

Approved  
by the General  
Meeting of Founders  
No. 1  
On June 20, 2000

Central Asia Regional Environmental Centre  
Establishment

Charter

Preamble

Whereas

- the countries of Central Asia have serious environmental problems;
- solutions to these problems will require the co-operative efforts of governments, non-governmental organisations (NGOs) and citizens from throughout the region;
- the Declaration of the Aarhus Ministerial Conference in June 1998 welcomed the initiative of the Central Asian countries to establish an independent Regional Environmental Centre (REC);
- the Signatories to the present Charter pledge their political and financial support to the activities of the Central Asia Regional Environmental Centre (CAREC) while serving its mission;
- the CAREC will operate democratically and with complete openness;

The CAREC is hereby established in Almaty-city by the Signatories to this Charter.

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LEGAL STATUS OF THE CAREC

Establishment of the CAREC

1.1. Purposes

The Signatories confirm that the CAREC is a legal entity, governed by the laws of the Republic of Kazakhstan as an independent, non-profit and non-political international organisation.

The Signatories confirm that the mission of the CAREC is to assist in solving environmental problems in Central Asia through promotion of cooperation at a local, national and regional level among NGOs, government authorities, businesses, local governments, and all other stakeholders, in order to develop a free exchange of information; offer assistance to all environmental NGOs and other stakeholders; and increase public participation in the decision-making process, thereby assisting the Central Asian region in the further development of democratic civil societies.

The establishment shall satisfy the obligations with the funds at its disposal. In case of insufficiency of funds, the founder of the entity shall be held liable for its obligations.

1.2 Cooperation with other Regional Environmental Centres

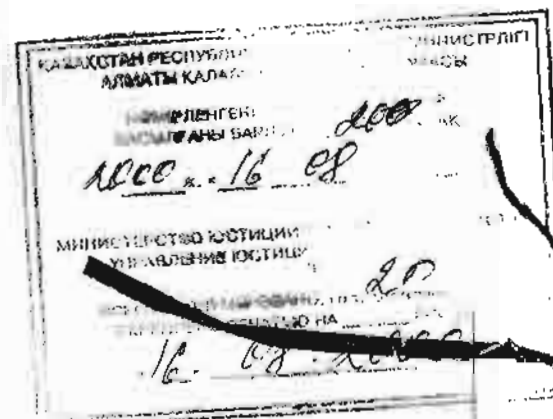
The CAREC agrees to co-operate whenever possible with other Regional Environmental Centres, for solving trans-boundary and regional environmental problems.

The Legal address shall be: 85 Dostyk Avenue, Almaty 480100.

1.3 Activities

Acting subject to its mission, the CAREC shall:

- assist in the exchange and dissemination of information on issues of environment and sustainable development;
- provide access to national and international environmental databases, making use of already existing structures and facilities;
- produce newsletters and other publications;



- arrange training and developing environmental workshops, lectures, etc.
- organize activities aimed at raising environmental problems awareness;
- establish and implement a grant programme for regional and transboundary projects by maintaining balance between small and large grants;
- promote public participation in decision-making related to environment;
- organize activities to discuss problems and policy in the area of environment and sustainable development and facilitate development of dialogue between governmental authorities, NGOs and other stakeholders;
- facilitate development of regional cooperation between governments, state bodies as well as NGOs .

#### 1.4 Procedure of formation of the property

The property of the CAREC shall consist of capital assets, current assets and other property.

The property of the CAREC shall belong to it with the right of the day-to-day management and shall form the state property.

Sources of formation of the CAREC property shall be as follows:

- the property transferred by its owners;
- the property transferred by individuals and legal entities in the form of a gift, donation and/or under a will;
- the property purchased for the proceeds from the activity of the CAREC;
- other sources that are not prohibited by the law.

Losses of the CAREC shall be covered by the funds at its disposal. In case of insufficiency of funds of the CAREC, its founders shall be held liable for the losses.

