



PROTOCOL FOR THE FSC GENERAL ASSEMBLY OF MEMBERS

1 PURPOSE

The purpose of this protocol is to provide a structure for conducting the business portion of the meeting of the General Assembly, with particular attention to the procedures governing debate and voting on motions. This protocol is designed to ensure the efficient and timely running of the General Assembly. Once approved by the General Assembly, the Chairperson of the FSC Board of Directors or the Presiding Officer is authorized to ensure its implementation, while respecting the authority of the General Assembly as the ultimate decision-making authority of the Organization.

2 SUBMISSION OF PROPOSED MOTIONS

All motions proposed for consideration by the General Assembly shall first be submitted to the Motions Committee. The Motions Committee shall be appointed by the FSC Board of Directors and supported by a designated staff person from FSC International.

Each proposed motion must contain the name and affiliation of the person proposing the motion (the proposer) and the name of two persons seconding the motion. Only individual members or the designated representative of an organizational member (who have no outstanding membership fees) can propose or second a motion.

Each proposed motion must be clearly identified as either an amendment to the Statutes or Principles & Criteria or as a policy amendment.

Proposed Motions to amend the Statutes or Principles & Criteria are called Statutory Motions. Proposed motions must clearly identify the specific title, section and paragraph to be amended. The proposed amendment shall first set forth the current language from the applicable document, and then set forth the proposed new language, additions or deletions.

Motions to change FSC policies or operational procedures are called Policy Motions. They reflect the right of members to submit initiatives related to the Organization's work, activities, mission and purpose.

In order to aid the General Assembly when considering a motion, the person making the motion should include a brief paragraph which explains the purpose of the motion, or which supplies additional information, in addition to the actual language of the proposed motion.

The proposer should include an estimate of the costs of implementing the motion. The Motions Committee will ask the Secretariat to prepare an estimate of the legal and financial implications. The estimates may be presented to the General Assembly, and to all FSC Members, to enable them to take account of these implications when making their decisions.

The FSC Board of Directors may express its collective position or comments on any motion, and individual members of the FSC Board of Directors may speak to any motion.



3 PREPARATION AND PUBLICATION OF MOTIONS

All motions proposed for consideration by the General Assembly shall be submitted to the Motions Committee via the Secretariat six months before the scheduled date of the Assembly. The Motions Committee shall review the proposals for compliance with this protocol, and review the Secretariat's estimate of the financial and legal implications of the proposal. Any motion not in compliance with the protocol for submission of proposed motions will be returned to the proposer within three weeks of the deadline for submitting proposals. Revised motions must be resubmitted to the Committee within two weeks of being returned by the Motions Committee.

Not later than three months before the General Assembly, the Motions Committee will submit its final report to the FSC Board of Directors. The report shall include the complete text, in both Spanish and English, of each proposed motion and any supporting information, as well as the name and affiliation of each proposer and seconder. The proposed motions shall be divided into three sections in the report, the first dealing with motions amending the Statutes; second dealing with motions related to the Principles and Criteria; and third, motions dealing with policy issues. Each motion set forth in the report shall be given a number, so that it may be easily identified at the time of the voting during the General Assembly.

Not later than two months before the General Assembly, the FSC Board of Directors will approve the report of the Motions Committee, and will agree any additional comments the FSC Board of Directors may make to each motion to aid the General Assembly in its consideration. The FSC Board of Directors' comments shall be clearly identified as such. The final report shall be made available promptly to all members of the FSC and to other registered participants of the General Assembly.

Amendments to motions: The proposers of motions may submit amendments at any time up to a specified deadline on the evening before the respective motion is debated. The newly amended motion must be seconded by two others as specified in section 2 above; seconders need not be the same people as seconded the original motion. For the General Assembly 2014, amendments must be submitted by proposers (or by their designated representatives) in writing to the Motions Committee by 18:00 hours on Wednesday 10 September 2014 for all motions prioritized for debate on Thursday, 11 September 2014, and by 18:30 hours on Thursday, 11 September 2014 for all motions prioritized for debate on Friday, 12 September 2014. The proposers of motions are expected to seek suggestions, improvements and support for their motions. FSC members who wish to see changes made to the published motions are expected to negotiate these changes with the proposers. Time will be made available for these purposes during preparatory meetings. Further amendments to motions or withdrawal of previous amendments to motions will not be accepted from the floor during formal debate of that motion (see Section 6.2).

