



# **STATUTES OF THE EASTERN AND SOUTHERN AFRICAN PASTORALISTS NETWORK (ESAPN)**

## **CHAPTER I. BACKGROUND**

These Articles of ESAPN were adopted at the inaugural meeting of ESAPN held in Arusha Tanzania from 17<sup>th</sup> to 20<sup>th</sup> May 2017.

### **Article 1: ESAPN as a Non-profit Organisation**

The Eastern and Southern African Pastoralists Network is a non-profit network.

### **Article 2: Legal Form**

The Eastern and Southern African Pastoralists Network takes the form of an institutional member organisation that is an international non-profit network (hereinafter referred to as the “network”). Its name is abbreviated as ESAPN.

### **Article 3: Registered Office**

1. The network shall have a rotating domicile from among the ordinary members;
2. An ordinary member shall volunteer to host the network for a period of three years upon the approval of the General Assembly; and
3. The host organisation shall have the responsibility of actualizing the objectives of the network outlines in Article 5:

### **Article 4: Vision and Mission**

The network shall be guided by the following vision and mission:

#### *Vision*

An Eastern and Southern Africa where pastoralists, their livelihoods, communities and cultures are recognised and respected for their contribution to sustainable food systems, natural resource management, and socio-economic development

### *Mission*

To empower pastoralists in Eastern and Southern Africa to sustainably improve productivity and livelihoods, while making their voices heard through effective communication, advocacy and legitimate demand for services and resources from policy makers

### **Article 5: Objectives**

The network shall be a regional representative of pastoralist organisations of all kinds and have the following objectives:

1. Serving as a forum for exchange of experience and as a source of information on pastoralism development, research and statistics;
2. Coordinating actions for the promotion of pastoralism development; and
3. Collaborating with national, regional and global institutions that pursue aims of importance to pastoralism.

In addition, the network may accomplish all commercial, industrial and financial operations, which may support or promote in a direct or indirect manner its objectives and that are compatible with the not-for-profit purpose it pursues. It may acquire all movable or immovable property, even if it is not, in a direct or indirect manner, related to the network's objectives. It may participate in any manner, cooperate or merge with any existing or not yet incorporated networks, businesses, enterprises or companies having identical, similar or related objectives or that are likely to promote its not-for-profit purpose.

The network will not affiliate itself to any political or religious organisation and will maintain independence in all its activities.

These objectives can be amended, expanded or limited by decision of the General Assembly deliberating and deciding as required for an amendment to the articles of network.

### **Article 6: Term**

1. The network shall have an indefinite duration; and
2. It can only be dissolved by a decision of the General Assembly following the procedures required for dissolution.

## **CHAPTER II. MEMBERSHIP**

### **Article 7: Categories of the Network's Member Organisations**

Membership shall be available to those organisations identifying with and ready to observe the objectives as stated in Article 5 above. Organisations are eligible for two types of membership: Ordinary membership (i.e. full members with voting rights) and Associate members (without voting rights).

Ordinary members shall be:

1. National level pastoralist civil society organisations or federations of pastoralist organisations; and
2. Individual pastoralist organisations.

Associate members shall be:

1. Organisations entitled in principle to member status, but that are not ready to apply for ordinary membership, may be accorded associate member status for a period not exceeding two years to enable them to participate in the network;
2. International and national NGOs supporting pastoralism development in the region; and
3. Educational research and other institutions which promote or finance pastoralism development.

### **Article 8: Admission of New Members**

The Board shall receive and consider applications of new members. Any organisation wishing to join the network shall apply in writing requesting admission from the Board by official mail. If the Board rejects a request, the applicant can file an appeal with the General Assembly. The Board shall assess the financial conditions of such an organisation and determine its level of subscription. The applying organisation must accept these articles of the network. Once admitted, the new member is recorded in the membership register. The Secretary shall keep the membership register, which may be in electronic form, at the registered office of the network. Members may at any time request the Secretary to consult the register.

### **Article 9: Cessation of Membership**

Membership of the network shall cease through any of:

1. Voluntary resignation;
2. Expulsion; and
3. Termination of membership by force of law as set out in Article 13.

**Article 10: Voluntary Resignation**

An ordinary member may voluntarily resign from the network at any time by notifying its decision to the Board by official mail. Members that resign shall be obliged to fulfill their financial obligations toward the network for the year during which the resignation is submitted and for all outstanding previous years if any.

**Article 11: Expulsion**

An ordinary member or associate member may be expelled for sound reasons or for non-compliance with these articles of the network.

