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Governance of the FairWild Foundation

Version 15 February 2010

**Adopted by the Board of Trustees
Date: 15 February 2010**

INTRODUCTION

The purpose of this document is to provide a practical governance framework for the FairWild Foundation, in the context of:

- the September 2008 Agreement between the Founding Institutions of the International Standard for Sustainable Wild Collection of Medicinal and Aromatic Plants (ISSC-MAP) to endorse global implementation of the standard through the FairWild Foundation (hereafter, the ISSC-MAP Founding Institutions Agreement); and
- the October 2008 Resolution of the Decision Group of ISSC-MAP and the Directors of FairWild Foundation concerning future development and promotion of ISSC-MAP under the auspices of the Fair Wild Foundation (hereafter, the ISSC-MAP/FairWild Resolution).

This framework is adopted by the Board of Trustees of FairWild Foundation in addition and without prejudice to the formal terms laid out in the public registration of FairWild Foundation under Swiss Law on 16 May 2008.

This governance framework is designed to define structure for the development and management of FairWild Foundation during a stage of development during which the ISSC-MAP Secretariat, managed by WWF/TRAFFIC, continues to provide support to the FairWild Foundation, pending the likely future development of a FairWild Foundation Secretariat.

The document is made up of the following sections:

- Rules for the organisation of the Board of Trustees
- Terms of Reference for the Executive Board
- Terms of Reference of the Interim Secretariat
- Terms of Reference of the Technical Committee
- Terms of Reference of the Licensing Committee
- Terms of Reference of the Communications and Marketing Committee

Annexed are:

- Organisational chart of the FairWild Foundation
- Public Certificate of the foundation of the “FairWild Foundation”
- Copies of the September 2008 Agreement and October 2008 Resolution mentioned above.

RULES FOR THE ORGANISATION OF THE BOARD OF TRUSTEES

A. Objectives and Organization of the Board of Trustees

Objectives

- A1 The Board of Trustees is the overall governing body of the Foundation, responsible for ensuring that it fulfils the institutional aim stated in the public registration of FairWild Foundation under Swiss Law on 16 May 2008 and the mandate established under the ISSC-MAP Founding Institutions Agreement and ISSC-MAP/FairWild Resolution.

Members

- A2 The Board of Trustees is composed of at least 5 persons. It elects new and additional members by 2/3 majority.
- A3 The Board of Trustees elects a chairperson, a treasurer and a secretary from its membership with a simple majority.
- A4 The duration of a board member's term is 3 years, re-election is possible. The signatories of the ISSC-MAP/FairWild Resolution are offered a permanent seat which is forfeited upon resignation.
- A5 A member of the Board of Trustees may be required to resign the seat by a vote of minimum three-quarters (75%) of the other members of the board.

Decisions

- A6 The quorum for meetings of the Board of Trustees to be valid is a simple majority of its total membership.
- A7 Decisions by the board of trustees require a simple majority of the votes present. If no agreement or majority can be reached after a second voting the topic will be postponed to the next meeting. If at the next meeting there is still a tie, the vote of the chairman is decisive.
- A8 With written authority each board member can be represented by one other board member. One person can only represent one other board member by written proxy.

Meetings

- A9 There must at least one meeting of the Board of Trustees held annually. Meetings can be held by video conference, telephone, written procedure or in person. The chairperson has the obligation to announce a meeting if at least two board members request it.
- A10 Unless unanimously agreed on an emergency basis by Board Members, the time, place and general nature of business of any meeting of the Board will be announced in writing at least 4 weeks in advance. Board Members will be invited to provide input to a draft agenda in time for their responses to be submitted at least 2 weeks before the meeting after which a revised agenda will be circulated by the Chairperson.
- A11 Background documents elaborating matters to be discussed and decided should usually be disseminated at least 2 weeks prior to the meeting.
- A12 Minutes must be taken of all proceedings, and will be valid only if the Board of Trustees has reviewed and adopted them.

