INTERNAL RULES – VISEC

VERSION 2.0 – 2025

BYLAWS Civil Association "Visión Sectorial del Gran Chaco" (VISEC)

Approved by the Full Members on 14 March 2025

These regulations set out the internal governance procedures of the **civil association "Visión Sectorial del Gran Chaco Argentino – VISEC" (hereinafter "VISEC" or "the Platform"), CUIT 30-71865183-9.**

The regulations come into effect upon approval by all "full members" (see definition of Full Member on Page 1, section 2.2.1 a.) of VISEC. Once approved, they may be amended as necessary, provided they have the relevant approval of the members.

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1. Vision, Mission and Principles

1.1. All members are committed to making the Argentine soy supply chain more sustainable.

1.2. Vision: To drive and **communicate science-based sectoral actions** that promote deforestation-free Argentine soy, with a focus on **monitoring and controlling deforestation and land-use change, as well as encouraging other value chains to adopt these actions**.

1.3. Mission: To be the leading sectoral platform that fosters **collective actions** so that **Argentine soy is recognized locally and globally as a deforestation-free product**, the result of a competitive, socially and environmentally responsible, transparent and economically viable system. In the future, we aim to encourage other value chains to join this mission.

1.4. Gran Chaco: the organizations agree to work initially with a focus on the Argentine Gran Chaco. Subsequently, the members agree to extend these actions to the whole of the country.

1.5. Priority issues: the organizations will work on defining the priority issues to be addressed by VISEC in its annual agenda. The main focus will be on environmental issues linked to the Argentine soy chain. In the future, other agricultural and livestock value chains may be incorporated.

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2. Membership

2.1 Principles

Stakeholders involved in the soybean supply chain or with an interest in the sustainability of the soybean supply chain—and, in the future, other supply chains—may join the Platform provided that:

a. They support VISEC's vision, mission and principles, and agree to work constructively to improve the sustainability of Argentine soy production and other products in the future.

b. They have submitted the VISEC Membership application, duly signed by their legal representative or a person authorized to do so.

2.2 Members

2.2.1 The Platform's members fall into different main activity groups, as follows:

A. Full members:
I. Producers and producer associations: individuals, organizations and associations of people and organizations that represent or are actively involved in the production of soy and/or other crops on agricultural land;
II. Collectors or Brokers: individuals, organizations and associations of people who store, market and/or act as intermediaries in the buying and selling of soy and/or other products;
III. Processors and industry: individuals, organizations and associations of individuals and organizations that process soy and/or other products into marketable goods for both export and domestic consumption; whether or not they have port terminals;
IV. Exporters: individuals and associations of companies engaged in the export of unprocessed soy, whether they have port terminals.

B. Collaborating members:
i. Retail and Wholesale Chains: individuals, organizations and associations of individuals and organizations that sell soy and soy-related products directly to consumers;
ii. Civil society organizations: non-profit organizations representing citizens' interests in environmental or social issues;
iii. Inputs and services: individuals, associations of people and organizations that supply producers with goods and services for soy production, including technological inputs, machinery and financial services.
iv. Government bodies: at any level (provincial, national and municipal) that have a direct relationship with the soy chain.
v. Academia and/or research institutions, research institutes, public and private universities, etc.

C. Observer Members:
These are individuals or specialist organizations with experience or a justifiable specific interest in the various areas related to the production, marketing and consumption of sustainable soy, who may attend certain Plenary Meetings or Working Group meetings as participants, without the right to vote.

I. Observer members will only participate in Plenary Meetings (held twice a year) and will receive the monthly newsletter.

