

RSPO By-laws

The present by-laws form the basis of RSPO governance together with the statutes.

CHAPTER I – Name, seat and purpose

Art. 1. Name

An international association named “Roundtable on Sustainable Palm Oil”, abbreviated “RSPO”, is constituted in Zurich. It is governed by Swiss Law.

RSPO is an association without profit purpose to promote the growth and use of sustainable palm oil through co-operation within the supply chain and open dialogue with its stakeholders.

Art. 2. Seat, term.

Its registered office is located in the Canton of Zurich, Switzerland.

Art. 3. Objective

RSPO is an association created by organisations carrying out their activities in and around the entire supply chain for palm oil to promote the growth and use of sustainable palm oil through co-operation within the supply chain and open dialogue with its stakeholders.

In particular, the RSPO will work on the following tasks:

- a. research and development of definitions and criteria for the sustainable production and use of palm oil;
- b. undertake practical projects designed to facilitate implementation of sustainable best practices;
- c. development of solutions to practical problems related to the adoption and verification of best practices for plantation establishment and management, procurement, trade and logistics;
- d. acquisition of financial resources from private and public funds to finance projects under the auspices of the Roundtable on Sustainable Palm Oil;
- e. communication of the Roundtable’s work to all stakeholders and to a broader public.

CHAPTER II - Membership

Art. 4.1. Eligibility

RSPO is composed of ordinary members in seven different sectors and affiliated members. The seven sectors are:

- Oil Palm Growers
- Palm Oil Processors or Traders
- Consumer Goods Manufacturers
- Retailers
- Banks and investors
- Environmental/nature conservation NGOs
- Social/developmental NGOs.

Each applicant for membership has to specify and qualify for one specific sector membership.

Art. 4.2. Admission procedure

Parties willing to become members of RSPO should submit a filled-in application form to the Secretariat. Their acceptance as new member of RSPO will be effective after examination and approval of their application by the Executive Board.

RSPO membership is for a two-year period.

Art. 4.3. Expected contribution from the members

Members are expected to:

- actively and constructively communicate and support the continuation of the Roundtable process and the implementation of Roundtable projects;
- develop and implement plans of action to their best ability within their own organisations, in accordance with the framework of the Roundtable process, to promote sustainable palm oil production, procurement and consumption;
- operate transparently and inform the Roundtable regularly on plans, activities and results in promoting sustainable palm oil production, procurement and consumption.

Art. 4.4. Rights of members

Art 4.4.1 Ordinary members

Ordinary members will have the right to vote at each meeting of the General Assembly, as provided in article 5 below. Ordinary members can have access to all the material produced by RSPO for its members, through the RSPO website and newsletter as well as at RSPO's secretariat for specific documentation.

Ordinary members or their representatives are eligible for election on the Executive Board by their respective sectors. They can participate in any of the meetings of the General Assembly and thematic Working Groups, as stated in article 6.

Art. 4.4.2 Affiliate members¹

Affiliate members can attend and participate in any of the meetings of the General Assembly, without voting rights. They have limited access to RSPO information.

The rights of Affiliate members are to be determined in more details by the Executive Board.

CHAPTER III – General Assembly meetings

Art. 5.1. Ordinary and extraordinary General Assembly meetings

An ordinary General Assembly meeting is held annually. The meeting hears the report of the Executive Board and the report of the auditor entrusted with the control of the accounts, approves the accounts of the previous fiscal year and gives discharge to the Executive Board members and the auditor. By decision of the Executive Board or on request as provided below, any other item can be brought on the agenda.

The extraordinary General Assembly meeting, for whatever reasons unless stated otherwise in the present by-laws or in any other regulations is called:

1. By the President of the Executive Board;
2. By the President of the Executive Board at the request of at least one fifth of the Ordinary members of the association; this request must contain the items of discussion for the proposed meeting.

Art. 5.2. Notice for the meetings

A written notice for the ordinary and extraordinary General Assembly meetings stating the place, day and time of the meeting as well as the

¹ E.g. Donors, Sponsors, Academia.

agenda, shall be mailed by the Secretariat to each member, with adequate documentation, not less than twenty one days but no more than sixty days prior to the date of the meeting. The agenda should leave some time for any other issue to be raised and discussed by the members.

The competence of the extraordinary General Assembly meetings is restricted to the items stated in the agenda of the written notice.

Art. 5.3. Participation

The General Assembly meeting is composed of all Ordinary and Affiliate members or their representatives.

Each member shall designate in writing a representative or proxy, preferably among its managerial staff, who will have power to represent that member in all matters treated by the meeting of RSPO.

