



15 November 2006

## **IPEN Governance Document**

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The International POPs Elimination Network (IPEN) is a network of not-for-profit, non-governmental and civil society Participating Organizations that have endorsed and agreed to support the IPEN Stockholm Declaration and the IPEN Dubai Declaration. This Governance Document, which may be modified over time by the IPEN General Assembly, sets out the basic governance structure for IPEN.

Under this Governance Document, the IPEN General Assembly is the overarching decision-making and oversight body of IPEN. The IPEN Steering Committee oversees the development, advocacy, and implementation of IPEN's external policies, strategies, and objectives. The IPEN Executive Committee is responsible for undertaking IPEN's incorporation and will serve as the governing body of the IPEN legal entity when IPEN is incorporated. The Executive Committee is led by the two IPEN Co-Chairs. The IPEN Secretariat, managed by the International Coordinator, administers the day-to-day business of IPEN under the supervision of the Executive Committee, and may also provide technical and advisory services to IPEN. Additional IPEN bodies include IPEN working groups and regional hubs.

The IPEN governance structure shall be as follows:

### **Article 1** **Participating Organizations**

#### **1.1. Membership**

Any public interest non-governmental organization (NGO) or civil society organization (CSO) that is not-for-profit and not subject to control by a for-profit corporation or other profit-making entity may become a Participating Organization of IPEN upon:

- (1) its endorsement of, and agreement to support, IPEN's goals and objectives as set forth in the IPEN Stockholm Declaration and the IPEN Dubai Declaration; and
- (2) the IPEN International Coordinator's receipt and approval of a completed membership application form from the organization.

## **1.2. Functions**

IPEN Participating Organizations shall be encouraged to undertake activities that are consistent with the Stockholm and Dubai Declarations and other papers agreed to and adopted as official IPEN documents.

## **1.3. Representation of Views**

(a) Participating Organizations are welcomed and encouraged to reference themselves as a Participating Organization of IPEN in documents or other statements when they speak, participate in meetings, or undertake activities with persons or entities that are not IPEN members. Such references should not suggest that the Participating Organization is representing IPEN as a whole unless the IPEN Steering Committee has authorized the Participating Organization to do so.

(b) From time to time IPEN Participating Organizations may be requested by the IPEN Steering Committee to speak or act on behalf of IPEN at national, regional, or international forums. Such statements or activities shall be fully consistent with the IPEN Stockholm and Dubai Declarations and other position papers that have been adopted by the IPEN General Assembly as official IPEN documents.

## **1.4. Revocation of IPEN Participating Organization Status**

(a) An NGO or CSO may lose its status as an IPEN Participating Organization if the General Assembly agrees with a recommendation of the IPEN Executive Committee that:

- (1) the NGO or CSO is a for-profit entity or is under the control of a for-profit entity; or
- (2) the NGO or CSO has publicly opposed, or taken actions that seriously undermine, the goals and objectives set forth in IPEN Declarations.

(b) Any NGO or CSO facing revocation of its status as an IPEN Participating Organization shall have the right to present, during the course of the Executive Committee's deliberations on the matter, arguments to the Executive Committee as to why it should not lose its status.

(c) The Executive Committee shall recommend expulsion of the Participating Organization upon a vote to expel by three-fourths of those Executive Committee members present and voting.

(d) Immediately following a decision of the Executive Committee to recommend expulsion of an IPEN Participating Organization, the International Coordinator shall report the recommendation to the General Assembly, via the IPEN list serve. Unless one or more Participating Organizations that are not the subject of the recommendation object to it within 10 days, the General Assembly shall be considered to have concurred with the recommendation, and the recommendation shall be considered adopted.

(e) If one or more eligible Participating Organizations object to the recommendation within 10 days of its posting on the IPEN list serve, then the recommendation shall be put to a vote by the General Assembly, as provided under Article 2.4, and shall be adopted upon a simple majority vote of those General Assembly members casting a vote

### **1.5. IPEN Conferences**

(a) Resources permitting, the IPEN Secretariat shall organize IPEN Conferences approximately once a year, in conjunction with UN-sponsored meetings or other appropriate international or regional fora. All IPEN Participating Organizations may attend and participate in IPEN Conferences. The IPEN Secretariat shall seek travel support to enable broad participation by IPEN Participating Organizations in all IPEN Conferences.

