

Charter of Friends of Wildlife

Article I. NAME AND PURPOSE

Section 1.01 NAME, SYMBOL AND LOCATION

- (a) The organization shall be known as the “Friends of Wildlife” hereinafter referred to as “FOW”.
- (b) FOW shall be registered as a non-governmental organization and have its headquarters in Yangon, Myanmar.
- (c) The symbol/logo of the organization is:



Section 1.02 VISION:

- (a) Our vision is that Myanmar wildlife are protected through community-based biodiversity conservation and ecosystem management.

Section 1.03 MISSION AND APPROACH:

- (a) Our mission is to work with local communities, government, non-governmental organizations, and universities to protect Myanmar wildlife and their habitat.
- (b) Our approach:
 - (i) Collaborate broadly and build capacity for biodiversity conservation.
 - (ii) Support livelihoods that can co-exist with wildlife into the future.
 - (iii) Focus on species that are endemic to, and can only be protected in Myanmar.
 - (iv) Educate the public on issues relating to wildlife and their habitat.
 - (v) Use strong science to support management of ecosystems.
 - (vi) Serve as a well-respected organization in Myanmar wildlife conservation.

Article II. STRUCTURE

Section 2.01 STRUCTURE OF FOW

- (a) FOW consists of the members, the Board, the staff, the office, and programs and projects which may be formed from time to time, as defined in this Charter.
- (b) The FOW members elect a Board of Governors (“Board”) which is responsible for
 - (i) recruiting and managing the FOW Executive Director and
 - (ii) governing the organization as detailed in this Charter.
- (c) The Executive Director will be responsible for recruiting and managing FOW staff with final approval from the Board.

Article III. MEMBERSHIP

Section 3.01 MEMBERSHIP CATEGORIES

- (a) **Full Membership:** Individuals can become a Full Member provided that they adhere to the purposes and principles of the FOW Charter and vision and mission. Members must pay an annual membership fee. A Full Member has the right to vote. An individual must be an Associate Member for one year before becoming a Full Member.
 - (i) Upon approval of this Charter, any current members under the old FOW Constitution will be made Full Members. 2
- (b) **Associate Membership:** Individuals can become an Associate Member provided that they adhere to the organization’s purposes and principles. However, the obligations of Associate Members are restricted and do not include voting and some restrictions on access to meetings or other internal occasions as seen fit by the FOW Board.
- (c) **Patron:** The Board may, with the consent of that person, appoint a person or persons to be Patron of FOW, to represent FOW in such manner as the Board and the Patron(s) may agree from time to time as written in a signed Terms of Reference. Patrons receive Full Membership rights and status but are not a member of the Board of Governors and have no special rights or voting entitlements.

Section 3.02 MEMBERSHIP ELIGIBILITY REQUIREMENTS

- (a) **The basic requirements for application to membership with FOW:**
 - (i) Must be an individual of at least 18 years of age. Both Myanmar nationals and foreign nationals are allowed.
 - (ii) Must accept and believe in the vision and mission of FOW, and agree not to encourage or direct FOW to act against its vision and mission.
 - (iii) Must comply with the rules, regulations, and procedures set forth in this Charter or in any other FOW policies.
 - (iv) Must punctually pay annual fees where applicable.
- (b) **The following restrictions apply to FOW membership:**
 - (i) Organizations are not allowed, but staff of organizations are allowed to be members outside of their official positions (on personal time).
 - (ii) Non-Myanmar citizen members must not make up over 25% of the membership.
 - (iii) Senior officials of a political party are not allowed.

- (iv) Government staff are allowed to be members only outside of the official position or duties (on personal time).
- (v) Members cannot be imprisoned under criminal law.

Section 3.03 FEES

- (a) The Board of Governors may levy annual membership fees with approval from the members at an Annual General Meeting. Fees may be waived by the in cases of genuine hardship. Where membership fees are waived for any particular member or members, all members must be notified.

