



**THE CHARTER OF
VALUE-CHAIN CAPACITY BUILDING NETWORK**

Version 3.0

Bangkok, Thailand

December 2019

VERSION HISTORY

Ver. #	Implemented By	Revision Date	Approved By	Approval Date	Reason
0.1	The Steering Committee	07.11.2016			Initial VCB-N charter draft
1.4	Task Force on VCBN Carter	19.05.2017	AGM in New Delhi		
2.0	Task Force on VCBN Carter	26.03.2018			
3.0	PCU, Richard Delnoije	25.09.2018			
3.1	Richard Delnoije	08.11.2018			
4.1	Ruedi Lüthi	04.12.2019	AGM BKK05.2019		Adjustment for registration process

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1. INTRODUCTION

The Value Chain Capacity Building Network (VCB-N) is a regional network that aims to provide professional advisory services and capacity building on Value Chain and Market Systems Development (VC & MSD) in Asia and Pacific Region (APR).

The VCB-N is pulling together expertise from seven countries (Bangladesh, China, India, Indonesia, Lao PDR, Myanmar and Vietnam) and 15 organizations in the region that specialize in professional training, capacity building and consultancy services for value chain and market systems development. A 4-year project was defined to facilitate the initiation of the VCB-N with the intention to build an economically viable capacity building network that continues to deliver services to IFAD and other donors and development projects with the components and mandates of pro-poor value chains and market systems development. As the VCB-N matures, new countries and members are expected to join in, subject to the approval and interest of the founding members and the network's steering committee, which is representing all members. This Charter carries information required by decision makers to approve and support the activities necessary for the management and the sustainability of VCB-N. It details the needs, scope, vision, mission, resource commitments and governance structure of the Network and its members. The VCB-N charter and the VCB-N Business Plan are the leading documents for the governance and further development of the VCB-N. Both are regarded as "living" documents that will be revised whenever the context and/or internal developments require so.

2. JUSTIFICATION

The VCB-N was in first instance founded to meet the demand for professional development of staff of IFAD funded and other projects in the area of Value Chains/Market Systems in the Asia and Pacific region. The professional development services to be provided by members are expected to improve the capacities of client projects to successfully scale-up pro-poor value chain development initiatives. This is in line with the growing interest of IFAD and other donors to invest in value chain interventions that are more inclusive, sustainable and scalable.

The network is also expected to contribute to development of curricula, to provide training and capacity building services and products that can contribute to common understanding on best practices for pro-poor value chain interventions amongst the practitioners and policy makers. In this context, the network is expected to contribute to evidence-based knowledge development and learning, capturing and disseminating lessons, evolving good practices and encountered challenges in the developing sustainable, inclusive and prop-poor value chains.

All members, referred to as Centres of Excellence (CoE) have track records on professional training and capacity building on VC & MSD. These - Centres of Excellence - are able to offer tailor-made capacity building and advisory services including development of training modules, and support for project implementation, documentation of case studies, value chain and policy analysis leading to positive policy changes. It is expected that the network will contribute to capacity development of more than 700 professionals working with IFAD funded projects and more than 1000 additional professionals working with projects having a similar mandate in the Asia Pacific Region.

As a network:

- The VCB-N provides access to a thriving network of qualified consultants / experts working on VC in the Asia Pacific Region;
- The VCB-N offers 360-degree VC solution support to donors, development organizations, government agencies (Training, research, project design, implementation support, monitoring and evaluation);

- The VCB-N offers services to farmer producer organizations, i.e. farmer’s cooperatives and agribusiness enterprises who are committed to benefit small and poor farmers, poor women, etc., to enhance their capacity to enlarge their access to new markets, increased sales and income, with adherence to standards and certification, business planning and management, etc.;
- The VCB-N facilitates exchange and builds common knowledge and experience among professionals and organizations working in the Asia Pacific Region.

