

– STATUTES –

**Round Table on Responsible Soy Association (RTRS)**

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## I. Name, Domicile and Objectives

### Art. 1 Name

An association named Round Table on Responsible Soy Association (RTRS) (“RTRS”), is incorporated according to article 60 and following of the Swiss Civil Code. RTRS is a legal entity under Swiss Law.

### Art. 2 Domicile

- 1 The domicile of RTRS is in the city of Zurich, Switzerland.
- 2 RTRS operates internationally.

### Art. 3 Objectives

- 1 RTRS abstains from profit or self-help purposes.
- 2 The objectives of RTRS are to promote the growth on production, trade, and use of responsible soy through co-operation with actors in and relevant to the soy value chain from production to consumption in an open dialogue with stakeholders including producers, suppliers, manufacturers, retailers, financial institutions, civil society organizations and other relevant actors.
- 3 Responsible soy is economically viable, socially beneficial, and environmentally appropriate. In particular, RTRS shall facilitate a global dialogue on responsible soy:
  - as a forum to discuss and develop solutions, aiming to reach consensus, on the key economic, social and environmental impacts of soy among the various stakeholders;
  - by communicating issues regarding responsible soy production, processing, trading, and use in commercial products, and consumption to a wide range of global stakeholders;
  - as a forum for developing and promoting definitions for responsible soy production, processing, trading and consumption with criteria that addresses economic, social and environmental issues embodied in RTRS Standards through its Principles, Criteria, Indicators, and Verification & Accreditation System;
  - by mobilizing participants to the multi-stakeholder process;
  - by organizing round table conferences and technical workshops;
  - as a recognized international forum monitoring the status of responsible production, processing, trading and consumption of soy.
- 4 RTRS is a transparent and open organization that unites stakeholders from three constituencies as per article 4 hereinafter making every effort to disclose and promote its processes to the public and share its findings and conclusions developed in RTRS Standards through its Principles, Criteria, Indicators and Verification & Accreditation System with members and non-members.
- 5 It is fundamental to the integrity, credibility and continued progress of RTRS that every member sincerely supports, implements and follows up on this global multi-stakeholder process that promotes

responsible soy production, processing, trading and consumption.

## II. Membership

### Art. 4 Quality of the Members

- 1 RTRS shall be composed of two categories of members (collectively “Members”):
  - Participating Members with voting rights and
  - Observing Members without voting rights.
- 2 Members may be individuals (aged at least 18 [“Individual Members”]) or organizations (legal entities and simple partnerships [“Member Organizations”]).
- 3 Individual Members may not simultaneously be employees of a Member Organization or of the RTRS Secretariat. Should an existing Individual Member become an employee of a Member Organization or of the RTRS Secretariat such Individual Member’s rights shall be automatically suspended for the term of such employment.
- 4 Participating Members shall be willing to actively contribute to the objectives of RTRS as actors in the soy value chain by representing one of the constituencies.
- 5 Each Participating Member shall belong to one of the three constituencies:
  - Producers;
  - Industry, Trade and Finance; or
  - Civil Society Organizations.
- 6 Other organizations and individuals not falling within one of the three constituencies but demonstrating agreement with the objectives of RTRS such as regulatory authorities, governmental agencies, academia and major donors may request membership only as Observing Members to be admitted at the discretion of the Executive Board.

### Art. 5 Admission

- 1 In order to become a Member an admission request must be submitted to the RTRS Secretariat to the attention of the Executive Board which shall decide on such request. The party requesting to become a Participating Member must specify and qualify for one of the three constituencies.
- 2 All admission requests must be accompanied by:
  - a brief description of the requesting party including basic contact information (organization’s representatives, web page) and location, a mission statement, the specific relationship to the soy value chain, and objectives for participating in RTRS;
  - further institutional information providing indications on economic, social and environmental performance, other voluntary certifications and membership in further related initiatives;

- a statement that the requesting party supports the objectives (vision and mission) of RTRS and commits to progressively promoting and implementing the solutions developed, owned and suggested by RTRS in its own organization to the extent possible, that it will be transparent to the fulfilment on this commitment by among others reporting its annual communication of progress in accordance with RTRS regulations;
  - a statement that the requesting party will respect, protect and contribute to the reputation of RTRS and its solutions, and that it understands that not meeting this requirement may be sufficient ground for suspension or termination of the membership;
  - in the case of an international, small scale Civil Society Organization in a developed country, written evidence of an annual budget of under EUR 250,000,00.
- 3 The Executive Board may ask for additional information about the requesting party and may specify additional formalities for the admission request in further regulations.
  - 4 The approval of an admission request by the Executive Board requires the consent of six of its members, two from each constituency, by written notification of support for the requesting party to the RTRS Secretariat taking into account any economic, social or environmental as well as legal grievances, the bona fide status of the requesting party and the intention to genuinely support RTRS and its activities.
  - 5 The Executive Board can reject a request to become a Member on grounds that the requesting party has neither a publicly available commitment to responsible soy nor a valid stakeholder interest in the objectives of RTRS or on any other reason.
  - 6 The RTRS Secretariat will inform the requesting party of the resolution made by the Executive Board to either admit or reject the admission request. The admission will become effective upon receipt of the written confirmation by the requesting party to be issued by the RTRS Secretariat.

## **Art. 6 Rights of the Members**

- 1 Members have the right to be informed about the activities of RTRS by the RTRS Secretariat and shall have access to all tools and services that are provided by the RTRS Secretariat.
- 2 Members have the right to participate in all RTRS organized activities and extraordinary events.
- 3 The Executive Board may decide
  - to apply charges or fees in addition to the membership fee for Members to be entitled to participate in such RTRS organized activities and extraordinary events;
  - to limit the number of possible participants for organizational purposes provided that the criteria applicable to select the participants are not discriminatory against a particular Member.
- 4 If a Member applies to be present at such RTRS organized activities or extraordinary events the resolution of the Executive Board cannot be disputed by any other Member. Any controversies in relation to the participation in RTRS organized activities and extraordinary events shall be resolved by the Mediation Committee.