B. Responsibilities of the Board of Trustees

- B1 The Board of Trustees has overall accountability for the promotion and achievement of the objectives of the FairWild Foundation. It has all the responsibilities and authorities in connection with the activities in the foundation, in particular:
- Giving strategic direction and ensuring respective planning, monitoring and evaluation of the activities of the Foundation
 - Ensuring appropriate development of standards, certification processes and other mechanisms developed to achieve the objectives of the Foundation
 - Ensuring active and accurate representation of the interests of the Foundation to the public and other stakeholders
 - Developing and maintaining good working relations with other organisations focused on ecological, social, economic and political issues
 - Reviewing and approving strategic partnerships that the Foundation may need to develop with other institutions
 - Compiling and approving the organisational rules and policies for operational of the FWF
 - Oversight of the selection and hiring of staff and approval of terms of reference for any interim secretariat managed by third party organisations

- Ensuring copyright and trademark protection for all intellectual property including the name and logo, the Standards, photographic images and publications of the Foundation
- Overseeing the financial viability and fiscal responsibility of the foundation, through approval of an annual work plan and budget, oversight of period management accounts and approval of audited finance statements
- Establishing strategy for development of the funding base of the Foundation and playing an active role in raising financial resources for its development
- Deciding the terms of reference and composition of any subsidiary Committees established to further the objectives of the Foundation
- The chairperson officially invites the members for committees according to the decisions of the BoT.

B2 During an interim stage of institutional development, the Board of Trustees may assign certain activities to an Executive Board and an Interim Secretariat. Clear requirements and responsibilities are established for these bodies and the activities should be monitored and managed diligently by the board.

C. Auditing Body

- C1 The external auditing body checks the annual accounts of the foundation and provides the necessary financial report and files the application.
- C2 The auditing body is appointed by the board of trustees for two years. Re-appointment is possible.

TERMS OF REFERENCE OF THE EXECUTIVE BOARD

The Executive Board is established by the Board of Trustees to provide on-going direction to the work of the FWF. It plays a more active role in managing the day-to-day activities of the Foundation during an interim period until a permanent Executive Director is appointed and permanent secretariat established.

These terms of reference will be reviewed on appointment of an Executive Director or at any other time deemed appropriate by the Board of Trustees. It is envisaged that from that point forward, the Executive Board will adjust its role to provide regular guidance and oversight to the work of the Secretariat on behalf of the Board of Trustees.

The Executive Board will operate in a formal sense from the registered office of the Foundation in Weinfelden, Switzerland.

A. Duties

A1 The Executive Board will take responsibility for the following duties:

Governance

- Developing details of governance arrangements for approval by the Board of Trustees and ensuring appropriate review in future
- Developing draft agenda for meetings of the Board of Trustees a minimum of 4 weeks in advance and advising the Chairperson as necessary during communication with Board of Trustee members and agreement of the final agenda
- Providing reports on progress for Board of Trustees meetings.

Strategy

- Developing a business plan for the Foundation for approval of the Board of Trustees
- Developing an annual workplan and budget for approval by the Board of Trustees
- Ensuring coherent and complementary development of the original FairWild and ISSC-MAP standards and developing structures for licensing and accreditation
- Developing partnerships and proposing partnership agreements for approval by the Board of Trustees
- Developing a fundraising strategy for approval by Board of Trustees
- Establishing and implementing a strategy for trademark and copyright protection under overall policy set by the Board of Trustees.

Committees

- Developing ToR for Technical, Marketing and Licensing Committees, for approval by the Board of Trustees and approving work plans for the operation of these Committees.

Operations

- Identifying, contracting and controlling consultants and other sources of expertise as needed
- Overseeing work of the Secretariat
- Ensuring responsible use of financial resources under control of the Foundation, reviewing accounts to be provided for approval of the Board of Trustees and filing statutory reports or declarations with relevant authorities in Switzerland
- Signing licensing agreements on recommendation of the Licence Committee
- Approving accreditations on recommendation of the License Committee.

B. Membership

- B1 The Executive Board is constituted of three members of the Board of Trustee members, one serving as Chair. An additional member of the BoT may regularly be included in the discussions of the Executive Board.

