

– STATUTES –

Round Table on Responsible Soy Association (RTRS)

I. Name, Domicile and Objectives

Art. 1 Name

An association named “Round Table on Responsible Soy Association (RTRS)”, (in these statutes herein after briefly referred to as 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

The domicile of RTRS is in Zurich, Switzerland.

RTRS operates internationally.

Art. 3 Objectives

The objectives of the RTRS are to promote the growth and use of responsible soy through co-operation within the soy value chain in an open dialogue with stakeholders.

Responsible soy is economically viable, socially beneficial, and environmentally appropriate.

In particular, RTRS shall facilitate a global dialogue on responsible soy:

- as a forum for reaching consensus on the key social and environmental impacts of soy among the various stakeholders;
- by communicating issues regarding responsible soy production, processing and trading to a wide range of global stakeholders;
- as a forum for developing and promoting principles, criteria, indicators and verification tools for responsible soy production, processing and trading;
- by mobilizing participants to the multi-stakeholder process;
- by organizing roundtable conferences and technical workshops;

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- As a recognized international forum monitoring the status of responsible production, processing and trading of soy.

The objectives of the RTRS are without any profit purpose.

II. Membership

Art. 4 Quality of the Members

RTRS shall be composed of two categories of Members: Participating Members with voting rights and Observing Members without voting rights.

Participating Members shall be willing to contribute to the objectives of RTRS as actors in the soy value chain or as civil society organisations with either environmental, social development, workers or consumer protection goals.

Each Participating Members shall belong to one 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 Organizations.

Other organisations and individuals demonstrating agreement with the objectives of RTRS such as regulatory authorities, governmental agencies, academia and major donors may request membership only as Observing Members.

Art. 5 Admission

In order to become a Member of RTRS, an admission request for one of the three membership categories or to become an Observing Member must be addressed to the Executive Board, which shall rule on current admission requests.

The Executive Board can reject an admission as Participating or Observing Member on grounds that the applicant has neither a publicly available commitment to responsible soy nor a valid stakeholder interest in the objectives of the RTRS.

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Art. 6 Rights of the Members

Participating Members have voting rights at General Assembly meetings.

Participating Members are eligible for representation in the Executive Board in their respective constituency as provided for in Art. 12.

Observing Members may attend General Assembly meetings, but have no voting rights.

Art. 7 Obligations of the Members

All Members shall pay a membership fee.

Participating Members are expected to participate actively in the RTRS and contribute to its principles and goals.

Participating Members are expected to report annually, in writing by the end of the year, on progress towards the objectives of RTRS.

Art. 8 Termination of Membership

A membership shall cease by virtue of:

- resignation by letter to the RTRS secretariat to be effective 30 days after reception of this letter;
- death of an individual Member or dissolution of a Member's legal entity;
- Expulsion pronounced by the Executive Board for non-payment of the membership fees or on the basis of serious grounds provided said Member has been convened by registered mail to stand before the Executive Board in order to provide explanation. An Executive Board member under consideration for expulsion may not vote on this decision.

III. General Assembly Meetings

Art. 9 Ordinary and Extraordinary General Assembly Meetings

An ordinary General Assembly meeting is held annually.

An extraordinary General Assembly meeting may be called:

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- based on a decision of the Executive Board;
- at the request of at least one fifth of the Participating Members; this request must contain the items of discussion for the proposed meeting;
- At the request of the auditor.

Art. 10 Notice for the General Assembly Meetings

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 twenty days prior to the date of the meeting. The notice can be sent by e-mail.

Art. 11 Powers

The General Assembly is the highest decision-making body of RTRS.

The General Assembly meeting has the power to:

- elect the members of the Executive Board;
- elect the independent auditor of RTRS;
- establish the principle guidelines for the general policy of RTRS;
- 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 fees proposed by the Executive Board;
- amend the statutes;
- Decide on the dissolution of the RTRS.

The competence of the extraordinary General Assembly meetings is restricted to the items stated in the agenda of the written notice.

Art. 12 Resolutions

The General Assembly meeting is composed of all Participating and Observing Members or their representatives. The General Assembly meeting shall have the quorum, if more than 50 % of the Participating Members of each constituency are present or are represented by another Participating Member with her/his written power of representation.

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If a Participating Member is a legal entity, it shall designate in writing a representative to exercise its voting rights.

If a Participating Member is not able to attend the General Assembly meeting, he/she can delegate its voting rights in writing to another Participating Member.

The agenda items are discussed in the plenum. The Participating Members aim to reach consensus. The Participating Members vote by constituencies.

Each Participating Member shall have one vote within its constituency (“Producers”, “Industry, Trade and Finance” and “Civil Society Organizations”). Each constituency takes its decisions by a simple majority vote. Each constituency represented at the General Assembly meeting has veto power; it can decide (by a simple majority vote of its Participating Members within its constituency) to exercise its veto right and thus prevent a resolution from being passed.

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;
- 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 Organizations” shall elect maximum five of its Participating Members as representatives on the Executive Board.

The resolutions and votes are taken by open ballot. The majority of the Participating Members present or represented may request a secret ballot.

