



## Maritime Anti-corruption Network (MACN)

### Operating Charter

#### 1. Purpose

- 1.1. This Operating Charter ('Charter') establishes a governance structure and defines key organizational elements of MACN. MACN is an initiative developed by the maritime industry to tackle corruption in all forms. The vision of MACN is a maritime industry free of corruption that enables fair trade to the benefit of society at large.
- 1.2. The mission of MACN is the promotion of good corporate practice in the maritime industry for tackling bribes, facilitation payments and other forms of corruption by developing and sharing best practice, creating awareness of the challenges and collaborating with key stakeholders to develop sustainable solutions. This Charter describes how MACN will be governed in order to ensure that the integrity and reputation of MACN is not harmed. In addition to outlining criteria and rights and obligations of membership, the Charter outlines the role and responsibilities of the governance bodies including the MACN Steering Committee ("the Steering Committee") and MACN Member Meetings as well as the mechanisms for ensuring integrity and accountability.
- 1.3. The Charter is a core document which together with MACN Anti-corruption Principles and MACN Anti-Trust Compliance Policy makes up the foundational documents of MACN.

#### 2. Governance

- 2.1. MACN is a business to business network which is governed by the Steering Committee and by Member Meetings. It is not a legal entity.

#### 3. Members

- 3.1. Membership of MACN is available in one of 2 groups:
  - a) Regular Members who are companies or incorporated organizations for whom ownership and/or operation of commercial vessels for business purposes constitutes a significant business activity; and
  - b) Associate Members who are companies or incorporated organizations in the maritime industry for example ports, terminal operators, shipping agents, freight forwarders, cargo owners, associations and others who do not fulfil the criteria for regular membership.
- 3.2. A special purpose vehicle company for a single vessel will not generally be admitted as a Regular Member. Group companies may join as Regular or Associate Members subject to criteria determined by the Steering Committee. For example where a large number of vessels are owned or operated in more than one company, more than one company may be required to become a member for the whole Group to benefit from membership.
- 3.3. There is no limit to the number of Members of MACN.
- 3.4. The Steering Committee will maintain a list of all admissions to and departures from membership.



## **4. Rights and obligations of Regular Members**

4.1. Regular Members have the following obligations:

- a) To pay annual dues in full and on time;
- b) To publicly endorse, including on its website, MACN vision, mission and Anti-corruption Principles;
- c) To participate in and contribute to all collective actions of MACN where applicable;
- d) To financially contribute to all collective actions of MACN;
- e) To adopt and implement MACN Anti-corruption Principles;
- f) To report to MACN through MACN Assessment of Progress on an annual basis on progress made to ensure the effective implementation of MACN Anti-corruption Principles.

4.2. Regular Members have the following rights:

- a) To receive notice of, attend and speak and vote at Member Meetings on the basis of one vote per member;
- b) To propose representatives for appointment to the Steering Committee as well as other Committees established by Member Meetings;
- c) To participate in MACN working groups;
- d) To use MACN logo and intellectual property in accordance with MACN Rules for the time being in force; and
- e) To propose to the Steering Committee items for discussion at Member Meetings provided the proposal enjoys support of at least 10% of Regular Members.

## **5. Rights and obligations of Associate Members**

5.1. Associate Members have the following obligations:

- a) To pay annual dues in full and on time;
- b) To publicly endorse, including on its website, MACN vision, mission and MACN Anti-corruption Principles; and
- c) To participate in and contribute to relevant collective action of MACN.

5.2. Associate Members have the following rights:

- a) To participate in MACN working groups open to participation for Associate Members;
- b) To receive notice of, attend, speak and participate in Member Meetings open to participation for Associate Members; and
- c) To publicly communicate membership of MACN in accordance with MACN Rules.

## **6. Applications for membership**

6.1. Applications for membership will be made to the Steering Committee which has authority to grant or deny membership by a simple majority vote. Applicants are required to complete an application form together with a signed statement of commitment and may be asked by the Steering Committee to provide other information or evidence as they may require.

6.2. Admission will generally be granted to applicants fulfilling the criteria for membership. If the Steering Committee refuses admission, it will inform the applicant in writing of the reasons within 21 days of the decision. The Steering Committee will consider further representations by the applicant and will reach a final decision which will be notified to the applicant within 21 days of their decision.



