

# SRP BYLAWS v 1.3

(Approved by SRP Executive Board 6 August 2020)

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## 1. GENERAL

1. These are the Bylaws of the Sustainable Rice Platform Association e.V., a German not-for-profit Member based Association (the "Association"). The Association is a tax-exempt organization pursuant to Section 21 BGB (German Civil Code). The Association will carry on its activities and operate in a manner that, at all times, maintains its tax-exempt status. These Bylaws are subject to the provisions of the Articles of Association of the Association, as amended and in effect from time to

time. All references herein to “Articles of Association” shall be deemed references to the Articles of Association as then in effect. All terms with initial capital letters used herein without definition shall have the meanings given them in the Articles of Association.

2. The Association’s primary purpose is to catalyze public-private action to accelerate science-based rice sustainability – through efforts to help farmers prosper, empower rice-growing communities, respect human rights, and conserve the environment, and other purposes as set out in the Articles of Association. The Association champions multi-stakeholder partnerships, aligned public and private investment, policy dialogue, financial sector partnerships, knowledge sharing and other relevant activities to achieve transformative change in the global rice sector.
3. The SRP’s vision is to “Feed the world. Sustainably”, transforming the global rice sector through an alliance that links research, production, policy making, trade and consumption. The vision articulates a new norm in rice, where the sector delivers healthy, high-quality, nutritious rice to consumers, helps farmers achieve better lives, and protects the environment.
4. The SRP’s mission is to reach 1 million farmers adopting climate-smart, sustainable best practice by 2021, by developing tools to promote on-farm adoption of proven technologies; by linking farmers to markets; and by supporting market actors with tools to support sustainable procurement, de-risk their supply chains and communicate achievements transparently.

#### **General structure**

5. The overall governance structure is described in overview in Annex 1 (Overview of SRP Governance) and Annex 2 (Organization chart). The structure of the organization comprises the following main organs:
  1. The **MEMBERS (§ 3)**, who have the right to attend members' meetings (including General Assembly meetings) and have powers specified under the Articles of Association. In particular, the members appoint representatives from agreed member constituencies to serve on the Executive Board, and take decisions on changes to the Articles of Association;
  2. The **EXECUTIVE BOARD (§ 8)**, which holds regular meetings and oversees the activities of the organization through the appointment of the Executive Director, approval of the organization’s strategy and annual work plan as well as monitoring and assuring the financial health of the organization.
  3. The **SECRETARIAT (§ 10)**, which manages the SRP’s operations, programmes, communications and administration, led by the Director.
  4. The **EXECUTIVE DIRECTOR (§ 11)**, appointed by the Executive Board and responsible for day to day management of the organization.
  5. The **TECHNICAL COMMITTEE (§ 12)**, appointed by the Executive Board and chaired by a Board member, provides technical oversight over the SRP Platform Standard, Performance Indicators and Assurance Scheme, makes recommendations to the Secretariat and Executive Board on technical / scientific matters, and manages a register of member projects.
  6. The **MONITORING & EVALUATION COMMITTEE (§ 13)** appointed by the Executive Board and chaired by a Board member, provides guidance to the Board, Secretariat and membership on collection, aggregation, analysis and reporting of SRP project data generated by members and partner projects around the world, and will provide the membership with pre-competitive guidance in developing an ICT-based system-wide

reporting architecture for SRP, compatible with global sustainability reporting frameworks, e.g. Global Compact, the OECD-FAO Guidance, UN PRI, EU Taxonomy and Climate Bonds Initiative.

## **2. NAME, OFFICIAL HEADQUARTERS, LANGUAGE**

6. The entity will be commonly referred to as the Sustainable Rice Platform, hereafter referred to as “SRP”.
7. The Association shall have and continuously maintain in Bonn, Germany, a registered office as required under the German Civil Code (the “Act”). The registered office may not be identical to the principal office of the SRP Secretariat, and the address of the registered office may be changed from time to time by resolution of the General Assembly.
8. At the moment of the Association’s creation, the SRP Secretariat is hosted by UNEP, with staff located in Bangkok at the UNEP Regional Office for Asia and the Pacific, under direction from the Economy Division in Paris and subject to terms and conditions defined in a Memorandum of Understanding between UNEP and SRP. The future location of the Secretariat shall be determined by majority vote of the General Assembly following the voting procedure specified in § 10 of the Articles of Association.
9. All SRP official business shall be conducted in English. However, on matters relating to the legal entity, the German language shall be held to prevail in case of inconsistency.

## **3. MEMBERSHIP**

### **Qualifications for membership**

10. As stipulated in § 4 of the Articles of Association, full membership of the SRP is open to any corporate body which supports the aims of the organization, including companies engaged in the sourcing, processing, and use of rice in products throughout the world, public sector agencies, UN and inter-governmental bodies, research and educational institutions, development banks, civil society organizations, advocacy groups, aggregators, millers, exporters, importers, agribusiness and food processing groups, distributors, retailers, certification/verification bodies, logistics organizations, input providers, banks and other financial actors and others providing services to the rice sector.

### **Types of membership**

11. Organizations from the above categories may participate in the SRP and its meetings and activities either as a Full Member or with Observer status. The respective rights of both categories are stipulated in § 6 of the Articles of Association,

### **Dialogue partners**

12. Individuals with domain expertise may be invited as Dialogue Partners to join SRP’s broader stakeholder network. Dialogue partners are welcome to participate in annual meetings but may not vote or stand for election. In addition, dialogue partners are permitted to participate as invited individual experts in Technical Committees and Task Forces. Dialogue partners may not claim institutional affiliation to SRP.

### **Member constituencies**

13. Applicants for membership shall be assigned to one of the following constituencies representing

distinct interests and stakeholder perspectives:

- a) Public sector (governmental, UN and inter-governmental agencies, public research institutions)
  - b) Supply chain actors (including producer organizations, upstream supply chain actors, business associations and retailers)
  - c) Service, input & equipment providers and business associations (including verification bodies, ICT providers, knowledge partners, financial institutions and trading platforms)
  - d) Civil society organizations (advocacy and grass-roots community-based organizations).
14. Categorization of members shall be determined by organizational interests and representation rather than the form of legal incorporation.
15. A Membership Register shall be maintained by the Secretariat and shall be made publicly available on the SRP website. The Register shall include the Member's name, registered address and designated representatives, the date on which they were registered as a member, and type of membership. Contact details shall not be made public but will be maintained in the SRP's database for dissemination of the Member Newsletter, access to the Members' Area of the SRP website and other communications.
16. The Secretariat must ensure that the Membership Register is updated within 28 days of any change arising from a resolution of the Executive Board or from addition, withdrawal or termination of members.

