



**THE INTERNATIONAL SHIPSUPPLIERS
& SERVICES ASSOCIATION**

ARTICLES OF ASSOCIATION

Approved by the ISSA Executive Board July 2022



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Name, seat and duration

Article 1

1. The name of the Association is International Shipsuppliers & Services Association (I.S.S.A).
2. The Association was established on the 3rd October 1955 for unlimited duration.
3. The legal seat of the Association is in the municipality of The Hague, The Netherlands.
4. The administrative seat of the Association is where the Secretariat carries out its work.
5. The official and working language of the Association shall be English.

Association Year

Article 2

The Association year runs from 1st January to 31st December.

Definition of a Ship Supplier & Supplier

Article 3

1. Ship Supplier – A Ship Supplier is a company, firm or entity engaged professionally in the supply of consumable and/or non-consumable goods or services to ships, their owners, managers, crews and passengers.
2. Supplier – A Supplier is a company, firm or entity engaged in the supply of consumable and/or non-consumable goods or services to Ship Suppliers.

Objects of Association

Article 4

1. The Association has the following objects:
 - a. to promote, maintain and protect the economic interests and standing of its Members and the ship supply industry generally;
 - b. to represent its Members at an international level;
 - c. to promote and encourage good relations and dialogue between Ship Suppliers, ship owners and ship managers;
 - d. to strive continuously to maintain and improve the quality of services provided by its Members;
 - e. to encourage contact and dialogue between Members on common matters of interest;
 - f. to promote training and development within the Membership and wider ship supply industry;
 - g. to ensure, to the best of its ability, that Members abide by these Articles of Association and any sub-ordinate Directives;
2. The Association endeavours to fulfil its objects by:
 - a. promoting the Association and its Members to the wider shipping industry, including prospective members, ship owners, ship managers and government bodies;
 - b. organising an annual Convention and Exhibition for Members and those concerned with the wider ship supply industry;
 - c. organising and promoting training schemes for Members, with emphasis upon developing the skills of the next generation of Ship Suppliers;



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- d.** maintaining and keeping under review a Members' Code of Ethics and other Regulations and Resolutions;
 - e.** publishing the "ISSA Conditions of Sale", "ISSA Members' Register", the "Ship Supplier" magazine, the "ISSA Ships Stores Catalogue", or similar arrangement;
 - f.** maintaining an up-to-date Association website, mobile App and e-commerce platform;
 - g.** providing or facilitating, either directly or indirectly, services and products that assist its Members in their business;
 - h.** providing encouragement, help and assistance in the formation of National Associations and recruitment of Associate Members where no National Association exists;
 - i.** organising regional meetings;
 - j.** participation in governmental and non-governmental committees, organisations and groups wherever the Executive Board consider that such activities further the objects of the Association;
 - k.** mediating in complaints and disputes between Members, or with National Associations, through the Dispute Resolution Committee.
- 3.** The Association may participate in or set-up companies whose activities are in accordance with the aims of the Association in order to operate and promote activities agreed by the Executive Board. The Board of Directors of any company formed in accordance with this Article shall consist of the Treasurer and two other members of the Executive Board. The President shall serve as Chairman of the company or companies.
- 4.** The Association, either by itself or by any operating company, shall hold its cash in an interest bearing bank account approved by the Executive Board. The Executive Board shall have the full authority of the Association with respect to the conduct of other cash investments and disinvestments provided that the total of such investments held at any one time shall not exceed EUR100,000. Investments exceeding EUR100,000 shall require the approval of the ISSA Assembly.
- 5.** The Association shall be permitted to borrow cash at commercial rates, for any purpose deemed by the Executive Board to be appropriate up to a level of EUR100,000. Borrowing above this amount should be approved by the ISSA Assembly.

Outline Structure of the Association

Article 5

- 1.** The Association has two bodies: (i) the ISSA Assembly, being the general meeting consisting of representatives of the Members (ISSA bestuur); and (ii) the Executive Board (dagelijks bestuur) being the board as referred to in the Act.

There are 2 classes of Membership of the Association, as more fully described herein:

- a.** National Association Member;
 - b.** Associate Member;
- 2.** National Association Members are themselves Associations who operate at a national level, representing the interests of Ship Suppliers domiciled in their country, who have successfully applied for Membership as a National Association Member.



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3. Associate Members are Ship Suppliers or Suppliers who have joined the Association directly. Ship Suppliers domiciled in countries that are represented within the Association by a National Association Member shall not be eligible for Associate Membership, except where the provisions of Article 24(3) apply.
4. Ship Suppliers and Suppliers who are themselves entered as members of a National Association Member and who have been “declared” by the National Association Member in accordance with Article 26 shall be included within the meaning of the term Member, wherever used in isolation herein.

Article 6

Each National Association Member shall appoint 1 representative, who shall have a seat in the ISSA Assembly. The Associate Members shall be collectively represented by the Associates’ Member of the ISSA Assembly. The ISSA Assembly Members shall be collectively referred to as the Members of the ISSA Assembly (MIA).

Article 7

1. The ISSA Assembly shall elect a President, who shall fulfil the criteria set out in Article 20. The President shall be the Chairman of the ISSA Assembly, the Executive Board and all agreed Special Committees, unless these Articles of Association provide otherwise. In case of absence or incapacity of the President, the Executive Board shall appoint one among them to assume the duties of the President.
2. The President shall be responsible for ensuring that all meetings of the ISSA Assembly, Executive Board and Special Committees are called and held in accordance with these Articles. The Secretary and Secretariat shall assist the President.

Article 8

The ISSA Assembly shall elect nine (9) Executive Vice-Presidents, who shall together with the President form the Executive Board.

Article 9

The Executive Board is responsible for ensuring that the Association is working continuously to fulfil its objects and for providing a strategy and framework for specific activities in accordance with the applicable laws and regulations. The Executive Board has the authority to appoint up to two Special Advisers to assist it in its activities. Special Advisers may attend at meetings of the Executive Board and the Assembly but shall not have a vote. The Executive Board has the authority to consult with business associations and consultants to assist with strategy roadmaps and finding ways to add value to members. The Executive Board shall be responsible for the day to day work of the Association, and the implementation of the tasks, projects and activities which it has identified as requiring execution including maintaining up to date records and registrations of the Association.

