

# JOURNALISMFUND.EU vzw

## ORGANISATIONAL BYLAWS Supplementary to the statutes

### TITLE 0 – DEFINITIONS AND GENERAL REMARKS

0.1 In the context and use of these bylaws we will use some terminology that is defined here:

- The **role of a member** of any organ of the organisation is limited to the activities within this organ. Possible complementary roles are mentioned separately;
- The tasks of the **chair, secretary and treasurer** in the organisation follow the general rules of Belgian non-profit legislation;
- An **executive member** is a member that performs activities for the organisation with financial and other types of rewards, such as a salary or fee. Each member – regardless of his or her role in the organisational structure (i.e. member of the daily board, secretary, treasurer, chair etc.) – can act as an executive member and will consequently be subjected to specific monitoring as described in these bylaws;
- The **managing director** is employed as head of the organisation;
- The activities are described as projects and lead by **project coordinators**. The tasks will be divided among the employees and freelance collaborators. They carry the title of project coordinator.
- A **donor** is each natural or legal person that economically supports the organisation.

### TITLE I – GENERAL ASSEMBLY

#### 1.1 Conflicts of interests

A conflict of interests occurs when a member of the General Assembly has a direct or indirect financial interest in a certain decision or when an item on the agenda affects his or her personal situation or the situation of a family member to the second degree. In case of a conflict of interests, the member concerned needs to make this known to the board before the topic in question is discussed. During the discussion of the topic in question the member concerned needs to leave the meeting.

### TITLE II – MEMBERS

#### 2.1 Executive members of the General Assembly

A member of the General Assembly is seen as an executive member when he or she performs an activity that is compensated for by the organisation with a salary, a fee or any other form of financial compensation. The activities of executive members have to be added on the agenda of any general assembly as a separate, obligatory point. During these discussions, the member in question will leave the meeting.

#### 2.2 Tasks

2.2.1 The General Assembly appoints the chair based on his or her knowledge, competence, experience and ability to mediate. And based on his or her competence and ability to externally represent the organisation.

## **TITLE III – BOARD OF DIRECTORS**

### **3.1 Constitution**

3.1.1 Executive members as described under 0.1 cannot vote on paid activities that they perform or are expected to perform.

3.1.2 The constitution of the Board of Directors needs to warrant decisions being taken in the interest of the organisation. This constitution is done with regard to gender diversity, European diversity and diversity in general, as well as complementarity of competences, experience and knowledge.

Board members are expected to have relevant expertise and knowledge or be part of a network in the field of journalism (journalism, media law, academic research, journalism courses, public administration, corporate management, organisational management, fundraising, ethical insights, marketing, entrepreneurial journalism...) This list is not exhaustive.

3.1.3 The decision-making process in the Board of Directors cannot be dominated by a single individual or by a group of board members. No-one can have excessive power of decision.

#### **3.1.4 Recommendation and appointment**

1. The Board of Directors appoints an ad hoc appointment committee of three board members who supervise the selection procedure. The appointment committee recommends one or more eligible candidates to the Board of Directors, who subsequently proposes them to the General Assembly for appointment or reappointment.
2. For each new appointment in the Board of Directors an evaluation will be done of the competences, knowledge, experience that are already present in the board and those that are needed. Management assists the ad hoc appointment committee in preparing this evaluation. In the light of this evaluation, a description is made of the required role, competences, knowledge and experience (also called 'profile').
3. In the case of a new appointment, the chair ascertains that the Board of Directors – before taking the candidacy into consideration – has sufficient information on the candidate, on the basis of a first conversation and a list of the various positions that the candidate already holds.
4. Board members are made significantly clear of the magnitude of their obligations when they stand as candidate, particularly regarding the amount of time the function will take up. Possible changes in other relevant positions they hold and new commitments they take up outside of the organisation are communicated to the chair of the Board of Directors immediately.
5. Each proposed appointment of a board member by the General Assembly is accompanied by a recommendation of the Board of Directors, based on the advice of the ad hoc appointment committee. The proposal is accompanied by relevant information about the professional qualifications of the candidate, together with a list of positions the candidate already holds. The appointment proposals are announced at least 24 days before the General Assembly, together with the other items on the agenda.

