



GFMD 2021-2025 Constitution

I. DEFINITION AND GOALS

1.1 Definition and goals

The Global Forum for Media Development (GFMD) is an international network of journalism support, media freedom, and media development organisations set up to promote, support and highlight the importance of free, independent, pluralistic and viable media and (public interest) journalism in the pursuit of democracy, human rights and sustainable development.

The GFMD network develops and promotes policies, programmes, strategies and opportunities for the work of the journalism and media support sector to enhance journalism as a public good through undertaking and enabling: long-term, sustained engagement; collective action by its members; visibility and access to policymakers; capacity building and other long-term benefits and added value for its members, their partners and the media sector overall.

GFMD is registered as AIBSL in Brussels, Brussels-Capital Region, Belgium.

1.2 Scope of work

For purposes of this Constitution, references to the “journalism and media support sector”, whether that refers to GFMD activities, membership criteria or anything else, shall be understood as encompassing the following types of media development, media freedom and journalism support actions and other actions which are closely related to them:

- Fostering media sustainability and independence, and providing other forms of support to the media and journalism, whether directly or indirectly, including through policy development and advocacy;
- Building a strong organisational support network for journalists, media workers and media outlets, comprising both professional associations and other civil society organisations and focusing on a range of areas such as advocacy, workers’ rights and monitoring;

- Support for an official enabling environment for freedom of expression and media freedom including law and policy reform, capacity building for multiple stakeholders, systems for implementation of relevant laws and policies, strong and independent institutions to underpin media freedom, and a robust infrastructure to support independent journalism and pluralistic media;
- The provision of professional capacity building for media outlets, journalists and media workers and supporting institutions which provide these capacity building services, whether directly or indirectly;

For purposes of this Constitution, references to the “journalism and media sector” shall be understood as encompassing news media and journalistic organisations.

II. FUNCTIONS AND OBJECTIVES

2.1 An international forum

To provide an international forum for the discussion of ideas, information and strategies in the field of media development and journalism support.

To strengthen approaches to international cooperation focused on the support to journalism and media support sector, including through new, enhanced and innovative funding streams and strategies.

To address political, economic, social, and structural constraints to journalism sustainability and media freedom through targeted, peer-led policy and advocacy and to ensure that the voices, needs, and priorities of journalism and media sector actors are properly reflected in relevant discussions and processes.

To amplify the voices of the journalism, media sector (and journalism and media support actors) from the Global South in global policy debates.

2.2 Knowledge sharing

To support, develop and disseminate relevant research and analysis relating to the work of the journalism and media support sector.

To enhance the effectiveness of the work of the journalism and media support sector by making it more evidence-based and responsive to needs by further improving the availability of information and knowledge sharing mechanisms and practices.

To enhance and expand the resources available to members, donors and other interested stakeholders, including through knowledge management and communications platforms.

2.3 Ethics and standards

To promote agreement on common professional and ethical standards for the work of the journalism and media support sector, including with a view to encouraging cross-sector cooperation and collaboration, as well as fair and healthy competition.

To advance best practice methods in the work of the journalism and media support sector through the dissemination and implementation of the standards noted above.

To promote quality, ethical journalism as a public good.

2.4 Human rights

To promote freedom of expression, media freedom, digital rights and the right to information.

To promote a rights-respecting legal and policy environment for journalism and the media, including by supporting robust public service media, community and local media, and investigative journalism.

2.5 Policy and advocacy

To educate members, policymakers, donors, businesses, civil society and other relevant stakeholders about the importance of free, independent, pluralistic and viable media to democracy, human rights and sustainable development.

To enhance opportunities for journalism and media support organisations and practitioners to interact with donors, governments, opinion leaders and the wider public and vice versa.

To assist donors and relevant policy-makers to make informed, evidence-based decisions on strategies, programming and funding for the journalism and media support sector.

To identify and engage in relevant policy processes and to support members and partners to take advantage of those opportunities, including by producing and disseminating relevant, high-quality research and analysis.

To serve our members and partners in the areas of policy and advocacy, including by building their capacity, representing them on the international stage, serving as a convenor for them and facilitating their access to advocacy opportunities.

2.6 Diversity

To seek to embody the diversity and variety of society worldwide, by ensuring a broad geographical and topical spread within its membership, by promoting broad diversity in its Steering Committee, Secretariat and other structures, and by gaining a better understanding of the challenges faced by the journalism and media sector in different environments.

