

**Legal Framework, Policies and Procedures for the  
Formation of Pan African Australasian Diaspora Network  
(PAADN)**

**1. NAME**

2. The name of the Association shall be Pan African Australasian Diaspora Network (otherwise known as “PAADN”) and hereinafter called “PAADN” or "the Association".

**3. OBJECTS**

**3.1. Background**

- 3.1.1. Africa is no longer physically dominated or colonised, but it remains a continent requiring: Economic independence; Unity and solidarity with a strong sense of purpose and direction; Political stability with robust enabling institutions with foresightedness and normalcy of operations and services; Policies and programs to counter climate change, food insecurity and for managing disasters; and Infrastructures
- 3.1.2. Members of the diaspora occupy a vantage position between their homeland and their adopted countries. They bridge the cultural divide between East and West, between old and new forms of Africa. They hold the memory of Africa in their adopted countries and indirectly become the unofficial ambassadors of their countries. Diasporic movements have reconfigured geographical spaces, traversed intra and inter-national boundaries. We also know that while we want to maintain our cultural legitimacy, we also need to move with the times and ensure that we are not left behind in the ever developing technological age.
- 3.1.3. Members of the African diaspora have made valuable contributions to the various countries of their residence, in the areas of science and technology, telecommunication, governance, leadership, education, civics, human right and gender equality, entertainment, arts and culture, business, politics and economics, and have won many international accolades in their fields of endeavour. However, our motherland Africa and its people continue to struggle for taken-for-granted basic operational needs and services which improve quality of lives, enable sustainable growth, and attain self actualisation.
- 3.1.4. As a result, PAADN was formed to answer the following questions and others:**
  - 3.1.4.1. What can we do to help build a bridge between motherland Africa and our countries of residence with a view to foster creation of, and enable environments which nurture creativity and intellectual growth on the African continent?
  - 3.1.4.2. How can we use our skills and, especially networks, to foster leading lights on the continent to spearhead sustainable growth and improve the standard of living of our brothers and sisters in Africa?
  - 3.1.4.3. How can we ensure that such efforts are strategically and equitably distributed to benefit the whole of Africa?

### **3.2. Terms of Reference:**

- 3.2.1. The formation of PAADN is in response to the questions in (3.1.4.1) above, as well as the Global African Diaspora Summit, Sandton, Johannesburg, South Africa. 25 May 2012 Diaspora/Assembly/AU/ /Decl (I) wherein the Heads of State and Government of the African Union, the Caribbean and South America:
- 3.2.2. Taking cognizance of the dialogue carried out between Africans on the continent and representatives of the African Diaspora in various regions of the world, including North America, South and Latin America, Europe and elsewhere;
- 3.2.3. Recalling the Constitutive Act of the African Union that is guided by a common vision of a united and strong Africa based on a partnership between governments and all segments of society in order to strengthen cohesion and solidarity among its peoples;
- 3.2.4. Also recalling the Protocol on Amendments to the Constitutive Act of the African Union adopted by the First Extra-Ordinary Session of the Assembly of Heads of State and Government in Addis Ababa, Ethiopia, in January 2003, and in particular Article 3(q) which invites the African Diaspora to participate as an important component in the building of the African Union.

### **3.2.5. COMMIT to cooperate in the political, economic, health and social areas through:**

- 3.2.5.1. Intergovernmental Cooperation
- 3.2.5.2. Mobilisation of Support
- 3.2.5.3. Government Action to Foster Increased Economic Partnership
- 3.2.5.4. Mobilisation of Capital
- 3.2.5.5. Partnership in Business
- 3.2.5.6. Science and Technology
- 3.2.5.7. Knowledge Negotiation and Skills Mobilisation
- 3.2.5.8. Infrastructural Development
- 3.2.5.9. Information Gathering and Dissemination Capacity
- 3.2.5.10. Climate Change, Sustainable Development and Environmental Wellbeing
- 3.2.5.11. Participative Knowledge, Creation and Education
- 3.2.5.12. Arts and Culture
- 3.2.5.13. Media and Image Building
- 3.2.5.14. Immigration and human global mobility
- 3.2.5.15. Human and People's Rights
- 3.2.5.16. Social and Cultural Issues
- 3.2.5.17. Interfaith Dialogue

### **3.3. Aim**

- 3.3.1. PAADN aims to work collaboratively with the African Union and its intergovernmental council to ensure that identified projects by members of the African diaspora in the Australasian region align with African Union's development agenda.

