



**Global Media  
Defence Fund**

## **A Model Constitution for Media Lawyers' Networks**

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### ***Introductory Commentary***

This document is a Model Constitution for a media lawyers' network which aims to provide a working template for the development of a constitution or articles of incorporation. It should be relied on only as a guide or for inspiration. Each nascent network will need to have a discussion with prospective members to decide upon the substantive ground rules for the network – such as what its objectives and structure will be, who is eligible for membership, its main activities and so on – and the constitution will need to reflect those ground rules.

In addition, the national legal system will include certain requirements governing non-profit entities, such as the legal form such a network will normally take, and these may need to be reflected in the constitution. It may be worthwhile to ask a lawyer with expertise in non-profit law to assist in drafting the constitution. Some examples of laws and regulations which you may need to take into account include:

- Laws on associations or non-profit entities, or procedures for obtaining legal personality.
- Tax laws and financial reporting rules governing non-profit entities.
- Anti-money laundering laws, laws governing foreign financial flows into the country or laws regulating donations in general.
- Laws restricting lobbying or political or advocacy activities by non-profit entities, or imposing additional requirements, whether substantive in nature or relating to reporting, for organisations engaged in lobbying.

Ideally, the constitution should be as simple and easy to understand as possible, taking into account legal formalities and requirements. Some organisations have both a constitution and a separate document containing more detailed rules, such as by-laws. If this is the case, some of the provisions in this Model Constitution could be moved to the by-laws.

Text in brackets represents content that needs to be tailored based on individual circumstances (such as the name of the country). Commentary offering additional suggestions and guidance on drafting a constitution is provided in italics.

This Model Constitution is part of a larger project supporting the formation of media lawyers' networks. Additional information and resources relating to this project, including in various languages, can be found at: <https://www.law-democracy.org/live/projects/media-lawyers-networks/>.

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## Chapter 1: Introductory Matters

### 1. Name

The name of the [indicate relevant legal entity status such as society or corporation] is “[country] Media Lawyers’ Network” (the Network).

### 2. Location and Address

The headquarters of the Network will be based in [city] and offices/chapters may be established in other cities.

*Commentary: If the network envisages regional or local offices being established, the constitution will need to elaborate appropriate structures to accommodate this, such as how these will be managed and their relationship to the central office.*

### 3. Legal Entity Status

(1) The Network is established as a [relevant legal entity status such as society or corporation] incorporated under the laws of [country].

(2) The Network has legal personality which is distinct from its individual members and the power to enter into contracts, to sue and be sued, and to own assets and incur liabilities in its own name.

*Commentary: This provision will depend on the requirements of the local law.*

### 4. Objects

The objects of the Network are:

- (a) To promote freedom of expression, media freedom and the right to information in [country], in accordance with constitutional and international human rights guarantees.
- (b) To advance the professional development and expertise of its members.
- (c) To serve as a forum for knowledge exchange and for facilitating collaboration among its members.
- (d) To advance the protection of freedom of expression through providing support in relevant legal cases.
- (e) To promote the development of laws, policies and practices which are aligned with guarantees of freedom of expression.
- (f) To foster research and publications in the area of freedom of expression, media freedom and the right to information.
- (g) To foster improved general knowledge about and awareness of freedom of expression issues among legal professionals as well as the general public.

*Commentary: Another approach is to have a more general vision or mission statement and then a separate provision setting out the more specific activities the Network will undertake.*

## **Chapter 2: Membership**

### **5. Membership Eligibility**

- (1) The Network has the following types of members:
  - (a) Full members.
  - (b) Associate members.
  - (c) Honorary members.
  - (d) Institutional members.
  
- (2) The following individuals are eligible to join as full members, as long as they are a national of or reside permanently in [country]:
  - (a) Members of the [official name of the Bar or professional association for lawyers].
  - (b) Judges.
  - (c) Law professors at recognised law schools.
  - (d) Other legal professionals working in the area of freedom of expression or media law.
  - (e) Individuals who used to meet the conditions of sub-clauses (a) to (d) but have since retired or moved on from those positions.
  
- (3) The following individuals are eligible to join as associate members:
  - (a) Law students.
  - (b) Graduates of a recognised law school who do not meet the conditions for full membership.
  - (c) Citizens of [country] who are members of a foreign professional association for lawyers.
  
- (4) Individuals who have made outstanding contributions to the advancement of freedom of expression or media law may be granted honorary membership.
  
