

The Global Business Coalition Against Human Trafficking: Operating Charter

Updated: JULY 2023

1. PURPOSE

- 1.1. This Operating Charter ('Charter') makes up the governance document of The Global Business Coalition Against Human Trafficking ('GBCAT'), a business-led collaboration which advances cross-industry progress to help combat human trafficking and modern slavery.
- 1.2. The Mission of GBCAT is to harness the power of business across all sectors to prevent and reduce human trafficking, and increase and expand survivors' access to resources.

GBCAT will undertake activities in support of the mission, including:

- a) Enhancing the capabilities of corporate suppliers, including SMEs, to prevent, identify, and address modern slavery in their operations;
- b) Providing human trafficking survivors with access to sustainable employment;
- c) Working with civil society, law enforcement, academia, technologists, and survivors to advance and scale the use of technology to prevent, disrupt, and reduce human trafficking
- d) Running an accelerator program to identify, share and pilot technology tools with the potential for scale;
- e) Researching and awareness raising on human trafficking and the potential of technology to combat the issue at scale;
- f) Exploring how companies can strategically collaborate, partner and engage with stakeholders, including policymakers and civil society partners, on policies, regulations and solutions to address human trafficking across their value chains;
- g) Developing tools and resources for implementing individual company and collaborative action.

- 1.3. The Charter serves the purpose of providing an operational model for GBCAT. It describes how GBCAT will be governed and outlines rights and obligations of membership, in addition to other key organizational elements of GBCAT. The Charter may be revised to reflect how GBCAT evolves.

2. GOVERNANCE

- 2.1. GBCAT is a collaboration of Business for Social Responsibility ("BSR"), and GBCAT's members (the 'Members').
- 2.2. GBCAT is a business-to-business network governed by Member meetings and calls. It is not a legal entity.
- 2.3. The address of GBCAT will be the address of the Secretariat.
- 2.4. BSR shall be the only party to GBCAT that can make legal or financial commitments on behalf of GBCAT.

3. SECRETARIAT

- 3.1. BSR shall be the Secretariat of GBCAT (“Secretariat”).
- 3.2. The Secretariat shall fulfil the duties and responsibilities set forth in this Charter. When the fulfilment of the Secretariat’s duties and responsibilities requires additional funding beyond what has been agreed to in the annual budget, prior approval must be sought from the Regular Members (defined below) before the Secretariat takes further action.
- 3.3. Any changes to the duties and responsibilities of the Secretariat shall require approval by the Regular Members and the consent of BSR.
- 3.4. The Secretariat shall oversee the transfer of any property following dissolution of GBCAT.

4. MEMBERSHIP

- 4.1. Participation in GBCAT is available in one of two groups:
 - a) **Regular Members:** Businesses that advance the mission of GBCAT through participation in the initiative. Regular members will have the right to participate in select working groups, including Tech Against Trafficking, provided they meet the workstream participation criteria;
 - b) **Advisors:** Partner institutions and expert individuals that actively advance GBCAT’s mission through the provision of expertise, promotion and outreach to networks, and/or communications and advocacy support.
- 4.2. There is no limit to the number of Regular Members of GBCAT.
- 4.3. The number of Advisors may not exceed the number of Regular Members.
- 4.4. The Secretariat shall maintain a list of all admissions to and departures from membership.

5. RIGHTS AND OBLIGATIONS OF MEMBERS

- 5.1. Regular Members have the following obligations:
 - a) To respect this Operating Charter;
 - b) To respect and adhere to GBCAT’s Anti-Trust Compliance Policy and Non-Solicitation Policy (attached hereto as Exhibit A and B, respectively);
 - c) To promote and communicate the Vision and Mission of GBCAT within the company as well as externally, provided the Regular Member indicates they are speaking as a GBCAT member and not on behalf of the initiative;
 - d) To pay annual membership dues in full and on time. Members that have not paid their dues in full will not be permitted to vote at Member Meetings until payment has been received;
 - e) To endorse and use standard approaches and methodologies developed by GBCAT, when relevant;
 - f) To participate in GBCAT’s meetings and in-person convenings;
 - g) To participate in and exercise their right to vote at Member Meetings;
 - h) To provide information for the purposes of GBCAT’s reporting on activities, consistent with the objectives of the coalition.
- 5.2. 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 join any Regular Working Groups (defined below) and Paid Working Groups where the participation criteria are met;

- c) To propose items for discussion at Member Meetings;
- d) In consultation with the Secretariat, invite additional businesses to apply for membership;
- e) In consultation with the Secretariat, invite and receive contributions, and raise funds where appropriate, to finance the work of GBCAT;
- f) To nominate additional Advisors to participate in GBCAT;
- g) To publicly promote their participation in GBCAT, for example at events, on their website and through corporate communications channels.

