



INTERNATIONAL FERTILIZER ASSOCIATION LIMITED

Private Company Limited by Guarantee not having a Share Capital

BYELAWS

Revised at the General Meeting on May 24, 2023

TABLE OF CONTENTS

1	ADOPTION OF BYELAWS	4
	Adoption	4
	Term	4
2	INTERPRETATION	4
3	MEMBERSHIP	4
	Application Form.....	4
	Supporting Information	4
	Review by Board of Directors	5
	Obligation to Provide Information.....	5
	Membership Categories.....	5
	Register of Members.....	5
	Provision of Information	5
4	MEMBERSHIP FEES	6
	Basis of Membership Fees	6
	Ordinary Members	7
	Associate Members.....	7
	Affiliate Members	7
	Correspondent Members.....	7
	Tonnage and sales turnover declarations.....	7
5	PROCEEDINGS AT GENERAL MEETINGS.....	7
	Proxy Form	7
6	CHAIR.....	8
7	VICE-CHAIR.....	8
8	IFA AMBASSADORS	8
	Eligibility	8
	Appointment of IFA Ambassadors	8
	Number of IFA Ambassadors	8
	Role.....	8
	Term of Office.....	8
	Meetings	9
	Voting	9
9	BOARD OF DIRECTORS	9
	Eligibility	9
	Composition	9
	Transitional provision	10

10	PROCEEDINGS OF BOARD OF DIRECTORS	11
	Meetings	11
	Quorum.....	11
	Chair	11
	Attendance.....	11
11	DIRECTOR GENERAL	11
	Appointment.....	11
	Role.....	11
	Other Management Roles.....	11
12	EXECUTIVE BOARD	12
	Progression through Posts.....	12
	Eligibility	12
	Proceedings.....	12
	Meetings	12
	Regular Communications	12
13	FINANCE COMMITTEE.....	12
	Eligibility	12
	Appointment.....	12
	Proceedings.....	12
	Role.....	13
	Term of Office.....	13
14	THEMATIC COMMITTEES.....	13
	Sustainability Committee	13
	Market Intelligence Committee.....	13
	Public Affairs Committee	13
15	MEMBERSHIP OF THEMATIC COMMITTEES.....	14
	Appointment.....	14
	Chair and Vice-Chair	14
	Term of Office of Chair and Vice-Chair	14
16	OPERATING STRUCTURE OF THEMATIC COMMITTEES.....	14
	Operating Structure.....	14
	Sub-Committees	14
	Working Group.....	14
	Task Force.....	14
17	MEETINGS OF THEMATIC COMMITTEES.....	14
	Proceedings.....	14
	Notice of Meetings.....	15
	Meetings	15

Voting	15
Open Attendance at Meetings	15
Proxies	15
Quorum.....	15
18 STRATEGIC ADVISORY TEAMS	15
Composition	16
Eligibility	16
Appointment.....	16
Role.....	16
Powers	16
Term of Office.....	17
Voting	17
19 EXECUTION OF DOCUMENTS.....	17

BYELAWS OF THE
INTERNATIONAL FERTILIZER ASSOCIATION LIMITED
(THE “ASSOCIATION”)

1 ADOPTION OF BYELAWS

Adoption

- 1.1 These Byelaws are adopted, in accordance with Article 20 of the Articles of Association (the “**Articles**”) of the Association, to complement those Articles by providing detailed rules and procedures relating to the internal administration of the Association, and which may be amended from time to time by the Board of Directors, in accordance with Article 14 and 20.

Term

- 1.2 Subject to the powers of the Board of Directors to amend the provisions of these Byelaws, they will remain in force (as amended from time to time as set out above) until they are expressly cancelled, replaced or revised by decision of the General Meeting of the Members of the Association.

2 INTERPRETATION

- 2.1 Any words or expressions defined in the Articles shall have the same meaning in these Byelaws.

COMPOSITION OF THE ASSOCIATION

3 MEMBERSHIP

Application Form

- 3.1 Every person applying for membership, in whatever category, will be required to send to the Secretariat, for the attention of the Board of Directors, a completed application form as shown in Annex 1 of these Byelaws.