To promote diversity and gender-inclusivity within both the journalism and media support sector and journalism and media sector itself.

III. OPERATING PRINCIPLES

3.1 Code of practice

GFMD respects its Code of Practice in all of its work and relationships.

It is a condition of GFMD membership that members agree to respect the Code of Practice once they become members.

3.2 Relationship with members

GFMD exists to represent collective interests of its members, and to support them, not to substitute, replace or detract from their autonomy.

GFMD takes steps to avoid competing with members for funding and in its activities, and is transparent about grants and other funding opportunities that it applies for.

3.3 Cooperation

GFMD shall facilitate co-operation among members and other relevant stakeholders by:

- a) Networking:** Building on its excellent track record in connecting organisations and agencies in the journalism and media support sector to create effective networking opportunities for members and other relevant stakeholders.
- b) Peer-to-peer learning and knowledge sharing:** Providing collaborative peer-learning and knowledge sharing opportunities to members and partners.
- c) Communications:** Providing members and relevant stakeholders with useful and efficient communications, including on upcoming events and collaborative opportunities.
- d) Policy and advocacy:** Facilitating collaboration among members to support peer-led policy and advocacy engagements.

3.4 Professionalism

GFMD will at all times operate in a professional and respectful manner.

GFMD will support its members in terms of developing their professionalism so as to enhance the impact and efficiency of their work.

IV. MEMBERSHIP

4.1 Membership types

GFMD has two categories of members, general members, which is the primary category, and affiliate members.

There is no limit to the number of members per country or to the total number of members.

4.2 General members

4.2.1 Criteria for general members

General membership in GFMD is open to independent, non-profit, non-governmental organisations, the work of which focuses significantly on the journalism and media support sector.

In assessing compliance with the previous criteria, GFMD focuses on the work and activities of organisations rather than on their particular structure or formal status, for example as legally registered entities.

4.2.2 Independence

Independence implies independence from government, from any political party and from any singular vested political, economic or religious interest. Independence includes independence in governing structure, in funding, in policy matters, in positions taken on different issues and in other ways.

4.2.3 Rights of general members

4.2.3.1 Activities

All general members have the right to participate in all general GFMD activities, including the General Assembly, and join in discussions.

4.2.3.2 Information sharing

All general members have the right to submit information for distribution through the GFMD website, social media platforms, mailing lists and newsletters.

4.2.3.3 Participation in elections and committee

General members have the right to stand for election to the GFMD Steering Committee and other Committees and to vote on any matter that is put to a vote of the general membership.

4.2.3.4 Services

General members have the right to use all GFMD services and to access member-only resources developed by the GFMD Secretariat.

4.3 Affiliate membership

4.3.1 Criteria for affiliate membership

Affiliate members are journalism and media organisations, partners and grantees of GFMD general members and other organisations associated with existing GFMD members, whether general or affiliate, who have less than 250 employees and an annual turnover of less than €2 million.

4.3.2 Rights of affiliate members

Affiliate Members have visibility on the GFMD website, and full access to the GFMD-wide mailing list, the GFMD Fundraising Guide, and advocacy, policy and other general activities.

Affiliate Members do not have the right to vote in GFMD elections, including those held at general membership meetings and at the General Assembly.

Affiliate Members have the right to become members of the Membership Committee and Policy and Learning Committees but not of other GFMD committees, including the Steering Committee.

4.4 Joining GFMD as a member

4.4.1 Founding members

All organisations that attended the 2008 World Conference and signed the GFMD founding document were inducted into GFMD general membership at that time and, as such, they were entered into the register of general members that was prepared by the GFMD Secretariat and confirmed by the Steering Committee at its first meeting after the 2008 World Conference.

4.4.2 Applying for membership

Any organisation may apply for GFMD membership at any time by submitting a completed application form to the GFMD Secretariat.

The form shall include information about an organisation's aims and objectives, its finances, governing structure, legal status, journalism and media support work and indicate what sort of membership the organisation is seeking (i.e. general or affiliate).

Organisations seeking general or affiliate membership need a referral or recommendation from an existing GFMD member or the GFMD Secretariat.

For affiliate members, the recommendation should make specific reference to the editorial and ethical standards that the applicant observes.

4.4.3 Processing applications for membership

An application for membership will be screened by the GFMD Secretariat, vetted by the Membership Committee and confirmed by the Steering Committee at the next meeting following when the application is forwarded to it.

