

Statutes of the multi-stakeholder initiative Sustainable Textiles Switzerland (STS)

I. NAME, REGISTERED OFFICE AND PURPOSE

An association under Swiss law within the meaning of Art. 60 ff. of the Swiss Civil Code (ZGB) exists under the name *Sustainable Textiles Switzerland*, with its registered office in Zurich. The administrative office is located at the registered office.

The members of the association are committed to promoting sustainability in the textile sector. The association does not pursue any commercial purpose and does not seek to make a profit.

The objectives of the association are, in particular,

- a) to pool the resources of all stakeholders in order to promote a sustainable textile and clothing sector in Switzerland
- b) to promote dialogue with private sector stakeholders, authorities and organizations in Switzerland and to coordinate measures with other initiatives
- c) to promote the demand for and procurement of sustainably produced textile products
- d) to contribute to the United Nations Sustainable Development Goals (SDGs) along the entire value and supply chains
- e) to develop and promote best practice methods and innovative solutions

II. MEMBERSHIP

Categories

Legal entities that support the purpose and objectives of the association can become members and partners of the association.

Full members (with voting rights) can be legal entities belonging to one of the following sectors:

- a) Sector A: Private companies with or without headquarters in Switzerland that develop, manufacture, purchase or trade in textiles
- b) Sector B: (Semi-)public procurement agencies that purchase textiles
- c) Sector C: Economic and industry associations and initiatives
- d) Sector D: Public sector
- e) Sector E: Non-profit organizations, including consumer, labelling and standard-setting organizations
- f) Sector F: Research institutes, applied science institutions and other related and interested companies

Associate partners (without voting rights) can be governments, international organizations, private companies with or without headquarters in Switzerland, and other organizations relevant to the textile industry.

Other legal entities may become patron members (without voting rights).

Admission, duties and contributions

Applications for admission must be addressed to the office for the attention of the Executive Board. The Executive Board decides on admission. The Executive Board may refuse admission without giving reasons.

Members support the association in pursuing its purpose and achieving its goals.

Members are obliged to pay an annual membership fee. The amount of the membership fees is determined annually by the general meeting and regulated in the membership fee regulations.

Resignation and expulsion

Membership shall expire upon resignation, expulsion or dissolution in the case of legal entities or natural persons.

Resignation from the association is possible at the end of the financial year, subject to a notice period of six months. Resignation must be submitted in writing to the office for the attention of the executive committee. The full membership fee must be paid for the current financial year.

Expulsion

Members who act contrary to the purpose of the association or whose behavior and work disrupts business operations may be expelled at any time.

The expulsion decision may be appealed in writing within 30 days to the general meeting, which shall make the final decision. The general meeting shall confirm or overturn the executive committee's expulsion decision by a two-thirds majority of the votes cast.

Membership fees or other contributions shall not be refunded upon resignation or loss of membership. There shall be no claim to the association's assets or the use thereof.

Business succession

If the business of an active member is transferred to a new company by legal succession with assets and liabilities, the new company shall assume the position of the former member with all rights and obligations, provided that the company has expressed its intention in writing and the executive committee has not passed a resolution to the contrary.

Obligations

Upon admission, members undertake to comply with the Statutes and the resolutions of the General Meeting and the Executive Board, as well as other regulations.

III. ORGANISATION

Organs of the association

The organs of the association are:

- General meeting
- Executive Committee
- Auditors

If necessary, additional organs (such as an advisory board) may be established.

General meeting

An ordinary general meeting is held annually in the first half of the year. The location and time of this ordinary general meeting are determined by the president.

Convocation and agenda

- The date of the ordinary general meeting must be announced in writing three months in advance.
- The invitation and agenda must be sent to all members at least ten days before the ordinary general meeting.
- Motions for items to be included on the agenda of the ordinary general meeting must be submitted in writing to the office at least one month before the date of the meeting.
- The convening of the meeting and the dispatch of documents by electronic means are permitted.

Extraordinary general meetings

- Extraordinary general meetings may be convened by the executive committee at any time. In addition, one-fifth of the members may request that such a meeting be convened.
- The invitation must be sent in writing ten days before the meeting, stating the agenda.
- Convening by electronic means is permitted.

Tasks

The general meeting is the supreme body of the association.

The general meeting has the following inalienable tasks:

- Approval of the minutes of the last general meeting;
- Election of the president, the members of the executive committee and the auditor;
- Establishing and amending the statutes and regulations;
- Approval of the annual financial statements and the auditor's report;
- Discharge of the board and other executive bodies;
- Resolution on the annual budget;

- Setting the membership fee;
- Resolving on motions submitted by the Executive Board and all items submitted to the General Meeting in accordance with the agenda;
- Resolution on matters reserved for it by law or the Statutes.

Resolution

- Every general meeting convened in accordance with the Statutes shall constitute a quorum, regardless of the number of active members of the Association present. Association resolutions shall be passed by a simple majority of the votes of the members present, unless these Statutes or mandatory law provide for a different majority for individual resolutions.
- Only full members are entitled to vote at the general meeting. Each full member has one vote. They may be represented at the general meeting by another full member by means of a proxy.
- The president shall also vote. In the event of a tie, the president shall have the casting vote.
- Agenda items that have not been announced and motions on announced agenda items cannot be validly decided upon.

