

SUSTAINABLE RICE PLATFORM e.V.

BYLAWS AND RULES OF PROCEDURE VERSION 2.0

*(Approved by SRP Board 1 March 2023,
subject to endorsement by German authorities)*

DOCUMENT TITLE	SRP Bylaws and Rules of Procedure
PREPARED BY	Expert Consultant, with input from Board Committee on Governance & Risk and Executive Director
DRAFT DATE	
DATE OF LAST REVIEW	13 May 2022
DATE OF CURRENT REVIEW	December 2022
REVIEWED BY	Board Committee on Governance & Risk, Executive Director
VERSION NUMBER	2.0
PREVIOUS VERSION NUMBER	1.0 ¹
BOARD APPROVAL DATE	1 March 2023

Internal drafts leading to Version 2.0:

Draft 1.2 – 13 May 2022 [19.5]
Draft 1.3 – 22 December 2022
Draft 1.4 – 24 December 2022
Draft 1.5 – 5 January 2023
Draft 1.6 – 11 January 2023
Draft 1.7 – 24 January 2023
Draft 1.8 – 31 January 2023

¹ Version 1.0 of the Sustainable Rice Platform Bylaws had been titled Version 19.3 when originally published. For documentation control purposes, this document shall be cited as Version 2.0. Future revisions versions shall be numbered sequentially.

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DRAFT

1. OVERVIEW AND SCOPE

- 1.1. The Sustainable Rice Platform e.V. (SRP) is a global non-profit membership association. Its aims are to transform the global rice sector by improving smallholder livelihoods; reducing the social, environmental, and climate footprint of rice production; and offering the global rice market an assured supply of sustainably produced rice to meet growing global demand.
- 1.2. Our vision is to “**Feed the world. Sustainably,**” transforming the global rice sector through an alliance that links research, production, policymaking, 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.
- 1.3. Our mission is to **catalyze global rice sector transformation** by developing tools and mobilizing rice stakeholders to promote on-farm adoption of sustainable best practice, link farmers to markets and offer an objective normative basis for policymaking.
- 1.4. These Bylaws and Rules of Procedure (hereafter referred to as “Bylaws”) establish the composition and working practices of SRP Organs and other units. They are ancillary to the SRP Articles of Association (Articles), which shall take precedence over the Bylaws in the event rules or interpretations conflict.
- 1.5. Similarly, Terms of Reference (ToRs), Manuals, and Policies, which the Board may approve to guide committee work and facilitate the implementation of SRP strategy, shall be considered ancillary to the Bylaws. The Bylaws shall take precedence over ToRs, Manuals, and Policies in the event rules or interpretations conflict.

2. STRUCTURE

- 2.1. SRP is comprised of two Organs:
 - 2.1.1. The General Assembly, composed of Members, is the ultimate authority of the Association.
 - 2.1.2. The Board, comprising elected individuals under delegated authority from the General Assembly, oversees the strategy, governance, performance, and financial health of SRP.
- 2.2. SRP also includes the following units:
 - 2.2.1. The Executive Director, appointed by the Board, is responsible for the day-to-day management of SRP, including overseeing the Secretariat.
 - 2.2.2. The Secretariat, led by the Executive Director, manages SRP operations, including programmes, communications, and administration.
 - 2.2.3. The Technical Committee, appointed by the Board, conducts technical oversight of the SRP System, including the Standard, Performance Indicators, and Assurance Scheme.

- 2.3. SRP maintains a registered office in Bonn, Germany.
- 2.4. The registered office may differ from the principal office of the SRP Secretariat.
- 2.5. SRP maintains a subsidiary in Bangkok, Thailand, which is responsible for supporting and facilitating the Secretariat's operations.
- 2.6. Official business of SRP shall be conducted in English. However, on matters concerning SRP's legal form, *eingetragener Verein*, German shall prevail.

