

Grow**Asia**

**CONSTITUTION OF GOVERNANCE
AND MEMBERSHIP**

Contents

Article		Page
1	<u>General Exclusions</u>	1
2	<u>Name</u>	1
3	<u>Definitions</u>	1
4	<u>Objects</u>	1
5	<u>Grow Asia Board</u>	2 - 5
6	<u>Grow Asia Partners Advisory Council</u>	5 - 9
7	<u>Grow Asia Business Council</u>	10 - 13
8	<u>Application for Membership to Grow Asia Councils</u>	13 - 14
9	<u>Resignation, Suspension and Exclusion of Membership</u>	14
10	<u>Entrance Fees, Subscriptions and Donations</u>	15
11	<u>Prohibitions</u>	15
12	<u>Amendments to the Constitution</u>	15
13	<u>Interpretation</u>	16
14	<u>Transparency and Communications</u>	16

Article 1- General Exclusions

- 1.1 Grow Asia Partnership Ltd. is a Public Company Limited by Guarantee incorporated in Singapore. The Company Directors of Grow Asia Partnership Ltd. are legally responsible for the functioning of the entity including attending the Annual General Meeting, signing off on the annual accounts and paper, Directors' Resolutions as required (e.g. opening bank accounts), etc.
- 1.2 Hence, the Governance & Membership Bodies referenced in this constitution are not responsible for the activities that fall under the legal responsibilities of the Company Directors.
-

Article 2 - Name

- 2.1 The organization is known as "Grow Asia Partnership Ltd." hereinafter referred to as the "Organization".
-

Article 3 - Definitions

- 3.1 Definitions In this Constitution, unless the subject or context otherwise requires, the following words and expressions shall have the following meanings respectively ascribed to them:
- **"Board Members"** means those persons who are elected or appointed in accordance with Article 5;
 - **"Partners Advisory Council Members"** means the members of the Partners Advisory Council in accordance with Article 6;
 - **"Business Council Members"** means the members of the Business Council in accordance with Article 7;
 - **"Secretariat"** means the executive staff employed by Grow Asia Partnership Ltd. under the direction of the Executive Director.
-

Article 4 - Objects

4. The Company is established for the purposes expressed in Clause 3 Memorandum and Articles of Association signed by Members of Grow Asia Partnership Ltd. This constitution serves as a by-law for the furtherance of these purposes.

Article 5 – Grow Asia Board

5.1 The Grow Asia Board is a multi-stakeholder advisory mechanism, comprised of senior individual representatives of Grow Asia's key stakeholder groups. The multi-stakeholder composition is critical to building consensus and collaboration among stakeholder groups, reinforcing the shared approach. The Board comprises the following members:

- An Independent Chair;
- Four Members elected by the Business Council;
- Four Members elected by the Partners Advisory Council; and
- not less than one and not more than four representatives nominated by the Secretariat.

5.1.2 The four Business Council candidates shall be nominated by Premium Members of the Business Council and elected by a majority vote of all Business Council Members. A Premium Member may not have more than one representative on the Board.

5.1.3 The four Partners Advisory Council candidates shall be nominated by Premium Members of the Partners Advisory Council and elected by a majority vote of all Partners Advisory Council Members. A Premium Member may not have more than one representative on the Board.

5.1.4 Nominations for the independent Chair shall be submitted by the Secretariat to the Board and election of the Chair shall follow on a simple majority of the Board.

5.1.5 Names of the remaining candidates for members of the Board shall be proposed by the Secretariat and election shall follow on a simple majority vote of the Board.

5.1.6 Election will be either by show of hands or, subject to the agreement of the majority of the Members present or represented by proxy, by secret ballot. In the event of a tie, the Chair shall have a casting vote.

5.1.7 Any Board Member may be re-elected to the same post for up to three consecutive terms of office.

5.1.8 The term of office of any Board Member shall be two years, save that the term of any such Board Member shall expire automatically upon the first to occur of:

- (a) the death of such Board Member;
- (b) such Board Member ceases for whatever reason to belong to the Premium Member to which s/he belonged at the time of their election to the Board;
- (c) the Premium Member to which such Board Member belonged at the time of election to the Board ceases to be a Premium Member or resigns from membership or is suspended or excluded from membership.