Supporting Information

- 3.2 The Board of Directors has the right to require the applicant, and/or the applicant’s representatives, to provide any documents and information which, in the reasonable opinion of the Board of Directors, are necessary to demonstrate that the applicant meets the relevant eligibility criteria attaching to the category of membership for which the application has been made. The Board of Directors will not be obliged to consider

any application until it has received all such documents and information that it has requested.

Review by Board of Directors

- 3.3 Any application for membership shall be reviewed by the Board of Directors at its first meeting held not earlier than 30 days (or such shorter period as the Board of Directors may decide) after receipt of the application.

Obligation to Provide Information

- 3.4 Members have an obligation to apprise the Secretariat of any and all sanctions applicable to their company in the jurisdictions relevant to IFA as soon as they become aware of such sanctions. Members shall notify the Secretariat of such an event in writing, by email to IFAmembership@fertilizer.org, or by post to IFA's registered address in France.
- 3.5 Jurisdictions applicable to IFA for purposes of sanction (the "Jurisdictions") include the European Union, France, the United Kingdom, the United Nations and the United States of America.

Membership Categories

- 3.6 It is a requirement that, in order to move from Associate Member to Ordinary Member, distributors of fertilizers, fertilizer intermediates, their raw materials or such intermediate products, containing one or more of the major plant nutrients (being nitrogen, phosphorus, potassium and sulphur) and/or secondary nutrients and/or micro-nutrients, must possess material dedicated fertilizer assets. The Board of Directors shall have discretion when considering any application submitted to it in accordance with this Byelaw 3, and when assessing if any applicant has material dedicated fertilizer assets the Board of Directors shall have regard for the following in respect of such applicant:
- 3.6.1 average annual utilization rates of more than half of a distributor's assets must be dedicated to fertilizers;
 - 3.6.2 annual fertilizer and related products sales are in excess of USD 100 million; and
 - 3.6.3 distributors must have been active in the distribution of fertilizers, intermediates or raw materials for at least 10 (ten) years.

Register of Members

- 3.7 The Association will maintain a Register of Members in accordance with the requirements of the Companies Act.

Provision of Information

- 3.8 All Members shall furnish, as soon as reasonably practicable upon request of the Association, the Association with all available information reasonably requested for the compilation of such reports as the Board of Directors may, from time to time, require the Secretariat to prepare, on the understanding that any confidential data furnished by a Member at the Association's request will not, without the consent of such Member, be published or divulged to other Members or third parties but may be used for the

compilation of aggregated totals that are published or otherwise disseminated by the Association on such aggregated basis.

4 MEMBERSHIP FEES

Basis of Membership Fees

- 4.1 Membership Fees shall be assessed by the Board of Directors and proposed for approval to the General Meeting. Once approved by the General Meeting, the Board of Directors shall have the right to adjust the Membership Fees only in accordance with the Articles. All Membership Fees must be paid in accordance with the Articles.
- 4.2 No member of any membership category having an activity which would confer eligibility for another class of membership shall be assessed for less than the amount payable in respect of that other category of membership.
- 4.3 Subject to Byelaw 4.5, companies in the same group may have individual membership of the Association or, alternatively, they may request a single group membership, subject to approval by the Board of Directors. For the purposes of membership of the Association, a group is defined as a parent or holding company and one or more subsidiary or sister companies in each of which the parent should normally own a share of more than 50 per cent. The members of a group may be in the same country or in different countries.
- 4.4 In the case of individual membership for any companies within a group, the Membership Fees of each of these companies shall be assessed separately. Any subsidiary company of a group that is qualified for group membership should normally be a member of the Association. A subsidiary company of a group may be a member in its own right, but would need to include the tonnage declaration of all other subsidiaries in the same group of the company if those other subsidiaries do not apply for membership.
- 4.5 In the event that, as a result of any merger, acquisition, disposal, reorganization, restructuring or similar corporate event, two or more Members become members of the same group of companies, those Members shall notify the Association of the date and nature of such event as soon as reasonably practicable. Such Members shall continue to be treated as individual Members in both the calendar year in which those Members became members of the same group of companies and the following calendar year (and for the avoidance of doubt, during such period the Membership Fees payable by each Member shall be calculated on the basis of their applicable tonnage or turnover figures prior to the relevant Members becoming members of the same group of companies).
- 4.6 In the event of Defaulting Members that would like to reinstate their IFA membership, the Association shall reinstate the membership after the Members have cleared any and all arrears for the last year of membership in which they defaulted. Such arrears shall be equivalent to 50% of the fee invoiced for the default year plus the additional amount due in accordance with Article 10.3 of the Articles of Association and as further detailed in the Membership Guidelines.

