

CONSTITUTION

THE ADAPTATION NETWORK (Voluntary Association)

1. DEFINITIONS

In these Articles, unless the context otherwise indicates -

"The Steering Committee" shall mean THE STEERING COMMITTEE OF THE ADAPTATION NETWORK

"The Adaptation Network" shall mean THE ADAPTATION NETWORK, Voluntary Association situated in the Republic of South Africa

"The Pledge" shall mean the COMMITMENT BY MEMBERS TO THE ADAPTATION NETWORK

"Members" shall mean the subscribers to the Constitution and such other persons as the General Meeting shall admit to membership in accordance with these Articles

"Constitution" shall mean the Constitution of THE ADAPTATION NETWORK

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

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

Article 1: Values, Principles and Objectives

Values of the Adaptation Network:

The following values have been endorsed by the members: Mutual respect, honesty, integrity, trust, commitment, caring and compassion, openness, justice, patience and understanding, diversity of belief systems, inclusivity, equality, Ubuntu, solidity, creativity, love, civility, transformation to an integrated society and "fun is good!"

Principles of the Adaptation Network:

In order to promote the values of the Adaptation Network and to advance best practice in adaptation, the following principles will be advanced by the Adaptation Network: Transparency, diversity, accountability, active participation, interdisciplinarity and exploring synergies, efficiency, inclusivity, sharing/partnerships, straight talk, listening, inspiration, democratic structure, flexibility, effectiveness, keeping harm at bay and support.

Objectives of the Adaptation Network:

- To promote knowledge sharing and partnerships amongst practitioners and institutions engaged in developing and applying the theory and practice of adaptation to climatic variability and change
- Be an open forum for sharing resources, knowledge and ideas and promoting the integration of different kinds of knowledge
- Provide a space to grow partnerships and support one another
- Be a recognised point of contact for consultation, lobbying and advocacy
- Enable members to advocate for improved delivery in climate adaptation at all levels (focus on finding common ground, not joint positions on all issues)
- Provide coordination to encourage alignment and connectivity
- Provide a platform for promoting collective positions
- Assist members to promote awareness through education, shared information and shared platforms
- Highlight what is already happening in terms of education and communication
- Be a central point for providing information
- Promote better planning and evaluation across the Network
- Promote activities that build the capacity of communities to innovate and adapt
- Paint a positive picture, and communicate a message of hope to communities that “we’re up for the climate challenge”
- Support national processes that support adaptation and the funding of adaptation activities

Article 2: Membership

Membership of the Adaptation Network is open to any organisation or individual who would like to join, and who endorses the Pledge by signing and submitting this to the Secretariat.

The Adaptation Network may require members to pay an annual subscription fee. The levy of such a fee and the annual amount will be decided by members at an AGM.

An organisation or individual may be stripped of membership of the Adaptation Network by a resolution carried at an AGM or a Special General Meeting.

There are two types of memberships, namely:

- Individual Membership: Individuals formalise their membership by signing the Pledge and submitting it to the Secretariat of the Adaptation Network.
- Organisational Membership: Organisations formalise their membership by signing the Pledge and submitting it to the Secretariat of the Adaptation Network. The pledge must be signed on behalf of organisations/ institutions/ companies by a duly authorised officer of the organisation.
- Government Departments or large institutions, for whom it is not legally feasible to sign a pledge, may instead request or be invited to be observers to the Adaptation Network. Observer status will normally require a Memorandum of Understanding (MoU), subject to approval from the Adaptation Network Steering Committee, signed by a duly authorised officer of the organisation.

Article 3: Meetings of the Adaptation Network

Article 3.1: General Meetings

General Meetings of the membership of the Adaptation Network will be held at least once each year at a venue to be determined by the Steering Committee. One General Meeting each year shall serve as the Annual General Meeting (AGM) of the Network. The AGM will be convened by the Steering Committee and chaired by a person appointed to the task by the Steering Committee. The AGM will be held not more than 6 months after the financial year-end date.

A Special General Meeting of the Adaptation Network may be held at any time and may be called by two or more members representing not less than 25% (twenty five per centum) in number of the members, with the weighting of individual members to organisational members being calculated as five (5) individual members having equivalence to one (1) organisational member.

Notice of all General Meetings shall be given to all members at least four weeks prior to the advertised date of the meeting. Such notice shall be communicated electronically to all members by the Secretariat and shall be posted on the Adaptation Network website.

General Meetings will be chaired by the Chair of the Steering Committee.

