

BY-LAWS OF THE COUNCIL

APPROVED BY THE BCI COUNCIL – 2 JULY 2009

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Article 1 Role

- 1.1. The Council is the representative decision making organ of the Association.
- 1.2. The Council guides the strategy and the policy development of the Association in accordance with the following aims of the association:
- 1.3. To reduce the environmental impact of cotton production
- 1.4. To improve livelihoods and economic development in cotton producing areas
- 1.5. To improve commitment to and flow of Better Cotton throughout supply chain
- 1.6. To ensure the credibility and sustainability of the Better Cotton Initiative
- 1.7. The Council must guide all procedures and activities of the Association in compliance with the Statutes of the Association.

Article 2 Participation in meetings

- 2.1. The members in the Council are committed to representing the best interest of the Association and to upholding the mission and long-term objectives of the Better Cotton Initiative.
- 2.2. The Chair of the Association may invite observers, without voting rights to attend a meeting of the Council.
- 2.3. The Chair of the Association shall inform the other members of the Council prior to inviting any observer.
- 2.4. At the request of the Executive Director of the Association, with the agreement of the Chair of the Association, staff of the Secretariat may be invited to attend and be present at a Council meeting, without voting rights.

Article 3 Removal or suspension of a member of Council

- 3.1. A member of the Council loses their seat on the Council if the member
 - 3.1.1. is expelled from membership;
 - 3.1.2. is absent from 3 consecutive meetings of the Council without special leave of absence from the Chair of the Association;
 - 3.1.3. resigns by providing written notification to the Council with a notice period of at least three months.

- 3.2. A member of the Council shall not take part in the discussion and decision-making related to a grievance in which this member is involved.

Article 4 Appointment of Council members

- 4.1. In case of vacancy of one or more seats on the Council:
 - 4.1.1. the members of the Council may co-opt additional representatives from the relevant category to sit on the Council until this seat is up for election;
 - 4.1.2. the decision of co-optation shall be made by consensus only.
- 4.2. Any decision to appoint a person as a Council member in accordance with article 8.1.2.b. of the Statutes shall be made by consensus.

Article 5 Remuneration of the members of the Council

- 5.1. Members of the Council do not receive financial remuneration for their activities.
- 5.2. The Association may partially or fully reimburse the Council members' travel and other expenses that they properly incur:
 - 5.2.1. in attending the Council's meetings;
 - 5.2.2. in attending any meetings of the Association; and
 - 5.2.3. in connection with the Association's activity.
- 5.3. The Secretariat of the Association shall decide on the reimbursement of Council members' expenses in line with the approved budget and the Association's travel policy.

Article 6 Convocation of the Council

- 6.1. The Chair of the Association may, on such date and at such time and place as the Chair of the Association thinks fit, call a meeting of the Council.
- 6.2. A request from a member of the Council to call a meeting of the Council must:
 - 6.2.1. be in writing and
 - 6.2.2. lodged with the Chair of the Association.
- 6.3. When a request from a member of the Council to call a meeting of the Council is made in accordance with article 6.2, the Chair of the Association must, within 30 days of the receipt of the request, call a meeting, either physical or virtual.

Article 7 Notice prior to the meetings

- 7.1. The notice for a meeting of the Council shall be in writing and specify:
 - 7.1.1. the date and time;
 - 7.1.2. the place if applicable, and
 - 7.1.3. the draft agenda of the meeting.
- 7.2. The notice shall be given to each member of the Council:
 - 7.2.1. in the case of a physical meeting, at least 30 days before the date fixed for the holding of the Council meeting; or
 - 7.2.2. in the case of a virtual meeting, at least 8 days before the date fixed for the holding of the Council meeting.
- 7.3. A request from one or more members of the Council to add an item for discussion or decision to the agenda of a meeting shall be formulated in writing and lodged with the Chair of the Association, copying the Executive Director of the Association:
 - 7.3.1. in the case of a physical meeting, at least 20 days before the date fixed for the holding of the Council meeting ; or
 - 7.3.2. in the case of a virtual meeting, at least 5 days before the date fixed for the holding of the Council meeting.
- 7.4. In case the Chair of the Association does not consider the item valid for the next meeting of the Council, the Chair of the Association must notify the requester, otherwise the Chair of the Association must include the item in the agenda.

