

THE INTERNATIONAL ORGANISATION OF PENSION SUPERVISORS (IOPS)

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

2 OCTOBER 2014

SWAKOPMUND, NAMIBIA



ASSOCIATION
OF THE
INTERNATIONAL ORGANISATION OF PENSION SUPERVISORS

Preamble

Those members of the International Network of Pension Regulators and Supervisors (INPRS) who are mainly representing supervisors of occupational and personal pension funds, plans, schemes and arrangements (“pensions”) and regulators that are competent in pension supervision,

Recognising that the provision of pensions is of fundamental economic and social importance, nationally and internationally;

Recognising that the effective regulation and supervision of pensions and of the institutions that provide pension products and services is of paramount importance for the successful delivery of adequate retirement income;

Recognising that the financial markets in which pension assets are invested are increasingly global and that labour is increasingly mobile internationally;

Recognising the successes of the INPRS, an informal network of regulators and supervisors, which the Organisation for Economic Co-operation and Development (OECD) helped establish in the year 2000, and of which the OECD performed the function of secretariat;

Recognising the usefulness of the INPRS becoming a formal body, taking account of the work conducted by other international bodies on pension policy and the regulation of private pensions;

Recognising in this respect the usefulness of creating an independent body of pension supervisors to focus its work on pension supervisory issues and regulatory issues related to pension supervision - i.e. mainly issues related to the organisation, structure and functions of the supervisory body, the development of proper supervisory techniques and the implementation of enforceable regulations by supervisory bodies;

Recognising, in light of the variety of different private pension systems, the desirability of working in co-operation with similar international bodies of regulators and supervisors of financial institutions and products, as well as with other relevant international bodies;

Recognising that international co-operation in a formal organisation among supervisors and regulators responsible for the oversight of pensions will enhance the ability to exchange information regarding pension supervisory issues and regulatory issues related to pension supervision, and will also enable the effective development and promotion of agreed upon standards of pension supervision;

Recognising that the successful achievement of such objectives requires increased operational independence;

Agree to create an organisation, invested with its own legal personality, under the conditions set forth hereinafter.

ARTICLE I

General Provisions

1.1. *Name.* The name of the Organisation shall be “International Organisation of Pension Supervisors” or “IOPS” (herein referred to as “IOPS”, or “the Organization”).

1.2. *Non-profit Entity.* The Organisation shall be a non-profit entity organised under French law, established in accordance with the Act of 1 July 1901 on contracts of association.

1.3. *Legal Authority.* The Organisation shall be a legal entity having the power to: contract; acquire and dispose of property; and take such other action as may be necessary or useful for its purposes and activities, within its general powers as provided by the jurisdiction within which it is legally established.

1.4. *Location.* The Organisation shall be located at 2 rue André Pascal 75016, Paris, France. Its headquarters may be transferred to another location at the Executive Committee’s discretion.

ARTICLE II

Aims and Purposes

2.1. The aims and purposes of the Organisation are to:

- a. Serve as the standard-setting body on pension supervisory issues and on regulatory issues related to pension supervision as defined in the Preamble, through the development and promotion of the implementation of international principles, standards, and good practices in pension supervision, having regard to the variety of different private pension systems;
- b. Promote international co-operation on pension supervisory issues and on regulatory issues related to pension supervision and encourage international contact among pension supervisors and other relevant parties, including regulators, policymakers, researchers and private sector parties interested in pension supervision;
- c. Provide a worldwide forum for policy dialogue and exchange of information between members of IOPS on pension supervisory issues and on regulatory issues related to pension supervision, with a view to the development, recognition and promotion of:
 - i. private pension systems that could complement and/or partially substitute for public systems;
 - ii. an adequate supervisory structure; and
 - iii. good practices and principles for pension supervision.
- d. Participate in the work of relevant international bodies related to development and promotion of the implementation of international principles, standards, and good practices in pension regulation;
- e. Promote, conduct and facilitate the distribution and communication of research on pension supervisory issues and on regulatory issues related to pension supervision;

- f. Participate in joint activities with relevant international bodies to improve statistical collection and analysis;
 - g. Collect information pertaining to pension supervisory issues or to regulatory issues related to pension supervision, in co-operation with relevant international bodies;
 - h. Assist countries with less developed private pension arrangements through policy dialogue, appropriate technical support and relevant research, in close co-operation with relevant international bodies and other technical assistance programmes.
- 2.2. IOPS shall be an international organization and shall, as such, be open for universal membership, subject to provisions of Article III.
- 2.3. Mindful of its international character and status, IOPS shall provide equal opportunity to all Governing Members for representation in the organisation based on diverse geographical distribution.

