

**BY-LAWS**  
**OF**  
**CLIMATE ACTION NETWORK OF SOUTH ASIA**

Acknowledging Climate Change as the single most overarching issue confronting communities, nations, regions and the entire world;

Recognizing the need to regulate climate for sustained ecosystem services upon which survival of life on earth is based;

Acknowledging that climate transcends national boundaries and beyond the control of a single nation to address the eminent threats to survival of life on earth;

Considering the potential role of Civil Society Organizations and NGOs in regional cooperation and collaboration in addressing climate change and its impact on human and natural ecosystems;

By virtue of our legal registrations in respective countries of South Asia, we the following organizations, in establishing the Climate Action Network of South Asia (CANSAs), hereby adopt the following By-laws:

However, these by-laws is meant to facilitate and enable decision-making, rather than prescribe rules, as many of the member organizations of CANSAs have their own forms of organizations and their own national or regional rules.

**ARTICLE I NAME/REGISTERED OFFICE**

- 1.1 The name of this network shall be: CLIMATE ACTION NETWORK OF SOUTH ASIA abbreviated as CANSAs
- 1.2 The network derives its legitimacy from the founding member organizations that are legally registered in one of the South Asian Countries.
- 1.3 The Network shall have a Secretariat appointed by CANSAs Board, based in one of the South Asian Countries (Members of SAARC) or spread accordingly to responsibilities with member organisations as deemed appropriate.

**ARTICLE II PURPOSE**

- 2.1 This Network is organized exclusively for the purpose of fostering national and regional programmes that directly or indirectly contribute to addressing climate change and related activities.

**2.2 CANSAs Vision**

The vision of CANSAs is a world and particular emphasis on the South Asia region striving actively towards and achieving the protection of the global climate in a manner which promotes equity and social justice between peoples, sustainable development of all communities, and protection of the global environment.

CANSAs unites and brings together organizations to work towards this vision.

## 2.3 CANSA Mission Statement

CANSA's mission is to support and empower civil society organisations to influence the design and development of an effective global strategy to reduce greenhouse gas emissions and ensure its implementation at international, national and local levels in the promotion of equity and sustainable development.

2.4 The objectives of the organization shall be to:

- 2.4.1 Promote research, education, and knowledge sharing
- 2.4.2 Build capacity of member organizations in imparting mitigation and Strengthen membership base;
- 2.4.3 Act as a forum for regional climate and bring climate concerns to the attention of international and national authorities;
- 2.4.4 Strengthen institutional capacity and support base of its Secretariat;

2.5 Programmes of CANSA shall include:

- 2.5.1 Research, education and advocacy
- 2.5.2 Capacity Building of member organizations
- 2.5.3 Mitigation and Adaptation programmes
- 2.5.4 Participation in global Climate forms and negotiations
- 2.5.5 Develop linkages and collaborate with local, regional, and international organizations, universities, networks, donors, and government agencies for research, technical and financial support.

2.6 The geographical area of operation of CANSA shall be the South Asian Countries as defined by SAARC.

2.7 The Board may change, modify, expand or diversify its plans and programmes

## ARTICLE III: CANSA Member

### 3.1 Eligibility and Qualification

3.1.1 All non-government/community based non-profit organisations, that do not represent industry and which have an interest in the promotion of sustainable development and are active in, have a focus on, or interest in climate change issues, are eligible to become members of CANSA and may apply to do so.

3.1.2 Any applicant organisation qualifies for membership of CANSA if a duly authorized signatory signs a membership application form and submits it to the CANSA secretariat and the application is seconded by and supported by member organizations from the applicant organisations' country. The applicant organisation should also need to accept the CANSA byelaws as rules of engagement.

3.1.3 The applicant organisation details will be posted on CANSA list serve informing about the application and inviting an opportunity to object to the membership of applicant organisation to the network. 30 days period will be given to existing members to respond.

3.1.4 .All member organisation details will be recorded in the CAN directory and on the CANSA website by the CANSA secretariat.