The Secretariat shall reject an application outright where the organisation does not meet the membership criteria set out in Article 4.2.1 and 4.2.2 or 4.3.1, respectively.

The Secretariat's decisions can be appealed by the applicant before the Steering Committee.

The Secretariat shall then forward the application to the Membership Committee which shall review it and forward it to the Steering Committee with its recommendation (i.e. to accept or reject the application or to place conditions on membership which the application would need to fulfil).

The Steering Committee may accept or amend the recommendation of the Membership Committee, provided that in the latter case the Steering Committee shall provide written notice to the Membership Committee as to why it amended the recommendation.

4.5 Approval

An applicant shall be accepted into membership upon positive approval of its application by the Steering Committee.

4.6 Annual membership fees

4.6.1 Membership fee

To enjoy the rights described in Articles 4.2.3 Rights of general members or 4.3.2 Rights of affiliate members, as relevant, a member must pay the membership fee.

4.6.2 Level of fees

General members shall be required to pay annual fees based on the type and criteria they fit in.

The Steering Committee oversees and sets membership fees.

4.6.3 Deadline for membership dues

Annual fees are due on 1 January each year and must be paid by 1 May, failing which the member shall be considered to be in arrears.

Members that have not paid their GFMD membership fees for more than one year (i.e. by 1 January of the following year) will no longer have access to GFMD services (such as member-only events, content & member-only email list).

4.7 Terminating membership

4.7.1 Criteria for suspension and expulsion

A decision to suspend or expel a General or Affiliate member under this Article shall be made when one or both of the following conditions are met:

- a) The member no longer meets the conditions for membership as set out in Article 4.2.1 and 4.2.2 or 4.3.1, respectively; or
- b) The member has not paid annual membership fees for more than fifteen months, provided that at least two reminders have been sent, one in the period of December-January prior to the fifteen months cut-off.
- c) The member has failed in serious ways to respect the Code of Practice.

4.7.2 Suspension process

A decision to suspend a member shall require a two-thirds majority vote of the total number of voting members of the Steering Committee, following a discussion of whether or not the conditions for suspension, as set out in Article 4.6.1, have been met.

A member who has been suspended shall no longer have rights associated with membership.

A member who has been suspended shall have the right to appeal the suspension before the next General Assembly.

4.7.3 Expulsion process

A member which has been suspended for nine months and has still not resolved the condition(s) which gave rise to the suspension (as set out in Article 4.6.1) may be expelled by a simple majority vote of the Steering Committee.

An organisation which has been expelled from the GFMD shall have no rights vis-à-vis the GFMD although it may, like any other organisation, apply for membership at any time.

4.7.4 Resignation

Any member may resign from GFMD by giving notice in writing to the GFMD Steering Committee.

4.7.5 Bankruptcy, dissolution, or liquidation

If a GFMD Member is declared bankrupt, dissolved or liquidated, membership shall normally be terminated automatically by the Secretariat.

The Steering Committee may, upon a special application of the Membership Committee, decide not to terminate membership notwithstanding sub-article 4.6.1 where the Steering Committee deems this to be appropriate, for example where the conditions for termination came about due to political interference in the organisation.

Upon termination, the rights of the member vis-à-vis GFMD automatically cease to exist.

A member which has been terminated may reapply for membership in GFMD like any other organisation.

V. PARTNERS AND SUPPORTERS

5.1 Partners

5.1.1 Criteria for Partners

The status of Partner of GFMD is open to entities which are freedom of expression, digital rights or press freedom organisations, media development/media business consultancies or advertisers.

GFMD Partners must respect human rights, adhere to principles of transparency and accountability and respect the independence of GFMD and our members.

5.1.2 Approval process

Partners must sign a memorandum of understanding or partnership agreement with the GFMD Secretariat.

5.1.3 Rights

Partners shall have access to the GFMD-wide mailing list, visibility on the website, and access to GFMD learning activities and knowledge sharing platforms.

Partners do not have the right to vote in any GFMD election or to stand for election to any of its elected positions.

5.1.4 Fees

Partners are not required to pay a fee but the memorandum of understanding or contract with them may provide for gifts in kind and/or some sort of fee.

5.2 Institutional Supporters

5.2.1 Criteria for institutional supporters

The status of an institutional supporter or partner of GFMD is open to donors, funders, and government and private development agencies which work on and/or provide support for the work of the journalism and media support sector.