- (5) Organisations which employ individuals who are eligible to join as full members and who wish to join the Network may be granted institutional membership.

*Commentary: Membership can be narrowly focused on media lawyers or include a wider mix of legal professionals (or even media professionals such as journalists). Rules on membership should never be discriminatory, although limiting members to citizens and/or residents is appropriate. Some media lawyers' networks limit membership, or at least full membership with voting rights, to certain types of lawyers. For example, the Canadian Media Lawyers Association requires that full members act primarily as media defence lawyers, as opposed to those whose legal work primarily involves bringing cases against media entities.*

## 6. Joining and Leaving the Network

- (1) An individual or institution may apply for membership by submitting the relevant membership form to the Secretary.
- (2) The Executive Committee shall consider membership applications at its regular meetings and approve or reject applications on a regular basis.
- (3) Once an application is accepted by the Executive Committee, membership becomes effective after, for full, associate or institutional members, paying the associated membership fee and swearing any formal oath of commitment to the objects of the Network which has been adopted by the Board of Directors.

*Commentary: It is common to waive fees for honorary members and to have reduced fees for associate members, especially if this category is primarily aimed at students.*

- (4) The Executive Committee may nominate individuals for honorary membership and the Board shall grant such membership to individuals, subject to their written acceptance of this status.
- (5) A member may terminate his or her membership at any time by submitting a signed written notice to this effect.
- (6) The Executive Committee may remove a member in the following circumstances:
  - (a) The individual no longer meets the eligibility requirements for membership.
  - (b) The individual or institution has not paid the associated membership fee for a period which exceeds three months.
  - (c) The individual or institution has engaged in behaviour which reflects in a seriously negative manner on the Network or which represents a serious violation of the formal oath of commitment to the objects of the Network.

*Commentary: Another approach is to allow a member to be expelled only following a decision of the Board of Directors or even General Assembly. For a larger Executive Committee, a supermajority for removal of a member on the last ground, which is more subjective, could be considered.*

## 7. Privileges of Membership

- (1) All individual members have the right to:
  - (a) Participate in and contribute to the activities and work of the Network and its committees.
  - (b) Participate in general meetings.
  - (c) Benefit from educational materials, trainings and publications developed by the Network and receive communications about its activities.
  - (d) Make inquiries to the Board of Directors or Executive Committee about the activities and finances of the Network.

- (2) Full members have the right to:
  - (a) Vote in elections of the Network.
  - (b) Run for elected positions in the Network.
  
- (3) The rights of institutional members shall be determined by a decision of the Board of Directors, which shall mainly relate to facilitating membership for their staff, provided that institutions, as such, shall not have the right to vote in elections of the Network or be represented in positions of the Network.

## 8. Responsibilities of Members

Members have the following responsibilities:

- (a) To contribute to the work of the Network.
- (b) To support the objects of the Network, including the promotion of freedom of expression and advancement of media law in [country].
- (c) To behave in a manner which does not reflect harmfully on the integrity or work of the Network.
- (d) To communicate any changes in contact information to the Network.
- (e) To pay the associated membership fee.

## Chapter 3: Structure of the Network

### 9. Organs of the Network

The Network shall consist of the following organs:

- (a) The General Assembly.
- (b) The Board of Directors.
- (c) The Executive Committee.

*Commentary: Larger organisations might also wish to provide for a paid secretariat, perhaps headed by an executive director, although this involves costs. The idea of staff could be included in the constitutional document or just left to the other organs to decide, which leaves a lot more flexibility to adjust as projects and funds come in and come to an end.*

*The Constitution might also establish committees to support specific Network activities, such as educational initiatives or advocacy work, or to support specific categories of members, such as minority groups or young lawyers. Alternatively, this could simply be left to be decided by the Board of Directors and/or the Executive Committee.*

## Chapter 4: General Assembly



## 10. General Assembly

- (1) The General Assembly consists of all of the individual members of the Network.
- (2) The General Assembly has the following powers:
  - (a) To elect the members of the Board of Directors.
  - (b) To amend the Constitution.
  - (c) To adopt binding decisions governing the work of the Network.
  - (d) To set the conditions for General Assembly meetings, including by approving and amending the agenda.
  - (e) To exercise any other power provided for in another clause of the Constitution.

## 11. Meetings and Voting Procedures

- (1) A general meeting of the General Assembly shall be held at least once in every three years at a time and place which is determined by the Board of Directors.

