



# African Ombudsman & Mediators Association

Constitution, English Copy

## Preamble

**PURSUANT TO THE RECOMMENDATIONS AND RESOLUTIONS** of the 7th African Ombudsman Regional Conference held in Victoria, Seychelles on 26th July 2001 and on the 4th meeting of the Board of Trustees of the African Ombudsman Centre held in Victoria, Seychelles during July 2001 for the formation of the African Ombudsman Association (AOMA).

**RECOGNIZING** the need for creating, developing and promoting the Ombudsman institution on the African continent.

**RECOGNIZING** the importance of the co-operation amongst African Ombudsman and between African Ombudsman institutions in all parts of the world.

**RECOGNIZING** the important role played by the AFRICAN OMBUDSMAN CENTRE in Dar Es Salaam, Tanzania since its establishment in 1998 in the development of the Ombudsman concept in Africa.

**FURTHER RECOGNIZING** the work performed by the board of Trustees in pursuance of the resolution to **form an Association**.

**THEREFORE**, the 8th Regional African Ombudsman Conference held in Ouagadougou, Burkina Faso, constituted as a Constituent Assembly hereby formally resolves to form the African Ombudsman Association and adopt the Constitution herein under.

### **ARTICLE 1: NAME**

The name of the Association shall be the AFRICAN OMBUDSMAN AND MEDIATORS ASSOCIATION (hereinafter referred to as the “Association”) and as appropriate, abbreviated as ‘AOMA’

### **ARTICLE 2: LEGAL PERSONALITY AND LANGUAGES**

- 1) The Association shall be a juristic person with perpetual succession, capable of acquiring and disposing of assets, both movable and immovable, and capable of suing and being sued in its own name.
- 2)
  - (a) English, French, Arabic and Portuguese shall be the official languages of the Association
  - (b) Where there is a conflict among the different language versions of this Constitution, the English version will prevail as official version.

### **ARTICLE 3: LOCATION**

The Secretariat of the Association shall be located at any place as may be designated by the Executive Committee and approved by the General Assembly.

## **ARTICLE 4: OBJECTIVES AND PRINCIPLES**

1. The objectives of the Association shall be:

- (a) to encourage the establishment, development and promotion of African Ombudsman institutions;
- (b) to foster mutual support, co-operation and joint activity through information sharing, training and development of Ombudsman and staff;
- (c) to promote good governance including the observance of human rights, transparency and administrative justice;
- (d) to support and promote the autonomy and independence of Ombudsman offices;
- (e) to foster affiliation and maintain liaison with other Ombudsman offices, Institutes and Associations, international bodies and organizations interested in the progress of Ombudsman activities and human rights;
- (f) to identify and carry out any other relevant activities which the members may deem appropriate.

## **ARTICLE 5: MEMBERSHIP**

### **1. Categories of Membership**

The Associations shall have three categories of membership: Ordinary, Associate and Honorary.

- a) Ordinary membership: Any Ombudsman Institution established by the Constitution or an enactment of a legislative body/Parliament.
- b) Associate membership: Any individual, institution, corporate body, or organization that commits itself to promoting and encouraging the activities of the Association shall be eligible to join as an Associate Member.
- c) Honorary membership: The Executive Committee may confer “Honorary Membership” upon an individual who has made a distinguished contribution to African Ombudsman activities.

### **2. Application for Membership**

- (a) Application for membership of the Association shall be lodged in the prescribed form with the Secretary General.
- (b) The Secretary General shall consult the Regional Coordinator of the region from which the application originates. The Secretary General shall then refer the application to the Executive Committee advising whether or not to approve the application.
- (c) If the Executive Committee does not approve the application, the

applicant may lodge an appeal to the General Assembly.