Article 10

1. The President and each Executive Vice-President shall be jointly authorized to represent the Association in law, each together with one other member of the Executive Board.



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2. The Executive Board, acting in accordance with paragraph 1 of this article, may grant a professional third party the authority to sign all documents, deeds or other documents on behalf of the association within that authority and thus bind the association.

Association Governance: The President

Article 11

1. The President is the public face of the Association and shall at all times seek to further the objectives and interests of the Association. The President shall not represent any Member but shall at all times act in the collective interests of the Association and its wider Membership.
2. The President shall work to ensure that strategies and projects agreed upon are implemented by the Executive Board. The President has the right to delegate a project, task or part of his responsibility to an Executive Board member.
3. The President's term of office shall be 3 years, commencing 1st January following his election. The President shall be eligible for re-election, provided that the criteria and requirements of Article 20 are fulfilled and subject always to a maximum of 2 consecutive terms.
4. The President shall be reimbursed for reasonable expenses incurred by him in fulfilling the duties of his office and such expenses shall be approved by the Treasurer and an Executive Vice-President.
5. The President shall also be paid an honorary annual sum, agreed by the Executive Board on the recommendation of the Treasurer and noted in the annual budget, to acknowledge the time and effort spent by him in fulfilling the duties of his office.

The ISSA Assembly

Article 12

1. The ISSA Assembly is formed from one representative of each National Association Member together with the Associate Members' Representative; the ISSA Assembly constitutes the highest authority of the Association and exercises its rights through the votes of its members' appointed representatives.
2. Unless otherwise expressly stated in these Articles all decisions by the ISSA Assembly shall be by simple majority. In all cases the necessary majority shall be based upon the total number of votes validly cast. Except where the contrary is expressly stated within these Articles where there is an equal vote the President shall have the casting vote, but the President shall not otherwise vote.
3. A decision of the ISSA Assembly shall only be valid when taken at a meeting where there is a Quorum. For a Quorum there shall be present in person or by substitute or proxy at least one third of the Assembly Members (or their substitutes) eligible to vote. When calculating a Quorum, no account shall be taken of the President or those not eligible to vote. Should there be no Quorum at the AGM then the meeting shall be adjourned to a date within six months and at the reconvened meeting decisions can be taken on matters scheduled for the original meeting regardless of whether a Quorum is present.



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4. The ISSA Assembly shall endorse proposals and decisions taken by the Executive Board at the next AGM.

Meetings of the ISSA Assembly

Article 13

1. The President shall ensure that once each year there shall be convened an ISSA Assembly AGM. At each ISSA Assembly AGM the date and venue for the next meeting shall be agreed or deferred to the decision of the Executive Board to be taken on a later date, but at least 6 months before the next Assembly AGM.
2. Requests from any party to include an item or items within the Agenda for an ISSA Assembly AGM shall be sent to the Secretariat not less than 8 weeks before the meeting. Such request shall include copies of all documents that are to be considered. Any Member may submit items to the Secretariat for consideration at the ISSA Assembly AGM. The President shall decide in consultation with the Executive Board whether to include any such item within the Agenda.
3. At least 6 weeks before the date of any ISSA Assembly AGM the MIA shall receive from the Secretariat an ISSA Assembly Meeting Pack in an electronic form which shall include:
 - a. Notice of the date, time and place of the meeting;
 - b. Agenda for the meeting;
 - c. Reports, budgets, and any other documents, proposals or papers that shall be considered at the ISSA Assembly AGM.
 - d. Summary of activities for the past year and proposed activities for the next one year.
4. Extraordinary meetings of the ISSA Assembly may be convened by the President, by his own instigation or at the request of the Executive Board or by request from at least one quarter of the MIA. Such requests shall be submitted in writing to the Secretariat.
5. The President, in coordination of the Executive Board, will decide the venue and date of such meeting. At least 4 weeks' notice (in an electronic form) shall be provided to the Members for attending such meeting with all necessary information.
6. Should the President not comply with a request and give notice to the ISSA Assembly of an extraordinary meeting within 60 days, then the petitioners have the right to call the meeting themselves, and the Secretariat shall provide all necessary assistance to the petitioners.
7. The ISSA Assembly shall debate all matters in the Agenda for any ISSA Assembly meeting as presented by the President. Each Assembly Member shall be entitled to participate in the discussion. The result of all matters upon which there was a vote or endorsement by the ISSA Assembly shall be noted in the Minutes.
8. The Secretary, or his substitute agreed by the MIA, shall keep a written Minute of each Assembly Meeting and should be made available within one month.



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9. Meetings shall require physical attendance of Assembly Members, except that where in the opinion of the Executive Board it is not possible to convene a physical meeting (for example due to widespread travel restrictions or in the case of extraordinary meetings short notice) a virtual meeting shall be convened and held with the use of an appropriate virtual meeting platform. Where a virtual meeting shall take place, the Executive Board shall decide upon the format and procedures for voting and participation.

Voting at Assembly Meetings

Article 14

1. Save that voting for the election of officers shall always be by secret written ballot of the ISSA Assembly (and subject to the provisions of Article 21) all other business upon which there shall be a vote by the ISSA Assembly will be determined by a show of hands.
2. The MIA shall each have one vote. Subject to sub-Article 3 in the event of equal votes the President shall have the casting vote, but otherwise the President shall not vote.
3. Where voting is concerned with election of officers and there shall be equal votes for any two or more candidates the candidates with the highest equal votes shall be put forward for a second ballot. If following the second ballot there is still an equal number of votes for the candidates, then the President shall have the casting vote. The President shall not have a casting vote in an election for President where the President is himself a remaining candidate.
4. An Assembly Member who is unable to be physically present at an ISSA Assembly Meeting may:
 - a. have his vote cast at that meeting by a proxy. Either the President, or any Assembly Member may be nominated as proxy, but in neither case shall they hold more than two proxies; or
 - b. be replaced by a substitute who shall attend at the meeting on his behalf.
5. All proxies must be notified to the Secretariat in writing not less than 48 hours before the relevant meeting.
6. Where an Assembly Member shall be represented at a meeting by his substitute, that must be a member of the same National Association Member and must be authorised in writing by the President/Chairman of the relevant National Association Member and written notice must be given to the Secretariat not less than 48 hours before the relevant meeting.
7. If a National Association Member is not represented by the physical presence of its Assembly Member for 2 consecutive AGMs (if the meetings are physical), then that National Association Member shall not be entitled to nominate a proxy and shall not be eligible to vote other than by attending in person. Continuing failure by a National Association Member to attend the AGM shall be a ground upon which the Executive Board may consider expulsion of a National Association Member. The provisions of this paragraph shall apply similarly to virtual meetings on the understanding that, instead of physical presence, virtual presence via electronic means of communication shall be deemed sufficient in the case of virtual meetings.