## 2 STRUCTURE

### 2.1 Governing Body of CAREC

The structure of CAREC shall include headquarters in Almaty and its branches in all Central Asian states.

The governing body of the CAREC shall be the Board of Directors.

### 2.2 Advisory Body of CAREC

The advisory body to the Board of Directors shall be the Advisory Council.

## 3 BOARD OF DIRECTORS

### 3.1 General Powers and Responsibilities

The Board of Directors of the CAREC shall represent CAREC at national, regional and, international levels. The Board shall possess all the powers of the governing body of non-profit organisation in accordance with the laws of the Republic of Kazakhstan, including the right to purchase and dispose property, make contracts and administer CAREC. If necessary, the Board may set up technical and financial advisory committees or any other committees. The Board of Directors shall inform the Advisory Council on a regular basis of the activities and management of the CAREC.

The responsibilities of the Board of Directors shall include the following:

1. to determine general principles and priorities of CAREC activity.
2. to establish the organisational and operational regulations for the Centre and its branches and oversee implementation of these regulations;
3. to oversee the financial management of CAREC;
4. to approve in writing the annual budget and work plan of CAREC;
5. to appoint the Executive Director and Heads of branches of the CAREC;
6. to develop an organisational structure and staffing procedures for the Centre;
7. to approve a grant allocation programme, and appoint an independent grant allocation committee, which has open and transparent procedures;
8. to search for and raise funds to ensure the activity of CAREC;

9. to provide the Advisory Council with information to enable it to review and assess CAREC activities;

10. to represent CAREC nationally, regionally and internationally.

The Chairman of the Board of Directors and the Executive Director shall represent CAREC in the International Coordinating Committee (ICC).

### **3.2 Composition, Qualification and Appointment, Tenure and Replacement**

#### **3.2.1 Composition**

The Board of Directors shall consist of thirteen (13) members.

In addition, the President of the Advisory Council and the Executive Director shall participate *ex officio* in the meetings of the Board, and neither shall be entitled to vote at the Board meetings.

The Chairman may, by decision of the Board, invite distinguished individuals to participate in any or all of the Board meetings; such invitees are neither allowed to participate in the decision-making process, nor entitled to vote.

#### **3.2.2. Qualification and Appointment**

Board members shall be appointed on the basis of their professional performance. The following groups shall be represented in the Board:

- a) government authorities (five members, one from each country);
- b) businesses and academic institutions (one member);
- c) non-governmental organisations (associations) (five members, one from each country);
- d) foreign legal entities and individuals participating in forming the assets and incomes of the Centre (foreign donors/sponsors) (two members).

The Advisory Council may make recommendations to the Board with regards to the members mentioned in Clauses (b) and (c). Nominations of representatives mentioned in points (b) and (c) can also be made by the NGO community.

Membership in the Board of Directors shall not be permanently assigned to any organization or individual.

#### **3.2.3. Term of office**

Board members shall serve for a period of three years, renewable once.

The initial Board members shall be appointed by the Signatories.

*In order to ensure continuity in the early years, a rotation system shall apply. The initial Board shall remain in office until the end of the second year, then two members of the Board (one NGO and one government official), shall be replaced or re-appointed for three years. At the end of the third year, one NGO and one sponsor member shall be replaced or re-appointed for three years. At the end of the fourth year, the remaining three or five members of the initial Board shall be replaced or re-appointed.*

#### **3.2.4 Vacancies and Replacement**

All Board members with the exception of the initial Board shall be appointed by the Board.

If a member is unable to serve out his or her term, the Board shall nominate a new member to complete the remainder of that term, following the procedure for appointing new members. If a member fails to attend three consecutive meetings of the Board of Directors then the Board shall propose a replacement for approval by the Board.

### **3.3 Meetings of the Board**

The Board shall meet quarterly. The time and venue shall be determined by the Board. Additional meetings shall be convened at the request of the Chairman of the Board. Its operational languages shall be Russian and English, in order to provide for wider international transparency.

