

**AMENDED VERSION 6
August 2007**



**CONSTITUTION OF
THE AFRICAN MANAGEMENT DEVELOPMENT INSTITUTES NETWORK**

PREAMBLE

The African Management Development Institutes Network (hereinafter referred to as 'AMDIN') is established through the initiative of Development Policy Management Forum (DPMF), the African Management Development Institutes (MDIs) with the support of the African Union (AU) and the New Partnership for Africa's Development (NEPAD), the guidance and authority of the Committee of African Ministers of Public Service/Civil Service and the will of African Management Development Institutes.

The Vision of AMDIN is as follows:

'For MDIs to be centers of excellence capable of responding to African development challenges and global engagements.'

The Mission of AMDIN is as follows:

'To create for African MDIs a platform that articulates their collective voice and that promotes mutual partnership and collaboration with a view to developing leadership and management capacity in response to the needs of the African people and their governments.'

ARTICLE 1: ESTABLISHMENT AND LEGAL STATUS

- 1.1 AMDIN is established to advance Management Development Institutes and Schools of Public Administration and Public Policy (hereinafter referred to as MDIs) as centers of excellence capable of responding effectively to African development challenges.
- 1.2 AMDIN is established as a formal network of African Management Development Institutes within the context of AU and its programme

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NEPAD and under the guidance of the Pan African Ministers of Public Service and Administration.

- 1.3 AMDIN shall operate subject to the laws of the country within which the organisation is registered as a Pan African non-profit and non-governmental organisation and shall be regarded as a body corporate having an identity and existence distinct from its members or office-bearers.
- 1.4 Members or office-bearers of AMDIN shall not become liable for any of the obligations of AMDIN solely by virtue of their status as members or office-bearers of AMDIN.

ARTICLE 2: PURPOSE AND MEANS

- 2.1 The overall purpose of AMDIN will be to engage in activities that would establish African MDIs as centers of excellence capable of responding to African development challenges. The means whereby AMDIN will advance its purpose include:
 - 2.1.1 Provide a platform for African MDIs to promote mutual partnership and collaboration with a view to developing leadership and management capacity to respond to the needs of African people and their governments.
 - 2.1.2 Promote cooperation and exchange among member institutions and between member institutions and institutions with similar purposes in other countries.
 - 2.1.3 Encourage curriculum development, innovation and exchange in management development and training.
 - 2.1.4 Provide a forum for exchange on management development and the management and leadership of MDIs.
 - 2.1.5 Provide supportive services to MDIs that would advance them as centres of excellence for management development.
 - 2.1.6 Establish appropriate standards for the curriculum and delivery of management development programmes.
 - 2.1.7 Provide a framework for peer-review of the programmes and operations of MDIs.

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- 2.1.8 Contribute towards strengthening the research, curriculum development and training capacities of MDIs.
- 2.1.9 Represent and lobby to organisations and governments the objectives, needs and concerns of MDIs.
- 2.1.10 Advance high standards of conduct in programme development, institutional management and programme delivery amongst MDIs.
- 2.1.11 Publish and disseminate policy briefs, research results, journals etc. in furtherance of the objectives of AMDIN.

ARTICLE 3: MEMBERSHIP AND FEES

- 3.1 Membership to the organisation shall be open to all public and private African Management Development Institutes and Schools, and research institutions within the scope of Governance, Public Administration and Public Policy.

Membership to the organisation shall be subject to the following conditions:

- 3.1.1 Each institution within any given country will be required to register separately with AMDIN.
- 3.1.2 Membership of AMDIN shall be subject to the payment of an annual membership fee, which is payable within the financial year of AMDIN.

The financial year of AMDIN shall commence on 1 April and end on 31 March of the following year. The organisation's financial transactions shall be conducted by means of a banking account. Whenever funds are taken out of the account at least the Treasurer and the Chief Executive Officer shall be the signatories to authorise the transaction.

- 3.1.3 Annual membership fees and changes thereto shall be determined by the Executive Council of AMDIN.
- 3.1.4 Members shall be subject to the Constitution of the AMDIN and any further rules and procedures established for the functioning of AMDIN.
- 3.1.5 The membership eligibility of an institution shall be determined by the Executive Council of AMDIN.

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- 3.1.6 Each Member institutions shall designate a focal point for all communications from AMDIN.
- 3.1.7 Membership of an institution may be terminated by the Executive Council where the actions of the institution are not in keeping with the principles, rules and procedures established for the functioning of AMDIN.
- 3.1.8 All member institutions shall benefit equally from the programmes and activities of AMDIN. Each member institution will exercise one vote in the General Assembly of AMDIN.
- 3.1.9 Membership benefits may be suspended when an institution fails to pay their annual fees for two consecutive years.
- 3.1.10 Any Member of AMDIN may withdraw its Membership through the submission of a written notification. The withdrawal of Membership shall come into effect 30 days after submission.

