

# **BY-LAWS of the**

## **GLOBAL ROUNDTABLE FOR SUSTAINABLE BEEF (GRSB)**

These are the written rules for conduct of the GRSB. These by-laws serve as a contract among GRSB members and must be adhered to or amended through the process described herein.

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## **I. TENETS**

### **Article 1. Vision, Mission, and Expectations**

- 1) All members are committed to making the beef supply chain more sustainable.
- 2) Vision – We envision a world where beef is a trusted part of a thriving food system in which the beef value chain is environmentally sound, socially responsible, and economically viable.
- 3) Mission – The GRSB mission is to advance, support, and communicate continuous improvement in sustainability of the global beef value chain through leadership, science and multi-stakeholder engagement and collaboration.
- 4) The by-laws apply to all Participating, Observing, and Consulting Members of the GRSB with respect to their activities in the responsible beef sector.
- 5) It is fundamental to the integrity, credibility, and continued progress of the GRSB that every member sincerely supports, implements and follows up on this global multi-stakeholder process that advances continuous improvement in sustainability of the global beef value chain through leadership, science and multi-stakeholder engagement and collaboration.
- 6) All Members will acknowledge and abide by their membership of the GRSB, its vision, mission, objectives, statutes, by-laws and as a requirement of membership sign the code of conduct.
- 7) Members will promote and communicate this commitment throughout their own organization and to their customers, suppliers, sub-contractors, and other relevant actors throughout the supply chain from production to consumption.

### **Article 2. Transparency and Conflict Resolution**

- 1) The GRSB is a transparent and open organization that makes every effort to disclose its processes to advance continuous improvement in sustainability of the global beef value chain through leadership, science and multi-stakeholder engagement and collaboration.
- 2) All members are therefore required to communicate with the public about the GRSB's activities in an appropriate manner and to grant free access to all information, documents and papers produced during the process to other members.
- 3) Members will not make any misleading or unsubstantiated claims about the production, procurement, or use of sustainable beef.
- 4) Members will commit to open and transparent engagement with interested parties, and actively seek resolution of conflict.

5) Members will resolve grievances with individual members and GRSB directly with the Grievance Committee and will not make unsubstantiated allegations of breaches of the statutes, bylaws, or other GRSB guidelines against other members.

### **Article 3. Anti-trust**

1) Members are required to adhere to anti-trust laws and to GRSB Statutes, Statement of Purpose, Code of conduct, and refrain from any behavior contrary to any of those documents.

## **II. MEMBERSHIP**

### **Article 4. Constituencies<sup>1</sup>**

1) The GRSB Association is composed of the following six<sup>2</sup> constituencies:

a. Producers – Individuals, organizations and associations of people and organizations who are actively engaged in the ownership and management of live cattle used to produce beef;

b. Processing – Organizations and associations that process live cattle into saleable product;

c. Allied Services and Industries - All input providers and companies offering services to the beef supply chain, and not buying or selling cattle or beef, and undertaking associated activities;

d. Retail – Individuals, organizations and associations of people and organizations who bring beef and beef-related products to consumers;

e. Civil society – Academic institutions, non-government and non-commercial institutions, foundations, and associations with a stake in the beef value chain;

f. Roundtable – Local, national, or regional multi-stakeholder initiatives who share the vision, mission, statement of purpose and objectives of GRSB.

2) Membership is open to actors of the beef value chain and civil societies who belong to one of the six constituencies.

3) Each constituency represents the interests and needs of their group and facilitates internal communication.

### **Article 5. Forms of membership**

1) The GRSB distinguishes between Members, Consulting Members<sup>3</sup> and Observers. Participating Membership to the General Assembly is open to individuals, companies,

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<sup>1</sup> Adopted October 27, 2021

<sup>2</sup> Adopted January 24, 2018

<sup>3</sup> Adopted November 28, 2016

organizations, and legal entities working in the beef value chain, or as academic or civil society organizations.

2) All stakeholders in the beef value chain must apply for Participating Membership in their applicable constituency.

3) Individuals or organizations such as regulatory authorities, governmental agencies, consulting and auditing firms and donor organizations, which do not belong to one of the five constituencies, may request membership as Consulting Members.<sup>4</sup>

4) Individuals and organizations that may otherwise qualify for Participating Membership may apply for Observer status in order to learn and engage in the association. It is expected Observers would work toward becoming Participating Members within a reasonable period of time.<sup>5</sup>

#### **Article 6. Admission to membership**

1) A GRSB Admission Request Form must be completed in full, signed by the responsible party and sent to the GRSB Executive Director. The Executive Director reviews each request for completeness and submits completed forms to the Membership and Nominations Committee for review.

