

CLIMATE ACTION NETWORK - CAN

Our network rules and guiding principles for network governance

CHARTER

This document gives clarity to CAN and its members about the way the CAN network is organized and works. It also gives other readers a description of CAN. CAN is a network of NGOs working on climate change from around the World. These members are autonomous and independent. Many of these members have their own forms of organization and their own national or regional rules. In joining the CAN network, members all contributed to producing these constitutional rules and guidelines for the CAN network. This document tends to facilitate and enable decision-making, rather than prescribe rules.

ADOPTION

1. This revision of Climate Action Network Charter was presented to the general assembly of CAN members at COP18, December 2012 for adoption with or without amendment, or rejection.

Once adopted it became the official CAN Charter until review again in accordance with the terms of this Charter.

Description, Vision and Mission

Description of CAN

2. CAN is a network of member organizations from all over the earth committed to combating harmful climate change. This network is based on trust, openness and democracy. It is first a network of organizations brought together by a common concern. The network of independent members of CAN act in terms of their own mandates and organizational aims and objects. This Charter does not create a new organization; rather, it establishes rules and guidelines which members will adhere to in formalizing their national, regional and global co-operation.

Preamble

CAN NOTES THAT:

3. Life on earth is under severe threat from catastrophic climate change, which is being caused by humans through our constant production of greenhouse gases. CAN as a network faces this threat with the common concern of its members all over the world.

CAN Vision

4. The vision of CAN is a world 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. CAN unites to work towards this vision.

CAN Mission Statement

5. CAN's mission is to support and empower civil society organizations 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.

CAN Objectives

6. The objectives of CAN are:

- a) To prevent dangerous climate change through awareness and capacity building of governments and citizens worldwide.
- b) To protect the global climate from dangerous human interference.
- c) To be the conscience of the world concerning issues of climate change.
- d) To promote the protection of the global climate from dangerous human interference; and so to facilitate the radical transformation in the way we use resources, the land and energy.
- e) To prioritize sustainable development that meets the needs of the present generation without compromising the ability of future generations to meet their own needs.
- f) To inspire government, business, community, and individual action to this effect.
- g) To develop an objective understanding of climate change and its causes, and share this information with all people, especially all members.
- h) To organize, support, inspire and coordinate its members to take effective action on climate change, either as one global voice, or in the regions where members operate.

CAN Strategies

7. The strategies of CAN include:

- a) Active participation in the international climate change negotiations and all other relevant fora.
- b) Raising awareness and pushing issues onto the global agenda to influence the climate change decision-making process.
- c) Placing new climate change, equity and sustainable development issues on the global agenda.
- d) Contributing to the establishment of global, regional, national and local climate change agendas through mobilizing a genuinely inclusive civil society process at all levels.
- e) Promoting a nuclear free future
- f) Ensuring the gains at the global level are translated into concrete benefits at the national and local level, and are implemented effectively and work to benefit of poor people and countries .
- g) Facilitating a process for developing campaigns and negotiating strategies at the global level
- h) Holding global institutions and the private sector accountable for their actions and ensuring they respond to social and environmental concerns.
- i) Developing and disseminating knowledge that is crucial to addressing the trans-national challenges of climate change.
- j) Addressing the participatory gap through the creation of inclusive processes.

Primary activities

8. The Primary activities of CAN are:

- a) Information sharing
- b) Capacity Building
- c) Lobbying on common positions
- d) Coordination of media messages
- e) Coordination of research efforts
- f) Cooperation with other NGO groupings
- g) Mobilization of public support and awareness

h) Any other activities which would promote the CAN objectives

CAN Members

Eligibility and Qualification

9. All non-government/community based non-profit organizations, 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 CAN and may apply to do so.

10. Any applicant organization qualifies for membership of CAN if a duly authorized signatory signs a membership application form and submits it to the National or Regional node or International CAN secretariat, as appropriate.

11. By signing the application form the applicant member declares that it will respect and apply the rules of this Charter, support the vision, mission and activities of CAN, and bind itself to the CAN Code of Conduct

Application for Membership

12. All existing members of CAN, who accept the charter, will automatically retain membership unless there are problems with eligibility to be determined by the national or regional coordinator or in their absence by the CAN board.

