

fairsfair Initial Body of Work

Governance Charter

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Series	Legal
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Owner	FRCB B.V.
Custodian	fairsfair foundation

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1. Purpose and Scope

This Charter governs the fairsfair Initial Body of Work (hereinafter: ‘Initial Body of Work’). It establishes how the Initial Body of Work is adopted, interpreted, maintained, amended, published and protected so that organisations may understand what is authoritative, rely on its continuity and determine which version applies.

This Charter governs authority over the Initial Body of Work. It does not govern the internal organisation of a participating Entity, grant rights to use an implementation, establish conformance, authorise trademark use or create authority within an individual Transaction. Those matters are governed by the applicable Initial Body of Work publication, Agreement and constituted Transaction state.

2. Authority of the Initial Body of Work

The Initial Body of Work is the authoritative body of publications through which the Constitutional Meaning of fairsfair is expressed and maintained.

A publication forms part of the Initial Body of Work only when it has been adopted and published through the governance procedures established by this Charter. Its authority is limited to its identified subject, status, version and scope.

Authority within the fairsfair Initial Body of Work follows the applicable publication hierarchy. A supporting publication, implementation, guidance, example or conformance instrument may apply, explain or test the Initial Body of Work but shall not alter its Constitutional Meaning.

No person or organisation acquires authority over the Initial Body of Work merely through authorship, contribution, funding, ownership, implementation, operation, certification or use. Authority to exercise an Initial Body of Work Governance Function must arise through law, statute, agreement, appointment or delegation and must be exercised in accordance with this Charter.

The Initial Body of Work does not replace applicable law, create authority within an individual Transaction or determine the private rights and obligations of participating Entities. Where applicable law prevails, the resulting limitation shall be recorded and shall not silently amend the Initial Body of Work.

3. Constitutional Meaning

Foundational Meaning means the meaning established by the fairsfair Foundational Series and expressed through the constitutional relationships, principles and constraints of the Initial Body of Work.

Every Initial Body of Work Governance Function shall preserve Constitutional Meaning. A clarification, correction, amendment, replacement or withdrawal shall not alter that meaning unintentionally or without express consideration.

Where a proposed change may affect Constitutional Meaning, the review shall identify the possible effect before adoption. Where the change would alter Constitutional Meaning, the decision shall state the intended alteration, identify the affected publications and determine the consequential amendments, transition measures and version change required.

A supporting publication, implementation practice, interpretation or conformance requirement shall not alter Constitutional Meaning merely through adoption or repeated use.

4. Custodianship of the Initial Body of Work

The Initial Body of Work is owned by FRCB B.V. and is maintained by a designated Custodian. At the adoption of this Charter, that function is exercised by stichting borging fairsfair (hereinafter: “fairsfair foundation”).

As Custodian, the fairsfair foundation is responsible for maintaining the authoritative published form of the Initial Body of Work, protecting its integrity and availability, publishing adopted versions, and preserving previous versions and relevant governance records. Custodianship does not transfer ownership of the Initial Body of Work or any associated intellectual-property rights.

Custodianship concerns the maintenance, publication and preservation of the Initial Body of Work under this Charter. It does not transfer ownership or confer authority beyond those responsibilities. It does not create authority over an Entity merely because that Entity uses, implements or conforms to the Initial Body of Work nor does it create authority within an individual Transaction.

Custodianship may be transferred only by an express and recorded decision under this Charter. A transfer of Custodianship does not transfer ownership of the Initial Body of Work or associated intellectual-property rights. Any transfer of ownership requires a separate written agreement between FRCB B.V. and the receiving party.

5. Initial Body of Work Governance

Acting as Custodian and within the responsibilities established by this Charter, the fairsfair foundation may develop, review, maintain and publish the Initial Body of Work itself or with the assistance of appointed contributors, advisers and organisations.

The fairsfair foundation remains responsible for the adoption of authoritative Initial Body of Work publications. Assistance, funding, implementation experience or technical contribution does not by itself confer authority to alter the Initial Body of Work.

Where another person or organisation performs a material governance task, its role and authority shall be clear. Decisions adopting, materially changing, replacing or withdrawing an Initial Body of Work publication shall be recorded.

Governance shall remain proportionate to the nature and significance of the matter concerned. Changes that may affect Constitutional Meaning require the express consideration established by Clause 3.

6. Proposals and Change

Any person or organisation may propose a clarification, correction or change to the Initial Body of Work. The fairsfair foundation shall also consider developments in the fairsfair offering and relevant legal or regulatory changes, including within the European Union, where these may affect the Initial Body of Work.

A proposal or development shall be considered in proportion to its relevance and possible effect. The fairsfair foundation may adopt a change, develop an alternative response, postpone consideration pending further experience or decide that no change is required.

A material change, or the reasoned rejection of a substantiated proposal for such a change, shall be recorded in accordance with Clause 10.

The Initial Body of Work changes only when an amendment has been adopted and published as part of an authoritative version. Where a proposed change may affect Constitutional Meaning, Clause 3 applies.

7. Review and Alignment

Before adoption, a proposed change shall be reviewed in proportion to its possible effect on the Initial Body of Work.

The review shall consider whether the change:

- remains consistent with Constitutional Meaning;
- affects another Initial Body of Work publication;
    - responds appropriately to relevant operational or regulatory developments; and
    - requires supporting guidance, conformance changes or transition measures.

