Coffee Platform prior to the meeting of the Membership Assembly.

5.2.4. Establishment and amendments of the by-laws of the Membership Assembly need to achieve the approval by the Membership Assembly itself.
5.2.5. The Membership Assembly is responsible for the establishment and modification of the By-laws of the Board of the Global Coffee Platform.

Decision making process in the Membership Assembly

5.3.1. Every member of the Global Coffee Platform is entitled to vote and participate in the decision-making of the Membership Assembly with one vote per member.

5.3.3. Individual members can also be part of an organization which is a member of the Global Coffee Platform itself. In this case, they shall vote through the voting of their organization; their individual right to vote is automatically suspended.

5.3.2. All decisions of the Membership Assembly are taken in consensus (absence of sustained opposition).

5.3.3. If no consensus is possible, a supermajority of 66.6% of the attending members has to be reached. If no consensus is possible and no supermajority has been reached in a first voting, a second voting allows for a simple majority of 51% across all members.

Changing statutes

5.4.1. Changing the statutes of the Global Coffee Platform and its main function and objectives as listed in §2 of the Statutes demands a supermajority of 66.6% of all attending members of the Membership Assembly. If no supermajority can be reached, the suggested change in statutes is rejected.

Liquidation

5.5.1. Liquidation of the Global Coffee Platform requires (51% majority of all attending members at the Membership Assembly. Liquidation of the Global Coffee Platform requires an extraordinary meeting of the Membership Assembly for exactly and explicitly this purpose. 20% of the members of the Global Coffee Platform have to support the call for this extraordinary meeting. This call must be submitted to all members of the Global Coffee Platform at least 3 months prior to the scheduled meeting. A written explanation and proposal to liquidate the Global Coffee Platform must be part of this call.

In case of liquidation of the Global Coffee Platform, the available assets will be entirely assigned to an institution of public interest, pursuing a goal that is similar to that of the Global Coffee Platform and enjoying tax exemption. Under no circumstances will the properties be returned to the physical founders or to the members, or be employed for their profit, in whole or in part, in any manner whatsoever.

To handle the liquidation, in this case the Membership Assembly shall elect three members of the Global Coffee Platform to liquidate it and to guide the transformation process to a “Global Coffee Platform Foundation”. If no proposals are submitted by members of the Global Coffee Platform, the Board will suggest three individuals for this mandate.

5.5.2. The results of voting of all members will lead to the final decision of the Membership Assembly.

Board election

5.6.1. The nomination & election procedure for the Board is defined in detail in a separate document; and always the updated version is legally binding.

5.6.2. Twelve (12) representatives for the Board of the Global Coffee Platform Board are elected by all members equally with each one vote per seat from the total of presented candidates:
Producer: Four (4) producers’ member representatives, with up to one being a local exporter representative from an origin country with close relationship to producers and without any legal link/subsidiary relationship to an international trade house;
Trade: Two (2) trade representatives are elected by the entire membership.
Industry: Three (3) industry member representatives, with minimum one being a small and medium size member representative.
Civil Society: Three (3) Civil Society member representatives.

5.6.3. The Board may be extended by decision of the Board itself to a total of fourteen (14) Board members through appointment of up to two (2) additional individual representatives from like-minded organisations which have a formal cooperation (Memorandum of Understanding) with the Global Coffee Platform.

5.6.4. Due to the fact that Global Coffee Platform is registered in Switzerland, at least two Board members have Swiss residents. If necessary, the two additional individual Board seats can be used.

Procedures of meetings of the Membership Assembly

5.7.2. The Secretariat shall invite all members of the Global Coffee Platform to meetings of the Membership Assembly at least three months before the actual meeting date.

5.7.3. Proposals for agenda topics of the meeting shall be submitted to the Secretariat at least three months before the actual meeting date. The Secretariat will share the proposals with the Board which designs the agenda according to the proposals received.

5.7.4. Decision points will be reported to members at least two months prior to the meeting enabling proper decision making processes.

5.7.5. The draft agenda for meetings of the Membership Assembly will be circulated at least one month before the meeting date. Comments on the agenda and proposals for modifications can be submitted to the Board through the Global Coffee Platform’s Secretariat during the 10 calendar days after the tentative agenda has been circulated. If no proposals will be received the agenda is officially confirmed.

5.7.6. The meetings of the Membership Assembly shall always be chaired by the Chairperson of the Board.

5.7.7. Every meeting will be opened with a statement on anti-trust and respective guidelines. After presenting these guidelines, the agenda will be introduced.

5.7.8. The Membership Assembly will be requested to formally adopt the minutes of the previous meeting.

5.7.9. Reports of the Board will be presented by Chairperson of the Global Coffee Platform, supported by the Executive Director.

5.7.10. Each meeting closes with the distribution of a written set of agreements which includes topics, agreements, next steps and responsibilities.

5.7.11. The Secretariat documents the entire meeting and all decisions taken by the Membership Assembly with respective voting and election results. Minutes of the meeting shall be circulated at maximum fifteen calendar days after the meeting.

5.7.12. Members of the Membership Assembly may send their comments on the minutes of the meeting during a period of fifteen calendar days to the Secretariat.
5.7.13. 35 calendar days after the meeting the Secretariat will circulate the final version of the minutes.