- 5 Participating Members have voting rights at a General Assembly Meeting and may submit motions to be presented to the Executive Board and subsequently be voted upon in the General Assembly Meeting.
- 6 Participating Members have the right to elect representatives of their constituency for the Executive Board and are eligible for representation in the Executive Board in their respective constituency as provided for in article 20.
- 7 Observing Members may attend but have no voting rights at a General Assembly Meeting and are not eligible for representation in the Executive Board.

### **Art. 7 Obligations of the Members**

- 1 Members shall pay an annual membership fee until 1 April of each calendar year.
- 2 Members are expected to actively participate in RTRS and respect and contribute to its principles and goals as well as to support its objectives. Members shall continuously make their soy supply chain more responsible. Members are further expected to be committed to an open, transparent and collective-driven engagement with interested parties and particularly amongst the Members actively seeking resolution of conflict in a timely manner. The Members shall aim at representing the interests and needs of their constituencies and seek internal communication.
- 3 Members shall ensure that their commitment to the objectives of RTRS is substantiated by adequate financial and personnel resources.
- 4 Members shall inform about the ongoing process to the public in a suitable way and to grant free access to information, documents and papers produced during the process to other Members acknowledging that no Member is expected to share information that is deemed to be confidential or proprietary.
- 5 Participating Member shall by way of a written annual progress report to be submitted to the RTRS Secretariat following the end of the calendar year, however no later than 1 April of the following year, inform, in particular:
  - on their activities and experiences with the Principles and Criteria of RTRS towards the objectives of RTRS and promoting the responsible production, processing, trading and consumption of soy, and
  - on their activities and experiences with the material produced and tools and services that are provided by RTRS,in order to enable a consistent and credible communication.
- 6 The RTRS Secretariat shall decide on the format of the written annual progress report in further regulations against the following fundamental requirements:
  - specification of the steps taken in the previous year;
  - specification of the steps intended for the following year and for the long term commitment

designed in a time-bound plan of working towards producing or buying RTRS certified responsible soy, including any or a combination of the RTRS approved supply chain mechanisms, and those relevant to the scope of the relevant Participating Member's operations.

- 7 Based on such written annual progress report submitted by the Participating Members the RTRS Secretariat will arrange for an annual RTRS publication collating and summarizing the progress made and listing both the Participating Members complying with the requirements applicable to the written annual progress report and the Participating Members failing to do so.
- 8 Members will not make any misleading or unsubstantiated claims about the production, procurement or use of RTRS certified soy. Violation to this rule can be considered a major non-compliance to the RTRS Statutes.

### **Art. 8 Termination of Membership**

- 1 A membership and all rights of a Member shall cease by virtue of:
  - resignation by letter to the RTRS Secretariat (voluntary withdrawal);
  - death of an Individual Member or dissolution of a Member Organization;
  - expulsion ratified by the General Assembly Meeting as proposed by the Executive Board
    - for non-payment of the membership fee or
    - for serious grounds (including breach of the RTRS Statutes) provided said Member has been duly informed about the allegations and convened to stand before the Executive Board in order to provide explanation and submit a written response. An Executive Board member representing the Member under consideration for expulsion may not vote on this resolution. The resolution to expel a Member requires a simple majority within each constituency. The respective voting shall be made in accordance with the procedure as set forth in article 25.
- 2 Upon resolution of the Executive Board to expel a Member all rights of said Member shall be suspended until the next General Assembly Meeting being required to ratify or revoke such resolution of the Executive Board.
- 3 Membership fees will not be reimbursed upon termination.
- 4 Readmission to RTRS is possible if the respective reasons for the membership ceasing are no longer valid. If a Member seeks readmission after not having paid the membership fee, all dues outstanding must be paid first. Readmission without submitting an admission request as per article 5 is possible at the discretion of the Executive Board.

## **III. Organization of RTRS**

### **Art. 9 Bodies of RTRS**

The bodies of RTRS are:

- A. the General Assembly Meeting;

- B. the Executive Board;
- C. the Auditor.

## **A. General Assembly Meeting**

### **Art. 10 Power of the General Assembly Meeting**

- 1 The General Assembly Meeting is the highest resolution-making body of RTRS. In order to safeguard the flexibility of RTRS the General Assembly Meeting will delegate operational activities and most resolution making to the Executive Board.
- 2 The General Assembly Meeting has the power to:
  - elect the members of the Executive Board;
  - elect the Auditor;
  - establish the principle guidelines for the general policy of RTRS;
  - amend the RTRS Statutes;
  - amend the RTRS Standard or any of its Principles, Criteria, Indicators and Verification & Accreditation System;
  - take into consideration and decide on proposals of the Executive Board;
  - approve or reject the annual accounts and budget of RTRS;
  - approve or reject the membership fee proposed by the Executive Board;
  - ratify further regulations proposed by the Executive Board;
  - be the final authority on dispute resolution, if the Executive Board cannot resolve a dispute;
  - decide on the dissolution of RTRS.
- 3 The power of the General Assembly Meeting to validly take resolutions is restricted to the items stated in the agenda of the written convening notice.

### **Art. 11 Composition of the General Assembly Meeting**

The General Assembly Meeting is composed of all Members or their representatives.

### **Art. 12 Ordinary and Extraordinary General Assembly Meeting**

- 1 An ordinary physical General Assembly Meeting is held annually.
- 2 An extraordinary General Assembly Meeting may be called or a written resolution by the Members may be requested:
  - based on a resolution of the Executive Board;
  - at the written request of at least one fifth of the Participating Members (including the items to be tabled on the agenda for such extraordinary General Assembly Meeting);
  - at the written request of the Auditor.



- 3 Members are encouraged to take part in the General Assembly Meeting and to engage in the discussions within RTRS throughout the year.