Section 3.04 PROCEDURE FOR MEMBERSHIP APPLICATION

- (a) The individual applying for full or associate membership must submit an application to a FOW office. The application form will be developed and adapted from time to time by the Board.
- (b) Upon receipt of the application, the Executive Director shall bring the application for membership to the next meeting of the Board.
- (c) The Board shall admit the individual to membership if, in the opinion of the Board the individual meets the membership criteria. The applicant will first be granted Associate Member status until 1 full year has passed. After 1 year, at the next Board meeting, Full Member status will be granted or declined by the governance board.
- (d) After joining FOW, an individual must inform FOW in writing, and provide the necessary documentation, about any change which may affect their continued eligibility to fulfil their current member status.
- (e) The Board can raise questions on or review a membership status on the basis of information provided by the individual or on the basis of any other information it obtains.
- (f) The Board must inform the membership of any changes in the membership of FOW at regular intervals and at least at every member meeting.

Section 3.05 DISCONTINUATION OF MEMBERSHIP

- (a) Membership shall be discontinued under the following circumstances:
 - (i) The member submits a letter to the Board advising of their intention to withdraw from membership.
 - (ii) The Board informs the member in writing that, in the view of the Board, the member no longer meets the eligibility criteria as stated in this Charter, or has activities and/or objectives that are not in accordance with the vision, mission or values of FOW.
 - (iii) If the Board receives a letter of appeal from an individual that has been removed from membership, the matter must be taken to the next member meeting to be decided by a two-thirds majority vote in a secret ballot of the Full Members.

Section 3.06 MEMBER MEETINGS

(a) Convening member meetings

- (i) Member meetings are open to all members of FOW. The Board may also choose to invite or exclude additional persons as observers, advisors or speakers.
- (ii) The primary language of FOW meetings and business will be conducted in Myanmar. Translation will be provided during meetings by FOW to ensure inclusivity where needed. Usually minutes will be done in English as well as in Myanmar to meet necessary stakeholder requirements.
- (iii) The Board shall call an Annual General Meeting every year, during which the Annual Report and Financial Statement will be presented, and election of any new Board members will take place.
- (iv) Specially-convened member meetings may also be called through the following procedures:
 - 1) The Board may call for additional member meetings to address urgent or critical issues.
 - 2) Full Members may call a special meeting by submitting to the Chairperson of the Board a written request signed by at least 25% of all members. In this case, a meeting shall be held within one month.
 - 3) All meetings shall be convened with a minimum of two weeks written notice to members.
- (b) The Presiding Officer of the meeting is appointed by the Board. He/she is responsible to ensure that there is a process to determine whether the required quorum exists, that each member votes only once on each motion, and that the meeting has minutes recorded.
- (c) Members should submit to the Board or Executive Director any issue they wish to be placed on the agenda at least one week before the member meeting. If the request has been seconded (supported) by another member the Board must put the issue on the agenda.
- (d) The agenda of the member meeting must be circulated to all members at least one week before the meeting.

Section 3.07 QUORUM AT MEMBER MEETINGS

- (a) The minimum number of members needed for the meeting proceedings to be valid (a quorum) is attained by attendance of over 30% of all members at a meeting.
- (b) A quorum may be achieved by including proxies, postal votes, electronic (email or other messaging service) votes, participation by phone, or participation by video conferencing.
- (c) When a quorum is not achieved at a meeting, the Presiding Officer of the meeting will defer the meeting and those in attendance will select a new date for a meeting to be held.

Section 3.08 VOTING AT MEMBER MEETINGS

- (i) The Presiding Officer of the meeting will facilitate thorough discussion on all issues brought to the meeting for decision (voting) in order to help build consensus where possible.

- (ii) Discussion and voting on issues already on the agenda should be initiated by the Presiding Officer of the meeting.
- (iii) Voting on issues not already on the agenda may be initiated by a member making a motion and a second member seconding (supporting) the motion. If there is insufficient time to discuss and vote on the issue, the Presiding Officer may defer the discussion and voting to the next member meeting.
- (iv) All issues for vote must be recorded in writing before a vote is taken.
- (v) Votes on membership and the election of persons to committees or the Board will be by held by confidential written ballots.
- (vi) All other votes will be by show of hands unless there is request for a written ballot.
- (vii) Where provision for a postal/email vote has been arranged an individual's vote may be submitted by proxy, postal vote, electronic (email or other messaging service) vote, vote by phone, or vote by video conferencing.
- (viii) Voting on an issue may be deferred (by vote) to a time when more members can vote, including by the methods mentioned in Section 3.08(vii).
- (ix) The votes required for a motion to be passed are as follows:
 - 1) Motions to amend the Charter require a vote of two thirds of all members present at a meeting for which a quorum exists;
 - 2) Election to the Board requires the candidate(s) to receive the highest number of votes in a meeting for which a quorum exists, while ensuring that there are at least two women on the board;
 - 3) All other motions shall be carried by a vote of fifty percent (50%) plus one of all members present at a meeting for which a quorum exists.
- (x) Further details on the procedures Board elections are given in Section 5.4 below.
- (xi) While a FOW vote shall not be binding on individual members, the Board and FOW staff shall be bound by the decisions.

