



RULES OF PROCEDURE FOR THE FSC GA 2025

1 INTRODUCTION

During Board Meeting 98, held from 11 to 15 March 2024 in Libreville, Gabon, the FSC International Board of Directors instructed the secretariat to conduct a procurement analysis and determine a suitable date for the 2025 General Assembly. Following this review, the Board finalized its decision during a call on 20 May 2024 to host the event from **26 to 31 October 2025** in **Panama City, Panama**, as a **hybrid gathering**.

This hybrid format will offer members flexibility by combining an in-person meeting (for those attending physically or represented by proxies) with the option for remote online participation and voting.

For consistency and clarity, the 2025 Members' Assembly is referred to throughout this document as **"GA 2025."**

2 PURPOSE

The purpose of these Rules of Procedure is to provide a structure for conducting the discussions on statutory and policy motions during the GA 2025 and the voting process of such motions. Particular attention is given to the procedures governing debate and voting on motions during the GA 2025. These rules are designed to facilitate the efficient and timely running of the GA 2025.

Once the Rules of Procedure are proposed by the Board of Directors and approved by the General Assembly, the Chairperson of the FSC Board of Directors or the Presiding Officer is authorized to implement these Rules of Procedure, while respecting the authority of the General Assembly of members as the ultimate decision-making authority of the Organization.

These Rules of Procedure for the GA 2025 cover the following:

- Participation in the discussions on statutory and policy motions during the GA 2025
- Conduct of the GA 2025
- Consideration (debate and voting) of Motions
- Status of the Motions approved

For clarity, note that the membership engagement and the preparation plan (including the motions

process) ahead of the GA2025 in Panama City, Panama, is outlined and regulated in the document *"Road Towards the General Assembly 2025."* This information is not repeated herein, so please refer to that document if you have any questions regarding that part of the process.

3 PARTICIPATION IN THE DISCUSSIONS ON STATUTORY AND POLICY MOTIONS

3.1. Participants. The GA 2025 is open to all members of the Forest Stewardship Council, A.C. that are in good standing (who have no outstanding membership fees).

3.2. Proxies. Members of FSC may designate another member as their proxy to represent them in the debate to take place in GA 2025 and to vote on their behalf on motions.

In terms of paragraph 9. of Clause Twenty-Third of the Statutes, 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 members who are designated as proxies for another member shall have voice during debates and will be entitled to vote on behalf of the members they represent.

All designations must be made in writing, before two witnesses and be signed by the member or the designated representative of an organizational member. Once the letter is signed it must be scanned and up-loaded in advance on the technological platform (FSC Connect), or sent to the Secretariat to the following email address: motions2025@fsc.org. The Secretariat will inform members in advance about the means to submit the proxies. All proxy nominations and signatures must be received in advance of the opening of the GA 2025 and up to 25 October 2025. The Secretariat will authenticate the process. Further requests to designate another member as a proxy during the week of the GA 2025 shall be considered by the Electoral Committee.

3.3. Observers. The GA 2025 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 not take part in the motion discussions in plenary sessions at GA 2025. They have neither voice nor vote; however, observers may be present in the Members' Assembly plenary and other events as agreed by the FSC Board of Directors.

4 CONDUCT OF THE GA 2025

4.1. **Technological Platform for the GA 2025.** As mentioned in the Introduction section of this document, the GA 2025 will be held as a hybrid event. The remote participation of members, and other participants, will be enabled. This, in order for the individuals that are not present in-person to be able to discuss, meet and vote (only eligible members) electronically. All participants in the GA 2025 must have access to a computer or a smart phone – those present physically will be provided with internet access in the GA 2025 venue (in Panama) – those participating remotely must make sure that their devices are connected to internet.

4.2. **Presiding Officer.** The GA 2025 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 individuals as Presiding Officer who is ratified by the General Assembly of members. The Chairperson of the FSC Board of Directors will remain the person with the ultimate authority for the conduct of the GA 2025, even when not acting as the Presiding Officer.

4.3. **Statutory Requirements.** Through an electronic ballot launched prior to the GA2025, or as one of the first agenda items of the GA2025, all eligible members will be invited to vote on the following statutory requirements:

- a) Approval of the membership's list with acceptance of new members and the destitution of members whose membership has elapsed
- b) Approval of these Rules of Procedure
- c) Approval of Audited Financial Statements
- d) Ratification of the Presiding Officer
- e) Presentation of the Electoral Committee

4.4. **Reports.** The membership 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. These reports will be circulated to members.

4.5. **Agenda.** The Agenda for the GA 2025 is sent out in advance to all members and registered observers; in the understanding that all Statutory motions will be debated and decided on first by the General Assembly, followed by the Policy motions prioritized by the members.

4.6. **Electoral Committee.** The Electoral Committee is a committee composed of members (following the chamber balance rule), that is appointed by the FSC Board of Directors to oversee and verify that quorum is reached and the results of the voting on all discussed matters and motions – for such purposes the Electoral Committee has access to the e-voting platform enabled for GA 2025. The appointment by the FSC Board of Directors shall be carried out prior to the opening of the GA 2025 and presented to the membership together with the Statutory Requirements. Members of the committee

shall form part of the quorum and may choose to nominate a proxy to vote on their behalf.