5.1.9 Any Board Member whose term of office shall expire pursuant to Article 5.1.8 (a), or (b) (the "**out-going Board Member**"), may be replaced by such individual (the "**replacement Board Member**") nominated by the Premium Member to which the outgoing Board Member belonged by way of letter in writing to the Secretariat.

Article 5 – Grow Asia Board

5.2 Meetings of the Board

- 5.2.1** A meeting of the Board shall be held at least twice annually, at such place and time and in such manner, including by teleconference, as determined by the Secretariat after consultation with the Board Members.
- 5.2.2** The Secretariat may call a meeting of the Board at any time by giving at least five days' notice to the Board Members.
- 5.2.3** Between meetings, the Board Members may be consulted in writing. In such cases the Board Members shall reply within two weeks of being consulted. Any decisions which have been requested by written consultation shall require the consent of a majority of Board Members.
- 5.2.4** The agenda for meetings of the Board shall be drawn up by the Secretariat in consultation with the Chair.
- 5.2.5** Any change in the members of the Board shall be notified to all Board members within two weeks of such change.
- 5.2.6** A member of the Board shall be entitled to appoint an alternate to attend any meetings of the Board on his/her behalf. The alternate shall be an individual who belongs to the same Council to which the appointer is from. Any such appointment shall be made in writing and signed by the appointer and delivered to the Secretariat at least 48 hours before the time of the relevant meeting of the Board. The alternate so appointed shall be entitled to attend at that meeting of the Board only (and at no other meeting) at which the appointer is not present. If a Board Member misses two successive Board meetings, the Board Member will not be entitled to nominate an alternate.

5.3 Voting

- 5.3.1** The Board shall vote by simple majority of the Board Members present. Each Board Member shall have one vote.
- 5.3.2** At least half of the Board Members being present at a Board meeting shall constitute a quorum.
- 5.3.3** The Board may invite to its meetings representatives from the Councils or other organizations, who shall not by virtue of such invitation be entitled to vote.

Article 5 – Grow Asia Board

5.4 Duties of the Board

5.4.1 The duty of the Board is to supervise and provide guidance on the activities of the Organization. While final authority on matters of fiduciary control will rest with the Company Directors of Grow Asia Partnership Ltd., the Board is required to provide strategic guidance on matters relating to financial governance and risk management, which will be documented in the interest of transparency.

5.4.2 Subject to the provisions of 5.4.1, the Board shall guide the effective operation of the Organization by:

- (a) reviewing and monitoring the implementation of the policies, strategies and priorities of the Organization as set forth by the Secretariat;
- (b) reviewing proposals submitted by the Business Council and the Partners Advisory Council concerning the pursuit and realization of the objectives of the Organization as well as the definition of new objectives and terms of action;
- (c) Supervising the governance process for Grow Asia including the Business Council and Partners Advisory Council - including membership fees, activities, and recommendations;
- (d) Reviewing engagement with the ASEAN Ministers on Agriculture and Forestry and ASEAN Secretariat and providing guidance on proposals and action;
- (e) receiving and reviewing each year, a report on the activities for the previous Financial Year and making recommendations to donors and to the Secretariat;
- (f) appointing project teams to address specific or ongoing issues and opportunities, and the monitoring of their activities;
- (g) ensuring adherence to the multi-stakeholder values of the organization that there is no duplication or conflict of activities between the Councils;
- (h) reviewing the annual budget of the organization and the proposed allocation of resources to ensure efficiency and cost effectiveness;
- (i) exercising general supervision of the resources of the organization;
- (j) guiding the development of future funding strategies for Grow Asia, including advice on sustainable funding options for country partnerships and support for generating investments in Flagship and Impact Funds;
- (k) reviewing and making recommendations on the annual subscriptions for members; and
- (l) overseeing the risk management of the organization and providing mentorship and guidance on the proper functioning of the Secretariat.