### 3. **Membership Fees**

- a) The entrance fee and annual subscription shall be as determined by the Executive Committee and ratified by the General Assembly.
- b) Any ordinary member whose annual subscription shall be in arrears before the General Assembly shall be ineligible to vote at the General Assembly.
- c) If the Executive Committee is satisfied that insurmountable financial difficulties prevent a new or existing member from paying all or part of its annual membership fees, it may for a period of one year, grant the member an interim exemption, totally or partially, of those fees. The exemption may be extended by the Executive Committee upon renewed proof of continuing financial hardship subject to the general guidelines or policies laid down by the General Assembly

### 4. **Loss of Membership**

1. Membership of the Association shall cease if:
  - (a) A member withdraws by written notification to the Secretary General
  - (b) A member whose conduct proves incompatible with the objectives of the Association or whose conduct brings discredit to the Association and is asked to resign by the Executive Committee.
  - (c) A member fails to pay the required fees after notification of the outstanding fee.
2. Except for withdrawal under 1 (a) above, the member shall be provided an opportunity to be heard by the Executive Committee and can appeal the Executive Committee's decision at the General Assembly.

## **ARTICLE 6: STRUCTURES OF THE ASSOCIATION**

1. The Association shall be composed as follows:
  - (a) The General Assembly which shall be the highest decision-making body of the Association;
  - (b) The Executive Committee, which shall be the governing body of the Association and shall manage, control and direct the affairs and property of the Association;
  - (c) The Secretary General who shall provide the secretariat support to the Executive Committee and the Association;
  - (d) Regional structures which shall co-ordinate all activities of the

- (e) Association within the regions;
- (e) The African Ombudsman Research Centre (AORC) shall serve as a Research and Training Centre of the Association;

2. The General Assembly may establish such other structures it deems necessary from time to time.

#### **ARTICLE 7: GENERAL ASSEMBLY**

1. The General Assembly shall be constituted by the gathering of all the members.

2. The main business of the General Assembly shall include:

- a) The approval of policies, plans and programs of the Association for the implementation by the Executive Committee;
- b) The approval of the minutes of the General Assembly;
- c) The consideration of the progress report from the President and the Secretary General;
- d) The consideration of financial statements including the auditor's report;
- e) The amendment and adoption of the Constitution;
- f) The election of members of the Executive Committee;
- g) The assessment of progress and development of the Association;
- h) Any other business.

#### **ARTICLE 8: EXECUTIVE COMMITTEE**

1. **Composition of the Executive Committee**

- (a) The Executive Committee shall consist of
  - i) The President
  - ii) The First Vice President
  - iii) The Second Vice President
  - iv) The Secretary General
  - v) The Treasurer
  - vi) One member from each of the recognized regions and elected in accordance with Article 11 of this Constitution, who shall be the regional coordinator
  - vii) The Chairperson of the Board of directors of the AORC
- (b) The Executive Committee shall also include the following ex officio, non-voting members:
  - i) African Regional Directors to the Board of Directors of the International Ombudsman Institute;
  - ii) The outgoing President, if not elected as a member of the Executive Committee, may serve two years as Past President

or a shorter term if succeeded by a more recent past President;

iii) The country hosting the secretariat.

(c) The Executive Committee may co-opt such other members as it may deem necessary but such members shall have no right to vote.

## **2. Nomination and Election of Members of the Executive Committee**

- a) Every paid up member shall be entitled to nominate only one member for any elective post
- b) At least sixty (60) days before the appropriate General Assembly, the Secretary General shall by notice in writing send to every member of the Association a nomination paper.
- c) The notice shall announce the number of vacancies and shall specify a date by which members shall submit their duly endorsed nomination to the Secretariat.
- d) Every nomination shall specify the full name of the member, Country, address and the office for which the person is nominated.
- e) At the appropriate General Assembly, elections shall be conducted by secret ballot where all the paid up members in attendance shall be entitled to vote.
- f) If in respect of any office, if no valid nomination is received by the person presiding, nominations shall be made from the floor at the General Assembly.
- g) In the event of a tie in any elective position, there shall be rounds of repeat until such a time as when the tie shall be broken.
- h) The President, if not a candidate, shall oversee the elections. If the outgoing president is a candidate, such other person as may be agreed by the General Assembly.
- i) Eligibility to vote shall be by fully paid up members, or a person duly designated in writing deputizing the member provided that voting by proxy shall not be permitted.

