Resolution GA23-2b

PROPOSED RESOLUTION TO BE ADOPTED AT
THE 23RD GENERAL ASSEMBLY (GA23) OF RSPO MEMBERS
4 NOV 2026

TITLE: RESOLUTION TO AMEND THE RSPO STATUTES TO ADOPT A REVISED MEMBERSHIP FEE STRUCTURE

SUBMITTED BY: The Board of Governors of the Roundtable on Sustainable Palm Oil (Currently represented by: Malaysian Palm Oil Association (MPOA), Golden Agri-Resources Ltd.*, Foresta Foods Corporation, KOPERASI PRODUSEN TANJUNG SEHATI LESTARI, AAK AB, Musim Mas Holdings Pte. Ltd., Retailers' Palm Oil Group**, UNILEVER PLC, The Procter & Gamble Company, World Resources Institute (WRI), WWF International, Both ENDS, Pemangkin Research Sdn Bhd)

* Represents the Indonesian Growers Caucus
**John Lewis Plc, Tesco PLC, Royal Ahold Delhaize N.V, Marks and Spencer plc, Lidl Stiftung & Co.KG, Federation of Migros Cooperatives, Coles Supermarkets Pty Ltd, Coop Switzerland, ALDI SÜD KG (known as HOFER KG), The Co-operative Group, Sainsbury's Supermarket Ltd., ASDA STORES LIMITED, Walgreens Boots Alliance, Inc.

Proposed Resolution

The General Assembly hereby resolves to:

1. approve the revised Membership Fee Structure and the corresponding amendments to Article 5(c) and Article 5(d) of the RSPO Statutes as per Appendix I to this resolution, to give effect to the revised Membership Fee Structure and applicable payment arrangements; and

2. authorise RSPO Secretariat to prepare and to submit all the necessary documents and statutory forms with the Commercial Register of canton Zurich and to do all such acts, deeds and things as may be necessary to give effect to the above resolution(s).

1. A Fair, Sustainable and Inclusive Funding Model

This revision of the Membership Fee Structure forms part of a consolidated and balanced funding package, together with the applicable Trade Fee adjustments. Its objective is to ensure the financial sustainability of RSPO while preserving broad, effective and inclusive participation within its multi-stakeholder model.

The Membership Fee Structure has not been reviewed or corrected for inflation since 2004. Since then, membership, the scope of operations, traceability and technology requirements, certification and assurance expectations, regulatory obligations and member-support activities have grown significantly. The revised structure updates contributions in a manner that is more proportionate to the circumstances, financial capacity and relationship of each membership category with the RSPO system.

The proposal establishes a higher contribution for categories with greater commercial scale, financial capacity and direct benefit within the supply chain. At the same time, it maintains or reduces barriers to participation for growers, smallholders, smallholder group managers, civil society organisations and other stakeholders that are essential to RSPO's legitimacy and impact.

Together with the revised Trade Fees, this model will provide a more stable basis to sustain standards, certification, assurance and grievance systems, traceability, technology platforms, regional support and inclusion activities. From FY28 onwards, it will also enable the RSSF (RSPO Smallholder Support Fund) and IMO (Intermediary Organisation Community Outreach and Engagement Programme) to transition from reliance on historical funds and variable surplus income to more predictable annual budget funding, under the oversight of the Board of Governors.

Support through the RSSF and IMO should facilitate the effective participation of NGOs and smallholders, including independent smallholders, in RSPO processes through organisational strengthening, capacity building, traceability, certification readiness, implementation of standards, compliance with applicable requirements and access to sustainable markets.

The Trade Fee adjustment was approved by the Board of Governors under its financial oversight authority and took effect on 1 October 2026. The Membership Fee adjustment requires approval by the General Assembly and is proposed to take effect from 1 January 2027.

The revised fees shall apply only to membership periods beginning on or after 1 January 2027, without retroactive effect on invoices already issued or membership periods already underway.

