

Constitution of the Fisheries Transparency Initiative incorporated

(adopted on 23 January 2020, amended on 13 May 2021)

Date: 13 May 2021

ARTICLE 1: NAME OF THE ASSOCIATION

- (1) The Fisheries Transparency Initiative (FiTI) is a global multi-stakeholder partnership and is legally institutionalised as a non-profit, non-governmental association organised under Seychellois law.
- (2) The association shall bear the name "Fisheries Transparency Initiative" (hereinafter referred to as the "FiTI").
- (3) The FiTI shall be governed by this constitution.
- (4) These articles shall enter into force upon the registration of the FiTI.

ARTICLE 2: PLACE OF BUSINESS

- (1) The place of business of the FiTI shall be at Providence, Mahé or any other place in the Seychelles which the FiTI may from time to time determine.
- (2) As a global association, the FiTI shall comprise of members, and its activities shall not focus on a single country or on a region.

ARTICLE 3: OBJECTIVES

- (1) The charitable objective of the FiTI is to increase transparency and multi-stakeholder participation in fisheries governance for the benefit of a more sustainable management of marine fisheries, and this is pursued by:
 - (i) maintaining its internationally recognised standard (i.e. FiTI Standard) that defines what information on marine fisheries should be published online by public authorities;
 - (ii) engaging with countries to implement this standard in order to achieve and maintain high levels of transparency on the management of the marine fisheries sector and the activities of fishers and fishing companies;
 - (iii) promoting and institutionalising multi-stakeholder collaboration;
 - (iv) stimulating public debates on how the fisheries sector is managed, enabling relevant stakeholders to support reforms towards better governance of their marine fisheries; and



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- (v) fostering the implementation of the United Nations Sustainable Development Goals, as well as other international treaties and covenants related to fisheries around the world.

ARTICLE 4: INSTITUTIONAL BODIES

- (1) The two permanent institutional bodies of the FiTI are:
- (i) the FiTI International Board, led by the FiTI Chair; and
 - (ii) the FiTI International Secretariat (including the association's Executive Committee), led by the Executive Director.

ARTICLE 5: FINANCES

- (1) The FiTI shall seek activity-related as well as institutional financial support through fundraising activities and contracted work from bilateral and multilateral donors, governments, private and public foundations, international financial institutions and other agencies, organisations and entities.
- (2) The financial support shall only be used for the attainment of the objectives set forth in Article 3, and shall not be used for pecuniary gain of the association's members.
- (3) Contributions from FiTI implementing countries or partners may be determined by the members.
- (4) The FiTI may also operate through voluntary in-kind contributions.
- (5) A bank account shall be opened in the name of the FiTI.
- (6) The account shall be used for any activity falling within the objectives of the FiTI and the workplans and budget approved by the FiTI International Board.
- (7) The funds may be applied to administration and governance costs, country-specific activities and multi-country activities.

ARTICLE 6: STAFF

- (1) The FiTI shall recruit any staff as required, subject to Seychelles law.
- (2) Staff may be volunteers or may be paid under project or other financing.
- (3) All staff shall report to the Executive Director of the International Secretariat.



MEMBERSHIP

ARTICLE 7: ELIGIBILITY OF MEMBERSHIP

- (1) Membership in the FiTI shall be open to any individual nominated by an entity from the government, business or social sector, as set forth in Article 8, interested in enhancing transparency and multi-stakeholder participation in fisheries, good ocean governance or wider areas of open government and access to information.
- (2) Members must be at least 18 years old.
- (3) An up-to-date list of the names of all members, their alignment to a stakeholder group (as defined in Article 8), as well as other relevant information shall be published on the website of the FiTI.
- (4) The staff of the FiTI shall not be eligible as members of the association.

ARTICLE 8: STAKEHOLDER GROUPS

- (1) The membership in the FiTI is organised in the following three stakeholder groups:
 - (i) *Government sector*, comprising of individuals nominated by public sector institutions, including ministries, federal or national government agencies, as well as businesses that are owned or controlled by the government (i.e. State-Owned Enterprises).
 - (ii) *Business sector*, comprising of individuals nominated by private sector organisations, including for-profit companies and social enterprises along the fisheries value chain, organisations in supporting sectors (e.g. finance, investments, management, technology), as well as industry, professional and trade associations.
 - (iii) *Social Sector*, comprising of individuals nominated by organisations that serve society at large, including not-for-profit civil society organisations, global action networks, as well as academic entities.

ARTICLE 9: RESPONSIBILITIES OF MEMBERS

- (1) The sole responsibility of members shall be to serve in the FiTI International Board.
- (2) As membership in the FiTI is personal and not institutional, all members shall obtain regular feedback from other individuals and organisations within their stakeholder group to ensure the FiTI benefits from the broadest representation of interests, positions, and experiences possible.

