



ORMEX

STANDARD ADVISORY COUNCIL Bylaws



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LIST OF ACRONYMS

| Acronyms | Definitions |
|----------|---|
| AFOLU | Agriculture, Forestry and Other Land Use |
| GHG | Greenhouse Gases |
| SAC | Standard Advisory Council |
| SEC | Standard Executive Committee |
| SDG | Sustainability Development Goals |
| V-ACORs | Verified Agriculture Carbon Offset Registered |
| VCM | Voluntary Carbon Market |
| VVB | Validation and Verification Body |

LIST OF REFERENCED DOCUMENTS

| Document Id | Title |
|--------------|---|
| ORM/OPR/COE | ORMEX CODE OF ETHICS |
| ORM/OPR/GLO | ORMEX GLOSSARY |
| ORM/OPR/PROG | ORMEX PROGRAM |
| ORM/OPR/GM | ORMEX GRIEVANCE MECHANISM |
| ORM/OPR/COI | CONFLICT OF INTEREST & IMPARTIALITY POLICY |
| SEC/OST/PR | ORMEX STANDARD PRINCIPLES AND REQUIREMENTS |
| SEC/VVB/RQT | VALIDATION AND VERIFICATION BODY REQUIREMENTS |

DEFINITIONS

With regard to the definitions and the drafting rule of this document, the following applies:

- ✓ All terms with a capital used in this document have their meanings set out in the PROGRAM GLOSSARY
- ✓ References to articles, sections, and appendices are, unless otherwise provided, references to the articles, sections, and appendices to this document.
- ✓ Terms in *italics* are citations.
- ✓ Terms in CAPITAL refer to a document of the ORMEX Program and Standard and the references of the relevant sections of this document are specified. If the document concerned is not specified, the section reference refers to a section of this document.

In addition, in this document:

- ✓ The verbs “shall” and “must” are used to express mandatory commitments or obligations it must be complied with.
- ✓ The verb “should” is used to indicate a recognized means of meeting the requirements and obligations, most of the time referring to the usual best practices pursuant to the VCM practices. In some circumstances, it can also express a best effort obligation, meaning that the requirements or obligations can be met in an equivalent way, but still in connection with ORMEX Program and Standard principles, VCM practices and professional behaviors that must be demonstrated.
- ✓ The verb “may” is used to express that the means of implementation of the requirements or obligations is left up to be decide, with no recommendation coming from ORMEX STANDARD. In some circumstances, it can also express no commitment or obligation, but a possibility to do so left up to the sole discretion of the stakeholder.

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1 PURPOSE AND RESPONSIBILITIES

The purpose of the STANDARD ADVISORY COUNCIL (hereafter “SAC”) is to provide expertise, guidance on scientific matters, carbon policy, and international carbon frameworks related to the ORMEX STANDARD to STANDARD EXECUTIVE COMMITTEE (hereafter “SEC”).

The SAC shall provide its opinion to the SEC prior to any decision relating to:

- ✓ drafted versions of ORMEX STANDARD documents (without subsequent documents and tools) before final approval for public edition, and
- ✓ grievance or claims notified to the SEC in relation to any escalation process as set out in the Grievance management. These can be related to ORMEX Certified Projects, V-ACORs credits issuances or ORMEX Registry concerns. The SAC can propose guidance to reach an amicable resolution of disputes.

Additionally, the SEC may refer the following matters to the SAC for advice/recommendation/guidance:

- ✓ opinion on a Methodology,
- ✓ opinion on the third-party independent Validation and Verification Body (“VVB”),
- ✓ Analysis and opinion on scientific matters originating from a Public Consultation,
- ✓ scientific topics and Standard approaches and processes,
- ✓ research proposals submitted by third parties or on scientific publications,
- ✓ feedback on the ORMEX PROGRAM as a whole.

In some cases, the SEC may ask the SAC to participate in the assessment of the VVB’s quality and compliance with the requirements set forth in the VALIDATION AND VERIFICATION BODIES REQUIREMENTS document.

2 ORGANIZATION AND STRUCTURE OF THE SCIENTIFIC COUNCIL

2.1 Organization

The SAC is established for a yearly period (referred to as the “SAC Annual Period”), which starts from the date of the annual kickoff meeting and lasts for 12 months.

For the 2023–2024 period, the SAC Annual Period will start from the date of the annual kickoff meeting and will end on September 30, 2024.

2.2 Membership

The SAC is composed of a maximum of 10 members (“Members”).

The Member is an individual with recognized expertise in fields related to the climate change, the voluntary carbon market (VCM), the agroecology, and/or the United Nations Sustainability Development Goals (SDGs).

If the SAC has less than 5 Members, the SEC must initiate a new invitation and appointment process in due time to increase the number of Members. During this time, the SAC can continue to operate normally.

2.3 Member appointment conditions

2.3.1 Appointment process

Individuals are invited to join the SAC or renew their appointment if interested, through an invitation process initiated by the SEC before the annual kickoff meeting.