Article 8 Procedures of the meetings

- 8.1. At a meeting of the Council, the Chair of the Association shall preside.
- 8.2. In the absence of the Chair of the Association's, the Vice-Chair of the Association shall preside.
- 8.3. Every meeting will be held in accordance with the Association's anti-trust policy.

Article 9 Quorum

- 9.1. The quorum of the Council is constituted when
 - 9.1.1. at least 50% of the members of the Council attend a meeting;
 - 9.1.2. at least one Council member of each membership category that has more than one organisation on the Council attend a meeting; and

- 9.1.3. either the Chair or the Vice-Chair of the Association attend the meeting.
- 9.2. At a meeting, no decision shall be made by the Council unless a quorum is present.

Article 10 Conflict of Interest

- 10.1. A conflict of interest may exist when the interests of a BCI Council member, or their immediate family, or any individual, group or organisation to which said person is affiliated, may be in conflict with the interests of the BCI, and therefore may (or may appear to) influence the BCI Council member's decision making.
- 10.2. During any BCI Council meeting, all Council members should declare their interest that may be conflicting with the interest of BCI. Any other Council members, aware of an interest of another Council member that may be in conflict with the interest of the BCI may also declare it.
- 10.3. When there is doubt, as to whether a conflict of interest exists based on the declared interest, the matter shall be decided by the BCI Council, excluding the interested Council member.
- 10.4. Where a conflict of interest exists, the interested Council member:
 - 10.4.1. may provide the BCI Council with all relevant information on the matter;
 - 10.4.2. may be excluded from the discussion on the matter by decision by consensus of the Council;
 - 10.4.3. shall not participate in the final deliberation and not vote on the matter.
- 10.5. The minutes of any BCI Council meeting shall reflect the conflicts declared and when the Council decided that a conflict of interest exists that the interested Council member did not participate in the decision making.

Article 11 Decision Making

- 11.1. The Council can make decisions in physical and virtual meetings, and by electronic correspondence. However, each member of the Council shall be entitled to request a formal (physical or virtual) meeting instead of the circular decision.
- 11.2. The Council shall seek to make decisions by consensus: in the event of disagreement, every effort shall be made to find consensus solutions to the issue at hand.

- 11.3. To enable consensus building, the Chair of the Association shall make every effort to obtain a fuller understanding of viewpoints through one-on-one discussion with especially interested parties prior to the Council meetings.
- 11.4. If the Council is not able to reach a consensus on a decision item, the chair of the meeting shall note the absence of consensus and may decide to resort to a vote.
- 11.5. In case the Council resorts to a vote to make a decision:
 - 11.5.1. each member has one vote;
 - 11.5.2. the ballot shall be secret;
 - 11.5.3. the members of the Council not present at the meeting may be requested by the chair of the meeting to vote by electronic correspondence.
- 11.6. In the event of an equality of votes, the person chairing the meeting may exercise a second or casting vote.
- 11.7. When the Council deliberate on any decision item other than as provided in articles 11.8. and 11.9., a double majority is required for the Council to make a decision: a simple majority of the members of the Council present; and at least one Council member of each membership category that has more than one organisation on the Council.
- 11.8. When the Council deliberate on a modification of the present By-laws, a qualified double majority is required for the Council to make a decision: a majority of two-thirds of the members of the Council combined with at least one Council member of each membership category that has more than one organisation on the Council.
- 11.9. When the Council deliberate on a decision item by electronic correspondence, it is required that at least 50% of the members of the Council combined with at least one Council member of each membership category that has more than one organisation on the Council express their approval for a decision to be made.

Article 12 Election of the office bearers of the Association

- 12.1. The office bearers elected by the Council are the Chair of the Association, the Vice-Chair of the Association, the Treasurer of the Association, and the Secretary of the Association.
- 12.2. The office bearers are elected by the Council from amongst its members for two years, renewable once consecutively.
- 12.3. The Council elects the office bearers of the Association by a plurality voting system (the single winner is the person with the most votes).

