



ROUND TABLE
ON RESPONSIBLE SOY

RTRS | MEMBERS' WRITTEN RESOLUTIONS 2021

ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION (RTRS)

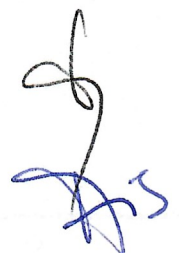
MEMBERS' WRITTEN RESOLUTIONS 2021

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MEMBERS' WRITTEN RESOLUTIONS 2021

The novel coronavirus pandemic outbreak continues to force organizations of the entire globe to conduct its operations in a context where the physical interaction with its members remains restricted.

In light of this situation, on June 19, 2020, the Swiss Federal Council issued Ordinance 3 on Measures to Combat the Coronavirus (the "Ordinance"), which enables RTRS to take the necessary measures aimed at ensuring that the RTRS Participating Members can exercise their rights while complying with the Swiss Federal Health Authorities' requirements regarding hygiene and social distancing. According to the Ordinance, as a Swiss association RTRS is allowed to make the proper arrangements in order for the RTRS Participating Members to exercise their voting rights in writing (Article 27). In light of the current circumstances, and the threat that the coronavirus pandemic continues to pose on everyone's health, the Ordinance has been extended and remains in full force and effect (Article 29, Section 4).

Taking into consideration the guidelines set forth by the Ordinance, and in order to continue with RTRS' steady development and the achievement of its goals overcoming the current challenging circumstances, during the Executive Board meeting held on October 6, 2021, the RTRS Executive Board decided to submit to the consideration of the RTRS Participating Members the approval of the resolutions below by means of a written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes.

Furthermore, during their meeting held on October 6, 2021, the RTRS Executive Board members approved all the necessary documents to implement the decisions mentioned in the preceding paragraph. These documents included the relevant Voting Notice -annexed hereto- published on the RTRS Website on October 22, 2021, which provided for the rules applicable to the written based voting procedures mentioned above.

Having closed the voting period started upon the publication of the Voting Notice on October 22, 2021, and ended on November 21, 2021 (the "Voting Period"), below there is a summary of the results obtained:

A. Resolutions Submitted to the Consideration of RTRS Participating Members.

In accordance with the written based voting procedure adopted for the consideration of the following resolutions -following the requirements of Article 18 of RTRS Statutes-, it was first required that the simple majority (more than half) of all Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote through the relevant Voting Ballot Sheet either (i) by casting a vote in favor or against the resolution, or (ii) by abstaining from voting.

At the time of the publication of the Voting Notice RTRS had 167 Participating Members consisting of:

Constituency Producers ("Producers"):	22 Participating Members
Constituency Industry, Trade and Finance ("ITF"):	132 Participating Members
Constituency Civil Society Organizations ("Civil Society"):	13 Participating Members

Therefore, in order for the resolutions to be passed a minimum participation of 84 Participating Members was required in each case.

1. Approval of the RTRS Standard for Responsible Soy Production and its ancillary technical document.

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 100 Participating Members took part in the voting on this resolution out of which 93 Participating Members voted in favor of the resolution, 2 Participating Members voted against, and 5 Participating Members abstained.

Since the simple majority (more than half) of all 167 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote, but 2 Participating Members cast a vote against the resolution, a re-counting of the votes at a constituency level had to be conducted by the RTRS Secretariat. In order to calculate whether the simple majority was achieved at a constituency level, abstentions were disregarded.

Such re-counting of the votes revealed the following results:

Constituency	Majority Obtained	In favor	Against	Abstentions
Producers	94.1%	16	1	0
ITF	98.6%	69	1	5
Civil Society	100%	8	0	0

Therefore, since according to the re-counting of the votes a simple majority (more than half of the valid votes cast) in favor of the resolution was achieved within each of the constituencies having cast a vote, the resolution shall be deemed approved in accordance with Article 18(8) et seq. of RTRS Statutes.

