

Steering Committee resolution, 25 August 2020:

Cooperation Rules of the Partnership for Sustainable Textiles

Date: 25 August 2020

1 Scope of application

- (1) The Cooperation Rules of the Partnership for Sustainable Textiles (hereinafter the 'Cooperation Rules') govern the internal workings of and the distribution of responsibilities within the Partnership for Sustainable Textiles (hereinafter the 'Textiles Partnership') and supplement the existing rules laid out in the Textiles Partnership's Plan of Action (hereinafter the 'Plan of Action').
- (2) In case of doubt concerning the interpretation of the Cooperation Rules, the provisions laid out in the Plan of Action shall take precedence.

2 Membership

- (1) The Textiles Partnership is made up of ordinary, advisory and associated members.

Ordinary membership is open to organisations that fall into one of the following categories:

1. manufacturers, wholesalers and retailers in the textile and clothing industry; associations and initiatives which are active in the field of sustainable textiles (private sector);
2. non-governmental organisations (NGOs) which are active in the field of sustainable textiles (non-governmental organisations);
3. trade unions which are active in the field of sustainable textiles (trade unions);
4. German Federal Government ministries as representatives of the Federal Government (Federal Government);
5. non-commercial standards-setting organisations which offer or develop standards for sustainable textiles (standards organisations).

The Federal Ministry for Economic Cooperation and Development is a permanent ordinary member. Members of participating associations and initiatives are not automatically members of the Textiles Partnership.

(2) Advisory membership is open to:

1. scientific institutions and Federal Government authorities that deal with the issue of sustainable textiles;
2. other organisations in exceptional and justified cases.

The above category of 'exceptional and justified cases' is particularly intended to allow for the participation of organisations that do not qualify for ordinary membership or would be difficult to accept as ordinary members for legal or substantive reasons, but whose membership is in the interest of the Partnership.

(3) Associated members:

1. For strategic collaborations with membership-based initiatives, the Steering Committee can arrange the option of an associated membership. The relevant conditions are to be laid down in a letter of intent that is then presented to the Steering Committee for approval.
2. Member companies of the strategic cooperation partner may apply to the Partnership Secretariat for an associated membership of the Textiles Partnership under the conditions laid down in the relevant letter of intent. The Steering Committee decides on whether to accept the applicant as an associated member.
3. Associated members do not belong to any membership group and, in accordance with section 6 hereof, may not stand for election as a member of the Steering Committee or elect members to the Steering Committee.

(4) Membership of the Textiles Partnership is voluntary and takes effect on joining. Decisions on admission as a member are taken by the Steering Committee upon written application. Applications must be sent to the Partnership Secretariat for forwarding to the Steering Committee. Without prejudice to the provisions laid out in paragraphs (1) to (3) of this section, membership applications may be rejected only for good cause, and the Steering Committee must provide a written explanation of any such rejection. Any applicant refused membership may appeal against the decision of the Steering Committee. Appeals must be submitted to the Partnership Secretariat in writing for forwarding to the Steering Committee within one month of receipt of the notice of rejection. The Steering Committee shall take a decision on the appeal at its next meeting and give the applicant an opportunity to present their case verbally in the form of a hearing. The decision on an appeal may not be contested.

(5) The Steering Committee may specify further conditions for admission to the Textiles Partnership.

3 Rights and obligations; duration and end of membership

(1) Engagement in the Textiles Partnership is voluntary. Members are entitled to become involved in the Textiles Partnership in the manner provided for in the Plan of Action and the Cooperation Rules and to be kept informed about the work of the Textiles Partnership, in particular about the results and decisions of the Steering Committee and the working groups. Possible forms of engagement and member participation include the following:

- participation in the Members' Meeting, projects, Partnership initiatives and support measures;
- provision of information by the Partnership (Secretariat) via the Member area. Members bear responsibility for registration and for calling up content;
- sharing information on the member's own engagement in the Partnership in accordance with the communication strategy and the rules governing own communication;
- members may propose projects to be addressed within the framework of the Textiles Partnership to the Steering Committee via their respective representatives or the Partnership Secretariat. All members also have the option of sharing lessons learned within the Partnership.

