

THE COMPANIES ACT (CHAPTER 50)
COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
FAIRTRADE NETWORK OF ASIA AND PACIFIC PRODUCERS LIMITED

- I.** The name of the Company is **FAIRTRADE NETWORK OF ASIA AND PACIFIC PRODUCERS**
- II.** The Registered office will be situated in Republic of Singapore.
- III.** The objects for which the Company is established are:

A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

To support and promote the spirit and practice of Fairtrade in a manner appropriate to producer realities in Asia & Pacific, as well as to promote the concept and practice of Fairtrade within Asia & Pacific as per accepted norms of the Fairtrade System. The company also aligns itself to the aims and objectives of the Fairtrade Labelling Initiatives International e.v., Registered in Bonn, Germany"

Fairtrade System means Fairtrade Labelling Initiatives International e.V., Registered in Bonn, Germany, as a public interest association (Fairtrade International), its subsidiaries as well as all of its Members, Applicant Organizations and Fairtrade Marketing Organizations. "Fairtrade" refers to all or part of the activities of Fairtrade International.

1. To promote, conduct and support economic, social and environmental development activities and welfare activities for the benefit of producers, Farmers and Workers associated with Fairtrade, their families and their communities.

2. To conduct any social, economic or environmental development program or to support any other activity that will have objectives equivalent to any or all of this Company and to cooperate financially or otherwise with any person(s) in aid of or in furtherance of such objectives.
3. To represent the interests of Asia & Pacific producers and workers in all forums related to Fairtrade and to actively seek and promote close working relationships with other stakeholders within the Fairtrade System as well as the larger Fairtrade movement. The Fair Trade movement shares a vision of a world in which justice, equity and sustainable development are at the heart of trade structures and practices so that everyone, through their work, can maintain a decent and dignified livelihood and develop their full human potential.
4. To conduct the activities of the Association for the benefit of Fairtrade International and its Members and to be vibrant in its activities, always endeavouring to take its activities to higher levels of achievement and efficiency.
5. To incorporate and/or grant affiliation/or be affiliated to social service entities/ companies/ associations or societies whose objects are similar to any or all of this Association and to cooperate financially or otherwise with any person or persons, in aid of and in furtherance of such objectives.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE;

6. To invest funds of the Company in such a manner as the executive body may consider for the safety and benefit of the society and to convert or to alter such investments at the discretion of the executive body.

7. To open and operate banking accounts to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
8. To borrow money that may be required for the purpose of the Company with due approval of the executive body.
9. To enter into any liability for the purpose of the Company and for repayment or discharge of any debt or liability by mortgage charge, pledge, hypothecation or assignment of any property of the Company in such a manner as the executive body may deem fit and proper.
10. To engage and assist in such other charitable and philanthropic activities as may be deemed appropriate by the executive body of the Company.
11. To enter into any arrangement with any Government(s) or authorities (local, supreme or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and, to obtain from them and exercise any rights, privileges, licenses and concessions which may seem desirable.
12. To create public awareness for the furtherance of the aims and objectives of the Company in accordance with the purpose of Fairtrade and to do all such things as may be deemed incidental or conducive to the attainment of the foregoing.
13. To establish partner and support any other Company (s) formed for all or any of the objects of this Company.
14. To take such steps by personal or written appeals, direct-mails, public meetings, or otherwise, as may, from time to time, be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions, or otherwise, or for the purpose of advancing the interests of the Fairtrade certified producer members.

15. To print and publish any newsletters, periodicals, magazines, books or leaflets and to carry on any research or other investigations that the Company may think desirable for the promotion of its objects.
16. To purchase, take on lease, or in exchange, or on hire or otherwise acquire, any real or personal property, which may be deemed necessary or convenient, for any of the purposes of the Company. Such proposals and their adoption will be subject to financial capacity and capability of the Company.
17. To construct, maintain and alter any offices, buildings, necessary or convenient for the purposes of the Company. Such proposals and their adoption will be subject to financial capacity and capability of the Company.
18. To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company in line with legal and compliance rules and regulations.
19. To sell, manage, lease, exchange, mortgage, hypothecate or dispose of, or otherwise with all or any part of the real or personal property of the Company in line with legal and compliance rules and regulations.
20. To borrow, and raise, money in such manner as the Company may think fit, in accordance with the applicable law.
21. To invest the sums of the Company not immediately required for its purposes, in or upon such investments, securities or property as may be thought fit, subject, nevertheless to such conditions (if any), and such consents (if any), as may for the time being, be imposed or required by law.
22. To take or hold any property which may be subject to any trusts, and deal with or invest the same only in such manner as allowed by law, having regard to such trusts.
23. To subscribe money for relief of distress caused by natural disasters or other exceptional calamities.