### **3.4. Vision**

- 3.4.1. To develop a sustainable relationship between members of the African Diaspora living in the Australasian region and motherland Africa, through collaborative engagements with the African Union, African Heads of Mission and African missions in the regions of our residence.

### **3.5. Values**

- 3.5.1. To carry out our work humbly and consistently in service to our countries of residence and motherland Africa and strive to achieve our goals in ways that are consistent with good governance, including: transparency, observance of international ethical values, and legal frameworks of the countries of our residence, with a view to inspire and empower others to emulate integrity and trust, inclusion, cooperation, partnership, success, value diversity, and equal opportunity for all and stimulate creativity and innovation.
- 3.5.2. To apply a human rights framework as stipulated by the UN in all our dealings and activities.
- 3.5.3. To institute a democratic style of leadership in selecting our leaders and ensure that gender balance and meritocracy are integral parts of that leadership.

### **3.6. Mission:**

- 3.6.1. To encourage members of the African Diaspora to take an active and continued interest in the activities and progress of motherland Africa.
- 3.6.2. To capitalise on the professional expertise of members of the African Diaspora in the development of Africa.
- 3.6.3. To establish diaspora scholarships and awards to assist African students in need and/or on merit.
- 3.6.4. To establish diaspora trust funds to help with innovative projects that will benefit Africa.
- 3.6.5. To establish a diaspora endowment to help with capital projects in targeted areas of growth and innovation in Africa.
- 3.6.6. To avail members of the diaspora the opportunity to connect and network with each other especially in their fields of expertise and locations.
- 3.6.7. To expand African ambassadorial presence through the professional networks of people of African descent.
- 3.6.8. To encourage exchange programs or mentorship programs between African and diaspora trades, professions and other areas.
- 3.6.9. To capitalise on corporate social responsibility and philanthropic services available to diaspora members to promote and develop regional best practice mentorship and leadership programs for Africa.

## **4. Powers of the association**

- 4.1. The powers of the association are subject to prevailing Australian laws, international laws and regulations.
- 4.2. The association shall have all the powers conferred by Australian laws, international laws and regulations.

## **5. Membership**

- 5.1. Membership of PAADN is:
- 5.1.1. Voluntary, nonpolitical, nonpartisan, and non-sectarian

5.1.2. Open to all willing residents of the Australasian countries (Australia, New Zealand, Pacific, Oceania, and Asian countries) who are of African descent by heritage, birth, parenthood, migration, adoption and marriage.

5.2. Members of PAADN join as individuals or representatives of businesses, governments or non-governmental organisations who support the objects of the association and agree to be bound by its rules, and joins a committee or committees of their choice.

### 5.3. Admission as a Member:

5.3.1. The application for membership shall be made in writing or by completing the online form, if any. Upon the acceptance of the application by the Council (and upon payment of the first annual subscription if any), the applicant shall be a member of the association.

### 5.4. Subscriptions

5.4.1. The subscription fees for Membership shall be such sum (if any) as the Council shall determine from time to time in general meeting.

5.4.2. The subscription fees shall be payable annually on 1 July or at a time that the Council determines.

5.4.3. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the Council may reinstate such a person's membership on such terms as it thinks fit.

### 5.5. Resignations

5.5.1. A member may resign from membership of the association by giving written notice to the Council Chairperson or Secretary of the association.

5.5.2. Any resigning member shall be liable for any outstanding subscriptions (if any) which may be recovered as a debt due to the association, and any liability of the association for which such a member is signatory to, up until the acceptance of their resignation.

### 5.6. Expulsion of a member

5.6.1. Subject to giving a member an opportunity to be heard or to make a written submission, the Council may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.

5.6.2. Particulars of the charge shall be communicated to the member at least 7 days before the meeting of the Council at which the matter will be determined.

5.6.3. The determination of the Council shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.6.4 below), cease to be a member 7 days after the committee has communicated its determination to the member.

5.6.4. It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the Council Secretary of the association within 7 days after the determination of the Council has been communicated to the member.

5.6.5. In the event of an appeal under 5.6.4 above, the appellant's membership of the association shall not be terminated unless the determination of the Council to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Council is upheld.

