



GEN By-laws approved AGM 2022

BYLAWS OF GLOBAL ECOLABELLING NETWORK, INC.

Inaugurated 1994 as a Delaware Non-profit Global Ecolabelling Network
Revised 20 December 2022

ARTICLE 1 – Name, Seal, Office, Operation

(1) Name

The name of the Corporation is Global Ecolabelling Network, Inc.

(2) Seal

The Board may, by majority vote, adopt and obtain a seal for the Corporation which may be in whatever form is desired by the Board.

(3) Offices

The principal office shall be located in such location as may from time to time be resolved by the Board. The Corporation also may have offices at such other places, as the Board may from time to time resolve or the purposes of the Corporation may require.

(4) Official Language

The official language of the Corporation is English.

(5) Fiscal year

The Corporation's fiscal year shall be the calendar year, beginning January 1 and ending December 31.

(6) Official monetary unit

The official monetary unit shall be the United States dollar.

(7) Interpretation

(a) In these ByLaws, unless a contrary intention appears or the context requires otherwise:

Annual General Meeting means the meeting of Members convened under Article IV Section 3 of these ByLaws;

Auditor means the auditor or auditors of the Corporation;

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Board means the board of Directors of the Corporation constituted under Article V of these ByLaws;

Chairperson means the Director who is elected to the office of Chairperson in accordance with these ByLaws;

Corporation means Global Ecolabelling Network, Inc.;

Deputy Chairperson means the Director who is elected to the office of Deputy Chairperson by the Board, in accordance with these ByLaws;

General Meeting means an Annual General Meeting or an Extraordinary Meeting of the Corporation;

GENICES means the Corporation's internationally coordinated ecolabelling audit system;

Member means each organisation admitted to Membership in accordance with these ByLaws;

Membership Code of Ethics means the Corporation's code of ethics for Members adopted and reviewed by the Board pursuant to Article V Section 2 (2)(g) of the ByLaws;

Policy Manual means the Corporation's policy manual adopted and reviewed by the Board in consultation with the members, pursuant to Article V Section 2 (2)(g) of the ByLaws;

US means United States.

US Revenue Code means the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended.

(b) In these ByLaws, unless a contrary intention appears or the context requires otherwise:

1. An organisation includes a corporate body, association, firm, partnership, or other unincorporated body;
2. a law includes statutes regulations under it and consolidations, amendments, re-enactments or replacements of any of them and any judicial ruling in a court of competent jurisdiction;
3. this or any other document includes the document as varied or replaced regardless of any change in the identity of the parties;
4. a clause, schedule or annexure is a reference to a clause, schedule or annexure in or to these ByLaws;

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5. a word or phrase that is defined has the corresponding meaning in its other grammatical forms;
 6. the term "writing" includes all modes of representing or reproducing words in a legible, permanent and visible form and includes email and other electronic transmission in the form of a record that is stored in an electronic or other medium and is retrievable in perceivable form;
 7. the singular includes the plural and vice versa;
 8. a gender includes all other genders;
 9. headings and sub-headings are inserted for ease of reference only and do not affect the interpretation of these ByLaws;
 10. where the expression "including" or "includes" is used it means 'including but not limited to' or 'including without limitation'.
- (c) If there is any doubt as to the interpretation of the provisions of these ByLaws, or if a matter arises that are not covered by them, the matter is to be referred to the next Annual General Meeting, and:
1. in cases considered by the Board to be urgent, the matter may be decided by the Board and reported to the next Annual General Meeting; and
 2. the Board may seek advice from any competent legal counsel on the implications of these ByLaws under applicable local laws.

ARTICLE II - Purposes.

The purposes of Corporation is exclusively charitable and educational, and shall include:

- (a) serving its Members, other life cycle ecolabelling programs worldwide and the public by improving, promoting and developing the life cycle ecolabelling of goods and services, and the availability of information regarding life cycle ecolabelling;
- (b) fostering cooperation, information exchange and harmonization among its Members and other life cycle ecolabelling programs with regard to life cycle ecolabelling;
- (c) allowing its Members and the public to access information regarding life cycle ecolabelling criteria from around the world;
- (d) participating in other international organizations in order to promote life cycle ecolabelling generally;
- (e) encouraging the demand for and supply of life cycle ecolabelled products and services from all kinds of purchasers, private and public; and

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- (f) taking the utmost care in its own operations to act in accordance with the environmental standards applicable to its Members' activities.

The Corporation may engage in any and all lawful activities incidental to and in pursuit of the foregoing purposes.

ARTICLE III - Members

The Corporation consists of the natural or legal persons who have been accepted as Members pursuant to these ByLaws.

