

– BYLAWS –

Version 3.5

TENETS

Art. 1. Commitment and Promotion

- (1) All members are committed to continuously make their soy supply chain more responsible.
- (2) The Bylaws apply to all Participating and Observing Members of the RTRS Association with respect to their activities in the responsible soy sector.
- (3) It is fundamental to the integrity, credibility and continued progress of the Association that every member sincerely supports, implements and follows up on this global multi-stakeholder process that promotes responsible production, processing, trading and consumption of soy. The process involves the development of a definition of responsible production, processing, trading and consumption of soy with criteria that address economic, environmental, and social issues.
- (4) All Members will acknowledge their membership of the RTRS Association, its objectives, Statutes and Bylaws, the Principles, Criteria, and indicators and its respective national interpretations and implementation process through informed and explicit endorsement.
- (5) Members will promote and communicate this commitment throughout their own organisation and to their customers, suppliers, sub-contractors and other relevant actors throughout the supply chain from production to consumption.

Art. 2. Transparency and Conflict Resolution

- (1) The RTRS Association is a transparent and open organisation that makes every effort to disclose its processes to the public and share its findings and conclusions (e.g. criteria, better practices) in relation to responsible soy production, processing, trading and consumption with members and non-members of the Association.

- (2) All members are therefore required to inform about the ongoing process to the public in a suitable way and to grant free access to all information, documents and papers produced during the process to other members. Participating members are expected to deliver an annual report on their progress towards making the soy value chain more sustainable (see Art. 10.1).
- (3) Members will not make any misleading or unsubstantiated claims about the production, procurement or use of responsible soy.
- (4) Members will commit to open and transparent engagement with interested parties, and actively seek resolution of conflict.
- (5) Members will seek to resolve grievances directly with the Mediation Committee (see Art. 25) within a short time period, and will not make unsubstantiated allegations of breaches of the statutes, bylaws or other RTRS guidelines against other members.

Art. 3. Pricing and Incentives

- (1) Members will adhere strictly to the RTRS anti-trust guidelines, and refrain from any behaviour which can be construed as anti-competitive practice.

MEMBERSHIP

Art. 4. Constituencies

- (1) The RTRS Association is composed of the following three constituencies:
 - **Producers,**
 - **Industry, Trade and Finance** (excluding producers, including supply chain actors such as crushers, traders, food and feed manufacturers and financial institutions),
 - **Civil Society Organisations.**
- (2) Membership is open to actors of the soy value chain and civil society who belong to one of the three constituencies. The constituencies shall aim at representing the interests and needs of their group and seek internal communication.

Art. 5. Forms of membership

- (1) Membership is open to individuals (aged at least 18), companies, organisations or legal entities. The Association distinguishes between Participating and Observing Members.
- (2) All actors of the soy value chain or civil society organisations working on related issues must apply for **Participating Membership** in their applicable constituency.
- (3) Only individuals or organisations such as regulatory authorities, governmental agencies, consulting and auditing firms, academia and donor organisations, which do not belong to one of the three constituencies, may request membership as **Observing Members**. Entities and individuals that are active in the soy value chain may be admitted as Observing Members, at the discretion of the Executive Board.
- (4) Individual members may also be employees of a company or institution that is a member of the Association. In this case, they automatically lose their individual right to vote.

Art. 6. Admission to membership

- (1) Admission requests for membership in one of the three constituencies or as Observing Member must be sent in writing to the RTRS secretariat. All applications must be accompanied by:
 - A brief description of the entity including mission statement, goals and relationship to the soy value chain and areas of interest in the RTRS Association.
 - Further institutional information providing indications on environmental and social performance, other voluntary certifications and membership in further related initiatives.
 - In the case of an international, small scale Civil Society Organisation in a developed country, written evidence of an annual budget of under EUR 250.000,00.
- (2) The RTRS secretariat presents the admission requests to the Executive Board, which rules on the applications. The Executive Board accepts the application by having three of its members, one from each constituency, send written notification (e-mails suffice) of support for the application. The Board may ask for additional information about the applicant.

