



## **Minutes No. 151 of the Executive Board Meeting held on**

**Monday, May 28, 2018, 12:30 to 17:00 CEST time, in Zürich (Switzerland)** (in accordance with article 21, section [1] of the RTRS Statutes).

### **Agenda:**

1. Approval of the Executive Board Meeting Minutes No. 150.
2. Update on Tax Situation.
3. Certification Fee analysis.
4. Intellectual Property update.
5. Approval of Communication Brief and Press Release on New Models to be issued after the General Assembly.
6. Election of the Executive Board official spokesmen for the New Models during: a) the presentation of the New Models topic at the GA12; b) the aftermarket launch; and c) any potential communication crises.
7. Update on RT13.
8. Any Other business.
9. Closing.

### **A. Introduction**

The meeting of the Executive Board of the Round Table on Responsible Soy Association (RTRS) starts on Monday, May 28, 2018 at 12:30 CEST time.

### **Participants:**

#### **RTRS Executive Board members:**

- Belinda Katharine Howell, RSG (constituency: Industry, Trade and Finance): belinda.howell@rpog.org
- Jochem Bouwmeester, Rabobank (constituency: Industry, Trade and Finance): jochem.bouwmeester@rabobank.com
- Roel Baakman, Cefetra, (constituency: Industry, Trade and Finance): Baakman@cefetra.nl
- Jorn Jasper Schouten, ACT Commodities (constituency: Industry, Trade and Finance): JSchouten@actcommodities.com
- Juliana De Lavor Lopes, AMAGGI (constituency: Producers): juliana.lopes@amaggi.com.br

*Handwritten signatures in blue ink, including 'JIS' and 'JBE'.*



## ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION (RTRS)

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- Gisela Introvini, FAPCEN (constituency: Producers):  
giselaintrovini@hotmail.com
- Marina Born, CALDENES (constituency: Producers):  
marina.engels@responsiblesoy.org
- Alejandro José O'Donnell, AAPRESID (constituency: Producers):  
alejandro@fronterastl.com.ar
- Ulises Javier Martínez Ortiz, Fundación Vida Silvestre (constituency: Civil Society Organizations):  
ulises.martinez@vidasilvestre.org.ar
- Oswaldo de Carvalho Junior, Earth Innovation Institute (constituency: Civil Society Organizations):  
ocarvalho@earthinnovation.org
- Pramel Gupta, Vrutti (constituency: Civil Society Organizations):  
pramel@vrutti.org

### RTRS Secretariat:

- Marcelo Visconti, RTRS Executive Director:  
marcelo.visconti@responsiblesoy.org
- Laura Villegas, RTRS Secretariat:  
laura.villegas@responsiblesoy.org
- Daniel Kazimierski, RTRS Secretariat:  
daniel.kazimierski@responsiblesoy.org

### Special guests invited:

- Cid Sanches, RTRS External Consultant Brazil:  
cid\_sanches@yahoo.com.br
- Mabel Fernández, RTRS Financial External Consultant:  
mabelau.fernandez@gmail.com
- Federico Otero, RTRS Argentine Legal Counsel:  
federico.otero@trsym.com
- Felix Schalcher, KPMG: fschalcher@kpmg.com

Marina Born, President of the RTRS Executive Board, chairs the meeting and welcomes the participants to the Executive Board meeting. The agenda is presented and participants are asked whether any additional topics should be included.

Marcelo Visconti takes the floor and informs that a notice from Dr Mairon G. Bastos Lima has been received by the RTRS Secretariat requesting authorization to attend GA12 as observer. In view of the foregoing, Marcelo Visconti proposes to discuss this matter in item No. 8 of this meeting agenda. The meeting begins.

Handwritten initials: MB, MS, and others.



## B. Quorum and Proposals

The Executive Director ascertains that the quorum required to validly pass resolutions has been reached. The Executive Board considers the following items on the agenda:

### 1. *Approval of Executive Board Meeting Minutes No. 150*

Minutes No. 150 are reviewed page by page.

In the absence of any objections, Marina Born confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:

“The Executive Board Meeting Minutes No. 150 are approved (by consensus).”

### 2. *Update on Tax Situation*

Felix Schalcher, from KPMG, provides the Executive Board with an update on the tax situation of RTRS and shares an analysis of the origin of the situation, the different possible approaches to the issue, the current status of the process before the Swiss tax authorities and the current best estimate of the potential contingency.

Felix Schalcher stresses that due to RTRS decision to apply for VAT registration since January 2017 and the fact that all input VAT is deductible, VAT impact with regard to services received by foreign services providers should be neutral for RTRS in the future.

Marcelo Visconti emphasizes the potential economic and financial negative impact the tax situation under analysis might have for RTRS.

Mabel Fernández explains that the extraordinary contribution to be requested from the Members after the 12<sup>th</sup> General Assembly is meant to finance the extraordinary expenses RTRS incurred and will continue to incur in the future in connection with the explained tax and financial situation.

### 3. *Certification fee analysis*

Marcelo Visconti presents the topic and explains that, although producers currently pay the certification fee, RTRS was recently required to analyse the possibility to change this commercial condition and allow the certification fee to be paid by purchasers of RTRS certified soy.