- 6.3. Following that decision, the applicant has a right of appeal to an ad hoc committee made up of five representatives of Regular Members other than those represented on the Steering Committee. There is no further appeal and the right lapses if not notified to the Steering Committee within the 21 days of the Steering Committee decision.
- 6.4. The Steering Committee is entitled to reject for membership an applicant which they consider:
  - a) Does not fulfil the criteria for membership,
  - b) Where there is reasonable doubt as to the applicant's commitment to MACN Anti-corruption Principles, or
  - c) Where the Steering Committee reasonably consider, on objective grounds, that it is in the best interests of MACN to refuse the application.
- 6.5. Membership commences when the Steering Committee has accepted the application and the applicant has paid all membership dues.
- 6.6. Membership is automatically renewed on payment of annual dues unless a Member is under consideration for suspension or termination. Members may cancel their membership at any time without penalty (but without refund of annual dues already owing or paid) by written notice to the Steering Committee.

## **7. Member Meetings & Quorum**

- 7.1. The Steering Committee will call an Annual Member Meeting each calendar year and may convene other meetings for Regular and/or Associate Members as appropriate to advance the vision and mission of MACN (collectively referred to as 'Member Meetings'). All meetings will be conducted in accordance with MACN Anti-Trust Compliance Policy.
- 7.2. The business of the Annual Member Meeting will include (but not be limited to):
  - a) Elections to the Steering Committee
  - b) Changes to this Operating Charter
  - c) The adoption of and changes to MACN Anti-corruption Principles
  - d) The approval of MACN annual budget
  - e) The approval of annual membership dues
  - f) The approval of MACN Annual work plan
  - g) The approval of the Secretariat
  - h) Such other business considered appropriate by the Steering Committee
- 7.3. The business of other meetings will be determined by the Steering Committee but cannot, unless agreed by a majority of Regular Members, include any business which is defined to be solely the business of the Annual Member Meeting by this Charter.
- 7.4. All Member Meetings are to be called with at least 28 clear days' notice in writing, or with shorter notice, if agreed by a majority of Regular Members. The notice will specify the time, place and the general nature of the business to be transacted and identify any matters which require a Special resolution.
- 7.5. All Members must respect the confidentiality of any information provided to MACN by other Members. All matters discussed and views expressed at any Member Meetings are confidential and all Members agree that they will not under any circumstances report any such matters or views to any person, including members of the media.



- 7.6. All Members acknowledge that the formation of MACN could potentially give rise to concerns regarding competition or anti-trust. All Members confirm that they have no intention to act in contravention of any competition or anti-trust legislation which may be applicable to them, or to create any cartel or barrier to trade. All Members agree to comply with the MACN Anti-Trust Compliance Policy.
- 7.7. Quorum for any Member Meeting will be one third of the total number of Regular Members. No business is to be transacted without a quorum. Members may be present by proxy or an authorised representative.

## **8. Voting at Member Meetings**

- 8.1. Regular Members have one vote on each resolution put to vote which may be exercised in person or by proxy. Proxies must be notified to the Steering Committee at least 2 clear working days in advance of the Member Meeting. Associate Members have one vote but may only vote on matters clearly identified as eligible for voting by Associate Members in the agenda.
- 8.2. No Member is entitled to vote unless all moneys due from that Member have been paid in full prior to the Member Meeting.
- 8.3. Decisions will generally be by ordinary resolution which requires a simple majority of Regular Members present and voting unless a Special resolution is required by this Charter.
- 8.4. Special resolutions require a vote of two thirds of Regular Members present and voting. Special resolutions are required for dissolution of MACN or any changes to this Charter, MACN Anti-Corruption Principles or MACN Anti-Trust Compliance Policy.

## **9. Steering Committee**

- 9.1. The Steering Committee is to be made up of representatives from Regular Members of MACN.
- 9.2. The maximum number is to be ten and the minimum number is to be six. Appointments to the Steering Committee are for a three year term (subject to early removal as discussed below) but not exceeding two consecutive terms. Members will be eligible to serve again after a gap of one year.
- 9.3. Removal of Steering Committee Members
  - a) The Steering Committee may vote on the removal from the Steering Committee of one or more members of the Steering Committee if there is reasonable doubt of the Steering Committee member's commitment to the MACN Anti-Corruption Principles or the Anti-trust Compliance Policy.
  - b) The Steering Committee may vote on the removal of a Steering Committee member if the Steering Committee member changes employment to that of another Regular Member of MACN.
  - c) If the Company that the Steering Committee member represents is no longer a Regular Member of MACN then that Steering Committee member will automatically cease to be a member of the Steering Committee.