4 PARTICIPATION IN THE GENERAL ASSEMBLY

4.1. Participants. The General Assembly is open to all members of the Forest Stewardship Council, A.C. subject to prior registration.



4.2. Proxies. Members of FSC may designate another member as their proxy. All designations must be made in writing, before two witnesses, and be signed by the member or the designated representative of an organizational member. A member can only represent a maximum of five organizational members that can be part of any of the three chambers, and a member can represent an unlimited number of individual members who again can be part of any of the three chambers. All proxy nominations and signatures received in advance of the opening of the General Assembly will be authenticated by the Secretariat. All members who are designated as proxies for another member shall have voice and vote in the General Assembly. All requests to designate another member as a proxy during the General Assembly shall be considered by the Electoral Committee.

4.3. Observers. The General Assembly will be open to observers, subject to prior registration and to any limitations of numbers agreed by the FSC Board of Directors. Observers are those individuals who are neither individual members of FSC nor designated representatives of an organizational member. Individuals who are affiliated with an organizational member and who are not the designated representative of that organization are deemed to be observers. Observers shall have neither voice nor vote, but may participate in all formal sessions of the General Assembly and in other events as agreed by the FSC Board of Directors.

5 CONDUCT OF THE GENERAL ASSEMBLY

5.1. Presiding Officer. The General Assembly shall be presided over by the duly elected Chairperson of the FSC Board of Directors. The Chairperson may delegate the task of facilitating the meeting to another qualified individual as Presiding Officer. The Presiding Officer may be changed or rotated at any time during the meeting at the discretion of the Chairperson of the FSC Board of Directors, who remains the person with ultimate authority for the conduct of the General Assembly, even when not acting as the Presiding Officer.

5.2. Reports. The General Assembly will be presented with verbal reports from the Chairperson of the FSC Board of Directors, the Director General, the Treasurer of the FSC Board of Directors, and a representative of the Motions Committee.

5.3. Agenda. The Agenda for the General Assembly will be sent out in advance to all members and all registered observers.

5.4. Electoral Committee. An Electoral Committee shall be nominated by the FSC Board of Directors and confirmed by the FSC General Assembly. The election shall be carried out by show of hands, as an early item on the agenda. Members of the committee shall form part the quorum of members present, and may nominate a proxy to vote on their behalf. (Note: Proxy forms to be available for that purpose)

Throughout the Motions section of the General Assembly, a sub-group of the Electoral Committee, with rotating membership, will assist the Presiding Officer in ascertaining the presence of a quorum and in the administration and tallying of votes. The Electoral Committee shall also make the final determination to seat a member in all cases in which the voting credentials of a



member are challenged. The work of the Electoral Committee and the counting of votes will be kept separate from the work of the Motions Committee.

5.5. Quorums. The Presiding Officer will call for the quorum to be verified. FSC members participating in the General Assembly, plus members represented by proxies, contribute to the quorum. If at any time during the General Assembly a quorum is not present in the debating room, the Presiding Officer has the discretionary powers to call a recess to allow time for the quorum to be reconvened.

The Quorum for a valid General Assembly, and for valid decisions at the General Assembly, consists of more than 50% of the voting power of the members of each of the chambers referred to in the Statutes of the Organization. The Statutes of the Organization provide for the manner in which such voting power will be calculated. This quorum of FSC organizational and individual members in each chamber must be physically present or represented by a proxy.

5.6. Abstentions. Abstentions duly registered during voting (i.e. on voting papers or by show of hands) shall count towards the quorum required for voting, but shall not count in the calculation of the share of votes cast 'YES' and 'NO' on a motion. During a vote or a written ballot on a particular motion, if a member is absent from the debating room or does not submit the appropriate ballot paper, that member does not contribute to the quorum required for the decision on that motion.

During a vote or a written ballot on a particular motion, if a member submits the appropriate ballot paper, but spoils it or marks the option for "ABSTENTION", then that member contributes to the quorum, for the decision on that motion.

6 CONDUCT OF THE MOTIONS PORTION OF THE GENERAL ASSEMBLY

Before consideration of any of the motions, a designated representative of the Motions Committee shall present its report to the General Assembly. Following the presentation of the report, the work of the Motions Committee will cease (except that the Presiding Officer may ask for clarification from the representative of the Motions Committee if this becomes necessary).

Each proposed motion shall be taken up one at a time, in the order that has been determined by the Presiding Officer. The Presiding Officer may determine the order of presenting the motions, at his/her discretion, in response to the suggestions of prioritization presented to him before or during the meeting. The Presiding Officer may also choose to start with selected motions to demonstrate and practice the debating and voting procedures.