**Article 12: Termination of membership by Force of Law**

Membership of the network shall end by force of law in the event of a member declared bankrupt, is insolvent or is liquidated by law.

**Article 13: Non Entitlement to Assets**

Members that resign or are expelled including their legal successors shall have no claims on the assets of the network and may never be reimbursed for dues paid, contributions or any other payments made to the network, unless otherwise expressly provided for in these articles of network.

**Article 14: No Liability of the members**

Members shall not be individually liable for debts of the network.

**Article 15: Rights and Obligations of Ordinary and Associate Members***Rights Members*

Subject to the proper and timely fulfillment of their financial obligations to the network, Ordinary and Associate members shall have the right to:

1. Receive from the network all appropriate services, information and assistance;
2. Participate in any Sectoral Organisation or Thematic Committee of the network in accordance with its constitution;
3. Take part in formulating policies and programs of the network Authorities; and
4. Appoint representatives to the network General Assembly and to for ordinary members nominate candidates for election to the Board.

*Obligations of Ordinary and Associate members*

Ordinary and Associate members shall have the following obligations:

1. Observe the aims and policies of the network and conform its activities to the network objectives;

2. Take all such actions as may be recommended by the authorities of the network in support of its policy decisions;
3. Supply the network with their membership data, annual report and a complimentary copy of all its relevant publications;
4. Regularly inform the network on significant national pastoralism developments, changes in their rules and bylaws, and all actions of the public authorities which affect the practice of pastoralism; and
5. Pay their membership fee on admission and annual subscriptions by 31st March of the year for which the subscriptions are assessed

### **CHAPTER III – STRUCTURE OF THE NETWORK**

#### **Article 16: Composition and Powers of the General Assembly**

##### *Composition*

The General Assembly shall consist of representatives from all ordinary members. Its decision shall bind all of them whether present or not, dissenting or not.

The Board may establish targets for the representation of women and youths at the General Assembly.

##### *Powers*

The General Assembly shall have the powers to:

1. Enact, amend or abolish these statutes with the same quorum and majority needed for an amendment of the articles;
2. Regulate or specify application of the statutes by internal regulations;
3. Express views on and cause implementation of policies concerning important matters about the future of the network;
4. Approve the network strategic plan and annual budgets;
5. Elect the Chairperson and other Board members;
6. Appoint an auditor and approve the audited annual accounts; and
7. Approve the establishment or dissolution of thematic committees at the Board's advice.

#### **Article 17: Notice of General Assembly**

1. A General Assembly shall be convened by the Board by a letter, e-mail or any other means of communication. The notice containing the agenda shall be sent to the members at least **21** days before the Assembly;
2. A General Assembly shall be convened at least once each year and shall be held within three months from the last day of the network's financial year;

3. The Board shall convene an extraordinary General Assembly when asked by at least one third of its ordinary members or by the statutory auditor;
4. Members shall be notified of extraordinary General Assemblies in the same way as the ordinary General Assembly;
5. A General Assembly shall be held at the network's registered office or at any other place stated in the convening notice; and
6. A General Assembly shall be organised in accordance with its Standing Orders.

**Article 18: Minutes of the General Assembly**

1. Minutes of the General Assembly meetings shall be drawn up by the Secretary and signed by the Chairperson or a person representing him/her, the Secretary and at least one other ordinary member of the Board;
2. Minutes of the meeting shall be kept in a special register;
3. Proxies will be attached to the minutes of that Assembly; and
4. Copies or extracts of these minutes shall be signed by a Board member.

**Article 19: Deliberation and Quorum**

1. A General Assembly shall deliberate validly, irrespective of the number of ordinary members present or represented, save where the articles of network request a specific quorum;
2. Where the articles of network request a specific quorum and such a condition is not met, the meeting shall be postponed and reconvened within a period not exceeding 30 days. This reconvened General Assembly shall subsequently have the power to decide validly irrespective of the number of ordinary members present or represented;
3. Decisions of the General Assembly may be taken unanimously and/or in writing; and
4. No meetings of the network sectoral or thematic entities may take place during the sittings of the General Assembly, and all social functions which would in any way hinder the work of the General Assembly shall strictly be limited.

**Article 20: Order of Debate**

1. Ordinary members and their representatives desiring to speak on any subject must indicate their wishes to the Chairperson, who shall call upon them in the order in which their requests are received;
2. All speeches must be addressed to the Chairperson and directed to the subject under discussion or to a question of procedure;

3. Members and their representatives may speak more than once on any matter under discussion, but may make a second speech only after all those inscribed have had an opportunity of speaking;
4. Questions of order or personal explanations may be raised at the end of any speech but may not interrupt either the person speaking or the Chairperson in the act of taking a vote;
5. Proposers of motions or substantive motions have the right to reply to the discussion before the motions are put to the vote;
6. Not more than one motion, or amendment to it, will be discussed at any one time unless the Chairperson decides otherwise; and
7. As a general rule, speakers shall be asked by the Chairperson to adhere to specific time limitations.