- d) Decisions relating to the removal of Steering Committee members requires a two thirds majority (in which case the Steering Committee member cannot attend the Steering Committee meeting and does not have a vote at the Steering Committee meeting).
  - e) Following a vote to remove a Steering Committee member, the Steering Committee member has a right of appeal to an ad hoc committee made up of five representatives of Regular Members other than those represented on the Steering Committee. There is no further appeal and the right lapses if not notified to the Steering Committee within the 21 days of the date of termination.
  - f) If the removal of a Steering Committee member results in the Steering Committee with less than six members, additional members will be elected as soon as possible.
- 9.4 The first Steering Committee members are those persons appointed to the Steering Committee at the adoption of this Charter. At the Annual Member Meeting in 2014, the Steering Committee will determine between themselves (if necessary by lottery) two Members who will continue to serve for a further three year term until 2017 and all others will resign. Those who resign may stand for re-election at the 2014 Annual Member Meeting.
- 9.5 The make-up of the Steering Committee should reflect the diversity of MACN Regular Members, taking into account factors such as industry segment, company size and country of origin, and the Steering Committee may take appropriate steps to achieve this.
- 9.6 The Steering Committee will meet not less than quarterly either via tele or video conference or in person and elect from its participants a Chairman and Vice-chairman on an annual basis. The Chairman will not vote unless required to break a tie in voting.
- 9.7 Quorum for Steering Committee meetings is at least 50% of the Steering Committee.
- 9.8 Decisions of the Steering Committee will be made by a simple majority, except for decisions relating to the suspension of Members which require a two thirds majority (in which case any Steering Committee representative associated with the Member in question shall not attend the Steering Committee meeting and shall not have a vote at the Steering Committee meeting).
- 9.9 Additional meetings may be called as necessary jointly by the Chairman and Vice-chairman on 14 days notice or for urgent business with shorter notice providing a majority of the Steering Committee agree.

## **10. Steering Committee business**

- 10.1. The business of the Steering Committee includes:
- a) Furthering the vision and mission of MACN and promoting the adoption and adherence to MACN Anti-corruption Principles.
  - b) Propose an Annual work plan and oversee progress against priorities.
  - c) Set the agenda for Annual Member Meetings and other Member Meetings.
  - d) Approve admission of Regular and Associate Members.
  - e) Propose annual budget.
  - f) Conclude contracts with 3<sup>rd</sup> party service providers.
  - g) Propose a Secretariat including its roles, responsibilities and remuneration.
  - h) Propose membership dues for Regular Members and Associate Members.



- i) Act as spokesperson for MACN through the Chairman or Vice-chairman.
  - j) Approve sub-committees of the Steering Committee to facilitate its work.
  - k) Propose Working Groups for Regular Members and/or Associate Members to advance the work of MACN.
  - l) Invite and receive contributions and raise funds where appropriate, to finance the work of MACN, and to open and operate a bank account [which shall be opened in the name of the Secretariat to manage such funds].
  - m) Publicise and promote the work of MACN and organise meetings, training courses, events or seminars etc.
  - n) Work with groups of a similar nature and exchange information, advice and knowledge with them, including cooperation with other industry or anti-corruption bodies, and statutory and non-statutory organizations, governments and stakeholders.
  - o) Assign Members and volunteers (not from the Steering Committee) as necessary to conduct activities to meet the objects of MACN.
  - p) Take any form of action that is lawful, which is necessary to achieve the objects of MACN.
  - q) Ensure any property, real or intangible, which is created for, acquired by or otherwise belongs to MACN, is held on trust for MACN by an appropriate third party, which should normally be the Secretariat.
  - r) Agree and publicise through appropriate means, such as the MACN website, MACN Rules to cover day to day business and operations of MACN (provided they are not inconsistent with this Charter) which may regulate the following matters but are not restricted to them:
    - i. the conduct of Members of MACN in relation to one another, and to MACN Secretariat [and other stakeholders;]
    - ii. use of MACN logo and other intellectual property;
    - iii. appropriate methods for public communication of membership of MACN by Associate Members;
    - iv. the procedure at Member Meetings and meetings of the Steering Committee except where determined by this Charter;
    - v. the keeping and authenticating of records (If rules made under this clause permit records of the Steering Committee to sign the record, the rules must specify a method or recording the signature that enables it to be properly authenticated.)
    - vi. generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- 10.2. MACN in Member Meeting has the power to alter, add to or repeal the MACN Rules. The Steering Committee must adopt such means as they think sufficient to bring the alteration, addition or repeal of MACN Rules to Members' notice. The MACN Rules are binding on all Members of MACN.
- 10.3. Minutes will be taken at each meeting by the Secretariat or a person appointed by the Chairman and will be available to Regular Members. These may however be redacted for legal professional privilege or sensitive matters such as references to individual cases of suspension or termination of Members.
- 10.4. The Steering Committee will not be remunerated or reimbursed expenses for participation in Steering Committee meetings, but the costs of any third party venue used for Steering Committee meetings will, where appropriate, be met out of MACN funds.
- 10.5. The Steering Committee will act in the best interests of MACN, and MACN Regular Members will indemnify them for any legal liabilities they incur whilst carrying out their responsibilities for