6. RIGHTS AND OBLIGATIONS OF ADVISORS

6.1. Advisors have the following obligations:

- a) To respect this Operating Charter;
- b) To respect and adhere to GBCAT's Anti-Trust Compliance Policy and Non-Solicitation Policy (attached hereto as Exhibit A and B, respectively);
- c) To promote the Vision and Mission of GBCAT;
- d) To actively contribute to the mission of GBCAT through provision of expertise, promotion and outreach to networks, and/or communications and advocacy support;
- e) To endorse and use standard approaches and methodologies developed by GBCAT;
- f) To participate in GBCAT's meetings and in-person convenings, when possible;
- g) To provide information for the purposes of the GBCAT's reporting on activities, consistent with the objectives of the coalition.

6.2. Advisors have the following rights:

- a) To receive notice of, attend and speak and vote at Member Meetings;
- b) To participate in any Regular Working Groups (defined below) and Paid Working Groups (upon meeting the participation criteria);
- c) To propose items for discussion at Member Meetings;
- d) In consultation with the Secretariat, invite additional businesses to apply for membership;
- e) In consultation with the Secretariat, invite and receive contributions, and raise funds where appropriate, to finance the work of GBCAT;
- f) To provide voluntary financial donations to GBCAT to advance its mission and vision;
- g) To publicly promote their participation in GBCAT, e.g. on their LinkedIn page, website and through personal or organizational communications channels;

7. APPLICATIONS FOR REGULAR MEMBERSHIP

7.1. Regular Member applicants ('Applicants') are required to complete an application form, and may be asked by the Secretariat to provide other information as it may require.

7.2. The Secretariat will share all final applications with Regular Members, which may deny or grant membership based on no objections, or a majority vote. Regular Members will have a minimum of five (5) working days to review membership applications and submit their responses to the Secretariat.

- a) If the Regular Members decide to refuse admission, they will indicate to the Secretariat the reason(s) why the Applicant is not an appropriate fit for GBCAT.
- b) The Secretariat shall inform Applicants in writing of the reasons within twenty-one (21) working days of the decision.

- 7.3. Membership commences when the Regular Members have accepted the Applicant and any annual membership dues have been paid. Dues must be paid in advance and in full and are non-refundable. Non-payment of membership dues will result in cancellation of membership.
- 7.4. Membership is renewed for successive twelve (12) month periods each year.
- 7.5. Regular 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 Secretariat.

8. CRITERIA FOR ADVISOR MEMBERSHIP

- 8.1. Advisors must be invited by GBCAT Regular Members to participate.
- 8.2. When considering candidates for GBCAT Advisor roles, Regular Members will consider the following criteria for evaluation and selection:
 - a) Expertise: Members of the Advisory Group should have relevant and global expertise in the area, a deep understanding of the subject matter, as well as recognized experience working in the field of modern slavery.
 - b) Diversity: There should be diverse perspectives on the Advisory Group, including diversity of background, experience, and expertise.
 - c) Availability: Members shall commit the time and effort necessary to actively participate in the Advisory Group's work. This includes attending meetings, reviewing materials, and contributing to discussions.
 - d) Ability to work collaboratively: The Advisory Group shall work effectively as a team, build consensus, and contribute constructively to discussions in good faith.
 - e) Independence: Members shall provide objective advice, free from conflicts of interest that could compromise their judgment.
- 8.3. GBCAT reserves its right to withdraw Advisor membership if the criteria listed above are no longer met.
- 8.4. The Secretariat will share any shortlisted candidates with Regular Members, which may deny or grant membership based on no objections, or a majority vote.
- 8.5. Membership is renewed for successive twelve (12) month periods each year.