ARTICLE 10: TERMS OF MEMBERS

- (1) The term for members shall be 3 years.



- (2) All members shall retire at the end of their term, but shall be eligible for re-nomination and re-election once.

ARTICLE 11: ADMISSION, RESIGNATION AND REMOVAL OF MEMBERS

- (1) Upon request of the FiTI International Board, or a dedicated Committee, the FiTI International Secretariat shall
- i) determine the number of vacant seats in the membership on an annual basis; and
 - ii) organise a call for nominations for new members of the FiTI. This call shall be widely announced among the FiTI's implementing countries, partner organisations, on the FiTI website as well as on social media.
- (2) The FiTI International Secretariat, in collaboration with the FiTI Chair and a dedicated Committee, shall review all received nominations regarding compliance with formal requirements and present a list of qualified nominees to the FiTI International Board.
- (3) In case of eligibility, current members shall notify the FiTI Chair of their interest to be considered for a second term. Such members shall be included in the list of qualified nominees.
- (4) Based upon the number of vacant member seats, the FiTI International Board shall vote on the list of qualified nominee(s). The nominee(s) with the most votes per stakeholder group shall be elected as new members of the FiTI and join the FiTI International Board.
- (5) The voting procedures for Board Meetings, as outlined in Article 14 (12-16), shall be applied to the election of new members.
- (6) Any member may resign at any time by delivering written or electronic notice to the FiTI Chair. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery receipt by the FiTI Chair.
- (7) Members may also have to resign in case of changes in their stakeholder affiliation, as outlined by the provisions set forth in the FiTI's global membership policy.
- (8) In case that a member does not comply with her/his responsibilities, such as attending regular meetings or issuing proxies, the FiTI Chair shall send an electronic notification to the member appraising her/him of the situation and requesting rectification of the situation. If the member does not rectify the situation in the given timeframe, the FiTI Chair shall request the termination of the member's membership in the FiTI by the FiTI International Board.
- (9) Other reasons for termination of membership in the FiTI shall include, without limitation, fraud, breach of fiduciary duties, criminal activity, or any other action that could affect the reputation of the FiTI.
- (10) Other aspects regarding the admission, retention, resignation and removal of members, including the determination of qualification requirements for new members, shall be



governed by a global membership policy, and the FiTI International Board shall be responsible for enacting this policy.

FiTI INTERNATIONAL BOARD

ARTICLE 12: COMPOSITION OF THE INTERNATIONAL BOARD

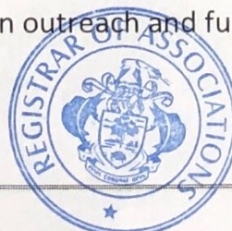
- (1) The FiTI International Board shall comprise the FiTI Chair and up to 18 voting members, equally distributed amongst the stakeholder groups outlined in Article 8.
- (2) The seats allocated to the business stakeholder group shall be evenly distributed between individuals from the industrial/large-scale and the small-scale/artisanal marine fisheries sector.
- (3) The FiTI International Board is presided and represented by its Chair, which does not count towards the total number of seats.

Observers

- (4) Representatives from intergovernmental organisations, regional development banks, development agencies, other relevant organisations, as well as individual experts may be invited by the FiTI International Board to attend FiTI Board meetings as observers.,
- (5) Observers do not have any voting rights, but may be invited by the Chair-to express their views on specific policy or implementation matters or other issues of interest to FiTI.
- (6) The FiTI International Board may decide that certain matters should be discussed without the presence of observers.

ARTICLE 13: ROLE AND RESPONSIBILITIES OF THE FiTI INTERNATIONAL BOARD

- (1) The FiTI International Board is the global supervisory body of the FiTI.
- (2) The FiTI International Board shall have the responsibilities of, but not limited to:
 - (i) assessing candidate applications of countries;
 - (ii) evaluating the performance of countries against the FiTI Standard based on validations;
 - (iii) establishing mechanisms to collect and address complaints, resolve disagreements, and act if countries are deemed non-compliant;
 - (iv) overseeing and guiding the work of the FiTI International Secretariat through annual workplans and bylaws;
 - (v) appointing the Executive Director of the FiTI International Secretariat;
 - (vi) supporting the FiTI International Secretariat in outreach and fundraising activities;

