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# **Marine Stewardship Council**



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## **Articles of association**

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Company number: 3322023

**The Companies Acts 1985 and 1989**  
**Private Company Limited by Guarantee**  
**and not having a Share Capital**

**ARTICLES OF ASSOCIATION**  
**of**  
**MARINE STEWARDSHIP COUNCIL**

**Interpretation**

1. (1) In these articles:

"**Act**" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"**articles**" means these articles of association of the Charity;

"**auditors**" means the auditors of the Charity;

"**Chair**" means the trustee appointed to be the Chair pursuant to article 43;

"**Charity**" means the company intended to be regulated by these articles;

"**Chief Executive**" means the person appointed to the office of Chief Executive pursuant to article 44(1);

"**clear days**" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"**Conservation Sector**" means, in terms of its relationship with the global seafood industry, that group of non profit, non governmental organisations that seek to protect the oceans' natural resources;

"**executed**" includes any mode of execution;

"**Finance Committee**" means the committee constituted pursuant to Article 55;

"**Market Sector**" means retailers, foodservice operators and brand marketers;

"**member**" means a member of the Charity;

"**memorandum**" means the memorandum of association of the Charity;

"**office**" means the registered office of the Charity;

"**Seafood Sector**" means those organisations involved in the harvesting and processing of seafood from fisheries;

"**seal**" means the common seal of the Charity if it has one;

"**Secretary**" means the secretary of the charity or any other person appointed to perform the duties of the secretary of the charity, including a Joint, assistant or deputy secretary;

"**Stakeholder Council**" means the forum constituted pursuant to Article 53;

"**Technical Advisory Board**" means the forum constituted pursuant to Article 54;

"**trustees**" means the directors of the Charity (and "**trustee**" has a corresponding meaning); and

(2) Words importing the masculine gender only shall include the feminine and neuter genders.

(3) Words importing persons include corporations and bodies of persons.

(4) References to articles are to articles of these articles.

(5) Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

"**Marine Stewardship Council International Ltd**" (MSCI) means the trading company of the Charity.

## **Members**

2. (1) The subscribers to the memorandum, being the initial trustees, shall be the initial members.
- (2) Any person which or who becomes a trustee after the date of incorporation of the Charity shall thereupon become and be registered as a member.
- (3) Any member which or who ceases to be a trustee shall thereupon cease to be a member.
- (4) Save as provided in article 2(3), no person shall cease to be a member. Membership shall not be transferable.

## **General Meetings**

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The trustees may call general meetings.

## **Notice of General Meetings**

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
  - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice convening a general meeting to consider a special or extraordinary resolution shall specify the intention to propose the resolution as a special resolution or extraordinary resolution, as the case may be.

The notice shall be given to all the trustees, the auditors and the secretary.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **Proceedings at General Meetings**

7. No business shall be transacted at any meeting unless a quorum is present. Persons present in person or by proxy and together representing not less than 40 per cent of the total voting rights of all the members entitled to attend and vote at that meeting shall constitute a quorum: provided that if at the

time of any general meeting the number of members is fewer than that required to form a quorum, then the meeting shall be adjourned.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine and if at any such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall stand adjourned sine die.
9. The Chair shall preside as chairman of the meeting, but if the Chair shall not be present within fifteen minutes after the time appointed for holding the meeting and/or be willing to act) the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
10. The Chief Executive shall, notwithstanding that he is not a member, be entitled to receive notice of and attend and speak at any general meeting save that the members present (including duly authorised proxies for members) at any such general meeting may, by a simple majority vote, exclude the Chief Executive from any part of or the whole of such general meeting.
11. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
12. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (1) by the chairman; or
  - (2) by at least two members having the right to vote at the meeting.
13. Unless a poll is duly demanded (and the demand is not withdrawn) a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

14. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
15. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
17. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made
18. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

### **Votes of Members**

19. Subject to article 16, every member shall have one vote. No member shall be entitled to vote at any general meeting unless all moneys (if any) then payable by him to the Charity have been paid.
20. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
21. (1) On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.  
  
(2) An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the trustees may approve):

"[Name of Charity]"

I, ● of ●, being a member of the above-named Charity, hereby appoint ● of ●, or failing him, ● of ●, as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the Charity to be held on [*insert date*], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 \* for \* against  
Resolution No 2 \* for \* against

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this ● day of ●."

- (3) The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some way approved by the trustees may:
- (a) be deposited at the office or at such other place as is, or at one of such other places as are, specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the secretary or to any trustee.

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

22. A vote given or poll demanded by a proxy or by a duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

23. Any organisation which is a member of the Charity may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.
24. A resolution in writing signed by or on behalf of all members entitled to attend and vote in respect thereof at a general meeting shall be as valid and effective as if the same had been passed at a general meeting duly convened and held, and any such resolution may consist of several documents in the like form each signed by or on behalf of one or more such members.