Section 1. Membership and Dues

- (1) The Corporation shall have three (3) categories of Members: Full, Associate and Affiliate
- (2) All Members shall pay annual dues in an amount and at such time as determined at the Annual General Meeting of the Members.
- (3) Any deviation in reduction of the annual fee and amount due is a matter for the board to decide. This will be based upon transparent and equal treatment of applications and as per the guidelines on fee reduction for GEN members. Application for fee reduction is through a formal written application to the Treasurer and is considered for full and associate members only.
- (4) Additional fees may be determined at extraordinary general meetings.
- (5) Only Full Members shall have the right to vote at meetings of the Members of the Corporation.

Section 2. Categories of Membership.

The Categories and attributes of Membership are as follows

(1) Full Membership Eligibility Requirements

Full Membership in the Corporation is subject to fulfilling multiple criteria (1-15) set out below.

Full Members must:

1. operate as a third party life cycle ecolabelling program as defined by the ISO 14024;
2. have processes in place to continually improve the program;
3. have ecolabelling criteria based on ISO 14024 which address the most significant environmental impacts of the product or service as determined by life cycle considerations;

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4. have criteria that are set at a performance level which result in measurable progress towards the program objectives;
5. engage a balanced and representative group of stakeholders in the development of standards and/or criteria;
6. identify and mitigate conflicts of interest throughout all operations;
7. exhibit independence from undue commercial influence;
8. make relevant information freely available to all parties including the general public about the development and content of the standards and how the program is governed; list of standards and certified products are made public and kept updated.
9. maintain a list of standards and certified products that are made public and kept updated on an open access platform such as but not limited to a website.
10. ensure claims and communications made by the program about its benefits or impacts are verifiable and not misleading;
11. have open access to potential licensees from all countries;
12. ensure programs are based solely on voluntary participation for potential licensees;
13. provide support to Associate Members where possible;
14. have certified products and licensees that conform to ISO14024 requirements;
15. have well-documented policies and procedures that can demonstrate compliance with all of the above requirements;
16. have successfully completed the GENICES audit as per the GENICES requirements and maintain the ongoing requirements identified by GENICES, or have completed with documented conditions and agreed transitions for completion;
17. complete a GENICES of its ecolabelling program every five (5) years (or other such period resolved by the Members at the Annual General Meeting, or as required pursuant to Article 1(4)(d)); and
18. actively pursue the Corporation's mission.

(2) Associate Membership Eligibility Requirements

Associate Membership in the Corporation is open to organizations that operate robust and credible environmental labelling programs that self-declare compliance with the ISO 14024 definition of life cycle and third party based ecolabelling programs.



This membership category provides an important framework for engaging with new programs until they achieve Full Membership status.

Associate Members must:

1. operate a life cycle ecolabelling program with a clearly defined environmental objective;
2. have their life cycle ecolabelling program verified by GENICES audit within to (2) years of becoming an Associate Member;
3. have processes in place to continually improve the program;
4. have standard(s) and/or criteria which address the most significant environmental impacts of the product or service;
5. have standard(s) and/or criteria that are set at a performance level which result in measurable progress towards the program objectives;
6. engage a balanced and representative group of stakeholders in the development of standard(s) and or criteria;
7. identify and mitigate conflicts of interest throughout all operations;
8. exhibit independence from undue commercial influence;
9. make relevant information freely available about the development and content of the standard(s) and how the program is governed;
10. ensure claims and communications made by the program about its benefits or impacts are verifiable and not misleading;
11. have open access to potential licensees from all countries;
12. ensure programs are based solely on voluntary participation for potential licensees;
13. have well-documented policies and procedures that can demonstrate compliance with all of the above requirements; and
14. actively pursue the Corporation's mission.

(3) Affiliate Member Eligibility Requirements

This membership category provides an important framework for engaging with likeminded organizations. Affiliate Membership in the Corporation is open to organizations that are working to promote sustainable consumption and the very important role of life cycle ecolabelling.

Affiliate Members must:

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other than the right to vote at meetings, providing that, prior to the Board meeting referred to in the preceding paragraph (b), Members are informed of the intended exercise of any such rights and entitlements in order to provide an opportunity to raise concerns.