Ordinary Members

- 4.7 Ordinary Members:
- 4.7.1 which are producers or manufacturers (within Article 7.3.1) will have their fees assessed on the basis of annual tonnage delivered or sold, or
 - 4.7.2 which are distributors (within Article 7.3.2) will have their fees assessed on the basis of annual sales turnover (and where such Ordinary Member was an Associate Member immediately prior to becoming an Ordinary Member, such Membership Fees shall be marginally higher than the Membership Fee paid as an Associate Member).

Associate Members

- 4.8 Associate Members:
- 4.8.1 falling within the scope of Article 7.4.1 will have their Membership Fees assessed on their annual sales turnover; and
 - 4.8.2 falling within the scope of Articles 7.4.2, 7.4.3, 7.4.4, 7.4.5 or 7.4.6 will have their Membership Fees assessed on the basis of a flat rate.

Affiliate Members

- 4.9 Affiliate Members shall not be liable to pay a Membership Fee but the services provided by the Association may be tailored by the Board of Directors based on the reciprocal services to the Association.

Correspondent Members

- 4.10 The Membership Fees payable by the Correspondent Members shall be assessed on the basis of a flat fee. The services provided to the Correspondent Members by the Association may be tailored by the Board of Directors.

Tonnage and sales turnover declarations

- 4.11 Membership Fees calculated on annual tonnage (delivered or sold) or annual sales turnover are to be based on tonnage and sales turnover declarations, which the relevant Members shall submit to the Secretariat. The procedures in accordance with which the relevant Members shall make such declarations shall be set out in membership guidelines that shall be approved by the Board of Directors and, following its approval, notified to the relevant Members.

FUNCTIONING OF THE ASSOCIATION

5 PROCEEDINGS AT GENERAL MEETINGS

Proxy Form

- 5.1 The form to be used by any Member to appoint another Member as its proxy to represent it at any General Meeting is shown in Annex 2.

6 CHAIR

- 6.1 Typically a person who has been a member of the Executive Board for at least 6 (six) years will be eligible to be proposed by the Board of Directors to the General Meeting for election as Chair.

7 VICE-CHAIR

- 7.1 Typically a person who has been a member of the Executive Board for at least 4 (four) years will be eligible to be proposed to the General Meeting for election as the Vice-Chair. Normally the candidate for Vice-Chair must have already served as the Chair of the Finance Committee.

8 IFA AMBASSADORS

- 8.1 Senior executives representing Members will be designated as IFA Ambassadors.

Eligibility

- 8.2 Each IFA Ambassador must be the appointed corporate representative (being a natural person) of a Ordinary, Associate or Affiliate Member.

Appointment of IFA Ambassadors

- 8.3 In close coordination with the Members, and ensuring broad diversity of the IFA Ambassador group, the Director General/CEO will appoint the IFA Ambassadors, and will inform the Board of Directors. The term of each IFA Ambassador shall commence upon his/her appointment by the IFA Director General/CEO.

Number of IFA Ambassadors

- 8.4 Each Ordinary, Associate and Affiliate Member may have one IFA Ambassador by IFA region in which they have on-the-ground activities.

Role

- 8.5 The IFA Ambassadors shall be responsible for:
- 8.5.1 Actively doing national and regional outreach about the work of IFA;
 - 8.5.2 Actively building IFA membership in their countries and regions;
 - 8.5.3 Advise IFA on the issues of relevance in their countries and regions;
 - 8.5.4 Regularly liaise with the Secretariat, to be apprised of all the IFA activities and keep IFA apprised on their work in their countries and regions.

