

**The ICCA
Consortium**

ICCA CONSORTIUM GOVERNANCE PROCEDURES

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INTRODUCTION

The Association ICCA Consortium (hereafter ‘ICCA Consortium’ or ‘Association’) is a non-profit association registered under the Swiss Civil Code. Its membership is comprised of Members (organisations) and Honorary members (individuals). The ICCA Consortium’s mission is to promote appropriate recognition and support for territories and areas conserved by Indigenous Peoples and local communities (abbreviated as “ICCA—territories of life”) at local, national and international levels.

The present document in part replaces what were formerly known as the Operational Guidelines (2019). It focuses on procedures related to the ICCA Consortium’s main governance bodies, including the three organs identified in the Statutes:

- a) the General Assembly, the highest authority and governing body of the Association, composed of all its Members in good standing (see Section 1);
- b) the Council, the second-highest governance body, which provides high-level guidance and strategic leadership and direction on behalf of the Association’s membership in between meetings of the General Assembly (see Sections 2 and 3); and
- c) the Auditor of Accounts, who checks the operating and annual accounts prepared by the Council and presents a written and detailed report to the General Assembly (see Section 4).

The Governance Procedures are supplementary to and support implementation of the Association’s Statutes (2021). They complement and should be read alongside other organisational documents such as the Strategic Plan (June 2017), Membership Policy and Procedures (2021), Gender Policy (October 2018), Policy on Defending Territories of Life and their Defenders (October 2018) and others that may be developed in the future.

After it was drafted by the Council and underwent a consultation period with the full membership, the first version of this document was approved by the 17th General Assembly on 9 June 2021. A revised version was approved by the ICCA Consortium’s Council in March 2023, with changes to the regional representatives for Africa in the Council composition (Section 2.2). In conjunction with the 19th General Assembly in 2023, the Council composition (Section 2.2) was further revised to include a new regional representative for Latin America.

1. THE GENERAL ASSEMBLY

According to Article 7 of the Statutes (2021), “[t]he General Assembly is the highest authority and governing body of the Association and is composed of all its Members in good standing.”

According to the Membership Policy and Procedures (2021), a Member in good standing fulfils both of the following conditions: (1) completes the triennial membership review in a timely and satisfactory manner; and (2) contributes at least one form of voluntary collective action in support of the ICCA Consortium’s mission (‘in-kind contribution’) each calendar year or between General Assemblies, whichever comes first, and communicates or otherwise confirms this contribution at least two weeks before a General Assembly in order to participate in that Assembly.¹

1.1. Powers

According to Article 8 of the Statutes (2021), the powers of the General Assembly are to:

- Designate the Council and approve members thereof;
- Note the annual reports and accounts and make relevant decisions as appropriate;
- Approve the annual plan and budget for the subsequent year;
- Decide about the admission or exclusion of Members as needed in line with relevant supplementary policies and procedures;
- Supervise the activities of other organs and bodies, powers of which it can revoke for serious reasons in the best interest of the Association;
- Consider and make relevant decisions as appropriate on other issues as requested by the Council;
- Designate the Auditor of Accounts and Ombudsperson;
- Decide all changes to the Statutes; and
- Decide on the dissolution of the Association.

1.2. Procedures

1.2.1. Frequency, timing, format and location

The General Assembly meets every year at the call of the Council.² It shall be held within the six months following the financial year’s end as required by Art. 699 para. 2 of the Swiss Code of obligations (and Art. 69b of the Swiss Civil Code by analogy).³

The General Assembly shall generally be held online to reduce costs and travel emissions and efforts shall be made to make it as accessible as possible. The General Assembly may occasionally be held physically in person or using a hybrid approach with small in-country or regional gatherings along with an online global gathering when it is deemed desirable and safe to do so. The Council is responsible for deciding on its format and location with the technical and

¹ Members (organisations) are defined in Part I (Membership Policy), Section 1.1 (Members) of the ICCA Consortium’s Membership Policy and Procedures (2021). For more details about conditions for a Member to be in good standing for a General Assembly, including two exceptions to the first condition and examples of collective action (‘in-kind’) contributions, refer to Part II (Membership Procedures), Section 2.2 (Responsibilities of Members) of the Membership Policy and Procedures (2021).

² Refer to Sections 2 and 3 of the present document for procedures concerning the Council.

³ According to Article 14 of the Association’s Statutes (2021), since its fiscal year is from 1 January-31 December (the Gregorian calendar year), the General Assembly must be held by 30 June of the following year.

administrative support of the Secretariat.⁴ If/when an Assembly is held in-person or with a hybrid format, the membership is encouraged to make suggestions of viable locations and offer to co-host or co-organise the Assembly.

In deciding the format and location of each General Assembly, the Council shall consider factors such as rotation between geographical regions and working languages, physical and logistical accessibility, appropriateness of facilities, environmental and social impact, political and legal context, public health and safety, financial cost and presence of and opportunities to support active Members. The Council shall decide on the tentative location and dates of any in-person General Assembly at least six months and preferably one year in advance to enable the necessary logistical preparations.

1.2.2. Notification

The Secretary of the Council shall submit the call for the General Assembly electronically to the full membership with as much notice as possible – a minimum of six weeks in advance if it will be held online and at least four months in advance if it will be held in person. The Secretary must submit a preliminary agenda of the General Assembly to the membership at least ten working days before the start of the Assembly (Article 7, Statutes 2021).

1.2.3. Consultations

Members and Honorary members shall be consulted and invited to discuss proposed decisions and documents as needed via electronic means in order to prepare for the General Assembly. The President, Vice President or Secretary of the Council shall call for such electronic consultations either directly or upon request of two other members of the Council.

1.2.4. Chair

The President or Vice President of the Council shall chair the General Assembly. In the absence of both the President and Vice President, the Members in good standing physically present, voting by proxy, or participating via electronic means shall elect a chair for that meeting (Article 7, Statutes 2021).

1.2.5. Quorum and decisions

According to Article 7 of the Statutes (2021), a General Assembly is valid and has quorum if at least one-fifth Members in good standing are in attendance for the required decisions.⁵

According to Article 9 of the Statutes (2021), decisions of the General Assembly are taken by consensus, building upon the advice of all Members and Honorary members willing to contribute constructively.