Section 3. Membership - rights and obligations

(1) Full Members

(a) Full Member Rights

Each Full Member has the right to:

1. attend and participate in meetings organized for the Members providing the Member has paid the Membership fee no later than 30 days before a meeting;
2. to vote at a meeting providing the Member has paid the Membership fee no later than 30 days before a meeting;
3. submit proposals to be considered by the Annual General Meeting. Proposals from a Member must be received by the board no later than 45 days before the Annual General Meeting;
4. to access, at its cost, information about the Corporation's affairs, (other than where prevented by law, privacy or commercial reasons (as determined by the Board));
5. communicate with other Members of the Corporation in accordance with any rules of communication set by the Board in consultation with the Members;
6. communicate its full Membership status in accordance with the communication/ brand guidelines which outline the rules of communication as approved by the Board in consultation with the members. This includes the use of the brand and logo as long as they adhere to any brand guidelines and logo and terms of use of the Corporation's brand and logo, all as adopted from time to time by the Corporation; and
7. require the Corporation not to process or use any personal data pertaining to the Member or the participants in its ecolabelling scheme without the express agreement of the Member.

(b) Limitation on Full Member Rights

A Full Member is not entitled to any right, title or interest in any part of the Corporation's holdings or property or other assets upon dissolution of the Corporation.

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(c) Full Member Obligations

Each Full Member must:

1. apply the rules of the Corporation;
2. pay every year the Full Membership dues and any other fees decided by the Corporation from time to time on or before their due date unless otherwise negotiated and agreed to by the Board;
3. inform the Corporation of any change of its status or ownership;
4. regularly participate in the Annual General Meeting and other activities of the Corporation;
5. endeavour to provide, where reasonably possible (e.g. with its the capabilities, resources, established services) and contribute to the purpose and strategy of the Corporation;
6. endeavour to co-operate where reasonably possible within the Corporation on a technical basis in order to develop and implement measures aiming at improving the quality of labels; and
7. subject to relevant laws as to privacy, and subject to Article III, section 3 clause (1)(a)7., authorize the Corporation to process personal data for the purpose of conducting appropriate activities in accordance with the Corporation's rules in force at any given time and in accordance with any other conditions for the processing of personal data decided by the Corporation.
8. Cease to use logo and communicate membership status if membership fee is not payed or they no longer meet the requirements of Full membership

(2) Associate Members

(a) Associate Member Rights

Each Associate Member has the right to:

1. participate in (but not vote at) Member meetings;
2. to comment at Member meetings;
3. make suggestions at Member meetings.
4. communicate with other Members of the Corporation in accordance with the communication/ brand guidelines and rules of communication as approved by the Board with consultation with the Members;
5. communicate its Associate Membership status in accordance with the communication/ brand guidelines which outline the rules of communication as

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approved by the Board in consultation with the members. This includes the use of the brand and logo as long as they adhere to any brand guidelines and logo and terms of use of the Corporation's brand and logo, all as adopted from time to time by the Corporation;

(b) Limitation on Associate Member Rights

An Associate Member is not entitled to:

1. vote at Meetings of the Members;
2. any right, title or interest in any part of the Corporation's holdings or property or other assets upon dissolution of the Global Ecolabelling Network;
3. communicate its association with Corporation in a manner inconsistent with the rules as outlined in the communications/ brand guidelines policy document as adopted by the Board in consultation with the Members, and must communicate in compliance with the terms of use of the Corporation's brand and logo, all as adopted from time to time by the Corporation in consultation with members.
4. use logo and communicate membership status if membership fee is not payed.

(c) Associate Member Obligations

Each Associate Member must:

1. apply the rules of the Corporation;
2. pay every year the Associate Membership dues and any other fees decided by the Corporation from time to time on or before their due date;
3. agree to inform the Corporation of any change of its status or ownership.

(3) Affiliate Members

(a) Affiliate Member Rights

Each Affiliate Member has the right to:

1. participate in Meetings organized for the members; and
comment at Member meetings.

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2. communicate its affiliation with the Corporation in a manner consistent with its Affiliate membership status in accordance with the communication/ brand guidelines, which outline the rules of communication as approved by the Board in consultation with the members. This includes the use of the brand and logo and terms of use of the Corporation's brand and logo, all as adopted by the Board in consultation with members rules for communication adopted by the Board or the Members, and in compliance with the terms of use of the Corporation's brand and logo, all as adopted from time to time by the Corporation.

(b) Limitation on Affiliate Member Rights

An Affiliate Member is not entitled to:

1. vote at Meetings of the Members;
2. any right, title or interest in any part of the Corporation's holdings or property or other assets upon dissolution of the Corporation;
3. use logo and communicate membership status if membership fee is not paid.
4. Use logo and brand in a manner that is not supported by the communications/ brand guidelines as adopted by the Board in consultation with members.

(c) Affiliate Member Obligations

Each Affiliate Member must:

1. apply the rules of the Corporation;
2. pay every year the Affiliate Membership dues and any other fees decided by the Corporation from time to time on or before their due date;
3. agree to inform the Corporation of any change of its status or ownership.