#### **4. APPLICATION PROCESS**

17. Institutions from all stakeholder categories are eligible to apply for membership according to § 5 of the Articles of Association. Applicants must be registered as a legal entity; individuals, projects and alliances are not eligible to join at global level; however, they may nevertheless be eligible to become members of SRP National Chapters (Section 17) as permitted by the respective Constitutions of such legal entities.
18. At the time of incorporation of the SRP legal entity, all eligible applicants for SRP membership are screened via an independent due diligence process under the UNEP Partnership Policy<sup>1</sup> and are subject to the respective requirements until membership and financial administration functions are transferred to the legal entity, at which time SRP shall establish its own due diligence process for screening membership applications.
19. Applicants should download the Membership Application Form template from the SRP website (included in Annex 3 to these By-Laws) and submit the completed application form via email to the Secretariat, together with the required supporting documentation as specified.
20. The Secretariat shall consider all complete and valid applications and conduct appropriate due diligence on all applicants.
21. On clearance of the due diligence process, the Secretariat shall inform the applicant in writing of acceptance as a member under the appropriate membership category as mutually agreed, and shall announce the Member's name to all members via the SRP website and SRP Newsletter. The Members' Register posted on the SRP website shall be updated and the member given access to

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<sup>1</sup> Available at: <https://wedocs.unep.org/bitstream/handle/20.500.11822/20739/Resource%20Doc%20-%20Partnership%20Policy.pdf?sequence=1&isAllowed=y>

the password-protected Members' Area of the SRP website.

22. The Secretariat shall refer to the Executive Board any recommendation to reject membership, together with adequate documentary justification. The Executive Board's decision shall be communicated by the Secretariat to the designated representative of the unsuccessful applicant.
23. A Member shall appoint a natural person at senior level to act as its representative and to exercise its membership rights in relation to the Association.

#### **Transfer of membership**

24. Membership of the SRP may not be transferred by a member to any other party.

#### **Re-registration of membership**

25. The Executive Board may at any time issue notices requiring a member to confirm that they wish to remain as members of the SRP and allowing a period of 28 days from the date of issue of the notice to provide such confirmation to the Executive Board.
26. If a member fails to provide confirmation to the Executive Board (in writing or by e-mail) that it wishes to remain as a member of the organization before the expiry of the 28-day period referred to in para. 25, the membership shall be considered as automatically terminated.
27. A notice under para. 25 shall not be valid unless it refers specifically to the consequences under para. 26 of failing to provide confirmation within the 28-day period.

### **5. MEMBER CONTRIBUTIONS**

28. Members agree to contribute to the SRP's core operational costs through annual membership dues as provided in § 9 of the Articles of Association.
29. Annual membership fees for the triennium 2020 to 2022 shall be determined according to member category and scale of operation, as set out in Annex 3 to this document.
30. Members may also make ad hoc contributions for specific SRP projects or initiatives by mutual agreement. The purpose of such contributions shall be clearly stated in any bilateral agreement and fully disclosed in financial reports to the Executive Board. Such contributions shall be subject to clearance in respect to conflicts of interest and approved by the Executive Board.
31. New SRP members will be invoiced following clearance of the applicant.

#### **Membership rights and benefits**

32. SRP members have the right to fully participate in all aspects of the work of the organization, subject to the processes and provisions contained in the Articles of Association (referred to in § 7) as well as these By-Laws. Member rights, privileges, commitments and benefits are described in Annex 3 (SRP Membership Programme Manual (Application Form, Statement of Intent, Annual dues and Member Benefits)).

#### **Renewal of membership**

33. Membership will be automatically renewed unless membership is cancelled or terminated under the respective provisions in these By-Laws. Recurring invoices will be raised for payment during the first quarter of the applicable year. Members are required to settle payments within a maximum 30 days.

### **6. WITHDRAWAL, SUSPENSION AND TERMINATION**

34. Membership may be terminated by voluntary withdrawal by the Member, or by suspension or termination as provided in § 8 of the Articles of Association.
35. In case of suspension or termination, the SRP is committed to grant the respective member a fair hearing and may only exclude a member if such decision is deemed proportionate, fair and reasonable.

### **Suspension / Termination Process**

36. The SRP membership termination process aims to ensure an objective and fair approach for both parties. The process may be initiated by any Full Member, according to the following process:
  1. Representatives of any Full Member(s) may submit a formal petition to the Secretariat with supporting evidence of breach of the concerned Member's commitments as set out in the Articles of Association. The petition must be signed by the official representatives of at least three Full Members.
  2. The Secretariat will first validate all signatories to the petition before informing the concerned Member, who will be granted 30 days to respond in writing to the Secretariat.
  3. Following the 30-day deadline the Secretariat will forward the petition together with the concerned Member's response (if any) to the Executive Board.
  4. On receipt of the petition and Member's response (if any) from the Secretariat, the Executive Board will convene an *ad hoc* Task Force comprising 3 Executive Board members to evaluate the petition, supporting evidence and the Member's response (if any) and make a recommendation to the next Executive Board meeting. The concerned Member shall also be informed when this step is taken.
  5. Based on the available information, the *ad hoc* Task Force will submit its recommendation to the Executive Board for endorsement. The Secretariat will communicate the Executive Board's decision to the concerned member in writing, explicitly stating the grounds for suspension or termination.

### **Right of Appeal**

37. Any member shall have the right to inspect the full evidence on which the application to suspend or terminate is based at the Secretariat, and the concerned member shall have the right to deposit at the Secretariat a detailed response to the petition to suspend or terminate and supporting evidence.
38. The respective member is granted 30 days to appeal against the Executive Board's decision, following which the Executive Board's decision shall be considered as final. In case of an appeal by the concerned Member, a concluding task force shall be convened, comprising three different members of the Executive Board to review the Member's appeal.
39. The recommendation of the Concluding Task Force as endorsed by the Executive Board shall be considered final.
40. In the case of suspension or termination, the respective member shall have no claim on membership dues paid and shall forfeit all such claims.

## **7. GENERAL ASSEMBLY**

### **Procedure at General Assembly Meetings**

41. The General Assembly functions as the SRP's highest decision-making body, whose statutory functions and procedures are stipulated in § 13 of the Articles of Association.
42. Every member institution is granted one vote, which must be given via its authorized representative present at the meeting; for the avoidance of doubt, a vote given by a member participating in the meeting through any of the permitted methods will be taken to be given personally for the purposes of this paragraph.
43. A member shall be entitled to authorize an individual proxy to attend and vote at members' meetings.
44. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in para. 45.
45. The following resolutions will be valid only if passed by not less than 75% of those voting on the resolution at a General Assembly meeting or passed by way of a written resolution:
  1. A resolution amending the Articles of Association;
  2. A resolution expelling an organization from membership;
  3. A resolution directing the Executive Board to take any particular step (or directing the Executive Board not to take any particular step, including litigation);
  4. A resolution approving the amalgamation of the organization with another organization (or approving the Constitution of the new organization to be constituted as the successor pursuant to that amalgamation);
  5. A resolution to the effect that all of the organization's property, rights and liabilities should be transferred to another organization (or agreeing to the transfer from another organization of all of its property, rights and liabilities);
  6. A resolution for the winding up or dissolution of the organization.
46. A resolution put to the vote at a General Assembly Meeting will be decided on a show of hands - unless the chairperson (or at least two other individuals present at the meeting and entitled to vote as the authorized representatives of corporate bodies which are members) requests a secret ballot.
47. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a casting vote.
48. The meeting chairperson will decide how any secret ballot is to be conducted and shall declare the result of the ballot at the meeting.

