

Resolution 6c

Proposed Resolution to be adopted at the 10th General Assembly
of the Roundtable on Sustainable Palm Oil (RSPO)
14th of November 2013

TITLE: PROPOSED AMENDMENT TO THE RSPO STATUTES TO ALLOW FOR ELECTRONIC VOTING

Submitted by: Unilever, Mondelez International, AarhusKarlshamn AB, Carrefour, Rabobank, HSBC, WWF International, Conservation International, Zoological Society of London, Oxfam, Both ENDS, Aldi-South Group, Asda-Walmart, Boots UK, Coles, Coop Switzerland, Delhaize Group, Federation of Migros Cooperatives, Marks & Spencer, Royal Ahold, Sainsbury's, Tesco, The Body Shop International, The Co-operative Food, Waitrose, New Britain Palm Oil, Daabon, Olam International Limited.

Recognizing that the RSPO membership has grown significantly over the recent years and are constituted by a large geographical spread.

Taking into cognizance that not all members are able to attend a General Assembly in person to exercise their voting rights and that there are technological solutions to address this important concern.

This resolution hereby proposes that the RSPO General Assembly provides the mandate to the RSPO Executive Board to take the necessary steps to amend Articles 9 and 10, of the proposed **revision of Statutes as per Resolution 6b¹ of this 10th General Assembly**, to effect the following changes:

Article 9. Ordinary General Assembly

- (a) Composition
 - (i) The ordinary General Assembly shall be comprised of all RSPO Members.
 - (ii) Each RSPO Member shall designate in writing a representative, preferably among its managerial staff, who will have the authority to attend and represent that RSPO Member at the ordinary General Assembly.
 - (iii) The mandate of such representative of the RSPO Member shall be terminated automatically as soon as the representative ceases to be an employee of the RSPO Member, or his/her association with the RSPO Member ceases to exist or if their relations are terminated in any way, or if the membership with RSPO itself is terminated.

¹ For cross reference, please see proposed Resolution 6b of this 10th General Assembly.

- (iv) If no representative of the Ordinary Members can be present at the ordinary General Assembly, a proxy can be given to another Ordinary, Supply Chain Associate or Affiliate Member in writing. Such proxy is valid only for a specific ordinary General Assembly date.
 - (v) An Ordinary Member may vote by casting a vote at a General Assembly (whether by itself or by proxy) or by other electronic means in accordance with procedures to regulate voting by means of the internet or other electronic means ("E-Vote") which shall be approved from time to time by the Board of Governors.
- b) Notice
- (i) The RSPO Members shall be notified at not less than twenty one (21) days, but not more than sixty (60) days before the date of the General Assembly with a written notice for the ordinary General Assembly meeting stating the place, day and time of the meeting as well as the agenda. The agenda shall be indicated on the convening note. Only the issues mentioned on the agenda can be decided upon.
 - (ii) The period of not less than twenty one (21) days shall not apply in the case of an annual General Assembly that is adjourned in respect of the matters mentioned in Article 18.
- (c) Quorum and Votes
- (i) The Board of Governors shall convene a General Assembly of the RSPO annually.
 - (ii) The General Assembly meeting shall be validly constituted if a minimum of eighty (80) of the Ordinary Members are present or represented at the annual General Assembly or submits an E-Vote in respect of any resolution or other matter which requires the decision of the Ordinary Members at the annual General Assembly.
 - (iii) If a quorum, referred to in the above paragraph, is not present within one (1) hour from the time appointed for holding the meeting, the chair of the meeting shall be adjourned to another future date, not less than seven (7) days into the future; and if at such adjourned annual General Assembly, the quorum is not present within one (1) hour from the time appointed for holding the adjourned meeting, the members present shall constitute the quorum.
 - (iv) During the General Assembly every Ordinary Member shall have one vote.
 - (v) Any E-Vote cast pursuant to an approved E-Voting procedure shall be deemed to constitute a vote by a Ordinary Member at the General Assembly.