Section 4. Expulsion of Members/condition of Membership

(1) Grounds for expulsion of Members/imposing conditions on Membership

A Member may be expelled from the Corporation, but only for any of the following reasons, and subject to the Corporation following the provisions of section 4(b) – Expulsion and Condition Procedures:

- (a) Non-payment of Membership and other fees by their due date;
- (b) Not undertaking a GENICES audit in accordance with their category (or within a set period, eg 2 years after it was first due to be done);
- (c) Acting in a manner which opposes or detracts from the activities and purposes of the Corporation ; or

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- (d) Acting to the detriment of the interests of the Corporation;
- (e) Infringing upon the activities of another Member in a manner that maligns or causes a detriment to the other Member. This includes slanderous commentary but does not include any reasonable and lawful acts undertaken in the ordinary course of business in a competitive marketplace competition.

(2) Expulsion and Condition Procedures

The following procedures must be followed before any decision is made to expel a Member or impose conditions on the Membership:

- (a) The Board must write to the Member (by email, fax or letter) setting out the potential grounds for expulsion from, or imposition of conditions on, Membership of the Corporation, giving the Member at 28 days to reply;
- (b) The Board must consider any response provided by the Member in question and must meet (whether in person or electronically) with the Member (or its representatives) if the Member so requests, at a date convenient to both the Board and the Member (but no later than 28 days of receiving the Member's response);
- (c) Following the preceding steps (1) and (2) the Board, (or if the Member has not responded within the first 28 day period or met with the Board within the second 28 day period) may resolve by majority vote to:
 - 1. Expel the Member;
 - 2. Impose conditions on the Membership; or
 - 3. Not to expel or impose conditions on the Membership.
- (d) The Board must give the Member written reasons for its decision.

(3) Consequences of expulsion

A member who has been expelled is not entitled to any return of fees paid.

(4) Types of Memberships conditions

Without limiting the range of conditions that the Board may impose on a Membership the following types of conditions may be imposed under section 4(2):

- (a) payment of fees by a specified date;
- (b) conduct of audits by a specified date;
- (c) a cessation of voting rights until specified actions are taken;
- (d) a change in category of Membership whether for a set period or permanently;



(5) Withdrawal of Membership

- (a) A Member may voluntarily withdraw from Membership by three months' notice in writing to the Board, in which case the Member's withdrawal will be effective from the date of the Member's notice of withdrawal.
- (b) A Member must pay any outstanding fees up to the date when the Member's withdrawal becomes effective, but the Member will not be entitled to a refund of fees paid.

ARTICLE IV – Members' decision-making bodies

Section 1. Attendance at meetings

- (1) Meetings of the Corporation shall be held in person and/or by any means of electronic communication by which all persons participating in the meeting are able to communicate contemporaneously with one another and simultaneously hear one another (or are otherwise accommodated).
- (2) Participation via electronic communication shall constitute presence in person at the meeting.

Section 2. Annual General Meeting

- (1) Meeting – convening
 - (a) The Board must call an Annual General Meeting of the Members before the end of each calendar year.
 - (b) The Annual General Meeting is open to all Full Members, Associate Members and Affiliate Members in addition to any other representatives invited by the Board, which may include candidates for Membership.
 - (c) The Annual General Meeting shall be held at such a date, time and place as the Board may designate upon at least eight (8) weeks' notice to all the Members by mail, or email. The notice shall state where and by when the relevant documents are available.
 - (d) The agenda for the Annual General Meeting and documents for review and decision shall be provided to Members thirty (30) days in advance of the meeting.
 - (e) Any Member may request that an item be added to the agenda for the Annual General Meeting up to forty-five (45) days before the meeting, or at the Annual General Meeting itself before the agenda is accepted.
 - (f) Both the Members and the Board may submit proposals to be considered by the Annual General Meeting. The Board shall submit a written opinion on the proposal to the Annual General Meeting.

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- (g) The Annual General Meeting agenda must contain:
1. annual administrative and financial reports;
 2. the auditors' reports;
 3. the business/work plan with budget;
 4. the Board's and any Member proposals;
 5. motions received with the Board's opinion;
 6. motions for approval of new members;
 7. details and nomination for Board members and Chairperson;
 8. motions for appointment of auditors;
 9. motions for appointment of Board Committees;
 10. such other matters as the Board determines or are relevant to the functioning of the Corporation.
- (h) The Annual General Meeting agenda must be accepted by a majority vote of Full Members in attendance at the Annual General Meeting at the commencement of the meeting.
- (i) In addition to such other responsibilities as may be detailed in these Bylaws, the Full Members, at the Annual General Meeting, shall:
1. elect the Chair; any new Directors;
 2. elect the Board of Directors;
 3. review, amend as necessary and approve the work program;
 4. adopt the fees and budget of the Corporation recommended by the Board as adjusted in the meeting;
 5. appoint two auditors to review and approve the annual financial report submitted to the Annual General Meeting by the Board; and
 6. pass resolutions on the other matters in the agenda as appropriate.
- (j) The Full Members may review any action taken by the Board at the Annual General Meeting.