### **5.7. Register of members**

- 5.7.1.** Subject to complying with privacy and confidentiality laws, a register of members must be kept and contain:
- 5.7.1.1.** the name and email address of each member
  - 5.7.1.2.** the date on which each member was admitted to the association, and
  - 5.7.1.3.** if applicable, the date of and reason(s) for termination of membership.

### **6. Governance Operational Values and Principles:**

- 6.1. Ensure that PAADN operates through the delegated powers of the PAADN Council
- 6.2. Empower members to be part of the operational mechanisms of the association.
- 6.3. Ensure that everybody has a part in the running of the association through their participation in one or more committees of the association.
- 6.4. Ensure that over time, members can move from one committee to another depending on their interest and expertise
- 6.5. Ensure that through this system, the association achieves its objectives by leveraging from the collective intelligence of its human resources
- 6.6. Ensure that everybody takes responsibility for how they want to be heard and perceived in the association.
- 6.7. Address members concerns about participation in the running of the association as well as in setting its agenda and vision
- 6.8. Ensure that it is proactive and representative
- 6.9. Ensure that it reflects the core expertise and human capitals available among members

### **6.10. Operational and Committee Structure of PAADN**

- 6.10.1. In order to address the complex issues confronting the African continent, and in response to the above areas of the association, PAADN shall be constituted by an operational committee structure:
- 6.10.2. This committee structure is an organic process that addresses the dynamic changes within PAADN. The number of committees in this structure should be read as reflecting current operational areas of the association and can be adjusted in the future to reflect changing operational needs or direction of the association in response to African strategic direction.
- 6.10.3. Where a committee is dissolved as a result of change in direction, or a new one is added, members of such dissolved committee should be given priority into a replacement committee or absorbed into other existing committees of their choice without prejudice.
- 6.10.4. The PAADN Council monitors and provides oversight over all committees to ensure accountability, sustainability, operational efficiency and effectiveness.

### **7. Committees:**

- 7.1.1. Membership shall be aligned to committees.
- 7.1.2. Committees are based on identified operational need areas of the association in relation to African developmental priorities.
- 7.1.3. Members of PAADN shall belong to an identified committee of their choice.
- 7.1.4. There shall be no general membership of PAADN, all members will be members of committees.
- 7.1.5. Membership of each committee shall reflect expertise and interest.

- 7.1.6. Nomination to a committee shall be open to all members who have expertise or interest in such operational areas.
- 7.1.7. The number of committee memberships by each member PAADN shall only be limited to such a member's active participation on each committee.
- 7.1.8. Committee Chairs shall form the PAADN Council including the Founder.

## 7.2. **Semi Autonomy of Committees**

7.3. Subject to the Council's authority, these rules and prevailing laws:

- 7.3.1. Each committee shall autonomously design and implement their own projects. As well as source and manage their own funds.
- 7.3.2. Focus is to empower committees, its chairs and members to manage their own affairs responsibly, knowledgably, effectively and efficiently to achieve project outcome.

## 7.4. **The Committee Chair and Deputy Chair**

- 7.4.1. The Chair of the Committee shall be elected from amongst the Committee membership. If there is more than one nomination for the position, a ballot shall be held.
- 7.4.2. The method of ballot shall be determined at the time by the Committee membership, recognising the importance and need for gender balance in the operations of the committee at all times.
- 7.4.3. The association shall strive towards gender equity in all its operations and memberships
- 7.4.4. The committee membership shall decide whether to conduct a separate election for a Deputy Chair or appoint the runner up at such election as Deputy Chair
- 7.4.5. The Deputy Chair shall hold an important functional portfolio which shall be determined by the committee based on the nature of the committee's operations
- 7.4.6. In the event of the Chair being absent, the Deputy Chair or another person elected at the meeting shall preside over the meeting.
- 7.4.7. The position of the Chair shall be for three years at the formative stage of the association, and subsequently two years thereafter
- 7.4.8. No person shall hold the position of Chair of a committee consecutive for more than three terms
- 7.4.9. The Chair or their delegate shall be the first point of contact for matters relating to the committee's portfolio
- 7.4.10. In the absence of the Chair, the Deputy Chair shall act in that capacity