Article 5 – Grow Asia Board

5.5 Establishment of Taskforces and Sprints

The Board may delegate any of its powers to taskforces consisting of such experts, and representatives from the Councils as it thinks fit. Any taskforce so formed shall in the exercise of the powers so delegated conform to any terms of reference that may be imposed on it by the Board or the Secretariat.

5.6 Duties of Board Members

5.6.1 Chair

The Independent Chair shall chair all meetings of the Board. S/he shall also represent the Organization in its dealings with outside persons and may also act as its spokesperson.

5.6.2 Board Members

Board Members shall assist in the general supervision of the Organization and assist with projects, fundraising efforts and/or speaking engagements from time to time.

Article 6 – Grow Asia Partners Advisory Council

6.1 The Grow Asia Partners Advisory Council is an independent advisory body comprising government agencies, non-profit entities, and non-government organizations representing the range of agriculture based societal and environmental issues facing the ASEAN countries. They engage with the Grow Asia Business Council and Secretariat to guide the focus, priorities and activities of Grow Asia. The Council comprises the following members:

- Two Co-Chairs;
- not less than three and not more than 25 entities who qualify for membership in accordance with article 6.2 and 6.3

6.2 Qualification for Membership

Membership of the Partners Advisory Council is open to any public sector entity, non-government organization, or non-profit entity engaged in the agri-food and forestry sector, including farmers associations, development agencies, research institutes, and multi-lateral government bodies.

Article 6 – Grow Asia Partners Advisory Council

6.3 Categories of Membership

The categories of membership are as follows:

- (a) **Members:** Membership of the Partners Advisory Council is open to such entities and organizations as the Board may from time to time approve that:
- (i) engage in the development of the agri-food or forestry sector;
 - (ii) are interested in furthering the objects of the organization;
 - (iii) are active in the Southeast Asia region with strong local links, programs and projects
 - (iv) recognize the positive role that governments and the private sector can play
 - (v) collaborative and open to partnering with other organizations and stakeholders; and
 - (vi) agree to such other reasonable conditions of membership established by the Board.
- (b) **Premium Members:** Premium Membership is available to Member entities who contribute to the Multi-donor Impact Funds and take an active role in Grow Asia Flagships. Premium members may nominate a representative to stand for election to the Board pursuant to Article 5.1.3.

6.4 Criteria for representation

- 6.4.1 On approval of membership by the Secretariat, members of the Partners Advisory Council shall be invited to nominate a senior representative to attend Council meetings and represent their entity in Grow Asia activities and programs.
- 6.4.2 The nominated representative should be the head of the region or equivalent, or hold a global function (in the case of a global entity), or be the head of the organization (for a regional or national entity).
- 6.4.3 Grow Asia strives for diversity and gender balance in the composition of its Councils and encourages representation across all Southeast Asia nations. Expertise and leadership experience in topics such as social equity, economic development, agri-finance, climate adaptation, and environmental conservation is valued; as well as a range of specialties including advocacy, monitoring and evaluation, and project implementation.
- 6.4.4 Nominated representatives shall be entitled to appoint an alternate to attend meetings of the Council on his/her behalf. The alternate shall be an individual who belongs to the same entity to which the appointer is from. Any such appointment shall be made in writing and signed by the appointer and delivered to the Secretariat at least 48 hours before the time of the relevant meeting of the Council. The alternate so appointed shall be entitled to attend at that meeting of the Council only (and at no other meeting) at which the appointer is not present.

Article 6 – Grow Asia Partners Advisory Council

6.4 Criteria for representation

- 6.4.5** A nominated representative may be replaced at any time by the Member entity by way of a letter in writing to the Secretariat.
- 6.4.6** In the event at any time the number of Council members is less than the minimum number specified in Article 6.1, the remaining Council Members may co-opt additional non-member experts up to the aforesaid minimum number to serve until membership numbers are restored.