Consensus has been achieved when there is general agreement as well as an explicit lack of disagreement about a specific decision. Reasonable measures should have been taken to respond to any objections raised. This agreement should follow extensive efforts to engage deeply with the issues and interests at hand, finding creative responses to differences and discussing the

⁴ The Secretariat (<https://iccaconsortium.org/index.php/secretariat-en>) is the management body of the Association. It also provides technical, logistical and administrative support to the governance bodies and procedures elaborated in the present document. As the Secretariat is not a governance body itself and it is completely distinct from the Council and other governance bodies, it is not defined or considered in detail in the present document.

⁵ It is possible that quorum might be met for some decisions and not others if an Assembly is held over more than one day or held electronically with changes in the number of Members participating. Only the decisions where there is quorum at the particular time of discussion and decision shall be deemed as valid.

views and concerns of all relevant parties. This should lead to a full understanding of the implications of a proposed course of action.

When the General Assembly needs to consider a document or decision for approval or otherwise, the Chair shall facilitate an open discussion and seek consensus among all Members and Honorary members in good standing. In the event of any objections, extensive efforts are made to understand and collectively resolve them, including through potential modifications to the proposed decision or course of action. The Chair may use different tools or technologies to ascertain whether consensus has been reached, depending on whether the General Assembly is held online or in-person or a combination thereof. Once consensus appears to have been reached, the Chair shall ask for a Member in good standing to propose a motion and another Member in good standing to second it, offer a final chance to voice any major concerns or opposition, and then confirm the approval of the decision by consensus.

If a decision cannot be made by consensus but must be taken for the good of the Association, it is valid only when approved by a supermajority (two-thirds) of Members in good standing present, voting by proxy or participating via electronic means.

A report from the General Assembly will be submitted to the Members as soon as possible after the meeting, clearly specifying all major decisions and agreements.

1.2.6. Participation

All Members and Honorary members in good standing are invited and encouraged to participate in the General Assembly and contribute to consensus-building in a constructive manner while respecting the rights of Members in good standing in the event of a deciding vote. If a Member is not contributing constructively to deliberations or if they are actively undermining the proceedings or violating the code of ethical conduct contained in the Membership Policy and Procedures (2021), the chair of the General Assembly may ask them to excuse themselves or may remove them if necessary.

When organising the General Assembly, efforts will be made to accommodate diverse time zones and have simultaneous interpretation in the main languages of the Association (English, Spanish and French). Members and Honorary members may participate in the General Assembly physically (if the Assembly is held in person) or electronically through a prearranged online platform.

One or more individuals participating in a General Assembly on behalf of a Member in good standing must be designated as the appropriate representative(s) for that purpose by the leadership of their community or organisation. This should be communicated in their registration for the Assembly and no later than one week before the start of the Assembly. In the event of a vote, only one representative per Member may participate in the vote. A Member in good standing may also contribute to decision-making through written proxy of another Member in good standing; this should be communicated in their registration for the Assembly and no later than one week before the start of the Assembly.

Where funding is available for an in-person or hybrid format, regional assemblies (where applicable) will be asked to help nominate representatives from each region to participate in the General Assembly. All efforts will be made to ensure fairness and consistency in the selection of funded participants, including considerations such as focusing on different regions on a rotational basis depending on the location.

If Members and Honorary members are not able to participate in real-time, whether in person or remotely, they may share their views in writing in advance as a contribution to the discussions.

If they raise any serious concerns or objections to proposed decisions, they must do so with sufficient time and intention to discuss and address them beforehand in order to facilitate consensus-based decisions during the Assembly itself. If a Member or Honorary member raises a concern before a General Assembly but does not make a reasonable effort to address it sufficiently in advance and does not participate in the General Assembly, their views may not be considered adequate or sufficient to hold up the rest of the proceedings.

1.2.7. Observers

The Council may invite people outside of the membership to attend the General Assembly as observers without the right to participate in decision-making. Any observers should be disclosed at the start of the General Assembly or the session in which they participate for the sake of transparency.

1.3. Extraordinary General Assemblies

According to Article 7 of the Statutes (2021), if major decisions are required in the intervening period between Ordinary General Assemblies, an Extraordinary General Assembly may be called by the Council or at the request of at least one-fifth of the Members in good standing. An Extraordinary General Assembly shall be convened in the same manner as the General Assembly and has the same powers as the General Assembly, as stated in Articles 7-9 of the Statutes (2021).

1.4. Regional Assemblies

As part of the ICCA Consortium's ongoing regionalisation process, Members and Honorary members in each region are encouraged to self-organise and hold regional level assemblies online, in-person or a combination thereof.⁶ Regional assemblies shall contribute to the work of the ICCA Consortium as a global association and shall be held in accordance with the Association's Statutes (2021), Governance Procedures (2021), Membership Policy and Procedures (2021) and other relevant organisational policies and procedures.

The preparations, agenda, procedures and other modalities for regional assemblies shall be discussed in an open and inclusive manner by all Members and Honorary members in good standing in that region. As with General Assemblies, decisions of regional assemblies are taken by consensus, building upon the advice of all Members and Honorary members willing to contribute constructively.

Regional assemblies are an opportunity for Members and Honorary members to discuss and share current work and challenges and to co-design and identify priorities and plans for the ICCA Consortium in the region, in coordination with the global Council and Secretariat. Among other things, regional assemblies could be used to:

- Enhance solidarity and a sense of connection within the membership in the region;
- Review and identify priorities and ways to strengthen the membership, collaboration, partnerships, fundraising and other processes to support the ICCA Consortium's work and context-specific priorities in the region;

⁶ The regionalisation process is unfolding in diverse ways around the world. The ICCA Consortium supports its membership to self-define appropriate regions in a flexible manner, considering variables such as cultural, linguistic, ecological, historical and other connections, and to self-identify the regions with which they affiliate. In some regions, the membership has self-organised regional councils and regional assemblies; in others, the membership base or 'region' is still in an embryonic stage. This section on regional assemblies is intentionally brief and flexible to provide for the wide range of contexts in the membership; it is expected to be reviewed and revised over time as the regionalisation process continues.

