

SRP Articles of Association: Revised August 2022
(Approved by General Assembly 22 September 2022)

§ 1 Name, Domicile, Fiscal Year

- (1) The name of the Association is "Sustainable Rice Platform e.V.", hereinafter referred to as SRP.
- (2) It is entered in the Register of Associations.
- (3) The Association's domicile is in Bonn, Germany.
- (4) The fiscal year is the calendar year.

§ 2 Purpose

- (1) The purpose of the Association is the advancement of:
 - Promotion, and wide-scale adoption of sustainable, resource-saving and environmentally friendly rice cultivation;
 - environmental protection through resource-saving and environmentally friendly rice cultivation;
 - upbringing, adult education and vocational training including assistance for students in the field of sustainable, resource-saving and environmentally friendly rice cultivation;
 - development (and international) cooperation, i.e. partnership-based support for so-called developing countries, e.g. providing help for self-help in the field of economic and social progress. This also includes projects in the field of education, health and energy supply as well as policy measures.
- (2) The Association achieves its purpose under these Articles of Association, in particular, by
 - supporting ongoing development of science-based standards and recommendations for sustainable, resource-saving and environmentally friendly rice cultivation, in particular the SRP Standard and Performance Indicators for Sustainable Rice Cultivation, through:
 - technical assistance and capacity building to drive farm-level adoption of climate smart best practices by rice smallholders;
 - serving as a knowledge hub to disseminate best practice among public and private sector stakeholders and the wider development community;
 - supporting value chain development through a SRP Assurance Scheme to verify producers;
 - establishment of scaling partnerships at national and global level to leverage wide-scale adoption and policy-driven incentives for best practice adoption to meet national targets for climate change, food and water security.
 - organization and implementation of conferences, congresses and working groups, including international ones, to promote the exchange of research results and implementation experience;
 - promoting science-based tools designed to monitor key sustainability indicators;
 - organization and implementation of measures for cooperation among key stakeholders in science and practice by creating an international platform and membership programme;
 - (further) development and dissemination of the *SRP Standard for Sustainable Rice Cultivation* for the purpose of effective quality assurance in the field of rice cultivation and to promote transparency for the public on cultivation conditions;
 - informing the professional public and educating the lay public about the need for sustainable rice cultivation and providing information and assistance to farmers;

- organization and performance of trainings and workshops.
- (3) In addition, the Association may procure funds in accordance with § 58 No. 1 AO for the realization of the tax-privileged purposes of another corporation mentioned in paragraph 2. This may be realized in particular by the acquisition, collection and coordination of donations and other means as well as the passing on of means to corporations in Germany and abroad which use these means for the realization of the tax-privileged purposes according to paragraph 2. The procurement of funds for a corporation subject to unlimited tax liability under private law requires that this corporation itself is tax-privileged.
- (4) Where the Association does not carry out its tasks itself, it may make use of auxiliary means within the meaning of § 57 para. 1 sentence 2 AO for the fulfilment of its tasks.

§ 3 Non-Profit Status

- (1) The Association exclusively and directly serves public-benefit purposes (gemeinnützige Zwecke) within the meaning of the chapter on "Tax-privileged purposes" of the German Fiscal Code.
- (2) The Association is acting altruistically. It does not primarily pursue its own economic purposes.
- (3) The Association's funds may be used for the purposes set out in these Articles of Association only. The members shall not receive any payments from the company's funds.
- (4) No person may benefit through expenditures alien to the purposes of the Association or through disproportionately high remuneration.

§ 4 Membership

- (1) Any legal body which supports the aims of the organization may become a member of the Association. Applicants must be registered as a legal entity.
- (2) There is no entitlement to membership.

§ 5 Application Process

The application process for admission to the Association is defined by the Board. The Board decides on successful applicants for membership. The Board may, at its discretion, reject applications for membership.

§ 6 Types of membership

There is only one type of membership in the association: ordinary membership.

§ 7 Rights and obligations of members

- (1) The members have the right to participate in all aspects of the work of the Association, subject to the processes and provisions contained in the Articles of Association and in the Bylaws and Rules of Procedure.
- (2) Members subscribe to the aims and interests of the Association.
- (3) The Board may determine and apply sanctions to members in the event of a member failing to meet its membership obligations in cases of conduct deemed to be detrimental to the organization, including but not limited to:
 - damaging the reputation of the Association or its Members;

- obstruction of the Association or its Members in the fulfilment of the Association's purpose;
- failure to pay a due membership fee despite a reminder in writing by the Association;
- non-attendance in the Annual Meeting of the General Assembly for two consecutive years.

