

# Bylaws, 20 November 2009 (version 3)

## Preamble

The **Microinsurance Network** (henceforth referred to as “The NETWORK”) was established in 2002 as the **CGAP Working Group on Microinsurance** by donor organisations, multilateral agencies and other interested parties that are involved in the promotion and support of microinsurance in developing countries. To accommodate the expansion of interests and activities in microinsurance and the inclusion of additional stakeholders, the Working Group evolved into the NETWORK. The NETWORK is strengthening its membership, organisational and governance structure to better fulfil its role as the key dialogue platform for microinsurance.

The NETWORK facilitates information exchange and stakeholder coordination to increase the availability and impact of microinsurance as a risk management tool for vulnerable populations.

The NETWORK seeks to remain a member-based network of insurance and social protection providers, policymakers, funders and academics. The NETWORK is governed by an Executive Committee and a Chair, and is managed by a Secretariat with several Working Groups. The NETWORK works in partnership with industry organisations in various disciplines. It maintains close ties with CGAP—the global resource centre for microfinance.

The members of the NETWORK all share the same vision: A world in which all low-income persons have access to appropriate insurance services to enable them to manage risks, reduce their vulnerability and improve their lives. Members bring different approaches and methods to help achieve this vision and the NETWORK welcomes this diversity.

## Article 1. Mission and activities

The mission of the NETWORK is to promote the development and proliferation of good-value insurance products for low-income persons. The member-based NETWORK provides a platform for information sharing and stakeholder coordination with the aim of creating public goods<sup>1</sup> to promote and facilitate the availability of insurance for low-income persons.

To achieve that mission the NETWORK:

- Encourages members to commission and conduct research;
- Distils and disseminates lessons learnt to promote client-driven and good-value insurance;
- Raises awareness on the demand and potential for microinsurance among key stakeholders;
- Contributes to the development of good practices for the industry.

The NETWORK works with a broad range of stakeholders and keeps low income and poor people at the centre of all its activities. The NETWORK prioritizes work and actions that meet clients’ needs and protects their interests and well-being.

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<sup>1</sup> The general welfare of the people; the best interests of the community. (Source: [en.wiktionary.org/wiki/public good](http://en.wiktionary.org/wiki/public_good))

## **Article 2. Membership**

**2.1 Criteria:** Organisations and individuals can apply for NETWORK membership. Members must be involved in the promotion of microinsurance. They can include funders, technical assistance providers, networks, researchers, and providers and are committed to contributing to the creation of public goods. Members should share the NETWORK's mission and fulfil members' specific responsibilities described in article 2.4.

**2.2 Membership categories:** There are two types of membership: FULL MEMBERSHIP, 500,- Euro per year per organisation, one vote per organisation, and INDIVIDUAL MEMBERSHIP, fee 100,- Euro per year, no voting rights. Full and individual members can participate in working groups.

**2.3 Procedure:** Organisations or individuals sponsored by an organisation wishing to become members should state their interest by contacting the Secretariat. If membership criteria as outlined in article 2.1 are fulfilled, the Secretariat submits the request to the Executive Committee for approval.

**2.4 Responsibilities:** Members of the NETWORK are committed to:

- Promote microinsurance as a risk management tool for low-income households;
- Disseminate and/or implement lessons learnt and contribute to good practices;
- Participate actively in the NETWORK's activities (General Assembly, Working Groups, etc)
- Provide an annual update of their microinsurance activities (organisation or individual);
- Pay annual membership fee, as set by the Executive Committee

**2.5 Conflict of interest:** NETWORK members should not use the NETWORK to pursue commercial or other interests for their own benefit or that of their organisation. They should excuse themselves from NETWORK decisions or activities that may constitute an unfair advantage for competitively bid work. Any appearance of or actual conflict of interest matter related to a specific member may be discussed at the Executive Committee level in order to find a resolution.

**2.6 Terminating membership:** A member can decide to leave the NETWORK at any time by notifying the Secretariat. The Executive Committee can vote to terminate someone's membership if they no longer meet the membership criteria, ignore resolutions to situations that represent a conflict of interest or are not fulfilling the responsibilities of NETWORK members. This decision will be validated by the General Assembly.