- Discuss, prioritise and plan for the ICCA Consortium’s thematic and cross-cutting streams of work (documenting, sustaining and defending territories of life, gender equality, and youth and intergenerational relations) in the region;
- Review draft organisational policies and procedures of the Association, provide inputs to draft strategic plans and annual plans, and engage in other processes as requested by the (global) Council and/or in preparation for a General Assembly;
- Review and advise the Membership Committee, Council and/or Ombudsperson on matters concerning Member applications and Honorary member nominations from the region, as well as complaints and grievances concerning the membership in the region, as requested by the Council, Membership Committee and/or Ombudsperson; and
- Monitor and provide constructive feedback on the functioning of national focal points and regional coordination teams in the Secretariat.

Regional assemblies are also important for inclusive and representative decision-making at the regional level. In particular, they shall identify and agree by consensus any nominations of regional representatives in the global Council before submitting them to the General Assembly for election.⁷ Regional assemblies may also consider and take decisions on the following topics:

- Formation of a regional council and election of relevant representatives (see Section 2.8);
- Nomination of members of the Executive Committee or thematic representatives in the (global) Council; and
- Nomination of representatives from the region for funded participation in the General Assembly if it will be held in-person or in a hybrid format (see Section 1.2.6 above).

Key outcomes of regional assemblies shall be shared with the full membership of the ICCA Consortium and with the (global) Council and/or General Assembly.

2. THE COUNCIL

According to Article 6 of the Statutes (2021), the Council is one of the three organs of the Association. The Council is the second-highest governance body after the General Assembly. It is a diverse and representative body that provides high-level guidance and strategic leadership and direction on behalf of the Association’s membership in between meetings of the General Assembly.

2.1. Powers

According to Article 11 of the Statutes (2021), the Council has the power to:

- Provide high-level guidance and strategic leadership and direction for the Association on an ongoing basis and contribute to the development and review of strategic plans;
- Ensure adherence to the Association’s Statutes and organisational policies and procedures and take the appropriate measures to achieve the Association’s purpose;
- Call for and convene General Assemblies and Extraordinary General Assemblies;
- Review and propose necessary or otherwise relevant changes to the Statutes and table them for approval by the General Assembly;

⁷ Refer to Section 2.2. in the present document for details of the composition of the (global) Council and Section 2.4 for nomination and election procedures for the (global) Council. Indigenous and community representatives of *bona fide* custodians of territories of life, including women and youth, are particularly encouraged to stand for nomination.

- Review, oversee preparation of and approve non-statutory organisational policies and procedures and any changes thereto;⁸ and
- Consider and provisionally confirm nominations for the Council of Elders.

2.2. Composition

According to Article 10 of the Statutes (2021), the Council is composed of a minimum of seven and a maximum of thirty individuals chosen from among Member representatives and Honorary members.

According to the Statutes, the Council must include at minimum a President, Secretary and Treasurer. The Council should also include a Vice President (recognised alongside the President as potential Chair of the General Assembly in Article 7 of the Statutes, 2021) and Chair of the Membership Committee (in line with the Membership Policy and Procedures, 2021). Together, these five positions comprise the Executive Committee of the Council (see Section 3.1).

In addition to the members of the Executive Committee, the Council includes a number of positions responsible for representation of specific regions and of specific thematic and cross-cutting streams of work of the ICCA Consortium.⁹

The Council includes the following positions, which will continue to evolve as part of the ICCA Consortium's ongoing regionalisation process:

1. President;
2. Vice President;
3. Secretary;
4. Treasurer;
5. Chair of the Membership Committee;¹⁰
6. Thematic representative for documenting territories of life;
7. Thematic representative for sustaining territories of life;
8. Thematic representative for defending territories of life;
9. Thematic representative for gender equality¹¹;
10. Thematic representative for youth and intergenerational relations¹²;
11. Regional representative for East Africa;
12. Regional representative for Southern Africa;
13. Regional representative for Central Africa;
14. Regional representative for West Africa;

⁸ Preparation of non-statutory policies and procedures may be delegated to the Executive Committee or to the Secretariat with direct oversight from the Executive Committee. "Non-statutory organisational policies and procedures" refers to any organisational policies and procedures of the ICCA Consortium other than the Statutes; examples include the Gender Policy (2018), Policy on Defending Territories of Life and their Defenders (2018), Membership Policy and Procedures (2021) and the present Governance Procedures (2021). The Statutes are the only organisational policy that can only be approved by the ICCA Consortium's General Assembly (see Article 8 of the Statutes). After approving non-statutory policies or procedures (particularly entirely new documents or substantive revisions to existing documents), the Council may also submit them to the next General Assembly thereafter for acclamation to confirm the full support of the membership at large.

⁹ Through the ongoing regionalisation process, the ICCA Consortium supports its membership to self-define appropriate regions in a flexible manner, considering variables such as cultural, linguistic, ecological, historical and other connections, and to self-identify the regions with which they affiliate. The 'regions' listed in the Council composition are not fixed or mutually exclusive and are expected to be adapted over time as the membership grows and as the regionalisation process continues.

¹⁰ These first five positions also comprise the Executive Committee. See Section 3.1 for more information.

¹¹ In line with the ICCA Consortium's Gender Policy (2018).

¹² In line with the 15th General Assembly's decision to strengthen representation and engagement of youth.

15. Regional representative for North Africa;
16. Regional representative for Madagascar and the Indian Ocean islands;
17. Regional representative for West and Central Asia and the Caucasus;
18. Regional representative for Europe;
19. Regional representative for the Circumpolar Arctic;
20. Regional representative for South Asia;
21. Regional representative for East and North Asia;
22. Regional representative for Southeast Asia;
23. Regional representative for East Austronesia and the Pacific islands;¹³
24. Regional representative for North America (subarctic, temperate and subtropical regions);
25. Regional representative for Latin America;
26. Regional representative for Mesoamerica and the Caribbean;
27. Regional representative for the Amazon;
28. Regional representative for the Andes and Southern Cone;
29. Thematic or regional representative to be determined as needed in the future; and
30. Thematic or regional representative to be determined as needed in the future.

