



*« MEDPAN Association »*

***INTERNAL RULES***

*Approved on 27 November 2017 by the MedPAN General Assembly  
Modifications approved by the MedPAN General Assembly 2021*



## **ARTICLE 1 – Working languages of the association**

The Association's working languages are French and English.

## **ARTICLE 2 – Admission to membership**

Organizations that fit the following criteria could become members (otherwise they could become partners):

- Management body, having authority and material and human resources to manage, anticipate and/or control the activities in one or several MPAs,
- Private or public bodies responsible for the management of MPAs in terms of planning and strategy of one or several MPAs, with, if necessary, the technical support of another body for field management.

Organizations that want to become members must be sure that the MPA they are responsible for and/or they manage fits the following criteria:

- The MPA has a legal status (decree or legislation); for community MPAs, this legal status can consist of a decision from decentralized or customary local authorities;
- Main purpose of the MPA: conservation of marine biodiversity
- The MPA includes at least one management and/or development plan or one long-term activity plan, either approved or at least under finalization. The MPA could also only have management objectives.
- The MPA benefits, if possible, from protective measures including one specific regulation regarding the main marine activities (professional and/or recreational fishing, underwater hunting, scuba-diving, mooring, boating, scientific research, swimming...);

To apply as member, the applicant must:

- fulfil the MedPAN application form and attach all the requested documents,
- submit a cover letter to the MedPAN Chairman,
- agree with the network's values (see Article 4),
- agree to contribute to the network (see Article 4).

Copies of the charter and the internal rules are available for all new members.

To become a member, an application must be addressed to the Executive Secretary and approved



by the Board of Directors and the annual fee must have been paid.

### **ARTICLE 3 – Approval and renewal of partners**

Organizations that don't fit with the members criteria detailed in Article 2, but who are interested in the management or the creation of these and wish to contribute to the establishment and strengthening of MedPAN network may become partners.

Organizations that are MPA project leaders may also become partners until the MPA is officially created.

To apply as partner, the applicant must:

- fulfil the MedPAN application form and attach all the requested documents,
- submit a cover letter to the MedPAN Chairman,
- agree with the network values (see Article 4),
- agree to contribute to the network (see Article 4).

Copies of the charter and the internal rules are available for all new partners.

To become a partner, an application must be addressed to the Executive Secretary and approved by the Board of Directors and the General Assembly.

All partners could establish a Memorandum of cooperation with MedPAN in order to detail the partnership aspects.

Every 3 years, partnership can be renewed by sending an official request to the MedPAN Secretariat before the General Assembly with the application form filled-in and a letter signed by the legal representant of the organization.

### **ARTICLE 4 – MedPAN network values and members' and partners' contribution to MedPAN network**

Members and partners agree to respect the MedPAN network values:

- Recognize the diversity of objectives, functions, management modes, status and institutional nature of MPAs,
- Develop relations of solidarity between MPAs,
- Promote sharing, capitalizing and pooling of experiences between members and partners,
- Act to make MedPAN becoming an efficient Mediterranean system of Marine Protected Areas, which preserves the Mediterranean marine and coastal ecosystems and the associated natural and cultural resources.

Within this frame, they agree to contribute to network functioning and in particular to:

- Participate to MedPAN sharing-experience and training workshops,
- Provide data on MPAs,



- Offer their individual contribution in undertakings of interest to the network,
- Support national MPA networks,
- Host MedPAN meetings and/or exchange visits with other network members and partners,
- Participate in communication efforts of the network,
- Observe consensus decisions relating to harmonization of procedures and criteria defined within the frame of the network,
- Accept the principle of joint periodic MedPAN evaluations,
- Contribute to improving efficiency and effectiveness of MPAs.

#### **ARTICLE 5 – Loss of membership or partnership**

Any member or partner whom the Board of Directors envisages expelling for good cause, must be summoned to a hearing by the President by registered letter served at least fifteen days in advance. The summons specifies the place and date of the hearing, the nature of the allegations and the sanction with respect thereto. A member or partner who is duly summoned is invited to explain his conduct. In that regard, he may assert the means of defence that he intends to employ, in particular, assistance or representation by legal counsel at his own expense, provided that written notice thereof is given to the Chairman of the Board of Directors beforehand.

If the member or partner fails to attend, he is again summoned under the same conditions. A failure to appear upon a second summons results in automatic expulsion, unless an appearance was prevented by an event of force majeure.

If the Board of Directors wishes to uphold the member's or the partner's exclusion then the submission in this respect shall be submitted to the General Assembly

Serious grounds include, in particular:

- any initiative tending to defame the association or its representatives or voluntarily impair its purpose ;
- any public position taken on behalf of the association that has not been correctly approved by its Board of Directors or its Executive Committee ;
- any conduct that voluntarily prejudices the association's interests.

