



**RSB – ROUNDTABLE ON SUSTAINABLE
BIOMATERIALS ASSOCIATION**

ARTICLES OF ASSOCIATION

Version 7 December 2018

Table of Contents:

I - INCORPORATION.....	3
Article 1: Name	3
Article 2: Objectives.....	3
Article 3: Registered Office	4
II - MEMBERSHIP	4
Article 4: Membership Chambers	4
Article 5: Conditions of Membership.....	5
Article 6: Membership Dues	5
Article 7: Rights and Obligations of Members	6
Article 8: Associates.....	6
Article 9: Member Representation	7
Article 10: Organisation of Chambers.....	7
Article 11: Consultation with Members	8
Article 12: Direct Consultation Process	9
Article 13: Participation in Chamber Meetings	9
III - BOARD OF DIRECTORS	11
Article 14: Directors	11
Article 15: Alternate Directors.....	12
Article 16: Chair, Vice-Chair and Co-Chairs	13
Article 17: Treasurer.....	13
Article 18: Secretary.....	14
Article 19: Secretariat and Executive Director	14
Article 20: Working Groups and Advisory Panels.....	14
Article 21: Interest Groups	14
Article 22: Members Forum.....	15
Article 23: Termination of Office of a Director and/or a Delegate.....	15
IV – GENERAL ASSEMBLY.....	16
Article 24: General Assembly of Delegates.....	16
Article 25: Alternate Delegates.....	17
Article 26: Voting Rights of Delegates	18
Article 27: Powers of the General Assembly of Delegates	19

V – FINANCE	20
Article 28: Auditor	20
Article 29: Finance	20
Article 30: Assets of the Association	20
VI - RESPONSIBILITY TOWARDS THIRD PARTIES	21
Article 31: Signature Authorities	21
Article 32: Liability	21
Article 33: Dissolution.....	21
Article 34: Jurisdiction	21
Article 35: Date of Adoption	21

I - INCORPORATION

Article 1: Name

- 1.1 The Association shall be named RSB – ROUNDTABLE ON SUSTAINABLE BIOMATERIALS ASSOCIATION, hereinafter “the Association”, and is incorporated as a non-profit association in accordance with Article 60 et seq. of the Swiss Civil Code and these *Articles of Association*, with independent legal personality.

Article 2: Objectives

- 2.1 The Association’s objectives are:
- (a) to protect humankind, nature and the environment by developing, adopting, publishing and promoting the use of standards developed by the Association for the production, processing, conservation, trading and use of sustainable biomass/bio-products/bioenergy;
 - (b) to educate and inform the biomass/bio-products/bioenergy movement of the environmental and social issues of sustainable biomass/bio-products/bioenergy management;
 - (c) to raise public awareness of and encourage the worldwide adoption of ecologically, socially and economically sound systems that are based on the principles of sustainability of biofuels/bio-products/bioenergy;
 - (d) to promote throughout the world the production of high quality sustainable biofuels/bio-products/bioenergy while protecting the soils and enhancing their fertility, as well as minimising environmental pollution and the use of non-renewable natural resources;
 - (e) to provide for the exchange of knowledge and ideas related to its purpose, provide information to the public and represent the general principles of sustainability of biofuels/bio-products/bioenergy;
 - (f) to develop and implement systems of certification and verification of compliance with Standards of the Roundtable for Sustainable Biomaterials, including providing certification services, consulting, branding and enforcement;
 - (g) the Association may carry out any and all activities related to the purposes set out above, including transactions which are directly or indirectly related to such purposes in particular incurring debt, subscribing equity, managing, holding or acquiring investments, establishing representation offices, managing, holding or acquiring real estate in accordance with the Swiss Federal Law on the Acquisition of Real Estate by Persons Abroad, managing, holding, licensing or acquiring intellectual property such as trademarks, providing financial guarantees and issuing certifications as well as all other activity that promotes the purposes set out above.

Article 3: Registered Office

- 3.1 The registered office of the Association shall be in the Commune of Geneva, Canton of Geneva, Switzerland.

II - MEMBERSHIP

Article 4: Membership Chambers

- 4.1 All Members shall belong to one of the following Chambers:
1. Producer Chamber:
 - Biomass producers (e.g. farmers, plantation managers and other feedstock growers) and
 - Industrial biomaterial/bioenergy producers;
 2. Supply chain and End-users:
 - Retailers and blenders,
 - transportation industry,
 - users of biomaterials and
 - banks/investors;
 3. Social Chamber:
 - Rights-based non-governmental organisations (NGOs) (including land, water, human, and labour rights);
 - trade unions; and

rural development, food security, smallholder farmers, indigenous people, and community-based civil society organizations;
 4. Environmental Chamber
 - Environment or conservation organisations, and climate change or policy organisations;
 5. Government, Academia, Advisory and Standards Chamber
 - Intergovernmental organisations (IGOs), governments,
 - research/academic institutions,
 - standard-setters,
 - specialist advisory agencies, certification agencies, and consultancy organisations,
 - any other applicants for membership who do not fulfil the characteristics of any other Chamber.
- 4.2 All Members shall be companies or incorporated organisations with independent legal personality. In exceptional cases non-legal entities may be admitted to RSB membership with the approval of the Board of Directors. In the specific case of associations, additional criteria

shall apply and the application will be decided on a case by case basis by the Board of Directors.

