



# **Independent Forum of Commonwealth Organisations**

## **Constitution**

## Table of Contents

<b>PREAMBLE</b>	<b>3</b>
<b>ARTICLE 1. VISION AND MISSION</b>	<b>3</b>
<b>ARTICLE 2. AIMS AND WAYS OF WORKING</b>	<b>4</b>
<b>ARTICLE 3. NETWORK STRUCTURE AND ACCOUNTABILITY</b>	<b>5</b>
<b>ARTICLE 4. PARTICIPATION</b>	<b>6</b>
<b>ARTICLE 5. IFCO CONFERENCE</b>	<b>7</b>
<b>ARTICLE 6. IFCO STEERING COMMITTEE</b>	<b>10</b>
<b>ARTICLE 7. ANNUAL GENERAL MEETING</b>	<b>18</b>
<b>ARTICLE 8. IFCO PATRONS, AMBASSADORS, ADVISERS, AND ADVOCATES</b>	<b>19</b>
<b>ARTICLE 9. DISSOLUTION OF IFCO</b>	<b>20</b>
<b>ARTICLE 10. AMENDMENTS TO THE CONSTITUTION</b>	<b>20</b>
<b>ARTICLE 11. ONGOING REVIEW</b>	<b>21</b>
<b>ARTICLE 12. EFFECTIVE DATE</b>	<b>21</b>

## **PREAMBLE**

The Commonwealth is a voluntary association of independent and equal countries, united by shared values and commitments set out in the Commonwealth Charter, including democracy, human rights, sustainable development, and the rule of law. The Charter recognises that civil society plays a vital role in advancing these values. As affirmed in Section 16 of the Charter:

*We recognise the important role that civil society plays in our communities and countries as partners in promoting and supporting Commonwealth values and principles, including the freedom of association and peaceful assembly, and in achieving development goals.*

The Independent Forum of Commonwealth Organisations (IFCO) exists to enable cooperation, dialogue, and collective action among Commonwealth Accredited Organisations (including Associated Organisations) (henceforth, AOs), and to facilitate the effective contribution of organised civil society to the promotion of Commonwealth values and objectives.

This Constitution reaffirms the commitment of Commonwealth Accredited Organisations to the values and principles of the Commonwealth Charter, and to effective and constructive partnership among AOs, the Commonwealth Secretariat, and other Commonwealth institutions and stakeholders.

In keeping with the values of the Commonwealth Charter and the principles of equality, inclusion, and mutual respect, IFCO affirms its commitment to fostering a governance structure that reflects the rich diversity of the Commonwealth. Recognising that inclusive leadership strengthens collective action, IFCO aims to ensure that its Steering Committee and other structures embody diverse identities, geographies, and perspectives, and that all members have equitable opportunities to contribute to IFCO's vision and purpose.

All Accredited Organisations have the right to participate in IFCO's activities, while retaining their autonomy to pursue their own mandates and programmes. IFCO serves as the collective voice of Commonwealth AOs, while recognising that it does not purport to express a unanimous view. Each AO remains free to hold and express its own position on any matter.

## **ARTICLE 1. VISION AND MISSION**

**1.1 IFCO's Vision.** A Commonwealth that lives its values through transparency, democracy, and respect for human rights and the rule of law — where governments, intergovernmental bodies, and civil society work together in partnership, and IFCO is recognised as the collective voice of Commonwealth Accredited Organisations and their networks.

**1.2 IFCO's Mission.** To serve as a collective voice for Commonwealth Accredited Organisations and their networks, providing a forum for dialogue, collaboration, and advocacy, and promoting the role of civil society within the Commonwealth as a strategic partner to Member States and Commonwealth inter-governmental institutions.

## ARTICLE 2. AIMS AND WAYS OF WORKING

**2.1 Aims.** The primary aims of IFCO are to:

1. **Advance Commonwealth values and serve its peoples**, by promoting the principles set out in the Commonwealth Charter, supporting inclusive development and good governance, and serving as a living repository of institutional and civil society knowledge, memory, and experience within the Commonwealth.
2. **Harness the collective expertise of Commonwealth Accredited Organisations** by facilitating the exchange of knowledge, skills, and innovation and making this expertise more accessible to Commonwealth governments, the Commonwealth Secretariat, and other Commonwealth intergovernmental bodies, including through thematic clusters of Commonwealth organisations.
3. **Promote and protect the role of civil society** within the Commonwealth by championing the voice, value, and contributions of Accredited Organisations in shaping and delivering Commonwealth priorities and responding to emerging global challenges.
4. **Provide a collaborative forum for coordination and mutual support**, where Accredited Organisations can share experience, co-develop positions, develop joint projects and programmes, prepare joint proposals and submissions, and undertake strategic advocacy across Commonwealth platforms.
5. **Act as a sounding board and constructive partner**, offering critical and creative feedback on Commonwealth proposals and initiatives, in line with the shared goal of inclusive and responsive governance.
6. **Support reflection, accountability, and continuous improvement**, by encouraging Accredited Organisations to engage in critical self-assessment and peer learning, and uphold high standards of integrity, accountability, and transparency.

**2.2 Ways of Working.** The IFCO shall pursue its aims by:

1. **Promoting collaboration and collective action** among Commonwealth Accredited Organisations and other like-minded civil society and professional associations, including through the co-development of joint projects and programmes, in support of the values and commitments set out in the Commonwealth Charter.
2. **Providing a platform for inclusive dialogue and exchange**, enabling civil society organisations from across all regions of the Commonwealth to share experiences, coordinate activities, and build partnerships on matters of mutual interest.
3. **Strengthening civil society role and engagement in Commonwealth processes**, including at the Commonwealth Heads of Government Meeting (CHOGM), Ministerial meetings, and relevant Commonwealth institutions and mechanisms.
4. **Advancing human rights, democracy, and sustainable development** by supporting joint advocacy, knowledge-sharing, and capacity building among AOs.