ARTICLE III

Membership

- 3.1. The Organisation shall consist of the following types of members:
- a. Governing Members;
 - b. Associate Members;
 - c. Observer-status Members.
- 3.2. Governing Membership.
- a. Eligibility. Any entity, responsible in whole or in part for the supervision of pension funds, plans, schemes or arrangements in a country or in the subdivision of a country, whether invested with its own personality or not, is eligible for Governing Membership in IOPS.
 - b. Entitlements. Governing Members are entitled to participate in all activities of the Organisation, are eligible to be members of IOPS committees and to chair such committees, and have access to all outputs of the IOPS.
 - c. Voting. Governing Members shall have voting rights as described in Article V below and shall have voting rights that arise from participation in IOPS committees as described in Articles VI and VII.
- 3.3. Associate Membership.
- a. Eligibility. (i) any governmental authority including any international authority, that is responsible in whole or in part for pension regulation or the establishment of pension policy and that has an interest in pension supervision and (ii), solely at the invitation and discretion of the Executive Committee, any international governmental (or similar)

organisation that has a direct, institutional interest in pension supervision is eligible for Associate Membership.

- b. Entitlements. Associate Members are entitled to attend meetings of the Technical Committee and sub-committees or other working groups and are entitled to access all outputs of the IOPS. Associate Members, however, are not eligible to chair (or serve as vice-chair of) such committees. Associate Members also may attend and speak at open Executive Committee meetings.
- c. Voting. Associate Members have no voting rights.

3.4. Observer-status Membership.

- a. Eligibility. Entities that do not fulfil the criteria for Governing or Associate Membership, but are interested in pension supervision, upon appropriate application, may, at the discretion of the Executive Committee, obtain Observer-status Membership. Such entities include, but are not limited to:
 - i. Researchers and Research Organisations, including, but not limited to, universities, research institutes and individuals with an interest in pension economics, finance, statistics, regulation or supervision;
 - ii. Self-regulatory and industry-representative bodies and professional associations including, but not limited to, standard-setting bodies with an interest in pension supervision;
 - iii. Financial institutions and professional firms engaged in the business of providing pension-related services, including, but not limited to, investment management, actuarial, legal, consulting, trust and custodial services; and
 - iv. International governmental (or similar) organisations that have an interest in international pension supervision and do not have Associate Member status.
- b. Entitlements. Observer-status Members are entitled to attend and observe open meetings of the Technical Committee and sub-committees or other working groups. Observer-status Members are not eligible to chair (or serve as vice-chair of) committees.
- c. Voting. Observer-status Members have no voting rights.

3.5. Member Designation of Representatives.

- a. Governing Members. In the case of Governing Members, the official representative to IOPS shall be the head of the supervisory authority. In the case of an integrated authority, the head of the unit most responsible for pension activities shall be the official representative. Each Governing Member, however, may designate in writing an individual who will act as its designated representative at any particular meeting or event of the Organisation.
- b. Associate and Observer-status Members. Associate and Observer-status Members shall designate an official representative that will represent the Member at IOPS meetings and events. Each such official representative, however, may designate in writing an individual

who will act as the Member's designated representative at any particular meeting or event of the Organisation.

- c. Rights of Designated Representatives. Designated representatives are entitled to participate in the activities of the Organisation and to vote at any meetings of Members to the extent permitted by their specific membership status and in accordance with these Articles.

3.6. Applications for and terminations of Membership of IOPS.

- a. Application. An application for membership must:
 - i. Be sent to the IOPS Treasurer and reviewed by the Executive Committee, with the assistance of the Secretariat, in accordance with a procedure established by the Executive Committee; and
 - ii. Include a description of the organisation of the applicant, its responsibilities, and its pension-related activities.
- b. Lapse of Membership. Membership shall lapse if the membership contribution has not been paid, unless in its discretion the Executive Committee determines otherwise (as described in Article IV) based on special or extenuating circumstances brought to its attention.
- c. Termination of Membership. Membership may be terminated by the Executive Committee if a member has become disqualified in terms of the Articles or has deliberately acted in a manner that is detrimental to the Organisation.
- d. Resignation of Membership. A member may resign by giving a thirty (30) day written notice of its resignation to the Executive Committee. After such notice a resigning member shall not be entitled to any benefit, including the refund of any portion of the membership contribution paid, nor will a former member be required to comply with any of the obligations of membership anymore.