- 4.3 New Chambers may be created by the Assembly of Delegates if there is a need to ensure the effective representation of a given sector. The Assembly should ensure that the balance between industry (2 Chambers), civil society (2 Chambers) and government/academic organisations (1 Chamber) is maintained.

Article 5: Conditions of Membership

- 5.1 The Board of Directors (“the Board”) has authority to admit or deny any company or other incorporated organisation that has submitted an application for membership (“the Applicant”).
- 5.2 Every Applicant for membership shall sign an application form and provide such other information or evidence as the Board may require. Every application must include a binding commitment, signed by a duly authorised officer on behalf of the Applicant, to comply with the rights and obligations of Members, as set out in these Articles.
- 5.3 The Board may delegate to a Membership Committee the authority to admit or deny an Applicant.
- 5.4 If the Membership Committee denies the Applicant, the Membership Committee must submit a statement (“the Statement”) to the Board and the Applicant, identifying the Membership Committee’s reasons for not accepting the application.
- 5.5 Within [30] thirty days after receipt of the Statement, the Applicant may submit to the Board a written response to the Statement (“the Response”) or withdraw the application in writing. If the Applicant does not reply to the Association within [30] thirty days after receipt of the Statement, the Applicant shall be deemed to have withdrawn the application.

Within one month after receipt of a Response, the Board will examine the application at a meeting of the Directors. On the basis of the application, the Statement and the Response, if a simple majority of Directors present at that meeting are in favour of admitting the Applicant, the application shall be deemed successful and the Applicant shall be admitted to the appropriate Chamber. If, on the basis of the application, the Statement and Response, a simple majority are against admission of the Applicant, the application shall be deemed unsuccessful.

- 5.6 Organisations which are members of the same group directly or indirectly sharing the same holding company and are Members of the same Chamber may not have more than one representative elected as a Delegate of that Chamber or to the Board.

Article 6: Membership Dues

- 6.1 The Board shall propose to the Annual Meeting of the General Assembly of Delegates each year the amount of dues for Members and Associate Members (“Associates”) for the following year.
- 6.2 The Assembly of Delegates shall establish the amount of dues to be paid by Members and Associates by resolution at the Annual Meeting of the General Assembly of Delegates.

6.3 No organisation shall become or remain a Member or Associate without paying the required dues.

Article 7: Rights and Obligations of Members

7.1 Members have the following rights:

- (a) to receive notice of, attend, speak and vote at Chambers Meetings, subject to the provisions of these Articles;
- (b) to propose a candidate for election to the Board who shall be an employee of a Member of the Chamber concerned;
- (c) to elect Delegates of their particular Chamber to represent the Chamber in the General Assembly of Delegates who shall be employees of Members of the Chamber concerned;
- (d) to participate in Working Groups, Advisory Panels and Interest Groups.

7.2 Members have the following obligations:

- (a) to pay annual dues;
- (b) to comply with the provisions of these *Articles of Association*;
- (c) to publicly endorse the Association including its vision, mission and standards upon admission to membership and thereafter as appropriate;
- (d) to participate and contribute to the collective action of the Association;
- (e) to recognise, actively promote, and act consistently with the Association standards for social, environmental and ethical performance;
- (f) to undertake and perform such other obligations as may from time to time be required of the Members under the Association's rules, by-laws, and codes of conduct for the time being in force;
- (g) to actively participate in meetings of the Chamber to which the Members belongs.

Article 8: Associates

8.1 Associate membership shall be open to companies and incorporated organisations involved in sustainable biofuels/bio-products/bio-energy, as well as their trade associations and other associations representing such businesses, always provided that such organisations have

independent legal personalities¹. Associate membership shall also be open to governmental and intergovernmental organisations, agencies and programmes.

8.2 Associates have the following obligations:

- (a) to pay the annual financial or other contribution of Associates;
- (b) to publicly detail the benefits of cooperation with the Association and the RSB standards;
- (c) to participate and contribute to the collective action of the Association.

