

## Constitution

Launched in October 2013, the Global Open Data for Agriculture and Nutrition initiative (GODAN) is a voluntary association that welcomes all those who wish to join as partners and to participate in shaping coordinated activities that can deliver on the potential of open data for agriculture and nutrition. Together, partners seek to support this initiative through the following guidelines and principles, enshrined in the GODAN Statement of Purpose.

After consecutive meetings held between its initial founding visionaries, it was decided to create a Secretariat, whose mission is to assist the GODAN network/partners in the implementation of the dispositions of its Statement of Purpose.

The GODAN Secretariat's mission is to promote and advocate and share best practice rather than to manage implementation programs *per se*; it acts to stimulate open data initiatives across the world and within the network in particular.

As of 2019, GODAN ceased to be a CABI project and acquired its own legal personality, currently registered as an international non-profit organization headquartered in the McGill University premises in Montreal, Canada.

For fiscal reasons GODAN also intends to officially register as a similar entity in Europe and in the United States of America, with a functional level of representation through members of its network.

In order to ensure full transparency in its operations, GODAN's administrative processes and policies are closely aligned with its host, McGill University, taking in consideration specific requirements its donors may require. Similarly, GODAN's adherence to IATI principles will continue, as will the practice of annual external audits.

GODAN's key governance mechanisms are the GODAN Donor Steering Committee, The GODAN Board of Directors, and the GODAN Secretariat whose roles, responsibilities and composition are specified below.

### **Article 1**

#### Definitions:

- a) "Board of Directors" shall mean the body entrusted with the general oversight of the activities of GODAN and the preparation of annual reports required by the Governments of Canada and of Quebec
- b) "Donor Steering Committee" shall mean the body formed consisting of the donors to GODAN and of the Secretariat's Executive Director as ex-officio.
- c) "Secretariat" shall mean the core staff of GODAN, whether located in its Montreal Headquarters or operating remotely from other locations.
- d) "Rules of Procedure" or "Rules" shall mean the rules referred to in Article 8 and 12;
- e) "Code of Conduct" or "Code" shall mean the code referred to in Article 8 and 12;
- f) "Name" shall mean GODAN;
- g) "Article" shall mean an article of this Constitution;

- h) “Constitutional Documents” shall mean this Constitution, the Code of Conduct, the Rules of Procedure, the Licence Agreement and any other document which the Donor Steering Committee decides is a constitutional document;

## **Article 2**

### GODAN

- a) The statutory name of the organisation is:  
b) **“Global Open Data initiative for Agriculture and Nutrition” (GODAN).**  
c) The Secretariat has its registered office in Montreal, Canada.  
d) GODAN has been established for an indefinite period of time.

## **Article 3**

### Objectives

The objectives of GODAN are:

In line with global movements for open data and open access, the initiative seeks to:

- advocate for open data and open access policies by default, in both public and private sectors, whilst respecting and working to balance openness with legitimate concerns in relation to privacy, security, community rights and commercial interests
- advocate for the release and re-usability of data in support of Innovation and Economic Growth, Improved Service Delivery and Effective Governance, and Improved Environmental and Social Outcomes

With a focus on open data for agriculture and nutrition the initiative seeks to:

- advocate for new and existing open data initiatives to set a core focus on agriculture and nutrition data
- encourage the agreement on and release of common sets of agricultural and nutrition data
- increase widespread awareness of ongoing activities, innovations and good practices
- advocate for collaborative efforts on future agriculture and nutrition open data endeavors
- promote programs, good practices, and lessons learned that enable the use of open data particularly by and for the rural and urban poor

## **Article 4 Means**

To attain its objectives, GODAN shall:

- a) facilitate international advocacy, research and policy improvement;  
b) provide public information and develop a relevant communications strategy;  
c) facilitate the harmonization of practices and approach to data interoperability  
d) promote a common culture of collaboration and initiative;  
e) facilitate global fundraising;  
f) facilitate participation by all GODAN network partners and other relevant constituencies;  
and  
g) take other necessary action to attain the objectives of Article 3.

Being a-political, none of the activities of the Secretariat shall be carrying out political propaganda, or participating or intervening in any political campaign on behalf of any candidate for public office.

## **Article 5**

### Assets:

The assets of the Secretariat consist of contributions made by the sponsors, subsidies and donations, grants, legacies and bequests and all other income, as well as of all its possessions in its headquarters and elsewhere.