C. Decisions

- C1 The Executive Board will strive for transparency and consensus, and will adopt the following decision-making procedures:

Funding proposals submitted on behalf of FWF or by other organizations involving FWF as a partner

- Informing members of the BoT of opportunities for project and other FWF funding in a timely manner to enable transparency and consultation
- Ensuring that all EB members, affected BoT members, and intended partners have an opportunity to contribute to and review FWF funding proposals
- Submitting proposals only with approval of EB membership.

Contracts and agreements on behalf of FWF

- Approving FWF contracts under EUR 10,000 provided all EB members have been consulted
- Approving FWF contracts equal to or greater than EUR 10,000 only after approval has been granted by the Board of Trustees
- Ensuring adequate capacity for management and financial oversight for all FWF contract commitments
- Ensuring that all contract and procurement processes of the Foundation are conducted with transparency and on a value for money basis.

D. Meetings

- D1 The Executive Board meets at least quarterly, or more often as needed. Meetings can be held by video conference, telephone, written procedure or in person.

E. Reporting

- E1 The Executive Board will report to the Board of Trustees on the execution of the duties detailed above.

TERMS OF REFERENCE OF THE INTERIM SECRETARIAT

Pending financial provision for and recruitment of a Director or other equivalent Foundation executive staff position, the work of the Board of Trustees and Executive Board will be supported by an Interim Secretariat managed by and located at the WWF office in Frankfurt, Germany, subject to available funding.

The terms of reference of the Interim Secretariat will be reviewed by the Board of Trustees at least on an annual basis.

A. Duties

A1 The Interim Secretariat is responsible for the following duties:

Corporate Duties

- Support to Board of Trustees and Executive Board including organization of meetings and preparation of minutes
- Preparation of the Foundation's annual budget
- Ensuring preparation of statutory reports or declarations for filing by the Executive Board with relevant authorities in Switzerland
- Implementing policy and actions agreed by the Executive Board with regard to trademark and copyright.

Programme Duties

- Promoting the objectives and activities of the Foundation to private and public sector organisations and potential partners
- External communications including raising profile and responding to questions on the Foundation and the Standards
- Maintaining the FWF website (www.fairwild.org) in close cooperation with the Marketing Committee
- Monitoring and handling correspondence to the general info@fairwild.org email address
- Fundraising for corporate and program activities, and maintaining donor relationships
- Development and maintenance of relationships with partners
- Maintaining relationships with licence holders and certifiers, and ensuring implementation of licence terms in close coordination with the certification body
- Providing support to the Technical Committee, License Committee and Marketing Committee, and any other committees established by the Board of Trustees and facilitating information flow between these bodies
- Organising events and conferences according to the yearly planning
- Additional responsibilities assigned by Executive Board.

B. Reporting

- B1 The Interim Secretariat will report to the Chair of the Executive Board in the execution of the duties detailed above.

TERMS OF REFERENCE OF THE TECHNICAL COMMITTEE

The work of the Board of Trustees and Executive Board to develop and manage implementation of the ISSC-MAP / FairWild Standard will be supported by a Technical Committee.

The terms of reference of the Technical Committee will be reviewed by the Board of Trustees at least on an annual basis.

A. Duties

- A1 The members of the Technical Committee (TC) and Sub-Committees are bound to keep and implement the goals and objectives of the Foundation.
- A2 The Technical Committee and its sub-committees have the responsibility to make decisions for development and improvement of the FWF standards and their practical applications, and on any other items referred to them by the BoT including:
- Unifying the ISSC-MAP and FairWild standards
 - Harmonizing the unified ISSC-MAP/FairWild standards with other relevant standards and systems of verification
 - Improving the unified ISSC-MAP/FairWild standard in response to feedback of stakeholders, particularly with respect to meeting the social and environmental objectives of the unified ISSC-MAP/FairWild standard
 - Updating the unified ISSC-MAP/FairWild standard as needed
 - Developing and delivering training and guidance materials required to implement the unified ISSC-MAP / FairWild standard
 - Monitoring the implementation of the unified ISSC-MAP/FairWild standard
 - Engaging additional expertise or undertaking studies as needed on specific topics
 - Proposing a workplan for the Committee for approval of the Executive Board on a yearly basis.
- A3 Any matters of conflict or divided opinion on decisions to be made by the Technical Committee will be communicated by its chair to the Board of Trustees for consideration and resolution.
- A4 The Technical Committee will review its membership on an on-going basis and provide advice through its chair to the Board of Trustees on membership changes.

