


# CONSTITUTION

## **DRYNET NETWORK** (Voluntary Association)

### **DEFINITIONS**

In these Articles, unless the context otherwise indicates -

- "The Board" shall mean THE BOARD OF THE DRYNET NETWORK
- "The Drynet Network" shall mean THE DRYNET NETWORK, Voluntary Association with membership drawn from diverse countries
- "The Charter" shall mean the written and signed COMMITMENT BY MEMBERS TO THE DRYNET NETWORK AND ITS VALUES
- "Members" shall mean the subscribers to the Constitution and such other persons as the General Meeting shall admit to membership in accordance with these Articles
- "Constitution" shall mean the Constitution of THE DRYNET NETWORK
- "The Drynet label" shall mean the word "Drynet", which is understood to reflect Drynet's reputation, good standing and intellectual property past and future.
- "The Drynet logo" shall mean the visual representation of the label, viz.  **drynet**

Words importing the masculine gender includes the female and neutral genders and vice versa.

Words in the singular include the plural and words in the plural include the singular and vice versa.

### **VALUES, PRINCIPLES AND OBJECTIVES**

#### **Article 1:**

##### **Values of the Drynet Network:**

The following values have been endorsed by the members in its Charter: mutual respect, honesty, integrity, trust, equity, commitment, compassion, openness, justice, diversity of belief systems and inclusivity

#### **Article 2: Principles of the Drynet Network:**

In order to promote the values of the Drynet Network and to advance best practice in sustainable land management, the following principles will be advanced by the Drynet Network: transparency, accountability, active participation, promotion of synergies, inclusivity, sharing, partnerships, inspiration, democratic decision making and flexibility.

### **Article 3: Objectives of the Drynet Network:**

The objective of the Drynet network is to link CSOs that address the situation of vulnerable people and ecosystems in the global drylands that are threatened by climatic changes and inappropriate land and water use.

The network aims to create an innovative partnership, which unites voices for advocacy and policy changing, combines experiences, shares local and scientific knowledge and contribute to the empowerment of communities and CSOs.

## **MEMBERSHIP**

**Article 4:** Membership of the Drynet Network is open to any organisation (civil society organizations that are legal entities in their own right) which fulfils all of the following requirements:

- Subscribes to the objectives of Drynet.
- Endorses the Charter by signing and submitting a copy of this document to the Network Coordinator. The Charter shall be signed by an authorised officer on behalf of the organisation.
- Endorses this Constitution by signing and submitting a copy of this document to the Network Coordinator. The Constitution shall be signed by an authorised officer on behalf of the organisation.
- Submits an application for membership to the Board of Drynet, accompanied by the recommendation of at least one Drynet member.
- Pays the annual subscription fee as determined by the Board of the Drynet Network. The levy of such a fee and the annual amount will be decided by the Board of the Network, subject to amendment by the members at an Assembly of members of Drynet.

All applications for membership shall be assessed by the Board, which will recommend favoured applications for validation by the General Assembly.

**Article 5:** There are two types of memberships, namely Associate Membership and Organizational Membership.

Article 5.1. Associate Membership: any organisation that complies with the requirements of the Drynet Network and is involved as implementing partners of projects led by Drynet member organisations may become an associate member by subscribing to the Charter of the Drynet Network. The Drynet Network, through its Board, reserves the right to revoke the Associate Membership of any Associate Member who is found to be abusing their association with the Drynet Network, and reserves the right to communicate this decision more widely without prejudice.

Article 5.2. Organisational Membership: Organisations formalise their membership by complying with the requirements of Drynet as set out in Article 4.

Article 5.2.1.: Organizational Members are entitled to speak and vote at meetings of the General Assembly. Each organizational member has the right to one vote. (An Organizational Member may attend meetings of the General Assembly but will not have the right to vote when it has not, upon adequate notice, paid its membership fee for the current and preceding calendar year(s).)

**Article 6:** All members may use the Drynet label and logo for projects with Board approval and may use the coordination services of the Drynet Coordinator subject to the availability of the necessary resources.

**Article 7:** All members are obliged to report back on any and all activities conducted under the label of Drynet and publically identified with the Drynet logo, as well as on the use of any resources raised for such activities.

**Article 8:** An organisation may be stripped of membership of the Drynet Network by a resolution carried at an AGM or a Special General Assembly of the Drynet Network.