9. MEMBER MEETINGS

- 9.1. The Secretariat will hold an Annual Member Meeting each calendar year and may convene other meetings as appropriate to advance the vision and mission of GBCAT (collectively referred to as 'Member Meetings').
- 9.2. All meetings will be conducted in accordance with GBCAT's Anti-Trust Compliance Policy.
- 9.3. The business of the Annual Member Meeting will include (but not be limited to):
 - a) Changes to this Operational Charter;
 - b) Approval of GBCAT's annual work plan;
 - c) Set the strategy and direction of GBCAT;
 - d) Approve admission of new Regular Members and Advisors;
 - e) Such other business considered appropriate by the Regular Members.

10. DECISION MAKING AND VOTING

- 10.1. GBCAT will strive to make decisions primarily through consensus. Consensus is achieved when no Regular Member or Advisor objects to a decision.
- 10.2. Advisors may submit comments or formal statements for consideration by the Regular Membership on any GBCAT activity, or resolution brought before Regular Members for a decision or vote.
- 10.3. When consensus is not reached, GBCAT will make decisions through voting. Votes will occur according to the following rules:
 - a) Decisions will be made by ordinary resolution (majority vote) and be recorded by the Secretariat at Member meetings and/or by email.
 - b) Each Regular Member holds one vote on each resolution put to vote. Each Regular Member company's primary contact will be contacted, who may either vote themselves or designate another representative to vote on the organization's behalf.
 - c) Regular Members will be given a deadline for casting their vote. A minimum of five (5) working days will be provided for Regular Members to cast their vote. The final deadline and due date of a vote will be discussed at the beginning of the Member meeting or noted in the e-mail header. If participants do not vote within this given time frame their vote will not be recognized.
- 10.4. For Paid Working Groups, such as the Tech Against Trafficking workstream, voting on working group activities and priorities will be restricted to Regular Members that pay to participate, as per the criteria stipulated above.
- 10.5. BSR will hold a veto vote on any Member resolution related to:
 - a) GBCAT's annual budget, or any new expenditures not included in the approved annual budget;
 - b) Legal inquiries or responses;
 - c) Decisions that it considers are inconsistent with the vision, mission or objectives of GBCAT;
 - d) Decisions that it judges may put at risk the legal, financial, reputational or otherwise integrity of BSR;
 - e) GBCAT dissolution.

11. WORKING GROUPS

- 11.1. Two types of working groups may exist within GBCAT:
 - a) **Regular Working Groups:** All Regular Members and Advisors are invited to participate in all Regular Working Groups.
 - b) **Paid Working Groups:** Participation will require an additional fee and Regular Members must meet any participation criteria. Advisors and other organizations considered relevant may join the Working Group upon meeting the participation criteria.
- 11.2. The Regular Members may set up Regular Working Groups or Paid Working Groups, in support of the Vision and Mission of GBCAT. All Regular Members will be invited to vote on the decision for GBCAT to establish a new Working Group.
- 11.3. The Regular Members will determine the specific mandate for each Working Group including terms for reporting, requirements for consultation with Regular Members and Advisors, and timeline.

- 11.4. Working Groups operate through a “member volunteer” model whereby Regular Members, Advisors or other organizations participate in Working Groups to manage specific tasks and make recommendations.

12. MEMBERSHIP DUES

- 12.1. GBCAT requires annual dues from its Regular Members, as determined by BSR. Payment of dues shall be required sixty (60) days after the date the invoice is issued by BSR. A failure to make payment of annual dues or other sums due to GBCAT shall result in the suspension of the Regular Member's rights in GBCAT.

13. OUTSIDE FUNDING

- 13.1. GBCAT may seek financial and other support from government, non-government, and private funders for projects and initiatives relevant to the pursuit of GBCAT's Mission. The identities of those funders and the amount of the financial and other support shall be disclosed to all Regular Members.
- 13.2. GBCAT cannot at any time hold liabilities greater than GBCAT's annual budget.

14. PUBLIC REPORTING

- 14.1. GBCAT shall maintain a website that includes information about the activities, Regular Members and Advisors, Coalition Rules, the Anti-trust Compliance Policy, Non-Solicitation Policy and the general policies of GBCAT.
- 14.2. BSR Publicity Right: Notwithstanding anything to the contrary contained herein, BSR shall have the irrevocable right to publish educational materials.