**Article 21: Voting Rights**

1. Each ordinary member shall have one vote at the General Assembly;
2. In the case of an equality of votes being given on any question, the Chairperson shall declare the proposition 'Not carried';
3. The General Assembly shall determine the mode of voting which may be by show of hands, ballots, electronic means, calling of names or any other means agreed upon;
4. Countries where there is more than one member in the network shall also have one vote and shall be free to agree on how to vote;
5. Members shall request the Board for a right to send observers to the meeting; and
6. Voting for members of the Board shall be by secret ballot.

**Article 22: Majority**

1. The General Assembly's decisions shall be based on a simple majority of the votes cast, except where the articles of network require a larger majority;
2. Abstentions and blank votes shall not be taken into account while computing the majority.

**Article 23: Composition of the Board**

1. The network shall be managed by a Board, consisting of physical persons who are accredited representatives of the nominating ordinary members;
2. The Board shall be composed of one Chairperson, two Vice chairpersons and four other Board ordinary members;
3. At least one of the three posts of the Chairperson and two Vice chairpersons shall be filled by a female;

4. Candidates for Board membership shall be nominated at the General Assembly and voted for by secret ballot;
5. Members from one country may not have more than one representative on the Board;
6. Board members shall be elected by the General Assembly and shall serve for a term of three years;
7. Outgoing Board members may be re-elected;
8. Board members will not receive any remuneration for exercising their mandate;
9. A board member may resign at any time, by giving notice of one month's notice to the Board;
10. No person is entitled to serve on the Board if:
  - a) his or her organisation is no longer in network membership or is in arrears with its annual subscription fee,
  - b) He/she has ceased to be an accredited representative of the nominating ordinary member;
11. The Board may remove one or more of its members during their term of office, in the case of action contrary to the interests of the network or non-compliance with the Board Standing Orders;
12. In case of vacancy in the Board, the post shall be filled by direct elections to be held at the next General Assembly.

#### **Article 24: Standing orders for Board Election**

1. Members shall have the right to nominate candidates for election as Chairperson and to the network Board; and
2. All nominations must be received by the network Coordinator not less than two months before the General Assembly in accordance with a timetable set by the Board in order to be included in the final agenda and documentation issued one month before the meeting.

#### **Article 25: Powers of the Board**

The Board shall have the following powers:

1. Develop and monitor a regional strategy for the network;
2. Control the affairs of the network between the meetings of the General Assembly;
3. Prepare the agenda and organize the meetings of the General Assembly;
4. Decide on all ordinary membership applications and related issues;
5. Approve and monitor the budget of the network;
6. Take decisions on investments and strategic acquisitions;
7. Appoint or remove and remunerate the Coordinator of the network;

8. Receive annual reports from the Auditor of the network;
9. Establish committees, including an Audit Committee, and working groups from among its members and others and decide upon their Terms of Reference;
10. Appoint a person to chair meetings in the absence of both the Chairperson and any of the Vice Chairpersons; and
11. Set out Board Standing Orders under which it will operate.

**Article 26: Internal Decision Power and Organisation of the Board**

1. The organisation of the Board is set forth in this provision and shall be supplemented by the provisions to be set forth in the Board Standing Orders;  
The Board shall be convened by the Chairperson at least once a year, however, the Chairperson may convene the Board when the network's interest requires so or at the request of one-third of the members of the Board;
2. The meeting of the Board shall be held at the prevailing office of the network or at any other place stated in the invitation letter;
3. The invitation letter shall contain the agenda and shall be notified by regular letter, e-mail or any other means of communication and sent at least 21 days before the meeting taking place, except in the event of urgency that is to be explained in the minutes of the meeting;
4. Except in the event of *force majeure* to be explained in the minutes of the meeting or in the event of a special attendance, the Board can only validly deliberate when half of its members are present;
5. However, if the required quorum is not reached at the first meeting, the meeting can be reconvened with the same agenda giving a notice of at least five working days. At this new meeting, the board can validly deliberate and take decisions notwithstanding the number of members present;
6. The meetings of the Board may be held by telecommunication means that allow for a collective deliberation, such as telephone or video conference. In such event, the meeting will be deemed to have been held in the registered office;
7. Decisions of the Board shall be taken in writing and email communications shall be accepted as a form of writing;
8. Decisions will be taken by a simple majority of the votes cast, unless these articles require a special majority;  
Abstentions, blank and null votes are not taken into account for the calculation of the required majority;
9. Each absent Board member may, by way of any form of communication that can be reproduced in written form, authorize another member of the Board to represent him/her and to vote on his/her behalf, but subject to approval by the