## **3.2 Resignation**

3.2.1. Resignation will be recorded by the Secretariat when a member gives written notice to that effect, and will be accepted if all the member's obligations to CANSA.

## **3.3 Expulsion**

3.3.1 A member organisation may be expelled from CANSA for violation of the Code of Conduct or of this Constitution.

3.3.2 CANSA Board may expel a member only after at least three other members, or the Concerned National Steering Committee has applied to CANSA for the expulsion of the member.

3.3.3 The application with motivation should be sent to the CANSA Secretariat for processing.

3.3.4 .On the receipt of the application for expulsion of a member, the CANSA Secretariat will inform the CANSA Board of the application. The CANSA Board will appoint an ad hoc Ethics Committee to hear the matter of the expulsion

3.3.5 The Ethics Committee must consist of at least three individuals from three different members and member countries, of which at least one must reside in the country of the member concerned.

3.3.6 .The Ethics Committee must provide the member in question the opportunity to be heard or to remedy any actions complained of in the application, and will determine the procedure to be followed based on the rules of natural justice and fairness.

3.3.7 The Ethics Committee will have the right to take the appropriate decision in the circumstances, including the decision to expel the member.

3.3.8 An expelled member may appeal to the CAN Board. In the event of an appeal, the CANSA Board will be convened and will hear the appeal on the basis that all interested parties will be heard and the principles of natural justice and fairness will apply. The decision of the CANSA Board will be referred to the General Assembly for final decision.

## **3.4 Observer Members (With Observer, Affiliate or Advisory status)**

3.4.1 Non-government and non-profit organisations and individuals who: Qualify for membership of CANSA but wish to have observer status only Do not qualify for membership of CANSA but wish to have observer status may apply to become Observer Members of CANSA

3.4.2. Observer members of CANSA will be permitted to observe CANSA meetings and to have access to CANSA materials. Such Members have no rights to influence the determination of sufficient consensus at the point where a decision is being finalized within the decision-making process of CANSA or participate in Governance.

3.4.3 Such members will respect the confidential nature of internal CANSA meetings at all times. The facilitator/chairperson or CANSA Board members may exclude such members from CAN meetings at the request of CANSA members.

## **ARTICLE IV: Governance and Decision Making**

### **4.1 Convening of General Assemblies of CANSA**

4.1.1 The governance of CAN is achieved at General Assemblies of CANSA. At least once every two years a General Assembly must be convened. CANSA may also constitute more frequent General Assemblies at times when CANSA members are together at events.

4.1.2. The CANSA General Assembly is the highest decision making body of the network. The Assembly addresses the vision and strategy of CANSA, and both the substance of future climate solutions as well as the governance, administration and funding of the global network.

4.1.3. CANSA General Assemblies will be properly constituted when at least 90% of the following members' representatives are present (however, this must not compromise the interpretation of sufficient consensus of all of CANSA— missing representatives must be factored in):..

- Through representatives of each National Node plus 80% of CANSA Board along with 70% National Steering Committee Members.

4.1.4 CANSA General Assemblies will be called by the CANSA Board through the CANSA Secretariat. The CANSA Board will set the date and give advanced notice of at least 30 days thereof through the standard communication means that are used by CANSA

4.1.5 The Board will set its agenda in advance, and call on members to propose items for the agenda 15 days before commencing the General Assembly. All items will be accompanied by a description of the item or the proposed decision.

4.1.6. Members who cannot attend the CANSA General Assembly may request the CANSA Board to take note of their responses to items up for decision making, which views will be passed on to the Assembly facilitators.

### **4.2 Governance through the Decision Making Process**

4.2.1 As far as possible all decision making process would be by way of consensus and the facilitators of the meeting, whether it is the CANSA General Assembly or otherwise where decision making is required will ensure that as far as possible it is by way of consensus.

4.2.2 Consensus will be demonstrated by showing of hands and no voting process will be followed as far as possible.

4.2.3 Where full consensus cannot be reached, in cases where there are opposing or qualifying views, the facilitator will only rule that there is sufficient consensus when these views represent a significantly small minority.

