



# Asia-Pacific Network for Sustainable Forest Management and Rehabilitation

APFNet/Council/ENG/2015/03

## Rules of Procedure of the Council

The Asia-Pacific Network for Sustainable Forest Management and Rehabilitation (APFNet) was proposed by China and co-sponsored by Australia and the United States at the 15<sup>th</sup> APEC Economic Leaders Meeting held in Sydney, Australia in September 2007 and was formally launched with an International Symposium in Beijing in September 2008. APFNet is registered as an independent and not-for-profit international organization with full legal personality under Chinese law. The vision of APFNet is to expand forest cover and improve the quality of forest ecosystem in Asia and the Pacific as a means to promote the multiple functions of forests, help mitigate and adapt to climate change, and meet the changing socio-economic and environmental needs of the region. The mission of APFNet is to promote sustainable forest management and rehabilitation.

These Rules of Procedure govern the conduct of the Council and are based on the Operational Framework of APFNet [APFNet/OF/2012/04] (hereinafter referred to as “OF”), which as of May 2013 was ratified by 24 members. The APFNet Membership Procedures [APFNet/Council/ENG/2015/08] describes the status, responsibilities and rights of members.

### I. Nature, responsibilities and power

#### *Rule 1 Nature*

The Council is established as APFNet’s advisory body and forum for the exchange of views with respect to APFNet’s activities and development, pursuant to the Article 4.3 of the OF. It is without its own legal status or legal personality.

#### *Rule 2 Responsibilities*

In addition to providing a forum for exchange, as noted above, the Council is a body that seeks to be informed of, involved in and better understand both the short term and long term plans and priorities of APFNet. Its responsibilities include to:

- a) provide advice, feedback, and views on thematic priorities to the Board of Directors;
- b) represent members’ views to the Board of Directors and the Secretariat;
- c) facilitate the alignment of APFNet’s purpose and organizational objectives with those of members;
- d) elect a Chair and Vice-Chair of the Council;
- e) review Board decisions with a view to strengthening transparency and accountability; as well as convey support, pose questions or express concern about those decisions for the Board’s consideration;
- f) receive, consider and provide feedback/advice/input on

- i. reports of the Executive Director;
- ii. financial reports.
- g) consider APFNet annual work plans and annual budgets, provide recommendations, as appropriate, and forward any documents to the Board of Directors for approval;
- h) be informed of any opportunity to nominate well-qualified persons to be member of the Project Appraisal Panel;
- i) support the efforts of the Secretariat and Board of Directors to synchronize and coordinate APFNet's programs with other relevant regional and global initiatives and events; and
- j) perform other functions, as needed.

*Rule 3 Powers*

The Council holds the powers to

- a) adopt its own Rules of Procedure in line with the OF and modify them, as necessary, in accordance with Rule 34 and Rule 35 in Paragraph VII;
- b) screen nominations which have been submitted by individual Council members to fill vacancies on the Board and select the Directors who were given majority support, starting with those who received the greatest number of votes;
- c) alter the size of the Board of Directors within the limit set in the OF, through appointment to vacant positions and/or establishment of additional seats, after consulting the Board;
- d) review and modify the APFNet Membership Procedures, if necessary;
- e) decide on membership applications in accordance with the APFNet Membership Procedures; and
- f) perform other functions, as needed.

## **II. Composition and representation**

*Rule 4 Composition*

The Council will consist of all APFNet members. A member is an entity that joined during APFNet's transitional period or that was subsequently admitted as a member upon approval of the Council.

*Rule 5 Representation*

To perform Council functions and responsibilities, each member will designate a Council representative with the authority to represent the member's views with respect to APFNet policy and programming priorities. (see APFNet Membership Procedures for detailed statements on the designation of Council representatives if there are more than one member from one single economy).

Each member can also designate one or more contact persons to handle routine communications and administrative matters and, if authorized, to attend Council meetings when the representative is not able to do so. Contact person(s) may assist

the representative to circulate information; review and recommend candidates and project proposals; help with APFNet promotion efforts; inform on progress and challenges with implementing APFNet programs and activities; and explore potential cooperation with local partners.

Members will notify the Secretariat of any change in its representative and/or contact persons, in writing and in a timely manner to ensure participation in the Council is not interrupted.

*Rule 6 Term of office*

The term of office is not fixed, but in order to promote a strong, well-informed and stable Council, Members are encouraged to appoint knowledgeable individuals as the representative /contact person(s) , preferably those who are able to attend a series of meetings.