24. To remunerate any person not being a Member, and make donations to any person(s), not being a Member, for services rendered or to be rendered in furtherance of the aims and objects of this Company in line with legal and compliance rules and regulations.

IV. The liability of the members is limited

V. Every member of the Company undertakes to contribute: -

(i) to the assets of the Company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company or of such debts and liabilities as may have been contracted before he ceases to be a member, and

(ii) to the cost, charges, and expenses of winding up (and for the adjustment of the rights of the contributories amongst themselves) such amount as may be required not exceeding SGD 10.

(iii) maximum guaranteed amount shall be SGD 3,000 (Three Thousand Singapore Dollars)

VI. The Company shall be a not-for-profit entity operated exclusively for purposes devoid of any commercial or financial gain of any kind and in alignment with the goals of the Fairtrade Labelling Initiatives International e.V., Registered in Bonn, Germany.

VII. The Income and Property of the Company derived shall be applied solely for the promotion of its objects as set forth in this Memorandum. No portion of the income or property aforesaid shall be transferred directly or indirectly, by way of dividend, bonus or otherwise by way profit, to persons who, at any times are, or have been members of the Company or to any one or more of them or to any person claiming through any one or more of them.

VIII. True account shall be kept of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of the property, credits and liabilities of the Company, and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in

force, the accounts shall be open to the inspection of the members, once at least in every year. The accounts of the Company shall be examined and the correctness of the balance sheet and the income and expenditure account ascertained by one more properly qualified auditors.

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ARTICLE OF ASSOCIATION
OF
FAIRTRADE NETWORK OF ASIA AND PACIFIC PRODUCERS LIMITED

PRELIMINARY

...Will be drafted and included by Healy Consultants Group PLC (Singapore) before submission.....

DEFINITIONS

- a) “The Company” means the Company registered as
- b) “The Seal” means the common seal from time to time of the Association.
- c) “Secretary” means any person for the time being appointed to perform the duties of the Secretary of the Company.
- d) “Board of Directors” mean the Directors for the time being of the Company or, where the context requires, the Directors present at a duly convened meeting of Directors at which a quorum is present.
- e) “Chairperson” means the Chairperson for the time being of the Board of Directors.
- f) “Director” means Director for the time being of the Company.
- g) “In Writing” and “Written” include printing, lithography, photography and other modes of representation or reproduction of words in a visible form.
- h) “Member” means a member for the time being of the Company of whatever class.
- i) “FLOCERT” GmbH” is a leading independent Fairtrade certification body offering certification services to organisations globally and carry out independent inspections of producers and traders around the world to verify that they're complying with the Fairtrade Standards.

- j)** “Fairtrade Producer Organization” means an organization with a current certificate of compliance with the standards applying to Small Producer Organizations or Hired Labour Set-Ups or Contract Production published by Fairtrade International, a not-for-profit association registered in Bonn, Germany
- k)** “Farmers and Workers” means individual farmers, workers, artisans or equivalents who are members or employees of the Fairtrade Producer Organisations.
- l)** “Month” means calendar month.
- m)** “Office” means registered office for the time being of the Association.
- n)** “The Memorandum” means these Articles of Association in their present form or as altered from time to time.
- o)** “The Subscribers” mean the subscribers to the memorandum and articles of association of the Company.
- p)** “The Auditors” mean the auditors for the time being of the Company.
- q)** “Year” means calendar year.

In these Articles, if not inconsistent with the subject, -

- i. Words importing the singular number shall include the plural number and vice versa;
- ii. Words importing any gender shall include all other genders; and
- iii. References to persons shall include corporations, acting, where applicable, by their duly authorised representatives.
- iv. Subject as aforesaid, any words defined in the Ordinance shall, if not consistent with the subject or context, bear the same meanings as these Articles.
- v. The headings and any marginal notes are inserted for convenience only and shall not affect the construction of these Articles.

MEMBERSHIP

1. The number of Members with which the Company is originally registered is two (2). Admission to membership of the Company shall be open throughout the year and the number of Members shall be unlimited.
2. The subscribers to the Memorandum of Association and such other Fairtrade certified producer Organizations as are admitted to membership in accordance with the Articles shall be members of the Company (the “Members”).
3. **Eligibility for Membership** – The Membership of the Company is open to Fairtrade Producers Organizations if it:
 1. Satisfies the qualification criteria laid down by the Board of Directors and Fairtrade International from time to time
 2. Is a Fairtrade certified Organization (FLOCERT Certified) within Asia and Pacific region.
4. **Types of Memberships** –
The membership of the Company consists of 3 categories namely
 - a. Small Producer Organizations,
 - b. Contract Producer Members and
 - c. Hired Labor Organizations.

The Members of the Company shall be represented by the following:

- a) One official representative of each of producers certified under the Small Producer Organization Standards
- b) One official Management representative of each of producers certified under the Hired Labour Standards.
- c) One official Worker representative from Fairtrade Premium Committees of that HL Organization.