## **3. General Powers and Duties**

Subject to any directions that may be given to it by the General Assembly, the Executive Committee shall be responsible for the:

- (a) General direction of the Association activities;

- (b) The administration of the finance;
- (c) Agenda, dates and venue of general meetings/regional conferences;
- (d) Progress report on the overall activities of the Association to the General Assembly;
- (e) Appointment and discipline of employees;
- (f) Implementation of measures and actions deemed appropriate in the interests of the Association;
- (g) Appointment of any committee it may deem fit for the purpose of investigating and reporting on any matter;
- (h) Recommendation of a budget for approval by the general Assembly;
- (i) Submission of progress reports to the General Assembly, particularly the President's Report, the Executive Director Report and the Audited Annual Financial Statements;
- (j) Framing and proposing by laws for the Association and to seek ratification by a majority of the members at the General Assembly;
- (k) Execution and implementation of the resolutions and recommendations of the General Assembly;
- (l) Delegation of any of the powers to a particular member or members of the Executive Committee, or the Secretariat or any other member of the Association or any other person, to such an extent and in such a manner as the Executive Committee may from time to time determine and to retain final responsibility for such delegation; and
- (m) Doing any other lawful thing that is necessary to achieve the aims and objectives of the Association.

#### **4. Term of Office of the Members of the Executive Committee**

The members shall serve for a term of four years and shall be eligible for re-election. A member shall not serve for more than two elected terms.

#### **5. Vacancies**

- (a) A position on the Executive Committee shall become vacant if:
  - i) A member resigns by notice in writing to the President.
  - (ii). In the case of the President a notification in writing to all members of the Executive Committee.
  - (iii) A member who is an office bearer is asked to resign from the Executive Committee by a 2/3 vote of the Executive Committee members, and in the case of a regional co-coordinator by decision of at least two-thirds of the members present at a General Assembly on the grounds that he/she has failed to perform his/her duties fairly, honestly or adequately including failing to attend sufficient Executive Committee meetings as the Committee may decide from time to time.
  - (iv) A member dies.

- (b) A vacancy may be filled by the Executive Committee from amongst members for the remainder of the term until the next General Assembly provided that:-
- (i). If the vacancy arising is in respect of the president, the appropriate meeting to consider filling the vacancy shall be chaired by the 1<sup>st</sup> or 2<sup>nd</sup> President in that order.
  - (ii). Pending the convening of the meeting in b (i) above, the 1<sup>st</sup> president shall act as the President.
  - (iii). In the event of change in office in respect of any member of the Executive Committee, the remaining members shall determine whether to allow the successor in office to continue for the remainder of the term or otherwise fill the vacancy as per 1 b above.

## **ARTICLE 9: OFFICE-BEARERS OF THE ASSOCIATION**

1. **The Office-Bearers** of the Association shall be the President, the first Vice President, the Second Vice President, Secretary General and the Treasurer and may include such other officers as the Executive Committee may from time to time by resolution determine.
2. **The President** shall preside over all the meetings of the Association and shall be in charge of the general supervision of the affairs and operations of the Association. The President shall act as the Spokesperson of the Association.
3. **The First Vice President** shall, in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be required of by the Executive Committee.
4. **The Second Vice President** shall act in the absence of the President and the First Vice President.
5. **The Secretary General** shall;
  - a) Supervise and direct the affairs of the secretariat,
  - b) Update members on the activities of the association
  - c) Communicate to the relevant bodies on the status, programmes and activities of the Association.
  - d) Supervise the implementation of the resolutions of the Executive Committee and the General Assembly
6. **The Treasurer** shall:
  - a) Through the Executive Director be responsible for the financial affairs of the Association,
  - b) Present financial statement at the General assembly
  - c) Follow up the collection of membership fees.



- d) Be responsible for the mobilization of the necessary funding for the activities of the Association.