## ARTICLE V: CANSA Board

### 5. 1 The election and constitution of the CANSA Board

5.1.1 The General Assembly must elect the CANSA Board, which fulfils the function of CANSA Governance.

5.1.2 Board Members elected will hold office until the next CANSA General Assembly, or for up to two years. Board members may be elected for succeeding terms though for not more than **two terms in a succession**.

5.1.3 A member cannot serve on the board of CANSA for more than two numbers of terms cumulatively.

5.1.4 .The election will be by nomination and decision making

5.1.5.Nomination may be arranged by the CANSA Secretariat from all CANSA Members by electronic means before the General Assembly and 15 days before the General Assembly, all nominations with be shared with CANSA members through appropriate means of communications.

5.1.6 Nominees agreeing to stand will then be presented by the facilitator at the General Assembly.

5.1.7 Board Members will be chosen through the decision making process, or if unopposed, automatically.

5.1.8 .The CANSA Board should if possible reflect the balance and composition of CANSA. Members of the Board are, however, representatives of CANSA as a whole and do not represent their individual countries or organisations. To ensure that there is a balance in the composition of the board, it needs to be ensured that all sections such as big logos, development NGOs, Environment NGOs, grassroots NGOs, Gender Balance, are represented equally. The representation of International NGOs will not exceed beyond 30% of total Board members.

5.1.9 Once elected to the board, the members do not represent their individual organizations or country but are representatives of CANSA as a whole

5.1.10 In view of the above, if a member of the board resigns or takes a leave of absence from the organization that nominated her/him, she/he may continue to serve on the board as long as:

- She/he does not join a organization which is not a member of CANSA or is not eligible to be a member of CANSA
- She/he does not join a organization which already has nominated a member (as it would or could potentially lead to collusion of interests for the said organization)

5.1.11 Further with respect to 4.1.9, if a member of the board resign from the organization which nominated her/him, the organization may designate another person to represent the organization on the board **BUT ONLY AS OBSERVER STATUS**.

5.1.12 Only one member per organization irrespective of how many countries the organization has offices, may be elected to the CANSA Board.

5.1.13 The size of the board should optimally not be more than 12 members. However, there could be exception, if the General Assembly so decides. But, even in the case of exception, the number should not exceed 15.

## **5. 2 Functions and Procedure of the Board**

5.2.1. The CANSA Board will adhere to and operationalise the decisions of the CANSA General Assembly, as well as facilitate CANSA General Assemblies during its term of office.

5.2.2 The CANSA Board will not take independent policy and position related decisions unless first referred to CANSA as a whole. The board will rely on the inputs from National Steering Committees and the CANSA General Assembly while taking decisions

5.2.3 The CANSA Board will represent CANSA

5.2.4 The CANSA Board may take such decisions as may be required to give effect to the decisions of the General Assembly.

5.2.5 The CANSA Board will act as an oversight to the CANSA Secretariat, which will be accountable to the Board.

5.2.6 The CANSA board will create an upto 5 member executive committee comprising ideally of one person from each of the SAARC countries, to oversee and advice the CANSA secretariat on day to day functions and guidance.

5.2.7 The Executive Committee will also be the first point of contact for the CANSA secretariat for any advice or guidance required on key decisions.

5.2.8 The CANSA Board will take all funding decisions of CANSA, in close consultation of CANSA members and country steering committees.

5.2.9 The Board shall put in place Administrative working procedures and financial guidelines that comply with best international financial and accounting practices;

5.2.10 The Board shall approve all proposals, annual financial budget and work plan concerning CANSA;

5.2.11 The Board may appoint specialized committees comprised of relevant Directors and external specialists to inform and assist its own decision-making;

5.2.12 The Board shall periodically review the extent to which the By-laws are being adhered to, and may by unanimous consensus recommend amendments, which shall be effective only upon written endorsement of majority of the member organizations.

5.2.13 Any internal decisions by the CANSA Board will be by vote and simple majority. The Board will however strive for consensus, wherever possible.