Term of Office

- 8.6 Each IFA Ambassador will be appointed for a term of office of 2 (two) years and may be reappointed in accordance with the Articles and the Byelaws.

Meetings

- 8.7 Meetings of the IFA Ambassadors of any particular country or region may be organized as they may decide but each meeting must be attended by at least one staff liaison officer from the Secretariat and follow a pre-set agenda communicated to all such IFA Ambassadors and the Secretariat with the notice convening the meeting.

Voting

- 8.8 IFA Ambassadors will seek to operate on a consensual basis but to the extent that any matter is put to a formal vote at a meeting of IFA Ambassadors, a simple majority is required and each IFA Ambassador has one vote.

9 BOARD OF DIRECTORS

Eligibility

- 9.1 Each Board Director must be a Chief Executive Officer, President or Chairman of the Board of Directors of the relevant Ordinary Member unless otherwise approved by the Board of Directors. In exceptional circumstances, Board of Directors may allow a candidate holding a different position to represent a Member on the Board of Directors.
- 9.2 Any candidate for election as a Board Director must have demonstrated to the Board of Directors his/her capacity to represent fully the interests and work of the Association and to protect the Association's reputation. In forming its decision with regard to any candidate, the Board of Directors shall have regard to any previous service of such candidate to the Association.

Composition

- 9.3 The Board shall be composed of:
- 9.3.1 Fourteen to sixteen (14-16) permanent seats for the largest fertilizer-producing companies, ranked by their production as disclosed to IFA annually for membership fee calculation.
- (a) Companies not interested to serve on the Board of Directors will pass on their seat to the next company on the list of the largest fertilizer-producing companies.
- (b) Should the ranking change due to a merger or an acquisition:
- If both companies are represented through a permanent seat on the Board of Directors, the acquired company would step down from the Board of Directors effective immediately after closing of the merger or acquisition, and the CEO of the new company would represent the new entity on the Board of Directors;
 - If only one company is represented through a permanent seat, and acquires another entity, the situation remains unchanged;

- If only one company is represented through a permanent seat and is acquired by an entity from outside of the industry, this will be handled on a case-by-case basis;
- If two smaller companies merge and make it to the list of top 14-16, they will get a seat on the Board of Directors when such seat becomes available, on January 1st of the following year.

(c) Should the ranking change due to organic growth or decline:

- If a company reaches top 14-16 through organic growth, its CEO shall join the Board on January 1st of the following year.
- If a company no longer appears among the top 14-16, its CEO shall complete his/her term until December 31st of that year.

(d) Should the CEO or Chairman of their Board of Directors change, his/her successor would become IFA Board Director.

9.3.2 Two (2) permanent seats for the largest fertilizer-consuming countries according to IFASTAT.

Such seat shall be allocated either to the largest company in those countries or through a consultative process by the industry association(s)/consultative group(s) in those countries.

9.3.3 Nine to twelve (9-12) rotating seats for smaller fertilizer producing companies.

9.3.4 Two (2) rotating seats for fertilizer trading and distribution companies that are registered as Ordinary Members.

9.4 The maximum number of consecutive terms for Board Directors with rotating seats is limited to two two-year terms, unless the said Board member is promoted to the Executive Board.

9.5 Regional and nutrient representation and gender diversity shall be considered in nominations for rotating seats on the Board of Directors.

9.6 Board members should represent companies with a good sustainability record/ESG rating. Ideally, their company should be IFA Product Stewardship Champion, and it should respect globally agreed principles relative, for instance, to gender diversity, and child and forced labor.

9.7 Individuals that become subject to sanctions applicable to IFA or executives of companies that become subject to sanctions applicable to IFA shall step down from the Board of Directors effective immediately until such sanctions are lifted.

9.8 Individuals under serious fraud investigation in any jurisdiction or executives of companies under serious fraud investigation in any jurisdiction shall temporarily step down from the Board of Directors.

Transitional provision

9.9 The Board Directors existing immediately prior to the adoption of these Byelaws will continue as members of the Board of Directors until the end of their ongoing term.