2) The GRSB Membership and Nomination Committee may ask for more information from the applicant. The GRSB accepts the application by sending a correspondence (emails suffice) to the applicant within seven days of receipt.

3) The GRSB Membership and Nomination Committee provide the Board of Directors with a recommendation to accept or reject an applicant based on the applicant's commitment to sustainable beef and validity of stakeholder interest.

4) The Board of Directors is the final authority regarding applicant's status as Participating or Observing Members.

5) The GRSB Executive Director will inform the applicant of their acceptance or rejection. Approved applications will be published on the GRSB website.

6) Membership is effective upon payment of membership dues/fees.

#### **Article 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 GRSB Executive Director. The former member will not be reimbursed for previously paid membership fees.

2) Membership can be terminated through exclusion from the GRSB Association by a unanimous vote of the Board of Directors.

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<sup>4</sup> Adopted November 28, 2016

<sup>5</sup> Adopted November 28, 2016

3) The Board of Directors is required to render its decision within 14 calendar days of receipt of the request from the Grievance Committee. All decisions by the Board of Directors are final. No membership fees will be reimbursed. All rights of the member in the General Assembly will be instantly suspended.

4) Membership terminates through exclusion automatically, when members fail to pay their membership fees within the time limit defined in these bylaws.

5) The membership of organizations ceases with their dissolution. The membership of individuals ceases with their death.

6) Re-entry into the GRSB 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. Rights of members

### **Article 8. Obligations of members**

1) GRSB aspires to become a learning network and a catalyst to responsible beef production; all members are expected to share respective lessons learnt and experiences related throughout the value chain that aim towards environmental soundness, social responsibility and economic viability.

2) All Members have the duty to uphold the Vision, Mission, and goals of the GRSB and to follow the GRSB Code of conduct.

3) To enable a continuous development of the GRSB, all members are required to pay their respective membership fee in due time. Any members with unpaid membership fees are ineligible to vote.

4) Members are responsible for ensuring that their commitment to the objectives of the GRSB is substantiated by adequate financial and personnel resources within their organization.

### **Article 9. Membership fees**

1) Members shall pay an annual membership fee. The amount varies between constituencies, individual and organizational members, and size of operation/organization.

2) The Board of Directors reviews the amount, scaling, and payment method of membership fees on an annual basis and provides its recommendation to the General Assembly during the Ordinary General Assembly meeting. It is up to the General Assembly to vote on and ratify the recommendation.

3) Membership renewals are due on January 1st of each year.<sup>6</sup>

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<sup>6</sup> Adopted November 2, 2014

4) Membership renewals that are unpaid as of March 31st will result in membership suspension.<sup>7</sup>

5) Membership renewals that are unpaid as of June 30th will result in membership termination.<sup>8</sup>

6) Membership fees of new members joining after the 1st of the year will be pro-rated.

7) Membership fees can be reduced at the discretion of the Membership and Nomination Committee, subject to approval of the Board of Directors. 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 GRSB Membership and Nomination Committee.

### **III. GENERAL ASSEMBLY**

#### **Article 10. Amendments to the Statutes and By-laws**

1) Proposed amendments to the Statutes and By-laws are brought forward by Participating members to the Board of Directors for consideration.

2) The Participating members proposing amendments will be granted the opportunity to address the Board of Directors to represent their amendment(s).

3) The Board of Directors will deliberate on the proposed amendments and inform the member of its decision to endorse the amendment.

4) Endorsed amendments will be presented to the General Assembly for vote.

#### **Article 11. General Assembly Meetings**

1) The General Assembly meetings will be conducted as outlined in the Statutes.

2) Non-members may attend General Assembly meetings at the discretion of the Board of Directors.

#### **Article 12. Proceedings for the General Assembly Meetings**

1) A written notice for an upcoming General Assembly meeting will be delivered as outlined in the Statutes. Members wishing to participate in the meeting are requested to reply in writing no later than 14 days before the meeting. Organizations shall designate a representative to exercise their voting rights. The General Assembly meetings are chaired by the President of the Board of Directors.

2) Participating members may propose items to be discussed and decided upon by sending motions to the Board of Directors no later than 30 days before the General Assembly meeting. Motions must include a short and comprehensive explanation. The motions will be prioritized by the Board of Directors.

