

CONSTITUTION OF THE

**African Indigenous Governance  
Council**

**(AIGC)**

## NON PROFIT ORGANIZATION

### Non-Profit Organization Act, No 71 of 1977

#### 1 DEFINITION

In these articles, unless the context otherwise indicates –

**“The Act”** shall mean the Non-Profit Organization Act, No 71 of 1977, as amended from time to time;

**“The Board”** shall mean the Board of Directors of the Example NPO, established by Article 9, who are the governing body of the Council;

**“The Executive Committee”** shall mean a committee appointed by the Board consisting of both Board and Staff members;

**“The Management Committee”** shall mean a committee appointed by the Board consisting of the staff members;

**“Director”** shall mean a member of the Board of Directors of the Council established by Article 9;

**“Members”** shall mean the subscribers to the Constitution and such other persons as the Directors shall admit to membership in accordance with these Articles;

**“Constitution”** shall mean the Constitution of the Council;

**“These Presents”** shall mean the Constitution and By-Laws of the Council;

Words importing the **masculine gender** include **females**;

Words in the **singular** include the **plural** and words in the **plural** include the **singular**;

When a provision of The Act is referred to, the reference is to such provision as amended by statute;

Expressions defined in The Act shall have their meanings so defined.

## **1. PREAMBLE**

This Constitution reflects a profound commitment to upholding the highest ideals of culture, dignity, education, heritage, governance, leadership, traditions, unity, ubuntu, royalty, spirituality and pan-africanism as embodied in the Constitution of the African Union, and specifically the rights of the youth, women, people in rural and traditional communities.

## **2. NAME:**

- 2.1 The name of the NPO is: **African Indigenous Governance Council**
- 2.2 The name of the Council in the other official languages of the African Union is: TBC

## **3. Vision**

- 3.1 To mainstream the leadership role of Royals and Traditional Rulers in the African Continent and Diaspora.

## **4. MISSION**

- 4.1 To promote, preserve and protect the Indigenous Institutions of Governance in Africa.

## **5. OBJECTIVES OF THE AFRICAN INDIGENOUS GOVERNANCE COUNCIL**

- 5.1 To support innovative development and infrastructure programmes
- 5.2 Support the application of appropriate Technology linked to the growth of Traditional and Rural Communities in Africa.
- 5.3 Promote and support mentorship, job creation, poverty alleviation and preservation of African heritage and culture.
- 5.4 Preserve and protect and indigenous knowledge systems and African wisdoms and values of ubuntu.
- 5.5 Foreground the powers, functions and roles of Royals and Traditional Governors in Africa.

## 6. LEGAL STATUS

**African Indigenous Governance Council** is a body with its own legal identity which is separate from its individual members. The Council shall continue to exist even if the members change. The Council may own property, enter into contracts, and sue or be sued in its own name.

## 7. NON-PROFIT DISTRIBUTING CHARACTER

- 7.1 The income and property of the **African Indigenous Governance Council** shall be used solely for the promotion of its main objectives. The members and the office-bearers shall have no rights to the property or other assets of the **African Indigenous Governance Council** solely by virtue of them being members or office-bearers. No portion of the income or property of the **African Indigenous Governance Council** shall be paid or distributed directly or indirectly to any person (otherwise than in the ordinary course of undertaking any public benefit activity) or to any member of the **African Indigenous Governance Council**, except as:
- 7.1.1 The scope and budget approval prior to any work undertaken on behalf **African Indigenous Governance Council** shall be approved by the Executive Committee Level.
- 7.1.2 Reimbursement of actual costs or expenses reasonably incurred on behalf of the Council.
- 7.2 Upon its winding up, the de-registration or dissolution, the assets of the **African Indigenous Governance Council** remaining after the satisfaction of all its liabilities shall be given or transferred to some other Foundations or institution or Foundations or institutions having objects the same as or similar to its main object to be determined by the members of **African Indigenous Governance Council** at or before the time of its dissolution or, failing such determination, by the Court.

- 7.3 Amendments to the memorandum and articles of **African Indigenous Governance Council** shall be made according to the procedure and in accordance with the provisions of the Non-Profit Organizations Act, 1997 and subject to the approval of the Director of Non-profit Organizations in terms of the Non-profit Organizations Act, No 71 of 1997.