Conduct

The general meeting may also be held by circular letter, as a hybrid or virtual meeting. The executive committee shall decide on this in good time.

Executive Committee

Composition

The Executive Board consists of at least three and at most nine natural persons, including the President.

Executive Board members

All full members are eligible to become members of the Executive Board. Ideally, the following sectors should be represented on the Executive Board in a balanced manner:

- Sector A or C: Private companies and/or business and industry associations and initiatives
- Sector D: Public sector
- Sector E: Non-profit organizations
- Sector F: Research institutes, applied science institutions

Election of the Presidium and the Executive Board

The members of the Executive Board are elected by the General Assembly for a term of one year; re-election is possible.

The President is a member of the Executive Board. He/she is also elected by the General Meeting for a term of one year; re-election is possible.

The proposed persons must be confirmed by the General Meeting by a simple majority of the votes of the members present.

Duties of the Executive Board

The Executive Board is responsible for the following tasks:

- Defining the strategy and objectives and monitoring their implementation
- Defining medium to long-term planning
- Deciding on the organization of the office and on personnel issues relating to the members of the management team
- Preparing the annual budget for the general meeting
- Determining signing authority and the type of signature
- Resolving on all matters submitted to it by the President
- Preparation and implementation of the resolutions of the General Meeting
- Resolution on the admission and exclusion of members
- Appointment of commissions and committees;
- Preparing the annual financial statements and convening and preparing the General Meeting;
- Liquidation of the association in the event of a resolution to dissolve it by the general meeting.

The members of the Executive Board work on a voluntary basis and are generally only entitled to reimbursement of their actual expenses and cash outlays. Appropriate compensation may be paid for special services rendered by individual member of the Executive Board.

Convening and agenda

The executive committee meets at the invitation of the chairperson as often as business requires, but at least twice a year. The meeting may also be held by telephone or video conference or as a combination of physical and virtual meetings.

A member of the Executive Board may request the convening of an Executive Board meeting, which must take place within six weeks of the request.

Board meetings must be convened in writing, usually ten days in advance, and must provide information about the agenda.

Minutes shall be kept of the proceedings.

Resolutions of the Executive Board

The Executive Board shall constitute a quorum if half of its members are present. The Executive Board shall endeavor to reach a unanimous decision (consensus). If consensus is not possible, it shall make its decisions by a simple majority. The transfer of voting rights to another member of the Executive Board is permissible, provided that the relevant powers of attorney can be presented.

Resolutions on items not included in the agenda may only be passed if all members of the Executive Board agree.

Advisory board and committees of the Executive Board

The Executive Board may form committees and delegate tasks to a committee. The Executive Board may also appoint an advisory board consisting of external persons and/or patrons. Patrons are natural or legal persons who make an annual contribution to the association in accordance with the membership fee regulations. Advisory board members are not entitled to vote at the general meeting, but have advisory votes.

IV. AUDITOR

The general meeting elects an auditor for one year to audit the association's accounts. Re-election is possible. The auditor audits the annual financial statements, including the appropriate use of funds, and reports and makes proposals to the general meeting.

The auditor must be a certified auditor in accordance with the provisions of the Auditing Act of 16 December 2005.

V. SIGNATORY AUTHORITY

The executive committee regulates the signatory authority for two persons.

VI. FUNDS

In order to pursue the association's purpose, the association has at its disposal:

- Membership fees
- Contributions from the public sector
- Donor membership fees
- Non-monetary contributions from board members

Membership fees are levied on members and are determined annually by the general meeting. Membership fees are regulated in Appendix I.

VII. AMENDMENT OF THE STATUTES

These Statutes may be amended if two-thirds of the votes cast at the General Meeting approve the proposed amendment.

These Statutes may be supplemented or clarified by regulations, provided that these do not contradict the Statutes.

VIII. LIABILITY

The association's liabilities are covered solely by the association's assets; personal liability of the members is excluded.

IX. CONFIDENTIALITY

Decision-making and representation of interests can only be successfully guaranteed through open internal discussion. To this end, confidentiality must be maintained.

The members of the bodies and any working groups that may be set up shall ensure compliance with this obligation beyond the end of their mandate. All internal debates and documents must be treated as confidential. Details are set out in the confidentiality declaration in Appendix 2 of the Statutes.

X. DISSOLUTION AND LIQUIDATION OF THE ASSOCIATION

The dissolution of the association requires a two-thirds majority of the votes cast at the general meeting. Any funds remaining after the dissolution of the association shall be transferred to a tax-exempt and/or non-profit institution based in Switzerland with the same or similar objectives. Distribution among the members is excluded.

XI. APPROVAL AND ENTRY INTO FORCE

These statutes were approved on 24 October 2025. These statutes shall apply from 1 January 2026.

Zurich, 24 October 2025