



DRAFT CHARTER FOR THE MEDPAN ASSOCIATION – version 13

TITLE I

FORMATION AND PURPOSE

ARTICLE 1 – Constitution and name

By virtue of a Constitutive General Assembly dated, an association governed by the Act of 1/7/1901 and the Decree of 16/8/1901, named Mediterranean Protected Areas Network, or more commonly « MedPAN », is created among the members who adhere to this charter.

ARTICLE 2 – Duration

Its duration is unlimited.

ARTICLE 3 – Registered office

Its registered office and its administrative office are established at the following address:
.....

ARTICLE 4 – Definitions

Pursuant to this charter, the terms below have the following meanings:

- **marine protected areas (MPAs):** Territories comprised of a marine area and, possibly an adjoining coastal area, the principal purpose of which is protection of the marine environment. These marine protected areas must have the status of areas under legal protection.
- **Mediterranean network:** A group of individual marine protected areas operating in cooperation and in synergy, on different spatial scales and with a variety of protection levels, in order to achieve ecological objectives more effectively and more completely than the individual areas could do individually.

ARTICLE 5 – Purpose

The purpose of this association is to promote the creation, perpetuation and operation of a Mediterranean network of marine protected areas.



It thus contributes to achieving the specific objectives fixed by the Convention on Biological Diversity (Rio de Janeiro, 1992), to establish and maintain comprehensive, effectively managed, and ecologically representative national and regional systems of marine protected areas that collectively, inter alia through a global network, contribute to achieving the three objectives of the Convention as well as that of significantly reducing the current rate of biodiversity loss at the global, regional, national and sub-national levels and contribute to poverty reduction and the pursuit of sustainable development.

It also contribute to:

- the implementation of the Barcelona Convention, and in particular to its protocol relating to Specially Protected Areas and Biological Diversity in the Mediterranean (Barcelona, 1995) that, under the auspices of the Mediterranean Action Plan and the Regional Activity Centre for Specially Protected Areas encourages Contracting Parties to establish and manage specially protected areas, to implement research programmes and exchange of scientific and technical information, to prepare management plans and design cooperation programmes.
- the implementation of the Conservation Plan of the Agreement on the Conservation of Cetaceans of the Black Sea, Mediterranean Sea and contiguous Atlantic area (CMS/ACCOBAMS) and in particular its provisions relating to the protection of habitats, inviting Contracting Parties to establish and manage specially protected areas for Cetaceans that constitute the habitat of these species and/or provide them with important food resources.

The association may contribute to any other convention, agreement or initiative pursuing the same goals.

ARTICLE 6 – Means of action

To achieve its goals, the association intends to particularly pursue, without being limited thereto, the following means of action:

- Promotion and coordination of exchanges between members and partners, of the MedPAN network,
- Management, coordination or participation in projects related to marine protected areas,
- Provision of support to the creation of new marine and coastal protected areas in the Mediterranean,
- Setting up of scientific monitoring of the ecological condition of marine protected areas and promotion of scientific research programmes,
- Dissemination to the general public and the institutional players of actions carried out by the MedPAN association or the members of the network,



- Promotion of the role, of the value and the environmental, social and economic benefits of Mediterranean marine protected areas amongst all the publics concerned,
- Promotion of the association and of members or partners of the network amongst public or private donors in order to help fundraising for the association or the projects that it wishes to promote.

TITLE 2

COMPOSITION AND ORGANISATION

ARTICLE 7– Composition

The association is comprised of legal entities that manage MPAs in the Mediterranean area, or are interested in the management or the establishment of these, and wish to contribute to the establishment and strengthening of a network.

The legal entities are represented by their acting legal representatives or any other persons whose authorisations have been notified to the association.

7-1 Members

The management entities of MPAs that have filed their applications pursuant to the conditions specified by the internal rules may become members.

Members attend the Ordinary and Extraordinary General Assemblies and may be elected to the Board of Directors, the Executive Committee or the Advisory Board.

These members have voting rights in all of these organs.

7-2 Founding members

The signatories to the present charter on the day of the Constitutive Assembly, the list of which figures in annex to the present document, are the founding members of the association.

The founding members enjoy the same rights and obligations as the members.

7-3 Partners

Legal entities that do not manage a MPA but are interested in the management or the creation of these and wish, to contribute to the establishment and strengthening of a network, may become partners of the association.



Partners are appointed by the General Assembly for a three-year term.

