



MADAGASCAR
PROTECTED AREAS
AND BIODIVERSITY
FUND

Rules of procedures

INVESTIR POUR UNE NATURE QUI NOUS PROTÈGE
INVESTING IN NATURE THAT PROTECTS US

The undersigned :

- Iharimanga Vololoniaina JEANNODA,
- Sahondra RABENARIVO,
- Léon RAOBELINA,
- Richard ANDREAS,
- Clovis RAVELOSON,
- Alphonse RALISON,
- Gatien Prudent HORACE,
- Jean-Paul PADDACK,

Members of the Board of Trustees of the FOUNDATION FOR PROTECTED AREAS AND BIODIVERSITY OF MADAGASCAR, based in Antananarivo, Madagascar

After recalling that:

1. The mission of the «FOUNDATION FOR PROTECTED AREAS AND BIODIVERSITY OF MADAGASCAR» is to support the conservation of the biodiversity in Madagascar by promoting and financing the expansion, creation, protection and development of protected areas.

In accordance with this mission, the Board of Trustees will give priority to the National Network of Protected Areas, as initially defined in the Protected Areas Management Code. It is understood that sites outside the National Network are within the mandate of the Foundation.

To accomplish this mission, the Foundation will provide financial support for the following activities:

- a. Conservation and sustainable management of protected areas, including management of protected areas by and with the communities;
- b. Biodiversity research and ecological monitoring in protected areas;
- c. Promotion of ecotourism in protected areas;
- d. Education and awareness raising related to the conservation and the valorization of the protected areas.

2. The purpose of this rules of procedures is, among other things, to specify the various points not provided for in the statutes concerning the conditions of the appointment, the recruitment and the roles and responsibilities of the Board of Trustees, the Executive Committee, the Committees, the President of the Board of Trustees and the Executive Director of the Foundation, in accordance with the Article 9 of the Law No. 2004-014 of August 19th, 2004 on the reform of the system of the foundations in Madagascar and with the Article 11 of the statutes

Have established and adopted the present Rules of procedures of the said Foundation.

TITLE I - ADMINISTRATION AND FUNCTIONING

In accordance with the provisions of the Title II of the Statutes, the administration and the operation of the Foundation are ensured by :

- a. the Board of Trustees ;*
- b. the Executive Committee and the Committees;*
- c. the Executive Director.*

A - The board of trustees

Article 1 - Membership

1.1 In accordance with the provisions of Article 3.1 of the statutes, the Foundation is managed by a Board of Trustees with nine members reflecting the diversity of Madagascar and qualified in the intervention fields of the Foundation.

1.2 Without prejudice to the legal and statutory provisions, no person may be appointed as a Trustee if he or she :

- a. engages in an activity that competes with that of the Foundation, or if he or she is attached to the same organization as the current Trustee ;
- b. has been convicted in Madagascar or abroad, in particular for common crimes, forgery and use of forgeries in private or business writing, misappropriation of public funds and extortion, theft, fraud, breach of trust, issuance or acceptance of cheque without funds;
- c. has been convicted or disqualified as a manager or Trustee of a company or association
- d. has been declared bankrupt unless a discharge has been granted in his favor.

1.3 In accordance with the provisions of the Article 3.1 of the statutes, the members of the Board of Trustees, shall include, among others :

- a. at least one, but at most two, personalities from the public sector;
- b. personalities with recognized expertise in the following fields: finance; biodiversity conservation, law, business management and fundraising;
- c. At least two female members;
- d. At least one member and no more than two members residing outside of Madagascar.

Article 2 - Election and renewal – Replacement

2.1 In accordance with the provisions of the Article 3.4 of the statutes, the term office of the Trustees is four years. It is renewable within the limits set by the Article 14 of the law reforming the regime of foundations in Madagascar.

2.2 The Board of Trustees is renewed, from the end of the term of office of the first Trustees, by thirds every two years, by co-option. A member of the Board of Trustees who has completed one term of office is eligible for re-election only once. The rotation list shall be established by the Board of Trustees in such a way that a sufficient number of experienced Board members in each major area of the Foundation's work remain after each rotation and that the work of the Board of Trustees is carried out without interruption.

2.3 The members of the Board of Trustees are co-opted.

Article 3 - Cessation of duties

2.1 In accordance with the provisions of the Article 3.4 of the statutes, the term office of the Trustees is four years. It is renewable within the limits set by the Article 14 of the law reforming the regime of foundations in Madagascar.