3. SCOPE

3.1 Vision

The VCB-N envisions to become the leading network in the Asia Pacific region on sustainable, inclusive and pro-poor value chain or market systems development by building and making accessible a knowledge base that supports practitioners as well as policy makers to capitalize on market development and opportunities which empower smallholder farmers and reduce poverty.

3.2 Mission

The VCB-N mission is to support projects and key stakeholders to efficiently and effectively design and implement value chain and market systems development initiatives by:

1. Becoming a self-sustaining member-owned and driven network which is able to provide capacity building services to clients and target stakeholders related to value chain development (VCD) and market systems development (MSD);
2. Assisting network members to create a platform for sharing VCD/MSD related knowledge, practical working tools, and academic resources;
3. Encouraging network members and their partners to engage in project consultancy services and policy advocacy at local, national and regional levels.

3.3 Overall Goal and Beneficiaries

The strategic goal of the network is to contribute to rural poverty reduction through pro-poor VCD training, project consultancy and governmental policy consultancy and fostering multi-stakeholder dialogue on sustainable, inclusive, pro-poor value chain and market systems development.

The final targeted beneficiaries of the VCB-N are poor smallholder farmers who need empowerment and support in accessing markets and gaining a profitable market position. The intermediate target group of the network are the governmental officials and project management staff.

3.4 Targeted Clients

Although initially focusing on the need for professional advisory services on VCD and MSD of IFAD projects and programmes in the region, the VCB-N will extend its client portfolio and aim at rendering professional services to multiple client segments including:

- Donors, development organizations, i.e. IFAD, World Bank, ADB and bilateral development organizations.
- Farmer producer organizations
- Private companies
- Government agencies
- Other CoEs and training providers

- Development community in general

3.5 Major Services to be provided by VCB-N and its Members

For fulfilling the abovementioned mission and goals, The VCB-N aims to deliver the following External and Internal functions:

EXTERNAL: rendering services to a diverse client base:

A. VCD/MSD Training and Capacity Building

- Conduct institutional assessment and training needs analysis for identifying institutional capacity and staff competence and skills gaps in providing VCD and MSD related consultancy, and identifying their concrete demands on VCD/MSD training and VCD consultancy;
- Develop VCD/MSD Training Curriculum and VCD Field Work Manual for trainers, VCD facilitators, project staff and other appliers;
- Conduct VCD trainings for IFAD's executing partners and other in-need organizations;

B. VCD/MSD Consultancy

- VCB-N and its members will provide demand-driven consultancies to poverty alleviation and agricultural development projects funded by the governments and international donors, private sector including social entrepreneurs;
- Ideally, the consultancy service will be provided during the whole project lifecycle, for instance: (i) designing VCD component during project designing period; (ii) facilitating the VCD implementation and capacity building; (iii) Facilitating establishment and conducting M&E during implementation period; (iv) Independent mid-term and final evaluation of VCD components of agricultural and poverty alleviation projects.

C. VCD/MSD Policy Research and Governmental Consultation

- Conduct and facilitate VCD related policy research in the member countries for identifying policy gaps and constraints and making recommendations;
- Carry out VCD/MSD policy dialogues and consultation through workshops and conferences with governments and international donor organizations;
- Provide policy advice to governmental organizations for creating an enabling policy and institutional environment for pro-poor value chain development;

INTERNAL or Supporting Services: Strengthening the VCB-N and its functioning

D: Network Strengthening & Knowledge Management

- Create and sustain a VCD/MSD webpage and database as a knowledge pool to share information, knowledge and resources among network members and with other partner organizations and potential actors related to VCD/MSD;
- Compile and distribute newsletters to potential clients, international donors and governmental organizations;
- Compile and publish VCD & MSD Research papers and policy study reports for enhancing the academic and policy consultancy reputation and track-record of CoEs;
- Network Management and member coordination;

- Build and maintain a database of CoEs and experts, take stock and update work track records – become an accessible value chain knowledge hub for the region;
- Develop Smart Boxes (tools, training modules, produces for service offering) and quality standards for its member base;
- Promote, brand and market VCB-N and CoEs products and services;
- Continuously track and identify business and learning opportunities;
- Broker/liaise between clients and CoE(s) by proactively promoting the services of CoEs;
- Regularly undertake capacity building activities (ToTs, regional workshops) for members to ensure service quality;
- Build quality standards and operate quality assurance mechanisms;
- Organize thematic regional and international conferences.