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<sup>7</sup> Adopted November 2, 2014

<sup>8</sup> Adopted November 2, 2014

3) The deliberations of the General Assembly meetings shall be recorded in minutes signed by the President and approved by the General Assembly. The Chair may delegate the task of taking minutes to a Staff member. 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 web site in the GRSB official language.

4) The official language of the GRSB is English. At General Assembly meetings translation will be provided for other languages at the discretion of the Executive Committee.

### **Article 13. Resolutions of the General Assembly**

1) Organizations are represented by one delegate each, although more than one member of the organization may participate in the General Assembly meeting.

2) The agenda items are discussed in the plenary.

3) The goal of the GRSB is to reach consensus on all decisions. 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. Each Participating Member organization has one vote.

4) The resolutions and votes in General Assembly meetings are taken by open ballot. If no clear majorities are observable the chair will ask for a casting of votes in a verifiable manner.

5) Aggregation of General Assembly votes shall be in accordance with the Statutes such that each constituency group shall have 9 aggregated votes, 3 per Tier, with the exception of the Producer Constituency which has 12 aggregated votes, 3 per tier<sup>9</sup>, and with the Roundtable constituency having 3 aggregated votes per Roundtable member with a maximum of 18 votes with only one Tier.<sup>10</sup>

## **IV. BOARD OF DIRECTORS**

### **Article 14. Status and Composition**

1) The composition of the Board of Directors is described in the Articles of Incorporations.

2) The Board of Directors is the representation of the membership of the GRSB Association. It is accountable to the GRSB members and is required to abide by the laws of government authorities in the countries where the GRSB operates.

3) It is the responsibility of each constituency to seek balanced representation within their constituency through the nomination and election process.

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<sup>9</sup> Board Amended October 27, 2021

<sup>10</sup> Adopted February 27, 2015

4) Each constituency group submits nominations to the Membership and Nominating Committee. Therefore,

- a. The constituency "Producers" shall elect a maximum four<sup>11</sup> of its Participating Members as representatives on the Board of Directors;
- b. The constituency " Processing" shall elect a maximum three of its Participating Members as representatives on the Board of Directors;
- c. The constituency "Allied Services and Industries" shall elect a maximum three of its Participating Members as representatives on the Board of Directors;
- d. The constituency "Retail" shall elect a maximum three of its Participating Members as representatives on the Executive Board;
- e. The constituency "Civil Society organizations" shall elect a maximum three of its Participating Members as representatives on the Board of Directors and;
- f. The constituency "Roundtable" shall elect a maximum four of its Participating Members as representatives on the Board of Directors. No more than one seat may be occupied by a single Roundtable.

5) Each member of the board may nominate an alternate from within their own organization in the event that they cannot attend a meeting.

6) The Board of Directors members are responsible for representing the interest and views of their respective constituency group rather than that of their own organization or personal belief.

7) Designated representatives of member organizations to the Board of Directors may be replaced or substituted by another person of the organization at the discretion of the Board of Directors. The same is not true in the case of the Executive Committee.

8) In electing the Board of Directors, the members shall strive for a regional and gender balance.

9) Members are not allowed to serve more than three consecutive terms of two years per term, on the Board of Directors.<sup>12</sup>

10) A member of the Board of Directors may only represent one constituency at any given time.

11) The Board of Directors constitutes itself. The members of the Board of Directors are not remunerated.

12) Any member of the Board of Directors missing three consecutive board meetings without notice and without appointing their alternate to attend in their place automatically

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<sup>11</sup> Adopted October 27, 2021

<sup>12</sup> Adopted February 27, 2015



loses their seat on the board and their constituency elects a new representative.

