



FARMERS' DIALOGUE International

DIALOGUE ENTRE AGRICULTEURS - International

ARTICLES of ASSOCIATION

of

FARMERS' DIALOGUE INTERNATIONAL

**an Association affiliating
Farmers' Dialogue national associations
and groups worldwide**

Geneva - Switzerland

Article 1 Name and Registration

- 1-1 The name of the Association shall be “Farmers’ Dialogue International”.
- 1-2 Farmers’ Dialogue International is an association governed by the Articles 60 and seq. of the Civil Code of Switzerland.
- 1-3 The duration of the Association is undetermined.

Article 2 Seat

- 2-1 The Association’s seat and registered office shall be at the address of “Initiatives of Change International”: 1 rue de Varembé – CP 3 – CH-1211 Genève 20 - Switzerland.
- 2-2 The Association reserves the right to change its seat and/or registered office and establish it in another Canton, according to the needs.

Article 3 Objectives

- 3-1 **The association is based on the values and objectives of Initiatives of Change International**, of which it is an associate member and to which its identity, mindset and partnerships are organically linked (Annex 2). **In this spirit, it has the following aims:**
- 3-2 **To promote the sharing of experiences between farmers and help them to fulfil their mission to feed humanity as expressed in the Farmers’ Charter** (Annex 1).
- 3-3 **To develop an international network of farmers and to further the search of and the mobilization for responsible agriculture.**

Article 4 Resources

The financial resources of the Association shall consist of:

- 4-1 Its own funds
- 4-2 Voluntary contributions of Members
- 4-3 Annual dues or other fees as determined by the General Assembly for purposes of meeting the annual running expenses of the Association
- 4-4 Any income earned by the Association
- 4-5 Any gift, legacy, grant or funding received by the Association.

Surplus funds shall be prudently managed and used exclusively for the purposes and objectives of the Association as mandated and approved by the Board of the Association.

Article 5 Members

5.1 Membership

Membership of the Association shall consist of any entity listed as a Member in the Register of the Association.

The association will affiliate the Farmers’ Dialogue national associations and/or constituted groups of people who make an application to become a member and are accepted by the Committee.

Only one national association or group in any one country may be a Member of the Association. Individual people who want to become involved with Farmers’ Dialogue can do so by being part of a national Farmers’ Dialogue associations or informal ad-hoc group.

5.2 Founding Members

The Founding Members of the Association and recorded as founders in the Register of the Association are:

- | | | | |
|------------------|--------------------|---------------------|-----------------------|
| - FD association | DR Congo | - FD association | France |
| - FD association | Kenya | - IofC association | Italy |
| - IofC Ubupfura | Rwanda | - FD informal group | Switzerland |
| - FD association | Somalia | - FD informal group | United Kingdom |
| - FD association | South Sudan | - FD informal group | Ukraine |
| - FD association | Tanzania | - IofC association | India |
| - FD association | Uganda | - IofC association | Australia |

5.3 Admission– Resignation – Dismissal

- 5-3-1** The Committee have absolute discretion as to the **admission** of any applicant as a Member of the Association. The decision of the Committee shall be final.
- 5-3-2** Any Member may **resign** its membership by giving six months' prior notice before the end of a calendar year in writing to the Secretary of the Association.
- 5-3-3** The Committee may at any time by a majority of 75% of all its members decide that a Member be **expelled** from the Association if:
- A Member does not abide by any terms of these Articles,
 - A Member does not comply with the Fundamental Principles and the purposes of the Association as defined in these Articles,
 - A Member has been, in the opinion of the Committee, guilty of any act, omission or conduct which may bring discredit on the Association or any of its Members or is likely to be prejudicial to the reputation, interest and dignity of the Association.
- 5-3-4** The Committee's decision to expel a Member may be appealed by the Member by notice to the Committee within thirty days after notification of the decision of the Committee. The decision will then have to be put to the General Assembly within 6 months from the date of the appeal for a final decision. In the meantime the Member's membership shall be suspended.