The mandate of representative of a member shall be terminated automatically as soon as the representative ceases to be an employee of the member, or if his association with the member ceases to exist or if their relations are terminated in any way, or if the membership with RSPO itself is terminated.

If no representative of a member can be present at a meeting, a proxy can be given to another member in writing. Such a proxy is valid only for a specific meeting date and a specific topic on the agenda.

Art. 5.4. Quorum, majority

The majority of the Ordinary members with voting rights in the RSPO organisation constitute the quorum.

Except stated otherwise in the present by-laws, the decisions are taken by a simple majority vote of the Ordinary members present or represented. The President has a casting vote.

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 Executive Board within their own sector;
- Elect the auditor of RSPO;
- Establish the principle guidelines for the general policy of RSPO;
- Take into consideration and decide on proposals of the Executive Board;
- Make all recommendation to the Executive Board in view of the establishment of any useful Committee or Working Group;
- Approve RSPO annual accounts and budgets.

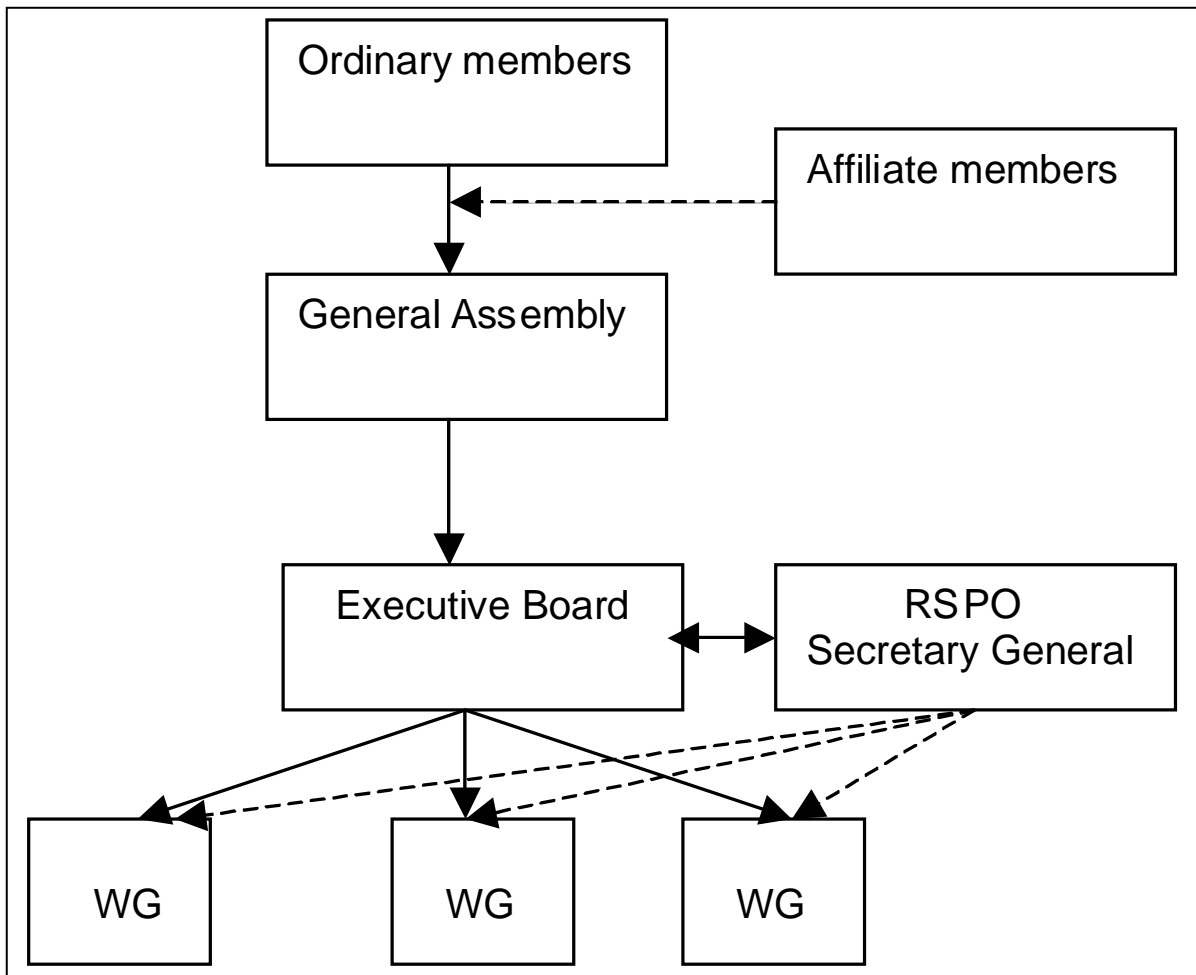
Art. 5.5. Minutes

The deliberations of the General Assembly meetings shall be recorded in minutes prepared and signed by the President of the meeting and approved by the General Assembly.