*Commentary: Meetings can be held more or even less often, keeping in mind that it is often quite expensive to hold general meetings and also that they need to be held sufficiently regularly to enable the selection of members of the Board of Directors.*

- (2) The Board of Directors shall approve the proposed agenda for general meetings, subject to approval by the members present at the general meeting.
- (3) The Secretary of the Network shall give all members written notice of the time and venue of the general meeting at least 30 days before it is due to be held and circulate a written copy of the proposed agenda at least seven days before the general meeting is due to be held.
- (4) A special meeting of the General Assembly may be called by the Board of Directors or at the request of at least one-fifth of the membership or at least 15 members, whichever is less.
- (5) Decisions to be voted on at General Assembly meetings may be proposed by the Executive Committee, by the Board of Directors or by at least one-fifth of the membership or at least 15 members, whichever is less.
- (6) Decisions of the General Assembly shall be made by simple majority vote unless this Constitution provides for a different majority
- (7) One-third of the membership present or represented on a proxy basis constitutes quorum for a general meeting provided that if quorum is not reached at a general meeting, a subsequent meeting, otherwise properly called, shall be deemed to have met quorum even if less than one-third of the membership is present or represented on a proxy basis.
- (8) The rules relating to proxy representation shall be proposed by the Board of Directors and adopted by the General Assembly.

*Commentary: Allowing proxy representation is a good way to enable participation from participants who cannot physically attend meetings, especially in geographically large countries. However, it is important to have clear and appropriate rules governing proxy representation to avoid this being abused and to prevent confusion about how it works.*

(9) The President shall chair all general meetings provided that, in the absence of the President, the members present shall elect one of their number to chair the general meeting.

(10) The Secretary shall take minutes at all meetings provided that, in the absence of the President, the members present shall elect one of their number to serve as Secretary at the general meeting.

(11) The Secretary shall circulate the minutes of the general meeting to the membership following the meeting.

(12) Approval of the minutes of the previous general meeting shall be the first order of business at each general meeting and, once approved, the minutes shall be signed by the individuals chairing and serving as secretary of the general meeting.

## **Chapter 5: Board of Directors**

### **12. Composition**

(1) The Board of Directors shall consist of [odd number] Network members.

*Commentary: We recommend between seven and eleven members. Board of Directors that are too large will struggle to operate efficiently. If the Board is smaller than seven members (i.e. three or five members), then there will be no need to also have an Executive Committee.*

(2) Any member who is in good standing in the Network may be appointed as a member of the Board of Directors provided that, once the Network has been in existence for three years, only individuals who have been members in good standing for two years may be appointed to the Board of Directors.

*Commentary: It is possible to set additional requirements for members of the Board of Directors, for example as to experience or more general good standing, such as in society at large.*

(3) [Number] seats on the Board of Directors are reserved for female candidates.

*Commentary: One or more seats on the Board of Directors may be reserved explicitly for women, for members of minority groups or for representatives from different parts of the*

country, as a means of promoting diversity in the Network and its organs. In this case, voting procedures need to reflect this, for example by holding a separate election for these positions.

- (4) The tenure of members of the Board of Directors is three years, which may be renewed once.

*Commentary: Staggering the terms of members of the Board of Directors, so as to ensure continuity and avoid everyone rotating off of the Board at the same time is a good idea and can be achieved by providing for shorter initial terms for some members. At the same time, this needs to be aligned with the frequency of general meetings, which can be difficult if the latter are not annual. It is also possible to have longer periods of tenure, which can lead to more stability for the organisation, such as four-year terms with general meetings every two years, but it is also important to have regular turnover on the Board of Directors so as to prevent stagnation and individuals getting too entrenched.*

### 13. Selection of Members of the Board of Directors

- (1) Candidates for membership of the Board of Directors may be nominated by any member of the Network up to 14 days before a general meeting, provided the individual in question consents to the nomination.

*Commentary: Alternatively, a nominating committee could be responsible for nominating candidates.*

- (2) Members of the Board of Directors are elected by the General Assembly at a general meeting pursuant to a simple majority vote, conducted according to a secret ballot and otherwise in accordance with the rules for such elections that have been set by the Board of Directors.

*Commentary: A number of options for how voting proceeds are possible, such as a single round of voting for all members of the Board, with each member of the Network voting for the number of candidates that are due to be elected. According to the approach in this Model Constitution, the Board selects members for individual positions, such as the President and Secretary, but this could also be done at a general meeting (in which case the voting system would need to be designed to allow for this).*

### 14. Vacancies and Removals

- (1) Any member of the Board of Directors may resign by submitting written notice to this effect to the other members of the Board of Directors.