- 7.4.11. In the absence of both the Chair and Deputy Chair, the elected Secretary shall preside
- 7.4.12. The duties of the Chair shall include, but may not be limited to:
- 7.4.13. Chairing meetings
- 7.4.14. Providing governance and leadership
- 7.4.15. Taking responsibility for the committee's development
- 7.4.16. Ensuring the committee receives proper information in a timely manner
- 7.4.17. Planning and conducting meetings effectively
- 7.4.18. Following up on actions or resolutions
- 7.4.19. Getting all members involved in the committee's work
- 7.4.20. Ensuring the committee focuses on its key tasks
- 7.4.21. Engaging the committee in assessing and improving its performance
- 7.4.22. Overseeing the induction and development of new committee members
- 7.4.23. Reporting on all matters arising from the deliberations of the Committee to the board
- 7.4.24. Consulting with the Minute Secretary (or nominee), on the preparation of the agenda and minutes
- 7.4.25. Providing a report, orally or in writing, to the Committee at its scheduled meetings on the activities of the committee, and any issues about which the Committee is meeting
- 7.4.26. Presenting committee deliberations and/or decisions at the PAADN Council meeting
- 7.4.27. Act at all times for the advancement and interest of PAADN and its members, and
- 7.4.28. Shall be of good character and standing within the community
- 7.4.29. Shall prepare an annual report by a nominated date

#### **7.5. Committee Secretary**

- 7.6. The secretary shall be elected by the Committee
- 7.7. The duties of Committee Secretary shall include, but may not be limited to:
- 7.7.1. Collating meeting agenda's for the approval of the Chair (the Chair is responsible for preparing/developing the agenda);
- 7.7.2. Calling for agenda items, in conjunction with the Chair
- 7.7.3. Circulating material and documents to all members of the Committee;
- 7.7.4. Recording of minutes at each of the Committee's meetings;
- 7.7.5. Ensuring the safe keeping of all records of the Committee;

- 7.7.6. Assisting with preparation of correspondence as required and requested and distributing the approved agenda and minutes;
- 7.7.7. Organising venues and facilities for committee meetings
- 7.7.8. In accordance with 7.4.8 above, preside as Committee Chair in the absence of the Chair and Deputy Chair,

### **7.8. Decision Making Processes**

- 7.8.1. Decisions relating to procedural matters concerning the operation of the Committee will be made by the Chair in consultation with members or others as required.
- 7.8.2. Recommendations of the Committee will be made by majority agreement.

### **7.9. Quorum**

- 7.9.1. A quorum will consist of more than half the committee membership
- 7.9.2. Where a quorum cannot be reached, a meeting can go ahead and matters discussed but no decisions or motions passed. Another meeting should be organised within 14 days so decisions can be made and motions carried on the matters previously discussed.

### **7.10. Committee Meetings**

- 7.10.1. Committee meetings shall be held physically or virtually depending on logistics
- 7.10.2. The frequency of meetings shall be bimonthly or as determined by the committees, depending on the nature and urgency of their projects.
- 7.10.3. Under certain conditions, the Chair may call for an extraordinary meeting to resolve a pressing issue.
- 7.10.4. Copies of the Minutes of each Committee meeting are to be circulated to all Committee members, and the Chair of PAADN Council
- 7.10.5. At the final meeting in any given year, the Committee members are to agree on meeting dates for the following year. The Secretary shall advise all committee members of the agreed dates for the following year.

### **7.11. Attendance of Non-Members at Committee Meetings**

- 7.11.1. Attendance of non-members at Committee meetings shall be approved by the Chair of the committee in consultation with the Chair of PAADN Council. The role of the non-member shall be as an observer until requested, by the Committee, to participate.



7.11.2. The non-member will not have voting rights. The duration of the attendance of the non-member at the meeting shall be at the discretion of the Chair.

**7.11.3. Non-Attendance at Committee Meetings**

7.11.4. As meetings are held through combination of teleconference, online conferencing platforms, face to face, and by any means possible to allow member participation, any committee member who absents themselves from three consecutive Committee meetings without valid reasons such as ill health or remote access connectivity, may be asked to resign or may, by majority vote of the Committee, be removed.

**7.11.5. Resignations from Committee**

7.11.6. Subject to section 5.5.2 above, a committee member may, by notice in writing to the Chair or Secretary of the Committee, resign their membership with effect from a specified date occurring after the service of the notice, and any such resignation should be copied to the Chair of PAADN Council.