8.3 Associates have the following rights:

- (a) to receive notice of, attend and speak (but not to vote) at Chambers Meetings;
- (b) to participate in Working Groups, Advisory Panels and Interest Groups.

Article 9: Member Representation

9.1 Any Member of a Chamber of the Association may authorise one of its employees as it thinks fit to act as its representative at any meeting of the Chamber to which the Member belongs, and the person so authorised shall be entitled to exercise the same powers on behalf of the body which he/she represents as that body could exercise if it were an individual Member of the Association.

Article 10: Organisation of Chambers

10.1 Each Chamber shall appoint a Chair at a meeting of the Chamber Members. The first Chair of each Chamber shall be appointed by the Board, and thereafter the Chair shall be appointed by Chambers.

10.2 The meetings of Chambers should be held when the Chair, or the Chamber Members wish to consult on upcoming decisions of the Assembly of Delegates.

10.3 The quorum for a Chamber's meeting to be validly constituted shall be not less than [25%] twenty-five percent of the Members of the Chamber or [3] three Members of the Chamber, whichever is the higher. In the absence of a quorum a consultation can take place by email (see Article 10.4 below). Each Chair shall call meetings of its Chamber by [7] seven days' notice. Such notice shall not be less than [6] six weeks in advance of any meeting of the General Assembly of Delegates. The purpose of meetings before a meeting of the General Assembly of Delegates shall be to ensure that the Chamber has the opportunity to prepare reactions, recommendations and suggestions related to the specific agenda items which shall

¹

be those to be considered by the General Assembly of Delegates, and thereby ensure that their Delegates are well-informed prior to the meeting of the General Assembly of Delegates.

- 10.4 Should the Chamber Chair and Chamber Members believe that a Chamber meeting is not warranted, Delegates shall ensure that they are representing the views of the Chamber at the General Assembly of Delegates by consultation with the Chamber Members via electronic or other means.

Article 11: Consultation with Members

- 11.1 The RSB Secretariat shall communicate at the beginning of each year a plan for standard development and governance review in preparation for the General Assembly. In the plan, the Secretariat shall highlight topics that it considers important or potentially controversial issues for RSB Members.
- 11.2 During the standard development process the RSB Secretariat shall set targets for stakeholder and membership engagement in order to ensure a balanced input from the RSB Chambers and the complete supply chain. The Secretariat shall identify and proactively engage Members that it believes should be interested in the topics under consideration.
- 11.3 In all communications with members the RSB Secretariat shall actively draw the attention of members to issues that are controversial i.e. where there is, or there is likely to be, disagreement between Members.
- 11.4 The RSB Secretariat may organise Regional Consultations open to all RSB Members to consult on the agenda items to be considered by the General Assembly of Delegates.
- 11.5 For issues where there is disagreement between members, the Secretariat shall encourage the Chambers to have Meetings to develop Chamber positions.
- 11.6 The Secretariat shall ensure adequate time for the discussion of controversial issues at the General Assembly of Delegates.
- 11.7 Where members are not participating in the standard development process, the Board of Directors shall make a recommendation on the issues under consideration, for consideration by the Assembly of Delegates.
- 11.8 Where members would like an issue considered by the RSB outside of the normal five [5] year review process they should communicate in writing to the RSB Secretariat outlining the issue and reasons for the urgency of its consideration. The Secretariat shall review the submission and make a recommendation to the Board of Directors, ensuring consistency with the existing RSB standard and procedures for Standard revision. The Board of Directors shall decide if the issue in question should be considered by the RSB. To ensure transparency the Assembly of Delegates will be informed of any request from members and the response from the Board of Directors.

Article 12: Direct Consultation Process

- 12.1 Any Member of any Chamber may invoke the direct consultation process if it believes that its opinions have not been sufficiently heard or heeded.
- 12.2 Within [14] fourteen days of such situations occurring, the Member may bring the matter to the attention of the Executive Director and shall provide the Executive Director with a written statement describing the problem concerned, together with a proposal as to reasonable and constructive resolution of the matter.
- 12.3 The Executive Director shall within [7] seven days of receipt of the statement consult the Chair of the Chamber to which the Member belongs, who in turn shall seek a resolution of the
- 12.4 matter compatible with the Chamber's original decision that was arrived at by the consensus process. If this procedure does not resolve the matter within [60] sixty days of the date on which the Member provided the written statement, the Executive Director shall bring the matter to the attention of the Board for its consideration during its next meeting who shall decide what action to take, if any.

