

CONSTITUTION
OF AFRICAN MANAGEMENT DEVELOPMENT INSTITUTES NETWORK

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PREAMBLE

We the Management Development Institutes in Africa;

INSPIRED by the tremendous progress made in regional and continental collaboration in Africa and the positive development results flowing from this collaboration and the objectives and principles laid down in the Constitutive Act of the African Union and desiring to entrench professionalism and ethics in African Public Administration;

RECOGNISE that African countries share a common aspiration to accelerate the socio economic transformation of their countries and the raising of the standards of living of their people;

CONSCIOUS that the public sector is critical to the qualitative and quantitative achievement of the goals of this transformation;

COGNISANT that a competent, ethical and professional public administration is a requirement for the public sector to effectively deliver services, uphold rights, protect citizens and facilitate the participation and contribution of all other sectors;

BEING CENTRAL to the capacity development, effectiveness and sustainability of public services in Africa;

RECOGNISE the importance of leadership and management capacity development

to African public administrations leading transformation during a highly complex period in Africa's history;

CONSIDERING the commonality of Public Administration Management challenges facing the different African countries;

FURTHER RECOGNISING the knowledge, resource and innovation limitations of individual Management Development Institutes and the value in pooling our knowledge and other resources;

RECALLING the watershed Declaration issued by the 5th African Conference of Ministers of Public Service in December 2005 in Addis Ababa, Ethiopia; the African Union Executive Council Decision EX.CL/Dec.243 (VIII) on the Report of the fifth Conference of African Ministers of Public Service adopted in January 2006 in Khartoum, Sudan; and Article 21 of the African Charter on the Values and Principles of Public Service and Administration which calls for the strengthening of Management and Development and Research Institutes.

DO HEREBY agree as follows:—

*Part I***ARTICLE 1****DEFINITIONS**

1. In this Constitution, unless the content otherwise indicates—

"AMDIN" means a network of African government MDIs so as to create a platform for African MDIs to articulate their collective voice and promote mutual partnership, peer support and collaboration in developing leadership and management capacity in response to the needs of the African people and their governments.

"AU" means the African Union;

"MDIs" means management development institutes of Africa, which include training institutions in the public sector, schools of government or management institutions as they are known in their respective African countries; and

"Member" Membership of the AMDIN is institutional and all duly recognized MDIs represented by the Heads/Director General within African Union Member States may be members of AMDIN

Part II

ESTABLISHMENT, PURPOSE AND OBJECTIVES OF AMDIN

ARTICLE 2

ESTABLISHMENT

2. (1) The AMDIN is hereby established as a juristic person.
- (2) AMDIN is registered in South Africa as a non-profit organization, in accordance with the laws of the South African government.
- (3) AMDIN is recognized by the African Union, and recognition by other international institutions shall be pursued in accordance with the needs of the AMDIN as it evolves.

ARTICLE 3

PURPOSE

3. The purpose of AMDIN is to be a network of African government MDIs so as to create a platform for African MDIs to articulate their collective voice and promote mutual partnership, peer support and collaboration in developing leadership and management capacity in response to the needs of the African people and their governments.

ARTICLE 4
OBJECTIVES

4. Being a network of African MDIs committed to the strengthening of, and facilitating innovative and responsive, service delivery, the AMDIN has the following primary objectives:

- (a) To promote excellence in public administration in Africa by supporting MDIs through capacity development, knowledge management and learning, collaboration opportunities and gender equity;
- (b) to promote the collective interests of members especially by providing a forum for the expression of members' diverse views and interests, and dialogue towards common perspectives on public sector management in Africa;
- (c) to support research and innovation in training methodologies and in members approaches to their support to public sector institutions;
- (d) to promote cooperation with other institutions and organizations in Africa and globally, that share similar objectives;
- (e) to promote innovative partnerships in public sector management training and enhance the interest and capacity of members to engage in national policy debates and policy formulation relevant to public sector reform;
- (f) to contribute to the setting and upholding of high standards in public administration and service delivery in Africa; and
- (g) to engage in any other activities that promote the objectives of the AMDIN.

ARTICLE 5

POWERS OF AMDIN

- 5.** To achieve its objectives the AMDIN shall have the power to—
- (a) Collect membership fees, solicit donations from State and non-state organizations who share, or are interested in furthering, the objectives of the AMDIN;
 - (b) employ staff of the AMDIN;
 - (c) lease or purchase premises to conduct its business;
 - (d) acquire assets and invest surplus;
 - (e) make appropriate risk management precautions with respect to property, staff and any persons participating in the AMDIN activities;
 - (f) Liaise with other organizations in furthering the interests of the AMDIN;
 - (g) Engage in any other legal activities that would be of benefit to the AMDIN;
and
 - (h) be an organization, in perpetuity, with the power to sue or be sued.