ARTICLE IV

Fees, Assessments and Other Financial Resources of the Organisation

4.1. The financial resources of the Organisation shall be comprised of:

- a. Application fees that may be required to accompany an application for membership of the Organisation;
- b. Annual fees that may be collected from its members;
- c. Donations, grants, contributions and other sources of revenue or allocations.

4.2. Fees shall be set annually upon the recommendation of the Executive Committee (based on consultation with the Treasurer) and the approval of the Governing Membership. The Executive Committee shall have the authority to recommend to the Governing Membership different fees payable by members on a standard basis.

4.3. The Executive Committee shall have discretion to waive the application fee and annual fees, to accept arrangements which provide equivalent contributions, to seek other sources of revenue and to determine the appropriateness of accepting donations or grants from various non-member revenue sources.

4.4. All fees, donations, grants, interest or other sources of revenue shall be accurately accounted for and shall be held in a separate account in order to avoid any confusion with the assets of any other entity or organisation.

4.5. Contributions shall include goods, claims, groups of assets or securities contributed unencumbered by usufruct, unless proven otherwise, by a Governing Member and assigned for use in advancing the aims of the Organisation.

4.6. The financial resources of the Organisation shall be used exclusively for pursuing the objectives of the Organisation and shall be applied solely to the operating and capital costs of the Organisation.

4.7. Where a member fails to pay the annual fees approved by Governing Membership, for a period exceeding one (1) year, the rights of such member under these Articles of Association shall be suspended till such a time as all current and past fees are cleared. Where a member fails to pay the annual fees for a period exceeding two (2) years, the Governing Membership Annual General Meeting may by a simple majority, on the recommendation of the Executive Committee, decide to revoke the membership of the said member.

4.8 Recognizing its non-profit status, the Organisation aims to hold a target 20% of estimated membership fees as reserves, to cover uncertainties relating to the timing of receipt and levels of membership fee payments, from which the Organisation's main income is derived. The Executive Committee may also recommend that the Organisation hold additional reserves to cover, or to plan for, other exceptional expenses (such as costs related to conferences or other events).

4.9 The Organisation's Treasurer reports to the Executive Committee and gives statements of the Organisation's budget, including the accounts of the previous fiscal year and budget estimates of the Organisation's expenses for the current year and two (2) years ahead. The Treasurer also presents the auditor' report at the Executive Committee meetings and the Annual Budget of the Organisation and the budget estimates of the Organisation's expenses to the Governing Membership Annual General Meeting.

ARTICLE V

Governance Structure

5.1. The governance structure of the Organisation is comprised of the Governing Membership and the following entities:

- a. Governing Membership Annual General Meeting (Section 5.2);
- b. Executive Committee (Article VI);
- c. Technical Committee (Article VII); and
- d. Secretariat (Article IX).

5.2. Governing Membership Annual General Meeting.

- a. Annual General Meeting. The Governing Membership shall meet every year at an Annual General Meeting, which all members may attend, regardless of their class of membership, at the headquarters or at any other venue indicated on the convocation.

The convocation shall indicate the date, venue and time of the Meeting, specifying whether the assembly is ordinary or extraordinary, as well as the agenda and instructions for remote consultation or participation.

At the request of a member, the IOPS Secretariat shall communicate by electronic mail or fax the texts of proposed resolutions, the auditor's report, the report by the President or the author of the convocation, or the annual accounts prepared by the Treasurer, as the case may be.

The convocation and any attached documents shall be sent out by electronic mail or fax fifteen (15) days prior to the date of the Annual General Meeting.

- b. Arrangements. The Executive Committee shall make any arrangements necessary or convenient for the holding of the Annual General Meeting.

Each member shall be required to possess an electronic mail address or fax number and to notify the references thereof to the Organisation.

A member's electronic or fax references shall be unique and are deemed to be personal.

Each member shall be entitled to attend the Annual General Meeting.

Remote consultation, prior to the Annual General Meeting, may be carried out in writing or electronically using any procedure, including electronic mail.

Remote participation, during the Annual General Meeting, may be carried out in electronic form only, using videoconferencing or any other electronic procedure.