15. SUSPENSION AND TERMINATION OF MEMBERSHIP AND ADVISOR ROLES

- 15.1. Membership of GBCAT, and participation in a Advisor role, is not transferable and ceases on resignation.
- 15.2. Membership or Advisor roles may also be suspended and then terminated:
1. On violation of this Charter that would result in injury to the reputation of GBCAT or its Regular Members and Advisors; or
 2. If a Regular Member or Advisor fails to honor their obligations; or
 3. If a Regular Member or Advisor has not participated in any Member Meeting, Working Group or other activities for more than a 12-month period.
- 15.3. Regular Members and Advisors have the right to withdraw from GBCAT at any time by written notice to the Secretariat without penalty or further obligation. Any paid or currently owed annual membership dues are forfeited and not reimbursable.

16. DISSOLUTION

- 16.1. The Regular Members may vote by special resolution to dissolve GBCAT. If after satisfaction of all its debts and liabilities, there is remaining property, the Secretariat will ensure that such property is given or transferred to:
- a) Any successor body to GBCAT, for example a registered company; if not then to

- b) A body or bodies having a Vision and Mission similar to GBCAT 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; if not then to
- 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 GBCAT).

17. LAW AND JURISDICTION

- 17.1. This Charter is governed by and construed in accordance with California law. Any dispute arising out of or in connection with this Charter shall be referred to the proper court in the State of which has exclusive jurisdiction.

18. AMENDMENT

- 18.1. The terms of this Charter may only be amended or waived by Special Resolution; provided that any such amendment or waiver that results in a change of position, responsibilities, or rights with respect to BSR shall require the additional consent of BSR.

GLOSSARY OF TERMS

- 1 “Applicants” are companies or incorporated organizations that have submitted an application for membership as Regular Members.
- 2 “Incorporated organizations,” mean legal entities that are recognized by the law but are not natural persons.
- 3 “Resignation” means the written statement from a GBCAT Regular Member or Advisor notifying its desire to cease its membership or participation with GBCAT.
- 4 “Resolution” means a decision that is taken by GBCAT Regular 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 a simple majority of Regular Members present and voting can pass it.

EXHIBIT A

Anti-Trust Compliance Policy

The Regular Members and Advisors of the Global Business Coalition Against Human Trafficking (“GBCAT”) believe that the objectives of GBCAT can best be advanced through collaborative efforts. GBCAT, its Regular Members and Advisors acknowledge and understand that their activities must at all times be undertaken in compliance with all applicable laws and regulations, including but not limited to laws and regulations relating to antitrust and competition. These laws are intended to preserve and promote free, fair and open competition. Failure to abide by these laws can potentially have extremely serious consequences for GBCAT, its Regular Members and Councilors.

The policy of the Global Business Coalition Against Human Trafficking and its Regular Members and Advisors is therefore to conduct all of its activities in strict compliance with all applicable antitrust and competition laws, in order to facilitate legitimate pro-competitive and other activities that help advance the objectives of the initiative, but which excludes any prohibited activities.

It is against the policy of the Global Business Coalition Against Human Trafficking to sponsor, encourage or tolerate any discussion, communication of any kind, information sharing or agreement that would violate applicable antitrust or competition laws. Any discussion, communication of any kind or agreement relating to commercially sensitive information, including but not limited to the following, must therefore be strictly avoided at all times:

1. Do not engage in discussions that could result in (1) the allocation of customers or markets; (2) the fixing or stabilization of prices; (3) limitations on production; (4) boycotts of customers, suppliers or rivals; or (5) concerted actions that would competitively disadvantage other rivals or members of the Global Business Coalition Against Human Trafficking.
2. Do not discuss proprietary or other competitively sensitive information with competitors. This would include:
 - a) prices, rates, credit terms or other terms of trade, pricing formulas or strategies, discount or rebate policies, targeted profit margins;
 - b) individual company bids or intentions to bid for particular products, procedures for responding to bid invitations, or specific contractual arrangements;
 - c) strategic R&D, production, or marketing or R&D plans that have not been publicly announced or that reveal targeted territories or customers;
 - d) past, present or projected production capacity levels or plans;
 - e) past, present or projected costs to procure, develop or manufacture products.
3. Do not discuss your firm’s decisions regarding whether to target, work with, or not work with a customer, supplier, or other third party or the circumstances in which your firm will refuse to do deal with other companies.
4. Do not identify specific customers or transactions in discussing your firm’s experiences or issues facing the industry.
5. Do not adopt standards unless they are based on objective criteria and designed to serve GBCAT’s mission.

