

# Constitution of the Fisheries Transparency Initiative incorporated

(adopted on 23 January 2020)

## 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 members’ association, the FiTI shall comprise of national and international members, and does not focus on a single country or on a region.

## ARTICLE 3: OBJECTIVES

- (1) The 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) providing an 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

- (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 three permanent institutional bodies of the FiTI are:
  - (i) the FiTI Members' Meeting;
  - (ii) the FiTI International Board, led by the FiTI Chair; and
  - (iii) 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 from bilateral and multilateral donors, governments, private and public foundations, international financial institutions and other agencies, organisations and entities.
- (2) Membership fees may be determined by the FiTI International Board, in addition to the mandatory annual financial contributions from FiTI implementing countries.
- (3) The FiTI may also operate through voluntary in-kind contributions.
- (4) A bank account shall be opened in the name of the FiTI.
- (5) The account shall be used for any activity falling within the objectives of the FiTI and the workplans approved by the FiTI International Board.
- (6) 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) Full membership in the FiTI shall be open to the following two groups interested in enhancing transparency and multi-stakeholder participation in fisheries, good ocean governance or wider areas of open government and access to information:
  - i) any individual over 18 years; and
  - ii) businesses, business associations, and civil society organisations (including media and academia).
- (2) The admission, retention, resignation and removal of members, their responsibilities as well as any other aspect of membership (such as different types of membership) shall be governed by a global membership policy, and the FiTI International Board shall be responsible for this policy.
- (3) An up-to-date list of the names of all members, their alignment to a stakeholder group, as well as other relevant information shall be published on the website of the FiTI.

### ARTICLE 8: STAKEHOLDER GROUPS

- (1) The global membership is organised in the following three stakeholder groups:
  - (i) *Governments*, comprising of individuals assigned by governments from FiTI implementing countries, meaning states, that have been classified by the FiTI International Board as either Candidate countries or Compliant countries; as well as by supporting countries, meaning states or union of states, that support the principles and objective of the FiTI.
  - (ii) *Business*, comprising of individuals aligned to either the industrial marine or small-scale marine fisheries sector, as well as companies / organisations from these sectors.
  - (iii) *Civil Society*, comprising of individuals as well as civil society organisations, global action networks, coalitions as well as academia and media, dedicated to the causes stated under Article 7 (1).

## FiTI MEMBERS' MEETING

### ARTICLE 9: FiTI MEMBERS' MEETINGS

- (1) The FiTI Members' Meeting is comprised of the members of the FiTI.
- (2) An *Ordinary* FiTI Members' Meeting shall be held at least every three years and the ordinary meeting shall be summoned by the FiTI International Board to the members with at least four weeks written notice.

- (3) An *Extraordinary* FiTI Members' Meeting may be summoned by the FiTI International Board to the members with at least three weeks written notice.
- (4) The FiTI International Board shall ensure that an extraordinary meeting shall be held within eight weeks of the receipt by the FiTI Chair of a request to hold an Extraordinary FiTI Members' Meeting.
- (5) Members who wish to take part in a FiTI Members' Meeting must give notice to the FiTI International Secretariat by the date stated in the summons.
- (6) A member may be represented in a FiTI Members' Meeting by written proxy.
- (7) The proxy may also include specific voting instructions. A duly signed proxy must be received by the FiTI International Secretariat by the date stated in the summons.
- (8) No decision shall be made in a FiTI Members' Meeting unless a quorum is present at the time of making the decision.
- (9) Half of the total number of full members of the FiTI (including proxies), with at least one third of the full members from each stakeholder group, forms a quorum.
- (10) A FiTI Members' Meeting shall make every effort to adopt decisions by consensus.
- (11) If a vote is required, decisions are adopted by qualified majority requiring the support of at least two thirds of the total votes cast and must include the support of at least one third of the votes cast of the full members from each stakeholder group.
- (12) The total number of votes for the full members of each stakeholder group shall be equal and be determined as follows:
  - (i) Full members from the smallest stakeholder group shall have one vote each.
  - (ii) The votes for full members from the other two stakeholder groups shall be determined proportionately, by dividing the total number of votes from the smallest stakeholder group by the number of each of the other stakeholder group.
  - (iii) The FiTI Chair shall announce the number of votes for each stakeholder group prior to voting.
- (13) Full individual members and full organisational members carry the same voting power.
- (14) Voting shall be by show of hands or by secret ballots as may be decided by the FiTI Chair.
- (15) The FiTI Chair shall act as chairman for a FiTI Members' Meeting.