Article 6 The Association corporate bodies

The Association corporate bodies are: **The General Assembly - The Committee - The Board**

Article 7 The General Assembly

7.1 Meetings of the General Assembly

- 7-1-0** The Association's supreme authority shall be the General Assembly presided over by the President. The General Assembly is constituted by the Membership of the Association.
- 7-1-1** Each Member of the Association may appoint one representative with voting rights to the General Assembly, and another representative without voting rights.
- 7-1-2** The Association shall hold an ordinary annual meeting in every calendar year at such time and place as may be determined by the Committee provided that every ordinary annual meeting shall be held not more than nine months after the end of the relevant calendar year. Such ordinary annual meeting is mandatory.
- 7-1-3** The Committee may call an extraordinary general meeting at any time. Furthermore, upon request of at least one fourth of the Members, the Committee shall convene an extraordinary general meeting straight away for a date not later than eight weeks after receipt of the requisition.

- 7-1-4** Ordinary annual meetings and extraordinary general meetings are convened by letter or electronic mail addressed to each Member, with the agenda of the meeting, at the latest thirty days before the date of the meeting.
- 7-1-5** The agenda of meetings of the General Assembly shall be determined by the Committee. Any Member may apply to the Committee to include a point in the agenda at the latest fifteen days before the date of the meeting of the General Assembly. Any additional point included in the agenda following such a request shall be immediately communicated by the Committee.
- 7-1-6** The General Assembly may be held with some or all Members attending by electronic means permitting them to follow, and to participate in, the deliberations. Members will have to be informed at least 15 days before the meeting.
- 7-1-7** The Committee can also, in case of need, put a resolution to be voted by electronic means. Members will have not less than 30 days in which to vote. For such a resolution to pass, 85% of the Membership of the Association is required to vote in favour of it. The resolution will take effect 15 calendar days after the results of such voting have been communicated to the Membership. A resolution adopted by electronic means will be recorded in the minutes as any other resolution.

7.2 Proceedings of the General Assembly

- 7-2-1** The President, or in his or her absence, the Executive Vice-President, or in the absence of both of them, some other representative nominated by the General Assembly, shall preside as Chairman of the General Assembly.
- 7-2-2** At the ordinary annual meeting of the General Assembly, the following business shall be conducted by the Chairman:
- Minutes of the previous ordinary annual meeting shall be approved after questions or comments from Members
 - An annual report prepared by the Committee shall be presented to and approved by the General Assembly
 - Audited accounts and a report from the Treasurer shall be submitted to and approved by the General Assembly
 - Auditors shall be appointed. The Committee will set the mandate and the remuneration of the auditors.
- 7-2-3** The General Assembly constitutes a quorum if representatives of at least 50 % of the Members are present or represented by proxy. For purposes of proxy, no Member may represent by proxy more than one other Member.

Unless provided otherwise in these Articles, the resolutions to be made require a simple majority (50% + one vote) of the voting Members present and represented at the meeting.

The amendment of these Articles requires a qualifying majority of 75% of Members present and represented.

Resolutions related to the acquisition for consideration, transfer or alienation of property of the Association worth more than CHF 10,000 must be adopted by a qualifying majority of 75% of the Members present and represented at the meeting.

7.3 Powers of the General Assembly

The General Assembly shall have the sole authority to:

- Amend the Articles
- Elect the President of the Association, who shall normally serve for a term of three years, renewable once, and who shall also be a member of the Committee
- Elect members of the Committee for a term of three years, with a maximum of two following terms of 3 years. There will be an annual rotation of one third of the Committee

members, starting from the third year of activity of the Association and justifying specific lengths of mandate at the first election of the Members, provided that the cumulative terms of any Member shall in no case exceed 9 years

- Approve the annual report as previously adopted by the Committee
- Approve the budget, the annual audited accounts and the report from the Treasurer
- Appoint, upon the recommendation of the Committee, an independent accountant to audit the Association's accounts at the end of each financial period
- Set dues or other fees, as may be required for purposes of meeting the annual running expenses of the Association
- Advise the Committee and decide on all matters submitted to it by the Committee
- Set limits on expenditures by the Committee
- Form ad hoc working groups to examine and possibly to discharge specific tasks
- Adopt and amend Regulations and Policy Directives for the management and operations of the Association
- Dissolve the Association
- Adopt any other resolution reserved by these Articles to the competence of the General Assembly.