Art. 13 Minutes

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.

IV. Executive Board

Art. 14 Composition and Constitution

The Executive Board consists of maximum fifteen members. Each constituency is represented by a maximum of five members each.

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The members of Executive Board are elected by the General Assembly for a period of one to two years in a staggered system to secure a continuum. In case of a vacancy, the members of Executive Board representing the constituency with the vacancy shall designate an interim substitute until the next General Assembly.

The Executive Board constitutes itself. The Executive Board elects a President, at least one Vice-President, and a Treasurer.

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 Secretariat, see part V.

The members of the Executive Board are not remunerated.

Art. 15 Powers

The Executive Board shall have power in all matters which are not explicitly in the competence of the General Assembly.

The powers of the Executive Board shall include, without limitation:

- promoting the objectives of RTRS;
- appoint, direct and control the secretariat of RTRS;
- preparing and organizing of the ordinary and extraordinary General Assembly meetings;
- executing the decisions of the General Assembly meeting and take all measures to reach the established objectives;
- drafting of statutes, proposals and by-laws and changes and amendments to those;
- admitting and excluding Members;
- controlling RTRS expenses;
- Preparing the budget and the annual accounts to be submitted to the General Assembly.

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Art. 16 Meetings

An annual meeting of the Executive Board shall take place immediately before or after the General Assembly meeting. Meetings at regular intervals shall take place, upon the decision of the Executive Board.

The annual meeting of the Executive Board is called by the President in writing (e-mail suffices) and mailed to each member of the Executive Board at least 30 days prior to the date of the meeting.

Art. 17 Decisions

The Executive Board meetings shall have the quorum if more than 50% of its members are present, representing all constituencies.

The members of the Executive Board aim at taking decisions by consensus. If no consensus can be achieved, each member shall have one vote within its constituency. Each constituency takes its decisions by a simple majority vote. Each constituency represented has veto power; it can decide (by a simple majority vote of its representatives) to exercise its veto right and prevent a decision from being passed.

If an issue is undisputed, the Executive Board may instead of holding a meeting take a “Circular Decision” by obtaining the written approval of all members in writing (e-mail suffices). However, each member of the Executive Board shall be entitled to call for a formal meeting instead of the Circular Decision.

Art. 18 Signature and Representation

All acts binding the association shall be signed by the President of the Executive Board, within the limits of his/her powers and as per the decision of the Executive Board. The President may assign in writing the authority to sign on his/her behalf to any other member of the Executive Board. He or she may delegate authority within an approved expenditure limit to the Head of the Secretariat or similar responsible individual/body as the President sees fit.

RTRS can be represented by any other person acting within the limits of a proxy by the Executive Board.

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V. Secretariat

Art. 19 Appointment and Organisation

The staff of the Secretariat is appointed by the Executive Board.

The Secretariat reports to the Executive Board. The Executive Board shall decide on the organisation of the Secretariat in its by-laws.

Art. 20 Tasks

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

The Secretariat shall deal with all matters delegated to it by the Executive Board.

VI. Auditors

Art. 21 Accounting Year

The accounting year corresponds to the calendar year.

The annual accounts are issued as per 31 December.

Art. 22 Annual Accounts

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

Art. 23 Independence

The General Assembly elects the auditor(s). The auditor(s) must be independent.

The Executive Board members may not act as auditors.

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VII. Finances

Art. 24 Assets

The assets of RTRS are

- membership fees,
- surplus,
- donations and legates, and
- Other contributions.

Art. 25 Membership Fees

Members of RTRS will pay a membership fee. The Executive Board determines the amount of the membership fees 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.

The Executive Board is empowered to reduce the membership fee in particular cases if the Member or a candidate to become a Member is not able to provide for the membership fee.

Art. 26 Liability

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

Art. 27 Members Interests in the Assets of RTRS

All interests of each Member in the funds, investments and other assets belonging to RTRS shall immediately cease and terminate in the event that the membership of such Member in RTRS shall terminate, for any reason whatsoever. Membership fees are not reimbursed.

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.

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VIII. Documentation

Art. 28 Publicly Available Documents

The minutes of the meetings of the General Assembly and the Executive Board will be publicly available on the RTRS website. Hard copies will be available on request.

Technical documentation developed by RTRS will be publicly available on the RTRS website. Hard copies will be available on request.

IX. Dissolution of the Association

Art. 29 Dissolution of the Association

The dissolution of the associations requires a quorum of three-quarters of all Participating Members. The decision must be adopted by a three-quarter majority vote.

Art. 30 Disposal of Assets on Dissolution

Upon dissolution of RTRS, the Executive Board, after payment or constitution of a deposit for all indebtedness of RTRS, shall allocate the net assets to objects exclusively compatible with the objectives of RTRS or to one or more organizations managed in similar purposes as RTRS.

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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The Statutes in the present form have been approved by the General Assembly meeting on 9 May 2007.

Sao Paulo, 9 May 2007

Chairperson:

Keeper of the Minutes:

Christopher Wells, ABN AMRO

Gabriella Roscher, WWF

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