Part III

ORGANS OF AMDIN AND GOVERNANCE

ARTICLE 6

ORGANS OF AMDIN

- 6.** The organs of the AMDIN shall consist of the following:
- (a) General Assembly;

- (b) Executive Committee; and
- (c) Secretary-General.

ARTICLE 7

GENERAL ASSEMBLY

7. The General Assembly shall—
- (a) be the highest decision-making body of the AMDIN;
 - (b) be constituted by the Heads or Principals of the MDIs;
 - (c) meet at least once every two years to deliberate on issues and proposals, and to plan the implementation of the objectives of the AMDIN; and
 - (d) elect the President, five Vice Presidents and the Secretary-General of the AMDIN.

ARTICLE 8

QUORUM OF GENERAL ASSEMBLY

8. The General Assembly shall have a quorum of 50% plus one of the members in attendance.

ARTICLE 9

VOTING POWERS IN GENERAL ASSEMBLY

9. (1) Members (Heads/ Director-Generals/Principals) who have fully paid up membership fees shall have voting powers at any meeting of the General

Assembly.

(2) Members vote in their representative capacity as Heads/ Director-General or Principals of the registered MDI's.

ARTICLE 10

PROCEDURE FOR MEETINGS OF GENERAL ASSEMBLY

- 10.** (1) The General Assembly may, as and when required—
- (a) determine its own procedure and rules of procedure in respect of its proceedings and meetings of the Executive Committee;
 - (b) make determinations regarding the functions of the AMDIN that shall give effect to the objectives of the AMDIN;
 - (c) establish committees and task teams to carry out the functions of the AMDIN;
- and
- (d) determine the procedure for the Executive Committee and any task team established.

(2) The General Assembly shall also ensure that a record of business transacted at every meeting is kept by the Executive Committee.

(3) The General Assembly shall also ensure that a record of business is circulated to all members for information, appropriate action and safe custody.

ARTICLE 11

DECISIONS OF GENERAL ASSEMBLY

- 11.** (1) Decisions of the General Assembly shall be—
- (a) made in a properly convened meeting; and
 - (b) based on consensus.
- (2) If consensus cannot be reached, decisions shall be taken by majority vote of the members present, and such vote shall be exercised based on members who have fully paid their membership fees
- (3) In the event of a tie, the President shall have a casting vote.
- (4) Decisions of the General Assembly shall be binding on all members to the extent that they are not in conflict with any national laws of their respective countries.

ARTICLE 12

PRESIDENT AND VICE PRESIDENTS OF AMDIN

- 12.** (1) The President shall be elected by the General Assembly from amongst the Heads/Director-General or Principals of the member MDIs.
- (2) The term of office of the President shall be for two years.
- (3) There shall be five Vice Presidents from each of the five geographical regions in the African continent elected from amongst the Heads/Director-General or Principals of the member MDIs.
- (4) Each geographical region shall elect its own Vice President during the course of the General Assembly.

- (5) The term of office of the Vice Presidents shall be two years.
- (6) The President may delegate his or her powers to any of the five

Vice Presidents when not available.

ARTICLE 13

FUNCTIONS OF PRESIDENT

- 13.** The functions of the President shall be to—
- (a) convene meetings in consultation with the Secretary-General;
 - (b) preside over meetings of the General Assembly and the Executive Committee and ensure proper conduct during meetings; and
 - (c) build consensus in decision-making.

ARTICLE 14

END OF TERM OF OFFICE

- 14.** (1) The term of office of the President and Vice-President shall come to an end as a result of—
- (a) expiry of the term of office referred to in Article 12(2);
 - (b) cessation of membership of an MDI from the AMDIN in terms of Article 24;
- and
- (c) majority vote of no-confidence in a member by the General Assembly.

If the term of office of the President or Vice-President ends in terms of sub-article (2)(b) and (c)—

- (d) the Vice-President of the region from which the President was elected shall assume the role of President until the end of the term or until the next

election; and

(e) the affected region shall elect another Vice President to represent the region until the end of term or until the next election.

ARTICLE 15

EXECUTIVE COMMITTEE

15. (1) The Executive Committee shall be headed by the President of the AMDIN and in addition shall be constituted by the five Vice Presidents and the Secretary-General.

