

ARTICLES OF ASSOCIATION

of the Interprofession du Gruyère

I. Name, objectives, seat, term

Article 1

The Interprofession du Gruyère (hereinafter Interprofession) is an association as defined in Articles 60 et seq. in the Swiss Civil Code.

It represents the producers, transformers and refiners of Gruyère AOP (Article 8/2 Agriculture Act (AgricA) and the Ordinance on Branch and Producers' Organisations)

Article 2

The purpose of the Interprofession is to:

- defend the interests of Gruyère AOP
- manage the Gruyère Protected Designation of Origin label
- promote and manage the Gruyère offering
- define both the operating rules for the Gruyère market and their application
- all other actions related to Gruyère interests

Article 3

The seat of the Interprofession is in Gruyères; the Association shall be of unlimited duration.

II. Members

Article 4

Members of the Interprofession can be:

- producers of milk intended for the manufacturing of Gruyère, either within cheese dairy companies or as individual producers (hereinafter referred to as producers);
- Gruyère manufacturers (hereinafter referred to as cheesemakers);
- Gruyère refiners (hereinafter referred to as refiners).

III. Organisation

Article 5

The Interprofession shall include the following official bodies:

- a) the Assembly of Delegates;
- b) the Committee;
- c) the Board of Directors;
- d) the audit body;
- e) the management.

a) The Assembly of Delegates

Article 6

The Assembly of Delegates is composed of 20 representatives of the producers and 20 representatives of the cheesemakers as well as 10 representatives of the refiners for a total number of 50 delegates.

Delegates must personally be active in the production, processing or maturing of Gruyère cheese.

The delegates of the producers and cheesemakers must have their centre of activity in the Gruyère area. They are appointed by a majority vote and exclusively by members who meet the same requirements.

The distribution of seats is carried out equally according to the volumes produced in the various regions.

The majority of the refiner delegates must come from the Gruyère production area defined in the Specifications (art. 3).

The Assembly of Delegates shall meet at the request of the Committee, of the producers, cheesemakers or refiners, but at least once a year and at the latest six months after the end of the financial year.

The Committee convenes the meeting by written notice sent to each delegate at least ten days in advance.

Article 7

The Assembly of Delegates may only deliberate validly if at least one of the representatives of the producers, the cheesemakers and the refiners is present.

Decisions are made unanimously by producers, cheesemakers and refiners, determined in advance by a majority of their respective delegates.

Article 8

The Assembly of Delegates is the Interprofession's supreme authority. It has the following powers:

- a) adopting and modifying the articles of association;
- b) admitting members;
- c) electing the Committee and its President;
- d) appointing the audit body
- e) approving all modifications to the Specifications;
- f) appointing the product certification body;
- g) setting the membership fees and determining the charges intended to finance the activity of the Interprofession and the promotion of the products;
- h) approving the budget and account management;
- i) defining the supply chain management strategy;
- j) defining the marketing conditions (promotion of sales and product quality, adaptation of production and supply to market requirements);
- k) delegating certain tasks to the Committee;
- l) examining issues of general interest;
- m) excluding a member without explanation;
- n) deciding on the dissolution of the Interprofession.

b) The Committee

Article 9

The Committee is composed of four producer representatives, four cheesemakers' representatives, four refiners' representatives and a chairman, for a total of thirteen members.

The members of the Committee representing the partners of the branch are appointed from among the delegates. The President can be freely chosen from those persons showing a particular interest in Gruyère; he must be domiciled in the production area.

The majority of the refiners' representatives on the Committee must come from the Gruyère region.

The Committee and its Chairman are appointed by the Assembly of Delegates for a term of three years; the various production regions shall be equally represented.

The remainder of the Committee shall constitute itself.

The management is invited to attend the meetings.

Article 10

The Committee has the following powers:

- a) naming the Board of Directors;
- b) defining guidelines for the promotion of Gruyère;
- c) quality control and checking compliance with the Specifications;
- d) conducting the day-to-day business;
- e) establishing special committees and appointing their members as needed;
- f) hiring the Director and Vice-director;
- g) validating the strategy established by the Board of Directors;
- h) drawing up the agenda of the Assembly of Delegates;
- i) relations with organisations related to Gruyère;
- j) determining of the term of office of the bodies and members of the committees;
- k) any task that the law or the articles of association do not reserve for another body.

Article 11

The Committee may validly deliberate once seven members are present, including at least one member of each of the producers, cheesemakers and refiners.

The decisions made by the Committee are only valid if they have been approved by at least three quarters of the members taking part in the vote.

During its sessions, the Committee may include any person believed to be useful. Such persons have an advisory role.

Article 12

The Interprofession is bound by the collective signature of the President or a member of the Board of Directors registered in the commercial registry on the one hand and the Director or Vice Director on the other hand.

For routine business, however, a list of authorized signatures shall be drawn up.

c) The Board of Directors

Article 13

The Board of Directors is composed of the President and a representative from each of the group's committee members.

The management is invited to attend the meetings.

Article 14

The Board of Directors has the following responsibilities/tasks :

- a) preparing the Committee's sessions if necessary;
- b) defining the Specifications of the Director and Vice-Director;
- c) determining the salary policy as proposed by the management;
- d) supporting the management in its administrative work;
- e) appointing cadres.

d) The audit body

Article 15

The audit body is made up of a fiduciary company, a representative from each of the member groups and their deputies. They shall be appointed for three years.

Article 16

The audit body shall examine the management and accounts for each financial year. It submits a written report to the Assembly of Delegates at least once a year.

The auditors and the trustee are required to attend the Assembly of Delegates which reviews the annual accounts.

e) Management

Article 17

The management is entrusted to a Director and a Vice-Director, both of whom have well-defined specifications.

After having acquired the necessary staff to carry out the tasks assigned to the Interprofession, the management has the following responsibilities:

- a) make propositions within the framework of the bodies of the Interprofession;
- b) ensuring the representation of the Interprofession to the outside world;
- c) providing the communication of the Interprofession;
- d) submitting an activity report to the organs at least once a year;
- e) managing the finances of the Interprofession in accordance with the competences laid down in the budget;
- f) ensuring the management activity and proper functioning of the Interprofession.

IV. Resources

Article 18

The Interprofession's resources are derived from :

- a) membership fees;
- b) additional charges fixed in accordance with the principle of equal distribution between producers, cheesemakers and refiners;
- c) public subsidies;
- d) proceeds from the sale of the distinctive signs of Gruyère;
- e) penalties from the application of regulations;
- f) donations and legacies.

V. Admission/ Resignation

Article 19

Applications for admission must be submitted to the Committee, which then submits a proposal to the Assembly of Delegates.

Resignations must reach the Committee at least six months before the end of the financial year. The membership fee for the current year remains due.

VI. Responsibility

Article 20

Members do not incur any obligation for the debts of the Interprofession.

VII. Financial year

Article 21

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

VIII. Modification of the articles of association, merger, dissolution

Article 22

A revision of the articles of association can only be made if it is placed on the agenda of the Assembly of Delegates and adopted in accordance with Article 7 of the articles of association.

Article 23

The merger or the dissolution of the Interprofession can only be decided by an Assembly of Delegates specially convened for this purpose. At least three quarters of the delegates from each of the member associations must be present.

The present articles of association were adopted at the Founding Assembly on 2nd June 1997 in Gruyères and successively modified by the Assembly of Delegates on 19th March 1999 in Ursy, 16th November 2001 and 7th April 2009 in Pringy, 10th June 2015 in Le Noirmont and 4th November 2015 in Sâles.

Interprofession du Gruyère
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