(b) The IPEN Conference may make any decisions or recommendations that may be required in furtherance of the purposes of the Conference. Any such decision or recommendation shall be reported by the International Coordinator as soon as practicable to the IPEN General Assembly for its further consideration. IPEN Conference decisions shall not be considered as decisions of the IPEN General Assembly unless they are adopted in accordance with Article 2.4 of this Governance Document.

## **Article 2** **General Assembly**

The IPEN General Assembly is the overarching decision-making and oversight body of IPEN.

### **2.1. Participation and Voting Rights**

(a) Every IPEN Participating Organization that has participated in IPEN for at least one year prior to the adoption of this Governance Document shall have the right to participate in the IPEN General Assembly as a voting member.

(b) For every other IPEN Participating Organization, voting rights shall be automatically conferred upon the Participating Organization after it has concluded an IPEN orientation period of one year. IPEN Participating Organizations without voting rights may participate in the General Assembly as associate members, but may not participate in decision-making that is put to a vote, or in elections or other functions specified below in Subparagraph 2.2(a).

(c) Any dispute over an IPEN Participating Organization's voting rights shall be resolved by the Executive Committee, subject to appeal to the General Assembly. An Executive Committee decision on voting rights that has been appealed may be overruled by a simple majority of General Assembly members casting a vote.

(d) The IPEN International Coordinator may, under the guidance of the Co-Chairs and with the approval of the Steering Committee, from time to time purge from the list of General Assembly members any organization that has not participated in IPEN-related activities for at least three years and that does not respond to official inquiries from the International Coordinator.

### **2.2. Mandate and Functions**

(a) The General Assembly shall have the exclusive power to:

- (1) adopt platforms, declarations, and other position papers as official IPEN documents;
- (2) elect members of the IPEN Executive Committee;

- (3) elect members of the IPEN Steering Committee (other than substitute members, who may be approved by the Steering Committee);
- (4) elect the IPEN Co-Chairs;
- (5) approve and modify IPEN governing statutes or bylaws, including this Governance Document or any constitutional instrument required for the establishment of IPEN as a legal entity;
- (6) review and approve the audited financial accounts of IPEN; and
- (7) decide appeals to Executive Committee decisions.

(b) The General Assembly may make recommendations to the IPEN Executive Committee, Steering Committee, or other IPEN bodies on any matter, including the following:

- (1) IPEN activities to facilitate achieving IPEN aims and objectives;
- (2) implementation of the Stockholm Convention, the Strategic Approach to International Chemicals Management (SAICM), and other relevant chemicals management processes by governments, inter-governmental organizations, and public and private interest groups; and
- (3) IPEN working group activities.

### **2.3. Meetings**

(a) Meetings of the General Assembly shall be organized by the International Coordinator, at least once per annum, during IPEN Conferences or “virtually” over the internet.

(b) For General Assembly meetings that are held during IPEN Conferences, the International Coordinator shall notify IPEN Participating Organizations about the meeting via the IPEN list serve no less than 14 days before the meeting begins. The notice shall include the proposed objectives of the General Assembly meeting.

(c) Meetings of the General Assembly may also be held at other times upon the request of one-fifth of the General Assembly’s voting members.

### **2.4. Decision-making**

(a) For General Assembly meetings that are held during IPEN Conferences, the presence of no less than 50 voting members shall constitute a quorum for the purposes of General Assembly decision-making.

(b) The General Assembly shall make every reasonable effort to decide all issues before it by consensus among all Participating Organizations in attendance. However, if all efforts at consensus have been exhausted, and consensus cannot be reached, then the IPEN Co-Chairs may move that the issue be put to a vote by the General Assembly’s voting members.

(c) To maximize the opportunity for all General Assembly voting members to take part in voting when consensus cannot be reached, the vote shall be conducted by the International Coordinator as

soon as practicable via the IPEN list serve<sup>1</sup> or in another appropriate manner as determined by the IPEN Co-Chairs in consultation with the IPEN International Coordinator. When voting is conducted via the IPEN list serve, the vote shall remain open for no less than seven (7) days after voting has commenced.