Article 8 The Committee

8.1 Composition and role of the Committee

8-1-1 The Association shall be managed by a Committee composed of nine (9) or eleven (11) members, including the President, Vice-President, Secretary and Treasurer of the Board. The Vice-President, the Secretary and the Treasurer will come from different national associations or groups.

8-1-2 The Committee will provide leadership to Farmers' Dialogue in agreement with the goals of the Association and the directives of the General Assembly, and in particular:

- Build and facilitate partnerships across Farmers' Dialogue internationally
- Develop, coordinate, manage and evaluate transnational programmes of action that serve Farmers' Dialogue's vision and strategies in addressing world needs
- Articulate Farmers' Dialogue's message and get it into the public domain, while also building effective communications within the network
- Empower people as agents of change and build leadership capacity through carefully designed and supervised training and development
- Search for resources and funds to meet Farmers' Dialogue' needs
- Design and manage collaborative actions with other agencies
- Ensure the management and see to the practical running of the International Association.

8-1-3 Vice-president, Treasurer and Secretary will be elected by the Committee for three year terms, renewable once by election.

8-1-4 The Committee will meet as needed, whether in person or with electronic means. The Committee can meet either at the request of the Board or of a group of 3 Committee Members. It will establish its way of working and inform the General Assembly about it.

8-1-5 The Committee constitutes a quorum if the majority of all members are present. Resolutions of the Committee shall be passed by a simple (50% + one vote) majority of its members.

8.2 Powers and Duties of the Committee

The Committee shall be responsible for those matters relating to the management of the Association's affairs which are not enumerated in these Articles as being the responsibility of the General Assembly.

In particular, but without prejudice to the generality mentioned above, the Committee shall be responsible for:

- Preparing and calling the meetings of the General Assembly
- Determining the agenda for the meetings of the General Assembly
- Following up and implementing the resolutions of the General Assembly
- Adopting, amending and distributing to Members Internal Regulations for the management and operation of the Committee. The Rules, Regulations and Policy Directives adopted by the General Assembly shall however prevail over any contrary provision of the Committee's Internal Regulations.
- Submitting to the General Assembly an annual report on the Association's management during the past fiscal year, and a draft budget for the next fiscal period
- Admitting and excluding Members
- Granting and revoking licences to Members for the use of the names "Farmers' Dialogue" and "Dialogue entre Agriculteurs"
- Appointing advisors and forming ad hoc groups to examine and possibly to discharge specific tasks, ordering the auditing of the accounts of the Association
- Engaging personnel and/or third party to carry out secretarial, accounting or office tasks on behalf of the Association.
- Reporting to the General Assembly on the accomplishment of its functions.

Article 9 The Board

9.1 Composition of the board

The Board of the Association is composed of the President (elected by the General Assembly) and of the Vice-president, the Treasurer and the Secretary (elected by the Committee).

9.2 The President

The President of the Association shall represent the Association for external purposes.

The President shall preside as Chairman of the Global Assembly and of the Committee. In absence of the President, the Vice President shall replace him.

9.3 Role of the Board

The Board is in charge of running the Association according to the decisions of the General Assembly and of the Committee. The board is answerable to the Committee and to the General Assembly.

The Treasurer shall be the Association's advisor for all financial matters of the Association.

The Secretary will be in charge of keeping the official documents of the Association (reports, lists of members, minutes, convocations, and letters exchanged with the Association ...)