Section 3. Extraordinary General Meetings

- (1) Convening by Board

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- (a) The Board may convene an Extraordinary General Meeting whenever it determines it is necessary.
- (b) An Extraordinary General Meeting is open to all Full Members, Associate Members and Affiliate Members in addition to any other representatives invited by the Board.
- (c) The Extraordinary General Meeting shall be held at such a date, time and place as the Board may designate upon at least eight (8) weeks' notice to all the Members by mail, or email (or such shorter time as the Board may deem necessary). The notice shall state where and by when the relevant documents are available.
- (d) The agenda for the Extraordinary General Meeting and documents for review and decision shall be provided to Members thirty (30) days in advance of the meeting.

Section 4. Quorum at all meetings

- (1) A majority of Full Members shall constitute a quorum for holding all meetings of Members.
- (2) The Chairperson of the meeting may determine that a quorum is present based upon any reasonable evidence of the presence of Full Members, including evidence from any record of Full Members who have signed a register indicating their presence at the meeting or otherwise provide written evidence of their presence to the Chairperson, including signing a register indicating their virtual presence at the meeting by video.
- (3) If it appears that such quorum is not present or represented at any meeting of Members, the Chairperson of the meeting shall adjourn the meeting, without notice other than announcement at the meeting, until a quorum is present.
- (4) If the adjournment is for more than thirty days, a notice of the adjourned meeting shall be given to each Member in the same manner as the meeting was notified to the Members.
- (5) At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting before it was adjourned.

Section 5. Voting at all meetings

- (1) In all matters, when a quorum is present, a majority vote of the Full Members who are entitled to vote then present shall decide any question brought before such meeting, unless the question is one upon which by express provision of applicable law, the Certificate of Incorporation or these By Laws a different vote is required in which case such express provision shall govern and control the decision of such question.

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- (e) The Board can waive the restriction on serving no more than three (3) consecutive terms should not enough candidates agree to stand for election as Director or if/ as required and determined by the Board.
- (f) Any individual having served three (3) consecutive two (2) year terms after not serving as a Director for at least one (1) year shall be eligible to serve again.
- (g) Each Director shall hold office until a successor is elected or until such Director's resignation or removal.
- (2) Secretary
- (a) At the first meeting of the Board after each Annual General Meeting, the Directors will elect, from among their number a Deputy Chairperson, a Treasurer and a Secretary (if required by any relevant law), and such other officers with powers and duties not inconsistent with these ByLaws as the Board may from time to time determine.
- (b) Any two or more offices may be held by the same person, each of whom will hold office for such time as the Board determines.
- (c) In addition to their general roles, duties and obligations as Directors, the Chairperson, the Deputy Chairperson, the Treasurer, Secretary and other officers will have the additional roles, duties and obligations set out in these ByLaws.
- (3) Removal of Directors
- (a) Any Director may be removed, with or without cause, by a majority of Directors then in office or by resolution of the Full Members at a General Meeting.
- (b) If a Director is removed in accordance with this clause, that person is not eligible for re-election to the Board as a Director, unless the Full Members approve their nomination by resolution in a General Meeting.
- (4) Resignation of Directors
- (a) Any Director may resign at any time by giving written notice of such resignation to the Chairperson or the Secretary of the Corporation.
- (b) The resignation will take effect from the date specified in the notice, or, if there is no notice, at the date of the next Annual General Meeting.
- (5) Vacancies
- A vacancy for the position of Director arising at any time and for any reason shall be filled for the unexpired term through majority vote:
- (a) at the next Annual General Meeting; or

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(b) meeting of Directors then in office (in which case the appointment will be put to the next Annual General Meeting for ratification by the full Members).

(6) Vacation of Directorship

The office of a Director will be vacated if:

- (a) the Director becomes bankrupt or makes any arrangement or composition with his or her creditors or, where a Director is a director of a Corporate Member, a winding up order is made in respect of the Corporate Member;
- (b) the Director becomes of unsound mind; or
- (c) the Director ceases to hold office by reason of any order made under any applicable law.