All expressions for support for an applicant must take into account the following:

- Any social, environmental or legal grievances,
 - That the applicant is bona fide,
 - That the applicant genuinely supports the RTRS Association and its activities.
- (3) The Executive Board can reject an admission as Participating or Observing Member on grounds that the applicant has neither demonstrated a perceptible commitment to responsible soy nor a valid stakeholder interest in the objectives of the RTRS Association.
- (4) The RTRS Secretariat will inform the applicant of their acceptance or rejection. Approved applications will be published on the RTRS website.

Art. 7. Termination of membership and readmission

- (1) Membership terminates by one of two ways: voluntary withdrawal or exclusion. Voluntary withdrawal of membership is possible at any time, via written notice of resignation to the RTRS secretariat. Annual membership fees will not be paid back to the former member.
- (2) Membership can be terminated through exclusion from the Association by the Executive Board, via a vote with a majority from each constituency. The Board will consider the matter and if it considers that the complaint is substantial it shall inform the member in writing about the complaint and request the member to present a written response. The termination of membership gets valid with submission of the written document within 10 days. No membership fees will be reimbursed. All rights of the member in connection with General Assemblies shall be instantly suspended.
- (3) Membership terminates through exclusion automatically, when members fail to pay their membership fees within the time limit defined in these bylaws (Art. 10).
- (4) The membership of organisations ceases with their dissolution. The membership of individuals ceases with their death.
- (5) Re-entry into the Association through application is possible if the respective reasons for ending the membership are no longer valid. If a member seeks readmission after not having paid their membership fees, all dues outstanding must be paid first.

Readmission is possible at the discretion of the Executive Board without having to complete the application procedure for new members.

Art. 8. Rights of members

- (1) All members of the Association will be informed about the activities of the RTRS and its members through the Executive Secretary and the RTRS secretariat.
- (2) Participating members are entitled to vote in General Assembly meetings and in Postal Ballots. Participating members have the right to elect representatives of their constituency for the Executive Board and are eligible for standing these elections themselves. Participating members may submit motions to be voted on in General Assembly meetings.
- (3) All members are encouraged to take part in the General Assembly meetings and engage in the discussions within the association throughout the year. All members may also report on their activities and experiences with the Principles and Criteria of the RTRS as well as the documents provided by the Association (e.g. Newsletter, website, annual report).
- (4) All members have access to tools and services that are provided by the Association, e.g. manuals to improve production or managerial practices.

Art. 9. Obligations of members

- (1) To enable a consistent and credible communication, members are encouraged to report annually on their activities towards promoting sustainable soy production, processing and consumption, to the RTRS Secretariat. Since the RTRS Association aspires to become a learning network and a catalyst to responsible soy production, all members are requested to share respective lessons learnt and experiences related to production, processing, trading and consuming practices which aim towards sustainability. Participating Members are expected to submit a written annual report on their progress towards the objectives of the RTRS Association. The report should be presented to the RTRS secretariat no later than 1 April of the following year.
- (2) All Members have the duty to respect the principles and goals of the Association and to support its objectives.

- (3) To enable a continuous development of the RTRS Association, all members are required to pay their respective membership fee in due time.
- (4) Members are responsible for ensuring that their commitment to the objectives of the RTRS Association is substantiated by adequate financial and personnel resources within their organisation.