- d) One official representative of each of the Promoting Body of the Producer Organizations certified under the Contract Production Standards.
 - e) One official representative of each of all Promoting Bodies as defined by the Contract Production Standards provided farmer/ grassroots producer representatives also represent these production zones from their respective Producer Organizations and the Promoting Bodies allow free and direct access by the Association to the producer representatives and the Producer organization.
- 5. All the Fairtrade certified producer organizations satisfying the eligibility criteria as defined in clause 3 shall become the members of the Company upon receiving the certification from FLOCERT.
 - 6. In case of a Company, the membership shall be in the name of the Company.
In case of a proprietorship, the membership shall be in the name of the sole proprietor.
In case of a partnership firm, the membership shall be in the name of the said firm.
 - 7. Members shall be registered region-wise depending upon the place of residence in case of an individual and upon the place of the registered office of the firm or corporate entity.

MEMBERSHIP NOT TRANSFERABLE

- 8. Membership of the Company is not transferable.

CODE OF CONDUCT FOR MEMBERS

- 9. Board of Directors shall frame the code of conduct in line with Fairtrade Standards for the Members of the Company. All Members shall abide by the code of conduct, failure of which will attract action as specified in the code of conduct. Board of Directors can recommend the changes to the code and any such change will have to be approved by the Members at the General Assembly.

TERMINATION OF MEMBERSHIP

10. Termination of Membership due to Decertification: Membership of the Company terminates automatically upon decertification by FLOCERT of the producer organization
11. Termination by Member: A Member may withdraw from the membership by giving notice in writing to the Company. The withdrawal shall be effective one month after the receipt of such notice unless the Board notify such member that it accepts a shorter period
12. Termination of Membership on Death of Proprietor Member/Incapacitation - On the death/incapacitation of the Proprietor, the membership shall cease and shall not be transferred to any other person till such time a legal heir / legal representative is appointed to carry on the business of such member.
13. By Liquidation -- In the case of a member, being a Company or a firm, its membership shall cease:
 - a) in the case of a Company, in the event of and upon the liquidation of such Company and
 - b) in the case of a firm in the event of and upon, such firm ceasing to carry on business.
14. Termination of Membership by the Board of Directors - The Board of Directors shall be entitled to terminate the membership of any Member in the following manner:
 - (i) If any Member acts contrary to the interest of, or prejudicial to the Company or otherwise does any act(s) detrimental to the interests of the Company and/ or commits a breach or violation of the Articles, the Board of Directors shall be entitled to terminate his membership of the Company by passing or adopting a resolution to that effect, on a case-to-case basis.

- (ii) However, no resolution terminating the membership of any Member shall be passed by the Board of Directors unless and until the Board of Directors, issues a show cause notice in writing to the Member giving the Member an opportunity to be heard and show cause within fourteen (14) days, as to why his membership of the Company should not be terminated. On receipt of such notice by the concerned Member, if the Member show causes why his membership should not be terminated, such Member's explanation shall be considered by the Board of Directors prior to passing any resolution for terminating his membership.
- (iii) In the event, the Member does not show cause within the prescribed period, why his membership should not be terminated, the Board of Directors shall be entitled to terminate the Member's membership by passing a resolution to that effect and without giving the Member any further opportunity of being heard.
- (iv) On the passing of the resolution by the Board of Directors terminating the membership of any Member, such Member shall cease to be a Member of the Company with immediate effect.

CESSATION OF MEMBERSHIP

15. Subject to the provisions of Articles 10 to 14 above, all rights, privileges and obligations of membership shall cease on the date of cessation of membership. In particular, but without prejudice to the generality of the foregoing, the Member concerned shall cease to have any claim upon the assets of the Company.

PRIVILEGES AND OBLIGATIONS OF THE MEMBERS

16. Every Member whose name is included in the Register of Members shall be entitled to all the benefits under and shall be bound by these Articles of Association, so long as he continues to be a Member.

17. Every Member shall be entitled to receive a copy of the audited accounts, Auditor's Report, and Report of Board of Directors to the Members.
18. Every Member shall be entitled to vote at all meetings of the Company on any matter referred to the General Body of Members through elected representatives of Regional conference to which they belong.
19. Every Member shall be entitled to all such facilities and services as may be decided by the Board of Directors from time to time.
20. Every Member has a right to obtain copies of the Memorandum of Association, Articles of Association, on request, on such conditions and payment of fees as may be prescribed by the Board of Directors from time to time.