The Electoral Committee will be granted with remote access to the technology platform hosting the GA 2025 and will be able to evaluate the recorded quorum and the results of the voting on all discussed matters and motions.

4.7 Quorums. The quorum required to adopt resolutions will be calculated based on the number of votes actually cast per each motion. In other words, the quorum will be considered when the members vote for each motion. FSC members participating in the GA 2025 and that vote (either in person or virtually), plus members represented by proxies, contribute to the quorum.

The Quorum 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.

In case quorum is not reached, the voting period could be extended in one or more occasions and such circumstances will be properly informed to the membership

4.8 Abstentions. Abstentions duly registered as such during the electronic voting shall count towards the quorum but shall not count in the calculation of the share of votes cast 'YES' and 'NO' on a motion.

5 CONSIDERATION (DEBATE AND VOTING) OF MOTIONS

Before consideration of the motions (opening of debate and voting), a designated representative of the Motions Committee shall present its report to the General Assembly. The work of the Motions Committee will cease at the end of the General Assembly (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 and schedule that has been determined in advance. All statutory motions will be debated and voted on first and policy motions will follow in the order prioritized by the members through a survey launched before the GA 2025 takes place. In this prioritization exercise the votes of all members in good standing participating in the survey will be weighted equally without applying the rules for calculating the voting power established in the Statutes, as these rules were developed and applied for the voting on motions and not for prior prioritization exercises.

5.1. Procedure for considering motions. After each motion is called up by the Presiding Officer, the Presiding Officer will invite the motion proposer to speak to the Assembly for three (3) minutes on the merits of his/her motion. After this, the Presiding Officer will call a staff of the FSC Secretariat to provide the Secretariat's objective assessment (avoiding personal opinions) and clarify elements on particular relevance 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.). The proposer may then ask a seconder of the motion or another member to speak to the 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. 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 will make use of the means available for the GA 2025 (including the color cards) to conduct each session in an orderly manner.

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 additional clarifying comments on particular aspects of the motion debated.

Following the close of the debate of each motion, the Presiding Officer shall call for the vote. At that time all members eligible shall be invited to vote according to the voting procedure described in below.

5.2. **Restriction to present new motions.** The submissions of new motions will not be accepted during the week of the GA 2025.

5.3. **Amendments to Statutory and Policy Motions.**

- No amendments will be accepted during the GA 2025 week.
- **Exception:** Amendments to existing motions will be allowed following the structured process and criteria outlined below.

Limitation on Amendments:

- To maintain focus and prevent excessive delays, only a maximum of **ONE motion selected by each Chamber** will be eligible for amendments during the GA week.
- Total Motions: THREE motions allowed across all Chambers during the GA week.

Eligibility Criteria:

- Only motions already submitted and accepted by the Motions Committee by the 31 January 2025 (deadline for motions submission) will be eligible for amendments.
- Motions eligible to be amended must have gone through an intensive dialogue/ negotiation process from the moment the motion was accepted.
- The motion must have gone into a group motion discussion in the Road Towards the General Assembly, with a substantial assessment of the identified solutions and there should be clear indications that only final details are needed to reach cross-chamber support.

- The final feasibility assessment carried out by FSC staff must have considered the potential final changes, and members involved in such a process must need to indicate that the consequences of such changes are well understood.
- The final proposed text of the motion to be amended shall have been discussed and supported by at least 10 members from each chamber.

Formal Request Submission:

- The motion proposer and its seconders must submit a formal request to the Board.
- The request shall include the signature of 10 members, participating in person, from each chamber supporting the amendment process (Annex 1_Motion Text Change Template .)
- Deadline to present the formal request: 10 pm on Monday 27 October 2025 latest, EST (Panama Time).
- Deadline to present the amended text: 10 pm on Wednesday 29 October 2025 latest, EST (Panama Time).
- The request will result in a postponement of the motion's scheduled vote to accommodate discussion of the amendment.

Required Supporting Documents:

Together with the formal request, the motion proposer and seconders must provide:

- **Proposed Revised Text:** A revised motion draft, which must demonstrate **cross-chamber support** by including a signed note of support from at least **10 members from each Chamber**.
- **Guidance Document:** Proposers and seconders can include a supporting document explaining:
 - the context of the amendment,
 - the rationale for revising the motion,
 - feasibility assessment considering such change,
 - an interpretation text that can further explain the intent of his/her motion, and
 - any additional details to help members make an informed decision.

NOTE: none of these documents are binding. Their purpose is limited to providing more context to the amended motion and its possible implementation.

Review and Decision by the Board:

- The Board will review the amendment request, to ensure compliance with the process steps and criteria outlined above and the cross-chamber support, and the overall impact on Members' Assembly plenary sessions logistics.
- The Board will notify the motion proposers, seconders, and the Membership of its decision.