Art. 10. Membership fees

- (1) Members shall pay an annual membership fee. The amount may vary between constituencies, individual and organisational members and size of operation.
- (2) The Executive Board reviews the amount, scaling and payment method of membership fees on an annual basis and submits its proposal to the General Assembly for approval. Each Ordinary General Assembly meeting will include a decision on the membership fees which will be disclosed in writing to all members within 20 days after the meeting.
- (3) The current annual membership fees are:

Producer Associations and Producers > 10 000 ha	EUR 2.500
Industry (companies)	EUR 2.500
NGO (Internationals + developed country ¹ + annual budget over EUR 250 000)	EUR 2.500
All others	EUR 250

- (4) Membership fees must be paid until April 1st of each year. The secretariat will send out a reminder to all members who have not paid their membership fees between the 1 and 15 of January. If membership fees are not paid during this time, the Executive Board may decide on setting a reminder charge.
- (5) New members joining after July 1st may pay half the amount of their respective due for the first year of membership. In the case of termination of membership, such member shall have no claim on paid membership fees.

¹ The definition of developed and developing countries is drawn from the OECD DAC lists.

- (6) Membership fees can be reduced or completely waived. Any member who wishes to be absolved from the obligation of paying a membership fee must disclose their financial situation in a transparent manner to the Association.
- (7) The rights of a member shall be automatically suspended when the fee is six months in arrears. Such member is considered to have withdrawn from the Association and will receive a respective letter by the RTRS Executive Board.

GENERAL ASSEMBLY

Art. 11. Constitution and Decisions of General Assembly

- (1) The General Assembly is the highest decision-making body of RTRS Association. It is composed of all individual members and duly designated delegates of member organisations. Decisions are reached by vote of Participating Members. The General Assembly comes to decisions in their meetings or by postal ballot.
- (2) The General Assembly is composed of the three constituencies Producers, Industry, Trade & Finance and Civil Society Organisations. Each constituency has a voting power of one third of the total votes.
- (3) The General Assembly will delegate operational activities and most decision making to the Executive Board and will restrict its decisions to:
 - elect the Executive Board;
 - amend the Statutes
 - ratify the Bylaws proposed by the Executive Board
 - approve the Principles and Criteria of RTRS;
 - take into consideration and decide on proposals of the Executive Board and thereby guiding the general policy of the RTRS Association;
 - approve or reject the annual accounts and budget of the Association;
 - approve or reject the membership fees proposed by the Executive Board;
 - being the final authority on dispute resolution, if the Executive Board cannot resolve a dispute;

- elect the independent auditor of the Association;
 - Decide on the dissolution of the RTRS Association.
- (4) The decisions of the General Assembly may not be challenged or altered by the Executive Board.

Art. 12. General Assembly Meetings

- (1) The Ordinary General Assembly meeting is held annually. Extraordinary General Assembly meetings may be called:
- based on a decision of the Executive Board;
 - at the request of the auditor;
 - At the request of at least 1/5 of the Participating Members; this request must contain the items of discussion for the proposed meeting and the competence of this meeting is restricted to these items stated in the agenda.
- (2) Postal ballots for decisions between General Assembly meetings shall be held at the discretion of the Executive Board. E-mails are acceptable as evidence of votes.
- (3) If Participating Members are unable to attend the General Assembly meeting for financial reasons they may apply to the RTRS secretariat for financial support.
- (4) Non members may attend General Assembly meetings at the discretion of the Executive Board.

Art. 13. Proceedings for the General Assembly Meetings

- (1) The Executive Secretary sends a written notice for the ordinary and extraordinary General Assembly meetings stating the venue, date, and time as well as the agenda, shall be mailed to each Member with adequate documentation, not less than 20 days prior to the date of the meeting. The notice can be sent by e-mail.
- (2) Members wishing to participate in the meeting or to send a substitute are requested to reply in writing no later than five days before the meeting. Organisations shall designate a representative to exercise their voting rights. Participating Members can be substituted by other Participating Members to exercise their voting rights, if such

delegation is submitted to the RTRS secretariat beforehand. Each member may act as a proxy for up to five other members.