### **Trustees**

25. The number of trustees shall (unless otherwise determined by ordinary resolution) be not fewer than 10 and not more than 18.
26. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under these articles. Future trustees shall be appointed as provided subsequently in these articles.

### **Powers of Trustees**

27. The business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity as are not, by the Act or by these articles, required to be exercised by the Charity in general meeting. No alteration of the memorandum or these articles and no such direction given by special resolution shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by these articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under these articles the trustees shall have the following powers, namely:
  - (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Charity's objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity; and
  - (2) to enter into contracts on behalf of the Charity.

### **Appointment and Retirement of Trustees**



29. The Trustees shall prepare and, in appointing trustees, committees, the initial Technical Advisory Board and the initial Stakeholder Council pursuant to these Articles, at all times take into consideration and so far as reasonably possible give effect to guidelines for maintenance of the balance between the various groups and entities which properly and actively take an interest in the activities of the Charity.
30. Save as provided in article 31, each trustee shall be appointed for a specified period not exceeding three years. On or prior to the termination of the period of his appointment a trustee may be re-appointed for a further period not exceeding three years. Upon termination of this second period of appointment, a trustee will be required to stand down from the Board of Trustees. A Trustee who has held two consecutive three-year terms of office, will be eligible to seek re-election after a period of not less than one year has elapsed.
31. The chair of the Technical Advisory Board (TAB), both chairs of the Stakeholder Council and the chair of MSCI shall be trustees ex officio with the same obligations, rights, terms and term limits (as provided in Article 30) as other trustees save, except as provided in Article 33, that each will automatically cease to be a trustee on ceasing to be such chair.
32. The terms of each Trustee shall commence at the Annual General Meeting following formal confirmation by the board, and shall expire at the third subsequent Annual General Meeting. Where a currently serving board member is confirmed as Chair of the MSCI board, Stakeholder Council Co-Chair or Chair of the TAB, their (three year) ex-officio term will commence immediately upon appointment of their ex-officio position.
33. Subject to the right of any trustee to resign, the term of office of a trustee shall not expire until the vacancy is addressed and his or her successor is elected or, in the case of a trustee who is not ex-officio, a decision is taken to reduce the number of trustees so that no successor is to be elected.
34. There shall be 2 permanent seats on the Board for each of the Seafood, Conservation and Market sectors.
35. Any trustee may nominate one or more candidates for appointment as a trustee. Save as provided in Article 36 the candidate(s) shall be appointed by simple majority vote at a duly convened meeting of the trustees.
36. If more candidates are nominated for appointment and/or offer themselves for re-appointment than there are trustee vacancies and the trustees are unable to reach agreement by simple majority vote on which candidates shall be appointed and/or re-appointed the procedure for appointing and/or re-appointing such trustees shall be as follows:
  - (a) if the voting is to be for the appointment of one trustee only from more than one candidate, the voting procedure to be used shall be Instant Runoff Voting; and

- (b) if the voting is to be for the appointment than there are trustee vacancies of more than one trustee from more candidates than there are trustee vacancies, the voting procedure to be used will be the Single Transferable Vote.

The Instant Runoff Voting procedure and the Single Transferable Vote procedure shall be applied substantially in accordance with the appropriate rules for such procedures published from time to time by the Center for Voting and Democracy which is a non-profit organisation located in Maryland, USA. If the Center for Voting and Democracy shall cease to publish rules for the required voting procedures referred to above, the Chair shall be entitled to adopt substantially similar voting procedures published by a different entity, which is qualified in such matters and of good reputation. The Chair shall, in consultation with the Chief Executive, prepare and distribute to all trustees and candidates for appointment as trustees a definitive set of rules for any particular occasion when one or more trustees are to be appointed by one or other of the above procedures, and such rules shall be binding on all parties. The Chair shall be entitled to appoint a suitably qualified organisation to oversee, manage, operate, count, and announce the outcome of the voting on any particular occasion.

- 37. No person shall be appointed or reappointed a trustee at any meeting of the trustees unless he has executed a notice addressed to the Charity stating that he is willing to be appointed or re-appointed as a trustee and applying to become a trustee.
- 38. No person shall be appointed as a trustee:
  - (1) unless he has attained the age of eighteen years;
  - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of article 40; or
  - (3) if his appointment would cause the number of trustees to exceed any number fixed by or in accordance with these articles as the maximum number of trustees.
- 39. Subject as aforesaid, the trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee, provided the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with these articles as the maximum number of trustees.