10 PROCEEDINGS OF BOARD OF DIRECTORS

Meetings

- 10.1 Details of proceedings of the Board of Directors are set out in the Articles.
- 10.2 The Board of Directors shall meet not less than 2 (two) times per year, with notice for each Board Meeting being given in accordance with Articles 14.4 to 14.8 of the Articles of Association.

Quorum

- 10.3 The quorum necessary for the valid transaction of business by the Board of Directors will be the presence, in person (which includes remote attendance) or by proxy (being another Board Director), of not less than one third of the total number of Board Directors at the time the meeting is held.

Chair

- 10.4 The Chair (or, in his/her absence, the Vice-Chair) shall chair meetings of the Board of Directors.

Attendance

- 10.5 Board Directors are strongly encouraged to attend meetings in person and only if absolutely necessary, may do so remotely by telephone, video link or other remote means of communication.

11 DIRECTOR GENERAL

Appointment

- 11.1 Based on a recommendation from the Board of Directors, the General Meeting shall appoint a Director General to act as the Chief Executive Officer (CEO) of the Association.

Role

- 11.2 The Director General & CEO shall be responsible for carrying out the day to day business of the Association under such supervision as he/she may receive from the Chair, the Vice-Chair, the Board of Directors and the Executive Board. He/she shall be a non-voting member of the Executive Board.

Other Management Roles

- 11.3 The Board of Directors may appoint in its discretion such other persons to such other managerial or administrative roles as may be thought necessary or desirable. The Board of Directors may delegate such powers of appointment to the Director General & CEO on such terms as it may consider appropriate.

BOARD COMMITTEES

12 EXECUTIVE BOARD

Progression through Posts

- 12.1 Subject to their remaining Board Directors in accordance with the Articles and these Byelaws, typically members of the Executive Board will initially serve as a regular Executive Board member before being considered for Chair of the Finance Committee and subsequently, having served as Chair of the Finance Committee, being considered for Vice-Chair and ultimately for Chair.

Eligibility

- 12.2 Details of the eligibility for and composition of the Executive Board are set out in the Articles.

Proceedings

- 12.3 Subject to any rules imposed by these Byelaws, the Executive Board shall have power to regulate its own proceedings but unless otherwise decided it will follow the applicable provisions which apply to proceedings of the Board of Directors (as set out in both the Articles and these Byelaws).

Meetings

- 12.4 The Executive Board shall meet not less than 4 (four) times per year.

Regular Communications

- 12.5 Members of the Executive Board must be committed to having regular exchanges with each other and with the Director General & CEO to ensure the smooth operation of the Association.

13 FINANCE COMMITTEE

Eligibility

- 13.1 Only representatives of the Ordinary Members and the Associate Members may be members of the Finance Committee. Each member of the Finance Committee shall have one vote.

Appointment

- 13.2 The Board of Directors shall appoint the members of the Finance Committee including the Chair (who must be a member of the Executive Board).

Proceedings

- 13.3 Subject to any rules imposed by these Byelaws, the Finance Committee shall have the power to regulate its own proceedings but unless otherwise decided it will follow the applicable provisions which apply to proceedings of the Board of Directors (as set out in both the Articles and these Byelaws).

- 13.4 The Finance Committee shall meet not less than 2 (two) times per year, with such meetings taking place either at the times of the General Meetings or otherwise as determined by the Finance Committee.

Role

- 13.5 The role of the Finance Committee is to guide and manage, under the supervision of the Board of Directors, the finances of the Association.
- 13.6 The Finance Committee shall be responsible for reviewing the Association's budget estimates, for recommending each year to the Board of Directors the proposed Membership Fees, for reviewing periodically the basis upon which Member subscriptions are calculated, for periodically agreeing a set of investment guidelines for the Association and for advising on investment (pursuant to its investment guidelines) of any funds of the Association not immediately required for its purposes. In addition, it shall deal with such other financial and staff matters as the Board of Directors may decide from time to time.

Term of Office

- 13.7 The term of office of members of the Finance Committee will be 2 (two) years and can be renewed if so decided by the Board of Directors.
- 13.8 Each member of the Finance Committee has one vote and decisions shall be taken by a simple majority.

