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PRESENTATION:

1. The objective of SPP Global’s (formerly FUNDEPPO) Internal Regulations is to regulate its organizational life and complement the articles in its Legal Statutes that refer to such. Where applicable and necessary, these Internal Regulations may be complemented by Terms of Reference and specific Procedures. **In these regulations, the terms SPP and SPP Global are equivalent.**
2. These Internal Regulations are organized under the same general structure as that used in *SPP Global*’s current Legal Statutes.
3. These Internal Regulations, when necessary, reproduce texts from the **Legal Statutes, appearing in blue**. Texts appearing in black are specifically the Internal Regulations. When only part of a paragraph from the Legal Statutes is used, this is indicated with [...]. In these cases please consult the current Legal Statutes for the complete text. By law, the Legal Statutes may only be modified at an Extraordinary Assembly.
4. According to the Legal Statutes, the General Assembly of *SPP Global* has the sole authority to approve the Internal Regulations and/or its modifications, and in accordance, this version of the Internal Regulations was submitted to and approved by the **Twelfth General Assembly** on February 22, 2024. **All changes approved at the XII General Assembly are marked in brown**. In this Assembly, some agreements approved at the 2021 Tenth General Assembly were also ratified: **they appear in purple**.
5. In order to apply approved guidelines regarding the new version of the SPP trademark, the term Small Producers’ Symbol was replaced by SPP in the texts composing the actual Internal Regulations. In the case of references to Legal Statutes (blue text) – which have not been modified – only the SPP word mark was added, where applicable, in black and in parentheses: (SPP).

#	INTERNAL REGULATIONS	REF ¹ .
1 OVERVIEW		
1.1	<p>- The Association’s complete name is <i>Símbolo de Pequeños Productores Global</i>, followed by the words “Asociación Civil” or the abbreviation “A.C.,” and in this document it may also be referred to as <i>SPP Global</i> or the Association.</p> <p>The association’s name is commonly abbreviated as SPP Global, except when it is legally necessary to use its complete name.</p>	1
1.2	<p>The Association’s location will be Mexico City, although its agencies, branches and correspondent offices may be established in any part of Mexico or abroad.</p>	2

¹References are made to *SPP Global*’s current Legal Statutes.



	Any representation established under <i>SPP Global</i> or a different legal construct must be subject to an agreement between <i>SPP Global</i> and such representation, recognizing <i>SPP Global's</i> General Assembly as its highest governing authority.	
1.3	<p>The Principles and Values of <i>SPP Global</i> and the System SPP are defined in the Declaration of Principles and Values, which establishes the philosophical principles and serves as a guide for all its activities and tools. The SPP's Code of Conduct is derived directly from the Declaration of Principles and Values.</p> <p>The Declaration of Principles and Values and the Code of Conduct of the SPP and <i>SPP Global</i> may only be modified with approval from the General Assembly.</p>	
1.4	<p>The Association will have the following as its common and lawful, not primarily economic, non-profit OBJECTIVE: to promote actions aimed at improving the popular economy and providing a better quality of life to the population. Also, all direct beneficiaries of the activities carried out will be low-income individuals, sectors or regions, or indigenous communities, or groups that are vulnerable as a result of their age, sex or disability. In addition the Association will:</p> <p>A). - Conduct other activities to provide assistance, contributing to its social objective.</p> <p>B). - Receive and manage contributions from members and/or national or foreign entities in order to comply with the tasks emanating from its social objective.</p> <p>C). - Promote organized participation by the population in actions that will improve their own conditions for survival, for the benefit of the community.</p> <p>D). - Provide services to assist in the creation and strengthening of organizations that carry out activities that may be promoted in terms of the Law on the Promotion of Activities Conducted by Civil Society Organizations.</p> <p>The Association is not-for-profit and its activities will be fundamentally designed to comply with its social objective, and therefore it may not intervene in political campaigns or engage in propaganda activities. THIS PROVISION IS IRREVOCABLE.</p> <p><i>Specifications:</i></p> <ol style="list-style-type: none"> 1. Represent Organized Small Producers in Latin America and the Caribbean, Africa and Asia belonging to the Association in relation to the fair trade movement. 2. Promote greater participation by small producers' organizations in promoting fair trade through the <i>SPP</i>. 3. Authorize forums for discussion on fair trade systems. 4. Support small producers by promoting the development of their socio-business organizations, and dialogue among organizations and with other stakeholders in the market. 5. Strengthen the level of integration and exchange among small producers' organizations. 	5



	<ol style="list-style-type: none"> 6. Define positions and develop joint proposals on the various aspects affecting small producers in the market. 7. Receive and manage contributions from Members and/or national or foreign entities for complying with the tasks emanating from this Social Objective. 8. Process, administer and promote the brands and/or permits of the Association and/or third parties, in line with the various components of this Social Objective. 9. Promote organized participation by the population in actions that will improve their own conditions for survival, for the benefit of the community. 10. Provide services to assist in the creation and strengthening of organizations that carry out activities that may be promoted in terms of the Law on the Promotion of Activities Conducted by Civil Society Organizations. 11. Build representations and “Networks of SPP Friends” at local and regional levels in countries or in geographic regions, both informal and formal in nature, to the degree required by their process of consolidation. In countries where National Networks of Fair Trade Small Producers already exist and have a formal commitment to <i>SPP Global</i>, as Solidarity Members, for example, such spaces will be built in coordination with these National Networks. 12. Create spaces for coordination by product, among Small Producers’ Organizations with SPP certification, both informal and formal in nature, to the degree required by their process of consolidation. 	
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2 REGARDING MEMBERS

2.1	OWNER-MEMBERS	6
2.1.1	Requirements	6
a	<p>Be legally constituted as a Small Producers’ Organization (SPO).</p> <p>SPP certification of the SPO in question is proof that it complies with the requirement that it be backed by a legal construct, since the latter is a requirement for SPP certification.</p>	6
b	<p>Be certified with the <i>Small Producers’ Symbol (Símbolo de Pequeños Productores-SPP)</i>.</p> <p><i>Specifications:</i></p> <ol style="list-style-type: none"> 1. A small producers’ organization may request membership as soon as it is in the process of becoming certified, but it may only be accepted as a Member after it has received its certification. 2. Suspension or inactivation of the certificate of a small producers’ organization does not affect its status as a member, nor its respective rights and obligations. 3. The cancellation of the certificate of a small producers’ organization will result in the automatic loss of its status as a member and its respective rights. Any economic obligations acquired prior to the cancellation continue to exist until liquidated. 	6



2.1.2	Rights	6
a	<p>Appoint delegates to the General Assembly in accordance with Internal Regulations.</p> <p>If the number of Members is greater than the maximum number of spaces for the General Assembly, the acting Board of Directors will publish in the Call to Participate a table with the maximum number of representatives or “delegates” of Owner-Members, by country and by product, proportional to the number of Owner-Members represented by each country or product. This table will guarantee that every product and every country and every product category will have the right to at least one representative or delegate.</p>	6
b	<p>Have voice and vote in the General Assembly through delegates², in accordance with the Internal Regulations. This is the only category of Members that has the right to vote in the General Assembly.</p> <p><i>Specifications:</i></p> <ol style="list-style-type: none"> 1. During voting processes, only representatives of Owner-Members, that is, small producers’ organizations associated with <i>SPP Global</i>, will be authorized to cast votes. 2. If a delegate system is established in the Call to Participate in the General Assembly, it will consider, if necessary, the distribution of votes among Members’ regions and/or products. 	6
c	<p>Approve or ratify admissions and exclusions of Members, by way of delegates</p> <p><i>Specifications:</i></p> <ol style="list-style-type: none"> 1. They are automatically accepted if in the period between two ordinary General Assemblies there were admissions and withdrawals of Owner-Members, as a result of the certification process. 2. The ratification of new Owner Members shall be part of the official agenda of each General Assembly. 	6
d	<p>Appoint representatives and be appointed as representatives, by delegates, to the Board of Directors, in accordance with its Terms of Reference.</p>	6
e	<p>Occupy at least 75% of the seats available for the General Assembly. If this percentage is not attained, the Owner-Members in attendance can decide to not make full use of this right.</p> <p><i>Specifications:</i></p> <ol style="list-style-type: none"> 1. Owner-Members have the right to occupy 75% of the total seats available in the General Assembly, considering only the seats for all the Members, and not the seats occupied by any Honorary Members. 	6

² In the Legal Statutes, a delegate is the same as a representative of a Member. By law, the number of votes is equal to the number of Members represented.