B. Reporting

- B1 The Chair of the Technical Committee will report to a designated member of the Executive Board on the execution of the duties detailed above.

TERMS OF REFERENCE OF THE LICENSE COMMITTEE

The work of the Board of Trustees and Executive Board to develop and manage implementation of the FairWild trademark, logo licensing, and certifier accreditation systems will be supported by a Licensing Committee.

The terms of reference of the License Committee will be reviewed by the Board of Trustees at least on an annual basis.

A. Duties

- A1 The members of the License Committee (LC) are bound to keep and implement the goals and objectives of the FairWild Foundation.
- A2 The LC has the responsibility to develop and improve the FairWild conformity assessment system, including

Trademark

- Monitoring registration and continued use of the FairWild trademark or related logos in each country where registered
- Liaison with the trademark attorney to file requisite declarations of continued use and renewals in a timely manner to prevent abandonment of the marks
- Liaison with the trademark attorney to monitor confusingly close trademark applications and file oppositions whenever potential infringement may occur
- Developing new trademarks and licence systems for new trademarks as recommended by the Board of Trustees.

Certification

- Advising the Technical Committee on an appropriate sampling system for monitoring implementation of the FairWild standard through certified collection operations
- Monitoring stakeholder feedback and advising the BoT on the appropriate balance between accessibility (costs) and credibility of the FairWild standard certification system
- Monitoring stakeholder feedback and advising the FW technical committee on the consistency of application of the FW standard certification system
- Ensuring that the FW certification system meets the relevant ISO/IEC and other standards as agreed by the BoT
- Developing and monitoring measures to maximize the independence of FWF as a standard setter from third-party certifiers and parties seeking certification
- Address client complaints

- Create and maintain a high level of transparency in the FW certification.

FairWild label

- Developing a license system (including license agreements) for the FairWild logo appropriate for applications and products as specified by the BoT
- Developing an effective system (including statutes and user by-laws) for label license management and control
- Establishing licence fees appropriate for various users of the FairWild logo
- Monitoring appropriate use of the FairWild logo, and recommending action to the BoT in cases of misuse.

Accreditation

- Establishing an appropriate system of certifier accreditation for maximum impact, accessibility, and consistent implementation of the FairWild standard
- Harmonizing the FW standard with other relevant certification/verification systems without sacrificing the credibility and integrity of the FW standard.

Workplan

- Proposing a workplan for the Committee for approval of the Executive Board on a yearly basis.

A3 Any matters of conflict or divided opinion on decisions to be made by the License Committee will be communicated by its chair to the Board of Trustees for consideration and resolution.

A4 The License Committee will review its membership on an on-going basis and provide advice through its chair to the Board of Trustees on membership changes.

B. Reporting

B1 The Chair of the License Committee will report to a designated member of the Executive Board on the execution of the duties detailed above.

TERMS OF REFERENCE OF THE COMMUNICATIONS AND MARKETING COMMITTEE

The work of the Board of Trustees and Executive Board to develop and manage a communication and marketing strategy will be supported by a Communications and Marketing Committee (MC).

The terms of reference of the Communications and Marketing Committee will be reviewed by the Board of Trustees at least on an annual basis.

A. Duties

- A1 The members of the Communication and Marketing Committee (MC) are bound to keep and implement the goals and objectives of the FairWild Foundation.
- A2 The Communication and Marketing Committee has the responsibility to advise on and improve the FairWild Foundation's communication and marketing strategy, including
- Promoting the FairWild Foundation's work and its standards to the international audience, partners, and clients
 - Developing the Foundation's website and other means of communication and promotion
 - Monitoring the impacts of communication with existing and potential clients (consumers, buyers, suppliers, resource owners, and resource users) and partners
 - Anticipating and recommending participation in events where FWF can effectively promote its objectives
 - Monitoring developments in the market that are of interest or concern of the FWF
 - Proposing a workplan for the Committee for approval of the Executive Board on a yearly basis.
- A3 Any matters of conflict or divided opinion on decisions to be made by the Communications and Marketing Committee will be communicated by its chair to the Board of Trustees for consideration and resolution.
- A4 The Communications and Marketing Committee will review its membership on an on-going basis and provide advice through its chair to the Board of Trustees on membership changes.