NOTICE OF MEETINGS

21. A notice of any meeting of the Company shall be given only to the persons who are authorized to attend the meeting of the Company as per the articles.
22. The Annual General Meeting and General Assembly of the Company shall be attended by the elected representatives of the Regional Conference, Auditors of the Company and such other delegates of the Regional Conference as may be approved by the Board.
23. 'Annual General Meetings' and 'Meeting called for passing Special Resolution' shall be called by giving at least twenty-one (21) days' clear notice in writing and any other meetings other than the above can be called by giving fourteen (14) days clear notice.

24. The notice shall be exclusive of the day on which it is served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and the general nature of the business that is to be transacted, and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in the General Meeting of the Members. Notice can be given via email by sending it to the email address registered with the Company for communication purposes.
25. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

ANNUAL GENERAL MEETINGS

26. An Annual General Meeting of the Company must be held in accordance with the provisions of the Act.
27. The Board of Directors shall place the following documents before the Members at every Annual General Meeting:
- a) An up-to-date list of the Members, their names and addresses as recorded in the Register of Members maintained by the Company.
 - b) The audited accounts of the Company for the previous accounting year.
 - c) Details of any schemes, or any modifications to the existing schemes, framed by the Company
 - d) A statement approved by the Board of Directors setting out the full and detailed account of all its activities during the previous year.
 - e) Details of the budget estimate for the succeeding year and a programme of action for the succeeding year.

28. Within one (1) month from the conclusion of the Annual General Meeting, the Company shall file the annual returns with the Accounting and Corporate Regulatory Authority – Singapore (ACRA)

MEETINGS OF THE MEMBERS OF THE COMPANY

29. The Company shall conduct the following meetings of the Company:

- a) Annual General Meeting (AGM).
- b) General Assembly (GA)and
- c) Extraordinary General Assembly (EOGA).

PROCEEDINGS AT THE ANNUAL GENERAL MEETING

30. No business shall be transacted at Meeting unless the requisite quorum is present at the time when the Meeting proceeds to business.
31. The quorum for the Meeting shall be one half (1/2) of the delegates authorized to attend the meeting. All invitees of the Board can attend AGM without voting rights.
32. A resolution put to vote at the Meeting shall be decided on a show of hands unless before the declaration of the show of hands, a poll is duly demanded by the Chairperson of the Meeting or by at least half of the Members present in person or by proxy having the right to vote at the Meeting. In the event of Virtual or Hybrid Meetings electronic voting and wherever required, electronic tools will be allowed.
33. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the Meeting shall continue as if the demand had not been made.

34. Unless a poll is duly demanded, a declaration by the Chairperson of the Meeting that a resolution has been carried out unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the Minutes of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
35. If quorum is not present within thirty (30) minutes from the time appointed for the Meeting or if during a Meeting the quorum ceases to be present, the Meeting shall stand adjourned to such other day, time and place, as the Board of Directors may determine.
36. The Chairperson may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Members) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than business which might properly have been transacted at the Meeting had the adjournment not taken place. It shall not be necessary to give any notice of an adjourned Meeting.

VOTING AT ANNUAL GENERAL MEETING

37. Every Delegate shall have one (1) vote on a poll as well as on a show of hands. Each member shall have equal voting power on poll as well as on show of hands. Delegates are entitled to appoint proxy provided such proxy is elected member of the Company.
38. The Chairperson shall have the right to vote in his individual capacity. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall be entitled to a casting vote.
39. If voting is to be done by ballot, the Chairperson shall appoint an Election Officer who shall issue official ballot papers to all such members present in person and thereafter conduct the elections in a fair and transparent manner. The Election

Officer will then declare the results at the General Meeting and certify the election results to be correct which it shall then handover to the Chairperson of the Meeting. The result so declared shall be deemed to be the resolution of the meeting at which the poll was conducted.

PROXY

40. The instrument appointing a proxy must be in writing or by email, in the common or usual form as detailed in the Election and Nomination Document.

THE BOARD OF DIRECTORS

41. The Board of Directors shall comprise of not more than thirteen (13) Directors. The Board Positions shall be distributed to Regional Conferences such that all Regional Conferences are equally represented on the Board.
42. The Company is proposed to be registered with two (2) Directors, also known as first Directors, namely Mr. Pravakar Meher and Mr. Detlev Grimmelt.
43. The first Directors shall retire from their office in the first AGM and shall be eligible for re-election subject to fulfilling other conditions as laid down by the Board.

CODE OF CONDUCT FOR BOARD MEMBERS

44. The Directors must always abide by the Code of Conduct for Board Members and breach of which will invite appropriate action as per the code. It can be amended from time to time by the Board and any such amendment will be communicated to the members within 21 days of adopting the change.

ELECTION OF DIRECTORS

45. The Directors shall be elected by the Members of the Company in General Assembly conducted once in every three (3) years. Elected Directors need not retire at Annual General Meeting.

46. The Election of Board of Directors shall be conducted as per the Nomination and Election Charter approved by the Board of Directors.