Article IV. RIGHT TO INFORMATION AND DOCUMENT RETENTION

Section 4.01 Right to Information

(a) The following documents must be kept at the FOW head office and be made available for inspection by members during ordinary business hours. Documents can be provided in soft copy or in hard copy. Hard copy may require payment of a reasonable fee set by the Board. A member must be given a copy of any page or pages that they request of the following documents:

- 1) Charter (this document)
- 2) Legal registration document
- 3) Official list of members
- 4) Minutes of Board meetings
- 5) Annual reports
- 6) Accountant's and auditor's reports
- 7) Budgets
- 8) Fixed assets documentation
- 9) Policies and other like documents, and
- 10) Any other documents the Board determines, from time to time.

Section 4.02 Document Retention

(a) The Board may vote to destroy any of the documents listed in Section 4.01 that have reached seven years of age, except for the following documents that may not be destroyed:

- 1) This Charter
- 2) Official list of members
- 3) Minutes of Board meetings
- 4) Legal registration document
- 5) Audit reports
- 6) Fixed assets documentation

Article V. THE BOARD OF GOVERNORS

Section 5.01 ROLE OF THE BOARD OF GOVERNORS

- (a) The Board acts as the governing body of FOW
- (b) The Board devises a broad framework for FOW governance, policies and actions consistent with FOW's vision, mission and values.
- (c) The Board guides and advises the Executive Director on governance, policy developments and actions.
- (d) The Board ensures that all actions taken on behalf of FOW, by either the Executive Director, the Board members or FOW staff, fall within the mandate given by the members and are in compliance with FOW's vision, mission, policies, guidelines and this Charter.
- (e) The Board is at all times accountable to the FOW membership.

Section 5.02: TASKS OF THE GOVERNANCE BOARD

(a) Ensure that all FOW activities work toward the mission and vision.

- (i) Approve the formation of projects operating under the name of FOW.
- (ii) Approve the policies and procedures of FOW.

(b) Select, support and evaluate the Executive Director

- (i) Recruit and execute a contract of employment with the Executive Director and supervise all tasks specifically allocated to the Executive Director.
- (ii) Terminate the contract of the Executive Director, if he/she fails to fulfil the requirements of the contract, in accordance with the contract conditions and the personnel policy of FOW.

(c) Ensure effective planning

- (i) Develop the long-term strategy of FOW, guided by the organization's vision and mission, and ensure that FOW follows this strategy.
- (ii) Review and make recommendations regarding the activity plans formulated by FOW staff.

(d) Monitor and strengthen the work of FOW

- (i) Discuss, examine and make recommendations to the members on actions proposed by the Executive Director and the FOW staff.
- (ii) Authorize, supervise, and/or contract external evaluations or audits of the organization or any of the components of its operation as needed.
- (iii) Make decisions regarding the management structure of FOW.

(e) Ensure adequate financial resources and oversight

- (i) Monitor the financial affairs of FOW to ensure viability and accountability.
- (ii) Approve financial reports after approval by the Executive Director.
- (iii) Approve any funding proposals.
- (iv) Approve the annual budget and subsequent budget revisions, in accordance with the mandate given by the members, the requirements of donors, and acceptable standards of good financial and project management

(f) Represent and liaise with the members

- (i) Approve new applications for membership to FOW.
- (ii) Represent FOW in person or in writing, with the expressed approval of the Board as a whole and, when appropriate, of the members