### **Disqualification and Removal of Trustees**

- 40. A trustee shall cease to hold office if he:
  - (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the

Charities Act 1993 (or any statutory re-enactment or modification of that provision);

- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (4) is absent without permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

### **Trustees' Expenses**

41. The trustees shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or any committees or general meetings or meetings of the Technical Advisory Board or otherwise in connection with the discharge of their duties.

### **Trustees' Interests**

42. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

### **The Chair**

43. (1) The trustees shall appoint from one of their number, and may at any time remove, the Chair. Any such appointment or removal shall be effected by notice in writing by or on behalf of the trustees (other than the Chair) to the Chair.
- (2) The Chair may be appointed subject to such conditions as the trustees think desirable to impose.

### **The Chief Executive and other Executives**

44. (1) The trustees may appoint any person (other than a trustee) to the office of Chief Executive or to any other executive office under the Charity, and may at any time remove any person so appointed. Any such appointment or removal shall be effected by notice in writing by or on behalf of the trustees to such person. The trustees may make such appointment subject to such conditions, including as to remuneration, they think desirable to impose.
- (2) The Chief Executive shall be entitled to receive notice of and attend and speak (but not vote) at all meetings of the trustees, save that the trustees present at the meeting may, by a simple majority vote,

exclude the Chief Executive from any part of or the whole of such meeting.

### **Proceedings of Trustees**

45. Subject to the provisions of these articles, the trustees may regulate their proceedings as they think fit. The chair may, and the secretary at the request of not less than 40 per cent in number of the trustees shall, call a meeting of the trustees. Meetings of trustees shall be convened at least twice a year. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
46. The quorum at a meeting for the transaction of the business of the trustees shall be trustees present in person and together being not less than 40 per cent of the number of trustees entitled to attend and vote at that meeting
47. A meeting of the trustees shall include meeting either in person or by telephone or any other communication equipment which allows all persons participating in the meeting to hear each other. A person participating in any such meeting by telephone or other communication equipment shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.
48. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is fewer than 10, the continuing trustees or trustee may act only for the purpose of restoring the number to 10.
49. The Chair shall preside as the chairman of meetings of trustees at every meeting of trustees at which he is present. But if the Chair is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
50.
  - (1) The trustees may appoint and constitute one or more committees (including, without prejudice to the generality of the foregoing committees of the trustees consisting solely of trustees and onto which non-trustees may be co-opted but shall not vote) for the purpose of advising the trustees or of making any inquiry or supervising or performing any function or duty of the trustees.
  - (2) The trustees may make such rules and regulations as to the composition, conduct and management of any such committee and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit.
  - (3) Without prejudice to the generality of the foregoing, any committee that is not a committee of the trustees shall consist of such persons (including trustees) as the trustees think fit.

- (4) The deliberations of any such committee shall be reported regularly to the trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the trustees and for that purpose every committee shall appoint a secretary, who shall keep minutes of the meetings of such committee.
  - (5) All appointments of and delegations to committees under this Article 48 shall be revocable at any time.
  - (6) No committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the trustees.
51. All acts done by a meeting of trustees, or (as the case may be) of a committee appointed pursuant to Article 50(1) shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or (as the case may be) any committee member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee or (as the case may be) a committee member and had been entitled to vote.
52. A resolution in writing, signed by all the trustees or (as the case may be) all committee members entitled to receive notice of a meeting of trustees or (as the case may be) of a committee, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees or (as the case may be) committee members.

### **Stakeholder Council**

53. (1) The trustees shall establish a Stakeholder Council for the purpose of providing a wide range of views, advice, recommendations and opinions to the trustees to committees duly appointed pursuant to Article 50(1) and to the Technical Advisory Board.
- (2) Membership of the Stakeholder Council shall be open to any individual and the Stakeholder Council shall not have fewer than thirty nor more than fifty members.
- (3) The first members of the Stakeholder Council following adoption of these Articles shall be appointed by the trustees for such periods not exceeding three years as the trustees shall determine. Thereafter the members of the Stakeholder Council shall appoint their own members using the same procedures as are applicable for the appointment of trustees as specified in Articles 29 to 39 save that the rules and bye-laws referred to in Article 50(4) shall include provisions enabling the trustees, if they consider it necessary in the interests of the Charity, temporarily to set aside such voting procedure and to appoint and remove members of the Stakeholder Council.