**2.7 Transferability of membership:** Organisational memberships are transferable, but not individual memberships.

**2.8 General Assembly:** An ordinary General Assembly will be held once every year. Members will be notified in writing before the assembly about the date, time, venue, and agenda. Although, organisations can have several members attending the General Assembly, only one member per organisation will have the right to vote. If different units or departments of the same organisation are members of the NETWORK and have paid membership fees, the different units or departments will have a right to vote. If an organisation has more than one member, it is up to the organisation to decide who will carry out the vote. Voting can also be carried out by proxy. The quorum of votes consists of 20%.

The agenda of the General Assembly should include:

- Elect the Executive Committee and its Chair as described in article 3.3;
- Validate secretariat budget and workplan;
- Validate financial reports for the closing year;
- Validate new member applications, terminations or resignations;
- Validate and provide feedback on Working Group past activities and future work plans;
- Validate new Working Groups;
- Validate any resolutions submitted in advance to the General Assembly by members;
- Validate decisions on changes to the Bylaws proposed by the Executive Committee (at least 1/5 of the total Network members need to participate in this process).

**2.9 Extraordinary meeting:** The Executive Committee can convene an extraordinary meeting of the NETWORK members if they judge it is necessary or if requested by 1/5 of the NETWORK members.

### **Article 3. Executive Committee**

**3.1 Role:** The Executive Committee's main role is to oversee the NETWORK and to share in the responsibility of and accountability for carrying out the NETWORK's mission and activities.

**3.2 Composition:** The Executive Committee is composed of seven NETWORK members, including the Chair. The Executive Committee seeks to achieve a good balance between diverse types of organisations, individuals, and countries, reflecting the NETWORK membership and individuals that commit to the NETWORK agenda rather than their own organisational agenda in their NETWORK role. These points have to be considered during voting procedures.

**3.3 Criteria:** Executive Committee members:

- Have recognized technical competence and expertise in microinsurance;
- Be competent and committed to fulfilling the Executive Committee's responsibilities;
- Be members of the NETWORK.

**3.4 Responsibilities:** The Executive Committee has the following responsibilities to:

- Provide overall strategic guidance to the Secretariat and Working Groups;
- Report to the General Assembly and hold Executive Committee meetings;
- Approve secretariat budget and workplan;
- Approve new member applications and present to General Assembly;
- Oversee publication review process and Working Group plans;
- Propose amendments to the bylaws as appropriate;
- Select Secretariat staff;
- Make arrangements for an appropriate office for the Secretariat;
- Commission an external auditor;
- Assist the Secretariat in developing funding strategy and securing funding;
- Appoint a NETWORK member into the Executive Committee to fill a vacancy if necessary.

**3.5 Elections:** Elections are managed by the Secretariat. When asked for nominations, NETWORK members can propose themselves or nominate another NETWORK member for the Executive Committee. Votes are decided by simple majority. Voting can also be carried out by proxy.

**3.6 Term of office:** Executive Committee members serve for a period of three years, renewable two times overall.

**3.7 Decisions:** Decisions are taken by a simple majority of the votes cast. At least five members must participate in any decision. In case of a conflict of interest, one should abstain from voting.

**3.8 Meetings:** The Executive Committee meets four times a year, either in person or via electronic medium (e.g. video conferences). These four meetings (or any additional ones as deemed necessary) are called by the Chair or can be requested by the Secretariat through the Chair. The minutes are taken by the Secretariat, circulated to the Executive Committee members for approval, and to NETWORK members for information.

**3.9 Termination or resignation:** A member of the Executive Committee can resign by notice in writing if s/he wishes to resign or ceases to be a NETWORK member. S/he can be asked in writing from the other members of the Executive Committee to leave the Executive Committee if s/he no longer meets the membership criteria or is no longer fulfilling the responsibilities of Executive Committee member. A notice will be decided upon by majority vote.