### **Minutes**

49. The Secretary to the Executive Board must ensure that full and proper minutes are kept in relation to all General Assembly meetings and shall be responsible for recording and circulating such minutes.
50. Minutes of General Assembly meetings must include the names of those present and should be signed by the chairperson of the meeting.
51. In case of amendments to the Articles of Association, the exact wording is to be recorded in the minutes.
52. The Secretary shall make available copies of the minutes referred to in para. 49 to any member of the public requesting them.
53. The Secretary may exclude from any copy minutes made available to a member of the public under para. 52 any material which the Executive Board considers ought properly to be kept confidential -



on the grounds that allowing access to such material could cause significant prejudice to the interests of the organization or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

## **8. THE EXECUTIVE BOARD**

### **Composition of the Executive Board**

54. The Executive Board shall be subject to the provisions stipulated in § 11 of the Articles of Association. The minimum number of seats is nine, with a maximum of thirteen, comprising individuals with high levels of accomplishment in key competencies including organizational, fundraising, financial or other skills, as assessed via a Skills Matrix developed by self-assessment of Executive Board candidates, and shall strive towards achieving gender balance.
55. The Executive Board shall be structured at the Executive Board's discretion to ensure fair representation of key stakeholder interests and an appropriate balance of skills in the following areas:
1. Financial and accounting
  2. Fundraising
  3. Business development strategy
  4. Legal
  5. Organizational development in a multi-stakeholder environment.

### **Stakeholder representation**

56. The following four constituencies are recognized as having distinct and differentiated interests in the rice sector:
1. Public sector (governmental, UN and inter-governmental agencies, research institutions) (2 seats).

Supply chain actors (including producer organizations, upstream supply chain actors, business associations and retailers) (2 seats).

Service, input and equipment providers and business associations (including verification bodies, ICT providers, knowledge partners, financial institutions and trading platforms) (2 seats).

Civil society organizations (advocacy and grass-roots community-based organizations) (2 seats).

57. Having filled the above seats assigned to specific constituencies defined in Section 3 para.13, the remaining Executive Board seats shall be available to eligible candidates from any constituency.
58. In addition to the above stakeholder constituencies, and in consideration of IRRI's in-kind contribution to the SRP initiative since its inception, the International Rice Research Institute (IRRI) is allocated a permanent voting seat on the Executive Board.

### **Office Bearers**

59. The Executive Board shall elect from among their members Office Bearers as specified in § 11 of the Articles of Association comprising a Chair, Vice-Chair, Treasurer and Secretary.
60. In addition to the Office Bearers required under para. 59, the Executive Board may elect (from among its members) additional Office Bearers at their discretion.

61. All Office Bearers shall cease to hold office at the end of their respective Terms of Office as members of the Executive Board.

62. A person elected to any office will automatically cease to hold that office: -

1. if he/she ceases to be a member of the Executive Board under para. 82; *or*
2. if he/she gives to the organization a signed notice of resignation from that office.

### **Observers to the Executive Board**

63. The Executive Board may at its discretion appoint and remove Observers to the Executive Board, on an individual or organizational basis, and enjoying rights to attend and participate fully in all Executive Board meetings. However, Observers shall not be included in the meeting quorum nor listed in any legal documents as a voting or non-voting member of the Executive Board. No legal liability shall be attached to Observer status. Observers may relinquish their status by giving 30 days' notice in writing to the Secretary.

### **Liability of Executive Board members**

64. Any legal liability of SRP Executive Board members and staff shall be covered by legal insurance (Directors and Officers Insurance – D&O Insurance) at SRP's expense, for any criminal or civil damages arising from the conduct of their duties. However, such protection shall not extend to reckless or fraudulent acts by Executive Board members or staff.

### **Code of conduct for Executive Board members**

65. Members of the SRP Executive Board are legally obliged to act in the best interests of the organization and not for their own personal benefit or organizational gain. Use of the SRP member database or network to promote products, services or potentially competitive activities is prohibited. Each Executive Board member is required to always use ethical and appropriate judgment to make correct choices for the benefit of SRP, and to disclose in a timely manner potential conflict of interest between the Executive Board member and/or its organization, and SRP.

66. Each of the Members of the Executive Board shall comply with the membership commitments as specified in § 7 of the Articles of Association, the Executive Board Terms of Reference (Annex 4) and the Policy on Conflict of Interest (Annex 6) as amended by the Executive Board from time to time.

67. All Members of the Executive Board must:-

- a) seek, in good faith, to ensure that the organization acts in a manner which is in accordance with its purpose;
- b) abide by the SRP Policy on Conflicts of Interest (Annex 6), which provides definitions and procedures for reporting and whistleblowing in regard to potential conflicts in the pecuniary and non-pecuniary interests of Executive Board members and their organizations;
- c) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.

68. In circumstances giving rise to the possibility of a conflict of interest between the organization and any other party, all Executive Board Members must:

- a) declare any potential conflict of interest relating to any agenda item at the start of each meeting of the Executive Board;

- b) put the interests of the organization before that of the other party;
- c) where any other duty prevents him/her from doing so, disclose the conflicting interest to the organization and refrain from participating in any deliberation or decision of the other Members of the Executive Board with regard to the matter in question;
- d) ensure that the organization complies with any direction, requirement, notice or duty imposed under or by virtue of all statutory requirements.
- e) ensure that the organization is able to meet its financial obligations.
- f) In addition to the above duties, all Members of the Executive Board must take such steps as are reasonably practicable for the purpose of ensuring that any breach of any of those duties by an Executive Board Member is corrected by the Member concerned and not repeated; and that any Executive Board Member who has been in serious and persistent breach of those duties is removed as a Member of the Executive Board.

69. The Executive Board shall ensure a pre-competitive stance in all matters, and compliance with all relevant anti-trust provisions and applicable competition law.

70. No Executive Board member may serve as an employee (full time or part time) of the organization.

71. Membership of the Executive Board is non-remunerative. No fees, expenses or other benefits may be claimed by any Executive Board member in connection with his/her duties as a member of the Executive Board.

