

## Resolution GA15-6h

Proposed Resolution to be adopted at the 15th General Assembly of the  
Roundtable on Sustainable Palm Oil (RSPO)

15<sup>th</sup> November 2018

**Title:** RESOLUTION TO AMEND THE STATUTES OF THE RSPO TO FORMALISE THE ELECTION  
OF ALTERNATES FOR THE RSPO BOARD OF GOVERNORS

**Submitted By:** The Board of Governors of the Roundtable on Sustainable Palm Oil  
(Currently represented by: Unilever, Malaysian Palm Oil Association, Golden Agri-Resources Ltd. \*,  
FELDA, AAK AB, Wilmar International Limited, Mondelez International, Inc., Retailers' Palm Oil  
Group \*\*, Coöperatieve Rabobank U.A., The Hongkong and Shanghai Banking Corporation, Both  
ENDS, Oxfam, World Resource Institute, WWF International)

*\* Represents the Indonesian Growers Caucus*

*\*\* Royal Ahold Delhaize NV, ALDI International Services GmbH & Co. oHG, ASDA Stores Ltd (part of the Walmart Group),  
Boots UK Ltd, Coles Supermarkets Pty Ltd, Coop Switzerland, The Co-operative Food (UK), Federation of Migros Co-  
operatives, Lidl Stiftung & Co.KG, Marks & Spencer, Sainsbury's Supermarket Ltd., Tesco Plc and Waitrose Ltd*

### **Background:**

As per the current RSPO Statutes<sup>i</sup> the Board of Governors shall be comprised of not less than three (3) Ordinary Members and shall not be more than sixteen (16) Ordinary Members (Article 11 (a) RSPO Statutes). The Board of Governors shall be elected by the General Assembly for a period of two (2) years (Article 11 (b) RSPO Statutes).

In the absence of an Ordinary Member being a natural person conceptually the Ordinary Member having a seat in the RSPO Board of Governors regularly is a member organisation being a legal entity or simple partnership. Such member organisations necessarily are themselves represented by natural persons being in a contractual relationship with such member organizations. Against this background it becomes clear that as a matter of principle several natural persons are eligible to represent a certain member organisation in the RSPO Board of Governors.

Consequently, for the purpose of efficiency and flexibility, RSPO introduced the option for RSPO Board of Governors to have alternate members who can replace the principal members of the RSPO Board of Governors for certain meetings and decision-making processes.

However, on the level of a natural person acting as an RSPO Board of Governors member, it is a mandatory rule of Swiss association law that a member of the RSPO Board of Governors may not be replaced at a certain meeting for decision-making processes by another person unless such other person was elected by the RSPO General Assembly to hold such capacity.

The amendments below are proposed and is aimed at ensuring adherence to mandatory Swiss law and at formalising the election of alternate members of the RSPO Board of Governors.

**THIS RESOLUTION PROPOSES:**

**That the RSPO Statutes be amended to provide legitimacy of the alternate members of the RSPO Board of Governors.**

**The Articles 11 (d) to (f) of the RSPO Statutes are revised as below (changes are marked in bold italic):**

**RSPO Statutes**

11. Board of Governors

- (d) A principal member of the Board of Governors may be replaced or substituted by a maximum of three (3) individual persons of the same Membership sector or sub-sector, to be named by the Members as Alternate(s) and to be elected at the General Assembly meeting.***
- (e) Members shall immediately notify in writing the Board of Governors of the termination of their relationship with its member of the Board of Governors and/or Alternate. Members of the Board of Governors and Alternates may resign to their office by written notice to the Board of Governors at any time.***
- (f) Upon termination or resignation of an Alternate of a Member not having more than one Alternate, the relevant Member shall be entitled to designate in writing to the Board of Governors within thirty (30) calendar days a new Alternate and the Board of Governors shall approve such designation with effect until the next General Assembly meeting.***
- (g) Upon receipt of a written notice from a Member informing of its termination of relationship with its member of the Board of Governors or Alternate or upon receipt of a written notice from any member of the Board of Governors or from any Alternate informing of their resignation the office of such member of the Board of Governors or Alternate shall automatically terminate.***
- (h) The termination of the office of a member of the Board of Governors shall automatically result in the Alternate becoming the principal member of the Board of Governors for such Member. Should such Member have more than one Alternate the resigning member of the Board of Governors shall be replaced by the Alternate in the order elected at the General Assembly meeting. In the event of termination of the relationship between a Member and a member of the Board of Governors with no Alternate the seat in the Board of Governors corresponding to such Member shall be deemed vacant.***
- (i) If a seat in the Board of Governors is vacant, the members of the Board of Governors representing the sector with the vacant seat shall designate in writing an (interim) substitute until the next General Assembly meeting. Should the vacant seat result from the termination of the relationship of a Member with its member of the Board of Governors or the resignation of a member of the Board of Governor, in each case with no Alternate, the Member shall be entitled to designate in writing to the Board of Governors within thirty (30) calendar days a new member of the Board of***

***Governors and the members of the Board of Governors of the relevant sector shall approve such designation with effect until the next General Assembly meeting.***

***(j) The powers of the substitutes shall expire concurrently to the expiration of the powers of the replaced members or Alternates.***

***(k) The Ordinary Members attending or being represented at the General Assembly shall elect and/or revoke the members and **Alternates** of the Board of Governors.***

*Note: The numbering of the subsequent articles shall be changed to reflect the insertion of the above new articles.*

**Contact Information:**

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**Reference**

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<sup>i</sup> The current RSPO Statutes can be downloaded for review at <http://www.rspo.org/key-documents/membership>