II. Furthermore, individuals wishing to attend VISEC meetings as observers may notify the Secretariat of their interest, and the Secretariat will approve the request following a vote by the Executive Committee

2.3 Members Rights and Responsibilities

2.3.1. Full Members:

(i) To support VISEC's vision, mission, principles and work.
(ii) Commit to supporting the work of the Working Committees (see section 3.1), including providing expertise where appropriate.
(iii) Provide active leadership to VISEC in the area of the value chain in which the member is involved.
(iv) Not to introduce issues relating to economic and commercial aspects that are outside the scope of VISEC's vision and mission.
(v) Communicate VISEC's agreed positions to the organization represented by the member.
(vi) To vote at Executive Committee and Plenary Meetings where necessary.
(vii) Appoint one (1) representative from their organization. The appointment of one (1) substitute is recommended.

2.3.2. Collaborating members:

(i) Support VISEC's vision, mission, principles and work.
(ii) Commit to supporting the work of the Committees or Working Groups, including providing expertise where appropriate.
(iii) Provide active leadership to VISEC in the area of participation of the sector represented by the collaborator.
(iv) Communicate VISEC's agreed positions to the organization represented by the collaborator
(v) Collaborators shall not vote.

2.4 Termination of membership

Any VISEC member may withdraw from VISEC by sending written notice (or via email) to the Secretariat (voluntary withdrawal).

2.5 Membership fee

Full members belonging to the Sub-category of Soybean Exporters and Soybean Processors for domestic consumption and/or export shall contribute an annual membership fee to VISEC. The membership fee shall be in accordance with the annual criteria determined by the Executive Committee. These shall be set out in annual annexes to the regulations.

Full members, Producers, Producer Associations, Stockpile Operators and Brokers shall not pay an annual membership fee, at least until the Executive Committee determines otherwise. Their contribution shall be in the form of collaboration on the design, implementation and dissemination of VISEC.

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3. Governance Structure

3.1 Executive Committee (EC)

VISEC shall be governed by an **EXECUTIVE COMMITTEE (EC)** comprising **eight (8) full members and twelve (12) alternate members**. All members shall serve in an honorary capacity.

The full and alternate members of the Executive Committee shall be elected for a (1) year through a vote among the full members of each sub-category, namely:

i. Producers and Producer Associations (2 full representatives and 3 alternates),
ii. Stockpile Operators and Brokers (2 full representatives and 3 alternates),
iii. Soybean processors for local consumption and/or export (2 full representatives and 3 alternates),
iv. Soybean exporters (2 full representatives and 3 alternates).

Members' terms of office may be renewed indefinitely, and outgoing members shall remain in office until their replacements are appointed. Members may not delegate their participation to third parties who are not formally accredited to the Executive Committee.

3.1.1 Requirements for membership of the Executive Committee

To be a member of the Executive Committee, one must be a Full Member with at least one year's standing as such, unless the Executive Committee decides otherwise. The standing requirement shall not apply during the first year of the regulations' validity.

3.1.2 Proportional representation of subcategories

The Executive Committee shall be composed of representatives from the four subcategories of full members in the following proportion: up to two (2) full members and three (3) alternates from each sub-category.

3.1.3 Lists of candidates

Procedure for receiving and formalizing candidates for the Executive Committee:

(i) At least fifteen (15) days prior to the start of the election process, the Executive Committee must receive nominations from candidates interested in filling the posts in each sub-category; these may be rejected if they do not meet the statutory conditions.

(ii) Should a nomination be rejected, it must be rectified within three (3) days of notification of the objections.

The nomination process shall be facilitated by digital means, in accordance with the requirements determined by the Executive Committee, for a period duly communicated. Once the period for submitting nominations has ended, the election shall proceed.

3.1.4 Election by subcategories

The election of members of the Executive Committee shall be conducted using digital systems or tools that ensure sufficient transparency and confidentiality of the votes in each subcategory, facilitating the process so that it can be carried out remotely.

Candidates will be elected by a simple majority (half plus one) of their respective sub-category.

In the event of a tie, the result shall be determined by drawing lots or by any other means deemed appropriate by the Executive Committee to break the tie impartially.