4. NETWORK MEMBERSHIP

4.1. Initial Members

Network members as of November 2018 consisted of capacity development providers from seven countries – Laos, Vietnam, Bangladesh, India, Indonesia and China. These are in-country development agencies that are actively involved in the formal and informal teaching, research, action research, facilitation, promotion, and dissemination of knowledge on value chains and market systems development. The members as per November 2018 and stipulated below, are referred to as initial Members. All initial members are providing training and advisory services in the field of value chain and market systems development to IFAD or other clients.

Table 1: Initial members / Center of Excellence (CoE) of Value Chain Capacity Building Network

Bangladesh: 1. EDGE Consulting Limited 2. Innovision Consulting Private Limited 3. Palli Karma Sahayak Foundation (PKSF)
China: 1. College of Humanities and Development, Centre for Integrated Agricultural Development (CIAD), China Agricultural University
India: 1. Himalayan Action Research Center (HARC) 2. Institute of Livelihood Research and Training (ILRT)
Indonesia: 1. Centre of Excellence for Applied Science and Technology Development, Arjasari Campus, Padjadjaran University 2. Center of Excellence Small Medium Enterprise Development, Parahyangan Catholic University 3. Indonesian Coffee and Cocoa Research Institute (ICCRI)
Lao PDR: 1. Enterprise and Development Consultants Co. Ltd. 2. The Faculty of Agriculture, National University of Laos
Myanmar; Vacant
Vietnam: 1. Centre for Agrarian Systems Research and Development (CASRAD) 2. Center for Technology Transfer and Services, Cantho University

4.2 New Membership

Application for membership to the VCB-N is open to all agencies (public agencies, private companies, civil society organizations/NGOs, farmer organizations, universities, research institutes) and individual

consultants that have a mandate for service delivery in the field of VCD/MSD and that commit to the charter of the VCB-N including financial and in-kind contributions. The VCB-N Charter and the VCB-N Business Plan are accessible through the VCB-N website (vcbnetwork.org). Organizations or individuals wishing to become a member can fill and submit an application form to the VCB-N Secretariat. The application form is attached in Appendix 1 or can be downloaded from the same VCB-N website (vcbnetwork.org). The VCB-N focus area is Asia and the Pacific.

Interested parties can choose for two (2) options: becoming an aspirant member first or applying for full membership. The different rights and benefits for both membership forms are stipulated below. Aspirant memberships are only granted once for a limited period of 6 months only. In case none of the parties pro-actively ends the Aspirant membership after the 6 months period, the aspirant member will automatically become a full member (with all full member rights and duties).

Applications for aspirant or full membership are to be submitted to the Secretariat and reviewed by the VCB-N Steering Committee (SC) where decisions for approval of new memberships will be made. Upon receiving a membership application, additional information about VCB-N will be provided to applicants. A due diligence check, including references about the applicant will be conducted as part of the application and intake procedure. In case mutual expectations of the both parties have met, a Membership Agreement will be signed.

After approval by the VCB-N SC, membership is formalized by signing the VCB-N Membership Agreement and activated upon the payment of the VCB-N Membership fee (6 months fee for aspirant members or annual fee in case of full membership).

4.3. Benefits to Members

The VCB-N members identified three types of key resources for the VCB Network – intellectual, physical and human resources. The collective pool of experts and the collective customers’ network are regarded as main assets of the VCB-N. The various Modules/Tools/Frameworks /Processes developed by the individual CoEs referred to as Smart Boxes, are part of the CoEs organizations’ intellectual assets. For the moment, all full members, newly admitted and existing ones, will have equal rights to benefit from mentioned services.