ARTICLE 4: SOURCES OF FUNDING

- 4.1 AMDIN's sources of funding shall include:
 - 4.1.1 Internal sources such as membership fees and revenue from contractual research/ services
 - 4.1.2.1 Other sources such as contributions from regional African organisations, governments and international development partners.

ARTICLE 4.2: INCOME AND PROPERTY

- 4.2.1 The members or office-bearers of AMDIN shall have no rights in the property or other assets of AMDIN solely by virtue of their being members or office-bearers of AMDIN.
- 4.2.2 The income and property of AMDIN shall not be distributable to the members of AMDIN except as reasonable compensation for services rendered.

ARTICLE 5: GENERAL ASSEMBLY

- 5.1 The General Assembly (hereafter referred to as the 'Assembly') shall be composed of all duly recognised Members of AMDIN, as per the prescripts outlined in Article 3.

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- 5.2 The Rules of Procedure for the conduct of the Assembly shall be set within the framework of the principles set out in this Constitution. The responsibility for the elaboration and interpretation of the Rules of Procedure resides with the Council. The mandate of the Council shall emanate from the General Assembly. Each Member of the Assembly shall be allocated one vote.
- 5.3 The Assembly shall meet at least once every two years.

ARTICLE 6: COUNCIL AND EXECUTIVE COMMITTEE

- 6.1 The Council is accountable to and shall report annually in writing to the Members and biennially at the General Meeting.

6.2 Composition of the Council

- 6.2.1 The composition of the Council must reflect credible representation of AMDIN's constituency. This representation must also accommodate the political custodianship within which AMDIN resides.
- 6.2.2 AMDIN's Council shall be composed of 15 Members who represent institutions (excluding 5 and 6 below). Members will be elected on the basis of 2 representatives for each region. Where a region has more than 10 countries, an additional representative shall be elected for the region. In addition there shall be 5 Members non-voting members of the Executive Council. Members shall be elected for a 2-year term of office. The Executive Council shall be composed as follow:
1. 12 Members who have been elected by the General Assembly and represent regions
 2. One representative from the Commission of the African Union (*ex-officio*)
 3. One representative from the NEPAD Secretariat (*ex-officio*)
 4. A representative of the Chairperson of the Pan African Conference of Ministers of Public Services who shall have observer status (*ex-officio*)
 5. The Executive Director (*ex-officio*); and

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6. The Immediate Past Chairperson (*ex officio*).

6.2.3 Notwithstanding any changes in the composition of its members or office-bearers, AMDIN shall continue to exist as a legal entity.

6.3 The Composition of the Executive Committee

6.3.1 The Executive Committee

6.3.1.1 The Council shall establish an Executive Committee, referred to as the 'EXCO,' from amongst the members of the Council. The EXCO shall be composed of 3 portfolios that must be elected from members on the Council and one non-elective officer. These are: Chairperson, Deputy Chairperson, Treasurer and the Chief Executive Officer (non-elective officer).

6.3.1.2 The term of office for the Exco shall be in line with that of the Council. With the confirmation of the Council, the Chairperson shall fill any vacancy on the Exco as and when it is necessary, until the next regularly scheduled elections. The terms of newly elected officers shall begin immediately after the meeting of the General Assembly (hereafter referred to as the "GA").

6.3.1.3 As and when deemed necessary by the Council, the Finance Committee Chairperson and any other Chairperson/s of ad-hoc committees may be requested to participate in the meetings of the Council in an observer status.

6.3.1.4 The Council will make recommendations on the appointment of the Chief Executive Officer. The Executive Committee shall appoint the Chief Executive Officer.

6.3.2 Council Meetings

6.3.2.1 The Council shall meet at least once in each twelve month period. The Council shall also meet on other occasions on call of the Chairperson after consultation with members of the Executive Council or at the request of a majority of the Executive Council.

6.3.2.2 At least 15 days notice of the agenda of the meeting must be sent to all Members of AMDIN. The Chief Executive Officer of AMDIN will attend Council Meetings. Unless otherwise specified, Council

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meetings will be open to all principal representatives of Members, who may attend without vote.

6.3.3 Nominations

6.3.3.1 Nominations for elective officers shall be made by any Member of AMDIN to an 'ad hoc' committee (nominating committee) that will be established by the Council for the purpose of elections. The nominating committee shall notify the membership at least 60 days before the annual business meeting. Additional nominations may be made from the floor at the annual business meeting by any representative of a Member of AMDIN or a designated alternate for the respective institution/ individual.

6.3.4 Elections

6.3.4.1 The election shall be for 12 elected officials, as per Article 6.2.1. Election of officers shall be by the majority of votes cast by Members or designated alternates from respective paid-up Member institutions at the annual business meeting.