## **Article 10: SECRETARIAT**

1. There shall be established a secretariat which shall perform the daily administration of the Association, including:
  - a. to prepare projects of the Association;
  - b. to develop and maintain relations with individuals and organizations dedicated to the promotion and protection of human and citizens' rights;
  - c) to draw up a work plan for the Association,
  - d) to maintain the website of the Association;
  - e) to recruit new members and provide where practical and necessary administrative support to them and other members involved in developing and promoting their offices.
2. The Executive Director and other members of staff shall be appointed by the Executive Committee on such terms and conditions as determined by it.
3. The Executive Director shall head the Secretariat.
4. The Executive Director shall participate in all the meetings of the Association and its committees without a right to vote.
5. The Executive Director shall be responsible for the managing of the administrative affairs of the Association including the following:
  - (a) Managing the Secretariat of the Association;
  - (b) Executing the decisions and instructions of the Executive Committee;
  - (c) Coordinating the activities of the Association;
  - (d) Submission to the Executive Committee of the annual report on the Association's activities including a report of the activities of the Secretariat and at the time of the General Assembly, submit a report;
  - (e) Maintaining the Association membership register;
  - (f) Organizing the meetings of the Association, issuing notices about all meetings and activities of the Association, recording minutes of all meetings, keeping accurate and up-to-date records of all activities; and
  - (g) Performing all functions proper to the office of the Executive Director, and such other duties as may from time to time be Assigned to him/her by the Executive Committee or by the President.
  - (h) Keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall furthermore deposit

all moneys and other valuable effects in the name and to the credit of the Association in such banks as may be designated by the Executive Committee from time to time.

6. In the exercise of his/her functions, the Executive Director is accountable to the Executive Committee.

#### **Article 11: REGIONS OF THE ASSOCIATION**

1. There shall be the following recognized regions:
  - (a)North
  - (b)West
  - (c)East
  - (d)South
  - (e)Central
  - (f)Indian Ocean
2. The General Assembly shall establish such other regions as deemed necessary.
3. The Regions shall have the following purposes:
  - (a)To promote the objectives of the Association;
  - (b)To carry out the decentralization of the activities of the Association within the region.
4. Regions shall operate in accordance with the Constitution and By-laws.
5. The member, who represents a region on the Executive Committee, shall be elected by that region and serve as a regional coordinator for all activities within the region and submit a report of all activities to the Executive Committee.

#### **ARTICLE 12: THE AFRICAN OMBUDSMAN RESEARCH CENTRE**

- a. The Association shall establish the AORC as a Non-Profit Company in terms of the South African Companies Act (71 of 2008),
- b. The Board of Directors of the AORC shall consists of the Public Protector of South Africa, who shall be the Chairperson of the Board, the President of the Association, two representatives of the UKZN and the Chief Executive Officer of the Public Protector of South Africa.
- c. The Board may co-opt such other members as it may deem necessary but such members shall have no right to vote.
- d. The Board shall meet at least every three months, provided that any member of the Board may, through the Chairperson call a meeting of the Board.

- e. The Board shall be quorate only if the Association and the UKZN are represented by at least one of its representatives.
  - f. The functions of the Board shall be:
    - i) to co-ordinate high level issues relevant to the service and general direction of the AORC and to report to the Executive Committee;
    - ii) to identify and consider proposals and projects for future course development;
    - iii) to resolve, by reaching consensus, any dispute that may arise between the Association and the UKZN;
    - iv) to submit an annual report of the activities under its oversight to the Executive Committee.
  - (g) The Public Protector shall manage the AORC on behalf of the Executive Committee, including all of the finances related and destined to the activities of the AORC and receiving all funds on behalf of the Association.
2. The African Ombudsman Research Centre shall have the following objectives:
- (a) Promote the study of the activities, obligations and problems of Ombudsman institutions in Africa;
  - (b) Organize training, seminars and short courses on special issues relating to the work of the Ombudsman;
  - (c) Establish standing committees for research and documentation on issues relating to the Ombudsman field, human rights and public administration in general;
  - (d) Publication of occasional papers, Ombudsman profiles and a journal promoting the development of Ombudsman activities;
  - (e) Distribution and exchange of documents;
  - (f) Catalogue, store and disseminate relevant information concerning the Ombudsman institutions including books, periodicals, reports, court cases, speeches, media responses, annual reports, etc.