6.1. Procedure for considering motions. After each motion is called up by the Presiding Officer, the proposer may speak to the Assembly for three (3) minutes on the merits of his/her motion. Following the presentation by the proposer, the Presiding Officer shall ask those members wishing to speak to the motion to identify themselves. Each speaker will in turn have two (2) minutes to speak to the motion on the floor. The motion seconders may speak during this period as ordinary members if they wish. At the end of the debate of the members, the proposer of the motion shall have two (2) minutes for any closing comments.



The Presiding Officer may at any time suspend the debate to call on one or more participants, and/or staff of the FSC Secretariat, and/or members of the FSC Board of Directors to provide clarifying comments on particular aspects of the motion debated (e.g. relation of a motion to other motions, impacts of a motion on strategic, tactical, operational aspects of FSC, etc.).

Following the close of debate, the Presiding Officer shall call for the vote. At that time each member eligible shall vote according to the voting procedure described below.

6.2. Procedure for amending motions. Amendments to a motion or withdrawal of previous amendments to a motion will not be accepted during formal debate of that motion at the General Assembly. Amendments will be accepted only from the proposers, in writing, in advance (see Section 3). The proposers of motions debated on Thursday, 11 September 2014 may approach the Presiding Officer at any time before the debate on the motion starts, and request to postpone debate of their respective motion to the session on Friday, 12 September 2014. The Presiding Officer decides such requests on a case-by-case basis at his/her discretion. Upon positive decision by the Presiding Officer, the proposer of a postponed motion may amend the motion and re-submit the amended motion by 18:30 hours on Thursday, 11 September 2014 for debate on Friday, 12 September 2014. Motions prioritized for debate on Friday, 12 September 2014 may not be postponed for further amendments.

6.3. Procedure for making new motions. Eligible members may move a new motion from the floor. These new motions must be on topics that are described in the agenda of the General Assembly. All new motions must be proposed by one eligible member and seconded by two eligible members. It is required that new motions be presented in writing and, if possible, in advance so that they may be translated and made available to the General Assembly in advance of debate. Any motions submitted from the floor will be considered after all the motions presented in the report of the motions committee have been debated and decided by the General Assembly, subject to any pre-determined time limit, or to an extension of time agreed by the Presiding Officer in consultation with the Chairperson of the FSC Board of Directors.

6.4. Procedure for limiting debate, by calling for a vote. At any time in the debate on any matter, an eligible member may call for the question on the pending matter, i.e. may call for the debate to be terminated and the motion to be put to a vote. This is done by raising the yellow card. A call for the question is always in order and takes precedence over the order of the debate.

When the question is called the Presiding Officer will take a vote on the termination of the debate. The vote to terminate debate may be done by a show of hands, using the colored cards. If a simple majority of the participating members votes to end debate, then the matter pending on the floor will immediately be put to a vote. If the Electoral Committee is satisfied that there is a simple majority of participants in favor of terminating the debate, then the Presiding Officer may move to a vote on the motion in hand. If not, the debate will continue.

The Presiding Officer has discretionary powers to continue the debate, and ignore the call to limit debate, if satisfied that there is a substantial demonstrated interest in continuing.



6.5. Informal feedback and voting mechanism. Each eligible member will be given three colored cards (green, yellow and red). During the General Assembly eligible members shall be free to demonstrate their reaction to the proceedings by raising one of the colored cards. The cards are to be used as follows:

- ⇒ green indicates agreement or support, and an affirmative vote;
- ⇒ red indicates disagreement and a negative vote ;
- ⇒ yellow indicates a point of order (see 6.7), an abstention, a call to limit debate by calling the question, or a call to move to the next item or speaker.

6.6. Voting Procedures. The FSC Statutes establish that:

- ⇒ “General Assembly shall strive to adopt decision by consensus.
- ⇒ Consensus is defined as the absence of sustained opposition but does not require unanimity.
- ⇒ In case of a vote, a decision is made when:
 - a quorum of more than 50% of the voting power of the members of each of the chambers referred to in the Statutes of the Organization is present (either physically or by proxy), and when
 - the affirmative vote of a simple majority of the voting power registered by members in good standing less votes abstaining in each chamber present at the time of the vote is reached, and when
 - the affirmative vote of two thirds of the voting power of all members in good standing present at the time of the vote less votes abstaining is reached
- ⇒ and this constitutes the absence of sustained opposition.”
- ⇒ The Statutes of the Organization provide for the manner in which such voting power will be calculated

6.6.1. When a motion is put to the vote, the Presiding Officer will call for a vote by a show of hands to indicate support and opposition to a motion, and abstentions. Participants will vote by raising the red, green or yellow card.