13. Applicant organizations may apply for membership of CAN by presenting their credentials to the National node and in their absence to Regional node, and by filling in the standard questionnaire.

14. Approval of the applicant should be done by the Regional node (with adequate consultation among its steering committee and the national node), which will then notify the CAN secretariat and the relevant National node for addition to their membership Registration.

15. In case an applicant refuses to join a node or complains about being denied membership by a node, an appeal may be made to the CAN secretariat who will notify the CAN board, who may attempt to resolve the dispute. If this intervention fails, the matter may be referred to the General Assembly for final resolution.

16. If there is no Regional or National Node in the country of the applicant or the applicant is an international organization, the application can be directed to the CAN Secretariat. Such application will be announced on CAN-talk in order that objections may be lodged. If no objections have been made, the CAN Secretariat will admit an applicant organization if it qualifies for membership. In case of objections, the CAN board will be notified and will attempt to resolve the dispute between the objecting member/Node and the applicant. If the intervention succeeds, the applicant's membership will be registered by the CAN Secretariat. If it fails, the application will be referred to the General Assembly, which will resolve the matter by decision.

17. Any direct application to the CAN secretariat should be referred to the relevant Regional and National nodes where they exist.

18. All member organization details will be recorded in the CAN directory and on the CAN website by the CAN secretariat.

Resignation

19. 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 CAN or to any Node have been fulfilled.

Expulsion

20. A member organization may be expelled from CAN for violation of the Code of Conduct or of this Charter.

21. CAN may expel a member only after at least three other members, or the National or Regional Node, has applied to CAN for the expulsion of the member.

22. The application with motivation, should be sent to the CAN Secretariat for processing.

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

24. The Ethics Committee must consist of at least three individuals from three different members and Nodes, of which at least one must reside in the continent of the member concerned.
25. 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.
26. If the member is part of a National or Regional Node, and a co-coordinator of that Node has been appointed, the Ethics Committee must take into account the comments and recommendations of the relevant co-coordinator. The Ethics Committee must also take into account the comments of the complainants.
27. The Ethics Committee will have the right to take the appropriate decision in the circumstances, including the decision to expel the member.
28. An expelled member may appeal to the CAN Board. In the event of an appeal, the CAN 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 CAN Board will be referred to the General Assembly for final decision.

Observer Members (With Observer, Affiliate or Advisory status)

29. Non-government and non-profit organizations and individuals who:
 - a) Qualify for membership of CAN but wish to have observer status only
 - b) Do not qualify for membership of CAN but wish to have observer status
 - c) Qualify for CAN membership but not for membership of a Node to which they will belong,may apply to become Observer Members of CAN and of their Node as the case may be. Applicants must sign a copy of the membership application form and stipulate their choice of membership. Application will be to the National or Regional Node, if applicable, or if not, to the CAN Secretariat. In the case of such applications, the relevant National or Regional Node, or the CAN Board as the case may be, will have full discretion regarding the admission of the applicant member. If the member is admitted, the CAN Secretariat will place the member on a separate register of Observer Members.
30. Observer members of CAN will be permitted to observe CAN meetings and to have access to CAN 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 CAN. Such members will respect the confidential nature of internal CAN meetings at all times. The facilitator/chairperson or CAN Board members may exclude such members from CAN meetings at the request of CAN members.
31. Observer members at COP/MOP's may attend CAN meetings but must at the commencement of the meeting obtain permission from the meeting chairperson before attending the meeting as an observer.
32. Observer members are encouraged to make contributions to CAN and it is recognised that their involvement is valuable to CAN.

Governance, Decision Making and Statements

Principles

33. The governance and CAN policy or position statements development process of the CAN global network (as distinct from the Secretarial function, which is dealt with separately) is the responsibility of all CAN members, and is expressed through *decisions* of the General Assembly of CAN. The CAN Secretariat may elaborate upon decisions in order to implement them, by creating processes and procedures in line with such decisions.