### **3.4 Quorum and Voting**

A simple majority of Board members in office shall constitute a quorum for the transaction of business.

The decision of the meeting of the Board of Directors shall be taken, if the majority of members of quorum present at a meeting voted for it.

Each member shall be entitled to one vote on each matter submitted to voting at a meeting of the members of the Board. The Chairman's vote shall be the deciding vote in the case of an equal split of the votes.

The Executive Director and the President of the Advisory Council shall not be entitled to vote.

### **3.5 Absentee Voting**

Two forms of absentee voting shall be permitted by the Charter: by proxy and by mail.

If a member of the Board is unable to attend a meeting, he or she may vote by providing a written proxy to the Chairman which enables him or her to vote by proxy. The Board may elect to permit voting on certain matters by mail.

### **3.6 Compensation**

Members of the Board shall receive no remuneration, but will be reimbursed for all travel and related expenses directly arising from their duties.

## **4 ADVISORY COUNCIL**

### **4.1. General Powers**

The Advisory Council being an advisory body of the Centre, shall give opinions, on the basis of regular information, which shall include copies of reports and Minutes of the meetings of the Board of Directors, on the activities of CAREC and their impact on the environmental needs of the region. It shall liaise through its President with the Chairman of the Board and the Executive Director of the Centre.

In addition the Advisory Council may, at the request of the Board of Directors, support CAREC through such activities as fund-raising, public relations, technical assistance and recommendations on approaches to solution of environmental problems.

The President of the Advisory Council may, in consultation with the Chairman of the Board of Directors, establish advisory committees from among the members of the Advisory Council. The Chairman of the Board and the President of the Advisory Council shall establish procedures to facilitate cooperation between these two bodies.

### **4.2 Structure and Appointment of the Advisory Council**

The Advisory Council shall consist of not less than twenty (20) and not more than thirty (30) members. The membership shall comprise the following:

- a) seven to nine (7-9) state representatives  
(not to exceed 35% of the total number of members of the Council at any time);
- b) six to ten (6-10) representatives from the non-governmental organisations (NGO) community  
(not to exceed 40% of the total number of members of the Council at any time);
- c) three or four (3-4) representatives of the sponsor countries and organisations  
(not to exceed 10% of the total number of members of the Council at any time);
- d) four to seven (4-7) independent members, from the academic and business communities selected for their knowledge and experience he or she might bring to the business of the Centre  
(not to exceed 15% of the total number of members of the Council at any time).

The Chairman of the Board, together with the Executive Director, shall consider nominations for all representative appointments, with the exception of category (c), from all interested people and organisations and, where applicable, the names of elected members (the NGO community shall have the option to elect its nominations to the Advisory Council) and then decide on the final membership of the initial Advisory Council. Once the President of the Advisory Council is elected, he or she shall, in cooperation with the Executive Director, consider all nominations when identifying future members of the Advisory Council. Any foreign organisations and individuals participating in forming the Centre's property or income shall inform the President of the Advisory Council of their nominations for appointment to the Advisory Council.

### **4.3 Terms of Office**

Members of the Advisory Council shall serve a term of three years, which may be renewed for next three years.

To ensure continuity, the members of the Advisory Council shall retire by rotation under a system established by the President at the first meeting of the Advisory Council. For continuity purposes, any rotation system adopted by the Advisory Council shall ensure that a balance is maintained at all times between the number of government and non-government representatives.

#### **4.4 Meetings**

The Advisory Council shall meet once per year.

#### **4.5 Rules and Operating Procedures**

The Advisory Council shall establish its rules and operating procedures in agreement with the Board of Directors.

#### **4.6 Compensation**

Members of the Advisory Council shall serve without compensation, except for travel and Advisory Council operation related expenses that have been authorised in advance by the Board of Directors.

### **5 OFFICERS**

#### **5.1 Chairman of the Board of Directors**

The Board shall elect the Chairman from among its members by a majority vote.