Any member who, as of the commencement the second half of the fiscal year, has failed to pay his fee or has failed to precise to the Executive Secretary conditions of the provision of their resources, may be expelled by the Board of Directors.

Any member or partner may resign the mandates held within the association or from the association itself by addressing a letter of resignation to the Chairman of the association which will be read during the General Assembly.



## **ARTICLE 6 – Fees**

Fees are called from members at the beginning of the fiscal year and, unless otherwise specifically agreed, are payable within six months of the treasurer's request for their collection. They may be paid in cash or by the provision of resources operated by the member.

When they are not paid in cash, the member sends to the Executive Secretary conditions of the provision of resources for the association functioning (provision of staff, travel costs...). Beyond fees, members may make voluntary contributions to the association.

Partners do not pay fees but may make voluntary contributions to the association.

## **ARTICLE 7 – Responsibilities of members of the Executive Committee**

The responsibilities of the Chairman of the Executive Committee and of the Board of Directors are specified in the charter.

With the agreement of the Chairman the Honorary Vice-Chairman may represent the association.

The Vice-Chairman assists the Chairman in the fulfilment of his responsibilities. In the event of the Chairman's prolonged or permanent impairment, he replaces him pursuant to the terms and conditions specified in the internal rules.

The Treasurer establishes the association's financial statements, or assigns others to do so under his supervision. He issues the annual call for fees, and establishes a financial report that he submits to the Ordinary General Assembly along with the annual financial statements, or assigns others to do so.

He approves the requests of payments, he undertakes or oversees the payment of expenses and revenue collection.

He manages the Association's reserve fund and liquidities, or assigns others to do so under his supervision.

He is authorised to have any accounts and savings books opened in any credit or financial institutions and to manage the operations thereof.

The Treasurer may delegate to the financial officer, the receipt of subsidies, management of the Association's bank accounts, reserve funds as well as its cash-flow. The Treasurer can also delegate to the financial officer, administrative management (including relation with the bank, check of expenses...) of the association.

The Treasurer may also sub-delegate to the Executive Secretary the delegation received from the President for authorization of expenditures for amounts below 5000 euros.

The Treasurer may delegate to the financial officer, requests of payments for amounts below 5000 Euros.

The Treasurer can also delegate signature to the financial officer for requests of payments over or equal to 5000 euros. The Treasurer must in this case approve before payment, any request of payment made by the financial officer. Signature of the involved technical staff is necessary for



request of payments over or equal to 5000 euros.

The General Secretary ensures that the association's materials, administration and legal matters are in order. He draws up the minutes of meetings and decisions of the Executive Committee, the Board of Directors and the General Assemblies, or assigns others to do so. In particular, he keeps the special register specified in article 5 of the Act of 1/7/1901 and in articles 6 and 31 of the decree of 16/8/1901. He carries out the formalities required by said articles, or assigns others, under his supervision, to do so.

In order to assist in the Association's daily management, the Board can:

- conduct preliminary discussions on MedPAN's involvement in certain programmes/projects
- approve the Secretariat or members of the Board of Directors and Scientific Committee travel arrangements and representation activities
- conduct preliminary discussions with the Secretariat on difficulties encountered with certain external consultants before making a decision during the Board of Directors meeting
- give support to the Secretariat in preparing external consultants' Terms of Reference and analysing the tenders and make a pre-selection on certain tenders which are then approved by the Board of Directors
- give support to the Secretariat in approving external consultants' final work/results (if the consultants' budget exceeds 10 000 Euros).

## **ARTICLE 8 – Elections and functioning of the Executive Committee**

An interim Executive Committee is appointed by the Constitutive General Assembly. Its mandate comes to an end at the first General Assembly. The Board of Directors then elects an Executive Committee for a three year term.

Members of the Executive Committee are elected by secret ballot for a three year term by the Board of Directors. Outgoing members may be re-elected. Only the directors who have been a member of the Board for at least one year are eligible for election.

Applications for the Executive Committee must be sent to the Board of Directors before the election with an official letter signed by the legal representant of the applicant.

Membership of the Executive Committee ceases in the event of resignation from office or by failing to attend three consecutive Executive Committee meetings without excuse and following dismissal by the Board of Director which can occur ad nutum and following a simple incident during a sitting.

The Executive Committee meets at least three times a year at the initiative and upon convocation of the Chairman who determines its agenda. The notice of convocation may be served by any means at least eight days in advance. Decisions are made by a majority of the members present. In the event of a tie vote, that of the Chairman prevails.



All members of the Executive Committee must be present for the Executive Committee to validly decide to take action. Any director who cannot attend may be represented by another director who holds a special proxy in that regard. The number of proxies held by a single person is limited to two.