6.5 Appointment of Co-Chairs

- 6.5.1** The Co-Chairs shall be nominated by Members of the Partners Advisory Council and elected by a majority vote.
- 6.5.2** Election will be either by show of hands or, subject to the agreement of the majority of the Members present or represented by proxy, by secret ballot. In the event of a tie, the Executive Director shall have a casting vote.
- 6.5.3** Any Co-Chair may be re-elected to the same post for up to three consecutive terms of office.
- 6.5.4** The term of office of any Co-Chair shall be two years, save that the term of any such Co-Chair shall expire automatically upon the first to occur of:
- (a)** the death of such Co-Chair;
 - (b)** such Co-Chair ceases for whatever reason to belong to the Member Entity to which s/he belonged at the time of their nomination;
 - (c)** the Member entity to which such Co-Chair belonged at the time of election ceases to be a Member of the Partners Advisory Council or resigns from membership or is suspended or excluded from membership.
- 6.5.5** Any Co-Chair whose term of office shall expire pursuant to Article 6.5.4 (a), or (b) (the “out-going Co-Chair”), may be replaced by such individual (the “replacement Co-Chair”) nominated by the Member entity to which the out-going Co-Chair belonged by way of letter in writing to the Secretariat.
- 6.5.6** Any Co-Chair whose term of office shall expire pursuant to Article 6.5.4 (c) shall not be replaced, but where such Co-Chair was elected by the Partners Advisory Council, the vacancy shall be filled by election conducted among the relevant Council Members, subject to Articles 6.5.1 and 6.5.2, be deemed to hold such post for the remainder of the term.

Article 6 – Grow Asia Partners Advisory Council

6.6 Meetings of the Partners Advisory Council

- 6.6.1** In the event at any time the number of Council members is less than the minimum number specified in Article 6.1, the remaining Council Members may co-opt additional non-member experts up to the aforesaid minimum number to serve until membership numbers are restored.
- 6.6.2** The Secretariat may call a meeting of the Council at any time by giving at least five days' notice to the Council Members.
- 6.6.3** Between meetings, the Council Members may be consulted in writing. In such cases the Council Members shall reply within two weeks of being consulted. Any decisions which have been requested by written consultation shall require the consent of a majority of Council Members.
- 6.6.4** The agenda for meetings of the Council shall be drawn up by the Secretariat in consultation with the Co-Chairs.

6.7 Voting

- 6.7.1** The Partners Advisory Council shall vote by simple majority of the Council Members present. Each Council Member shall have one vote.
- 6.7.2** At least half of the Council Members being present at a Council meeting shall constitute a quorum.
- 6.7.3** The Council may invite to its meetings representatives from the Business Council or other organizations, who shall not by virtue of such invitation be entitled to vote.

6.8 Duties of the Partners Advisory Council

- 6.8.1** The duty of the Partners Advisory Council is to provide guidance on the priorities and activities of the Grow Asia network and to ensure that outputs are aligned with the mission of the organization towards more inclusive, resilient, and sustainable food systems in Southeast Asia.

Article 6 – Grow Asia Partners Advisory Council

6.8 Duties of the Partners Advisory Council

6.8.2 The Partners Advisory Council shall guide the Organization by:

- (a) reviewing and monitoring the design and implementation of the policies, strategies and priorities of the Organization as set forth by the Secretariat;
- (b) monitoring adherence to the multi-stakeholder values of the organization and providing guidance to the Secretariat and the Board on matters that may give rise to conflict of interest or reputational damage;
- (c) representing the views of the broader civil society in Southeast Asia and guiding the organization on how to ensure positive impact for smallholder farmers, communities and the environment;
- (d) overseeing the monitoring and evaluation of the outcomes and impact of the organization projects including both intended and unintended consequences;
- (e) supporting engagement with the ASEAN Ministers on Agriculture and Forestry and ASEAN Secretariat and providing guidance on proposals and action;
- (f) identifying critical issues facing specific countries, geographies, and crop value chains that are under consideration in the country partnerships and at the regional level and developing innovative, practical, and feasible solutions to address these priority issues; and
- (g) appointing project teams to address specific or ongoing issues and opportunities, and the monitoring of their activities.