GFMD institutional supporters must respect human rights, adhere to principles of transparency and accountability and respect the independence of GFMD and its members.

5.2.2 Approval of institutional supporters

An entity becomes an institutional supporter following the signing of a memorandum of understanding or contract with the GFMD Secretariat.

5.2.3 Rights

Institutional supporters shall have access to the GFMD-wide mailing list, as well as GFMD learning activities and knowledge sharing platforms.

Institutional supporters do not have the right to vote in any GFMD election or to stand for election to any of its elected positions.

5.2.4 Fees

Institutional supporters are not required to pay a fee but the memorandum of understanding or contract with them may provide for project or core institutional funding support, gifts in kind and/or some sort of fee.

5.3 Approval, resignation, suspension and expulsion

The processes for resignation, suspension and expulsion of partners and supporters are done in line with a relevant contract or memorandum of understanding signed with a partner or a supporter.

Although partners and supporters are not formally bound by the Code of Practice, they may also be subject to the process of suspension and expulsion for serious breaches of the values set out in that Code.

VI. STEERING COMMITTEE

6.1 Role

The Steering Committee shall manage and oversee the affairs of the GFMD, dealing with major strategic and policy matters facing GFMD and its membership between General Assembly meetings, while the execution of strategy and policy, and administrative matters shall be the responsibility of the Executive Committee and GFMD Secretariat.

The Steering Committee shall also oversee the work of the Secretariat and will adopt internal administrative by-laws upon the recommendation of the Executive Committee.

The Steering Committee shall appoint among its member, the members of the Executive Committee

The Steering Committee is competent for all matters and decisions that are not exclusively attributed to other governing bodies (i.e. residual powers).

6.2 Selection of Steering Committee Members

6.2.1 Categories of members

For the purposes of Steering Committee elections GFMD general members are categorised and grouped as follows:

“Regional members” are organisations based in and conducting the majority of their activities in a particular region.

The GFMD regions are

- Asia, Pacific and Oceania
- Eastern Europe, the Caucasus and Central Asia
- Europe (Western, Central, Northern or Southern)
- Latin America and the Caribbean
- Middle East and North Africa
- North America
- Sub-Saharan Africa

“Topical & policy members” are organisations that focus on topics such as on freedom of expression, ethics, diversity, investigative journalism or sustainability - and working in a wide range of countries.

“Global members” are organisations with an international focus and working on journalism and media sector support in a wide range of countries in at least three of the seven GFMD regions.

The Secretariat categorises members based on this criteria and in line with the membership application statement by the prospective member.

6.2.2 Composition

There shall be **seventeen** seats on the Steering Committee, which shall be allocated as follows:

Twelve “regional members”:

- Asia, Pacific and Oceania - 2
- Eastern Europe, the Caucasus and Central Asia - 2
- Europe (Western, Central, Northern or Southern) - 1

- Latin America and the Caribbean - 2
- Middle East and North Africa - 2
- North America - 1
- Sub-Saharan Africa - 2

Two “topical and policy members”

Three “global members”

The GFMD Executive Director is a non-voting member of the Steering Committee.

6.2.3 Nominations

The Secretariat shall notify general member organisations of their right to nominate individuals for the Steering Committee at least 45 days before the General Assembly meeting at which members will be selected.

General member organisations may nominate no more than one individual for any of the seats indicated in Article 6.2.1, provided that organisations may only nominate for seats for which they meet the criteria outlined in article 6.2.1.

Nominations must be made at least 10 days in advance of the General Assembly meeting.

6.2.4 Elections

Individuals who have been nominated shall, if they accept the nomination, present themselves to the members in advance to the General Assembly meeting.

Where more than the prescribed number of individuals has been nominated for any particular category of seat, the representatives shall be chosen by a simple majority vote of general members.

According to the preference of the Steering Committee, voting shall take place either in advance of or during the General Assembly meeting.

6.3 Term of office

A term lasts four years.

A term comes to an end when a new Steering Committee is elected at the General Assembly four years after a Steering Committee was elected.

The term of office of Steering Committee members is limited to two consecutive terms.

Terms served as "alternate" members of the Steering Committee – a practice that ended just before the 2016 World Forum in Jakarta – do not count towards the limit of two consecutive terms.