- (vi) In addition to procedures to regulate E-Voting as approved from time to time by the Board of Governors, the following shall be applicable with regard to an E-Vote:
 - In the event that the Ordinary Member has voted by way of an E-Vote that Ordinary Member shall not then cast a vote at the General Assembly in respect of the proposed resolution for which the E-Vote was submitted.
 - An Ordinary Member may submit their E-Vote at any time between receipt of the convening note (pursuant to Article 9 (b)(ii)) and forty eight (48) hours before the scheduled commencement of the Ordinary General Assembly (“E-Voting Period”). For the avoidance of doubt, any vote which is submitted after the E-Voting Period shall not be counted.
 - In the event the Ordinary General Meeting is adjourned, any E-Vote submitted by an Ordinary Member in respect of any proposed resolution or other matter for which the E-Vote was submitted shall not be counted as a vote by the Ordinary Member at the adjourned Ordinary General Assembly and the Ordinary Member shall be entitled to cast a fresh vote in respect of any similar resolution or matter requiring a decision at the adjourned Ordinary General Meeting.
- (vii) Except in the cases of Dissolution according to Article 18 below and as stated otherwise, decisions of the General Assembly are taken by simple majority vote of the Ordinary Members present and the Chairperson(s) shall have a casting vote.
- (d) The Board of Governors shall cause to be prepared and present to the annual General Assembly, among other, the following:
 - (i) a report on the activities of the RSPO during its term of office;
 - (ii) proper accounts, duly audited, of all funds, property and assets of the RSPO for the twelve months ending on (RSPO's financial year end) immediately preceding such annual General Assembly;
 - (iii) the Chairperson(s), assisted by the Secretary General and members of the Board of Governors presides over the General Assembly and presents the annual report and accounts of RSPO.
 - (iv) the Treasurer shall report on financial management of the RSPO and submit the previous end of year statement and the budget for the next accounting period to the approval of the General Assembly.
 - (v) the General Assembly shall decide on, among others, the following:
 - the annual membership fee to be paid by the members.

- approves the accounts of the previous fiscal year and gives discharge to the Board of Governors or on request as provided below, any other item can be brought on the agenda;

(vi) The General Assembly meeting has the power to take all necessary or useful actions to accomplish the purpose of RSPO. In particular, but without any limitation, it has the power to:

- Elect the members of the Board of Governors as detailed in Article 11(b);
- Elect the auditor of RSPO;
- Establish the principle guidelines for the general policy of RSPO;
- Take into consideration and decide on proposals of the Board of Governors;
- Make all recommendation to the Board of Governors in view of the establishment of any useful Committee or Working Group;
- Approve RSPO annual accounts and budgets.

(vii) After exhaustion of all other items on the agenda, the resigning members of the Board of Governors shall be replaced by elections.

(e) Minutes

(i) The deliberations of the General Assembly meetings shall be recorded in minutes prepared and signed by the Chairperson(s) of the meeting and approved by the General Assembly.

(ii) All RSPO Members shall have access to the minutes which will be available on the RSPO website. Paper copies will be available on request. All minutes are kept in a register at the Secretariat, where all members may consult and take copies thereof.

10. Extraordinary General Assembly

(a) If needed or upon request of one fourth of the registered Ordinary Members, the Chairman must convene an Extraordinary General Assembly to the formalities set in Article 9.

(b) During the Extraordinary General Assembly, every Ordinary Member shall have one vote.

(c) Any Ordinary Member may vote in person or by proxy whereby, if no representative of the Ordinary Member can be present at the Extraordinary General Assembly, a proxy can be given to another Ordinary, Supply Chain Associate or Affiliate Member in writing. Such proxy is valid only for a specified Extraordinary General Assembly and for a specified topic on the agenda.

- (d) A Ordinary Member may cast a vote at an Extraordinary General Assembly or by other electronic means in accordance with procedures to regulate voting by means of the internet or other electronic means (“E-Vote”) which shall be approved from time to time by the Executive Board.
- (e) Any E-Vote cast pursuant to an approved E-Voting procedure shall be deemed to constitute a vote by an Ordinary Member at the Extraordinary General Assembly.
- (f) In addition to procedures to regulate E-Voting as approved from time to time by the Board of Governors, the following shall be applicable with regard to an E-Vote:
- In the event that the Ordinary Member has voted by way of an E-Vote that Ordinary Member shall not then cast a vote at the Extraordinary General Assembly in respect of the proposed resolution for which the E-Vote was submitted.
 - An Ordinary Member may submit their E-Vote at any time between receipt of the convening note (pursuant to Article 9 (b)(ii)) and forty eight (48) hours before the scheduled commencement of the Extraordinary General Assembly (“E- Voting Period”). For the avoidance of doubt, any vote which is submitted after the E-Voting Period shall not be counted.
 - In the event the Extraordinary General Meeting is adjourned, any E-Vote submitted by an Ordinary Member in respect of any proposed resolution or other matter for which the E-Vote was submitted shall not be counted as a vote by the Ordinary Member at the adjourned Extraordinary General Assembly and the Ordinary Member shall be entitled to cast a fresh vote in respect of any similar resolution or matter requiring a decision at the adjourned Extraordinary General Meeting.
- (g) Except in the cases of dissolution according to Article 18, decisions are taken at the majority of the votes of the Ordinary Members present, the Chairman having a casting vote.
- (h) The Extraordinary General Assembly meeting shall be validly constituted if a minimum of eighty (80) of the Ordinary Members are present or represented.
- (i) If a quorum referred to the above paragraph is not present within one (1) hour from the time appointed for holding the meeting, the chair of the meeting shall be adjourned to another future date, not less than seven (7) days into the future; and if at such adjourned Extraordinary General Assembly the quorum is not present within one (1) hour from the time appointed for holding the adjourned meeting, the members present shall constitute the quorum.