## **8. MEMBERSHIP**

- 8.1 The subscribers for the Memorandum of the Council shall be Members of the **African Indigenous Governance Council**;
- ✓ The initial membership shall be those persons whose names and signatures appear on the attached **Schedule A**.
- 8.2 The Board may by resolution in its sole discretion –
- ✓ elect any person as a member, provided that the total number of members shall not exceed 50 (fifty) at any time;
- 8.3 The Council shall maintain at its registered office a Register of Members.
- ✓ No person elected shall become a Member unless and until his/her name has been entered in the Register of Members.
  - ✓ The rights of a Member shall be personal, shall not be transferable, and shall terminate –
    - on his/her death;
    - on his/her becoming of unsound mind;
    - on his/her suspension;
    - on his/her ceasing to be a Member; or
    - on his/her non-attendance/ non-presents of 25% of overall board meetings without reasonable explanation.
- 8.4 The Board may suspend or terminate the membership of any member provided that:

- ✓ At least (30) thirty days prior written notice is given to all members of the intention to terminate a membership; and
- ✓ At least (30) thirty days prior written notice is given to the member concerned. The notice shall invite the member to make written or verbal representations to the meeting as the member may consider appropriate.
- ✓ The decision of the Board to admit an applicant to membership, or to suspend or terminate a membership will need a resolution by two thirds of the Board members of the **African Indigenous Governance Council** present at the next General Meeting.

## 9. FINANCIAL MATTERS

### 9.1 Bank Account

- ✓ The Executive Committee shall open a bank account in the name of the **African Indigenous Governance Council** with a registered Bank. The Executive Committee shall ensure that all monies received by the **African Indigenous Governance Council** are deposited in the abovementioned bank account as soon as possible after receipt.

### 9.2 Signatures

- ✓ All cheques, promissory notes and other documents requiring signature on behalf of the **African Indigenous Governance Council** shall be signed by two (2) of the Board members at either level A or B.

### 9.3 Financial Year End

- ✓ The **African Indigenous Governance Council's** financial year end shall be; FEBRUARY each year.

#### 9.4 Financial Records

- ✓ The Board shall ensure that the **African Indigenous Governance Council** keeps proper records and books of account which fairly reflect the affairs of the Council.

#### 9.5 Annual Narrative Report and Financial Statements

9.5.1 The Executive Committee shall ensure that the **African Indigenous Governance Council** prepares an annual narrative report describing all activities and an Annual Financial Statement for each financial year. The Annual Financial Statements shall conform to generally accepted accounting principles.

9.5.2 Within two (2) months after drawing up the Annual Financial Statements, the Board shall ensure that:

The Executive Committee arranges for an accounting officer to certify that the annual financial statements are consistent with the financial records of the **African Indigenous Governance Council** and that its accounting policies are appropriate and have been appropriately applied in the preparation of its financial statements.

OR

The books of account and financial statements are audited and certified in the customary manner by an independent practising chartered accountant.

9.5.3 A copy of the Annual Financial Statements and annual narrative report shall be made available to all members as soon as possible after the close of the financial year.

## **10. GENERAL MEETINGS**

10.1.1 A meeting of the **African Indigenous Governance Council** shall be either the Annual General Meeting or a Special General Meeting.

10.1.2 The Annual General Meeting shall be held:

- in the case of the first such meeting, within a period of 18 (eighteen) months after the date of the incorporation of the Council;
- thereafter within no more than 6 (six) months after the end of every ensuing financial year of the Council; and
- within no more than 15 (fifteen) months after the date of the last preceding such meeting of the Council.

10.1.3 A Special General Meeting may be held at any time and may be called by 5 (five) or more Members representing not less than 25% (twenty five percent) in number of the Members.

## **11. NOTICE OF GENERAL MEETINGS**

11.1 An Annual General meeting, and a General Meeting called for the passing of a special resolution, shall be called by not less than 21 (twenty one) clear days' notice in writing.

11.2 Any other General meeting shall be called by 14 (fourteen) clear days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and on the day for which it is given, and shall specify the place, the day and the hour of the meeting and shall be given in the manner herein-after mentioned or in such other manner, if any, as may be prescribed by the Council in General Meeting, to all Members; provided that a meeting of the Council shall, notwithstanding the fact that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed by a majority of the members having a



right to attend and vote at the meeting, being a majority holding not less than 70% (seventy percent) of the total voting right of all the Members.

11.3 Notice of any General Meeting shall be given by:

- sending it through the post; or
- delivering it to the member personally; or
- electronic transmission

## **12. QUORUM FOR GENERAL MEETINGS**

12.1 The Quorum for General Meetings shall be **one quarter (1/4)** of the Members who are both present and entitled to vote. No business shall be transacted at any General Meeting unless a Quorum of Members is present at the time when the meeting proceeds to business.

12.2 Should any General Meeting have been properly convened but no quorum is present, the meeting shall stand adjourned to another date, which shall be within seven (7) days thereafter. The notice reflecting such adjournment shall be given to the persons and in the manner provided for in this Constitution. At such reconvened General Meeting, the members then present or represented shall be deemed to constitute a quorum.