5.2.14. The CANSA Board must fulfil the function of dispute resolution agency within the CANSA network, including within the National Steering Committee within CANSA. In the case of a dispute arising and not adequately provided for in this Charter, the

CANSA Board must attempt to resolve the dispute, and CANSA members agree to this role by the Board.

5.2.15 The final authority for dispute resolution will be the CANSA General Assembly in case the board fails to resolve such disputes if any

### **5.3 Functioning of the Board**

5.3.1 For the purpose of the meetings of the Board, two third of the full Board shall constitute quorum. A majority of board members present at a meeting, whether or not quorum is present, may adjourn a meeting of the Board to another time and place;

5.3.2 The board will select a chair and co-chair whose term will be for the entire duration of 2 years.

5.3.3 The main responsibilities of the Chair or the Co-Chair in his absence will be to call for meetings, ensure proper business is conducted at the meetings, follow up on planned activities and ensure accountability of the CANSA Board and to CANSA General Assembly  
5.3.4 Board members shall participate in a Board meeting and arrive at a unanimous or majority decision through personal participation at the meeting.

5.3.5 The Board shall hold its meetings at least once every two months, and special meetings may be convened by the Chairman as and when deemed necessary.

## **ARTICLE VI: National Steering Committee**

### **6.1 Role of NSC & Governance Rules**

6.1.1 NSC is an advisory body to the CANSA Board on global and regional policy positions. National positions need to be ratified by the CANSA Board. NSC country bodies can articulate policy positions after taking feedback from all CANSA country members and these positions must be submitted to CANSA Board which alone is empowered to take decisions on policy positions. The NSC is also responsible for making and implementing CANSA country plans

6.1.2 NSC is accountable to the CANSA Board and to its country members. Minutes of NSC meetings, activity calendars, outcomes of NSC-initiated activities have to be shared/communicated in real time with the Board and CAN country members.

6.1.3 NSC must meet face-to-face periodically, the periodicity to be decided appropriately by each NSC; other meetings can be telephonic (landlines/internet).

6.1.4 National Steering Committee will function following a separate Terms of Reference and quorum of for every NSC meeting is mandatory – no proportion proposed.

6.1.5 If a NSC member does not attend three consecutive meetings, the membership of that member organization/individual will be reviewed by the NSC and a decision will be taken to ensure that every member organization fully participates in NSC meetings and activities.

6.1.6 An individual member may be represented by another individual from the same member organization to ensure regularity of a member organisation's participation in the meeting.

**6.1.7** NSC may ask the CANSA secretariat to assist the NSC in various ways but this should be made clear at the beginning of the year so that required capacities may be available from the secretariat.

## **6.2 Duties, responsibilities, powers of chair/co-chair:**

**6.2.1** The Chair, and in the absence of the Chair, the Co-Chair, will be responsible to conduct regular meetings, ensure proper business is conducted at the meetings, follow up on planned activities and ensure accountability to the CANSA Board and to CAN country member organizations.

**6.2.2** The Chair and CO-Chair will be elected or selected by consensus by the Steering Committee and once elected or selected, the Chair and Co-chair will be on individual basis and not on organization basis.

**6.2.3** In view of 6.2.2, in the event the chair or co-chair of the steering committee resigns from the organization she/he was nominated by, a new chair or co-chair will have to be elected by the steering committee.

**6.2.4** Further in relation to 6.2.2, in the event the person resigns and wishes to continue to be on the steering committee, it would be permissible only if she/he joins a organization which is a member of CANSA and is eligible to be on the steering committee and as long as she/he does not join a organization which already has a member on the steering committee.

## **6.3 Representation, composition of the NSC, eligibility criteria**

**6.3.1** The NSC will be nominated by member organizations from that country in consultation with Board representative body appointed for the purpose, through a consensus mode.

**6.3.2** The NSC will have a 2 year term with each member organization to be eligible for a maximum of 2 consecutive terms and then eligible again after a gap of one term.

**6.3.3** Each NSC must ensure due representation of different stakeholders and constituencies like research organizations, INGOS, national NGOs, grassroots organizations, advocacy groups, campaign networks, etc.