- (iii) Plan, attend and lead the Annual General Meeting at which the Annual Report and audited accounts are presented.
- (iv) Represent the views of the Board to the members.
- (g) Ensure legal and ethical integrity**
 - (i) Ensure that Board and staff activities are undertaken with honesty, and are ethical and lawful.
 - (ii) Uphold this Charter and see that the Executive Director ensures all staff uphold this Charter.
 - (iii) Where it is deemed that this Charter does not specifically cover or define an action or clause then the *spirit or intent* of the Charter or clause should be used to make decisions.
- (h) Ensure FOW follows common good governance principles of being:**
 - (i) Accountable: FOW has an obligation to report, explain and be answerable for the decisions, and consequences of decisions.
 - (ii) Compliant with laws, contracts, and agreements: Decisions must comply with relevant legislation, common law, international law, contracts, agreements and this Charter.
 - (iii) Transparent and Responsive: FOW should have clear, understandable, open, and well-reasoned decision-making processes that meet the need of stakeholders whenever possible.
 - (iv) Effective and efficient: FOW should make the best use of the available people, resources and time to ensure the best possible results while complying with all regulations.
 - (v) Participatory, equitable, and inclusive: FOW should strive to ensure that anyone affected by or interested in a decision should have the opportunity to participate in the process for making that decision.

Section 5.03 DUTIES OF INDIVIDUAL MEMBERS OF THE BOARD OF GOVERNORS

- (a) Duties of all Board members**
 - (i) All Board members, when acting in their official capacity, must act in the interests of FOW, at the expense of any other loyalties they may have.
 - (ii) Meet regularly, normally once every three months, to attend to FOW governance board issues and other meetings as circumstances require.
 - (iii) The Board members elect from among themselves a Chairperson, a Treasurer, and a Secretary by secret ballot.
- (b) Duties of the Chairperson:**
 - (i) Facilitate and lead the governance board meetings
 - (ii) In discussion with the Executive Director and Secretary, ensure that each meeting has an agenda
 - (iii) Acts as the primary point of contact for issues from the Executive Director.
 - (iv) Ensures that the Board properly supervises and periodically evaluates the work of the Executive Director
 - (v) Signs documents on behalf of the Board.

- (vi) Ensures FOW follows the vision, mission, this Charter and any guidelines and policies of FOW
- (vii) Ensures FOW follows the principles of good governance

(c) Duties of the Treasurer:

- (i) Oversee that financial best-practices as followed
 - 1) Request regular financial reports from the Executive Director;
 - 2) Co-sign budgets, budget revisions and the annual financial statement, together with the Executive Director.
 - 3) Ensure an annual audit is completed
- (ii) Keep the board up-to-date on financial affairs and ensure they are properly discussed at Board meetings.
- (iii) The Treasurer shall have signing authority for financial transactions within limits set by the approved budget and current Financial Policy.

(d) Duties of the Secretary

- (i) Ensure that the records of the organisation are maintained, organized, and available for inspection
- (ii) Document Board meetings (ensure meeting minutes are taken and approved) and ensure that all Board members have the documents needed to make decisions and run effectively.
- (iii) Act as the administrative point of contact and assist with meeting scheduling and communication.

Section 5.04 ELECTION PROCEDURES FOR THE GOVERNANCE BOARD

- (a) Members of the Board are elected by the Full Members of FOW for a 2-year term and maximum of 2 terms.
 - (i) In the case of the first Board of Governors elected after this Charter is approved, the Board members elected as Chairperson, Secretary, and Treasurer can serve one 3-year term, so that in subsequent years no more than 3 members are usually up for election each year.

- (b) Members of the Board can be Full or Associate Members.
- (c) The Board shall contain five (5) members, with at least two women.
- (d) Elections are held at the Annual General Meeting. Additional elections may be held at other member meetings, as required.
- (e) Nominations are requested from Full Members at least one month before the date of the election. Only one nomination per person is allowed. A form for nominations shall be provided and must be completed; the nominee must agree to their nomination in writing.
- (f) A ballot sheet shall be made which lists the names of all accepted nominations.
- (g) A postal/electronic ballot is distributed at least two weeks before an election, so that members that cannot attend the meeting are able to submit their vote. For voting by electronic messaging, a scan or photo of a signed ballot paper is required.
- (h) At the meeting where the election is held, the designated election officer will ensure that each Full Member has made only one vote.
- (i) The voters are asked to select the names on the ballot for whom they wish to vote. To be valid, the number of selected names on a ballot paper must not exceed the number of Board positions vacant (maximum 5).
- (j) Where there is a tied vote for the final position in the Board, the candidate will be selected in favour of gender balance. Where the tied candidates are of the same gender, a re-vote involving only the tied candidates will be held.