#### **ARTICLE 9 – Elections to the Board of Directors**

The interim Board of Directors is appointed by the Constitutive General Assembly. Its mandate comes to an end during the first General Assembly. The latter then appoints a Board of Directors.

A third of the Board of Directors can be renewed if there are enough directors who have been on the Board for at least three years. The longest serving directors on the Board select the third to be renewed. If the number of these latter directors exceeds the number of the outgoing third, the selection must first be made among the resigning members and then from the oldest to the most recently elected existing members.

The Chairman can draw by lots the initial two thirds.

If the number of directors cannot be divided into three, the first two thirds to be renewed will be obtained by rounding up the highest number of the quota. The remaining third would be the balance of the number of directors to be renewed.

Outgoing directors can be re-elected. But if they are re-elected they lose the benefit of their seniority when the following outgoing third is constituted.

Alternate representative are designated.

Voting for re-election of members on the Board of Directors whose terms of office expire, occurs at the annual Ordinary General Assembly.

The Board of Directors calls upon members and partners of the Association for their candidacies. To be elected as a director on the Board of Directors, members and partners must have been part of the MedPAN Association for at least two years (exceptions can be made by the Board itself).

All candidacies must be filed at the registered office and must be addressed to the Chairman at least one month prior to the date of the General Assembly.

#### **ARTICLE 10 – Functioning of the Board of Directors**

The Board meets at least once a year and whenever it is convened by its Chairman or at the request of one-quarter of its members or partners. At least one-third of the members of the Board of Directors must be present for the Board to validly take action. Any director who cannot attend may be represented by another director who holds a special proxy in that regard. The number of proxies held by a single person is limited to two. Any member or partner of the Board who, without excuse, fails to attend three consecutive meetings shall be deemed to have resigned.



Every member or partner attending a Board of Directors meeting either in his own name or as a proxy, must sign the attendance sheet established for that purpose.

All votes are taken by the raising of hands of members who attend the meeting except in the case of elections to the Executive Committee. When necessary, online voting system on Internet will be allowed to be used.

Decisions are made by a majority of the members present or represented. In the event of a tie vote, that of the Chairman prevails.

The minutes of the Board of Directors' meetings are kept in an ad hoc binder and signed by the Chairman and the Secretary or, in the event of their unavailability, by two other members of the Board. The minutes summarize the discussions, the text of decisions and the results of the votes.

Members and partners of the Board of Directors do not receive any remuneration for the responsibilities that are assigned to them, except the case detailed in Article 11 of the Charter. Expenses are reimbursed only on the basis of documentation.

A director ceases to hold office in the event of resignation or failure to attend three consecutive meetings of the Board of Directors without excuse and following revocation of membership by the General Assembly which can occur ad nutum and following a simple incident during a sitting.

The Board may invite anyone to attend the Board's meetings if their presence is deemed necessary.

#### **ARTICLE 11 – Impairment of the Chairman**

In the event of the Chairman's impairment observed by the Board of Directors, for a period exceeding sixty consecutive days, for any reason whatsoever, the Vice-Chairman or, in his absence, one of the members of the Executive Committee, with the exception of the Honorary Vice-Chairman, replaces the impaired Chairman and holds all of his powers. His interim responsibilities terminate at the end of the impairment, and at the latest on the closest partial re-election of the Board of Directors.

#### **ARTICLE 12 – Functioning of General Assemblies – holding and votes**

The Ordinary and Extraordinary General Assemblies are convened by the Chairman.

The Ordinary General Assembly meets at least once a year and whenever it is convened by the Chairman of the Board of Directors or at the request of at least one-quarter of its members and/or partners.

It cannot be held in the same country for two consecutive years.



The Extraordinary General Assembly can only be validly held with one third of the members present or represented to amend the charter and half of the members present or represented to dissolve the association, transfer its properties, and authorise its merger or transformation. When quorum is not reached for the Extraordinary General Assembly, another Assembly can be organized some days later on the same agenda.

Every member or partner attending a General Assembly meeting either in his own name or as a proxy, must sign the attendance sheet established for that purpose.

The Chairman presides over General Assemblies, states the matters on the agenda and leads the discussions. In the event of his impairment, the Chairman is replaced by the Vice-Chairman or, in his absence, by another member of the Executive Committee with the exception of the Honorary Vice-chairman.

General Assemblies may rule only on matters appearing on the agenda, except for dismissal of directors.

They may hear any person who might enlighten their discussions.

Any member or partner, who cannot attend physically, may be represented by another member or partner who is empowered specifically for that purpose.

The number of proxies held by a single person is limited to two.

Blank proxies returned to the registered office are distributed by the Chairman among the members of the Board of Directors, and then of the General Assembly, in compliance with said limitation. They are used for the adoption of resolutions approved by the Board of Directors and submitted to the General Assembly.

