

RESOLUTION 6c

Proposed Resolution to be adopted
At the 8th General Assembly of the
Roundtable of Sustainable Palm Oil (RSPO)
8th March 2012

TITLE:

RESOLUTION TO AMEND STATUTES ON ITEMS RELATED TO THE RSPO GENERAL ASSEMBLY AND EXTRAORDINARY GENERAL ASSEMBLY

PROPOSERS:

IOI Group; SIAT Group; New Britain Palm Oil Ltd; Unilever; AarhusKarlshamn AB;
ALDI SOUTH Group; Carrefour; Coles Supermarkets; Coop Switzerland; Delhaize Group;
Federation of Migros Cooperatives; J Sainsbury PLC; Marks & Spencer; Royal Ahold;
Tesco Stores; The Body Shop International; The Boots Group PLC; The Co-operative Group;
Waitrose; HSBC; Rabobank; Conservation International; WWF-International; Sawit Watch;
Oxfam International

Acknowledging that a legal convening of the 8th General Assembly on the 24th of November 2011 had failed due to a lack of the minimum numbers of voting members necessary to establish a quorum of presence;

Acknowledging that failure to convene the General Assembly on the 24th of November 2011 has led to a reconvening of the General Assembly to this date, 8th of March 2012;

Noting that the reconvening of the General Assembly will likely have incurred substantial costs;
FURTHER NOTING that the reconvening of the RSPO General Assembly has risked the reputation of the RSPO;

Acknowledging that the current RSPO statutes mentions that the quorum required for a legal General Assembly is to have "more than 50 percent of the ordinary members" present or represented.";

Acknowledging that the Swiss laws, of which the RSPO is bound by, does not require a quorum of presence for a General Assembly;

Realising that the current quorum requirement is relatively high compared to other organizations.
FURTHER REALISING that the statutory quorum requirement, if left unchanged, leaves the RSPO at risk of having to reconvene future General Assemblies due to a lack of quorum;

Aware that the RSPO is a global organization with global membership, and currently growing its membership at a rapid pace and thus increasing the burden of meeting the current statutory quorum requirement in the future;

Noting that the spirit of introducing a statutory quorum requirement was to protect “against totally unrepresentative action in the name of the body by an unduly small number of persons¹”;

Further noting that the convention of determining a quorum size “should approximate the largest number that can be depended on to attend any meeting except in very bad weather or other extremely unfavorable conditions²”;

Recognizing that any revised quorum requirements should not diminish the good governance of the RSPO;

Cognizant that there are various existing safeguards, within RSPO, to ensure equitable representation of all constituencies such as a balanced Executive Board composition made up of all stakeholder groups and Multistakeholder Standing Committees/Working Groups;

The above-named proponents of this resolution hereby humbly requests that the RSPO General Assembly resolve to accept the recommended amendments to the current RSPO Statutes as per detailed below:

AMENDMENTS TO RSPO STATUTES

- (I) That Paragraph 9 of Article 11 of the RSPO Statutes be and the same is amended in the manner as described as follows:

The existing Paragraph 9 of Article 11;

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

The new Paragraph 9 of Article 11;

“The General Assembly meeting shall be validly constituted if a minimum of 80 of the ordinary members are present or represented.”

- (II) That RSPO Statutes be and the same is hereby amended by adding a new paragraph to Article 11 and the new paragraph shall be added after Paragraph 9 as follows:

“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 annual

¹ Robert Rules of Order

² *Robert's Rules of Order Newly Revised, Tenth Edition* (2000), p. 20

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.”

- (III) That Paragraph 1 of Article 12 of the RSPO Statutes be and the same is amended in the manner as described as follows:

The existing Paragraph 1 of Article 12;

“If need 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. The new Paragraph 9 of Article 11.”

The new Paragraph 1 of Article 12;

“If need or upon request of one fourth of the registered ordinary members the President must convene an Extraordinary General Assembly to the formalities set in Article 11.”

- (IV) That RSPO Statutes be and the same is hereby amended by adding a new paragraph to Article 12 and the new paragraph shall be added after Paragraph 3 as follows:

“The Extraordinary General Assembly meeting shall be validly constituted if a minimum of 80 of the ordinary members are present or represented.”

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 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.”