Section 5.05 OPERATING PROCEDURES OF THE BOARD

- (a) At its first meeting following the Annual General Meeting, the Board shall agree on operating procedures for their meetings which are consistent with the principles of this Charter.
- (b) The schedule for all meetings of the Board shall sent out to all members and staff by email.
- (c) Any individual may communicate, at any time, with the Board to raise a matter of concern. Such concerns will be raised at the next Board meeting.
- (d) A quorum at a Board meeting exists if three or more of the members are present. Phone or video conference attendance is acceptable.
- (e) Where possible, decisions of the Board shall be made by consensus. Where consensus is not possible, a decision is made by a vote in which at least a majority of those present are in agreement. If there is a split vote, the chairperson of the Board has the right to make the final decision or delay the decision to a later meeting.
- (f) Decisions shall be made with the entire group at meetings, not through individual consultation; this is to foster discussion, the hearing of different viewpoints, professional execution of FOW business, and the accountability of members of the Board to attend meetings.
- (g) Any single member of the Board can call for a decision to be made by a mandatory secret ballot.
- (h) On matters of personnel and other concerns of a sensitive nature, the Board may vote to go into closed-door session.
- (i) Dealing with conflict of interest: Upon a motion being carried, the Board may exclude any Board member from being involved in the consideration of, and voting on, a motion in which he/she has a financial, personal or official interest that the Board deems inappropriate. Board members have a duty to inform the Board of any conflict of interest that a reasonable person would expect the Board would want to know about. A Board member may decide to exclude themselves. The Secretary will note the exclusion in the minutes and have it endorsed by the Board member concerned.
- (j) No payment will be made to any Board member other than the payment of reimbursement of fair and reasonable travel expenses to attend Board meetings and other official duties.

Section 5.06 MEETING RECORDS AND ATTENDANCE

- (a) Minutes of Board meetings shall be available to the FOW members for inspection; however, minutes of closed-door sessions shall not be available to the FOW members unless expressly authorized by a unanimous vote of the Board.
- (b) Minutes, including attendance, of all meetings of the Board shall be kept by the Executive Director with the oversight of the Board Secretary. The Board Secretary will keep the minutes of any closed-door session when the Executive Director is not present.
- (c) While committed to transparency and openness, the members of the Board shall observe confidentiality as necessary, in order to preserve the integrity of FOW, the security of individuals and the interests of FOW members.

Section 5.07 REMOVAL OF BOARD MEMBERS

- (a) The Board as a whole shall be removed if a decision passed by a 2/3 majority of the FOW members present at a member meeting for which a quorum exist. This will result in the Board being dissolved and new elections being held.
- (b) Individual members of the Board shall be removed upon the following:
 - (i) A Board member submits their resignation in writing
 - (ii) Expiration of the term of appointment
 - (iii) FOW members decide to retire a Board member. This can be passed by a 2/3 majority of the FOW members present at a member meeting for which a quorum exists.
 - (iv) A Board member is absent for 3 consecutive Board meetings or is absent from 50% or more Board meetings without official request and approval by the Board during a twelve-month period, unless otherwise agreed by a valid vote of the Board.
- (c) If they have served 2 consecutive terms. Then they must wait 1 year before running for election to serve on the Board again
- (d) In the case of removal of a Board member, the position will be offered to the next eligible highest vote winner in the previous election of Board members. If that is not possible, the next member meeting will elect a person to the vacant position.

Article VI. EXECUTIVE DIRECTOR

Section 6.01 The role and tasks of the Executive Director within the Board of Governors

- (a) The Executive Director is a non-voting, ex-officio member of the Board.
- (b) The Executive Director, in discussion with the Chairperson and Secretary prepares the meetings of the Board, including the agenda.
- (c) The Executive Director will solicit the views of the Board on all policy matters and ensure that activities undertaken by FOW are in line with approved planning documents and decisions of the Board.