The same person may serve in different terms as a representative of different sub-categories but may never represent more than one sub-category simultaneously.

Members of the Executive Committee shall act in a personal capacity and on behalf of the entire sub-category for which they were elected.

3.1.5 Meetings

The Executive Committee shall hold ordinary meetings on a monthly basis, and extraordinary meetings whenever the Executive Committee deems it necessary or when requested by at least four full members via a reliable means of communication.

In the case of extraordinary meetings, the notice must be given by certified means or by email. Notices must be issued at least ten (10) days in advance, and the meeting must take place within fifteen (15) days of the request.

Members of the Executive Committee must expressly and reliably notify the Committee of any change of email address, at which the change shall take legal effect.

A quorum shall be achieved with the participation of at least five (5) members (full or alternate), provided that the four established sub-categories are each represented by at least one representative.

Decisions shall be taken by a simple majority of votes cast by those present. Each member of the Executive Committee shall have one vote.

The minutes of the meetings shall be signed by all members of the Executive Committee present and may also be signed by any other attendees who so wish.

3.1.6 Powers of the Executive Committee

The Executive Committee is responsible for directing and managing VISEC, acting on behalf of the common interests of the full members. Its duties and powers are set out below by way of example and without limitation:

a) To comply with and enforce these Internal Regulations.
b) To decide on applications for membership and on the termination of membership.
c) To approve the recruitment of VISEC's new operational structure to integrate and support the Secretariat (see point 3.2 of these regulations) under the auspices of CIARA-

CEC or of contracted companies to fulfil the objectives of the Working Committees (see section 3.1).
d) Monitor the progress and results of the Working Committees, and approve the formation of new ones.
e) Set annual membership fees, determining the timing and method of payment. Establish extraordinary fees if necessary.
f) To appoint, by open vote, an Executive Director as a salaried officer of VISEC to form part of the Secretariat, determining their duties and setting their remuneration.
g) To convene, through the Secretariat, the plenary meeting for the election of officers no less than 45 days in advance of the designated date, establishing a biannual electoral schedule.
h) To receive and formalize the lists of candidates for the Executive Committee.
j) To decide on all operations necessary for the fulfilment of VISEC's objectives, to accept donations and bequests, to make payments, and to issue letters of payment.

3.1.7 Communications:

Communication between VISEC members

1. The Secretariat (see point 3.2 of these regulations) shall send the agenda for meetings to VISEC members by email 10 working days prior to the meetings.
2. The email must contain information on how to contact the representatives of each Sub-category on the Executive Committee to improve communication between committee members and their peers within each Sub-category.
3. It is the responsibility of each VISEC member to contact one of the representatives of their Sub-category on the Executive Committee when they have suggestions or comments regarding the agenda in relation to the Subcategory's position on any matter.
4. The Secretariat shall make all minutes approved by the Executive Committee and any accompanying information available in an accessible electronic format. Once VISEC has a website, these will be accessible to members on the site.
5. The Secretariat shall draw up minutes of the meeting at the end of each meeting. The Secretariat must send a draft of these to all members within 48 hours of the meeting, for verification and approval. If no comments are received within 48 hours of receipt, the minutes shall be deemed approved.

3.1.8 Expenses

Members of the Committees are not remunerated but may be reimbursed for expenses incurred directly related to their duties, provided that such expenses have been approved in advance by the Executive Committee.