	<p>2. In this context, “available seats” are understood to be the number of representatives of Members making up the General Assembly at the time it is declared open.</p> <p>3. If at the specific time of the General Assembly, the right of Owner-Members to occupy 75% of the available seats is not fulfilled, the General Assembly may be declared open as long as there is a simple majority of representatives of Owner-Members.</p>	
2.1.3	Obligations	6
a	<p>Respect the Legal Statutes and Internal Regulations.</p> <p>Owner-Members must cover their Annual Membership Fee (previously, Annual Inscription Fee) punctually.</p>	6
2.1.4	Collectively Certified Small Producers’ Organizations	N/A
	<p>Those Small Producers’ Organizations that are certified through a second level Small Producers’ Organization, under the “Procedure for Collective Certification” of Small Producers’ Organizations have the following rights and obligations:</p> <ul style="list-style-type: none"> - They have the right to have their own certificate as an SPP Small Producers’ Organization and will appear on the list of certified SPOs. - They are represented before SPP Global and its General Assembly by the Second Level Organization that facilitates the process and they have one vote, regardless of the number of first level organizations certified by Collective Certification. - The Basic Membership Fee of the Regulations on Costs is paid based on the applicable rate for the total number of producers that make up the set of SPP certified base organizations through the second level organization. - Membership payments (Basic Fee and Volume Fee) can be made directly to SPP Global or through the second level small producers’ organization. 	
2.2	SOLIDARITY MEMBERS	6
2.2.1	A. PRODUCER NETWORKS	6
2.2.1.1	Requirements	6
a	<p>Be a legally constituted National Network of Small Fair Trade Producers’ Organizations.</p> <p>The specific names for this type of network of small fair trade producers’ organizations may vary.</p>	6
b	<p>Have minimally three SPP-certified member small producers’ organizations.</p> <p><i>Specifications:</i></p> <ol style="list-style-type: none"> 1. If, after its admission as a Member, its number of SPP-certified member small producers’ organizations decreases to only two, the Member will not lose its rights. 2. If, after its admission as a Member, its number of SPP-certified member small producers’ organizations decreases to one or zero, the Member in question will lose 	6



	its status as a Solidarity Member, unless the General Assembly grants temporary permission to continue as a Solidarity Member.	
2.2.1.2	Rights	6
a	Appoint delegates to the General Assembly, based on Internal Regulations.	6
b	Have a voice in the General Assembly, by way of delegates, in accordance with the Internal Regulations.	6
c	Propose, by way of delegates, its representatives to the Board of Directors, in accordance with the Board's Terms of Reference, if <i>SPP Global's</i> General Assembly decides to include a representative for this category of Members among the representatives.	6
2.2.1.3	Obligations	6
a	Respect statutes and internal regulations. Cover a minimum annual membership fee of \$100 USD.	6
2.2.2	B. SPP REGISTERED COMPANIES	6
2.2.2.1	Requirements	6
A	Be a company registered with the <i>Small Producers' Symbol</i> (SPP) as a "final buyer." <i>Specifications:</i> <ol style="list-style-type: none"> 1. A company becomes a 'B' Solidarity Member as an automatic result of the registration process as 'final buyer'. All new registrations are to be ratified by the next General Assembly. 2. The suspension or inactivation of a company's registration does not affect its status as a Member, nor its respective rights and obligations. 3. The cancellation of a company's registration will cause the automatic loss of its status as a Member and its respective rights. Any economic obligations acquired prior to the cancellation continue to exist until liquidated. 	6
B	Be legally constituted.	6
2.2.2.2	Rights	6
a	Appoint delegates to the General Assembly, based on Internal Regulations.	6
b	Have a voice in the General Assembly, by way of delegates, in accordance with the Internal Regulations.	6
c	Propose, by way of delegates, its representatives to the Board of Directors, in accordance with the Board's Terms of Reference.	6



2.2.2.3	Obligations:	6																
a	<p>Respect statutes and internal regulations.</p> <p><i>Specifications:</i></p> <p>Solidarity B Members must cover their fees for using the SPP punctually.</p> <p>The annual membership fee to be paid to SPP Global is calculated taking into account the total value of SPP transactions carried out during the last year (or estimated transactions during the coming year in case there have not been transactions yet), according to the following table:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Value of SPP Transactions in USD (previous year)</th> <th style="text-align: center;">Annual Membership Fee in USD</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">More than \$100,000</td> <td style="text-align: center;">\$500</td> </tr> <tr> <td style="text-align: center;">More than \$80,000 up to \$100,000</td> <td style="text-align: center;">\$400</td> </tr> <tr> <td style="text-align: center;">More than \$60,000 up to \$80,000</td> <td style="text-align: center;">\$300</td> </tr> <tr> <td style="text-align: center;">More than \$ 30,000.00 up to \$ 60,000.00</td> <td style="text-align: center;">\$200</td> </tr> <tr> <td style="text-align: center;">More than \$20,000 up to \$30,000.00</td> <td style="text-align: center;">\$150</td> </tr> <tr> <td style="text-align: center;">More than \$10,000 up to \$20,000</td> <td style="text-align: center;">\$ 100</td> </tr> <tr> <td style="text-align: center;">From \$0 to \$20,000</td> <td style="text-align: center;">\$75</td> </tr> </tbody> </table>	Value of SPP Transactions in USD (previous year)	Annual Membership Fee in USD	More than \$100,000	\$500	More than \$80,000 up to \$100,000	\$400	More than \$60,000 up to \$80,000	\$300	More than \$ 30,000.00 up to \$ 60,000.00	\$200	More than \$20,000 up to \$30,000.00	\$150	More than \$10,000 up to \$20,000	\$ 100	From \$0 to \$20,000	\$75	6
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More than \$10,000 up to \$20,000	\$ 100																	
From \$0 to \$20,000	\$75																	
2.2.2.4	<p>Small Buyers</p> <p>The SPP Final Buyers have the right to register "Small Buyers", that is, clients with their own brand. The description and participation of Small Buyers is specified in the "Guidelines for Registry Sharing with SPP Small Buyers".</p> <p>SPP Small Buyers have the following rights and obligations:</p> <ul style="list-style-type: none"> - They are considered members of SPP Global, as a subcategory of the Solidarity B Member category, i.e., SPP Registered Companies. - They have the right to attend the SPP Global General Assemblies with the right to speak. - They must pay their current membership fee, directly or through the Final Buyer who is the holder of their Registration. - Small Buyers representatives are not eligible for positions on the Board of Directors or the Surveillance Committee. However, they are eligible for the Standards and Procedures Committee, the Support and Promotion Committee, or other working committees. 																	
2.2.3	C. ALLIED ORGANIZATIONS	6																
2.2.3.1	Requirements	6																
a	Be an organization that is committed to SPP	6																



	It must be formally recognized by SPP <i>Global</i> as an organization that is committed to the SPP, without corresponding to the requirements of one of the other Member categories.	
b	Be legally constituted.	6
2.2.3.2	Rights	6
a	Appoint delegates to the General Assembly, in accordance with Internal Regulations.	6
b	Have a voice in the General Assembly, by way of delegates, in accordance with Internal Regulations.	6
c	Propose, by way of delegates, its representatives to the Board of Directors, in accordance with the Board's Terms of Reference, if SPP <i>Global's</i> General Assembly decides to include a representative for this category of Members among the representatives.	6
2.2.3.3	Obligations	6
a	Respect statutes and internal regulations Cover a minimum annual membership fee of \$100 USD.	6
2.2.4	D. SPP NATIONAL ASSOCIATIONS	6
2.2.4.1	Requirements	6
a	Be an SPP National or Regional Association It is necessary to have an agreement signed with SPP Global that recognizes the SPP National or Regional Association as such.	6
b	Be legally constituted with a specific legal construct.	6
2.2.4.2	Rights	6
a	Appoint delegates to the General Assembly, in accordance with Internal Regulations.	6
b	Have a voice in the General Assembly, by way of delegates, in accordance with Internal Regulations.	6
2.2.4.3	Obligations	6
a	Respect statutes and internal regulations Cover a minimum annual membership fee of \$100 USD.	6
2.3	HONORARY MEMBERS	6



2.3.1	Requirements	6
a	<p>Be a legally constituted civil organization or a person with historic merit in relation to the <i>Small Producers' Symbol</i> (SPP).</p> <p>Have received a formal invitation from <i>SPP Global</i> to become an Honorary Member due to relevant historic merit.</p>	6
2.3.2	Rights	6
a	If a civil organization, appoint a representative to attend General Assemblies.	6
b	If a person, physically attend General Assemblies.	6
c	Participate in General Assemblies, not counted within the number of available seats for delegates.	6
d	Have a voice in the General Assembly, in this case through the voice of its representative, in accordance with the Internal Regulations.	6
e	Does not have the right to be appointed as a member of <i>SPP Global's</i> Board of Directors.	6
2.3.3	Obligations	6
a	Respect statutes and internal regulations	6
2.4	<p>Owner-Members and Solidarity Members must demonstrate that they have signed the Declaration of Principles and Values of the <i>Small Producers' Symbol</i> (SPP) and its respective Code of Conduct, as part of the requirements for admission.</p> <p>These documents must be signed by the Members' representatives, prior to the holding of a General Assembly.</p>	6
2.5	<p>The General Assembly of Members is authorized, solely and exclusively, to appoint or ratify new Members.</p> <p>The Board of Directors may grant admission as a Member on a provisional basis.</p> <p>The matter of admission and termination of Members will be on the agenda for each ordinary General Assembly.</p> <p>Membership of Owner-Members and Solidarity B Members is granted on a provisional basis through the payment of annual membership in accordance with the rules in the SPP Certification and Registration system, or in other words, the membership fee paid by both Small Producers' Organizations and Final Buyers, in order to be certified or registered, respectively, or to be granted "inactive" status.</p>	6