(d) Where consensus cannot be reached, matters dealing with (i) elections; (ii) approval of IPEN budgets, work programs, and financial accounts; or (iii) modifications to this Governance Document or the statutes of the IPEN legal entity, including dissolution of the IPEN legal entity, shall be decided by a three-fourths majority of those General Assembly members casting a vote. All other matters put to a vote before the General Assembly shall be decided by a simple majority of those General Assembly members casting a vote.

### **Article 3** **Steering Committee**

#### **3.1. Mandate and Functions**

(a) The IPEN Steering Committee shall, subject to the authority of the IPEN General Assembly, provide general guidance and oversight for the development, advocacy, and implementation of IPEN policies, strategies, and objectives (other than those related to governance of the IPEN legal entity).

(b) The Steering Committee shall:

- (1) encourage participating organizations to establish working groups in furtherance of the aims and objectives of IPEN, and provide guidance to ensure that working group plans, activities, and statements are consistent with IPEN Declarations and agreed statements;
- (2) resolve issues of contention that may arise between participating organizations (other than those issues identified in Article 4.1(b)(11), which are the exclusive responsibility of the Executive Committee);
- (3) evaluate IPEN activities and regularly review the effectiveness of IPEN;
- (4) nominate members of the Executive Committee for consideration by the General Assembly;
- (5) consider and endorse Co-Chair candidates and review the performance of the Co-Chairs;
- (6) oversee IPEN participation in international or regional United Nations or other intergovernmental events, including by selecting individuals to represent IPEN at such events;

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<sup>1</sup> Note that this approach will require the International Coordinator to differentiate in some way between those IPEN POs with full voting rights and those who are still in their one-year “orientation” period. The IC may best accomplish this by keeping two IPEN e-mail lists: a general list of all IPEN POs, which would be used for discussions about IPEN administration and policy, and a voting list, which would be used only for voting and would go only to POs with full voting rights.

- (7) identify areas (other than those related to governance of the IPEN legal entity) in which IPEN activities may require supporting sub-committees, and establish such sub-committees as needed;
- (8) encourage Participating Organizations to undertake regional, national, and local efforts to advance the aims and objectives of IPEN;
- (9) participate in the development and endorsement of IPEN position papers, work plans, and policy guidelines;
- (10) review evaluations prepared by the Executive Committee of the IPEN International Coordinator and Secretariat and make appropriate recommendations;
- (11) assist the International Coordinator in communications with IPEN Participating Organizations and working groups, including by soliciting their inputs, facilitating coordination, and sharing information;
- (12) assist the International Coordinator in the design and carrying out of outreach activities; and
- (13) perform any other functions that the IPEN General Assembly requests or that are provided in this Governance Document.

### **3.2. Composition and Terms of Service**

- (a) The Steering Committee shall consist of no more than 25 individuals, all of whom shall be from IPEN Participating Organizations with full voting rights in the General Assembly. Representatives of regional hubs and IPEN working groups shall be encouraged to serve on the Steering Committee. The composition of the Steering Committee should reflect IPEN's diverse, global character.
- (b) The Steering Committee shall be reconstituted every two years. Steering Committee members may be nominated and appointed to successive terms.
- (c) If, during the course of a two-year term, a vacancy arises on the Steering Committee, the Co-Chairs may nominate, and the Steering Committee may approve, a substitute member who shall serve for the remainder of the term.

### **3.3. Open Nomination Period**

- (a) Steering Committee members may be nominated during an open nomination period. The open nomination period shall be determined by the International Coordinator in consultation with the Co-Chairs, and shall be administered by the International Coordinator. Open nomination periods should be held so that the nomination and election of new Steering Committee members are concluded before the expiration of the current two-year term.
- (b) During the Steering Committee open nomination period, Participating Organizations may nominate a member of their own, or some other, IPEN Participating Organization by informing the International Coordinator. Current Steering Committee members should notify the International Coordinator during the open nomination period of their interest in continuing their membership on the

Steering Committee. No more than one member of a Participating Organization may serve on the Steering Committee at one time or be nominated during the open nomination period, unless the nominee withdraws, in which case an alternate nomination for that Participating Organization may be made.

(c) The International Coordinator shall request all nominated Participating Organizations to prepare a written description of how their organization has contributed to the work of IPEN during the preceding two years, and how their organization plans to contribute to IPEN in the future.