3.1.9 Plenary Meetings

1. The Secretariat shall prepare and keep up to date a summary of the decisions taken by the Executive Committee and the various Committees or Working Groups, organized by specific topics, to be used as background material at meetings.
2. VISEC members shall be convened for plenary meetings at least three (3) times a year, with extraordinary sessions held whenever deemed necessary.
3. Meetings shall be subject to the following rules:
    i. The quorum shall consider the need for representation from all subcategories, to ensure the legitimacy of decisions, with at least one representative from each.
    ii. Meetings shall always be facilitated by a representative of the Secretariat, who is responsible for sending invitations, verifying attendance and the quality of the broadcast, group moderation, etc.
    iii. In the case of meetings where no decisions are required, the meeting facilitator must establish from the outset the rules for participants' contributions as the meeting progresses, in line with the meeting's objectives.
    iv. For meetings where decision-making is required, the facilitator must clearly state the motion and ask if there are any objections. If there are no objections, the motion is approved by consensus. If there is an objection, the facilitator must request the vote of each participating full member individually. For a resolution to be approved by vote, approval must be by a simple majority (half plus one) in the case of straightforward decisions, and by a special majority (three-quarters of the members) in the case of a strategic decision. Any decision that modifies the basic structure or the strategic objectives defined by VISEC at the time of the vote or by decision of the Executive Committee shall be declared strategic. Each member shall have one vote.
    v. Preferably, in addition to decision-making on specific issues, meeting agendas should prioritise only discussions on VISEC's strategic and management matters, whilst discussions on technical issues should be delegated to committees (see section 3.1), which should draw up opinions to support the platform's decision-making.

4. In the case of virtual meetings, the following rules must also be observed:
    vi. Only tools that are available and accessible to all members shall be used.
    vii. Meetings would take place if all members confirmed for the meeting were able to follow the proceedings (audio and video quality). If one or more members are unable to attend the meeting due to technical problems, the member is entitled to request a new date for the meeting.
5. Full members may make decisions by email or vote electronically, but only in the case of decisions of minor importance. For more complex decisions, an in-person or virtual vote is required.

6. In the case of electronic voting, the following shall be taken into account:

   i. The Secretariat will circulate the motion in question and supporting documents by email; the deadline will be determined by the Secretariat, on a case-by-case basis, to allow each member to raise an objection by email. If no objections are received by email during this period, the motion is approved.
   ii. If there is an objection, the motion will be put forward for discussion and online voting (via Doodle – a virtual poll – or a similar tool), with an identified vote and a 5–10-day voting period. Members who do not participate will have their vote counted as an abstention.

7. Where technically feasible, members may participate remotely with the same rights as in a face-to-face meeting.

3.2 Secretariat

3.2.1 VISEC will be assisted in its operational functions by a Secretariat. The Secretariat is responsible for carrying out VISEC's day-to-day administrative, technical and communication activities. The active pursuit of additional funding for the sustainability of VISEC is the responsibility of the Secretariat, with the support of the Executive Committee, Full Members and VISEC Collaborators.

3.2.2 The Secretariat will be based at CIARA-CEC, and the appointment of the Executive Director and other staff detailed in the following point (3.2.3) will be the responsibility of CIARA-CEC with the consent of Peterson, TNC and TFA.

3.2.3 The VISEC Secretariat has the following basic structure, which may be modified as necessary:

i. **Executive Director:** This role serves as the operational link between the Secretariat, the Board of Directors and the membership. The Executive Director reports directly to the Board of Directors. Their main responsibilities include managing the day-to-day running of the Secretariat, including administrative, financial and technical matters; coordinating, implementing and/or ensuring that tasks delegated by the Board of Directors are carried out within the expected timeframe and to the required standard; preparing technical and financial proposals for new projects; developing terms of reference and calls for project proposals; ensuring that technical, administrative and financial reports are submitted to the Board within the expected timeframe and to the required standard; proposing guidelines for the Board, preparing, convening, facilitating and drafting the minutes of Board meetings; engaging in fundraising through prospecting sources, completing tender applications and preparing proposals for grants or sponsorship; ensuring sound technical and financial progress of programmes, projects and actions under VISEC's responsibility; ensuring the smooth functioning of the Committees with the support of the Advisory Board; representing VISEC in any instance as determined by the Executive Committee; recruiting new members, assessing applications and providing an opinion to the