	In the case of decertification due to non-compliance, the entity will lose its membership, following a dialogue with the entity. If there is an objection to losing membership, the case will be reviewed and determined by the Dissents Committee.	
2.6	Rules for Owner-Members and Solidarity Members:	
2.6.1	Rights	
a	Each <i>SPP Global</i> Member appoints a delegate, that is, a representative, to the General Assembly, in writing and signed by a legal representative of its organization.	6
b	The maximum number of Members that may be represented by a single person present at the General Assembly is three ³ . Representatives may be documented by way of a formal letter completed, signed and delivered for this purpose by each Member represented.	6
c	No person will be allowed to represent Members from different categories or sub-categories.	6
d	The right to speak will be granted by the Chair and Secretary appointed to facilitate the General Assembly. The Chair and Secretary will oversee the time periods established in the agenda, as well as equitable participation among representatives, seeking participation by the various Member categories in relation to their proportional representativeness.	6
e	Participation by representatives of Solidarity Members at the General Assembly should at no time hinder adequate participation by representatives of Owner-Members.	6
f	The Terms of Reference of the Board of Directors are based on the respective clauses of these Internal Regulations and are sometimes complemented with a specific Terms of Reference document for this body.	6
g	Any fees, whether ordinary or extraordinary, established for each Member category by <i>SPP Global's</i> General Assembly must be covered.	6
2.6.2	Obligations	6
a	Representatives of Members must have the backing of those it is representing in order to accept a position, if appointed to serve on one of the bodies by the General Assembly.	6
b	Each Member category must appoint its representatives to the Board of Directors, Standards and Procedures Committee and any other bodies, as established in the Elections Procedures for each General Assembly.	6

³ This enters into force after the IV Ordinary General Assembly.



2.7	<p>Exclusion of Members:</p> <p>The General Assembly of Members is authorized to exclude its Members from the Association in the following cases:</p>	9
a	Commitment of any intentional infringement that causes harm to individuals, resulting in corporal punishment through an enforceable sentence.	9
b	When three or more ordinary or extraordinary fees, previously agreed upon by the Assembly in Statutes or Internal Regulations, have not been paid.	9
c	Members are bound to be discrete regarding confidential activities and information of this Association. Any indiscretion may be the cause for exclusion from the Association, regardless of any sanctions that may be legally merited.	9
d	<p>When the Assembly considers that a Member has acted intentionally to the detriment of the Association:</p> <p>The General Assembly may expel a Member from <i>SPP Global</i> at the moment in which a violation of the Code of Conduct is verified.</p> <p><i>SPP Global's</i> Dissents Committee has the authority to issue a precautionary expulsion, while waiting for ratification or non-ratification by the General Assembly, based on information provided.</p>	9
3 REGARDING THE ASSOCIATION'S ASSETS		
3.1	<p>A). The Association's assets will be dedicated SOLELY AND EXCLUSIVELY to achieving the aims constituting its social objective. The Association will NOT distribute among its Members any remaining amounts of public incentives or assistance received, except in the case of entities or trust funds authorized to receive tax-deductible donations or in the case of remuneration for services effectively provided. THIS PROVISION IS IRREVOCABLE.</p> <p>B) At the time of the Association's liquidation, the entire amount of its patrimony will be dedicated to entities authorized to receive deductible donations. THIS PROVISION IS IRREVOCABLE. [..]</p>	10
3.2	The Board of Directors will maintain a record of the assets contributed in each case, whether in cash or in kind.	10
4 REGARDING ASSEMBLIES		
4.1	- The General Assembly of Members is the Association's highest-level body and will resolve the following matters ⁴ :	11

⁴ These matters are marked in the relevant law.



I	Admission and exclusion of Members.	11
II	The anticipated dissolution of the Association or its continuation.	11
III	The appointment of members to the Board of Directors and any Committees, and the authority granted to these bodies.	11
IV	Approval of annual Financial Statements for the fiscal year just completed in the corresponding time period defined by the applicable law.	11
V	Revocation of appointments made.	11
VI	Other matters as mandated in the Statutes	11
VII	<p>1. The General Assembly may address the following matters, among others:</p> <p>2. Admission and Expulsion of Members</p> <p>3. Approval of Statutes (Extraordinary General Assemblies)</p> <p>4. Approval of Internal Regulations</p> <p>5. Approval of annual Financial Statements (Ordinary General Assemblies)</p> <p>6. Appointments of members to serve on Board of Directors</p> <p>7. Appointments of members to serve on Standards and Procedures Committee</p> <p>8. Other appointments</p> <p>9. Approval of modifications to Vision, Mission and Positioning</p> <p>10. Approval of periodic goals and plans</p> <p>11. Approval of Public Declarations</p> <p>12. Definition of place and date for next General Assembly</p> <p>13. Any other business</p>	11
4.2	There are ordinary and extraordinary General Assemblies of Members. Ordinary Assemblies will be held once a year. Extraordinary Assemblies will be convened as necessary, according to stipulations in Points I-IV of this article.	12
4.3	<p>General Assemblies may be held at the location and the country decided upon by the Board of Directors of SPP Global.⁵ General Assemblies can be carried out in a virtual way, as long as any respective applicable regulation is respected for its legal notarization.</p> <p><i>Specifications:</i></p> <p>1. General Assemblies are held every year, with physical attendance every three years, and virtual, long-distance participation, the other two years. Association</p>	12

⁵ Local law requires that Ordinary General Assemblies be held on an annual basis as it is the only instance entitled to approve annual financial statements. This obligation of the Ordinary General Assembly cannot be omitted.



	<p>representatives are appointed, in principle, during physical General Assemblies. In case of contingencies, it is possible to modify, by means of an Ordinary or Extraordinary General Assembly, the modality of holding a General Assembly, i.e. from physical to virtual and vice versa.</p> <p>2. The agenda for General Assemblies held virtually will address at least the following matters:</p> <ul style="list-style-type: none"> a. Review and approval of <i>SPP Global's</i> Financial Statements b. Admission and expulsion of Members c. Emerging issues d. General matters <p>3. The agenda for General Assemblies with physical attendance will minimally include all of the agenda points specified in point 4.1</p>	
<p>4.4</p>	<p>General Assemblies will only address the matters included in the agenda established in the Call Notice, under penalty of nullity. The agenda should include the date, time and place for the Assembly, which will be convoked by way of email notification. Those receiving the notification should actively confirm such receipt, with notification having been sent at least 30 calendar days prior to the day the Assembly will be held.</p> <p>In order to guarantee a high level of participation in General Assemblies, the first Call Notice should be sent at least 30 calendar days prior to the date on which each Assembly is scheduled, specifying the date(s) and place (or means).</p> <p>It is the responsibility of the current Board of Directors to make known the agenda for the General Assembly in a timely, appropriate manner. The final version of the Agenda should be sent out at least 30 calendar days prior to the date the Assembly will be held.</p>	<p style="text-align: center;">12</p>
<p>4.5</p>	<p>A General Assembly of Members, taking place virtually, will be considered called to order and its resolutions valid, when it is attended by appointed representatives of at least 50% + 1 of all Owner-Members on first call. When on second call, it must be attended by appointed representatives of at least 20% + 1 of all Owner-Members. As for third call scenarios, the General Assembly is held without the need for a quorum, that is, the Assembly is called to order regardless of the number of Owner-Members who are present. Any call notice to a General Assembly must be sent out at least 30 calendar days before the event takes place.</p> <p>Rules regarding call notices for in-person or hybrid General Assemblies (combination of in-person and virtual) shall be defined and approved via a General Assembly in a timely manner, prior to launching the first call to hold a General Assembly in either of those modalities.</p> <p>In order to officially call to order a General Assembly, at least half of the Members present must be Owner-Members, i.e., small producers' organizations.</p> <p>Virtual participation with full rights (to vote and to be elected) at physical General Assemblies is permitted for Members from continents other than the continent where the</p>	<p style="text-align: center;">12</p>



	<p>Assembly is being held. Virtual participation with full rights by members from the same continent where the Assembly is being held will be allowed in exceptional cases, specifically when a natural or social disaster has occurred in their region, and following the submission of a duly justified request.</p> <p>Representatives of SPP National or Regional Associations have the right to participate as Observers in General Assemblies if their Associations have not been granted status as Solidarity D Members.</p> <p>The Board of Directors has the authority to invite observers, without the right to voice and vote, to General Assemblies.</p> <p>Representatives of Certification Entities with which SPP Global has signed an Authorization Agreement have the right to participate as observers in General Assemblies, following a request submitted to the Board of Directors.</p> <p>In the case of producers and/or buyers, members must have a valid certificate or registration or be granted inactive status so that they can validate their registration for the Assembly. As for the rest of Member categories, they must ensure they have paid all outstanding membership dues.</p>	
<p>4.6</p>	<p>Members will be admitted into the Assemblies, after presenting a letter establishing representation of a Member. A representative of a Member may represent and cast votes on behalf of the number of Members determined in the Internal Regulations, presenting the letters of representation for the Members represented.</p> <p>The maximum number of SPP Members that a single person can represent is specified in the Call notice for each Assembly.</p>	<p>12</p>
<p>4.7</p>	<p>At the beginning of each General Assembly, the proposal from the current Board of Directors for the Assembly's Chair and Secretary is submitted for approval. The role of the Assembly's Chair is to coordinate the General Assembly's due execution in accordance with the agenda and the Legal Statutes. The role of the Assembly's Secretary is to assist the Chair in his/her functions, and to assign and supervise the tellers of the votes.</p> <p>The Chair and Secretary of the current Board of Directors may serve as the General Assembly's Chair and Secretary, but not necessarily. In any case, the appointment of the General Assembly's Chair and Secretary must be approved by the Members with the right to vote.</p>	<p>12</p>
<p>4.8</p>	<p>Each Member present at the General Assembly, directly or through its official representative, will have the right to a single vote. Votes will be counted by the tellers.</p> <p>At the beginning of each General Assembly, a list of Members will be established, or when applicable, a list of their delegates with voice and vote, to establish the total number of voters.</p>	<p>12</p>