Council members may only assume responsibility for one position (i.e., they cannot hold two positions simultaneously, unless requested on a temporary basis in extenuating circumstances).

The composition of the Council (and of the Executive Committee within that) should reflect the cultural and regional diversity of the Association.¹⁴ A strong emphasis is placed on strengthening representation of *bona fide* custodians of territories of life and more generally, those who self-identify as Indigenous or are from a local community. At least 40 per cent (striving for at least 50 per cent) of Council members should be women and/or gender minorities. Youth are encouraged to stand for other Council positions in addition to the thematic representative for youth and intergenerational relations.

2.3. Responsibilities

Members of the Council are individuals of high integrity with proven experience with and commitment to territories of life and the Association's mission. They agree to engage as full volunteers, to exercise maximum goodwill, due diligence and ethical standards in their role and to respect and celebrate diversity, equity and inclusion, including within the Council. In addition to the powers listed above (Section 2.1), Council members shall strive to maintain regular communication with each other and with the membership and Secretariat and to participate actively in meetings and deliberations of the Council and its subsidiary bodies, of General Assemblies and of relevant regional and thematic and cross-cutting streams of work. At the same time, it is also necessary to have a compassionate and solidarity-based approach and calibrate expectations of their responsibilities in the Council with the realities of their many other commitments in their day-to-day lives and their work in support of territories of life.¹⁵

The general responsibilities of Council members are to:

- Serve as an ambassador for the Association and promote ICCAs—territories of life nationally, regionally and/or internationally as applicable;

¹³ Including Micronesia, Melanesia, Polynesia and Australia.

¹⁴ The Secretariat will endeavour to provide translation and interpretation support in at least the Association's three main working languages (English, Spanish and French) for the effective functioning of the Council and its subsidiary bodies.

¹⁵ Modest financial support for Council members' operational expenses (such as access to internet) may be considered on a case-by-case basis and subject to available resources, if they do not otherwise have the means and would not otherwise be able to participate effectively or fulfil their responsibilities.

- Undertake the necessary preparations for General Assemblies and Extraordinary General Assemblies, including preparation of relevant documents and draft decisions, in a timely manner;
- Contribute to the process of soliciting and considering nominations for new Council members and, if deemed necessary for the functioning of the Association, provisionally approve nominees for certain Council positions to serve on an interim basis between General Assemblies;
- Endorse and ensure the timely submission of an annual programme of proposed activities and budget to the General Assembly in close collaboration with the Secretariat;
- Endorse and ensure the timely submission of relevant reports of activities and of the accounts to the General Assembly in close collaboration with the Secretariat;
- Monitor and oversee the implementation of decisions of General Assemblies and Extraordinary General Assemblies;
- Oversee the Secretariat's administration and management of financial and other resources in accordance with the Association's purpose, and provide relevant guidance and advice for risk mitigation and financial integrity¹⁶;
- Foresee and support all major organisational developments and changes (e.g., leadership transitions, regionalisation and growth processes, strategic directions and opportunities, etc.) in close collaboration with the Secretariat;
- Establish any standing or ad hoc committee or working group as needed and identify those responsible for carrying out specific initiatives and projects;
- Represent the Association in events or processes as requested by and in collaboration with the Secretariat; and
- Consider and make recommendations on how to address grievances or complaints when requested by the Membership Committee or Ombudsperson.

The Council may request technical support from the Secretariat with any of the above responsibilities, provided it does not create a conflict of interest with the Council's oversight function. The Council may also delegate certain responsibilities to an existing committee or working group or to a new ad hoc committee established for that purpose (for example, concerning preparations for the General Assembly).

The responsibilities and terms of reference of all Council members in general and specific to each Council position shall be further developed by the Executive Committee and/or Council (with technical support from the Secretariat as needed) and approved by the Council as supplementary appendices to the present Governance Procedures.

2.4. Nomination and Election Procedures

The General Assembly considers nominations and elections for all Council positions. Anytime a Council position is vacant, or the end of a current Council member's term is coming up (see Section 2.5 below), the General Assembly may consider nominations for that position.¹⁷ At least four months before an expected General Assembly (preferably at the same time as the notification of the General Assembly), the Secretary of the Council shall inform the membership of all Council positions that will be available for nominations to enable careful consideration and preparation of nominations, including through regional assemblies (see Section 2.4.1). Overall, the timing of Council nominations and elections should be staggered to ensure continuity, consistency and institutional memory and avoid too much turnover at the same time.

¹⁶ This responsibility may also be delegated to or shared with the Executive Committee.

¹⁷ As stated in Section 1.3, an Extraordinary General Assembly may be convened if major decisions are required in the intervening period between General Assemblies. An Extraordinary General Assembly could be convened, for example, to fill Council vacancies for positions such as President, Secretary and Treasurer.

To stand for election for a Council position, a person must be nominated by: (a) a minimum of two existing ICCA Consortium Members in good standing; or (b) one Member in good standing and one existing member of the Council. The person standing for nomination cannot nominate themselves. Nominators are not disclosed publicly.

Members of Indigenous Peoples and local communities (especially those who are *bona fide* custodians of territories of life), women, gender minorities, elders and youth are particularly encouraged to stand for nomination to strengthen diversity, representation and intergenerational relations in the Council.

A nomination must be submitted by one of the nominators to the Secretariat at least four weeks before the start of the General Assembly with the following information in writing:

- The nominated person's name and intended position;
- A brief biography of the nominee, emphasising experience and commitment related to ICCAs—territories of life and disclosing any potential conflicts of interest or other concerns that might conflict with the ICCA Consortium's code of ethical conduct¹⁸;
- Endorsement of the nomination by a minimum of two existing ICCA Consortium Members in good standing, or by a Member in good standing and an existing member of the Council;
- Clarification of the reasons for the nomination and the process through which the nomination was considered, where relevant (e.g., see Section 2.4.1 for special considerations for nomination of regional representatives); and
- Confirmation of the nominee's understanding of the position and willingness to stand for nomination and accept the position and accompanying responsibilities if elected by the General Assembly.