3. MEMBERSHIP

- 3.1. SRP is an Association of Ordinary Members (Members).
- 3.2. Members shall be categorized into four stakeholder groups:
 - 3.2.1. *Public sector actors*, such as governments, ministries, cities, intergovernmental bodies, and transgovernmental bodies.
 - 3.2.2. *Supply chain actors*, such as producer organizations, upstream supply chain businesses, industry or trade associations, and retailers.
 - 3.2.3. *Service, input, and equipment providers*, such as certification and verification bodies, information and communication technology providers, knowledge partners, financial institutions, trading platforms, and consultancies.
 - 3.2.4. *Civil society actors*, such as advocacy or grassroots organizations, community organizations, farmer cooperatives, workers unions, alliances, and or networks.
- 3.3. The categorization of a Member into a stakeholder group shall be determined by an entity's interests and representation, rather than its form of legal incorporation.
- 3.4. To facilitate accurate and transparent membership practices, and provide detail not contained in the Bylaws, the Secretariat shall maintain, and make publicly available, the following documents:
 - 3.4.1. SRP Membership Programme Manual, defining all aspects of the membership policy, including purpose, stakeholder groups, rights and obligations, value proposition, fees structure, and application and withdrawal procedures. The Secretariat shall ensure the Manual is reviewed annually and, if necessary, updated.
 - 3.4.2. SRP Membership Register, containing information on each Member, including entity name, address, designated representatives, date of effective membership, and assigned stakeholder group. The Secretariat shall ensure that the Register is updated within 28 days of any change resulting in the addition, withdrawal, suspension, or termination of Members.

ELIGIBILITY

- 3.5. Membership is open to any legal entity that supports the aims and purposes of the SRP as described in the Articles § 2.

APPLICATION PROTOCOL

- 3.6. Eligible applicants must submit a completed Membership Application Form and supporting documentation to the Secretariat.
- 3.7. The Secretariat shall conduct a due diligence screening on all eligible applicants.
- 3.8. Upon satisfactory clearance of the due diligence process, the Executive Director, under delegated authority, shall decide whether to accept the eligible applicant, or alternatively, recommend to the Board that it rejects the eligible applicant.
- 3.9. The Executive Director shall inform the Board of any acceptance decision or recommendation for rejection. In the case of rejection, the Executive Director shall inform the Board of the reason(s) for this recommendation.
- 3.10. The Board shall make the final decision as to whether the applicant should be rejected.

RIGHTS AND OBLIGATIONS

- 3.11. Members, through their designated representatives or authorized proxies, have the right to participate in all aspects of the work of the organization, subject to the Articles and Bylaws, including, at a minimum:
 - 3.11.1. Participate and vote in General Assembly Meetings.
 - 3.11.2. Nominate individuals, and accept nominations in turn, to stand for election to the Board.
 - 3.11.3. Apply for appointment to the Technical Committee.
 - 3.11.4. Pursue opportunities to access research, tools, training, policy advocacy, and partnerships.
- 3.12. Members shall contribute to the mission and purposes of the organization, first and chiefly, through regular attendance at General Assembly Meetings.
- 3.13. Members shall sign and observe the SRP Members Code of Conduct.
- 3.14. Members shall contribute to SRP through annual membership fees, observing the contribution rules set out in the Membership Manual.
- 3.15. Members may make ad hoc contributions for specific SRP projects or initiatives by mutual agreement with SRP. The purpose of such contributions shall be clearly stated in any agreement and disclosed in reports to the Board. Such contributions shall be subject to clearance with respect to the Conflicts of Interest Policy.