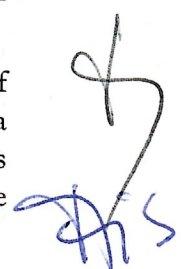
The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

The RTRS Standard for Responsible Soy Production and its ancillary technical document are approved in accordance with Article 18(8) et seq. of RTRS Statutes (by simple majority within each of the constituencies).

2. Approval of the RTRS Standard for Responsible Corn Production and its ancillary technical documents.

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 100 Participating Members took part in the voting on this resolution out of which 81 Participating Members voted in favor of the resolution, 1 Participating Member voted against, and 18 Participating Members abstained.

Since the simple majority (more than half) of all 167 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote, but 1 Participating Member cast a vote against the resolution, a re-counting of the votes at a constituency level had to be conducted by the RTRS Secretariat. In order to calculate



whether the simple majority was achieved at a constituency level, abstentions were disregarded.

Such re-counting of the votes revealed the following results:

Constituency	Majority Obtained	In favor	Against	Abstentions
Producers	94.1%	16	1	0
ITF	100%	58	0	17
Civil Society	100%	7	0	1

Therefore, since according to the re-counting of the votes a simple majority (more than half of the valid votes cast) in favor of the resolution was achieved within each of the constituencies having cast a vote, the resolution shall be deemed approved in accordance with Article 18(8) et seq. of RTRS Statutes.

The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

The RTRS Standard for Responsible Corn Production and its ancillary technical documents, are approved in accordance with Article 18(8) et seq. of RTRS Statutes (by simple majority within each of the constituencies).

3. Approval of RTRS' ISEAL related documents.

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 100 Participating Members took part in the voting on this resolution out of which 87 Participating Members voted in favor of the resolution, 1 Participating Member voted against, and 12 Participating Members abstained.

Since the simple majority (more than half) of all 167 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote, but 1 Participating Member cast a vote against the resolution, a re-counting of the votes at a constituency level had to be conducted by the RTRS Secretariat. In order to calculate whether the simple majority was achieved at a constituency level, abstentions were disregarded.

Such re-counting of the votes revealed the following results:

Constituency	Majority Obtained	In favor	Against	Abstentions
Producers	100%	16	0	1
ITF	98.5%	64	1	10
Civil Society	100%	7	0	1

Therefore, since according to the re-counting of the votes a simple majority (more than half of the valid votes cast) in favor of the resolution was achieved within each of the constituencies having cast a vote, the resolution shall be deemed approved in accordance with Article 18(8) et seq. of RTRS Statutes.



The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

The RTRS' ISEAL related documents are approved in accordance with Article 18(8) et seq. of RTRS Statutes (by simple majority within each of the constituencies).

4. Approval of membership categories, segmentation/structure and fees amount in accordance with Article 39(4) of RTRS Statutes.

According to the counting of the votes cast through the Voting Ballot Sheets delivered during the Voting Period, 100 Participating Members took part in the voting on this resolution out of which 74 Participating Members voted in favor of the resolution, 13 Participating Members voted against, and 13 Participating Members abstained.

Since the simple majority (more than half) of all 167 Participating Members at the time of the publication of the Voting Notice (without consideration of the constituencies) cast a vote, but 13 Participating Members cast a vote against the resolution, a re-counting of the votes at a constituency level had to be conducted by the RTRS Secretariat. In order to calculate whether the simple majority was achieved at a constituency level, abstentions were disregarded.

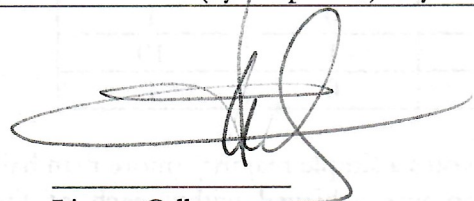
Such re-counting of the votes revealed the following results:

Constituency	Majority Obtained	In favor	Against	Abstentions
Producers	94.1%	16	1	0
ITF	81.5%	53	12	10
Civil Society	100%	5	0	3

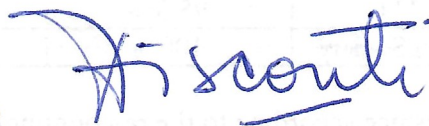
Therefore, since according to the re-counting of the votes a simple majority (more than half of the valid votes cast) in favor of the resolution was achieved within each of the constituencies having cast a vote, the resolution shall be deemed approved in accordance with Article 18(8) et seq. of RTRS Statutes.