(2) Members undertake to cooperate on the basis of mutual trust and in particular to observe the Chatham House Rule at all meetings and events of the Partnership, including telephone conferences and webinars,

unless otherwise unanimously agreed in individual cases (alternative agreement). A written record must be kept of any such alternative agreements.

- (3) Members actively undertake to commit to the strategic elements (pillars) and goals of the Textiles Partnership. These include above all participation in the review process as evidence of the contribution to pursuing the Partnership's goals.
- (4) Should a company be verifiably in a crisis that threatens its survival, the Steering Committee may decide to pause the membership for up to 12 months.
- (5) Members shall designate at least one natural person to act as their authorised representative (contact). The Partnership Secretariat must be notified promptly of any change of representation.
- (6) Membership of the Textiles Partnership ends:
 1. upon deregistration of a sole proprietorship or commercial company from the commercial register or upon dissolution of the organisation;
 2. by declaration of withdrawal submitted in writing, with four weeks' notice (cancellation);
 3. through expulsion (section 4);
 4. upon dissolution of the Textiles Partnership (section 14).

Members lose all membership rights when their membership ends.

4 Expulsion from the Textiles Partnership

- (1) Decisions on whether to expel members from the Textiles Partnership are taken by the Steering Committee. Members who sit on the Steering Committee may be expelled only by resolution of the Members' Meeting.
- (2) A member may be expelled from the Textiles Partnership if:
 1. it commits repeated or serious breaches that damage the interests of the Textiles Partnership;
 2. it fails to meet its obligations within the framework of the review process. The sanctions laid down in the currently valid Steering Committee resolutions shall apply (e.g. procedures relating to non-submission of the roadmap and the arbitration process);
 3. it has been declared insolvent, or insolvency proceedings have been instigated against its assets;
 4. it did not meet the criteria for membership of the Textiles Partnership on application or no longer meets the criteria.
- (3) A member may be expelled only by means of a decision from the competent Partnership body. Before any such decision, the member in question shall be given a chance to mount a written defence. The member must be informed of the main elements of the case for expulsion. If a decision is taken to expel a member, that member must be informed promptly of the decision and the main grounds for expulsion. The decision may not be contested.

5 Constituent bodies of the Textiles Partnership

The constituent bodies of the Textiles Partnership (Partnership bodies) are:

1. Steering Committee
2. Members' Meeting.

6 Steering Committee *Composition, duties and election*

- (1) The Steering Committee represents the Textiles Partnership and is responsible for its strategic management and ongoing development. Beyond these roles, it is also responsible for:
1. measures that concern the foundations of the Partnership;
 2. amendments to the Plan of Action (including the Annexes);
 3. decisions on whether to admit or expel members and on strategic partnerships;
 4. decisions on sanctions against members that breach their membership obligations;
 5. establishing and defining the mandates of temporary working, project or expert groups to work on specific projects and issues;
 6. decisions on the elaboration and implementation of Partnership initiatives;
 7. receiving suggestions for and making decisions on recommendations for action that have been prepared in mandated procedures;
 8. instructing the Partnership Secretariat to implement decisions taken by the Steering Committee;
 9. preparing decision-making documents for the Members' Meeting (section 9 (1) hereof);
 10. approving the annual report prepared by the Partnership Secretariat on its behalf.

The Steering Committee may pass a resolution delegating specific areas of responsibility to other Partnership bodies for up to one term of office unless such delegation is in conflict with the Plan of Action.