The AGM will receive and, if appropriate, approve:

- Minutes of the previous AGM;
- A report from the Steering Committee on its activities of the previous year, and perspectives on the opportunities for future Adaptation Network engagements and activities;
- A report from the Secretariat on its operations, and future plans for activities of the Adaptation Network for which it is responsible;
- A report from the Treasurer on the income and expenditure of the Adaptation Network for the prior financial year.

General Meetings must be minuted, and the minutes made available on the Adaptation Network website.

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

Duly registered members unable to attend a General Meeting may elect a proxy to vote in their stead. Such a proxy should be given in writing and signed.

A decision-making quorum at any General Meeting will consist of at least 25% (twenty five per centum) of duly registered members, with the weighting of individual members to organisational members being calculated as five (5) individual members having equivalence to one (1) organisational member.

Article 3.2: Adaptation Network Steering Committee

The Steering Committee is elected annually at the AGM to provide guidance to the Secretariat. At the AGM between 5 and 10 eligible persons will be elected by the membership. At least two thirds of the elected members shall represent organisational members of the Network. Each member organisation/ institution/ company present at the meeting has five votes, and each individual member has one vote. The Steering Committee may also choose to co-opt additional Network members to serve on the Steering Committee.

Immediately after the AGM, the newly elected Steering Committee members shall meet and appoint or elect from amongst themselves, one person to act as Chair of the Steering Committee, one person to act as Deputy Chair of the Steering Committee and one person to act as Treasurer of the Adaptation Network. Their roles and responsibilities are outlined in Guideline A.

Should any of these individuals resign from these offices or from the Steering Committee in the course of their term, the remaining Steering Committee members will, without undue delay, elect a replacement from amongst themselves.

Only members of the Adaptation Network may be elected on to the Steering Committee. No member organisation/institution/company shall have more than one representative on the Steering Committee, although other members of the organisation may be invited to attend meetings of the Steering Committee in order to provide logistical support or report to the Steering Committee.

If a Steering Committee member, representing an organisation/institution/company, leaves his or her role in the organisation/institution/company the seat in the steering committee will be left vacant until the next election.

However, should the number of Steering Committee members drop below 5 or to a level that compromises the ability of the Steering Committee to perform its tasks, in the course of its term, the remaining Steering Committee members will co-opt able and willing members of the Adaptation Network to serve on the Steering Committee until the next AGM.

Meetings of the Steering Committee will be chaired by the Chair of the Steering Committee, elected or appointed as per Art 3.1.

Decisions will be made by consensus, but where this is not possible, the Chair of the Steering Committee will call for a vote. Where required, the Chair of the Steering Committee may exercise a casting vote.

The Adaptation Network is guided by its Steering Committee. The Secretariat shall coordinate the meetings of the Steering Committee, and provide logistical and administrative support to Steering Committee meetings.

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

A decision-making quorum of the Steering Committee shall be 4.

Article 4: Coordination and Administration

Article 4.1: The Adaptation Network Secretariat

The role of the Secretariat is to:

- Organise network activities (management meetings, workshops, training events);
- Manage the Adaptation Network website;
- Facilitate group discussions and information sharing;
- Coordinate the fundraising efforts of the Adaptation Network;
- Coordinating member input to and providing feedback on national processes such as the National Climate Change Committee, national climate change development process, the international climate change negotiations and other relevant processes

The tasks of the Secretariat are organised through an Adaptation Network Co-ordinator. The Co-ordinator will be a person appointed by, or employed by and based within the Host Organisation as contemplated in Art 4.2.

Article 4.2: Hosting the Adaptation Network Secretariat

The Adaptation Network Secretariat will be hosted by a member organisation appointed by the Annual General Meeting, known as the Host Organisation. Following the appointment by the AGM, a Hosting Agreement will be drawn up by the Steering Committee and signed on behalf of both the Secretariat and the Steering Committee within one month of the appointment.

The Host Organisation is responsible for covering the costs of administration of the Network's affairs, including communications, financial administration, accommodation and the professional time of the Coordinator, as well as the costs of Network events.

Notwithstanding the above, the Adaptation Network may cover certain costs of Network activities directly.

With prior approval of the Steering Committee and Treasurer, the Host Organisation may recover certain agreed expenses from the Adaptation Network. However, the Adaptation Network will not be liable for any debts or obligations of the Host Organisation, incurred in the course of its role as Host Organisation.

The Host Organisation, together with the Steering Committee is expected to lead fundraising for Network related costs, but members shall be obliged to support the fundraising processes of the Network as appropriate.

