



## **FAIRTRADE NETWORK OF ASIA AND PACIFIC PRODUCERS (FT NAPP)**

### **REGIONAL CONFERENCE (RC) CHARTER**

**DEFINITION:** NAPP Regional Conference (RC) is an unincorporated 'Association of Fairtrade Producers, farmers and workers' of a region, which provides a platform for its members to engage in; exchange of ideas, learn and consult across products and categories between themselves, Fairtrade NAPP(Network of Asia and Pacific producers) Management, FT NAPP Board and external SMEs.

**GUIDING DOCUMENT:** This RC Charter will be the guiding document for this association which; will detail membership criterion, roles and responsibilities of the RC and nomination of its members.

**ROLE:** Primarily the RC is formed to;

1. Elect delegates to the General Assembly (GA)
2. Nominate candidate for elections to the FT NAPP Board
3. Discuss matters related to programs and projects with the Management.
4. Raise issues with the FT NAPP Board and at the GA through its nominated members.

#### **The Regional Conferences;**

1. Central Asia - China - Pakistan - Iran – (can include other countries in this geographical sphere),
2. South Asia
3. South East Asia
4. Pacific

The Membership of the Regional Conference is open to any Fairtrade Producer Organization if it:

1. Satisfies the qualification criteria laid down by the Board of Directors and Fairtrade International from time to time
2. Is a Fairtrade certified Organization (FLOCERT Certified) within Asia and Pacific region.

All certified Fairtrade NAPP Producer members; are entitled to become members of RC, attend RCs and to exercise their franchise. Details of voting for nominations is prescribed in the Nomination/Election document.

The Regional Conference meetings will be held annually in every region. The venue for the regional conference will be rotated between the different countries in the region as and when required

#### **REGIONAL CONFERENCE CHARTER:**

##### **PREAMBLE**

The Producer Organisations(POs) of Fairtrade NAPP(FT NAPP), share a vision of a world in which trade between nations provides opportunities for all people to enjoy a secure and sustainable livelihood and to develop their full human potential. The RCs are established to improve the effectiveness of their work through collaboration and co-operation.



By adopting this charter, the POs of FT NAPP re-affirm their commitment to maintaining and contributing to the development of a common international system of Fairtrade labelling, and to maximise the impact and effectiveness of that system through partnerships between producers, traders & commercial partners and consumers.

The POs commit to conducting their affairs individually and collectively in accordance with the principles of:

- Transparency and Integrity; act visibly & promote participation in relation to Fair and Sustainable trade
- Accountability; manage resources responsibly and ethically
- Inclusiveness; members involvement in its affairs
- Effectiveness & Efficiency; achieving objectives and accomplish its aims
- Objectivity; eliminating bias and have subjective evaluations relying on verifiable data
- Resilience & Sustainability; strong foundation and future orientation
- Respect; protect and champion human rights and fight for those most disadvantaged in international trade
- Partnership; collaborate and coordinate our efforts as a regional and global organisation

## **RATIONALE**

The procedures laid out in this charter are designed to assist the Fairtrade Producer Organizations (“POs”) who are Members of Fairtrade NAPP (the “Company”) to ensure that the Regional Conferences are convened and conducted according to the Company’s Memorandum and Articles of Association (“Constitution”) and related rules.

## **OBJECTIVES**

The objectives of each of the Regional Conference are:

1. To nominate delegates and alternate delegates to the General Assembly of FT NAPP.
2. To nominate/elect members, for a seat at the FT NAPP board according to the rules set out. Nomination/Election for regional Board seats will be done within the Region.
3. To provide a forum for POs in the Region to design Regional Strategy by; exchanging ideas, recommend programmes, activities and focus required on specific products or areas, share information and producer experiences across the region, learn from and consult with each other and advocate for their best interests within and outside the Fairtrade System.
4. To provide a platform where producers can develop and present topics that they wish to be considered by the FT NAPP Management, General Assembly and the Board.
5. To discuss and recommend changes in this charter document, subject to approval by the NAPP Board.
6. To suggest Product network groups starting with major FT NAPP products subject to approval by the FT NAPP Board.