Article 13: Participation in Chamber Meetings

- 13.1 Participation in the meetings may be ensured by electronic communication means, provided that all Members participating in the meeting can communicate to the others any information or opinions they have on any items of business, and can vote and their vote be known and recorded, and any other rules for such participation made by the Board are observed.
- 13.2 The Chair shall call each meeting of the Chamber by a notice in writing, setting out the purpose of the meeting in the form of an agenda.
- 13.3 Decisions on standards and related policies are taken by consensus within each Chamber, with consensus being defined as the lack of sustained opposition, other decisions being taken by simple majority.
- 13.4 The Chamber Chair shall select the decision-making process from the following options:
 - (a) Electronic consultation: the Chamber shall be given at least 14 calendar days between the circulation of the documents for adoption and the due date for the Chamber decision. Silence is deemed to be agreement with the decision.
 - (b) Meeting: In the event that not all Members of a Chamber are present during a meeting, the Chair shall circulate in writing decisions taken during that meeting to all Members of the Chamber and give the Members [7] seven days to notify the Chair of opposition against the decision taken by consensus. Silence is deemed to be in agreement with the decision.
- 13.5 Reasons must be given for the opposition by the Members opposing.

- 13.6 In the event that it is not possible to reach a consensus, the meeting shall be adjourned, and then reconvened, with at least [14] fourteen days' notice, at which the Chamber shall attempt for the second time to reach a consensus. In the event that it is again not possible to reach a consensus, the meeting shall be adjourned and reconvened with at least [14] fourteen days' notice, at which the Chamber shall attempt for the third time to reach a consensus. If that fails, the resolution will be immediately voted upon and may be carried by a simple majority of Members present.
- 13.7 Each Chamber shall appoint [3] three Delegates to attend and vote at Meetings of the General Assembly of Delegates.
- 13.8 Delegates may serve [2] two terms of [2] two years each and thereafter shall not be eligible for at least [1] one year for re-election.
- 13.9 Where possible appointment of Delegates should take place immediately after a meeting of the Assembly of Delegates.
- 13.10 Each Chamber shall nominate a candidate for election by the General Assembly of Delegates to the Board. Directors shall be nominated on the basis of their ability to contribute to the effective management and representation of the Association as outlined in Article 14. Directors will be elected on the basis of their individual abilities, and shall represent the interests of the Association as a whole, rather than the interests of their organisation or their respective Chamberⁱ. The General Assembly of Delegates shall elect a Director from each Chamber if it believes that the candidates put forward have the required ability to contribute to the effective management and representation of the Association.
- 13.11 The Chair of each Chamber shall nominate a secretary to keep the minutes and record the decisions of each Chamber's meetings which shall be circulated to all Members within [28] twenty-eight days of the meeting having closed.
- 13.12 Each Chamber shall strive to ensure a balanced representation of developing and developed countries when electing its Chair, Delegates and candidate to the Board.
- 13.13 Membership ceases:
- (a) when an organisation ceases to exist;
 - (b) by written resignation thereby notifying the Board;
 - (c) by exclusion approved by the Board, for non-payment of dues, or for reason of repeated and demonstrated non-adherence to the membership principles listed above, with a right of appeal to the Assembly of Delegates. Appeals must be lodged within [30] thirty days of the Board's decision being notified.
- 13.14 In all cases, the membership fee for the current year remains due and is not refunded. Members who have resigned or who are excluded have no rights to any part of the Association's assets.

III - BOARD OF DIRECTORS

Article 14: Directors

- 14.1 The Board of Directors shall comprise between [5] five and [9] nine Directors including those nominated by the Chambers of Members and additional directors, if any, as described in Articles 14.2 and 14.3. Directors shall be elected from among the persons nominated for that election by the Chambers and by the Board by simple majority of votes cast by the Delegates at the Annual Meeting of the General Assembly of Delegates each year. At the end of each two-year term, or where there is a vacancy, a Chamber shall propose at least [1] one month prior to the Annual Meeting of the General Assembly of Delegates the name of that Chamber's nominee for appointment as a director or reappointment as a director. Directors may serve [2] two terms of [2] two years each and thereafter shall not be eligible for at least [1] one year for re-election.
- 14.2 The General Assembly of Delegates shall appoint a Swiss Directorⁱⁱ that is a Swiss national or legal resident of Switzerland, if such a Director has not been elected through nomination by the Chambers.
- 14.3 The General Assembly of Delegates may appoint Directors who have not been nominated by Chambers. These 'appointed Directors' may be nominated by the Board and should fill specific gaps in the competencies of the Board as established by a review of the effectiveness of the Board as per Article 27.2.
- 14.4 The Board shall fix the frequency of its meetings. Its decisions shall be taken by a simple majority of its members, except as otherwise provided in these *Articles of Association*.
- 14.5 A meeting of the Board is only valid if a quorum is present, consisting of a majority of the entire Board. No Director may be represented by another person, except if an Alternate Director has been appointed as per Article 15, or if a proxy is given to another Board Member. A Director shall be deemed to be present at a meeting of the Board if he/she participates by telephone or other electronic means, and all Directors participating in the meeting are able to hear each other. The Board may meet in any country of the world.
- 14.6 The Board is responsible for the management of the Association and has all the powers necessary to realise its objectives. It represents the Association to third parties in all matters including in the search for financial support in the form of monies, goods or services required to meet the objectives of the Association. The Board may appoint Committees to which it may delegate such of its powers as it sees fit, and may specify the terms of reference, procedures and timeframes for such Committees.
- 14.7 Directors may exclude Members as per Article 13.13 above.
- 14.8 The Board decides on its own procedures and may issue By-Laws governing the organisation, administration, representation and activities of the Association. These By-Laws are detailed in a separate document - *RSB By-Laws* - which is approved by the Board. Where there is the

