AMC CONSTITUTION

THE AFRICAWIDE MOVEMENT FOR CHILDREN

THE CONSTITUTION
OF THE AFRICAWIDE MOVEMENT FOR CHILDREN

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**DESIDERATA OF ACRONYMS, KEY TERMS AND PHRASES USED IN THE CONSTITUTION**

1. **AMC**  
   AfricaWide Movement for Children
2. **The Board**  
   Board of Custodians/Custodians
3. **General Assembly**  
   General Assembly of the AMC  
   Ordinary or Extraordinary
4. **NGOs**  
   Non Governmental Organisations
5. **CSOs**  
   Civil Society Organisations
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PREAMBLE

The members of the AfricaWide Movement for Children are:

**Mindful** of the fact that African children and youth represent more than half of the population of the continent, but that they are in many ways the most disadvantaged on this continent and in the world.

**Conscious** of the necessity for an Africa fit for the survival, optimal growth, protection, and development of all its children.

**Committed** to strengthening the implementation and realisation of children’s rights and wellbeing.

**Aware** of the fact that for Africa, tomorrow’s peace, stability, security, democracy, and sustainable development depend on the wellbeing of its children and youth today.

**Believing** in the necessity for investing in the potential of the African children, who represent a formidable force for positive change.

**Convinced** that it is an urgent priority to put children on the public and political agenda through the promotion of supportive advocacy, policies and laws.


**Do hereby enact this Constitution as follows:**
CHAPTER ONE:
IDENTITY OF THE AFRICAWIDE MOVEMENT FOR CHILDREN

Article 1: Name, objectives and governance

1. Under the name AFRICAWIDE MOVEMENT FOR CHILDREN, hereafter named ‘The AMC’ a voluntary association of individuals, Non Governmental Organisations (NGOs), institutions and networks has been registered in accordance with laws and regulations in force in the Republic of Uganda.

2. The Head Office of The AMC is situated in Kampala, Uganda, P. O. Box 10293

3. The AMC is governed by a Board of elected Custodians duly endorsed by the supreme organ of The AMC - The General Assembly – in accordance with the provisions of Article 17(2) of this Constitution.

Article 2: Objectives

The objectives of The AMC are to:
1. promote and advocate for the full realisation of the rights and wellbeing of all children in Africa;
2. speak out against child rights violations and facilitate collective action to ensure children’s rights are respected and their wellbeing realised; and
3. carry out any lawful incidental activity, subject to the general spirit of this Constitution

Article 3: Languages of The AMC

1. The official languages of The AMC shall be English and French.
2. Additional languages may be incorporated when the need arises as proposed by the Board of Custodians and approved by the General Assembly.

Article 4: Legal Status/Capacity

1. The AMC shall be an apolitical organisation.
2. The AMC shall have its own legal personality distinct from that of its members, capable of suing and be sued in its own name, enjoying perpetual succession,
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and, owning and disposing of any property or any rights therein and other possessions.

Article 5: Non-Profit Status

1. The AMC is not formed and does not exist for the purpose of conducting any business with the aim of making any gain or profit.
2. The assets and income of The AMC shall solely be used for the perpetuation of the objectives of The AMC.
3. No portion of the assets or income of The AMC shall be paid directly or indirectly by way of dividend to any person(s) or organisation(s).
4. The AMC may remunerate the services conducted by organisations or individuals within its membership provided that there are clear contractual and legally binding arrangements for the execution of such services and that they are carried out within the ordinary scope of The AMC’s activities, subject to the provisions of Article 2 of this Constitution.

