Swiss Platform for Sustainable Cocoa

Bylaws

July 2026

I. NAME, DOMICILE AND PURPOSE

1 Name and domicile

1. The Swiss Platform for Sustainable Cocoa (SWISSCO) is an association pursuant to Art. 60 et seq. of the Swiss Civil Code with its domicile in Bern, where the office is also located.

2 Purpose

1. The association's purpose is to promote a sustainable cocoa sector in accordance with the objectives, principles and priorities set out in the strategic frameworks developed and regularly updated by SWISSCO.
2. In particular, the association's main activity fields are the following:
   a. pooling the efforts of all actors along the cocoa value chain to support a sustainable and resilient cocoa sector;
   b. enabling mutual learning and knowledge exchange;
   c. promoting and supporting public-private partnerships and other investments in cocoa origin countries;
   d. promoting international cooperation and dialogue with cocoa-producing countries that create the conditions and legal frameworks to enable a sustainable cocoa value chain;
   e. strengthening accountability and transparency with the aim of monitoring the platform's progress and fostering trust among its members.
3. The association is a non-profit organization.
4. In order to fulfil its purpose, the association may engage in and/or participate in organizations, working groups or companies.

3 Funds

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

II. MEMBERSHIP

4 Categories

1. Legal and natural persons that support the association's purpose may become members.
2. Legal entities domiciled in Switzerland or with a proven connection to Switzerland that belong to one of the following sectors may become full members of the association:
   a. **Category A: Production:** manufacturers of products containing cocoa with a production site in Switzerland. This sector is represented by Chocosuisse.
   b. **Category B: Trade:** importers, commodity traders and suppliers of products containing cocoa.
   c. **Category C: Retail trade**.

   d. **Category D: Non-profit organizations**, including consumer, certification and standard-setting organizations.
   e. **Category E: Research institutes**, including universities, applied science institutes and consulting companies.
3. **Category F: Public sector**. The public sector is represented by the Swiss State Secretariat for Economic Affairs (SECO) as a strategic partner.
4. **Category G: Associated members**. These are organizations relevant to the Swiss cocoa sector that are domiciled in Switzerland or have a proven connection to Switzerland. These members have no voting rights at the General Meeting. This category includes:
   a. service providers that support members of the supply chain;
   b. financing partners such as impact investors, foundations, etc.;
   c. industry associations, including those operating internationally.
5. Other legal entities or natural persons may become supporting members.

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 F, 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. Membership ceases upon resignation, exclusion or dissolution of legal entities.
2. Members may resign from the association at the end of the business year by giving six months' notice. Resignation is made by written declaration to the office for the attention of the Board. The full membership fee must be paid for the current year.
3. A member may be excluded at any time if it violates the bylaws or pursues activities that are incompatible with the association's purpose. The Board decides on the exclusion.
4. The member concerned may appeal the exclusion in writing to the Board within one month for the attention of the next General Meeting. Until the final decision, its membership rights are suspended. The member must be heard before exclusion.
5. If, despite a reminder, a member remains in arrears with its membership fee, the Board may exclude it without further action.

III. ORGANISATION

a Bodies

7 Association bodies

1. The association's bodies are:
   a. the General Meeting;
   b. the Board;

c. the Office;
d. the Auditors.

b General meeting

8 Convocation and conduct

1. The ordinary General Meeting takes place once per year.
2. The ordinary General Meeting is convened three weeks in advance in writing by the Board or the office, indicating the agenda items. 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 before the General Meeting is convened.
4. The General Meeting is chaired by the President, who may be represented by another member of the Board.
5. An extraordinary General Meeting may be convened by the Board at any time. It must be convened if at least one fifth of the members request it, indicating the purpose. The meeting must take place no later than ten weeks after receipt of the request.

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. approval of the annual financial statements after receipt of the auditors' report;
   d. discharge of the Board;
   e. election of the Board members and of the President;
   f. election of the members of the auditors;
   g. setting the membership fees;
   h. approval of the annual budget;
   i. taking note of the annual program;
   j. decision on agenda items requested by the Board or the members;
   k. adoption of amendments to the bylaws;
   l. handling of appeals against the exclusion of members;
   m. adoption of decisions regarding the association's dissolution and the use of the association's assets.