- (3) The General Assembly meetings are chaired by the President of the Executive Board.
- (4) Participating members may propose items to be discussed and decided upon by sending motions to the Executive Board no later than 30 days before the General Assembly meeting. Motions must include a short and comprehensive explanation and be seconded by at least two other members. The supporters should be from at least one other constituency than the presenter of the motion. The motions may be prioritised by the Executive Board.
- (5) The deliberations of the General Assembly meetings shall be recorded in minutes prepared and signed by the President of the meeting and approved by the General Assembly. The President may delegate the task of taking minutes to an assistant. The minutes shall be compiled and sent to the members within 15 days after the meeting for approval. Afterwards they will be published on the website.
- (6) The official languages of the RTRS Association are English, Spanish and Portuguese. At General Assembly meetings translation will be provided for all three languages and all documents will be translated.

Art. 14. Resolutions of the General Assembly

- (1) The General Assembly meeting shall be validly constituted if more than 50 % of Participating Members are present of **each constituency**. Organisations are presented by one delegate each, although more than one member of the organisation may participate in the General Assembly meeting. Representation of members by proxies will count to reach the quorum.
- (2) The agenda items are discussed in the plenary. The Executive Board will prepare a balanced agenda in which all proposed items find enough space to be discussed. The Participating Members aim to reach consensus.
- (3) All decisions of the General Assembly, except Executive Board elections, are adopted by consensus, at the first attempt. Consensus is understood as the absence of sustained opposition but does not require unanimity. If no consensus is reached through debate, decisions are taken by vote.

- (4) Each individual Participating Member and Participating Member organisation has one vote.
- (5) For resolutions to be passed by the General Assembly a simple majority (more than half of the valid votes cast) within each constituency as well as a two-thirds-majority (two thirds of those present or represented and voting) of all Participating Members must vote in favour.

If no decision could be reached in the first vote a second vote will be conducted. For a resolution to be passed in the second vote a simple majority in each constituency suffices.

- (6) Therefore, each constituency of the General Assembly has the power of veto. A simple majority vote of its Participating Members will prevent a resolution from being passed.
- (7) The resolutions and votes in General Assembly meetings are taken by open ballot. A simple majority of Participating Members present or represented may request a secret ballot. In General Assembly meetings votes are counted by show of hands. If no clear majorities are observable the chair will ask for a casting of votes in written form.
- (8) Members, who delegate their voting rights to a proxy, have to do so in written form and can include voting instructions.

EXECUTIVE BOARD

Art. 15. Status and Composition

- (1) The Executive Board is the representation of the membership of the RTRS Association. It is accountable to the RTRS members and to the government authorities in the countries where the RTRS operates.
- (2) The Executive Board is elected by the General Assembly and composed of the same three constituencies. Each constituency shall have the right to five seats on the Executive Board. Therefore,
 - The constituency "Producers" shall elect maximum five of its Participating Members as representatives on the Executive Board; at least one of the five seats will be reserved for smallholders.;

- the constituency "Industry, Trade and Finance" shall elect maximum five of its Participating Members as representatives on the Executive Board; and
- The constituency "Civil Society Organisations" shall elect maximum five of its Participating Members as representatives on the Executive Board.

The Executive Board shall be functional if at least three seats are filled by each constituency.

- (3) The Executive Board members shall genuinely represent the interest and views of their respective constituency group rather than that of their own organisation or personal belief.
- (4) Designated representatives of member organisations may be replaced or substituted by another person of the organisation.
- (5) In electing the Executive Board the members shall strive for a regional and gender balance.
- (6) The Executive Board constitutes itself. Each year it will elect among its members a President, at least one Vice-President and one Treasurer. The three offices shall be distributed between the three constituencies. The Board shall rotate the functions between the constituencies.
- (7) The members of the Executive Board are not remunerated.
- (8) If a member of the Executive Board is unable to attend a meeting, s/he may delegate all tasks and duties to a suitable alternate.

Art. 16. Tasks and Responsibilities of the Executive Board

- (1) The RTRS Executive Board is the main decision making body on behalf of and with the mandate of the General Assembly. Executive Board members take on the responsibility to actively guide the progress of the Association and its objectives.
- (2) The members of the Executive Board have to ensure that the RTRS adheres to its Statutes and Bylaws as well as to national legislation and administrative procedures for non-profit organisations. Executive Board members shall be required to sign a non-disclosure and confidentiality agreement with the RTRS.