conflict between the *By-Laws* and the *Articles of Association*, the *Articles of Association* shall prevail.

- 14.9 In the absence of a meeting, Directors may vote on Resolutions that have been circulated in writing or by other means, unless at least one Director requests a meeting. Such Resolutions must be approved by majority vote of two thirds of all Directors.
- 14.10 Directors may resign by notifying the Board and their respective Chambers in written no later than [2] two weeks before the next Board meeting.
- 14.11 Directors will be deemed to have resigned if they do not attend at least two thirds of Board meetings over a [12] twelve month period, or if they fail to attend [3] three Board meetings in a row.
- 14.12 Upon resignation of a Director, the relevant Chamber may nominate a candidate Director for election by the General Assembly of Delegates.

Article 15: Alternate Directors

- 15.1 Any Director (the "Appointor") may, after consultation with his/her Chamber, appoint as an Alternate any other person who is an employee of a Member of the same Chamber that nominated the Appointor, to:
- (a) exercise that Director's powers;
 - (b) carry out that Director's responsibilities, in relation to the taking of decisions by the Directors in the absence of the Alternate's Appointor.
- 15.2 Any appointment or removal of an Alternate must be effected by notice in writing to the Association signed by the Appointor, or in any other manner approved by the Directors. The notice must:
- (a) identify the proposed Alternate;
 - (b) in the case of a notice of appointment, contain a statement signed by the proposed Alternate that he is willing to act as the Alternate of his/her Appointor.
- 15.3 An Alternate Director has the same rights to participate in any Directors' meeting or decision of the Directors reached in accordance with Article 14, as the Alternate's Appointor.
- 15.4 Except as these Articles specify otherwise, Alternate Directors:
- (a) are deemed for all purposes to be Directors;
 - (b) are liable for their own acts or omissions;
 - (b) are subject to the same restrictions as their Appointors;
 - (c) are not deemed to be agents of or for their Appointors.

- 15.5 A person who is an Alternate Director but not a Director:
- (a) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's Appointor is not participating);
 - (b) may sign or otherwise signify his/her agreement in writing to a written resolution in accordance with Article 14.5 (but only if that person's Appointor has not signed or otherwise signified his/her agreement to such written resolution).
- 15.6 An Alternate Director's appointment as an Alternate terminates:
- (a) when his/her Appointor revokes the appointment by notice to the Association in writing specifying when it is to terminate;
 - (b) on the occurrence in relation to the Alternate of any event which, if it occurred in relation to the Alternate's Appointor would result in the termination of the Appointor's office as Director;
 - (c) on the death of his/her Appointor;
 - (d) when his/her Appointor's appointment as a Director terminates.

Article 16: Chair, Vice-Chair and Co-Chairs

- 16.1 Directors shall appoint one of the Directors as Chair of the Board and a second Director as Vice-Chair. Directors may also appoint two individuals as Co-Chairs to carry out the functions of the Chair and Vice-Chair. These appointments are for a term of [2] two years. A current appointment may be ended by the Directors and they may fill any vacancy that arises. A serving Chair, Vice-Chair, or Co-Chair may resign from such office, whether or not he/she is also resigning as a Director, but if the serving Chair, Vice-Chair or Co-Chair ceases to be a Director, he/she shall automatically cease to hold the office of Chair, Vice-Chair, or Co-Chair (as the case may be).
- 16.2 The Chair, or Co-Chairs of the Board cannot be delegates at the same time. His/her delegate position becomes vacant with his/her election to Chair/Co-Chair and the Chamber proceeds to fill this vacant position in accordance with the ordinary rules for Delegate elections.

Article 17: Treasurer

- 17.1 Directors shall appoint [1] one of the Directors as Treasurer of the Board. The appointment may be for an annual or other fixed term or for an indefinite period. A current appointment may be ended by the Directors and they may fill any vacancy that arises. A serving Treasurer may resign from such office, whether or not he is also resigning as a Director, but if the serving Treasurer ceases to be a Director he shall automatically cease to hold the office of Treasurer.