(2) The African Union Director of Political Affairs shall be invited to Executive Committee meetings as an active observer and as an *ex officio* member but without voting rights.

(3) The previous President shall serve in the Executive Committee as an advisor to the President.

(4) The Executive Committee may co-opt such heads or principals of MDIs as it may deem necessary to discharge its functions.

ARTICLE 16

FUNCTIONS AND DUTIES OF EXECUTIVE COMMITTEE

- 16.** (1) The functions of the Executive Committee shall be to—
- (a) identify opportunities and initiatives in pursuance of the objectives of the AMDIN;
 - (b) provide strategic advice to the General Assembly;

- (c) propose and recommend the agenda for the General Assembly;
- (d) plan, facilitate and implement the business of the General Assembly;
- (e) receive, review and consolidate reports from the Committees and task teams and make recommendations to the General Assembly;
- (f) discuss annual operational budgets and plans of the AMDIN;
- (g) monitor the implementation of the operational plans and any opportunity or initiative identified by the General Assembly;
- (h) source funding for the AMDIN for the achievement of its objectives in terms of the identified needs; and
- (i) prepare the annual budgets and present audited financial statements to the General Assembly for approval.

(2) The Executive Committee must ensure that at all times the financial position of the AMDIN is sound and it remains solvent.

(3) The Executive Committee shall—

- (a) accept the fiduciary responsibility of the AMDIN;
- (b) ensure that the AMDIN does not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives;
- (c) ensure that the AMDIN liabilities are settled promptly in accordance with AMDIN obligations;
- (d) ensure that the AMDIN utilises substantially the whole of its funds for the sole or principal object for which it has been established;
- (e) ensure that no member of the General Assembly may directly or indirectly have any undue financial interest in the AMDIN, including any person who performs a function for, or on behalf of, the AMDIN;

- (f) ensure that the AMDIN activities are directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group;
- (g) ensure that the AMDIN does not have a share or other interest in any business, profession or occupation which is carried on by its members and staff;
- (h) ensure that any employee, office bearer, member or other person does not receive any remuneration which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;
- (i) ensure that any amendment of the Constitution or written instrument of the AMDIN that affects the financial standing of the AMDIN, is communicated to the relevant revenue authority within 30 days of the amendment thereof;
- (j) ensure that the AMDIN complies with the reporting requirements as may be determined by the relevant tax authority from time to time; and
- (k) ensure that AMDIN does not become a party to, or permit itself to be used as part of, an impermissible tax avoidance arrangement or a transaction, operation or scheme.

(4) The Executive Committee shall—

- (a) exercise the duty of utmost care to ensure reasonable protection of the assets and records of the AMDIN;
- (b) be responsible for the management, including the safe-guarding, of the assets and for the management of the expenditure and liabilities of the AMDIN;
- (c) act with fidelity, honesty, integrity and in the best interests of the AMDIN in managing the financial affairs of the AMDIN;

- (d) on request, disclose to the AMDIN all material facts, including those reasonably discoverable, which in any way may influence the decisions or actions of the AMDIN, and
- (e) seek, within the sphere of influence of the Executive Committee, to prevent any prejudice to the financial interests of the AMDIN.

(5) A member of the Executive Committee must—

- (a) disclose to the Executive Committee any direct or indirect personal or private business interest that that member or any spouse, partner or close family member may have in any matter before the Executive Committee; and
- (b) withdraw from the proceedings of the Executive Committee when that matter is considered, unless the Executive Committee decides that the member's direct or indirect interest in the matter is trivial or irrelevant.

ARTICLE 17

PROCEEDINGS AND MEETINGS OF EXECUTIVE COMMITTEE

17. (1) With due consideration to the requirements of the General Assembly as may be conveyed from time to time by the General Assembly, the Executive Committee shall meet—

- (a) at least twice a year;
- (b) whenever the need requires; and
- (c) whenever the General Assembly determines.

(2) The Executive Committee shall keep minutes of its meetings.

(3) The Executive Committee shall submit a consolidated report of its activities and financial statements to the General Assembly at the first meeting of the General Assembly following upon the last meeting of the Executive Committee.

ARTICLE 18

SECRETARY-GENERAL OF AMDIN

18. (1) The Secretary-General shall be elected by the General Assembly from amongst the Heads/ Director-Generals or Principals of the member MDIs.