CHANGES TO MEMBERSHIP STATUS

- 3.16. Membership shall automatically renew unless withdrawn, suspended, or terminated in accordance with these Bylaws and the Membership Programme Manual.
- 3.17. Members shall require SRP's prior agreement to transfer their membership to any other legal entity.
- 3.18. Membership and its rights and privileges shall end automatically through withdrawal, termination, or loss of a Member's registration as a legal entity. Membership and its rights and privileges also shall end automatically if a Member's legal entity undergoes liquidation, receivership, winding up, or dissolution.
- 3.19. Members may effectively withdraw from membership in two ways:
 - 3.19.1. Providing six months' written notice to the Secretariat.
 - 3.19.2. Failing to respond to a notice from the Board regarding their membership status within 28 days of issuance.
- 3.20. Membership may be terminated or suspended according to the following procedure:
 - 3.20.1. Any Member may submit a petition and evidence to the Secretariat alleging a breach of another Member's obligations detailed in the Articles, Bylaws, Membership Manual, or Members Code of Conduct. The petition must be signed by at least three members.
 - 3.20.2. The Secretariat shall validate all signatories and give the concerned Member 30 days to respond before submitting the petition, evidence, and response, if applicable, to the Board.
 - 3.20.3. The Board shall convene an ad hoc Task Force comprising three Board members to evaluate the claim within 30 days of receipt, after which it shall submit a recommendation to the Board for decision.
 - 3.20.4. Based on the ad hoc Task Force's recommendation, the Board may decide one of the following actions: (a) terminate membership; (b) suspend membership for a period of up to 365 days; or (c) decline to terminate or suspend.
 - 3.20.5. Concerned Members shall have the right to appeal against suspension or termination of their membership within 30 days of the Board's decision, and have their appeal heard by a different panel of Board members. If the concerned Member does not appeal, the Board's decision shall be final. If the concerned Member does appeal, the process shall follow § 3.20.3–3.20.4.
- 3.21. No provision in § 3 shall infringe on the legal rights of Members in the country of SRP e.V.'s legal domain.

4. GENERAL ASSEMBLY

- 4.1. The General Assembly (Assembly) is the supreme decision-making Organ in SRP. It is composed of all Members.

RESPONSIBILITIES

- 4.2. The Assembly shall be responsible for the following electoral functions:
- 4.2.1. Elect designated representatives of Members to the SRP Board.
- 4.3. The Assembly shall be responsible for performing the following oversight functions:
- 4.3.1. Provide feedback and strategic guidance in the development and implementation of the organization's programs, operations, and outreach.
- 4.3.2. Consider and approve the long-term Strategic Plan.
- 4.3.3. Approve substantive changes to normative documents following Board endorsement. Normative documents include Standards, National Interpretation Guidelines, Performance Indicators, and Assurance Scheme.
- 4.3.4. Discharge the Board's responsibilities for the previous year.
- 4.3.5. Consider and endorse the Report of the Board Chair.
- 4.3.6. Receive and consider the reports of the organization's independent financial auditors. Approve the appointment and dismissal of said auditors.
- 4.3.7. Consider and approve the audited annual accounts of the organization.
- 4.3.8. Consider and decide on other matters the Board may deem important for Member input.
- 4.3.9. Consider proposals and reports submitted to the Assembly.
- 4.3.10. Approve changes to membership fees, upon recommendation of the Board.
- 4.4. The Assembly shall be responsible for performing the following statutory functions:
- 4.4.1. Resolve to amend the Articles of Association.
- 4.4.2. Resolve to transform the organization under the parameters of the German Transformation Act "Umwandlungsgesetz," such as through mergers, divisions, transfers of assets, or changes to the SRP's legal form.
- 4.4.3. Resolve to dissolve the organization.