For any General Assembly, decisions are made by a majority of the members present or represented. In the event of a tie vote, that of the Chairman prevails.

The vote is cast on the premises by the member or by the person whom he empowers beforehand to represent him, or by telephone for members who are unable to physically attend the General Assembly. When necessary and for the Ordinary General Assembly, online voting system on Internet will be allowed to be used.

The vote is taken by the raising of hands, except in the following two cases, when it is taken by secret ballot:

- upon the election or dismissal of directors;
- if such a vote is requested by more than one-third of the members present.

The minutes of the General Assemblies' decisions and resolutions are established without blanks or deletions, and are signed by the Chairman and the Secretary of the meeting. They summarize the discussions, the text of decisions and the results of the votes.



### **ARTICLE 13 – Secretariat**

The Secretariat is comprised of permanent staff, or of staff employed for a determinate period.

The Secretariat can also recruit volunteers to contribute to its action plan.

The Board of Directors has the authority to manage the Secretariat of the MedPAN association (recruitment, remuneration, promotion, layoff).

Upon the Board of Directors' recommendation, the General Assembly may appoint an executive Secretary. If the executive Secretary is not a member or a partner of the Board of Directors, he may be remunerated pursuant to terms to be determined.

If no executive Secretary is appointed, or if this position is vacant, his responsibilities and prerogatives described below are assumed by the Chairman or by one of his principals.

The executive Secretary keeps a register containing the delegations of powers, the archives of the Association, and, in consultation with the Secretary and the Chairman, prepares the policy report and drafts the activity reports. He has the authority over the association's employees.

The President's signature can be delegated to the Executive Secretary for authorization of expenditures that are over or equal to 5000 Euros, in this case, before any authorization of expenditure, the President's approval is mandatory (this can be sent by email).

After the Board of Directors' decision, upon the executive Secretary's recommendation, and after consideration of the opinions of the General Secretary and the Treasurer, the recruitment of salaried employees is assumed by the Chairman.

Based on the recommendation of the executive Secretary, the Board of Directors determines the employees' responsibilities, assignments and remunerations, which must appear in their employment contract.

### **ARTICLE 14 – Award of contracts within the framework of the Association**

When it is necessary to award a contract; the contract will be awarded to the best offer, that is the one that offers the best value for money and quality; of course respecting the rules that govern transparency, treatment equality of competitors and without any conflict of interest.

The members of MedPANs' Board of Directors and the Advisory Committee are not eligible for MedPAN notice of tenders.

The members of the Scientific Committee are eligible under conditions to the MedPAN notice for tenders. Members of the Scientific Committee interested by a notice for tender must declare themselves to the MedPAN Secretariat before the drafting phase of terms of reference of the study.

The members of the Steering Committee implemented by shares of MedPAN association are not



eligible for MedPAN notice of tenders.

Members of the thematic Working Groups of the MedPAN association (and the organization(s) in which they are involved) are eligible, under conditions, to the MedPAN notice for tenders.

Members of the thematic Working Groups interested by a notice for tender must declare themselves to the MedPAN Secretariat before the drafting phase of terms of reference of the study.

Rules which apply to contracts with a value equal to or greater than the threshold set by French regulations and those that apply to contracts with a value below the threshold set by the French regulations can be found in MedPAN Association's "Internal Rules of procedures for the award of contracts within the framework of MedPAN activities".

### **ARTICLE 15 –Scientific Committee**

Rules which apply to the Scientific Committee can be found in the "Internal Rules of the SCIENTIFIC COMMITTEE OF THE MEDPAN ORGANIZATION".

### **ARTICLE 16 - Steering Committees**

Steering committees are set up on an ad-hoc basis and if necessary by MedPAN to oversee certain MedPAN actions (annual experience exchange workshops, training mechanism for MPAs, communication and management tools for MPAs, policy papers, studies, ...). Steering committees can also be set up for joint MedPAN actions with other partners (such as the Mediterranean MPA Forum or the MPA Status with SPA/RAC).

If the actions concern only MedPAN, the decision to create a steering committee as well as the composition of the steering committee are validated by the Board of Directors, after proposal of the Executive Secretariat.

If the actions are joint with other partners, the decision to create a steering committee as well as the composition of the steering committee are validated jointly by the MedPAN Board of Directors and the partner(s) of the action concerned.

### **Article 17 - Thematic Working Groups**

The thematic working groups set up by MedPAN provide advice to MedPAN activities (training, policy papers, studies, communication and management tools...) on certain topics. These groups also provide support and advice to network members who need it.

The decision to create a thematic working group and the composition of the thematic working group are validated by the Board of Directors, following a proposal from the Executive Secretariat.