#### **Art. 13 Written Convening Notice for the General Assembly Meeting**

- 1 A written convening notice for the ordinary and extraordinary General Assembly Meeting stating the venue, date, and time as well as the agenda shall be mailed to the Members (by the RTRS Secretariat), with adequate documentation, not less than twenty (20) calendar days prior to the date of the General Assembly Meeting. The written convening notice can be mailed by e-mail and will be published on the RTRS Website. Upon publication on the RTRS Website the written convening notice will be deemed delivered to the Members.
- 2 With a view to the written convening notice Participating Members are invited to propose items to be discussed and decided upon by the General Assembly Meeting by sending motions to the RTRS Secretariat no later than sixty (60) calendar days prior to the General Assembly Meeting. Motions must include a short and comprehensive explanation and be supported by at least two other Participating Members. Amongst such supporting Participating Members at least one supporting Participating Members shall be from another constituency than the Participating Member sending the motion.
- 3 The Executive Board shall prepare a balanced agenda in which all proposed items shall be taken into consideration.

#### **Art. 14 Participation in the General Assembly Meeting**

- 1 Members wishing to participate in the General Assembly Meeting or to send a representative shall notify the RTRS Secretariat in writing prior to a date determined by the Executive Board and informed by the RTRS Secretariat in the written convening notice.
- 2 If a Participating Member is a Member Organization, such Participating Member shall designate in writing one specific individual person to exercise its voting rights (Designated Delegate). However, more than one individual person of such Member Organization may attend the General Assembly Meeting.
- 3 If a Participating Member is not able to attend a General Assembly Meeting, such Participating Member may delegate the exercise of its voting rights by a power of representation in writing to another Participating Member of the same constituency (including voting instructions) a copy of which shall be submitted by the Participating Member delegating its voting rights to the RTRS Secretariat prior to a date determined by the Executive Board and informed by the RTRS Secretariat in the written convening notice.
- 4 Each Participating Member may act as a representative for up to either five other Participating Members of the same constituency or for one fifth of the Participating Members of the same constituency whatever is higher.
- 5 Non-members wishing to attend as observers the General Assembly Meeting shall notify the RTRS Secretariat in writing prior to a date determined by the Executive Board and informed by the RTRS Secretariat.

- 6 Such request may be approved by the Executive Board at its discretion which resolution requires the written confirmation of at least three Executive Board members (at least one from each constituency).

#### **Art. 15 Chairman and Quorum for the General Assembly Meeting**

- 1 The General Assembly Meeting is chaired by the President of the Executive Board or, in the absence of the President by any Vice-President or, in the absence of the President and the Vice-Presidents, by any other Executive Board member or a person duly elected at the General Assembly Meeting.
- 2 The General Assembly Meeting shall have quorum (of presence) provided that more than fifty (50) percent of the Participating Members of each constituency are present or represented by another Participating Member with a power of representation in writing. Representation of Participating Members by a power of representation in writing will count to verify the quorum.
- 3 Quorum (of presence) will be verified at the beginning of the General Assembly Meeting and will not be affected by Participating Members subsequently leaving the General Assembly Meeting.
- 4 Abstentions from a Participating Member in the voting of any item on the agenda shall not affect the quorum (of presence).

#### **Art. 16 Resolutions of the General Assembly Meeting**

- 1 The agenda items shall be discussed in the plenum of the General Assembly Meeting.
- 2 All resolutions of the General Assembly Meeting, except Executive Board elections and expulsion of Members, are made by consensus at the first attempt. Consensus is understood as the absence of sustained opposition of the Participating Members present or duly represented.
- 3 If consensus cannot be reached through debate resolutions are made by vote. The Participating Members vote by constituencies.
- 4 Each Participating Member shall have one vote within its constituency (“Producers”, “Industry, Trade and Finance” and “Civil Society Organizations”). Each constituency represented at the General Assembly Meeting has veto power.
- 5 In order for a resolution to be passed by vote the approval by simple majority (more than half of the valid votes cast) within each constituency as well as a two-thirds majority in the aggregate (two thirds of all votes cast in all constituencies) is required.
- 6 Participating Members having left the General Assembly Meeting after verification of quorum (of presence) and Participating Members abstaining from voting on a specific item (including invalid votes) shall be deemed not to have cast a vote on such specific item and shall therefore be disregarded for purposes of the voting calculation.
- 7 If no resolution could be achieved in the first voting, a second voting will be conducted. For a resolution to be passed in the second voting a simple majority in each constituency suffices.
- 8 Each constituency represented at the General Assembly meeting has veto power. Such veto right must be actively exercised in order to be valid.

- 9 If simple majority cannot be obtained in one or two constituencies, a new voting shall be conducted in those constituencies to determine whether such constituencies desire to exercise their veto power in order to prevent the resolution from being passed, for which purpose a simple majority (more than half of the valid votes cast) is required.
- 10 If the majority required for the exercise of the veto power is not achieved in any of the relevant constituencies, the resolution shall be deemed passed.
- 11 If the majority required for the exercise of the veto power is achieved in at least one of the relevant constituencies, the resolution shall be deemed rejected.
- 12 The voting procedure shall be conducted by open ballot (show of hands) or by technological devices (with same effect) approved by simple majority (more than half of the valid votes cast) within each constituency at the beginning of the General Assembly Meeting.
- 13 At any point of the General Assembly Meeting a minimum of three (3) Participating Members of any constituency shall have the right to request that the voting procedure shall be conducted by open ballot.
- 14 At any point of the General Assembly Meeting the simple majority of the Participating Members (not voted by constituency) shall have the right to request that the voting procedure shall be conducted by secret ballot.
- 15 The voting procedure may be conducted online or by postal ballot only in connection with resolutions to be made by an extraordinary General Assembly Meeting.
- 16 Resolutions made by the General Assembly Meeting may not be challenged or altered by the Executive Board.