## RESPONSIBILITIES:

The responsibilities of the RC include:

- (a) Developing the strategies and financial objectives of the Region aligned with the FI- FI NAPP Strategy, management plan and Annual budget.
- (b) Oversight of all sub-committees (if any) established and bodies appointed by the RC.
- (c) Oversight and monitoring of the RC within the mandate covered in the RC Charter.
- (d) Identifying risks faced by the RC and in turn FT NAPP and suggest taking reasonable steps to ensure that appropriate systems of risk management and internal compliance and control are in place to manage and further reduce the impact of these risks.
- (e) Ensuring RCs governance systems and monitoring complies with the requirements of the FT NAPP Constitution.
- (f) Working with the management to analyse budget allocation and utilisation in the region.
- (g) Monitoring that funds allocated to the Region are aligned to the FT NAPP and RC strategy and are fairly distributed and utilised for maximum impact.
- (h) Analysing MIS reports shared by the management and provide inputs as required.
- (i) Discuss any matter which is in excess of the discretions or limits that have been delegated from time to time to the RC and bring them to the notice of the FT NAPP board.
- (j) Monitor the RC Member's compliance with the membership obligations, as laid down in the FT NAPP Constitution and alert F TNAPP Management and Board in the event of any Member/s failing to meet any of its membership obligations. Members must also comply with membership requirements of Fairtrade which includes '**being a active certified member of Fairtrade**'
- (k) In performing its responsibilities and functions, the RC may delegate any of its powers to a RC sub-committee in accordance with the Constitution.

## Duties of Individual Members

Each Regional Conference Member is obliged to carry out their function in accordance with the following:

### When making decisions; he or she shall:

- Make it in good faith and for a proper purpose.
- Without a material interest in the subject matter of that decision.
- Having informed himself or herself about the subject matter of the decision and to the extent reasonably believed to be appropriate; rationally believe that the decision is in the best interests of the Region as a whole.
- Act in good faith and act honestly in the best interests of the region with the level of skill and care expected of the member.
- Owe a primary fiduciary duty to FT NAPP



## **Role of Individual RC Members**

- Each Member is responsible for the overall governance of RC framework.
- Each member has an individual responsibility to the RC to ensure that the RC is fulfilling its responsibilities which are outlined in this document.

In addition to the duties stated above, member's responsibilities include:

- Attending meetings which will be held as per regional requirements (Physical/Virtual/Hybrid).
- Being familiar with and providing a perspective in a timely fashion on Regional matters and on issues which arise between RC meetings.
- Contributing to the best of individual members expertise, experience and skill.
- Participating in the working committees as required and appropriate to the member's expertise.

Membership in RC would terminate when -

### **For Members:**

- The Member is incapacitated, dies or ceases to exist.
- Resigns on his/her own accord - which shall be effective one month after the receipt of such notice unless the RC notifies such member that it, accepts a shorter period.
- Breaches the Fairtrade NAPP code of Conduct
- Resigns from his/her parent organization
- Loses the mandate of the parent organization
- The Parent Organisation loses its FLOCERT Certification

### **For Producer Organisations:**

- The member organization is decertified by FLOCERT

## **COMPOSITION OF REGIONAL CONFERENCE**

Each Regional Conference shall be composed of one representative from each of the POs in the Region, provided that:

- a) Each HLO shall be represented by both management and a worker, with each of them holding a 0.5 vote.
- b) Each SPO shall be represented by one person holding 1 vote
- c) Each CP shall be represented by both PB and PEB with each holding 0.5 vote

ONLY producer organisation and their nominated member of "good standing" shall be eligible (i) to attend a RC meeting and (ii) to vote.

Fairtrade NAPP members and Board are committed to upholding the provisions of the Fairtrade NAPP Code of Conduct which has been framed in line with Fairtrade Standards & Code of Conduct and any deviations or non-compliance will automatically result in removal from membership of the RC.



## **MEETINGS OF REGIONAL CONFERENCE**

- a) Every year each Region shall hold ONE physical Regional Conference (annual RC) in accordance with the Constitution and this Charter, provided that this Regional Conference is held not less than four (4) months prior to the day of the General Assembly of FT NAPP.
- b) All meetings other than the Annual RC shall be virtual.
- c) For countries with limited access to good internet connection and frequent power cuts, physical/hybrid RC meetings would be preferred.

## **NOTICE OF REGIONAL CONFERENCE**

- a) The minimum period of notice required to hold a virtual Regional Conference is twenty one (21) days from the date on which the notice is issued. Notice of physical RC meeting to be sent to members at least 45 days before the date of the RC. The same applies for General Assembly.
- b) The notice must specify the date, time and place of the meeting and the general nature of the business to be discussed.
- c) The notice shall be in writing and sent via e-mail or SMS.
- d) Any requests for resolutions should be submitted to the RC Co-ordinator, minimum 28 (twenty eight) days prior to the Regional Conference, for scrutiny and further forwarding to the FT NAPP Chair/Board for approval.
- e) Agenda of the meeting, including any/all documents (in English) to be considered by members, including Resolutions to be passed must be issued at least 14 (Fourteen) days prior to the date of the Regional Conference.
- f) An accidental omission to give notice to any delegate or non-receipt of the notice by any person entitled to receive the notice shall not invalidate the proceedings of the meeting.
- g) Where translation of documents is required, such translated versions to be circulated minimum 7 (seven) days prior to the meeting.