- (2) A member of the Board of Directors may be removed by a two-thirds majority vote of the other members of the Board on the following grounds:

- (a) The member has failed to attend three consecutive meetings of the Board of Directors without cause or otherwise clearly failed to discharge his or her duties as a member of the Board of Directors.

- (b) The member has acted in a manner which is materially inconsistent with the objects of the Network, including the promotion of freedom of expression and advancement of media law in [country].

(3) Where a member has been removed from the Board of Directors under sub-clause (2), the Secretary shall notify the general membership of this forthwith and the matter may be discussed by the membership as part of the agenda at a general meeting, provided that the removal shall not be reversed.

(4) Where a member of the Board of Directors dies, resigns or is removed and at least six months are left on his or her term, the Board of Directors may elect a replacement member by a simple majority vote to serve for the remainder of the departing member's term or may leave the position vacant, provided that where a departing member results in the membership of the Board of Directors falling below 75% of its full level, a replacement(s) will be made.

## 15. Powers and Responsibilities

The Board of Directors has the following powers and responsibilities:

- (a) To appoint and remove members of the Executive Committee.
- (b) To oversee the work of the Executive Committee and to issue decisions to guide its work.
- (c) To implement, as relevant, decisions adopted by the General Assembly.
- (d) To approve, in line with the Constitution and decisions adopted by the General Assembly, rules to govern the work of the Network, including general meetings, proxy representation and its own meetings.
- (e) To approve the rules relating to membership such as in relation to fees, the admission of honorary members and the rules governing the rights of institutional members.
- (f) To approve the annual audit and other reports prepared by the Executive Committee.

*Commentary: There is wide scope regarding possible powers to be allocated to the Board of Directors as compared to the General Assembly and Executive Committee, depending on a number of factors including the size of the organisation and where it is most appropriate for powers to lie. One consideration here is frequency of meetings. Thus, if the General Assembly does not meet annually, it cannot approve annual reports such as the audit.*

## 16. Meetings

(1) The Board of Directors shall meet at least twice annually (semi-annually) for regular meetings, which shall be called by the President.

*Commentary: The frequency of meetings will depend on the allocation of powers and responsibilities to the Board of Directors and practical considerations such as the cost of such meetings.*

(2) A special meeting of the Board of Directors may be called at any time by the President or at the behest of [number, which should be less than one-half of the total number] members of the Board of Directors.

(3) The Secretary of the Network shall give all members of the Board of Directors written notice of the time and venue of a regular meeting at least 14 days before it is due to be held and circulate a written copy of the proposed agenda at least seven days before it is due to be held, while notice of a special meeting shall be given as far in advance of the meeting as is practical.

(4) A majority of the members of the Board of Directors constitutes quorum.

*Commentary: Small boards of directors may choose to have a higher quorum to avoid giving too much authority to a small number of persons should one or two members be absent.*

(5) Any member of the Board of Directors may introduce a resolution to be voted on by the Board of Directors.

(6) Decisions of the Board of Directors shall be made by a simple majority of the members present and voting, unless a larger majority is required by the Constitution, the General Assembly or the Board of Directors, provided that in case of an equality of votes, the member presiding at the meeting shall have a casting vote in addition to his or her original vote.

(7) The Board of Directors may vote to allow decisions to be taken via electronic means of voting outside of the context of a meeting, providing that this shall not apply to decisions regarding the appointment or removal of Executive Committee members or approval of the annual audit.

(8) The President shall preside at all meetings of the Board of Directors, provided that where the President is absent the members present shall elect from amongst themselves a member to preside over the meeting.

(9) The Secretary, or in his or her absence the member so appointed by the members present, shall cause to be recorded and kept minutes of all meetings in a form approved by the Board of Directors.

(10) The minutes shall be submitted to the Board of Directors for formal approval and adoption at its next meeting and when so approved shall be signed by the persons acting as President and Secretary at that meeting, in the presence of the other members present at the meeting.

(11) A member of the Board of Directors who has a direct or indirect interest in any matter to be discussed at a meeting of the Board of Directors shall disclose the nature of such interest to the other members present at the meeting before the matter is discussed.

(12) Any disclosure under sub-clause (11) shall be recorded in the minutes of the meeting and the Board of Directors shall determine, without the participation of the concerned member, whether that member may take part in any deliberation or decision relating to the matter in question.