**Article 9:** Any member may at any time tender its resignation by sending a registered letter, fax or any other original or reproducible message to the Network Coordinator. Such resignation will become effective within one month of receipt of the letter of resignation. Any outstanding membership fees owed at the time of resignation shall remain the liability of the resigning organisation.

## **GENERAL ASSEMBLY**

**Article 10:** The General Assembly is the highest decision making body of the Network.

**Article 11:** The General Assembly shall meet at least once each year at a venue to be determined by the Board. One General Assembly each year shall serve as the Annual General Assembly (AGA) of the Network. The AGA will be convened by the Board, and chaired by a person appointed to the task by the Board. The AGA will be held not more than 6 months after the financial year-end date.

A Special General Assembly of the Drynet Network may be held at any time and may be called by two or more members representing not less than 10% (ten per centum) in number of the members.

Should travel to a common physical venue not be feasible for any or most members, General Meetings may be conducted either partially or in entirety in a virtual manner by electronic social media.

Notice of all General Assemblies shall be given to all Organisational Members at least 2 months prior to the advertised date of the meeting. Such notice shall be communicated electronically to all Organisational Members by the Coordinator, and shall be posted on the Drynet Network website.

The AGA will receive and, if appropriate, approve:

- Minutes of the previous AGA;
- A report from the Board on its activities of the previous year, and perspectives on the opportunities for future Drynet Network engagements and activities;

- A report from the Coordinator on Drynet's operations, and future plans for activities of the Drynet Network for which it is responsible;
- A report from the Treasurer on the income and expenditure of the Drynet Network for the prior financial year.
- List of applicant members for consideration and possible validation by the AGA
- A draft strategic plan to be endorsed by the AGA.

General Assemblies for members must be minuted, and the minutes made available to all Organisational Members of Drynet.

Each member organisation shall have one vote in all decisions made by the General Assembly.

Voting at a General Assembly, including the AGA, will be by a show of hand, unless decided otherwise by the Chair, in which case it will be by secret ballot.

Members unable to attend a General Assembly, including the AGA, may delegate their vote to a proxy by means of a written and signed document appointing a proxy. Any proxy must be delivered to the Chair prior to the start of any meeting to be regarded as valid.

A decision-making quorum at any General Assembly will consist of at least 33 $\frac{1}{3}$ % (thirty three and one third per centum) of duly registered Organisational Members, including proxy votes.

The AGA shall seek consensus in decision making, but if necessary shall make its decisions by simple majority, with the Chair having a casting vote in the event of an equally split vote.

## **BOARD**

**Article 12:** The Board is elected bi-annually at the AGA to provide guidance to the Coordinator. At the AGA up to 6 individuals representing member organisations which broadly reflect the geographical spread of the network will be elected by the membership. Membership of the Board is organizational, not individual.

All candidates must have submitted an adequate declaration of their candidacy reflecting the commitment of their organisation to support the candidate (if elected) in fulfilment of their duties as a member of the Board.

Candidates should be familiar with the objectives, governance and functioning of the Drynet Network.

Each member organisation present at the meeting has one vote for the election of Board members.

Immediately after the AGA, the newly elected Board members shall meet and appoint or elect from amongst themselves, one person to act as Chair of the Board and one person to act as Treasurer of the Drynet Network.

Only Organisational Members of the Drynet Network may be elected on to the Board. No member organisation shall have more than one representative on the Board, although other members of the organisation may be invited to attend meetings of the Board in order to provide logistical support or report to the Board.

Board members shall serve for a term of two years. Following a two year term a Board member may be re-elected to a further two year term.

If a Board member, representing an organisation, leaves his or her role in the organisation, the Board may request the member organisation to nominate another representative to fill the seat on the Board until the next election.

Should the number of Board members drop below 5 in the course of their term, the remaining Board members may co-opt able and willing members of the Drynet Network to serve on the Board until the next AGM.

Meetings of the Board will be chaired by the Chair of the Board.

Decisions will be made by consensus, but where this is not possible, the Chair of the Board will call for a vote. In the case of a vote being taken, decisions shall be made by simple majority. The Chair having a casting vote in the event of an equally split vote.

The day-to-day activities of the Drynet Network are guided by its Board. The Coordinator shall co-ordinate the meetings of the Board, and provide logistical and administrative support to Board meetings.

The Board will liaise with any advisory structures appointed by the Drynet Network.

Board meetings shall take place on a regular basis, at least every 3 months.

The Board shall draft a 2 year Strategic Plan for the Drynet Network and present this to the General Assembly for approval. On the basis of the approved Strategic Plan, the Board shall approve annual Work Plans for all portfolios.