## **Article 6**

### GODAN network partners

- a) GODAN partners are founding members, and all organisations, which have entered into the GODAN partnership either through its website registration form or through a formal MOU.
- b) By becoming a GODAN Partner, member organisations:
- c) agree to uphold the principles established in GODAN' s statement of purpose.

## **Article 7**

### The Donor Steering Committee

A. The Donor Steering Committee is charged with the following responsibilities:

- a) appointing and dismissing the Executive Director of the Secretariat and set his/her remuneration if it chooses to divert from the general policies of the host organisation;
- b) overseeing the work of the Meeting of the Board of Directors and the Secretariat and
- c) approving their reports, policies and programs;
- d) approving and adopting the annual financial accounts of GODAN;
- e) approving any amendment to the GODAN governance documents.
- f) to oversee the general operation of GODAN and establish its key priorities and orientations, with respect to its Statement of Purpose, policies, financial and programmatic priorities approved by the Committee, in compliance with the conditions stipulated in the agreements between the Secretariat and individual GODAN Donors.
- g) to stimulate and facilitate fund raising opportunities for GODAN
- h) The Donor Steering Committee shall hold a minimum of two (2) meetings annually, usually one in person and the second via remote. Additional ad hoc meetings may be called by the Donor Steering Committee Chair as needed.
- i) Additional/ad-hoc meetings of the Committee may be held if required.
- j) A draft meeting agenda will be circulated by the Secretariat 14 days ahead of time for comments and suggestions, factoring in decisions made in previous SC meetings.
- k) The Meeting of the Donor Steering Committee shall grant a power of attorney to the Executive Director of GODAN to independently represent the organisation within the limits of such power of attorney and subject to any restrictions imposed.

B. Composition:

- a) The Donor Steering Committee meeting shall include one (more may attend but shall speak with one voice) representative from each in kind and cash contributors to ongoing GODAN Secretariat activities, plus the Secretariat' s Executive Director.
- b) Guest experts may also be invited to the meeting or part of the meeting if so decided by the Committee.
- c) Each Committee member, with the exception of the Secretariat's Executive Director, will have one voting right, shall the need arise for a vote. As a general rule the Committee's

decision should be made by consensus, making voting an exception more than the regular practice.

- d) In all cases, no decision made by the Committee may be contrary to or impede the implementation of the conditions determined by donors in their contribution to GODAN activities.
- e) A summary of the meeting discussions and its decisions will be posted on the GODAN website.
- f) The Chair and vice-Chair of the Donor Steering Committee shall be selected by its members on an annual basis.
- g) Members of the Donors Steering Committee shall not receive any remuneration from GODAN for the purpose of these duties.
- h) a member of the Donor Steering Committee shall cease office if:
  - (i) the relevant member is no longer part of the organisation he/she represents;
  - (ii) the member concerned resigns from affiliation with GODAN;
  - (iii) the Affiliate concerned is expelled from GODAN by the Donor Steering Committee
- i) upon the passing of a resolution to this effect; or
- j) the organisation represented is dissolved or is declared bankrupt.

## **Article 8**

### The Board of Directors

#### A. Composition:

- a) Consists of a minimum of three and a maximum of 7 directors selected by the Donor Steering Committee, or by default, by the GODAN Executive Director.
- b) These include one member for the position of the Chair of the Board; and
- c) one further additional member as Treasurer.
- d) In exceptional cases, such as for reasons of health, language or travel, a Director may be represented by another member of the GODAN network, if deemed necessary by the respective Director and, subject to approval by the Chair of the Board
- e) The members of the Board of Directors shall not receive any remuneration from GODAN for the exercise of these duties. However, travel and/or telecommunication costs may be reimbursed if justified.
- f) A member of the Board of Directors shall cease office at the expiry of his/her term, normally set at two years. He/she may however see his/her term renewed if this is the consensus of the Board and if no objection arises from the Donor Steering Committee

#### B. Annual Board of Directors Meeting shall be called by the Chair of the Board with thirty calendar days' notice and its agenda shall include:

- a) the adoption of the annual accounts and activity report of GODAN;
- b) the auditors' report for the preceding year
- c) the designation of the auditors if the host's (McGill University) are unavailable;
- d) approval of the budget for the succeeding financial year;
- e) approval of the risk register and supervise risk management.
- f) The Board of Directors may hold extraordinary meetings if so decided by the Chair of the Board
- g) such meeting shall be called by the Chair of the Board with 15 calendar days' notice. The notice shall list the items to be discussed.