Convening of General Assemblies of CAN

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

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

36. CAN 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 CAN—missing representatives must be factored in:

- a) Through representatives of each National Node (if a National Node is a member of a Regional Node and is being formally represented by that Regional Node, then its presence is optional).
- b) Through a representative/s of each Regional Node.
- c) Through a representative/s of each of the international member NGO's, that is, those NGO members with offices in more than 20 countries.

37. Representatives unable to physically attend can give written proxies to any attending member or be allowed to submit their views/votes by fax /email to the CAN secretariat in advance who will pass it to the CAN board.

38. his minimum physical, proxy, or written representation is compulsory.

39. CAN General Assemblies will be called by the CAN Board through the CAN Secretariat. The CAN Board will set the date and give advanced notice thereof through the standard communication means that are used by CAN (CAN Talk, Website) at least 14 days in advance of any such scheduled meeting. The Board will set its agenda in advance, and call on members to propose items for the agenda. All items will be accompanied by a description of the item or the proposed decision.

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

41. In addition to this minimum representation, care should be taken to ensure strong representation from non-OECD country organizations, in order to ensure a sufficient voice from the developing world. The CAN Secretariat must ensure that this representation is achieved when organizing and funding CAN General Assemblies.

42. Every General Assembly will be managed by at least two process facilitators appointed by the CAN Board. Facilitators will ensure that the governance of CAN is *value and issue driven* rather than region driven.

Governance through the Decision Making Process

43. CAN Statements, governance decisions, and other decisions, including the election of the CAN Board, are made through the decision making process.

44. As CAN membership is not equally representative of all national, regional and other constituencies, it is recognized that voting by members will not promote fairness of decision making. Hence consensus will be strived for, but sufficient consensus, namely the support for a decision by most of the members in their constituent groups, with only a small minority dissenting, will also be deemed to be full consensus in special circumstances.

45. In order to promote effective and democratic decision making, the General Assembly Facilitators will first ascertain which CAN member representatives are present, whether they represent individual CAN members or National or Regional Nodes, and will take into account the constituencies they represent. Only such authorized representatives may take part in the decision making process. Facilitators will also encourage virtual participation of Members not present by requesting positions through email.

46. Decisions will be taken by sufficient consensus, illustrated by show of hands, and not by voting.

47. Sufficient consensus will first be reached when the facilitator is able to note that full consensus of all representatives is achieved, which will be the ideal, and which the facilitator will strive for.

48. 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. In such cases:

- a) Facilitators will at the outset of meetings note the members and groups of members present, and record this on a list or chart
- b) Facilitators will record the strength of the members or groups on the chart taking note of the size, weight, relevance, equity and particular significance of the constituencies/members represented, against each issue put forward for decision making
- c) As views from member groups are stated, these will be noted on the chart
- d) In the case of opposing or qualifying views, the facilitators will first attempt by debate to eliminate the areas of difficulty
- e) Finally if deadlock is reached the facilitators will state the two opposing positions clearly, and
- f) Take a vote from each of the groups and note the voting on the chart
- g) Where the dissenting view represents more than approximately 5% of the overall size, weight, relevance and particular significance of CAN membership against the issue put forward for decision making refer the position to the CAN Board for further guidance, and postpone the issue
- h) Where the dissenting view represents less than approximately 5% of the overall size, weight, relevance and particular significance of CAN membership against the issue put forward for decision making , make note of the CAN members who dissented, and: In such cases the facilitator will point out that sufficient consensus is reached, in which event the decision will be carried.

49. In the case where those representatives whose views are overruled declare a formal dispute against the decision, the dispute will be referred to the CAN Board, which will attempt first to resolve the dispute by mediation, and should this fail, the CAN Board will confirm or overrule the decision, and may refer the issue back to the General Assembly for further debate. This dispute procedure will not apply in the election of CAN Board Members, where the facilitator's ruling will be final and binding.

50. Facilitators will inform the General Assembly when he/she is of the view that the sufficient consensus has been reached, and allow further debate before making a ruling.

Decision Making in the case of CAN Statements

51. In the case of CAN policy or position statements, the decision making procedure without the dispute procedure will be followed. Overruled views are subject to the rules in this Charter governing CAN Statements (#120-124).