4.9	<p>Members will not vote on the decisions in which they, their organization or company represented, their spouse, ascendants, descendants or brothers or sisters has/have a direct interest.</p> <p>This may happen, for example, in the case of a vote for the admission or termination of a Member</p>	
4.10	Powers of absolute domain, requiring an agreement reached in an Extraordinary General Assembly, will be solely and exclusively granted by the General Assembly of Members [...].	14
	Decisions will be made by consensus, and when consensus is not reached, decisions will be made by the majority of votes cast by Members having the right to vote, as follows:	14
	a). - 75% of votes will be required for the Association's dissolution.	14
	b). - 75% of votes will be required as a minimum for executing acts of domain in relation to the Association's immovable property, to modify the Association's Constitution and to reform its Legal Statutes.	14
	c). - 50% of the votes plus one will be required for any other matter.	14
	Prior to each vote, the Chair of the General Assembly should announce the percentage of votes in favor required for the proposition to be approved, in accordance with the stipulations in these Legal Statutes.	14
	In the case of a tie, the vote will be repeated, after a reconsideration of the arguments. In the case of a second tie, the Association's Chair will have the casting vote.	14
4.11	- An Extraordinary General Assembly must be held in the following cases ⁶ :	15
I	For the Association's dissolution.	15
II	For execution of acts of domain in relation to the Association's immovable property.	15
III	For modification of the Association's Constitution.	15
IV	For reform of these Legal Statutes.	15
V	When the Surveillance Committee convenes.	15

⁶ This clause and its subparagraphs correspond to a local mandatory legal provision. The law does not allow, among other things, that the Constitutive Act or the Legal Statutes be modified by means of an Ordinary General Meeting.



4.12	In these instances, an Extraordinary General Assembly will be convoked and the only points on the agenda will be the matters for which the Extraordinary General Assembly was convened.	15
4.13	The execution of the acts approved by the General Assembly of Members will be the responsibility of the Association's Board of Directors and the individual or committee expressly designed for specific cases.	15
4.14	The resolutions of the General Assembly will be recorded in the Acts Record Book and will be signed by the Assembly's Chair and Secretary, as well as by the members of the Surveillance Committee in attendance and by the Members who so desire. Members or their representatives may personally express their agreement or through a Letter of Attorney possessed by a representative.	15
5 REGARDING THE BOARD OF DIRECTORS		
5.1	<p>The Association's administration will be entrusted to a Board of Directors composed of a CHAIR, a VICE-CHAIR, a TREASURER, a SECRETARY and MEMBERS, all of whom will be elected by the General Assembly.</p> <p>The exact number of members and the rights granted to the different categories of Members, in terms of the number of seats on the Board of Directors, as well as the procedures for their appointments, are specified in the Internal Regulations and Annexes.</p> <p>Owner-Members have the right to a minimum of 66.67% of the seats and to cast 66.67% of the votes in the Board of Directors, as well as to fill the main positions (Chair, Vice-Chair, Treasurer and Secretary).</p>	16



	<p><i>Specifications:</i></p> <p>The Board of Directors (CD) is made up of the following representatives of the following Member categories:</p> <table border="1" style="margin-left: auto; margin-right: auto; border-collapse: collapse; text-align: center;"> <thead> <tr style="background-color: #cccccc;"> <th style="padding: 5px;">POSITION</th> <th style="padding: 5px;">MEMBER CATEGORY</th> </tr> </thead> <tbody> <tr><td style="padding: 5px;">1. Chair</td><td style="padding: 5px;">Owner</td></tr> <tr><td style="padding: 5px;">2. Vice-Chair</td><td style="padding: 5px;">Owner</td></tr> <tr><td style="padding: 5px;">3. Treasurer</td><td style="padding: 5px;">Owner</td></tr> <tr><td style="padding: 5px;">4. Secretary</td><td style="padding: 5px;">Owner</td></tr> <tr><td style="padding: 5px;">5. First Member</td><td style="padding: 5px;">Owner</td></tr> <tr><td style="padding: 5px;">6. Second Member</td><td style="padding: 5px;">Owner</td></tr> <tr><td style="padding: 5px;">7. Member</td><td style="padding: 5px;">Solidarity B.</td></tr> <tr><td style="padding: 5px;">8. Member</td><td style="padding: 5px;">Solidarity B.</td></tr> <tr><td style="padding: 5px;">9. Member</td><td style="padding: 5px;">Solidarity B.</td></tr> </tbody> </table>	POSITION	MEMBER CATEGORY	1. Chair	Owner	2. Vice-Chair	Owner	3. Treasurer	Owner	4. Secretary	Owner	5. First Member	Owner	6. Second Member	Owner	7. Member	Solidarity B.	8. Member	Solidarity B.	9. Member	Solidarity B.	
POSITION	MEMBER CATEGORY																					
1. Chair	Owner																					
2. Vice-Chair	Owner																					
3. Treasurer	Owner																					
4. Secretary	Owner																					
5. First Member	Owner																					
6. Second Member	Owner																					
7. Member	Solidarity B.																					
8. Member	Solidarity B.																					
9. Member	Solidarity B.																					
5.2	<p style="color: #0070c0;">Board members will remain in their position for a period of time determined in the Internal Regulations, and may be re-elected, as specified in the Internal Regulations. Board members may be removed by the General Assembly at any time, and due to reasons determined in the Legal Statutes, and when applicable, in the Association’s Internal Regulations. The Assembly is authorized to remove the entire Board of Directors or one or any number of its members and elect new Board members, as stipulated in the Internal Regulations.</p> <p><i>Specifications:</i></p> <ol style="list-style-type: none"> 1. For each General Assembly, the current Board of Directors will establish, in the Procedures for Appointing Positions, the distribution of the seats for Member-Owners from the different geographic regions in which Members are located at the time the Assembly is convoked, seeking an equitable representation based on the number of Members located in each region or sub-region, and endeavoring to achieve representativity for all the participating regions. 2. Appointments for representatives of the different types of Members to serve on the Board of Directors are made during each physical General Assembly 3. The members of the Board of Directors must meet the following requirements: 	16																				



	<ul style="list-style-type: none"> a. Be appointed by the represented Member to fill this position. The represented Member must have been certified or registered with the SPP at least one year earlier. b. Have been a producer, leader or internal collaborator of the represented Member for at least three years. c. The represented entity must assume full responsibility for its representation, specifying its support in an Appointment of Delegate letter, if representative has been elected. d. If for some unforeseeable reason, the elected person loses his/her representativity, the represented organization has the obligation to assign another person who: <ul style="list-style-type: none"> i. Is appointed by the Board of Directors or Assembly of his/her organization. ii. Comply with the requirements established in these Internal Regulations to be a member of the Board of Directors. iii. Notifies SPP Global within a deadline of 30 calendar days and via an official physical letter featuring an institutional letterhead and handwritten signatures of the Chair or respective authority that guarantees the authenticity of the document, This letter must then be digitized and sent from the institutional or official email address of the organization. e. The newly-assigned person will not, however, assume the same position as the previous representative, but will instead become the member listed last in his/her category of Members. f. Have regular access to the internet with the quality necessary to participate in meetings g. Possess the willingness, technical capacity and commitment to fulfill the responsibilities of the position, in line with the profile for the position as a Board member. h. Be committed to the SPP's Declaration of Principles and Values and its Code of Conduct. i. Not serve on the Surveillance Committee or the Standards and Procedures Committee of <i>SPP Global</i>. j. To serve as Chair/Vice Chair of the CD, the candidate applying for this position must declare that he/she does not have any conflict of interest to hold the position. Conflict of interest means 1) having a work-related or professional commitment relationship with other SPP stakeholders or with third parties - other than the SPP Member the candidate represents - that may bias his/her actions when representing the Member category in question; 2) and/or serve as representative of any entity that has interests 	
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that compete with the interests of SPP. For this, it is necessary for the person to declare before the General Assembly the commitments or positions he has now or has had over the last three years.