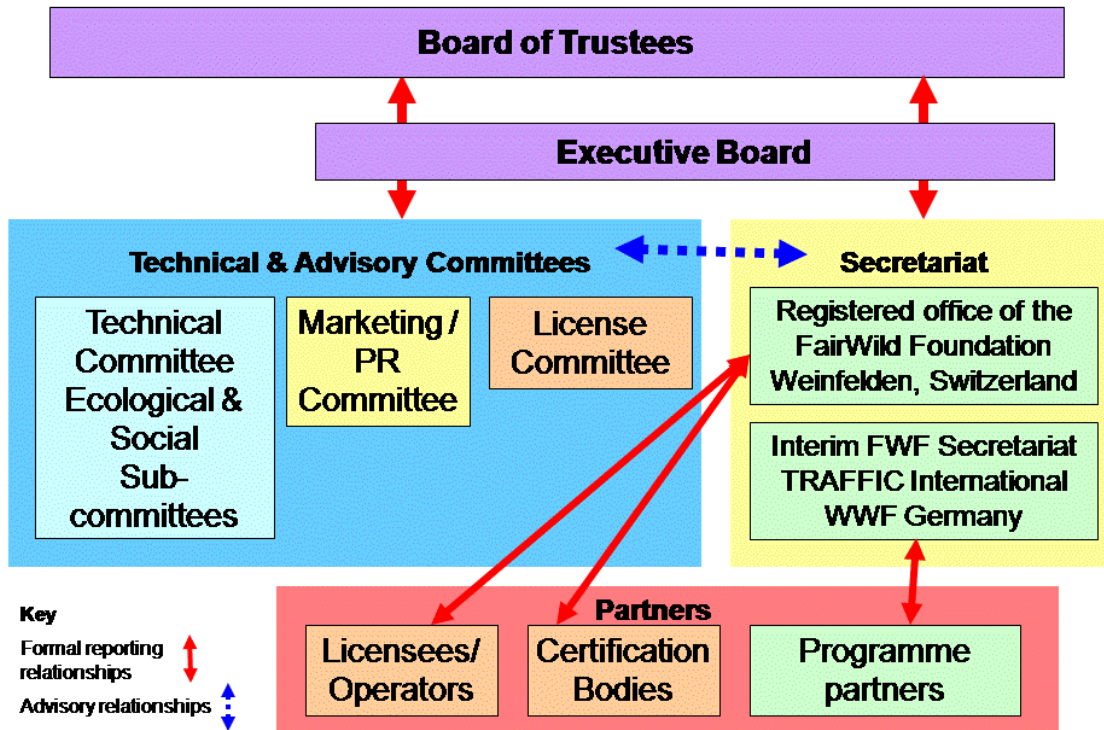
B. Reporting

- B1 The Chair of the Communications and Marketing Committee will report to a designated member of the Executive Board on the execution of the duties detailed above.

Annex 1. Organisational chart of the FairWild Foundation



FAIRWILD FOUNDATION



Annex 2. Public Certificate of the Foundation of the “FairWild Foundation”

Stamp of
Swiss Canton of Thurgau

Public Certificate
of the
foundation of the „FairWild Foundation”
registered in Weinfelden TG (Swiss Canton of Thurgau)

Founders

Klaus Dürbeck,
geb. 01.02.1956, agronomist, German national, in D-83064 Raubling (Germany), Rufstrasse 5,

Dr. Franziska Staubli Asobayire,
geb. 23.03.1968, food engineer ETH, von Unterlunkhofen, in 8400 Winterthur, Bürglistrasse 6,

Dr. Rainer Bächli,
geb. 31.07.1948, agricultural engineer ETH, von Zürich, in 8574 Illighausen, Sonnenberg 7,
and
Dietmar Wolz,
geb. 03.06.1959, pharmacist, German national, in D-87474 Buchenberg bei Kempten (Germany), Josef-
Adler-Strasse 12, today represented by Klaus Dürbeck, named above.