2.2 The Board of Trustees is renewed, from the end of the term of office of the first Trustees, by thirds every two years, by co-option. A member of the Board of Trustees who has completed one term of office is eligible for re-election only once. The rotation list shall be established by the Board of Trustees in such a way that a sufficient number of experienced Board members in each major area of the Foundation's work remain after each rotation and that the work of the Board of Trustees is carried out without interruption.

2.3 The members of the Board of Trustees are co-opted.

Article 3 - Cessation of duties

3.1 The duties of a member of the Board of Trustees shall be terminated in the following cases:

- when his or her term of office comes to an end ;
- in case of death;
- in case of resignation;
- in case of personal bankruptcy;
- in case of dismissal.

3.2 The resignation of a Trustee is subject to a 90-day written notice to the Board of Trustees. At the end of this period, the Trustee ceases to hold office and may only be held liable to the Foundation and to third parties for acts performed under his or her mandate.

3.3 The resignation need not be motivated by the resigning member, nor confirmed by the Board of Trustees.

3.4 If the Board of Trustees determines, by a qualified majority vote as defined in the Article 5.3 of the statutes, that a member of the Board of Trustees :

- has failed to notify the Board of Trustees of a conflict of interest related to the activities of the Foundation;
- has not attended three consecutive meetings of the Board of Trustees, provided that the member has been notified of such meetings, and unless the reason for such absence is accepted by the Board of Trustees;
- no longer meets the conditions of appointment provided for in the Rules of procedures;
- has demonstrated an attitude incompatible with the purpose and/or operation of the Foundation.

Such member of the Board of Trustees shall be removed from office as of the date of such decision of the Board of Trustees or such later date as the Board of Trustees may determine by a vote of the same majority. For purposes of this article, such member of the Board of Trustees shall not be entitled to vote.

In any case, the person concerned must be given the opportunity to present his or her defense, prior to the decision to exclude. He may be asked, if necessary, to provide any explanations.

3.5 In the event that a member of the Board of Trustees ceases to hold office, he shall be replaced under the conditions of appointment provided for in the present rules of procedures. The term of office of the new member shall end while the term of office of the member being replaced would normally have expired.

Article 4 – Meetings

4.1 In accordance with the provisions of the Article 4.1 of the Statutes, the Board of Trustees meets as often as circumstances require, but at least twice a year, at the written request of the President or at the request of one third of the members of the Board of Trustees or at the request of the Statutory Auditor or his deputy.

4.2 The convocations are made by letters addressed to each Trustee, with request for acknowledgement of receipt, at least two weeks before the meeting. These letters may be sent by fax or by any other means of communication that can be used to justify the receipt.

4.3 The letters of convocation shall indicate the agenda of the Board of Trustees and the day, time and place of the meeting. The agenda is set by the Executive Committee or by the Trustees who have requested the meeting.

4.4 The Board of Trustees shall meet either at the headquarters of the Foundation or at a place indicated in the letter of convocation.

Article 5 – Meeting procedures

5.1 The meetings of the Board of Trustees are chaired by its President and in his absence, by the Vice-President and in his absence, by a person designated by the President or, in case of omission by the President, by the majority of the other members of the Board of Trustees.

5.2 The Executive Director or a member of the Executive Board shall act as secretary to the meetings of the Board meetings. The recording secretary shall take or have the minutes of the meeting taken of the Board of Trustees and submit them to the Board of Trustees for confirmation at the next meeting. After being approved, they shall be signed by the President and the secretary of the meeting.

5.3 Members can participate in meetings by telephone or other communication device, provided that all members participating in such a meeting are able to communicate simultaneously with each other. Such participation will be considered as attendance at the meeting.

5.4 A physical attendance and a participation record shall be kept showing the full names of the Trustees present and participating. This list, duly signed by the members and approved by the president and the secretary of the meeting, shall be deposited at the headquarters of the Foundation.

Article 6 – Quorum

6.1 In accordance with the provisions of the Article 5.1 of the statutes, the Board of Trustees shall not validly deliberate unless at least the majority of its members participate in the meeting. If this quorum is not reached, a new meeting shall be issued in accordance with the forms and deadlines provided for in the present Rules of procedures.

Article 7 – Voting

7.1 Decisions shall be made by freehand unless a majority requests a secret vote. The election of Trustees, members of the Executive Committee, as well as any decision relating to specific individuals, shall always be made by secret ballot.