Should the Host Organisation wish to discontinue its role, it may, without prejudice, give the Steering Committee 2 calendar month's notice of its intention. The Adaptation Network will not be liable for any outstanding debts or contractual obligations of the Host Organisation.

Article 4.3: Representation

The Adaptation Network shall be represented on committees and at events related to achieving the Objectives of the Network by duly nominated members of the Network.

Representation on committees requires a selection process led by the Steering Committee. Related process guidelines are outlined in Guideline C.

Adaptation Network representatives are obliged to report to the Steering Committee and the Network.

Article 5: Finance and Resources

Finances made available to the Adaptation Network for its activities will be managed by the Secretariat, with oversight by the Chair of the Steering Committee and the Treasurer, who shall collectively be accountable to the membership for the use of financial and other resources provided for Network activities, and shall be legally responsible to the relevant donors and tax authorities for accounting for these financial resources.

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

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

Article 6: Amendments to the constitution

Proposed constitutional amendments or changes must be presented to the Adaptation Network Steering Committee in writing. The Steering Committee must circulate such proposals, which may include their own commentary or counter-proposals, to all members by email a minimum of two weeks before the next AGM or Special General Meeting. Proposed amendments shall be voted on at the next AGM or Special General Meeting of the Network, with approval by two-thirds of the voting members present necessary to pass a proposed amendment.

Article 7: Dissolution of the Adaptation Network

The Adaptation Network may be dissolved by a $\frac{3}{4}$ (75%) majority of members voting in favour of dissolution in a duly constituted General Meeting, with the weighting of individual members to organisational members being calculated as five (5) individual members having equivalence to one (1) organisational member. Dissolution is conditional upon circulation of the intention to propose a motion to dissolve the Association to all members with the notice of meeting, at least 4 weeks before the date of the General Meeting. In the case of dissolution, any assets of the Adaptation Network shall be donated to any not-for-profit association with similar values and purpose to the Adaptation Network.

Guideline A The roles & Responsibilities of the Steering Committee

The Steering Committee, elected annually and consisting of between 5 and 10 individuals, includes the following roles: Chair of the Steering Committee; Deputy Chair of the Steering Committee; Treasurer of the Adaptation Network; and Steering Committee members (all on Committee). Their roles and responsibilities are outlined below:

- **The Steering Committee members** are responsible for:
 - Managing the strategy and activities of the Network through Portfolio Working Groups, further outlined in Guideline B;
 - Reporting on the Committee's activities for the year, including sharing the inspirations, activities, challenges and opportunities of each Portfolio Working Group;
 - Together with the Secretariat, leading fundraising for Network related costs;
 - Reporting on the income and expenditure of the Adaptation Network for the prior financial year (Treasurer);
 - Sharing perspectives on the opportunities for future Adaptation Network engagements and activities; and
 - Convening the Annual General Meeting, and chair the meeting by a person appointed to the task by the Steering Committee.
- **The Chair** of the Steering Committee is responsible for:
 - Developing and setting the Agenda for Steering Committee meetings;
 - Facilitating and guiding Steering Committee meetings;
 - Encouraging full participation during meetings;
 - Ensuring effective decisions are made and carried out;
 - Regularly reviewing the Committee's performance; and
 - Representing the Steering Committee and Network as a whole and, where required, be its spokesperson at events, seminars or meetings.
- **The Deputy Chair** of the Steering Committee supports the Chair, and takes on the role as Chair should he/she not be available.
- **The Treasurer** is responsible for ensuring sound and transparent financial governance, as outlined in article 5 of the constitution, as well as for reporting on the income and expenditure of the Adaptation Network for the prior financial year.

Each elected Steering Committee member will be expected to serve as an active co-chair of at least one Portfolio Working Group during their term of service. If a Steering Committee member is unable to commit to a Portfolio, or permanently withdraws from the co-chairing

during the course of the year, the member will no longer be eligible to serve as a member of the Steering Committee.

The outcome of Steering Committee appointments and any changes to the Steering Committee composition shall be duly communicated to the Adaptation Network.

Guideline B Portfolio Working Groups

Activities of the Adaptation Network are largely undertaken through the following Portfolio Working Groups, as determined by the Steering Committee. These currently are:

- Capacity Development & Learning;
- Communications;
- Climate finance and fundraising;
- Policy;
- Internal strengthening of the Network.

Each Portfolio is led by two co-chairs and supported by Portfolio members. The co-chairs are drawn from the Network Steering Committee, however any member of the Network may join as a Portfolio member. Co-chairing roles are agreed upon at the first Steering Committee meeting following the Annual General Meeting. Once the two co-chairs have been allocated for each Portfolio Working Group, additional Network members will be invited to participate in the Portfolio Working Groups under the guidance of the two co-chairs.