Public Registration of Founding of a Foundation (Art. 80 ff. ZGB)

Today have appeared in front of the undersigned public notary of the District Weinfelden (Canton of Thurgau) in order to create a foundation

Klaus Dürbeck, geb. 01.02.1956, agronomist, in D-83064 Raubling,
Dr. Franziska Staubli Asobayire, geb. 23.03.1968, food engineer ETH, von Unterlunkhofen, in 8400 Winterthur,
Dr. Rainer Bächli, geb. 31.07.1948, agricultural engineer ETH, von Zürich, in Illighausen (commune Lengwil),
and
Dietmar Wolz, geb. 03.06.1959, pharmacist, in D-87474 Buchenberg bei Kempten, represented by proxy by
Klaus Dürbeck, geb. 01.02.1956, , in D-83064 Raubling.

They have presented to the undersigned public notary their intention and have assigned him to formulate this public certificate. The forenamed founders have decided:

1. Under the name of “FairWild Foundation” we create a foundation according to Art. 80 ff ZGB.
2. The foundation is being registered in Weinfelden. Canton of Thurgau. By approval of the competent authority, the Board of Trustees may move its seat to another place within Switzerland.

At the time of foundation, the seat of the foundation is at Weststrasse 51, 8570 Weinfelden, in premises rented under the name of the foundation.

3. The aim of the foundation is to promote a sustainable, eco-friendly and socio-economic use of habitats all over the world. This may be done by own initiative or by supporting existing institutions, especially by
 - a) promoting information and publicity
 - b) development of standards and procedures
 - c) projects evaluations
 - d) cooperation with private and public agencies of nature and species conservation as well as all relevant stakeholders
 - e) support of research and innovation
 - f) support of applied projects
 - g) promoting education and training

4. The founders donate an initial capital of CHF 50'000.-. In addition, the capital of the foundation shall be increased by donations, legacies, licences and other means of income.
5. The organs of the foundation are the Board of Trustees and the Auditing Board.
6. The Board of Trustees consists of at least three persons. It constitutes and renews itself. The Board of Trustees works on an honorary basis.

The Board of Trustees manages its business in the spirits of the founders and duly represents the foundation to the outside world. Details of the business activities are regulated in a Bylaw.

The Board of Trustees may assign a secretary to run its business. The Board will supervise its activities.

The Board of Trustees may install standing or ad hoc committees. The Board will define their scope and supervise their activities.

The Board of Trustees may submit to the competent authority any request to adapt the organisational structure and aim of the foundation, however, the principle aims thereof may not be changed.

At the time of its foundation, the Board of Trustees consists of: Klaus Dürbeck, in D-Raubling, Dr. Franziska Staubli Asobayire, in 8400 Winterthur, und Dr. Rainer Bächli, in Illighausen (commune Lengwil). They have accepted their nomination.

The Board of Trustees decided on its constitution and signatory rights as follows:

Klaus Dürbeck, Chairman, joint signatory together with another Member of the Board
Dr. Franziska Staubli Asobayire, Member, joint signatory together with another Member of the Board,
Dr. Rainer Bächli, Member, joint signatory together with another Member of the Board.

7. Every three years, the Board of Trustees elects the Auditing Board. The Auditing Board checks the books and activities of the foundation. An annual report and proposition is to be presented to the Board.
8. The foundation is not profit oriented.
9. The foundation may only be dissolved with the approval of the competent authority. In case of liquidation, the remaining capital shall be passed on to another non-profit institution promoting similar aims.

Weinfelden, May 16th, 2008

The founders:

Klaus Dürbeck

Dr. Franziska Staubli Asobayire

Dr. Rainer Bächli

Klaus Dürbeck,
representing Dietmar Wolz

Public Certificate

The Public Notary of the District Weinfelden herewith certifies, that

- a) all evidence named in this document has been available (as well as to the founders);
- b) this document contains the conveyed intention of the founders who have read it in its presence;
- c) the formalities as prescribed in the EG of ZGB and in the RRV for land registers and notaries have been followed.