Article 6: Membership: Eligibility, Accession and Termination

1. Membership of The AMC is open to child-focused organisations, networks, institutions and individuals working in Africa in the areas of child rights and wellbeing.
2. (a) Any individual or organisation or institution wishing to be a member of The AMC shall apply, in writing to the Board of Custodians. The Board of Custodians shall consider such an application expeditiously and determine whether:
   (i) the applicant is eligible for membership under section 1 above; and
   (ii) the application is duly authorised by the organisation’s/institution’s decision-making body,
   (iii) the application is supported by a letter of reference from a credible referee.
   (b) The Board of Custodians may admit or refuse to accept an applicant to membership of The AMC and shall notify the applicant in writing of its decision.
3. The Board of Custodians shall draw a membership registration form which shall define membership eligibility criteria. The criteria shall be subject to review by the Board on the proposal of the General Assembly of The AMC.
4. Subject to the provisions of section 2 of this Article, the applicant shall become a member of The AMC with effect from the date of issuance of a letter of acceptance by the Board of Custodians.
5. The rejection of an application for membership need not be justified.
6. Membership of The AMC shall comprise the following categories:
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(a) Full Members;
(b) Associate Members;
(c) Honorary Members; and
(d) Such other category of members as the Custodians may from time to time determine.

7. A category membership confers certain rights and privileges.
   (a) Full Members shall be individuals and organisations who have been admitted to membership by the Custodians upon such terms and conditions as the Custodians may determine from time to time.
   (b) Associate Members shall comprise of development partners, corporations, societies, associations and other groups, whether incorporated or not, who are admitted as such by the Custodians upon such terms and conditions as the Custodians may determine from time to time.
   (c) Honorary Members shall be individuals or corporations who have been admitted by the Custodians as such on account of having rendered exceptional service to The AMC or more generally towards the promotion of the wellbeing of children in Africa.

8. Only Full Membership confers voting rights.

9. Associate and Honorary Members shall, for all purposes of quorum, be treated as Full Members. Associate and Honorary members shall be accorded observer status only during the General Assembly.

10. Associate and Honorary Members are designated subject to the provisions of Article 12 (2)(c)(iv).

11. Membership of The AMC shall not be transferable.

12. Membership shall cease in any of the following circumstances:
   (a) if at any time a member gives notice of resignation in writing to the President of The AMC.
   (b) if a member breaches the terms and conditions of membership and the Custodians resolve to terminate membership upon the failure of the member to remedy such breach at the expiry of a reasonable notice given by the Custodians.
   (c) if any member dies, or in the case of an organisation, if ceases to exist or is put under bankruptcy proceedings.
   (d) if any sum due from a member to the organisation is not paid in full within three (3) months of it falling due, subject to the express right of the Custodians to terminate membership under section 14(a)(iii) of this article.

13. A member may resign from The AMC by a written notice to the Board of Custodians, provided that such notice in the case of membership of an organisation is duly authorised by the body of that organisation. Such an organisation or individual shall cease to be a member of The AMC with effect from the date of receipt of the written notice of resignation by the Board of Custodians.
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14. (a) Subject to the provisions of paragraph (c)(iii) of this section below, the Board of Custodians may declare that an individual, institution or organisation has ceased to be a member of The AMC if that individual, institution or organisation has:

(i) has ceased to be an eligible member pursuant to sections 12 and 13 of this Article above;

(ii) tenders a letter of resignation of his/her/its membership subject to section 12(a) of this Article above;

(iii) fails to pay any subscription fee or any instalment thereof within one month after the due date of payment;

(iv) has failed without just cause to attend three consecutive General Assembly meetings of The AMC of which the member was given due notice;

(v) is involved in, or has committed or abetted some conduct which is inconsistent with membership of The AMC or demonstrated such grave conduct which seriously undermines, tarnishes and/or compromises the integrity and/or interests of The AMC as: usurping the name or title of The AMC for private ends; defaming The AMC; indulging in any corrupt or dishonest activity or practice whether connected or not to The AMC; making secret profit from The AMC’s Funds; defrauding The AMC; mismanaging The AMC’s funds; demonstrating remarkable insubordination; and being subjected to any criminal sanction(s) amounting to loss of liberty or closure of premises, as the case may be, for offences related to the misuse or destruction of property, financial crimes, seditious activities or other grave personal criminal conduct, or, being subjected to any civil sanction(s) amounting to a temporal suspension of more than six months or a definite suspension or, forfeiture of rights or insolvency/liquidation procedures in the case of legal entities.