Members are invited based on their relevant public skills and experiences.

During the invitation process, individuals are requested to disclose any potential conflicts of Interest situation as detailed in [Section 2.3.2](#) for analysis by the SEC.

If the SEC determines that there is no conflict of interest, the individual is invited to sign the ENGAGEMENT LETTER¹ and the ORMEX CODE OF ETHICS (as updated on a case-by-case basis).

¹ Refer to the document reference ORM/OPR/SAC_EL

The appointment of a Member is at the sole discretion of the SEC.

2.3.2 Conflicts of interest

Members are required to inform the Secretary of the SAC, with a copy addressed to the SEC, of any possible concerns about conflicts of Interest arising from:

- ✓ any situation of Financial Interests as defined in Section 1.4 of the ORMEX CODE OF ETHICS² that appears after their appointment. Consequently, the Member's participation in the SAC is postponed until the SEC makes a decision related to the situation, or
- ✓ any situation of Financial Interests as defined in Section 1.4 of the ORMEX CODE OF ETHICS² in relation to a topic that the SAC is analyzing. Consequently, this Member does not participate in the relevant scientific work.

Once the Secretary receives such information, it shall organize a dedicated meeting between the SAC Member and the SEC in due time to enable the Member to provide more detailed information. Information communicated by the SAC Member to the SEC is confidential, and the members to the SEC are committed not to disclose it.

2.3.3 Termination of Member's appointment

A Member ceases to be a Member of the SAC, as notified by the SEC, when:

- ✓ that person is prohibited from being a member by law or contract in accordance with the applicable regulations,
- ✓ a criminal order is made against that person,
- ✓ a confirmed conflict of interest situation prevents that person from continuing his/her appointment,
- ✓ the person has materially breached the ORMEX CODE OF ETHICS,
- ✓ that person has notified the SEC of his/her intention to resign from his/her appointment, with a notice period of seven (7) calendar days,
- ✓ the yearly appointment has ended without a decision of renewal,
- ✓ the SEC decide to dissolve the SAC.

In case of major incapacity, the termination of the appointment will be decided on a case-by-case basis.

² Refer to the CONFLICT OF INTEREST AND IMPARTIALITY POLICY for more details

2.4 Membership duration

A Member is appointed for the SAC Annual Period and may be renewed on a yearly basis through the invitation process as set out in [Section 2.3.1](#), with a maximum of seven (7) yearly renewals.

2.5 Member's expenses

ORMEX will reimburse any reasonable expenses that a Member properly incurs in connection with their attendance at meetings, provided they have been approved by advance by ORMEX.

Members will serve in a voluntary basis.

3 MEETINGS

3.1 Regular and occasional Meetings

The SAC meets at least once, in addition to the annual kickoff meeting, per Council Annual Period.

When necessary, the SEC may ask the SAC to discuss one or more matters related to its scope as set out in [Section 1](#). Ad hoc groups dealing with different scientific aspects, considering each member's expertise, may be organized upon proposal of the Members.

Meetings should be conducted in a positive and constructive atmosphere, and all opinions, are valuable and should be listened to. There should be no criticism of any opposing opinions. Discussions and comments shall be constructive and genuinely positive to help ORMEX achieve the best quality of standard and its realistic application and scalability on the ground.

3.2 Chairman and Secretary

3.2.1 Chairman

At the annual kickoff meeting, the SAC Members shall appoint a chairman ("Chairman") from among themselves to preside over the meetings. The Chairman is assisted by a secretary ("Secretary") appointed by the SEC ([Section 3.2.2](#)).

The Chairman is appointed for one SAC Annual Period with no possibility of renewal.

The roles of the Chairman are as follows:

- ✓ To preside over the meetings and to ensure compliance with the present Bylaws,
- ✓ To work with the SEC to define the SAC agenda, and to initiate SAC meetings with the assistance of the Secretary,
- ✓ To collect the scientific works submitted by Members, and
- ✓ To serve as the representative of the SAC before the SEC for any notification.

The Chairman's appointment ends automatically in the following events:

- ✓ His/her decision to resign, sent at any time to the Secretary of the SAC (with a copy to the SEC), with a notice period of seven (7) calendar days, or
- ✓ at the term of his/her SAC Member appointment.

In case of major incapacity, the termination of the appointment will be decided on a case-by-case basis.

3.2.2 Secretary

The Chairman is supported by a Secretary appointed by the SEC for the SAC Annual Period.

The Secretary is dealing with:

- ✓ Sending meeting invitation and agendas to the Members,
- ✓ Ensuring that meetings are held in good conditions,
- ✓ drafting meetings minutes, and
- ✓ informing the SEC about a notified conflict of interest.

3.3 Quorum

The quorum for the meetings is half of the Members.

If the total number of Members attending the Meeting or being represented by another Member is less than the required quorum, no decision can be made except for a decision to schedule a new meeting.