Weinfelden, May 16th, 2008

Public Notary Weinfelden

Stephan Hartmann

Stamp of Notary
Weinfelden

Annex 3. September 2008 Agreement¹

We, the International Union for the Conservation of Nature (IUCN), WWF Germany, TRAFFIC International and the German Federal Agency for Nature Conservation (BfN), note that:

- Members of our organizations have worked together to create the ISSC-MAP (International Standard for Sustainable Wild Collection of Medicinal and Aromatic Plants) for the purpose to “ensure the continued use and long term survival of medicinal and aromatic plant species and populations in their habitats, while respecting the traditions, cultures and livelihoods of all stakeholders”;
- A Decision Group comprising members of the four founding institutions (Uwe Schippmann – BfN; Susanne Honnef – WWF Germany and TRAFFIC; Danna Leaman – Medicinal Plant Specialist Group – SSC-IUCN; Ximena Buitrón – IUCN-SUR) together with the Foundation for Revitalization of Local Health Traditions - FRLHT (Giridhar Kinhal), Traditional Medicinals Inc. (Josef Brinckmann) and the Institute for Market Ecology - IMO (Rainer Bächli) has been leading the development and implementation of the ISSC-MAP since 2004;
- The Decision Group has created the ISSC-MAP and related guidance documents through broad stakeholder consultations, involving our organizational networks;
- Significant financial support has been provided by BfN and time, facilities and human resources have been contributed by all organizations represented in the Decision Group;
- The ISSC-MAP Version 1.0 has been published as BfN-Skripten 195 in 2007; and
- Other assets such as guidance documents for the implementation of the ISSC-MAP and research results have been created under the direction of this Decision Group.

We recognize that:

- The Decision Group has reached a conclusion that further development and promotion of the ISSC-MAP requires a new and more formal institutional foundation in order to:
 - protect the Intellectual Property created under the auspices of the ISSC-MAP Decision Group;
 - enter into formal partnerships with implementation partners; and
 - authorize independent organizations to carry out ISSC-MAP certification.
- The ISSC-MAP Decision Group has carried out a comprehensive review of options for creating a legal entity and recommends the creation of a new joint foundation with the existing FairWild Foundation, registered as an international Foundation in Switzerland, with whom the ISSC-MAP Decision Group shares similar goals and objectives.

We agree that this new foundation shall own the Intellectual Property created under the auspices of the ISSC-MAP Decision Group.

We support the process of moving the ISSC-MAP into this next phase and endorse the attached resolution

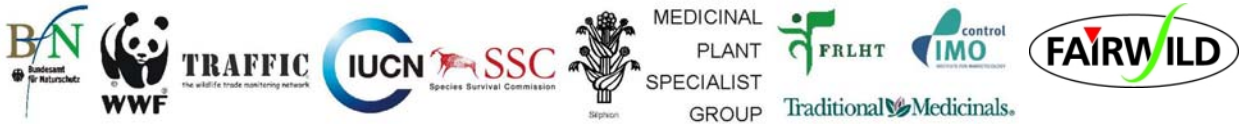
SIGNATURES (of the four organisations)

Prof. Dr. Beate Jessel, President, BfN
Dr. Julia Marton-Lefèvre, Director General, IUCN
Mr. Christoph Heinrich, Director Nature Conservation, WWF Germany
Mr. Steven Broad, Executive Director, TRAFFIC

¹ This general text was slightly modified by each of the founding organizations under its own letterhead and signature.

Annex 4. October 2008 Resolution

International Standard for Sustainable Wild Collection of Medicinal and Aromatic Plants



RESOLUTION OF THE DECISION GROUP OF ISSC-MAP AND THE DIRECTORS OF THE FAIRWILD FOUNDATION

NOTING that the process to elaborate the ISSC-MAP began in 2004 as a joint initiative of the German Federal Agency for Nature Conservation (BfN), the IUCN Medicinal Plant Specialist Group, WWF Germany and TRAFFIC, and that the initial core group has expanded to include industry associations, companies, certifiers, and community-based NGOs through international steering, advisory and technical groups;

NOTING ALSO THAT the Decision Group (DG) of the aforementioned initiative has decided to formalize the structure and create a legal basis in order to be prepared for the next steps in the further development of the ISSC-MAP initiative;