6.4 Terminating membership of the Steering Committee

6.4.1 Resignation

A Steering Committee member may resign from this position at any time by notifying the Chairperson of the Steering Committee in writing.

6.4.2 Removal

A Steering Committee member may be removed under the following conditions:

- Failing to attend two consecutive meetings without a cause;
- Failing in material ways to contribute to the work of the Steering Committee;
- Failing in material ways to respect the Code of Practice;
- Where they leave the GFMD general member organisation which nominated them for Steering Committee membership in the first place;
- Where the general member organisation which nominated them for Steering Committee membership in the first place is no longer a GFMD general member.

Where the Secretariat believes that a member of the Steering Committee meets one or more of these conditions, it may forward a recommendation of removal to the Steering Committee.

A member of the Steering Committee may also, under the same conditions, forward a recommendation for removal to the Steering Committee.

When it receives a recommendation of removal, the Steering Committee shall discuss the matter, including by giving the concerned member a chance to make representations on the matter, and may, by a two-thirds majority vote of members present and voting, remove the member.

6.4.3 Replacement

Where a Steering Committee member who has resigned or been removed has six months or more left in their mandate, an alternate candidate from that member organisation can be put forward to complete the term.

The alternate candidate shall be approved by the Steering Committee by a two thirds majority.

If the alternate candidate is not approved by a two-thirds majority of the Steering Committee, a virtual election from among general members shall be held to replace that member.

6.5 Meetings

6.5.1 Attendance at meetings

Members of the GFMD Steering Committee shall be expected to attend duly constituted Steering Committee meetings absent legitimate reasons for not attending.

The Steering Committee may allow the Advisory Board to take part in meetings or part of meetings in order to provide specific expertise but such advisors shall not be entitled to vote.

6.5.2 Voting rules

All members of the Steering Committee shall be entitled to one vote.

The GFMD Executive Director is a non-voting member of the Steering Committee.

Wherever possible, the GFMD Steering Committee will take decisions by consensus.

Where votes are required, and unless otherwise provided for in this Constitution, decisions of the Steering Committee shall be taken by simple majority vote.

A failure by any Steering Committee member to attend a general meeting, or to send a proxy vote, shall be interpreted as an abstention.

6.5.3 Proxy voting

Proxy voting, in accordance with rules adopted by the Steering Committee, shall be permitted in the case of absence.

Proxy voting may only be done by an individual from the same organisation as the member of the Steering Committee who has been nominated by that member for purposes of proxy voting.

Proxy votes shall be allowed in matters of membership, funding proposals and changes in governance.

6.5.4 Frequency of meetings

There will be at least two meetings of the Steering Committee per year.

Unless otherwise decided by the Steering Committee, there shall be a physical meeting of the Steering Committee at least once per year.

The first meeting of a new Steering Committee shall be held immediately after the new Steering Committee is elected at the General Assembly.

A new Steering Committee is elected at the fourth General Assembly that occurs during the term of the previous Steering Committee's term.

As well as the annual physical meeting of the Steering Committee, there will be a video conference meeting at least once a year.

The Steering Committee can take decisions in between meetings via a conference call or email.

6.5.5 Meeting rules

Subject to this Constitution, the Steering Committee may adopt such rules relating to meetings as it sees fit.

An agenda for meetings shall be circulated by the Secretariat in agreement with the Chairperson at least 14 days before the meeting so that members have a chance to comment on the agenda.

The Secretariat shall submit a summary report of GFMD activities at least 14 days ahead of annual Steering Committee meetings.

Quorum for decision-making shall be a simple majority of the Steering Committee, including proxy representatives.

The Secretariat shall cause minutes to be kept of each meeting and the minutes of the previous meeting shall be approved by the Steering Committee at the next meeting.

6.5.6 Meeting location

The Steering Committee in collaboration with the Secretariat may decide to organise additional GFMD activities to coincide with physical meetings of the Steering Committee in order to take advantage of the meeting's location.

6.6 Executive Committee

6.6.1 Executive Committee Role and Selection

The Executive Committee is the administrative body of the association. It is composed of three members elected by the Executive Committee and the Executive Director.

The Steering Committee must elect, by a majority of two-thirds, three members of the Executive Committee, namely the President, the Vice-President and the Treasurer, from among its members.

The Chairperson of the Executive Committee shall also chair meetings of the Steering Committee and the General Assembly. In the absence of the Chairperson, the Deputy Chairperson shall chair meetings of the Executive Committee and Steering Committee.