Article 18: Secretary

- 18.1 Directors may appoint a secretary from among their members, or a non-Director, for such term, at such remuneration and upon such conditions as the Directors think fit. A current appointment may be ended by the Directors at any time and they may fill any vacancy that arises. No Director may be remunerated for holding the position of secretary.

Article 19: Secretariat and Executive Director

- 19.1 Directors may employ staff to form a Secretariat to fulfil such activities as are decided from time to time by the Directors.
- 19.2 Directors may appoint an Executive Director for such term, at such remuneration and upon such conditions as the Directors think fit. The Executive Director shall be responsible for implementing the strategy and policies of the Association as decided by the Directors. He/she shall also lead the activities of the Secretariat and undertake such other duties and responsibilities as the Directors may decide from time to time. A current appointment may be ended by the Directors at any time and they may fill any vacancy that arises. No Director may be remunerated for holding the position of Executive Director.
- 19.3 Staff salaried by the Association cannot serve as members of the Board. They can participate at meetings of the Board in a consultative role only.

Article 20: Working Groups and Advisory Panels

- 20.1 Directors may set up and specify the terms of reference, procedures and specific timeframes for Working Groups and Advisory Panels, and appoint persons fit to fulfil the specific purposes.
- 20.2 A Working Group or Advisory Panel shall not be deemed a committee of the Board, nor shall a member of a Working Group or Advisory Panel be deemed to be a Director for any of the purposes of these Articles or for any other purposes.

Article 21: Interest Groups

- 21.1 Directors may set up one or more Interest Groups to facilitate communication among Members who share common interests not limited to one particular Chamber. Such Interest Groups shall be set up by the Board based on:
- (a) the suggestion of at least [20] twenty Members from at least [2] two different Chambers;
 - (b) whenever the Board itself perceives the need for such a group;
 - (c) specific terms of reference, procedures and timeframes.

21.2 The Group shall have no decision-making power over the Association, but may submit suggestions to the Board at any time.

21.3 The Group shall act in accordance with the Terms of Reference that have been developed by the Interest Group and agreed to by the Board.

Article 22: Members Forum

22.1 The Board may decide at its sole discretion to organise a biannual Members Forum subject to budgetary considerations and available sponsoring for the Forum. The location of the Forum shall be decided after taking into account Member convenience as well as specific sponsoring possibilities.

Article 23: Termination of Office of a Director and/or a Delegate

23.1 A Director and/or Delegate shall cease to hold office if:

- (a) he/she resigns;
- (b) he/she dies;
- (c) he/she is adjudicated bankrupt;
- (d) he/she ceases to be an employee of the Member of the Chamber by which he/she was employed when he was elected;
- (e) the Member of the Chamber by which he was nominated when she/he was elected has ceased to be a Member of the Chamber.

IV – GENERAL ASSEMBLY

Article 24: General Assembly of Delegates

- 24.1 The Board shall convene in each calendar year a meeting of the general assembly designated as the Annual Meeting of the General Assembly of Delegates, to be held at such date, time and place as the Directors may determine, and not more than [15] fifteen months shall elapse between the date of one Annual Meeting of the General Assembly of Delegates and that of the next. Provided that so long as the Association holds its first meeting of the General Assembly of Delegates within [18] eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The business of the Annual Meeting of the General Assembly of Delegates shall include (but not be limited to):
- (a) election of Directors;
 - (b) election of Auditors;
 - (c) approval of the audited accounts;
 - (d) approval of the annual activity report of the Association;
 - (e) discharge of Directors;
 - (f) changes to the *Articles of Association* (if any);
 - (g) procedures that concern the membership and that shall decide Members' rights and obligations;
 - (h) the setting of the dues to be paid by Members and Associates;
 - (i) approval of standards;
 - (j) such other purposes as the Directors determine.
- 24.2 An Extraordinary Meeting of the General Assembly of Delegates may be called at any time by the Directors, whenever they think fit, or at the request of one-fifth of the Delegates.
- 24.3 Meetings of the General Assembly of Delegates (including Annual Meetings) shall be called with at least [14] fourteen calendar days' notice, but any meeting of the General Assembly of Delegates other than an Annual Meeting of the General Assembly of Delegates may be called with shorter notice if it is so agreed by two-thirds of the Delegates having a right to attend.
- 24.4 The notice shall specify the time and place of the meeting of the General Assembly of Delegates and the general nature of the business to be transacted.