MEETING RULES AND PROCEDURE

- 4.5. Annual General Assembly Meetings (AGAs) shall convene at least annually, and the interval between them shall not exceed fifteen months.
 - 4.5.1. AGAs may be held virtually or in person, at the Board's discretion. For AGAs held in person, dates and locations should be selected to enable broad participation.
 - 4.5.2. The Secretariat, in consultation with the Board, shall enable virtual participation for each AGA.
 - 4.5.3. The Secretariat shall issue electronic meeting invitations, including the agenda and all relevant documents pursuant to the agenda, to all Members no less than 28 calendar days before the meeting. In doing so, the Secretariat shall facilitate a mechanism for electronically gathering Member feedback on the circulated materials.
 - 4.5.3.1. Members shall have the opportunity to provide written feedback on the circulated materials, up until 7 calendar days before the meeting.
 - 4.5.3.2. Members shall also have the opportunity, during the feedback period, to propose new items for the General Assembly's consideration.
 - 4.5.3.3. The Board shall decide whether each proposed new item will be: (a) introduced at the AGA; (b) introduced at a future AGA; or (c) rejected. The Board shall inform each Member proposing new items of their decisions before the AGA commences.
 - 4.5.4. The Board Chair shall be responsible for chairing the meeting fairly and efficiently. The Vice Chair shall serve in this capacity if the Chair is absent.
 - 4.5.4.1. Quorum shall be reached when more than 25 percent of all eligible voting Members are present via their authorized representatives or proxies.
 - 4.5.4.2. If quorum is not achieved within 60 minutes of the meeting's intended start time, it shall be postponed. In such cases, a fresh invitation of the postponed meeting shall be issued no less than 14 calendar days before the meeting.
 - 4.5.4.3. The Chair shall ensure that the meeting's proceedings remain relevant to the agenda items under discussion, as well as the feedback collected related to those items (§ 4.5.3.1).
 - 4.5.4.4. The Chair shall have the authority to curtail interventions that are not directly relevant to the meeting's proceedings.
 - 4.5.5. Decisions of the General Assembly shall be made by resolution at a convened meeting.

- 4.5.6. Minutes of the meeting's proceedings shall be written by the Board Secretary (Secretary), or a designee, and signed by the meeting's chairperson and the taker of the minutes.
 - 4.5.6.1. Minutes shall contain the following information: place and time of the meeting, agenda of the meeting, chairperson of the meeting, number of Members present, summary of the discussions, voting method used, results of voting, and the minute taker.
 - 4.5.6.2. Resolutions passed shall be recorded verbatim in the minutes.
 - 4.5.6.3. Minutes shall remain in draft form until approved at the next AGA.
 - 4.5.6.4. The Secretary shall be responsible for circulating the minutes and making copies of the minutes available to any Member requesting them.
 - 4.5.6.5. The Secretary may exclude from minutes made available to a Member any material the Board deems confidential on the grounds that allowing access to such material could cause significant prejudice to the interests of SRP.
- 4.6. Extraordinary General Assembly Meetings (EGAs) may convene to address urgent issues.
 - 4.6.1. The Board may call an EGA at its own discretion.
 - 4.6.2. Additionally, Members may direct the Board to call an EGA if 10 percent or more of all SRP Members submit a notice electronically to the Secretariat (a) stating the purpose of the EGA; and (b) describing how the purpose is consistent with the Articles or Bylaws. The notice should be signed by all "co-sponsoring" Members.
 - 4.6.3. EGAs should normally be conducted virtually and shall observe the procedures in § 4.5.2–4.5.6.5.
- 4.7. The Assembly shall observe the following voting rules:
 - 4.7.1. Each Member shall have one vote.
 - 4.7.2. Each vote shall be cast by a Member's designated representative or an authorized proxy.
 - 4.7.3. An authorized proxy is an individual who is formally affiliated with the Member and empowered to attend and vote on behalf of a designated representative at General Assembly Meetings.
 - 4.7.4. Members may assign up to four individuals to attend General Assembly Meetings, but only designated representatives and authorized proxies may cast votes.

- 4.7.5. All resolutions shall pass with a simple majority of Members present and voting, except for statutory changes pursuant to § 4.4 of these Bylaws, which shall require a supermajority of 75 percent of Members present. Abstentions do not count as votes nor do they figure into the percentage of votes.