RECOGNISING THAT the process to elaborate the Fair Wild Foundation began in 2005 as a joint initiative of the Swiss Import Promotion Organisation (SIPPO), Institute for Marketecology (IMO), and Forum Essenzia, and that a legal entity was formed in 2008 as a foundation under Swiss law; and

ACKNOWLEDGING THAT ISSC-MAP and the Fair Wild Foundation address common interests concerning sustainable wild collection and social responsibility;

WE HEREBY AGREE to develop and formalize an arrangement for future development and promotion of ISSC-MAP under the auspices of the Fair Wild Foundation, based on the following principles:

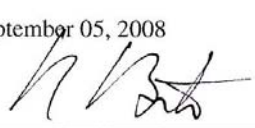
- The purpose and objectives of ISSC-MAP and the Fair Wild Foundation shall be respected under the new framework and an additional broader purpose and objective that encompasses the interests of both organizations will be created.
- ISSC-MAP and Fair Wild Foundation assets will be managed under the new foundation. These are:
 - Fair Wild Foundation assets: The Standard and procedures, the foundation itself, the label and trademark, website, the auditing and training tools, the licensing scheme and existing contracts with clients.
 - ISSC-MAP assets: The Standard and all corresponding guidance and training materials, documented results from past and ongoing research and pilot studies, website content, and a secretariat based at WWF Germany that supports the work of the ISSC-MAP DG.
- The Fair Wild Foundation will extend its Board of Directors to include those organizations represented in the current ISSC-MAP Decision Board or their nominees.
- The composition of the technical committee will include at least two sub-committees specialized in social and ecological areas of expertise, respectively.
- A second standing committee (labeling committee) will develop, manage and monitor the certification system and trademark of the harmonized standard.
- The Fair Wild Foundation will work to incorporate ISSC-MAP projects into its activities. This includes advocacy, standards development, implementation and revision, labeling scheme, training and education and fundraising.
- With regard to the Fair Wild and ISSC-MAP Standards, it is agreed that in the context of labeling schemes, the two standards will be harmonized and placed into two modules, one applicable to

sustainably wild-collected products, and one applicable to the fair trade component of such products.

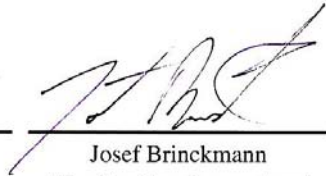
- Into the new harmonized Standard, a step-wise development period of approximately five years to achieve full ISSC-MAP conformance is integrated.
- Non-exclusive use of the harmonized Standard is envisaged, for example through clear agreements with selected other organizations, labeling schemes or certification bodies.
- Regarding trademarks and logos, a Fair Wild Trademark exists along with use of mark regulations. The Foundation is free to develop more trademarks and logos as deemed necessary by the Board.
- The Foundation will enter into a formal agreement with TRAFFIC International in order to help the newly organized Foundation reach its goals, to be reviewed and continued based on assessment of performance.

We intend to announce this MoU at the World Conservation Congress, October 2008 in Barcelona, Spain. The enlargement of the Board of Trustees of the Fair Wild Foundation, followed by the first board meeting is envisaged for October 2008.

September 05, 2008



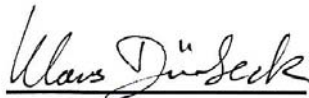
Rainer Bächli
Director
IMO, Institute for
Marketecology



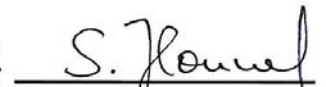
Josef Brinckmann
Vice President Research and
Development
Traditional Medicinals Inc.



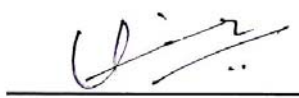
Ximena Bujtrón Cisneros
Member, IUCN/SSC Medicinal
Plant Specialist Group
Sub-group, Latin America



Klaus Dürbeck
Chair
FairWild Foundation



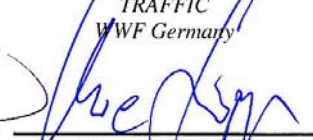
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