MACN. Each Regular Member will contribute an equal share, save to the extent that the Steering Committee personnel actions are covered by any insurance (for example Directors and Officers insurance).

## **11. Secretariat**

- 11.1. MACN may appoint a Secretariat to fulfil any activities required by the Steering Committee. When these activities require additional funding beyond what has been agreed to in the annual budget, prior approval must be sought by a Member Meeting.

## **12. Membership Dues**

- 12.1. Annual dues will be determined by ordinary resolution at the Annual Member Meeting. Payment of dues will be required 60 days after the invoice is issued. A failure to make payment of annual dues or other sums due to MACN will suspend the Member's rights in MACN.

## **13. Funding**

- 13.1. Annual dues will be used to cover MACN day to day business expenses. MACN may also seek financial and other support from government, non-government and private funders for projects and initiatives relevant to the pursuit of MACN vision and mission. The identities of those funders and the amount of the financial and other support will be disclosed to all Regular Members.
- a) MACN funds will be paid into an account(s) operated by the Steering Committee in the name of the Secretariat on behalf of MACN. All funds must be applied to the objects of MACN and for no other purpose.
  - b) Any deeds, cheques etc relating to MACN bank account must be signed by at least two (2) of the following Steering Committee Members: Chairperson or Vice Chairman and one other member of the Steering Committee.
  - c) The Secretariat and the Steering Committee will ensure funds are utilised effectively and that MACN stays within budget. Official accounts will be maintained and will be examined annually by an independent accountant who is not a Member of MACN with a summary report presented at the Annual Member Meeting. MACN's accounting year will be 01 April to 31 March.
- 13.2. Any deficit in MACN's balance sheet will be made good by equal contributions from all Members, which are payable to the Steering Committee on demand. The Steering Committee will immediately inform the Members if a deficit arises, or it becomes clear that there is a risk it will do so and will be fully transparent in providing the reasons for the deficit.

## **14. Public Reporting**

- 14.1. MACN will develop an Annual Report of Activity and make this publicly-available on the MACN website.

## **15. Suspension and Termination of Membership**

- 15.1. Membership of MACN is not transferable and ceases on resignation. Membership may also be suspended and then terminated :
- a) On failure to pay annual dues or any other amounts payable in accordance with Member Meeting Resolutions and relevant MACN Rules;



- b) On violation of this Charter or MACN Rules that would result in injury to the reputation of MACN or its Members;
  - c) If a Member no longer meets the membership eligibility; or
  - d) If a Member has not participated in any meeting, Working Group or other activities for more than a 12 months period.
- 15.2. In cases a) to d) above the Steering Committee will send the Member a notice specifying the cause and of its decision to suspend the Member in 30 days time. The Member has 30 calendar days to respond. If the situation remains unresolved, the Member will be automatically suspended and will be given a final 15 calendar days to rectify the situation to the satisfaction of the Steering Committee to avoid termination. If the situation remains unresolved, the Member's membership will be automatically terminated.
- 15.3. Following termination of membership, the ex-Member has a right of appeal to an ad hoc committee made up of five representatives of Regular Members other than those represented on the Steering Committee. There is no further appeal and the right lapses if not notified to the Steering Committee within the 21 days of the date of termination.
- 15.4. Members may not serve on the Steering Committee whilst that Member's possible suspension or termination is under consideration.
- 15.5. Termination of membership for any reason does not relieve the Member from liability to pay in full any unpaid dues or other duly assessed fees and charges. No dues, fees or other charges already paid will be refunded on termination.
- 15.6. This Charter is governed by and construed in accordance with English law. Any dispute arising out of or in connection with this Charter will be referred to the English High Court, London, which has exclusive jurisdiction.