(b) Before making a cessation of membership declaration pursuant to paragraph (a)(iii) and (iv) above, the Board of Custodians shall, if and when necessary, inform the member of its intention to make such a declaration, and give such a member reasonable opportunity to make representation with respect to such an intention.

(c) i) If at a duly convened meeting of the General Assembly, two-thirds or more of members present resolve that a member should be expelled on the ground of persistently and seriously undermining or prejudicing the objectives of The AMC pursuant to paragraph (a)(v) above, such individual or institution or organisation shall cease to be a member of The AMC with effect from the date of such a resolution, provided that the matter was an item on the agenda of the meeting.

(ii) The Board of Custodians shall ensure that, the member concerned is given reasonable notice in writing, of the intention to move the resolution and the reasons thereof.

(iii) A representative of the member concerned shall be permitted, where necessary, to attend and address the meeting before such a resolution is
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passed. This address shall neither be a plea nor a defence or an opportunity for presenting a defence for reconsideration of membership.

(d)(i) Any institution or individual or organisation whose membership in The AMC is terminated pursuant to paragraph (a)(i), (iii) and (iv) above may reapply for membership on regaining its eligibility status under section 4 above or full payment of the outstanding dues or pledge beyond reasonable doubt to resume future attendances, as the case may be.
(ii) A member who is expelled pursuant to paragraph (a)(v) above may not be re-admitted, except by a resolution of the General Assembly passed by a two thirds majority vote at the subsequent General Assembly following the one where the decision to expel the member was taken.

Article 7: Membership dues and other dues/contributions

1. The annual subscription of The AMC shall be set by the General Assembly and shall be payable in January for existing members and within three months of admission for new members.
2. Only Full Members shall pay the annual subscription.
3. Full Members, Associate members and Honorary Members shall from time to time make any such contributions as may be required by The AMC or may effect any voluntary payments as they might deem necessary, towards the achievement/advancement of The AMC’s set objectives, pursuant to Article 2 of this Constitution.
4. A person, who is admitted into Full Membership after 30 June in any year, shall pay half the subscription for that year.
5. The ordinary General Assembly of The AMC shall have the power to determine and vary the current subscription by ordinary resolution.

Article 8: Membership Rights

1. Any member may share information, make proposals, put motions at meetings or initiate discussions and debates at general or extraordinary meetings on matters relevant to the business of The AMC.
2. Full Members may submit written questions to the Custodians on matters pertaining to the management of The AMC, not more than twice in the course of each year and written responses thereto shall be provided within one month of such submission. If the matter(s) for which responses are required constitute the business of the next General Assembly or Extraordinary General Assembly, as the case may be, which has been duly convened, such responses shall be given at this meeting.
3. Subject to Article 13(3) and (4), only Full Members of The AMC shall be entitled to vote during at meetings and at any proceedings. They shall equally have the
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right to requisition Extraordinary General Assembly meetings subject to Article 12(3)(c).

4. Membership rights including voting rights shall be affected by non-payment of dues.

5. The Membership rights under this Article are not exhaustive and may be added or altered periodically by a General Assembly resolution.
Chapter Two
Organisation of the AMC

Article 9: Management Organs

The AMC shall have the following organs:
- The General Assembly;
- The Board of Custodians; and
- The Secretariat.

Article 10: The General Assembly – Status

1. The Members of The AMC shall constitute the General Assembly.
2. The General Assembly shall be the highest decision making body and the supreme source of authority of The AMC.
3. The General Assembly shall delegate its powers to run the affairs and manage the business of The AMC to the Board of Custodians.
4. The General Assembly sessions may be ordinary – Ordinary General Assembly or extraordinary - Extraordinary General Assembly.
5. The Ordinary General Assembly is the normal biennial General Assembly session. The Extraordinary General Assembly is an urgent special session of the General Assembly and shall be called either on the request of the Board of Custodians or upon a written request of the Full Members of The AMC subject to the provisions of Article 12(3) to promptly discuss an important matter arising.
6. A member shall be entitled to nominate one individual to represent the member at General Assembly sessions.
7. The President and all organs of The AMC are directly answerable to the General Assembly of The AMC.