Partners attend Ordinary and Extraordinary General Assemblies. They may be elected to the Board of Directors, or appointed to the Advisory Board, although they do not have voting rights .

ARTICLE 8 – Loss of membership or partnership

Membership or partnership is lost by virtue of:

- resignation notified to the Chairman of the association by registered letter;
- dissolution of the legal entities for any reason whatsoever, or declaration of their placement in a state of judicial administration or liquidation ;
- expulsion decided by the Board of Directors for failure to pay the fees or for serious cause. In the latter case, the member or partner involved is first asked to provide explanations regarding facts that might constitute grounds for his or her possible expulsion and, more generally, to assert any defence that the member might have with respect thereto.

The status of partner may be lost upon the express decision of the General Assembly or by resignation under the terms laid out in the internal rules.

ARTICLE 9 – Organisation

The Association has the following organs:

- **The General Assembly:** It is comprised of members and partners that are current with their statutory obligations. It is presided over by the Chairman of the Board of Directors.
- **The Board of Directors:** The Board is comprised of 7 to 13 directors elected by the General Assembly from among the members and/or partners of the Association. The partners must hold less than half of the seats on the Board. Citizens of at least four different States must be members of the Board of Directors at least two of which must be in the European Union, and at least two of which must be outside of the European Union. The Board of Directors elects a Chairman from among one of its members excluding partners. The members of the Board of Directors are elected for a term of 3 years. Outgoing members may be re-elected.
- **The Executive Committee:** The Board of Directors elects an Executive Committee from amongst its members comprised of the Chairman of the Board of Directors, who also chairs the Executive Committee, an Honorary Vice-Chairman, a Vice-Chairman, a Secretary and a Treasurer. The members of the Executive Committee are elected for 3 years. Out-going members may be re-elected. Only the office of Honorary Vice-Chairman can be held by a partner.



- **The Advisory Committee:** An advisory Committee comprised of 5 to 15 members and partners appointed for three years is created by the General Assembly. Outgoing members and partners may be re-appointed. The Advisory Committee appoints its Chairman who reports to the Chairman of the Board of Directors. The Advisory Committee's discussions must be summarized in written reports. These reports are then transmitted to the Chairman of the Board of Directors, who may consider them in the context of the responsibilities that the Board of Directors and the General Assembly respectively assume. Meetings of the Advisory Board are convened by the Board of Directors.

- **The Scientific Committee:** A Scientific Committee comprised of 5 to 15 natural persons elected for a term of 3 years from among qualified persons, whose scientific competence in the domains of interest to the association is well-established, is created by the General Assembly. The Scientific Committee appoints its Chairman, who reports to the Chairman of the Board of Directors. The Scientific Committee's work must be summarized in written reports. These reports are then transmitted to the Chairman of the Board of Directors, who may consider them in the context of the responsibilities that the Board of Directors and the General Assembly respectively assume. Meetings of the Scientific Committee are convened by the Board of Directors.

ARTICLE 10 – Responsibilities assigned to the organs

- General Assemblies:

The Ordinary General Assembly:

- elects the Board of Directors;
- appoints and revokes partners;
- decides on the Association's principal strategic orientations;
- hears the activity report, the financial report and, if applicable, the auditor's report;
- approves the financial statements for the closed fiscal year;
- votes the budget forecast;
- discharges the directors of their management ;
- appoints the members of the Board of Directors, the Advisory Committee and the Scientific Committee;
- approves the Internal Rules ;
- and, finally, deals with all matters that might not have been assigned to another organ of the association pursuant to the charter.

The Extraordinary General Assembly has the authority to amend the charter, dissolve the association and transfer its properties, and authorise its merger or transformation.

- The Board of Directors:

- recommends to the General Assembly the Association's policies and general orientations, and oversees the proper application of decisions taken;



- rules on the admission or exclusion of members;
- decides on the acquisition or disposal of all personal properties and furnishing objects; assigns the performance of any repairs, work and fittings-out; purchases and sells all shares and securities;
- leases and acquires any real property necessary to the fulfilment of the Association's purpose; executes any leases and mortgages on the association's real properties ; sells or exchanges said properties ; concludes any borrowings and grants any guarantees and securities;
- establishes the main lines of advertising and public relations activities;
- establishes the budgets and verifies the execution thereof;
- settles the financial statements for the closed fiscal year; convenes the general assemblies and prepares the agendas thereof ;
- appoints and dismisses the members of the Executive Committee;
- acts on the appointment of statutory and substitute auditors;
- submits the Association's Internal Rules for approval of the General Assembly ;
- authorises acts and commitments that exceed the Chairman's own powers and, at its discretion, grants to a director any delegation of powers for a specific assignment;
- at its discretion, vests regional delegates with the right to represent it and to develop the Association's activities locally.

