

FMX Futures Exchange, L.P.
Amendment to FMX Rule X-2
Submission #2025-18
June 20, 2025

1. FMX Futures Exchange, L.P. (“FMX” or the “Exchange”) hereby certifies to the Commodity Futures Trading Commission (“CFTC” or “Commission”) the attached amendment to FMX Rule X-2 of the FMX Rulebook in accordance with CFTC Regulation 40.6(a).
2. The proposed effective date of this Rule amendment is July 7, 2025.
3. Attached, please find a certification that: (1) this rule amendment complies with the Commodity Exchange Act and the Commission’s regulations thereunder; and (2) concurrent with this submission, the Exchange posted on its website at the following link: <https://www.fmxfutures.com/rules-notices/regulatory-notices/>: (i) a notice of pending certification of the rule submissions with the Commission; and (ii) a copy of this submission.
4. A concise explanation and analysis of the operation, purpose, and effect of the amended rule appears below.
5. There were no opposing views expressed regarding the amended Rule.

**OPERATION, PURPOSE AND EFFECT OF THE PROPOSED AMENDMENT TO FMX
RULE X-2, INCLUDING CORE PRINCIPLES**

Pursuant to Commission Rule 40.6(a)(7)(v), the following is a concise explanation and analysis of the operation, purpose, and effect of the amended Rule X-2, Board of Directors.

FMX Rule X-2, Board of Directors, describes general requirements applicable to the Board of Directors with respect to management of the business and affairs of the Exchange (FMX Rule X-2(a)), the number of directors and percentage of the Board of Directors that shall be Public Directors (FMX Rule X-2(b)), and the appointment of members of Board of Directors (FMX Rule X-2(c)). FMX Rule X-2(b) provides that the number of directors on the Board of Directors shall be seven, at least three of whom shall be Public Directors (or such other percentage of the Board of Directors as may be required by the CFTC Regulations, as amended from time to time, provided that the number of Public Directors shall at all times equal no less than 35% of the entire Board of Directors).

The Exchange seeks to clarify the ability of the General Partner of the Exchange to appoint additional directors to the Board of Directors of the Exchange (“the Board of Directors”) in the future, in accordance with FMX Rule X-2(c) and in compliance with applicable Core Principles for designated contract markets under section 5(d) of the Commodity Exchange Act (“the Act”).

FMX is amending Rule X-2(b) to remove the numerical requirement applicable to the number of directors that may comprise the entire Board of Directors. After the effective date of this Rule amendment, the General Partner of the Exchange may appoint additional members to the Board of Directors in accordance with Rule X-2(c), provided that the number of Public Directors shall remain at all times equal no less than 35% of the entire Board of Directors.

FMX has reviewed the core principles for designated contract markets set forth in Section 5(d) of the Act and in the Commission's Part 38 Regulations thereunder ("Core Principles"), as well as the FMX Rules. Based on its review, FMX has identified the following Core Principles as relevant to its assessment of the Rule amendment:

- ***Core Principle 7, Availability of General Information.*** FMX is making information about the Rule amendment available to the Commission, its regulatory services provider, all Participants, and the public, through publication of a regulatory notice and amended Rules on the Exchange website.
- ***Core Principle 15, Governance Fitness Standards:*** The Rule amendment does not affect the Exchange's ability to enforce appropriate fitness standards for directors on the Board of Directors as required under FMX Rule X-6, Eligibility Requirements. FMX Rule X-6 establishes the fitness standards and eligibility requirements for Persons involved in the governance of the Exchange, including members of the Board of Directors.
- ***Core Principle 16, Conflicts of Interest.*** The Rule Amendment does not affect the Exchange's ability to minimize conflicts of interest in the decision-making process of the Exchange. In accordance with Core Principle 16, the Exchange will continue to ensure at least thirty-five percent of the Board of Directors will be Public Directors. Additionally, Rule X-4 requires the Exchange to establish a Regulatory Oversight Committee that is composed solely of Public Directors which oversees the Exchange's regulatory program and review the performance of the Chief Compliance Officer on behalf of the Board of Directors. Further, the Board of Directors shall operate in accordance with the conflict of interest procedures contained within FMX Rule X-10, Conflicts of Interest, which applies to members of the Board of Directors.
- ***Core Principle 17, Composition of Governing Boards of Contract Markets:*** The Rule Amendment does not change the fundamental design of Exchange's Board of Directors which requires at least 35% of directors comprising the Board of Directors to be Public Directors. Further, the Rule amendment does not affect the composition of the Exchange's sole standing committee, the Regulatory Oversight Committee, which is composed of three Public Directors that oversee the Exchange's regulatory program on behalf of the Board of Directors in accordance with FMX Rule X-3 and X-4.

The text of the Rule amendment is included in Attachment A. Additions are underlined and presented in blue text. Deletions are struck through and presented in red text.

ATTACHMENT A

Amendment to FMX Rule X-2

CHAPTER X

GOVERNANCE OF THE EXCHANGE

[....]

X-2 Board of Directors

(a) The business and affairs of the Exchange shall be managed by the Board of Directors in accordance with the CX Futures Exchange, L.P. Operating Agreement and Applicable Law.

(b) ~~The number of directors on the Board of Directors shall be seven, a~~At least three ~~directors on the Board of Directors of whom~~ shall be Public Directors (or such other percentage of the Board of Directors as may be required by the CFTC Regulations, as amended from time to time, provided that the number of Public Directors shall at all times equal no less than 35% of the entire Board of Directors). Any vote made by the Board of Directors that results in a tie will require that the Board of Directors reconvene to reconsider the matter until such tie is broken.

(c) The appointment of the members of the Board of Directors will be made by the General Partner. The sole member of the General Partner shall make such appointments on behalf of the General Partner.

[....]

CERTIFICATIONS PURSUANT TO SECTION 5c OF THE COMMODITY EXCHANGE
ACT, 7 U.S.C. §7A-2 AND COMMODITY FUTURES TRADING COMMISSION RULE 40.6,
17 C.F.R. §40.6

I hereby certify that:

(1) the amended Rules below comply with the Commodity Exchange Act, and the Commodity Futures Trading Commission's regulations thereunder; and

(2) concurrent with this submission, FMX Futures Exchange, L.P. posted on its website, <https://www.fmxfutures.com/rules-notices/regulatory-notices/> (a) a notice of pending certification of the above Rules with the Commission; and (b) a copy of this submission.

Rhianna Ross

By: Rhianna Ross
Title: Chief Compliance Officer
Date: June 20, 2025