Remote participation and remote consultation shall be subject to prior agreement between the Governing Member concerned and the Organisation. The procedures shall be stipulated by the Executive Committee, in compliance with the respective legal requirements of the States of the Governing Members.

Governing Members shall be given no less than five (5) days in which to vote remotely.

Votes cast remotely, whether on paper or electronically, shall be counted only if they reach the Organisation no later than one (1) day prior to the date of the assembly, unless the convocation states otherwise.

Electronic mail shall be authenticated if the properties of the message received match the references on file. Electronic mail addresses are deemed to belong exclusively to the Governing Members concerned.

Notification by electronic mail of a member's electronic address or other references shall constitute proof for the IOPS of the Governing Member's identity, and that data have been transferred properly, in respect of both sent and received messages.

The burden of proving any failure in transmission, and responsibility for taking security measures, shall lie solely with the Governing Members.

The IOPS may take special measures for the security of transmissions, submit recommendations to the members or refuse any remote participation or consultation by electronic means.

- c. Matters Requiring Majority Vote of the Governing Membership. At the Annual General Meeting, the Governing Membership shall, when required, vote on a majority vote basis on the following matters:
- i. Election of members of the Executive Committee, in accordance with Section 6.1;
 - ii. Election for a two (2)-year term of a President and Vice-President, after consideration of nominations from the Governing Members, who shall act as Chairperson and Vice-Chairperson of the Executive Committee. In the initial election, the President will be elected for three (3) years;
 - iii. Annual fees and assessments recommended by the Executive Committee;
 - iv. The Annual Budgets of the Organisation and its Committees, including the accounts of the previous fiscal year;
 - v. The biannual (and annual revision of) Programs of Work of the Organisation and its Committees;
 - vi. Any principles, standards or similar guidance to be endorsed by the Organisation;
 - vii. Status of the Secretariat upon recommendation by the Executive Committee in accordance with Section 9.1(b); and
 - viii. Any other matters brought before it by the Executive Committee.
- d. Matters Requiring Qualified Majority Vote of the Governing Membership. At the Annual General Meeting, the Governing Membership shall, when required, vote on a qualified majority vote basis on amendments to these Articles, as described in Article XII.
- e. Voting.
- i. Voting of the Governing Membership shall be on a one-vote-per-country basis – providing that the membership fee payments of at least one Governing Member from the country are up to date (without prejudicing Article 4.3). For countries with more than one Governing Member, the Governing Members of that country shall determine which Governing Member shall exercise the country's vote and inform the Executive Committee of that determination. In the absence of agreement at national level, the Executive Committee will determine the voting member, giving preference to the member mostly responsible for supervision of occupational pension funds, plans, schemes or arrangements. No single Governing Member may exercise more than one vote, regardless of the number of countries in which it acts as supervisor.

However, notwithstanding any provision to the contrary, each Governing Member shall have one vote, even if a country would be entitled to more than one vote, at the Annual General Meeting to decide whether to approve the accounts for the financial year under Article V, Section 5.2 d.

- ii. The designated representative of a Governing Member (as described in Section 3.5) must be present or represented in order to vote. Two fifth (40 per cent) of the Governing Members designated to vote constitutes a quorum. Once a quorum is established, voting is conducted on a majority-vote basis of the members present, unless otherwise specified in these Articles.

Votes cast remotely by Governing Members, acting on their own behalf or on behalf of the countries to which they belong, shall be taken into account when establishing a quorum or calculating the majority.

- iii. Votes cast remotely, either on paper or electronically, shall be unique and irrevocable.

5.3. Additional Meetings and Votes.

- a. The Executive Committee may organise additional meetings of the Governing Membership to act on matters it deems to necessitate action prior to the next Annual General Meeting. In lieu of such meetings, the Executive Committee may determine to bring such a matter to a vote before the Governing Membership in the form of paper or electronic balloting.
- b. Any Governing Member may request the Executive Committee to consider scheduling an additional meeting/vote of the Governing Membership to act on matter(s) that may necessitate action prior to the next Annual General Meeting, such request to be considered by the Executive Committee in a timely fashion.