72. This Code of Conduct shall be deemed to include any provisions relating to the conduct of Members of the Executive Board contained in the Articles of Association and the duties imposed on Members of the Executive Board under all applicable German law.

#### **Delegation of powers**

73. At its discretion the Executive Board may delegate any of its powers to Committees and Task Forces as provided under § 12(3) of the Articles of Association. In doing so, the Executive Board must set out appropriate conditions that must include Terms of Reference and an obligation to report regularly to the Executive Board.

74. Committees are defined as permanent bodies delegated to assume ongoing Executive Board functions, while ad hoc Task Forces are convened for a specific, limited task with a defined duration, to be dissolved by Executive Board resolution on completion of the assigned role.

75. The roles of all Committees and Task Forces established by the Executive Board, provisions pertaining to membership of such committees and task forces, and rules of procedure shall be defined under Terms of Reference on establishment of each committee or Task Force.

76. The Executive Board may also delegate any of its powers as appropriate to the Executive Director, in accordance with the Policy on Delegation of Authority (Annex 5).

77. Any delegation of powers under para. 73 or para. 76 may be revoked or amended by resolution of the Executive Board at any time.

#### **Election process**

78. Representatives of all full members of the SRP having been a member for at least 1 year, with knowledge of the functioning of SRP and its governance structure and an appropriate level of

decision-making authority within his/her respective organization, are eligible to stand for election to the Executive Board to represent their respective institutions and stakeholder constituencies.

79. The election procedure shall be as follows:

- a) Designated Member representatives willing to serve on the Executive Board shall submit their names in writing to the Secretariat. In addition, Members may also submit their nominations of other Member representatives to the Secretariat.
- b) The Secretariat shall present the list of nominations to the General Assembly Meeting.
- c) The General Assembly shall elect all members of the Executive Board.
- d) Members shall vote by secret ballot; each member may vote for up to three candidates. Each member may vote only once for any candidate standing for the Executive Board.
- e) The Chair shall cause all votes to be tallied. Nominees shall be ranked by the number of votes received, and available seats shall be allocated accordingly.
- f) In the case of a tie, the election shall be repeated in relation to the particular seat until there is a simple majority for one candidate.

#### **Term of office**

80. Term of office for all Executive Board members shall be three years, with no restriction on the number of terms served.

81. In case of a change in employment status of a Executive Board member, the respective Member institution shall have the right to replace an elected representative with a new designated representative of similar or senior status.

#### **Termination of Executive Board seat**

82. An Executive Board Member will automatically cease to hold office if: -

- a) he/she becomes disqualified from being a Executive Board Member under Section 27(2) BGB (German Civil Code).
- b) he/she becomes incapable for medical reasons of carrying out his/her duties as an Executive Board Member - but only if that has continued (or is expected to continue) for a period of more than six months;
- c) the corporate body which nominated him/her under paras. 78 to 81 ceases to be a member of SRP;
- d) he/she becomes an employee of the SRP;
- e) he/she delivers a signed notice of resignation to the Chair, Secretary or Executive Director;
- f) he/she is absent (without good reason, in the opinion of the Executive Board) from more than three consecutive meetings of the Executive Board - but only if the Executive Board resolves to remove the Executive Board Member from office;
- g) he/she is removed from office by resolution of the Executive Board on the grounds of a material breach of the Membership Code of Conduct, the Code of Conduct for Members of the Executive Board (paras. 65 to 72, or be held in breach of the Policy

on Conflict of Interest (Annex 6);

- h) he/she is removed from office by resolution of the Executive Board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under Section 27(2) BGB (German Civil Code); or
- i) he/she is removed from office by a resolution of the members passed at a General Assembly meeting.

83. A resolution under para. 82 shall be valid only if: -

- a) the Executive Board Member being the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
- b) the Executive Board Member concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and the Executive Board Members then in office vote in favour of the resolution.

## **9. CONDUCT OF EXECUTIVE BOARD MEETINGS**

### **Frequency and notice of meetings**

84. The Executive Board shall meet at least twice a year, or more frequently as needed, either physically or by means of teleconferencing, following the provisions set out in § 11 of the Articles of Association.

85. Any Executive Board Member may call a meeting of the Executive Board either directly or via the Executive Director or Secretary to the Executive Board.

### **Conduct of meetings of the Executive Board**

86. A quorum of 50% of all Executive Board Members, present in person or represented by proxy, must be established for any Executive Board meeting to proceed. If a quorum is not reached within 15 minutes of the appointed start time, the meeting must be adjourned with no further business discussed.

87. The SRP Chair shall serve as chairperson of all Executive Board meetings. In his/her absence, the meeting shall be chaired by the SRP Vice Chair.

88. The Executive Director shall read an Anti-Trust Statement at the start of the meeting.

89. The Executive Board may, at its discretion, allow any third-party individual to attend and speak at a Executive Board meeting, notwithstanding that he/she is not a member of the Executive Board. However, such invited participant must not participate in decision-making and has no voting right. The organization's Executive Director shall attend all Executive Board meetings but shall not be entitled to vote.

90. At the discretion of the Executive Board, Secretariat staff may be invited to participate in meetings of the Executive Board; however, any Executive Board member may request a closed session for any agenda item where the presence of Secretariat staff would be inappropriate.

### **Voting and proxies**

91. Each Member of the Executive Board has one vote, which must be given personally or via a designated proxy. For the avoidance of doubt, a vote given by a Executive Board Member participating in the meeting either in person or remotely, will be taken to be given personally for the

purposes of this paragraph.

92. Representation by proxy is allowed on an exceptional basis, whereby a member must inform the Secretariat ahead of the meeting of the name of the designated proxy, who must have full authority to represent his/her respective Member and organization on agenda items to be tabled for decision.
93. An Executive Board Member shall not participate in discussion nor vote at a meeting of the Executive Board or any committee on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may be perceived to conflict) with the interests of the organization; in such a case the Member must declare such potential conflict of interest at the start of the meeting and withdraw from the meeting while an item of that nature is being considered.
94. An Executive Board Member shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

#### **Minutes of Meetings**

95. The Executive Board must ensure that proper minutes are kept of all meetings, as provided in § 11(11) of the Articles of Association.
96. Subject to para. 97, the Executive Board shall make available copies of the minutes referred to in para. 95 to any member of the public requesting them.
97. The Executive Board may exclude from any copy minutes made available to a member of the public under para. 96 any material which the Executive Board considers sensitive or confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which would be inappropriate to divulge.

## **10. THE SECRETARIAT**

#### **Secretariat hosting, roles and responsibilities**

98. At the time of incorporation, the SRP Secretariat is physically hosted by UNEP via its Economy Division and hosted at its Asia and the Pacific Office in Bangkok, Thailand.
99. UNEP will provide office, administrative support and protocol services to Secretariat staff, for an annual charge determined by agreement with the Executive Board.
100. The Secretariat's roles and responsibilities fall into four broad categories: Operations, Programmes, Communications and Resource Mobilization and are defined in Annex 7 (Terms of Reference, SRP Secretariat).