6.9 Duties of Partners Advisory Council Members

6.9.1 Co-Chairs

The Co-Chairs shall take it in turns to chair all meetings of the Partners Advisory Council. They will also represent the Organization from time to time in its dealings with outside persons and may also be invited to act as its spokespeople.

6.9.2 Council Members

Members of the Partners Advisory Council shall attend meetings of the Council and assist with projects, fundraising efforts and/or speaking engagements from time to time. Members may be invited to provide guidance and support to the activities of Grow Asia's country-based partnerships by engaging support from their own and other global and regional NGOs

- (a) provide partnership in the delivery of last mile solutions; and
- (b) collaborate on testing and implementing these solutions aimed at win-win for all partners involved.

Article 7 – Grow Asia Business Council

7.1 The Grow Asia Business Council is a high-level advisory body that brings together company leaders to help shape the Grow Asia partnership and the Country Partnerships, to develop a robust and market-driven approach, and to lead by example through investing in viable projects on the ground. The Grow Asia Business Council comprises:

- Two Co-Chairs; one representing a multi-national company, and one a regional company; and
- not less than three and not more than 25 entities who qualify for membership in accordance with article 7.2 and 7.3

7.2 Qualification for Membership

Membership of the Business Council is open to any entity or organization engaged in the production, distribution or sale of agriculture, food, or forestry products in Asia-Pacific, including entities engaged in the financial and support sectors.

7.3 Categories for Membership

The categories of membership are as follows:

- (a) Members:** Membership of the Business Council is open to such entities and organizations as the Board may from time to time approve that:
- (i)** companies operating across the food, agriculture, or forestry value chain in Asia-Pacific, including input companies, traders, manufacturers, retailers, financial service providers, tech companies, investors, advisors, and others.;
 - (ii)** are interested in furthering the objects of the organization; and
 - (iii)** agree to such other reasonable conditions of membership established by the Board.
- (b) Premium Members:** Premium Membership is available to Member companies who contribute to the Multi-donor Impact Funds and take an active role in Grow Asia Flagships. Premium members may nominate a representative to stand for election to the Board pursuant to Article 5.1.2.

7.4 Appointment of Representatives by Business Council Members

7.4.1 Each Council Member (not being an individual) shall within one month of the approval by the Secretariat of its application for membership designate by notice in writing to the Secretariat one C-Suite level (CEO or senior regional director) individual to act as its representative to attend and Council Meetings on its behalf.

7.4.2 Each Council Member (not being an individual) may designate an alternative representative with the approval of the Secretariat.

Article 7 – Grow Asia Business Council

7.4 Appointment of Representatives by Business Council Members

7.4.3 Grow Asia strives for diversity and gender balance in the composition of its Councils and encourages representation across all Southeast Asia nations. Expertise and leadership experience in topics such as agri-finance, digitalization, climate-smart technology, and women's economic empowerment is valued; as well as a range of specialties including advocacy and project implementation

7.4.4 Any change by a Council Member (not being an individual) of its representative must be notified in writing to the Secretariat at least eight days before the date of any Council Meetings. However, in an emergency, a change may be notified by electronic mail one working day before the date of the Council Meeting.

7.5 Appointment of Co-Chairs

7.5.1 The Co-Chairs shall be nominated by Members of the Business Council and elected by a majority vote.

7.5.2 Election will be either by show of hands or, subject to the agreement of the majority of the Members present or represented by proxy, by secret ballot. In the event of a tie, the Executive Director shall have a casting vote.

7.5.3 Any Co-Chair may be re-elected to the same post for up to three consecutive terms of office.

7.5.4 The term of office of any Co-Chair shall be two years, save that the term of any such Co-Chair shall expire automatically upon the first to occur of:

- (a) the death of such Co-Chair;
- (b) such Co-Chair ceases for whatever reason to belong to the Member Entity to which s/he belonged at the time of their nomination;
- (c) the Member entity to which such Co-Chair belonged at the time of election ceases to be a Member of the Business Council or resigns from membership or is suspended or excluded from membership.