7.2 In application of the Article 2.3.b of the statutes, any Trustee who has a personal, professional or financial interest in a matter submitted to the Board of Trustees for consideration must inform the Board of Trustees of such interest and refrain from participating in the debates and taking part in the vote, under penalty of dismissal. In case the President of the Board of Trustees is concerned, the Vice-president shall chair the meeting devoted to the examination of the matter.

7.3 In accordance with the provisions of the Article 5.4 of the statutes, each Trustee has one vote. No form of representation or vote by correspondence is allowed.

7.4 Decisions are taken by the majority of the members and participants attending the meeting. In case of a tie vote, the President has the casting vote.

Article 8 – Delegation of authority

8.1 In accordance with the provisions of the Article 6.5 of the statutes, the Board of Trustees may delegate part of its powers to the Executive Committee, the President of the Board and to the Executive Director.

8.2 A delegation of authority may be given, on a temporary basis, for specific or general assignment.

Article 9 – Reimbursement of expenses

9.1 In accordance with the provisions of the Article 7.1 of the statutes, the duties of a Trustee shall be voluntary.

9.2 However, Trustees shall be paid reasonable expenses incurred for the meetings of the Board of Trustees and shall be reimbursed only upon presentation of receipts. The Board of Trustees shall establish clear policies regarding the mean and transportation fees, per diem and other reasonable expenses incurred in the performance of their duties for the Foundation.

B - THE EXECUTIVE COMMITTEE

Article 10 – Composition – Mandate

10.1 In accordance with the provisions of the Article 8.1 of the statutes, the Board of Trustees shall elect among its members, at the first useful meeting of the Board of Trustees, a President, a Vice president and a Treasurer, who shall constitute the Executive Committee.

10.2 The members of the Executive Committee shall be elected for a term of two years and shall be eligible for re-election within the limits of their respective terms of office.

10.3 Any member of the Executive Committee may resign or be removed from office by the Board of Trustees.

10.4 Any vacancy resulting from the termination, resignation or removal of a member of the Committee may be filled by the Board of Trustees.

Article 11 - Delegation of authority

11.1 In accordance with the provisions of the above Article 8.2 and the Article 8.5 of the statutes, the President and the Treasurer may delegate part of their respective authorities to a member of the Executive Committee or to the Executive Director.

11.2 Any delegation of authority shall be in writing and shall state the name and capacity of the delegate and the purpose and duration of the mandate.

Article 12 - Meeting procedures

12.1 The Executive Committee shall meet as often as the interests of the Foundation may require, but not less than three times a year, at the call of the President.

12.2 The place of the meeting shall be the headquarters of the Foundation or any other place indicated in the letter of convocation. The agenda may be set only at the meeting.

12.3 The presence of at least two members of the Executive Committee is necessary for the validity of the deliberations.

12.4 Decisions are taken by a majority of the members that have attended the meeting. In case of a tie vote, the President of the meeting shall have the casting vote.

12.5 The Executive Committee shall determine any other mode of operation.

12.6 The secretariat of the Executive Committee is hold by the Executive Director or his representative

Article 13 - Reimbursement of expenses

13.1 In accordance with the provisions of the Article 7.1 of the statutes, the duties of the Executive Committee shall be on a voluntary basis.

13.2 Members of the Executive Committee shall, however, receive an allowance to cover reasonable expenses for the meetings of the Committee and shall be reimbursed only upon presentation of receipts. The Board of Trustees shall establish clear policies regarding the way and cost of transportation, per diem and other reasonable expenses incurred in the performance of their duties within the Executive Committee.

C – COMMITTEES

Article 14 - Members – Term of office

14.1 In accordance with the provisions of the Article 9.1 of the statutes, the Board of Trustees may appoint Committees duly mandated to perform or carry out any specific tasks and responsibilities.

14.2 The members of each Committee shall be determined by the Board of Trustees. Committees may include members who are not members of the Board of Trustees. They may call upon the assistance of outside experts for the purposes of their work.

14.3 Each Committee shall be chaired by a member of the Board of Trustees who shall report to the President of the Board of Trustees. A Trustee may not be a member of more than two committees.

14.4 The term of office of the members of these Committees is set by the Board of Trustees, depending on the scope of their mission and the nature of their work.

14.5 Any member of a Committee may resign or be removed from office by the Board of Trustees.

Article 15 - Meeting procedures

15.1 Once mandated, these Committees may meet as often as necessary and in any place until their mandate is fulfilled, which shall be recorded in a report to the Board of Trustees or in an annual activity report.