#### **Secretariat staff**

101. The Secretariat shall be managed by the SRP Executive Director, reporting directly to the Executive Board, and supported by core technical and support staff. This core staff may be supplemented by consultants, short-term student internships and secondments at the Executive Director's discretion, within designated limits of authority as defined under Annex 5.
102. The Secretariat staff and core operations are funded from annual membership dues. The budget may be augmented through corporate sponsorships, additional member pledges, project grants, revenues from assurance, conferences and training, and other revenue streams.

#### **Secretariat Code of Conduct**

103. In discharging its obligations and responsibilities, the Secretariat and its staff shall at all times adhere to the following guiding principles:

- a) Ensure full compliance with statutory requirements as stipulated in the Articles of Association
- b) Implement SRP policies and guidance as endorsed by the membership via the Executive Board
- c) Leverage the expertise and capacities of members and partners
- d) Maintain full transparency and impartiality in facilitating dialogue and designing programmes on behalf of the membership
- e) Ensure a pre-competitive position in all SRP activities and ensure compliance with relevant provisions of applicable Anti-Trust and Competition law
- f) Uphold the reputation and good standing of the SRP and its members at all times.

## **11. THE EXECUTIVE DIRECTOR**

### **Role and powers of the Executive Director**

104. The powers of the Executive Director shall be set by the limits of authority as resolved by the Executive Board as per Annex 5 (Policy on Delegation of Authority).
105. Within the limits of authority, the duties, responsibilities and scope of work of the Executive Director are set out according to Annex 8 (Terms of Reference: Executive Director).
106. For avoidance of conflict of interest and to uphold impartiality in the Secretariat's operations, the Executive Director shall not be generally subject to the authority of, or direction by, the Chair or individual members of the Executive Board, except with the specific knowledge and consent of the Executive Board.
107. The Executive Director is authorized to represent the Association in external events, public fora and in communicating with the media.

## **12. TECHNICAL COMMITTEE**

### **Mandate**

108. The SRP Technical Committee shall be established under the direction of the Secretariat to provide the membership with pre-competitive support in the following areas:
  - a) Provide technical oversight over management and development of the SRP Platform Standard and Performance Indicators, together with upgrading of associated farmer support tools.
  - b) Oversight of implementation of the SRP Assurance Scheme by GLOBALG.A.P. as SRP's designated Assurance Service Provider as provided under Section 15.
  - c) Develop official SRP positions on key scientific and technical issues, prepare technical documents, inputs to project funding proposals and provide guidance to the Executive Director in responding to external queries and issues on request.
  - d) Receive, review and recommend actions on grievances relating to Standard implementation and the Assurance Scheme in compliance with the relevant provisions on

grievance procedures contained in the currently applicable version of the ISEAL Assurance Code of Good Practice<sup>2</sup>.

109. The detailed scope of work, roles and responsibilities of the SRP Technical Committee, including conduct of meetings, quorum and voting rules, shall be defined by the Executive Board according to Annex 9 (Terms of Reference: Technical Committee).

#### **Composition of the SRP Technical Committee**

110. The Technical Committee shall comprise no more than 7 representatives, including Full Members, Observers and (at the discretion of the Executive Board) external experts as dialogue partners on a pro bono basis.
111. The Technical Committee shall be appointed and led by a member of the Executive Board and shall maintain a fair balance of stakeholder constituency interests.

### **13. MONITORING & EVALUATION COMMITTEE**

112. A Monitoring and Evaluation (M&E) Committee shall be established, chaired by a volunteer Board member with its members appointed by the SRP Board. The Committee is concerned primarily with collection, aggregation, analysis and reporting of SRP project data generated by members and partner projects and will provide members with pre-competitive support as defined below.
113. The M&E Committee shall maintain a Register of SRP Partner Projects via Partner Project Registration according to paras. 143 - 146 and Annex 10, and oversee project reporting to the Secretariat.
114. This committee will assess and recommend provider(s) for an ICT-based system-wide reporting architecture for SRP, and advise on data management, data privacy and legal compliance, security and linkages with global sustainability reporting frameworks.
115. The detailed scope of work, roles and responsibilities of the SRP M&E Committee, including conduct of meetings, quorum and voting rules, are defined by the Executive Board according to Annex 10 (Terms of Reference: M&E Committee).

#### **Composition of the SRP M&E Committee**

116. The M&E Committee shall comprise no more than 7 representatives, including Full Members, Observers and (at the discretion of the Executive Board) external experts as dialogue partners on a pro bono basis.
117. The M&E Committee shall be appointed and led by a member of the Executive Board and shall maintain a fair balance of stakeholder constituency interests.

### **14. COMMUNICATIONS AND CLAIMS**

118. Full SRP membership is not required in order to make SRP-related communications and claims, provided such claims are supported by third party verification audits under Level 3 of the SRP Assurance Scheme. SRP members may communicate their engagement with regard to their: 1) membership of SRP; and 2) participation in the SRP Assurance Scheme according to the SRP

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<sup>2</sup> [https://www.isealalliance.org/sites/default/files/resource/2018-02/ISEAL\\_Assurance\\_Code\\_Version\\_2.0.pdf](https://www.isealalliance.org/sites/default/files/resource/2018-02/ISEAL_Assurance_Code_Version_2.0.pdf)



Communications and Claims Guideline (Annex 12).

119. The SRP organizational logo provides a clear graphic identity for SRP via a distinctive mark applied consistently across programmes, tools and communication materials, and its use is protected under the SRP Intellectual Property Policy (see para 198 and Annex 18) and by trademark protection in relevant countries.
120. The 'SRP-Verified' logo is also protected by trademark and its use permitted on retail product packaging as prescribed under Annex 12.
121. The SRP shall not be held liable in the event of any dispute arising from the use of non-compliant communications and claims by any member, or damages resulting from contractual obligations based on such non-compliant statements and materials.

## **15. ASSURANCE SCHEME**

### **Purpose**

122. The SRP shall operate an Assurance Scheme as a system for providing private sector supply chain actors with a system for verifying the sustainability of rice produced under SRP initiatives to downstream market actors and consumers. This will include an on-pack "SRP-Verified" logo, whose use is protected and governed by conditions set out in Annex 12.