The Executive Committee, together with the Executive Director, represents GFMD in all major administrative and legal matters facing GFMD between General Assembly meetings. It is the main administrative body of the GFMD.

The Executive Committee, together with the Executive Director prepares and approves annual accounts, annual budget, annual audit in the absence of appointment of a statutory auditor, the internal administrative by-laws and other documents for the General Assembly and the Steering Committee for their review and decision making in line with this Constitution.

6.6.2 Elections

Individuals who have been nominated shall, if they accept the nomination, present themselves to the Steering Committee members in advance to the election meeting.

Where more than the prescribed number of individuals has been nominated for any particular role, the representatives shall be chosen by a two-thirds majority vote of Steering Committee members. If no member of the Steering Committee receives a two-thirds majority vote for any of these three positions, they shall be elected on a simple majority basis in a run-off vote between the two members who received the largest number of votes from the first round of voting.

According to the preference of the Steering Committee, voting shall take place either during or immediately after the General Assembly meeting.

6.6.3 Term of office

A term lasts four years.

A term comes to an end when a new Steering Committee and Executive Committee are elected at the General Assembly four years after a Steering Committee was elected.

The term of office of Executive Committee members is limited to two consecutive terms.

6.6.4 Terminating membership of the Executive Committee

6.6.4.1 Resignation

An Executive Committee member may resign from this position at any time by notifying the Chairperson of the Steering Committee in writing.

6.6.4.2 Removal

An Executive Committee member is at the same time a Steering Committee member and may be removed under the same conditions as other Steering Committee members.

6.6.4.3 Replacement

Where a member who has resigned or been removed has six months or more left in their mandate, an alternate candidate from the Steering Committee needs to be put forward by the members of the Steering Committee to complete the term.

The alternate candidate shall be approved by the Steering Committee by a two thirds majority.

If the alternate candidate is not approved by a two-thirds majority of the Steering Committee, a simple majority of votes will be accepted.

6.6.5 Meetings

6.6.5.1 Attendance at meetings

Members of the GFMD Executive Committee shall be expected to attend Steering Committee meetings absent legitimate reasons for not attending.

6.6.5.2 Voting rules

All members of the Executive Committee shall be entitled to one vote.

The GFMD Executive Director is a non-voting member of the Executive Committee.

Wherever possible, the GFMD Executive Committee will take decisions by consensus.

Where votes are required, and unless otherwise provided for in this Constitution, decisions of the Executive Committee shall be taken by simple majority vote.

Proxy voting in the case of the Executive Committee is not permitted.

6.6.5.3 Frequency of meetings

There will be at least two meetings of the Executive Committee per year.

The Executive Committee can meet and take decisions whenever two of its members call for it.

6.6.5.4 Meeting rules

Subject to this Constitution, the Executive Committee may adopt such rules relating to meetings as it sees fit.

An agenda for meetings shall be circulated by the Secretariat in agreement with the Chairperson at least 3 days before the meeting so that members have a chance to comment on the agenda.

The Executive Committee is only validly constituted if at least half of its members are present.

The Secretariat shall cause minutes to be kept of each meeting.

Meetings of the Executive committee are held either physically at the place provided for in the notice, or remotely by means of a teleconference or videoconference or using other telecommunications techniques allowing the members of the committee present at the meeting to hear and be able to consult simultaneously, either by combining the two aforementioned means where some directors are physically present and others participate in the meeting using a tele or videoconference or another means of electronic communication.

6.6.6 Representation

The association is validly represented towards third parties and in court:

- a) either by the Executive Committee, acting by the majority of its members;
- b) either by the Chairperson of the Executive Committee, acting alone;
- c) or by the Executive Director within the limits of their mandate.

6.7 Advisory Board

6.7.1 Function

The advisory board functions to advise the Steering Committee and Secretariat on major strategic and operational issues.

6.7.2 Composition and appointment

Members of the Advisory Board are appointed by the Steering Committee.

Criteria for the Advisory Board shall include experienced and prominent professionals from member organisations, previous members of the Steering Committee, and experts from the journalism and media sector, tech sector, international development, legal, and fundraising experts.

The Advisory Board shall include a minimum of 3 and a maximum of 7 individuals.

The Advisory Board shall include at least one prominent individual from an affiliate member organisation.