7.5.5 Any Co-Chair whose term of office shall expire pursuant to Article 7.5.4 (a), or (b) (the “**out-going Co-Chair**”), may be replaced by such individual (the “**replacement Co-Chair**”) nominated by the Member entity to which the out-going Co-Chair belonged by way of letter in writing to the Secretariat.

7.5.6 Any Co-Chair whose term of office shall expire pursuant to Article 7.5.4 (c) shall not be replaced, but where such Co-Chair was elected by Business Council, the vacancy shall be filled by election conducted among the relevant Council Members, subject to Articles 7.5.1 and 7.5.2, be deemed to hold such post for the remainder of the term.

Article 7 – Grow Asia Business Council

7.6 Meetings of the Business Council

- 7.6.1** A meeting of the Business Council shall be held at least twice annually, at such place and time and in such manner, including by teleconference, as determined by the Secretariat after consultation with the Co-Chairs.
- 7.6.2** The Secretariat may call a meeting of the Council at any time by giving at least five days' notice to the Council Members.
- 7.6.3** Between meetings, the Council Members may be consulted in writing. In such cases the Council Members shall reply within two weeks of being consulted. Any decisions which have been requested by written consultation shall require the consent of a majority of Council Members.
- 7.6.4** The agenda for meetings of the Council shall be drawn up by the Secretariat in consultation with the Co-Chairs.

7.7 Voting

- 7.7.1** The Business Council shall vote by simple majority of the Council Members present. Each Council Member shall have one vote.
- 7.7.2** At least half of the Council Members being present at a Council meeting shall constitute a quorum.
- 7.7.3** The Council may invite to its meetings representatives from the Partners Advisory Council or other organizations, who shall not by virtue of such invitation be entitled to vote.

Article 7 – Grow Asia Business Council

7.8 Duties of Business Council Members

The duty of the Business Council is to provide private-sector championship and strategic direction for the Grow Asia partnership. Joining the Council will indicate a commitment to:

- (a) Supporting Grow Asia by actively participating in the Grow Asia Business Council and working closely with the Grow Asia Secretariat to develop a robust strategy and implementation plan
- (b) Developing country-specific inclusive and sustainable crop value chain initiatives in alignment with national priorities
- (c) Partnering with stakeholders from government, civil society, donors, academics, farmers and others in developing sustainable business models that deliver business value as well as rural development and food security impact
- (d) Investing financial and/or human resources in the successful execution and scaling up of Grow Asia's Flagship initiatives and Impact Funds, and in supporting the management of the country partnerships
- (e) Sharing learning and experience with other partners
- (f) Adhering to all local laws, global norms and industry best practices linked to investment in agriculture including land rights
- (g) Participating in the annual Grow Asia Forum and other relevant activities and events
- (h) Annually reporting on the company's investment, activities and impacts as per the Grow Asia measurement framework

7.9 Duties of Co-Chairs

The Co-Chairs shall take it in turns to chair all meetings of the Business Council. They will also represent the Organization from time to time in its dealings with outside persons and may also be invited to act as its spokespeople.

Article 8 – Application for Membership to Grow Asia Councils

- 8.1 Membership of the Grow Asia Councils is by invitation only. Any entity, organization or individual wishing to apply for membership to one of the Councils should submit its expression of interest to the Secretariat.

Article 8 – Application for Membership to Grow Asia Councils

8.2 All applicants must:

- (a) be acquainted with the Constitution and the Terms of Reference of the Council and agree to abide by them (in particular, the objects of the Organization as set out and referenced in Article 4);
- (b) be prepared to demonstrate their concurrence with the objectives of the Organization by producing appropriate documentary evidence;

8.3 Expressions of interest for membership shall be considered by the Secretariat. In the event of limited places, a decision will be referred to the Board for final selection. The decision of the Board shall be final and the Board shall be under no obligation to justify its decision.