Based upon these collective resources the VCB-N members enjoy the following specific benefits from their membership (differentiated between aspirant and full membership):

Category	Benefits	Aspiring member – 6 months	Full member – individual – 1 year	Full members – organization – 1 year
Education	Discount on events / training	No	Yes	Yes
Networking	Access to online membership directory	Yes	Yes	Yes
Networking	Opportunities to network with leading Value chain and Market Systems professionals	Yes	Yes	Yes
Acquisition	Taking part in VCB-N bidding on tenders	Yes	Yes	Yes
Education	Peer learning opportunities and	Yes	Yes	Yes

	exchange			
Acquisition	Joint Acquisition opportunities / Business development / Regional Proposals	No	Yes	Yes
Acquisition	Complimentary -Tender and Funding Alert	No	Yes	Yes
Professionalism	Use of VCBV-N CoE – Title	No	Yes	Yes
Professionalism	Use of VCB-N Expert – Title	No	Yes	Yes
Professionalism	Use of VCB-N Logo	No	Yes	Yes
Marketing	Member own marketing page on VCNB-N website	No	Yes	Yes
Marketing	Marketing of member training / events on VCB-N website	No	Yes	Yes
Marketing	Marketing of member training / events through VCB-N newsletter	No	Yes	Yes
Marketing	Marketing of members training/event endorsed by VCB-N through its mailing list	No	Yes	Yes
Marketing	Placement of member logo on website and other promotional material	No	Yes	Yes
Marketing	Contributing 1 speaker to VCB-N webinars/symposia	Only for sponsors		
Marketing	Participation in Symposium – 50% discount for 1 participant	Only for sponsors		
	Fee	\$100 individual \$200 organization	\$400	\$750

4.4. Obligations of Members

All VCB members, newly admitted ones as well as current members, will equally commit to the following obligations:

i) Financial obligations

- Annual fees for full members or one-off fee for aspirant members as mentioned in the table above;
- 6.25% of the value of the work that is **directly** initiated /brokered by the VCU and for which the VCB-N is contract-holder and sub-contracting VCB-N members. The same percentage counts for organizations and individual consultants.

The annual membership fee as well as the percentage of 6.25% fee for brokering services can be reviewed and if found necessary modified, by the steering committee.

ii) Non-financial / in kind obligations

- To accord, sign and live up to the VCB-N charter complemented by signing and living up to the Membership Agreement;
- Share experiences, challenges and successes coming from various activities that the network shall engage with;
- Ready to provide mutually agreed services and tasks and contribute academically to the capacity building of members as designated by VCB-N and Secretariat. These contributions and inputs will be rendered on a pro-bono basis;
- Promote the VCB-N and its services and advocate interests with national or international partners.

If an individual member of the Steering Committee or Task Force cannot commit sufficient time to fulfil mutually agreed upon tasks, it is his/her responsibility to remove themselves from their role by informing the Task Force Coordinator or Steering Committee Chair, as appropriate, as well as informing the Secretariat. If the Steering Committee feels any member of the SC or a TF is consistently not providing the expected time commitment, it may require that person to resign from his/her duties.

4.5. Termination of membership

Any member can pro-actively resign from the network by giving 3 months' written notice to the Steering Committee. For a resigning member annual membership fees owing will be prorated based on this notice period.

The network can also decide to end the membership of an existing member in case this member fails to comply with the obligations (financially or in-kind) stipulated in this chapter. The decision to do so lies with the Steering Committee. In the above case a three-month warning notice, providing arguments and justification for the action, will be submitted to the concerned member. In case the member does not respond or is not willing or able to show significant improvement in improving its performance with respect to member obligations, the termination will be actualized through a decision by the Steering Committee.

4.6. Sponsors

In addition to acquiring new members, the VCB-N will pro-actively search for sponsors. Such sponsorship will be sought in relation to specific VCB-N events, activities or services conducted or rendered under the VCB-N umbrella, like for example the VCB-N International Symposium that is intended to be organized on a regular (annual or bi-annual) basis. For sponsorships, separate agreements between the VCB-N and the concerned sponsor will be drafted stipulating mutual rights and responsibilities.