## Chapter 6: The Executive Committee

### 17. Composition and Selection

(1) The Executive Committee consists of a President, Secretary and Treasurer, provided that the Board of Directors may decide to appoint additional members of the Executive Committee.

*Commentary: Alternatively, the General Assembly could have the power to change the size of the Executive Committee, instead of the Board of Directors. The Executive Committee could also have additional members, such as a vice-president or general member(s), especially for larger organisations.*

(2) The members of the Executive Committee shall be nominated by any two members of the Board of Directors from among their own members and selected by a vote of the members of the Board of Directors in separate votes for each position, otherwise undertaken in accordance with the rules for such elections that have been set by the Board of Directors.

### 18. Vacancies and Removals

(1) Any member of the Executive Committee may resign by submitting written notice to this effect to the other members of the Board of Directors.

(2) A member of the Executive Committee may be removed by a two-thirds majority vote of the members of the Board of Directors on the following grounds:

- (a) The member has failed to attend three consecutive meetings of the Executive Committee without cause or otherwise clearly failed to discharge his or her duties as a member of the Executive Committee.
- (b) The member has acted in a manner which is materially inconsistent with the objects of the Network, including the promotion of freedom of expression and advancement of media law in [country].

(3) Where a member has been removed from the Executive Committee under sub-clause (2), the Secretary shall notify the general membership of this forthwith and the matter may be discussed by the membership as part of the agenda at a general meeting, provided that the removal shall not be reversed.

(4) Where a member of the Executive Committee dies, resigns or is removed and at least three months are left on his or her term, the Board of Directors shall elect a replacement member by a simple majority vote to serve for the remainder of the departing member's term.

### 19. Powers and Responsibilities

- (1) The Executive Committee has the following powers and responsibilities:
  - (a) To manage the business of the Network, subject to the Constitution and any decisions on this adopted by the General Assembly or Board of Directors, including through fundraising, overseeing any projects and managing any staff.
  - (b) To prepare the annual audit and other reports.
  - (c) To assist the General Assembly and Board of Directors in preparing for their meetings.
  - (d) To admit members, collect membership fees and maintain a registry of members.
- (2) The Executive Committee may hire or appoint a person to assist with these functions.

*Commentary: As noted previously, there is room for significant variation in allocating powers as between the Board of Directors and the Executive Committee. The Network may decide to set out a much more precise listing of the responsibilities of the Executive Committee.*

- (3) The President shall act generally as the representative of the Network and shall have primary responsibility for overseeing the execution of decisions of the Board of Directors and the General Assembly and the activities of the Network.
- (4) The Secretary shall be responsible for maintaining membership records, preparing any reports on the activities of the Network and assist in executing the activities of the Network.
- (5) The Treasurer shall be responsible for maintaining financial records, providing financial statements and at meetings as specified in this Constitution and upon request, arranging for appropriate audits of the finances of the Network and otherwise managing financial resources of the Network.

## 20. Meetings and Voting Procedures

- (1) The Executive Committee shall meet at least once every two months for regular meetings, which shall be called by the President.

*Commentary: The frequency of meetings will depend in part on the allocation of powers and responsibilities to the Executive Committee and, more importantly, on the volume of work being conducted by the Network.*

- (2) A special meeting of the Executive Committee may be called at any time by the President or at the behest of the other two members of the Executive Committee.
- (3) Members of the Executive Committee shall be given written notice of the time, venue and agenda of a regular meeting at least seven days before it is due to be held, while notice of a special meeting shall be given as far in advance of the meeting as is practical.
- (4) All of the members of the Executive Committee must be present to constitute quorum.

- (5) Any member of the Executive Committee may introduce a resolution to be voted on by the Executive Committee.
- (6) Decisions of the Executive Committee shall be made by consensus whenever possible provided that where this it not possible they shall be made by a simple majority of the members present and voting.
- (7) The Executive Committee may vote to allow decisions to be taken via electronic means of voting outside of the context of a meeting.
- (8) The President shall preside at all meetings of the Executive Committee.
- (9) The Secretary shall cause to be recorded and kept minutes of all meetings in a form approved by the Executive Committee.
- (10) The minutes shall be submitted to the Executive Committee for formal approval and adoption at its next meeting and when so approved shall be signed by the President and Secretary at that meeting.
- (11) A member of the Executive Committee who has a direct or indirect interest in any matter to be discussed at a meeting of the Executive Committee shall disclose the nature of such interest to the other members present at the meeting before the matter is discussed.
- (12) Any disclosure under sub-clause (11) shall be recorded in the minutes of the meeting and the Executive Committee shall determine, without the participation of the concerned member, whether that member may take part in any deliberation or decision relating to the matter in question.