Upon receipt of nominations, the process is as follows:

- The Secretariat will review all nominations received by the deadline to check for completeness and validity, request any further information required and inform the Council's President and Secretary of the full list of nominations.
- If two or more individuals are nominated for the same position, it is desirable to seek consensus between them and with other relevant bodies (such as the Council¹⁹) about which nominee would be best suited for the position at that time to avoid direct competition during the General Assembly and/or a desirable arrangement to share tasks or otherwise support the involvement of all who wish to be involved. Failing that, both/all nominees may be put forward to the General Assembly for a decision in accordance with the Assembly's regular decision-making procedures.
- The Secretariat will upload all complete and valid nominations on the ICCA Consortium's website and circulate them in the membership mailing list as part of preparations for the General Assembly.
- The Secretary of the Council shall include Council nominations in the agenda of the General Assembly.
- The General Assembly shall consider nominations for each Council position at the appropriate point of the agenda. Each one should include: an overview of the Council position and nominee(s); self-introduction by the nominee(s) and/or presentation of their brief biography/ies; questions posed to the nominee(s) if they are present in-person or online; confidential consideration of the nominee(s) by the General Assembly without them present (either physically in person or in a virtual meeting room); a decision of the

¹⁸ The code of ethical conduct is included in the Membership Policy and Procedures (2021).

¹⁹ If an existing Council member is one of the nominators, they may only participate in such deliberations within the Council if they declare their potential conflict of interest and if they are able to participate objectively and in good faith in their capacity as a Council member (not as a nominator). They may be recused from the deliberations if they are unable to do so.

General Assembly in line with the relevant procedures; and welcoming the nominee(s) back into the meeting to inform them of the result.

- Nominees who are successfully elected assume responsibility for their positions immediately and are assisted by the Council and Secretariat to familiarise themselves with their respective positions, the Council and relevant procedures.

Council positions may remain vacant until they are filled by qualified nominees through the above procedures. The only exceptions are for the positions of President, Secretary and Treasurer, which are required under Swiss law and therefore must be filled. If any of these three positions is vacant but no complete nominations are received by the stated deadline before a General Assembly, additional efforts will be made to secure nominations up to one week before the start of the General Assembly. If such efforts are still unsuccessful, leading to continued vacancies in any of these three positions, they may be filled on an interim basis between intervening General Assemblies through nomination and provisional approval by the existing Council in order to ensure the continued functioning of the Association.

According to the Statutes, the Council must have a minimum of seven members. In case of insufficient nominations to meet this minimum number, the existing Council will nominate the vacant positions to the best of its judgement during the six weeks prior to the General Assembly when the election is scheduled. Any positions that remain vacant after the conclusion of the General Assembly may be filled on an interim basis until the next General Assembly or by co-option by the newly elected Council.

2.4.1. Nomination of regional representatives

Nominations of regional representatives in the Council shall be done by consensus of the Members in that particular region, building upon the advice of all Members and Honorary members willing to contribute constructively. Wherever possible, this shall be done through a regional assembly (see Section 1.4) as the most suitable decision-making platform at the regional level.

If a Member does not communicate their views on a proposed nomination of a regional representative in a meeting designated for that purpose or in writing within a reasonable timeframe afterwards, they are considered to have abstained and not to have opposed consensus.

If there are less than three Members in a region or if the Members in a region cannot reach consensus together, they are encouraged to consult with the Executive Committee, Council or Ombudsperson about their proposed nomination(s) before submitting it/them for consideration.

2.4.2. Nomination of Executive Committee members

Given the Executive Committee's role in the regular oversight and functioning of the Association (see Section 3.1), it is highly desirable for nominees for these positions to have at least one year, if not one full term, of prior experience in the Council.

2.5. Terms

Each position in the Council has a three-year term. One person may hold the same position in the Council for a maximum of three terms (a total of nine years). If a Council member wishes to stand for the same position for a second or third term, they shall do so through the regular procedure for Council nominations (see Section 2.4); they are encouraged to reflect their prior Council experience and contributions in their nomination and indicate if they are standing for a second or third term. The dates and timing of each Council member's term(s) shall be taken into account

when preparing for General Assemblies (or Extraordinary General Assemblies) and related Council nomination procedures.

2.5.1. Maximum number of terms and other positions

If a regional or thematic representative in the Council (i.e., not a member of the Executive Committee) has completed the maximum of three terms (nine years) in that position and is ready and willing to be nominated for a position in the Executive Committee, they are eligible to do so immediately. If elected through the normal procedures, the first term in the new position would 'reset' the three-term limit. A Council member is not eligible to stand again for the same position they have held for three terms and shall actively encourage and support others, including emerging leaders, to take up the position.

Members of the Executive Committee who complete the maximum of three terms (nine years) in their positions are not eligible to be nominated for other Executive Committee or Council positions and shall actively encourage and support others, including emerging leaders, to take up such positions.

2.6. Meeting procedures

The President is the chair of the Council. In the absence of the President, the Vice President shall chair meetings and in the absence of both, the Secretary shall chair meetings. The Council shall convene electronically at least twice a year through preferably every three to four months. Meeting minutes shall be recorded and kept on file by all Council members and the Secretariat. Council members shall exercise discretion and maintain confidentiality in their deliberations and work where appropriate.

The ICCA Consortium's Secretariat provides administrative and technical support, with the Global Coordinator reporting to each meeting and at any time between meetings upon request. When deemed necessary for their deliberations and decisions, the Council may also solicit and take into consideration additional views of the Council of Elders or of other Members and Honorary members in good standing.

Council decisions are taken by consensus, building upon the advice of all Council members willing to contribute constructively. Meetings and decisions of the Council are valid and have quorum if at least two-thirds of its existing members (including at least the President or Vice President) are in attendance or provide written inputs before or within a reasonable timeframe afterwards. If a Council member does not communicate their views on a proposed decision in a meeting or in writing, they are considered to have abstained and not to have opposed consensus.

If quorum is not reached during a meeting where a decision is proposed or if a decision is required between meetings, Council members are requested to communicate their views in writing within a reasonable timeframe to be determined by the chair.