### 3.1.5 Professional development

- The Chair makes sure that newly appointed board members get an appropriate initial formation so that they can contribute to the Board of Directors quickly.
- For board members who become part of a committee of the board the initial formation contains a description of the specific role and tasks of that committee, as well as all other information relating to the specific role of the committee in question.
- Board members need to refine their competences, as well as their knowledge of the organisation in order to perform their task, in the Board of Directors as well as in the board's committees.

3.1.6 When they deem it necessary, the General Assembly can ask the Board of Directors for an evaluation.

3.1.7 The Chair of the Board of Directors leads the Board of Directors. He or she takes the necessary measures to ensure a climate of trust inside the Board of Directors that contributes to an open discussion, constructive criticism and support for the decisions of the board.

3.1.8 The Chair determines the agendas of the board meetings – after consultation with the managing director – and makes sure that the procedures for the preparation, discussion, approval of resolutions and the execution of the decisions happen in a correct fashion. The minutes of the meeting present a summary of the discussions, specify the decisions that were taken and mention possible reservations of certain board members.

3.1.9 The Chair makes sure that the board members receive accurate, punctual and clear information before and, if necessary, in between meetings. Regarding the Board of Directors, all board members receive the same information.

3.1.10 At the first board meeting after the General Assembly the secretary, treasurer and vice-chair are appointed or reappointed under supervision of the Chair.

1. The Board of Directors appoints a secretary of the organisation, who advises the board in all matters concerning governance.

The role of the secretary of the organisation is, under supervision of the Chair, to guarantee a good flow of information inside the Board of Directors and its committees and between management and the board members, to facilitate the initial formation and, where necessary, helps with the professional development. The secretary of the organisation reports regularly to the Board of Directors – under supervision of the Chair – about the extent to which the procedures, rules and regulations of the board are executed and observed.

2. The Board of Directors appoints a treasurer. Together with the Chair and the secretary, the treasurer forms the core of the Board of Directors. The treasurer manages the bills and funds of the organisation and draws up the budget. He presents the financial reports (annual reports, balance sheets) at the end of the financial year. He checks the transactions (income and expenditures) done by the managing director or financial manager.

3. The Board of Directors appoints a Daily Board, as described in chapter four of this document.
4. In addition to appointing the treasurer, the Board of Directors appoints two of its members as being responsible for decisions concerning remuneration of executive members or concerning paid activities performed by board members. This so-called remuneration committee is also responsible for taking decisions concerning the remuneration of the organisation's employees.

### **3.2 Assemblies**

3.2.1 The Board of Directors convenes often enough to perform its tasks effectively. The number of times the Board and one of its committees convene is at least four per year. A roll of attendance is kept for each board member. Each board member needs to be present for at least half of all board meetings each year.

### **3.3 All board members show proof of integrity and devotion**

3.3.1 All board members are required to make decisions based on independent judgment.

3.3.2 The board members make sure that they receive detailed and accurate information, which they study thoroughly in order to gain and keep insight into the primary aspects of the organisation's activities. They ask for clarification whenever they deem it necessary.

3.3.3 Even though they are part of the same collegial organ, the executive and the non-executive board members each perform a specific and complimentary role inside the Board of Directors.

- The executive members, the Daily Board and management provide the Board of Directors with all the relevant business and financial information to ensure that management and board members can perform their tasks effectively.
- The members of the board bring the strategy and primary policies, as proposed by management, up for discussion in a critical and constructive way, and help further develop them.
- The members of the board closely check management's performance in the light of the set objectives.

3.3.4 Board members can only use the information they have in their capacity as board member in the framework of their mandate.