- (3) The Executive Board shall act as custodian of the RTRS Principles, Criteria, and indicators. The Board guides their development and receives recommendations for modifications. The Board also guides the development of a verification system and all other mechanisms of the Association. The Executive Board delegates operational work to the Executive Secretary who leads the RTRS Secretariat and to RTRS working groups. All changes to the Principles and Criteria must be approved by the Executive Board and later endorsed by the General Assembly.
- (4) The Executive Board reports to the General Assembly and prepares decisions to be taken by the General Assembly. It executes the General Assembly's decisions and takes all measures to reach the objectives formulated by the membership.
- (5) The Executive Board admits the members of the RTRS Association and proposes the exclusion of members to the General Assembly.
- (6) The Executive Board nominates the Executive Secretary and endorses the staff of the RTRS secretariat recruited by the Executive Secretary. It oversees and controls their work.
- (7) The Executive Board approves the annual progress report, the budget and work plan presented by the Executive Secretary.
- (8) The Executive Board endorses further RTRS bodies like working groups and units of a decentralised RTRS Association structure (e.g. national offices).
- (9) The Executive Board approves any formal cooperation with other institutions and organisations proposed by its members or the Executive Secretary.
- (10) All Board members shall represent the Association in public where appropriate.
- (11) If a member of the Executive Board acts against the interests of the Association, the President of the Executive Board shall give a written warning to the Executive Board member about the allegations and their imminent expulsion. If no improvements are noted the Executive Board will vote on the expulsion of the member from the Executive Board. A simple majority suffices. Afterwards the General Assembly votes on the expulsion of the Executive Board member by Postal Ballot.

- (12) Executive Board members as individuals shall not simultaneously hold a staff position in the RTRS secretariat, nor in the working groups or national offices. However, other individuals of Executive Board members' organisations may hold such positions.

Art. 17. Duties of the President, Vice-President and Treasurer

- (1) The President of the Executive Board chairs the meetings of the Executive Board, including preparation of the agenda with the Secretariat, opening, calling to order and closing of sessions. The President conducts all votings. The President represents the Executive Board and the Association at all times.
- (2) The Vice-President(s) assist(s) the President in all duties mentioned above on request of the President. In case of being prevented from assuming the obligations of RTRS President the Vice-President(s) shall be requested by the President to act on the President's behalf.
- (3) The Treasurer is responsible for the accounting of the Association. The Treasurer monitors the bookkeeping; including all bank accounts, incomes and expenses. The Treasurer may receive donations, fees and income on behalf of the RTRS Association. The Treasurer oversees the preparation and presentation of the annual financial report or any additional information requested by the external auditor. The Treasurer may delegate the day-to-day management of the Association's accounts to the Executive Secretary, upon approval of the Executive Board.

Art. 18. Nomination and Election Process

- (1) The RTRS Secretariat sends out a Call for Nominations for all vacant positions on the Executive Board. The Calls will be sent out at least 60 days before the voting to all Participating Members. Nominations have to be sent back to the RTRS Secretariat within an allowed time. Participating Members are eligible for nomination, except RTRS secretariat staff and members of certification bodies. Nominations can only be made by Participating Members. Members may also nominate themselves. Each nomination has to be supported by two other Participating Members. Nominees shall be fluent in at least one of the official languages of the Association.
- (2) The Secretariat collects the nominations, verifies their eligibility and assorts the nominees according to their constituencies. Each Participating member has the equal

number of votes as empty seats of their respective constituency on the Executive Board.

Votes are taken by Postal Ballot or through voting at a General Assembly meeting. The election to the Executive Board does not require a quorum. The candidates with most votes are elected to the Executive Board.