8.4 A copy of the Constitution shall be furnished to every approved member.

Article 9 - Resignation, Suspension and Exclusion of Membership

9.1 Resignation

Any Council Member wishing to resign from membership shall give six months prior notice in writing. During this notice period, the membership conditions and the obligation to pay the subscriptions shall remain unaffected.

9.2 Suspension and Exclusion

9.2.1 Any Member may be suspended or excluded from membership pursuant to the decision of the Board by a majority of two-thirds of the votes of the Board Members present or represented by proxy. The Member in question shall have the right to present its defence, *inter alia* in the case of breach of this Constitution and/or breach decisions taken in accordance with this Constitution, or where the Member no longer fulfils membership conditions

9.2.2 Among others, the following shall be considered as grounds warranting suspension or exclusion:

- (a) any breach of these Articles which in the opinion of the Board is a serious breach;
- (b) any conduct which in the opinion of the Board brings the organization into disrepute;
- (c) any refusal to make financial or in-kind contributions towards the activities of the Organization implemented by the Board; and
- (d) failure to pay the subscriptions within three months from the due date following written reminder.

9.2.3 Any Member who is excluded from membership of the Organization during a Financial Year shall remain liable for the payment of the subscriptions for that Financial Year. Such Member shall have no rights to the Organization's assets.

Article 10 - Entrance Fees, Subscriptions and Donations

10.1 Entrance Fee

No entrance fee shall be payable by any Member.

10.2 Subscriptions

10.2.1 The annual subscriptions for each category of membership of the Councils shall be determined by the Board upon the proposal of the Secretariat.

10.2.2 Annual subscriptions shall be invoiced to Council Members on a schedule approved by the Board and shall be payable within 30 days of the date of issue of the relevant invoice. If a Council Member falls into arrears with its subscriptions or other dues, it shall be informed promptly by the Secretariat. If it fails to settle its arrears within eight weeks of receipt of such notification from the Secretariat, the Executive Director may order that it be denied the privileges of membership until it settles its account.

10.2.3 The income and property of the Organization whensoever derived shall be applied towards the promotion of the objects of the organization as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividends or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been Members or to any person claiming through any of them.

Article 11 - Prohibitions

11.1 Members of the Board or the Councils shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to or arrangement with Members with the purpose of or which is likely to have the effect of fixing or controlling the price of or any discount, allowance or rebate relating to any goods or services which adversely affects the interests of consumers.

11.2 Members shall not indulge in any political activity in the name of the Organization or allow its funds and/or premises to be used for political purposes.

Article 12 - Amendments to the Constitution

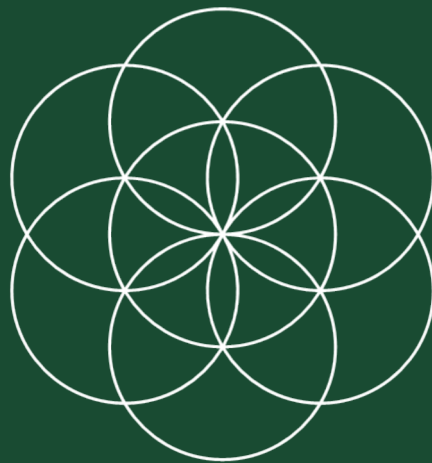
12.1 No alteration, addition or deletion to this Constitution shall be made except at a Board Meeting and with the consent of two-thirds of the Members present or represented by proxy at such Meeting, and they shall not come into force without the prior sanction of the Company Directors.

Article 13 - Interpretation

- 13.1** In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Board and the Company Directors shall have the power to use their discretion. The decision of the Board shall be final unless reversed by the Company Directors.
-

Article 14 - Transparency and Communications

- 14.1** A full list of members of the Board and the Councils shall be made available on the Grow Asia website (www.growasia.org). Summaries of meetings (following Chatham House rules) will be made available on the Grow Asia website within 4 weeks of every meeting.



Grow**Asia**

www.growasia.org