## **13. RESOLUTION AND VOTING**

13.1 At all General Meetings, a resolution put to the vote shall be decided by means of a show of hands or by ballot/eBallot. A vote by ballot shall be held only if demanded by the Chairperson or not less than one third (1/3) of the persons voting in person or by proxy. The result of the vote shall be the resolution of the meeting.

13.2 Each member present or represented at such meeting shall be entitled to one (1) vote.

13.3 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.

#### **14. MINUTES**

14.1 Proper minutes shall be kept of the proceedings of all General Meetings, and a record of the persons present at each meeting. The minutes shall be signed by the chairperson of the meeting, and shall be available for inspection or copying by any member on two (2) days' notice to the Secretary or his or her deputy.

#### **15. MANAGEMENT OF THE AFRICAN INDIGENOUS GOVERNANCE COUNCIL**

15.1 The business of the Foundation and strategic projects shall be managed by the Board or entities established / commissioned to execute development programmes of the foundation.

#### **16. BOARD OF DIRECTORS**

16.1 The Board shall consist of not less than 7 (seven) and not more than the number stipulated in the National act.

16.2 Should the number of Directors for any reason be reduced below 7 (seven), the continuing Directors may act for the purpose of increasing the number of Directors.

#### **17. ELECTION OF DIRECTORS**

17.1 The election of Directors shall be by ballot. However, if the candidates validly nominated for election to the board are not more in number than the number of vacancies on the board, the candidates nominated shall be deemed to have been duly elected.

- 17.2 Unless a candidate for election to the Board be a retiring director, a nomination of a Member for election to the Board shall be:
- made in writing;
  - signed by at least 2 (two) members other than the candidate;
  - given to the Secretary not less than 7 (seven) days before the day appointed for the Annual General Meeting at which the election is to take place; and
  - accompanied by a written statement signed by the candidate indicating his willingness to stand for election.
  - The Board shall have the power at any time, and from time to time, to appoint a Member as a Director, either to fill a casual vacancy or as an addition to the Board.
  - A Director so appointed shall hold office until the next following Annual General Meeting of the Foundation and shall then be eligible for election without nomination.

## **18. ALTERNATIVE DIRECTORS**

- 18.1 The Board may nominate a Member to act as alternate to a Director whilst the Director is absent or unable for any reason to act as a Director. An alternate Director shall act subject to the terms, qualifications and conditions applicable to a Director.

## **19. ROTATION OF DIRECTORS**

- 19.1 At least 3 (three) Directors shall retire at the Annual General Meeting each year, but shall be eligible for re-election. The rotation for retirement shall be decided by the Directors themselves and, failing agreement, shall be decided by lot, provided that each Director shall retire not later than 3 (three) years after election.

## **20. AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION**

20.1 The terms of this Constitution may be amended, the name of the Association may be changed and the **African Indigenous Governance Council** may be dissolved by resolution of eighty percent (80%) of the members present at a General Meeting: provided that proper notice of the meeting is given not less than twenty-eight (28) days prior to the date of the Meeting and such notice states the nature of the resolution to be proposed.

## **21. INDEMNITY**

21.1 Subject to the provisions of any relevant statute, Board or members of the Executive/Management Committee and other office bearers shall be indemnified by the **African Indigenous Governance Council** for all acts done by them in good faith on its behalf. It shall be the duty of the **African Indigenous Governance Council** to pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of the Council.

21.2 Subject to the provisions of any relevant statute, no board or member of the Executive/Management Committee and or other office bearer of the **African Indigenous Governance Council** shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the **African Indigenous Governance Council** , which occurs in the execution of the duties of his or her office.

## **22. COMING INTO OPERATION**

22.1 This Constitution shall come into operation on the date of the first meeting of the first Board meeting elected under this Constitution.

## **SCHEDULE A**

### **SCHEDULE OF INITIAL MEMBERS**

<b>Name</b>	<b>Date</b>	<b>Signature</b>
1. Juliette Kongo (Ms)		
2. Robinson Tanyi Tambe Ayuk (Mr)		
3. Suani Timothy Baridam (Mr)		
4. Brook Temesgen Tegegne (Mr)		
5. Gnahore Romain Kouo (Mr)		
6. Manene Tabane (Mr)		
7. Zolani Mkiva (Mr)		

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## **ABBREVIATIONS**

African Indigenous Governance Council – AIGC

Executive Committee - EC

Management Committee - MANCO

Ordinary General Meeting - OGM

Special General Meeting - SGM