If the Council is unable to decide by consensus, they shall seek the advice of the Council of Elders or of the Ombudsperson. In the unlikely event of a continuing deadlock even after seeking such advice, the Council shall decide by a simple majority vote of all members of the Council, with the President as the deciding vote if needed.

2.7. Other Considerations

2.7.1. Unexpected vacancies

If the position of President becomes vacant unexpectedly (for example, due to sudden resignation, serious and prolonged illness, or death), the Vice President shall act as President on an interim basis until the next General Assembly or Extraordinary General Assembly.

If another position in the Executive Committee becomes vacant unexpectedly, the Council may appoint a temporary replacement from within the existing Council to act on an interim basis until the next General Assembly or Extraordinary General Assembly.

In both cases, the regular nomination and election procedures for Council vacancies (Section 2.4) shall take place ahead of and at the next General Assembly or Extraordinary General Assembly. The person serving in an interim capacity may stand for nomination for that position.

2.7.2. Council members unable to fulfil responsibilities

A member of the Council who is inactive and unresponsive for more than six months, does not participate in three or more consecutive Council meetings without good reason, or is otherwise unwilling or unable to fulfil their responsibilities shall step down from their role voluntarily and/or upon request of the Executive Committee, after reasonable attempts to resolve any underlying issues with the Executive Committee and/or Ombudsperson. If this pertains to a Council member who is not part of the Executive Committee, a replacement shall be considered through the regular process for nomination and election of Council members. If this pertains to a member of the Executive Committee, a temporary replacement from the existing Council may be appointed on an interim basis to help fulfil the necessary responsibilities until the next General Assembly or Extraordinary General Assembly, where the regular procedures for nomination and election (Section 2.4) shall take place.

2.8. Regional Councils

As part of the ICCA Consortium's ongoing regionalisation process, Members and Honorary members in each region are encouraged to self-organise a regional council or other relevant name for a regional level governance arrangement or body. Regional councils shall contribute to the work of the ICCA Consortium as a global association and shall be organised and run in accordance with the Association's Statutes (2021), Governance Procedures (2021), Membership Policy and Procedures (2021) and other relevant organisational policies and procedures.

The roles, responsibilities, procedures and other modalities for a regional council (or however named) shall be discussed in an open and inclusive manner by all Members and Honorary members in good standing in that region. As with the (global) Council and Association as a whole, decisions of regional councils are taken by consensus, building upon the advice of all Members and Honorary members willing to contribute constructively. Regional councils are responsible for organising and holding regional assemblies (see Section 1.4), at minimum.²⁰

3. SUBSIDIARY BODIES OF THE COUNCIL

Subsidiary bodies of the Council include standing (permanent) bodies and ad hoc (time-bound) bodies. They are accountable to the Council and General Assembly and obliged to uphold the

²⁰ As the ICCA Consortium's regionalisation process continues, this section of the Governance Procedures is expected to be expanded upon and refined over time, for example, with additional details concerning the relationships between regional councils and the global Council, decision-making procedures, operational matters such as fundraising, etc. The expectation in the meantime is that the formation of any regional level governance bodies will be undertaken in good faith and with transparency and open communication with the global Council and Secretariat.

Association's mission and code of ethical conduct (as contained in the Membership Policy and Procedures, 2021). All involved in these bodies shall conduct themselves in a fair, impartial and transparent manner in the best interests of the Association.

3.1. The Executive Committee

The Executive Committee is a standing body of the Council and mandated by the Council to take responsibility for regular oversight and guidance of all aspects of the Association's operations in close collaboration with the Secretariat.

3.1.1. Composition

The Executive Committee is comprised of the following members of the Council²¹:

- President;
- Vice President;
- Treasurer;
- Secretary; and
- Chair of the Membership Committee.

3.1.2. Responsibilities

Under the leadership of the President, the Executive Committee has the following responsibilities, in addition to the regular responsibilities of the Council as a whole:

- Supervise the compliance and respect of all applicable legislation and rules of associations in Switzerland;
- Review and advise upon all institutional partnerships of the Consortium and approve relevant agreements and organisational commitments;
- Take necessary decisions and support the Secretariat to ensure operational continuity in between meetings of the General Assembly and meetings of the Council;
- Provide inputs to and consider preliminarily approving strategic plans and annual action plans, budgets and reports prior to their submission to the Council and/or General Assembly; and
- Provide inputs to draft organisational policies and procedures prior to their submission to the Council and/or General Assembly.

3.1.3. Procedures

The President is the chair of the Executive Committee. In the absence of the President, the Vice President shall chair meetings and in the absence of both, the Secretary shall chair meetings. The Executive Committee shall convene electronically at least once every three months through preferably every four to eight weeks. Meeting minutes shall be recorded and kept on file by all Executive Committee members and the Secretariat. Committee members shall exercise discretion and maintain confidentiality in their deliberations and work where appropriate.

The ICCA Consortium's Secretariat provides administrative and technical support, with the Global Coordinator reporting to each meeting and at any time between meetings upon request. When deemed necessary for their deliberations and decisions, the Executive Committee may also solicit and take into consideration additional views of other members of Council, of the Council of Elders or of other Members and Honorary members in good standing.

²¹ As stated in Section 2.3 (Responsibilities), terms of reference of each Council position shall be further developed by the Executive Committee and/or Council (with technical support from the Secretariat as needed) and approved by the Council as supplementary appendices to the present Governance Procedures.

Executive Committee decisions are taken by consensus, building upon the advice of all Committee members willing to contribute constructively. Meetings and decisions of the Executive Committee are valid and have quorum if at least three of its five members (including at least the President or Vice President) are in attendance or provide written inputs before or within a reasonable timeframe afterwards. If an Executive Committee member does not communicate their views on a proposed decision in a meeting or in writing, they are considered to have abstained and not to have opposed consensus.

If quorum is not reached during a meeting where a decision is proposed or if a decision is required between meetings, Committee members are requested to communicate their views in writing within a reasonable timeframe to be determined by the chair.

If the Committee is unable to decide by consensus, they shall seek the advice of the broader Council, of the Council of Elders or of the Ombudsperson. In the unlikely event of a continuing deadlock even after seeking such advice, the Executive Committee shall decide by a simple majority vote of all members of the Committee, with the President as the deciding vote if needed.