*Rule 7 Status of members*

Members are considered to be active at the first meeting of the APFNet Council. However, a member who fails to attend two consecutive Council meetings, or does not appoint a representative to the Council or does not update the information regarding their Council representative or contact person(s), will be considered inactive. (Participating could be either in person, through electronic means or through the submission of written comments on meeting documents. However, face-to-face participation is strongly urged.) Such members shall not be included when calculating the quorum as per Rule 17, and shall have their rights suspended until such time as they inform the Secretariat that they wish to resume active membership, and take the steps required to do so.

### **III. Officers**

*Rule 8 Election of Officers*

The Officers of the Council (Chair and Vice-Chair) will be elected from the members present at the meeting.

*Rule 9 Duties and Powers of the Officers*

**Chair**

- a) Ensure observance of these rules of procedure;
- b) Preside over meetings, ensure all views are heard during discussions, maintain the agenda's timetable, and announce decisions and recommendations;
- c) Develop the meeting agenda in consultation with the Executive Director of the Secretariat and the members of the Council;
- d) Serve as a key channel of communication with the Board of Directors so as to ensure that views on matters within the purview of the Council are transmitted to the Board in a timely manner.
- e) Keep the Council informed of pertinent actions and decisions of the Board of Directors;

- f) Represent the views of his/her member and exercise full voting rights when participating in Council meetings;
- g) Suggest the possible host(s) of the Council's next annual meeting, and assist the Secretariat in communicating with member(s).

The Chair will assign tasks listed under b), d) and g) to the Vice-Chair, if appropriate. The Chair should entrust the Secretariat, as appropriate, to liaise with members between meetings.

#### **Vice-Chair**

- a) Carry out the duties and powers of the Chair in the case of his/her absence;
- b) Serve out the remainder of Chair's term in the case of his/her resignation or termination according to Rule 9;
- c) Represent his/her member entity at Council meetings, with equal right to offer views;
- d) Carry out other duties of the Chair, if assigned.

#### *Rule 10 Resignation*

The Officer should notify the Secretariat of his/her resignation in writing at least three months before the next Council meeting. The Secretariat shall announce the resignation to members in a timely manner and elections to fill the vacancy will be held at the next meeting of the Council.

#### *Rule 11 Term of office of the Officers*

The Chair and Vice-Chair serve a three-year term that can be renewed once only. An Officer will cease to hold his/her office when he/she is considered no longer qualified for the position by consensus of other members, has notified the Council of his/her resignation or no longer attends Council meetings.

### **IV. Meetings**

#### *Rule 12 Annual meetings*

The Council will meet once per year before the regular meeting of the Board of Directors, and in the same calendar year. This sequence allows the Council to consider and make timely recommendations to the Board. However, if Directors agree, sessions can be convened after Board meetings.

#### *Rule 13 Special meetings*

Special meetings for specific purposes can be held

- a) following a Council decision at an annual or special meeting;
- b) upon request of the majority of the Council;
- c) upon request of the Chair and Vice-Chair, in consultation with other members;  
or
- d) upon request of the Board of Directors.

Special meetings can be held via electronic means or in conjunction with other international/regional conferences/fora to save costs and make decisions in an efficient manner.

*Rule 14 Special committees of the Council*

The Council can, but is not required to, establish standing, temporary and special committees judged as necessary to carry out its duties. The preferred method of committee meetings is electronic but members may also meet in person, as appropriate, following consultation with the Secretariat regarding logistical and financial implications. Committees should proceed in a manner that minimizes costs associated with accomplishing their duties. Committees will keep minutes of their discussions, and inform the Officers and the Council of their activities in a timely manner.

*Rule 15 Venue of meetings*

The Council will hold its meetings in the Asia-Pacific region, taking into account the budget and geographical distribution of members.

Members are encouraged to host the Council's annual meetings on a voluntary basis. The Secretariat will provide funding for their co-organization, and voluntary financial contributions from hosts are welcome.

*Rule 16 Observer status*

The following entities and persons are eligible to join Council meetings as observers, upon request or invitation:

- a) Current partners with a Memorandum of Understanding with APFNet;
- b) Potential future APFNet partners;
- c) Potential future APFNet members;
- d) Current donors of APFNet;
- e) Directors of the Board, who are not serving on the Council.

*Rule 17 Attendance, status and quorum*

The Council will invite the representatives and contact persons of APFNet members to its meetings, as well as entities and persons eligible to join as observers in accordance with Rule 16.

A majority of active members, as defined in the APFNet Membership Procedures, will constitute a quorum for the transaction of business at annual meetings of the Council. When there is an even number of active members, a quorum will consist of one-half of all APFNet active members, plus one.

*Rule 18 Preparation of provisional agenda*

The Secretariat, under the guidance of the Executive Director, and after consultation with the Chair, will prepare the provisional agenda for each meeting, and distribute it to members and observers. The provisional agenda will include all items proposed by

- a) The Council;
- b) The Board of Directors;
- c) The Executive Director.