### **Assurance Service Provider**

123. The scheme shall be operated by an Assurance Service Provider ("ASP"), which will manage the provision of all related services as defined in Annex 13, in compliance with the ISEAL Alliance Assurance Code of Good Practice, in order to deliver a service that is rigorous and accessible, ensuring accurate, transparent and credible results to support sustainable procurement and meet consumer demand.
124. GLOBALG.A.P. shall serve as the sole ASP for SRP under a legal agreement to extend until 31 December 2021. The interim contractual agreement between GLOBALG.A.P. and the International Rice Research Institute shall be terminated on signature of the agreement with SRP e.V..
125. The ASP shall report to the SRP Technical Committee (§ 12) and shall implement all aspects of the Scheme including farmer registration, auditor training, verification audits, shadow audits, database management, promotion of the Scheme to retailers and other downstream actors in key markets, as stipulated in the legal agreement.

### **Revenue sharing**

126. SRP and the ASP shall enter into a revenue-sharing arrangement based on royalties earned from use of on-pack logo by SRP clients, under mutually agreed provisions as defined in Annex 13.
127. Such royalties shall be allocated to support the operation and services provided by the SRP Secretariat for the public good and shall not be considered as a for-profit economic activity.

### **Data management and privacy**

128. The ASP shall provide the Secretariat with full user access to all databases and data generated directly or indirectly in implementing the Scheme.
129. SRP and SRP-affiliate databases and associated data will be managed in accordance with local

and international norms and regulations required to protect privacy, permissions, and security of the requisite systems and processes, and in compliance with the SRP Data Protection Policy (Annex 18).

#### **Communications and claims under the SRP Assurance Scheme**

130. The ASP shall uphold the integrity and credibility of the SRP Standard and Assurance Scheme in all its operations, and shall monitor and enforce compliance with SRP's Communications and Claims Guidelines for both on-pack and off-pack claims by SRP clients, as defined in Annex 12.
131. The ASP shall immediately report any suspected violations of such claims to the Technical Committee for further investigation.

#### **Grievances and dispute resolution**

132. GLOBALG.A.P. shall establish and operate a formal grievance and appeal process in compliance with the relevant governance principles under the currently applicable ISEAL Assurance Code of Good Practice.
133. Penalties for violations shall be proportionate and in compliance with the relevant provisions of the ISEAL Alliance Assurance Code of Good Practice.

## **16. TRAINING**

#### **Purpose**

134. SRP's training programme has the following aims:
135. Facilitate development of authorized SRP training packages at the global level, ensuring inclusivity and participation of interested SRP members in content development and delivery. SRP shall develop official global training packages on SRP tools to ensure consistent foundational understanding of the SRP framework and quality implementation of the SRP tools across key areas including standard compliance, data collection, performance management system, and assurance. The SRP shall develop and offer authorized training courses and may also choose to adopt or endorse externally developed training offerings that meet its requirements;
136. Provide a system for authorized SRP training delivery: SRP shall establish and implement an authorized training delivery system to control and ensure high-quality training through authorized training providers serving a growing demand;
137. Establish a mechanism for authorized SRP training providers (on a non-profit cost-recovery basis), to provide an operational model for organizing and delivering training cost-effectively, with multiple partners, and for multiple clients;
138. Capacity building: SRP shall issue and track trainee certification, to develop a roster of SRP trainers qualified to develop, implement, provide training on, and verify SRP activities. SRP shall authorize trainers successfully completing official SRP training curricula, to build a pool of qualified trainers to develop and implement SRP outreach programs and to serve as trainers on SRP tools and third-party auditors for verification of the SRP Standard.
139. SRP training is provided to SRP members undertaking relevant field projects to upscale adoption of the SRP Standard. To ensure quality and consistent content delivery, members may only use SRP Authorized Trainers to deliver training as part of their SRP outreach programs.
140. An overview of the SRP Training programme is provided in Annex 14.

141. All training activities conducted under the name of SRP shall recognize SRP in all relevant communications, curriculum content and collaterals, and ensure appropriate visibility for SRP before and during the event itself as well as in any media releases.
142. Any partner planning to conduct SRP training activities shall inform the SRP Secretariat at least 28 days ahead of the event, providing all available details to enable the Secretariat to publicize the activity.

#### **SRP project registration**

143. SRP members shall register their programs that contribute to SRP's goal and leverage SRP instruments with the SRP Secretariat (i.e., "Registered SRP Programs"). SRP shall publicly recognize such registered initiatives as SRP-affiliated programs; this is required in order for results to be included in SRP's aggregated reporting on reach and impacts.
144. Projects are to be registered by submission to the Secretariat of a Partner Project Registration Form (Annex 10).
145. SRP members also commit to providing the Secretariat with regular updates and reports on implementation and impacts of their programs and initiatives.
146. Registered SRP Programs must use only accredited SRP trainers to train and build capacity of stakeholders within the program to reach program targets, to ensure high-quality implementation and raise the credibility of claims that can be made by the Member.

#### **SRP Authorized Training Service Providers**

147. The term "SRP Authorized SRP Training Service Provider" applies to organizations, not individual trainers.
148. In view of the emerging demand for SRP training, there is a clear need for common guidelines and ground rules to help build capacity to deliver high quality, appropriate and effective training to key target groups. Recognizing the interest of SRP members to deliver in-house training to their respective target groups, Members may register as SRP Authorized Training Providers in order to deliver official SRP training modules and provide trainees with SRP Certificates of Training Completion.
149. To ensure good governance and ensure consistent quality, exclusivity and integrity in service delivery by authorized SRP training providers, and to uphold SRP's brand value, the SRP Executive Board shall authorize at its sole discretion organizations that meet certain criteria as "SRP Authorized Training Service Providers" to deliver SRP Authorized Training Courses in SRP's name, with the aim of building a pool of SRP trainers qualified to implement farmer outreach, training, and capacity building activities under registered SRP programs (para. 143).
150. Eligibility criteria, terms and procedures to apply for Executive Board endorsement as Authorized SRP Training Service Providers are stipulated in Annex 14.
151. GIZ has been authorized by SRP to develop and lead implementation of the Authorized SRP Training Programme to deliver SRP training either directly or in collaboration with other interested SRP members.
152. An updated roster of SRP Authorized Training Service Providers shall be publicly posted on the SRP website.
153. SRP Authorized Training Service Providers shall adhere to the following guiding principles:
  1. **Recognition:** Understand the need for coherent and common interpretation of SRP tools

and frameworks, while acknowledging specific priorities of relevant stakeholders;

**Collaboration:** Foster inclusive and transparent multi-stakeholder cooperation during development and delivery of the authorized SRP Training Programme;

**Innovation:** Support innovation for global products and solutions that empower local approaches to implementation.

### **SRP Authorized Trainers**

154. The designation “SRP Authorized Trainer” applies to individual trainers, not organizations.
155. SRP shall issue a Certificate of Recognition as an SRP Authorized Trainer to individual trainers who successfully complete an SRP Authorized Training Course and pass an examination at the conclusion of such course.
156. Authorized trainers shall receive a unique registration number and shall be listed in an online trainer database available to all SRP members via the Members’ Area of the SRP website. The database will list all trainers qualified to serve the needs of Registered SRP Programs.
157. Only SRP Authorized Trainers may participate in delivering the ‘*Driving Sustainable Rice Cultivation: Understanding the SRP Standard and Performance Indicators*’ training course to stakeholders of Registered SRP Programs only (e.g., rice farmers).