## **Article 9**

### Powers of the Board of Directors

- The Board of Supervisors shall have the power to:
- a) appoint an independent Chair;
  - b) designate its Deputy Chair from its members;
  - c) designate its Treasurer from among its members or appoint as Treasurer an independent person;
  - d) to approve Rules of Procedure, and any changes thereto, to supplement or implement this Constitution but in the event of any inconsistency with this Constitution and/or the Code, this Constitution and/or the Code shall prevail

#### **Article 10**

##### Executive Director of GODAN

- a) The Donor Steering Committee shall appoint the Executive Director of GODAN who shall be in charge of the management of the Secretariat
- b) The Executive Director shall regularly inform the Donor Steering Committee in a timely manner of the activities of the Secretariat and of any significant matters (e.g. withdrawal of donors, major logistical or legal issues, etc.) in of which it becomes aware that it is relevant for the overall well-being of the organisation.
- c) The Rules of Procedure shall provide a further list of duties and responsibilities of the Executive Director, which shall include the responsibility for:
  - (i) ensuring that the decisions of the Board of Directors and those of the Donor Steering Committee are implemented
  - (ii) that proper books of account and records are kept.
  - (iii) that all GODAN policies are complied to.

#### **Article 11**

##### Financial Year and Accounts

- a) GODAN's financial year runs from the first day of April and ends on the thirty-first day of b) March the year thereafter.
- c) Each year, within six (6) months after the end of the financial year the Executive Director shall see to the preparation of financial statements incorporating a balance sheet and a statement of income and expenditure for that year concerning the Secretariat.
- d) The financial statements shall be approved by all members of the Donor Steering Committee through submission by the Board of Directors.
- e) The Executive Director is responsible to secure records pertaining to the financial position and the activities of GODAN. He/she shall ensure that these records, as well as the books, documents and other data carriers belonging thereto, are kept in such a way that GODAN's rights and obligations can be ascertained at all times.
- f) The Executive Director is obliged to keep the books, documents and other data carriers referred to in the foregoing paragraphs of this Article for a period of seven (7) years, without prejudice to the provisions of paragraph e of this Article.

#### **Article 12**

##### Amendments to the Constitution

- a) The Donors Steering Committee shall be authorised to make any amendments to the Constitution.
- b) The Board of Directors shall have the right to advise or make proposals to the Donor Steering Committee on any amendment, as may the Executive Director of the Secretariat.

- c) A proposal to change or make additions to the Constitution shall be sent to each member of the Donor Steering Committee not later than thirty (30) calendar days prior to its meeting, setting out the proposal for that change or addition.
- d) Any alteration of the GODAN Constitution must be registered in accordance with the laws of the host country.

### **Article 13**

#### Dissolution

- a. GODAN can only be dissolved by virtue of a unanimous resolution of the Donor Steering Committee. The dissolution shall take effect only upon the date of establishment of the IP entity (as defined below).
- b. If upon dissolution of GODAN and after the satisfaction of all debts and liabilities, any assets remain, the distribution of these remaining assets shall be made as follows:
  - (i) the rights in the Name and Trade Mark which are owned by GODAN shall be assigned to the IP Entity. In addition, the benefit, subject to any obligations, of all licences of the Name granted to the GODAN shall be assigned or distributed, as the case may be, to the IP Entity; and
  - (ii) if any assets remain after the distribution and assignment referred to in aforesaid provision under b.(i), these remaining assets shall be returned to the donor who provided for them and if impossible, distributed as far as reasonably possible among the GODAN Partners at the date of dissolution.
  - (iii) no part of the net earnings of GODAN shall inure to the benefit of any member of the Donor Steering Committee members, any member of the Board of Directors, officers of the Secretariat or any private individual, except that reasonable compensation may be paid for services rendered to or for GODAN
- c. After its dissolution, GODAN shall continue to exist insofar as this is necessary for the liquidation of its assets. The words "in liquidate" shall be added to its name.
- d. After the liquidation of the GODAN, its books and records shall remain in the custody of the person designated for that purpose by the liquidators for a period of ten (10) years.

### **Article 14**

#### Final Provisions

The laws of Canada shall apply to any matter relating to GODAN and its conduct and to this Constitution, the Code and the Rules. In any case not provided for either by law or this Constitution, the Donor Steering Committee shall decide.

Montreal, February 2020