7.11.7. Except where such resignation is to enable such a member move from one committee to another committee within the association.

**7.12. Working Group**

7.12.1. Working groups may be formed with the approval of the Chair and committee membership.

7.12.2. Working groups will operate within the framework of the operational Committee to aid with the role and function of the Committee.

7.12.3. A member from another committee can be co-opted into a Working groups of another committee if such a committee requires such person's expertise in their operation.

7.12.4. Such co-opted membership shall be a member of that Working groups for the life of such project or until such a time that such a co-opted member completes the tasks required of them.

7.12.5. Working groups, where formed, shall operate as part of managing specific tasks of the committee and will disband following the resolution of said project.

7.12.6. Reports from any Working groups will be tabled through an agenda item, as and when required.

## **8. The Council**

### **8.1. Powers and duties**

- 8.1.1.** The national affairs of the association, except as delegated to committees and Working groups, shall be managed and controlled by a Council which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objectives of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- 8.1.2.** The Council has the central management and control of the funds and other asset management of the association, except as delegated to committees.
- 8.1.3.** The Council shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- 8.1.4.** Set the strategic directions of the association consistent with African development priorities within the parameters of the relevant host countries in the region.
- 8.1.5.** Recommend policies to be ratified by the Council.
- 8.1.6.** Liaise with external bodies such as governments, corporations, not-for-profit agencies, and the African Union on behalf of the association.
- 8.1.7.** Work with each committee to align their direction with the overall objectives of the association.
- 8.1.8.** Ensure that the association is well represented at all levels of government and communities within members' countries of residence.
- 8.1.9.** Establish such Council's working groups as are deemed necessary to conduct delegated tasks.
- 8.1.10.** Conduct its deliberations synchronously using available technologies.

### **8.2. Appointment**

- 8.2.1.** PAADN Council shall:
  - 8.2.1.1.** Be made up of Chairs of the Operational Committees plus, the Founding member of the association who, in recognition of his contributions to the association, is accorded life membership subject to sections 5.5 and 5.6 above.
  - 8.2.1.2.** Be led by an elected Chair from its composite membership, alongside an elected secretary, treasurer and Public Officer.
- 8.3.** The Council Chair shall preside for three years only to enable an overlap and continuity after the committee two year term.
- 8.4.** The first Council of the association shall be appointed from the foundational committee memberships of the association.
- 8.5.** The first Council shall hold office until the third annual general meeting after incorporation.
  - 8.5.1.** All Council positions shall be subject to re-election at the third AGM.
  - 8.5.2.** A retiring Council member shall be eligible to stand for re-election in their respective committees, and their continuous membership will be determined by the outcome of such committee election
  - 8.5.3.** A person may not be eligible to stand for Council election if such a person has served consecutively as Committee Chair for three terms on the same committee.
  - 8.5.4.** No person shall be eligible to stand for a Council election unless such a member has nominated at least 21 days prior to a scheduled AGM, to the Council secretary or a nominated Returning Officer.
  - 8.5.5.** The nomination shall be signed by a proposer and accepted by the nominee.
  - 8.5.6.** Notice of all persons seeking election to a committee shall be given to all members of that committee with the notice calling the meeting at which the election is to take place.

- 8.5.7.** The Council may appoint a person from a Committee to fill a casual vacancy until such a time that an election is held to fill such a vacancy. Such a person shall be eligible to nominate for election into that committee position.

## **9. Proceedings of the Council**

- 9.1.** The Council shall meet for the dispatch of business at any agreed time and by any means practicable (electronic and/or face to face).
- 9.2.** Questions arising at any meeting of the Council shall be decided by a majority vote, and in the event of a tie the chairperson shall have a casting vote
- 9.3.** A quorum for a meeting of the Council shall be 50% + 1 of the members of the Council.
- 9.4.** A member of the Council having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the Council as required by law, and shall not vote with respect to that contract or proposed contract.
- 9.5.** The Council shall receive bi-monthly meeting reports of Committees to enable it monitor and make strategic plans for the association.