Section 2. Powers and Duties of Directors

(1) General

- (a) All corporate powers shall be and hereby are vested in and shall be exercised by the Board, which shall manage and control the business and affairs of the Corporation as set out in these Bylaws.
- (b) These powers of delegation are appointed by the Full members through a vote at the AGM.
- (c) The Board shall have full power to adopt rules and regulations governing all actions which it takes.
- (d) Decisions of the Board are taken by a majority vote. In the instance of a tie, the Chairperson holds the deciding vote

(2) Specific powers, functions and duties

Without limiting the foregoing, the Board shall have the following powers, functions and duties:

- (a) convening the Annual General Meeting and any Extraordinary General Meetings of the Members;
- (b) appointing the Deputy Chair and Treasurer
- (c) making recommendations about the work program, fees and budget of the Corporation to the Members for approval;
- (d) making provisional decisions on applications for Membership received between Annual General Meetings;

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- (e) managing and supervising the Corporation within the framework of programs and policies decided at the Annual General Meeting;
 - (f) preparing an annual report of its activities for submission to the Annual General Meeting;
 - (g) preparing a financial report for submission to the Annual General Meeting;
 - (h) reviewing the Policy Manual, Communications/ Brand guidelines, Membership Code of Ethics, GENICES and integrity and Bylaws of the Corporation at least every five (5) years, in consultation with members; and
 - (i) developing and implementing strategic plans.
- (3) Extra work
- Each Director must undertake at least 80 hours of unpaid work for the Corporation in addition to attendance at Board and Member meetings
- (4) Appointment of staff
- The powers of the Board granted by the preceding subclause (1) include the power to have the Corporation employ staff to such positions as the Board deems necessary, on such terms as the Board determines, including a chief executive officer, chief operating officer and chief financial officer (or like positions).
- (5) Accounts
- (a) The Directors will cause to be kept proper books of account in which will be kept true and complete accounts of the affairs and transactions of the Corporation. Proper books will not be deemed to be kept unless the books give a true and fair view of the state of the Corporation's affairs and explain its transactions.
 - (b) The books of account will be kept at the Registered Office of the Corporation or at such place or places as the Directors think fit and will be available for inspection by the Directors during usual business hours.

Section 3. Board Meetings

- (1) Meetings
 - (a) The Board shall convene at least twice in each calendar year.
 - (b) The Secretary will cause notice of the time and format of such meetings (6) weeks in advance of the meeting.
 - (c) The Chairperson, Deputy Chair- if elected by the Board, or Secretary shall email a meeting agenda and business papers to the Directors at least one (1) week in advance of the meeting.

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- (d) The Board may invite any member or other person to attend a Board meeting or a portion thereof, but such person shall have no right to vote at the meeting or to attend for matters outside the reason for their attendance.
- (e) The Board may determine that meetings will be held in person and/or by any means of electronic communication by which all persons participating in the meeting are able to communicate contemporaneously with one another and simultaneously hear one another (or are otherwise accommodated).
- (2) Special Meetings
- (a) A special meeting of the Board may be called at any time by the Chairperson, or by any other individual so authorized by the Board, or upon written request of the majority of the Directors then in office.
- (b) The Secretary or Chairman is to cause notice of the time and place of such special meeting to be given to all Directors either personally, or by mail or email, addressed to the Director at his or her address as it appears on the records of the Corporation and, unless otherwise provided in these Bylaws, at least seven (7) days before the date designated for such meeting.
- (3) Quorum
- At all meetings of the Board, a majority of the Directors then in office shall constitute a quorum for the transaction of business.
- (4) Adjournment
- (a) At any meeting of the Board, whether or not there is a quorum present, a majority of the Directors present may adjourn the meeting to another time and format without further notice to any absent Director.
- (b) At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.
- (5) Organization
- (a) At all meetings of the Board, the Chairperson, or, in his/her absence, the Deputy Chairman (or in his/her absence a temporary Chairperson chosen by the Directors from their number), shall preside.
- (b) The Deputy Chair, as elected by the Board, is to chair meetings in the temporary absence of of the Chairperson, and where the Chairperson is no longer able to hold the position, until the next Chairperson is elected by the vote of the full members.

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(c) The Secretary of the Corporation shall act as secretary at all meetings of the Board. In the absence of the Secretary, the presiding officer shall appoint any person to act as secretary of the meeting.

(6) Compensation

(a) Directors shall serve without fixed salary for their services, but reasonable travel expenses may be allowed, on resolution of the Board, for attendance at Board meetings and or other allocated responsibilities.

(b) The Board may resolve that other representatives performing tasks for the Board may receive reimbursement for travel expenses, provided the travel is approved by the Chairperson in advance.

(7) Resolutions

Resolutions will be decided in Board meetings by majority vote of those present at the meeting.