2. What RSPO's revenue funds

RSPO's revenue is used to fund the activities and resources required to operate the organisation and deliver value to its members and stakeholders. This includes:

- core Secretariat functions such as Membership, Finance, Human Resources, Legal, Administration, Standards, Technical and Assurance;
- governance and membership-facing activities, including the Board of Governors, Standing Committees and Working Groups, and the General Assembly;
- operational activities such as member support, communications, events, regional engagement and implementation of Board and Standing Committee decisions and General Assembly resolutions;
- technology and regulatory compliance systems, including *prisma*, ERP and other operational infrastructure;
- development and implementation of the RSPO Standards and associated documents;
- The Certification, Assurance and Grievance systems and system improvements; and
- the implementation of RSPO's strategic priorities and longer-term operational plan.

The proposed fee adjustments are intended to establish a sustainable revenue base that allows RSPO to maintain its core operations, invest in its strategic priorities, strengthen its systems and assurance framework, and continue supporting stakeholder inclusion and impact activities.

The Membership Fee adjustment requires approval by the General Assembly pursuant to Articles 16(a) and 16(c) of the Statutes. The Board of Governors therefore proposes that Article 5(c) of the Statutes be amended to adopt the revised Membership Fee Structure set out below, together with a consequential amendment to Article 5(d) to provide for the applicable billing arrangements.

2(a) Article 5(c): Membership Fee Structure

Membership Category	Membership Sector	Annual Membership Fee (Euro)	
		Current	Proposed
Ordinary	Oil Palm Growers – with Mills	2,000	2,000
Ordinary	Oil Palm Growers – without Mills	2,000	1,000
Ordinary	Oil Palm Growers – Smallholder Group Manager	250 – 2,000	250
Ordinary	Oil Palm Growers – Small Grower (less than 500 hectares)	500	250
Ordinary	Palm Oil Processors and/or Traders	2,000	3,500
Ordinary	Consumer Goods Manufacturers	2,000	3,500
Ordinary	Retailers	2,000	3,500

Membership Category	Membership Sector	Annual Membership Fee (Euro)	
		Current	Proposed
Ordinary	Banks and Investors	2,000	3,500
Ordinary	Environmental/Nature Conservation Organisations (Non-Governmental Organisations) with annual revenue of more than USD 500,000	2,000	250
Ordinary	Environmental/Nature Conservation Organisations (Non-Governmental Organisations) with annual revenue of USD 500,000 or less	2,000	100
Ordinary	Social/Development Organisations (Non-Governmental Organisations) with annual revenue of more than USD 500,000	2,000	250
Ordinary	Social/Development Organisations (Non-Governmental Organisations) with annual revenue of USD 500,000 or less	2,000	100
Affiliate	Affiliate	250	250
Supply Chain Associates	Supply Chain Associates	100	250
Jurisdictional Member	Jurisdictional Member	No membership fee	No membership fee
Honorary Member	Honorary Member	No membership fee for life	No membership fee for life

For the purposes of the environmental and social Non-Governmental Organisations categories above, the applicable fee shall be determined based on the member organisation's annual revenue.

2(b) Article 5(d): Payment of Membership Fees

Subject to renewal as provided in Article 5(a), the Membership Fee shall be payable annually upon renewal, except that:

- Supply Chain Associates shall be billed once every two years for the applicable two-year Membership Period, at two times the applicable annual Membership Fee.

The membership fee payable for each billing period shall be based on the applicable Membership Fee Structure in force at the time of billing.

3. A balanced package for the RSPO membership and supply chain

The Board recognises that the rebalanced fees represents an additional cost for some members. The proposed package has therefore been designed to balance financial sustainability with accessibility, participation and market development.

The proposed Membership Fee structure is designed to make the contribution from different membership categories more proportionate to their circumstances, capacity and relationship with the RSPO system, while simplifying the membership proposition and administration of Membership Fees for both members and the Secretariat.