ARTICLE VI

The Executive Committee

6.1. Composition and Voting Rights.

- a. Elected Members. The Executive Committee is comprised of a minimum of five (5) and a maximum of twelve (12) members elected by the Governing Membership Annual General Meeting.
- b. Nominations.
 - i. Only Governing Members shall be eligible to seek nomination and election to the Executive Committee and the offices of President and Vice-President.
 - ii. Nominations for election to the Executive Committee and the offices of President and Vice-President shall be made under timeframes and procedures to be established by the Executive Committee. The nominations shall be circulated to the Governing Membership in timely fashion prior to the Annual General Meeting.

iii. The process for election to the Executive Committee, in the event of the nominations exceeding the number of members allowed by the Articles, should be adjusted at the discretion of the President to help ensure that the Executive Committee is broadly representative of the Governing Membership.

c. Non-Elected Committee Members.

- i. The President and Vice-President of the Organisation, the Chairperson and Vice-Chairperson of the Technical Committee are ex-officio members of the Executive Committee. The Executive Committee, however, may exclude the President and Vice-President, the Chairperson or Vice-Chairperson from meetings at which his or her appointment or re-appointment is being discussed and voted upon. Notwithstanding the limitations in Section 5.2(e) (i), the President and Vice-President, the Chairperson and Vice-Chairperson of the Technical Committee shall have a right to vote (except on matters of their appointment or re-appointment).
- ii. The Organisation's Treasurer shall serve as an ex officio member of the Executive Committee.
- iii. The Secretariat shall have the right to be present and participate in both open and closed meetings of the Executive Committee. The Secretariat shall not have the right to vote.

d. Country Representation. Elected membership of the Executive Committee shall be limited to no more than one member per country, and at all times its composition shall reflect the membership of the organisation.

6.2. *Period of Office.* Elected members of the Executive Committee shall serve for terms of two (2) years renewable. The terms of office shall be staggered so that not all of the Executive Committee Members are elected in any one (1) year. In the initial election, one half of the members will be elected for three (3) years. The Treasurer generally serves for a term of three (3) years renewable.

6.3. *Chairperson of Executive Committee.* The President and Vice-President of IOPS, elected in accordance with Section 5.2, shall serve as Chairperson and Vice-Chairperson of the Executive Committee.

The Vice-President shall stand in for the President when necessary; he or she shall have the same powers as the President.

The President or the Vice-President shall represent the Executive Committee and the IOPS.

Vis-à-vis third parties, they shall be fully empowered to act in the interest of the IOPS.

Vis-à-vis the Governing Members, the President or the Vice-President shall be fully empowered to act in accordance with the aim of the IOPS, and within the limitations of these Articles of Association.

6.4. *Powers and Duties of the Executive Committee.* The Executive Committee has all the powers necessary and convenient to achieve the objectives and purposes of the Organisation. In particular, the powers and duties of the Executive Committee shall include:

- a. Appointing the Chairperson and Vice-Chairperson of the Technical Committee and sub-committees, upon consideration of those nominated to serve in those positions by the members of each committee;
- b. Appointing the Treasurer;
- c. Establishing and dissolving sub-committees and other working groups, at its discretion and as it deems appropriate, taking into account recommendations from the Technical Committee;
- d. Preparing the following documents for the approval of the Governing Membership at the Annual General Meeting:
 - i. the biannual Programme of Work (upon recommendation from the Technical Committee) or annual revisions;
 - ii. the Annual Budget and Expense Reports (based on consultation with the Treasurer); and
 - iii. the Annual Report of the Organisation.

In preparing the biannual (or annual revision of the) Programme of Work, the Executive Committee

- iv. shall seek and consider the input of the Organisation's members; and
- v. shall seek to co-ordinate the Programme with that of relevant international bodies to ensure that duplication of work is avoided and, where possible, synergies achieved.
- e. Establishing the agenda of the Annual General Meeting, including the determination of matters to be voted upon by the Governing Membership in addition to those required to be put to a Governing Membership vote;
- f. Providing or publishing advice and comment on the principles, standards and good practices on pension supervisory issues and on regulatory issues related to pension supervision prior to their being voted upon by the Governing Membership;
- g. Considering and approving the Programs of Work and Annual Budgets of the Technical Committee and sub-committees prior to their being voted upon by the Governing Membership;
- h. Reporting on the current and prospective activities and work of the Executive Committee to the Organisation at the Annual General Meeting;
- i. Considering applications for admission to Membership pursuant to Section 3.6 and with the assistance of the Secretariat, monitoring compliance by Members with these Articles and other rules of the IOPS;
- j. Assuring an accurate accounting of the financial resources of the Organisation is maintained, making annual recommendations for the setting of fees to be approved by the Governing Membership at the Annual General Meeting and making determinations regarding the financial resources of the Organisation in accordance with Article IV. The Executive Committee may formally appoint one or more qualified auditors, independent

from the Executive Committee, to perform (part of) these duties. The Executive Committee shall be able to justify all the Organisation's revenues and expenditures;