3.2. The Membership Committee

The Membership Committee is a standing committee of the Council responsible for overseeing and guiding the Association's membership.²²

3.2.1. Composition

The Membership Committee is chaired by and composed of members of the ICCA Consortium's Council who are nominated and elected under the normal procedures of the General Assembly. The Chair of the Membership Committee is nominated and elected by the General Assembly for that position specifically and also sits in the Executive Committee. In addition to the Chair, the Membership Committee is comprised of other existing members of the Council, a majority of whom should be Council members with a regional responsibility. It should have a minimum of five members and maximum of nine members (including the Chair).

A member of the Committee should be designated as the vice-chair with the responsibility of temporarily fulfilling the responsibilities of the Chair, if they are unable to preside over a particular meeting or process that cannot be unreasonably postponed or delayed, or otherwise to support the Chair with decision-making.

3.2.2. Responsibilities

The Membership Committee is accountable to the ICCA Consortium's Council and General Assembly and obliged to uphold the Consortium's mission and ethical code of conduct. The Committee conducts itself in a fair and impartial manner and maintains confidentiality in the case of controversial matters.

Under the leadership of its Chair and with administrative and technical support from the ICCA Consortium's Secretariat, the Membership Committee has the following responsibilities:

- Strive to maintain a membership that is as strong, active and collaborative as possible;
- Elaborate, review and improve the Membership Policy and Procedures, with guidance and inputs from the Council and broader membership, as appropriate;
- Advise upon and oversee all membership-related aspects of the ICCA Consortium's strategy and operations;

²² Refer to the ICCA Consortium's Membership Policy and Procedures (2021) for more information.

- Oversee the membership intake round two times per year, generally in February/March and September/October unless decided otherwise. This involves:
 - Reviewing and updating the Member application and Honorary member nomination forms as needed;
 - Receiving and conducting preliminary assessments of all membership applications and nominations;
 - Inviting the current membership to comment during a 30-day period on applications and nominations preliminarily approved;
 - Receiving, compiling and following up on any comments from the membership in this period, including requesting more information or seeking the advice of others as needed; and
 - Informing the applicants and nominees at the end of each round of the current membership's decision and provide supporting information as necessary;
- Welcome, orient and support new Members and Honorary members to get involved in the work of the ICCA Consortium;
- Maintain an up-to-date membership database with due consideration for digital security and privacy of personal information;
- Provide regular updates to the Council and Executive Committee and produce an annual membership report for the General Assembly;
- Oversee the triennial membership review(s), which aim(s) to better understand and update relevant information about the membership with a view to continual improvement of the ICCA Consortium and membership engagement; and
- Manage requests for dialogue mediation, warning, suspension and termination of membership, which may include considering the conduct/activities of existing Members and Honorary members when necessary. Confidentiality and discretion should be exercised where appropriate and the Membership Committee or the organisation or individual concerned may request the involvement of the Ombudsperson (see Section 5 in the present document) in particularly challenging situations.

3.2.3. Procedures

The Membership Committee meets at least three times per year, electronically or in person. Meeting minutes shall be recorded and kept on file by all Committee members and the Secretariat. Committee members shall exercise discretion and maintain confidentiality in their deliberations and work, especially in particularly sensitive or controversial cases.

The ICCA Consortium's Secretariat provides administrative and technical support. Other members of the ICCA Consortium's Executive Committee are invited to attend meetings *ex officio* whenever desired or requested. When deemed necessary for their deliberations and decisions, the Committee may also solicit and take into consideration additional views of other members of Council or other Members and Honorary members in good standing.

Committee decisions are taken by consensus, building upon the advice of all Committee members willing to contribute constructively. Meetings and decisions of the Committee are valid and have quorum if at least two-thirds of its members (including at least the Chair or vice-chair) are in attendance or provide written inputs before or within a reasonable timeframe afterwards. If a Committee member does not communicate their views on a proposed decision in a meeting or in writing, they are considered to have abstained and not to have opposed consensus.

If quorum is not reached during a meeting where a decision is proposed or if a decision is required between meetings, Committee members are requested to communicate their views in writing within a reasonable timeframe to be determined by the Chair.

If the Committee is unable to decide by consensus, they may: (a) seek the advice of the broader Council; or (b) make a decision by a vote of all Committee members. For the latter, a decision is only valid with the approval of a supermajority (two-thirds) of Committee members (including at least the Chair or vice-chair) during a meeting or in writing within a reasonable timeframe after the request.

3.3. Ad Hoc Committees

The Council may decide to establish one or more ad hoc committees at any time for specific and time-bound purposes. The Council or Executive Committee shall set the terms of reference and responsibilities for the ad hoc committee and appoint one existing member of the Council as chair; they may also appoint one representative from the membership in good standing as co-chair if desired. The ad hoc committee's chair(s) may select a reasonable number of additional representatives from the membership in good standing in consultation with the Executive Committee in order to fulfil their mandate in an inclusive and timely manner.

The ad hoc committee's chair(s) shall report regularly to and/or upon request of the Executive Committee, Council and General Assemblies until their mandate is completed.

4. AUDITOR OF ACCOUNTS

According to Article 6 of the Statutes (2021), the Auditor of Accounts is one of the three organs of the Association. Each year the General Assembly appoints an Auditor of Accounts for the coming year (Article 12).

If, under Art. 69b of the Swiss Civil Code, the Association is not obliged to submit to a full audit by external auditors, the General Assembly may entrust this task to an individual who can act as the representative of the Members or to an external auditing company competent to operate under Swiss law and accounting norms.

If, under Art. 69b of the Swiss Civil Code, the Association is obliged to submit to a full audit by external auditors, the role of Auditor of Accounts should be taken by these external auditors.

According to Article 12 of the ICCA Consortium's Statutes (2021), the Auditor of Accounts shall check the operating and annual accounts prepared by the Council and present a written and detailed report to the General Assembly.

In the case of a trusted individual within the ICCA Consortium's membership undertaking this role, the Auditor of Accounts may also act as Ombudsperson.