## **ARTICLE 10: ROLE AND RESPONSIBILITIES OF THE FITI MEMBERS' MEETING**

- (1) The FiTI Members' Meeting is the global supreme body of the FiTI.
- (2) The FiTI Member's Meeting shall have the responsibilities of:
  - (i) electing the Members and their Alternates of the FiTI International Board;
  - (ii) electing the FiTI Chair, on proposal of the FiTI International Board; and

- (iii) considering any other matters pursuant to requests from a member and such requests shall be submitted in writing to the FiTI Chair within three weeks prior to the meeting for any such matters to be included in the agenda for the FiTI Members' Meeting.

## **FiTI INTERNATIONAL BOARD**

### **ARTICLE 11: COMPOSITION OF THE INTERNATIONAL BOARD**

#### **Board Members and Alternates**

- (1) The FiTI International Board shall reflect a multi-stakeholder composition. The FiTI International Board shall comprise of the FiTI Chair and 12 voting Board Members, equally distributed amongst full members from the three stakeholder groups:
  - (i) Governments: a total of four individual members from different countries;
  - (ii) Business: a total of four individual members and/or organisational members, equally aligned to the industrial marine and small-scale marine fisheries sector;
  - (iii) Civil Society: a total of four individual members and/or organisational members.
- (2) The FiTI International Board is presided and represented by its Chair, which does not count towards the total number of seats.
- (3) Alternates are welcome to observe meetings and must substitute their Board Member in case of absence.

#### **Observers**

- (4) Representatives from intergovernmental organizations, regional development banks, development agencies, and other relevant organizations may be invited by the FiTI International Board to attend FiTI Board meetings as observers, when this can be practically accommodated.
- (5) Observers do not have any voting rights but may be invited by the FiTI International Board to express their views on specific policy and implementation matters.
- (6) The FiTI International Board may decide that certain matters should be discussed without the presence of Observers.

### **ARTICLE 12: ROLE AND RESPONSIBILITIES OF THE FiTI INTERNATIONAL BOARD**

- (1) The FiTI International Board is the global supervisory body of the FiTI.
- (2) It shall be accountable to the FiTI Members' Meeting.
- (3) 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 regular validations;
  - (iii) establishing mechanisms to collect and address complaints, resolve disagreement, and sanction non-compliant countries;
  - (iv) overseeing and guiding the work of the FiTI International Secretariat through regular (at least biannual) workplans;
  - (v) appointing the Executive Director of the FiTI International Secretariat;
  - (vi) supporting the FiTI International Secretariat in outreach and fundraising activities;
  - (vii) approving financial contributions of private and public donors;
  - (viii) agreeing on the arrangements for FiTI conferences and FiTI Members' Meetings;
  - (ix) presenting summary activity reports at FiTI Members' Meetings, for the periods since the last ordinary meeting;
  - (x) approving the annual accounts and audit reports of the FiTI;
  - (xi) recommending candidates for the FiTI Chair prior to each ordinary FiTI Members' Meeting;
  - (xii) enhancing the FiTI Standard over time;
  - (xiii) promoting transparency and multi-stakeholder participation in fisheries governance; and
  - (xiv) adhering to the FiTI Global Code of Conduct.
- (4) The FiTI International Board may create committees for its own governance or the implementation of its objectives. Any such committee should include two or more Board Members or their Alternates, 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 13: RESPONSIBILITIES OF BOARD MEMBERS**

- (1) Board Members shall assume several responsibilities and participate actively in the various activities of the FiTI International Board including but not limited to:
- (i) preparing and participating in Board Meetings;
  - (ii) preparing and participating in decision-making via Board Circulars on a more frequent basis;
  - (iii) preparing and participating in Board Committees and Working Groups. These Board Committees and Working Groups will normally be held by teleconference or in the fringes of Board meetings;
  - (iv) holding regular consultations with their respective stakeholder groups to receive and coordinate their input ahead of FiTI International Board meetings and, where applicable,

Committee and Working Group meetings, and this includes reporting back to their stakeholder group after relevant meetings; and

- (v) reading and responding to communications from the FiTI Chair, Committee Chairs and other Board Members as well as from the FiTI International Secretariat.

## **ARTICLE 14: BOARD MEETINGS**

- (1) The FiTI International Board shall meet at least three times a year.
- (2) If the circumstances necessitate, Board Meetings can be held by teleconference, but at least one FiTI International Board Meeting per year shall be in person.
- (3) A Board Meeting shall be convened by 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 written consent of all Board Members.
- (4) As a general principle, every Board Member shall make every effort to attend all meetings of the FiTI International Board. Board Members who are unable to attend a meeting should, 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.
- (5) In case of absence, an individual Board Member must instruct her/his Alternate to attend the meeting on her/his behalf, participate in discussions, vote and generally perform all the functions of that Board Member during the meeting, and, only in cases where a Board Member and her/his Alternate cannot attend, a proxy from within the same stakeholder group shall be assigned.
- (6) For each Board Meeting the FiTI International Secretariat prepares, under the supervision of the FiTI Chair, a Preparatory Paper (incl. an agenda and background information). This document shall be submitted to Board Members at least one week prior to the meeting.
- (7) No decision shall be made in an FiTI International Board meeting unless a quorum is present at the time of making the decision.
- (8) Two-thirds of the total number of Board Members (including proxies), with at least two Board Members from each stakeholder group, forms a quorum.
- (9) Board Members shall make every effort to adopt decisions by consensus.
- (10) Taking account of the view of the Board Members, 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 Board Members from each stakeholder group.
- (12) Every Board Member has one vote.
- (13) Voting shall be by show of hands or by secret ballots as may be decided by the FiTI Chair.