4.7 Code of Conduct

The VCB-N and its members shall conduct themselves according to the following principles and modes of behaviour:

- 1) Operate around the following governance principles: participation, transparency, responsiveness, consensus orientation, equity and inclusiveness, effectiveness and efficiency, accountability, and rules of engagement;
- 2) Be open to all with an interest and who abide by community norms;
- 3) Encourage the ongoing education of members and the deepening of expertise among members.
- 4) Willing to share challenges, and lessons learned as well as successes;
- 5) Strive to create an environment of trust and to foster insightful, non-threatening discussion of ideas and experiences;

- 6) Distribute leadership responsibilities and collectively share in the management of the network;
- 7) Ensure membership and topics reflect ethos of pro-poor value chain development;
- 8) Advance their personal and professional goals through participation in the network;
- 9) Promote the network and assist it to reach new clients;
- 10) Members are practitioners, contributing to the network through their experiences, skills, and time;
- 11) Agree to be respectful and use appropriate language in group discussions and to listen and respond to each other with open and constructive minds;
- 12) Will not hesitate to respectfully challenge one another by asking questions, but refrain from personal attacks and only focus on ideas;
- 13) Shall participate to the fullest extent possible – the growth depending on the inclusion of every individual voice;
- 14) Commit to search for opportunities for consensus or compromise and for creative solutions;
- 15) Shall contribute to an atmosphere of problem solving rather than stating positions; and
- 16) Shall attempt to build on each member's strengths and help each other improve areas in need of further development.

In the event where a member consistently does not comply, violates or disrespects the Code of Conduct, members can bring the issue into the SC Meeting which has the power to cancel a membership.

5. NETWORK ORGANIZATION AND GOVERNANCE STRUCTURE

5.1. VCB-N governance structure

The VCB-N is by nature a voluntary membership organization that is owned and steered by its members following democratic principles for electing its governing body, being the VCB-N Steering Committee. The members of the Steering Committee (SC) will be elected through vote by the members at an Annual General Meeting. Each member country will nominate one representative to be a member of the SC. The elected SC members will then elect the chairperson and a vice-chair person who represent the network and the SC. In addition, the Steering Committee will nominate two Internal Auditors responsible to verify annual budgets and accounts and present these to the AGM for approval. In the case the SC delegates the financial accounting to a third-party service provider (fiduciary) or appoints an external auditor firm, the internal auditors will work in close collaboration with such service providers.

The Steering Committee serves as a representative body which decide on rules, policy, and program direction for the network.

The SC is supported in its day-to-day tasks by a professionally operated secretariat. It will consist initially of up to two professional staff from 2019 onwards. During the course of the project period, up to 2021, the PCU based in the Helvetas Vietnam office in Hanoi, will share a part of secretariat's functions and will gradually hand-over responsibilities to a VCB-N secretariat.

As a voluntary membership organization, the network depends for its functioning and effective operations largely on the commitment and pro-active attitude of its members. Time input from regular and Steering Committee members, including the chair, is in principle regarded as a pro-bono contribution.

The following extract from the VCB-N Business Plan, was accepted during the Vientiane workshop of 2018, as the operational business model for the network by all members: *The VCB-N is registered as a*

separate legal entity (non-profit or for profit), housed and staffed separately. The VCB-N management will effectively play the role of coordination, knowledge management and business development for all the members under the supervision of a steering committee. Should economic conditions prevent establishing a VCB-N office space, the PCU can host the VCB-N secretariat during the lifetime of the RTN project.

