MOJALOOP FOUNDATION

Community Council (CoCo) Charter

Date: June 2026

Definitions

The following terms, as used in this Charter, shall have the meanings set out below.

Term	Definition
Charter	This document, setting out the purpose, scope, membership, governance, and operating procedures of the Community Council.
CoCo / Community Council	The Mojaloop Community Council, established under this Charter.
Co-Chair (Designated)	The Co-Chair position held by a Mojaloop Foundation staff member, designated by the Foundation and not subject to election.
Co-Chair (Elected)	The Co-Chair position filled through election by the Voting Members of the Council.
Community Manager	A Mojaloop Foundation staff member who supports the operational activities of the Community Council and the broader Mojaloop community, and who serves as the Designated Co-Chair.
Consensus	A decision-making outcome reached through open discussion and agreement among Council members, without the need for a formal vote.
Design Authority (DA)	The Mojaloop governance body responsible for technical architecture decisions.
Change Control Board (CCB)	The Mojaloop governance body responsible for managing changes to technical specifications and related artefacts.
Eligible Voter	A Co-Chair or Voting Member entitled to participate in formal Council votes.
Foundation / MLF	The Mojaloop Foundation, the steward of the Mojaloop open-source project and ecosystem.
Inactive Member	A Voting Member who has attended fewer than five (5) of the previous ten (10) scheduled Council meetings.
Invited Specialist	An individual who is not a Council member but who is appointed by the Co-Chairs to participate in a specific task force or working group on the basis of relevant expertise or community perspective, for the duration of that group only.
Mojaloop	The open-source software project enabling interoperable digital financial services, stewarded by the Mojaloop Foundation.

Operating Procedures	A separate document, adopted and maintained by the Council, setting out the detailed processes, practices, and guidelines by which the Council conducts its work.
Quorum	The minimum number of eligible voters required to be present for the Council to conduct official business, being at least half of all eligible voters.
Simple Majority	More than half of the eligible votes cast in a duly constituted meeting at which quorum is present.
Strategic Work Plan	A separate, living document maintained by the Council setting out its current strategic objectives, priorities, and planned activities, reviewed and updated at least annually.
Supermajority	At least seventy-five percent (75%) of the eligible votes cast.
Term	The fixed period of two (2) years for which a Co-Chair (Elected) or Voting Member is elected to serve on the Council.
Voting Member	An elected member of the Community Council with full voting rights, as distinct from non-voting observers or advisors.
Working Group / Task Force	A time-limited sub-group of the Council established to address a specific topic or deliverable, reporting recommendations back to the full Council.

1. Mission and Purpose

The Mojaloop Community Council (hereinafter the “CoCo” or “Council”) is established in alignment with the mission of the Mojaloop Foundation. The Council’s mission is to foster a strong, diverse, and inclusive Mojaloop community, to grow participation, and to serve as a representative and enabling voice for the broader community.

The Council’s responsibilities include the development and implementation of strategies to:

- Creating a sustainable ecosystem so that adopters have a vibrant community of implementers, system integrators and regulators can rely one
- Strengthen participation and contributor experience.
- Identify and address barriers to engagement.
- Resolve community conflicts.

The CoCo is not intended to duplicate the responsibilities of technical or product governance bodies. Its focus is on community participation, contributor experience, communication, and community health.

2. Scope and Responsibilities

2.1 Scope

The Community Council acts as a representative body for the Mojaloop community and seeks to ensure that diverse community perspectives are heard and considered in decision-making. The CoCo provides strategic leadership and oversight on matters affecting the health, growth, participation, and effectiveness of the Mojaloop community.

The CoCo’s scope includes:

- Community strategy and development.
- Community health, participation, and contributor experience.
- Community communication and engagement.
- Community-related conflict resolution.
- Coordination with other Mojaloop governance bodies.
- Community input into cross-functional initiatives where community perspectives are relevant.

The CoCo provides strategic guidance and recommendations but does not assume responsibility for the operational execution of community programmes, events, communications activities, or day-to-day community management, which remain the responsibility of Foundation staff and designated community support functions.

2.2 Responsibilities

The CoCo is responsible for the following areas, with detailed processes and activities to be set out in the Council's Operating Procedures and Strategic Work Plan:

- **Community Strategy**: Providing strategic leadership and advising on community structures, participation models and contributor pathways, with the goal of growing a sustainable Mojaloop community that supports the adoption and long terms success of the Mojaloop ecosystem.
- **Community Health and Participation**: Monitoring community health and effectiveness, primarily by identifying knowledge gaps and promoting inclusive participation across the ecosystem.
- **Community Engagement**: Promoting transparency, collaboration, and effective information sharing with contributors, implementers, system integrators, partners, and the broader open-source community.
- **Conflict Resolution**: Supporting the fair and constructive resolution of community-related conflicts, promoting trust and respectful collaboration.
- **Governance Coordination**: Collaborating with other Mojaloop governance bodies and representing community perspectives on matters affecting participation, adoption and ecosystem growth.