47. The Nomination and Election charter can be amended from time to time by the Board of Directors by majority vote.

TERM OF DIRECTORS AND RETIREMENT

48. The Director shall be elected for a term of 3 years and shall be eligible to be re- elected for a second term.

49. A person shall not be appointed as Director for more than two (2) consecutive terms.

50. A Director shall not be eligible for re-appointment / re-election for a period of Three (3) years from the date of completion of 2 consecutive terms.

51. A Director who has been appointed to Board to fill a vacancy arising mid term and his tenure is less than 1 year, then such term served as Director shall be ignored while calculating the eligibility under clause 48 to 50.

RESIGNATION

52. A Director may resign from his office by giving a notice in writing to the Company.

53. Such resignation shall be effective one month after the receipt of such notice unless the Board of Directors notifies such member that it accepts a shorter period.

54. All amount dues to the Company on the date of resignation shall be repaid back to the Company. Any legal/ regulatory requirements must be fulfilled by the exiting Director failing which any liability arising from this non compliance will not be indemnified by the Company. The Company also reserves the right to legally proceed against the defaulter as per the law of Singapore.

VACANCIES ARISING MID TERM

55. In the case of vacancies in the Board of Directors arising mid-term due to removal or a casual vacancy due resignation or disqualification, the Board of Directors may appoint, by a majority present, any Member of the Company to be a Director subject to other requirements as the Board of Directors may specify from time to time.
56. The process will be guided by the Nominations Committee. The Directors must ensure that the total number of Directors must not at any point of time exceed the number fixed in accordance within this constitution.
57. A Director so appointed shall hold office only until the next General Assembly but shall be eligible for re-appointment subject to the other applicable provisions of these Articles.
58. If the office of the Director become vacant and remaining tenure of the Board is less than 180 days, then Board of Directors may resolve not to fill such vacancy. During this period, the Board may decide to invite Regional Conference representatives of that region to participate in the Board Meetings to ensure representation of the region.

REMOVAL OF DIRECTORS

59. The Company may by ordinary resolution remove any disqualified Director before the expiration of his or her period of office and may by an ordinary resolution appoint another person in place of the removed Director. The process of appointing the new Director will be directed by the Nominations Committee.

CHAIRPERSON AND VICE CHAIRPERSON

60. The Chairperson and Vice Chairperson shall be appointed by the Directors from amongst themselves.
61. In the event of the Chairperson resigning from his position, the Vice-Chair will immediately take over as Chair in the meeting where resignation is submitted. A Board Meeting shall be convened within the next three months where new Chairperson will be elected.

REMUNERATION OF DIRECTOR

62. The Directors of the Board of Directors shall not be entitled to any remuneration, but the Board may remunerate in such manner as it thinks fit, any Director who may be called upon to render any special service to the Company.
63. The Directors shall be reimbursed all reasonable out of pocket expenses and all reasonable travelling, hotel and other expenses properly incurred by the Directors in connection with their attendance at meetings of the Board of Directors, Executive Committee, or any other Committee of the Board, or General Meetings of the Company and/or otherwise in connection with the discharge of their duties and a sitting fee.

COMMITTEES

64. The Board may appoint Committees, etc. as it desires fit for various purposes of management and frame terms of reference and/or rules and regulations to that effect for them. The Board of Directors may delegate any of their respective powers to Committees consisting of such Director or Directors and employees as the Board of Directors may think fit. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations (including one as to the quorum necessary to transact its business) that may be imposed on it by the Board of Directors.

65. The Committee may meet and adjourn as it thinks proper. The Chairperson of the Committee shall preside at all meetings of the Committee. But if the Chairperson is not present within fifteen (15) minutes after the time appointed for holding a meeting, the Directors present at the Meeting may elect by a simple majority, any one of their number to be Chairperson of the Meeting, but for no other purpose.
66. Questions arising at any meeting shall be determined by a majority of votes of the Directors present, and in case of equality of votes, the Chairperson of the meeting shall have an additional vote.

DEFECT IN APPOINTMENT DOESN'T INVALIDATE THE DECISIONS

67. All acts bona fide by any meeting of the Directors or a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director or member of any committee

PROCEEDINGS OF BOARD MEETINGS-

68. Subject to the provisions of these Articles, the Board of Directors may regulate its proceedings as it thinks fit, provided always that a minimum of four (4) meetings (virtual/ physical/Hybrid) are held each year, with one in every quarter.
69. The Board may meet together for the despatch of business, adjourn or otherwise regulate its meetings as it thinks fit.
70. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the meeting has a second or casting vote.