5. **Promoting diversity, equity and inclusion** across all aspects of IFCO's work and leadership, ensuring the representation and participation of marginalised and underrepresented groups, including women, youth, older persons, persons with disabilities, LGBTI+ people, and small island developing states.
6. **Upholding the principles of accountability, transparency and good governance** within IFCO and in the broader Commonwealth system.
7. **Seeking to collaborate** with other like-minded networks and other interested bodies both within and outside the Commonwealth.
8. **Operating in a spirit of mutual respect, cooperation, and shared purpose**, fostering constructive dialogue and partnership among Accredited Organisations and with Commonwealth institutions.
9. **Raising funds to support IFCO's activities and to ensure sustainability** of its operations, in accordance with applicable governance and accountability standards.

### **ARTICLE 3. NETWORK STRUCTURE AND ACCOUNTABILITY**

**3.1 Network structure.** The IFCO structure is as follows:

- a. IFCO is constituted as an open, participatory network of Commonwealth Accredited Organisations. The meeting of AOs is called the IFCO Conference.
- b. The IFCO Steering Committee (or Committee) consists of members elected by the AOs and is responsible for guiding and overseeing the work of IFCO, on behalf of and in consultation with Commonwealth AOs.
- c. IFCO Officers (or Officers) include the Chair, Vice-Chair, Secretary, and a Treasurer. These Officers also form part of the IFCO Steering Committee.
- d. IFCO Working Groups (or Working Groups) are groups established by the IFCO Steering Committee on specific themes for specific purposes.
- e. Thematic Clusters are groups established by Accredited Organisations or IFCO on specific themes of interest to Commonwealth AOs.

**3.2 Key IFCO partners.** In fulfilling its mission to strengthen collaboration and dialogue between civil society and the Commonwealth, IFCO works in partnership with a range of Commonwealth bodies, institutions and individuals - as well as others outside the Commonwealth. These include:

- a. Commonwealth Member States
- b. Commonwealth inter-governmental institutions, including the Commonwealth Secretariat, Commonwealth Foundation and the Commonwealth of Learning
- c. Commonwealth Clusters
- d. Commonwealth Youth Networks
- e. Other non-accredited civil society organisations having an interest in the Commonwealth

- f. Commonwealth Ambassadors
- g. IFCO Patrons and Advocates

**3.3 Accountability.** The IFCO is accountable to all Commonwealth Accredited Organisations.

**3.4 Constitution.** This Constitution sets out IFCO's governance framework. Any changes to the Constitution may be made in accordance with Article 10 (Amendments to the Constitution).

#### **ARTICLE 4. PARTICIPATION**

**4.1** Every Commonwealth Accredited Organisation is welcome, by virtue of accreditation to the Commonwealth, to participate fully in IFCO activities and processes, consistent with IFCO's status as an open, participatory network.

**4.2 Rights and Opportunities of Accredited Organisations.** Every Commonwealth AO is entitled to:

- a. participate and vote (one vote per organisation) in all IFCO meetings, including IFCO Conferences, and the Annual General Meeting, in person or online.  
Propose and vote in any IFCO elections, including for Chair and Committee members, and hold those elected accountable.
- b. receive information through emails from the IFCO Chair or other officers.
- c. contribute to the development of IFCO strategies and action plans.
- d. contribute to IFCO policies and decisions (including resolutions, statements and submissions).
- e. nominate themselves or other representatives of Commonwealth Accredited Organisations to the IFCO Steering Committee, Officer roles, or any IFCO Working Group.
- f. propose and vote on any change to IFCO's Constitution and other governance documents and policies.
- g. actively share knowledge, ideas and good practices with other AOs.
- h. use the IFCO logo, in strict accordance with the logo use guidelines.
- i. promote the IFCO and its policies and statements within and beyond their organisation.
- j. make voluntary financial and in-kind contributions to IFCO, as set out in Article 4.6.

**4.3 Responsibilities of Accredited Organisations.** AOs shall:

- a. maintain their accreditation status with the Commonwealth, including fulfilling their reporting obligations.
- b. notify the Chair and the Secretary of any changes to the IFCO representative appointed by the member, and other contact details, or change to Commonwealth accreditation status as soon as possible.

**4.4 Data and Privacy.** Once contact details have been provided by an AO to the IFCO Steering Committee, this shall be deemed to constitute the AO's consent to be contacted by the Committee, and where appropriate, by other IFCO AOs, strictly for purposes consistent with IFCO's aims and objectives. Such purposes include communications, coordination of activities, and information-sharing relevant to IFCO functions. The IFCO Steering Committee

shall ensure that all personal data of AOs are managed responsibly and in accordance with applicable data protection laws.

**4.5 Participation Fee.** A fee may be levied in accordance with a Fee Schedule as recommended by the IFCO Steering Committee, approved at an IFCO Conference, and amended from time to time.

**4.6 Voluntary Contributions.** Nothing precludes any Commonwealth Accredited Organisation or Institution from contributing financially or in-kind to supplement the resources and support the operations of IFCO and its Officers.

**4.7 Participant Autonomy.** While IFCO serves as a collective forum for Commonwealth Accredited Organisations, each organisation retains full autonomy to engage independently with Commonwealth institutions and on Commonwealth matters, consistent with their own mandates and priorities.

**4.8 Lapse of Accreditation.** An organisation shall cease to participate in IFCO if it is no longer accredited to the Commonwealth.