Guideline C Procedures for Adaptation Network Representation

Where the Adaptation Network is invited to be formally represented on a committee or forum, such as the National Adaptation Funds Advisory Body (NAFAB), motivations to serve as the Network representative or as the alternate Network representative should be invited from all Network members. The Steering Committee shall review all applications received and vote to select both a representative and alternate representative at the first available opportunity. In cases where a Steering Committee member is a candidate to represent the Adaptation Network on a specific committee or forum, this member shall recuse themselves from the voting process.

The duration of the term of representation will be decided by the Steering Committee at the outset of such representation, and recorded as such. All such representation on behalf of the Network shall be reviewed and confirmed by the Steering Committee on an annual basis. If an elected representative chooses to step down, this person will be replaced by the current alternate, and an invitation will be circulated for members of the Network to nominate a new alternate. If the existing alternate would prefer to remain an alternate, then an invitation will be issued for members of the Network to nominate a new representative.

Where Adaptation Network Members (including Steering Committee members) identify opportunities to represent the Network at an event, or have been requested to represent the Network at an event, such representation may be endorsed by the Steering Committee. This

requires sharing information about the event and the nature of the representation with the Steering Committee.

Guideline D Adaptation Network Policy Comments Submission Process Guidelines

Introduction

Engagement with policy, and the harnessing and collating of input and perspectives from the Network, is the responsibility of the Policy Portfolio, under the lead of two co-chairs and supported by Portfolio members. The co-chairs are drawn from the Network Steering Committee, however any member of the Network may join as a Portfolio member.

Members of the Network collectively possess and have access to a vast amount of theoretical knowledge, practical experience and insight related to climate science, adaptation and sustainable development. From time to time the Network has the opportunity to contribute its knowledge, insights and perspectives to processes that are intended to develop new policies and/ or procedures that enable effective adaptation, or to improve those that already exist. One of the objectives of the Network is to “provide a platform for promoting collective positions (of members)”.

The adopted principles and common values of the Network provide guidance as to how processes of this nature should be engaged in and managed. Importantly, these processes must be managed in ways that demonstrate respect for divergent views, honesty and integrity in how diverse perspectives are included and integrated into submissions. The Network does not intend to reach or promote a consensus agreement on any policy document, but rather to portray the views of its membership in a collective fashion.

This document guides the contribution, consolidation and submission of input from the Network to both national and international policy development and review processes.

What constitutes an opportunity for submission?

Any submission made needs to be relevant to the values and objectives of the Network, and the decision on whether to embark on a submission process sits with the Policy Portfolio co-chairs.

The main focus of the Policy Portfolio is South African national policy (including strategies, plans and acts) relevant to climate adaptation. While there are some obvious documents, such as the Climate Change Bill and National Climate Change and Health Adaptation Plan, there are a larger number of policies that are peripherally relevant (e.g. a disaster management strategy), as well as geographically limited policies that are geared at sub-national tiers of government (e.g. local municipality, provincial). While the obvious national policies should not be missed, submissions beyond these will depend on the availability and capacity of the policy portfolio members (and other willing parties) at the given time.

There may also be submission opportunities that go beyond South African policy, including commenting into international frameworks and networks, or into South African non-

governmental frameworks and networks. Such opportunities should be reviewed on a case by case basis, where relevant in collaboration with other relevant portfolios (e.g. finance portfolio if inputting into a climate finance mechanism framework).

Who can coordinate and submit a joint Adaptation Network submission?

Once the decision to embark on a submission process has been made by the Policy Portfolio co-chairs, the co-chairs can delegate responsibilities to other Network members. Communication and coordination of a submission could be delegated to particular Policy Portfolio members or the Secretariat or to another Network member, but the compilation of the submission should ideally be done by one of the co-chairs. If, however, the Policy Portfolio co-chairs do not have the capacity or necessary qualifications to make the compilation, they may also delegate this task to a Network member at their discretion. Any submission does, however, need to be approved as per step 4 in the below process.

The submission to relevant parties is the responsibility of the Policy Portfolio co-chairs. However, this role may be delegated to Portfolio members or the Secretariat.

Any extensions for submissions that are negotiated with the relevant government department or other bodies will be clearly communicated by the Policy Portfolio co-chairs to the contributors, the Secretariat and the Steering Committee.

Who can contribute to a submission?

Anyone who is an individual or organisational member can contribute.