- 24.5 Every notice of, or other communication relating to, any meeting of the General Assembly of Delegates which any Delegate is entitled to receive, must be sent to each of the Directors and to the auditors (if any) for the time being of the Association.
- 24.6 The accidental omission to give notice of an assembly to, or the non-receipt of notice of an assembly by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 24.7 The Chair/Co-Chairs of the Board shall act as Chair/Co-Chairs of the General Assembly of Delegates or, failing him/her, another Director may act as Chair, failing which, the Delegates shall elect one of the Delegates present as Chair.
- 24.8 The General Assembly of Delegates may decide to adjourn an assembly meeting from time to time and from place to place, but no business shall be transacted at any adjourned assembly meeting other than the business left unfinished at the assembly meeting from which the adjournment took place. When an assembly meeting is adjourned for [30] thirty days or more, notice of the adjourned assembly meeting shall be given as in the case of an original assembly meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned assembly meeting.

Article 25: Alternate Delegates

- 25.1 Any Delegate (the "Appointor") may, after consultation with his/her Chamber, appoint as an Alternate any other person who is an employee of a Member of the same Chamber that nominated the Appointor, to:
- (i) exercise that Delegate's powers;
 - (ii) carry out that Delegate's responsibilities, in relation to the taking of decisions by the Delegates in the absence of the Alternate's Appointor.
- 25.2 Any appointment or removal of an Alternate must be effected by notice in writing to the Association signed by the Appointor, or in any other manner approved by the Assembly of Delegates. The notice must:
- (a) identify the proposed Alternate;
 - (b) in the case of a notice of appointment, contain a statement signed by the proposed Alternate that he/she is willing to act as the Alternate of his/her Appointor.
- 25.3 An Alternate Delegate has the same rights to participate in any Delegates' meeting or decision of the Delegates reached in accordance with Article 24, as the Alternate's Appointor.
- 25.4 Except as these Articles specify otherwise, Alternate Delegates:
- (a) are deemed for all purposes to be Delegates;
 - (b) are liable for their own acts or omissions;

- (c) are subject to the same restrictions as their Appointors;
 - (d) are not deemed to be agents of or for their Appointors.
- 25.5 A person who is an Alternate Delegate but not a Delegate:
- (a) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's Appointor is not participating);
 - (b) may sign or otherwise signify his/her agreement in writing to a written resolution in accordance with Article 26.7 (but only if that person's Appointor has not signed or otherwise signified his/her agreement to such written resolution).
- 25.6 An Alternate Delegate's appointment as an Alternate terminates:
- (a) when his/her Appointor revokes the appointment by notice to the Association in writing specifying when it is to terminate;
 - (b) on the occurrence in relation to the Alternate of any event which, if it occurred in relation to the Alternate's Appointor would result in the termination of the Appointor's office as Delegate;
 - (c) on the death of his/her Appointor;
 - (d) when his/her Appointor's appointment as a Delegate terminates.

Article 26: Voting Rights of Delegates

- 26.1 Each Delegate of the Association shall have one vote. Voting by proxy is accepted but any proxy appointed shall also be either a Delegate or an Alternate Delegate of the same Chamber as the Delegate which appoints the proxy. Decisions shall be taken by a simple majority of the Delegates, unless otherwise stated in these *Articles of Association*.
- 26.2 Decisions on standards and related policies are taken by consensus with consensus being defined as the lack of sustained opposition.
- 26.3 In the event that not all Delegates are present or represented during a meeting, the Chair/Co-Chairs shall circulate in writing decisions taken during that assembly meeting to all Delegates and give the Delegates [7] seven days to raise opposition against the decision taken. Silence is deemed to be in agreement with the decision. Reasons must be given for the opposition by the Delegate opposing.
- 26.4 In the event that it is not possible to reach a consensus on standards and related policies as described in Article 26.2, the meeting shall be adjourned, and then reconvened, with at least [14] fourteen days' notice at which the assembly shall attempt for a second time to reach a consensus. If that fails, the resolution will be immediately voted upon and may be carried by a simple majority of Members present. At any point, delegates may decide to adjourn the decision to allow for additional consultation of their Chamber.

- 26.5 Communication by the Secretariat and regional consultations (see Article 11) before a meeting of the General Assembly of Delegates shall ensure that the Chambers have the opportunity to prepare for agenda items considered by the General Assembly of Delegates as per Article 13.
- 26.6 A meeting of the General Assembly of Delegates is only valid provided a quorum is present, consisting of a majority of all of the Delegates. A Delegate shall be deemed to be present at a meeting of the Delegates if he/she participates by telephone or other electronic means and all Delegates participating in the meeting are able to hear each other. The Delegates may meet in any country of the world.
- 26.7 In the absence of a meeting, Delegates may vote on Resolutions concerning the election of individual Directors, or for minor standard changes, that have been circulated in writing or by other means, unless at least one Delegate requests a meeting. Such Resolutions must be approved by majority vote of two thirds of all Delegates.