ELECTIONS TO THE BOARD

- 4.8. To be eligible for nominating a person for election, a Member shall have maintained uninterrupted membership status for at least one year.
- 4.9. To stand for election to the Board, a Member's designated representative must either self-nominate or receive at least one nomination from another Member's designated representative.
- 4.10. To facilitate the election of high-quality and diverse candidates with desired skills and competencies, the Board shall prepare a Board Nominee Profile to assist Members in their nominations of Board candidates.
- 4.11. Nominations shall be submitted to the Secretariat, and the Board shall present the list of nominations to the General Assembly.
- 4.12. The General Assembly shall ensure the Board is composed of at least eight elected individuals, allocated across the four stakeholder groups as follows:
- 4.12.1. Two designated representatives of public sector Members.
 - 4.12.2. Two designated representatives of supply chain Members.
 - 4.12.3. Two designated representatives of service, input, and equipment provider Members.
 - 4.12.4. Two designated representatives of civil society Members.
- 4.13. At its discretion, the Board may authorize elections of up to four additional, at-large individuals from any stakeholder group to help meet needed competencies. At no point shall a single stakeholder group comprise three or more individuals elected at-large.
- 4.14. Board elections do not encompass the permanent seats for UNEP and IRRI per § 5.30.
- 4.15. Elections shall be conducted by secret ballot according to ranked choice voting (RCV) methodology. The only exception to the use of RCV is for elections between two or fewer nominees for a single seat, in which case a simple majority of votes cast shall determine the winner.
- 4.15.1. The Board shall establish an RCV threshold (i.e., percentage of all votes cast plus one) for determining election winners that is consistent with best practice.
 - 4.15.2. Each Member may cast up to as many ranked choices as there are nominees in any given election.
 - 4.15.3. After polls close, the Secretariat shall tabulate the results.

- 4.15.4. Nominees reaching the threshold shall be elected. If one or more open seats remain, the winner(s)' surplus votes (i.e., votes over the threshold) shall be transferred to the nominees who were ranked next on the surplus ballots.
- 4.15.5. If the transfer of surplus votes does not fill the remaining seat(s), the nominee with the fewest votes shall be eliminated from the contest and have their votes transferred to the nominees who were ranked next on their ballots.
- 4.15.6. If the eliminated nominee's transferred votes do not fill the remaining seat(s), the elections process shall follow § 4.15.4–4.15.6 in sequence until the remaining seats have been filled.
- 4.16. The elections process may take place prior to Assembly meetings, and it may be conducted using an online and automated system.
- 4.17. The Chair shall present the results at an Assembly meeting, which shall be validated by the passage of a resolution pro forma.

5. BOARD

- 5.1. The Board is responsible for delivering on SRP's mission through the attainment of the strategic objectives, governance stewardship, fiscal leadership, policy and performance oversight, and compliance.
- 5.2. Board members shall serve in individual capacities, representing the best interests of SRP rather than their organizational affiliations.

RESPONSIBILITIES

- 5.3. The Board shall undertake the following responsibilities, in addition to any others it may assign itself:

Strategy

- 5.4. Develop a clear strategic plan to guide the annual work programme and budget and ensure SRP is positioned to achieve its mission.
- 5.5. Monitor progress against SRP's strategic objectives and take measures to assure their timely attainment.
- 5.6. Identify resource mobilization opportunities to facilitate attainment of strategic objectives.

Governance

- 5.7. Steward good governance practices within the Board, and in the context of its relationships to other SRP organs and units, using an agreed upon framework.
- 5.8. Individually sign and collectively always observe the Board Code of Conduct.
- 5.9. Proactively identify and mitigate risks to SRP.

- 5.10. Declare and manage conflicts of interest according to the Conflicts of Interest Policy.
- 5.11. Establish Board committees, ad hoc Task Forces, or other bodies, as needed, to carry out tasks delegated by the Board. Bodies established by the Board shall report on progress at regular intervals.
 - 5.11.1. The Board shall convene a Governance and Risk Committee and a Finance and Business Development Committee, governed by Terms of Reference.
- 5.12. Appoint members of the Technical Committee, pursuant to its Terms of Reference.
- 5.13. Ensure SRP's observance of all Articles, Bylaws, and Annexes (§ 10).
- 5.14. Enforce membership obligations as enumerated in the Articles § 7.3, Bylaws § 3.12–3.14, and Membership Manual.
- 5.15. Enforce Board membership obligations as enumerated in the Articles § 13.11–13.12, Bylaws § 5, and Board Manual.
- 5.16. Oversee changes to the Articles if required by the Register of Associations or German Tax Office.

Budget and Finances

- 5.17. Approve the annual budget.
- 5.18. Approve the annual business and financial statement and allocation of net income.
- 5.19. Approve and review the Financial Manual, defining SRP's financial systems, procedures, and authorities.
- 5.20. Commission an annual independent audit of the accounts, conducted by a qualified external auditor, who shall report to the Annual General Assembly Meeting.

