

Resolution GA15-6j

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

15th November 2018

Title: RESOLUTION TO AMEND THE STATUTES OF THE RSPO TO PROVIDE PROCEDURE FOR
VOTING IN THE EVENT OF TIE VOTE

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:

This resolution serves to address two (2) issues:

- i) There is no provision in the RSPO Statutes¹ stipulating the appropriate voting procedures in the event of a tie vote at the General Assembly.
- ii) Although the RSPO Statutes states that the Chairperson has a casting vote at the General Assembly, it does not explain how the Chairperson should cast the deciding vote. The following articles are referred:
 - (a) Article 9(c)(vii) - "...decisions of the General Assembly are taken by simple majority vote of the Ordinary Members present and the Chairperson(s) shall have a casting vote."
 - (b) Article 10(g) - "...decisions are taken at the majority of the votes of the Ordinary Members present, the Chairman having a casting vote."

The amendments below are proposed to formalise the voting procedures in the event of a tie vote at the General Assembly and the manner in which the Chairperson should exercise his/her casting vote.

THIS RESOLUTION PROPOSES:

That the RSPO Statutes be amended to provide the appropriate voting procedures in the event of a tie vote and the manner in which the Chairperson should exercise his/her casting vote.

The Articles 9(c)(vii) and 10(g) of the RSPO Statutes are revised as below (changes are marked in bold italic):

RSPO Statutes

9. Ordinary General Assembly

(c) Quorum and Votes

- (vii) Except in the cases of Dissolution according to Article 19 below and as stated otherwise, decisions of the General Assembly are taken by simple majority vote of the Members present. ***The Chairperson of the meeting having a casting vote, must cast the vote in the event of a tie after the count of the votes and an abstention is not admissible. In case the vote of the Chairperson is invalid, including but not limited to void and empty votes, the Chairperson must re-cast the vote until validity.***

10. Extraordinary General Assembly

- (g) Except in the cases of dissolution according to Article 19, decisions are taken at the majority of the votes of the Ordinary Members present. ***The Chairperson of the meeting having a casting vote, must cast the vote in the event of a tie after the count of the votes and an abstention is not admissible. In case the vote of the Chairperson is invalid, including but not limited to void and empty votes, the Chairperson must re-cast the vote until validity.***

Contact Information:

Patrick Chia, Finance and Administration Director, RSPO - patrick.chia@rspo.org

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