3.3.5 Each board member arranges his personal and business interests in such a way that no direct or indirect conflicts of interests occur with the organisation. Transactions between the organisation and its board members need to take place under the customary market conditions.

3.3.6 A conflict of interests occurs when a member of the Board of Directors has a direct or indirect financial interest in a certain decision or when an item on the agenda affects his or her personal situation or the situation of a family member to the second degree. In case of a conflict of interests, the member concerned needs to make this known to the board before the topic in question is discussed. During the discussion of the topic in question the member concerned needs to leave the meeting.

Board members can under no circumstances submit applications for working grants.

## **TITLE IV – DAILY BOARD**

### **4.1 Qualifications**

The Daily Board advises management on implementing the general strategic outlines drafted by the Board of Directors. The Daily Board reports regularly to the Board of Directors, especially regarding board meetings.

### **4.2 Constitution**

The Daily Board consists of at least three members of the Board of Directors, plus the managing director. The Daily Board is chaired by the Chair or by the eldest board member present. The treasurer, secretary and Chair are automatically on the Daily Board.

### **4.3 Assemblies**

The Daily Board is convened legitimately by the managing director, or by the Chair, whenever so demanded by the goal of the organisation or when one of the members requests such from the managing director or the Chair. Assemblies can take place via conference call or e-mail.

### **4.4 Period**

The Daily Board is set for the duration of one year each time. The appointment of its members happens at the same time as the election of the secretary and treasurer.

### **4.5 Decision-making**

Decisions need to be made unanimously. If there is no unanimity, the decision in question is passed on to the Board of Directors.

### **4.6 Conflicts of interests**

A conflict of interests occurs when a member of the Daily Board has a direct or indirect financial interest in a certain decision or when an item on the agenda affects his or her personal situation or the situation of a family member to the second degree. In case of a conflict of interests, the member concerned needs to make this known to the board before the topic in question is discussed. During the discussion of the topic in question the member concerned needs to leave the meeting.

4.7 A **log** of the meetings is kept by the managing director or Chair.

## **TITLE V – INTERNATIONAL ADVISORY BOARD**

### **5.1 Recruitment**

The members of the Advisory Board are appointed by the Board of Directors. They are representatives of national initiatives regarding investigative journalism in those European countries where the organisation is active. Or they are professional (investigative) journalists who dispose of a strong network in their own country.

The member list has to be updated at least once a year and published on the website before 1 September.

## **5.2 Assignments**

- The task of the Advisory Board consists of guiding the organisation and providing advice regarding
- the selection of jury members for the European cross-border grant programme;
- determining the 'special working grants', where a research topic is postulated;
- spreading calls and other communications;
- the programme of the annual investigative and data journalism conference Dataharvest;
- feedback on the possible need for support in the journalism community, among others.

The Advisory Board members act as an international sounding board and further the network in which the organisation operates.

## **5.3 Salaries**

Being on the Advisory Board is an unpaid position. Expenses can be reimbursed if necessary and if so decided by the Board of Directors.

## **5.4 Assemblies**

Assemblies are held when financial means for them are available. Between those times, sessions can be held via conference call or e-mail. The Managing Director takes the initiative.

## **5.5 Conflicts of interests**

The Advisory Board members can under no circumstance submit applications for working grants.

## **TITLE VI – THE PASCAL DECROOS FUND GRANT PROGRAMME JURY**

6.1 The evaluation of the working grant applications is done by an independent jury on the basis of objective criteria (set out by the Board of Directors) that are made public beforehand. The names of the jury members, however, are never made public before the evaluation. Each application is assessed by four jury members. The Board of Directors has no influence on the evaluation and selection of applications.

6.2 The independent jury is appointed by the managing director on the basis of a list of names presented to the members of the Board of Directors. The jury consists of four members, three of whom have thorough journalistic experience and one has a different relevant background. The jury members are not on the payroll of a media company. Should that situation change during the mandate, then the jury member in question is replaced by a new jury member.

