

Resolution 6d

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 and Olam International Limited.

[NOTE: THE ABOVE NAMED PROPONENTS OF THIS RESOLUTION RESPECTFULLY WITHDRAWS THIS RESOLUTION IN THE EVENT THAT THE RSPO 10th GENERAL ASSEMBLY MAJORITY, VOTES "FOR" RESOLUTION 6B, TITLED "**RESOLUTION TO REGULARISE THE RSPO STATUTES BY AMENDING AND MERGING THE CURRENT RSPO STATUTES AND BY-LAWS.**"]

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 11 and 12 of the RSPO Statutes¹ to effect the following changes:

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 €2,000 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.

¹ For reference the current RSPO statutes can be obtained from
[http://www.rspo.org/file/Certified%20RSPO%20Statutes%20\(English\).pdf](http://www.rspo.org/file/Certified%20RSPO%20Statutes%20(English).pdf)

In respect of the Ordinary General Assembly, every ordinary member shall have one vote ("Voting Member") for each proposed resolution or other matter which requires a decision of the Voting Members. Affiliates have the right to be present at and participate in the general meeting, without voting right.

Except in the case of dissolution according to Article 14 of the present statutes, decisions are taken by a majority of the votes of the Voting Members. The President shall have a casting vote.

Any Voting Member may vote in person or by proxy whereby, if no representative of the Voting Member can be present at the General Assembly, a proxy can be given to another Voting Member in writing. Such proxy is valid only for a specified General Assembly and for a specified topic on the agenda.

A Voting 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 Executive Board.

Any E-Vote cast pursuant to an approved E-Voting procedure shall be deemed to constitute a vote by a Voting Member at the General Assembly.

In addition to procedures to regulate E-Voting as approved from time to time by the Executive Board, the following shall be applicable with regard to an E-Vote:-

- i) In the event that the Voting Member has voted by way of an E-Vote that Voting Member shall not then cast a vote at the Ordinary General Assembly in respect of the proposed resolution for which the E-Vote was submitted.
- ii) A Voting Member may submit their E-Vote at any time between receipt of the convening note (pursuant to paragraph 2 of Article 11) 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.
- iii) In the event the Ordinary General Meeting is adjourned, any E-Vote submitted by a Voting 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 Voting Member at the adjourned Ordinary General Assembly and the Voting 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.

The Ordinary General Assembly meeting shall be validly constituted if a minimum of 80 of the ordinary members are collectively present or represented at the Ordinary General Meeting or submits an E-Vote in respect of any resolution or other matter which requires the decision of the Voting Members at the Ordinary General Assembly.

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 Ordinary 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.

In the event of any conflict between this Statute and the By-Laws, the provisions in this Statute shall prevail.

Art. 12 – Extraordinary General Assembly

If needed 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.

In respect of the Extraordinary General Assembly, every ordinary member shall have one vote for each proposed resolution or other matter which requires a decision of the Voting Members. 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 by a majority of the votes of the Voting Members. The President shall have a casting vote.

Any Voting Member may vote in person or by proxy whereby, if no representative of the Voting Member can be present at the General Assembly, a proxy can be given to another Voting Member in writing. Such proxy is valid only for a specified General Assembly and for a specified topic on the agenda.

A Voting 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.

Any E-Vote cast pursuant to an approved E-Voting procedure shall be deemed to constitute a vote by a Voting Member at the Extraordinary General Assembly.

In addition to procedures to regulate E-Voting as approved from time to time by the Executive Board, the following shall be applicable with regard to an E-Vote:

- i) In the event that the Voting Member has voted by way of an E-Vote that Voting 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.
- ii) A Voting Member may submit their E-Vote at any time between receipt of the convening note (pursuant to paragraph 2 of Article 11) 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.
- iii) In the event the Extraordinary General Meeting is adjourned, any E-Vote submitted by a Voting 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 Voting Member at the adjourned Extraordinary General Assembly and the Voting 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.

The Extraordinary General Assembly meeting shall be validly constituted if a minimum of 80 of the ordinary members are collectively present or represented at the Extraordinary General Meeting or submits an E-Vote in respect of any resolution or other matter which requires the decision of the Voting Members at the Extraordinary General Assembly.

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.

In the event of any conflict between this Statute and the By-Laws, the provisions in this Statute shall prevail.

Contact person for this resolution for further details on this proposed resolution:
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