Article 11: The Powers of the General Assembly

1. The General Assembly shall exercise the following powers:
   (a) decide, subject to this Constitution, the general orientations, strategies, programmes and projects of The AMC;
   (b) elect the President of The AMC, in conformity with Article 17(2)(b) of this Constitution;
   (c) endorse the election of Custodians representing regions in conformity with Article 17(2)(a) of this Constitution;
   (d) appoint the external Auditor of The AMC;
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(e) review and approve the reports of the Secretariat and the Board of Custodians and other bodies that the General Assembly may establish from time to time to execute the objectives of The AMC;
(f) approve the Auditor’s report and to adopt the budget;
(g) fix membership subscription fees; and
(h) amend the Constitution.

2. The General Assembly shall be chaired by the President of The AMC, failing which it shall be chaired by a Custodian designated by a simple majority of the Board of Custodians.

Article 12 General Assembly – mandate, quorums and majorities

1. Pursuant to article 10(4) there are two types of general assemblies to conduct the affairs of The AMC: Ordinary General Assembly and Extraordinary General Assembly.

2. The Ordinary General Assembly
   (a) The General Ordinary Meeting shall hold every second year - biennially.
   (b) The President shall convene the ordinary General Assembly of The AMC and shall cause to be issued prior written notice of the meeting specifying the place, date and business of the meeting to all members attending the meeting not less than 6 (six) weeks before the date of the meeting.
   (c) The business of the Ordinary General Assembly shall generally be to define the policy orientation of The AMC for execution by the Secretariat and follow-up by the Board of Custodians. Specifically, The business of the Ordinary General Assembly shall be to:
      (i) present and adopt the annual report on the activities of The AMC by the President;
      (ii) receive and consider the Auditor's financial report on the accounts and the Treasurer’s report on the financial position of The AMC;
      (iii) elect or re-elect Custodians and the members of any ad hoc organ put in place by the General Assembly, where necessary;
      (iv) appoint the Auditor and designate Associate and Honorary members or to confirm that they remain;
      (v) fix the subscription for the current year; and
      (vi) discuss or examine any other matter that may be deemed appropriate.
   (d) Duly adopted resolutions and decisions of the Ordinary General Assembly shall be binding on all members and The AMC.
   (e) Any member who shall be dissatisfied or prejudiced by such resolutions or decision may submit such complaint to an ad hoc dispute resolution mechanism set up for such purpose by the Board of Custodians.
3. Extraordinary General Assembly

(a) An Extraordinary General Assembly shall be convened at anytime to handle matters requiring immediate attention affecting (or that might affect) The AMC, which cannot be stayed till the very next Ordinary General Assembly.

(b) The President of The AMC may convene an Extraordinary General Assembly, provided that two-thirds of the members of the Board of Custodians approve of such a meeting.

(c) An Extraordinary General Assembly may also be convened either upon a resolution of a two-thirds majority of the Custodians or a requisition by two-thirds of the Full Members setting out the resolution or resolutions to be proposed thereat. If the Secretariat does not give notice of the meeting pursuant to the requisition on or before the expiry of 14 days from service of the requisition, the requisitionists or any one or more of them on behalf of the others may give notice of the meeting.

(d) The business which may be conducted at an Extraordinary General Assembly shall be one or more of the following:
   (i) removal all or any of the officers, Custodians or Auditors of The AMC and fill the vacancies thereby caused, where necessary;
   (ii) examination of a serious situation of mismanagement of funds, fraud or other corrupt or irregular practice(s) engendered by or abetted by a staff or member of The AMC;
   (iii) termination of Full membership pursuant to Article 6(14)(a)(v) of this Constitution;
   (iv) amendment of this Constitution; or
   (v) dissolution of The AMC.

(e) There shall not be more than one Extraordinary General Assembly between two Ordinary General Assembly meetings.