(d) If the number of nominated Participating Organizations exceeds 25, all nominated organizations shall be asked to agree among themselves, with assistance from the Co-Chairs and the International Coordinator, upon a process to reduce their number to 25. If efforts to reach consensus on a process fail, decisions on a process may be reached by a three-fourths majority vote of all nominated Participating Organizations.

(e) When a list of no more than 25 nominated Participating Organizations has been produced, the International Coordinator shall submit the list to the IPEN General Assembly for its consideration and approval. If an objection is raised, the list shall be put to a vote, with a three-fourths majority of General Assembly members casting a vote required for its approval.

(f) If the General Assembly does not approve the list of nominees, then the General Assembly shall immediately adjourn and the Co-Chairs and the International Coordinator shall conduct informal negotiations until interested members agree among themselves on a revised list of nominees. The Co-Chairs shall introduce to the General Assembly the revised list, which shall be put to a vote and adopted upon a three-fourths majority vote of General Assembly members casting a vote.

(g) If the General Assembly is unable to agree on the revised list, then the Co-Chairs shall ask the General Assembly to vote on the individual nominees named in the revised list. The Steering Committee shall be comprised of all nominees who receive affirmative votes from at least three-fourths of General Assembly members casting a vote.

### **3.4. Commitment to Participate**

(a) Membership on the Steering Committee is subject to regular participation in Steering Committee meetings and ongoing contributions to IPEN's work. When a Participating Organization or working group nominates someone to serve on the Steering Committee, it should provide the nominee a sufficient mandate so that she or he will be able to engage effectively and dynamically in the Steering Committee.

(b) If, in the view of the International Coordinator, a Steering Committee member has become inactive, then the International Coordinator may, in consultation with the Co-Chairs, contact that member with a view to obtaining agreement that the member will either resume active participation or resign from the Steering Committee. If the member does not resume active participation or does not respond to the International Coordinator, then the International Coordinator may propose to the Steering Committee, via e-mail, that the member in question should be dropped from the Steering Committee. The member's position on the Steering Committee shall be considered vacated unless, within 10 days, at least one-fourth of the Steering Committee objects to the proposal.

### **3.5. Meetings**

- (a) The International Coordinator, in consultation with the Co-Chairs and the Steering Committee, shall determine the schedule for Steering Committee meetings. While Steering Committee meetings may, when practicable, be held in conjunction with IPEN Conferences, it is envisaged that most meetings will be held on a regular basis via the internet or by teleconference. The Steering Committee may invite the Executive Committee to meet with it via teleconference when members of the Steering Committee believe it may be desirable to do so.
- (b) Meetings of the Steering Committee shall be moderated by the International Coordinator or one of the IPEN Co-Chairs.
- (c) The Steering Committee may invite additional individuals from IPEN Participating Organizations to participate in its meetings as observers, without the right to vote.

### **3.6. Decision-making**

- (a) Unless provided otherwise by this Article, the presence of a majority of Steering Committee members constitutes a quorum for purposes of Steering Committee decision-making.
- (a) The Steering Committee shall make every reasonable effort to decide all issues before it by consensus. However, if all efforts at consensus have been exhausted, and consensus cannot be reached, then, upon the motion of one of the Co-Chairs, the issue shall be decided by a two-thirds majority of Steering Committee members present and voting.

## **Article 4** **Executive Committee**

### **4.1. Mandate and Functions**

- (a) The IPEN Executive Committee shall serve as the governing body of the IPEN legal entity and in any other capacities identified in this Governance Document or requested by the General Assembly. As governing body of the IPEN legal entity, members of the Executive Committee shall be bound by the legal and fiduciary obligations to IPEN and the General Assembly that are required by the jurisdiction(s) in which IPEN incorporates.
- (b) The Executive Committee shall:
  - (1) Develop, in compliance with applicable law and in a manner consistent with this Governance Document, a corporate charter and governing instrument (i.e., statutes or bylaws) for the purpose of establishing the IPEN legal entity. The governing instrument, and any subsequent modifications to it, shall be subject to approval by the General Assembly;
  - (2) Approve the annual operating budget, and manage and account for the funds of the IPEN legal entity, in accordance with the corporate statutes or bylaws and applicable law;
  - (3) Ensure that independent auditing of the IPEN legal entity is conducted in compliance with applicable law, including presentation of an annual auditor's report to the General Assembly;
  - (4) Present an annual report on its activities to the General Assembly;