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8. Voting rights of any Assembly Member shall be suspended if there are any sums outstanding to the Association by that Assembly Member's National Association for more than 90 days from their due date. The suspension of voting rights shall remain until and including the next Assembly Meeting, where the default of the National Association shall be an agenda item for discussion and action as may be agreed by the Assembly.
9. In the event the Executive Board decides a virtual meeting shall be convened as per Article 13(8) each ISSA Assembly Member holding voting rights, is authorized, either in person or by a holder of a written power of attorney thereto, to exercise the voting rights by electronic means of communication providing the member can be identified through the electronic means of communication.

Observers at Assembly Meetings

Article 15

1. A representative of a Member may at the discretion of the President be permitted to attend Assembly Meetings (or part thereof) as an Observer. A letter, stating reasons for the request, must be submitted to the Secretariat at least 1 week before the relevant Assembly Meeting.
2. Observers may be seated in a separate area during an Assembly Meeting and shall not make any contribution to the Meeting unless specifically authorised by the President.

The Executive Board

Article 16

1. Nine (9) Executive Vice-Presidents, together with the President, form the Executive Board and shall be elected by the ISSA Assembly. The members of the Executive Board are appointed, suspended and dismissed by the ISSA Assembly.
2. The Executive Board is authorized to represent the Association. Any two members of the Executive Board, acting jointly, are authorized to represent the Association in law. The interests of the Association are paramount to the interests of any National Association Member.
3. The Executive Vice-Presidents must be members of the ISSA Assembly during their entire term of office and shall be required to resign their post if they are removed as an Assembly Member.
4. The term of office of Executive Vice-Presidents is 3 years commencing 1st January following their election. They may offer themselves for re-election.
5. Executive Vice-Presidents who resign or for other reasons are unable to serve until the end of their term shall be replaced at the first AGM after the vacancy arises.
6. A replacing Executive Vice-President will serve until the end of the 3-year term of his predecessor. He may offer himself for re-election at the end of his term of office.



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7. Expenses incurred by Executive Vice-Presidents on official Association business shall be reimbursed, if authorised in advance by the President. The President may delegate his power to authorise such expenses to the Treasurer.
8. The Executive Vice-Presidents elect from their number a Senior Executive Vice-President and a Treasurer. No Executive Vice-President shall hold more than one of the foregoing posts. The term of office in each case shall be equal to the elected Executive Vice-President's term of office. Where re-election of the Treasurer would mean that the term of office exceeds six years the Executive Board must discuss, prior to re-election, whether it is appropriate to extend the Treasurer's term.
9. The elections at Article 16(8) shall be conducted by a secret ballot, organised by the Secretariat who will distribute ballot papers to all Executive Vice-Presidents naming all candidates for the vacant posts. Votes will be cast on the ballot papers. Voting shall be by simple majority, and in the event of an equal vote the President shall have the casting vote.
10. The Secretary shall be responsible for counting the votes and shall be assisted by 2 volunteers from the Executive Board. If there are more than 2 volunteers the Secretary shall select 2. The Secretary shall report the results of the count to the President who shall then report the results to the Executive Board at the meeting at which the election was held.
11. A proposal to suspend or discharge an Executive Vice-President must be supported in writing by no less than 10 of the MIA and the proposal with the required support must be provided to the Secretariat not less than 30 days before the Assembly Meeting at which the proposal is to be discussed. Any such proposal shall explain the grounds for the proposed suspension or discharge. The Secretariat shall ensure that the proposal is circulated to the MIA and all members of the Executive Board. A decision of not less than two-thirds of the ISSA Assembly taken at an Assembly Meeting shall be required to suspend or discharge an Executive Vice-President.
12. The Executive Vice-President shall be given an opportunity to put his case to the ISSA Assembly at the meeting. In his capacity as Assembly Member he shall not be permitted to vote on the proposal, whether in person, by proxy or by his substitute.

Conduct of Business by the Executive Board

Article 17

1. The President shall be the chairman of the Executive Board and shall be responsible for the management of its responsibilities. The President shall be responsible for allocating each Executive Vice-President with particular areas of responsibility.
2. Notwithstanding the provisions of sub-Article 3 the Executive Board shall meet at least twice each Association year.
3. The Executive Board shall have the freedom to perform its responsibilities in whatever way that the President considers appropriate. There shall be no formality in terms of the manner and method of communication between the Executive Vice-Presidents and the President. This sub-clause remains subject to all explicit obligations in these articles and other relevant instruments.



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4. Where the Executive Board shall be required to vote on any matter then it shall not be necessary for them to meet, except where the President or an Executive Vice-President shall require the matter in hand to be dealt with at a meeting. Each Executive Board member is authorised, either in person or by another Executive Board member holding a written power of attorney thereto, to participate in the Board meeting, to address the meeting and to exercise voting rights by electronic means of communication. The foregoing requires that the member can be identified through the electronic means of communication, can take cognizance of the discussion at the meeting and can exercise the voting rights. Executive Board meetings may be undertaken virtually, on any platform selected by the President.
5. Subject to specific contrary provision within these Articles all business of the Executive Board that shall be put to the vote shall be by simple majority and if taking place at a meeting shall be by a show of hands and otherwise by a written response to the President. In the case of an equal vote the President shall have the casting vote.
6. Under the direction of the President, the Executive Board shall prepare an Action Plan, for the duration of the term of the President (3 years), to detail the future strategy and direction of the association. The action plan forms the roadmap for the Executive Board. The Action Plan shall be approved by the Executive. The Action Plan shall be dynamic and actively updated by changes approved by the Executive Board. The President in coordination with the Executive Board shall monitor the implementation of the Action Plan and review it for any changes in every Executive Meeting. The President shall report the Action Plan, and update the progress made against it, to the Assembly in every ISSA Assembly AGM.
7. A member of the Executive Board shall not take part in any deliberations and decision-making if the member concerned has a direct or indirect personal interest that conflicts with the interest of the Association or any business or organisation associated with it. If this prevents the Executive Board from making a decision, the decision will then be made by the ISSA Board.
8. In the event of the absence or incapacity of one or more members of the Executive Board, the remaining members of the Executive Board are charged with the entire administrative management. If all members of the Executive Board or the only member of the Executive Board are absent or unable to act, the Association will be temporarily managed by a person who must always be designated for this purpose by the ISSA Assembly. In these Articles of Association the term absence means in any case that the member of the Executive Board is unavailable for a period of more than twenty-eight days due to illness or other causes; or that the member of the Executive Board has been suspended.