#### **Art. 17 Minutes and Language of the General Assembly Meeting**

- 1 The deliberations of the General Assembly Meeting shall be recorded in minutes prepared and signed by the Chairman of the General Assembly Meeting and the keeper of the minutes. The Chairman may delegate the task of preparing the minutes to an assistant. The minutes shall be compiled and sent to the Executive Board members for approval.
- 2 Upon written approval by the Executive Board the minutes of the General Assembly Meeting will be published on the RTRS Website. Upon publication on the RTRS Website the minutes of the General Assembly Meeting will be deemed approved in the absence of any objections to be raised in writing within thirty (30) calendar days after such publication.
- 3 The official languages of RTRS are English, Spanish and Portuguese. At the physical General Assembly Meeting a translation shall be provided for all three languages and all documents will be translated into all three languages.

#### **Art. 18 Member's Resolutions without a Physical General Assembly Meeting**

- 1 In the event in the judgment of the Executive Board, a certain matter needs to be submitted to the

Members for resolution and, all the members of the Executive Board agree that such resolution cannot wait until the following General Assembly Meeting to be made, the Executive Board may propose to the Members to pass a certain resolution without a physical General Assembly Meeting by postal ballot or remote electronic voting.

- 2 To such purpose the at the request of the Executive Board a written voting notice stating the proposal for making a resolution without a physical General Assembly Meeting shall be mailed to the Members (by the RTRS Secretariat) with adequate documentation (“Voting Notice”).
- 3 The voting notice can be mailed by e-mail and will be published on the RTRS Website. Upon publication on the RTRS Website the voting notice will be deemed delivered to the Members.
- 4 Each Participating Member shall have one vote within its constituency (“Producers”, “Industry, Trade and Finance” and “Civil Society Organizations”) to cast at any time for a thirty (30) calendar day term starting upon delivery of the Voting -Notice (“Voting Period”). Any vote which is submitted after the voting period shall be disregarded for purposes of the voting calculation.
- 5 In order for a resolution to be passed by vote it is required that a simple majority (more than half) of all Participating Members at the time of the publication of the Voting -Notice (without consideration of the constituencies) must cast a vote and at the same time no Member shall cast a vote against.
- 6 If no simple majority of all Members is achieved, the resolution shall be deemed rejected.
- 7 If simple majority of all Members is achieved, but at least one Member has cast a vote against, a re-counting of the votes on constituency level shall be conducted by the RTRS Secretariat.
- 8 If such re-counting of the votes reveals a simple majority (more than half of the valid votes cast) within each of the constituencies having cast a vote, the resolution shall be deemed passed.
- 9 If such re-counting of the votes reveals a simple majority (more than half of the valid votes cast) within any of the constituencies having cast a vote not being achieved, the resolution shall be deemed rejected.

## **B. Executive Board**

### **Art. 19 Power of the Executive Board**

- 1 The Executive Board is the resolution-making body of RTRS with powers as delegated by the General Assembly Meeting or the RTRS Statutes.
- 2 The Executive Board is expected to actively guide the progress of RTRS and respect and contribute to its principles and goals as well as to support its objectives. It is accountable to the Members and to third parties such as the government authorities in the countries where RTRS operates.
- 3 The Executive Board has the power to deal with all matters which are not explicitly within the power of the General Assembly Meeting which shall include the power to:
  - act as custodian of the RTRS Standard through its Principles, Criteria, Indicators and Verification & Accreditation System and guide their development and receive recommendations for

modifications to be approved by the Executive Board and subsequently ratified by the General Assembly Meeting;

- guide the development of a verification system and all other mechanisms of RTRS;
- promote the objectives of RTRS ensuring that RTRS adheres to its Statutes and further regulations as well as to national legislation and administrative procedures for non-profit organizations;
- direct and control the RTRS Secretariat as the Executive Board delegates operational work to the Executive Director who leads the RTRS Secretariat and to RTRS Working Groups;
- nominate the Executive Director;
- approve the written annual progress report, the budget and work plan presented by the Executive Director;
- endorse further RTRS bodies like RTRS Working Groups and units of a decentralized RTRS structure (e.g. national offices);
- approve any formal cooperation with other institutions and organizations proposed by its members or the Executive Director;
- prepare and organize of the ordinary and extraordinary General Assembly Meeting;
- execute the resolutions made by the General Assembly Meeting and take all measures to reach the established objectives;
- draft of statutes, proposals and further regulations and changes and amendments thereto;
- admit Members, approve the suspension of Members and recommend their expulsion to the General Assembly Meeting;
- control RTRS expenses;
- prepare the budget and the annual accounts to be submitted to the General Assembly Meeting.

#### **Art. 20 Composition of the Executive Board**

- 1 The Executive Board shall represent the membership of RTRS and is composed of not less than nine (9) and maximum fifteen (15) members. Each constituency is represented by a minimum of three (3) and by a maximum of five (5) members each. Within the constituency “Producers” at least one of the five seats will be reserved for smallholders.
- 2 The Executive Board members shall genuinely represent the interest and views of their respective constituency rather than the interest and views of the Member Organization they represent or personal belief.
- 3 Individual Members, Member Organizations and groups of Individual Members or Member Organizations are eligible for the Executive Board.
- 4 If a Member Organization or a group of Individual Members or Member Organizations is elected as Executive Board member, such Member Organization or such group of Individual Members or Member Organizations shall designate in writing one specific individual person to exercise its voting rights (Designated Executive Board member). The Member Organization or each of the members of the group, as the case may be, shall be jointly and severally liable with the Designated Executive Board

member towards RTRS and third parties at all times.