## **16. Dissolution**

- 16.1. The Regular Members may vote by special resolution to dissolve MACN. All Members will contribute equally to any shortfall between its assets and liabilities. If after satisfaction of all its debts and liabilities, there is remaining property, this will be given or transferred to:
- a) any successor body to MACN, for example a registered company, if not then to;
  - b) a body or bodies having a Vision and Mission similar to MACN provided that such body or bodies demonstrate a commitment and ability to handle the property in a responsible manner consistent with applicable law; if not then to
  - c) a generally recognized charitable body or bodies provided that such body or bodies demonstrate a commitment and ability to handle the property in a responsible manner consistent with applicable law; or
  - d) Such body or bodies to be agreed by the Regular Members at or before the time of dissolution (whether or not a recipient body is a Member of MACN).



## Glossary of Terms

“All member meetings” are meetings in which both associate and regular members can participate.

“Annual member meetings” are meetings held annually and must be called following a special procedure (in writing and with 28 clear days’ notice).

“Applicants” are companies or incorporated organizations that have submitted an application for membership to the steering committee.

“Associate member” means a member admitted to Associate membership in accordance with Article 3.1.b).

“Authorized representative” means a person within a company that has received the adequate authorization/mandate/delegation to make the decisions relevant to the work of MACN on its behalf.

“Chairman” is the person elected by the members of the Steering Committee who can act as spokesperson for MACN and can decide with the Vice-Chairman to call on meetings.

“Incorporated organizations” mean legal entities that are recognized by the law but are not natural persons.

“MACN Rules” are the rules adopted by the steering committee to cover day to day business and operations of MACN.

“Non-statutory organization” means an organization that is not a legal entity in its own right, but is accountable to, and/or funded by, an organization or a partnership between different organizations.

“Other member meeting” means any other meeting decided by the steering committee or call by the Chairman and Vice-Chairman.

“Quorum” means a minimum number of MACN members that is required to be present in MACN meetings before any valid business can be transacted.

“Regular member” means a member admitted to Regular membership in accordance with Article 3.1.a).

“Resignation” means the written statement from a MACN member notifying its desire to cease its membership with MACN.

“Resolution” means a decision that is taken by MACN members during Member meetings. A resolution can be special when it requires a vote of two thirds of Regular Members present and voting or ordinary when it can be passed by a simple majority of regular members present and voting.

“Secretariat” means the body appointed by the steering committee to fulfil any activities required by the Steering Committee.



“Simple majority vote” means a voting system whereby half the Regular Members present and voting is enough to adopt a decision/resolution.

“Statement of commitment” is the document that must be signed by the applicant’s CEO or other senior executive as part of the application process which commits the company or incorporated organization to supporting MACN.

“Statutory organization” means an organisation that is set up by law or by the government.

“Steering committee” means the committee made up of representatives from Regular Members of MACN.

“Third party service provider” refers to any organization or company that is contracted by the steering committee to provide MACN goods or services of any nature.

“Working group” means a group of associate and/or regular members working together on a specific issue to advance the work of MACN.



## Annex 1 – Disclosure Clause

### Discussions under the Meetings

All discussions under the meetings of MACN must be conducted in compliance with MACN Anti-Trust Compliance Policy. Unless relevant, necessary and/or required for the purposes of definition, developing, mapping, identifying, planning, and/or carrying out of a project, paper, study, survey or other or for any other reason justified by the respected purpose, sharing of information under MACN meetings must at all times avoid references to specific incidents regarding anti-corruption and/or facilitation payments.

### MACN Database

MACN has a database ("Database") containing documents created by MACN consisting of, *inter alia*, minutes of the meetings, papers, studies, summaries and other files created by or related to the Regular Members of MACN ("MACN Material") as well as a list of the Regular Members and contact details of the persons representing them in MACN ("Member Information"). In addition to the MACN Material and the Member Information, the Database contains files and documents which are not created by MACN or its members, e.g. downloads of anti-corruption laws and commentaries, anti-corruption procedures and guidance for the same or links to official websites and other publically accessible and obtainable documents related to the purposes and work of MACN ("Other Material"). All personal data will be stored, accessed and processed in accordance with the relevant Member's agreement, as set out in the Application for membership, or elsewhere.

Access to the Database is restricted to the Regular Members only for which the representative of the same is provided an access code. Save for the exceptions provided below, no MACN Material including Member Information is to be disclosed to anybody. The Regular Members can freely use and disclose the Other Material subject to disclosure restrictions pertinent to the respective document. In case the MACN Material is used in-house by the Regular Member for internal purposes only, the recipient and/or user of the same must not disclose the same to anybody and not use the information in any way which is contrary to MACN Anti-Trust Compliance Policy. The Database is administrated by the Secretariat of MACN with close co-operation and supervision of the Steering Committee.