Policy Oversight and Performance

- 5.21. Develop and approve policies to enable the efficient functioning of the organization, which shall be informed by relevant international standards and best practice.
- 5.22. Review and decide on policy recommendations from Board Committees, ad hoc Task Forces, the Technical Committee, and Executive Director.
- 5.23. Review final Technical Committee outputs to ensure they are consistent with the aims and purposes of the Association, as well as the Strategic Plan.
- 5.24. Authorise the Technical Committee to develop new standards.
- 5.25. Determine a framework for identifying substantive changes to SRP's normative documentation and, following Board endorsement of any such changes as recommended by the Technical Committee, elevate to the Assembly for approval.

- 5.26. Oversee the establishment of SRP National Chapters, aligned with SRP’s vision, mission, and statutory purposes.
- 5.27. Oversee the performance of the Executive Director, including such actions as hiring, dismissal, annual evaluation, and the discharge of duties.
- 5.28. Annually evaluate the performance of the Board as a whole and take steps toward improving its effectiveness and ways of working, including culture, diversity, and inclusion.

BOARD COMPOSITION, TERMS, AND OFFICERS

- 5.29. The Board shall be composed of 8–12 elected members, distributed across the stakeholder groups pursuant to § 4.12–4.13, each serving in a voting capacity.
- 5.30. Additionally, the United Nations Environment Programme (UNEP) and the International Rice Research Institute (IRRI), shall have the permanent privilege of appointing their designated representatives to the Board.
 - 5.30.1. IRRI’s designated representative shall serve in a voting capacity as a Board member.
 - 5.30.2. UNEP’s designated representative shall serve in a non-voting capacity as a Board participant. All references to Board member obligations and duties in SRP documentation shall apply to UNEP’s designated representative, unless precluded by its non-voting status.
- 5.31. With the exception of UNEP and IRRI’s designated representatives, all Board members shall serve three-year terms unless elected for a shorter period by the Assembly.
 - 5.31.1. At the end of their initial term, Board members may stand for re-election for a second three-year term.
 - 5.31.2. Any person who has served for six years consecutively shall retire from the Board for a minimum of two years before being eligible for re-election. This requirement includes circumstances where a Board member may reach the mark of six consecutive years during the middle of a term.
- 5.32. In the event of a vacancy arising from a member leaving the Board prior to the end of that member’s term, the Board may call an election at its discretion, unless obliged to call an immediate election for the Assembly to fulfill its obligations pertaining to § 4.12.
- 5.33. The Board shall select officers to lead and guide its work:
 - 5.33.1. The Board shall elect, from among its voting members, a Chair, Vice-Chair, and Treasurer, who shall act as legal representatives of SRP pursuant to § 13.1 of the Articles.
 - a. The Chair shall ensure meetings are well prepared, efficient, fairly conducted, collegial, and decisive.

- b. The Vice-Chair shall lead meetings if the Chair is absent.
 - c. The Treasurer shall report quarterly income and expenditure statements to the Board, including projections for the subsequent quarter. The Treasurer shall also prepare annual accounts.
- 5.33.2. Additionally, the Board shall appoint a Secretary, who may or may not be a member of the Board.
- 5.33.3. No officer may occupy more than one office concurrently.
- 5.33.4. Officers shall serve for a term of one year. They may stand for immediate re-election or re-appointment.
- 5.33.5. Board officers cease to hold office if they are no longer members of the Board or resign from office through written notice to the Chair, Secretary, or Executive Director.
- 5.33.6. The Board Manual should set further expectations for the roles and responsibilities of Board officers.