### **Process for recognition of SRP Authorized Trainers**

158. To be recognized as an SRP Authorized Trainer, trainees must follow the following steps:
  1. Attend and complete a three-day SRP Authorized Training Course on Driving Sustainable Rice Cultivation: Understanding the SRP Standard and Performance Indicators

Receive a Certificate of Course Completion

Pass the corresponding exam administered at end of training course.

159. If the candidate does not achieve a pass threshold at the examination during the above course as specified in para. 158, the candidate may resit the examination once within one week of course completion. If the pass threshold is not achieved at the second attempt, the candidate must repeat the in-person training course in order to qualify.
160. Successful candidates shall receive a SRP Certificate of Recognition and registration number as an “SRP Authorized Trainer”.

### **Maintaining credentials as an SRP Authorized Trainer**

161. To maintain their credentials and registration, SRP Authorized Trainers are required to attend free web-based information sessions convened periodically by the Secretariat in case of minor updates to SRP instruments.
162. Authorized trainers are also required to attend and successfully complete mandatory full re-training (in-person course with fee) upon release of a new version of any SRP instrument (e.g. SRP Standard Version 3.0).

### **Scope of empowerment of SRP Authorized Trainers**

163. SRP Authorized Trainers are empowered to undertake the following roles:
164. Tailor the “Driving Sustainable Rice Cultivation: Understanding the SRP Standard and Performance Indicators” training course as follows:

1. Translate core training modules into local language;

Adjust and/or add locally-relevant case studies and images used in training modules to align with local context;

Adjust content of training modules to match the respective SRP National Interpretation Guidelines, if such SRP National Interpretation Guidelines are available.

165. Deliver the original, translated, and/or adjusted modules to Registered SRP Projects as part of a team managed by a Registered Training Service Provider.

166. Contribute to Trainer Training programmes hosted by a registered Training Service Provider, as provided in paras. 170 - 171 below.

#### **Responsibilities and obligations of SRP Authorized Trainers**

167. Trainers must use the latest training modules and messaging available from the SRP Secretariat

168. Report the following information to the SRP Secretariat on a quarterly (or as otherwise agreed) interval:

1. Number of training sessions directly delivered on behalf of the Registered SRP Project, with dates and locations

Copies of training program

Number of trainees per course

Number of trainees completing training

Number of trainees passing the post-training examination

Names of trainees completing training and passing the examination, to enable the SRP Secretariat to prepare Certificates of Completion and Certificates of Recognition as SRP Authorized Trainers, respectively, and to update the SRP Trainer Roster.

Share learnings with peer network of trainers.

#### **Benefits for SRP Authorized Trainers**

169. SRP Authorized Trainers shall enjoy the following benefits:

1. Recognition as an "SRP Authorized Trainer" on SRP's Roster of Trainers, available to support training programs implemented by any of SRP's over 100 members.

Access to English language core training modules

Access to web-based, no-fee informational sessions on updates to SRP instruments

Advisory support on training design and implementation

Participation in a global peer network of SRP practitioners

Personal development opportunity.

#### **Trainer training**

170. SRP Authorized Trainers for project staff of Registered SRP Projects may participate as trainers in association with the respective SRP National Chapter (if any), or else with the SRP Secretariat).

171. SRP Trainer Training courses conducted under registered SRP Projects must satisfy the following conditions:

1. Training must be hosted by the Registered SRP Project.

Lead trainer(s) in the session must be SRP Authorized Trainers.

Participants in the session must be stakeholders of the Registered SRP Project (e.g., program staff, program partners, farmer group leaders) and expected to conduct further training and capacity building in support of the Project.

Training program and detailed course outline must be submitted to, reviewed by, and endorsed in writing by the SRP National Chapter (or SRP Secretariat in absence of a functioning SRP National Chapter).

Examination questions and methodology for administering the examination must be submitted, reviewed and endorsed in writing by the SRP National Chapter (or SRP Secretariat in absence of SRP National Chapter).

The Training Service Provider must report the number of persons who enter training, the number completing training and the number passing the course examination, so that the SRP Secretariat may prepare certificates as "SRP Authorized Trainers", issue a registration number and update its Roster of Trainers.

Share training modules (e.g., PowerPoint slides) with the SRP Secretariat for knowledge management.

#### **Role of SRP National Chapters / Secretariat**

172. Where established in a country where training is to be conducted, SRP National Chapters shall be established as provided under § 18 of the Articles of Association, and will support such training in the following ways:

1. Endorse training program and detailed course outline

Endorse exam questions and methodology

Co-brands and co-signs certificate awarded to trained persons

Issue certificates to "SRP Authorized Trainers"

Provide benefits to "SRP Authorized Trainers, as listed in para. 169.

173. Where SRP National Chapters are not yet operational, the SRP Secretariat shall assume the support roles defined in para. 172.

#### **Revenue sharing**

174. Authorized SRP Training Service Providers shall charge a fixed minimum course fee per person for all SRP Authorized Training Courses and for issuing Certificates of Recognition to successful participants completing the course and passing the examination.

175. Authorized SRP Training Service Providers follow a revenue-sharing arrangement whereby 25% of the per person training fee is paid to the SRP. Such revenues shall be used by SRP to strengthen the SRP training system and related Secretariat support services to SRP members and shall be included in SRP's financial reporting.

176. Authorized SRP Training Service Providers shall agree in writing with the SRP Secretariat on the monetary amount to be contributed per trainee, mode of transfer for each course offered, and schedule of payment.

#### **Intellectual property**

177. Use of SRP training materials is subject to the SRP Policy on Intellectual Property Rights (para. 198 and Annex 18). All training curricula used shall be the sole intellectual property of SRP, licensed for public domain use under a Creative Commons Attribution-NonCommercial-ShareAlike 4.0 International (CC BY-NC-SA) license<sup>3</sup>. This allows third parties to freely remix, amend and build upon training curricula on a non-commercial basis, provided SRP is duly credited and that the new creation is also licensed under identical terms.

## **17. NATIONAL CHAPTERS / NATIONAL MEMBERSHIP**

### **Rationale**

178. SRP shall establish country-level coalitions in key countries determined by the Executive Board, as provided in § 18 of the Articles of Association. Such National Chapters shall represent SRP's interests at national level and aim to drive wide-scale adoption of climate-smart, sustainable best practice at both policy level and through private sector value chains. National-level ownership and funding is a prerequisite to incentivize long-term change to transform national rice sectors through alignment with national policy agendas, particularly on food and water security, farmer livelihoods and climate change / SDG commitments.