THEMATIC COMMITTEES

14 THEMATIC COMMITTEES

- 14.1 The Association shall have three Thematic Committees namely:

- 14.1.1 Sustainability Committee;
- 14.1.2 Market Intelligence Committee; and
- 14.1.3 Public Affairs Committee.

Sustainability Committee

- 14.2 The role of the Sustainability Committee is to promote the sustainable production and use of plant nutrients.

Market Intelligence Committee

- 14.3 The role of the Market Intelligence Committee is to provide authoritative information and statistics on supply, demand and trade of fertilizers and fertilizer raw materials and monitor developments that may impact the future of global fertilizer markets.

Public Affairs Committee

- 14.4 The role of the Public Affairs Committee is to raise the profile and reputation of the industry among its international stakeholders by tracking, analyzing and intervening in policy processes.

15 MEMBERSHIP OF THEMATIC COMMITTEES

Appointment

- 15.1 At any time, and for a 2 (two)-year term, Members can nominate their representative(s) to serve (or continue serving) on any Thematic Committee.

Chair and Vice-Chair

- 15.2 The Board of Directors shall elect the Chair of each Thematic Committee who must be a Board Director. Each Committee shall elect, from amongst its members, a Vice-Chair who may deputize for the Chair.

Term of Office of Chair and Vice-Chair

- 15.3 The Committee Chair and Vice-Chair shall be elected for a term of 2 (two) years, which can be renewed if he/she remains a Board Director (in the case of the Chair), or if he/she is re-elected by members of the relevant Thematic Committee (in the case of the Vice-Chair).

16 OPERATING STRUCTURE OF THEMATIC COMMITTEES

Operating Structure

- 16.1 Each Thematic Committee may define its own operating structure in accordance with its mandate and strategic objectives, as approved by the Board of Directors.

Sub-Committees

- 16.2 Each Thematic Committee may decide to create (and terminate) working groups subject to the approval of the Board of Directors and/or task forces, subject to ongoing supervision and guidance from the Board of Directors, where appropriate.

Working Group

- 16.3 A working group shall comprise a permanent group of members of the Thematic Committee and a staff liaison officer working together on any specific project requiring their particular expertise and time.

Task Force

- 16.4 A task force shall comprise a temporary group of members of the Thematic Committee and a staff liaison officer working together on a time-bound task for the purpose of accomplishing a definite objective.

17 MEETINGS OF THEMATIC COMMITTEES

Proceedings

- 17.1 Each Thematic Committee will have power to regulate its own proceedings subject to any rules imposed by the Board of Directors.

Notice of Meetings

- 17.2 Not less than 15 days' written notice of each Thematic Committee meeting shall be given to all Members with a copy of the agenda.

Meetings

- 17.3 Each Thematic Committee shall meet not less than once per year. Meetings can be held under various formats including remotely using information and communications technology.

Voting

- 17.4 Decisions are taken by a simple majority of members having the right to vote (which for the avoidance of doubt shall include Ordinary Members and Associate Members only) but in the event of an equality of votes being cast, the relevant Thematic Committee's Chair has a casting vote. Votes at Thematic Committee meetings shall be taken by a show of hands unless a secret ballot is demanded by either the relevant Thematic Committee's Chair or by not less than 5 (five) Thematic Committee members present at the meeting (in which case a secret ballot shall take place). Proxy votes are taken into account in a show of hands vote and in secret ballot vote.

Open Attendance at Meetings

- 17.5 Attendance at Thematic Committee meetings is open to all Members and each Member may send as many participants from among its officers or staff as it may wish, subject to any limits communicated in advance by the Board of Directors.

Proxies

- 17.6 Any Thematic Committee member may appoint another member of that Thematic Committee as its proxy to vote on its behalf at any Thematic Committee meeting. The instrument appointing a proxy must be in the form approved by the Thematic Committee (a copy of which will normally be sent with the notice convening the meeting) and must be received by the Secretariat not less than 48 hours before the time fixed for the meeting.