Section 6.02 Tasks and responsibilities of the Executive Director in managing FOW operations

- (a) The Executive Director shall perform duties under the supervision of the Board, in accordance with a job description prepared by the Board and the Executive Director.
- (b) Tasks and responsibilities of the Executive Director may include:
 - (i) Manage Programs: To ensure the smooth execution of FOW's programs.
 - (ii) Administration and Finance: To ensure the proper accounting and management of FOW's programs.
 - (iii) Representation: To speak on behalf of FOW, its members, projects and networks;
 - (iv) Networking: To maintain contact with a wide range of organizations, groups and individuals.
 - (v) Fundraising: To raise sufficient funds for FOW's programs.
 - (vi) Human Resource Management: Recruit, employ and dismiss staff and contractors of FOW, in consultation with the Board. The Executive Director must also ensure the proper management of staff of FOW in compliance with Myanmar labour law.
 - (vii) Reporting: The Executive Director is required to provide narrative reports to the Board at least on a quarterly basis or through any other method approved by the Board.

Article VII. FINANCE

Section 7.01 BUDGET

- (a) The fiscal year of FOW is from 01 September to 31 August.
- (b) The annual budget shall be prepared by FOW Executive Director and staff with the oversight of the Treasurer, for presentation to the Board.
- (c) All funds coming to FOW will first be deposited into one or more FOW registered bank accounts. At least two registered signatories are required as per FOW finance policy and bank requirements.

Section 7.02 FUNDRAISING

- (a) All fundraising activities are to be approved by the Board.
- (b) The acceptance of grants or donations, whether in cash or in-kind, shall be subject to guidelines prepared by the Board. The Board has the right to not accept any grant or donation from any source which it feels is inappropriate to the vision, mission and reputation of FOW.
- (c) Grants or donations shall not be accepted from a political party.

Section 7.03 FINANCIAL REPORTS

- (a) Quarterly financial reports will be provided to the Board for approval. Copies will be provided to any member upon written request to the Board or Executive Director.

Section 7.04 FINANCIAL ACCOUNTS AND AUDIT

- (a) The Executive Director is responsible for ensuring proper financial accounts are maintained and arranging an annual yearly audit of FOW accounts, with the oversight of the Treasurer. The auditor will be recommended to the Board by the Executive Director for approval. The Audit Report and Management Letter shall be submitted to the Board for discussion and follow-up action, and will be provided to any member on request.
- (b) The Board and FOW Executive Director shall have signing authority for financial transactions within limits set by the approved budget and current Financial Policy. The Board must record which Board members have signing authority.

Article VIII. AMENDMENT OR DISSOLUTION

Section 8.01 CHARTER AMENDMENTS

- (a) Proposed amendments to the Charter will be presented to the FOW members through the Board following: a) recommendation by the Board; or b) receipt of the text for a proposed change accompanied by signatures representing 10% of Full Members.
- (b) Proposed amendments to the Charter must be submitted to the Board at least fifteen (15) days prior to a member meeting for review and distribution.
- (c) The proposed amendments will be presented for discussion and consideration at the member meeting. A vote will be held through a confidential written ballot.
- (d) The Charter shall be adopted and may be amended with the agreement of at least a two-thirds majority vote at a member meeting at which a quorum exists.

Section 8.02 ORDINARY DISSOLUTION

- (a) Dissolution of FOW may be requested as an agenda item for a member meeting if the request is accompanied by signatures representing twenty-five per cent (25%) of Full Members.
- (b) Any meeting where dissolution of FOW is to be discussed will require 2 months' notice before the meeting for all members to be informed.
- (c) FOW may be dissolved with the agreement of at least a two-thirds majority vote at a member meeting at which a quorum exists, followed by a majority vote of the Board at a separate meeting to be held not less than 2 weeks after the member meeting and only after debate in which clear reasons for dissolution are given with reference to the vision and mission of FOW and its governance.
- (d) If the Board is not in agreement with the dissolution of the organization then it must schedule a member meeting with 2 weeks' notice to FOW members and the Board must put its case forward. A second final vote of the Full Members will then be taken.
- (e) If FOW is dissolved, the assets will be disposed according to a plan accepted by the Board, allowable by the laws of Myanmar, and in line with any requirements of FOW's donors.

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1st DRAFT Prepared 10/09/17 by Greg Martin, FOW Adviser

1st Draft sent to Interim Governance board 29/09/17

Final Draft edited by Board on 17 October 2017

Formatting and edits by Katie LaJeunesse Connette on 19 October 2017

Reviewed by UMA, Dr. Thein Aung, UNMS November 2017