5.2. VCB-N Steering Committee

The VCB-N Steering Committee holds the following responsibilities and governing powers:

- Formulate, endorse and update the VCB-N Business Plan and the VCB-N charter including membership stipulations and Code of Conduct and assure necessary revisions in the course of further development of the VCB-N;
- Define and review membership obligations including financial obligations;
- Decide on internal norms and parameters for quality services provisions;
- Review and approval of the annual activity plan, annual progress reports and financial reports as prepared by the VCU;
- Recruit and appoint VCU staff and conduct annual Performance Assessments for professional staff;
- Nominate Task Forces to support and design its fields of actions and organizational development;
- Provide adaptive management in function of actual income and expenditure;
- Strengthen the network's links with the national policy fora and with other organizations and institutions;
- Function as focal point and advocate for the VCB-N towards respective IFAD country offices and other potential partners and associates;
- Take decisions on membership status of existing members and identify and recruit new strategic ones. Terminate the membership of individual members against failure to comply with participation standards and contributions to the network upon conditions stipulated in this charter.

The chair person has a key role in the functioning of the steering committee. He/she leads the Steering Committee, facilitates and ensures full participation of SC members and effective decision making. Moreover, the chair figureheads the VCB-N and represents the VCB-N to external stakeholders including the PCU and donor(s). Internally, the chair directly supervises and supports the VCU and assures effective internal management of the organization.

The vice chairperson seconds the chairperson upon request and co – signs important documents and decisions which are in the responsibility of the chair – person.

5.3. Project Coordination office and VCBN-Secretariat General Office (VCU)

The Secretariat is responsible for day-to-day operations and as such is responsible for the planning, supervision and monitoring of all program and activities financed by the network. At the end of the year, the Secretariat shall provide the Steering Committee with an annual progress report and facilitate the development of action plan for the following years.

In the event that the VCB-N needs to be represented by a legal entity (e.g. for contracting purposes), the Secretariat shall play this role under the supervision of the Steering Committee.

From 2019 till the end of the project, the Project Coordination Unit (PCU) will share the secretariat's functions, gradually handover and will transfer fully to VCU before the completion of the project.

Foreseen Staffing of VCB-N Secretariat

Position	2019	2020	2021	2025
VCU Coordinator	5%	50-75%	75%	100%
VCU Admin /Finance	0%	50-75%	75%	75%

The VCU is gradually being tuned to become the business development unit for all its members. VCU will proactively search for revenue generating opportunities that might be of interest to specific CoE and/ a group of CoEs or the whole network.

The VCU holds the following functions and responsibilities:

- Set up administrative support and personnel for effective coordination and operation of the network;
- Ensure effective and efficient planning and use of financial and human resources of network activities;
- Monitor and evaluate network activities and resource use;
- Facilitate fundraising and marketing activities for the network;
- Prepare annual report and brief to SC;
- Maintain a database of CoEs and experts and share those with existing and potential clients; coordinate network members to contribute information to the database and web-page;
- Meet and exchange regularly with members by using various online tools to determine specific courses of action;
- Strengthen the network's links with the national policy fora and establish the partnerships with international organizations and institutions related to rural development and poverty reduction;
- Maintain the previous work track records and promote that to clients;
- Continuously track, identify and share VCD/MSD consultancy and training opportunities;
- Broker/liaise between clients and CoE(s) by proactively promoting the services of CoEs;
- Regularly undertake capacity building activities (ToTs, regional workshops) for members to ensure service quality;
- Plan and coordinate the CoE to develop tools, modules, produces for service offering that needs to be adhered to by all members (quality assurance);
- Organize thematic regional and international conferences.

5.4. Election and Terms of Offices

Each SC member shall have at least a 2-year term of office unless a premature withdrawal is mutually agreed upon. In case there are more candidates per country, a steering committee member can be re-elected for a maximum of 2 times consecutively.

The Chair of VCB-N Steering Committee shall be elected by *Members of the Steering Committee*. The Chair may be re-elected for a second term, up to a maximum of two successive terms of two years each.

The staff of the Secretariat is recruited through a public and competitive selection process and decided by the SC. Their term of office depends on their performance and decided by the SC, unless a premature withdrawal is mutually agreed upon.