- (14) After each Board Meeting the FiTI International Secretariat prepares, under the supervision of the FiTI Chair, Meeting Minutes and submits these to the Board Members for approval. The Meeting Minutes shall be made publicly available.
- (15) Board Members cannot vote in respect of any matter or arrangement in which they have a direct personal interest, or if there are any other special circumstances which could impair confidence in their impartiality.
- (16) Board 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.
- (17) Board Members who are not entitled to vote on a matter are not counted in the quorum.

### **ARTICLE 15: BOARD CIRCULARS**

- (1) The FiTI International Board shall make decisions outside Board Meetings, especially for routine decisions that need to be passed between Board Meetings, based on Board Circulars.
- (2) The utilization of a Board Circular can be requested by each Board Member, but requires the approval of the FiTI Chair.
- (3) The FiTI International Secretariat prepares, under the supervision of the FiTI Chair, Board Circulars and shall submit these to Board Members, allowing for sufficient time (at least one week) to respond to the FiTI International Secretariat.
- (4) Board Members must reply to a Board Circular in writing and cannot assign their Alternates or a proxy.
- (5) Decisions through Board Circulars are adopted by qualified majority requiring the support of three quarter of the total number of Board Members and must include the support of at least three Board Members from each stakeholder group.
- (6) Every member has one vote.
- (7) After each Board Circular, the FiTI International Secretariat prepares, under the supervision of the FiTI Chair, a Board Circular Protocol, which records each decision. The Circular Protocol shall be made publicly available.
- (8) The provisions of Article 14 (15-17) apply also to the decision-making procedures through Board Circulars.

### **ARTICLE 16: TERMS OF BOARD MEMBERS**

- (1) The term for serving on the FiTI International Board is 3 years.
- (2) In general, Board Members serve this term between ordinary FiTI Members' Meetings.
- (3) All Board Members retire at the conclusion of the subsequent FiTI Members' Meeting.
- (4) Board Members are eligible for re-nomination and re-election.

## ARTICLE 17: ELECTIONS OF BOARD MEMBERS

- (1) Full individual members as well as full organisational members shall be eligible to be elected as Board Members and Alternates in the FiTI International Board.
- (2) Board Members and Alternates shall be elected by all full members during FiTI Members' Meetings.
- (3) Full individual members seeking to become a FiTI International Board Member must present an Alternate from the same stakeholder group in order to be eligible for election.
- (4) Only two individual Board Members from within the same stakeholder group may share an Alternate.
- (5) Full organisational members seeking to become a FiTI International Board Member must nominate a focal point from within their organisation, duly empowered to act on their behalf on any Board matters. Once appointed, the organisation may replace its focal point with another representative from its organisation, but shall be mindful of potential disruptions that such a change may cause.

## ARTICLE 18: RESIGNATIONS, SUSPENSION AND REMOVAL OF BOARD MEMBERS

### Resignation

- (1) Any Board Member or Alternate may resign at any time by delivering written or electronic notice to the FiTI Chair.
- (2) Any such resignation takes effect at the time specified therein, or if the time is not specified, upon delivery receipt by the FiTI Chair.
- (3) Once the resignation of an individual Board Member takes effect, her/his Alternate shall become automatically a Board Member; however, the newly assigned Board Member must then also present an Alternate within an eight weeks' notice.
- (4) Once the resignation of an Alternate takes effect, the Board Member shall present a new Alternate within an eight weeks' notice.
- (5) In between FiTI Members' Meetings, Alternates must be approved by the FiTI International Board.

### Suspension

- (6) In case a Board Member or Alternate does not comply with key responsibilities, such as attending regularly Board Meetings, the FiTI International Board may decide to suspend a Board Member/Alternate for a period of six month.
- (7) During the period of suspension, a Board Member/Alternate may keep her/his status as a Board Member, but shall not engage in any Board activities during this period.

### Removal

- (8) If a suspension is in force for more than six months, the FiTI International Board may decide to terminate the Board membership.
- (9) Other reasons for removal may include, without limitation, fraud, breach of fiduciary duties, or criminal activity.
- (10) In case a Board Member/Alternate removal is approved, the same procedures as stated above under “Resignation” shall apply.