## **QUORUM**

- a) No business shall be transacted at any meeting unless a quorum of Members is present. The quorum for the RC shall be 50% + 1 of its members.
- b) A Meeting shall be considered valid whether held physically, virtually or hybrid. In all cases, the same rules on quorum apply as in (a).

## **WORKING LANGUAGE**

- a) The working language of the RC shall be English.
- b) The RC may accept or produce documents in other languages where feasible and necessary or desirable in the judgement of the RC. Interpreters may also be provided as required



## **RESOLUTIONS AND AMENDMENTS**

- Scrutinized requests for resolutions may be submitted by the RC Co-ordinator to the FT NAPP Chair/Board at least twenty one (21) days prior to the RC meeting.
- Such resolutions, if and when approved by the FT NAPP Chair/Board (as the case maybe), shall be added to the agenda.

## **CONFLICT OF INTEREST**

- a) Members must declare to the RC any matter in which they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of FT NAPP or its affiliates.
- b) The RC may, by majority vote, request the Member to withdraw from discussion and/or abstain from voting on the business concerned. The affected Member shall not participate in the initial vote.
- c) Conflict of Interest policy and its provisions as defined in the FT NAPP Constitution and/or FT NAPP Code of Conduct and/or any other FT NAPP governance document must be strictly adhered to. Non-disclosure will result in cessation of RC membership.

## **RECORDS OF MEETINGS**

The RC coordinator shall ensure proper minutes are maintained;

- i. Of all meetings (Physical/Virtual/Hybrid) of the Regional Conference, with such minutes to include all decisions taken.
- ii. A copy of these minutes must be kept for record, as well as be distributed to all relevant parties (including the FT NAPP board) as decided at the meeting, with such minutes to being confirmed and approved during the next Regional Conference meeting.
- iii. The confirmed minutes of all meetings of the RC shall be signed by the person chairing the meeting.

## **PARTICIPANTS**

The following shall be the participants at the RC:

- i. One representative of all POs from the Region
- ii. Management representative/s
- iii. FT NAPP Stakeholders and special invitees including members of other RCs and FT NAPP board.

## **NOMINATION/ELECTION OF DELEGATES AND ALTERNATE DELEGATES**

- a) The Regional Conference members shall nominate/elect the delegates to the FT NAPP General Assembly on a proportionate basis; total of approximately 53% of members, including members being nominated for FT NAPP Board elections.
- b) In addition, each RC shall elect "alternate delegates". The purpose of such alternate delegates is to allow the RC to delegate an alternate delegate to the General Assembly as their delegate, should one



of their delegates be unable to participate in and vote at the General Assembly, e.g. due to personal incapacity, decertification of the PO which such delegate is associated with.

- c) When electing delegates and alternate delegates, the following criteria needs to be observed, except where this is not possible in an individual case, subject to any possible alterations/additions/deletions as may be resolved by the RC:
- i. All products, categories and countries in the region must be represented.
  - ii. Committed to maintain the 2/3rd Gender rule; no gender shall account for more than 2/3rd of the delegates. In case of 'lack of nominations', this rule is flexible and seats can be filled otherwise.
  - iii. Committed to include under-represented groups, especially youth and physically challenged people in the list of delegates to the General Assembly.
  - iv. In the case of Hired Labour set ups, management can give proxy votes to workers, but not vice versa.
  - iv. Same as above in the case of Contract Production
  - v. Further, it is desired that the election of delegates reflects, territorially, a proportionate representation of the number of POs located in the different countries of the respective Region.
- d) Term of office of delegates shall be 3 (three) years ONLY. Other members shall be given preference for the next term of 3 (three) years. No extension will be allowed unless in case of unavoidable circumstances subject to approval by the FT NAPP Board.