Executive Committee; proposing new programmes, projects and initiatives to the Executive Committee that are aligned with VISEC's mission; presenting results and financial statements to the Executive Committee and preparing VISEC's budgetary, strategic, tactical and operational plans; supervising the Communications Committee; together with the rest of the Secretariat, coordinating, organising and convening General Assembly, Executive Committee and Committee meetings; coordinating travel logistics for Executive Committee members (tickets, accommodation, transport, event entry, etc.); delivering presentations at events and providing support with presentations to members, advisers and technical staff representing VISEC at events.

ii. **Financial Analyst:** responsible for administrative, financial and accounting control; general document management; preparation before and after Executive Committee, committee and sub-committee meetings; monitoring of legal advice; monitoring of accounting advice; preparation and updating of VISEC presentations; travel management; contracting and management of suppliers and service providers; procurement management.

iii. **Communications Analyst**: responsible for managing the website and keeping content up to date; responsible for updating and maintaining emails; assisting with creating content and sending it via email, and creating news items for the website; assisting with press relations; supporting the updating of institutional presentations, publications and folders; responsible for photographic records and their organisation, and the creation of materials for members and projects; monitoring and supervising the publication of news of interest to the association through press clippings; assisting with the creation of social media accounts; organising the staging of or participation in events.

3.3 VISEC Advisory Committee

3.3.1 VISEC will have a VISEC Advisory Committee to support the Secretariat in its duties, as well as the Executive Committee in defining strategy.

3.3.2 Role:

The VISEC Advisory Committee will act as a link between the Secretariat and the Executive Committee, facilitating the Executive Committee's decision-making process and its implementation. This committee shall support the Secretariat and the Executive Committee in defining VISEC's strategy. In turn, the Advisory Committee shall be responsible for supporting fundraising; assisting the Executive Director in preparing VISEC's budget plan; supporting the management of programmes, projects and initiatives; assisting the Executive Director in preparing technical and financial proposals for new projects; analysing project proposals submitted by potential partners and providing an opinion to the Executive Committee; developing, together with the Executive Director, terms of reference and calls for project proposals; monitoring and providing an opinion to the Executive Committee on the progress of the committees; assisting in the preparation of the agenda for Executive Committee meetings; supporting the Executive Director in his activities; and carrying out the activities required by him.

3.3.3 Members

This committee shall be composed of:

- Representatives from CIARA-CEC
- Representatives from Peterson
- Representatives from The Nature Conservancy

Other organizations that meet VISEC's requirements and mission may be added or modified, subject to the approval of the Executive Committee.

The four organizations that make up the Advisory Committee have extensive experience in managing similar sectoral platforms and will contribute to defining the strategy, providing support and coordinating the Working Committees through their experts in each thematic area.

3.4. Committees or working groups

3.4.1 VISEC's Working Committees must be established or dissolved solely by the membership, as necessary. A review of the effectiveness and necessity of all committees is recommended every three years.

3.4.2 Members shall determine, on a case-by-case basis, whether committees should be permanent or temporary, in accordance with their purpose

3.4.3 Members shall appoint a coordinator for each committee and may replace them at any time.

3.4.4 The role of committee coordinator is personal and voluntary.

3.4.5 Coordinators must anticipate the costs required to carry out their committees' work and, where necessary, seek donors or sponsors, and may rely on the Secretariat's assistance to coordinate funding.

3.4.6 VISEC Committees shall operate under terms of reference approved by the members, prepared by the committee coordinator in accordance with a simple template provided by the Secretariat, containing deadlines, deliverables, objectives, work plan, priorities, and responsible forms of participation, etc. The terms of reference require specific technical expertise and must be proposed by the person who will be responsible for coordinating the implementation of the work plan.
3.4.7 Committees may rely on external participants who are not VISEC members as necessary and shall allow such observers to participate if this is specified in their respective terms of reference.
3.4.8 Committee meetings may be held either in person or remotely, depending on convenience, feasibility, availability of space, and the appropriate infrastructure or tools for remote meetings.