The jury members rotate in pairs of two every two years; a jury member can be on the jury for a maximum of four consecutive years.

6.3 Each application is assessed by four jury members independently on the basis of the predetermined criteria (set out by the Board of Directors). On the basis of the total score of the application and in function of the budget that is available, the jury member also proposes what amount should be allocated to which application.

6.4 The jury members send their assessments to the managing director or project coordinator, five working days before the quarterly evaluation meeting at the latest. The managing director or project coordinator gathers the different assessments in one file, in function of the evaluation meeting. At this evaluation meeting, the jury members, on the basis of their individual scorecards, come to a consensus about the allocation of the working grants and the division of the available budget. A representative of the organisation's management acts as secretary.

6.5 In the case that the four jury members' votes are divided, the jury president stipulates a compromise that has to be accepted by all jury members.

#### 6.6 Conflicts of interests

A conflict of interests occurs when a member of the jury has a direct or indirect financial interest in a certain decision or when an item on the agenda affects his or her personal situation or the situation of a family member to the second degree. In case of a conflict of interests, the member concerned needs to make this known to the board before the topic in question is discussed. During the discussion of the topic in question the member concerned needs to leave the meeting.

6.7 The list of names of the journalists who are allocated a working grant is presented to the Board of Directors for ratification together with the amount of each allocated grant. For each working grant, the shares of expenses and of salaries are specified. The research subject is not reported to the Board of Directors as long as the project has not been published.

6.8 The reports of the jury are archived in the organisation's office.

6.9 Who can apply for a working grant, which criteria the applicant has to comply with, the reporting, the possibility for a reconsideration of the decision, etc. is determined in the *Reglement Werkbeurzen Fonds Pascal Decroos*.

6.10 The reasons for the firewall between jury and Board of Directors has to be communicated:

- To avoid that a project with a sensitive topic could be thwarted because of the interests of a board member or donor.
- Anonymity of the jury prevents jury members from communicating about the content of submitted projects. That avoids content being picked up by or passed on to other journalists.
- Anonymity avoids the jury being pressurised (by the applicant or the donor) and therefore is the most important instrument to warrant the organisation's editorial independence and credibility.
- The method of compiling the jury out of a longlist approved by the Board of Directors has the advantage of warranting anonymity.

## **TITLE VII – THE JOURNALISMFUND.EU CROSS-BORDER GRANT PROGRAMME JURY**

7.1 The evaluation of the working grant applications is done by an independent jury on the basis of objective criteria (set out by the Board of Directors) that are made public beforehand. The names of the jury members, however, are never made public before the

evaluation. Each application is assessed by four jury members. The Board of Directors has no influence on the evaluation and selection of applications.

7.2 The independent jury is appointed by the Managing Director on the basis of a list of names presented to the members of the Advisory Board, ratified by the Board of Directors. The jury consists of four members, three of whom have thorough journalistic experience and one has a different relevant background. The jury consists of members from different parts of Europe and the competences and experience of the different jury members have to be complementary.

Every year, one jury member is replaced. A jury member can be on the jury for a maximum of four consecutive years.

7.3 Each application is assessed by four jury members independently on the basis of the predetermined criteria. On the basis of the total score of the application and in function of the budget that is available, the jury member also proposes what amount should be allocated to which application.

7.4 The jury members send their assessments to the Project Coordinator, in accordance with the planned scheme for the allocation procedure. The Project Coordinator gathers the different assessments in one file, in function of the evaluation meeting. At this evaluation meeting, the jury members, on the basis of their individual scorecards, come to a consensus about the allocation of the working grants and the division of the available budget. A representative of the organisation's management acts as secretary.

7.5 The jury members assess the applications on the basis of enough criteria and have to come to a unanimous decision.

#### 7.6 Conflicts of interests

A conflict of interests occurs when a member of the jury has a direct or indirect financial interest in a certain decision or when an item on the agenda affects his or her personal situation or the situation of a family member to the second degree. In case of a conflict of interests, the member concerned needs to make this known to the board before the topic in question is discussed. During the discussion of the topic in question the member concerned needs to leave the meeting.