5.5. VCB-N Task Forces

From time to time, and at the discretion of the Steering Committee, Task Forces may be created, composed largely or completely of Members and Associate Members, with a mandate to undertake a specific task in the interest of the network. Membership in these task forces will be voluntary based on the requirements of the task force and available expertise in the organization that CoE can recommend individuals to take up certain tasks.

5.6. VCB-N Source of Funds

In addition to activity or event-based fund raising, the VCB-N Business Plan foresees in 3 main income streams;

- VCB-N membership fees
- Payment for VCB-N brokering services and
- VCB-N event organizing

The annual membership fee is set at 750 USD / member for full membership as an organisation and 400 USD / member for members being individual consultants. The membership fee for aspiring members is 100 USD for individual membership and 200 USD for organisations, for a one-time period of 6 months.

We estimate that the VCB-N (from 2020 onwards) will be able to continuously identify opportunities and broker partnerships between clients and CoE(s). For this service, the members will pay a certain percentage of the revenue to the VCB-N. The brokering fee is set at 6.25% of the revenue for the work initiated/brokered by VCU. The brokering fee only applies in case the VCU is directly contracted by the client and is sub-contacting members to implement the job. An example is the organisation of regional trainings under the VCU umbrella and using VCU developed / owned training tools & materials, yet implemented by trainers from member organisations. The VCU will have a specific revenue target from this brokering fee, which can be reviewed/revised from time to time by the SC.

A third stream of income for VCB-N can come from organizing events. As VCB-N has a good number of members and large expert pool, it can organize events on an annual basis to showcase the members' work on VC and MSD related services together with work done by other people and organization around the world. The event can target participation from different projects, donors, and practitioners as well as academicians from the Asia Pacific region. The participants can share stories, lessons and engage in fruitful discussions on different thematic areas. A revenue target of \$10,000 to 20,000 is estimated per year from organizing this event. There is also an opportunity to get sponsorship from donors/development organizations and this can be used to cover the cost of the venue, organizing team and other related administrative expenses. A first event will be organized early 2020, where-after the

VCB-N will decide whether or not such an event will be organized regularly as instrument for income generating and reputation building.

The amount of membership fee as well as the fee for brokering services is proposed by the SC and decided upon agreement from the members during Annual General Meeting. The SC can propose changes in fees based upon evolving business. Changes proposed have to be endorsed during the AGM.

5.7. Annual General Meeting

An annual general meeting will be held with the main aims to:

- Review and evaluate results of activities implemented by the network members in the past year;
- Review and approve an action plan and program for the following year;
- Approve a new rule and regulation, by laws, change in the VCB-N Charter, member dues and any other document needing a consensus of the members;
- Approve a change in the Steering Committee Chairman or members;
- Take decisions on new staff of the secretariat if necessary.

To be more attractive for members to attend, the Annual General Meeting should be organized in tandem with other programs, such as: an international seminar with renowned speakers, workshops and trainings.

Participation in the Annual General Meeting

All member CoEs are encouraged to send at least one representative, in addition to SC members, to the General Meeting under sponsorship of the project. Any additional representatives will be funded by the respective members themselves.

Frequency and Venue

The Annual General Meeting (AGM) will be held once a year. The VCB-N SC shall decide on the specific venue and timing of the meeting.

Meeting Quorum

In the event that consensus cannot be reached around a VCB-N decision, a simple majority of votes will be considered sufficient to carry a decision, as long as quorum exists. Quorum for all meetings (AGM, Steering Committee, Task Forces) is constituted by the presence of at least 60% of the members of the Task Force, Steering Committee or membership.

6. ASSUMPTIONS, CONSTRAINTS, AND RISKS

6.1. Assumptions

The following assumptions were taken into consideration in the development of this network. If any of these assumptions prove to be invalid, then the network could face a possible risk.