- (4) The trustees shall make such rules or bye-laws (and amendments to any such rules or bye-laws) for the conduct and management of the Stakeholder Council as they may from time to time think fit provided that such rules and bye-laws shall specify the maximum gaps between meetings of the Stakeholder Council which shall not be longer than one year.
- (5) At the first meeting of the Stakeholder Council it shall, from amongst its members, appoint two chairs one to serve for one year and the other for two years. Thereafter on the termination of the period of office of a chair each year the Stakeholder Council shall appoint a new chair such that at all times there are two chairs. On expiry of his or her period of office a chair may be re-appointed.
- (6) The two chairs shall jointly chair meetings of the Stakeholder Council and, in the case of an equality of votes for and against any resolution, the chair with the shortest period of office unexpired shall have a second or casting vote. The chairs shall, in carrying out their duties as chairs, seek impartially to promote and represent the Stakeholder Council as a whole.
- (7) If only one of the two chairs is present at a meeting of the Stakeholder Council he or she shall chair the meeting and in the case of an equality of votes he or she shall have a second or casting vote.
- (8) If neither of the two chairs is present at the meeting of the Stakeholder Council the meeting shall appoint a chair from amongst those present and in the event of an equality of votes such chair will have a second or casting vote.

### **Technical Advisory Board**

54. (1) The trustees shall establish a Technical Advisory Board:
- (a) from which the trustees will seek and receive advice on the Charity's technical, scientific and quasi-judicial functions, including but not limited to the Charity's Principles and Criteria, certifier approval (accreditation) methodologies and certification methodologies.
  - (b) To which the trustees may, subject to any rules or bye-laws made pursuant to Article 53(4), delegate to the Technical Advisory Board some or all of its functions of making decisions on matters for which the trustees are responsible including, without limitation, the content and revision of the MSC Principles and Criteria, and certification methodologies; and the trustees may, from time to time, as they see fit, amend, extend, withdraw and renew any such delegated authority.

- (2) The Technical Advisory Board shall not have more than fifteen members.
- (3) Members of the Technical Advisory Board shall be appointed by the trustees for such periods not exceeding three years as the trustees shall determine.
- (4) The trustees shall make such rules or bye-laws (and amendments to any such rules or bye-laws) for the conduct and management of the Technical Advisory Board as they may from time to time think fit provided that such rules and bye-laws shall specify the maximum gaps between meetings of the Technical Advisory Board which shall not be longer than one year.
- (5) Subject to any applicable rules or bye-laws made pursuant to Article 53(4), the Technical Advisory Board may appoint and constitute one or more committees (including, without prejudice to the generality of the foregoing committees of the Technical Advisory Board consisting solely of Technical Advisory Board members and onto which non-members of the Technical Advisory Board may be co-opted but shall not vote) for the purpose of advising the Technical Advisory Board or of making any inquiry or supervising or performing any function of the Technical Advisory Board.
- (6) Subject to any applicable rules or bye-laws made pursuant to Article 53(4), the Technical Advisory Board may make such rules and regulations as to the composition, conduct and management of any such committee and impose such terms and conditions and give such mandates to any such committee as it may from time to time think fit.
- (7) At the first meeting of the Technical Advisory Board it shall, from amongst its members, appoint and thereafter from time to time remove and replace its chair.

### **Finance Committee**

55. (1) The trustees shall establish a Finance Committee to which they may delegate such of their responsibilities for financial matters and fundraising as they shall from time to time determine.
- (2) The trustees shall from time to time appoint, remove and replace the members of the Finance Committee provided that at least one member of the Finance Committee shall be a trustee.
- (3) The provisions of Article 50 shall apply to the Finance Committee.

### **National and Regional Working Groups**

55. (1) The trustees shall promote the formation of representative working groups in all countries and in geographic regions ("**National and Regional Working Groups**").
- (2) The trustees will and will procure that the rules and bye-laws of every committee appointed pursuant to these Articles, the Technical Advisory Board and of the Stakeholder Council specify that due and fair consideration in the interests of promoting the objects of the Charity, will be given to representations, reports and proposals submitted to such entity by any National or Regional Working Group.

### **Secretary**

56. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

### **Minutes**

57. The trustees shall keep minutes in books kept for the purpose:
- (1) of all appointments of officers made by the trustees; and
- (2) of all proceedings at meetings of the Charity and of the trustees and including the names of the trustees present at each such meeting.

### **The Seal**

58. The seal shall only be used by the authority of the trustees or of a sub-committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

### **Accounts**

59. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

### **Annual Report**

60. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual report and its transmission to the Commissioners.

### **Annual Return**

61. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual return and its transmission to the Commissioners.



## **Notices**

62. Any notice to be given to or by any person pursuant to these articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
63. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
64. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
65. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted.

## **Indemnity**

66. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

## **Rules**

67. (1) The trustees may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye-laws regulate:
- (i) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
  - (ii) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by these articles;

- (iii) the composition, conduct and management of any committees in so far as such procedure is not regulated by these articles;
  - (iv) the Terms of Reference including the conduct and management of National/Regional Working/Issues Groups;
  - (v) generally, all such matters as are commonly the subject matter of company rules;
  - (vi) documented quality management system and operational policies and procedures.
- (2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye-laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye-laws, which shall be binding on all members of the Charity; provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the memorandum or the articles.