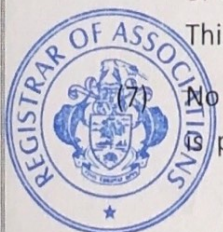


- (vii) agreeing on the arrangements for FiTI global conferences;
 - (viii) approving the annual budget, financial statement and audited reports of the FiTI;
 - (ix) electing new members of the FiTI, which serve as International Board members;
 - (x) electing the FiTI Chair of the FiTI International Board;
 - (xi) enhancing the FiTI Standard over time;
 - (xii) promoting transparency and multi-stakeholder participation in marine fisheries governance; and
 - (xiii) adhering to the FiTI Global Code of Conduct.
- (3) The FiTI International Board may create committees for its own governance or the implementation of its objectives. Any such committee should include three or more members, as well as external subject matter experts, and its composition should, as far as is reasonable, reflect the multi-stakeholder nature of the FiTI. The terms on which any such committee shall operate shall be recorded in public Terms of Reference.

ARTICLE 14: BOARD MEETINGS

- (1) Meetings of the FiTI International Board shall be regarded as general meetings of the members of the association.
- (2) The FiTI International Board shall meet at least three times a year.
- (3) If the circumstances necessitate, Board Meetings can be held by electronic means, but at least one Board Meeting per year shall be conducted in person, except in the case of force majeure.
- (4) A Board Meeting shall be convened by electronic written notification from the FiTI Chair, or by the FiTI International Secretariat on behalf of the FiTI Chair, with at least 14 days' notice, and any shorter period of notice requires the electronic written consent of all members.
- (5) As a general principle, every member shall make every effort to attend all meetings of the FiTI International Board. Members who are unable to attend a meeting shall:
 - i) as a matter of courtesy, convey their apologies to the FiTI Chair before the commencement of the meeting – such apologies shall be recorded in the minutes; and
 - ii) assign a proxy from within the same stakeholder group, alternatively a proxy vote can be assigned to the FiTI Chair.
- (6) For each Board Meeting the FiTI International Secretariat prepares, under the supervision of the FiTI Chair, a Preparatory Paper (including an agenda and background information). This document shall be submitted to members at least one week prior to the meeting.

(7) No binding decision shall be made in an FiTI International Board meeting unless a quorum is present at the time of making the decision. Half of the total number of members



(including proxies), with at least two members from each stakeholder group, forms a quorum.

- (8) Aspects agreed during Board Meetings held without a quorum can become binding decisions by soliciting absent members to join in the decisions afterwards. For decisions to be binding they shall require the support of at least the same number of members needed to establish a quorum. Requests for such decisions shall be sent to absent members by the FiTI International Secretariat via email no later than one week after the meeting and must be confirmed back by absent members also via email.
- (9) Members shall make every effort to adopt decisions by consensus.
- (10) Considering the members' views, the FiTI Chair may decide that a vote is required.
- (11) If a vote is required, decisions shall be adopted by qualified majority requiring the support of two thirds of the total votes cast and must include the support of at least two members from each stakeholder group.
- (12) Voting shall be conducted by show of hands, secret ballots or any other means as decided by the FiTI Chair.
- (13) Every member has one vote, unless the current total number of members is not equally distributed among the stakeholder groups stated in Article 8. In such a case, voting power shall be determined on a pro-rated system, ensuring that all stakeholder groups have equal voting power.
- (14) Members cannot vote in respect of any matter or arrangement in which they have a direct personal interest or conflict of interest, or if there are any other special circumstances which could impair confidence in their impartiality. Members shall declare such interests to the FiTI Chair as soon as possible after they become aware of the same and this will be recorded in the minutes.
- (15) Members who are not entitled to vote on a matter are not counted in the quorum.
- (16) After each Board Meeting the FiTI International Secretariat prepares, under the supervision of the FiTI Chair, Meeting Minutes and submits these to the members for approval. Upon approval, the FiTI Chair as well as the secretary for this meeting, shall countersign the Meeting Minutes.

ARTICLE 15: BOARD CIRCULARS

- (1) The FiTI International Board shall make urgent decisions between Board Meetings, based on Board Circulars.
- (2) The utilization of a Board Circular can be requested by either a member or the Executive Director of the FiTI International Secretariat, but requires the approval of the FiTI Chair.
- (3) The FiTI International Secretariat shall prepare, under the supervision of the FiTI Chair, Board Circulars to be submitted to the Chair and all Board members, allowing for sufficient time (at least one week) to respond.



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- (4) Members must reply to a Board Circular in writing to the FiTI International Secretariat and the Chair and cannot assign a proxy.
- (5) Decisions requested through Board Circulars are adopted by qualified majority requiring the support of three quarter of the total number of members and must include the support of at least two members from each stakeholder group.
- (6) The provisions of Article 14 (13-16) shall apply to the decision-making procedures through Board Circulars.
- (7) After each Board Circular, the FiTI International Secretariat prepares, under the supervision of the FiTI Chair, a Board Circular Protocol, which documents each decision. This document shall be countersigned by the FiTI Chair as well as the Executive Director of the FiTI International Secretariat.