Submission process steps

1. An opportunity for comments/submission is flagged by anyone in the Network, and the Policy Portfolio makes a call on whether it is relevant and whether there is capacity to coordinate a submission. This may entail mandating Network members outside the policy portfolio to run with the collation of a submission, as noted below.
2. Once a decision to compile comments for a submission has been made, an email goes out to the Network, outlining the opportunity to members and providing a format for comments and a deadline for inputs. *Network members need to be given a minimum of five working days to provide comments.*
3. The comments are then all compiled into one draft joint submission. The compilation responsibility primarily sits with the Policy Portfolio Co-Chairs, however can be transparently delegated to other Portfolio members, to the Secretariat or to other members at their discretion.
4. The draft joint submission is read and approved by the Policy Portfolio co-chair who did not compile the comments. If that co-chair is not available, or if both co-chairs were involved in the compilation, then a Policy Portfolio member will approve the submission. If a Policy Portfolio member is not available, a Network Steering Committee member will be asked to approve the submission.

5. The internally approved draft is then re-circulated for approval by those who provided comments. *Network contributors need to be given a minimum of two working days to approve the submission.*
Minor changes will be made at the discretion of the person responsible for compiling the comments, together with the person responsible for the internal approval. Major changes will largely be avoided at this stage, however, should such a need emerge, step 5 (circulation to contributors) will need to be reiterated.
6. The joint submission document, approved internally (as per step 4 above) and by its contributors (as per step 5 above), is circulated to the full Network giving anyone who did not input the opportunity to read and choose to add their name to the submission. *Network members need to be given a minimum of one working day to decide whether to add their name to the submission.*
7. The final document, approved through step 4 and 5, is submitted to the relevant parties. The submission is the responsibility of the Policy Portfolio co-chairs, but could be delegated to Portfolio members or the Secretariat.

Collation and editing of input from members

The Policy Portfolio members are responsible for ensuring the quality of a submission.

In compiling a variety of contributions there will be a variety of forms and tones, and part of the role of the compiler is to edit for consistency thereof.

The submission coordinator who compiles the comments also needs to deal with potentially contradicting views between submissions and views that could be offensive or potentially inappropriate. The submission coordinator has the discretion to edit and exclude, however is required to be guided by the following:

- If unsure about the meaning of a comment or section, the submission coordinator should check back with the person who submitted the comment, before potentially editing or excluding the comment;
- Submissions will allow for contradicting views, as long as both are aligned to Network values and objectives;
- If the submission coordinator is uncertain about whether to include a comment or not (e.g. if potentially offensive or inappropriate) the comment should be flagged and a final decision made by the person responsible for step 4 of the above process;
- Any full compilation of all comments will be reviewed and approved as per step 4 of the above process, which notes that the submission is read and approved by the Policy Portfolio co-chair who did not compile the comments. If that co-chair is not available, or if both co-chairs were involved in the compilation, then a Policy Portfolio member will approve the submission. If a Policy Portfolio member is not available, a Network Steering Committee member will be asked to approve the submission;
- Any full compilation of all comments will be shared back with those submitting inputs, at which point they can highlight edits or exclusions from their comments or decide to withdraw from the submission if they no longer feel that it reflects their viewpoint.

Naming of contributors and supporters of a joint submission

The submission will not distinguish between those who submitted comments and those that only read and choose to formally support a submission (step 6 in the process above). All will be listed under “*Joint submission by:*”

Organisational submissions/support will be listed with the organisation’s name first, and the contact person’s name in brackets, e.g. “Name of submitting organisation [name of contact person in organisation].” Organisational submissions/supporters require due internal process of approval. This process will vary from organisation to organisation, and thus cannot be checked by the submission coordinator. Ensuring due internal process is thus the responsibility of each organisation that makes a submission or signs on their support.

Individual submissions/support will be listed with the person’s name first, followed by the person’s affiliation(s) in brackets and specification that the submission is in personal capacity, e.g. “name of contributor [name of organisational affiliation(s), in personal capacity.”

Only the Adaptation Network logo will be included in the submission.

Availability of comments/submissions

All submissions, once finalised through process step 6, should be posted in PDF format with the Network branding on the Adaptation Network website.

Urgent submissions

In some instances input may be requested from the Network at short notice. In cases where a call for input allows less than 10 working days for the preparation of a submission, the consultative process may be abbreviated to exclude input from the broader membership of the Network, and be prepared in consultation only with the Policy-Portfolio members, the Secretariat and the Steering Committee. In such cases the submission shall be clearly identified as reflecting the views of the contributing bodies only.