#### **NOMINATIONS OF CANDIDATES FOR MEMBERSHIP IN THE FAIRTRADE NAPP BOARD**

- a) Based on the criteria for membership in the FT NAPP Board as will be communicated by the **FT NAPP Nominations-Electoral Committee (N-EC)**, prior to an Annual RC being held, RC members shall nominate candidates (subject to the next following sentence) for membership in the FT NAPP Board to represent their respective Region/Product/Category at the next FT NAPP General Assembly. The nominated candidates shall be then elected, through a voting process by the members of that particular RC, to the Board, provided that the N/EC will have confirmed such elected candidate's compliance with the criteria referred to in the preceding sentence
- b) All RC members regardless of educational attainment shall have equal rights to be nominated/elected for a Board seat. No additional criteria required in order to become a FT NAPP Board member.
- c) The FT NAPP Board may refer to one or more of the candidates of a Region, who were not elected to the Board, in any one of the following situations, without limitation:
- a member to Filling a vacancy in the FT NAPP Board resulting from the elected Board member of the respective Region subsequently having withdrawn from the Board or otherwise having lost, for whatever reason, his/her eligibility or otherwise having become incapacitated for the Board position;



## **PROCEEDINGS OF REGIONAL CONFERENCE :**

### **RC COORDINATOR: Roles and Responsibilities**

- a) FT NAPP chairperson will chair the inaugural session of the RC and shall supervise the election of the coordinator of the RCs. All RC members are eligible to vote as per criterion set out. RC Coordinator will be an elected member of the Regional Conference
- b) The elected RC coordinator will then ensure that all members understand their duties and responsibilities as laid out in the RC charter.
- c) Propose and guide the agenda and conduct of each RC meeting by convening and acting as Chair of those meetings.
- d) Ensure orderly decision-making processes according to the RC Charter.
- e) Ensure any proposals are clearly understood, announced, recorded in writing, votes counted and all decisions accurately recorded in the minutes.
- f) Invite (as appropriate) any person who is not a member of the RC to attend RC meeting as 'Guest Speaker'.
- g) Maintaining a register of its Members - shall maintain a Register of Members containing the names, addresses and occupation, date of admission and date of cessation of all members. Any member of the Association on requisition may inspect the Register, which shall be open for inspection
- h) Members shall be registered region-wise depending upon the place of residence in case of an individual and upon the place of the registered office of the firm or corporate entity.

The term of the RC Coordinator will be for 3 (three) years unless the coordinator ceases to fulfil the criterion of being a member of the RC or there is a resolution passed by quorum of RC members to change the coordinator. In such scenario, the RC members will elect a new coordinator for the remainder period and new elections will be held before the next FT NAPP GA or as laid out in the election document.

The RC coordinator can serve in that position for not more than TWO (2) consecutive terms and can stand for reelection after a gap of ONE (1) full term.

### **DEPUTY COORDINATOR:**

- The RC will elect and appoint a Dy. coordinator from its members. The Dy. coordinator will substitute for the RC coordinator when absent, or when the position of coordinator, for whatever reason, becomes vacant, until the RC has elected a new coordinator, including assuming all the responsibilities described above. The Dy. coordinator may take on additional responsibilities from time to time as determined by the RC. The RC coordinator may from time to time delegate specific responsibilities to the Dy. coordinator.

In the event of the Co-ordinator retiring/Resigning during the tenure, the Dy. Co-ordinator will immediately take over in the same meeting where resignation is submitted/retirement takes effect. A RC Meeting to be convened within the next three months where democratically a new Co-ordinator would be elected.





Coordinator and Dy. Co-ordinator must NOT be from the same country of the region, or category and not from the same category (wherever possible).

### **NOMINATIONS-ELECTORAL COMMITTEE (N-EC)**

There shall be a Nominations/Electoral Committee to be made up of the following:

- A representative of the FT NAPP Central and/or Regional office.
- 2-4 persons from RC POs who are not putting themselves up for consideration as delegates to the General Assembly or as candidates to the FT NAPP Board.
- Other internal staff/external consultants can be invited to provide administrative support or supervise the proceedings to maintain transparency and adherence to norms

### **THE ROLE THE N-EC**

- a) Shall be responsible for conducting the elections and directing the manner in which the elections are to be conducted.
- b) Shall supervise the elections ensuring that the process is transparent and follows the laid down procedure.
- c) Is responsible for instructing a person to withdraw from voting in a matter where the member has an interest in the matter (conflict of interest)
- d) Shall be the final decision maker in situations where an objection is raised as to the qualification of any candidate and/or pertaining to nominations/voting/results
- e) Shall ensure that all the criteria for electing delegates and nominating candidates for FT NAPP board membership is fully met.
- f) Shall announce the results of the voting and declare the winners of the election.