ARTICLE 16: THE FITI CHAIR

- (1) The Chair of the FiTI International Board shall have the responsibilities of:
 - (i) acting as the Chair of FiTI International Board meetings;
 - (ii) preparing the agenda for FiTI International Board meetings, with assistance of the FiTI International Secretariat;
 - (iii) representing the FiTI International Board in external matters;
 - (iv) guiding the FiTI International Secretariat, including follow-ups regarding the implementation of the decisions approved by the FiTI International Board; and
 - (v) seeking collaborative relationships with relevant stakeholders.
- (2) The Chair shall be elected by the FiTI International Board.
- (3) If the FiTI Chair is unable to preside over a FiTI International Board meeting, the members present shall appoint another member to chair that meeting.

ARTICLE 17: TERMS OF THE FITI CHAIR

- (1) The term for serving as the FiTI Chair is 3 years.
- (2) The FiTI Chair shall be eligible for re-election once.
- (3) A dedicated Board Committee shall recommend candidates for the FiTI Chair to be elected by the members of the FiTI.
- (4) In case of eligibility, the current FiTI Chair shall notify the dedicated Board Committee of her/his interest to be serving for a second term. In such a case, the current FiTI Chair shall be included in the list of qualified candidates.



FiTI INTERNATIONAL SECRETARIAT

ARTICLE 18: ROLE AND RESPONSIBILITIES

- (1) The FiTI International Secretariat is the global executive body of the FiTI.
- (2) It shall be accountable to the FiTI International Board.
- (3) The FiTI International Secretariat shall have the responsibilities of but not limited to:
 - (i) implementing work plans and budgets, as approved by the FiTI International Board;
 - (ii) raising awareness and conducting communication activities among national, regional and global stakeholders;
 - (iii) providing technical advice and training regarding the implementation of the FiTI Standard;
 - (iv) monitoring progressive improvements of countries;
 - (v) providing support to the FiTI International Board, e.g. in assessing Candidate Application, preparing Board meetings;
 - (vi) conducting initial data collection and stakeholder consultations as part of the first phase of country validations;
 - (vii) conducting fundraising activities;
 - (viii) providing annual workplans and impact reports (every three years) to the FiTI International Board;
 - (ix) monitoring the adherence to global governance requirements (e.g. FiTI Global Code of Conduct);
 - (x) fostering partnerships with government, business and non-governmental organizations (e.g. development agencies, academia, regional fisheries organisations);
 - (xi) sharing lessons learned with stakeholders, including the dissemination of results from FiTI Reports through its website and social media activities;
 - (xii) proposing enhancements of the FiTI Standard;
 - (xiii) promoting transparency and participation in fisheries governance and contributing to the global knowledge pool;
 - (xiv) performing fiduciary and legal activities, through the FiTI's Executive Committee; and
 - (xv) adhering to the FiTI Global Code of Conduct.



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ARTICLE 19: THE EXECUTIVE DIRECTOR

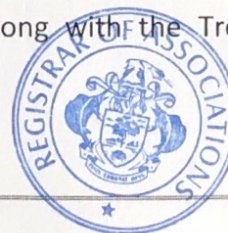
- (1) The FiTI International Secretariat shall be led by a full-time Executive Director, who manages the day-to-day operations of the FiTI, including the selection and hiring of necessary staff to perform the responsibilities listed in Article 18.
- (2) The Executive Director shall report to the FiTI International Board through the FiTI Chair and be responsible for the activities of the International Secretariat, as stated above.
- (3) The Executive Director, or an appointee from the International Secretariat, shall serve as the Secretary to all FiTI International Board meetings.
- (4) In cooperation with the FiTI Chair, the Executive Director shall represent the FiTI.
- (5) The Executive Director shall serve for a term of four years and shall be eligible for reappointment by the FiTI International Board.