The proposed changes therefore:

- maintain the fee for growers with mills and reduce the fee for growers without mills, recognising the costs already borne by growers and the importance of encouraging wider grower participation;
- maintain the fee for Smallholder Group Managers while simplifying the existing structure;
- increase the contribution from processors and/or traders, consumer goods manufacturers, retailers, and banks and investors, reflecting their role in the supply chain and their capacity to contribute;
- reduce fees for environmental and social NGOs, recognising their important role in RSPO's multi-stakeholder model and the financial constraints faced by many NGOs;

- maintain the Affiliate fee, recognising the nature and role of this membership category within RSPO
- increase the Supply Chain Associate fee to better reflect the level of Secretariat support required for certification, licensing, trading and administration, while introducing a two-year billing cycle to simplify administration and payment.

The proposed structure is therefore not simply a general increase in Membership Fees. It deliberately protects or reduces fees for constituencies where affordability and participation are particularly important, while increasing contributions from categories with greater capacity and a greater ability to support RSPO's system.

4. Why the fee adjustment is needed now

RSPO's current revenue model is no longer sufficient to sustain the organisation's existing activities and strategic priorities.

Membership Fees have remained unchanged since 2004 and the Trade Fee contribution rate has remained unchanged since Trade Fees were introduced in 2008. Meanwhile, RSPO's responsibilities and operating requirements have expanded considerably.

The erosion in the real value of the Trade Fee is particularly significant. The US$1.00 contribution rate established in 2008 is equivalent to approximately US$1.53 in 2026 prices, meaning that the Trade Fee has lost approximately 35% of its real value over that period.

The financial projections reviewed by the Board indicate that, without fee adjustments, RSPO will face a persistent structural deficit from FY2027 onwards. Even maintaining only current activities, the deficit is expected to become increasingly significant over time, if no changes are made to the current funding model.

The Board therefore considers the fee adjustment necessary to preserve the ability of RSPO to continue delivering the services, assurance, market development and stakeholder support that members and stakeholders rely upon.

5. Rebalancing of Trade Fee (For information only, the resolution covers Membership fees only)

The Membership Fee adjustment should be considered alongside the Trade Fee adjustment. Trade Fees is restructured into two tiers, balancing organisational sustainability with market pragmatism.

Tier 1 is for high-volume, established products, with upwards adjustment of Contribution Rate.

Tier 2 fee is an important part of the overall package. It reduces the cost of selected credit transactions and is intended to encourage greater market participation, including purchases that can support independent smallholder groups. The Tier 2 approach therefore provides a benefit to credit buyers, including downstream participants, while supporting market development and smallholder inclusion.

The higher Trade Fee will be borne through applicable certified trade transactions, including transactions involving growers and palm oil processors and/or traders as first buyers, while the lower Tier 2 Trade Fee will reduce the cost of selected credit transactions and support market development, including purchases that benefit smallholders.

The table below summarises the previous and the current Trade Fees:

RSPO Product	**(US$/MT or Credit)**	
Tier 1	**Previous Total Fee**	**Revised Total Fee**
CSPO Physical	1.30	**1.95**
CSPO Credits	1.30	**1.95**
CSPK Physical	0.59	**1.95**
Tier 2	**Previous Total Fee**	**Revised Total Fee**

IS-CSPO Credits	1.30	**0.60**
IS-CSPKO Credits	1.30	**0.60**
IS-CSPKE Credits	1.30	**0.60**
CSPKO Credits	N/A	**0.60**
CSPKE Credits	1.30	**0.60**

At the same time, the overall adjustment ensures that the financial contribution to RSPO is shared more broadly across both membership and trading activity, rather than relying disproportionately on either source of revenue, establishing the principle of a fair and balanced increase across Trade and Membership Revenue.

6. More sustainable funding for stakeholder inclusion and impact

The Board considers stakeholder inclusion to be fundamental to the credibility and effectiveness of RSPO.