4. Efforts should be made to achieve a proportional representation of the sectors of the population represented, including: women, men, young people and older adults.
5. After Board members have been elected, the primary positions are determined through a direct vote by Members having the right to vote
6. Board members are appointed for three-year terms, with the possibility of one re-election of the same person, regardless of the position filled on the Board. The same person may not serve on the Board for more than six consecutive years. However, after three years, the person may be elected again to serve on the Board.
7. Persons remaining on the Surveillance Committee for a new period will not necessarily fill the same position as during the previous period, as this falls within the Assembly's authority to determine.
8. Positions corresponding to representatives of Solidarity Members are also subject to an election every three years.
9. A person may only be elected to serve on the Board if he/she personally attends the General Assembly, unless he/she is virtually attending the meeting with full rights, according to the rules established in these Internal Regulations. If one person represents a number of Members, his/her appointment will be made in representation of the Member with which he/she has a direct link, as its leader, member or employee.
10. If an SPP Member removes its representative from office before the term this person was appointed for is over, the person who replaces him/her, appointed by the SPP Member in question, will only serve out the remainder of the term. However, the appointment will count as a full term when calculating the maximum of three terms on the Board per person. If the new representative appointed by this SPP Member resigns or is removed for non-compliance, the SPP Member will not have the right to appoint a second replacement.
11. Furthermore, if a member is removed - either by the SPP Member he/she represents or via resignation - from the Board of Directors due to failure to comply with applicable regulations, the SPP Member in question is not entitled to appoint a new representative; this also applies in the case of second replacements appointed by the SPP Member for the position in question. In that case, the vacant position will be filled by sending out a call for applications followed by a remote vote for entitled stakeholders from the sector (stakeholder category, region, product) the removed person was representing to elect a new representative. If three calls for applications are launched but the position is still vacant, as no candidates applied, the position will be left unfilled until the next Assembly where regular elections of SPP Global governing body members are



scheduled. Election processes should not be initiated less than one year before the holding of the next Assembly that contemplates regular governing body member elections.

12. Board members may be removed for any of the following reasons:

- a. Voluntary Resignation
- b. Failure to participate in more than 67% of the sessions and consultations, regardless of whether the absences are justified or not, except in the case of the chair, in one single semester. The Chair of the Board of Directors must not be absent from more than 50% of sessions and consultations.
- c. Failure to participate in more than two consecutive sessions and/or consultations over the course of one semester.
- d. When eligibility requirements are no longer met, such as when represented Member no longer recognizes the representative in question as their legitimate representative.
- e. Having failed to respect the Code of Conduct, as determined by the Dissents Committee, after actions have been denounced.

13. When a seat on the Board corresponding to Owner-Members (Small Producers' Organizations) becomes vacant, it will be filled as follows:

Position	Replaced by
1. Chair	Vice-Chair
2. Vice-Chair	Secretary
3. Treasurer*	Secretary
4. Secretary*	First Member
5. First Member	Second Member
6. Second Member	Second Member (new)

14. When a seat on the Board corresponding to other Member categories (not Owner-Members) becomes vacant, it will be filled by sending out a call for candidates and conducting a remote poll for entitled stakeholders of the sector in question to cast their votes.

15. Representatives on the Board of Directors will have the obligation to look after the interests of the entire region and category of Members represented.

16. Before the General Assembly approves a person elected to serve on the Board of Directors, the person should express his/her interest, commitment, technical



	<p>capacity and leadership for fulfilling the position with support from his/her Member organization.</p> <p>17. Serving as a member of the Board of Directors is an honorary, non-remunerated position.</p> <p>18. The Board of Directors has access to financial reports and any other legal or operational documentation of SPP Global.</p> <p>19. The Board of Directors must present an activity and financial report at each General Assembly.</p> <p>20. The Board of Directors appoints one of its members to serve as its representative and observer on the Standards and Procedures Committee.</p> <p>21. The exact methodology for appointing persons to fill positions on the Board of Directors will be described in detail in each Procedure for Appointing Positions prepared for each General Assembly.</p>	
<p>5.3</p>	<p>Board members will not step down from their positions even when the term for which they were elected has ended, until new members take their respective positions.</p>	<p>16</p>
<p>5.4</p>	<p>In compliance with the Association’s objective, the Board of Directors will be granted the broadest powers for leadership, management and administration of the Association’s matters [...] in order to, including but not limited to: A)- To represent and respond to lawsuits, file complaints even in criminal and agrarian matters [...] B).- Administer, safeguard and defend, carry out all types of actions, reclaim credits, enter into all types of contracts and work toward transforming documents into public deeds. - C).- Take its representation to all types of individuals and entities; state, municipal and federal authorities; ordinary, special, federal and tribunal courts at any level and jurisdiction, including conciliation and arbitration courts, and for criminal and other matters, monitoring all proceedings, incidents, instance and resources D).- BANKING POWER.- so that on behalf of and in representation of the Association, contracts are concluded, and necessary applications are made for opening any type of account with any public or private banking institution, Mexican or foreign, for the issuance of business bank cards, checks, payment orders and any other legal instrument for making payments and achieving the Association’s objective. E) Authorization of the Association’s annual financial statements for their presentation to the General Assembly, and subsequent approval, in line with applicable fiscal law.</p> <p><i>Specifications:</i></p> <p>The Board of Directors has the following powers and responsibilities:</p> <ol style="list-style-type: none"> a. Legal Representation b. General Representation c. Administration and finances d. Banking matters 	<p>17</p>



	<ul style="list-style-type: none"> e. Monitoring of Agreements reached by the General Assembly f. Appointment of Executive Committees g. Authorization of annual Financial Statements for presentation to the General Assembly h. Approval of operational reports i. Approval of Annual Operating Plans j. Appointment of Executive Director k. Supervision of Operations 	
5.5	The Board of Directors must report its actions, management and administration periodically, at least every two years, to the Members convened in the General Assembly, and must present Financial Statements every year for their approval by the General Assembly, in accordance with the law.	18
5.6	<p>The Board of Directors will make its decisions by consensus, and when consensus is not reached, by the majority of votes, and will only validly function with attendance by at least 60% of the members representing Owner-Members.</p> <p>In the case of a tie, the vote will be repeated, after a reconsideration of the arguments. In the case of a second tie, the Board Chair will have the casting vote.</p> <p>Specifications:</p> <ul style="list-style-type: none"> a. In the case of intermediate electronic consultations, with confirmation of receipt, the absence of approval or feedback within the time established by the Board Chair will be interpreted as approval. b. The Terms of Reference of the Board of Directors may provide more details regarding its functioning, as long as Internal Regulations are respected. 	18
5.7	The Board of Directors is only limited in the exercise of its functions and attributions in cases stipulated in Article 14 mentioned previously and in cases of real estate acquisitions, the constitution of pledge and mortgage guarantees and in contracts involving domain, cases in which previous approval by an Extraordinary General Assembly of Members will be necessary.	19
5.8	The Board of Directors may, for the execution of special tasks, designate the number of executive committees that will be necessary, with powers determined by the Board of Directors.	19
5.9	<p>The Board of Directors will hold the number of sessions considered necessary, with a minimum established in the Internal Regulations, and at the location it chooses.</p> <p>Specifications:</p> <p>The Board of Directors will meet periodically, physically or virtually, at least three times a year. Electronic consultations may take place as well. All meetings will be aimed at</p>	20



	<p>following up on Agreements reached by the General Assembly to exercise its powers and responsibilities, and to guarantee SPP Global's adequate functioning.</p> <p>At one of its sessions, to be held during the first four months of each year, the Board must review, and if applicable, approve the qualitative and financial report prepared and submitted by the Executive Department.</p> <p>Extraordinary or complementary meetings shall be arranged at least 15 calendar days ahead, and the date must be agreed upon, where possible.</p> <p>Emerging meetings are mandatory. These are summoned only in cases of extreme strategic emergency without the possibility of waiting 15 calendar days and the attendees will make decisions regardless of quorum.</p>	
5.10	The Board of Directors may provisionally approve the admission and termination of Members, presenting such for ratification at a General Assembly.	20
5.11	<p>The invitations to Board of Director meetings will be made by written notices sent to the most recent address provided to the Board, as noted in the Board's record kept for this purpose.</p> <p>Notices will be sent by email. It is Board members' responsibility to keep SPP Global's Operations Department informed of any change in contact information.</p>	20
5.12	<p>Procedures for electing the various members of the Board of Directors and the Surveillance Committee are approved by each General Assembly in which respective appointments are made, in accordance with the Legal Statutes, and when applicable, the Association's Internal Regulations.</p> <p>The General Assembly will approve the Procedure to Appoint Positions for the assembly in question.</p>	21
6 REGARDING THE SURVEILLANCE COMMITTEE		
6.1	<p>In accordance with the provisions of article seven point nine zero three of the Civil Code of the State of Mexico, the Members have the right to monitor that the fees, other income and activities performed are dedicated to the purpose proposed by the Association and, to ensure that, the Association can at all times examine the account books and other documentation. For this reason, the General Assembly of Members appoints a Surveillance Committee that will be composed of a Chair, and if decided by the Assembly, one or two members who may or may not be Members of the Association, and that will be authorized to convoke an Extraordinary Assembly, through a unanimous vote by all of its members, when it considers it to be necessary.</p> <p>The Surveillance Committee functions in accordance with stipulations in the Internal Regulations.</p> <p><i>Specifications:</i></p>	22