- k. Overseeing the activities of the Secretariat, the Technical Committees and sub-committees and assuring the compliance of these bodies with these Articles;
- l. Acting as liaison among members of the Organisation;
- m. Carrying out all other duties assigned to it by the Organisation at the Annual General Meeting;
- n. Calling meetings or votes of the membership in accordance with Article V; and
- o. Interpreting these Articles and resolving disputes regarding their application.

6.5. Meetings and Conduct of Executive Committee Business

- a. The Executive Committee shall meet at least two (2) and no more than four (4) times per calendar year. One meeting will be scheduled to coincide with the Annual General Meeting.
- b. The Chairperson of the Executive Committee (or in the absence thereof, the Vice-Chairperson) shall call and conduct the meetings of the Executive Committee and determine whether the meeting shall be open or closed.

Remote participation, during a meeting, may be carried out using videoconferencing or any other electronic procedure.

Remote consultation, prior to a meeting, may be carried out electronically or via any other means of communication.

Remote participation or consultation shall be subject to prior agreement, which need not be in writing, in accordance with a procedure stipulated by the Chairperson (or the Vice-Chairperson).

Members who participate in a meeting remotely shall be counted in establishing a quorum or a majority.

At the direction of the Chairperson, the Secretariat shall be responsible for organising and making arrangements for meetings and for keeping minutes of such meetings.

In the event of a remote consultation or participation, attendance records shall be annotated "remote participation" by the Secretary-General or by the Chairperson or Vice-Chairperson.

Electronic transmissions may be recorded and kept by the IOPS for a period of three (3) years.

- c. A majority of the voting members of the Executive Committee constitutes a quorum. Once a quorum is established, Executive Committee decisions are made by a majority vote of the voting members present. The person acting as Chairperson at a meeting of the Executive Committee shall in the case of an equality of votes have a casting vote in

addition to a deliberative vote. Meetings may be conducted in the absence of a quorum, but in such cases, no decisions can be made which require a vote of the Committee.

- d. The Chairperson may, with the Committee's approval, invite any other person to take part in the deliberations of the Executive Committee. Such persons, however, may not be permitted a vote.

ARTICLE VII

Technical Committee

7.1. There shall be established a Technical Committee composed of both Governing Members and Associate Members that serve on the Committee on a voluntary basis, which shall meet at least two (2) times per year. Nominations for membership of the Technical Committee shall be made to the Executive Committee.

7.2. *Chairperson and Vice-Chairperson of the Technical Committee.* The Chairperson and Vice-Chairperson of the Technical Committee shall be appointed to a two (2) -year term by the Executive Committee upon majority vote after consideration of nominations from members of the Technical Committee. In the initial appointment, the Chairperson will be appointed for three (3) years. The Technical Committee Chairperson organises the activities of the Technical Committee in accordance with its Purpose and Tasks, represents the Committee together with the Vice-Chairperson at Executive Committee meetings, and ensures that an Annual Programme of Work for the Organisation is presented to the Executive Committee for its consideration. The Chairperson of the Technical Committee also reports on the work of the Committee to the Organisation at the Annual General Meeting.

The Vice-Chairperson of the Technical Committee shall stand in for the Chairperson when necessary; he or she shall have the same duties as the Chairperson.

The Chairperson may, with the Committee's approval, invite any other person to take part in the deliberations of the Technical Committee. Such persons may be assigned particular functions and role to play.

7.3. *Purpose and Tasks.* The Technical Committee will participate in and conduct the development of principles, standards and good practices on pension supervisory issues and on regulatory issues related to pension supervision, taking into account the cooperation or partnership agreements of the IOPS with relevant international bodies. The Technical Committee develops the Programme of Work of the Organisation, which it recommends to the Executive Committee; serves as a forum to discuss, develop and analyse matters related to pension supervision that are of interest to the membership; develops standard-setting activity; receives reports from the sub-committees and working groups; and recommends the establishment or dissolution of sub-committees and working groups to the Executive Committee, acting in a manner not inconsistent with these Articles.