*Rule 19 Notification of meetings*

The Secretariat, with approval from the Executive Director, will inform all members and observers of the date, venue and duration of each meeting.

*Rule 20 Communication of provisional agenda*

The Secretariat will disseminate the provisional agenda to all members and observers no later than three weeks after the meeting is announced.

*Rule 21 Supplementary items*

After the Secretariat communicates the provisional agenda, any member may propose supplementary items and submit related documentation no later than two weeks before the meeting. The Secretariat will immediately notify all members and observers of items and the Council will decide whether to include them at the beginning of the meeting, before the agenda is adopted.

*Rule 22 Preparation and distribution of documents*

The Secretariat will collect and prepare the documents needed for any meeting of the Council, including

- a) proposals and amendments to existing documents;
- b) decisions made by the Board of Directors;
- c) APFNet's annual progress reports;
- d) APFNet's proposed work plans;
- e) financial reports;
- f) membership applications received;
- g) nominations to vacant seats of the Board of Directors; and
- h) any reports or other documents for the Council's information or action pursuant to the duties described in Rule 2 of these Procedures.

*Rule 23 Adoption of agenda*

At the opening of each meeting, the Council will adopt the agenda based on the provisional agenda, any agreed supplementary items and any other amendment approved during discussion.

*Rule 24 Meeting records*

The Secretariat will record each meeting in writing and distribute a summary to all members and participants as soon as possible.

*Rule 25 Closed Session*

The Council may, by consensus, convene in closed session to discuss sensitive matters such as membership applications or conduct that might be inconsistent with the responsibilities of the Officers or the membership. The person or entity concerned is excluded from discussions but may provide clarification, upon request. Only the members and the Secretariat, if invited, can participate in such sessions.

*Rule 26 Circulation of documents*

Documents which are agreed to at a Council meeting but in need of further revisions will be circulated electronically among members for approval purposes. A document will be considered final when no comments regarding further amendments are received within two weeks of circulation.

## **V. Decision-making**

*Rule 27 Effectiveness*

Decisions, either by consensus or voting, will take effect only if a quorum is reached at the meeting in question and in accordance with Rule 17.

*Rule 28 Consensus decision-making*

To be collaborative, inclusive and participatory, decision making by consensus will be adopted at Council meetings on all matters except selection of the Board of Directors, which will be determined by vote. Consensus is understood as absence of any objection expressed by a participating member to the adoption of the decision in question. If consensus cannot be reached, both the views of supporters and the concerns will be reflected in the record and revisited at the next meeting.

*Rule 29 Voting rights and majority rules*

As per Rule 28, voting applies to the selection of the Board of Directors only. Each member of APFNet has the right to cast one vote. Observers will have no vote.

Any nominee who receives more than one half of the total votes from the members present at a Council meeting will be considered to have majority support.

*Rule 30 Right to make a statement*

A representative or participant(s) authorised to express the member's views at the Council meeting can state his/her agreement or objection to the matter under discussion and abstain when the call for consensus is made. Abstention will not be considered an objection for purposes of determining whether or not a consensus is reached. A participant with observer status is free to give his/her opinion during discussion but is not eligible to make a statement when calling for a consensus / decision.

## **VI. Languages and recording**

*Rule 31 Working language of meetings*

The working language for the Council and its meetings is English, while interpretation may be provided as necessary.

*Rule 32 Language of documents and meeting outcomes*

English will be the official language of resolutions, recommendations, formal decisions and documents. However, when the Secretariat submits reports to the host economy, it may need to translate relevant meeting documents into Chinese.

*Rule 33 Written record of meetings*

The Secretariat will retain written records of Council meetings as permanent archives of APFNet.

*Rule 34 Summary records*

The Secretariat will prepare a summary of Council meetings in English, including decisions and recommendations. The Executive Director will inform all Directors of the Board of these outputs by suitable means.

## **VII. Amendments of Rules of Procedure**

*Rule 35 Amendment*

These Rules of Procedure may be amended by decision of the Council. However, amendments that significantly alter items agreed to under the Operational Framework will also require agreement from the Board of Directors. Where possible, input will be sought from the Board, prior to asking Council to consider them. When this approach is not feasible, the proposed amendment will be placed on the agenda of the next Board's meeting for ratification or rejection.

*Rule 36 Method of amendment*

Any member may propose an amendment to these Rules of Procedure for consideration by the Council. The Secretariat must receive requests no later than four weeks prior to the Council's annual meeting. Any proposals will be placed on the meeting agenda and will require consensus from the Council to be adopted.

After adoption by Council, the Chair and Vice-Chair will sign and date the revised Rules of Procedure for inclusion in APFNet's permanent archives.

The Rules of Procedure will be reviewed at least once every five years and reaffirmed or amended as required at that time.