	<ol style="list-style-type: none">1. The Surveillance Committee (CV), consists of:<ol style="list-style-type: none">a. Chairb. Memberc. Member2. The Surveillance Committee should be composed of a representative of each of the following Member categories:<ol style="list-style-type: none">a. Owner-Members (small producers' organizations)b. Solidarity B Members (final buyers)c. Solidarity C Members (allied organizations), preferably representing the consumer sector3. The representative of the Owner-Members category will be the Chair of the Surveillance Committee.4. Members of the Surveillance Committee should meet the following requirements:<ol style="list-style-type: none">a. Enjoy full recognition of his/her work, experience, principles and values in the area of <i>SPP Global's</i> objectives.b. Have support from the represented Member to fill this position. The represented Member must have been certified or registered with the SPP at least one year or earlier.c. Have been a producer, leader or internal collaborator of the represented Member for at least three years.d. The represented entity must assume full responsibility for its representation, through a letter establishing the Delegate's representation, declaring its full support for the Delegate's appointment for a leadership position in SPP Global for a three-year period.e. If for some unforeseeable reason, the elected person no longer represents the entity in relation to SPP Global, the represented organization has the obligation to:<ol style="list-style-type: none">i. Immediately notify SPP Global of any holder removed from his/her position via an official physical letter featuring an institutional letterhead and handwritten signatures of the Chair or respective authority that guarantees the authenticity of the document. This letter must then be digitized and sent from the institutional or official email address of the organization.ii. SPP Global will launch a call for applications and conduct virtual open elections to fill that position as soon as possible.f. Possess the willingness, capacity and commitment to fulfill the responsibilities of the position.	
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	<ul style="list-style-type: none">g. Be committed to the SPP's Declaration of Principles and Values and its Code of Conduct.h. Have regular Internet access of sufficient quality to be able to participate in virtual meetings.i. Not serve on the Board of Directors or Standards and Procedures Committee of <i>SPP Global</i>.j. To serve as Chair of the CV, the candidate applying this position must declare that he/she does not have any conflict of interest to hold the position. Conflict of interest means 1) having a work-related or professional commitment relationship with other SPP stakeholders or with third parties - other than the SPP Member the candidate represents - that may bias his/her actions when representing the Member category in question ; 2) and/or serve as representative of any entity that has interests that compete with the interests of SPP. For this, it is necessary for the person to declare before the General Assembly the commitments or positions he has now or has had over the last three years.k. Surveillance Committee members may be dismissed for any of the following reasons:<ul style="list-style-type: none">i. Failure to participate in more than 67% of the sessions of the Board of Directors in the case of members, regardless of whether the absences are justified or not, in a single semester. The Chair of the Surveillance Committee must not exceed 50% of absences in the sessions of the Board of Directors in a single semester.ii. Failure to participate in more than two consecutive sessions of the Board of Directors, in the same semester.l. If an SPP Member removes its representative from office before the term this person was appointed for is over, this SPP Member is to appoint a replacement who will only serve out the remainder of the term. However, the appointment will count as a full term when calculating the maximum of three terms on the Board per person. If the new representative appointed by this SPP Member resigns or is removed for non-compliance, the SPP Member will not have the right to a appoint a second replacement.m. Furthermore, if a member is removed - either by the SPP Member he/she represents or via resignation - from the Surveillance Committee due to failure to comply with applicable regulations, the SPP Member in question is not entitled to appoint a new representative; this also applies in the case of second replacements appointed by the SPP Member for the position in question. In that case, the vacant position will be filled by sending out a call for applications followed by a remote vote for entitled stakeholders from the sector (stakeholder category, region, product) the removed person was representing to elect a new representative. If three calls for applications are launched but the position is still vacant, as no candidates applied, the position	
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will be left unfilled until the next Assembly where regular elections of SPP Global governing body members are scheduled. Election processes should not be initiated less than one year before the holding of the next Assembly that contemplates regular governing body member elections.

5. Efforts should be made to achieve a proportional representation of the sectors of the population represented, including: women, men, young people and older adults.
6. The Surveillance Committee will be informed in a timely, appropriate manner about all meetings and decision-making processes involving the Board of Directors. To this end, the same information received by Board members will be provided to members of this Committee.
7. The Surveillance Committee will have access to SPP Global's financial reports and all other documents.
8. The Surveillance Committee must participate as an observer in any virtual meeting of the Board of Directors.
9. The position of member of the Surveillance Committee is honorary, that means, it is not remunerated.
10. In the case of physical meetings, SPP Global should assure the physical participation of at least the Chair of the Surveillance Committee, or in his/her absence, the Vice-Chair. In these cases, the Chair or Vice Chair will be responsible for subsequently informing the other Committee members if they were absent.
11. The minimum quorum required for holding a Surveillance Committee meeting is attendance (virtual or physical) by two of its members.
12. The Surveillance Committee must present an activity report at each General Assembly.
13. The Surveillance Committee must hold at least one ordinary (virtual or physical) meeting each year, prior to the next General Assembly. It may also convoke intermediate extraordinary meetings. It may request operational and information support through SPP Global's Board Chair for any meeting it holds.
14. Extraordinary or complementary meetings shall be arranged at least 15 calendar days ahead, and the date must be agreed upon.
15. Emerging meetings are mandatory. These are summoned only in cases of extreme strategic emergency without the possibility of waiting 15 calendar days
16. The Surveillance Committee will reach agreements by consensus, or when consensus is not achieved, by a majority of votes. Any decision to convoke an Extraordinary General Assembly must be made with 100% of the votes.
17. Appointments of Surveillance Committee members are for three-year terms, with the possibility of re-election for the same person, regardless of the position they hold on the CV. The same person may not serve on the Surveillance Committee for more than six consecutive years. After a three-year break, he/she can be re-elected to the CV.



	<p>18. Persons remaining on the Surveillance Committee for a new period will not necessarily fill the same position as during the previous period, as this falls within the Assembly’s authority to determine.</p> <p>19. The Terms of Reference of the CV can give more details about its operation, as long as they respect the Internal Regulations.</p>	
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7 REGARDING OBLIGATIONS OF THE BOARD OF DIRECTORS, COMMITTEES AND EXECUTIVE DIRECTOR

7.1	<p>It is the obligation of the Association’s CHAIR to convoke and direct the Board of Directors to oversee the Association’s proper functioning and to facilitate the various proceedings with official administrative and legal departments that are necessary or convenient for the Association’s signature.</p> <p>When an emergency or immediate decision is required, the CHAIR of the Board of Directors may make a decision in the framework of the Agreements reached by the General Assembly and/or the Board of Directors, without exceeding the general powers of the Board of Directors.</p> <p>The Association’s Internal Regulations may assign specific or complementary functions to the CHAIR.</p> <p><i>Specifications:</i></p> <ol style="list-style-type: none"> 1. The Association’s CHAIR maintains periodic virtual or physical meetings with the Association’s Executive Director in order to be informed of <i>SPP Global’s</i> activities on an ongoing basis and to sometimes provide orientation within the framework of decisions made by the Board of Directors and/or the General Assembly. 2. When considered necessary, the Chair will involve the rest of the Board of Directors. 3. When the need to make emergency or immediate decisions presents itself, the CHAIR should inform the Board of Directors in this regard at its next meeting. 	23
7.2	<p>The VICE-CHAIR of the Association’s Board of Directors is required to assist the CHAIR and take his/her place when he/she is temporarily absent.</p> <p>The Association’s Internal Regulations may assign specific or complementary functions to the VICECHAIR.</p> <p><i>Specifications:</i></p> <ol style="list-style-type: none"> 1. The VICE-CHAIR should be informed of the matters being addressed by the CHAIR in the exercise of his/her functions. 2. The VICE-CHAIR should respond to any requests by the CHAIR to share responsibilities or activities in the exercise of his/her functions. 	24
7.3	<p>It will correspond to the TREASURER of the Association’s Board of Directors to supervise the proper administration of resources and the reliability of the Association’s accounting</p>	25



	<p>system, in accordance with decisions made by the General Assembly and by the Board of Directors and in correspondence to the Association's Legal Statutes, and when applicable, Internal Regulations.</p> <p>The Association's Internal Regulations may assign specific or complementary functions to the TREASURER.</p> <p><i>Specifications:</i></p> <ol style="list-style-type: none"> 1. The TREASURER of the Board of Directors should receive monthly financial reports and has the right to any respective clarification. 2. The TREASURER should review the annual financial report, prior to its approval by the Board of Directors. This review may be virtual, or when the economic means are available, as determined by the Board of Directors, such review may take place in SPP Global's central administrative office. 3. The TREASURER should report any abnormality detected to the rest of the Board and to the Surveillance Committee. 	
7.4	<p>The Association's accounting system will be carried out in records duly authorized, and will cover an annual cycle from January to December, with the exception of the first year when it will begin from the date of the signing of this writing.</p>	26
7.5	<p>It is the obligation of the SECRETARY of the Association's Board of Directors to guarantee the correct recording of the minutes of Agreements reached by the General Assemblies held, in the respective files, and to keep a registry of Members in the authorized file.</p> <p>The Association's Internal Regulations may assign specific or complementary functions to the SECRETARY.</p> <p><i>Specifications:</i></p> <ol style="list-style-type: none"> 1. The Minutes of Agreements for each General Assembly should be approved during each Assembly session. 2. The Minutes for Board of Directors meetings are approved by all Board members in a maximum of two rounds of reviewing drafts. When there are disputes regarding the contents of the Minutes, the Board Secretary will seek to generate a new consensus, and when necessary, place the issue in question to an electronic vote. 3. The due process of compiling agreements, and preparing and approving the Minutes for the Assembly and the Board of Directors is carried out and supervised by the SECRETARY. 	27
7.6	<p>It is the obligation of BOARD MEMBERS to assist in the tasks entrusted to them by the Assembly and the Board, and potentially, by the Internal Regulations.</p>	28
7.7	<p>Fees paid by Members will be deposited, in all cases, in the banking institution agreed upon.</p>	29