ARTICLE 20: THE EXECUTIVE COMMITTEE

- (1) The Executive Committee is part of the FiTI International Secretariat and shall be accountable to the FiTI International Board.
- (2) The Executive Committee consists of four office bearer positions: Director, Deputy-Director, Treasurer and Secretary.
- (3) The Executive Director functions automatically as the Director of the Executive Committee.
- (4) The Executive Director may also assume one additional office bearer position, except that of the Deputy-Director.
- (5) The Executive Director shall appoint at least one additional employee of the FiTI International Secretariat to act as office bearer(s).
- (6) An employee shall only assume two office bearer positions in total.
- (7) Office bearer positions may also be filled with non-employees of the FiTI International Secretariat.
- (8) The FiTI Chair must approve the appointments of Deputy-Director, Treasurer and Secretary.
- (9) The responsibilities of the office bearers are:

Executive Committee Director:

- (i) ensuring the proper functioning of the FiTI's administrative, programmatic, fiduciary and legal activities;
- (ii) managing the FiTI's staff, if any;
- (iii) commissioning and supervising contracted work;
- (iv) submitting financial reports and activity reports to the FiTI International Board;
- (v) signing cheques drawn on behalf of the FiTI along with the Treasurer, where applicable; and



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- (vi) signing grant and financial assistance agreements for the FiTI.

Executive Committee Deputy-Director:

- (i) replacing the Executive Committee's Director in his/her absence and preside over all meetings.

Executive Committee Secretary:

- (i) convening meetings of the FiTI International Board Meetings, under the supervision of the FiTI Chair, and drawing up the proceedings of these meetings;
- (ii) being responsible for all the correspondence and secretarial duties; and
- (iii) having custody of all records of the FiTI and keep a register of members.

Executive Committee Treasurer:

- (i) giving advice on financial matters to the FiTI;
- (ii) keeping proper accounts and a record of all financial and related matters of the FiTI;
- (iii) conducting regular controlling activities to ensure compliance with relevant fiscal provisions for the FiTI as well as project-related / donor-related financial reporting requirements;
- (iv) preparing a statement of accounts for each financial year; and
- (v) signing checks drawn up on behalf of the FiTI above a certain monetary threshold along with the Director or any other authorized office bearer.

MISCELLANEOUS

ARTICLE 21: LIMITED LIABILITY

- (1) Members of the FiTI shall not be responsible, individually or collectively, for any of the association's debts, liabilities or obligations, unless caused by gross negligence of a member.

ARTICLE 22: COMPENSATION AND EXPENSE POLICY

- (1) Members of the FiTI contribute their time pro-bono.
- (2) The FiTI Chair receives a compensation for her/his time contribution, subject to the scope of time commitment and funding availability.
- (3) The compensation for the FiTI Chair shall be made publicly available.
- (4) Travel cost reimbursements to attend Board Meetings shall be made based on the FiTI's global travel policy.



ARTICLE 23: ACCOUNTABILITY

- (1) The FiTI International Board shall appoint an external, independent auditor to annually audit the finances of the FiTI, and to present a written audit report to the FiTI International Board, subject to funding availability. The financial inability to perform an annual audit must be substantiated by the Executive Director to the FiTI International Board and the allocation of funds for the annual audit should be given priority in the budgeting process.
- (2) Annual financial reports and the auditor's report shall be made publicly available.
- (3) A review of the governance arrangements of the FiTI should be undertaken by the FiTI International Board every five years, subject to funding availability.

ARTICLE 24: TRANSPARENCY

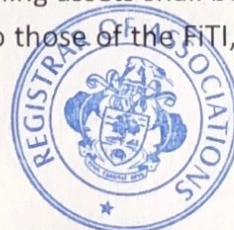
- (1) Relevant records regarding the proceeding of the FiTI, including policies, meeting minutes from the FiTI International Board, Board Circulars, as well as records containing the names of the members shall be made publicly available.
- (2) Meeting minutes, Board Circulars or portions thereof can be considered confidential with the approval of the FiTI International Board.

ARTICLE 25: AMENDMENT TO CONSTITUTION

- (1) These articles may be amended by members by consensus.
- (2) If a vote is required, amendments to the constitution shall be adopted by qualified majority requiring the support of two thirds of all members and must include the support of at least two members from each stakeholder group.
- (3) A proposal for an amendment shall be communicated in writing to all members four weeks in advance of the relevant decision.

ARTICLE 26: DISSOLUTION OF THE FITI

- (1) The FiTI may be dissolved by its members by consensus.
- (2) If a vote is required, dissolution of the FiTI shall be adopted by qualified majority requiring the support of three quarter of all members and must include the support of at least three members from each stakeholder group.
- (3) A proposal for dissolution shall be communicated in writing to all members eight weeks in advance of the relevant decision.
- (4) In the event of a dissolution, the assets of the FiTI shall be used to meet, as far as possible, the debts and liabilities of the association. Any remaining assets shall be transferred to an organisation(s) with the same charitable objectives to those of the FiTI, as determined by the members.



Secretary name: Christina Fondamieri

Secretary signature:

Fondamieri

Date: 13 May 2021