- 5 Designated Executive Board members may be replaced or substituted by a maximum of six (6) individual persons of the same Member Organization, group of Individual Members or Member Organizations (Alternate Executive Board member) to be elected at the General Assembly Meeting.
- 6 Member Organizations shall immediately notify in writing the Executive Board of the termination of their relationship with its Designated Executive Board member or any Alternate Executive Board member. Designated Executive Board members and Alternate Executive Board members may resign to their office by written notice to the Executive Board at any time.
- 7 Upon receipt of a written notice from a Member Organization informing of its termination of relationship with its Designated Executive Board member or Alternate Executive Board member or upon receipt of a written notice from any Designated Executive Board member or from any Alternate Executive Board member informing of their resignation the office of such Designated Executive Board member or Alternate Executive Board member shall automatically terminate.
- 8 The termination of the office of a Designated Executive Board member shall automatically result in the Alternate Executive Board member becoming Designated Executive Board member for such Member Organization. Should such Member Organization have more than one Alternate Executive Board member the Designated Executive Board member shall be replaced by the Alternate Executive Board members in the order elected at the General Assembly Meeting. In the event of termination of the relationship between a Member Organization and a Designated Executive Board member with no Alternate Executive Board members the seat in the Executive Board corresponding to such Member Organization shall be deemed vacant.
- 9 If a seat in the Executive Board is vacant the Executive Board members representing the constituency with the vacant seat shall designate in writing an (interim) substitute until the next General Assembly Meeting. Should the vacant seat result from the termination of the relationship of a Member Organization with its Designated Executive Board member or the resignation of a Designated Executive Board member in each case with no Alternate Executive Board member the Member Organization shall be entitled to designate in writing to the Executive Board within thirty (30) calendar days upon termination a new Designated Executive Board member and the Executive Board members of the relevant constituency shall approve such designation with effect until the next General Assembly Meeting.
- 10 In the event the Member Organization fails to designate a new Designated Executive Board member within such thirty (30) calendar days term the Executive Board members of the respective constituency shall be entitled to designate in writing another Individual Member, another Member Organization or another group of Individual Members or Member Organizations as (interim) substitute until the next General Assembly Meeting.
- 11 If an Executive Board member acts against the interests of RTRS or otherwise fails to comply with its duties, the President of the Executive Board shall provide such Executive Board member with a written warning specifying the allegations. If no improvements are noted the Executive Board will vote on the expulsion of such Executive Board member. A simple majority suffices in order to propose the expulsion to the General Assembly Meeting.

- 12 Upon approval by the Executive Board of the resolution to propose the expulsion of an Executive Board member all rights of said Executive Board member shall immediately be suspended until the next General Assembly Meeting being required to ratify or revoke such resolution of the Executive Board. Upon suspension of said Executive Board member such Executive Board member shall be disregarded for all resolution-making process purposes.

### **Art. 21 Executive Board Meeting**

- 1 A physical Executive Board Meeting is held annually immediately before or after the General Assembly Meeting. Further physical meetings or meetings by telephone conference shall be held upon the resolution of the President or of one third of the Executive Board members.
- 2 The Executive Board may instead of holding a physical meeting or a meeting by telephone conference make resolutions by obtaining the approval of all members in writing (“Circular Resolution”) subject to each Executive Board member being entitled to call for a physical meeting or a meeting by telephone conference instead of the approval by Circular Resolution. Provided a certain resolution requires the approval of a particular constituency only the written consent of all Executive Board members of such constituency shall suffice for such resolution to be approved by Circular Resolution.

### **Art. 22 Written Convening Notice for the Executive Board Meeting**

A written convening notice for each Executive Board meeting stating the venue, date, and time as well as the agenda, shall be mailed to each Executive Board member by the President (or by the RTRS Secretariat at the request of the President), with adequate documentation not less than seven (7) calendar days prior to the date of the Executive Board meeting.

### **Art. 23 Participation in the Executive Board Meeting**

- 1 If an Executive Board member or any Alternate Executive Board member is unable to attend the Executive Board meeting for financial reasons such Executive Board member may apply within a four (4) calendar days term from the date of receipt of the convening notice for financial support by written request to the RTRS Secretariat to be considered depending on the financial situation of RTRS at the time of the request.
- 2 If the Designated Executive Board member is unable to attend the Executive Board meeting, one of the Alternate Executive Board members elected for the same Member Organization or group of Individual Members or Member Organizations shall be entitled to attend the Executive Board meeting instead.
- 3 Otherwise representation and delegation of tasks and duties of an Executive Board member are not admissible.
- 4 Designated Executive Board members and Alternate Executive Board members shall not simultaneously hold a staff position in the RTRS Secretariat or in the RTRS national offices whereas other individual persons related to Member Organizations acting as Executive Board members may hold a position in the RTRS Secretariat or in the RTRS national offices.

- 5 The Executive Director is present at all Executive Board meetings in a non-voting capacity. In the event that the Executive Director is not present at an Executive Board meeting, the Chairman will designate a RTRS Secretariat staff person to act on behalf of the Executive Director. The Executive Board may choose to make certain resolutions in closed sessions under exceptional circumstances.

#### **Art. 24 Chairman and Quorum for the Executive Board Meeting**

- 1 The Executive Board meeting is chaired by the President of the Executive Board or, in the absence of the President any Vice-President or, in the absence of the President and the Vice-Presidents by any other Executive Board member duly appointed at the Executive Board meeting.
- 2 The Executive Board meeting shall have quorum (of presence) provided that more than fifty (50) percent of the Executive Board members or of the Alternate Executive Board members being entitled to participate, and at least one (1) member of each constituency are present.
- 3 Quorum (of presence) will be verified at the beginning of the Executive Board meeting and will not be affected by Executive Board members subsequently leaving the Executive Board meeting, provided that the minimum quorum is maintained at all time. If at any time during the Executive Board meeting the quorum is no longer maintained the Executive Board meeting shall be adjourned with respect to such portion.
- 4 Abstentions from an Executive Board member in the voting of any item on the agenda shall not affect the quorum (of presence).
- 5 Persons not being Executive Board member may take part in a specific Executive Board meeting upon invitation of any Executive Board member to discuss certain subjects provided that all other Executive Board members consent to such person not being Executive Board member participating at the beginning of the Executive Board meeting.