	The Board of Directors should authorize the opening of any of <i>SPP Global's</i> banking accounts.	
7.8	<p>The Association will, in its Internal Regulations, agree upon any amounts of resources that members of the Association's various decision-making bodies may receive for services provided.</p> <p>Positions in <i>SPP Global's</i> decision-making bodies are honorary, that is, non-remunerated, in nature.</p>	30
7.9	<p>The functioning of any Committees appointed by the General Assembly of the Board of Directors will be defined in the Association's Internal Regulations.</p> <p>The budgets and decisions of Committees will be supervised by the Board of Directors. When decisions made by these Committees intervene directly in the Association's Social Objective, they will be subject to ratification by the General Assembly.</p>	31
7.10	<p>The General Assembly appoints a Standards and Procedures Committee (CNP) with the following general objectives and characteristics:</p> <ul style="list-style-type: none"> A. The primary objective of the Standards and Procedures Committee is to guarantee appropriate implementation, maintenance and improvement of standards, criteria and procedures for standardization and certification within the SPP certification system, in the framework of the SPP's current Mission, Vision and Declaration of Principles and Values. B. The Standards and Procedures Committee makes decisions regarding work plans for implementing standards, supervising and approving the standards, criteria and procedures for standardization and certification, as ratified by SPP Global's Board of Directors. C. The Standards and Procedures Committee monitors the functioning of the SPP's certification system and makes recommendations to the Board of Directors when it detects problems that are beyond standardization and certification and/or that are associated with the financial and human resources necessary for the Committee to appropriately carry out its functions. D. The Standards and Procedures Committee should submit any proposals to modify the SPP's standards and certification system, beyond the framework established above, to the Board of Directors, and if approved by the Board, to the General Assembly. <p>The Standards and Procedures Committee has the following specific characteristics.</p> <ul style="list-style-type: none"> 1. Owner-Members will fill the primary positions (Chair and Vice-Chair) of the Standards and Procedures Committee, and will have the right to 66.67% of the positions. 2. The Standards and Procedures Committee or CNP consists of the following positions: 	31



		Position	Member Category	
		1. Chair	Owners	
		2. Vice-Chair	Owners	
		3. First Member	Owners	
		4. Second Member	Owners	
		5. Third Member	Owners	
		6. Fourth Member	Owners	
		7. Member	Solidarity B	
		8. Member	Solidarity B	
		9. Member	Solidarity C	
		10. Observer	Consumers	
		11. Observer	Chair of the Board of Directors	

3. If the Members category has more than one representative, the distribution of representatives will be based on “groups by product,” in line with the proportional distribution of the number of Members by groups of products at the point in time, will be part of the Procedures for Appointing Positions for each Assembly, subject to review and approval by this Assembly.

4. Members of the Standards and Procedures Committee must meet the following requirements:

- a) Have support from the represented Member to fill this position. The represented Member must have been certified or registered with the SPP at least one year earlier.
- b) Have been a producer, leader or internal collaborator of the represented Member for at least three years.
- c) The represented entity must assume full responsibility for its representation, through a letter establishing the Delegate’s representation, declaring its full support for the Delegate’s appointment for a leadership position in SPP Global for a three-year period.
- d) If for some unforeseeable reason, the elected person no longer represents the entity in relation to SPP Global, the represented organization has the obligation to assign another **person who**.



	<ul style="list-style-type: none"> i. Is appointed by the Board of Directors or Assembly of his/her organization. ii. Complies with the requirements established in these Internal Regulations to be a member of the Standards and Procedures Committee. iii. Notifies SPP Global within a deadline of 30 calendar days and via an official physical letter featuring an institutional letterhead and handwritten signatures of the Chair or respective authority that guarantees the authenticity of the document, This letter must then be digitized and sent from the institutional or official email address of the organization. <ul style="list-style-type: none"> e) Possess the willingness, capacity and commitment to fulfill the responsibilities of the position. f) Be committed to the SPP's Declaration of Principles and Values and its Code of Conduct. g) Have regular access to the internet with the quality necessary to participate in virtual meetings. h) Not serve on the Board of Directors or Surveillance Committee of SPP Global. i) To serve as Chair/Vice Chair of the CNP, the candidate applying for this position must declare that he/she does not have any conflict of interest to hold the position. Conflict of interest means 1) having a work-related or professional commitment relationship with other SPP stakeholders or with third parties - other than the SPP Member the candidate represents - that may bias his/her actions when representing the Member category in question; 2) and/or serve as representative of any entity that has interests that compete with the interests of SPP. For this, it is necessary for the person to declare before the General Assembly the commitments or positions he has now or has had over the last three years. <ol style="list-style-type: none"> 5. Appointments of Standards and Procedures Committee members are for three-year terms, with the possibility of re-election for the same person, regardless of the position they hold on the CNP. The same person may not serve on the Standards and Procedures Committee for more than six consecutive years. However, after three years, the person may be elected again to serve on the CNP. 6. Persons remaining on the Standards and Procedures Committee for a new period will not necessarily fill the same position as during the previous period, as this falls within the Assembly's authority to determine. 7. Efforts should be made to achieve a proportional representation of the sectors of the population represented, including: women, men, young people and older adults. 8. The Standards and Procedures Committee will meet periodically, physically or virtually, at least three times a year, complemented by occasional electronic consultations, to follow up on Agreements reached by the General Assembly, to exercise its powers and responsibilities, and to guarantee the adequate functioning 	
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	<p>of SPP Global's system of Standards and Procedures for certification and the use of the SPP logo.</p> <ol style="list-style-type: none">9. The minimum quorum required for holding a Standards and Procedures Committee meeting is attendance (virtual or physical) by more than 50% of all the Committee's members, with the condition that more than 60% of those in attendance are members representing Owner-Members.10. The CNP will make its decisions by consensus and, if not achieved, by majority vote.11. In the case of intermediate electronic consultations, with confirmation of receipt, the absence of approval or feedback within the time established by the Committee's Chair will be interpreted as approval.12. Extraordinary or complementary meetings shall be arranged at least 15 calendar days ahead, and the date must be agreed upon.13. Emerging meetings are mandatory. These are summoned only in cases of extreme strategic emergency without the possibility of waiting 15 calendar days and the attendees will make decisions regardless of quorum.14. The Standards and Procedures Committee has access to all documents in SPP Global's system of Standards and Procedures for certification and for the use of the SPP logo.15. The Standards and Procedures Committee has access to the minutes of agreements reached by the Board of Directors.16. Serving as a member of the Standards and Procedures Committee is an honorary, non-remunerated position.17. The Standards and Procedures Committee must consult all SPP Members on any issue directly involving SPP's Social Objective during the General Assembly or, in the case of urgent matters, through a virtual consultation. This may be the case when discussing proposals for changes regarding the general definition of a small producers' organization.18. If an SPP Member removes its representative from office before the term this person was appointed for is over, this SPP Member is to appoint a replacement who will only serve out the remainder of the term. However, the appointment will count as a full term when calculating the maximum of three terms on the Board per person. If the new representative appointed by this SPP Member resigns or is removed for non-compliance, the SPP Member will not have the right to appoint a second replacement.19. Furthermore, if a member is removed - either by the SPP Member he/she represents or via resignation - from the Standards and Procedures Committee due to failure to comply with applicable regulations, the SPP Member in question is not entitled to appoint a new representative; this also applies in the case of second replacements appointed by the SPP Member for the position in question. In that case, the vacant position will be filled by sending out a call for applications followed by a remote vote for entitled stakeholders from the sector (stakeholder category, region, product) the removed person was representing to elect a new representative. If three calls for applications are launched but the position is still	
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	<p>vacant, as no candidates applied, the position will be left unfilled until the next Assembly where regular elections of SPP Global governing body members are scheduled. Election processes should not be initiated less than one year before the holding of the next Assembly that contemplates regular governing body member elections.</p> <p>20. When a position on the Committee corresponding to other Member categories (not Owner-Members) becomes vacant due to a resignation or dismissal, the Member represented will appoint a replacement, maintaining the same member category on the Committee.</p> <p>21. In the case of a vacancy in a position that was not filled at the time that periodic appointments are made in General Assemblies, the members in the category corresponding to the position will be invited to present candidates, for a subsequent virtual voting process.</p> <p>22. If a person is replaced in the middle of a term, the person taking his/her place will be appointed to only finish the term. However, the appointment will count as a full term when calculating the maximum of two terms per person.</p> <p>23. The following are grounds for dismissal as a member of the CNP:</p> <ul style="list-style-type: none">a) Voluntary Resignationb) Failure to participate in more than 67% of the sessions and consultations, regardless of whether the absences are justified or not, except in the case of the Chair, in one single semester. The Chair of the Standards and Procedures Committee shall not exceed 50% of absences from sessions and consultations in a single semester.c) Failure to participate in more than two sessions and consecutive consultations in the same semester.d) When eligibility requirements are no longer met, such as when represented Member no longer recognizes the representative in question as their legitimate representative.e) Having failed to respect the Code of Conduct, as determined by the Dissents Committee, after actions have been denounced. <p>24. Representatives on the Standards and Procedures Committee will have the obligation to look after the interests of the entire region and category of Members represented. In case of having several representatives for the same product category, each representative must look after the particular interests of the by-product or particular region for which he/she was assigned.</p> <p>25. The President of the Standards and Procedures Committee is responsible for authorizing the agendas for Committee meetings and for the occasional electronic consultations.</p> <p>26. The Chair also presides over the different sessions of the CNP, except in cases where there is a conflict of interest.</p> <p>27. The Vice Chair carries out the Chair's functions in the case of the latter's absence or when a conflict of interest occurs.</p>	
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	<p>28. The Secretariat of the CNP is assumed by SPP Global's Operational Team, at the proposal and under the responsibility of the Executive Director.</p> <p>29. The Secretariat prepares the meetings of the CNP with the due information and the respective supported proposals, in addition to preparing the drafts of the meetings' minutes.</p> <p>30. The annual Work Plan for Standards and Procedures is developed by the CNP and must be endorsed by the CD. The CD has the faculty to make modifications to this work plan.</p> <p>31. The CNP works within the framework of the Procedures for the Definition of existing Standards and Procedures.</p> <p>32. The CNP can admit different observers, having no right to vote, in its sessions, as long as these are previously admitted by the Committee Chair. They can only take the floor after approval by the Chair of the CNP.</p> <p>33. The Chair of the Board of Directors of SPP Global has a permanent observer with the right to speak, but not to vote, in the sessions of Standards and Procedures Committee.</p> <p>34. The Representative of the Consumer Sector, appointed by the Board of Directors, being an observer, has the right to speak, but not to vote in the sessions of the Standards and Procedures Committee.</p> <p>35. The Terms of Reference of the CNP may provide more details regarding its functioning, as long as Internal Regulations are respected.</p>	
<p>7.11</p>	<p>The Dissents Committee (CI) has the following characteristics:</p> <ol style="list-style-type: none"> 1. It is an ad hoc committee that functions only on the basis of needs. 2. It is composed of the following members of the acting Board and respective Committees: <ol style="list-style-type: none"> a. Chair of the Surveillance Committee b. Chair of the Standards and Procedures Committee c. Chair of the Board of Directors 3. It will function in accordance with the Dissents Procedures approved by the Standards and Procedures Committee and the Board. 4. The Dissents Committee will be assisted by <i>SPP Global's</i> Operations Team in preparing information, files and reports on cases to be reviewed by this committee. 5. This Dissents Committee may delegate non-controversial matters to the Operations Team, which is under the Executive Director's responsibility, with clear procedures and criteria consistently defined for the selection and review of these cases, and with supervision over the quality of the work guaranteed by the committee. 6. The Terms of Reference of the Dissents Committee may provide more details regarding its functioning, as long as Internal Regulations are respected. 	<p style="text-align: right;">31</p>