- (5) Oversee the administrative operations of the IPEN Secretariat, including by evaluating its performance and approving the establishment or discontinuance of Secretariat staff positions;
- (6) In consultation with the Steering Committee, appoint IPEN advisors to the Secretariat and approve their terms of reference;
- (7) In consultation with the Steering Committee, hire, evaluate and, if necessary, discipline or dismiss the International Coordinator;
- (8) Assist in IPEN fundraising;
- (9) Nominate Co-Chair candidates for final approval by the General Assembly;
- (10) Make recommendations to the General Assembly concerning the possible revocation of an NGO or CSO's status as an IPEN Participating Organization;
- (11) Settle disputes relating to: (i) a Participating Organization's voting rights in the General Assembly and (ii) governance of the IPEN legal entity;
- (12) Exercise any other powers required under applicable law of the jurisdiction(s) in which the IPEN legal entity is incorporated; and
- (13) Perform any other functions requested by the IPEN General Assembly that further the aims and objectives of IPEN and are consistent with this Governance Document.

#### **4.2. Composition and Terms of Service**

- (a) The Executive Committee shall consist of the two IPEN Co-Chairs plus six additional members nominated by the Steering Committee and elected by the General Assembly. When nominating Executive Committee members, the Steering Committee shall take into account the desirability for balance of representation among geographical regions, national industrial development levels, genders, and areas of expertise.
- (b) If the General Assembly rejects the Steering Committee's proposed list of nominees, the Steering Committee shall review the reasons given for the rejection, modify its proposal, and submit a revised list of nominees to the General Assembly.
- (c) If the General Assembly rejects the revised list of nominees, then the General Assembly shall vote on the individual nominees named in the revised list. The Executive Committee shall be comprised of all nominees who receive affirmative votes from at least three-fourths of General Assembly members casting a vote.
- (d) If a position on the Executive Committee becomes vacant, the Steering Committee may nominate a replacement member to the General Assembly, which shall approve or reject the nominee using the procedures above.
- (e) Each Co-Chair shall serve as an Executive Committee member for the length of her or his term as Co-Chair. For the other members serving as the first Executive Committee elected pursuant to this Governance Document, half shall serve for an initial term of 18 months and half shall serve for an

initial term of 24 months. Thereafter, all Executive Committee members other than the Co-Chairs shall be elected for 24 month terms. Executive Committee members may be re-elected for successive terms; however, the recruitment of new, qualified Executive Committee members should be encouraged.

(f) The IPEN Co-Chairs shall serve as the Co-Chairs of the Executive Committee. Other officers of the Executive Committee shall be nominated and elected by the Executive Committee in accordance with the governing instrument of the IPEN legal entity, and rules of procedure the Executive Committee may adopt, and the applicable law of the jurisdiction(s) in which the IPEN legal entity is incorporated.

(g) Members of the Executive Committee may concurrently serve on the IPEN Steering Committee. In those situations in which the Steering Committee and the General Assembly believe it may be desirable, qualified individuals who are not members of an IPEN Participating Organization may be nominated and elected to serve on the Executive Committee.

#### **4.3. Meetings**

Meetings of the Executive Committee shall be held at IPEN Conferences or other venues, or via teleconference. The Executive Committee shall convene an annual meeting as specified in the bylaws or statutes of the IPEN legal entity. Special meetings of the Executive Committee should be convened by the Co-Chairs at least three times per year, or upon the request of half of the Executive Committee members. The Executive Committee may invite the Steering Committee to meet with it via teleconference when the Executive Committee believes it may be desirable to do so. The Executive Committee shall provide an annual report, including an accounting of the financial activities of the IPEN legal entity, to the General Assembly.

#### **4.4. Decision-making**

(a) The presence of a majority of Executive Committee members constitutes a quorum for purposes of Executive Committee decision-making, unless applicable law establishes a different quorum requirement, in which case the requirement of applicable law shall prevail.

(b) The Executive Committee shall make every reasonable effort to decide all issues before it by consensus. However, if all efforts at consensus have been exhausted, and consensus cannot be reached, then, upon the motion of an Executive Committee member, the issue shall be decided by a simple majority of Executive Committee members present and voting except as provided in subparagraph (c).

