



12 February, 2019

Statutes of Association

Good Brand Guru

Engelgasse 113 – 4052 Basel – Basel Stadt

Article 1

Good Brand Guru is a non-profit association governed by the present statutes and, secondly, by Articles 60 et seq. of the Swiss Civil Code. It is neutral politically, and non-denominational.

Article 2

The Organization's headquarters are located in the State of Basel Stadt, Switzerland
The Association shall be of unlimited duration.

Mission

Article 3

The Association shall pursue the following aim(s):

Embed the good into retail.

1. A network of sustainability and retail professionals dedicated to embedding 'Good' social and environmental sustainability practices into the fashion and textile industry. Within the network, members are encouraged to share their knowledge, collaborate, innovate and co-create solutions that will help the retail industry to become more sustainable towards people and planet.
2. Good Brand Guru is a source of expertise and practical insights for brands on how to embed the good into retail.
3. Good Brand Guru, as an association, will actively promote 'doing good' by speaking at events for professionals in the retail industry.
4. Good Brand Guru will also carry out workshops for companies to help kick-start their journey to being more responsible businesses.



Resources

Article 4

The Association's resources are derived from:

- Donations and legacies
- Sponsorship
- Public subsidies
- Membership fees
- Fees paid by businesses for workshops and events
- Any other resources authorized by the law

The funds shall be used in accordance with the Association's social aims.

Members

Article 5

To become a member of the Association the person must:

- Be an independent consultant or active professional with expertise in:
 - Fashion and textile and/or the retail industry
 - Social or environmental sustainability (with a strong interest in fashion, textile and retail)
- Share the mission of Good Brand Guru: Embed the Good into Retail
- Be open and ready to collaborate with like-minded professionals
- Be knowledgeable, skilled and willing to share knowledge via diverse channels

Any physical or moral person may become a member if (i) they have demonstrated their dedication to the goals of the Association through their commitments or actions.

The Association comprises of:

- Core-members: Are actively involved in the administration of the association, the creation of events and workshops. They have full voting rights.
- Independent members: Share knowledge and expertise at workshops and events organised by Good Brand Guru. Can promote their professional profile through the Good Brand Guru website and social media. They have limited voting rights at the General Assembly, whereby the combined group of Independent members has one vote.
- Company members: Willing to share their knowledge and expertise in leading a sustainable fashion retail business, during workshops and events. Can promote their business through the Good Brand Guru website and social media. They have limited voting rights at the General Assembly, whereby the combined group of Independent members has one vote.
- Advisory board: Advise in growing network, mentoring and boosting growth of Good Brand Guru (no decisive voting rights at the General Assembly)

Requests to become a member must be addressed to the Committee. The Committee admits new members and informs the General Assembly accordingly.



Membership ceases:

- On death
- By written resignation, thereby notifying the Committee at least six months before the end of the financial year
- By exclusion ordered by the Committee, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Committee's decision being notified
- For non-payment of dues for more than one year

In all cases, the membership fee for the current year remains due. Members who have resigned or who are excluded have no rights to any part of the Association's assets.

Only the Association's assets may be used for obligations/commitments contracted in its name. Members have no personal liability.

Organs

Article 6

The Association shall include the following organs:

1. General Assembly
2. Executive Committee
3. Auditor

General Assembly

Article 7

The General Assembly is the Association's supreme authority. It is composed of all the members.

It shall hold an ordinary meeting once each year. It may also hold an extraordinary session whenever necessary, at the request of the Committee or at least of one-fifth of its members.

The General Assembly shall be considered valid regardless of the number of members present.

The Committee shall inform the members in writing of the date of the General Assembly at least six weeks in advance. The notification, including the proposed agenda, shall be sent to each member at least 10 days prior to the date of the meeting.



Article 8

During the General Assembly, participants:

- Shall approve the admission and expulsion of members;
- Appoint the members of the Committee and elects, at a minimum, the President, the Secretary and the Treasurer;
- Note the contents of the reports and financial statements for the year and votes on their adoption;
- Approve the annual budget;
- Supervise the activity of other organs, which it may dismiss, stating the grounds therefor;
- Appoint an auditor for the Organization's accounts;
- Decide on any modification of statutes;
- Decide on the dissolution of the Association;
- Fix the annual membership fees

Article 9

The General Assembly is presided over by the President of the Association

Article 10

Decisions of the General Assembly shall be taken by a majority vote of the members present. In case of deadlock, the President shall have the casting vote.