#### **Art. 25 Resolutions of the Executive Board Meeting**

- 1 The agenda items shall be discussed in the plenum of the Executive Board meeting.
- 2 When discussing the agenda items in the plenum of the Executive Board meeting the Executive Board members aim at reaching consensus. Consensus is understood as the absence of sustained opposition of the Executive Board members present.
- 3 If consensus cannot be reached through debate resolutions are made by vote. The Executive Board members vote by constituencies.
- 4 Each Executive Board member shall have one vote within its constituency. Each constituency represented at the Executive Board Meeting has veto power. Such veto right must be actively exercised in order to be valid.
- 5 In order for a resolution to be passed by vote, the approval by simple majority (more than half of the valid votes cast) within each constituency as well as a two thirds majority in the aggregate (two thirds of all votes cast in all constituencies) is required.
- 6 Executive Board members having left the Executive Board Meeting after verification of quorum (of



presence) and Executive Board members abstaining from voting on a specific item shall be deemed not to have cast a vote on such specific item and shall therefore be disregarded for purposes of the voting calculation be it consensus or of the simple majority.

- 7 If no resolution could be achieved in the first voting, a second voting will be conducted. For a resolution to be passed in the second voting a simple majority in each constituency suffices.
- 8 If simple majority cannot be obtained in one or two constituencies, a new voting shall be conducted in those constituencies to determine whether such constituencies desire to exercise their veto power in order to prevent the resolution from being passed, for which purpose a simple majority (more than half of the valid votes cast) is required.
- 9 If the majority required for the exercise of the veto power is not achieved in any of the relevant constituencies, the resolution shall be deemed passed.
- 10 If the majority required for the exercise of the veto power is achieved in at least one of the relevant constituencies, the resolution shall be deemed rejected.
- 11 If no resolution can be made by vote, a two-thirds-majority of the Executive Board members may request for a referendum to be brought to the attention of the General Assembly Meeting.

#### **Art. 26 Minutes and Language of the Executive Board Meeting**

- 1 The deliberations of the Executive Board meetings shall be recorded in minutes prepared and signed by the Chairman of the Executive Board meeting and the keeper of the minutes. The Chairman may delegate the task of preparing the minutes to an assistant. The minutes shall be compiled and sent to the Executive Board members prior to the next Executive Board meeting for approval.
- 2 Upon written approval by the Executive Board members the minutes of the Executive Board meeting will be published on the RTRS Website.
- 3 The minutes of the Executive Board meetings will be prepared and published in English and may be translated into Spanish and Portuguese upon request.

#### **Art. 27 Election and Constitution of the Executive Board**

- 1 The Executive Board members are elected by the General Assembly Meeting for a period of one to two years in a staggered system to secure a continuum. They may be re-elected indefinitely.
- 2 When electing the Executive Board members the General Assembly Meeting shall strive for a regional and gender balance.
- 3 Prior to each General Assembly Meeting (having Executive Board elections on the agenda) the RTRS Secretariat sends out a written call for nominations for all vacant seats on the Executive Board. Such call for nominations will be sent out at least hundred and twenty (120) calendar days prior to the General Assembly to all Participating Members.
- 4 Thirty (30) calendar days after such first call for nominations the RTRS Secretariat shall inform the

candidacies received along with a written second call for nominations for an additional thirty (30) calendar days term. Nominations have to be sent to the RTRS Secretariat prior to the expiration of the applicable deadline for verification of their eligibility including their constituency allocation.

- 5 All Participating Members are eligible for Executive Board nominations except RTRS Secretariat staff and members of certification bodies. Nominations can only be made by Participating Members being entitled to nominate themselves. Each nomination shall be supported by at least two (2) other Participating Members of the same constituency. Nominees shall be fluent in at least one of the official languages of RTRS as per article 17.
- 6 The RTRS Secretariat collects the Executive Board nominations, verifies their eligibility and assorts the nominees according to their constituency allocation.
- 7 Having closed the due verification process upon expiration of the deadline for the second call for nominations, a list shall be made with nominees (with the possibility of including a brief description of the candidate) and the list will be distributed amongst all Executive Board members prior to the General Assembly Meeting.
- 8 The candidacies will be communicated to all Participating Members by the RTRS Secretariat in the written convening notice for the General Assembly Meeting.
- 9 Election of Executive Board members at the General Assembly Meeting will be conducted by constituency. The election of an Executive Board member requires the approval by simple majority (more than half of the votes cast) within the respective constituency.
- 10 If more Executive Board nominations than vacant seats are received each Participating Member shall be entitled to vote in favor or against each of the candidates of its constituency. If more candidates than vacant seats obtain the approval by simple majority (more than half of the valid votes cast), the candidate(s) with the highest percentage of favorable votes shall be elected. In case of tied votes the election shall be determined by drawing of lots.
- 11 If insufficient nominations were received prior to the expiration of the applicable deadline or if the simple majority could not be obtained at the General Assembly Meeting for the election of a number of Executive Board members equivalent to the number of vacant seats within a certain constituency the seats not filled shall remain vacant and the members of the Executive Board representing such constituency may nominate an interim member to fill the vacant position as provided for in article 20.
- 12 If a Member Organization is elected as Executive Board member, such election shall imply the approval of the nominated Designated Executive Board member and the respective Alternate Executive Board member(s), if any.
- 13 The Executive Board constitutes itself. The Executive Board elects a President, at least one Vice-President, and a Treasurer. If the Executive Board is not able to constitute itself, the President, the Vice-President(s) and the Treasurer shall be elected by drawing of lots. As far as possible, the three offices shall be distributed between the three constituencies. The President represents the Executive Board and RTRS at all times.
- 14 The Vice-President(s) assist(s) the President in all duties upon request of the President. If the Presi-

dent is prevented from assuming the obligations of RTRS the Vice-President(s) shall act on the President's behalf. The Treasurer is responsible for the accounting of RTRS.