4. Proceedings, quorums and majorities at Annual and Extraordinary General assemblies

(a) Not less than twenty-one days prior notice in writing setting out the resolutions to be proposed at the meeting shall be sent to every member, at their last known addresses.

(b) The quorums for the Ordinary General Assembly shall be at least half of all registered members of The AMC while, for extraordinary meetings, it shall be at least one-third of all the registered members.

(c) Resolutions at the Ordinary General Assembly are adopted by a simple majority while resolutions at extraordinary meetings shall be adopted by at least a two-thirds majority of the members present and voting, subject to other special majorities that may be envisaged for specific situations defined under this Constitution.

(d) Each Member shall have one vote on every resolution.
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(e) In the event of equality in voting at a General Assembly the Chairman (or acting chairman at that meeting) shall have a second or casting vote, but there shall be no second or casting vote on any resolution proposed at an extraordinary General Assembly.

Article 13: Voting Rights

1. Subject to the provisions of Article 10(6) and section (3) and (4) of this Article below, Full Members of The AMC shall be entitled to one vote each in regard to all matters submitted before a General Assembly.
2. A member of The AMC being a natural person may cast his/her vote in person or by proxy.
3. A Member which is a legal entity such as an organisation or an institution shall cast its vote by proxy.
4. Full Members’ voting rights shall be affected by non-payment of dues.

Article 14: The Board of Custodians

1. Subject to Article 1(3) of this Constitution, The Board of Custodians shall manage the affairs of The AMC.
2. Custodians can only be natural persons who are Full Members of The AMC.
3. The Board of Custodians shall comprise at least five members representing each of the following African Union geopolitical regions: Northern, Western, Eastern, Central and Southern Africa.
4. Each region shall designate one Custodian to represent the region on the Board of Custodians.
5. The number of Custodians shall not be less than five or more than nine. The number of Custodians at any given time shall be uneven.
6. Pursuant to Article 12(2)(c)(iii), The Ordinary General Assembly may cause an increase in the number of Custodians at any given time within the margin in the preceding section (5) if deemed necessary and shall take gender considerations into account.
7. The Board of Custodians shall draft guidelines for determining the number, composition and removal of Custodians subject to the provisions of this Article, notably, sections (3)–(6) above, which shall be approved by the General Assembly.
Article 15: The Powers and Duties of the Board of Custodians

1. Subject to the general orientation and defined by, and oversight of the General Assembly, the Board of Custodians shall administer and direct The AMC and its staffs.

2. The Board of Custodians shall be entrusted with the following responsibilities:
   (a) ensure compliance to the objectives, principles and strategies;
   (b) ensure autonomy, integrity and continuity;
   (c) ensure implementation of activities;
   (d) oversee the smooth running of the activities of the Secretariat;
   (e) mobilise resources;
   (f) oversee the financial management of the network;
   (g) do any other task as may be necessary to achieve the objectives of The AMC or as assigned by the General Assembly.

3. The Board of Custodians shall be answerable to the General Assembly

Article 16: Meetings of the Board of Custodians

1. The Board of Custodians shall meet at least twice a year at the initiative of the President of The AMC.

2. Notice of all meetings shall be in writing, specifying the date, place and the business to be conducted during the meeting. Such notice shall be given not less than fourteen days before the date of the meeting.

3. Meetings may be held via video/teleconferencing, in which case, members who take part shall be considered ‘present’.

4. An extraordinary meeting of the Board of Custodians may be convened by the President at the request of a majority of members of the Board following the same procedure for convening an Extraordinary General Assembly of The AMC notably that under Article 12(3)(c).

5. The President shall preside over all meetings of the Board of Custodians. In the absence of the President, the Board of Custodians shall designate a Custodian to preside over the meeting.

6. Decisions at Board of Custodians meetings shall be reached by consensus. If this is not possible, the matter shall be decided by a simple majority of Custodians present and voting. In the event of equality of votes, the President or acting Chairperson at that meeting, as the case may be, shall have the casting vote.