### **ARTICLE 19: THE FITI CHAIR**

- (1) The Chair of the FiTI International Board shall have the responsibilities of:
  - (i) acting as the Chair of the FiTI International Board meetings;
  - (ii) preparing the agenda of FiTI International Board meetings, with assistance of the FiTI International Secretariat;
  - (iii) acting as the Chair of the FiTI Members’ Meetings;
  - (iv) representing the FiTI International Board in external matters;
  - (v) guiding the FiTI International Secretariat, including follow-ups regarding the implementation of the decisions approved by the FiTI International Board; and
  - (vi) seeking collaborative relationships with FiTI stakeholders.
- (2) The Chair shall be elected at the FiTI Members’ Meeting, together with the members of the FiTI International Board.
- (3) The FiTI International Board shall, prior to each FiTI Members’ Meeting, recommend a candidate for the FiTI Chair to be elected at the FiTI Members’ Meeting for the following term of the FiTI International Board.
- (4) The term for serving as the FiTI Chair is 3 years. A FiTI Chair shall be eligible for re-election once.
- (5) If the FiTI Chair is unable to preside over a FiTI International Board meeting, the Board Members present shall appoint another Board Member to chair that meeting.

### **ARTICLE 20: COMPENSATION AND EXPENSE POLICY**

- (1) Board Members and their Alternates 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 travel policy.

### **ARTICLE 21: 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) raising awareness and conducting communication activities among national, regional and global stakeholders;
  - (ii) providing technical advice and training regarding the implementation of the FiTI Standard;
  - (iii) monitoring progressive improvements of countries;
  - (iv) providing support to the FiTI International Board, e.g. in assessing Candidate Application, preparing Board meetings;
  - (v) conducting initial data collection and stakeholder consultations as part of the first phase of country validations;
  - (vi) conducting fundraising activities;
  - (vii) providing workplans (annually) and impact reports (every three years) to the FiTI International Board;
  - (viii) monitoring the adherence to global governance requirements (e.g. FiTI Global Code of Conduct);
  - (ix) fostering partnerships with international organisations (e.g. development agencies, academia, regional fisheries organisations);
  - (x) sharing lessons learned with stakeholders, including the dissemination of results from FiTI Reports through its website and social media activities;
  - (xi) proposing enhancements of the FiTI Standard;
  - (xii) promoting transparency and participation in fisheries governance and contributing to the global knowledge pool;
  - (xiii) organising FiTI Members' Meetings;
  - (xiv) performing fiduciary and legal activities, as the FiTI's Executive Committee; and
  - (xv) adhering to the FiTI Global Code of Conduct.

### **ARTICLE 22: 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 of necessary staff to perform the responsibilities listed in Article 21.

- (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 and FiTI Members' 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 23: 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 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 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
- (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 and the FiTI Members' Meetings, under the supervision of the FiTI Chair, and drawing up the proceedings of these meetings;
- (ii) countersigning the minutes of these meetings, along with the Executive Committee's Director and the FiTI Chair;
- (iii) being responsible for all the correspondence and secretarial duties; and
- (iv) 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 cheques drawn up on behalf of the FiTI above a certain monetary threshold along with the Director or any other authorized office bearer.

## **MISCELLANEOUS**

### **ARTICLE 24: 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.
- (2) Annual financial reports and the auditor's report shall be made publicly available.
- (3) Other relevant records regarding the proceeding of the FiTI, including meeting minutes from the FiTI International Board, Board Circulars, meeting minutes from FiTI Members' Meetings, as well as records containing the names of the members shall also be made publicly available.
- (4) A review of the governance arrangements of the FiTI should be undertaken by the FiTI International Board within three years of the constitution of the FiTI.

### **ARTICLE 25: AMENDMENT TO CONSTITUTION**

- (1) These articles may be amended by a FiTI Members' Meeting convened and held, pursuant to Article 9 by consensus.

- (2) If a vote is required, decisions to amend this constitution 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 one third of the votes cast by the members representing each stakeholder group.
- (3) A proposal for an amendment shall be communicated in writing to all FiTI members four weeks in advance of the relevant decision.

**ARTICLE 26: DISSOLUTION OF THE FITI**

- (1) The FiTI may be dissolved by an FiTI Members’ Meeting convened and held, pursuant to Article 9 by consensus.
- (2) If a vote is required, the decision to dissolve the FiTI shall be adopted by qualified majority requiring the support of three quarter of the total votes cast and must include the support of at least half of the votes cast by the members representing each stakeholder group.
- (3) A proposal for dissolution shall be communicated in writing to all FiTI members eight weeks in advance of the relevant decision.
- (4) In the event of a dissolution, the assets of the FiTI shall be applied to similar objectives to those of the FiTI and as determined by the FiTI International Board, subject to the approval of the FiTI Members’ Meeting.

Secretary name: Christina Fondamiere

Secretary signature: .....

Date: 23 January 2020