### **Article 15. Tasks and Responsibilities of the Board of Directors**

- 1) The GRSB Board of Directors has the powers vested in it by the General Assembly as detailed in the Statutes. Board of Directors members is responsible for establishing the organizations strategic priorities.
- 2) The members of the Board of Directors are responsible for ensuring that the GRSB adheres to its Statutes and Bylaws as well as to national legislation and administrative procedures for non-profit organizations.
- 3) Board of Directors members shall be required to sign a non-disclosure and confidentiality agreement with the GRSB.
- 4) The Board of Directors is responsible for delivering an annual strategic plan to the General Assembly and delegates operational responsibilities to the Executive Director and to GRSB Technical Working Groups. All changes to the Strategic plan must be approved by the Board of Directors.
- 5) The Board of Directors approves the annual progress report, budget and work plan presented by the Executive Director.
- 6) The Board of Directors drafts and amends the Scope of Work for all Committees and Technical Working Groups and any decentralized GRSB structure (e.g. national offices).
- 7) Members of the Board of Directors are responsible for chairing Committees (including Executive, Budget, and Technical Committees, Membership and Nominations). Committees are comprised of Participating and Observing members at the request of the respective Committee chair. The Board of Directors approves any formal cooperation with other institutions and organizations proposed by its members or the Executive Director.
- 8) All Board members shall represent the GRSB in public where appropriate.
- 9) Board of Directors members as individuals shall not simultaneously hold a position on the GRSB Staff. However, other individuals of Board of Directors members' organizations may hold such positions.
- 10) The members of the Board of Directors perform their duties without the need for their respective constituency to vote on their decisions.

### **Article 16. Nomination and Election Process**

- 1) The Membership and Nominations Committee sends out a call for nominations to the respective constituency group for all upcoming vacant positions on the Board of Directors.
- 2) The Calls will be sent out at least 14 calendar days before the nomination period is closed. Only Participating members are eligible for nomination.

3) Voting within each constituency group will take place at the Annual General Assembly meeting.

#### **Article 17. Resolutions of the Board of Directors**

1) The Board of Directors constitutes a quorum when more than 50% of members are available.

2) All resolutions of the Board of Directors are taken in consensus, defined as the absence of sustained opposition, at the first attempt. If consensus cannot be reached, the Board of Directors will decide by vote. For a resolution to be passed a simple majority (more than half of the valid votes cast) of those must vote in favor.

#### **Article 18. Executive Committee**

1) The Executive Committee is comprised of a President, a Vice President, a Secretary Treasurer, three members at-large, and the immediate Past President. The Immediate Past President shall serve for only one year following the expiration of their term of President.

2) The Executive Committee is elected by voting members of the Board of Directors from nominations made by the membership.

3) Terms of the Executive Committee are structured to ensure overlap and continuity of leadership. The board of directors elects suitably qualified candidates to the Executive Committee. The board should be satisfied that candidates have served in a leadership role within GRSB or a regional roundtable prior to election as president. Members of the Executive Committee may serve up to two consecutive terms in any one position in the Committee. Terms are two years, except for President and Vice President who serve a one-year term, with possibility of re-election.

4) The President of the Executive Committee chairs the meetings of the General Assembly, Board of Directors, and the Executive Committee, including preparation of the agenda with the Executive Director, opening, calling to order, and closing of sessions. The President oversees all voting processes and represents the Board of Directors and the GRSB at all times.

5) The Vice-President assists the President or stands in to perform the President's duties in the President's absence.

6) The Secretary Treasurer is responsible for reviewing the meeting reports prepared by the Staff and delivering them to the Executive Committee and Board of Directors and is responsible for the financial accounting of the GRSB. The Treasurer monitors the bookkeeping; including all bank accounts, incomes, and expenses. The Treasurer oversees the preparation and presentation of the annual financial report or any additional information requested by the independent auditor. The Treasurer delegates the day-to-day management of GRSB accounts to the Executive Director.

7) The Executive Committee works closely with the Administrative Staff and holds the Executive Director accountable. They also endorse the rest of the GRSB Staff who are recruited by and accountable to the GRSB Executive Director.

8) In electing the Executive Committee, the members shall strive balanced representation of the membership.

9) The members of the Executive Committee are not remunerated but may be reimbursed for expenses incurred directly related to their duties.

10) Any member of the Executive Committee missing three consecutive Executive Committee meetings without notice and/or without being excused from the meetings, automatically loses their position on the Executive Committee and the Board of Directors shall elect a replacement for that position.<sup>13</sup>

11. The Immediate Past President of the association shall become an ex-officio member of the Executive Committee as Past President for one year following the expiration of their term as President. The Past President shall be retired when the person serving as President shall retire from office at which time the exiting President shall assume the role of Past President. If the outgoing president leaves office for reasons other than their term's expiration, that person shall not become Past President and the existing Past President may remain in office until the next President leaves office due to term expiration. Term expiration may occur due to a regular Executive Committee election in which the current president is not reelected or not eligible for reelection.<sup>14</sup>

#### **Article 19. Decisions by the Executive Committee**

1) All decisions of the Executive Committee are taken in consensus. Decisions may be taken in-person, via conference call, video conferencing and/or other collaborative means. If no consensus can be reached the Executive Committee will decide by vote. For a decision to be made a majority of the entire Executive Committee must vote in favor.