§ 8 Termination of Membership

- (1) Membership ends by:
 - liquidation, receivership, winding-up or dissolution of the member or the member's legal entity;
 - by voluntary withdrawal;
 - by expulsion.
- (2) All rights, privileges and interest of the members in or to the SRP shall cease on termination of membership, howsoever caused.
- (3) Withdrawal: Any member may voluntarily withdraw from membership by giving six months written notice to the Secretariat of such intention. Any dues paid are non-refundable.
- (4) The Suspension / Termination Process are regulated in the SRP-Bylaws and Rules of Procedure.

§ 9 Annual membership fees

Members shall pay membership fees as applicable with the amount to be determined by the Board and approved by the General Assembly.

§ 10 Bodies

The Organs of the Association are the General Assembly and the Board.

§ 11 General Assembly

- (1) The General Assembly comprises all current members, with one vote per member. A member shall authorize an individual to vote on its behalf at General Assembly Meetings. Members may assign up to four individuals to attend General Assembly Meetings.
- (2) The General Assembly shall perform the following functions:
 - Resolution on amendments to the Articles of Association;
 - Resolution on measures under the German Transformation Act "Umwandlungsgesetz" (e.g. mergers, divisions, transfers of assets or changes of the legal form);
 - Resolution on the dissolution of the Association;
 - Election of the Board;
 - Endorsement of the Association's long-term strategic plan;
 - Approve the appointment and dismissal of independent financial auditors and receiving their reports;
 - Approve the audited annual accounts of the Association;
 - Discharge of the Board's responsibilities for the previous year;
 - Other decisions deemed by the Board to require member endorsement;
 - Hear and endorse the Report of the Chair;
 - Provide feedback and strategic guidance in the development and implementation of the Association's programs, operations, and outreach;

- Consider proposals and reports submitted to the General Assembly.
- (3) The ordinary General Meeting (Annual General Assembly Meeting) shall be convened at least annually by the Chair of the Board or, in his absence, by the Vice Chair of the Board. The General Assembly shall meet at a location to be decided by the Board but shall always enable virtual participation. The interval between one Annual General Assembly and the next must not exceed 15 months.
- (4) The Board may call an Extraordinary General Assembly meeting on time-sensitive issues. The Board must also arrange an Extraordinary General Assembly meeting if requested by members who amount to a minimum 10% or more of the total membership at the time via written notice (which may take the form of two or more documents in the same terms, each signed by one or more members, providing:
 - the notice states the purposes for which the meeting is to be held; and
 - those purposes are not inconsistent with the terms of the Articles of Association, the Bylaws and Rules of Procedure, or any other statutory provision.
- (5) The members are to be invited to an ordinary or extraordinary meeting of the General Assembly in writing or electronically with announcement of the agenda and with observance of a period of at least 28 calendar days.
- (6) Written minutes shall be drawn up of the proceedings of the General Assembly Meeting and signed by the chairperson of the meeting and the person taking the minutes. The minutes should contain the following information: place and time of the meeting, the person chairing the meeting and the minute taker, the number of members represented, agenda of the meeting, summary of discussions, voting modality and results of voting. Resolutions passed shall be recorded verbatim in the minutes. Draft minutes shall be circulated not later than 1 month after the meeting and be approved at the following meeting of the General Assembly.

§ 12 Resolutions of the General Assembly

- (1) A meeting of the General Assembly has a quorum if more than a quarter of all eligible voting members are present via their authorized representatives or proxies. If a quorum is not achieved within 60 minutes, the meeting shall be paused and can proceed only after quorum is reached. Without a quorum, a fresh notice of the meeting with observance of a shorter notice period of at least 14 calendar days will be required.
- (2) The Board may manage virtual voting for General Assembly decisions via a digital platform. Members vote on a circulated resolution and must be given a period of at least 14 calendar days to cast their vote. A minimum of 25% of all members must cast a vote in a written resolutions process in order to validate the process. The resolution shall be passed by simple majority of votes cast.

§ 13 Board

- (1) The Board is constituted of between 3 and 14 persons. The Board will select from within their members three Board members who will act as the legal representatives according to § 26 BGB. Other than the needful legal representation these three Board members have no privileged role. If one of the legal representatives ceases to fulfil this role, the Board will elect an alternative at its next meeting. The roles within the Board, (Chair, Vice-Chair, Treasurer) will be elected by the Board.
- (2) Different Board offices cannot be united in one person.

