

Terms of Reference – ProTerra Secretariat

The following defines the tasks and procedures of the ProTerra Secretariat.

1. Responsibility and Composition

- 1.1 The ProTerra Secretariat manages everyday business of the ProTerra Foundation, including the ProTerra Certification System.
- 1.2 The Secretariat shall be composed of minimum two (2) members, i.e. the Chairman, the Administrative Manager and the Managing Director.
- 1.3. The mandate of the members of the Secretariat terminates automatically and with immediate effect, by expiry of their directorship or by expiry of their mandate as Managing Director.
- 1.4 The Secretariat may invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Secretariat.
- 1.5 The Secretariat shall have the powers specifically granted to him/her by these Terms of Reference, in particular:
 - The preparation of decisions, as the case may be, to be taken by the Board of Directors.
 - Working on ensuring efficient decision making in the Board of Directors and timely implementation by the Managing Director.
 - Monitoring of the budget.
 - Preparation of the draft annual accounts and the draft budget that must be submitted to the Board of Directors for finalization and approval.
 - Approval or rejections of applications to the ProTerra Network based on a criteria list approved by the Board.
- 1.6 All contracts and expenses outside the normal budget exceeding € 15'000 have to be approved by the Board of Directors and signed by the Chairman and another Director, including the Managing Director.
- 1.7 The Secretariat shall meet every time the interests of the Association require and at least once a month, upon convocation by the Chairman or the Managing Director and at such time and place as determined in the convocation. The members of the Secretariat may not be represented via proxy.
- 1.8 Convocations for the Secretariat shall be notified to the members of the Secretariat by the Chairman or Managing Director via any means of written communications (including e-mails) at least three (3) business days before the



meeting. The convocation shall mention the date, time and place of the meeting. The agenda and the material documents necessary for the discussion shall be attached to the convocations. The agenda of the meetings of the Secretariat shall be established by the Managing Director or by the Chairman.

- 1.9 The decisions of the Secretariat have to be taken unanimously. Otherwise, they have to be brought for decision to the Board of Directors.
- 1.10 Minutes shall be drawn up at each Secretariat meeting and kept in a register. A summary of the minutes shall be sent by email to the members of the Secretariat.

Approved by ProTerra Board, September 2019