

Resolution GA22-2c

Proposed Resolution to be adopted at the 22nd General Assembly of the
Roundtable on Sustainable Palm Oil (RSPO)

5 November 2025

TITLE: RESOLUTION TO AMEND THE RSPO STATUTES FOR ADMINISTRATIVE CORRECTIONS
AND DRAFTING CONSISTENCY

Submitted By: The Board of Governors of the Roundtable on Sustainable Palm Oil
(Currently represented by: Malaysian Palm Oil Association, Golden Agri-Resources Ltd.*, Foresta
Foods Corporation., Asosiasi Petani Sawit Swadaya Amanah, AAK AB, Musim Mas Holdings Pte. Ltd.,
Retailers' Palm Oil Group**, UNILEVER PLC, The Procter & Gamble Company, Standard Chartered
Bank, World Resources Institute (WRI), WWF International, Both ENDS, Forest Peoples Programme)

** Represents the Indonesian Growers Caucus*

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

Background

A review of the RSPO Statutes has been conducted to identify and correct minor technical issues. These include grammatical errors, inaccurate cross-references between clauses and outdated or redundant wording.

The purpose of this resolution is to make administrative revisions to improve clarity, consistency and accuracy in the Statutes. These changes do not affect the substance, intent or structure of RSPO's governance system.

Approval of this resolution will allow the RSPO Secretariat to update the Statutes to reflect these corrections so that the document remains clear, accurate and aligned with good governance standards.

Proposed Resolution

This resolution proposes an amendment to the RSPO Statutes to correct grammatical errors, update inaccurate clause references and remove outdated or redundant language with a view to ensuring clarity, consistency and alignment. These administrative revisions do not alter the substance, intent or governance structure of the RSPO.

The revised Articles are described below with changes are marked in the bold italic:

1) Introduction

Reason for revision: Minor grammatical correction.

- ~~*This Statute is*~~ ***These Statutes are*** made pursuant to Article 60 of the Swiss Civil Code (“Statutes”).

2) Objectives

Reason for revision: Minor grammatical correction.

- **Article 2(d):** Acquisition of financial resources from private and public funds to finance projects under the auspices of ~~the~~ RSPO;
- **Article 2(e):** Communication of ~~the~~ RSPO’s work to all stakeholders and to a broader public.

3) Objectives

Reason for revision: Minor grammatical correction.

- **Article 3(a):** The registered office of ~~the~~ RSPO is in the city of Zurich, Switzerland.

4) Membership

Reason for revision: Minor grammatical correction.

- **Article 4(a):** The Ordinary Members, Affiliate Members, Supply Chain Associates and Jurisdictional Members are collectively referred to as “RSPO Members”. For the avoidance of doubt, subject to Article 4 (a) (v), Honorary Members do form part of RSPO’s membership but will, for the purposes of ~~this the~~ Statutes, be addressed and referred to specifically, where necessary.

5) **Admission of RSPO Members**

Reason for revision: Minor grammatical correction.

- **Article 6(c):** The Chief Executive Officer shall have the power to delegate the authority to approve or reject the application request to the **RSPO** Secretariat.
- **Article 6(e):** The interested party that is applying to become Ordinary ~~Members~~ **Member** must specify and qualify for one of the following category, sectors and sub-sectors;

Membership Category	Membership Sector
Ordinary	Oil Palm Growers 1) Oil Palm Growers – Malaysia 2) Oil Palm Growers – Indonesia 3) Oil Palm Growers – Rest of the World 4) Oil Palm Growers – Smallholder Group Manager • >1999 hectare • 1000 – 1999 hectare • <1,000 hectares 5) Oil Palm Growers – Small Grower (less than 500 hectares)
Ordinary	Palm Oil Processors and/or Traders
Ordinary	Consumer Goods Manufacturers
Ordinary	Retailers
Ordinary	Banks and Investors
Ordinary	Environmental/Nature Conservation Organisations (Non-Governmental Organisations)
Ordinary	Social/Development Organisations (Non-Governmental Organisations)
Affiliate	Not applicable
Supply Chain Associates	Not applicable

Membership Category	Membership Sector
Jurisdictional Member	Not applicable
Honorary Member	Not applicable

6) **Rights of RSPO Member**

Reason for revision: Minor grammatical correction

- **Article 7(a)(ii):** Ordinary Members can access all the material produced by the *RSPO* Secretariat for specific documentation.

7) **Termination of Membership**

Reason for revision: Minor grammatical corrections.