7.4. *Voting.* A majority of the voting members of the Technical Committee constitutes a quorum. Once a quorum is established, Technical Committee decisions are made by a majority vote of the voting members present. The person acting as Chairperson at a meeting of the Technical Committee shall in the case of an equality of votes have a casting vote in addition to a deliberative vote. Meetings may be conducted in the absence of a quorum, but in such cases, no decisions can be made which require a vote of the Committee.

ARTICLE VIII

Sub-Committees

8.1. *Sub-Committees.* The Executive Committee and the Technical Committee shall have the authority to establish sub-committees and working groups in such form and for such purposes and tasks, as may be deemed appropriate by them. Each sub-committee shall have the authority to formulate its own working procedures and shall meet as may be determined by such sub-committee.

ARTICLE IX

Secretariat

9.1. *Secretariat.*

- a. Appointment of the Secretariat. The Executive Committee shall establish a Secretariat or appoint an entity to serve as the Secretariat of the IOPS. In case the appointment is not made for a limited period, it can be terminated by written notification which shall take effect six (6) months after the date of its receipt. The Executive Committee shall also appoint an individual as Secretary-General of the IOPS who heads the Secretariat.
- b. Re-appointment of the Secretariat and Performance Review. One (1) year before the end of each term of appointment of the Secretariat or otherwise each three (3) years after the first year of appointment, the Executive Committee will hold a performance review. The performance review shall assess the adequacy of the Secretariat's performance in light of the objectives required of it, which are defined in these Articles, and in light of the resources available, and shall include an assessment of the quality of work performed and the responsiveness of the Secretariat to the needs of the Organisation. Based on this review, the Executive Committee shall make an informed recommendation regarding (the conditions of) the (re-)appointment of the entity to serve as Secretariat for approval by the Governing Membership.
- c. Termination of Appointment. If the appointment is not renewed or is terminated, there shall be six months notice to the Secretariat. The Secretariat may elect to discontinue its service as Secretariat upon six months notice to the Executive Committee. Any financial or operational consequences arising from the non-renewal of the Secretariat shall be the subject of a separate agreement between IOPS and the Secretariat. In such an event, it is the duty of the Executive Committee to identify or establish a new Secretariat and recommend it for approval to the Governing Membership.

9.2. *Powers and Duties.* The duties of the Secretariat shall include, within the limits of its resources:

- a. In accordance with Section 4.4, providing appropriate support to the Treasurer in receiving and holding in a separate account all fees, donations, grants, interest and other sources of revenue of the Organisation, and assisting in keeping the records, accounts and books of the Organisation, which are to be separately retained at the offices of the Secretariat;

- b. Ensuring, at the direction of the Executive Committee, that these Articles are kept up to date, by appropriately proposing, drafting and retaining any necessary amendments thereto;
- c. Reviewing applications for membership in accordance with Section 3.6 (a);
- d. Monitoring compliance by Members with these Articles and other rules of the IOPS and referring concerns regarding non-compliance to the Executive Committee;
- e. Assisting Executive Committee, Technical Committee, and, as far as possible, other IOPS sub-committees and working groups in their functions, and taking appropriate initiatives as deemed relevant;
- f. Developing, in co-operation with relevant international bodies, data collection, analytical work and management of the IOPS website;
- g. Representing, as IOPS Secretariat, the IOPS in meetings with, presentations to and communications with other groups and bodies, including but not limited to representing the IOPS in other international bodies. Formal representation of IOPS in other international bodies may be undertaken only with the consent of the President of the Organisation. Binding votes cast by the Secretariat on behalf of IOPS may be cast only with the consent of the Executive Committee;
- h. Assisting the Executive Committee in the preparation of the biannual Programme of Work, the Annual Budget and Expense Reports of the Organisation, and the Annual Report of the Organisation;
- i. Assisting the Chairpersons of the Technical Committee and the Executive Committee and other sub-committees in developing their Annual Programs of Work and Annual Budgets; and
- j. Executing all other functions that are assigned to it by the Executive Committee.

9.3 The Executive Committee and the appointed Secretariat may decide by mutual agreement to assign some of these duties to third parties.

9.4. The Secretariat has the authority, budget permitting, with the agreement of the President of the Organisation, to hire and retain staff and independent contractors as are necessary to fulfil its duties and obligations to the extent permitted by its annual budget.