Article 27: Powers of the General Assembly of Delegates

- 27.1 The General Assembly of Delegates shall have the right to appoint and revoke the appointment of any Delegates or Directors of the Association. The General Assembly of Delegates shall decide on all proposals of the Board related to modifications of the *Articles of Association* and to the admission or exclusion of persons serving on the Board. The General Assembly of Delegates shall have complete power over the composition and activities of the Board.
- 27.2 The General Assembly of Delegates shall ensure appropriate skills and competencies are represented on the Board to allow for the effective management of the organisation. The General Assembly of Delegates shall periodically review the effectiveness of the Board and communicate the types of skills and competencies that are required for Directors.
- 27.3 The General Assembly of Delegates shall ensure the rotation of Directors and Delegates in order to preserve continuity and institutional knowledge in both bodies.
- 27.4 Resolutions to adopt standards require a simple majority of Delegates, present at a meeting of the General Assembly of Delegates, to be adopted.
- 27.5 Resolutions to amend these *Articles of Association* or change the number of members on the Board require at least three-quarters of Delegates to be present, and votes in favour by at least a majority of all the Delegates, to be adopted.
- 27.6 Other Resolutions require a simple majority of the Delegates present to be adopted.
- 27.7 In the event of an equality of votes being cast for and against a Resolution, the person presiding at the meeting shall not have a casting vote.

V – FINANCE

Article 28: Auditor

- 28.1 An Auditor shall be appointed annually by the General Assembly of Delegates. The Auditor shall be responsible for examining and reporting upon the books and accounts of the Association to the Delegates.
- 28.2 The Auditor shall be external and independent of the Association.

Article 29: Finance

- 29.1 The financial year of the Association shall be decided by the Board. Audited accounts of income and expenditure and a balance sheet of assets and liabilities made up to the end of each financial year shall be laid before the Board within [6] six months, following the conclusion of such financial year.
- 29.2 The cost of the administration and operations of the Association shall be paid out of the Funds held by the Association.
- 29.3 No party shall have a claim to any contribution from the funds of the Association, and the Board shall ensure that the funds are spent only for the purposes for which they were allocated.
- 29.4 Delegates may not derive any financial benefit for their services as Delegates.
- 29.5 Directors and Alternate Directors are volunteers and cannot receive any financial benefit for their service as Director or Alternate Director. Directors and Alternate Directors can apply for reimbursement of their effective costs and travel costs reimbursed. Directors and Alternate Directors can receive appropriate indemnification for activities beyond the ordinary function as member of the Board.

Article 30: Assets of the Association

- 30.1 The assets of the Association shall be constituted by donations, gifts, grants, contributions from Delegates or other forms of assets generated by the activities of the Association.

VI - RESPONSIBILITY TOWARDS THIRD PARTIES

Article 31: Signature Authorities

- 31.1 The Association may bind itself contractually towards third parties by the signature of any [2] two members of the Board to sign with dual signatory powers to commit the Association up to prescribed limits of expenditure which shall be established by the Board from time to time. The Board may establish a limit of expenditure below which payment shall only require the signature of the Chair/Co-Chairs, or a Manager acting on behalf of Association.

Article 32: Liability

- 32.1 The liability of the Association shall be limited to its own assets. No liability shall attach to its Members or Delegates or other persons serving on the Board, or any of its Committees.

Article 33: Dissolution

- 33.1 On dissolution of the Association, any remaining assets shall be transferred to another institution which pursues a goal of similar public interest to that of the Association and benefits from tax exoneration. Under no circumstances may the assets be returned to the founders or to Members of Chambers or Delegates, nor may they be used, in all or in part, in any manner whatsoever for their benefit.

Article 34: Jurisdiction

- 34.1 Swiss law shall govern and construe these *Articles of Association*. The forum for disputes shall be Geneva, Switzerland, with right of appeal where appropriate to the Federal Court.

Article 35: Date of Adoption

- 35.1 These *Articles of Association* were adopted by the Annual Meeting of the General Assembly of Delegates held on 7 December 2018.

ⁱ Directors may bring the views of their Chamber to the Board of Directors but shall act in the interests of the organisation as a whole.

ⁱⁱ Under Swiss law, if the RSB wishes to avail of tax exemption it is required to have a Swiss-domiciled individual as a Director on the Board. The RSB has taken the approach of nominating a Swiss Director based on the experience of other international associations registered in Switzerland such as the International Union of the Conservation of Nature (IUCN).

SIGNATURES

Stephen Wetmore

Chair of RSB Board, Chair of RSB Assembly of Delegates

Rolf Hogan

Executive Director, Roundtable on Sustainable Biomaterials