1. There is an interest among Centers of Excellence in forming informal and formal connections;
2. There will be members who take increasing responsibility for stewarding the success of the network;
3. CoE members are willing to invest time and human resources to develop the Network;

4. Sponsors will support the time investment for their staff to participate in the trainings offered by the network.

6.2. Constraints

The following constraints were taken into consideration in the development of this network organization:

- The availability of members to participate collectively at a single unique time may limit the number of participants;
- The members are spread across different countries and therefore bringing all the members together for joint discussion on a regular basis may not be feasible;
- The country specific demand and need for training and capacity development support on pro-poor value chain development may vary;
- Difference in culture may affect the communication and understanding among members.

6.3. Risks

Main risk	Mitigation measure
Commitment of CoEs and / or SC in terms of time-labor input is too optimistic.	<ul style="list-style-type: none"> - Adaptive management - Adjust activity levels & ambitions, opt for lower intensity of activities - Consider fewer but need based and quality events for SC?
Revenue from lead fee is too optimistic / ambitious CoEs under declare effective work performance or delay transfer of fee	<ul style="list-style-type: none"> - Adaptive management - Adjust cost and activities to revenue streams - Opt for low operational cost at the onset of the network – part time staff - Invest in business development and partnerships with established networks or partner organizations - Install early warning system incl. formal notice from SC in case of under-performance – non-payments or lagging income.
Opportunities for event organization / managements are few and returns below expectations	<ul style="list-style-type: none"> - Alternative income generation activities have to be prepared as plan B. - Set up of VCU within existing CoE facilities or PCU - Hire staff on a part time basis until revenue streams are stable
CoEs do not pay membership fee	<ul style="list-style-type: none"> - Ensure good services to member base - Install early warning arrangements incl. formal notice from SC and exclude members not responding and seek alternative members
Fewer COEs are interested to join	Increase promotional activities and ensure real value adding to members.

Value chain and market systems development is no longer regarded an essential pro-poor approach by IFAD and other DP's.	Avoid a rigid and too narrow focus. Keep track of evolving developments and adapt / innovate when possible.
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7. UPDATE OF THE CHARTER

The Charter will be updated and refined every two-three year as the evolution of the business. Two to three individual members of VCB-N will be nominated to do the revision and circulate the revised version to VCBN members for review and feedback. The revised version will be finally approved by SC.

8. NETWORK CHARTER APPROVAL

The undersigned acknowledge that they have reviewed the Network charter and agree to its launch. Changes to this Network charter will be coordinated by the Steering Committee and discussed and decided upon at an AGM of the network, using the decision-making principles of section 7 above.

Signature:		Date:	
Print Name:			
Title:			
Role:	Chair – the Steering Committee		

Signature:		Date:	
Print Name:			
Title:	Xxx, EDGE Consulting Ltd, Bangladesh		
Role:	CoE member		

Signature:		Date:	
Print Name:			
Title:	Xxxx, Innovision Consulting Private Limited, Bangladesh		
Role:	CoE member		

Signature:		Date:	
Print Name:			
Title:	Xxx, National University of Laos, Laos		
Role:	CoE member		

Signature:		Date:	
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Print Name:			
Title:	Xxx, Padjadjaran University, Indonesia		
Role:	CoE member		



Membership Agreement VCB-N

Ideclare on behalf ofwhich I herewith represent, that it:

- 1) holds a formal mandate and is fully committed to deliver services in the field of Value Chain Development and Market Systems Development and/or other relevant expertise in the field of rural development, to external clients;
- 2) commits to fully comply with the financial obligations of VCB-N members as stipulated in the VCB-N Charter and Business Plan;
- 3) also commits to fully live up to the in-kind obligations of VCB-N members as stipulated in the VCB-N Charter and Business Plan;
- 4) recognizes the VCB-N Charter and the VCB-N Business Plan as leading documents for governing and further development of the VCB-N.
- 5) commits to be a pro-active advocate for the VCB-N and promote the VCB-N to external parties whenever appropriate;

Location:

Date:

Signature

The VCB-N Charter (dated 06.12.2019.) and the VCB-N Business Plan (dated 08.11.2018) are integral part of this agreement.