- 12.4. The vote shall be made by a secret ballot.
- 12.5. In the event of a dead-lock between two candidates, the person chairing the meeting may decide that the Council will re-vote, or to exercise a second casting vote, or to draw out of a hat the name of the appointed office-bearer.
- 12.6. An office of the Association as listed in article 12.1
 - 12.6.1. is attached to an individual; and
 - 12.6.2. cannot be transferred or transmitted to another individual.
- 12.7. An office bearer ceases to be an office bearer if the member:
 - 12.7.1. is unable to perform their duties for a prolonged period;
 - 12.7.2. resigns that office by written notice to the Council with a notice period of at least three months; or
 - 12.7.3. organisation he / she represents ceases to be a member of the Council as provided in article 3.1.

Article 13 Record of the meetings and decisions

- 13.1. The Secretariat of the Association documents the entire meeting and all decisions taken by the Council with respective voting and election results.
- 13.2. Draft minutes of the meeting shall be circulated within 1 month after the meeting.
- 13.3. Members of the Council may send their comments on the minutes of the meeting to the Secretary during a two week period after the receiving the draft minutes.
- 13.4. After this period expires, the Secretariat will circulate the final version of the minutes between the members of the Council and Chair will confirm his approval of the Minutes by signing them.
- 13.5. A summary of the decisions of the Council shall be made public as soon as practicable.

Article 14 The Chair of the Association

- 14.1. As per the Association Statutes, it is the duty of the Chair of the Association to:
 - 14.1.1. Chair the meetings of the General Assembly;
 - 14.1.2. Report on the Council's activity to the General Assembly;
 - 14.1.3. Represent the Council and the Association externally;
 - 14.1.4. Convene and chair the meetings of the Council;

- 14.1.5. Recruit and appoint the Executive Director of the Association on behalf of the Council;
- 14.1.6. Add an item on the agenda of a meeting of the Council at the request of a Council member;
- 14.1.7. To carry out any activity as mandated by the Council.
- 14.2. As per the Association Statutes, it is the privilege of the Chair of the Association to:
 - 14.2.1. Invite observers to the meetings of the Council;
 - 14.2.2. Invite observers to the meetings of the General Assembly;
 - 14.2.3. Have a casting vote in case of deadlock on a vote of the Council;
 - 14.2.4. To exercise any right as agreed by the Council.
- 14.3. The Council may, in line with the Chair of the Association's role as determined in the Statutes of the Association, delegate specific tasks and respective decision-making to the Chair of the Association.
- 14.4. The Chair of the Association may delegate specific tasks to Council members or the Executive Director of the Association.

Article 15 Secretary of the Association

- 15.1. In the fulfilment of their role, the Secretary of the Association may delegate the execution of their duties to the Secretariat of the Association.

Article 16 Executive Committee

- 16.1. The Council may require the Chair, Vice-Chair, Treasurer, the Secretary of the Association, and / or other members of the Council to act as an Executive Committee and delegate specific tasks and respective decision-making power to this Committee.

Article 17 Modification of the By-Laws for the Council

- 17.1. The present By-Laws for the Council of the Association are approved by the Council.
- 17.2. Any modification of the present By-Laws is to be approved by the Council of the Association in accordance with article 11.8.
- 17.3. A request to consider any modification of the present By-Laws may be formulated by:
 - 17.3.1. the Chair of the Association; or
 - 17.3.2. at least 50% of the members of the Council.

- 17.4. A request from at least 50% of the members of the Council to consider any modification of the present By-Laws must:
 - 17.4.1. be in writing;
 - 17.4.2. be lodged with the Chair of the Association;
 - 17.4.3. include a draft formulation for the suggested changes to the present By-Laws.
- 17.5. When the Chair of the Association receives a request to modify the present By-Laws, the Chair of the Association decides on the appropriate means for the Council to deliberate on the proposed modification.
- 17.6. In line with the articles 17.1 to 17.5, the Chair of the Association organises the deliberation of the Council on the request to modify the present By-Laws.

Article 18 Language

- 18.1. The English version of the present By-Laws is the legally binding version and shall be considered as the reference in case of conflict of interpretation with any other versions.
- 18.2. The official language of the Association is English. However, official documents of the Council may also be translated into other languages as required.