#### **Article 20. Board of Directors meetings**

1) The Board of Directors meets in person at least once a year. This meeting may take place immediately before or after the General Assembly meeting at the same venue as noted in the Statutes. The Board of Directors calls for further physical meetings or telephone conferences at regular intervals at its own decision.

2) If a Board member cannot cover the travel and accommodation costs for attending a Board meeting, the member may apply to the GRSB Executive Director for financial help.

3) Participants, Observing members, and Consulting members and Non-members of the GRSB may take part in Board of Directors meetings on invitation of the GRSB President.

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<sup>13</sup> Adopted November 28, 2016

<sup>14</sup> Adopted November 28, 2016

Each Board member may suggest externals to be invited to the meeting to discuss specific subjects.

## **V. ADMINISTRATIVE STAFF**

### **Article 21. Administrative Staff and Office**

- 1) The Executive Director of the Administrative Staff serves at the pleasure of the Board of Directors and is hired by the Executive Committee and reports to the President. All other members of the Administrative Staff report to the Executive Director.
- 2) The GRSB Administrative Staff is comprised of professionals who are responsible for the day-to-day operations of the GRSB and other tasks delegated to it by the Executive Committee. This includes but is not limited to:
  - a. drafting, measuring, monitoring, and managing the budget and all financial matters;
  - b. supporting the General Assembly, Board of Directors, Committees and Technical Working Groups;
  - c. Managing internal and external communications and fundraising activities.
  - d. Ensuring that legal requirements for business operation are met in all countries where the GRSB is operating.
  - e. Coordinating with institutions and organizations. Supporting projects with other organizations and donor agencies serving GRSB stakeholders and any interested party.
  - f. And any other responsibilities delegated to it by the Executive Committee.

## **VI. COMMITTEES AND TECHNICAL WORKING GROUPS**

### **Article 22. Committees**

- 1) The Board of Directors has the following standing Committees with specific roles and responsibilities enabling the Board to perform its duties in an efficient and effective manner.
  - a. Budget – Oversight of finance and accounting functions
  - b. Executive – Leadership and resource allocation
  - c. Membership and Nominations – Oversight of membership-related activities and nominations for the Board of Directors
  - d. Technical – Leadership in technical-related activities and issues

e. Grievance – Serves as an ombudsman role to oversee resolution of issues and concerns of specific GRSB members

2) The Executive Committee may create additional committees to perform activities enabling the Board to perform its duties in an efficient and effective manner.

3) Committees are comprised of Participating members with an acting Chair of each Committee being a member of the current Board of Directors.

4) Committees are responsible for the creation and oversight of Technical Working Groups.

### **Article 23. Technical Working Groups**

1) Technical Working Groups are required to have an approved Scope of Work.

2) Technical Working Groups are led by a Chairperson from the Participants identified and recruited by the Committee Chair responsible for the Technical Working Group. All members of the General Assembly are eligible to voluntarily participate in a Technical Working Group.

3) Technical Working Groups are responsible for soliciting participation of Observing members and other experts outside of GRSB as deemed necessary and approved by the respective Committee.

4) Administrative Staff support the Technical Working Groups activities as needed.

## **VII. MEDIATION OF COMPLAINTS AND GRIEVANCES**

### **Article 24. Mediation**

1) The Grievance Committee is responsible for mediating all complaints and grievances within the GRSB. By virtue of their registration all members of the GRSB Association accept the authority of the Grievance Committee. Upon approval of the Executive Boards actions of the Grievance Committee will be binding for all members.

2) All members are encouraged to seek amicable settlement in any dispute. Failing such an amicable settlement the Grievance Committee will be the accepted authority to deal with disputes and grievances.

3) The Grievance Committee will not mediate in any other dispute outside the scope of the GRSB Statutes and By-laws.

4) The mediation will result in a binding advice, settlement of which will be either:

a. An obligation to undertake a specific performance or;

b. An obligation to forego specific behavior or;

c. An obligation to alter specific behavior or;

d. Recommendation for termination of membership or;

e. Recognition of misunderstanding.

5) The mediation process is based on open access, transparency and respect for sensitive information, credibility, efficiency and solution-oriented thinking.

6) The Chair of the Grievance Committee is the contact person who receives all complaints and decides whether a complaint falls within the remit of the Grievance Committee, subject to review by the Board of Directors and, if so, will work toward an amicable settlement between the parties concerned.