(c) The following decisions by the Executive Committee shall require a three-fourths vote by those Executive Committee members present and voting:

- (1) Recommendations to revoke an NGO's status as an IPEN Participating Organization; and
- (2) Disputes over an IPEN Participating Organization's voting rights in the General Assembly.

#### **4.5. Commitment to Participate**

When the Steering Committee nominates someone to serve on the Executive Committee, it should do so with the understanding that the nominee will assume a responsibility to IPEN as a whole.

Moreover, members of the Executive Committee will assume legal and fiduciary obligations to IPEN and the General Assembly, as required by the jurisdiction(s) in which IPEN is incorporated. Those nominated to the Executive Committee should be provided with a sufficient mandate from their organizations to enable them to function effectively and dynamically on the Executive Committee.

## **Article 5** **Co-Chairs**

### **5.1. Functions**

In addition to their role as Co-Chairs of the Executive Committee, the IPEN Co-Chairs shall work closely with the IPEN International Coordinator, the Steering Committee, and other IPEN bodies to:

- (1) ensure the effectiveness of IPEN;
- (2) enhance the capacity of IPEN to achieve its objectives; and
- (3) represent IPEN at international, regional, and national forums.

### **5.2. Appointment and Terms of Service**

- (a) The two IPEN Co-Chairs should reflect IPEN's diverse, global character.
- (b) Candidates for Co-Chairs shall be nominated by the Executive Committee on the recommendation of the Steering Committee. A selection process shall be undertaken by a Search Sub-Committee, which shall consist of members selected from the Executive Committee and Steering Committee. The Search Sub-Committee shall identify qualified individuals from IPEN Participating Organizations in good standing and propose them to the Steering Committee for its consideration and possible endorsement. If the Steering Committee endorses the candidate(s), the Executive Committee may nominate the candidate(s) for final approval by the General Assembly.
- (c) The Co-Chairs shall be appointed to a two-year term with the possibility of renewal for one additional term, subject to the recommendations of the other members of the Executive Committee and the Steering Committee, and the approval of the General Assembly.

## **Article 6** **Secretariat and International Coordinator**

The IPEN Secretariat shall consist of an International Coordinator serving as the Secretariat's General Manager, and any support staff. As opportunity provides and as directed by the Executive Committee, the Secretariat may expand to include advisory positions.

### **6.1. Supervision**

- (a) The International Coordinator shall report to, and be supervised by, the Executive Committee, through the Co-Chairs. The Executive Committee, in consultation with the Steering Committee, shall be responsible for hiring the International Coordinator, and for the extension and/or termination of the International Coordinator's employment agreement.

- (b) Administrative or support staff of the Secretariat shall report to, and be supervised by, the International Coordinator.
- (c) Other members of the Secretariat, such as advisors, shall work in close collaboration with, and be responsible to, the International Coordinator, the Executive Committee, and/or the Co-Chairs, as provided in their respective terms of reference.
- (d) The Executive Committee shall undertake an evaluation and assessment of the International Coordinator and the Secretariat every two years. The evaluation shall include an email survey of the Executive Committee, the Steering Committee, and IPEN Participating Organizations. After considering the evaluation, the Executive Committee shall take any actions it believes are appropriate.

## **6.2. Functions**

The International Coordinator shall fulfill the tasks defined in the International Coordinator's terms of reference, including:

- (1) work with the IPEN Co-Chairs, Executive Committee, and Steering Committee to enhance the capacity, effectiveness, and fundraising efforts for IPEN activities, including activities of IPEN working groups;
- (2) arrange for the management and accounting of all funds received and disbursed by IPEN;
- (3) review applications for IPEN membership and manage the roster of IPEN Participating Organizations;
- (4) periodically invite Participating Organizations to provide informal feedback at any time to the Steering Committee concerning the effectiveness of IPEN processes and bodies;
- (5) report to the Executive Committee and Steering Committee on a regular basis regarding the International Coordinator's activities, the state of IPEN fundraising proposals and capacity building efforts, and the progress of IPEN working groups; and
- (6) carry out any other duties that may be required by the Executive Committee or that are provided in this Governance Document.