The undersigned, in his capacity as President of the Executive Board of Round Table on Responsible Soy Association (RTRS), hereby certifies the following:

The membership categories, segmentation/structure and fees amount in accordance with Article 39(4) of RTRS Statutes are approved in accordance with Article 18(8) et seq. of RTRS Statutes (by simple majority within each of the constituencies).



Lieven Callewaert
President of the RTRS Executive Board



Marcelo Visconti
Executive Director of RTRS



ANNEX – VOTING NOTICE

Dear RTRS Members,

The novel coronavirus pandemic outbreak continues to force organizations of the entire globe to conduct its operations in a context where the physical interaction with its members remains severely restricted.

In light of this situation, on June 19, 2020, the Swiss Federal Council issued an Ordinance 3 on Measures to Combat the Coronavirus (the “Ordinance”), which enables RTRS to take the necessary measures aimed at ensuring that the RTRS Participating Members can exercise their rights while complying with the Swiss Federal Health Authorities’ requirements regarding hygiene and social distancing. According to the Ordinance, as a Swiss association RTRS is allowed to make the proper arrangements in order for the RTRS Participating Members to exercise their voting rights in writing (Article 27). In light of the current circumstances, and the threat that the coronavirus pandemic continues to pose on everyone’s health, the Ordinance has been extended and remains in full force and effect (Article 29, Section 4).

In order to continue with RTRS’ steady development and the achievement of its goals overcoming the current challenging circumstances, the RTRS Executive Board during the Executive Board meeting held on October 6, 2021, decided to submit to the consideration of the RTRS Participating Members the approval of the resolutions explained in Section A below by means of a written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes, which procedure is described in more detail in Section B below.

The purpose of this Voting Notice is to provide the RTRS Participating Members with the information, instructions and documents necessary for the exercise of their voting rights in connection with the proposed resolutions.

Please be kindly reminded that Observing Members are not involved in this voting procedure, as they do not have voting rights. Only Participating Members are entitled to cast votes using the Voting Ballot Sheet (i) attached hereto, or (ii) delivered in a separate email by DocuSign on behalf of RTRS.

The results of the voting procedure will be announced to the RTRS Members in the virtual meeting to be held on December 7, 2021. After the virtual meeting, the results will also be communicated by email and published on the RTRS Website.

We remain available for any further clarifications in connection with this Voting Notice.

Best regards,





A. Resolutions Submitted to the Consideration of RTRS Participating Members.

1. Approval of the RTRS Standard for Responsible Soy Production and its ancillary technical document.

1.1. Introduction

As part of its commitment to continuous improvement, in mid-2020, RTRS began a process for the revision of the RTRS Standard for Responsible Soy Production V3.1, to be in compliance with ISEAL's Codes of Good Practice which promotes the development of effective, transparent and multisectoral sustainability standards.

As part of the revision process, two public consultations were held, whereby more than 200 comments and observations were gathered, and afterwards reviewed by an *ad-hoc* working group.

Between September 2020 and June 2021, the *ad-hoc* working group participated in 12 virtual meetings led by BSD Consulting, a Swiss based international consultancy firm, along with the support provided by RTRS Secretariat throughout the entire process.

As a result of the process, RTRS developed the new version of the Standard for Responsible Soy Production V4.0 which is hereby submitted for the consideration of the Participating Members. The main changes consist in (i) new indicators in order to include FEFAC criteria, (ii) adaptation of indicators and new definitions according to the AFi guidance, (iii) new definitions to harmonize terminologies throughout the document, and (iv) integral wording revision to align it to a gender inclusive language.