The Treasurer, Regulations, Internal Accounts Committee and Auditor

Article 18

1. The Treasurer is responsible for the management of the finances of the Association and reports to the Executive Board.
2. The Treasurer, in coordination with the President, shall present a financial report to the Executive Board for approval, prior to the first Executive Board Meeting following a concluded financial year. After approval by the Executive Board the Treasurer will present the financial report to the ISSA Assembly.



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3. The Treasurer, in coordination with the President, will present to the Executive Board a budget for the following financial year. After consideration by the Executive Board the Treasurer will present the Budget to the ISSA Assembly.
4. The Treasurer shall use all reasonable endeavours to ensure that the Association's financial activities are in conformity with the Budget and the directions of the Executive Board.
5. The Treasurer shall be reimbursed for the expenses incurred by him in fulfilling the duties of his office and such expenses should be approved by the President and an Executive Vice- President. The Treasurer shall also be paid an honorary annual sum, agreed by the Executive Board, to acknowledge the time and effort spent by him in fulfilling the duties of his office.
6. The Association shall draw up regulations, comprising of the Treasury Operations Document, Authorisation Matrix (which includes provision for authority levels for transactions and control of the Association's bank accounts) and the Accounts Committee Roles and Duties Document. Revisions to any Regulations shall be upon the proposal of the Executive Board for consideration, revision and adoption by the ISSA Assembly.
7. The bank accounts of ISSA should be maintained in the Netherlands, where ISSA is legally seated, unless the ISSA Executive Board agree to open a new bank account in a different territory.
8. The Treasurer is responsible for the maintenance of, and adherence to, the ISSA Treasury Operations Document which should, within the limits of these Articles, be updated and approved annually by the Executive Board.
9. The Treasurer is responsible for the maintenance of and adherence to the Authority Matrix which should, within the limits of these Articles, be updated and approved annually by the Executive Board.
10. The Executive Board has the responsibility to establish the Internal Accounts Committee. The Internal Accounts Committee will comprise three persons: two members of the Executive Board, together with the Treasurer who shall between them elect a Chairman. The Internal Accounts Committee reports to the Executive Board and the Assembly. The Internal Accounts Committee carries out the functions set out in the Internal Accounts Committee Roles and Duties Document which should be reviewed and approved annually by the Executive Board.
11. The Treasurer recommends to the Executive Board a suitable and competent external Auditor. The Executive Board is ultimately responsible for the choice of external Auditor. The Auditor provides an independent report to the Executive Board annually.

Election of Officers

Candidacy & Election of Executive Vice-Presidents

Article 19

1. Only ISSA Assembly Members who are eligible to vote and have served at least 2 years as an ISSA Assembly Member shall be eligible for election as Executive Vice-President.



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2. The Secretariat shall give notice to the ISSA Assembly Members, by way of a candidate note, of any vacancy or vacancies within the Executive Board as soon as practical after they arise, and other than in exceptional circumstances not less than 6 weeks before the ISSA Assembly AGM at which an election for any vacancy shall be held.
3. An Assembly Member may nominate himself for election or re-election for the office of Executive Vice-President by submitting a candidate note, at least 14 days before the ISSA Assembly AGM at which the election shall be held.
4. Where there shall be more than one vacancy the candidates shall stand for election for any one of the vacancies, and the vacancies shall be filled in descending order by the candidates polling the highest votes.

Candidacy & Election of President

Article 20

1. Any person who is directly involved in the management or operation of a Ship Supplier that falls within the meaning of Member as defined in Article 5(4) and has served the Association as a member of the Executive Board for a minimum of one full term (3 years) shall be eligible for election as President.
2. The election for the next President shall take place at the last scheduled ISSA Assembly AGM prior to the end of the existing President's term of office. A candidate for President may be proposed in either of the following ways:
 - a. by a Member of the ISSA Assembly;
 - b. collectively by at least 7 Associate Members who shall themselves each be of at least 2 years good standing as Associate Members;
3. Not later than 12 weeks before the election date the Secretariat shall invite nominations from all National Association Members and Associate Members. The Secretariat shall at the same time invite the sitting President to nominate himself/herself for re-election.
4. Proposers fulfilling the requirements of Article 20(2) shall submit the name and title of their candidate including Retiring President, if he is standing for re-election, to the Secretariat in writing, endorsed with the signed consent of the candidate not later than 8 weeks before the election date.
5. The President shall be elected, suspended and dismissed by the ISSA Assembly, in accordance with Article 21.

Voting

Article 21

1. Elections for the President and Executive Vice-Presidents shall be by secret ballot of the ISSA Assembly at its AGM. Ballot papers shall include a list of all eligible candidates and in the case of election for Executive Vice-Presidents the number of vacancies.



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2. The Secretariat shall issue a stamped and signed ballot paper to each Assembly Member (or substitute) present and eligible to vote and additional ballot papers to each proxyholder in respect of whom notice has been given in accordance with Article 14. The members shall deposit their ballots after casting the votes in the ISSA Ballot Box.
3. Only votes for candidates listed on the ballot paper shall count. Only ballot papers with a number of votes not exceeding the number of vacancies shall be valid.
4. At any meeting where there shall be an election of both the President and Executive Vice- Presidents the election of the President shall take place first. If the elected President's name appears as a candidate for the office of Executive Vice-President, then it shall be withdrawn prior to the election of the Executive Vice-President.
5. Where a candidate for President is an Assembly Member that Assembly Member shall be entitled to vote in the election.
6. Where the elected President is an existing Assembly Member then the relevant National Association Member shall be required to nominate a new Assembly Member not later than the commencement of the elected President's term of office.
7. The Secretary shall be responsible for counting the votes and shall be assisted by nominee volunteers from each candidate standing for election. The Secretary shall report the results of the count to the President who will then report the results to the ISSA Assembly AGM at which the election was held.
8. A resolution to dismiss the President, if supported by a minimum two-thirds majority, shall be adopted by the ISSA Assembly at its AGM in accordance with this Article 21.