Rescheduling and Logistics:

- If approved, the Secretariat and Presiding Officer, under the oversight of the Board, will arrange for:
 - **Rescheduling:** The revised motion discussion and vote will be rescheduled.
 - **Translation and Sharing:** The new motion text will be translated and distributed to the Membership as soon as possible or at least 24 hrs in advance of the rescheduled debate and vote, ensuring members have sufficient time to review and consider the changes.

5.4. **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 for those present in a hybrid event and through electronic means for those connecting virtually. 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 the debate may be done by a show of hands, using the colored cards for those present in person in the event and through electronic means for those connecting virtually. If the Electoral Committee is satisfied that there is a perceived 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.

5.5. **Informal feedback.** Each eligible member present in-person will be given three colored cards (green, yellow and red). During the General Assembly eligible members that are present in person 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, an abstention, a call to limit debate by calling the question, or a call to move to the next item or speaker.

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.

Eligible members participating virtually will be able to demonstrate their reaction through electronic means. The details and instructions on the use of such electronic mechanisms will be provided in advance to all the participants of the GA 2025.

5.6. **Voting Procedures**. The FSC Statutes establish that:

- ⇒ “General Assembly shall strive to adopt decision by consensus” (Clause 23.5).
- ⇒ Consensus is defined as the absence of sustained opposition but does not require unanimity.
- ⇒ The FSC Statutes allow members to make decisions through electronic means (see paragraph 11. of Clause Twenty-Third). Decisions made electronically (in a hybrid event or in a fully virtual one) shall have the same validity as if approved during a fully in- person General Assembly.
- ⇒ 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 cast a vote (personally or by proxy), and when
 - the affirmative vote of a simple majority of the voting power by members in good standing (that cast a vote) less votes abstaining in each chamber, and when
 - the affirmative vote of two thirds of the voting power of all members in good standing (that cast a 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.
- ⇒ The quorum and voting powers necessary to validly adopt resolutions through electronic means are the same as if approved during a fully in in-person General Assembly, in the understanding that in an electronic ballot (such as the ones used for the GA 2025 where the votes will be cast electronically to allow the online voting of members) the above- mentioned thresholds are calculated based on the number of votes actually cast; this is, of members that cast their vote (see section g) of paragraph 11. of Clause Twenty-Third of the Statutes of the Organization).
- ⇒ Furthermore, the Statutes of the Organization mandate that the Secretariat gather and maintain evidence of the electronic votes and to determine, with the assent of the Electoral Committee, if the motions are approved or not. The results are also certified by a qualified external third-party.

5.6.1. When a motion is put to the vote, the Presiding Officer will invite members to vote to indicate support or opposition to a motion, or their abstention. Participants will vote through the electronic tools available for GA 2025.

5.6.2. Members will have the possibility to vote at the time the motion is put to vote by the Presiding Officer and until it is announced that the voting period will close. Once a member cast his/her vote he/she cannot change it.

5.6.3. The initial voting opportunity could be extended in one or more occasions and such circumstances will be properly informed to the membership.

5.6.4. As mandated by the Organization's Statutes, once the voting period closes the Secretariat will gather and maintain evidence of the electronic votes and will determine, with the assent of the Electoral Committee, if the motions are, or not, approved.

5.6.5. If the electronically computed results show that there is a 66.66% overall majority of votes in favour of a motion (by members voting either in-person or virtually and either on their own behalf or through proxies), and a simple majority in every chamber of votes in favour of such motion (by members voting either in-person or virtually and either on their own behalf or through proxies), and a sufficient quorum overall and in each chamber a motion is approved. If not, the motion fails.

5.7. **Motions not considered by the General Assembly.** All motions presented to the GA 2025 (contained in the report of the motions committee), which are not considered by the GA 2025, will not be further considered.

6 STATUS OF MOTIONS APPROVED

In accordance with the FSC Statutes (Clause Twenty-Eight) as quoted below, Statutory Motions approved by the members will become valid and legally binding at the close of the GA 2025, subject to legal confirmation.

TWENTY-EIGHTH. Decision and motions approved by the General Assembly, the supreme Authority of FSC, and resolutions of the Membership as per Clause Twenty-Third numeral 11 of these Statutes, have the highest standing in the hierarchy of decision-making of the organization. Once a decision, motion or resolution has been accepted by the Members, it cannot be modified by the Board of Directors or the Secretariat. The operationalization of a motion shall respect its objective and/or intent of the decision. It is the responsibility of the Board of Directors to make sure it is implemented in a reasonable timeframe. The Board shall report periodically to the members regarding the implementation, including timeline and status of implementation of the motions.

Actions and/or measures, policies, guidance notes, regulations, memoranda, or similar documentation in contradiction with the spirit, objective and/or intent of the decision, motion or resolution cannot be undertaken or issued by anybody of the organization.

If the implementation of a decision, motion or resolution appears to be impossible or to have undesired side effects, the Board of Directors shall report this to the membership.