5. OMBUDSPERSON

5.1. Powers

The Ombudsperson supports the Association in a voluntary capacity by:

- Serving as a fair and neutral arbiter when dealing with complaints or grievances concerning the Association as a whole or any part thereof;
- Responding to Membership Committee requests for assistance with processes of dialogue or mediation, warning, suspension or termination of membership concerning Members and Honorary members specifically; and

- Making considered recommendations of actions, processes and/or outcomes to pursue to address a complaint or grievance.

5.2. Responsibilities and Procedures

The ICCA Consortium's Membership Policy and Procedures (2021) include a code of ethical conduct and procedures for responding to potential violations of this code by Members and Honorary members. Under these procedures, the Membership Committee is responsible for considering complaints, alleged violations of the code of ethical conduct and requests for dialogue or mediation, warning, suspension or termination of the membership of Members and Honorary members. The Membership Committee may involve the Ombudsperson in this process if needed. In any discussions about the complaint raised, all parties involved shall engage with each other openly and with discretion and compassion, respect requests for confidentiality or anonymity (particularly of aggrieved parties) and strive to address the issue fairly and constructively.

In addition to supporting the Membership Committee in this capacity, the Ombudsperson provides the first level of hearing of complaints or grievances concerning anyone in the ICCA Consortium's Secretariat and/or Council (especially if it concerns a Council member in the Membership Committee). The Ombudsperson's work is guided by the principles of independence, fairness, effectiveness, accountability, openness and transparency. Typically, their decisions will be based on what they consider to be fair, applicable and good practice at that time, taking into account the law and any relevant rules, policies, procedures, codes and guidance.

Their decisions are framed as recommended actions, processes and/or outcomes and can include recommendations to pursue dialogue or mediation (either internal or external to the ICCA Consortium) or to a relevant body of the ICCA Consortium to issue a warning, suspension or termination, depending on the nature and severity of the situation. If the Ombudsperson's recommendations are not satisfactory for the individual(s) or organisation(s) who raised the grievance or complaint, then the Council or Council of Elders should hear the case and provide a solution grounded in the ICCA Consortium's code of ethical conduct, as stated in the Membership Policy and Procedures (2021).

5.3. Nomination and Appointment Procedures

The Ombudsperson is appointed by the General Assembly for a one-year term and should be a trusted individual from within the ICCA Consortium's membership (either a Member representative or an Honorary member in good standing). Nominations for the Ombudsperson should be submitted at least two weeks before a General Assembly and include information about their experience, affiliations, personal conduct and integrity and willingness to fulfil the role.

If a suitable candidate has not been nominated ahead of the General Assembly, the General Assembly may appoint a suitable candidate present during the Assembly itself. If the position remains vacant, the functions of the Ombudsperson can be delegated to the Council of Elders on an interim basis until the position is duly filled.

6. COUNCIL OF ELDERS

6.1. Role and Composition

The Council of Elders is a non-executive body that is available to provide sage advice to the Council and the Association as a whole, based on their exceptional experience and commitment

to the Association and its mission, and deep understanding of the organisational history, culture and values. It is comprised of people from the membership who are considered unanimously by the Council to be outstanding in their work in support of ICCAs—territories of life and long-standing involvement in and contributions to the ICCA Consortium. It is envisaged that the Council of Elders will remain a small group with exceptional and widely recognised merits. Although it is not intended to be representative of the Association’s membership, Indigenous wisdom, knowledge and leadership are of particular importance in the Council of Elders.

6.2. Responsibilities and Procedures

The Council of Elders and members thereof support the work of the Association and consensus-based decisions of the Council by:

- Serving as an ambassador for the Association and promoting ICCAs—territories of life internationally and nationally as applicable;
- Providing insights into the history of the movement for ICCAs—territories of life and of the Association itself;
- Sharing insights, reflections and wisdom on particular topics or areas of work;
- Offering considered advice and wisdom on decisions of crucial importance to the life of the Association if the Council cannot reach consensus, or whenever they feel this advice is necessary in the best interests of the Consortium; and
- Considering and making recommendations on how to address grievances or complaints when requested by the Membership Committee, Council or Ombudsperson; and
- Representing the Association in events when requested by the Council and/or Secretariat.

Members of the Council of Elders agree to engage as volunteers and exercise maximum goodwill, due diligence, discretion and ethical standards in their role. They shall meet and offer advice and guidance when required for the good of the ICCA Consortium or when requested by the Council, Membership Committee, Ombudsperson or other governance or management body.

Given the exceptional integrity and merits of the members of the Council of Elders and the highly respected position of Elders within Indigenous Peoples and local communities, this is a lifetime role. Members of the Council of Elders may voluntarily resign if needed.

The Council of Elders shall strive to remain abreast of relevant happenings in the Association, and will receive minutes of all General Assemblies, Extraordinary General Assemblies and meetings of the Council and its subsidiary bodies. The Council of Elders may request or be invited to join any meetings of the Council and its subsidiary bodies, may request information about any other relevant processes, and may ask to be consulted on specific issues of particular importance.

6.3. Nomination and Confirmation Procedures

Nominations can be made and considered at any time. Nominations can be made by: (a) two Members in good standing; (b) one Member in good standing and one existing Council member; or (c) one Member in good standing and one existing member of the Council of Elders. A nomination shall also include information about the person’s experience with ICCAs—territories of life and the ICCA Consortium, affiliations, personal conduct and integrity and willingness to fulfil the role. People may not nominate themselves and nominators are not disclosed publicly.

The ICCA Consortium’s Council shall receive nominations for the Council of Elders and provisionally confirm them after confidential deliberations as needed, and a unanimous decision.

After the Council provisionally confirms a nomination, it will be tabled for formal confirmation by the next General Assembly occurring thereafter, as an additional expression of the membership’s confidence in and respect for the nominee. Information about the provisionally

confirmed nominee shall be circulated to the membership at least four weeks before the start of the General Assembly, giving an opportunity for any objections up to one week before the start of the General Assembly. If any objections are raised within this period, they will be carefully considered by the Council, and existing Council of Elders if needed, and consensus sought. If no objections are raised within this period, the nominee shall be formally confirmed by the General Assembly.

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