6.6.2. If the Electoral Committee is satisfied that there is not a very large majority in favor, sufficient for a 66.6% overall majority, then the motion fails.

6.6.3. If the Electoral Committee is satisfied (by the cards shown and by the conduct of the debate and the participants) that there is a very large majority of the participants in favor of the motion, sufficient to ensure a 66.6% overall majority of all votes registered, **and** a simple majority of every chamber, then the motion is approved. This will be recorded in the Minutes.

6.6.4. If the Electoral Committee is satisfied that there is a very large overall majority, sufficient to ensure a 66.6% overall majority of all votes registered, but uncertain about whether or not there are simple majorities at the chamber level, then the Presiding Officer will call for either a show of colored cards separately for each chamber or a written ballot (section 6.6.6.).



6.6.5. If as a result of section 6.6.4., the Presiding Officer calls for a show of colored cards separately for each chamber, and if this shows a simple majority in favor in every chamber, then the motion is approved. If not, the motion fails.

6.6.6. If the Electoral Committee is uncertain about whether or not there is a very large overall majority, then the Presiding Officer will call for a written ballot.

6.6.7. The General Assembly will be informed which of the prepared ballot papers in each package will be used.

6.6.8. Eligible Members will mark the ballot paper either 'YES' or 'NO' or 'ABSTENTION' and sign the ballot paper; they will also mark and sign the ballot papers of members who have nominated them as their proxies.

6.6.9. Ballot papers will be collected by staff and delivered to the Electoral Committee.

6.6.10. Ballot papers will be counted under the supervision of the Electoral Committee (electronic counting of ballot papers using bar codes on each ballot paper will be employed by the committee to facilitate counting).

6.6.11. Tabulated results will be presented to the General Assembly. If the computed results show that there is a 66.6% overall majority, and a simple majority in every chamber, and a sufficient quorum overall and in each chamber the motion is approved. If not, the motion fails.

6.6.12. The results of all votes are deemed to be valid when the chairperson of the Electoral Committee communicates to the Presiding Officer the results of a vote and that the Electoral Committee is satisfied that the results are valid.

6.7. Procedure for determining a point of order. An eligible member may raise a question about the order of the debate by raising a point of order, by showing the yellow card, at any time. A point of order is always in order and takes precedence over the order of the debate. The Presiding Officer will make the final ruling on any point of order.

6.8. Motions not considered by the General Assembly. All motions presented to the General Assembly, both those motions proposed from the floor and those contained in the report of the motions committee, which were not considered by the General Assembly will not be further considered.

6.9. Voting procedure in the absence of a quorum. If at any time during the General Assembly a quorum is not present for the vote on a proposed motion, the Presiding Officer has the discretionary powers to call a recess to allow time for the quorum to be reconvened or to apply the following procedure:

6.9.1. Eligible Members will mark and sign the appropriate ballot paper either YES or NO or ABSTENTION; they will also mark and sign the ballot papers of members who have nominated them as their proxies.



6.9.2. Ballot papers will be collected by staff and delivered to the electoral committee.

6.9.3. Within two months following the adjournment of the General Assembly, a postal ballot will be distributed to eligible members who did not attend the General Assembly and were not represented by a proxy. The ballot will include all motions that were voted on during the absence of a quorum.

6.9.4. At the conclusion of the postal balloting, the votes of the members present at the General Assembly will be combined with the votes from the postal ballots. If the total number of votes constitutes a quorum, then the votes will be tallied in accordance with the Statutes and any motion receiving a sufficient majority will be considered approved as if it had been approved at the General Assembly.

7 STATUS OF MOTIONS APPROVED

Statutory Motions approved by the General Assembly will become valid and legally binding at the close of the General Assembly, subject to legal confirmation.

Policy Motions approved by the General Assembly have the status of initiatives supported by the General Assembly and submitted to the FSC Board of Directors (Statutes Title Two, Clause Thirteenth, Paragraph 3). The FSC Board of Directors shall make an explicit commitment describing the steps it will take to respond to this initiative, no later than the next FSC Board of Directors' Meeting. This commitment may indicate priorities, within existing planning priorities and financial constraints. This is consistent with the role of the General Assembly, as described in the Statutes, to delegate managerial activities to the FSC Board of Directors.