(2) The term of office of the Secretary – General shall be two years

(3) The term of office of the Secretary-General shall come to an end as a result of –

(a) expiry of the term of office referred to in Article (18) 2;

(b) cessation of membership of an MDI from AMDIN;

(c) majority vote of no confidence in a member by the General Assembly.

(4) The Secretary-General is accountable to the General Assembly.

(5) The work of the Secretary-General shall be supported by the MDIs of the five Vice Presidents.

(6) The Secretary-General shall attend all meetings of the General Assembly and Executive Committee as a voting member of these organs.

(7) The Secretary-General shall be responsible for implementing and overseeing the operations of the AMDIN.

(8) The support staff of the AMDIN shall attend all meetings of the General Assembly and Executive Committee, in order to provide support to the organs but shall not vote at such meetings.

ARTICLE 19

FUNCTIONS OF SECRETARY-GENERAL

19. (1) The Secretary-General shall—

- (a) carry out the instructions of the General Assembly and the Executive Committee;
- (b) prepare the Agenda of the General Assembly and the Executive Committee;
- (c) give notice of meetings three months prior to the date of the meeting;
- (d) prepare minutes of the General Assembly and the Executive Committee;
- (e) circulate minutes and any relevant documentation to all members;
- (f) keep all records of the AMDIN;
- (g) make all relevant logistical arrangements for meetings of the General Assembly and the Executive Committee and provide the necessary support to these organs; and
- (h) co-ordinate the work of the Committees of the AMDIN.

(2) The Secretary-General—

- (a) must ensure that AMDIN maintains effective, efficient and transparent systems of financial and risk management and internal control;
- (b) is responsible for the effective, efficient, economical and transparent use of the resources of the AMDIN and prevent unauthorised, irregular and fruitless and wasteful expenditure and losses resulting from criminal conduct; and
- (c) is responsible for the management, including the safe-guarding and the maintenance of the assets, and for the management of the liabilities, of the AMDIN.

ARTICLE 20

COMMITTEES OF AMDIN

20. (1) The General Assembly may appoint committees or task teams to carry out its functions and in writing, determine the terms of reference for the committee and task teams.

(2) The committees so appointed may co-opt other persons with the approval of the Secretary-General.

(3) The Secretary-General shall co-ordinate the work of the committees and task teams, and such structures must report to the Secretary-General at least once every six months or as directed by him or her.

(4) Any reports emanating from these committees shall be submitted to the Executive Committee.

Part IV

MEMBERSHIP OF AMDIN

ARTICLE 21

MEMBERSHIP

21. Membership of the AMDIN is institutional and all duly recognized MDIs within African Union Member States may be members of AMDIN. These institutions will be represented by their Heads/Director-General or Principals as members in all AMDIN organs and meetings.

ARTICLE 22

ASSOCIATES

22. (1) Associate membership shall be allowed subject to confirmation of eligibility by the General Assembly or its designated organs in accordance with the AMDIN's established rules and procedures.

(2) The following sectors may be considered:

- (a) Public Service Departments, Institutes and Schools of Public Administration at universities;
- (b) African organizations that deal with public service capacity development issues as the main focus of their mission; and
- (c) public sector policy research units at national or regional levels.

(3) Associates shall be admitted by General Assembly following either an invitation or application, and shall have rights to participate in the AMDIN meetings and events but not to vote or stand for election in General Assembly meetings.

(4) The African Union Commission Director of Political Affairs shall be an associate member of AMDIN and not be expected to pay a membership fee.

(5) The General Assembly shall set the membership fee that is payable by each member.

ARTICLE 23

MEMBERSHIP FEES

23. (1) The General Assembly shall set an annual membership fee which shall be paid on the basis of membership of the AMDIN.

(2) The General Assembly shall review the membership fee from time to time.

ARTICLE 24

CESSATION OF MEMBERSHIP AND REMOVAL OF MEMBERS FROM AMDIN

24. (1) Members may request the cessation of their membership through a formal written request to the General Assembly.

(2) Members shall be removed from the AMDIN if they are no longer able to meet the registration requirements.

(3) The following shall be members not in good standing—

(a) If a member fails to attend two consecutive meetings of the General Assembly without a written apology such a member must be notified that this must be remedied within a specified time frame, failing which a sanction may be imposed; and

(b) if a member fails to pay subscriptions in two consecutive years such a member must be notified that this must be remedied within a specified time frame, failing which a sanction may be imposed.