## **ARTICLE 5. IFCO CONFERENCE**

**5.1 IFCO Conference.** A meeting of Commonwealth Accredited Organisations shall be called the 'IFCO Conference'.

**5.2 Purpose:** The purpose of the IFCO Conference is to bring Accredited Organisations together independently of other Commonwealth institutions, in order to report on activities and upcoming events, to share information and experiences, and to take collective action.

**5.3 Alternates and Representation at IFCO Conference.** Each Accredited Organisation shall be represented at an IFCO Conference by its designated focal point. Where the focal point is unable to attend, the organisation may nominate an alternate representative from the same organisation to attend and exercise the right to vote on its behalf, upon notification to the IFCO Secretary. More than one representative from an AO may attend the IFCO Conference; however, only the designated focal point—or the duly authorised alternate—shall have the right to vote.

**5.4 External Invitees.** Non-members may be invited to attend and/or address the IFCO Conference from time to time, as and when relevant and appropriate. This includes representatives of Commonwealth Member States, Commonwealth intergovernmental institutions (i.e., Commonwealth Secretariat, Commonwealth Foundation, Commonwealth of Learning), as well as non-accredited organisations working on themes that are of interest to the Commonwealth and which share the values enshrined in the Commonwealth Charter.

**5.5 Frequency.** IFCO Conferences shall take place not less than two times per year. Additional meetings may be convened if urgent business arises.

**5.6 Timing.** As far as this is possible, the timings of an IFCO Conference shall be aligned with, but not dependent upon, the schedule of meetings between Accredited Organisations and the Commonwealth Secretary General.

**5.7 Convening.** The IFCO Steering Committee shall be responsible for convening IFCO Conferences and providing documents, as well as production and disseminating minutes, as needed.

**5.8 Notice and Documents.** IFCO Conferences shall normally be convened with at least four (4) weeks' notice in writing. The agenda of an IFCO Conference shall be set by the IFCO Steering Committee, in consultation with Accredited Organisations, and shall be circulated three (3) weeks in advance.

**5.9 Format.** IFCO Conferences may be held in person, with facilities for remote participation to include those who cannot attend, or may be held virtually.

**5.10 Conference Chair.** IFCO Conferences shall be chaired by the IFCO Chair, or in the absence of the Chair, the Vice-Chair. Should the Chairperson and Vice-Chair be absent from any IFCO Conference, the AOs shall appoint one of themselves as chairperson of the meeting.

**5.11 Quorum to Proceed.** The quorum required to hold any valid IFCO Conference shall be representatives of fifteen (15) Commonwealth Accredited Organisations being present.

**5.12 Quorum for Decisions.** The quorum required for valid decisions at an IFCO Conference shall be representatives of twenty-five (25) Commonwealth Accredited Organisations entitled to vote being present.

**5.13 IFCO Conference Proceedings.** At the IFCO Conference, amongst other matters:

- a. The IFCO Steering Committee shall present a report on its decisions and actions taken since the previous Conference.
- b. Accredited Organisations shall vote on the adoption of any recommendations or resolutions put forward by the IFCO Steering Committee.
- c. Representatives of Commonwealth institutions may be invited to provide updates on matters relevant to Commonwealth priorities and processes.
- d. Representatives of Commonwealth Clusters may be invited to present a summary of their activities.

**5.14 Voting.** Each Accredited Organisation present at an IFCO Conference is entitled to one (1) vote on any motions arising, including on resolutions of the IFCO Steering Committee that have been referred to the IFCO Conference.

**5.15 Representation in the event of non-attendance.** Proxy voting shall not be permitted at any IFCO Conference. Each Accredited Organisation shall exercise its voting rights directly, either through its designated focal point or, where applicable, through a duly authorised alternate representative attending the meeting in person or online. However, if no representative is able to attend a meeting in person or virtually, they may, prior to the meeting, advise the Chair of their views and/or position on any agenda item, matter or decision asking the Chair to report the same for the meeting record.

**5.16 Decisions.**

- a. Decisions made at an IFCO Conference shall, insofar as possible, be reached by consensus.

b. Where consensus cannot be achieved, decisions and resolutions shall be determined by a simple majority of votes cast by those present and entitled to vote, except in matters governed by Article 5.19 (Decision by Ballot) and Article 5.20 (Extraordinary Decisions) .

c. If the IFCO conference is inquorate for decision making (see Article 5.12), any matters requiring resolution shall be referred to the IFCO Steering Committee for consideration and decision.

**5.17 Casting Vote.** Where consensus cannot be reached, or where a vote results in a tie (including where the Chair has already voted or abstained), the Chair shall have a casting vote.

**5.18 Production and Dissemination of Minutes.** Minutes of the proceedings and decisions of each IFCO Conference shall be prepared and circulated to all Accredited Organisations normally within four (4) weeks of the meeting.

### **5.19 Decision by Ballot**

**5.19.1** Where a matter under consideration at an IFCO Conference is deemed by any AO to be of sufficient significance to warrant broader consideration, except for those matters specified in Article 5.20 (Extraordinary Decisions), a request may be made to refer the matter to a ballot of all Commonwealth Accredited Organisations.

**5.19.2** Such a request must be supported by a simple majority of AOs present and eligible to vote at the IFCO Conference.

**5.19.3** Upon receiving the required support, the Chair shall defer the decision and instruct the Secretary to conduct a ballot of all AOs within a reasonable period of time, as determined by the IFCO Steering Committee.

**5.19.4** The matter shall be decided by a simple majority of votes cast through the ballot.

**5.19.5** The outcome of the ballot shall be final and binding, and shall be recorded in the minutes of the next IFCO Conference.

**5.20 Extraordinary Decisions.** Where consensus cannot be reached, the following matters shall be decided by a two-thirds ( $\frac{2}{3}$ ) majority of votes cast by Accredited Organisations present at a duly convened IFCO Conference:

- a. any amendment to this Constitution
- b. the removal of the Chair or a member of the IFCO Steering Committee prior to the completion of their term
- c. the addition of any further matter for decision under this sub-paragraph.