3.4 Meeting agenda and condition for holding

The meetings may be held in person or through video conferencing.

The meetings can take place in any geographical location, in France or other countries, as

specified in the invitation to attend the meeting sent by the Secretary.

Following the definition of the meeting agenda between the SEC and the Chairman, the Secretary organizes the meeting by written notice to the Members (and any external Expert invited) through any means (mail, hand-delivered letter, or e-mail) within a reasonable and appropriate notice time (if possible, at least fifteen (15) calendar days before the meeting date). In the event of urgent matters, the invitation can be sent 24 hours prior, and the meeting is held by video conferencing.

The notification of any Members' meeting must indicate:

- ✓ the suggested date and time,
- ✓ the location (physical or virtual), and
- ✓ the agenda of the meeting.

Additional items to the agenda can be proposed by the Members by notifying the Secretary no later than 5 calendar days prior to the meeting date. If deemed necessary by the Member, a short explanatory memorandum can be attached to the request. The additional items and the memorandum are communicated to all Members by the Secretary.

When necessary, according to the scientific works to be done and as agreed upon among the Members previously during a meeting, an advisory note ("Advisory Note") can be drafted by all Members (or a part of them) and be discussed during the next meeting. If any, the Advisory Note is communicated to all Members before the meeting by the Secretary.

At the beginning of each meeting, the Members will be asked to individually agree upon the voice recording of the meeting. If a Member disagrees, the voice recording will not be used.

3.5 Invitation of Experts

The SAC can suggest to the SEC that a third-party expert be invited to provide an additional opinion on certain technical aspects of research or analysis. This expert may attend one or several meetings.

Except for professionals' secrecy by virtue of their functions, these experts must be bound by a Non-disclosure Agreement and the ORMEX CODE OF ETHICS.

The Experts have an advisory role and will not participate in any decision of the SAC.

3.6 DECISION MAKING

The meeting cannot be held if the quorum is not present.

If the Chairman is not attending a members' meeting within ten (10) minutes of the time at which it was started, the participating Members can decide to appoint one of the attending members to chair the meeting.

The minutes of the meeting, written by the Secretary, summarize the discussion of the Members during the meeting. The list of Members, with indication of their presence or representation by another Member, is attached to the minutes of the meeting.

3.6.1 Consensual vote

Decisions of the SAC shall be made using a consensual approach.

Consensus is reached when all Members (present or represented) indicate to the group by any means that they share a common view. In such case, the minutes of the meeting indicate the common analyses and the consensus reached.

If a SAC Member indicates to the other Members by any means that he/she has a different opinion on the topics, sub-topics, or any part thereof, the opinion is considered non-consensual. In such case, the minutes of the meeting must expressly mention the Member's opinions. If necessary, the Advisory Note must be updated to identify all the opinions on the submitted topics. 3.2

3.6.2 Approval of the minutes of meeting

The minutes of meeting are communicated by the Secretary to the Members for approval.

The minutes of meeting must be explicitly approved by the Members (present or represented) by email sent to the Secretary within 10 calendar days of its communication by the Secretary.

Any Advisory Note must be signed by the Chairman and at least one (1) attending Member of the meeting. Signatures can be done in writing by hand or using an electronic signature system.

3.6.3 Decision record keeping

The Secretary shall provide the minutes of meeting and the Advisory Note to the SEC to be kept on record.

4 CONFIDENTIALITY

All information referring to a Member, ORMEX, and/or any third party, disclosed in writing, orally or in any other form, or made available to the Members in connection with or pursuant to the SAC, is confidential information and shall not be disclosed by a Member except with the SEC prior approval. The Members shall use the confidential information solely for the purpose of carrying out the scientific works.

5 BYLAWS AMENDMENTS

These bylaws may be amended by a decision of the SEC. The updated version shall be communicated to the Members by the Secretary.

At any time, the Chairman can notify the SEC of any suggestions for improvements to these Bylaws as identified by a mutual opinion of the Members.

Improvements to the Bylaws shall be included as an item on the agenda of the last meeting of the SAC Annual Period.

DOCUMENT HISTORY

Please check this table to ensure you are using the latest version of a given document. The document, as updated below, is effective at the edition date.

| Document reference | | SEC/OSC/BL_EN | |
|---------------------|------------|--|--------------|
| Reference/Version | date | Updates | Status |
| SEC/OSC/BL_v0.1 | 2023_04_11 | Initial Draft Version | Under review |
| SEC/OSC/BL_v0.2 | 2023_04_25 | Initial Draft Version | Under review |
| SEC/OSC/BL_v0.3 | 2023_04_28 | Initial Draft Version | Under review |
| SEC/OSC/BL_v1.0 | 2023_05_02 | Final Draft Version | SEC Approval |
| ORM/OPR/SAC_BL_v1.1 | 2023_06_19 | Final Version OSC changed to SAC (OSC first meeting 2023_06_16) Reference modification | Edited |