- (3) Members of the Executive Board are elected for two years. To allow for a continuum of members on the Executive Board members are elected in a staggered system. To commence with the staggered system a part of the members will be asked to step back from their positions after the first year of the Executive Board and not stand for elections for at least one year. Each constituency shall select among their Board members two members willing to step back. Apart from this rule, members may be re-elected for the Executive Board.
- (4) If not enough nominations are made, the General Assembly may appoint a nomination committee, consisting of three members (one from each constituency) who will actively approach possible candidates and convince them of a nomination.

Art. 19. Resolutions of the Executive Board

- (1) The Executive Board constitutes a quorum with an overall of eight members and a minimum of two members from each constituency.
- (2) All resolutions of the Executive Board are taken in consensus, at the first attempt. If no consensus can be reached the Executive Board will decide by vote. For a resolution to be passed a simple majority (more than half of the valid votes cast) within each constituency as well as a two-thirds-majority (two thirds of those present or represented and voting) of the entire Executive Board must vote in favour.

If no decision could be reached in the first vote a second vote will be conducted. For a resolution to be passed in the second vote a simple majority in each constituency suffices.

- (3) In case no decision can be reached by vote, a two-thirds-majority of the Executive Board members can ask for a referendum of the General Assembly.

Art. 20. Executive Board Meetings

- (1) The Executive Board meets in person at least once a year. This meeting shall take place immediately before or after the General Assembly meeting at the same venue. The President will call for this meeting in writing at least 30 days in advance.
- (2) The Executive Board calls for further physical meetings or telephone conferences at regular intervals at its own decision.
- (3) If a Board member cannot cover the travel and accommodation costs for attending a Board meeting, the member may apply to the RTRS Secretariat for financial help.
- (4) Minutes from Executive Board Meetings will be published on the RTRS website in English, Spanish and Portuguese.
- (5) Members and non-members of the Association may take part in Executive Board meetings on invitation of the RTRS President. Each Board member may suggest externals to be invited to the meeting to discuss specific subjects.

EXECUTIVE SECRETARY AND RTRS SECRETARIAT

Art. 21. Composition of the RTRS Secretariat

- (1) The RTRS Secretariat is located in a soy producing country in Latin America and employs staff to run the operational business of the association.
- (2) The Secretariat is headed by an Executive Secretary appointed by the Executive Board.
- (3) The staff of the Secretariat is recruited by the Executive Secretary and appointed by the Executive Board. The staff shall be selected reflecting the different perspectives, realities and cultures active in the tripartite structure of the RTRS Association. Therefore, the Secretariat shall combine a variety of viewpoints and experiences from different countries and professional backgrounds. Also, the staff should be gender balanced.
- (4) The Executive Secretary as head of the Secretariat reports to the Executive Board.
- (5) The Secretariat shall deal with all matters delegated to it by the Executive Board.

Art. 22. Functions of the Executive Secretary

- (1) The Executive Secretary is responsible for the day-to-day management of the RTRS Secretariat, the organisation and coordination of Executive Board meetings, Roundtable Conferences and General Assemblies.
- (2) The Executive Secretary shall be responsible to the Executive Board for the effective implementation of the policies of the RTRS and the resolutions of the General Assembly.
- (3) The Executive Secretary provides support to the Executive Board and coordinates all RTRS activities according to RTRS Statutes and Bylaws with relevant RTRS staff and stakeholders.
- (4) The Executive Secretary will be responsible for the finances, accounting and administration of the Association. On a regular basis reports are delivered to the Executive Board on activities, expenses, the financial status and the overall development of the association. On request progress reports are provided to donors and funding partners of the RTRS.
- (5) The Executive Secretary 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 Executive 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 on request.
- (6) The Executive Secretary is responsible for fundraising activities of the Association. S/he shall actively seek funds and approach potential donors.
- (7) The Executive Secretary is responsible for the communication to members (e.g. mailings, membership fees, contacts and help) and non-members (e.g. website, newsletter, promotion). S/he represents the Association in the public (together with the Executive Board), disseminates the idea of the RTRS Association and guarantees that all stakeholders are properly informed on the process.
- (8) The Executive Secretary is responsible for ensuring that the legal requirements for business operation are met in all countries where the Association is operating.
- (9) The Executive Secretary coordinates and liaises with other institutions and organisations. S/he supports projects with other organisations and donor agencies

serving RTRS stakeholders and any interested party. The Executive Secretary intensifies the cooperation with existing initiatives on responsible production, processing and procurement of responsible soy and coordinates possible benchmarking processes.