1.2 Documents

Please find attached as **Annex A.1** the following documents, which are hereby proposed to be approved:

- **Annex A.1a – RTRS Standard for Responsible Soy Production V4.0**
- **Annex A.1b – Progressive Entry Level for the RTRS Standard for Responsible Soy Production V4.0**

1.3 Voting Procedure

Please see Section B of this Voting Notice.



2. Approval of the RTRS Standard for Responsible Corn Production and its ancillary technical documents.

2.1. Introduction

As corn is the typical crop used to rotate with soy in the majority of countries where RTRS is present, the RTRS Standard for Responsible Corn Production seems to be a good complement to the existent Soy Production Standard.

Bearing this in mind, RTRS has decided to support sustainable practices at farm level, addressing in this new standard potential management, social and environmental risks related to corn production.

The RTRS Standard for Responsible Corn Production is intended to be applicable for all RTRS certified soybean producers that are willing to include their corn production in their certified farms under this new scheme.

After a thorough development process that included the formation of a working group and the holding of public consultations, the RTRS Executive Board members, during their meeting held on February 12, 2020, approved the RTRS Standard for Responsible Corn Production and its ancillary technical documents, which are hereby submitted for the consideration of the Participating Members.

The documents set to be approved under this resolution include certain documents which contain changes not only to adapt them to RTRS Standard for Responsible Corn Production and its ancillary technical documents but also as a result of the ISEAL requirements explained below. In the event Resolution A.3 is rejected, the approval of this Resolution A.2 will entail the approval of the delegation on the Executive Board of the power to change any of the common technical documents in order to remove references and provisions relating to the rejected resolution.

2.2. Documents

Please find attached as **Annex A.2** the following documents, which are hereby proposed to be approved:

- **Annex A.2a – RTRS Standard for Responsible Corn Production V1.0**
- **Annex A.2b – RTRS Chain of Custody Standard V2.3**
- **Annex A.2c – Progressive Entry Level for RTRS Standard for Responsible Corn Production V1.0**
- **Annex A.2d – RTRS Chain of Custody Accreditation and Certification Procedure for Certification Bodies V3.3**



- **Annex A.2e – RTRS Use of the Logo & Claims Policy V4.2**
- **Annex A.2f – RTRS Country Material Balance Standard for Chain of Custody Version 1.1**
- **Annex A.2g – RTRS Accreditation and Certification Procedure for responsible soy production V4.3**
- **Annex A.2h – RTRS Group and Multi-site Certification Procedure for CBs V3.2**
- **Annex A.2i – RTRS Group and Multi-site Certification Standard V3.2**

2.3. Voting Procedure

Please see Section B of this Voting Notice.

3. Approval of RTRS' ISEAL related documents.

3.1 Introduction

ISEAL is a global membership organization which advocates, from a collaborative yet ambitious perspective, for the development and adoption of credible, effective and transparent sustainability systems for the benefit of people and the environment.

RTRS became an ISEAL Community Member in December 2020. Notwithstanding the foregoing, in order to maintain its membership with ISEAL, RTRS has to meet the requirements set forth in the numerous ISEAL's Codes (i.e., ISEAL Standard-setting Code, ISEAL Assurance Code, and ISEAL Impacts Code), consequently RTRS has worked on developing new procedures and adjusting certain documents currently in force.

The documents which are hereby submitted for the consideration of the Participating Members were updated in order to, among other changes, reflect a monitoring and evaluation system that will provide a clear understanding of the impacts of RTRS soy certification.

The documents set to be approved under this resolution include certain documents which contain changes not only to adapt them to ISEAL requirements but also as a result of the approval of the proposed documents under consideration in resolution A.1 and A.2. In the event any of such Resolutions are rejected, the approval of this Resolution A.3 will entail the approval of the delegation on the Executive Board of the power to change any of the common technical documents in order to remove references and provisions relating to the rejected Resolutions.