The RSSF and IMO programmes have historically been supported through previously established funds and, where applicable, surplus resources. This approach means that the availability of funding can depend on the existence of historical balances or a surplus in a particular year.

Under the Consolidated Fee Adjustment, RSPO will therefore set aside at least 10% of annual Trade Fee revenue to Stakeholder Inclusion and Impact Activities. This creates a recurring funding mechanism linked to RSPO's trading activity rather than relying on historical reserves or the availability of an annual surplus. The existing historical funds supporting RSSF and IMO are expected to be substantially drawn down by the end of FY2027. From FY2028 onwards, these activities will be supported through the annual budget and the committed Trade Fee allocation.

This represents an important strengthening of RSPO's commitment to smallholders, NGOs and other stakeholders whose participation is essential to RSPO's multi-stakeholder model.

7. When will the revised Membership Fees apply?

The revised Membership Fee Structure will take effect on 1 January 2027.

For clarity, the revised fees will apply to Membership Fees that become due on or after 1 January 2027, including membership renewal fees falling due on or after that date.

Membership Fees that became due before 1 January 2027 will remain subject to the Membership Fee structure applicable at the time they became due.

For Supply Chain Associates, the revised annual fee of €250 will be billed as €500 for each two-year Membership Period, where the applicable billing period begins on or after 1 January 2027.

8. Effective Date

The revised Membership Fee Structure and the corresponding amendments to the RSPO Statutes shall take effect on 1 January 2027, subject to the notification requirements set out in Article 16(b).

9. Implementation and Oversight

The RSPO Secretariat, under the oversight of the Board of Governors, shall be responsible for implementing the revised Membership Fee Structure and incorporating the approved amendments and consequential updates into the RSPO Statutes and relevant membership administration processes.

The Secretariat shall communicate the revised Membership Fee Structure to members and ensure that the applicable membership categories and billing arrangements are reflected in the membership renewal process from the effective date.

Contact Information

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Appendix I

Articles 5(c) and (d) of the RSPO Statutes shall be deleted in its entirety and replaced with the followings::

"(c) The Membership Fee Structure is as follows:

Membership Category	Membership Sector	Annual Membership Fee (Euro)
Ordinary	Oil Palm Growers – with Mills	2,000
Ordinary	Oil Palm Growers – without Mills	**1,000**
Ordinary	Oil Palm Growers – Smallholder Group Manager	**250**
Ordinary	Oil Palm Growers – Small Grower (less than 500 hectares)	**250**
Ordinary	Palm Oil Processors and/or Traders	**3,500**
Ordinary	Consumer Goods Manufacturers	**3,500**
Ordinary	Retailers	**3,500**
Ordinary	Banks and Investors	**3,500**
Ordinary	Environmental/Nature Conservation Organisations (Non-Governmental Organisations) with annual revenue of more than USD 500,000	**250**
Ordinary	Environmental/Nature Conservation Organisations (Non-Governmental Organisations) with annual revenue of USD 500,000 or less	**100**
Ordinary	Social/Development Organisations (Non-Governmental Organisations) with annual revenue of more than USD 500,000	**250**
Ordinary	Social/Development Organisations (Non-Governmental Organisations) with annual revenue of USD 500,000 or less	**100**
Affiliate	Affiliate	250
Supply Chain Associates	Supply Chain Associates	**250**
Jurisdictional Member	Jurisdictional Member	No membership fee
Honorary Member	Honorary Member	No membership fee for life

RSPO Members shall pay the Membership Fee for the first year of membership on submission of an official membership application. The fee for the second year of membership shall be paid by the Member on the first anniversary as Members of RSPO.

(d) Subject to the renewal as described in Article 5(a), the Membership Fee shall be paid annually after the renewal, **except that Supply Chain Associates shall be billed once every two years for the applicable two-year Membership Period, at two times the applicable annual Membership Fee."**