If a general member has a representative elected to the Steering Committee, another representative from that organisation is not eligible for a seat on the Advisory Board.

6.7.3 Relation to the Steering Committee

Members of the Advisory Board can attend meetings of the Steering Committee upon invitation, but these members shall not be entitled to vote.

6.7.4 Meetings and commitments

The majority of the work of the Advisory Board shall be done via email and online meetings.

This Constitution does not prescribe a fixed number of or schedule for Advisory Group meetings but it will be expected to hold at least two meetings per year.

6.8 Steering Committee subcommittees

6.8.1 Subcommittees

The Steering Committee has two subcommittees:

- Membership Committee
- Policy and Learning Committee

6.8.2 General purpose of subcommittees

Steering Committee subcommittees shall play an advisory role to help guide the Steering Committee and Secretariat about matters falling within their mandates.

Subcommittees shall not have decision-making powers but shall be able to act in a more flexible and efficient way to advise the Steering Committee, Executive Director and Secretariat staff, in accordance with this Constitution.

6.8.3 Appointments to the Membership Committee and Policy and Learning Committee

The Membership Committee and Policy and Learning Committee shall each consist of three members who shall be elected by a simple majority vote by the Steering Committee from among its members, members of the Advisory Board and representatives of other general members.

6.8.4 Secretariat participation in subcommittee meetings

One person from among the GFMD Secretariat and GFMD Executive Director shall be nominated by the GFMD Executive Director as a non-voting, ex-officio member of each subcommittee.

6.8.5 Role of the Steering Committee Chairperson and Deputy Chairperson

The Steering Committee Chairperson and Deputy Chairperson may participate in the Membership Committee and Policy and Learning Committee as a non-voting member.

6.8.6 Subcommittee rules

Subcommittees may, subject to the rules in this Constitution, adopt such procedural and operational guidelines as they deem fit to facilitate their operations.

6.8.7 Meetings and commitments

The majority of the work of subcommittees shall be done via email.

The Secretariat shall be responsible for convening meetings of subcommittees, provided that any member may call for a special meeting as needed.

This Constitution does not prescribe a fixed number of or schedule for subcommittee meetings but committee members are encouraged to hold at least two meetings per year.

6.8.8 Subcommittee reports

Each subcommittee, with support from the Secretariat, shall submit an annual report to the Steering Committee which shall describe the work performed by the subcommittee during the previous year.

Any recommendations from a subcommittee which require a vote by the Steering Committee will be communicated to the full Steering Committee membership as soon as possible via email.

6.8.9 Role of the Secretariat

The Secretariat shall provide administrative and logistical support to subcommittees as needed.

VII. GENERAL ASSEMBLY

7.1 General Assembly

The General Assembly meeting of the GFMD shall take place every year.

7.2 Sovereign body

The General Assembly is the sovereign body of the GFMD and brings together all members, as well as partners and supporters, provided that only general members have the right to vote at General Assembly meetings.

The General Assembly:

- Receives a report on GFMD activities, including activities of the Steering Committee and Secretariat and the activities of subcommittees
- Approves annual financial report, including remuneration of members of the Executive Committee and the Steering Committee, the appointment of auditors or representatives and their fees, and the annual budget
- Deals with appeals on decisions of the Steering Committee
- Is the only body that has the power to amend this Constitution
- Confirms the election of the members of the Steering Committee at the fourth annual General Assembly meeting to take place since the incumbent Steering Committee was elected

7.3 General Assembly meetings

The timing and programme of the General Assembly will be prepared by the Steering Committee in consultation with the GFMD membership and with support from the Secretariat.

Notice of the timing and location of a General Assembly meeting will be provided to members, partners and supporters at least 60 days before the meeting.

The programme for a General Assembly meeting will be circulated at least 14 days before the meeting and all general members will be able to comment on it.

When a General Assembly occurs in a year when the Steering Committee is not up for election, the meeting will be held online.

The Chairperson shall chair the General Assembly meeting.

The Deputy Chairperson chairs the General Assembly in the absence of the Chairperson.

Meetings of the General Assembly require no attendance quorum and decisions are made by a simple majority of votes.

7.4 Attendance and participation

All general members have the right to attend and participate in the General Assembly meeting.

When a General Assembly falls on a year when the Steering Committee is up for election, every effort shall be made to ensure that all interested general members are able to attend in person.