Associate Members' Assembly Member

Article 22

1. In accordance with Article 6 the Associate Members shall have a representative in the ISSA Assembly, who shall be the Associates' Assembly Member. The Associates' Assembly Member shall not have a vote at ISSA Assembly Meetings. The Associates' Assembly Member is not entitled to be a member of the Executive Board.
2. This Associates' Assembly Member:
 - a. represents the interests of the Associate Members collectively, and shall use his best efforts to raise matters with the ISSA Assembly as may be requested of him by any Associate Member;
 - b. shall be directly accessible by the Associate Members;
3. The candidates for the Associates' Assembly Member must be directly concerned with the management or operation of an Associate Member. In addition, the most recent outgoing ISSA President may make him or herself available as a candidate for election, provided that he or she shall not sit as Assembly Member of a National Association.



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- 4.** The Associates' Assembly Member shall be appointed at an election in which each Associate Member shall have one vote and upon election, the Associates' Assembly Member shall hold office for a term of 3 years, which shall run from 1st January to 31st December. No Associate Member shall hold the office of Associates' Assembly Member for more than 2 terms.
- 5.** An election shall be held prior to the expiry of the current term of 3 years, or promptly upon earlier termination of the Associates' Assembly Member's term.
- 6.** The Secretariat shall give at least 9 weeks' notice to all Associate Members that an election shall be held and invite candidates.
- 7.** Candidates for the election for the Associates' Assembly Member must give written notice to the Secretariat and provide written evidence of the support of at least 10 Associate Members which must be received by the Secretariat within 3 weeks of the Secretariat's notice of the election. Candidates may provide a note not exceeding 400 words explaining why voters may wish to support them.
- 8.** Within 2 weeks of the closing date for candidates, the Secretariat shall give notice to all Associate Members eligible to vote of the candidates and provide any note provided by the candidate.
- 9.** The Secretary shall prescribe the voting procedure and shall issue instructions for voting to all Associate Members. Voting shall not close sooner than 9 weeks from the date upon which the election was announced to the Associate Members.
- 10.** Voting rights of any Associate Member shall be suspended if there are any sums outstanding to the Association from the Associate Member.
- 11.** In the event of equal votes, the President shall have the casting vote.
- 12.** The Secretary shall notify the Associate Members and the successful candidate within 1 week of the closing of voting.
- 13.** Where an Associates' Assembly Member term ends early, such that the office is vacant then the replacing Associates Assembly Member's term of office shall commence immediately and shall end on 31st December not more than 4 years after it commences.
- 14.** Where no qualifying candidate comes forward for election then the process shall be repeated as soon as is practicable. If again no qualifying candidate comes forward for election then the office of Associates' Assembly Member shall remain vacant for one year until the process shall start again.
- 15.** The Associates' Assembly Member requirements for candidacy in Article 22(3) must also be fulfilled throughout the term of office and where this is not the case the term of office shall end.



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Rights and Obligations of Members National Association Members

Article 23

1. Each National Association Member shall appoint a representative to the ISSA Assembly, who shall have the title of Assembly Member and who shall be entitled to participate and vote at ISSA Assembly Meetings and otherwise represent the interests of the National Association within the Association.
2. Assembly Members collectively form the highest authority of the Association and each National Association shall therefore ensure that its appointed Assembly Member is willing and able to devote the appropriate time and effort required for the administration of an international association.
3. Assembly Members shall fulfil the following criteria and requirements:
 - a. they shall be concerned with the management of a Ship Supplier business;
 - b. they shall be prepared to fulfil the role for a minimum of 3 years;
 - c. they shall have the support of their business, such as to enable them to devote the necessary time and where appropriate to travel in order to attend the AGM and any other meetings as required;
 - d. they shall ensure that the matters discussed by the Assembly are fully reported to their National Association and that the views of their National Association are represented to the Assembly.
4. Any replacement by a National Association of its Assembly Member shall be effective 7 days from receipt of notice by the Secretariat. The Secretariat shall give notice to the ISSA Assembly and the President of any change in Assembly Members.
5. Each Assembly Member shall represent its National Association and the representative shall have no personal responsibility.

Article 24

1. National Association Members shall conform to these Articles, abide by decisions of the ISSA Assembly and shall at all times act in the interests of the ship supply industry in seeking to achieve the aims of the Association.
2. A National Association Member shall at all times act fairly and in good faith in processing applications from prospective members and shall not decline to admit a member who fulfils the usual criteria for membership except for a proper reason which shall be explained to that prospective member in writing.
3. Where a prospective member considers that a National Association Member has unfairly declined its application for membership, or an existing member feels unfairly dismissed from membership, then he may apply to the Association, through the Secretariat, for an investigation into the decision. The President will convene the Dispute Resolution Committee who will investigate the complaint. The National Association Member will co-operate with the Dispute Resolution Committee in its investigation. If the complaint is upheld, then the National Association Member will be invited to admit the complainant. If it refuses to do so then the complainant shall be entitled to apply for Associate Membership, notwithstanding that it is domiciled in a country that is represented by a National Association Member.



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Article 25

The financial liability of a National Association Member towards ISSA shall be limited to

- a. the amount of their annual subscription and membership fees fixed by the Executive Board.
- b. other contributions agreed by the Executive Board and National Association mutually.

Article 26

1. Each National Association Member shall by 30 June annually provide to the Secretariat details of all information to be included in the ISSA Members' Register for the following year. The Membership fees shall be calculated by reference to this information. Only those members who have been declared in accordance with this Article and have settled the membership fee to ISSA through the National Association shall fall within the definition of Article 5.4 and have the benefit of Article 26(2).
2. Members of the National Association Members shall be entitled to describe themselves as a "Member of ISSA", and to use resources provided by the Association, and attend functions, Conventions, Exhibitions and meetings convened by the Association and to display the Association logo on their literature and marketing material.