### **5.21 Extraordinary IFCO Conferences**

**5.21.1** In circumstances of exceptional or urgent importance, including where matters arise in response to developments or priorities within the Commonwealth or with the Commonwealth Secretariat, the Chair or a simple majority of the IFCO Steering Committee or 10% of Accredited Organisations, may convene an Extraordinary IFCO Conference.

**5.21.2** Such meetings may be called at shorter notice than ordinarily required, provided that AOs are given reasonable opportunity to participate and that all relevant papers are circulated as soon as practicable in advance of the meeting.

**5.21.3** Extraordinary IFCO Conferences may be held in person, online, or through any appropriate virtual platform. They shall have the same authority to make decisions as regular IFCO Conferences.

**5.21.4** The reasons for convening an Extraordinary IFCO Conference and the decisions taken shall be recorded in the minutes and reported to the next scheduled IFCO Conference.

## **ARTICLE 6. IFCO STEERING COMMITTEE**

### **6.1 IFCO Steering Committee - Purpose, Responsibilities and Accountability.**

**6.1.1 Purpose.** The IFCO Steering Committee is responsible for guiding and overseeing the work of IFCO, on behalf of and in consultation with Accredited Organisations.

#### **6.1.2 Roles and Responsibilities.**

**6.1.2.1** The IFCO Steering Committee shall:

- a. organise the IFCO Conferences and the Annual General Meeting, including developing the agenda and ensuring outcomes and actions are disseminated to the IFCO membership.
- b. take decisions on behalf of IFCO members which will further the aims of IFCO.
- c. lead on the development of key IFCO strategies, plans of action, and policy documents as well as the IFCO submission and contributions to Commonwealth meetings and processes, in consultation with members as appropriate.
- d. develop, adopt, and periodically review internal policies and terms of references as required, including the IFCO Code of Conduct.
- e. protect the data of Commonwealth Accredited Organisations, in line with United Kingdom data protection laws, and not share the data of AOs with any other parties without the prior consent of the AOs.
- f. review and recommend IFCO fees, including recommending a Fee Schedule, from time to time as provided under Article 4.5.

**6.1.2.2** Individual members of the IFCO Steering Committee must:

- a. formally affirm their commitment to the vision, mission and aims of IFCO and the Commonwealth Charter.
- b. promote the goals and objectives of IFCO.
- c. comply with the provisions of the IFCO Code of Conduct.
- d. attend scheduled meetings of the IFCO Steering Committee, the IFCO Conferences, and the Annual General Meeting.
- e. actively engage in the activities of the IFCO Steering Committee and in the IFCO Conferences.

**6.1.2.3** Individual members of the IFCO Steering Committee may:

- a. participate in any Working Group of IFCO.
- b. represent IFCO at events, including Commonwealth events and meetings.

**6.1.3 IFCO Working Groups.** The IFCO Steering Committee may establish Working Groups on specific themes or for particular purposes to advance the aims and objectives of IFCO. The mandate, composition, and duration of each Working Group shall be determined by the IFCO Steering Committee and set out in a Terms of Reference, which may be amended from time to time as required by the Steering Committee. The Working Groups shall operate under the authority of the IFCO Steering Committee, reporting to it on their activities and recommendations.

**6.1.4 Accountability.** The IFCO Steering Committee shall be accountable to the Accredited Organisations and the IFCO Conference.

## **6.2 IFCO Steering Committee - Composition and Term**

**6.2.1 General Composition.** The IFCO Steering Committee shall comprise a maximum of fifteen (15) elected individuals, including the Chair and other IFCO Officers, together with any Officers co-opted in accordance with Article 6.3.3.

**6.2.2 Individual Capacity and Collective Responsibility.** Members of the Steering Committee shall serve in their personal capacity as individuals, on the basis of their background, skills and expertise, with the collective responsibility to advance the interests of IFCO and Accredited Organisations.

**6.2.3 Term of Office.** Members of the IFCO Steering Committee shall serve a term of three (3) years, and may be re-elected for one (1) further consecutive term of three (3) years.

**6.2.4 Maximum Tenure.** No Steering Committee member shall serve more than two (2) consecutive terms on the IFCO Steering Committee. Following a break of at least one (1) year, a former member of the Committee may be eligible for re-election to the Steering Committee for subsequent terms.

### **6.2.5 Continuity and Staggered Terms.**

- a. To promote continuity, institutional memory, and stability within IFCO, the IFCO Steering Committee shall ensure that the terms of its members are staggered, so that approximately one-third ( $\frac{1}{3}$ ) of the Steering Committee members retire or stand for re-election each year.
- b. The Steering Committee shall, where necessary, determine transitional arrangements to implement this system, including adjustments to the initial terms of certain Steering Committee members, in order to achieve the intended rotation of membership.

### **6.2.6 Casual Vacancies.**

- a. In the event of a casual vacancy arising on the IFCO Steering Committee — whether through resignation, removal, incapacity, or any other reason — the IFCO Steering Committee may appoint a representative of an Accredited Organisation to fill the vacancy for the remainder of the unexpired term of office.
- b. In filling a casual vacancy, the IFCO Steering Committee shall consider the current composition of the Committee and appoint a new Steering Committee member that ensures, as much as possible, principles of diversity and inclusion within the Committee.

- c. The appointment shall be reported to AOs and confirmed at the next IFCO Conference or Annual General Meeting. The appointed Steering Committee member shall be eligible for election for a maximum two (2) full three (3)-year terms following the completion of the partial term for which they were appointed.