6. Do not remain silent in a discussion, including at informal meetings, that goes beyond appropriate subjects; take affirmative steps to distance yourself from the inappropriate conduct by expressing disapproval and/or leaving the meeting.
7. Do not use words or terms that imply concerted action, such as “boycott.” Do not use “power” words like “destroy” or “dominate” or “control.”

No discussion, communication or agreement of this type should occur during, in or around the Global Business Coalition Against Human Trafficking meetings or calls, whether written, oral, formal, informal, by act or omission, in social settings, or “off the record.” Each Global Business Coalition Against Human Trafficking Regular Member and Advisor is required to stop any discussions that violate this policy and report any violations to its own appropriate counsel.

The following guidelines are designed to help participants avoid topics of anti-trust concern:

1. Do prepare and adhere strictly to written meeting agendas.
2. Do object to any meeting that seems problematic from an anti-trust perspective; if the problematic discussion does not stop, leave the meeting.
3. Do ensure that proposed policies or standards are based on objective criteria.
4. Do consult with legal counsel before proceeding with a proposed standard that may have the effect of excluding certain market participants from competing in the marketplace, or if you are not sure of the effect of a proposed standard.
5. Do consult with legal counsel regarding any conduct or discussions that you think might be inappropriate, and to ensure compliance with anti-trust law.

Each Regular Member and Advisor will ensure that its representative(s) who attend meetings of, or are otherwise involved with, the Global Business Coalition Against Human Trafficking have received adequate training in compliance with anti-trust law with particular reference to dealings with competitors, including exchange of information, and have reviewed the Global Business Coalition Against Human Trafficking’s Anti-Trust Compliance Policy.

A copy of this anti-trust compliance policy statement will be provided to all Regular Members and Advisors. This statement is a general guide only and all questions concerning anti-trust and competition law compliance should be referred to appropriate counsel.

EXHIBIT B

Non-Solicitation Policy

Purpose

It is key to the success of the Global Business Coalition Against Human Trafficking (“GBCAT”) to have a healthy networking, dialogue and collaboration environment. In order to ensure such an environment for all of its Regular Members and Advisors while protecting against unwanted sales pressure, GBCAT maintains a strict non-solicitation policy. This policy makes clear specific practices that are permitted or prohibited, as well as the spirit and intent of the environment GBCAT wants to maintain. In some cases there may be subjectivity, in which cases Regular Members and Advisors shall rely on common sense and good behavior.

Applicability

Unless otherwise specified this policy applies at all times when attending any GBCAT event such as Member Meetings, Working Groups, or other events organized by GBCAT, as well as when using or contributing to GBCAT resources including on-line and off-line communication and marketing resources.

General Points

- *Solicitation* is the practice of engaging another person, with urgency or being overly persistent in the request, with the purpose of obtaining business from a potential customer.
- *Networking* and *business development* should be friendly in nature and only with mutual agreement, always respecting other people’s comfort with the situation. Advisors are not permitted to solicit business for pecuniary gain that could otherwise be performed by GBCAT.
- *Respect* should always be exercised by both providers and prospective customers. Providers must be respectful of another person’s interest in dialogues or meetings. Customers must be respectful of a provider who is doing their job, within the guidelines of this policy, to meet new people and introduce their perspectives on matters relevant to GBCAT.
- Printed materials (business cards, literature, branded gifts, etc.) may only be distributed according to the rules of an event (Member Meetings, Working Groups, etc.).
- No organized event (meal, reception, networking activity, etc.) may be held on location of any Coalition event unless pre-approved by the Secretariat of GBCAT.

Complaints, Resolution and Consequences

A Member may report any activity they feel is in conflict with this policy by contacting the Secretariat.

Violations of this policy can result in loss of privileges or cancellation of membership in accordance with GBCAT’s Operating Charter.

**This non-solicitation has been adapted from the International Association of Outsourcing Professionals’ (IAOP) Non-Solicitation Policy.*