Any resulting inconsistencies shall be resolved or expressly recorded before publication. A limited correction or clarification does not require a wider review where its meaning and effect are clear.

8. Adoption

The fairsfair foundation decides whether a proposed change is adopted.

The decision shall reflect the significance of the change and the outcome of the review under Clause 7. A material change shall be recorded in accordance with Clause 10.

An adopted change becomes authoritative only when published as part of an identified Initial Body of Work version. Until then, the existing authoritative version remains in force.

9. Publication and Versioning

Each authoritative Initial Body of Work publication shall identify its title, status and version.

The fairsfair foundation shall make the current authoritative version publicly available and preserve earlier authoritative versions for reference.

A new version shall state the nature of the change and the date from which it applies. A change affecting Constitutional Meaning or requiring material transition shall normally result in a new major version.

Drafts, proposals, working documents and superseded versions shall be clearly distinguished from the current authoritative Initial Body of Work. An unpublished change has no Initial Body of Work authority.

10. Transparency and Records

The fairsfair foundation shall maintain sufficient records to show how authoritative Initial Body of Work publications and material changes were adopted and how substantiated proposals for material change were decided.

For a material change, the record shall identify:

- what changed;
- why the change was made;

- the review undertaken;
    - the decision reached; and
    - any relevant transition or consequential action.

Records shall be publicly available where this supports understanding and reliance on the Initial Body of Work, except where confidentiality, legal obligations or the legitimate interests of another person or organisation require protection.

Routine editorial corrections need not be separately recorded where they do not affect meaning.

11. Interpretation and Correction

Any person or organisation may bring an ambiguity, inconsistency or error in the Initial Body of Work to the attention of the fairsfair foundation.

The fairsfair foundation may clarify the intended meaning or correct the publication where necessary. An interpretation shall remain consistent with Constitutional Meaning and shall not be used to introduce a substantive change outside the procedures of this Charter.

A correction affecting meaning shall be reviewed, adopted and published as a change. A purely editorial correction may be made without a new version, provided that it does not alter meaning.

Where an issue cannot be resolved through interpretation or correction, it shall be considered as a proposed change under Clause 6.

12. Continuity

The fairsfair foundation shall take reasonable measures to preserve the Initial Body of Work's authority, integrity and public availability.

A change in the organisation, funding, operation or contributors supporting the Initial Body of Work shall not by itself affect the authority of an adopted Initial Body of Work version.

If the fairsfair foundation can no longer act as Custodian, responsibility shall be transferred in accordance with Clause 4. The transfer shall preserve the authoritative publications, previous versions and relevant governance records.

Until a transfer takes effect, the most recently published authoritative version remains the Initial Body of Work.

13. Review of this Charter

This Charter forms part of the Initial Body of Work and is governed by its own provisions.

The fairsfair foundation shall review the Charter where experience, organisational change or relevant legal or regulatory developments indicate that its governance arrangements may no longer be sufficient.

Any amendment shall preserve the authority, integrity and continuity of the Initial Body of Work. Where an amendment may affect Constitutional Meaning, Clause 3 applies.

The Charter need not be reviewed or amended merely because no change has occurred within a particular period.

14. Entry into Force

This Charter enters into force when adopted and published by the fairsfair foundation as an authoritative Initial Body of Work publication.

It applies to Initial Body of Work Governance Functions exercised from that date. Earlier authoritative Initial Body of Work publications remain valid unless amended, replaced or withdrawn in accordance with this Charter.

The title, version, adoption date and effective date of this Charter shall be stated in its publication record.

15. Definitions

In this Charter:

Authoritative Initial Body of Work Publication means an Initial Body of Work publication adopted and published by the fairsfair foundation with an identified status and version.

Initial Body of Work means the authoritative body of fairsfair publications through which its Constitutional Meaning is expressed and maintained.

Initial Body of Work Governance Function means an activity concerned with developing, reviewing, adopting, interpreting, maintaining, publishing or preserving the Initial Body of Work.

Foundational Meaning means the meaning established by the fairsfair Foundational Series and expressed through the constitutional relationships, principles and constraints of the Initial Body of Work.

Custodian means the organisation responsible for maintaining the authoritative published form, integrity, availability and governance records of the Initial Body of Work in accordance with this Charter.

Material Change means a change that affects meaning, application, reliance, conformance or the relationship between Initial Body of Work publications and is more than editorial.

Terms defined in another authoritative Initial Body of Work publication retain their established meaning when used in this Charter.

Appendix A — Road to Maturity

Informative

The governance of the Initial Body of Work may develop as its use, contribution base and public relevance grow.

The fairsfair foundation may involve additional contributors, reviewers or organisations where broader expertise, representation or assurance becomes useful. Governance arrangements may become more formal where experience shows a practical need for this.

Such development may include:

- documented contribution and review procedures;
- independent technical or constitutional review;
- structured involvement of implementers and affected stakeholders;
    - published maintenance and release practices; or
    - additional safeguards for continuity and impartiality.

These are possible stages of maturity, not conditions for the present authority or validity of the Initial Body of Work. They shall be introduced only where their value justifies the additional structure.

Growth in use, funding, implementation or participation does not by itself confer governance authority. Any development shall preserve the fairsfair foundation’s identified responsibility, the Initial Body of Work’s Constitutional Meaning and the clear attribution of decisions.

This appendix is informative and creates no obligation to adopt a particular governance model or timetable.