CAN Board

The election and constitution of the CAN Board

52. The General Assembly must elect a CAN Board, which fulfills the function of CAN Global Coordination.

53. Elected Board members will hold office for two years. Board members may be elected for one succeeding term. One third of the Board shall retire at every AGM. Regional and National Node Co-coordinators may stand for election.

54. The election will be by nomination and decision making.

55. Nomination may be arranged by the CAN Secretariat from all CAN Members by electronic means before the General Assembly. The Secretariat may convene a selection committee of experienced CAN members to aid in the formation of a proposal to the General Assembly.

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

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

58. The CAN Board should if possible reflect the balance and composition of CAN, including geographic and gender balance.. Members of the Board are, however, representatives of CAN as a whole and do not represent their individual regions or organizations.

59. The total number of Board members elected must be an odd number.

60. Only one member per country per organization may be elected to the CAN Board. International organizations will not be considered to have a country affiliation for the purpose of this paragraph.

Functions and Procedure of the Board

61. The CAN Board will adhere to and operationalize the decisions of the CAN General Assembly, as well as facilitate CAN General Assemblies during its term of office. The CAN Board will not take independent policy and position related decisions unless first referred to CAN as a whole. The board will rely on the regional coordinators to insure regional representation in the decisions.

62. The CAN Board will represent CAN.

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

64. The CAN Board will act as an oversight to the CAN Secretariat, which will be accountable to the Board.

65. The CAN Board will take all funding decisions of CAN, in close consultation of CAN members and Nodes.

66. The CAN Board will be the governing body and legal representatives of the CAN legal entity. Succeeding CAN Board members will give effect to this provision.

67. During the first meeting of a new Board, members of the board will decide on a Board Chair or Co-Chairs. The meetings of the Board will be facilitated by the Chair or one or both of the Co-Chairs.

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

69. Notwithstanding anything to the contrary in this Charter, the CAN Board must fulfill the function of dispute resolution agency within the CAN network, including within the Nodes of organization within CAN. In the case of a dispute arising and not adequately provided for in this Charter, the CAN Board must attempt to resolve the dispute, and CAN members agree to this role by the Board. The CAN Board may appoint one or more of its members to act as an intervener in disputes, or may appoint an independent third party to do so. All dispute resolution procedures will be designed by the CAN Board, and will in all cases include an attempt at mediation. Arbitration of a dispute may only occur if the parties to the dispute agree to do so and can agree to an arbitrator, who may be a CAN Board member. In the case of arbitration, the decisions of the arbitration will be final and binding. In all other cases where mediation has failed and arbitration is not agreed to, the matter will be referred to the next General Assembly for a final and binding decision.

70. A simple majority quorum is required for any regular or special meeting of the Board.

71. In the event of a vacancy due to resignation, removal or death of a sitting member, the Board shall request another nomination from the same organization , country or region through which the previous member was nominated, or if a replacement of such is unavailable, then a special election may be had through a simple election process through CAN Talk. The procedures for an election through CAN Talk may be established by the Board. In either case the new Board member will have the same standing as all other Board members.

72. Board members are indemnified from any actions or conduct taken pursuant to a decision of the Board, unless such conduct was made in bad faith and gross error and neglect

CAN Legal Entity

73. CAN is a legal entity in the form of a non-profit organization, in Bonn, Germany.

74. The name of the Legal Entity is the CLIMATE ACTION NETWORK (CAN).
75. The first elected CAN Board under this constitution will be responsible for registration of the legal entity and for the opening of the CAN bank account.
76. The CAN legal entity will be subject to a yearly audit.
77. The purpose of the legal entity is solely to enter into funding contracts for CAN, as and when required, and to provide proper administration and oversight of such funds.
78. The day to day administration of the CAN legal entity will be managed by the CAN Secretariat.
79. The CAN Legal Entity may be dissolved by decision of the General Assembly.

The CAN Secretariat

The constitution of the CAN Secretariat

80. The CAN Board will constitute and take responsibility for resourcing a CAN Secretariat and hiring a Director for the Secretariat. The CAN Secretariat will consist of staff employed and managed by the CAN Secretariat Director, and infrastructure administered by it.