### **6.3 Chair and IFCO Officers - Eligibility and Term**

**6.3.1 Eligibility.** The IFCO Chair must be a representative of an Accredited Organisation. Other IFCO Officers will normally be an elected member of the Committee, but in the event that no Committee member is able and willing to serve, the Officer may be co-opted in accordance with Article 6.3.3.

**6.3.2 Chair.** The Chair of IFCO, as elected by the IFCO members in accordance with Article 6.6.1, shall also serve as the Chair of the IFCO Steering Committee. In this capacity, the Chair's principal role is to preside over meetings of the Committee, disseminate information to Accredited Organisations, and to liaise with Commonwealth institutions on behalf of IFCO, in accordance with the mandate conferred by the IFCO Steering Committee and AOs.

#### **6.3.3 Other IFCO Officers.**

- a. **Appointment.** The IFCO Steering Committee shall appoint individuals to serve as Officers in the following capacities: Vice-Chair, Secretary, and Treasurer. Any other Officers may also be appointed, as deemed appropriate by the Committee. Officers may be appointed from among the members of the IFCO Steering Committee.
- b. **Co-opted Officers.** In the event that no member of the Committee is willing to serve in the role, the Committee may appoint a representative of any Accredited Organisation or, if unable to do so, another person, provided they possess the skills and experience required to fulfil the role.
- c. **Role and Responsibilities.** The role and responsibilities of IFCO Officers, other than the Chair, shall be defined in Terms of Reference established by the IFCO Steering Committee, as may be amended from time to time by the IFCO Steering Committee. For clarity, the IFCO Officers shall not have authority to make decisions on behalf of IFCO relating to governance, policy, or advocacy other than through their participation as members of the IFCO Steering Committee.

**6.3.4 Term of Office - Chair.** The term of office for the Chair shall be three (3) years from the date of election or appointment, regardless of any previous service as a member of the IFCO Steering Committee. The Chair may serve one (1) further consecutive term of three (3) years if re-elected in accordance with the procedures set out in this Constitution.

**6.3.5 Term of Office - Other Officers.** The term of office for other IFCO Officers who are elected members of the Steering Committee shall be a maximum of three (3) years. Such Officers may serve in the post only for so long as they remain a member of the IFCO Steering Committee. They may be eligible to serve one (1) further consecutive term of three (3) years provided they are elected to the Steering Committee and reappointed to the relevant office in accordance with the procedures established by the IFCO Steering Committee.

**6.3.6 Term of Office - Co-Opted Officers.** The Term of office for any Officer co-opted in accordance with Article 6.3.3 shall be two (2) years from the date of appointment. Such term may be renewed for a further period of two (2) years.

### **6.3.7 Vacancy or Replacement of the Chair and Officers**

- a. In the event that the Chair is unable to complete their term due to resignation, incapacity, or other reason, the IFCO Steering Committee may appoint an interim Chair from among its members to serve for the remainder of the unexpired term. Such appointment shall be reported to members and confirmed at the next IFCO Conference or Annual General Meeting. In the event that the Chair is not confirmed at the IFCO Conference or Annual General Meeting, the Steering Committee shall bring forward an alternative individual for confirmation.
- b. In the event that any other Officer is unable to complete their term due to resignation, incapacity, or other reason, the IFCO Steering Committee may appoint an interim Officer from among its members to serve for the remainder of the unexpired term. Elections Committee

### **6.4 Nominations and Elections Committee**

**6.4.1 Establishment and Responsibilities.** A Nominations and Elections Committee shall be established to lead and coordinate the nominations and election process for members of the IFCO Steering Committee and the IFCO Chair. The IFCO Steering Committee shall propose members of the Committee, ensuring that the selection of individuals to the IFCO Nominations and Elections Committee is balanced and representative of the Commonwealth. Members of this Committee may be selected from Accredited Organisations, non-accredited organisations, Commonwealth Institutions, or others who have the requisite skills and expertise. The proposed membership must be confirmed by the IFCO conference in a postal ballot. If one or more members are not confirmed, the Steering Committee must propose new names for confirmation.

**6.4.2 Independence.** Members of the Nominations and Elections Committee shall act impartially and independently. A person serving on the Nominations and Elections Committee shall not be a candidate in the election process which that Nominations and Elections Committee is administering.

**6.4.3 Terms of Reference.** The composition, mandate and operating procedures of the Nominations and Elections Committee shall be set out in Terms of Reference approved by Accredited Organisations at an IFCO Conference and may be amended from time to time.

### **6.5 IFCO Steering Committee - Nominations and Election**

**6.5.1 Election of Steering Committee Members.** Members of the IFCO Steering Committee shall be elected by Commonwealth Accredited Organisations by ballot in accordance with this Constitution and any procedures approved at the IFCO Conference. Each AO shall have one (1) vote.

**6.5.2 Criteria for Selection.** Each member of the IFCO Steering Committee must be a representative of a Commonwealth Accredited Organisation. The IFCO Steering Committee will approve Terms of Reference for the members of the Steering Committee.

**6.5.3 Call for Nominations.** A call for nominations for Steering Committee members shall be disseminated by the Nominations and Elections Committee to all Commonwealth Accredited Organisations. The call shall be circulated at least four (4) weeks prior to the closing date for

nominations. Any AO may nominate an individual for election to the IFCO Steering Committee. Each Accredited Organisation may submit only one (1) nomination.

**6.5.4 Diversity.** In electing members of the IFCO Steering Committee, due regard shall be had to gender balance; the diversity of the Commonwealth, including age, disability, gender identity and expression, sexual orientation, race, faith, and geography; relevant skills, experience, and leadership; and balanced representation across thematic areas aligned with Commonwealth priorities.

**6.5.5 Election Outcome.** Candidates receiving the highest number of votes in the ballot shall be elected to the IFCO Steering Committee, up to the number of vacancies available, in accordance with the maximum Committee size set out in Article 6.2.1.