3.2 Documents

Please find attached as **Annex A.3** the following documents, which are hereby proposed to be approved:

- **Annex A.3a – RTRS Grievances Procedure V1.0**
- **Annex A.3b – RTRS Monitoring and Evaluation System Procedure V1.0**
- **Annex A.3c – RTRS Procedure for the Development of New Documents V1.0**
- **Annex A.3d – RTRS Terms of Reference V1.0**
- **Annex A.3e – RTRS Accreditation and Certification Procedure for responsible soy production V4.3**
- **Annex A.3f – RTRS Group and Multi-site Certification Procedure for CBs V3.2**
- **Annex A.3g – RTRS Group and Multi-site Certification Standard V3.2**

3.3 Voting Procedure

Please see Section B of this Voting Notice.

4. **Approval of membership categories, segmentation/structure and fees amount in accordance with Article 39(4) of RTRS Statutes.**

4.1 Introduction

According to Article 39(4) of RTRS Statutes, on an annual basis the Executive Board reviews the amount, scaling and payment method of the membership fee and then submits its proposal to the approval of the RTRS Participating Members.

Considering that RTRS launched on June 28, 2021 the “Beyond 2020” RTRS Strategy for the 2021-2026 period according to which in order to carry out its correct implementation a new scheme of membership fee for Industry, Trade and Finance (ITF) should be in place as of January 2022.

Therefore, at the Executive Board meeting held on September 1, 2021, the Executive Board approved a new RTRS membership fee structure reflecting an increase in the ITF constituency membership fee to 3,500 euros and no changes to the membership fee payable by the members of the Producers (PRO) and Civil Society Organizations (CSO) constituencies.

Nevertheless, potential adjustments to the structure and membership fees for the PRO and CSO constituencies are expected to be in place as of January 2023.





4.2 Documents

Please find attached as **Annex A.4** the following documents:

- **Annex A.4.- RTRS membership categories, structure and fees amount**

4.3 Voting Procedure

Please see Section B of this Voting Notice.

B. Voting procedure for resolutions listed in A.1 through A.4 (in accordance with the requirements set forth in Article 18 of RTRS Statutes).

- I. Participating Members must cast their votes using the "Voting Ballot Sheet." You may complete the Voting Ballot Sheet using DocuSign without the need of downloading any application or software simply by clicking on the button "Review Document" of the email you received with the subject "Please DocuSign: Voting Ballot Sheet.pdf." Alternatively, you may print, complete, and sign the Voting Ballot Sheet attached hereto and deliver it to the RTRS Secretariat either by postal delivery or by e-mail to info@responsiblesoy.org (cc laura.villegas@responsiblesoy.org).
- II. Participating Members will have 30 calendar days to exercise their voting rights starting upon the date of this Voting Notice and ending on November 21, 2021 (the "Voting Period"). Any Voting Ballot Sheet which is submitted after the Voting Period will be disregarded.
- III. In order for a resolution to be passed it is required that (i) a simple majority (more than half) of all 167 Participating Members at the time of the publication of this Voting Notice (without consideration of the constituencies) cast a vote either (y) by casting a vote in favor or against the resolution or (z) by abstaining from voting, using the "Voting Ballot Sheet," and at the same time (ii) no Participating Member cast a vote against the resolution.
- IV. If no simple majority of all Participating Members is achieved, the resolution will be deemed rejected.
- V. If simple majority of all Participating Members is achieved, but at least one Participating Member has cast a vote against the resolution, a re-counting of the votes on constituency level will be conducted by the RTRS Secretariat.
- VI. If such re-counting of the votes reveals a simple majority (more than half of the valid votes cast) in favor of the resolution within each of the constituencies having cast a vote, the resolution will be deemed passed.
- VII. If such re-counting of the votes reveals a simple majority (more than half of the valid votes cast) in favor of the resolution within any of the constituencies having cast a vote not being achieved, the resolution will be deemed rejected.
- VIII. In order to calculate whether the simple majority has been achieved under VI and VII above, abstentions will be disregarded.

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