- (10) The Executive Secretary interacts with the Coordinators responsible for the work of the Principles, Criteria and Verification Development Group and other committees or working groups that the RTRS Association may decide to establish.
- (11) The Executive Secretary encourages the creation of national activities and structures of the Association in soy producing countries as well as importers of soy products and actively supports these efforts to support a decentralisation process.
- (12) The Executive Secretary is present at all Executive Board meetings in a non-voting capacity. In the event that the Executive Secretary is not present at an Executive Board meeting, the Chair will arrange for a staff person to act on behalf of the Secretary. The Executive Board may choose to take certain decisions in closed session under exceptional circumstances.
- (13) The Executive Secretary shall be appointed on such terms and conditions as determined by the Executive Board and agreed by contract. The performance of the Executive Secretary will be subject to annual reviews.

COMMITTEES

Art. 23. Working Groups

- (1) The Executive Board may appoint further RTRS bodies to carry out certain tasks such as the development of the RTRS Principles, Criteria, and indicators or the verification and accreditation system. These bodies 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. RTRS members (excluding the Executive Board) and non-members are eligible for working in RTRS Working Groups. The Executive Secretary reviews the

feasibility of the working groups (costs for remunerations, travel, meetings and communication) and the Executive Board endorses their establishment.

- (3) The costs for Working Groups cannot be covered by the regular membership fees, but will be provided by the members of the General Assembly and/or by external donors. The Executive Secretary is responsible for required fundraising.
- (4) Working Groups must represent the tripartite structure of the RTRS Association. Each Working Group shall elect among their members a Chairperson. The Chairperson of a Working Group is responsible towards the Executive Board for the management of their Working Group. S/he chairs all meetings of that Working Group and supervises the execution of the decisions and resolutions of the General Assembly or of the Executive Board with regard to the Working Group. The incumbent is responsible for the controlled dissemination of information produced by the Working Group in conformity with the policies of the Executive Board.
- (5) An RTRS Working Group might propose changes to internal regulations. 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 annual General Assembly meeting.

Art. 24. Mediation Committee

- (1) By virtue of their registration all members of the RTRS Association accept the authority of the Mediation Committee. This acceptance will be a binding compromise for all members.
- (2) In accordance with “Art. 2 Transparency and Conflict Resolution”, all members are encouraged to seek amicable settlement in any dispute. Failing such an amicable settlement the Mediation Committee will be the accepted authority to deal with disputes and grievances.
- (3) The Mediation Committee will not mediate in any other dispute outside the scope of the RTRS Statutes, Bylaws and Principles and Criteria and verification.
- (4) The mediation will result in a binding advice, settlement of which will be either an obligation to undertake a specific performance, an obligation to forego specific behaviour or an obligation to alter specific behaviour.

- (5) The mediation process has to be based on open access, transparency and respect for sensitive information, credibility, efficiency and solution-oriented thinking.
- (6) The Mediation Committee will be elected within the members of the Executive Board and should be composed of one representative per constituency.
- (7) The Secretariat should be the contact person who receives all complaints. The contact person 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.

Art. 25. Technical Committee

- (1) This committee would be responsible for reviewing and making recommendations to the Executive Board upon the RTRS Principles and Criteria, national and regional interpretations and other matters determined by the Executive Board. All final decisions regarding changes in the Principles and Criteria will be made by the Executive Board and the General Assembly.