10 Voting rights and adoption of decisions

1. Each properly convened General Meeting is deemed quorate if at least one half of the members are present or represented.
2. Only full members are entitled to vote at General Meetings. Each full member has one vote. A member may be represented at the General Meeting by another full member.
3. With the exception of decisions according to Articles 19 and 20 of the bylaws, decisions are adopted by simple majority of the votes present. In the event of a tie, the chair has the casting vote.
4. The decisions adopted must at least be recorded in minutes.

c Board

11 Composition, term of office and constitution

1. The Board consists of six members representing membership categories A-F, as well as the President.
2. The President must not be directly connected in any way with the membership categories described in Art. 4 paras. 2-5. Membership categories A-E are entitled to representation on the Board. Membership category F is represented on the Board by a non-voting observer. The Board members and the observer are proposed for election by the members of the corresponding category.
3. At the time of their election to the Board, Board members appoint deputies.
4. The term of office of Board members is two years. Re-election is permitted.
5. The Board constitutes itself, with the exception of the President.
6. As a rule, the Board members work pro bono.

12 Meetings, conduct of meetings and adoption of decisions

1. The Board meets as often as the activity requires. Any Board member may convene a meeting, stating the reason.
2. Meetings of the Board are convened and chaired by the President.
3. The office attends Board meetings in an advisory capacity and with the right to request agenda items. Exceptionally, the Board may meet alone if the matter concerns the relationship between the Board and the office. The Board may invite third parties to attend its meetings.
4. The Board is deemed quorate if at least one half of the members are present or participate in the meeting in another form.
5. Provided no Board member requests an oral deliberation, decisions adopted by circular procedure (including by email) are deemed valid. Circular decisions require the participation of all Board members.
6. As a rule, consensus among Board members is to be sought. If this is not possible, decisions must be adopted by a two-thirds majority of the votes of the members present.

13 Duties and powers

1. The Board represents the association externally and manages the ongoing business. It is responsible for all business not assigned by law or by these bylaws to another body.
2. In particular, the Board has the following duties:
   a. taking the measures required to achieve the association's purpose;
   b. convening the General Meeting and preparing the business;
   c. implementing the decisions adopted by the General Meeting;
   d. reporting to the General Meeting on the annual plan;
   e. deciding on the admission and exclusion of members;
   f. administering the association's assets and keeping accounts;
   g. delegating management to individual Board members or to third parties;
   h. appointing, dismissing and supervising the persons entrusted with management;

   i. proposing candidates for the election of the President to the General Meeting.

3. The Board is authorized to:
   a. enact rules;
   b. establish and mandate working groups and their members, in particular from producing countries;
   c. engage third parties to achieve the association's objectives.

d Office

14 Duties and powers

1. The office supports the Board in carrying out its duties.
2. The office is responsible for the association's operational activities and has the following duties in particular:
   a. preparing the business of the Board;
   b. implementing the decisions of the Board;
   c. internal and external communication;
   d. administrative management of the association.
3. The office is subject to professional confidentiality. It is obliged to treat all confidential communications and findings, i.e. those whose disclosure could impair the legitimate interests of a member, as confidential.
4. The Board regulates the organization, duties and powers of the office in organizational regulations.

e Auditors

15 Duties and powers

1. The auditors review the association's annual financial statements each year. They submit a written report to the Board for the information of the General Meeting.
2. The audit is entrusted to an independent body. Its term of office is two years. Re-election is permitted.

IV. FINANCES

16 Accounting

1. The association keeps its accounts in accordance with commercial principles.
2. The business year coincides with the calendar year.

17 Signatory powers

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

18 Liability and claims on the association's assets

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

V. AMENDMENTS TO THE BYLAWS AND DISSOLUTION OF THE ASSOCIATION

19 Amendments to the bylaws

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

20 Dissolution of the association

1. The General Meeting may decide to dissolve the association by a majority of two thirds of the votes present, provided that at least two thirds of the members attend the meeting.
2. If less than two thirds of all members are present, a second meeting must be convened 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. A merger is carried out in accordance with the Swiss Merger Act.
4. 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 and that pursues the same or a similar purpose. In the event of dissolution of the association, 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

1. These bylaws were adopted at the founding meeting held on January 23, 2018, and entered into force on that date. They were amended on September 12, 2019, and on July 1, 2026, by written resolution of the General Meeting.