Tasks and responsibilities of the CAN Secretariat

81. The tasks and responsibilities of the CAN Secretariat are:
- a) Keep a database of all existing members, process applications for new membership [where relevant], and record removal from membership.
 - b) Update a CAN directory.
 - c) Co-ordinate and manage the CAN website.
 - d) Co-ordinate and manage CAN Talk and the other CAN list-serves.
 - e) Co-ordinate and manage ECO, as well as any other publications issued by the network as a whole.
 - f) Keep a register of all CAN position statements.
 - g) Co-ordinate and assist members in raising funds for network activities either globally or regionally. Raise funds for CAN.
 - h) Keep a database of all funds raised for network activities.
 - i) Arrange for audits of funds held.
 - j) Where appropriate hold and distribute funds according to directives of the CAN Board.
 - k) Produce a funding report every six months for funds raised for CAN secretariat activities.
 - l) Provide a secretariat service.
 - m) Organize CAN General Assemblies.
 - n) Keep records of and assist research efforts within the network.
 - o) Keep records of and assist capacity building efforts within the network.
 - p) Co-ordination and funding of CAN participation in workshops and COP/MOPs.
 - q) Any other task mandated by the General Assembly or Board.

Staff of the CAN Secretariat

82. Depending on availability of funding, and subject to directives from the CAN Board, the Secretariat will consist of at least a full time CAN Director
83. CAN Director will be appointed or dismissed by the CAN Board. The Secretariat staff will be appointed by the Director, after approval by the Board
84. The CAN Board will issue the letters of Employment on behalf of the CAN Legal Entity. Such letters must include a basic list of activities.

85. CAN staff will be subject to the Employee Code, and to the Labor Laws of the particular country where the CAN Secretariat is placed.

Accountability

86. The staff of the CAN Secretariat will be accountable to the CAN Board. The rules of this accountability will be determined by the CAN Board from time to time.

Funds raised by CAN

Funds raised by CAN Board

87. Funds raised by CAN must first be utilized to fund the activities of the CAN secretariat, CAN activities, and CAN publications and media.

88. Further funds raised may be specific to projects and programs, or to CAN members or Nodes, in which case they should be accounted for on this basis.

89. General funds held for assistance to members or Nodes may be distributed to members on the following conditions:

- a) The allocation of funds is on written application by the member(s) in good standing.
- b) The allocation has been approved by the CAN Board
- c) The member has accounted to the CAN Secretariat to the satisfaction of the auditors for all previous allocations of funds.
- d) The member provides proper proof of spending of funds to the satisfaction of the auditors.

90. In the allocation of funds, special consideration will be given to regions/countries/members which are short of funding to enable them to participate at General Assemblies, COP's, intersessionals and expert meetings.

91. The CAN secretariat will from time to time publish the routing of all funds within CAN and to CAN members. Any member is free to comment on and give advice to the CAN Secretariat regarding the allocation of funds raised.

92. The decisions of the CAN Board on the sourcing, administration, and distribution of funds is final, but is subject to full disclosure to CAN members and CAN membership comment.

Funds raised by CAN National or Regional Nodes

93. CAN Nodes will be free to raise funds in the name of CAN.

94. Such fundraising activities will be done in consultation with and with full disclosure to the CAN Board.

95. Funds raised by CAN National and Regional Nodes will be noted by the CAN Secretariat.

96. All funds raised through CAN International shall, to the extent that funding and resources allow, be subject to an annual audit based on generally accepted accounting principles.

Issue Based Working Groups

97. Issue Based Working Groups may be formed in order to bring CAN expertise to bear on particular issues. The Groups will be formed by request from any member or Node, or at General Assemblies by decision, and with facilitation by the CAN Board.

98. The CAN secretariat will coordinate the appointment of Coordinator or Co-Coordinators, for each Issue Based Working Group, based on suggestions and acceptance of the Working Group itself. Working Group Coordinators will adhere to the Terms of Reference for Working Group Coordinators.

99. Issue Based Working Groups are formed to deal with particular issues, and to draw together expertise within the network.

100. Draft Outputs of Issue Based Working Groups will be published within CAN for comment under the administration of the Secretariat. Issue Based Working Groups will take into account comments received and forward a final outcome to all members.