- **Article 8(c):** Notwithstanding the generality of Article 8 (b) and subject to Article 8 (d), the Chief Executive Officer may terminate or suspend the membership of an RSPO Member for breaches of any rule or code which applies to an RSPO Member under ~~this the~~ Statutes or the Code of Conduct including for the non-payment of the requisite membership fee, provided always that any such termination or suspension shall be in accordance with procedures to be determined and approved by the Board of Governors from time to time. In such circumstances, the Chief Executive Officer shall notify the RSPO Member of its concerns in which the said RSPO Member shall then explain to the Chief Executive Officer of the reasons why the membership should not be terminated or suspended. The Chief Executive Officer may proceed to terminate or suspend the membership of such RSPO Member if the explanation is not satisfactory in the sole discretion of the Chief Executive Officer, without further reference to the RSPO Member of the Board of Governors. The Board of Governors will be informed after a termination of suspension of membership has been carried out by the Chief Executive Officer.
- **Article 8(e):** An Honorary Member may cease to assume one's membership by issuing a written notification to the Chief Executive Officer with a minimum notice period of three (3) months. For ~~the~~ avoidance of doubt, until and unless an Honorary Member elects to cease being a member of RSPO, the said honorary membership is for life and the Board of Governors may not, except in exceptional circumstances, terminate the membership of such member.

8) **Ordinary General Assembly**

Reason for revision: Minor grammatical corrections.

- **Article 9(a)(i):** The ~~ordinary~~ **Ordinary** General Assembly shall comprise all RSPO Members, including the Honorary Members.
- **Article 9(a)(ii):** Each RSPO Member shall designate in writing a representative, preferably among its managerial staff, who will have the authority to attend and represent that RSPO Member at the ~~ordinary~~ **Ordinary** General Assembly.
- **Article 9(a)(iv):** If no representative of the Ordinary Members can be present at the ~~ordinary~~ **Ordinary** General Assembly, a proxy can be given to another Ordinary, Supply Chain Associate or Affiliate Member in writing. Such proxy is valid only for a specific ~~ordinary~~ **Ordinary** General Assembly date. An Honorary Member however may only participate at the ordinary General Assembly by being present and not through a proxy.
- **Article 9(b)(i):** The RSPO Members, including all Honorary Members, shall be notified at not less than twenty one (21) days, but not more than sixty (60) days before the date of the General Assembly with a written notice for the ~~ordinary~~ **Ordinary** General Assembly meeting stating the place, day and time of the meeting as well as the agenda. The agenda shall be indicated on the convening note. Only the issues mentioned on the agenda can be decided upon.
- **Article 9(d)(ii):** proper accounts, duly audited, of all funds, property and assets of the RSPO for the twelve months ending on ~~(RSPO's financial year end)~~ **RSPO's financial year end** immediately preceding such annual General Assembly;

9) **Extraordinary General Assembly**

Reason for revision: To align with the requirements on the voting weight for the Ordinary General Assembly, for clarity purposes.

- **Article 10(b):** During the Extraordinary General Assembly, every Ordinary Member shall have one vote. ***All resolutions of the Extraordinary General Assembly shall be made by vote and the voting power of the Ordinary Members present in each membership sector is determined as per Article 9(c)(vi) on the voting weight of the Ordinary General Assembly.***

10) **Board of Governors**

Reason for revision: To rectify inaccurate cross-references between clauses, refinement for clarity and minor grammatical correction.

- **Article 11(b):** The Board of Governors shall be elected by the General Assembly for a period of two (2) years. Each Ordinary Member may only elect a member within their own membership sector and sub-sector as specified in Article 6 (e) to the Board of Governors. However, Oil Palm Growers -Small Grower members ~~as per Article 6 (e) (i) (i.v) as per Article 6 (e) (5)~~ may choose to cast their vote for a member within Oil Palm Growers Malaysia or Indonesia or Rest of the World sub-sectors provided that the member voted for must be a member within the country or region of primary operations of the Oil Palm Growers – Small Grower member.
- **Article 11(d):** A principal member of the Board of Governors may be replaced or substituted by ~~a maximum of three (3) individual persons of the same membership sector or sub-sector, to be named by the Members as Alternate(s) and to be elected at the General Assembly meeting.~~ *designated Alternate(s) from the same membership sector or sub-sector, to be named by the Ordinary Members and to be elected at the General Assembly. The Governors representing Oil Palm Growers (Rest of the World) and Oil Palm Growers (Smallholders) may designate up to three (3) Alternates to ensure representation across RSPO's grower regions, while all other Ordinary Members may designate only one (1) Alternate.*
- **Article 11(e):** *Ordinary* Members shall immediately notify in writing the Board of Governors of the termination of their relationship with its member of the Board of Governors and/or Alternate. Members of the Board of Governors and Alternates may resign to their office by written notice to the Board of Governors at any time.
- **Article 11(f):** Upon termination or resignation of an Alternate of ~~a~~ *an Ordinary* Member not having more than one Alternate, the relevant Member shall be entitled to designate in writing to the Board of Governors within thirty (30) calendar days a new Alternate and the Board of Governors shall approve such designation with effect until the next General Assembly meeting.
- **Article 11(g):** Upon receipt of a written notice from ~~a~~ *an Ordinary* Member informing of its termination of relationship with its member of the Board of Governors or Alternate or upon receipt of a written notice from any member of the Board of Governors or from any Alternate informing of their resignation the office of such member of the Board of Governors or Alternate shall automatically terminate.