71. No business is to be transacted unless a quorum is present at the time when the meeting proceeds to business. The quorum necessary for the transaction of the business of the Board of Directors meetings or any committee shall be one-half of its total strength excluding the vacant positions (any fraction contained in that one half being rounded off as one).
72. A Director is entitled to appoint another Director of the Company to represent him/ her on his/her behalf subject to approval of Board of Directors. Such Director acting as proxy of another Director shall be counted twice for the quorum and eligible for second vote.
73. If the number of Directors, including proxy Directors, is less than the number fixed as the quorum, the Directors attending the meeting or proceedings of the Board of Directors may act only for the purpose of calling another Meeting, but for no other purpose.
74. Notice of the Board meeting needs to be given to all the Directors at least seven (7) days in advance or a shorter period if approved by the Chairperson and Vice-Chairperson. Notice can be given via email by sending the notices to their email address registered with the Company for communication purposes. However, Chairperson may call and convene an urgent Board meeting by giving 24-hour notice.
75. If within half an hour from the time appointed for a Board Meeting, a quorum is not present, the meeting shall stand adjourned to another day and at another time and place as the Directors may determine

76. The quorum for the Board Meeting shall be one half (1/2) of the total strength excluding the vacant position.
77. A resolution put to vote at the Meeting shall be decided on a show of hands unless before the declaration of the show of hands, a poll is duly demanded by the Chairperson of the Meeting or by at least half of the Members present in person having the right to vote at the Meeting.
78. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the Meeting shall continue as if the demand had not been made.
79. Unless a poll is duly demanded, a declaration by the Chairperson of the Meeting that a resolution has been carried out unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the Minutes of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
80. The demand for a poll may be withdrawn at any time before the poll is conducted.
81. The Chairperson shall have the right to vote in his individual capacity in the Board Meeting. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall be entitled to a casting vote.
82. If a poll is demanded it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs.

83. A poll demanded on the election of a Chairperson OR on a question of adjournment must be taken immediately. The result of the poll is a resolution of the meeting at which the poll was demanded.

ADJOURNMENT OF MEETING

84. The Chairperson may, with the consent of the Board members present at the at which a quorum is present (and shall if so directed by the Members) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than business which might properly have been transacted at the Meeting had the adjournment not taken place. It shall not be necessary to give any notice of an adjourned Meeting.

ACTS OF BOARD OF DIRECTORS

85. The Chairperson of the Company shall be Chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors. But if the Chairperson is not present within fifteen (15) minutes after the time appointed for holding a meeting, Vice Chairperson, shall be Chairperson for the Meeting and in the absence of the Chairperson and the Vice Chairmen, the Directors present at the Meeting may elect by a simple majority, any one of their number to be Chairperson of the Meeting, but for no other purpose.
86. Subject to any rights or restrictions conferred by this Constitution, at meetings of members or classes of members, each member entitled to vote may vote in person or by proxy. On a show of hands, every member or representative of a member present in person has one vote. On a Poll, every member present in person or by proxy or by attorney or other duly authorised representative has one vote.
87. No objection may be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any objection made in due time must be referred to the Chairperson of the meeting, whose

decision is final and conclusive. Every vote not disallowed at the meeting is valid for all purposes.

88. A resolution in writing, signed by all the Directors // approved by emails by members for the time being entitled to receive the notice of a meeting of the Board of Directors or of a committee of the Board of Directors, shall be as valid and effectual as if it has been passed at a meeting of the Board of Directors or (as the case may be) of a committee, duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors so entitled. The decision should form part of the subsequent Board Meeting Minutes.
89. The Directors may act despite any vacancy in their body.
90. In the event where the strength of the Board falls below 50% of the total strength, the continuing Directors or Director may not act except for the purpose of increasing the number of Directors to that number or for the purpose of summoning a general meeting of the Company.

CONFLICT OF INTEREST

91. A Director must not vote in respect of any transaction or proposed transaction with the Company in which the Director is interested, or in respect of any matter arising from such transaction or proposed transaction. If a interested Director does vote in respect of any transaction or proposed transaction, the Director's vote must not be counted
92. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
93. If any question arises at a meeting of Board of Directors or of a Committee as to the right of a Director to vote, the question may, before the conclusion of the meeting,

shall be referred to the Chairperson of the meeting and his or her ruling in relation to any Director other than himself, shall be final and conclusive.

ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION AND RULES

94. The Board of Directors may , from time to time, alter the Articles of Association of the Company in the manner compliant with the Act.

95. The Board of Directors may, from time to time, alter the Rules, Regulations and other guidelines as specified in the Articles of Association.

DISQUALIFICATION OF DIRECTORS

96. The office of Director becomes vacant—

- (i) Upon death or is incapacitated to perform his duties or ceases to exist.
- (ii) if the Director ceases to be a member; or in the case of a Director appointed by virtue of him being nominee/representative of a Member Company or firm and if such Company or firm ceases to be a Member or his authority to represent such Company or firm has been revoked.
- (iii) is prohibited by law to continue as a Director.
- (iv) in case where he is appointed on behalf of a Member Company or a Member firm, the Director ceases to hold the qualification required for such nominees .
- (v) becomes bankrupt or makes any arrangement or composition with his or her creditors generally.
- (vi) is, or may be suffering from any mental disorder or becomes of an unsound mind.
- (vii) Resigns from the Board on his own accord- which shall be effective one month after the receipt of such notice unless the Board of Directors notifies such member that it accepts a shorter period
- (viii) If he is not associated with the member organization.