- (3) The members of the Board are elected by the General Assembly from nominations made by at least one member. Only a person who has been nominated by a member and who is affiliated to a member can be elected as a Board member. No more than one individual from each Member may be nominated to serve as a Board member at any given time; if a person nominated by a member is still a member of the Board, that member may not nominate a second person to the Board.
- (4) A person shall be ineligible for election or appointment to the Board if he/she is:
 - disqualified under German Law;
 - or
 - an employee of the SRP.
- (5) Candidates who secure a majority of the valid votes cast are elected. In the case of a tie, the election shall be repeated in relation to the particular seat until there is a simple majority for one candidate. If a Board member leaves prior to the end of his/her term of office, the Board may leave the seat vacant until the next General Assembly Meeting, or hold an election to fill the vacant seat.
- (6) The Board shall constitute a quorum if at least 50% of the total voting Board members, including the Chair or Vice Chair, are present. The Chair of the Board shall be responsible for chairing the meeting of the Board; if he is prevented from doing so, the Vice Chair shall be responsible for chairing the meeting.
- (7) Members of the Board serve without remuneration from the Association. The Association can reimburse expenses actually incurred to Board members. SRP may contract Directors & Officers Insurance for Board members.
- (8) Persons elected to the Board serve the Association in an individual capacity and are not agents of Members or of other organizations that (individually or collectively) nominated or elected them to the Board.
- (9) Board members are elected for an initial tenure of three years and may be re-elected for a second term of three years. Any person who has served for six years consecutively shall then retire from the Board for a minimum of two years before being eligible for re-election. The General Assembly may also elect a member of the Board for a shorter period than three years.
- (10) Members of the Board remain in office until a successor takes up office.
- (11) Each Board Member has a duty to act in the best interests of the Association and must adhere to the Association's Conflict of Interest Policy.
- (12) Membership of the Board is terminated with immediate effect, if:
 - the member becomes ineligible to serve as a member of the Board for any reason under the Articles of the Association or German Law; or
 - the member serves written notice to the Chair (or Vice-Chair in the case of resignation of the Chair); or
 - the Board, for an important reason, recalls the appointment of an individual member of the Board by a two-third majority vote of the total number of Board members, excluding the affected Board member. Important reasons include but are not limited to the following:
 - a) non-disclosure of an existing conflict of interest;
 - b) substantial breach of a fiduciary duty;
 - c) conduct that endangers the proper conduct of affairs of the Association in the best interest of the Association;
 - d) failure to sign a statement of compliance with the Conflict of Interest Policy.

§ 14 Powers and Role of the Board

- (1) The General Assembly delegates to the Board responsibility for all matters relating to the association, with the exception of those explicitly reserved to the General Assembly itself.
- (2) The Board shall be responsible for establishing the rules and procedures for establishing SRP National and Regional Chapters.

§ 15 Budget, annual accounts and auditor

- (1) Each year, the Board shall approve a budget for the following year and any revisions as required.
- (2) The Board shall prepare annual financial statements for each year.
- (3) The Board shall appoint an independent financial auditor for a period of one year. Auditors are not allowed to be members of the Board. Re-appointment is permitted, but best practices dictate changing auditors every 5 years.

§ 16 Bylaws and Amendment of the Bylaws

- (1) The Board shall issue Bylaws and Rules of Procedure to implement the provisions of the Articles of Association.

§ 17 Notices

Notice to members under these Articles of Association shall be considered as delivered if sent by post or email to the member's last-notified address.

§ 18 Authorization to conclude amendments

- (1) Any article of these Articles may be amended provided that the amendment is approved by at least 75% of total votes cast at a duly convened General Assembly.
- (2) Changes to these Articles that may be required by the Registry of Associations in order to register new Articles, or the Tax Office in order to ensure the charitable tax treatment of the Association may be implemented by the Board without a resolution of the General Assembly. The Board will inform the Members about these changes immediately, latest at the following General Assembly meeting.

§ 19 Dissolution

- (1) In the event of the dissolution of the association or in the event that tax-privileged purposes cease to exist, the assets of the association shall be transferred to a legal entity under public law or another tax-privileged corporation to be determined by the Board, which shall pursue one or more of the charitable, tax-privileged goals of the SRP.
- (2) Unless the General Assembly Meeting decides otherwise, in the event of a resolution to dissolve the Association, the Chair of the Board and the Vice Chair shall be liquidators with sole power of representation. This applies accordingly if the Association is dissolved for another reason or loses its legal capacity.
- (3) The decision to dissolve the Association requires a majority of 75% of the valid votes cast at the General Assembly.

§ 20 Final provisions

The German language version shall prevail.