MEETING RULES AND PROCEDURE

- 5.34. The Board shall hold ordinary meetings at least twice per year but should strive to hold meetings at least once per quarter.
- 5.34.1. At least one meeting per year should be conducted in person. All additional meetings may be conducted virtually.
 - 5.34.2. Meeting dates shall be arranged to ensure the highest attendance possible.
 - 5.34.3. Quorum shall be reached when at least 50 percent of Board members are present. If a quorum is not reached within 15 minutes of the appointed start time, the meeting shall be adjourned with no further business discussed.
 - 5.34.4. The Executive Director, who shall attend Board meetings in an ex officio, non-voting capacity, shall read an Anti-Trust Statement at the start of the meeting.
 - 5.34.5. At its discretion, the Board may invite “resource persons” or Secretariat staff to attend, observe, and/or speak at Board meetings.
- 5.35. Decisions should be made by consensus.
- 5.36. If consensus cannot be reached after a reasonable period of discussion, a decision may be rendered with a simple majority of members present and voting.
- 5.37. Each member shall have one vote for the purposes of decision-making. Votes shall be cast by designated representatives.
- 5.38. The Chair shall only vote when breaking a tie for a decision that must be rendered.

- 5.39. The Secretary shall take minutes and record decisions for all meetings. Minutes are valid only after approval by Board members present at the respective meeting. The Secretary shall ensure all meeting minutes are posted to the Members' web portal, except for information the Board may deem sensitive or confidential.

ADMINISTRATIVE MATTERS

- 5.40. The legal liability of Board members shall be covered by "Directors and Officers" insurance at SRP's expense, covering any criminal or civil damages that might arise from the conduct of duties. Such protection shall not extend to reckless or fraudulent acts by Board members, for which they shall remain personally liable.
- 5.41. Board members shall not be remunerated for their service, and no material benefits may be claimed in connection with their duties.
- 5.42. Reimbursement of reasonable travel and accommodation costs, in association with SRP business, is permitted.

6. EXECUTIVE DIRECTOR

- 6.1. The Executive Director (ED) is the chief executive of the organization and head of the Secretariat. The ED shall be responsible, within the limits of delegated authority, for overseeing implementation of SRP policies, programs, and procedures.
- 6.2. The ED shall perform the following functions, further defined in policies, procedures, and personnel contracts:
- 6.2.1. Oversee the performance of the Secretariat and assure efficient delivery in line with the Strategic Plan and Annual Action Plans.
 - 6.2.2. Oversee the progress of the Technical Committee against its objectives, in line with the Technical Committee Terms of Reference.
 - 6.2.3. In cooperation with the Board, ensure a pre-competitive position in all SRP activities and ensure compliance with relevant provisions of applicable anti-trust and competition law.
 - 6.2.4. Annually evaluate the performance of staff and promote their professional development.
 - 6.2.5. Work to ensure SRP can competitively recruit and retain top global talent.
 - 6.2.6. Report to the Board on the Secretariat's quarterly progress.
 - 6.2.7. Serve as an advocate and spokesperson for SRP and represent the organization in external events, public fora, and media.
- 6.3. As a representative to which the Board delegates authority, the ED shall not be subject to the authority or direction of individual Board members, except with the specific knowledge and consent of the Board.

7. SECRETARIAT

- 7.1. The Secretariat, led by the Executive Director, is responsible for the implementation of SRP strategy through operations, programmes, communications, and resource mobilization.
- 7.2. Staff shall follow policies and procedures contained in the Human Resources Manual and observe the Staff Code of Conduct.

FUNCTIONS AND TASKS

- 7.3. The Secretariat shall perform the following functions and tasks, in addition to others the ED may assign:
 - 7.3.1. Implement and observe SRP Policies, Terms of Reference, Manuals, and other matter approved by the Board.
 - 7.3.2. Oversee and protect the integrity of the Assurance Scheme.
 - 7.3.3. Coordinate the establishment and development of SRP National Chapters.
 - 7.3.4. Manage Member engagement and relations, including:
 - 7.3.4.1. Engage SRP Members in projects, partnerships, technical work, and governance.
 - 7.3.4.2. Maintain transparency and impartiality in facilitating dialogue and designing programmes on behalf of Members.
 - 7.3.4.3. Maintain the Membership Programme Manual and Registry.
 - 7.3.4.4. Track Members' progress toward their obligations and support improvement in compliance where required.
 - 7.3.5. Manage the nominations process for the appointment of Technical Committee members.
 - 7.3.6. Facilitate General Assembly Meetings pursuant to § 4.5–4.6 and § 4.11–4.16.
 - 7.3.7. Conduct monitoring and evaluation tasks, including:
 - 7.3.7.1. Collection, aggregation, analysis, and reporting of SRP project data generated by Members and partner projects.
 - 7.3.7.2. Maintenance of a Register of SRP Partner Projects and oversight of project reporting.
 - 7.3.8. Manage all external and internal SRP communications.
 - 7.3.9. Uphold the reputation and good standing of SRP and its Members.