3. Strategic Objectives

The Community Council shall establish and maintain a Strategic Work Plan, setting out its current strategic objectives, priorities, and planned activities. The Strategic Work Plan is a living document, separate from this Charter and shall be reviewed and updated by the Council at least annually.

Detailed plans, deliverables, and workstreams are the responsibility of the Council to determine and are not prescribed by this Charter.

4. Membership, Leadership, and Participation

4.1 Membership Composition

The Community Council shall comprise two Co-Chairs and an odd number of Voting Members, with a minimum of five (5) and a maximum of ten (9). Membership should reflect the diversity of the Mojaloop community. All Council members shall abide by the [Mojaloop Code of Conduct.]

4.2 Co-Chairs

4.2.1 Role and Composition

The Council shall have two Co-Chairs who lead the Council jointly. One Co-Chair position is designated by the Mojaloop Foundation and shall be held by a Foundation staff member (the Community Manager). The other Co-Chair position is filled through election by the Voting Members. Both Co-Chairs hold full voting rights and share equal responsibility for leadership of the Council.

The Co-Chairs are jointly responsible for setting agendas, facilitating meetings, representing the CoCo with internal and external stakeholders, ensuring sound governance and operating procedures, and supporting conflict resolution. The two Co-Chairs may not represent the same organisation in cases where the elected Co-Chair is also a Foundation staff member, and must proactively disclose any conflicts of interest.

4.2.2 Election, Designation and Terms

The Elected Co-Chair is chosen by Voting Members through a nomination and simple majority process, serves a term of two (2) years, and may be re-elected for one (1) additional consecutive term before observing a one-term break.

The Designated Co-Chair is appointed by the Foundation and serves at the Foundation's discretion. The Foundation shall notify the Council of any change to the Designated Co-Chair and shall endeavour to ensure continuity by designating a replacement within thirty (30) days of any vacancy in this seat.

To ensure continuity of leadership, the two Co-Chair terms shall be staggered such that one seat is up for renewal each year. At the first election following the adoption of this Charter, the Elected Co-Chair shall be assigned either a one-year or two-year initial term by lot, to establish the staggered cycle. Thereafter all Elected Co-Chair terms shall be two (2) years.

4.2.3 Requirements to Serve as Co-Chair

Individuals serving as Co-Chair should demonstrate the following qualifications and capabilities:

- **Commitment and Availability:** Demonstrated commitment to the Mojaloop community and sufficient availability to lead and support Council activities effectively.
- **Community and Organisational Development**: Experience designing structures and initiatives that grow community participation and contributor engagement, with the ability to translate objectives into actionable, measurable outcomes.
- **Leadership and Governance**: Ability to lead discussions, facilitate consensus, and represent community interests across diverse stakeholder groups, with demonstrated sound judgment, integrity, and commitment to transparent governance.
- **Community and Ecosystem Experience**: Familiarity with the Mojaloop ecosystem, its governance structures, and the broader open-source community, with the ability to identify opportunities to strengthen collaboration and expand participation.
- **Inclusion and Community Health**: Ability to foster an inclusive, welcoming environment for contributors of all backgrounds, and commitment to supporting the growth of emerging community leaders.

4.2.4 Co-Chair Vacancy and Appeals

The Elected Co-Chair seat becomes vacant where the Co-Chair resigns, is deemed inactive under the process in section 4.3.2 or is otherwise unable to fulfil the responsibilities of the role. Where a vacancy occurs, the Designated Co-Chair shall assume interim responsibility for leading the Council and shall convene a by-election within thirty (30) days. The by-election shall follow the same nomination, confirmation, and voting process as a standard Co-Chair election. The elected Co-Chair shall serve the remainder of the original term.

An Elected Co-Chair who disputes a vacancy decision may request a review within fourteen (14) days of notification, following the same appeals process set out in section 4.3.2. Where the matter cannot be resolved internally, the Co-Chair may escalate to the Foundation for a final determination.

The Designated Co-Chair seat is not subject to the inactivity and vacancy process in section 4.3.2. Vacancy in the Designated Co-Chair seat is managed solely by the Foundation.

In the event that both Co-Chair seats are simultaneously vacant, the Foundation shall assume interim oversight of the Council and shall convene a by-election for the Elected Co-Chair seat and designate a replacement for the Designated Co-Chair seat, both within thirty (30) days. During this period, the Foundation shall maintain essential Council functions to the extent possible.