OTHER STIPULATIONS

Article 10 Names - Trademarks – Logos

10.1 Ownership

The Association shall be the exclusive worldwide owner of the name "Farmers' Dialogue" and "Dialogue entre Agriculteurs" and related trademarks, logos, emblems, and all other related intellectual property, and will take the necessary steps in cooperation with each Member with respect to this intellectual property, to register same and control and protect them against any unauthorized use of same anywhere in the world.

10.2 Use

Each Member shall be authorized to use in its territory the name "Farmers' Dialogue" or "Dialogue entre Agriculteurs" and related logos, trademarks, emblems and other intellectual property of the Association, as well as the acronyms "FD" and "DEA".

Each Member agrees to display the name "Farmers' Dialogue" or "Dialogue entre Agriculteurs" and associated logo or emblem, only in the manner as may be approved by the Committee in accordance with the directives of the Association, unless prevented by national laws and regulations.

Otherwise, the provisions of the licences granted by the Committee on behalf of the Association to Members of these Articles relating to the use of and the protection of the name and related intellectual property of the Association, shall prevail.

10.3 Translation

The terms and conditions in this Article applying to the names "Farmers' Dialogue" or "Dialogue entre Agriculteurs" apply equally to translations of these.

Article 11 Fiscal Year

The accounts of the Association shall be audited annually by an independent accountant. The fiscal year of the Association shall end on 31 December of each calendar year.

Article 12 End of the Association

The Association may be wound up at any time, by the vote of a qualifying majority of 75% of the Members, present and not present, at a Global Assembly called for such purpose which, in that event, shall appoint the official body to be responsible for liquidation.

Any net assets after settlement of all obligations and liabilities shall be donated to an institution following the same objectives as Farmers' Dialogue International or, failing that, to the association "Initiatives of Change International", or failing that, to associations or foundations having the same kind of objectives as the Association, on a basis to be decided by the body responsible for the liquidation.

Article 13 Law and Jurisdiction

These Articles of Association shall be governed by and construed exclusively in accordance with Swiss law.

Any dispute arising from these Articles between the Association and any Member shall be submitted to the exclusive jurisdiction of the courts of the Canton of Geneva, Switzerland.

Any dispute between Members arising from these Articles, the Fundamental Principles and purposes pursued by the Association, or means to achieve same, at the request of any one of the parties to the dispute is submitted for final resolution to the Committee. In the case where the dispute involves solely issues related to these Articles, then in such event the Committee shall have the right to intervene pro se in the dispute, act as arbitrator and resolve same. The decisions of the Committee in all such matters shall be final and binding.

IN WITNESS WHEREOF, the following Founding Members

have duly executed these Articles of Association

this 31st of May 2013

Founding Members:

Delegate:

Signature:

- | | | |
|--|-------------------------------|--|
| - DR Congo - FD association | Alphonse Bisusa | |
| - Kenya - FD Association | Julias Khakula | |
| - Rwanda - IofC – Ubupfura | Laurent Munyandikirwa | |
| - Somalia - FD Association | Hashi Osman Mohamed | |
| - South Sudan - FD Association | Milton Lado Melingasuk | |
| - Tanzania - FD association | Martin Simtenda | |
| - Uganda - FD association | Jamil Ssebalu | |
| - France - FD association | Jean-Pierre Emeriau | |
| - Italy - IofC Association | Luigi Dall’Olio | |
| - Poland - Informal group | Malgorzata Penda | |
| - United Kingdom - Informal group | Jim Wigan | |
| - Ukraine - Informal group | Peter Matviy | |
| - India - IofC India | Abhay Shaha | |
| - Australia - IofC Australia | Phil Jefferys | |

ANNEXES

Annex 1: FARMERS' CHARTER

As a farmer,

- I commit myself to:
 1. Produce food to the highest standards of taste and nutrition
 2. Use sustainable farming methods to improve biodiversity, ensure healthy livestock and care for the soil
 3. Make decisions on the basis of openness and honesty