Board meetings shall, in most instances, take place by teleconference or video conferencing. Board meetings must be minuted, and the minutes must be circulated to Board members and made available to members on request.

A decision-making quorum of the Board shall be at least one half of the members of the Board.

## **COORDINATION AND ADMINISTRATION**

### **Article 13: The Drynet Network Coordinator**

The role of the Coordinator is to:

- Organise network activities (Board meetings, General Meetings and other Drynet Network events);
- Manage the Drynet Network website;
- Facilitate information sharing and dissemination;
- Participate in the fundraising efforts of the Drynet Network;
- Ensure fluent internal communication within the Drynet Network;
- Co-ordinate member input to and provide feedback on international processes such as the meetings of the UNCCD, other international environmental negotiations and other relevant processes.

The tasks of the Drynet Network Coordinator are organised through a Host Organisation. The Co-ordinator will be a person appointed by, or employed by and based within the Host Organisation.

#### Article 13.1: Hosting the Drynet Network Coordinator

The Drynet Network Coordinator will be hosted by a member organisation appointed by the Annual General Assembly, known as the Host Organisation. Following the appointment by the AGA, a Hosting Agreement will be drawn up by the Board and signed on behalf of both the Coordinator and the Board within one month of the appointment.

The Board of the Drynet Network shall endeavour to ensure that sufficient resources are available to the Host Organisation for the fulfilment of its mandate. Such resources shall be provided by member organisations, and/or shall be raised in the name of the Drynet Network.

The Host Organisation is responsible for the management of the finances required for the administration of the Network's affairs, including communications, financial administration, accommodation and the professional time of the Co-ordinator, as well as the costs of Network events.

With prior approval of the Board and Treasurer, the Host Organisation may recover certain agreed expenses from the resources provided by, or in the name of the Drynet Network. However, the Drynet Network will not be liable for any debts or obligations of the Host Organisation, incurred in the course of its role as Host Organisation.

Article 14: Should the Host Organisation wish to discontinue its role, it may, without prejudice, give the Board 2 calendar months' notice of its intention. The Drynet Network will not be liable for any outstanding debts or contractual obligations of the Host Organisation.

## REPRESENTATION

**Article 15.** The Drynet Network shall be represented on other bodies such as committees and at events related to achieving the Objectives of the Network by duly nominated members of the Network. Nomination of an organisation or individual to represent the Drynet Network shall be the prerogative of the Board, which may at any time withdraw such nomination at its discretion. Drynet Network representatives are obliged to report to the Board and the Network.

## FINANCE AND RESOURCES

**Article 16:** Finances made available to the Drynet Network for its networking and coordination activities will be managed by the Coordinator, which shall be accountable to the Board, the Treasurer and the membership for the use of financial and other resources provided for Network activities, and shall be legally responsible to the relevant donors and tax authorities for accounting for these financial resources.

All funds received by the Drynet Network or by the Host Organisation in the name of the Drynet Network will be deposited and held in a bank account, and accounted for according to accepted accounting practice.

All income and expenditure incurred by the Drynet Network or by the Host Organisation in the name of the Drynet Network will be properly accounted for and reported. Any assets purchased by the Drynet Network or by the Host Organisation in the name of the Drynet Network shall remain the property of the Drynet Network. In the case of the Coordinator relocating to a new Host Organisation or to a new physical venue, the Drynet Network will be responsible for the costs incurred in disposing of, or relocating these assets. In the event of the Drynet Network not removing its assets within 60 days, the previous Host Organisation may claim them.

## **AMENDMENTS TO THE CONSTITUTION**

**Article 17:** Proposed constitutional amendments or changes must be presented to the Drynet Network Board in writing. The Board must circulate such proposals, which may include their own commentary or counter-proposals, to all members by email a minimum of two weeks before the next AGA or Special General Assembly. Proposed amendments shall be considered at the next AGA or Special General Assembly of the Network, with approval by  $\frac{2}{3}$  (two-thirds) of the voting members present necessary to pass a proposed amendment.

## **DISSOLUTION**

**Article 18:** The Drynet Network may be dissolved by a  $\frac{3}{4}$  (75%) majority of members present voting in favour of dissolution in a duly constituted General Assembly, on condition that the intention to propose a motion to dissolve the Association is circulated to all members with the notice of meeting, at least 4 weeks before the date of the General Assembly. In the case of dissolution, any assets of the Drynet Network shall be donated to any not-for-profit association with similar values and purpose to the Drynet Network.