

## - STATUTES -

### "Roundtable on Sustainable Palm Oil (RSPO)"

#### **Art. 1 – Name**

A new Association – Roundtable on Sustainable Palm Oil (RSPO) – is set up according to article 60 and following of the Swiss Civil Code.

#### **Art. 2 – Objectives**

RSPO's objectives are to promote the growth and use of sustainable palm oil through co-operation within the supply chain and open dialogue with its stakeholders.

RSPO's objectives are without any profit purpose.

#### **Art. 3 – Seat**

RSPO is located in the Canton of Zurich, Switzerland

The seat can be transferred by ordinary decision of the Executive Board, ratified by the General Assembly.

#### **Art. 4 – Quality of the members**

RSPO shall be composed of ordinary members carrying out their activities in and around the entire supply chain for palm oil and having fulfilled their financial duties regarding the payment of the entry and membership fees.

Members are expected to actively participate in the Roundtable on Sustainable Palm Oil and to contribute to its principles and goals.

All other interested parties, which are active in the sphere of RSPO, may be accepted as affiliate members.

Legal entities shall be represented by one or more persons of their choice. Their representative(s) must prove their identity with a power of attorney in writing.

#### **Art. 5 – Admission**

In order to become a member of RSPO, an admission request must be addressed to the Executive Board which shall rule, at each of its sessions, on the current admission requests.

To become a member of RSPO, applicants have to accept a minimum duration of their membership for a two-year period.

The Executive Board can reject any admission request without having to inform the candidate of the reasons motivating such decision.

Applicants must request membership in one of the following categories:

- Oil palm growers
- Palm oil processors and traders
- Consumer goods manufacturers
- Retailers
- Banks and investors
- Environmental/nature conservation organisations (NGOs)
- Social/development organisations (NGOs)

### **Art. 6 – The members**

The members shall be those who have been admitted by the Executive Board and who have agreed to pay the annual fee determined by the General Assembly.

### **Art. 7 – Termination of membership**

A membership shall cease by virtue of:

- a) Resignation by letter to the RSPO Secretary-General with a notice period of six months;
- b) Death of an individual member or dissolution regarding a member's legal entity;
- c) Expulsion pronounced by the Executive Board for non-payment of the membership fees or on basis of serious grounds, provided said member has been convened by registered mail to stand before the Executive Board in order to provide explanations. An Executive Board member under consideration for expulsion may not vote on this decision.
- d) Failing to pay the membership fee within 3 months of having received an invoice.

### **Art. 8 – Finances, Responsibilities**

The finances of RSPO shall include:

- a) The membership fees;
- b) Any donation and legacy that might fall to RSPO and any other financial resources authorised by law.

Solely the assets of RSPO may be used towards reimbursement of the debts contracted in the name of RSPO and no member, including the members of the Executive Board, shall in any case be held liable for any such debts.

### **Art. 9 – Executive Board**

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 members can be re-elected. The allocation of seats for the various sectors of membership is as follows:

Sector	Number of seats	Comments
Oil Palm Growers	4	- 1 Representative for Malaysia - 1 Representative for Indonesia - 1 Representative for the smallholder sector - 1 Representative for "Rest of the World"
Palm Oil Processors	2	
Consumer goods manufacturers	2	
Retailers	2	
Banks/investors	2	
Environmental NGOs	2	
Social/development NGOs	2	

The Executive Board shall designate among its members a President, one or more Vice-presidents and a Treasurer by simple election.

In case of vacancies, the Executive Board shall designate interim substitutes until the next General Assembly elects definitive replacements. The powers of attorney of the substitutes shall expire concurrently to the expiration of the powers of the replaced members.

The appointments, resignations and replacements by the Executive Board shall be recorded in the minutes of the General Assemblies.

### **Art. 10 – Meeting of the Executive Board**

The Executive Board shall meet at least once every six months upon receipt of a convening notice from the President or upon request of one third of its members. A quorum of more than half of the members is required for a meeting. The decisions are taken by consensus unless stated otherwise in the statutes. The Executive Board can take decisions outside a meeting, through consultation with Executive Board members.

### **Art. 11 – Ordinary General Assembly**

The ordinary General Assembly shall be comprised of all members of RSPO, whatever the validity of their affiliation may be. The ordinary General Assembly shall meet annually.

The members of RSPO shall be notified at not less than twenty one days, but not more than sixty days before the date of the meeting. The agenda shall be indicated on the convening note. Only the issues mentioned on the agenda can be decided upon.

The President, assisted by the members of the Executive Board, presides over the Assembly and presents the annual report and accounts of RSPO.

The Treasurer shall report on financial management and submit the previous end of year statement and the budget for the next accounting period to the approval of the Assembly.

The General Assembly decides about the annual fee to be paid by the members. The annual membership fee amounts to € 2000 unless the General Assembly decides otherwise.

After exhaustion of all other items on the agenda, the resigning members of the Executive Board shall be replaced by elections.

During the Ordinary General Assembly every ordinary member shall have one vote. Affiliates have the right to be present at and participate in the general meeting, without voting right.

Except in the cases of dissolution according to Article 14 of the present statutes, decisions are taken at the majority of the votes of the ordinary members present, the President having a casting vote.

The General Assembly meeting shall be validly constituted if more than 50 percent of the ordinary members are present or represented.

### **Art. 12 – Extraordinary General Assembly**

If needed or upon request of one fifth of the registered ordinary members, the President must convene an Extraordinary General Assembly to the formalities set in Article 11.

During the Extraordinary General Assembly, every ordinary member shall have one vote.

Except in the cases of dissolution according to Article 14 of the present statutes, decisions are taken at the majority of the votes of the ordinary members present, the President having a casting vote.

### **Art. 13 – Staff**

Day-to-day work for RSPO is carried out by staff, employed by RSPO and/or under contract for RSPO. The RSPO Secretariat consists of staff running operational business activities and carrying out the activities mentioned in Art 2. The Executive Board appoints and sets the condition of employment for the RSPO Secretary-General and staff. 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.

### **Art. 14 – Dissolution**

In case of dissolution pronounced by at least two third of the ordinary members present at the General Assembly or Extraordinary General Assembly, one or more liquidators shall be designated by the General Assembly or Extraordinary General Assembly and the assets, if any, shall be allocated according to the rules determined by the General Assembly.

Zurich, 8 April 2004