

Royal Decree No. 30/2015

Establishing the Oman Centre for Governance and Sustainability and Promulgating its Charter

We Qaboos bin Said

Sultan of Oman

After perusal of the Basic Law of the State promulgated by Royal Decree No. 101/96;

The Capital Market Law Promulgated by Royal Decree No. 80/98;

In the interest of the public

Have decreed the following

Article (1):

A centre named “ Oman Centre for Governance and Sustainability ” (OCGS) reporting to the Capital Market Authority (CMA) shall be established and governed in accordance with the attached Charter.

Article (2):

The OCGS shall have juristic personality, financial and administrative independence and shall have capacity to own fixed and moveable assets and the management and disposal of the same. Its premises shall be in the Governorate of Muscat and may establish branches in the Governorates

Article (3):

The responsibilities, financial appropriations and assets of the OCGS at CMA shall devolve to the centre and the employees shall be transferred to it on the same financial grades.

Devolvement shall be applied in agreement between the Executive President of CMA and the Executive Director of OCGS.

Article (4):

The Chairman of the Board of Directors of OCGS shall issue the regulations and decision required to enforce the attached charter after approval of the Board of Directors of the OCGS. Until such regulations and decision are issued OCCGS shall be governed by the laws and regulations applicable to CMA with regard to anything which is not covered by special provision in the attached law.

Article (5):

Anything infringing this decree or contradicting its provisions shall be repealed.

Article (6):

This Decree shall be published in the Official Gazette and shall come into force on the day following the date of publication.

Issued on: 14 July 2015

**Qaboos bin Said
Sultan of Oman**

The Charter of Oman Centre for Corporate Governance and Sustainability

Article (1)

In the application of this law the following words and expressions shall have the meaning shown along with them unless the context otherwise requires:

CMA: The Capital Market Authority.

Board: The Board of directors of OCCGS.

Members of the Centre: Companies and enterprises of all legal forms and individuals desirous of joining as members of the Centre.

Board: Board of Directors of OCGS

Chairman: Chairman of the Board.

Executive Director: Executive Director of the Centre.

Article (2):

OCCGS aims at:

1. Disseminating the governance concept and culture among all corporations in the Sultanate.
2. Consolidating, encouraging and enabling the principles of corporate social responsibility to assume their role in the service of the community and achieving the requirements of sustainable development.
3. Upgrading the standards of performance of chairpersons and directors of corporate of all legal forms and the management in the field of application of corporate governance principles.
4. Preparing the responsibilities of the boards of directors and determining their duties

Article (3):

OCCGS may, to achieve its objects, exercise all the powers enabling the same, specifically:

1. Preparing specialized qualification programmes in the fields under its supervision.

2. Organizing workshops, seminars and conferences on the local and international levels for exchange of expertise in the fields of corporate governance, social responsibility and other domains of OCGS.
3. Provision of support, technical and administrative advice, research and studies for companies in the areas relating to corporate governance and corporate social responsibility.
4. Dissemination of awareness in the fields of the business of OCGS through publications, brochures, magazines and other media pertaining to the corporate governance and corporate social responsibility.
5. Setting up and promoting standards and rules for corporate governance and corporate social responsibility to be approved by the Board.
6. Preparing codes and regulations for corporate governance and corporate social responsibility.
7. Creating awards for excellence in corporate governance and corporate social responsibility.
8. Representing the Sultanate in regional and international conferences and meetings relating to the areas of the work of OCGS.
9. Any other powers conferred by the Board of Directors of CMA.

Article (4):

The Board shall be manage OCGS and organize its affairs. The Board shall have all the powers required for the OCGS to exercise its responsibilities and achieving their objects provided for in this Charter, specifically:

1. Drawing the policy of the OCGS and follow up execution.

2. Approving the draft work regulations of the Board.
3. Approving the draft work regulations of the Centre.
4. Approving the organizational structure of the Centre and administrative divisions and specifying their responsibilities.
5. Approving the plans, programmes and reports submitted on the work of the Centre.
6. Approving the rules for corporate governance and corporate social responsibility excellence awards..
7. Approving the agreements and memoranda of understanding pertaining to the responsibilities of the Centre.
8. Approving the annual budget and final accounts of the Center and submit to the Board of Directors of CMA for ratification.
9. Preparing an annual report on the activities of the Centre and submit to the Board of Directors of CMA.
10. Identifying the terms and conditions, duties and obligations of members of the Centre.
11. Establishing branches for the Centre in the Sultanate.
12. Propose amending the laws relating to corporate governance and submit to the Board of Directors of CMA.
13. Appointing an auditor licensed to practice accounting and audit profession and specifying their fees to audit the accounts of the Center after the approval of the State Financial and Administrative Audit Institution.
14. Specifying the fees and amounts the Centere charges in consideration of the services it renders after the approval of the Ministry of Finance.
15. Constitution of standing or temporary committees for consideration of certain matters pertaining to the responsibilities of the Centre.
16. Any other responsibilities resolved by the Board of Directors of CMA.

Article (5):

The Board shall be constituted under the chairmanship of the Executive President of CMA and the membership of:

1. The Executive Director.
2. Representative of the Central Bank of Oman whose grade shall not be less than director general of an equivalent position.
3. Representative of Oman Chamber of Commerce and Industry.
4. Academic member specialized in the field of the Centre's work
5. Four members for three (3) years term renewable for one time to be elected from among the number of the members of the Centre. The Board of Directors of CMA shall issue a decision on the method of election of such members, their terms and condition and a resolution shall be issued for their election for the first term of the Board on recommendation by the Executive Director.

The Board shall have a Secretary appointed by the Chairman.

Article (6):

The Board shall appoint, in the first meeting, a Vice Chairman from the number of its members who act for the Chairman in his absence or when unable to exercise his powers.

Article (7):

The Board shall meet on invitation by the Chairman or Vice Chairman at least four times per annum to consider the matters listed in the agenda, and may be called to convene as and when necessity so requires. The meeting shall not be valid unless attended by the majority of the members including the Chairman or Vice Chairman. Resolutions shall be by majority of present votes and in the event of tie vote the chairman shall have a casting vote.

The Board may seek the assistance of experts and professional to attend the meeting without having the right to vote.

Article (8):

The Centre shall have an Executive Director to be appointed by the Board who shall have the powers of the head of unit pursuant to the laws, decrees and financial and administrative systems applicable to the units of the administrative apparatus of the state to steer the financial and administrative affairs of the Centre and supervise the employees, specifically:

1. Supervising the employees of the Centre and following up the work.
2. Preparing the work plans and programmes and training and qualification plans of the employees for presentation to the Board.
3. Preparing the projections of the annual budget and final accounts and submission to the Board for approval.
4. Preparing draft agreements and memoranda of understanding and presentation to the Board.
5. Preparing quarterly reports and an annual report on the activities of the Centre and presentation to the Board.
6. Preparing the draft regulations pertaining to the work of the Centre and presentation to the Board.
7. Preparing the organizational structure of the Centre and submission to the Board.
8. Execution of the resolutions and instructions of the Board
9. Any other functions assigned by the Board.

Article (9):

The Executive Director shall represent the Centre before the courts and third parties.

Article (10):

The Centre shall have independent annual budget. The financial year of the Centre shall commence on the 1st January and ends on the 31st December every year. The first financial year

shall commence on the date of enforcement of this Charter and ends on 31st of December in the same year.

Article (11):

The resources of the Centre shall comprise:

1. Funds CMA appropriates to the Centre
2. Subscriptions fees of the members.
3. The amounts the Centre charges in consideration of its activities and the services it renders.
4. Donations, aid and grants the Board accepts in accordance with the applicable laws and regulations in the Sultanate. .
5. Any other revenues the Board approves and sanctioned by the Board of Directors of CMA.

Article (12):

The funds of the Centre shall be deposited with a licensed bank in the Sultanate and Board shall determine the rules for disbursement from such funds.

Article (13):

The Accounts of the Centre shall be audited by an auditor licensed to practice accounting and audit profession to be appointed and their fees specified by a decision of the Chairman after approval by the Board.

Article (14):

Without prejudice to the provisions of Royal Decree No. 67/2003 on the application of the unified GCC Customs Law the Centre shall be exempt from all taxes and duties.

Article (15):

The funds of the Centre shall be considered public funds enjoying the rights and privileges of the public treasury on the funds of debtors. The Centre may protect such funds according to the

procedures provided for in the regulation for collection of taxes and fees and other amounts due to the units of the administrative apparatus of the State.