4.3 Voting Members

4.3.1 Election and Terms

Voting Members are nominated from and elected by the community at large through a nomination and simple majority process. Individuals may self-nominate or be nominated by any community member. The composition of Voting Members should ensure diversity and adequate representation of the overall community.

Voting Members shall serve a term of two (2) years, may serve two (2) consecutive terms, and may be re-elected after a one-term break.

Prior to the vote, all nominees, whether self-nominated or nominated by another community member, must confirm in writing their willingness to stand for election and their ability to meet the time and participation requirements of the role. Nominations where confirmation is not received within the specified deadline shall be deemed withdrawn. This confirmation shall be shared with the community as part of the election process.

4.3.2 Inactive Members, Vacancies and Appeals

A CoCo member who attends fewer than five (5) of the previous ten (10) scheduled Council meetings may be considered inactive. The following process shall apply;

- Before any action is taken, the Co-Chairs shall notify the member and provide an opportunity to confirm their continued interest and ability to serve.
- If the member remains inactive or is unable to fulfil their responsibilities, the Council may declare the seat vacant by simple majority vote.
- Where a vacancy occurs during a member's term, the seat shall first be offered to the unelected candidate who received the next highest number of votes in the most recent election, provided they remain eligible and willing to serve.
- If no such candidate is available, the Council may appoint an eligible community member by simple majority vote to serve the remainder of the term.

A member who disputes an inactivity finding or vacancy decision may request a formal review within fourteen (14) days of receiving written notification of the decision. The detailed review process shall be set out in the CoCo Operating Procedures. Where the matter cannot be resolved internally, the member may escalate to the Foundation for a final determination.

4.4 Quorum

Quorum is achieved when at least half of all eligible voters (Voting Members and Co-Chairs) are present at a duly convened meeting. Where quorum is not achieved, no formal decisions or votes may be taken, although discussion may continue.

5. Conflict Resolution

5.1 Role & Limits

The CoCo may assist with community-related matters affecting participation, collaboration, or working relationships, including interpersonal misunderstandings, coordination issues between working groups, and disagreements regarding community processes. The CoCo's role is to facilitate understanding and help restore effective collaboration. It does not serve as an investigative, disciplinary, or adjudicative body and has no authority to impose sanctions or make binding determinations. Matters involving formal misconduct, Code of Conduct violations, employment, legal claims, or other issues outside its scope shall be referred to the appropriate body.

5.2 Scope of Conflicts Handled

The CoCo may assist with matters that affect community participation, collaboration, or working relationships, including interpersonal misunderstandings between community members, coordination issues between working groups or committees, and disagreements regarding community processes or participation. The CoCo does not investigate or adjudicate matters involving formal misconduct, Code of Conduct violations, employment, contractual disputes, or legal claims.

5.3 Process

Community members may raise concerns confidentially with either Co-Chair or the Community Manager. The Co-Chairs may encourage direct dialogue, facilitate informal discussion, or where necessary convene a voluntary mediation involving the affected parties. Any recommendations arising from such processes are non-binding.

5.4 Conflicts of Interest

Any Council member who is directly involved in a dispute, or who has a material conflict of interest relating to a matter under discussion shall:

- Disclose that conflict with the Co-Chairs at the earliest opportunity. Disclosure shall be recorded in the relevant meeting minutes.
- The disclosing member shall absent themselves from related discussions, mediation activities, recommendations, and decisions, and shall not be counted toward quorum for that item.
- Where a Co-Chair is the disclosing member, the remaining Co-Chair shall manage the matter alone or designate an appropriate neutral party to assist.

5.5 Operating Procedures

Detailed conflict resolution processes, including record keeping, confidentiality obligations, and escalation paths, shall be set out in the CoCo Operating Procedures document, which the Council shall adopt and may update from time to time

6. Collaboration with Other Governance Bodies

6.1 Governance Collaboration

The CoCo works closely with other Mojaloop governance bodies, including the Design Authority (DA), Change Control Board (CCB), and Foundation leadership, to ensure effective coordination across the ecosystem. While technical governance remains the responsibility of the relevant technical bodies, the CoCo focuses on community participation, contributor experience, communication, collaboration, and ecosystem engagement. Often this is providing early feedback on behalf of the community to proposals to enable them to be shaped and brought to maturity before formal presentation to a wider audience.

6.2 Cross-Functional Initiatives

The CoCo may contribute to cross-functional projects and initiatives where community expertise, contributor perspectives, or ecosystem insights can add value, including in the areas of contributor experience, ecosystem partnerships, community growth, and engagement with the broader open-source ecosystem.