- The Chairman :

- represents the Association in all acts with respect to civil matters, and has all of the powers to commit it in that regard;
- has the capacity to represent the association in court as a plaintiff or defendant; he may be replaced only by a representative acting by virtue of a special power of attorney;
- may initiate all legal actions for the defence of the Association's interests; grants all transactions and file any appeals;
- convenes the Executive Committee and the Board of Directors; sets their agenda and presides over their meetings;
- executes the decisions made by the Executive Committee and the Board of Directors;
- authorizes the expenditures; submits the annual budgets and verifies the execution thereof;
- is authorized to open any accounts and savings books in all credit or financial institutions;
- signs any documents and contracts necessary for execution of the decision of the Executive Committee, the Board of Directors and the General Assemblies;
- presents the annual activity report to the General Assembly;
- after having informed the Board of Directors, may delegate in writing part of his powers and his signature to one or more members of the Board except for the Honorary Vice-Chairman The delegations of signature must be limited in time and in space, as well as in the amount of sums subject to authorisation;
- can be replaced by the Vice-Chairman in case of protracted or permanent impairment pursuant to the terms and conditions pertaining to nomination fixed by the General Assembly.



- **The Executive Committee:** The members of the Executive Committee collectively prepare and apply the Board of Directors' decisions. They also submit for the latter's approval the Association's Internal Rules.
- Upon the Board of Director's request, **the Advisory Board** is responsible for rendering opinions and making comments on strategic plans, action plans, programmes to be financed and budgets to be allocated. It may be consulted on other matters regarding the network's strategic orientations.
- **The Scientific Committee** is responsible for rendering opinions regarding all matters involving the network and its bodies, with respect to scientific aspects related to the management of MPAs in the Mediterranean area and to concrete application of governmental decisions made at an international level. It cooperates with the scientific committees of MPAs and other organisations concerned on the regional level.

TITLE III

FINANCIAL RESOURCES

ARTICLE 11 – Resources

The Association's resources include:

- the annual membership fees, the amount and due date of which are determined annually by the Board of Directors;
- provision, free of charge, of personnel and premises;
- public subsidies;
- donations of physical labour;
- interest and income from properties and securities belonging to the Association;
- receipts from properties, products and services sold by the Association if those activities remain secondary to the principal activity;
- any other resources that are compatible with the Association's purpose which are not prohibited by law.

ARTICLE 12 – Reserve

The Association may constitute a reserve, the specific purpose of which is, first, to cover the financial commitments that it incurs in the context of its operation, and to meet all or any part of the obligations it has subscribed, and, second, to compensate for the lack of charitable contributions and free availability of premises, equipment and personnel that it might need.

Upon the Board of Directors' recommendation, the operating and contributing mechanisms of this reserve fund are determined by the General Assembly.



TITLE IV AMENDMENT TO THE CHARTER AND DISSOLUTION

ARTICLE 13 – Modification

The Association's charter may be amended only upon the Board of Directors' recommendation or at the request of more than half of the members of the Association. The amendment is submitted for approval of the Extraordinary General Assembly that is convened specifically for that purpose.

ARTICLE 14 – Dissolution

Dissolution of the Association may be decided only by the Extraordinary General Assembly that is convened specifically for that purpose.
This Assembly then allocates the net assets to any declared association or to any non-profit entity of its choice that pursues the same or related purpose.

TITLE V BOOKKEEPING AND REPORTS

ARTICLE 15 – Fiscal year

The fiscal year commences as of 1 January and ends on 31 December. By exception, the first fiscal year will commence as of the date of publication of the Association in the Official Journal, and will end on 31 December 2009.

ARTICLE 16 – Bookkeeping and verification of accounts

Within four months following the close of each fiscal year, the Association establishes annual financial statements pursuant to the French standards of the profession, subject to the adaptations specified by the regulations and their appendix of 16/2/1999 regarding the modes of establishing annual financial statements of associations and foundations.

The annual financial statement, the activity report and the financial report are transmitted to the members at least fifteen days before the date of the Ordinary General Assembly called to rule on the financial statements for the closed fiscal year.



ANNEX 1

LIST OF FOUNDING MEMBERS

- Legal entity:
- Representative:
- Address:
- Signature