## **10. Disqualification of Council or Committee members**

- 10.1.** The office of a Council member shall become vacant if a council member is:
- 10.1.1.** Disqualified from being a committee member by law
- 10.1.2.** Expelled as a member under these rules
- 10.1.3.** Permanently incapacitated by ill health
- 10.1.4.** In pursuant to section 7.11.4 above, is absent without valid reasons for more than three meetings in a financial year
- 10.1.5.** No longer a member of a committee; or
- 10.1.6.** No longer a the duly elected chairperson of a committee
- 10.1.7.** Immediately disqualified for gross misconduct detrimental to the association or its member(s)
- 10.1.8.** As disciplinary procedures/provisions are required in any organisation, refer to dispute resolution process, for matters affecting the whole of PAADN, 50% of the PAADN Council members will constitute the Disciplinary Committee; however for very serious adverse actions against a member, such a decision will require 70% of the PAADN Council membership.

## **11. Formation of the Association Secretariat**

- 11.1.** A secretariat shall be established to help with the logistical and administrative functioning of the association
- 11.2.** The secretariat shall operate in a professional and sustainable manner
- 11.3.** The secretariat shall be a fully funded operation through either internally generated funds, grants or budgeted project allocations from the associations funded projects
- 11.4.** The duties of the secretariat shall include but not limited to:
- 11.5.** Managing the representation and attendance of members to relevant and important conferences, meetings, functions and other events for which the association is invited or needs to be represented
- 11.6.** Seek sponsorships and grants to enable the association meet its set targets and obligations
- 11.7.** Manage the daily operations of the association including its volunteer memberships
- 11.8.** Manage the associations assets and liabilities
- 11.9.** Manage the communication channels of the association including the associations brands and logo
- 11.10.** Liaise between the association's operational arms and the public, through the facilitation of meeting venues, contacts and database of important clientele

- 11.11. Liaise with other African diaspora networks around the world for resource sharing and other beneficial collaborative activities
- 11.12. Advise on the financial situation of the association and strategic directions that would benefit the association
- 11.13. Facilitate the settling in of international and inter-regional visitors of the association to their region
- 11.14. Develop policies and procedures for the selection of bona fide organisations for collaborative engagements
- 11.15. Maintain the currency of the association's registration, web presence, legal liabilities, international obligations, national policy directives and benefits due to the association
- 11.16. Undertake research on behalf of the Council
- 11.17. Any other duties as may be determined by the Council and its committee memberships

## **12. The seal (Council/Committee level)**

- 12.1. The association shall have a common seal upon which its corporate name shall appear in legible characters.
- 12.2. The seal shall not be used without the express authorisation of the Council and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the Chairperson and/or the Secretary.

## **13. General meetings (National)**

### **13.1. Annual general meetings**

- 13.2. The Council shall call an annual general meeting in accordance with prevailing laws and these rules.
- 13.3. The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year or a date after its financial year that will be determined by the Council.

### **13.4. The order of the business at the meeting shall be:**

- 13.4.1. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
- 13.4.2. the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
- 13.4.3. the election of committee members (if it is an election year)
- 13.4.4. any other business requiring consideration by the association in general.

## **14. Special general meeting**

- 14.1. The Council may call a special general meeting of the association or a meeting of the Council, at any time.

## **15. Notice of general meetings**

- 15.1. A 21 day notice (subject to clause 11 above) shall be given to members for general meetings. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

- 15.2.** Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting by email, post, phone message, or by any practical means.

#### **16. Proceedings at general meetings**

- 16.1.** 50% + 1 of members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- 16.2.** If within 30 minutes after the time appointed for the meeting a quorum is not met, a meeting can still proceed but no decisions can be made until a reconvened meeting is held with majority membership where such discussions can be ratified.
- 16.3.** If a reconvened meeting fails to be quorate, an emergency meeting should be called to discuss any urgent issues of the association and attendees of such emergency meeting will be empowered to make binding decision on the association.
- 16.4.** Such emergency meeting shall be called a week after the second non-quorate meeting at the same time and place unless a more convenient time and venue is identified.
- 16.5.** If the Chairperson is not present, or is present but declines to chair such a meeting, members may choose a Council member to chair such meeting.

#### **17. Voting at general meetings**

- 17.1.** Subject to these rules, every member of the association has only one vote at a meeting of the association.
- 17.2.** Subject to these rules, decisions at a general meeting, other than a special resolution, must be determined by a majority vote in person or, where proxies are allowed, by proxy.
- 17.3.** A member being a body corporate shall be entitled to appoint one person, who shall be a member of the association, to represent it at a particular general meeting or at all general meetings of the association.
- 17.4.** Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

#### **18. Special and ordinary resolutions**

- 18.1.** A special resolution as defined in prevailing laws.
- 18.2.** An ordinary resolution is a resolution passed by a simple majority at a general meeting.