**3.10 Compensation:** Members of the Executive Committee, including the Chair, receive no sitting fees or other compensation, only reimbursement of necessary and reasonable expenses that facilitate the carrying out of Executive Committee responsibilities (travel expenses and accommodation).

#### **Article 4. Chair**

**4.1 Role:** The Chair supervises the Secretariat and in close collaboration with the other Executive Committee members, guides the carrying out of the Platform's mission and activities.

**4.2 Election:** The Chair is voted by the members during the General Assembly after the Executive Committee has been voted. The new members of the Executive Committee can either nominate themselves or be nominated by the members for this function. The Chair calls and facilitates the General Assembly and may convene other meetings as necessary.

**4.3 Term of office:** The Chair is appointed for a three year period, renewable for two terms.

**4.4 Criteria:** The Chair must:

- Be a member of the Executive Committee;
- Have the ability to lead the Executive Committee and NETWORK at large;
- Have a proven track record of "neutrality" (i.e. is willing to embody the diversity of perspectives and approaches that represent the NETWORK).

**4.5 Responsibilities:** The Chair has the following responsibilities to:

- Fulfil the responsibilities of an Executive Committee member;
- Call and preside over the General Assembly and Executive Committee meetings;
- Coordinate the work of the Executive Committee;
- Supervise the work of the Secretariat.

## **Article 5. Working Groups**

**5.1 Role:** The Working Groups provide the forum for undertaking specific operational and technical activities that result in specific work products. All Working Group activities should be in line with the NETWORK's mission and its members are Network members.

**5.2 Responsibilities:** Working Groups should have a specific goal and a work plan with concrete outputs that contribute to the NETWORK's mission. Working Groups are responsible for sharing and implementing their work plan and can request assistance with regards to communication, publications and general administration from the Secretariat. Each Working Group nominates a representative to serve as the main contact with the Secretariat.

**5.3 Creating new groups:** New Working Groups can be proposed by any NETWORK member and need the interest of at least three members. It also requires the endorsement by the General Assembly. Working Groups can be terminated by notifying the Secretariat if no further activity is necessary or has been planned.

**5.4 Composition:** To ensure that they have appropriate expertise, Working Groups can include non-NETWORK members for a specified project and duration.

**5.5 Budget:** Working Groups are responsible for finding human and financial resources to implement their work plan. Additionally, some annually defined seed funding might be available from the NETWORK, which can be used for work plan related expenses. The procedure and criteria for seed funding or any other funding available through the NETWORK will be made available to all members.

**5.6 Publications:** As publications are a key part of the NETWORK's dissemination activities, any published documents by Working Groups and the NETWORK should follow the publication process, defined and supervised by the Executive Committee.

## **Article 6. Executive Secretariat**

**6.1 Selection process:** The Secretariat staff is selected by the Executive Committee based on established job profiles and the overall work plan, which are validated by the General Assembly.

**6.2 Responsibilities:** The Secretariat ensures the coordination of the functioning of the NETWORK and:

- Proposes annual work plan and budget for the following year;
- Prepares financial statements for audit;
- Executes the implementation of approved work plan and budget, and general administrative tasks;
- Facilitates Working Group coordination and integrates them in overall work plan and calendar;
- Staffs the meetings of the Executive Committee;
- Implements funding strategy, seeking a diversification of NETWORK funding sources;
- Prepares the annual General Assembly and other meetings of the NETWORK members;
- Maintains an updated and accessible member information list;
- Coordinates the internal and external communication of the NETWORK;
- Actively promotes microinsurance through awareness-raising activities, e.g. website, newsletter.

**6.3 Reporting lines:** The Secretariat reports to the NETWORK Chair and is accountable to the Executive Committee.

**Article 7. Accounts and budget:** The financial accounts of the preceding year must be audited by an external auditor, submitted to the Executive Committee and validated by the General Assembly.

**Article 8. Dissolution of the NETWORK:** If at any time the members at a General Assembly decide by simple majority to dissolve the NETWORK, any remaining assets after payment of all debts shall be placed at the disposal of one or more non-profit organisations working for the promotion of microinsurance.