7.12	<p>The Board of Directors appoints a Support and Promotion Committee (CAP) with the following functions:</p> <ol style="list-style-type: none"> 1. Design and definition of the SPP's and <i>SPP Global's</i> communication policies and strategies and general positions. 2. Supervision of the execution of communication policies and strategies and positioning at the various levels of <i>SPP Global</i>. 3. Preparation of proposals for Strategic Alliances aimed at enhancing the scope and strength of <i>SPP Global</i> and its members. <p>The Support and Promotion Committee will report to the Board of Directors and should be presided over by a representative of an Owner-Member.</p> <p>The Board of Directors will develop the specific Terms of Reference for this Committee's functioning.</p>	31
7.13	<p>The SPP Support Fund Committee (FASPP) has the following characteristics:</p> <ol style="list-style-type: none"> 1. It is an ad hoc committee that functions only on the basis of needs. 2. It is composed of the following members: <ol style="list-style-type: none"> A. A representative of Owner-Members B. A representative of Solidarity Members 3. Members of the SPP Support Fund Committee are appointed by <i>SPP Global's</i> Board of Directors for a three-year period, and may be re-elected once, for a maximum of six consecutive years on the Committee. After a three-year break, a person may be selected once again for this Committee. 4. Members of the SPP Support Fund Committee must meet the following requirements: <ol style="list-style-type: none"> a. Be appointed by the represented Member to fill this position. The represented Member must have been certified or registered with the SPP at least one year or earlier. b. Possess the willingness, technical capacity and commitment to fulfill the responsibilities of the position. c. Have regular Internet access. d. Not serve on any other <i>SPP Global</i> body. 5. The primary function to be fulfilled by members of the SPP Support Fund Committee is the qualitative review of requests for assistance, following a technical review conducted by <i>SPP Global's</i> Operations Team. 6. The Terms of Reference of the SPP Support Fund Committee may provide more details regarding its functioning, as long as Internal Regulations are respected. 	



	<p>7. The Board of Directors has the authority to temporarily deactivate the SPP Support Fund Committee, due to a lack of sufficient work. When the Board of Directors deems it necessary, it may reactivate the Committee. While the Committee is not functioning, any requests for assistance are addressed by the Board.</p>	
<p>7.14</p>	<p>The functions of the Executive Director appointed by the Board of Directors are:</p> <ol style="list-style-type: none"> 1. Execute the operations corresponding to the resolutions agreed upon by the Board of Directors and General Assemblies of Members. 2. Execute the Association's operations and administration. The Executive Director is responsible for hiring the work team and temporary service providers, and will inform the Board of Directors of all hiring and termination of personnel, without affecting the powers granted to the Board of Directors, as previously indicated, for intervening in the hiring of all personnel. 3. Present the bi-annual Strategic Plan to the Board of Directors for its approval. 4. Present the annual operations plan and annual budget of revenue and expenses for the following year to the Board of Directors, for its consideration and approval. 5. Manage the revenue necessary for fulfilling Operations Plans, in collaboration with the Board of Directors. 6. Manage the Association's economic and material resources and assets, and maintain the accounting and other legal records and notarial registries up to date, as required by the Association, as well as its correspondence and files. 7. The Executive Director is the Association's legal representative, granted the necessary powers for administrative acts and for lawsuits and collections. The Executive Director is authorized to open and manage checking accounts, carry out administrative tasks, and maintain notarial registries, on behalf of and for the benefit of the Association, and grant powers for administrative acts and for lawsuits and collecting from individuals. 8. The Executive Director is authorized to grant specific or general powers to third parties for the purpose of carrying out administrative acts and lawsuits and collections, open and manage checking accounts, carry out administrative tasks and maintain notarial registries on behalf of and for the benefit of the Association. <p>The Executive Director may be terminated or replaced by the Board of Directors, in an ordinary or extraordinary meeting, at any time the Board makes such a decision. The Executive Director will not lose his/her powers when there are changes in the Administrative Board members, unless the new Administrative Board makes a decision to the contrary.</p>	<p style="text-align: center;">32</p>
<h2>8 REGARDING REGIONAL ORGANIZATION</h2>		
<p>8.1</p>	<p>SPP Global promotes the creation of national and regional representations aimed at consolidating the SPP's presence in the region and generating the necessary services for Members and third parties, in accordance with the policies, strategies and mechanisms</p>	



	for coordination defined by SPP Global's General Assembly and the Board of Directors' supervision and direction.	
8.2	In a country or region where SPP Small Producers' Organizations, that is, SPP Global Owner-Members, are already operating, the processes focused on regional consolidation should be directed by the country's or region's "Assembly of SPP Small Producers' Organizations." These Assemblies are not required to be legally-constituted entities, but rather democratic networks of all the SPP Small Producers' Organizations in the country or region.	
8.3	<p>The SPP International Network consists of the Directors or Operational representatives of SPP Global and of the SPP National and Regional Associations brought together for the purpose of coordinating operational activities and exchanging experiences and tools used, under the following general guidelines</p> <ul style="list-style-type: none"> A. National and/or Regional SPP Associations are those that have the status of Solidarity D Members (see Legal Statutes) of <i>SPP Global</i> and those that are created through agreements with third parties (for example, National Networks of Small Fair Trade Producers). B. Each National or Regional SPP Association appoints an operational representative to attend SPP International Network meetings through its own decision-making mechanisms. The participation of Governing Body Members of the different National or Regional SPP Associations is optional. The participation of their operational representatives in the International SPP Network is mandatory. C. The International SPP Network meets virtually at least once a year and preferably twice a year. Network meetings are prepared and announced by SPP Global. Likewise, the systematization and sharing of documents, materials and minutes is a task conducted by SPP Global. D. Operational representatives of SPP Global, both from its headquarters and from its different regional representations, will participate in the SPP International Network. SPP Global's operational participants in SPP International Network meetings are assigned by SPP Global's Executive Director. 	32

9 REGARDING DISSOLUTION

9.1	The Association will be dissolved in the cases stipulated by Law.	33
	I.- By agreement of the General Assembly.	
	II.- For having concluded the time period specified for its duration.	
	III.- For having achieved its objective.	
	IV.- For having become incapable of achieving the purposes for which it was constituted.	
	V.- By a resolution dictated by the corresponding authorities, declared final and executory.	



9.2	In the case of its dissolution, the Assembly will not be able to distribute its remaining social assets or patrimony among its Members, however it will be able to see that the Association's assets and properties are transferred to entities or trust funds authorized to receive non-taxable donations in the terms specified in the Income Tax Law. THIS PROVISION IS IRREVOCABLE.	34
9.3	The General Assembly will appoint, when applicable, one or more liquidators, granting them the necessary powers to carry out the tasks to which they are assigned	35