**6.5.6 Timing and Announcement.** Elections for the members of the IFCO Steering Committee shall be conducted by ballot and shall conclude no later than three (3) weeks in advance of the Annual General Meeting. The result shall be announced at the Annual General Meeting.

**6.5.7 Coordination of the Election.** The Nominations and Elections Committee shall coordinate the nominations and election process for the IFCO Steering Committee, unless otherwise determined by the IFCO Conference, and shall act impartially and in accordance with any procedures approved by the IFCO Conference.

## **6.6 IFCO Chair - Nominations and Election**

**6.6.1 Election of Chair.** The Chair of IFCO shall be elected by Commonwealth Accredited Organisations by ballot in advance of an Annual General Meeting, in accordance with the procedures approved at the IFCO Conference.

**6.6.2 Criteria for Selection.** The Chair of IFCO must be a representative of a Commonwealth Accredited Organisation. The IFCO Steering Committee will approve Terms of Reference for the IFCO Chair.

**6.6.3 Call for Nominations.** A call for nominations for the position of IFCO Chair shall be disseminated by the Nominations and Elections Committee to all Commonwealth Accredited Organisations. The call shall be circulated at least four (4) weeks prior to the closing date for nominations. Any AO may nominate an individual for election as Chair, either from within its own organisation or from another AO. Each AO may submit only one (1) nomination.

**6.6.4 Ballot and Voting Entitlement.** The election of the Chair shall be conducted by ballot of all Commonwealth Accredited Organisations. Each AO shall have one (1) vote.

**6.6.5 Voting Method.** Where two (2) candidates are nominated, the Chair shall be elected by a simple majority of votes cast. Where more than two (2) candidates are nominated, the Chair shall be elected using the Alternative Vote (preferential voting) system, whereby each AO ranks candidates in order of preference, and in accordance with Article 6.6.6.

**6.6.6 Counting and Result.** Under the Alternative Vote system, if a candidate receives more than fifty percent (50%) of first-preference votes, that candidate shall be elected Chair. If no candidate achieves this threshold, the candidate with the fewest votes shall be eliminated and the votes cast for that candidate shall be redistributed to the remaining candidates

according to the next available preference marked on each ballot. This process shall continue until one candidate receives more than fifty percent (50%) of the votes cast and is declared elected.

**6.6.7 Timing and Announcement.** Elections for the position of Chair shall be conducted by ballot and shall conclude no later than three (3) weeks in advance of the Annual General Meeting. The result shall be announced at the Annual General Meeting.

**6.6.8 Coordination of the Election.** The Nominations and Elections Committee shall coordinate the nominations and election process for the IFCO Chair, unless otherwise determined by the IFCO Conference, and shall act impartially and in accordance with any procedures approved by the IFCO Conference.

## **6.7 Resignation, Lapse of Tenure or Removal of IFCO Steering Committee Members and Officers**

**6.7.1 Resignation.** A member of the IFCO Steering Committee, including the Chair or other Officers, may resign by giving written notice to the Chair or Vice-Chair. They shall be responsible for ensuring a smooth handover of responsibilities.

### **6.7.2 Lapse of Tenure.**

**6.7.2.1.** The tenure of an IFCO Steering Committee Member or Officer shall be deemed to have lapsed in the following circumstances:

- a. failure to attend three (3) or more IFCO Steering Committee meetings within a twelve (12)-month period without apology or reasonable cause,
- b. cessation of employment or representation with the Accredited Organisation from which the individual was nominated,
- c. the expiry of the Member's term of office, or
- d. the loss of the organisation's accreditation to the Commonwealth

**6.7.2.2** In determining lapse under sub-clause (a), the IFCO Steering Committee shall take into account any extenuating circumstances and the overall contribution of the Member to IFCO during the period concerned.

**6.7.2.3** In the event of a lapse of tenure, the resulting vacancy shall be filled in accordance with Article 6.2.6 (Casual Vacancies).

**6.7.3 Removal from Office.** An IFCO Steering Committee Member or IFCO Officer, including the Chair, may be removed from office by Accredited Organisations at an IFCO Conference by a simple majority of those present and eligible to vote, on the ground that the Steering Committee Member or Officer has lost the confidence of the AOs, or has conducted a serious or repeated breach of the IFCO Code of Conduct.

A proposal for removal shall be considered by the IFCO Steering Committee, which shall provide the Steering Committee member or Officer concerned with reasonable notice and an opportunity to respond before making a recommendation to the IFCO Conference for

decision in accordance with Article 6.7.3. Any such proposal for removal can be brought by representatives of at least five (5) Commonwealth AOs.

## **6.8 IFCO Steering Committee Meetings**

**6.8.1 Alternates and Representation at IFCO Steering Committee Meetings.** Members of the Steering Committee including the IFCO Chair, duly elected in accordance with Article 6.5.1 and Article 6.6.1, and IFCO Officers, duly appointed in accordance with Article 6.3.3, shall attend IFCO Steering Committee meetings. If the elected representative is unable to attend, the Steering Committee member may select an alternate representative from the same organisation to attend and exercise the right to vote on its behalf, upon notification to the IFCO Secretary.

**6.8.2 Frequency.** The IFCO Steering Committee shall meet as often as necessary for the effective conduct of its business, but not less than four (4) times per year, with certain meetings scheduled, where possible, to align with the timing of meetings and dialogues between the Commonwealth Secretary-General and Accredited Organisations.