Marcelo Visconti explains this issue was raised upon the difficulties experienced by certain producers based in Brazil in implementing the payment of the certification fee and mentions RTRS has to analyse the available options in order to decide on the subject. Marcelo Visconti further explains it is a request from certain Executive Board members and also from producers to revise the current procedure in connection with the payment of the certification fee. In addition, Jorn Schouten explains ACT, as buyer, receives many questions and requirements from producers related to the payment of the certification fee.

APIS  
WBE



In this respect, Federico Otero explains that the right to charge any amount should arise out of a certain contractual relationship. He further explains that the agreement entered into between RTRS and the Certification Bodies (the “General Terms and Conditions for CBs”) sets forth in Article 4 (and further specifies in Article 10) that Certification Bodies must include the obligation of the producer to pay RTRS the certification fee in the contracts to be entered into between the Certification Body and the Producer. According to this document, payments to RTRS shall be made free and clear of and without deduction for or on account of taxes.

Federico Otero states that any change in this procedure, in order to make purchasers pay the certification fee, involves either: (i) changing the Terms and Conditions for CBs; (ii) implementing the payment of a new fee in a contract between RTRS and each purchaser (e.g. RTRS might charge purchasers for the use of RTRS Trading Platform); or (iii) amend and restate the existing license agreement in order to charge for the use of RTRS trademark (e.g. RTRS could charge the purchaser for the license to make claims against RTRS trademark).

Federico Otero adds that any change in the way RTRS is working right now will imply the performance of a new tax analysis and should be inform to the tax authorities. Federico Otero recalls that the granting of a tax exemption by the Swiss tax authorities depends on the type of activities reported and that any unauthorized change in these activities could jeopardize the granting of said exemption.

Ulises Javier Martinez Ortiz states that even though he understands the implications of making any change to the actual payment scheme, he thinks the option to charge the fee to the buyer instead of to the producer and facing the new tax analysis is worth considering, as he believes it is more fair for buyers to pay the certification fee.

After receiving this explanation, the Executive Board members conclude that certification fee shall continue as currently implemented and that a revised and updated version of current Terms and Conditions for CBs should be prepared.

#### *4. Intellectual Property*

Federico Otero introduces the analysis on intellectual property matters regarding RTRS new trademark and RTRS standard protection.

Jochem Bouwmeester expresses that these discussions do not solve the core issue, which is that non RTRS Members are commercializing RTRS material. Moreover, he states the need to ask RTRS Members to present a purchasing plan.

Since no further questions or comments are posed on the subject, the members of the Executive Board decide to move forward to the next item in the agenda.

AS  
VBC



5. *Approval of Communication Brief and Press Release on New Models to be issued after the General Assembly*

Laura Villegas presents the Communication Brief and Press Release on New Models to be published after the 12<sup>th</sup> General Assembly.

The Executive Board agrees with the communication approach.

Focusing on the messages, the Executive Board members suggest and approve some inputs to be included in both the Communication Brief and Press Release.

Laura Villegas comments a new version of the Communication Brief and Press Release will be presented for approval during the Executive Board meeting to be held on June 1, 2018 with the aim of going public by June 4, 2018.

The RTRS Executive Board resolves the following:

“To vote for the approval of a new version of the Communication Brief and Press Release during the Executive Board meeting to be held on June 1, 2018 (by consensus).”

6. *Election of the Executive Board official spokesmen for the New Models during: a) the presentation of the New Models topic at the GA12; b) the aftermarket launch; and c) any potential communication crises.*

The topic is discussed. However, in order to fulfil the schedule of the agenda, the members of the Executive Board agree to differ a broader discussion on this item.

7. *Update on RT13*

Laura Villegas provides an update on RT13, general aspects of the organization and structure of the conference, including key messages.

Laura Villegas presents the media messages, the RT13 media coverage plan, the spokespersons, and distributes the communication brief among the Executive Board members. She further presents the strategy to manage conference disruption or external protests.

The Executive Board agrees with the approach.

8. *Any Other business:*

Marcelo Visconti informs that a notice from Dr Mairon G. Bastos Lima, Postdoctoral Researcher of the Chalmers University of Technology in Sweden has been received by the RTRS Secretariat requesting authorization to attend GA12 as observer. Marcelo Visconti explains that according to Article 14(6) of RTRS Statutes this request shall be approved by the Executive Board.

AS  
Mae



**ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION (RTRS)**

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In the absence of any objections, Marina Born confirms that the Executive Board approves the resolution.

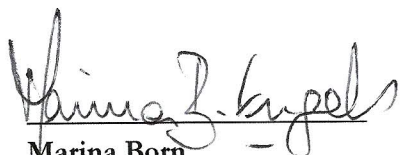
The RTRS Executive Board resolves the following:

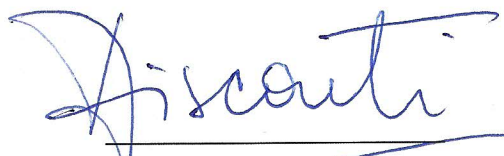
“To authorize Dr Mairon G. Bastos Lima to attend GA12 as observer (by consensus).”

9. *Closing.*

The meeting is closed on Monday, May 28, 2018 at 17:30 CEST time.

May 28, 2018.

  
**Marina Born**  
President of RTRS Executive Board

  
**Marcelo Viseonti**  
Executive Director of RTRS