**6.3.4** Individuals from any member organization may be invited as observers for NSC meetings on a case-to-case basis.

**6.3.5** At least one-third of the NSC membership should be women to ensure gender diversity.

**6.3.6** The NSC will introduce a rotation of one-third or half the members to bring in new blood and yet ensure continuity. [...procedure of the change to be decided....] based on some criteria like (1) representing different constituencies (2) investment of time/resources into climate change for that term (3) past performance of the member organization (4) assessment of contribution for this term to national/global work (5) need for capacity building/expanding the network

**6.3.7** NSC membership to have a maximum limit, either in numbers or as a percentage of the CAN general assembly in that country. This limit is to be decided by each NSC.



## **6.4 Responsibilities and Terms of Reference of the NSC**

- 6.4.1** Each NSC must reach out to and work with non-CANSA member organizations and networks to encourage, include and foster work on climate together within the country and at the regional level to work towards a equitable climate regime globally and regionally
- 6.4.2** Each NSC must try and grow CANSA membership.
- 6.4.3** Each NSC member organization must support CANSA’s vision and work in whatever way possible.
- 6.4.4** Each NSC must ensure visibility to CANSA where appropriate and with the common understanding within the NSC.
- 6.4.5** Each NSC may start a list serve to share intelligence

### **ARTICLE VII: CANSA Secretariat**

- 7.1 The CANSA Board will constitute and take responsibility for resourcing the CANSA Secretariat. The CANSA Secretariat will consist of staff employed by the CANSA Legal Entity and infrastructure administered by it.
- 7.2 The CANSA secretariat can operate out of any of the CANSA countries and from the office/s of registered CANSA members who are legal entities.
- 7.3 The CANSA secretariat will have a “Programme and Operations Director”, who shall be the chief executive office of CANSA and will have the title of “Executive Director. The executive director shall have, in addition to such powers as may be delegated from time to time by the Board, full operational power and financial authority and responsibility to implement all Board-approved budgets, programmes, and financial arrangements;
- 7.4 The Executive Director will have the authority to employ staff with the permission from the board to help her/him with day to day activities and shall have authority to hire and fire employees of CANSA Secretariat, keeping in mind a fair representation of gender and the region;
  - 7.4.1 However the CANSA Board will be provide adequate opportunity to address any grievances or difference of opinion between Executive Director and Staff.
- 7.5 Recipients of CANSA’s support, collaborating partners, and staff of CANSA headed by the Executive Director shall be responsible and accountable to the Board for effective implementation of programme activities and proper use of funds;
- 7.6 The Executive Director shall ensure the keeping of timely and correct records of all income and expenditures of CANSA in accordance with best international financial and accounting practices;
- 7.7 The Executive Director shall prepare and present to the Board every six months complete financial statements and progress reports of activities of the CANSA Secretariat;

- 7.8 The Executive Director shall prepare an annual progress report of the activities of CANSA, which shall be published and publicly disseminated upon approval of the Board;
- 7.9 CANSA shall have its accounts audited annually by legally recognized auditing firms in the region.

#### **VIII. FINANCIAL ASSETS & FUND RAISING**

- 8.1 The financial assets of CANSA shall consist of contributions from national and international donor institutions, organizations, philanthropic agencies and individuals, as well as funds raised through fundraising activities including sale and lease of property, and shall also include incomes earned from investing such contributions and other funds;
- 8.2 CANSA shall mobilize contributions from donors to fund climate
- 8.3 All funds raised by CANSA Secretariat, whether acquired by gift or contribution or otherwise, shall be devoted to purposes for which CANSA is established.
- 8.4 CANSA nodal members may raise funds on behalf of CANSA only for regional climate initiatives that are processed by the Secretariat and approved by the Board.
- 8.5. CANSA nodal members are obliged to institutionalize mechanisms that enable it to legally receive and transfer funds to CANSA partners, members or beneficiaries.