## **Article 7** **Regional Hubs**

Regional Hubs are IPEN Participating Organizations that act as information, organizing, and administrative centers for POPs-related activities within a particular geographical area.

### **7.1. Establishment**

- (a) Participating Organizations that are serving as regional hubs at the time of adoption of this Governance Document shall continue to serve as regional hubs, subject to Subparagraph (c) below.
- (b) In consultation with the International Coordinator, and with the Steering Committee and Participating Organizations in the region, the Executive Committee may establish and appoint additional regional hubs.

(c) If the Executive Committee concludes, after consulting with the International Coordinator and Participating Organizations in the region, that an existing regional hub should be replaced, or if an existing regional hub notifies the Executive Committee or International Coordinator that it would like to be replaced, then the Executive Committee shall make arrangements to identify and appoint a new hub for the region in question.

## **7.2. Functions**

Each regional hub shall:

- (1) provide, within its resources, assistance to IPEN Participating Organizations in its region to help enhance their capabilities and effectiveness;
- (2) facilitate communication and coordination among IPEN Participating Organizations in its region;
- (3) assist in efforts to mobilize resources for IPEN Participating Organizations in its region; and
- (4) for hubs in regions where an official United Nations language other than English is commonly spoken or understood by NGOs, facilitate translation and dissemination of important information into the common regional language.

## **7.3. Review and Evaluation**

The Executive Committee, in consultation with the International Coordinator and the Steering Committee, shall develop a process for conducting periodic review and evaluation of the regional hubs.

# **Article 8**

## **Working Groups**

IPEN working groups focus on activities directly related to the implementation of the Stockholm Convention and the SAICM.

### **8.1. Membership**

Membership in IPEN working groups is open to all IPEN Participating Organizations. A list of members of each working group shall be posted on the IPEN website.

### **8.2. Functions**

Working groups provide a forum for Participating Organizations to develop and implement joint, coordinated activities focused on specific implementation aspects of the Stockholm Convention and the SAICM.

### **8.3. Decision-making**

Each working group may determine its own leadership structure and operating procedures, provided they are consistent with this Governance Document and the IPEN Stockholm and Dubai Declarations.

#### **8.4. Representation on Steering Committee**

Each working group shall be encouraged to nominate a member to participate in the Steering Committee.

#### **8.5. Work Plans**

(a) Each working group shall develop a work plan to provide the basis for collective action by the respective working group and its Participating Organizations. Work plans may focus on policy development, research, short-term and long-term campaigns, outreach, media and messaging, and other relevant activities. Each working group should indicate in its work plan how it intends to share information about its activities with the IPEN Steering Committee, Executive Committee, General Assembly, and other IPEN bodies.

(b) Work plans shall be reviewed by the International Coordinator, in consultation with the Co-Chairs, to ensure their consistency with IPEN aims and objectives. If the International Coordinator identifies a potential problem, the International Coordinator shall consult with the Executive Committee and Steering Committee for guidance, and then discuss the issue with the chair(s) of the working group. If the working group, through the working group chair(s), disagrees with the opinion of the International Coordinator on the work plan, the working group can raise the issue with the Executive Committee or Steering Committee.

(c) The Steering Committee is encouraged to provide comments, suggestions, and outreach to facilitate the implementation of work plans.

#### **8.6. Working Group Evaluation**

Each working group shall establish an evaluation process to ensure effective governance and the fulfillment of its work plans and activities.

#### **8.7. Fundraising**

Working groups should collaborate with the IPEN International Coordinator to develop and coordinate fundraising strategies and proposals.

### **Article 9**

#### **Adoption and Further Development of Governance Document**

##### **9.1. Date of Effect**

This Governance Document shall take effect upon its adoption by the General Assembly.

##### **9.2. Amendments**

In view of experiences that may be gained over time, the Executive Committee, in consultation with the Steering Committee, may recommend amendments to this Governance Document, which shall take effect upon their approval by the General Assembly.

##### **9.3. Additional Guidelines**

Any IPEN body identified in this Governance Document may, if it so decides, develop additional guidelines, rules of procedure, or other instruments, procedures, or practices that may be needed to allow it to fulfill its functions effectively, provided that such instruments, procedures, and practices are consistent with this Governance Document.