### **ELECTION PROCEDURE**

- a) All RCs will be required to have a register of members which will be used as the voter's register.
- b) The N-EC shall call out members who wish to run for any position to voluntarily step forward.
- c) The candidates will be given a few minutes to introduce themselves to the RC and present their candidature.
- d) Each RC shall have multiple ballot boxes (as required) and collection teams
- e) Each ballot box shall be manned by a team that will be responsible for sorting, counting and tabulating the votes in their assigned ballot box.
- f) The results from all ballot boxes and counting teams will then be collected by a central unit.
- g) Final tallying to be done by the central unit.
- h) In the event of Virtual or Hybrid Meetings electronic voting and wherever required, electronic tools will be allowed.
- i) The N-EC shall announce the results and declare those who have been elected.



## VOTING

- a) Voting shall be by secret ballot except where members request a show of hands and the N-EC and chairperson of the meeting agree.
- b) Members are entitled to appoint proxy provided such proxy is a nominated member of the PO they belong to. The instrument appointing a proxy must be in writing or by email, in the common or usual form as detailed in the Election and Nomination Document. Such Member acting as proxy of another Member shall be counted twice for the quorum and eligible for second vote.
- c) Every RC Member, whether present in person or proxy present, shall have one vote, provided that when any matter affecting a Member personally comes before the meeting, although she/he may be present at it, she/he shall not be entitled to vote on the question and the N-EC may require the Member to withdraw during the discussion and they shall withdraw accordingly.
- d) Each member (representing their PO) carry a maximum of 1 (one) additional vote of another Member (proxy), except that a person in management of a Hired Labour may not carry the proxy of a worker, but vice- versa is allowed. **Same applies to Contract Production.**
- e) In case of an equality of votes, whether by a show of hands or poll, the Co-ordinator of the meeting at which the show of hands takes place, or at which a poll is demanded, shall be entitled to a casting vote.
- f) A resolution put to the vote of the RC shall be decided by a simple majority of those voting (proxies included) except on matters relating to the amendment of these Rules of Procedure, which shall require a two-thirds majority of those present (proxies included). In the event of Virtual or Hybrid Meetings electronic voting and wherever required, electronic tools will be allowed.
- g) A poll shall be taken in such a manner as the Co-ordinator of the meeting directs and the result of the poll shall be deemed to be the resolution of the RC.
- h) Only eligible Fairtrade NAPP RC members shall be entitled to vote which is subject to 'Good Standing' norms.
- i) Any objection raised as to the qualification of any person voting may only be raised at the meeting at which the vote objected to be tendered was cast and any vote not disallowed at the meeting is valid. Any such objection shall be referred to the N-EC and N-EC's decision will be final.
- j) Any entry into the minutes in respect of a declaration made by voting shall be conclusive evidence of the fact without any other proof.

## SECRETARIAT OF THE RC MEETINGS

- a) The FT NAPP Central Office and Regional Office shall be the organisers of the RC in the respective Region.
- b) The FT NAPP-CEO or his/her representative shall participate in the work of the RC without the right to vote. She/he may, at any time, make either oral or written statements to the RC on any question under discussion.
- c) The Board Support Officer (or person in that position) will be the Permanent Secretary (PS) of all the RCs. He/she can request the FT NAPP-CEO to appoint an official of the Regional Office to act as Co-



secretary if the need arises or the PS is unable to attend the RC. The roles and responsibilities of the Co-secretary will be the same as the PS.

- d) The FT NAPP CEO shall also appoint other staff of the Regional Office to support the RC who, together with the PS and Co-secretary shall constitute the Secretariat of the respective RC.
- e) The Secretariat shall receive, translate and distribute all official documents of the RC and shall arrange for the interpretation of the discussions and minutes as needed.
- f) The Secretariat shall also keep record of the minutes of the meetings, votes taken, decisions made and perform all other duties necessary for the proper conduct of the work of the RC.
- g) The Secretariat shall make the minutes of the RC available to all Members within two (2) weeks following the closure of each meeting.

### **FINANCING REGIONAL CONFERENCES**

It is important that the RCs function effectively and utilise the resources optimally. The models to fund the RC meetings will be laid out after consultation with the RC members and members of the FT NAPP board.

### **ADOPTION OF THE REGIONAL CONFERENCE CHARTER**

The NAPP General Assembly shall adopt this RC Charter by a Resolution passed in FT NAPP GA 23.

### **AMENDMENT**

The RC may propose amendment/s to this charter by an Ordinary Resolution at any of the RC meetings. This amendment has to be approved by the FT NAPP Board and unless passed and recorded as a resolution in a FT NAPP Board Meeting, no amendments shall come into effect.

### **DISCRETION OF THE RC COORDINATOR AND GOVERNING CONSTITUTION**

Any matters of interpretation or items not covered in this RC Charter are left to the discretion of the RC coordinator / Dy. coordinator. In case of any conflict between this RC Charter and the FT NAPP Constitution, **the latter shall prevail.**