### **6.8.3 Extraordinary Committee Meetings**

- a. In circumstances of exceptional or urgent importance, including where matters arise in response to developments or priorities within the Commonwealth or involving the Commonwealth Secretariat, the Chair or a simple majority of the IFCO Steering Committee may convene an Extraordinary Meeting of the IFCO Steering Committee.
- b. Such meetings may be held in person, online, or through any appropriate virtual platform and may be convened at shorter notice than ordinarily required, and have full decision-making authority, provided that Steering Committee members are given a reasonable opportunity to participate and that all relevant papers are circulated as soon as practicable in advance of the meeting.
- c. The reasons for convening an Extraordinary Committee Meeting and the decisions taken shall be recorded in the minutes and reported to the next scheduled meeting of the Committee.

**6.8.4 Convening.** The Chair of the IFCO Steering Committee, with the support of the Secretary, shall be responsible for convening Committee meetings and providing documents, as well as recording and disseminating minutes, as needed.

**6.8.5 Notice and Documents.** IFCO Steering Committee meetings shall be convened with normally four (4) weeks notice in writing. The agenda setting out the business of the meeting shall be circulated normally two (2) weeks in advance.

**6.8.6 Format.** IFCO Steering Committee meetings may be held in person, with facilities for remote participation to include those who cannot attend, or may be held virtually.

**6.8.7 Meeting Chair.** The IFCO Steering Committee meeting shall be chaired by the IFCO Chair, or in the absence of the Chair, the Vice- Chair. Should the Chair and Vice-Chair be absent from any meeting, IFCO Steering Committee Members shall appoint one of themselves as chairperson of the meeting.

**6.8.8 Quorum.** The quorum required to hold any valid meeting of the IFCO Steering Committee shall be fifty percent (50%) of the voting members of the Committee.

**6.8.8 Steering Committee Meeting Proceedings.** At an IFCO Steering Committee meeting, amongst other matters:

- a. the Chair shall provide a progress report.
- b. the Treasurer shall provide details of the financial state of IFCO, where relevant.
- c. the Working Groups, where constituted, shall present a summary of their activities and recommendations for approval by the Steering Committee.
- d. representatives of Commonwealth Clusters may be invited to present a summary of their activities.

**6.8.9 Voting.** Each member of the IFCO Steering Committee, including co-opted IFCO Officers, present at a Committee Meeting shall have the right to one (1) vote on any motions arising.

**6.8.10 Decisions.**

- a. Decisions made at an IFCO Steering Committee meeting shall, insofar as possible, be reached by consensus.
- b. Where consensus cannot be achieved, decisions and resolutions shall be determined by a simple majority of the votes cast by those Committee members who are present and entitled to vote, except in matters governed by Article 6.8.12 (Decision by Ballot) and Article 6.9 (Extraordinary Decisions) .

**6.8.11 Casting Vote.** Where consensus cannot be reached, or where a vote results in a tie (including where the Chair has already voted or abstained), the Chair shall have a casting and deciding vote.

**6.8.12 Decision by Ballot.**

- a. Where the IFCO Steering Committee determines that a matter of significant importance to the governance, policy, or operations of IFCO requires wider approval, it may, by formal resolution, refer the matter to all Accredited Organisations for decision by ballot.
- b. In such cases, the Committee shall instruct the Secretary to conduct a ballot of all Accredited Organisations within a reasonable period of time, as determined by the Committee.
- c. Unless otherwise specified in this Constitution, the matter shall be decided by a simple majority of votes cast.
- d. The outcome of the ballot shall be final and binding and shall be recorded in the minutes of the next IFCO Conference.

**6.8.13 Written Resolutions.** Every reasonable effort should be made to ensure that Committee decisions are taken at duly convened meetings. However, resolutions of the IFCO Steering Committee may also be adopted in writing without recourse to a meeting, where the Chair determines that a decision is required urgently or where it is impracticable to convene the Committee. Committee Members shall be provided with at least three (3) working days to consider and respond to any proposed written resolution, unless a shorter

period is justified by exceptional circumstances. A written resolution shall be deemed adopted when approved in writing by a simple majority of the members of the IFCO Steering Committee.

**6.8.14 Conflict of Interest.** IFCO Steering Committee members shall declare such conflict of interest and/or remove themselves from conversations where such conflicts could arise.

**6.8.15 Production and Dissemination of Minutes.** Minutes of the proceedings and decisions of each IFCO Steering Committee meeting shall be prepared and circulated to all Committee members normally within two (2) weeks of the meeting. A summary of action points will be collated and disseminated to AOs within three (3) weeks of the Committee meeting.

## **6.9 Extraordinary Decisions.**

**6.9.1** Where consensus cannot be reached by the IFCO Steering Committee, the following matters shall require approval by a two-thirds ( $\frac{2}{3}$ ) majority of votes cast by Committee members present at a duly convened Committee meeting:

- a. any amendments made to the operations of the IFCO Steering Committee;
- b. any proposed amendment to this Constitution;
- c. the addition of any further matter for decision under this sub-paragraph.

**6.9.2** Any extraordinary decision adopted under this Article shall be presented to the IFCO Conference as a pending extraordinary decision and shall be dealt with in accordance with Article 5.20 (Extraordinary Decisions).

## **ARTICLE 7. ANNUAL GENERAL MEETING**

**7.1 Purpose.** IFCO shall convene an Annual General Meeting (AGM) of Accredited Organisations each year to review progress, set strategic priorities, and address matters relating to governance and operations. The AGM shall include the confirmation of IFCO Steering Committee members and the Chair of IFCO, consideration of amendments to the Constitution, review of activity and any financial reports, and endorsement of forward strategies, plans and actions.

**7.2 Notice.** The Chair of the IFCO Steering Committee, in consultation with Members of the Committee, shall call the AGM and provide formal notice to all AOs at least eight (8) weeks prior to the scheduled meeting date.

