

**GFI FUTURES EXCHANGE LLC  
PARTICIPANT COMMITTEE CHARTER**

**I. Purpose**

The Participant Committee (“**Participant Committee**”) is a Committee of the Board of Directors (“**Board**”) of GFI Futures Exchange LLC (“**Exchange**”) established in accordance with the Commodity Exchange Act and the regulations promulgated thereunder (collectively referred to as “**CFTC Requirements**”). The Participant Committee is responsible for (i) determining the standards and requirements for initial and continuing participant eligibility, (ii) reviewing appeals of staff denials of prospective participant applications, and (iii) approving any provision of the Exchange Rulebook that would result in different categories or classes of participants receiving disparate access.

**II. Responsibilities and Authority**

**Responsibilities**

The Participant Committee shall determine the standards and requirements, including financial requirements, for initial and continuing membership eligibility.

The Participant Committee shall review appeals of Exchange staff denials of applications for approval as an Exchange participant or for expanded participant authority. In reviewing such appeals, the Participant Committee shall not uphold the staff denial if the relevant application demonstrates that the applicant meets the standards and requirements that have been established by the Participant Committee or by the Board.

The Participant Committee shall approve any provision of the Exchange Rulebook that would result in different categories or classes of participants receiving disparate access. The Participant Committee shall not, however, recommend that the Board restrict access or impose burdens on access to the facilities of the Exchange in a discriminatory manner, within each category or class of participants or between similarly situated categories or classes of participants.

The Participant Committee shall keep minutes and records of its meetings, deliberations and analysis including records of all decisions made by the Participant Committee.

The Participant Committee shall review such other matters and perform such additional activities, within the scope of its responsibilities, as the Board deems necessary or appropriate.

## **Authority**

The Participant Committee will have the authority, discretion, and necessary resources to:

- Conduct its own inquiries;
- Consult directly with staff of the Exchange;
- Interview employees, officers, and members of the Exchange;
- Review all relevant documents;
- Exercise its independent analysis and judgment to fulfill its regulatory obligations; and
- Ask members of management or others to attend the meeting and provide information.

### **III. Membership, Composition, & Organization**

The members of the Participant Committee shall be appointed in accordance with the Exchange Limited Liability Company Agreement and the Board shall designate the Chairperson of the Participant Committee. Each member of the Participant Committee and its Chairperson shall serve until his or her successor is appointed or until his or her earlier resignation or removal.

At least thirty-five (35%) percent of the members of the Participant Committee shall qualify as “public directors,” as such term is used by the Commodity Futures Trading Commission (“**CFTC**”) in Appendix B to Part 38 (“**Public Directors**”).

Each member of the Participant Committee and its Chairperson shall serve until his or her successor is appointed or until the earlier of his or her resignation or removal.

### **IV. Meetings**

The Participant Committee shall meet as often as it may deem necessary and appropriate in its judgment.

The majority of the Participant Committee members shall constitute a quorum for the transaction of business. Each Participant Committee member not subject to a recusal (for reasons including, but not limited to, an actual or

potential conflict of interest) shall have one (1) vote in all matters requiring a vote of the Participant Committee. The act of a majority of the Participant Committee members not subject to a recusal at any duly constituted meeting, if a quorum is present, shall be the act of the Participant Committee. In the event of a tie vote, the vote of the Chairperson of the Participant Committee shall decide the matter.

## **V. Reporting**

The Chairperson of the Participant Committee, or his or her designee, will make regular reports of the Participant Committee's activities to the Board.

In the event that the Board rejects any recommendation or supersedes any action of the Participant Committee, the Exchange shall prepare and submit a report to the CFTC as required under the CFTC Requirements.

The Participant Committee shall reassess the adequacy of this Charter no less frequently than annually and submit any recommended changes to the Board for approval.

## **VI. Publicly Available Information**

The Exchange shall make this Charter publicly available.