#### **5.2 President of the Advisory Council**

The Advisory Council shall elect the President from among its members by a majority vote.

#### **5.3 Executive Director**

The Board of Directors shall have the power to appoint and dismiss an Executive Director, who shall manage the day-to-day affairs of the Centre in accordance with the policies and guidelines established by the Board.

The appointment of the Executive Director shall be for a term of three years, with an initial trial period of six months. The Executive Director's term of office may be renewable once by mutual agreement with the Board.

### **6 CONFLICT OF INTEREST AND DISCLOSURE**

If a member of the Board, the Advisory Council, or any Committee established by the Board or the Advisory Council, or the Executive Director has a conflict of interest, or a direct or indirect interest in respect of the matter being considered by any of these bodies, then he or she must declare that interest in writing at the first available opportunity to the Chairman of the Board of Directors and withdraw from deciding on this matter.

If it is discovered that a conflict existed and was not declared prior to an action by any of these bodies then the decision will be void and shall be reconsidered without the participation of the member in conflict.

### **7 RECORDS**

#### **7.1 Annual Report**

The Board shall publish in the mass media an annual report, including an income and expenditure statement for the previous period.

#### **7.2 Minutes**

The Board shall keep regular minutes of its proceedings and these shall be approved by all the members present at the beginning of each succeeding meeting and signed in their presence by the Chairman.

### **8 FINANCES**

#### **8.1 Income**

CAREC may accept financial or in-kind contributions or earned income without prejudicing its independence, impartiality, and non-profit nature.

#### **8.2 Audit of accounts**

The financial accounts of CAREC shall be prepared according to the rules established for such legal entities in the Republic of Kazakhstan and to international standards. Some financial contributions may be subject to additional procedures, to comply with donor requirements.

## **9 WITHDRAWAL FROM OR DISSOLUTION OF CAREC**

### **9.1 Withdrawal**

Signatories may withdraw from active participation in the work of CAREC by giving written notification of their intention to withdraw to the Chairman of the Board six months in advance of resigning their Signatory status.

### **9.2 Dissolution**

CAREC may be dissolved by a unanimous decision of its founders or a decision of a court.

### **9.3 Procedure of Satisfaction of Creditors at Dissolution**

When the Center is dissolved, the property and other assets left after satisfaction of its credits shall be transferred, by the decision the founders of the Center, to one or a number of charitable, scientific or educational organizations only.

## **10 AMENDMENTS TO THE CHARTER**

This document may be amended by the written consent of a two-thirds majority of all founders.

Signed this the 20<sup>th</sup> day of July of 1999 in Issyk-Kul.

### **FOUNDERS:**

The Republic of Kazakhstan	[Signed under Seal]	S.Zh. Daukeev
The Kyrgyz Republic	[Signed under Seal]	T.M. Alykulov
The Republic of Tajikistan	[Signed under Seal]	D.K. Gulmakhmadov
Turkmenistan	[Signed under Seal]	Kh. I. Atamurodov
The Republic of Uzbekistan	[Signed under Seal]	A.Sh. Khabibulaev
Commission of the European Communities	[Signed under Seal]	Michael Humphreys
UNDP	[Signed under Seal]	Selvakumaran Ramachandran

Документ переведен с русского языка на английский язык переводчиком Айдабековой Жанной Жакипбековной.

Подпись Айдабекова Айдабекова Жанна Ахкунбековна

Республика Казахстан, город Алматы,  
Двадцать девятое июля две тысячи восьмого года.

Я, Ким Юлия Борисовна, нотариус города Алматы, нотариус, действующая на основании государственной лицензии № 0002125 от 22 февраля 2005 года, выданной Министерством юстиции Республики Казахстан свидетельствую подлинность подписи, сделанной известным мне переводчиком гр. Айдабековой Жанной Жакипбековной.

Зарегистрировано в реестре за № 1/15-10444  
Взыскано всего: 1000,00 тенге из них 965,00 тенге за оказание работ технического характера.

Нотариус