All 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 of RSPO, where all members may consult and take copies thereof.

CHAPTER IV – Administration

RSPO governance structure



Art. 6.1. Executive Committee

Art. 6.1.1. Composition

The Ordinary members of RSPO, attending or being represented at the General Assembly, shall elect and/or revoke the members of the Executive Board. These must be representatives of the Ordinary members.

The number of members of the Executive Board shall not be less than three and shall be determined by a decision of the General Assembly.

An Ordinary member may not provide more than one member for the Executive Board at the same time.

RSPO shall be managed by an Executive Board comprised of sixteen members, designated by the General Assembly for a period of two years. The Executive Board elects a President, a vice-President(s) and a Treasurer. They are designated for a period of two years.

- The President of the Executive Board is elected among the Executive Board members. The incumbent chairs all meetings of RSPO Executive Board and General Assembly. The incumbent ensures the execution of all orders and all resolutions of the General Assembly and Executive Board.
- The vice-President(s) is elected among the Executive Board members. The incumbent executes the duties vested upon him by the Executive Board and assists the President of the Board at his request. In case of incapacity, refusal or resignation of the President of the Executive Board, the vice-President of the Executive Board fulfils all his duties.
- The Treasurer is elected among the Executive Board members. The incumbent is responsible for the collection of the funds of RSPO, unless the Executive Board decides differently. The incumbent reports to the Executive Board those members who are late in paying their membership fee or any other due for more than sixty days.

Art. 6.1.2. Powers.

The general management of RSPO shall be the responsibility of RSPO Executive Board in collaboration with RSPO Secretary-General, who it appoints.

The Executive Board will work together with the secretarial staff to discuss the activities of the association and to guard the quality and financial viability.

The Executive Board shall act by consensus vote of those members present in person.

The Executive Board in collaboration with the Secretary-General, shall have the power to:

- Direct and control the management of RSPO;

- Execute the decisions of the General Assembly meeting and take all measures to reach the established objectives;
- Establish guidelines for the programs of the Technical Committee and the Working Groups and to submit them to the approval of the General Assembly meeting;
- Control RSPO expenses;
- Prepare the budgets and the annual accounts which will be submitted to the General Assembly;
- In case of urgency, take all decisions normally assigned to the General Assembly, and submit them subsequently to the ratification of the General Assembly;
- Appoint secretarial staff.

The Executive Board in collaboration with the Secretary-General may adopt all policies and procedures necessary for the management of its activities and may, within the frame of its powers, delegate part of its powers and responsibilities to either Technical Committee or Working Groups.

The Executive Board will entrust the daily management to individuals (Secretary-General and secretariat staff). It will determine their powers and their remuneration and might delegate some of its power to them when required (signature for RSPO operational account etc).

Art. 6.1.3. Meetings

An annual meeting of the Executive Board shall take place immediately before or after the General Assembly meeting. Meetings at regular intervals shall take place, upon the decision of the Board.

The annual meeting of the Executive Board is called by the President in writing and mailed to each member of the Board at least twenty one days prior to the date of the meeting.

The frequency of the Executive Board meetings during the year is to be decided by the members of the Executive Board.

Each Board member might invite one expert to the meeting to discuss specific subjects during the Board meetings.

Art. 6.1.4. Signature and representation

All acts binding the association shall be signed by the President of the Executive Board, within the limits of his powers and as per the decision of the Executive Board. The President may assign in writing the authority to sign on his behalf to any other member of the Executive Board.

The association can be represented by any other person acting within the limits of a proxy by the Executive Board, namely the Secretary-General.

Art. 6.2. Secretary-General and Secretariat Staff

Art 6.2.1 Composition

The Secretariat of RSPO consists of staff running operational business activities and carrying out the activities mentioned in Art. 3.

Art 6.2.2. Appointment of Secretary-General and Secretariat Staff

The Executive Board appoints the Secretary-General. The Executive Board also appoints the Secretariat Staff, in agreement with the Secretary-General.

Art. 6.2.3. Powers.

The Secretary-General is in charge of the operational management of RSPO in between meetings of the Executive Board pursuant to the general policies fixed by the Board. A detailed report of all RSPO activities is made at each meeting of the Executive Board.