- **Article 11(h):** The termination of the office of a member of the Board of Governors shall automatically result in the Alternate becoming the principal member of the Board of Governors for such **Ordinary** Member. Should such **Ordinary** Member have more than one Alternate the resigning member of the Board of Governors shall be replaced by the Alternate in the order elected at the General Assembly meeting. In the event of termination of the relationship between ~~a~~ **an Ordinary** Member and a member of the Board of Governors with no Alternate the seat in the Board of Governors corresponding to such **Ordinary** Member shall be deemed vacant.
- **Article 11(i):** If a seat in the Board of Governors is vacant, the members of the Board of Governors representing the membership sector with the vacant seat shall designate in writing an (interim) substitute until the next General Assembly meeting. Should the vacant seat result from the termination of the relationship of ~~a~~ **an Ordinary** Member with its member of the Board of Governors or the resignation of a member of the Board of Governor, in each case with no Alternate, the **Ordinary** Member shall be entitled to designate in writing to the Board of Governors within thirty (30) calendar days a new member of the Board of Governors and the members of the Board of Governors of the relevant membership sector shall approve such designation with effect until the next General Assembly meeting
- **Article 11(o)(iii):** A quorum of more than half of the members is required for a meeting and the resolutions are taken by consensus unless stated otherwise in the ~~s~~**Statutes**. The Board of Governors can take resolutions outside a meeting, through consultation with the Board of Governors' members.
- **Article 11(o)(iv):** Each **Board** member **of the Board of Governors** may invite one expert to discuss specific subjects during the ~~Board~~ meetings **of the Board of Governors**.

11) **Complaints and Appeals Panels**

Reason for revision: Cross-reference added to improve clarity and alignment with related provisions.

- **Article 14(a):** The composition, mandate and powers of the Complaints and Appeals Panels is as provided for within the complaints procedures, and subject to Article 8 (d) **of the Statutes**.

12) **Annual Accounts**

Reason for revision: To reflect the establishment of the ExCo and minor terminology correction.

- **Article 15(a):** The fiscal year of RSPO ~~association~~ shall be from the first day of July until the thirtieth day of June the following year.

13) **Membership Fees**

Reason for revision: Minor grammatical correction.

- **Article 16(b):** All modifications to the membership fees or other dues shall be effective after a period of thirty days from the notification of such modification to the **RSPO members Members**. This notification shall be in writing.
- **Article 16(d):** The Board of Governors may propose to the General Assembly a reduced membership fee that enables appropriate organisations to become full members of ~~the~~ RSPO. The Board of Governors is empowered to decide which active **RSPO** member is eligible for a reduced fee.

14) **Members' Interest In The Assets Of RSPO**

Reason for revision: Minor grammatical correction.

- **Article 18: Members' Interest ~~in The in the Assets Of~~ of RSPO**
 - (a) All interest of each member in the funds, investments and other assets belonging to RSPO shall immediately cease and terminate in the event that the membership of such a member in RSPO shall terminate, for any reason whatsoever.
 - (b) In the event of such termination, such a member and the representatives of such a member shall have no claim on account of the other members, or their representative, or any of them, with regard to the assets of RSPO.

15) **Dissolutions**

Reason for revision: Minor grammatical correction.

- **Article 19(a):** ~~The~~ RSPO may be dissolved by the pronouncement of at least ~~two-third~~ **two-thirds** of the Ordinary Members present at the General Assembly or Extraordinary General Assembly.
- **Article 19(c):** The assets remaining upon dissolution of the association must be allocated to a tax exempted institution domiciled in Switzerland with ~~the~~ same or similar objectives. A distribution amongst the members is excluded. The allocation of assets shall be made after payment or constitution of a deposit for all indebtedness of RSPO.

Proposed Working Group in overseeing the Resolution

The RSPO Secretariat and the RSPO Board of Governors will oversee the successful incorporation of the required corrections into the RSPO Statutes.

Contact Information

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