(4) A member may be readmitted to the AMDIN if such a member complies with the membership requirements referred to under sub- article (3) (a) and

(b)

(5) The affected member has the right to appeal the decision of the General Assembly at the next General Assembly meeting of the AMDIN, whose decision in respect of the appeal shall be made by a simple majority and shall be final.

Part V

RESOURCES OF AMDIN

ARTICLE 25

RESOURCES

25. (1) The financial year of the AMDIN shall be a calendar year, which is from January 01 to December 31 of the same year.

(2) The general funds of the AMDIN shall come from contributions from donors, membership fees, and other sources as shall from time to time be determined by the General Assembly.

(3) Except if decided otherwise by the General Assembly the cost of hosting meetings shall be met by the AMDIN, provided that delegates from the MDIs shall meet their own costs for travel and accommodation.

(4) The AMDIN may, subject to availability of funds, and on good cause shown, meet the costs referred to in sub-article (3).

(5) All monies received by or on behalf of the AMDIN shall, in the first instance, be paid into such bank account or accounts as the Executive Committee empowers the Secretary to open and operate on behalf of the AMDIN.

ARTICLE 26**AUDIT OF ACCOUNTS**

26. (1) The Secretary-General shall be the Chief Accounting Officer of the AMDIN and shall produce an annual account of receipts and payments and a statement of assets and liabilities to be audited externally within three months after the end of each financial year, and presented to the Executive Committee.

(2) The Executive Committee shall present the AMDIN's audited accounts to its members at every General Assembly meeting, together with any report issued by the auditors.

(3) The Secretary-General shall cause annual budgets to be prepared before or at the commencement of each financial year and the funds of the AMDIN shall be employed in accordance with such budgets.

(4) The Secretary-General shall appoint or authorize the appointment of independent external auditors in terms of established internal control procedures.

(5) The auditor shall not be an officer or officers of the AMDIN or a member of the AMDIN Council.

(6) The auditor shall have access to all the books of account and other accounting records of the AMDIN and shall examine the AMDIN's annual accounts and produce a statement and certificate on whether the accounts are correct, duly vouched and in accordance with the law.

(7) The report, statement and certificate issued by the auditor in respect of the annual accounts shall be received by the Executive Committee and presented at the General Assembly.

ARTICLE 27

ASSETS OF AMDIN

27. (1) The Executive Committee has ultimate accountability for the procurement, maintenance and disposal of the assets of the AMDIN.

(2) Any delegation of this responsibility should be according to adequate, explicit and updated internal control procedures.

Part VI

**LANGUAGE, AMENDMENT, REVISION AND INTERPRETATION OF
CONSTITUTION OF AMDIN**

ARTICLE 28

LANGUAGE

28. (1) The working languages of the AMDIN and all its committees shall be English, and as far as possible, the working languages of the African Union, which are Arabic, French and Portuguese.

(2) The AMDIN must, subject to resources, engage translation services.

ARTICLE 29

AMENDMENT AND REVISION OF CONSTITUTION

29. (1) Any member of AMDIN may, in writing, submit proposals for the amendment or revision of the Constitution to the Secretariat who shall forward it to the Executive Committee.

(2) The General Assembly shall, after the advice of the Executive Committee, determine by two thirds majority, whether to adopt the amendment or not.

ARTICLE 30
INTERPRETATION

30. Matters relating to interpretation arising from the implementation of this Constitution shall be subject to the decision of the General Assembly which shall decide by a two-thirds majority of members present.

Part 7

ARTICLE 31
GENERAL MATTERS

Dispute Resolution

31. In the event that a dispute arises between the members of the AMDIN or between the AMDIN and any of its members in relation to the interpretation or application of this Constitution, such dispute shall be resolved in, and governed by, the laws of the country where the AMDIN is registered.

ARTICLE 32
DISSOLUTION

32. (1) The AMDIN may be dissolved by resolution passed at a Special General Meeting called for that purpose, provided that such resolution is passed by not less than 75 per cent of the members present and entitled to vote at

that meeting and provided further that at least 30 days' notice shall have been given to all members, specifying the proposals for dissolution and the reasons thereof.

(2) In the event of dissolution, the assets of the AMDIN shall be distributed in accordance with the specific wishes of the General Assembly and subject to the approval of the relevant tax authority to—

- (a) another entity;
- (b) a public benefit organization;
- (c) an institution, board or body which is exempt from tax under the legislation of the relevant tax authority; or
- (d) the relevant government in the national, provincial, state, district or local sphere,

provided that in the case of assets from a donor agency, the wishes of the particular donor shall be taken into account.