



Minutes of Internet Watch Foundation Board Meeting Thursday, 11 November 2004 at 12 noon

At New Cavendish Club, 44 Great Cumberland Place, London W1H 8PS

Present: Roger Darlington (Chair), Christine Atkinson, Michele Elliott, Mark Gracey, Sonia Livingstone, Hamish Macleod, Jim Reynolds, Ian Walden

IWF Staff: Peter Robbins (Chief Executive), Brian Wegg

Apologies: Howard Lamb, Tink Palmer

1 Apologies and introduction

Chair opened the meeting and noted the apologies from Tink Palmer and Howard Lamb.

2 Memorandum and Articles of Association

The Chief Executive explained that the Memorandum and Articles of Association under consideration and for approval would be the basis of the application for charitable status for IWF. Based on advice, IWF would retain a trading company, IW Ltd., and further separate discussions would need to take place in order to set out the relationship between IWF, IW Ltd. and the Funding Council and Board.

The working group had met following a period of consultation and based on their discussions a revised set of documents had been forwarded to Funding Council and Board in advance of today's meeting. At their meeting today, Funding Council had considered the revised Memorandum and Articles of Association and had reached a consensus to adopt the documents subject to a number of further changes. The amendments to the revised documents from the working group were as follows:

Memorandum of Association

- 3. Objects – amend to

3.1

(a) The advancement of the protection of the public, including children, from exposure to content which appears to be illegal and is found on electronic communications media, including the Internet, but excluding content which appears to be illegal only by reason of it infringing intellectual property rights.

(b) To undertake any charitable activity approved by the Board of Trustees.

Articles of Association

- 7. Removal from membership - amend to:

7.1 A committee of the Board may suspend the rights of any member with reasons by giving the member notice in writing of the suspension. During suspension the member may not exercise any rights of membership.

- 33 Co-option – amend to:

33.2 Such a co-optee will be eligible for re-co-option and may vote at meetings of the Board.

- 34 Ending of Board membership

Subject to advice delete clause 34.1 (d)

- 36 Meetings of the Board – amend to:

36.3 Votes on the following matters shall be considered "special votes": setting or modifying the annual budget, co-opting a Board member, changes to the constitution or any major change of policy which shall include any change to any remit documents or code of practice which has been adopted (if its disputed whether a matter is "major", the Chair shall rule). A special vote shall only



succeed if at least 75% of the votes cast are in favour and at least one vote in favour is cast by a member nominated by the Funding Council. There is no casting vote at a special vote.

- Subject to advice to register the company as Internet Watch Foundation.

Subject to the amendments shown above, the draft Memorandum and Articles of Association were approved unanimously.

Board noted and approved the following recommendation from Funding Council:

- That the IWF constitution be amended to include the requirement that any recommendation from a sub-committee or committee of the Board must be ratified by the Board.

Board noted the view from Funding Council that the agreement reached on the Memorandum and Articles of Association for the charitable trust was separate from any subsequent discussion and agreement with regard to IW Ltd and its role and relationship with the Trust, Funding Council and Board.

3 AOB

The date of the next Board meeting was confirmed as 25 January 2004.

Chair asked that the Board's thanks to the working group and secretariat be recorded in the minutes.

Meeting closed at 1 p.m.