- 15 The Treasurer monitors the bookkeeping, including all bank accounts, incomes and expenses. The Treasurer may receive donations, fees and income on behalf of RTRS. The Treasurer oversees the preparation and presentation of the annual financial report or any additional information requested by the external auditor, if any.
- 16 The Treasurer may delegate the day-to-day management of the accounts to the Executive Director upon approval of the Executive Board.
- 17 The Executive Board shall adopt all policies and procedures necessary for the management of its activities and may, within the frame of its powers, delegate part of its powers and responsibilities. The Executive Board will entrust the operational management to the RTRS Secretariat.
- 18 The termination of the office of the President shall automatically result in the Vice-President(s) and if need be subsequently the Treasurer becoming President. Should there be more than one Vice-President in office the President shall be replaced by the Vice-Presidents in the order elected at the General Assembly Meeting.
- 19 The Executive Board members are not remunerated.

#### **Art. 28 Signature and Representation**

- 1 All acts binding RTRS shall be signed by the President of the Executive Board, within the limits of the powers vested with the President and as per the resolution of the Executive Board. The President may assign in writing the authority to sign on behalf of the President to any Executive Board member, such as (but not limited to) the Vice-President(s) or the Treasurer. The President or the representatives of the President may delegate authority within an approved expenditure limit to the Executive Director or to a similar responsible individual or body as the President sees fit.
- 2 RTRS can be represented by any other person acting within the limits of a written power of representation by the Executive Board.

#### **C. Auditor**

#### **Art. 29 Accounting Year**

The accounting year corresponds to the calendar year. The annual accounts are issued as per 31 December of each calendar year.

#### **Art. 30 Annual Accounts**

The Auditor shall carry out an annual audit. The Auditor shall examine the annual accounts and provide to the General Assembly Meeting a written report. The Auditor proposes either to provide or refuse discharge of the Treasurer and Executive Board members.

### **Art. 31 Independence**

The General Assembly Meeting elects the Auditor. The Auditor must be independent. The Executive Board members may not act as Auditor.

## **IV. RTRS Secretariat**

### **Art. 32 Appointment and Organization**

- 1 The RTRS Secretariat and its staff shall deal with all matters delegated to it by the Executive Board and is headed by an Executive Director appointed by the Executive Board.
- 2 The staff of the RTRS Secretariat is recruited and appointed by the Executive Director as delegated by the Executive Board in further regulations considering that the RTRS Secretariat shall combine a variety of viewpoints and experiences from different countries and professional backgrounds within the tripartite structure of RTRS and a gender balanced composition.
- 3 The RTRS Secretariat is located in a soy producing country in Latin America.
- 4 The RTRS Secretariat reports to the Executive Board. The Executive Board shall decide on the organization of the RTRS Secretariat in further regulations.

### **Art. 33 Tasks**

The RTRS Secretariat shall be in charge of the operational management of RTRS and serve as an information clearing house.

### **Art. 34 Executive Director**

- 1 The Executive Director is responsible for the day-to-day management of the RTRS Secretariat, provides support to the Executive Board such as the organization and coordination of Executive Board meetings, and coordinates all RTRS activities according to RTRS Statutes and further regulations such as round table conferences and General Assembly Meetings and shall take care of the effective implementation of the policies of RTRS and the resolutions made by the Executive Board and the General Assembly Meeting. The Executive Board shall decide on the duties of the Executive Director in further regulations.
- 2 The Executive Director is responsible for the finances, accounting and administration of RTRS. On a regular basis reports are delivered to the Executive Board on activities, expenses, the financial status and the overall development of RTRS. Upon request progress reports are provided to donors and funding partners of RTRS.
- 3 The Executive Director shall submit each year an annual budget and work plan to the Executive Board for approval. The proposal shall be based on estimates of income and expenditures. The Exec-

utive Board shall be kept informed of any unforeseen expenses and significant variations from projected income. After approval of the Executive Board the budget and work plan may be sent to members upon request.

- 4 The Executive Director is responsible for fundraising activities of RTRS and shall actively seek funds and approach potential donors.
- 5 The Executive Director is responsible for the communication to Members (mailings, membership fees, contacts and help) and non-members (RTRS Website, newsletter, promotion) and represents RTRS in the public (together with the Executive Board), disseminates the idea of RTRS and guarantees that all stakeholders are properly informed upon the process.
- 6 The Executive Director is responsible for ensuring that the legal requirements for business operation are met in all countries where RTRS operates and coordinates and liaises with other institutions and organizations and supports projects with other organizations and donor agencies serving RTRS stakeholders and any interested party.
- 7 The Executive Director intensifies the cooperation with existing initiatives on responsible production, processing and procurement of responsible soy and coordinates possible benchmarking processes.
- 8 The Executive Director interacts with the coordinators responsible for the work of the Principles, Criteria and Verification Development Group and other committees or working groups that RTRS may decide to establish.
- 9 The Executive Director encourages the creation of national activities and structures of RTRS in soy producing countries as well as importers of soy products and actively supports these efforts to support a decentralization process.
- 10 The Executive Director is present at all Executive Board meetings in a non-voting capacity. In the event that the Executive Director is not present at an Executive Board meeting, the Chairman will designate a RTRS Secretariat staff person to act on behalf of the Executive Director. The Executive Board may choose to make certain resolutions in closed session under exceptional circumstances.
- 11 The Executive Director shall be appointed on such terms and conditions as determined by the Executive Board and agreed by contract. The performance of the Executive Director will be subject to annual reviews.

## V. Committees

### Art. 35 Working Groups

- 1 The Executive Board may appoint further RTRS bodies and committees to carry out certain tasks such as the development of RTRS Standards or its revision processes, including (A) Principles, Criteria, and indicators, and (B) the Verification and Accreditation System (“Working Groups”). The Working Groups may delegate work to sub-groups at the discretion of the Executive Board.
- 2 The Executive Board specifies the selection criteria for suitable Working Group members that should be expressly mentioned in the relevant terms of reference. Members and non-members are eligible for

working in Working Groups. The Executive Director reviews the feasibility of the Working Groups (costs for remunerations, travel, meetings and communication) and the Executive Board endorses their establishment.