101. The outputs of Issue based Working Groups will become CAN position statements when sufficient consensus is achieved within the network.

102. Issue based Working Groups may be funded by CAN.

Nodes of Organization of CAN

Members' right to organize into National or Regional (Inter-National) Nodes

103. A National Node is an association of CAN Members in a particular country. A Regional Node is an association of CAN Members, or CAN National Nodes, in a group of countries on an inter-national basis.

104. Each registered member is expected to be a member of the existing National and Regional nodes. In case there is no National or Regional node, each registered member or group of registered members is accordingly free to form national or regional networks with other members on a voluntary basis. These voluntary networks are called Nodes.

105. Nodes are formed to enable members to present a combined voice in their countries or regions of operation, as well as at CAN General Assemblies, and at other Climate Negotiation Sessions.

Registration and Demarcation

106. The CAN Board must register the formation of National or Regional Nodes.

Registration means the keeping of a Register by the CAN Secretariat of the Nodes and their members.

107. The CAN Board must also demarcate the geographical extent of each Node, and in the case of changes to Nodes, re-demarcate the Node if necessary.

Demarcation will entail the listing of all countries included in a Regional Node in the Register.

108. The CAN Board may review the Node structure.

Registration and Demarcation of existing nodes

109. All existing National and Regional Nodes will present to the CAN Secretariat within 30 days of being called to do so, a list of CAN members who have joined that Node, all Node governance documents, and the name of the Node. Regional Nodes may also include National Nodes within that region. This documentation should be updated on annual basis.

110. The Secretariat will publish the Nodes and Member lists at the CAN website.

111. Any member or Node falling within the area of operation of the Node applying for registration, may comment on or object to inclusion in a Node during the period of publication determined by the CAN Secretariat.

112. Once the period of comment has concluded, the CAN Board will, by internal decision register and point out the demarcation of the Nodes.

In the case of an objection to inclusion in a node, the CAN Board will first attempt to resolve the dispute, and failing so, the Board may make an appropriate decision, including the cancellation, renaming and/or re -demarcation of the Node. In doing so the CAN Board will attempt to balance the requirements of freedom of association and good organization. Should the CAN Board be in doubt, it may refer the matter to the General Assembly for decision.

Registration and Demarcation of New Nodes

113. Should a number of CAN members, or a number of Nodes, wish to form a new Node, the same procedure as above will be followed.

114. Where the application for registration affects an already registered Node, the Board will enter into discussions with existing Node representatives, and if there is a dispute, follow the steps outlined above.

Rules for Regional Nodes

115. Regional Nodes must be open to participation from organizations in all of the countries in the area of demarcation.

116. Regional Nodes must consist of more than one country.

117. The name of the Regional Node must accurately reflect the area of demarcation.

Rules for National Nodes

118. National Nodes are encouraged to be part of Regional Nodes.

119. National Nodes must consist of at least two CAN members.

Governance

120. A Regional or National Node may carry on activities under the CAN name. A Regional or National node should notify the CAN board before doing so.

121. A National or Regional Node may create a legal entity, raise funds, and conduct the activities it determines for the purposes of furthering the CAN vision, mission and activities. A National or Regional Node shall have a proper governing body based on principles of accountability to its members and on transparency.

122. The Regional Node is free to set up such rules and codes of conduct as it feels are necessary. These rules should not be in conflict with the provisions of this Constitution.

123. Each Regional Node governing body is accountable to its Node members. In the event of a failure of this accountability, the members may report this to the CAN Board, which shall then intervene and resolve the matter, following the dispute procedure set out above.

National or Regional Co-coordinator

124. Each National or Regional Node must appoint a Coordinator or Co-coordinators, taking into consideration geographic and gender balance.

125. The National or Regional Node may set the rules for the appointment, rotation, terms of reference, and activities of the Node Coordinator.

Funding and Accountability to CAN

126. The National or Regional Node will be responsible for the funding required for the costs of the Node, including costs of the Coordinator and Secretariat, where applicable.

127. In the case of any funding received from the CAN Secretariat, the National or Regional Node will be accountable to CAN for full disclosure and proper accounting practices relating to the funding applied for and received.