Board. In such a case the absentee will not be regarded as present for the quorum;

10. Deliberations and votes of the board shall be recorded in minutes, signed by at least a majority of the members who will have participated in the deliberations. Copies of or extracts from these minutes shall be signed by the Chairperson or a person acting in that behalf and or by two Board members one of whom must be the Secretary or someone acting in that behalf. The minutes will be kept at the registered office of the network.

#### **Article 27: Management and Operations of the Network**

1. The Coordinator will be charged with the day-to-day management of the network.
2. The Board may delegate the execution of part of its powers to a Board member or a third party by way of a special proxy that is limited both in time and scope. This delegation needs to be signed by a majority of Board members. The Board will determine the remuneration of such third parties to whom it has delegated powers, which will be charged to the general expenses of the network.

#### **Article 28: External Representational Power**

The network will be validly represented by the Coordinator at law as a plaintiff or as a defendant and towards all third parties in all deeds, including deeds requiring intervention of a civil servant or a notary, notwithstanding the general power of representation of the Board acting collectively through the majority of its members.

### **CHAPTER IV. FINANCE**

#### **Article 29: Income**

The income of the network shall be derived from:

1. Membership fees paid once on admission by every member;
2. Annual subscriptions paid by members;
3. Sales of publications and promotional items;
4. Funds provided through agreements;
5. Donations;
6. Strategic activities consistent with the network's objectives; and
7. Other sources as agreed by the General Assembly on the recommendation of the Board.

### **Article 30: Membership Fee and Annual Subscriptions**

1. Every ordinary member shall pay a one off membership fee upon admission to the network;
2. In addition, every ordinary member shall pay an annual subscription;
3. The formulas for both the membership fee and annual subscription shall be determined by the General Assembly;
4. Associate members shall pay an annual subscription on a flat-fee scale, based on a formula that shall be established by the General Assembly;
5. New ordinary and associate members of the network shall pay their subscriptions during the first year on the basis of a pro-rata amount determined by their month of admission;
6. Payment of membership fees and annual subscription enables ordinary and associate members to participate in the network at the regional, global, sectoral and thematic levels;
7. In truly exceptional circumstances, ordinary or associate members having difficulty in paying subscriptions may apply for special treatment to the Coordinator who shall refer the matter to the Board. Such requests, accompanied by supporting documentation, must be received by 31st March each year for final decision by the network Board. The Coordinator shall make appropriate inquiries as to the situation of the organisation concerned, including consultation with existing members from the same country if any, prior to submitting the request to the network Board; and
8. The General Assembly will review the formula every four years to ensure adequate resources for the network and if considered appropriate, determine modifications.

### **Article 31: Subscription Formula**

1. All subscriptions shall be invoiced in United States Dollars, or in such other currency as shall be determined by the Board;
2. Subscription fees shall remain at the same level during a four-year subscription cycle, but may be indexed for inflation; and
3. The General Assembly shall delegate the Board with the power to add an annual percentage to cover inflation.

### **Article 32: Financial Year**

1. The network's financial year shall begin on 1<sup>st</sup> January and end on 31<sup>st</sup> December of each year;
2. Following the end of each financial year, the Board shall cause preparation of annual accounts of the network;

3. The annual accounts shall be composed of a comprehensive statement of financial position, a comprehensive statement of income, a statement of changes of equity and a comprehensive statement of cash flows; and
4. The accounts shall be prepared and published in conformity with the applicable law; and
5. Following the end of each financial year, the Board shall draft a report on its activities and on the financial situation of the network.

**Article 33: Audit**

1. An audit firm will be charged to monitor the financial position, the annual accounts and the conformity of the transactions reflected in the annual accounts with the law and the articles of network; and
2. The firm will be appointed by the General Assembly amongst the firms qualified to do audit in any of the countries with membership of the network.

**CHAPTER V. GOVERNING BODIES**

**Article 34: Authorities**

The Authorities of the network shall be: General Assembly, the Chairperson, Vice Chairpersons and the Coordinator;

*The Chairperson shall:*

- a. Be the chief representative of the network and preside over the General Assembly and Board of the network;
- b. Provide the policy and organisational leadership of the network, in collaboration with the Coordinator;
- c. Have the right to attend the meetings of the network entities; and
- d. Hold the political representation of network at the global pastoralist networks.