**7.3 Planning and Documentation.** The IFCO Officers, in consultation with the members of the IFCO Steering Committee, shall be responsible for organising the AGM, and shall circulate the agenda, background and decision papers, and the minutes of the previous AGM in advance of the meeting.

**7.4 Format.** The AGM may be held in person and/or virtually, subject to available resources and agreement of the IFCO Steering Committee.

**7.5 Voting.** Each AO present at the AGM is entitled to one (1) vote per resolution presented at the AGM.

**7.6 Decisions.** Decisions of the AGM should be made by consensus but where this is not achievable, shall be made by a simple majority of votes cast by those present and entitled to vote, except in matters governed by other provisions in this Constitution, including Article 5.19 (Decision by Ballot) and Article 5.20 (Extraordinary Decisions).

## **ARTICLE 8. IFCO PATRONS, AMBASSADORS, ADVISERS, AND ADVOCATES**

**8.1 Purpose.** To strengthen IFCO's influence, visibility, and engagement across the Commonwealth, IFCO may appoint Patrons, Ambassadors, Advisers, and Advocates who act as high-level champions for civil society and promote the values of the Commonwealth Charter within Commonwealth fora.

### **8.2 Patrons of IFCO**

**8.2.1 Definition.** Patrons of IFCO shall be eminent persons of recognised standing, drawn from across the Commonwealth, who lend their support, visibility, and credibility to IFCO's mission. Patrons need not be members of an Accredited Organisation.

**8.2.2 Role.** Patrons shall act as high-level advocates for IFCO, championing the role of civil society in Commonwealth processes, supporting outreach to Commonwealth institutions and Member States, and representing IFCO at appropriate Commonwealth fora.

**8.2.3 Appointment.** Patrons shall be nominated by the IFCO Steering Committee, with all nominations reported to Accredited Organisations and confirmed at the next IFCO Conference or Annual General Meeting.

**8.2.4 Term.** Patrons shall be appointed for and shall serve a term of three (3) years. The Steering Committee may propose to the IFCO Conference that a Patron's appointment be renewed for one or more further terms, with no limit on the number of terms.

### **8.3 Ambassadors, Advisers and Advocates**

**8.3.1 Definition.** Ambassadors, Advisers, and Advocates of IFCO are individuals with recognised expertise, influence, or public standing who support IFCO's thematic work, advance key messages, and strengthen engagement with Commonwealth and civil society stakeholders. They are not required to be a member of an Accredited Organisation.

**8.3.2 Role.** Ambassadors, Advisers, and Advocates may:

- a. Promote IFCO's objectives and values across Commonwealth fora
- b. Support the work of thematic clusters and programmes
- c. Provide technical or other advice pursuant to the aim and objectives of IFCO.
- d. Assist in targeted advocacy, outreach, and stakeholder engagement
- e. Act as civil society advocates within the wider Commonwealth system.

**8.3.3 Appointment and Term.** Ambassadors, Advisers and Advocates shall be selected by the IFCO Steering Committee and their appointments confirmed at the next IFCO Conference or AGM. Ambassadors shall serve for a term of three (3) years, renewable. Advisers and Advocates shall be appointed by the IFCO Steering Committee on such terms and for such duration as the Committee determines.

#### **8.4 Status and Participation.**

a. Patrons, Ambassadors, Advisers, and Advocates shall not hold decision-making authority within IFCO unless separately elected or appointed under another provision of this Constitution.

b. They may attend IFCO Conferences or Steering Committee meetings by invitation, contribute to discussions, and advise on strategic matters, but shall not have voting rights.

c. Appointments may be reviewed or terminated by the Steering Committee where necessary, including where conduct is inconsistent with IFCO's values or objectives.

### **ARTICLE 9. DISSOLUTION OF IFCO**

**9.1 Decision to Dissolve.** IFCO may be dissolved by a simple majority of votes cast by Accredited Organisations at an IFCO Conference, provided that notice of the proposed dissolution has been given to all organisations at least sixty (60) days in advance of the meeting, specifying the reasons for dissolution and recommendation of the IFCO Steering Committee.

**9.2 Disposal of Assets.** In the event of dissolution, any remaining funds or assets of IFCO, after payment of all debts and liabilities, shall be transferred to one or more Commonwealth bodies or initiatives with purposes consistent with IFCO's aims and objectives.

The beneficiary organisation(s) shall be proposed by the IFCO Steering Committee and approved by a simple majority of those present and entitled to vote at an IFCO Conference.

**9.3 Records and Data.** All official records, minutes, and data held by IFCO shall be securely archived or transferred to a designated Commonwealth body, in accordance with applicable data protection principles, and made accessible for institutional continuity and accountability.

### **ARTICLE 10. AMENDMENTS TO THE CONSTITUTION**

**10.1 Amendment by Ballot.** This Constitution may be amended by a simple majority of votes cast in favour of the proposed amendment by Commonwealth Accredited Organisations voting by ballot.

**10.2 Proposal to Amend the Constitution.** A proposal to amend this Constitution may be initiated either by the IFCO Steering Committee, through a simple majority vote of its members, or in writing to the IFCO Steering Committee by at least five (5) Accredited Organisations. Upon receipt of a proposal to amend the Constitution, the IFCO Steering

Committee shall review the proposal and prepare its recommendation, which shall accompany the amendment when presented to all AOs for decision by ballot.

#### **ARTICLE 11. ONGOING REVIEW**

IFCO shall continue to review its governance structure and functions to ensure it remains relevant for Commonwealth Accredited Organisations. This review shall be led by the IFCO Steering Committee as required, and at least once every three (3) years.

#### **ARTICLE 12. EFFECTIVE DATE**

The provisions of this Constitution will come into effect once it has been approved by two-thirds ( $\frac{2}{3}$ ) of those voting in an online ballot of Commonwealth Accredited Organisations.