128. In the case of funding raised by the Node in the name of CAN, the Node will ensure good co-ordination of funding through information sharing about such funding with the CAN Secretariat on an annual basis.

129. A registered Node will be subject to the Code of Conduct and provisions of this Charter.

Statements by CAN and its Members or Nodes

130. A statement refers to a position statement for open publication taken by CAN at an international level through the decision making process and includes existing CAN statements.

131. Any member or Node of CAN may release a statement in its own right. This statement should not be in contradiction with CAN positions reached by consensus. Therefore, all members or Nodes should strive to ensure that their views are reflected in CAN positions on this basis.

132. If a member or Node wishes to release a statement under the name CAN, the statement or excerpt should be an agreed CAN position statement. Any member or Node is free to release such an excerpt at any time. In the event of a member or Node wishing to place its own interpretation on the excerpt, the provisions in the next paragraph apply.

133. Members or Nodes should take care not to release statements in the name of CAN which are contradictory in substance or in interpretation to CAN statements. In the event of doubt in this regard, a member or Node should first present a statement to the relevant CAN working group or CAN-talk with a

request that the statement be released by the member or Node in the name of CAN. In this case the working group or general members must determine whether the statement is in line with CAN positions.

134. In the case of a member or Node releasing a statement which is made in the name of CAN, but which is in conflict with a position of CAN, and which remains so after consultation with the appropriate body, then any other member may raise a formal complaint to the CAN Secretariat. The CAN Board may then take the steps outlined in the Case of a breach of the CAN Code of Conduct.

Amendment and Termination of this Charter

135. This Charter may be amended by the General Assembly through a decision.

136. This Charter may be terminated by decision of the General Assembly.

Employee Codes

137. Employee codes should be set by the CAN Board in order to comply with the Labor Laws of the applicable countries where the employees of the CAN Secretariat are employed.

138. In the case of employees of CAN Nodes, every such Node will set employee codes for its employees, where applicable, to comply with the Labor Laws of the applicable countries where the employees of the CAN Node are employed.

CAN Members Code of Conduct

Values

139. 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 and its members. We therefore commit ourselves to:

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

Governance

140. As an international network of organizations, we recognize 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:

- a) Ensure the Network has a clear vision, mission, objectives and policies, and adheres to them.
- b) Ensure the governance structure reflects the race, age group and gender composition of CAN globally and the various target constituencies that the NGO works with, with regard to both their composition and their geographic spread.

Accountability

141. 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:

- a) Develop mechanisms to enable all our members to be involved in planning programs that directly affect them.
- b) Provide opportunities for regular evaluations and updating of programs.
- c) Hold General Assemblies with full, open and accurate disclosure of relevant information concerning goals, programs, finances and governance of the Network.
- d) Hold regular strategic planning sessions to which all CAN members are invited to contribute.

e) Provide clear and transparent accounting on financial matters to the broader membership

Commitment to this Code of Conduct

142. All Members of CAN are committed to this Code of Conduct.

Breach of this Code of Conduct

143. The following constitute serious breaches of this Code of Conduct:

- a) Misrepresenting the Network and its positions
- b) Fraud or corruption
- c) Failure to properly acknowledge public statements opposing CAN position statements
- d) Opposition to CAN vision, or complete declared opposition to CAN position statements
- e) Failure to account to CAN when required

144. Breaches by members or Nodes may result in expulsion of members from CAN as provided for in our Charter.

Disciplinary Code

145. The CAN Board may formulate a Disciplinary Code to amplify this Code of Conduct and set procedures for its application. The Disciplinary Code will become part of this Charter by decision of the General Assembly.

CAN Structure

Nomination and Decision

Formation

Accountability

Functions

Individual CAN members

National Nodes

Regional Nodes

SECRETARIAT

CAN NETWORK OF MEMBERS

CAN BOARD

CAN NETWORK OF MEMBERS IN

GENERAL ASSEMBLY

Makes decisions for global network

LEGAL ENTITY

- Operationalizes the decisions of the General Assembly
- Facilitates decision making of General Assembly
- Oversight of Secretariat
- Dispute Resolution

- Sources and distributes funding
- Secretariat role