15.2 The results of the work shall be submitted to the Board of Trustees for examination and possible approval at its meetings, as part of the reports on the Foundation's activities. The proposals by the Committees, in relation to the purpose of their mission, are not binding on the Executive Committee nor the Board of Trustees.

15.3 Each Committee shall determine its own mode of operation.

15.4 The Executive Director or his or her representative shall act as the secretary of the committee meetings.

Article 16 - Reimbursement of expenses

16.1 In accordance with the provisions of the Article 7.1 of the statutes, Committee duties are voluntary.

16.2 However, committee members shall receive an allowance to cover reasonable expenses incurred in connection with committee meetings and shall be reimbursed upon presentation of receipts. The Board of Trustees shall establish clear policies regarding the mean and cost of transportation, per diem and other reasonable expenses incurred in the performance of their duties within the committee.

D - THE EXECUTIVE DIRECTOR

Article 17 - Recruitment

17.1 The Executive Director shall be recruited by the Board of Trustees from a list of at least three candidates pre-selected by an independent consultant hired by the Board of Trustees for this sole purpose. The pre-selection procedure for candidates will include a broad dissemination of the national call for applications.

17.2 Shortlisted candidates will be interviewed by all the members of the Board of Trustees or at least by three Board members appointed by their peers.

17.3 The recruitment of the Executive Director shall be subject to an employment contract, signed by the President of the Board of Trustees.

17.4 The recruitment of the Executive Director may be subject to a probationary period, which duration, as fixed in the employment contract, may not exceed the legal duration.

Article 18 – Responsibilities

18.1 The Board of Trustees shall determine the duties of the Executive Director, in accordance with the Foundation Act and the Statutes, who shall report to the Board of Trustees.

Article 19 – Compensation

19.1 The Executive Director shall be paid a remuneration for the performance of his duties as determined by the Board of Trustees which will be reviewed from time to time by applying an usual formula for such a position and in accordance with the legislation in force.

Article 20 – Assessment

20.1 The Executive Director shall be evaluated annually by the Board of Trustees on the basis of criteria inspired by the best practices in the field and according to the terms and conditions it determines.

E - VARIOUS PROVISIONS

Article 21 – Books of the foundation

21.1 Notwithstanding the provisions of the current Chart of Accounts, the following shall be kept at the Foundation's head office

- a. A book of Trustees and officers of the Foundation in which is recorded
 - a copy of the Foundation's constitutive acts ;
 - the names, addresses and occupations of all Trustees and officers of the Foundation; with the dates of their appointment and the date of their termination.
- b. A mortgage register in which shall be recorded all mortgages and encumbrances upon the property of the property of the Foundation and the property affected by such mortgages and encumbrances, the amount of the claim subject to the security and the names of the mortgagees and assignees.
- c. A book of operations in which shall be entered:
 - The income and expenditures of the Foundation and the matters to which they relate;
 - financial transactions;
 - receivables and liabilities.
- d. A book of the minutes of the meetings of the Trustees and the committees of the Foundation and the resolutions taken during these meetings.
- e. A compendium of investment and financing policies as approved by the Board of Trustees.
- f. An operations manual including the human resources policy and an internal code of ethics.
- g. A grant-making procedures manual.

Article 22 - Conflict of interest

22.1 In accordance with the terms of the Article 2.3.b of the Statutes, the members of the Board of Trustees shall not be personally, professionally or financially involved in any business dealings with the Foundation or be in a position to benefit financially from the Foundation's activities.

Article 23 - Modification of the rules of procedures

These By-Laws may be amended by a decision of the Board of Trustees taken in accordance with the terms of the Article 5.3 of the statutes.

Article 24 - Information disclosure and transparency

24.1 The main corporate documents of the Foundation, in particular the audited financial statements, the annual moral report of the Board of Trustees and the reports of the Auditor, may be consulted at the head office in accordance with practical procedures decided by the Board of Trustees and implemented by the Executive Director.

24.2 The audited annual accounts of the Foundation shall be published as soon as possible in the local press, in at least one daily newspaper and one journal. They are transmitted to the international press. Information about the Foundation for the public will be disseminated by any means permitted by technology.

Article 25 - Working language

25.1 The working languages of the Foundation are Malagasy and French.

Iharimanga Vololoniaina JEANNODA

Sahondra RABENARIVO

Léon RAJAABELINA

Richard ANDREAS

Clovis RAVELOSON

Alphonse RALISON

Gatien Prudent HORACE

Jean-Paul PADDACK