Associate Members

Article 27

1. The Associate Members shall be represented in the Assembly by the Associates' Assembly Member, appointed in accordance with Article 22. All proposals and submissions by Associate Members for the ISSA Assembly or Executive Board shall be passed through the Associates' Assembly Member.
2. Each Associate Member is entitled to:
 - a. describe themselves as a "Member of ISSA";
 - b. to use resources provided by, and attend functions, Conventions, Exhibitions and meetings convened by the Association;
 - c. to display the Association logo on their literature and marketing material
3. Associate Members shall conform to these Articles and the Associate's code of ethics, abide by decisions of the Executive Board and shall not act in conflict with the aims of the Association.
4. The financial liability of an Associate Member shall be limited to the amount of their annual membership fees.

Association Dues

Article 28

1. National Association Members and Associate Members shall pay all joining fees and membership fees as determined by the Executive Board. Prospective Associate Members shall pay a non-refundable processing fee as determined by the Executive Board.



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2. Membership and joining fees shall be calculated by reference to the information to be published in the ISSA Register of Members and on the ISSA website taking account of the following matters:
 - a. the entry of Head Office Details;
 - b. the number of Branch Office entries;
 - c. publication of a Member's logo;
 - d. a hyper-link from the ISSA website to a Member's website
 - e. any other matters that the Executive Board may from time to time determine.
3. National Association Members shall be responsible for payment of membership fees raised in respect of their own members, regardless of whether or not that National Association Member has collected corresponding payment from its own member.
4. Membership of any class shall be strictly subject to payment of the applicable fees no later than 31st March each year. Payments received after this date shall accrue interest at the rate of 1% per month. In any case where membership fees shall remain unpaid after 31st August the Executive Board shall be entitled to suspend and/or terminate Membership and the Member concerned shall be omitted from subsequent years' Register of Members.
5. Members of all categories shall remain liable for payment of any sums that were due for payment prior to termination of their Membership.

Criteria and Procedures for Membership National Association Members

Article 29

1. For admission as a National Association the National Association in question must be interested and concerned with promoting and safeguarding the interests of its national Ship Suppliers, with membership open to any business fulfilling the criteria of a Ship Supplier, the minimum quality standard of the Association, and complying with the reasonable entry requirements of the National Association with minimum of three potential supplier members willing to join the National Association.
2. The Executive Board shall be entitled to pass Resolutions concerning the requirements and procedures that shall apply to an application for Membership by a National Association.
3. Admission of a National Association to the Association shall be by decision of the Executive Board. Where a National Association is admitted to the Association for any one country then no further National Association for that same country shall be admitted to the Association except by decision of a minimum of two-thirds of valid votes at an ISSA Assembly Meeting.
4. Application for Membership shall be made in writing to the Secretariat, who shall provide the relevant application form and give directions as to the procedure in force. Prospective National Association Members must ensure that their Articles of Association comply with the Association's minimum requirements, as agreed from time to time by the Executive Board.
5. In the event the application is accepted by the Executive Board, Membership shall commence on the 1st January.



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6. During the application process the prospective National Association shall be required to identify any existing Associate Members domiciled within their country not already within their membership and to invite such Associate Members to join the National Association.
7. The Executive Board shall take into account the impact of a National Association's admission upon any Associate Members who are restricted for any reason from membership of that National Association.
8. Where a new National Association is admitted to the Association the Associate Members domiciled in the relevant country shall cease to be Associate Members with effect from the end of the corporate year in which the National Association is admitted.

Associate Members

Article 30

Except where the provisions of Article 24(3) apply, where a country is represented by a National Association there shall be no direct Membership to the Association by a Ship Supplier of that country.

Article 31

1. The criteria for admission as an Associate Member shall be determined by the Executive Board who may issue Resolutions for this purpose, and decisions as to admission shall be made by the Executive Board applying the criteria in force from time to time. The minimum criteria for Associate Membership shall be:
 - a. The Applicant shall have been in business for a minimum period of 24 months;
 - b. Where the Applicant is a Ship Supplier it shall fulfil the requirements for the ISSA Quality Standard;
2. Application shall be made in writing to the Secretariat, who shall provide the relevant application form (either directly or via the ISSA web site) and give directions as to the procedure and fees in force. The Secretariat shall liaise with the applicant to ensure that all necessary information is received and made available to enable due consideration and where appropriate approval of the application. A decision to approve an Application shall be made, with the assistance of the Secretariat, by the Executive Board who may delegate that task. An updated list of approved new Associate Members will be provided to the Executive Board at each of its Meetings.
3. Upon the approval of an Associate Membership application, membership shall commence on the 1st day of the month following payment by the applicant of all membership fees that are due. The amount payable will be on a pro rata basis for the remainder of the year in question.

Termination of Membership

Article 32

1. Membership shall terminate upon resignation, dissolution or expulsion of a Member of any class. Upon the effective termination of Membership Members of all classes shall:
 - a. relinquish their membership of the ISSA Assembly
 - b. cease to describe themselves as a Member of the Association or otherwise hold themselves out as having any connection with the Association;



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- c. cease to utilise the Association logo on any letterhead, promotional literature, website or other official documentation;
 - d. cease to utilise the Association's Conditions of Sale;
 - e. not be entitled to attend and/or participate in events, functions or Conventions, except as would be permitted by a member of the general public;
 - f. return to the Secretariat any property of the Association.
2. Upon termination of Membership no Member shall have any claim or entitlement to the Assets of the Association.

Resignation

Article 33

Notice of resignation must be provided to the Secretariat and be received at least 6 months before the end of the corporate year. Provided that due notice is given resignation shall be effective on the final day of that Corporate year, otherwise on the final day of the following Corporate year.