8. TECHNICAL COMMITTEE

- 8.1. The Technical Committee (TC) provides technical guidance on management and revision of the SRP Standard and Performance Indicators, Assurance Scheme and related normative documents, training programme, and farmer support tools.
- 8.2. The TC shall be an advisory body, reporting to the Board via the Executive Director, and shall organize itself to best execute that function, subject to Terms of Reference approved by the Board.
- 8.3. The TC shall submit to the Board a quarterly progress report. Additionally, the TC Chair shall report regularly on progress to the Executive Director.

MEMBERSHIP AND COMPOSITION

- 8.4. The Secretariat shall be responsible for creating and maintaining a Technical Committee Candidate Profile to guide nominations. The Profile shall detail the skills and competencies required for effective TC service, as well as guidance for stakeholder inclusion.
- 8.5. The Secretariat shall solicit nominations from the Members, who may nominate individuals affiliated or unaffiliated with Member organizations, and present nominees to the Board for appointment.
- 8.6. Board members shall not be eligible for nomination to the TC.
- 8.7. All TC members shall serve in their individual capacities, independent of the organization(s) with which they are affiliated.
- 8.8. All TC members shall sign a Code of Conduct and Conflicts of Interest Policy before commencing their service.

FUNCTIONS AND TASKS

- 8.9. The TC shall be responsible for the following functions and tasks, which may be elaborated in its Terms of Reference:
 - 8.9.1. Technical advice and guidance on implementation and revision of the Standard, Performance Indicators, Assurance Scheme, and other normative documents.
 - 8.9.2. Periodic review of the Standard, Performance Indicators, and National Interpretation Guidelines, in compliance with ISEAL requirements.
 - 8.9.3. Periodic review of the SRP training programme, and the development and revision of training materials.
 - 8.9.4. Development of official SRP positions on key scientific and technical issues.

- 8.9.5. Drafting of normative documents for Board endorsement, including revisions of the Standard, National Interpretation Guidelines, Performance Indicators, Assurance Scheme, Chain of Custody Policy & Standard, Internal Management System Standard, and associated Information Notes, as well as supporting documentation.

9. CLARIFICATIONS AND AMENDMENTS

- 9.1. The Board shall have the authority to amend these Bylaws at any time.
- 9.2. Furthermore, the Board may approve Terms of Reference, Manuals, Policies, or other matter to facilitate the implementation of these Bylaws and advance SRP's mission.
- 9.3. The Board shall decide on any issues arising that requires clarification or interpretation of this document.

10. ANNEXES

- 10.1. The Secretariat shall make the Articles, Bylaws, Policies, and approved Annexes accessible to Members on the Members' web portal.
- 10.2. Annexes include, but may not be limited to:

TERMS OF REFERENCE AND MANUALS

- A1. Board Manual
- A2. Governance and Risk Committee Terms of Reference
- A3. Finance and Business Development Committee Terms of Reference
- A4. Technical Committee Terms of Reference
- A5. Codes of Conduct for Members' designated representatives and authorized proxies, Board members, and Staff (*under development*)
- A6. Membership Programme Manual and Register
- A7. Financial Manual (*under development*)
- A8. Human Resources Manual (*under development*)

NOTE

The following verbal forms are used to indicate requirements, recommendations, permissions, or capabilities in this document:

- "shall" indicates a mandatory requirement
- "should" indicates a recommendation
- "may" indicates a permission
- "can" indicates a possibility or capability