6.3.5 Succession

6.3.5.1 In case of death, resignation or an inability of the Chairperson to perform her/ his duties of office, the Council will convene and elect a new Chairperson from within the ranks of the Council.

ARTICLE 7: COMMITTEES

7.1 Standing Committees

At all times, each standing committee shall have a minimum of two members who are members of the Council. The Council shall establish no more than 3 standing committees.

Committee on Finance and Administration

7.1.1.2 There shall be a Committee on Finance and Administration that consists of **3** members.

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- 7.1.1.3 The Committee on Finance and Administration shall be responsible for the following:
1. Advising the Council on the long-term financial policy of AMDIN;
 2. Advising the Council on the income and expenditure statements as well as audited financial statements;
 3. Developing and championing the AMDIN sustainability strategy;
 4. Supporting the Chief Executive Officer in mobilisation and leveraging AMDIN's financial resources, as and when requested; and
 5. Setting and reviewing rules of procedures on human resource management.

Committee on Programmes

- 7.1.2.1 There shall be a Committee on Programmes of AMDIN that consists of **3** members the Council shall appoint the members of the Committee.
- 7.1.2.2 The Committee on Programmes shall be responsible for the following:
1. Supporting the Chief Executive Officer on the development of AMDIN Work-Plans and Advising the Executive Committee on the on the Work-Plans of AMDIN;
 2. Establishing the rules and procedures for the operations of AMDIN and ensure that they are inline with the Constitution of AMDIN;
 3. Establishing the rules and procedures for the meetings and conferences of the organisation;
 4. Establishing the framework for engagements with partners, the mobilisation of resources and legal contracts that are entered into by AMDIN; and

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5. Supporting the establishment of a Code of Conduct to guide the organisations operations and the conduct of appointed staff.

Ad Hoc Committees

- 7.1.3.1 The Council shall have the authority to establish ad hoc committees. The life span of ad hoc committees shall not extend beyond one year. No later than 3 months before the end of its lifespan, an ad-hoc committee shall prepare a report for tabling to the next meeting of the Council.

7.2 Committee Costs and Actions

- 7.2.1 To the greatest extent possible, the establishment of Committees must be concomitant with the financial implications of the functions and Terms of Reference of that committee. Committee actions to articulate public positions on behalf of AMDIN must take place within the framework of this Constitution and must be sanctioned by the Chairperson.

ARTICLE 8: Conferences and Meetings of the General Assembly

8.1 Time and Place

- 8.1.1 The time and place of the annual conference of AMDIN and GM shall be determined by the Council.

8.2 Biennial Conference Attendance

- 8.2.1 Attendance and participation at the biennial AMDIN conference shall be open to representative of all paid-up members and other interested parties who have been invited.

8.3 Prior Notice of the Biennial Conference

- 8.3.1 No later than 90 days before the biennial conference, the Council shall notify the membership of AMDIN of the key issues to be tabled before the GA. Appropriate supporting documentation

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regarding these key issues shall be disseminated to members in this notification.

8.4 Rules for the Conduct of the General Assembly

8.4.1 The GA shall be conducted in accordance to the Rules of Procedure that are referred to in Article 5.2.

8.5 Voting

8.5.1 Quorum

8.5.1.1 A quorum at the GA shall consist of principal representatives or designated alternates/ individuals of 1/3 of paid up Members.

8.5.2 Voting

8.5.2.1 In the GA, voting shall be by paid up Members. Each member shall have one vote. Votes shall be cast by principal representatives of Members or by designated alternates from the same institutions. Voting will take place as per the Rules of Procedure.

ARTICLE 9: AMENDMENTS

9.1 Proposed Amendments

9.1.1 Amendments to the Constitution may be proposed to the Members of AMDIN by an ad-hoc Review Committee appointed by the Council, or by petition to the Council by the principal representatives of 1/3 of paid-up Members of AMDIN. The Council shall make recommendations on each proposed amendment.

9.1.2 Notice of proposed amendments must be sent to every Member of AMDIN no later than 90 days before the GA.

9.2 Majority Vote

9.2.1 Amendments must be approved by majority vote of the principal representatives or designated alternates voting upon the proposed amendment.

ARTICLE 10: DISSOLUTION

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- 10.1 The dissolution of AMDIN shall take place if at least the majority of members present and voting at a meeting convened for purposes of considering such a matter are in favour of AMDIN closing down.
- 10.2 Should AMDIN be dissolved, any assets remaining after all its liabilities have been met shall be transferred to another non-profit organisation having similar objectives.

ARTICLE 11: TRANSITIONAL ISSUES

- 11.1 Nominations for the 1st Council established at the official launch of AMDIN shall be forwarded to the Interim Council prior to the elections. Additional nominations may be made from the floor, just before the elections.