The Secretary-General co-ordinates and contributes to the operational activities of RSPO by:

- organisation/co-ordination of Board and General Assembly meetings, minutes etc.,
- service to members (mailings, contacts, helpdesk),
- RSPO project support,
- communication in general (website, RSPO promotion),
- co-ordination of technical/working groups,
- financial management,
- support with the acquisition of funds and networking with other initiatives.

The activities will be carried out partly or completely by the Technical Committee or specific Working Groups. The RSPO management, under supervision of the Executive Board, will collaborate closely with the Technical Committee and these Working Groups and facilitate their work.

Art. 6.3 Working Groups

The Executive Board can appoint specific Working Groups for carrying out activities in the field of:

- General Best Practices
- Communication on Sustainable Palm Oil
- Any other specific issue dealing with Sustainable Palm Oil

The Working Groups are formed by the Ordinary and Affiliate members and possibly other stakeholders to focus on specific tasks. Members may

participate in different Working Groups at the same time or may not participate in any Working Group.

The members will decide on the creation and working program of the Working Groups through the Executive Board:

- Either at the annual General Assembly meeting,
- Or through RSPO Secretariat.

The Executive Board, through the Secretary-General, will consult the interested parties in order to prepare a proposal for the activities to be carried out, including the timing and costs thereof. The proposal will be made within 30 days from the date of the request and will have to be accepted by all the members involved in the activities of the Working Group. If the proposal is rejected, the members will:

- Either provide suggestions that enable the Secretary-General to compile a new, acceptable proposal ,
- Or abandon the Working Group at hand.

Each Working Group is responsible for its own expenses. The funds that are necessary for the coverage of those expenses may involve:

- Costs of experts and stakeholders to be invited in assessment and/or research
- Travel, subsistence and time costs of the employees of companies involved
- Costs of Working group meetings
- Costs of large scale stakeholder involvement and communication

These costs cannot be covered by the regular member fees, but will be provided by the interested RSPO members involved and/or by external donors. The Executive Board and /or platform Manager will propose a repartition of the costs of the Working Groups over the members involved.

Each Working Group should elect among the member companies a Chairperson. The Chairperson of a Working Group is responsible towards the Executive Board for the management of his Working Group. He chairs all meetings of that Working Group. He supervises the execution of the decisions and resolutions of the General Assembly meeting or of the Executive Board with regard to his Working Group. The incumbent is responsible for the controlled dissemination of information produced by the Working Group in conformity with the policies of the Executive Board.

A Working Group led by RSPO might state internal regulations. In such case, regulations should be ratified by the Executive Board. A Working Group might appoint a Secretary. Each Working Group shall submit a report on its activities and financial situation to the annual General Assembly meeting.

CHAPTER VII – Finances

Art. 7. Annual accounts

The fiscal year of RSPO association shall be from the first day of July until the thirtieth day of June.

The annual accounts of RSPO are audited and certified at the end of each fiscal year by one or more certified accountants.

The treasurer submits to the Executive Board the annual accounts for the past year as well as the budget for the following year. The accounts and budgets have to be approved by the General Assembly meeting.

Art. 8. Membership fees

The Executive Board determines the amount of the membership fees and all other dues of the members, as well as the method of payment and submits them to the approval of the General Assembly meeting.

All modifications to the membership fees or other dues shall be effective after a period of thirty days from the notification of such modification to the members. This notification shall be in writing.

The Executive Board proposes to the General Assembly the maximum membership fee for one year.

The Executive Board proposes to the General Assembly a reduced membership fee that enables appropriate organisations to become full member of the RSPO. The Executive Board is empowered to decide which active member is eligible for a reduced fee.

The Executive Board will determine affiliate membership fees, if & when applicable. The full fee amounts to € 2000 for as long as the General Assembly does not decide otherwise.

Art. 9. Members interests in the assets of the association

All interests of each member in the funds, investments and other assets belonging to RSPO shall immediately cease and terminate in the event that the membership of such member in RSPO shall terminate, for any reason whatsoever.

In the event of such termination, such member and the representatives of such member shall have no claim on account of the other members, or their representatives, or any of them, with regard to the assets of RSPO.

CHAPTER VI - Dissolution

Art. 10. Disposal of assets on dissolution

Upon dissolution of RSPO, the Executive Board, after payment or constitution of a deposit for all indebtedness of RSPO, shall allocate the net assets to objects exclusively compatible with the object of RSPO or to one or more organizations managed in similar purposes as RSPO or shall distribute it among its members.

The courts of Zurich, Switzerland shall have sole jurisdiction for litigation concerning assets, which would not have been allocated as provided above.