Quorum

- 17.7 The quorum for each Thematic Committee meeting shall be the presence, in person (which includes the representative of a Member entity) or by proxy, of not less than 10 (ten) members of that committee. If the quorum is not reached, the Thematic Committee meeting shall be adjourned and reconvened with the same agenda at a date and place determined by the Chair and the reconvened meeting may validly deliberate whatever the number of Thematic Committee members present.

18 STRATEGIC ADVISORY TEAMS

- 18.1 In accordance with Article 25, each Thematic Committee shall be governed by a Strategic Advisory Team.

Composition

- 18.2 Each Strategic Advisory Team is to be composed of no more than 18 (eighteen) members and shall comprise:
- 18.2.1 the Chair (being the person elected as Chair of the Thematic Committee and approved by the Board of Directors);
 - 18.2.2 the Vice-Chair (being the person elected as the Vice-Chair of the Thematic Committee);
 - 18.2.3 up to no more than 15 (fifteen) additional members of the relevant Thematic Committee, in each case as elected by the members of the Thematic Committee, of which at least 3 (three) but no more than 5 (five) shall be Affiliate Members (or their representatives). In accordance with Byelaw 19.8, representatives of Ordinary Members and Associate Members have one vote and representatives of Affiliate Members shall serve in a non-voting capacity; and
 - 18.2.4 a staff liaison officer appointed by the Director General & CEO (who shall not be entitled to vote).

Eligibility

- 18.3 Any member of a Thematic Committee is eligible to be elected as a member of its Strategic Advisory Team, save that any Member with activities that compete, in whole or in part, with the activities of the Association shall not be (and nor shall any representative of that Member be) eligible to be elected as Strategic Advisory Team members, in order to avoid any actual or potential conflicts of interest. Whether a Member has activities that compete, in whole or in part, with the activities of the Association shall be decided by a vote of the relevant Thematic Committee in accordance with Byelaw 18.4.

Appointment

- 18.4 The members of each Strategic Advisory Team are elected by the members of their respective Thematic Committees.

Role

- 18.5 The role of the Strategy Advisory Teams is to ensure the alignment between the activities of the applicable Thematic Committee and the policies and objectives of the Board of Directors. Each Strategic Advisory Team reports to its respective Thematic Committee.

Powers

- 18.6 The powers and duties of each Strategic Advisory Team include:
- 18.6.1 conducting due diligence on proposed new initiatives of the relevant Thematic Committee and seeking the approval of the Board of Directors before commencing initiatives which are intended to result in materials for public dissemination;
 - 18.6.2 setting the agenda of the relevant Thematic Committee's meetings;

- 18.6.3 reviewing and monitoring the activities and the discussions of the relevant Thematic Committee and any sub-committees (including working parties and task forces).

Term of Office

- 18.7 The term of office of members of Strategy Advisory Teams will be 2 (two) years and may be renewed by the relevant Thematic Committee.

Voting

- 18.8 Each member of any Strategic Advisory Team who is a representative of an Ordinary Member or Associate Member has one vote. In accordance with Byelaw 19.2, the corporate representatives of Affiliate Members may serve on Strategic Advisory Teams in a non-voting capacity, subject to the approval of the relevant Thematic Committee. Decisions will be taken by a simple majority and in the case of any equality of votes being cast the Chair has a casting vote.

19 EXECUTION OF DOCUMENTS

- 19.1 Each Board Director, Executive Board member, Finance Committee member, Thematic Committee member and Strategic Advisory Team member acknowledges that all decisions and actions are to be taken following the appropriate discussion and resolution (and if appropriate any agreed delegation) by, respectively, the Board of Directors, the Executive Board, the Finance Committee, the relevant Thematic Committee and the relevant Strategic Advisory Team.
- 19.2 Furthermore, no Board Director, Executive Committee member, Finance Committee member, Thematic Committee member and Strategic Advisory Team member, shall enter into, or shall be deemed to have the authority to enter into, any binding arrangement, contract, liability (or otherwise any other type of document) on behalf of the Association except in accordance with the Association's internal signing or delegated authority guidelines approved by the Board of Directors from time to time.