7. Meetings, Working Groups, and Documentation

7.1 Regular Meetings

The Council shall meet regularly, typically monthly. Agendas shall be distributed in advance and minutes shared following each meeting. In-person meetings are encouraged as part of larger community gatherings. Detailed meeting procedures are set out in the CoCo Operating Procedures.

7.2 Member Participation

Members are expected to participate actively in Council activities, attend meetings regularly, and notify the Co-Chairs of any anticipated absences in advance. Repeated absence may trigger the inactivity review process set out in section 4.3.2.

7.3 Task Forces and Working Groups

The Council may establish task forces or working groups to support work on specific topics. Such groups report findings and recommendations to the Council and may make recommendations but have no independent decision-making authority unless explicitly delegated by Council resolution.

Task forces and working groups may include Invited Specialists — individuals appointed by the Co-Chairs on the basis of relevant expertise or community perspective, for the duration of the group only. Invited Specialists participate in an advisory capacity, hold no voting rights, and must abide by the Mojaloop Code of Conduct. Selection shall be based on relevance of expertise, diversity of perspective, and ability to contribute constructively.

7.4 Documentation and Transparency

Meeting documentation, including agendas, minutes, attendance records, and relevant decisions, shall be retained in an agreed repository accessible to Council members. Where appropriate, non-confidential outcomes, decisions, and updates should also be communicated to the broader community to promote transparency, awareness, and engagement.

8. Voting Rights and Procedures

8.1 Decision-Making

Decisions are made by consensus where possible. A formal vote is taken only where consensus cannot be reached. All Co-Chairs and Voting Members are eligible voters. Amendments to this Charter or to the structure of the Council require a supermajority of seventy-five percent (75%) of eligible votes cast. All other decisions require a simple majority.

8.2 Quorum and Tie- Breaking

The Council has quorum when at least half of all eligible voters are present. Each Co-Chair and Voting Member holds one vote . The odd number of Voting Members combined with two Co-Chairs is designed to avoid ties.

In the event of a tied vote due to absences, the Elected Co-Chair shall cast the deciding vote, provided they are not recused from the matter. If the Elected Co-Chair is recused or absent, the tied matter shall be deferred to the next meeting or postponed by agreement of the Council.

8.3 Dispute Resolution

In the case of disputes regarding a vote or decision, the Co-Chairs are responsible for working toward a resolution together with the relevant parties, consistent with the principles set out in Section 5 of this Charter.

8.4 Records of Decisions

All decisions shall be minuted, recording whether consensus or voting was used, the outcome of any vote, and any follow-up actions and responsible parties.

8.5 Charter Amendment Procedure

Any Council member or the Foundation may propose an amendment to this Charter by submitting the proposed change in writing to the Co-Chairs. The Co-Chairs shall circulate the proposal to all Council members no less than fourteen (14) days before the meeting at which it will be considered, to allow adequate time for review and discussion. Amendments require a supermajority of seventy-five percent (75%) of eligible votes cast at a duly quorate meeting.

The Foundation shall be notified of any adopted amendment and retains the right to request reconsideration of any amendment it considers inconsistent with the Foundation's mission or policies. Adopted amendments take effect immediately unless the Council specifies otherwise.

9. Reporting and Review

9.1 Accountability and Reporting

The Community Council is accountable to the Mojaloop Foundation and to the community at large. The Co-Chairs shall report on a regular basis at a minimum quarterly, to the Foundation's Chief Executive Officer and shall provide updates to the community on relevant topics, including community strategy, key initiatives, observations on community participation, contributor experience, barriers to engagement, and progress on actions intended to strengthen community involvement.

9.2 Annual Self-Review

The Council shall review its own activity and effectiveness at least annually. If the Council is unable to reach quorum for six (6) or more consecutive meetings, or if Council activity effectively ceases for a period exceeding twelve (12) months, the Foundation shall initiate a re-chartering process.

The re-chartering process shall be led by the Foundation and may result in one or more of the following outcomes: the Charter being amended and a new Council elected under the revised terms; the Council being reconstituted under the existing Charter with a new election for all seats; or a recommendation that the CoCo be formally dissolved and an alternative community governance structure be explored. During the re-chartering process, the Designated Co-Chair shall maintain essential Council functions to the extent possible. The detailed re-chartering process shall be set out in the Operating Procedures.

9.3 Operating Procedures

The Council shall adopt a CoCo Operating Procedures document setting out the detailed processes and practices by which it conducts its work, including meeting management, conflict resolution procedures, inactivity and appeals processes, record keeping and communication practices. The Operating Procedures may be amended by the Council by a simple majority and do not require amendment of this Charter.