When a General Assembly falls on a year when the Steering Committee is not up for election, provision shall be made for an online meeting to enable general members to participate and vote virtually.

Affiliate members, partners, institutional supporters and individual supporters shall be invited to attend and participate in any additional programming - conferences, meetings or other activities - that may take place around a General Assembly meeting but they are not able to take place in the functions of the General Assembly as outlined in this Constitution.

7.5 Voting at General Assembly meetings

Where a matter is put to a vote at a General Assembly meeting, unless otherwise provided for by this Constitution, each general member shall be entitled to one vote and the matter shall be decided by a simple majority vote.

The above shall also apply to any matter which is appealed to the General Assembly. All decisions of the General Assembly are communicated to members through the GFMD member-only mailing list.

VIII. THE GFMD SECRETARIAT

8.1 Activities

The GFMD Secretariat carries out activities as agreed by the General Assembly and the Steering Committee.

8.2 Objectives

The GFMD Secretariat shall pursue the following objectives:

- promote and seek to expand the influence of GFMD and its membership by entering into partnerships with other relevant organisations under the guidance of the Steering Committee;
- generally promote the achievement of the functions and objectives of GFMD as set out in Article 2 of this Constitution;
- and support the work of the Steering Committee and subcommittees, the planning and rollout of the General Assembly meeting and other activities being undertaken in the name of GFMD.

8.3 Working programme

The GFMD Secretariat implements the strategy and the working programme of the GFMD in line with Article 8.2.

The General Assembly and Steering Committee sets the priorities for the work of the GFMD Secretariat.

The Steering Committee oversees the work of the Secretariat and sets interim priorities between General Assembly meetings.

8.4 Responsibilities

The GFMD Secretariat is responsible for organising and fundraising for all GFMD activities and General Assembly meetings in cooperation with the Steering Committee.

Regional meetings, conferences or other activities shall take place to coincide with the General Assembly and Steering Committee meetings provided that funding is available and at least one GFMD member in that region is willing to act as a co-organiser.

8.5 Executive Director

The Executive Director:

- Is the Chief Executive Officer of GFMD.
- Is appointed by and reports to the Steering Committee. The manner of appointment, duration and termination of the mandate, the extent of powers and the manner in which they shall exercise these powers is defined by the internal administrative by-laws that are adopted by the Steering Committee.
- Is an ex officio non-voting member of the Steering Committee and a voting member of the Executive Committee.
- Represents GFMD in all daily management matters and towards third parties in line with the internal administrative by-laws that are adopted by the Steering Committee.

All staff of the GFMD Secretariat, GFMD regional coordinators and external consultants hired by GFMD report to the Executive Director.

The GFMD Secretariat's staff, coordinators and external consultants are hired by the Executive Director, depending on the availability of funds.

8.6 Finance and activity reports

The Secretariat prepare an annual financial report and an annual activity report which it presents to the General Assembly on behalf of the Executive Committee.

IX. DISSOLUTION

The dissolution of the GFMD may take place at a General Assembly meeting or a special general meeting called for that purpose upon the tabling of a motion to that effect and its adoption by at least two-thirds majority vote of the members present and voting.

Notice of a dissolution motion shall normally be given at least 45 days in advance, provided that the Steering Committee may approve a shorter period of notice with cause.

In the event that the membership votes to dissolve the GFMD, all liabilities of the GFMD shall be discharged and any remaining assets shall be transferred to an organisation with a similar mission upon the decision of the General Assembly.

X. MISCELLANEOUS

10.1 Matters not provided for

Matters not provided for in this Constitution shall be decided by the Steering Committee and can be appealed at a General Assembly meeting.

10.2 Belgian law

This Constitution, which is framed and interpreted according to the conditions and circumstances set out in the Belgian law, shall at all times be interpreted and applied in a manner which avoids undue technicality and which best maintains and promotes GFMD's character and objectives.

10.3 Amendments to this Constitution

Amendments to this Constitution may be proposed by the Secretariat, the Steering Committee or any general member.

Proposed amendments shall be circulated to the membership at least 45 days in advance of a General Assembly meeting.

Amendments shall be adopted upon being confirmed by a two-thirds majority vote of the general members present and voting at a General Assembly meeting.

In accordance with Belgian law, amendments to the purpose and activities of the association must be submitted for Royal Assent. Amendments to the statutes are published in the Annexes to the Belgian Official Gazette.