(8) Resolutions per capsulam

(a) The Board may make decisions outside scheduled meetings, 'per capsulam', but only in relation to matters that the Chairman determines are of sufficient urgency that they cannot wait until the next scheduled Board meeting.

(b) Per capsulam decisions are to be taken by e-mail or such other means as the Board determines.

(c) For a per capsulam vote to be valid, the Chairperson must send a message to all Directors containing the following:

1. a thorough description of the issue and its background and consequences to provide all the information needed for Directors to make an informed vote;
2. the words 'PER CAPSULAM DECISION', in the subject line;
3. a clearly worded proposition to be answered with either a YES or NO;
4. the specific date and time the vote closes; and
5. confirmation that the Chairman has determined that the subject matter of the proposed vote is of sufficient urgency to warrant a per capsulam vote.

(d) The vote for per capsulam decision closes seventy-two (72) hours after the message is sent under subclause (c).

(e) Directors vote on per capsulam decisions by replying to the Chairperson via email (or other means determined by the Board) with either YES or NO to the proposed resolution and provide with their name.

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- (f) All Directors are considered to be in attendance during a per capsulam vote.
 - (g) The matter is decided when all members have voted or seventy-two (72) hours have passed, whichever comes first. Votes that arrive after seventy-two (72) hours have passed are to be considered abstentions.
- (9) Minutes
- (a) The Board must cause:
 - 1. proper minutes to be made of the proceedings and resolutions of all meetings of the Corporation, the Board and committees formed by the Board;
 - 2. the minutes to be entered in books or electronic archives kept for that purpose; and
 - 3. the minutes are to be signed by the Chairperson of the meeting or by the Chairperson of the next meeting.
 - (b) A minute that is recorded and signed in accordance with this clause is evidence of the proceeding or resolution to which it relates, unless the contrary is proved.

Section 4. Committees and Delegation

- (1) Committees
- (a) The Board may establish committees to assist it in the performance of its functions and duties, consisting of such number of Directors and/or Members as any other person as the Board determines.
 - (b) A committee must contain at least two (2) persons, one of whom must be a Director.
 - (c) No committee will have the power to bind the Board or the Corporation, but may only make recommendations to the Board, and must otherwise act in accordance with any directions of the Board and these ByLaws.
 - (d) Only Member and Directors may make decisions in committee which are binding on the committee, subject to Board direction otherwise..
 - (e) The number of committee members whose presence at a meeting of the committee is necessary to constitute a quorum is the number determined by the Board, and if not so determined, is two (2).
 - (f) Minutes of all the proceedings and decisions of every committee must be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board under these ByLaws, and any recommendation made to the Board

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by a committee must be accompanied by a statement of reasons for the recommendation.

(2) Delegation by the Board

- (a) The Board may delegate any of its powers (except the power to delegate) to employees, individual Directors or Members or to committees consisting of such Directors or Members or both as the Board determines in meeting, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by law.
- (b) Any individual or committee so formed must conform to any direction given to it by the Board in the execution of the delegated powers.

(3) Exempt Activities.

- (a) Notwithstanding any other provision of these Bylaws, no Director, Officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization:
 - 1. which is exempt from Federal income tax under Revenue Code Section 501(a), as an organization described in Revenue Code Section 501(c)(3);
 - 2. described in Revenue Code Section 170(b)(1)(iii); and
 - 3. contributions to which are deductible under Revenue Code Section 170(c)(2).

Section 5. Indemnity

(1) Definition of Liability and Officer

For the purposes of this section 5, "Officer" means:

- (a) each Director;
- (b) each of the Corporation's employees designated for indemnification by the Board; and
- (c) each person serving at the request of the Corporation as a trustee, director or officer of another ecolabelling network, partnership, joint venture, trust or other enterprise.

(2) Indemnity of Officers – non-derivative action

Subject to the following subclause (4), and unless such indemnity is excluded by any applicable law:

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- (a) the Corporation shall indemnify each Officer who was or is a party (or is threatened to be made a party), to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was an Officer, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding;
- (b) The Corporation shall also, on terms and conditions deemed appropriate by the Board, pay any expenses incurred by an Officer in defending a civil or criminal action, suit or proceeding in advance of its final disposition, upon receipt of an undertaking by or on behalf of such Officer to repay such amount if it is ultimately determined that he or she is not entitled to indemnification under this subclause.
- (3) Indemnity of Officers – derivative action
- Subject to the following subclause (4), and unless such indemnity is excluded by any applicable law the Corporation shall indemnify any Officer who was or is a party to any threatened, pending or completed action or suit, whether civil or criminal brought by or on behalf of the Corporation to procure a judgement in its favor, by reason of the fact that he or she is or was an Officer, from and against the reasonable expenses (including attorneys' fees), actually and reasonably incurred by any such Officer in connection with the defense or settlement of such action or suit.
- (4) Extent of indemnity
- (a) The indemnity in the preceding subclauses (2) and (3) shall only be made if the Officer acted:
1. in good faith; and
 2. in a manner he or she reasonably believed to be consistent with the best interests of the Corporation; and
 3. with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.
- (b) Whether the Officer acted as described in the preceding subclause (a) will be determined by a majority vote of the Directors who are not party to such action, suit or proceeding, (even though less than a quorum) or, if there are no such Directors, or if such Directors so direct:
1. by independent legal counsel engaged by the Board on behalf of the Corporation in a written opinion; or
 2. by the Members.

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(c) If the foregoing determination is to be made by the Directors or the Members, they may rely, as to all questions of law, on the advice of independent legal counsel.

(5) Insurance

The Corporation may purchase and maintain insurance on behalf of itself and any person who is or was a trustee, Officer, employee or agent of the Society or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another organization against any liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article or applicable law.

(6) Limitation on Indemnification.

(a) In no case shall the Corporation make any payment that:

1. would adversely affect the Corporation's status under any applicable law such as its status as an organization described under Section 501(c)(3) of the Revenue Code; or
2. would be treated as an excess benefit transaction under Section 4958 of the Revenue Code.

(b) Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Revenue Code then, during such time, the Corporation shall not make any payment if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) and 4945(d), respectively, of the Revenue Code.

Section 6. Finances

(1) Loans

The Corporation shall not borrow money, whether by issuing notes, bonds or otherwise, except with the approval of the Board.

(2) Investment

The monetary assets of the Corporation may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, but only as the Board determines.

(3) Negotiable instruments

(a) The Board shall, from time to time and as necessary, select such banks or depositories as it shall deem proper for the monetary assets of the Corporation.



- (b) The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money.
- (c) In the absence of Board determination under the preceding subclause (b), all checks, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Corporation will be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) for and on behalf of the Corporation, by the Chairman and Treasurer.
- (4) Entry into contracts etc
- (a) Subject to the preceding subclause (3) the Board, except as otherwise provided in these Bylaws, may authorize any Director or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, providing the matters in question have been determined by the Board or the Members. Such authority may be general or confined to a specific instance. Unless authorized by the Board pursuant to this subclause, no Director, agent or employee shall have the power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniary, for any purpose or to any amount.
- (b) In the absence of Board authorization under subclause (a), the Chairman and Treasurer or Chairman and Secretary together are authorized by these Bylaws to sign for all legal and economic matters in the name of the Corporation, providing the matters in question have been determined by the Board or the Members.
- (5) Sharing in Corporate Earnings
- (a) No Member, Director, Officer or employee of, or other person connected with, the Corporation or any other private individual, shall receive at any time, any of the net earnings or pecuniary profit from the operations of the Corporation.
- (b) The preceding subclause (a) shall not prevent either the payment to any such person of reasonable compensation for services rendered to, or for the benefit of, or on behalf of, the Corporation, or in connection with effecting any of the purposes of the Corporation.
- (c) No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

ARTICLE VI – Amendment of ByLaws

(1) Amendments

The Members shall have the power to make, alter, amend and repeal the Bylaws of the Corporation by the affirmative vote of two-thirds of the Full Members at a General Meeting provided:

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- (a) that no such making, alteration, amendment or repeal shall occur which would adversely affect the qualification of the Corporation as an organization; and
 - (b) that notice of the proposed making, alteration, amendment or repeal shall have been included in the meeting notice which is given to the Members.

ARTICLE VII - Dissolution

- (a) Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, any outstanding obligations of the Corporation shall be paid with existing funds and assets of the Corporation.
- (b) If such funds and assets are insufficient, if three-quarters of the Full Members so approve by an affirmative vote, any outstanding obligation of the Corporation shall be paid by a levy on the Chair and all existing Board Directors.
- (c) Any remaining assets of the Corporation after all debts have been satisfied shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board, exclusively to environmental organizations which, under applicable local laws, qualify for exemption from income tax and contributions to which are deductible.

CERTIFICATE OF CHAIRPERSON of GLOBAL ECOLABELLING NETWORK, INC.,

I hereby certify that I am the duly elected and acting Chairperson of the Corporation and that the foregoing Bylaws constitute the Bylaws of the Corporation, as revised and approved by the

Membership effective 20/12/22

Kramadhathi Sivaramakrishnan Venkatagiri

Chairperson

Signed

Date

30/1/2023