#### **ARTICLE IX: EXEMPTION FROM TAXES**

- 9.1 CANSA nodal members are obliged to be legally registered non-profit organizations that qualify it for exemption from payment of taxes on funds received for CANSA programmes.
- 9.2 CANSA Secretariat and its members shall operate CANSA programmes in accordance the applicable law in which it is based.

#### **ARTICLE IX: PROCUREMENT AND INSURANCE**

- 9.1 CANSA shall observe the principle of open and competitive bidding in procuring goods or rental supplies and equipment or contract for services.
- 9.2 All goods owned by CANSA shall be insured against loss or damage whenever necessary.

#### **ARTICLE X: LEGAL ENTITY AND OTHER LEGAL PROVISIONS IN CASE OF INSOLVENCY, DISSOLUTION AND LIQUIDATION**

- 10.1 CANSA is registered as 'Stitching' in The Netherlands and is eligible to receive funds in its official ABN AMRO Bank.
- 10.2 CANSA may be dissolved or declared insolvent when its member organizations have fully withdrawn their membership or when the purpose for which it was established is no more relevant.

- 10.3 Should CANSA be declared insolvent or dissolved as per 10.1 above, the full Board shall meet to finalize comprehensive inventory of assets, and figures related to liabilities and claims of CANSA and ensure all liabilities are settled and claims are recovered;
- 10.4 Any remaining assets after 10.2 above shall be disposed of by way of contribution of equal share to the respective member countries.
- 10.5 In the event CANSA is unable to fulfill its financial obligations to creditors after 10.2 and 10.3 above, the Board shall seek for remedies as it deems fit under the provisions of Stitching Act of The Netherlands.
- 10.6 In the event of dissolution, CANSA shall ensure that all liquidation processes are completed within a period of one year from the date of declaration of the dissolution.

## **CANSA Members Code of Conduct**

### **Values**

Based on the desire to advance and improve people's lives through combating the harmful effects of climate change, we are committed to the following fundamental values that underpin the mission and objectives of the Climate Action Network South Asia and its members. We therefore commit ourselves to:

- Participatory, accountable and transparent decision-making.
- Ensuring that the Network remains true to its vision, mission and objectives.
- Mutual cooperation, collaboration and networking internally and with other organisations around issues of mutual concern.

### **Governance**

As regional network of organisations, we recognise the importance of establishing and maintaining appropriate and effective bodies that will govern the internal functioning of our Networks at the global, regional and national levels. To this end we will:

- Ensure the Network has a clear vision, mission, objectives and policies, and adheres to them.
- Ensure the governance structure reflects the race and gender composition of CANSA regionally and their geographic spread.

### **Accountability**

Our commitment to promote participatory, accountable and transparent decision making is enshrined in this code of conduct. Whilst not a binding obligation on members, we aim to:

- Develop mechanisms to enable all our members to be involved in planning programmes that directly affect them.
- Provide opportunities for regular evaluations and updating of programmes.
- Hold a Bi- Annual General Assembly with full, open and accurate disclosure of relevant information concerning goals, programmes, finances and governance of the Network.
- Hold regular strategic planning sessions to which all CANSA members / NSC members are invited to contribute.
- Provide clear and transparent accounting on financial matters to the broader membership

## **Commitment to this Code of Conduct**

All Members of CANSA are committed to this Code of Conduct.

## **Breach of this Code of Conduct**

The following constitute serious breaches of this Code of Conduct:

- Misrepresenting the Network and its positions
- Fraud or corruption
- Failure to properly acknowledge public statements opposing CANSA position statements
- Opposition to CANSA vision, or complete declared opposition to CANSA position statements
- Failure to account to CANSA when required

Breaches by members or Nodes may result in expulsion of members from CANSA as provided for in our Constitution.

## **Disciplinary Code**

The CANSA Board may formulate a Disciplinary Code to amplify this Code of Conduct and set procedures for its application. The Disciplinary Code has become part of this Charter by decision of the General Assembly dated 31<sup>st</sup> July 2011.

**BOARD OF DIRECTORS**

**SIGNATURES**

**Date**