Expulsion

Article 34

1. Expulsion of a National Association requires a decision by a minimum of two-thirds of the ISSA Assembly. The ISSA Assembly and the Executive Board must be advised of a proposal for expulsion of a National Association Member at least 30 days prior to the meeting to discuss that proposal. Any such proposal shall explain the grounds for the proposed expulsion and a copy of that proposal shall be sent to the National Association Member concerned. Non-payment of fees can be grounds for expulsion as set out in Article 28(4).
2. The National Association Member concerned shall be invited to attend at the relevant meeting, or to submit a written statement, to put its case. In the absence of attendance or submission by the National Association Member concerned the ISSA Assembly shall be entitled to make a decision without hearing the National Association Member.
3. Expulsion of an Associate Member shall be by decision of the Executive Board who shall be free to determine for themselves the procedure to be followed. Non-payment of fees can be grounds for expulsion as set out in Article 28(4).

The Secretariat and the Secretary

Article 35

1. The Secretary is responsible for running the Secretariat, which fulfils the tasks specifically identified within these Articles and generally administers the Association's membership roll, deals with all correspondence and convenes, prepares for and minutes all meetings as required.
2. The Secretary is responsible to the Executive Board, which shall agree the Secretary's service contract which shall set-out the respective rights and obligations of the parties. The Secretary is not a volunteer and shall be paid for the work undertaken.



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3. The Executive Board is responsible for the employment of additional Secretariat staff, as required.

Conventions

Article 36

1. In view of the objects of the Association a Convention may be held annually. A Convention in any year can only be cancelled by majority vote of the Executive Board, on proposal of the President.
2. The venue of a Convention is by initiative and approval of the Executive Board.
3. Offers from National Association Members and Associate Members to host a Convention shall be made in writing to the Executive Board through the office of the Secretariat. The organisation and control of any convention is vested in the Convention Committee.
4. The Executive Board shall set up a Convention Committee for each Convention consisting of the Executive Vice-President in charge of Conventions (Chairman), the Treasurer, and the Secretary and a representative of the host country.
5. The ISSA Treasurer in coordination with the Secretariat, the host National Association and/or their PCO (Program Coordinating Officer) and the PIC (Person In Charge) of the Convention in the Executive Board shall fix the budget for the Convention for approval by the Executive Board.
6. The organisation of a Convention is furthermore subject to Directives relating to ISSA Annual Conventions as approved by the Executive Board.
7. The Executive Board Member designated by the President to take responsibility for organising a Convention shall be the Chairman of the Convention.

The ISSA Members' Register

Article 37

1. The ISSA Members' Register shall be published annually and shall be posted on the Association's website.
2. The Register lists the entire Membership (including members of the National Association Members who have been declared to the Association in accordance with Article 26).
3. Circulation of the Register shall be to the entire Membership, Ship Owners, Ship Managers and any other parties that the Executive Board considers appropriate.



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ISSA Quality Standard

Article 38

1. In furtherance of the Association's objective to ensure that Members attain the ISSA standards of quality and service the Association shall operate the ISSA Quality Standard which shall be under constant review of the Executive Board and its designated Quality Standard auditor. Members may apply for the ISSA Quality Certificate, and if successful shall be entitled to publish that they hold such certificate.
2. All certified Members must meet the highest standards of service, quality and management as more fully set-out in the published ISSA Quality Standard and summarised as follows:
 - a. Compliance with the ISPS Code;
 - b. Operating a Quality Management System;
 - c. Management commitment to a Quality System;
 - d. Ensuring sufficient resources in personnel and facilities;
 - e. Ensuring quality is maintained in purchasing;
 - f. Delivery processes are effective in ensuring that the right goods are delivered at the right time to the right place
 - g. Customer requirements and satisfaction are paramount;
 - h. There are continuous efforts to improve the service provided;
 - i. All deliveries, services and operations comply with relevant legal requirements.
 - j. Food safety and environmental safety should be covered in the entire operation process.
11. All certified Members shall be subject to an annual audit at a fee. The ISSA Quality Certificate shall be renewed if the Member continues to meet the requirements of the ISSA Quality Standard.
12. The Executive Board shall provide constant encouragement to its Members to participate in the ISSA Quality Standard, thereby improving the quality of service of ISSA Members and strengthening the ISSA brand.

Special Committees

Article 39

The Executive Board may appoint a Special Committee to study specific problems or projects. Such committees shall report to the Executive Board about the results of their studies and may include persons who are not members of the Association. Such third parties shall be entitled to be paid for the work undertaken, if authorised in writing in advance when the Special Committee was formed.

Article 40

1. OCEAN is a Special Committee of ISSA. OCEAN shall be self-funding, generating its necessary income from membership fees paid by OCEAN members.
2. OCEAN is formed from National Association Members domiciled within Member States of the European Union, for the purpose of monitoring and discussing legislation emanating from the European Union which has an impact upon Ship Suppliers.



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National Association Members located in a Member State of the European Union shall be entitled to join OCEAN and to nominate a representative to join the Board of OCEAN.

3. The OCEAN Board shall elect a Chairman, Vice Chairman and Treasurer, who shall hold office for 2 years. The OCEAN Board shall be supported by the OCEAN Secretariat, convened and staffed in accordance with the direction of the OCEAN Board.
4. Membership of OCEAN shall be subject to the rules of OCEAN and to payment of membership fees which shall be fixed by the Board of OCEAN.
5. The President, Executive Vice-Presidents and the ISSA Secretary may attend at OCEAN meetings and shall be given the same notice as OCEAN Members.
6. The Chairman of OCEAN shall provide annually to the Executive Board and the ISSA Assembly a written report of the activities of the previous year, plans for the current year and status of OCEAN, which shall include a statement of its financial position.

Honorary Membership

Article 41

The Executive Board may agree to bestow Honorary Membership on any business, organisation or individual provided that they do not qualify as a Ship Supplier or Supplier within the meaning of Article 3. An Honorary Member shall not have, with respect to the Association or its business, any rights to vote, to assets or to attend at any meeting of the Assembly or the Executive Board. Honorary Members may be invited to participate with the Association in discussions and initiatives of mutual interest. The Executive Board may withdraw the status of Honorary Member at its sole discretion and with immediate effect.