## **ARTICLE 13: MEETINGS**

### **1. General Assembly**

- (a) The Association members shall meet once every two years.
- (b) A special meeting of members may be called by the Executive Committee at any time on its own motion or at the request of at least twenty five percent (25%) of the paid up members.
- (c) The quorum for the General Assembly shall be a majority of the total number of voting members.

- (d) All members shall have the right to attend the General Assembly.
  - (e) All ordinary paid up members present at the General Assembly shall have the right to vote.
2. **Executive Committee**
- (a) Regular meetings of the Executive Committee shall be held at least once every year between the General Assembly meetings. Special meetings may be called at the request of one third of the members of the Executive Committee.
  - (b) Six Executive Committee members shall constitute a quorum at the Executive Committee meetings.
  - (c) In the event of equal votes, the President shall have a casting vote.
  - (d) An attendance register and minutes will be maintained of all Executive Committee meetings. The President and the Secretary General shall sign all approved minutes.
  - (e) Decisions shall be by consensus provided that where consensus cannot be reached, a vote shall be taken and the motion shall be carried if it is supported by  
a simple majority of the members present and voting. In case of a tie, the President shall have an original vote and a casting vote.
3. Any decision at the General Assembly and Executive Committee shall be made by way of a resolution passed by the majority of those present, entitled to vote and voting at such meeting, subject to requirements in relation to quorum.
4. Nothing contained in this Constitution shall prevent members of the Executive Committee from passing resolutions without the need for a meeting provided.
- a) two thirds of the members of the Executive Committee confirm to the Executive Director in writing their consent to a decision being made by way of resolution without a meeting.
  - b) the draft resolution is sent in writing to each member and a period of 30 days is given for a response in relation to normal business. If the Executive Director confirms that a matter is urgent, a period of at least 14 days shall apply or if he/she confirms that an emergency exists, a period of 4 days.
  - c) a majority of the members of the Executive Committee confirms in writing their support for the resolution

#### **ARTICLE 14: ACCOUNTS**

1. An external auditor appointed by the Executive Committee shall audit the accounts of the Association.
2. The Financial year shall begin on January 1 and end on December 31.
3. The Executive Director, Treasurer and any one of two other persons nominated by the Executive Committee shall have signing powers in respect of the banking account of the Association.
4. The funds of the Association shall be managed through bank accounts opened by the Executive Committee in such banks as it shall decide and operated in accordance with such rules as it shall provide.

5. Association's resources shall include but are not limited to:
  - (a) Entrance fees;
  - (b) Annual subscriptions;
  - (c) Donation and legacies;
  - (d) Subventions;
  - (e) Grants; and
  - (f) Consultancy services.

#### **ARTICLE 15: AMENDMENT OF THE CONSTITUTION**

1. This Constitution may be amended by the General Assembly upon the proposal laid before such meeting by the Executive Committee of the Association or upon the request of the majority of the members in good standing.
2. Amendments shall be adopted by two thirds of the members present and voting at the General Assembly.
3. Notice of any intended amended shall be sent to all members so as to reach not less than 90 days before the date of the appropriate General Assembly.

#### **ARTICLE 16: DISSOLUTION**

1. The Association can only be dissolved by the General Assembly or at a special meeting called for that purpose and in accordance with the laws of the country in which the Association is registered.
2. At least three quarters of all eligible votes at the General Assembly or a special meeting as provided for in Article 13(1) (b) hereof are necessary to dissolve the Association.
3. In case of dissolution, the assets and liabilities of the Association shall be distributed as determined by the General Assembly dissolving the Association.

#### **ARTICLE 17: BY-LAWS**

1. The Executive Committee shall make such By-laws as may be necessary for carrying out the work of the Association.
2. The By-laws shall be of immediate effect but must be approved by the next General Assembly to remain in force.