- (2) The Steering Committee comprises the following twelve ordinary members:
1. four representatives from the private sector, ideally including one representative each from commerce and industry;
 2. three representatives from non-governmental organisations, ideally including one representative each from the environmental and social spheres;
 3. three representatives of the German Federal Government. As the initiator of the Partnership, the Federal Ministry for Economic Cooperation and Development is represented with a permanent seat on the Steering Committee;
 4. one representative of the trade unions;
 5. one representative of standards organisations.
- (3) The Steering Committee may co-opt members, and decides on appointments and dismissals. Co-opted members of the Steering Committee are permitted to participate in all agenda items, and they have the right to observe and to address the Steering Committee. The Partnership Secretariat must notify the Partnership members of a co-option.
- (4) The members of the Steering Committee are elected by their respective membership groups (section 2 (1) hereof) for a period of two years. Within each membership group, the candidates receiving the largest number of valid votes cast are duly elected to the Steering Committee. If the votes are equally split, a decision is made by means of a second ballot. The Federal Government membership group seconds its representatives in accordance with the Federal Government's rules of procedure. Membership of the Steering Committee ends automatically on cessation of membership of the Textiles Partnership.
- (5) Elections to the Steering Committee are held by means of a written procedure in the form of a simple letter, email or online ballot. Only ordinary members are eligible to stand for election. Ordinary members designate a representative to stand as a candidate and represent the interests of that stakeholder group (nomination). Details of the nomination must be submitted to the Partnership Secretariat on request. The Partnership Secretariat requests nominations by simple letter or email no later than four months before the expiry of the Steering Committee's current term of office and allows at least three weeks from the date on which the request was sent. No later than two weeks thereafter, the Partnership Secretariat again writes to the members of each stakeholder group concerned, enclosing the election documents and the respective nominations list, and asks them to submit a vote within the next two weeks. In the event of a second ballot,

sentence 4 of this paragraph shall apply subject to the condition that the election procedure be limited in each case to the relevant stakeholder groups.

- (6) The members of the Steering Committee shall ensure that they have the required authority to take decisions and shall designate a deputy for their position on the Steering Committee. The deputy must be a natural person from a member organisation of the same stakeholder group.
- (7) If a member of the Steering Committee steps down before completing a full term of office, the stakeholder group in question shall elect a substitute member for the remaining term of office. The new election shall be governed accordingly by the provisions of paragraph (5) hereof.
- (8) Members of the Steering Committee may be removed from office by their stakeholder group for good cause. Such removal requires a motion from at least half of the members of the corresponding stakeholder group. The motion must be sent to the Partnership Secretariat in writing for forwarding to the Steering Committee.

7 Chair of the Steering Committee

- (1) At its inaugural meeting the Steering Committee shall elect a Chair and a Deputy Chair from among its members. The Chair and Deputy Chair shall be elected by consensus for the full term of office. Sentences 1 and 2 of this paragraph shall apply accordingly in the case of deselection and new elections.
- (2) The Chair is responsible in particular for producing the agenda, preparing the voting documentation and moderating and chairing scheduled meetings and other meetings of the Steering Committee as well as Members' Meetings. The Partnership Secretariat supports the Chair in performing their official duties.
- (3) The Chair may delegate their duties to the Deputy Chair. If the Chair is indisposed, their deputy shall have the same rights and obligations.

8 Official meetings and decisions of the Steering Committee

- (1) The Steering Committee shall decide itself on the frequency of its scheduled meetings and other meetings, but it must meet at least three times a year. If required, additional meetings may be convened (either face-to-face meetings or telephone conferences).
- (2) The Chair shall issue invitations to members of the Steering Committee at least one week before the scheduled meeting date. Invitations must be accompanied by the agenda and any documentation on the Steering Committee's discussions and decisions.
- (3) Participation in Steering Committee meetings is compulsory. If a member is unable to take part in two consecutive meetings without stating important reasons and fails to send a deputy, that member shall resign from the Steering Committee.
- (4) Meetings of the Steering Committee are not open to the public. The Partnership Secretariat attends the meetings in an advisory capacity. The Steering Committee may also invite guests to take part in meetings in an advisory capacity.
- (5) Decisions of the Steering Committee are reached by consensus. Each member shall have one vote; abstentions shall be taken to indicate agreement. Any points of contention shall be documented without reference to the member raising them. At its inaugural meeting, each Steering Committee may also adopt other procedural rules, in particular with regard to the voting procedure and the adoption of resolutions. The procedural rules adopted by each new Steering Committee apply for the entire term of office.
- (6) At the beginning of each meeting the Chair shall determine whether the Steering Committee is quorate. The Steering Committee is quorate if each stakeholder group is represented by at least one member. A quorum