*Commentary: If the Executive Committee is larger than three persons, a quorum should be chosen instead of requiring all members to be present. More formal voting rules may also be necessary.*

## **Chapter 7: Financial Matters and Signing Authority**

### **21. Fundraising and sources of funds**

The Network may receive funds via:

- (a) Membership fees.
- (b) Fees charged for publications, conferences and services provided.
- (c) Donations from individuals, not-for-profit organisations and foundations, and private companies, provided that these do not undermine the independence or work of the Network.
- (d) Project grants from not-for-profit organisations and foundations, and governments.



*Commentary: The Network should consider carefully what kinds of grants or donations could have a negative impact on its ability to operate independently, and consider adding qualifying language or conditions to such grants or donations.*

## **22. Remuneration of Members**

- (1) No member of the Network, including members of the Board of Directors and Executive Committee, shall receive any remuneration from the Network for their ordinary contributions to the Network, provided that reasonable expenses incurred in relation to Network business, such as travel to attend meetings, may be reimbursed in accordance with rules on this adopted by the Executive Committee.
- (2) The Executive Committee may, pursuant to a contract, agree to remunerate a member of the Network, including a member of the Board of Directors or Executive Committee, for work done which goes beyond an ordinary contribution to the Network, such as dedicated work done to deliver a specific project output.
- (3) The two preceding sub-clauses do not apply to any person the Executive Committee may hire or appoint to assist it with its functions.

## **23. Signing Authority**

- (1) Contracts, engagements, deeds, transfers and other legally binding instruments entered into on behalf of the Network which create binding obligations on the Network must be signed by the President and at least one other member of the Executive Committee.
- (2) The Board of Directors may by decision authorise a single member of the Executive Committee to enter contracts which relate to the ordinary work of the Network and/or to allow the President to delegate signing authority to another member of the Executive Committee.

## **24. Accounts**

- (1) The Network shall maintain a bank account for the purposes of holding its funds and all funds received by the Network shall be deposited into the bank account as soon as is reasonably possible.
- (2) Whenever funds are withdrawn from the Network's bank account, signatures of two Executive Committee officers, including the Treasurer, are required.
- (3) The Treasurer shall keep a record of all accounts, including any revenue received and expenditures incurred, as well as of all assets and liabilities, and shall update the Executive Committee on the status of its finances at each of its meetings.

- (4) The Executive Committee and/or the Board of Directors may adopt additional rules relating to accounts and finances.

*Commentary: The Constitution could also require the Treasurer to send written updates on financial accounts to the Board of Directors periodically, although the latter will already be responsible for approving the audit.*

## 25. Auditing

- (1) The fiscal year of the Network shall be [dates appropriate to local law/norms].
- (2) An auditor shall be appointed each year by the Executive Committee who shall conduct an appropriate level of audit of the finances of the Network.

*Commentary: Rules around auditing and financial reporting are one area likely to be impacted by domestic laws, so both this and the previous section may need to be expanded upon or adapted in light of such rules. The Network could also consider adopting anti-corruption or ethics rules or commitments.*

## Chapter 8: Miscellaneous

### 26. Amendment to the Constitution

- (1) This Constitution may be amended by a two-thirds majority vote of the General Assembly at a general meeting.
- (2) Amendments to the Constitution may be proposed by a decision of the Board of Directors or by a proposal submitted by [number] members.
- (3) Proposed amendments to the Constitution should be circulated to all members 30 days before the general meeting at which they are considered.

### 27. Dissolution of the Organisation

- (1) The Network may be dissolved according to a court order to that effect, or by a two-thirds majority vote of the General Assembly at a general meeting or a special meeting called for that purpose, provided that such a meeting shall be subject to a strict quorum requirement of one-third of the membership being present.
- (2) Written notice of at least 14 days must be provided to members of both the time and venue of any meeting where a dissolution vote is to be held, as well as of the proposal to dissolve the Network.

(3) Any decision to dissolve the Network must, as part of the same decision, allocate to a non-profit organisation any funds or assets of the Network which remain following the satisfaction of any outstanding debts and obligations.

*Commentary: Rules regarding dissolution and liquidation will probably be governed by local law and dependent on the type of organisation.*