Decisions concerning the amendment of the Statutes and the dissolution of the Association must be approved by a two-thirds majority of the members present.

Article 11

Votes are by a show of hands. Voting can also take place by secret ballot if at least five members request this.

Article 12

The agenda of the ordinary annual session of the General Assembly must include:

- Approval of the Minutes of the previous General Assembly
- Approval of the Committee's annual Activity Report
- Approval of the report of the Treasurer and of the Auditor
- Setting membership fees
- Approval of the budget
- Approval of reports and accounts
- Election of Committee members and Auditor
- Miscellaneous business



Executive Committee

Article 13

The Committee is authorized to carry out all acts that further the purposes of the Association. It has the most extensive powers to manage the Association's day-to-day affairs.

Article 14

The Committee is composed of at least 3 members elected by the General Assembly. Each member's term of office shall last for 1 year and can be renewed unlimitedly. The Committee meets as often as the Association's business requires.

Article 15

The Committee members work on a volunteer basis in their roles within the Executive Committee. For activities beyond the usual function, each Committee member is eligible for appropriate compensation. The committee may give paid limited-time mandates to any person within or outside of the Association.

Article 16

The functions of the Executive Committee are:

- to take the appropriate measures to achieve the goals of the Association;
- to convene the ordinary and extraordinary General Assemblies;
- to take decisions with regard to the admission of new members as well as the resignation and possible expulsion of members;
- to ensure that Statutes are applied, to draft rules of procedure, and to administer the assets of the Association.

Auditor

Article 17

Each year the General Assembly appoints two auditors. It may also entrust this task to a fiduciary company.

The auditors shall check the operating and annual accounts prepared by the committee and present a written and detailed report to the annual ordinary general meeting.

Signature and representation

Article 18

The Association is legally bound by the joint signature of President of the Association and a second Committee-member.

Various provisions

Article 19

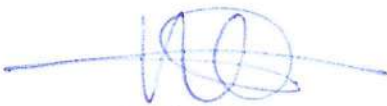
The financial year shall begin on 1 January and end on 31 December of each year

Article 20


Should the Association be dissolved, the available assets should be transferred to a non-profit organization pursuing public interest goals similar to those of the Association and likewise benefiting from tax exemption. Under no circumstances should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit.

The present Statutes have been approved by the Constituent General Assembly of 3 October 2018

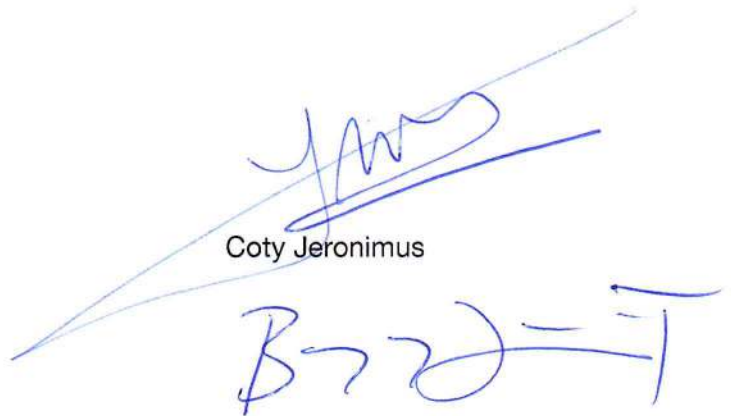
For the Association,

A blue ink signature consisting of a horizontal line followed by a series of loops and a final flourish.

Martine Nieuwenhuis

A blue ink signature featuring a large, stylized loop followed by a horizontal line.

Milena Mazzoleni

Two blue ink signatures. The top one is a cursive signature with a long horizontal line extending to the left. The bottom one is a more stylized signature with several loops and a horizontal line.

Coty Jeronimus

Bryony Jansen - van Tuyl