is also established if an absent stakeholder group has arranged to be represented by another stakeholder group. The stakeholder group chosen to represent such absent group at the meeting shall notify the remaining members of their role of representative in advance but no later than at the start of the meeting.

- (7) Decisions shall be marked expressly as such before voting. The Partnership Secretariat shall produce written minutes of the items addressed and decisions made at the meeting. The minutes shall then be presented to the Steering Group within three working days and shall be adopted within a further five working days by means of circulation. The agreed minutes shall then be circulated to the Partnership members within two weeks of the meeting. The Steering Committee may decide to disclose certain information, for example, a summary of the decisions, before publication of the minutes as a whole. In derogation of sentence 2 of this paragraph, the Steering Committee may task someone else with producing the minutes.
- (8) The Steering Committee shall report to the Partnership members at the annual Members' Meeting.

9 Members' Meeting

- (1) The Members' Meeting serves as a forum for sharing experiences and results of the activities of the Textiles Partnership. It also serves the purpose of:
 1. formally receiving the annual report of the Steering Committee;
 2. deciding on the expulsion of members who also sit on the Steering Committee;
 3. making decisions on introducing membership fees for the Textiles Partnership;
 4. making decisions on dissolving the Textiles Partnership.
- (2) The Partnership Secretariat shall convene the Members' Meeting once a year by simple letter or email and with at least eight weeks' notice. Together with this letter or email, each member shall receive a copy of the agenda agreed with the Chair of the Steering Committee. The notice period shall be deemed met if the invitation is posted in the Member area in good time and corresponding notification is sent to all members by email.
- (3) If requested by at least one quarter of members or by a majority of the members of the Steering Committee and if vital to the interests of the Partnership, the Partnership Secretariat shall convene an extraordinary Members' Meeting. Any such request must be submitted in writing to the Partnership Secretariat together with a list of agenda items. Paragraph (2) above shall then apply on the understanding that the extraordinary Members' Meeting be convened without delay.
- (4) Resolutions are adopted by the Members' Meeting by a simple majority of the valid votes cast; abstentions are not counted. Ballots are held by means of a show of hands. Each ordinary member has one vote. Members may be represented by a proxy provided that the proxy has been given appropriate written authority; a proxy may not represent more than two members. The Members' Meeting is quorate only if the individual stakeholder groups are represented by at least two persons.
- (5) The Members' Meeting is chaired by the Chair of the Steering Committee (Chair of the Members' Meeting), who may delegate this task to someone internally or externally. The Chair of the Members' Meeting shall designate a member to prepare written minutes. When opening the meeting, the Chair of the Members' Meeting must determine whether the meeting has been convened in the correct manner and whether it is quorate. As a general rule, the order in which discussions are conducted and resolutions are adopted is determined by the agenda.
- (6) The Members' Meeting is not open to the public. Attendance is restricted to Partnership members; guests may also attend in an advisory capacity at the invitation of the Steering Committee.
- (7) Resolutions of the Members' Meeting must be recorded in the form of written minutes to be released by the Chair of the Members' Meeting and the minute-taker once the minutes have been reviewed by the

Steering Committee. To this end, the minutes must be submitted to the Steering Committee within three working days. Once the minutes have been released, they should be copied promptly to members.