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4. Strategic priorities and action plans

4.1 Each year, VISEC will establish its broad strategic lines of action, approved by the Executive Committee and widely disseminated by the Secretariat to all members in advance for their feedback.

4.2 Annual priorities within the strategic lines may be defined by the Secretariat together with the Technical Advisory Committee and approved by the Executive Committee.

4.3 The annual strategic priorities must be translated into annual action plans, which must also set out the objectives to be achieved.

4.4 The Secretariat will present the annual action plans and objectives to the members for discussion and approval.

4.5 The Secretariat shall be responsible for implementing the annual action plan and reporting on its progress to the Executive Committee on a monthly basis.

4.6 In the presentation of VISEC's Annual Activity Report to the Executive Committee and VISEC members, the Secretariat will review the progress of the actions taken in relation to the defined strategic priorities.

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5. Projects

5.1 Projects implemented and/or supported by VISEC must be aligned with the strategic priorities defined and approved by the members.

5.2 The Secretariat shall establish guidelines and criteria for the selection and monitoring of projects of interest to VISEC.

5.3 VISEC may adopt the following models of project partnership, either separately or simultaneously:

a. Umbrella model: VISEC is responsible for raising and managing resources and providing reports to donors (technical and administrative activities). The adoption of this model is subject to the Secretariat's operational capacity and must provide resources to cover management costs;
b. Specific project support model: VISEC members are responsible for raising and managing resources, implementing projects and reporting to investors, whilst VISEC acts solely on the technical component aligned with its role (dissemination, exchanges, promotion, replication, scaling, etc.).
c. Institutional support model: VISEC merely lends its name and image to partner projects, without becoming involved in the technical and administrative aspects.

5.4 In cases where VISEC provides financial support for the implementation of partner projects, the Secretariat must issue a call for projects approved by the

members, setting out the eligibility criteria for proposals, the scope, duration and format, expected outcomes and deliverables, amongst other information.

5.5 The selection and analysis of project proposals and partnerships must be carried out by the VISEC Secretariat.

5.6 Proposals must be approved by the members in accordance with the defined criteria (strategic alignment, implementation capacity, value, visibility, potential impact) and the recommendation of the respective working committees by a simple majority (half plus one).

5.7 Every six months, the Secretariat will send a summary to VISEC members, along with information prepared by the project managers.

5.8 The Secretariat must prepare and keep project information up to date on the VISEC website (project name, location, format, progress, contact details and other relevant information).

5.9 The Secretariat must organise seminars open to the public and internal workshops to facilitate the exchange of experiences between projects.

5.10 The Secretariat must establish plans with the Communications Committee to publicise projects, including newsletters, etc.

5.11 In the case of proposals approved by members that involve resources from government sources (national or provincial), the Secretariat will assess each proposal for management requirements, internal capacity and implications and may propose rejecting it with justification to the members. It may be of interest to VISEC to partner with public resources, but the legal representatives of the CIARA-CEC organisation reserve the right to assess the risk and the possible personal and VISEC implications.

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6. Transparency and conflict resolution

6.1 VISEC is a transparent and open organization that makes every effort to disclose its processes to advance the continuous improvement of the sustainability of the soy chain through leadership, science and the participation and collaboration of multiple stakeholders.

6.2 VISEC requires all members to communicate with the public about the Platform's activities in an appropriate manner and to provide free access to all information, documents and records produced during the process to other members.

6.3 Members commit to open and transparent engagement with stakeholders and will actively seek to resolve conflicts.

6.4 Members shall resolve complaints with individual members and VISEC directly and shall not make unfounded allegations of non-compliance with VISEC's statutes, regulations or other guidelines against other members.

6.5 Members undertake not to discuss commercial matters relating to value chains within the scope of VISEC and to respect current competition law. Any request or proposal by a member to discuss commercial matters shall be rejected by the Technical Secretariat.