179. SRP National Chapters shall adopt a multi-stakeholder approach to ensure grassroots voices are heard, while focusing efforts to scale impact through policy advocacy.

180. National chapters shall maximize the opportunity for policymakers and other public sector actors to participate fully to advocate rice sector transformation, aligned with national goals and international obligations.

### **Establishment**

181. Establishment of National Chapters by interested national-level partners shall follow the SRP's overall guiding principles, mandate and tools, as set out in Annex 15: Protocol for Development of SRP National Chapters).

182. Under the Protocol, each National Chapter shall be located within a host organization and shall appoint a National Coordinator.

### **Mandate of SRP National Chapters**

183. SRP National Chapters shall fulfil the following roles:

1. Serve as the official representative of the SRP and its global membership at country level, to promote adoption of the SRP Standard among rice smallholders, collaborate with implementing partners, engage with government on policy arena, and secure funding to upscale adoption, following SRP's vision, mission and strategies;

Lead the drafting of National Interpretation Guidelines for development and implementation of the SRP Standard for Sustainable Rice Cultivation at country level;

Support implementation of SRP assurance/verification activities to maintain high credibility of SRP programmes and tools, including reporting and/or investigating any fraudulent claims;

Coordinate the development of country-tailored training curricula on the adoption of SRP tools and

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<sup>3</sup> <https://creativecommons.org/licenses/by-nc-sa/4.0/legalcode>

implementation of SRP activities, to ensure common approaches and high quality;

Aggregate national-level impacts of SRP projects and report against SRP Performance Indicators and other metrics of interest; and

Coordinate with the SRP Secretariat to communicate SRP global progress with national-level stakeholders; and keep the SRP Secretariat updated and engaged on national-level plans, activities, outcomes and finances.

### **Global and national-level membership**

184. National-level membership via National Chapters shall be open to institutions, farmers and informal alliances such as cooperatives, subject to respective national law and locally-determined membership dues structure.

185. Any institution operating in more than one country is required to join as an SRP Global member, subject to the global membership dues structure.

186. Global SRP members may elect to contribute additional support, to be dedicated to activities in member-designated countries via the respective National Chapter(s).

## **18. NATIONAL INTERPRETATION GUIDELINES**

### **Need for National Interpretation Guidelines for the SRP Standard**

187. While the SRP Standard offers normative guidance, practitioners need locally-relevant guidance on appropriate best practice recommendations that support the requirements of the Standard. To protect the integrity and core principles of the SRP Standard, while maximizing its relevance and practical applicability within diverse national contexts- including production systems, agroecological environments, socio-ecological circumstances and legal and regulatory frameworks, National Interpretation Guidelines serve as a bridge between the global SRP Standard and local field application.

188. National Interpretation Guidelines will require the following before release:

1. external credibility across stakeholder groups;

local acceptance by all key stakeholder groups; and

official endorsement by the SRP Secretariat and Executive Board.

189. Development of National Interpretation Guidelines shall be led by National Chapters of SRP, following the principles of multi-stakeholder consensus-building.

190. The principles, process and institutional arrangements through which national SRP partners can develop nationally appropriate interpretations of the Standard are codified in the Protocol for developing National Interpretation Guidelines (Annex 16).

191. This common process will help ensure the integrity of the Standard by avoiding proliferation of multiple “SRP Standards” in different countries, allowing equivalence of claims across countries.

## **19. ADMINISTRATION**

### **Operation of accounts**



192. Subject to para. 193, the signatures of two out of three signatories appointed by the Executive Board will be required in relation to all operations (other than the lodging of funds) on all bank accounts held by the organization; at least one out of the two signatures must be the signature of a member of the Executive Board.
193. Where the organization uses electronic facilities for the operation of any bank account, the authorizations required for operations on that account must be consistent with the approach reflected in para. 195.
194. Income and expenditure statements shall be presented by the Treasurer to the Executive Board on a quarterly basis, including projections for the subsequent quarter.

#### **Accounting records and annual accounts**

195. The Executive Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
196. The Executive Board Treasurer must prepare annual accounts in compliance with all relevant statutory requirements and the annual accounts must be approved by the Executive Board and General Assembly. Where the total revenue exceeds a threshold agreed by the members from time to time at an Annual General Assembly Meeting or if an audit is required under any statutory provisions (or if the Executive Board considers that an audit would be appropriate for some other reason), the Executive Board shall ensure that an audit of the accounts is carried out by a qualified external auditor. Where the revenue threshold is not exceeded and there is no statutory requirement for an audit, an independent examination shall be performed.

#### **Procurement policy**

197. SRP Executive Board and Secretariat shall follow a clear procurement policy and procedure to ensure that services and goods acquired are the result of transparent, objective, time and cost-effective decision making and risk management. This Policy (set out in Annex 17) is rooted in the Members' commitment to the principles of transparency, accountability and good governance. The Policy applies to all SRP staff, managers, directors and officers as well as any agent(s) for SRP seeking to acquire, acquiring and/or managing ongoing contractual relationships for the provision of services and/or goods to or on behalf of SRP.

#### **Intellectual property rights**

198. SRP strives to provide an open platform for collective co-creation of tools to bring benefits to smallholder rice farmers. Collective ownership of such assets is foundational to foster open discourse, sharing and collaboration in a pre-competitive arena. To safeguard this open forum, all members shall comply fully with the SRP's Policy on Intellectual Property Rights (Annex 18) on ownership of intellectual assets co-created by Members, employees, consultants and service providers as part of the organization's mandate as a multi-stakeholder alliance, operating in the pre-competitive space.

#### **Data protection**

199. SRP shall process members' personal data primarily to manage membership processes, provide support and address members' needs. This requires the SRP Secretariat to process data about identified or identifiable individuals (referred to as personal data) with due care and confidentiality, in accordance with applicable data protection law, and in particular, the requirements for compliance with the EU General Data Protection Regulation (GDPR). GDPR requires new or additional obligations on organizations in the EU processing personal data and organizations outside the EU processing personal data of EU residents. The SRP Data Protection Policy is set out in Annex 19.

## 20. MISCELLANEOUS

### Amendments to the By-Laws

200. Any Member of the SRP may petition the Executive Board to amend these By-Laws, as provided in § 20 of the Articles of Association.
201. The Executive Board shall have authority over any amendments to Annexes to these Bylaws.

### Interpretation

202. The Executive Board shall rule on any issue arising requiring clarification or interpretation of the meaning of any para. in the By-Laws.
  203. In any conflict arising between the meaning of any clause in the Articles of Association and By-Laws, the respective provision of the Articles of Association shall prevail.
  204. In any conflict arising in in interpretation of the meaning of the By-Laws and the pursuant Annexes, the respective provision of the By-Laws shall prevail.
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