10 Partnership Secretariat

- (1) The role of the Partnership Secretariat is to provide technical and procedural support for all the operational tasks of the Partnership's other constituent bodies, including the implementation and organisation of all project activities. These encompass, in particular, the following:
 1. knowledge and information management;
 2. ongoing development of fundamental sectoral and conceptual issues in relation to specific countries, themes and instruments, and the identification of further need for action;
 3. measures to promote networking, e.g. through country-specific and sectoral forums;
 4. carrying out job orders issued by the Steering Committee;
 5. preparing and supporting meetings of the Steering Committee (including drawing up the agenda) in close consultation with the Chair;
 6. preparing and convening Members' Meetings;
 7. preparing and implementing the projects mandated by the Steering Committee and preparing the decision-making process within the Textiles Partnership;
 8. preparing, receiving and forwarding all necessary documents;
 9. responsibility for storing all drafts and final documents;
 10. informing Partnership members of developments in the Textiles Partnership;
 11. operating, designing and maintaining the website and other Partnership media;
 12. performing any other work that may become necessary for the operational management of the Partnership;
 13. carrying out PR work for the Partnership. Partnership members are to be informed about PR activities in advance by the Partnership Secretariat;
 14. drawing up budget and staffing plans;
 15. preparing the annual report.
- (2) The German Federal Ministry for Economic Cooperation and Development shall provide basic funding for the Partnership Secretariat up to the end of December 2022.
- (3) The Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ) GmbH shall provide the services assigned to the Partnership Secretariat up to the date on which the funding commitment in paragraph (2) above expires.

11 Working on topics and preparing decisions

- (1) In order to address issues and topics, the Steering Committee can mandate the Partnership Secretariat to plan and implement projects. The Partnership Secretariat presents the Steering Committee with a project plan for approval which must contain at least the following elements:
 1. Detailed substantive description of the mandate, the issues to be addressed and the intended outcomes
 2. Procedural requirements and participation
 - i. Form in which work is to be performed (e.g. preparatory study, group of experts, etc.)
 - ii. Composition of groups of experts (multi-stakeholder representation, involvement of experts)
 - iii. Involvement of members (nature and scope of membership consultation)
 - iv. Involvement of strategic cooperation partners (international organisations/institutions that are relevant to the project) and any relevant national partners

- v. process management (interim reports and (interim) decisions for the Steering Committee);
- vi. Language
3. Time schedule and milestones
4. Expenditure planning and human resources including nomination of a contact person at the Partnership Secretariat

Once adopted by the Steering Committee, the project plan will be made accessible to members on the Partnership website and updated regularly.

- (2) Calls for participation (consultation/involvement) must be issued by the Partnership Secretariat within a reasonable time frame which must be at least two weeks in each case. The representatives of Partnership members that are involved in a project personally undertake to become actively involved in the project in question. Participation in project meetings (face-to-face or virtual) is mandatory. If a member of a project group cannot participate in two consecutive meetings without stating important reasons, and if they cannot guarantee that a deputy will attend in their place, their participation in the project will end automatically.

12 Partnership logo

The Textiles Partnership has its own logo (Partnership logo) as well as a logo to be used by members (member logo). The Steering Committee has established guidelines on using the Partnership logo and the member logo (rules for communication on the Textiles Partnership – user manual for the member logo). These guidelines are binding for all Partnership members and for the Partnership Secretariat. The Partnership logo may be used only by the Partnership Secretariat.

13 Financing

No later than 12 months before expiry of the present funding commitment by the Federal Ministry for Economic Cooperation and Development, the Steering Committee shall adopt proposals for the continued funding of the Partnership.

14 Dissolution of the Textiles Partnership

- (1) If requested by the Steering Committee, the Members' Meeting shall decide whether to dissolve the Partnership; any motion to do so requires a majority of at least three quarters of the members present. Members must be informed of any such request at least three months before commencement of the Members' Meeting.
- (2) Members may submit a dissolution request to the Steering Committee. Any such request may be approved only by a unanimous vote of the Steering Committee; otherwise it must be rejected.

15 Entry into force and modification of the Cooperation Rules

- (1) These Cooperation Rules shall enter into force on the day after they are adopted by the Steering Committee and shall apply thereafter for an indefinite period.
- (2) Amendments to the Cooperation Rules shall require a Steering Committee resolution.