9.5. In performing its operational tasks, the Secretariat acts in accordance with the decisions of the Executive Committee and the guidance of the President of the Organisation.

9.6. The Secretariat also performs work for the Executive Committee and Technical Committee and other sub-committees and working groups, acting at the direction of the relevant Committee Chair.

ARTICLE X

Annual Report, Budget and Programme of Work

10.1. The Executive Committee is responsible for the preparation of an Annual Report, the Annual Budget and Expense Reports, and the Programme of Work of the IOPS, which are subject to the approval of the Governing Membership. These documents shall be prepared on a calendar-year basis. The programme of work will be prepared on a biannual basis with possibility of annual revision.

10.2. The Executive Committee shall disseminate or make available electronically to the Governing Membership the proposed Annual Report, Annual Budget and Expense Reports, and Annual Programme of Work for their timely consideration prior to voting on these documents.

10.3. Associate and Observer-status Members may obtain a copy of the Annual Report upon request after its approval by the Governing Membership.

ARTICLE XI

Co-operation with relevant international bodies

11.1. Cooperation or partnership agreements will be set up separately with relevant international bodies to organize any joint work. The agreements will, amongst others, pay attention to the co-operation in relation to:

- a. standard-setting on pension supervisory issues and on regulatory issues related to pension supervision, through the development and promotion of the implementation of international principles, standards, and good practices in pension supervision;
 - i. improvement of statistical collection and analysis of pensions;
 - ii. collection of information pertaining to pension supervision.

ARTICLE XII

Amendments to the Articles of Association

12.1. The Articles of Association of the IOPS may

- a. After sixty (60) days' written notice to Governing Members, be amended by a two-third majority vote of the Governing Members of the Organisation present at the Annual General Meeting (or other meeting called by the Executive Committee under Section 5.3).
- b. A modification of any amendment may be approved by a three-quarter majority of members of the Organisation present in the meeting at which the proposed amendment is being considered.

12.2. In lieu of a meeting as described in Section 12.1, proposed amendments may be adopted:

- a. before the assembly, via remote consultation (remote voting by paper ballot or electronically);

- b. during the assembly, via remote participation (electronic voting), organised by the Secretariat under the responsibility of the Executive Committee.

ARTICLE XIII

Dissolution

13.1. The Governing Members may at any time decide to dissolve the Organisation by calling for an additional meeting. The Executive Committee shall be responsible for carrying out the liquidation on the terms set by the Governing Membership. Upon liquidation, any surplus assets of the Organisation, after satisfaction of all debts and liabilities, shall not be disbursed among the members, but shall be donated to some other non-profit international organisation having similar or identical objects, as may be decided by the Governing Membership in the meeting which decides to dissolve the Organisation.

ARTICLE XIV

Indemnification

14.1. The Governing Membership Annual General Meeting may decide, on the recommendation of the Executive Committee, that the Organisation shall indemnify current or former officers or staff members of the Organisation against costs and charges in respect of civil, criminal or administrative proceedings to which he/she is made a party of by reason of being or having been an officer or staff member of the Organisation, if that person acted honestly and in good faith in fulfilment of his or her duties keeping in view the best interests of the Organisation.

14.2. The Executive Committee shall establish reasonable limits on the indemnification provided and it may purchase and maintain insurance to cover this risk. The Executive Committee may advance funds to current or former officers or staff members of the Organisation to cover the cost of his or her involvement in a proceeding.

ARTICLE XV

Interpretive Provisions

15.1. Within the meaning of the Act of 1 July 1901, the Members of the Organisation shall consist solely of Governing Members as stipulated in Section 3.2.

Articles I, II, III (Sections 3.2, 3.5 and 3.6), IV (Sections 4.1 and 4.2), V (Section 5.2) to VI, and XII to XV shall constitute the Articles of Association of the Organisation within the meaning of the aforementioned Act, the other provisions constituting its by-laws.

15.2. The English language is the operational language of the Organisation, its bodies and its Governing Members at any act or discussion.

Done in Swakopmund, Namibia, on 2 October 2014

Valid for agreement and acceptance of the duties of President

A handwritten signature in black ink, appearing to read "E. Odundo", is written over a long, thin horizontal line.

Dr Edward Odundo
President IOPS

Chief Executive Officer
Retirements Benefit Authority
P.O. Box 57733
00200 Nairobi, Kenya