(ix) absents himself from two (2) consecutive meetings of the Board of Directors or from all meetings of the Board of Directors for more than six (6) months, whichever is longer, without obtaining leave of absence from the Board of Directors.

(x) if the Director, or if a Member Company or firm of which the Director is the nominee/ representative, is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his or her interest in manner required by the Act.

Provided also that no Director shall vacate his office by reason of his being remunerated for any special services that he may render to the Company.

(xi) Breaches the code of conduct for Board members.

(xii) Is unanimously asked to resign by all other Directors of the Board with justified reasons

(xiii) the Director is prohibited from being a Director by reason of an order passed under Section..... of the Act and a special resolution of the Members at an Extraordinary General Assembly is passed to that effect.

REGIONAL CONFERENCE (RC)

97. All certified Producer members are entitled to become members of the RC, attend the RC and to exercise their franchise.

98. Regional Conference is defined as a formal association of members with an elected core working group and a Regional Coordinator & Dy. Co-ordinator.

99. The Company shall organise its members into 4 regional subgroups – Central Asia-China-Pakistan-Iran (can include other countries in this geographical sphere), South Asia, South East Asia and Pacific based on geographic regions and establish Regional Conferences for that region to act as forum for the Members to :

a. Exercise their rights as the members of the Company and

b. Share their knowledge, experiences and information intended to help the members to maximise the benefits of being certified to Fairtrade standards.

100. Primary role of the Regional Conferences

- a. Elect the Delegates to the General Assembly.
- b. Nominate Candidates to the Board.
- c. Discuss matters related to programs and projects with the management.
- d. Raise issues with the Board and at the General Assembly through its elected representatives.

101. No more than one regional conference shall be established for same geographical area.

102. The Company shall formulate the Rules and Regulations for the establishment, orderly conduct of business at the Regional Conferences. The Regional Conference Charter will be the governing and guiding document for the establishment and operational aspects of the Regional Conference. These Rules and Regulations as aforesaid will be set out in the Regional Conference Charter and can be amended by a majority of vote of Board of Directors from time to time.

103. The Regional Conferences may formulate rules of procedure for conducting business at their meetings provided they are not in contravention of the rules and regulations formulated by the Board and these articles.

104. The said rules can be amended by majority of vote at the Regional Conference subject to the approval of Board of Directors.

105. The Nomination and Election Procedures for the Regional Board Nominees will be conducted as per the Nomination-Election Charter and may be amended by a majority of vote of the Board. The Charter will also detail the nomination process of the Regional members who would be nominated to attend the General Assembly meeting once every 3(three) Years

106. The names of the Members and their occupations will be set out in a separate document and or registry which may be made available should any one want to inspect such document and or register

GENERAL ASSEMBLY

107. General Assembly is a General Meeting of Members conducted once in every 3 years.

108. It can be conducted in Physical or Virtual Mode as per the decision of the Board.

109. General Assembly shall be attended by Board members, Nominated Delegates of Regional Conferences, Representatives of Fairtrade Network/ Fairtrade International and such other invitees of the Board.

110. It shall be conducted as per the General Assembly Charter which can be amended from time to time by Board of Directors by Majority vote.

VOTE OF MEMBERS, PROXIES AND REPRESENTATIVES AT GENERAL ASSEMBLY

111. Subject as herein provided; members shall have the following voting rights:

- (i) Small Producer Organizations shall have one vote cast through their authorised representative.
- (ii) Hired Labour Organizations shall have one-half vote cast through each of their two representatives each authorised by the Management and the Fairtrade Premium Committee. It shall be mandatory for both representatives to be present, whether physically or through proxy. A proxy in this instance cannot be the other joint representative for the said vote. Further, in the instance of only one of the two representatives being represented at a meeting, then that Hired labour organization shall not be eligible to vote at that meeting.
- (iii) Contract Production Setups shall have one-half vote cast through each of their two representatives each authorised by the Promoting Body and the Producer Executive Body. It shall be mandatory for both representatives to be present, whether physically or through proxy. A proxy in this instance cannot be the other joint representative for the said vote. Further, in the instance of only one of the two representatives being represented at a meeting, then that Contract Production setup shall not be eligible to

vote at that meeting.