- 3 The Executive Board ensures that participation in Working Groups such as making “decision on contents “and acting in an advisory capacity shall be opened to all stakeholders, representing the tripartite structure of RTRS and constituted by a reasonable balance of those stakeholders including those that are directly affected.
- 4 The Executive Director shall propose the Executive Board with candidates to act as Working Group coordinator for each Working Group. The Executive Board shall endorse and appoint the Working Group coordinator for each Working Group. The coordinator of a Working Group is responsible towards the Executive Board for the management of the Working Group. The coordinator chairs all meetings of that Working Group and supervises the execution of the resolutions of the General Assembly Meeting or of the Executive Board with regard to the Working Group. The incumbent coordinator is responsible for the controlled dissemination of information produced by the Working Group in conformity with the policies of the Executive Board.
- 5 The Executive Board shall approve the Terms of Reference developed for each individual Working Group specifying its governance rules, and the resolution making process. The Terms of Reference will be published including a public summary at the outset of a standard development or revision process.
- 6 Working Groups may propose changes to internal regulations, and provide final recommendations to the Executive Board. In such case, regulations shall be ratified by the Executive Board. Each Working Group shall submit a report on its activities and financial situation to the Executive Board.

### **Art. 36 Technical Committee**

- 1 The Executive Board has the right to appoint certain members of the Executive Board or other relevant key stakeholders to be part of a Technical Committee who shall be mandated to review and make recommendations to the Executive Board upon (A) RTRS’ Principles, Criteria and Indicators, (B) RTRS’ Verification & Accreditation System or (c) other matters determined by the Executive Board. All final resolutions regarding changes in the (A) RTRS’ Principles, Criteria and Indicators, (B) RTRS’ Verification & Accreditation System and (c) other matters will be made by the Executive Board and the General Assembly Meeting.
- 2 The involvement of the Technical Committee may also be required whenever the result of any Working Group does not provide the Executive Board with information sufficient to make a final decision prior to making any recommendation of submitting any proposal to the General Assembly Meeting.

### **Art. 37 Mediation Committee**

- 1 The Mediation Committee is responsible for dealing with disputes and complaints following the Conflict Resolution Procedure as per further regulations. By virtue of their registration Members accept the authority of the Mediation Committee and the Conflict Resolution Procedure and are encouraged

to seek amicable settlement in any dispute that may arise.

- 2 The Mediation Committee will not mediate in any other dispute outside the scope of the RTRS Statutes and further regulations, Principles, Criteria and Indicators and Verification and Accreditation System.
- 3 Complaints shall be filed with the RTRS Secretariat which decides whether a complaint falls within the remit of the Mediation Committee and, if so, will try to arrange an amicable settlement between the parties concerned.
- 4 The Mediation Committee will be elected within the members of the Executive Board and should be composed of one representative per constituency.

## **VI. Finances**

### **Art. 38 Assets**

The assets of RTRS are

- membership fee;
- surplus;
- donations and legates;
- other contributions; and
- other income.

### **Art. 39 Membership Fee**

- 1 Members will pay an annual membership fee. The Executive Board determines the amount of the membership fee and all other dues of the Members, as well as the method of payment and submits them to the approval of the General Assembly Meeting.
- 2 The amount of the membership fee may vary between categories of Members as well as constituencies and size of operation of the Members.
- 3 The Executive Board reviews the amount, scaling and payment method of membership fee on an annual basis and submits its proposal to the approval of the General Assembly Meeting.
- 4 Each Ordinary General Assembly Meeting shall include a resolution on the membership fee which will be disclosed in writing to the Members within twenty (20) calendar days after the General Assembly Meeting.
- 5 The Executive Board is empowered to reduce the membership fee in particular cases if the Member or a party requesting to become a Member is not able to provide for the membership fee.
- 6 The current annual membership fee is:

Producers > 10,000 ha	EUR 2,500
Industry, Trade and Finance (companies)	EUR 2,500
Civil Society Organizations (Internationals + developed country <sup>1</sup> + annual budget over EUR 250,000)	EUR 2,500
All others	EUR 250

- 7 The membership fee can be reduced or completely waived. Any Member wishing to be released from the obligation of paying a membership fee must disclose its financial situation in a transparent manner to RTRS.
- 8 If the membership fee is six months in arrears the Executive Board may decide to suspend the membership of the Member in question.

#### **Art. 40 Liability**

For any claims whatsoever, RTRS is only liable with its assets. No Member is personally liable for any liabilities of RTRS.

#### **Art. 41 Members Interests in the Assets of RTRS**

- 1 All interests of each Member in the funds, investments and other assets belonging to RTRS shall immediately cease and terminate if the membership of such Member in RTRS shall terminate, for any reason whatsoever. Membership fees are not reimbursed.
- 2 In the event of such termination, such Member shall have no claim on account of the other Members, or their representatives, or any of them, with regard to the assets of RTRS.

### **VII. Documentation and Communication**

#### **Art. 42 Publicly Available Documents**

- 1 The minutes of the General Assembly Meeting and the Executive Board meeting will be publicly available on the RTRS Website. Hard copies will be available upon request.
- 2 Technical documentation developed by RTRS will be publicly available on the RTRS Website. Hard copies will be available upon request.



**Art. 43 Written Form Requirement**

Wherever in the Statutes a written form is required, communication by facsimile or e-mail shall suffice.

**VIII. Dissolution of RTRS****Art. 44 Dissolution of RTRS**

The dissolution resolution of RTRS requires a quorum of seventy-five (75) percent of all Participating Members, representing all constituencies.

**Art. 45 Disposal of Assets on Dissolution**

- 1 The assets remaining upon dissolution of the association must be allocated to a tax-exempted institution domiciled in Switzerland with same or similar objectives. Such tax-exempted institution shall be the United Nations. A distribution amongst the members is excluded
- 2 The courts of Zurich, Switzerland shall have sole jurisdiction for litigation concerning assets, which would not have been allocated as provided above.

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