#### **19. Proxies**

- 19.1.** A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

## **20. Minutes**

- 20.1.** Proper minutes of all proceedings of general meetings of the association and of meetings of the Council and committees, shall be entered within one month after the relevant meeting in minute books (Electronic or Hard Copy) kept for the purpose.
- 20.2.** The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- 20.3.** The minutes kept in hard copies or soft copies pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 20.4.** Minutes sent via email or by any electronic means and not opposed is deemed to have been approved by members and signed by the chairperson
- 20.5.** Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **21. Dispute resolution**

- 21.1.** When disputes arise, the parties involved will be encouraged to meet in person if possible or virtually to discuss and resolve the matter informally as soon as practicable between themselves.
- 21.2.** If the parties fail to reach a resolution, the Committee Chair shall intervene and assist the parties in reaching a resolution.
- 21.3.** If the Chair is unable to resolve the matter other Chairs, each nominated by one of the disputing parties will assist the chair in resolving the matter.
- 21.4.** If the parties fail to reach an agreement the matter shall be escalated to the PAADN Council
- 21.5.** The PAADN Council will do everything in its power to reach a resolution and if unable to reach a resolution an external mediator will be brought in with costs passed to the parties involved.
- 21.6.** The PAADN Council may vote to exclude a member who refuses to engage with the mediation process. A motion will be carried and passed with a majority vote.

## **22. Financial reporting**

### **22.1. Financial year**

- 22.1.1.** The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

**23. Record of Accounts**

- 23.1.** The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act and applicable State or Federal laws.

**24. Accounts and reports to be laid before members**

- 24.1.** Only if prescribed by the prevailing laws, the accounts, together with the auditor's report on the accounts, the committees/council's statement and the committees/council's report, shall be made available to members at the annual general meeting.

**25. Financial management**

- 25.1.** Signatories to the association's bank account/s shall be any two of the Council Chair, Council Secretary and Council Treasurer.
- 25.2.** Each Committee can open its own bank account with signatories from any two of the Committee's Chair, Secretary and Treasurer.
- 25.3.** All monies shall be paid into the bank account/s by the treasurer or delegated officers within 7 days of receipt.
- 25.4.** The association and its committees shall operate a cashless accounting system.
- 25.5.** All financial delegates of the association shall use the association's approved credit/debit card facilities for payments, transfers and other approved association related transactions.
- 25.6.** Annual audit of the association's accounts including committees' accounts and the appointment of an auditor shall be conducted in accordance with best practices and applicable laws.
- 25.7.** The Council secretariat shall present the audited account of the association's operations, as well as present for approval, the budgets for the subsequent year, at the last Council meeting of the year.

**26. Annual returns**

- 27.** Only if prescribed by the prevailing laws, the annual (periodic) return shall be lodged with the appropriate registration body within a prescribed period after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committees/council's statement, and the committees/council's report if required by the prevailing laws.

**28. Appointment of auditor**

- 28.1.** The Council shall appoint an auditor to audit the association's business transactions every year

**28.2.** The auditor shall be a reputable firm who shall carry out the service either on fee for service or pro bono to the association

**29. Prohibition against securing profits for members**

**29.1.** The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide:

**29.1.1.** welfare package approved by the council;

**29.1.2.** remuneration of a member for services rendered; or

**29.1.3.** expenses incurred on behalf of the association.

**30. Winding up and transfer of Assets**

**30.1.** The association may be wound up in the manner provided by the applicable jurisdictional legislation.

**30.2.** The Council shall work with the Secretariat and Committee to ensure a sustainable, smooth transitions and wind up.

**30.3.** In the event of the association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the committee in accordance with their powers to any fund, institution or authority, which is a non-profit organisation beneficial to African affairs.

**30.4.** The assets and income of the association shall be applied in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

**31. Alteration of these Rules**

**31.1.** These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.

**31.2.** The Council, by 70% majority vote, shall exercise absolute discretion to approve or not to approve a proposed alteration to this constitution.

**31.3.** The alteration shall be registered with the appropriate registration body, as required by prevailing laws.

**31.4.** The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.



### PAADN Organisational Structure