In the event that the position of the Chairperson remains vacant for longer than six (6) months, the network Board will call for an Extraordinary General Assembly to elect a new Chairperson.

*Vice-Chairpersons shall:*

- a. Represent, assist and support the Chairperson, in the policy and organisational leadership of the network; and
- b. Together with the Coordinator undertake such other tasks and responsibilities as the Board may determine.

*The Coordinator shall:*

- a. Be the Chief Executive Officer of the network,
- b. Be accountable to the Board;
- c. Be responsible for the leadership and efficient management of the implementation of the network Strategic Plan in all network structures;
- d. Be responsible for implementing the policies of the network and co-ordinate, monitor, evaluate and support the work of the network structures;
- e. Take the necessary initiatives to present to the Board and General Assembly any relevant issues affecting the pastoralism way of life;
- f. Attend and advise the meetings of the network authorities, without voting rights;
- g. Prepare documentation for the meetings of the network Authorities;
- h. Report to the Board on the use of finances, implementation of the Strategic Plan and work plans, and changes in staff;
- i. Maintain close working relations with network structures;
- j. Maintains relations with the network 's present and potential members;
- k. Technically support the representation of ESAPN at the global pastoralist network
- l. Submit regular reports on membership issues to the Board;
- m. Be responsible for the recruitment of staff at the office; and
- n. Deal with any other issues as may be required by the Board.

## **CHAPTER VI.            SECTORAL AND THEMATIC BODIES**

### **Article 35:   Sectoral Organisations**

The General Assembly may establish or dissolve, and recognise or withdraw recognition from, sectoral organisations as structures of network;

Sectoral organisations may be established in areas of policy, environment, legal, economic and social activity of pastoralists as considered desirable;

The sectoral organisations will:

1. Draw up their rules for approval by the network Board;
2. Develop their activities and report to the network Board; and
3. Promote sustainable pastoralism development in their pertaining sectors.

## **CHAPTER VII:            GENERAL PROVISIONS**

**Article 36: Election of domicile**

Board members, statutory auditors and liquidators with a domicile abroad are supposed to elect their domicile at the network's registered office for the time of their appointment, where all summons and notifications concerning the network's affairs and responsibility for their management and supervision can be done.

**Article 37: Official Language**

The Network recognizes the cultural and linguistic diversity of its members but will for convenience's sake use English as the official working language.

**Article 38: Exclusion of Member**

1. A member can be excluded by decision of the General Assembly for sound reasons or for non-compliance with the articles of networks;
2. A member can be excluded by decision of the Board for non-payment of the annual contribution for two consecutive years;
3. A member whose exclusion is to be decided on shall be requested to provide its remarks in writing to the body competent to decide on its exclusion, within one month after notice of a reasoned exclusion motion;
4. If the member requests so in writing, it must be heard by the body competent to decide on its exclusion;
5. A member who is the subject of an exclusion debate shall not be allowed to participate in the vote on its exclusion;
6. Every decision to exclude a member shall be debated and a decision registered in minutes which must state the facts on which the exclusion is based;
7. The exclusion shall then be recorded in the membership register; and
8. A true copy of the decision is to be sent to the excluded member within fifteen days from the date when the decision is reached.

**Article 39: Amendments of the Articles of Network**

1. Proposals to amend the articles of the network shall only be submitted to the General Assembly by the Board, or by a special committee appointed by the General Assembly for that purpose, or by not fewer than half the number of ordinary member;
2. A decision concerning a change of the articles of network shall only be effective when the General Assembly has been convened with a notice indicating the proposed specific changes; and
3. A decision on this subject shall only be valid if carried by two-thirds of all validly cast votes.

## **CHAPTER VIII.**

## **DISSOLUTION – LIQUIDATION**

### **Article 42: Dissolution**

1. The General Assembly with a resolution passed by not less than a two thirds majority may appoint one or more liquidator(s) to dissolve the network;
2. The network may also be dissolved by a legal or judicial dissolution;
3. If it is not possible to agree on the liquidator(s) at a meeting convened to dissolve the network, the then-current Board members shall legally be considered as liquidators, not only to receive notifications and services, but to actually liquidate the assets of the network to deserving third parties and/or members.

### **Article 43: Liquidation**

1. Upon liquidation, all of the network's assets will be converted into cash, unless the General Assembly decides otherwise; and
2. After paying off all liabilities, the remnants will be allocated to a purpose as closely related as possible to the network's not-for-profit purpose.