Dispute Resolution Committee

Article 42

1. In the interests of seeking informal resolution of disputes that may arise between Members of the Association or Assembly Members, or between Members and third parties the Association may, whenever invited to do so by all of the parties in dispute, constitute a Dispute Resolution Committee.
2. The Members of the Committee shall be nominated by the Executive Board on the proposal of the President and shall include at least 2 Executive Board Members and may include Assembly Members and non-Members.
3. Without prejudice to the possibility of the parties in dispute to agree to be bound by the decision of the Committee, the Committee shall not have any power to impose a binding decision on the parties.
4. The Committee shall have a wide remit to investigate and mediate upon the matter(s) in dispute.



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Dissolution

Article 43

1. The Association can only be dissolved by a three-quarters majority of the valid votes of the ISSA Assembly. The ISSA Assembly is notified of such an intention at least twenty weeks before its meeting. The Executive Board may move for dissolution by a majority of three quarters of the votes cast at a meeting of the Executive Board. The Executive Board shall be notified of such a proposal at least twenty weeks before its meeting. This proposal may be considered by the ISSA Assembly if it so wishes.
2. In the event of dissolution, the assets shall be divided between the National Association Members existing on the date of dissolution, on a mechanism based on the number of membership of each National Association and after deducting arrears of sums due to the Association.

Article 44

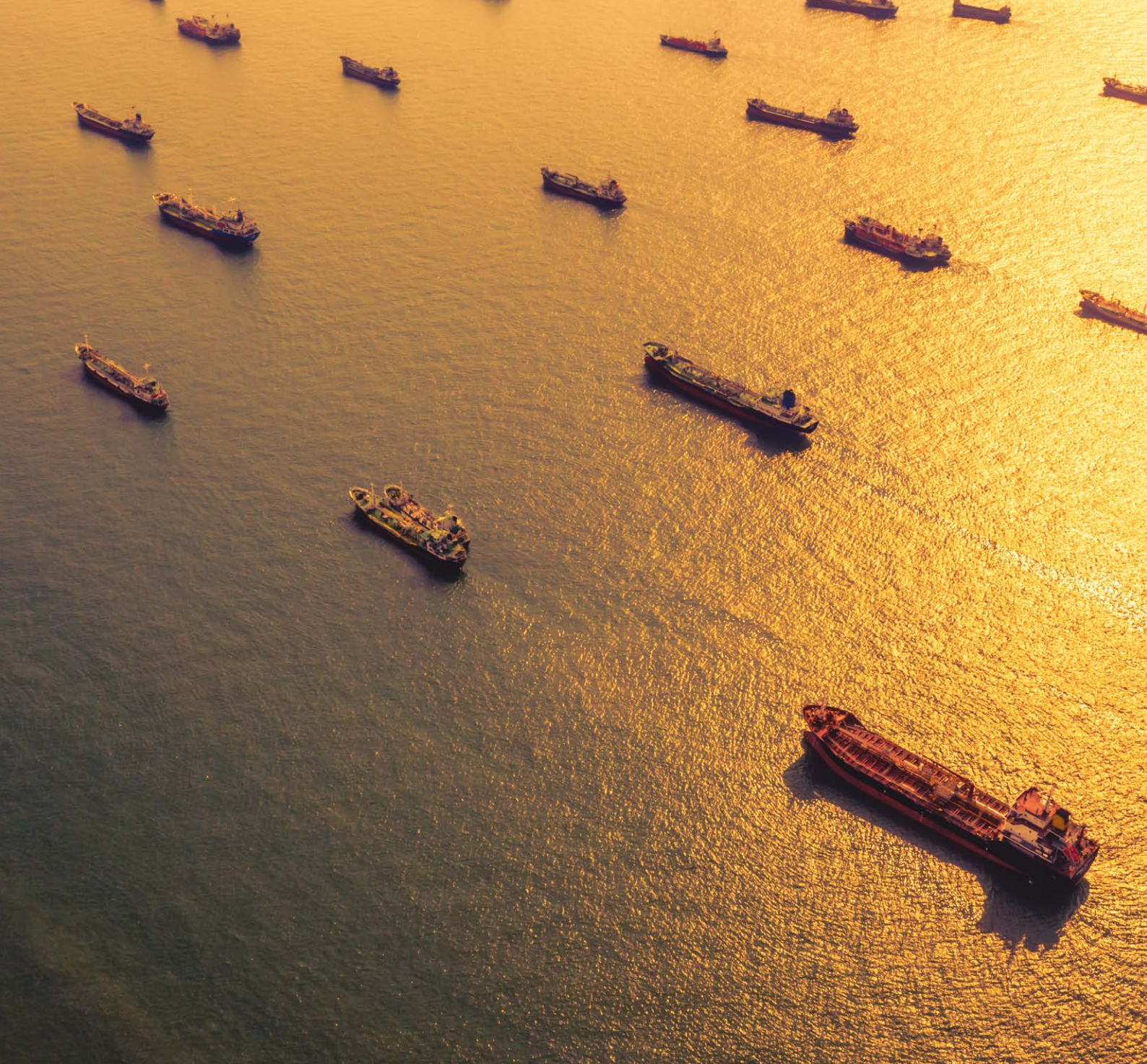
1. Alterations to the Articles of Association can only be effected by a two-thirds majority of valid votes by the ISSA Assembly at the AGM. The ISSA Assembly shall be notified of such intention at least six weeks prior to the ISSA Assembly Meeting.
2. Those who have convened the general meeting to discuss a proposal to amend the Articles of Association must make a copy of that proposal, containing the proposed amendment verbatim, available for inspection by the Members at a suitable place at least five days before the day of the Assembly meeting, until after the day on which the Assembly meeting was held. The amendment to the Articles of Association will only take effect after a notarial deed has been drawn up. Each member of the Executive Board is authorised to have the deed of amendment of the Articles of Association executed. The Executive Board members are obliged to deposit an authentic copy of the deed of amendment of the Articles of Association and a full, continuous text of the Articles of Association, as they read after the amendment, at the office of the trade register kept by the Chamber of Commerce and Industry.

Article 45

The ISSA Assembly shall be entitled to issue Resolutions on any subject, which shall have binding force and effect upon all Members and Officers, provided that such Resolutions do not conflict with the provisions of the Articles. Copies of any such Resolutions shall be held by the Secretariat and shall be available on request to any National Association Member, Associate Member, ISSA Assembly Member or Executive Vice-President.

Article 46

In the Articles of Association, the masculine gender shall be taken as the feminine gender and vice-versa as appropriate.



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