MINUTES

The Board of Directors and all committees shall cause minutes to be made and books kept which shall include:

- (i) All appointments of officers made by the Board of Directors.
- (ii) Names of the Directors present at each meeting of the Board of Directors and of any committee of the Board of Directors.
- (iii) For General Meetings: of the names of the Members present at General Meetings of the Company and shall enter their name.
- (iv) For Minutes of General Meetings: of all discussions and decisions, resolutions and proceedings of all such General Meetings and any such minutes of any such meeting of the Company, if purporting to be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting, shall be receivable as prime facie evidence of the matters stated in such minutes;
- (v) For Minutes of Board/Committee Meetings: of all discussions and decisions, resolutions and proceedings of all such meetings of the Board, and/or of any Committee or Sub-Committee and any such minutes of any meeting of the Company, of the Board, or of any Committee or Sub-Committee, if purporting to be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting, shall be receivable as prime facie evidence of the matters stated in such minutes.

NOTICES

1. Any notice or other documents to be given or issued to the Members may be served by the Company upon any Member either personally or by sending it by mail, postage prepaid or verifiably signed Email, addressed to such Member at his registered address or at the submitted email ID, and, in any case where the registered address of a Member is outside Singapore, by prepaid airmail.

2. Each Member shall, from time to time, notify in writing to the Company some place, which shall be deemed his registered address.
3. Any notice sent by mail or email shall be deemed to have been served in the case where the Member's registered address is in Singapore on the day following that on which the notice is mailed in Singapore and in any other case of the fifth day after day of mailing. In providing such service it shall be sufficient to prove that the notice was properly addressed and mailed, postage prepaid.
4. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same of sending it through the post in a prepaid letter, envelope or wrapper, addressed to the Company or to such officer at the Office or by verifiably signed emails.
5. The signature to any notice to be given by the Company may be written or printed including by verifiably signed emails.
6. In reckoning the period for any notice given under these Articles, the day on which notice is served, or deemed to be served, and the day for which such notice shall be excluded.

SECRETARY

- (1) The secretary must be appointed by the Directors in accordance with the Act for any term, at any remuneration, and upon any conditions as the Directors think fit.
- (2) Any secretary appointed under paragraph (1) may be removed by the Directors.

SEAL

The Board of Directors shall procure the Seal to be made for the Company and shall provide for the safe custody thereof.

The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or a committee authorized by the Board of Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by two Directors or any one Director and the Secretary or such other person as the Directors may appoint for the purpose and favour of any purchaser or person bona fide dealing with the Company, such signature or signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

INDEMNITY

Every officer of the Company is to be indemnified out of the assets of the Company against any liability (other than any liability referred to in section 172B(1)(a) or (b) of the Act) incurred by the officer to a person other than the Company attaching to the officer in connection with any negligence, default, breach of duty or breach of trust.

Every auditor is to be indemnified out of the assets of the Company against any liability incurred by the auditor in defending any proceedings, whether civil or criminal, in which judgment is given in the auditor's favour or in which the auditor is acquitted or in connection with any application under the Act in which relief is granted to the auditor by the Court in respect of any negligence, default, breach of duty or breach of trust.

ACCOUNTS AND AUDIT

The Board of Directors shall cause proper books of account to be kept with respect to :

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company;
- (c) all donations, funds, grants and other moneys received and extended by the Company;
and
- (d) the assets and liabilities of the Company.

- Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- The books of account shall be kept at the Registered Office of the Company or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors.
- The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account of books or documents of the Company except as conferred by statute or authorized by the Board of Directors or by the Company in general meeting.
- The Board of Directors shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in general meeting such accounts and reports as are required by the Act.
- A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Company in general meeting, together with a copy of the Board of Directors' report and a copy of the Auditor's report, shall not less than fourteen (14) days before the date of the meeting be hosted on the Company Website and link to such documents be sent to all the members via email.
- Auditors shall be appointed, and their duties regulated in accordance with the provisions of the Act.

BORROWING POWERS

1. The Board of Directors may, from time to time, borrow, raise or secure the payment of such sum(s) of money as it may deem requisite for any purpose which it may deem expedient in the interest of the Company.
2. The Board may raise or secure the payment or repayment of such sum or sums of money in such manner and upon such terms and in such conditions in all respects as they deem fit.
3. The Directors shall cause a proper Register of Charges to be kept and maintained in accordance with the Act and shall duly comply with the requirements of the Act regarding mortgages and charges

DISSOLUTION OF COMPANY

- (1) The Company may be dissolved upon the passing of a special resolution of the Company at a general meeting of members convened for this purpose and the obtaining of written approval by a majority of the Board of Directors after such special resolution has been passed.
- (2) If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any moneys or property whatsoever, the same must not be paid to or distributed among the members of the Company, but must be given or transferred to a charity or institution of a public character, as determined by the members of the Company at or before the time of the dissolution having objects similar to those of the Company, and which is registered under the Charities Act (Cap. 37).