7.7 The list of names of the journalists who are allocated a working grant is presented to the Board of Directors for ratification together with the amount of each allocated grant. For each working grant, the shares of expenses and of salaries are specified. The research subject is not reported to the Board of Directors as long as the project has not been published.

7.8 The reports of the jury are archived in the organisation's office.

7.9 Who can apply for a working grant, which criteria the applicant has to comply with, the reporting, the possibility for a reconsideration of the decision, etc. is determined in the *Rules and Regulations Working Grants Journalismfund.eu*.

7.10 The reasons for the firewall between jury and Board of Directors has to be communicated:

- To avoid that a project with a sensitive topic could be thwarted because of the interests of a board member.
- Anonymity of the jury prevents jury members from communicating about the content of submitted projects. That avoids content being picked up by or passed on to other journalists.
- Anonymity lets sleeping dogs lie.
- The method of compiling the jury out of a longlist approved by the Board of Directors has the advantage of warranting anonymity.

## **TITLE VIII – MANAGEMENT / MANAGING DIRECTOR JOURNALISMFUND.EU**

### **8.1 Management:**

- is in charge of the day-to-day managing of the organisation under the authority of the Board of Directors and executes the Board's decisions;
- makes sure the internal checks happen, without prejudice to the supervising role of the Board of Directors, based on the framework approved by the Board of Directors;
- has to present the Board of Directors with a complete, timely, reliable and accurate preparation of the financial reports and the organisation's financial policy;
- has to prepare the obligatory publication of the financial reports and other material financial and non-financial information by the organisation;
- has to present the Board of Directors with a balanced and understandable assessment of the financial situation of the organisation;
- has to provide the Board of Directors with all the information it needs, whenever it needs it, to perform its tasks
- has to account for the exercise of its actions to the Board of Directors.

8.2 Every member of management assures to avoid direct and indirect conflicts of interests with the organisation in his or her personal and professional affairs.

8.3. The level and structure of management's remuneration is such that qualified and competent professionals can be attracted, kept and motivated, taking into account the nature and bearing of their individual responsibilities.

## **TITLE IX – DONORS**

### **9.1 Donors**

The organisation has two categories of donors: natural persons and legal bodies. Inside these categories the kinds of donors and their respective contributions every year are determined by the Board of Directors.

### **9.2 Publications**

The sum of all donations is made public on the organisation's relevant websites ([www.journalismfund.eu](http://www.journalismfund.eu), [www.fondspascaldecroos.org](http://www.fondspascaldecroos.org),...)

Natural persons will be asked if they want to see their name published on the relevant website.

Legal bodies will be informed of where on the website their donation will be communicated. In the case of structural financial support, the way in which this information is made public

will be part of the contract with the donor. Legal bodies will be offered the possibility of having the news of their donation made public on a prominent spot on the website or via a statement in the newsletters with the reason why they have chosen to support the organisation or its projects.

#### **TITLE X – HONORARY MEMBERS**

The Board of Directors can appoint Honorary Members. This is possible in recognition of services rendered or important efforts done to further the organisation.

#### **TITLE XI – PUBLICATION**

11.1 A description of the organisational structure, including the bylaws, is made public on the website.

11.2 The annual report and financial reports can be consulted on the website and are published in the *Belgisch Staatsblad* every year.

11.3 A list of the members of management can be consulted on the website.

11.4 An overview of the structural donors, sponsors and providers of subsidies of Journalismfund.eu is published on the website.

11.5 A list of names of the Board of Directors is published on the website.

#### **TITLE XII – EVALUATION**

These bylaws will be evaluated two years after their approval and adapted if needs be.

Made up in Zellik on 29 April 2014

Brigitte Alfter  
Chair

Piet Depudt  
Secretary