- I believe that: technological developments need to include the following conditions:
 1. The owners of technology must not be allowed to use it to control farmers
 2. The balance of nature must be respected

- I recognize that:
 1. The relationship between farmers, consumers and agro-business must be established on a basis of giving a proper return for all in the food chain while meeting the needs of humanity
 2. Each country ought, as far as possible, source its food close to the point of production
 3. Exports at prices other than those of fair competition prevent balanced development of markets, and are very damaging to farmers in developing countries
 4. Farmers earning a decent living will be better placed to effectively meet the nutritional needs of humanity

- I affirm that:
 1. Agriculture is central to the vitality of rural life
 2. An economy geared to the needs of people will give greater priority to agriculture resulting in it becoming a growing and more stable source of employment
 3. We need to seek a long-term vision for agriculture which embraces issues which go well beyond the farming world

- I am convinced that: a stable and economically viable food policy will become a major tool for peace in the world.

Annexe 2: Preamble to IofC International's Constitution

(Adopted by the General Assembly, July 23, 2011)

Introduction

Initiatives of Change (IofC) is a world-wide movement of people of diverse cultures and backgrounds, who are committed to the transformation of society through changes in human motives and behaviour, starting with their own.

Many of the world's problems - and their solutions - are rooted in human nature. Fear, hate, greed and indifference perpetuate injustice, poverty, conflict and environmental destruction. Yet it is also in human nature to be compassionate, courageous and creative. People can live the change they wish to see. Each person has something unique to contribute to building a just, peaceful and sustainable world.

IofC focuses on the vital link between personal change and global change, and aims to inspire, support and equip people to play their part in building a better society.

Approach

Recognising that it will take more than human reason and ability to solve the problems of the world, IofC places the search for inner wisdom at the heart of its approach. When people listen to what is deepest in their hearts, insights often come which lead in unexpected directions. Many understand this experience as guidance from God, others as the leading of conscience or the inner voice. The regular practice of silence can give access to a source of truth, renewal, inspiration and empowerment.

Also integral to IofC is a commitment to:

- Start with oneself: An honest look at one's own motives and behaviour is often the start of personal transformation. Cultural and religious traditions across the world offer moral standards as guides for individual and community living. Of these, IofC singles out absolute honesty, unselfishness, love and purity of heart and action as practical tests for motives and daily actions.
- Listen to others: Honest conversation, undertaken in an open spirit, builds bridges of trust and community between people of similar, different, and even antagonistic, backgrounds. These enable healing, partnership and common action.
- Take focused action: IofC's people and programmes seek to strengthen the moral and spiritual foundations of society and to
 - bring healing and reconciliation where there is conflict;
 - build bridges of trust between different communities and countries;
 - embed ethics, justice and transparency in the global economy;
 - empower leadership to act with integrity, serve unselfishly and be effective agents of change.

Origins

Initiatives of Change grew out of the work of Frank Buchman (1878-1961), an American Lutheran minister. Buchman affirmed that there is a divine purpose for the world and everyone in it, and demonstrated the connection between faith and change in society. Over the years his outreach expanded to include people of different religions and none. In the 1920s his work became known as the Oxford Group and in 1938 was named Moral Re-Armament (MRA). It changed its name to Initiatives of Change in 2001.

Initiatives of Change International

Initiatives of Change International is an association incorporated in 2002 under Swiss law which brings together IofC's national associations and international programmes. Member bodies commit to act in accordance with the constitution and with the principles of the movement. In all other respects, they are autonomous.

Initiatives of Change International is a non-profit Association, independent of any and all political, religious or economic entities or organizations. Where appropriate, it partners with others working for change.

Initiatives of Change International has a Special Consultative Status with the Economic and Social Council of the UN (ECOSOC) and has Participatory Status at the Council of Europe in Strasbourg.