### Disclosure under Public Prosecution

If a Regular Member has been prosecuted by official prosecuting authorities for breach of anti-corruption laws, such Member may, by obtaining a prior approval from the Steering Committee, disclose certain MACN Material in order to support its defence against such claims. The Member is required to make its request in writing (by e-mail) to the Chair of the Steering Committee specifying i) the reason, ii) the MACN Material wished to be disclosed and iii) the relevant part of the claim, i.e. the preamble stating the name of the Regular Member as defendant of the claim and the prosecuting authority as well as the relevant part of points of claim or other information indicating that the Member is prosecuted for breach of anti-corruption laws). All communication and correspondence between the Regular Member requesting approval for disclosing the MACN Material and the Steering Committee are strictly private and confidential. The Steering Committee will not unreasonably withhold approval. Note that Member Information **cannot** be disclosed and that permission is only likely to be granted to support a defence



against claims and/or prosecutions for breach of anti-corruption laws when the claimant is a public prosecutor in corruption related matters in the respective jurisdiction. No MACN Material nor Member Information can be disclosed or used in connection with defending and/or suing private claims for breach of anti-corruption laws, rules or respected policies or other between private parties (i.e. without public interest).

### **Disclosure in Other Occasions**

The Steering Committee may, for specific purposes, following a request in writing from the Regular Member(s) allow the occasional use and/or disclosure of the MACN Material to non-members or other external parties, if such purpose is likely to facilitate the purpose and mission of MACN, e.g. co-operation with public authorities, NGOs, governments or similar. In such cases the Member Information must not be disclosed and the names of the members must not be identified in other connection of the disclosed material.

### **Dissolution of MACN**

If the MACN network is dissolved and is not succeeded by a registered company or similar carrying on the same work and purpose, or due to any other reason ceases to exist, all the contents of the Database must be destroyed by the Secretariat and the Database be closed down. The Secretariat will send an e-mail message about the closing of the Database to all those listed as Regular Members at that time prior to closing of the Database.

### **Member Publicity**

Members are obliged to publicly endorse MACN. However when referring to the network externally they should not disclose nor refer to activities of the other Members, unless these Members have given their explicit consent to the same.

### **Law and Jurisdiction**

This Disclosure Clause is governed by and construed in accordance with English law. Any dispute arising out of or in connection with this Disclosure Clause will be referred to the English High Court, London, which has exclusive jurisdiction.



## Annex 2 – Right to Use MACN Logo and Name

MACN Members have a non-exclusive limited permission to use the MACN name and MACN Logo (either or both versions of the logo are referred to as “Logo”) in accordance with the guidelines provided below and as may be amended by the MACN Steering Committee from time to time.



There are separate Logos for Regular Members and Associate Members.

All MACN Members agree as a condition of their right to use the MACN name and Logo that use indicates the support of a Member of the MACN Principles and does not imply any form of certification.

### The following uses of MACN Logo are permitted:

- MACN Members (“Members”) may use the Logo in the context of their activities promoting the MACN Vision, Mission and Principles. This includes use of the Logo on Member websites, whether internal or public facing, for the purpose of identifying that they are members of MACN.

### The following uses of the MACN Logo are not permitted:

- Public display of the Logo on MACN Member vessels until the Steering Committee provides appropriate terms and conditions for such to Members.
- Any use of the Logo for the promotion or advertising of products or services not clearly directly associated with MACN business. For example, the Logo should not be used in association with the sale of a members own anti-corruption toolkit or promotion of a members own anti-corruption consultancy services;
- Use of the Logo as a component of an organization’s own logo, trademark or other branding elements;
- Any use of the Logo as a permanent graphical element of print materials (e.g. business cards) without clear addition of the words “A member of “ or “An Associate member of” or similar words approved by the Steering Committee.
- Any use of the Logo suggesting or implying a certification of standards achieved or a seal of approval or endorsement by MACN in association with the activities, services and/or products of the Member.

MACN Members who bring either MACN organization into disrepute or damage its reputation, for example, through either inappropriate use of the Logo or repeated devaluing of the Logo by not complying with MACN Principles, may have permission to use the name and Logo withdrawn and all MACN Members agree as a condition of use of the Logo that they will comply with any directions given by the Steering Committee in relation to its use.

The Logo is copyright MACN 2012