7. The minutes of the Board of Custodians meeting shall be circulated to the members of the Board of Custodians within 30 days of the meeting.

8. No one shall be allowed to represent an institution or organisation at meetings of the Board of Custodians.
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9. The President, with the approval of members of the Board of Custodians may invite any interested person to attend a meeting of the Board of Custodians and take part in its deliberations. Such a person shall not be entitled to vote at any Resolution or decision of the Board.

10. The Board of Custodians shall have powers to regulate the conduct of its meetings.

11. The quorum for the meetings of the Board of Custodians shall be half of its elected members and co-opted members.

12. A member elected or co-opted to the Board of Custodians, who fails, without just cause to take part in three consecutive meetings of the Board of Custodians, shall, after due process, and at the discretion of the members of the Board of Custodians be excluded from the Board.
**Article 17: Elections and Nominations**

1. **Elections Organs**
   (a) Subject to the provisions of Article 12(2)(c)(iii), the General Assembly shall appoint an independent *ad hoc* Elections Bureau of not more than three persons from the General Assembly to conduct elections.
   (b) The Elections Bureau shall also serve as a conciliation body in the event of a dispute and its decision shall be binding and final on all the contesting parties.

2. **Elections/Nominations Procedures**
   (a) **Election of Custodians.**
      (i) Subject to the provisions of Article 14(2) only Full Members of The AMC shall qualify for nomination to the position of Custodian.
      (ii) Custodians shall be elected from their respective African geopolitical regions by members present as defined under Article 14(3). Subject to Article 14(4) each region shall designate one Custodian who shall represent the region to ensure a fair representation of all the regions.
      (iii) An invitation for nominations for membership to the Board of Custodians shall be circulated to all members of The AMC at least 60 working days before the session of the General Assembly of the election year by the Secretariat.
      (iv) Following the nominations received by the Secretariat, during the General Assembly mentioned in sub paragraph (iii) above, each region shall recess and elect its Custodian that will represent it on the Board.
      (v) The Elections Bureau shall be notified in writing by each region of its Custodian elect and the Bureau shall present all the Custodians elect before the General Assembly for their respective endorsements by the Meeting.
      (vi) The Board of Custodians may co-opt more Custodians subject to the provisions of Article 14(6) and (7), by virtue of their technical expertise, to provide value added impetus to The AMC’s activities. While exercising this prerogative, the Board shall take into consideration gender representation on the Board, if it so deems necessary.
      (vii) Once elected, notified to the Bureau and endorsed by General Assembly at which the elections were held, the elected Custodians together with those who shall have been co-opted
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by the elected Custodians shall jointly constitute the ‘Board of Custodians’.

(viii) Whether elected or co-opted, Custodians shall serve a renewable term of two years.

(b) **Election of President of The AMC**

(i) The General Assembly shall elect the President of The AMC.

(ii) The General Assembly shall appoint a team of three representatives to work with the outgoing Custodians to nominate candidates for the position of President.

(iii) The President shall thereafter be elected by the General Assembly from the list of candidates nominated.

(iv) The President shall be elected by a simple majority of all Full Members present and voting.

(v) The President of The AMC shall be elected for a 4-year mandate renewable for one additional term only.

**Article 18: The Secretariat**

1. The Secretariat of The AMC shall be hosted by an organisation appointed by the General Assembly from amongst its Full Members on the approval of the Board of Custodians.

2. The Secretariat shall be headed by a Coordinator appointed by the Board of Custodians on the proposal of the President of The AMC.

3. The Secretariat shall oversee the day-to-day running of The AMC’s activities and the Secretariat affairs under the general oversight of the Board of Custodians. Its main responsibilities include:

   (a) Implementation of strategic plans
   (b) Promoting The AMC;
   (c) Mobilising resources and managing funds;
   (d) Rendering services to the Board of Custodians;
   (e) Monitoring of The AMC’s activities;
   (f) Follow-up of membership affairs; and
   (g) Any other such duties and responsibilities as may from time to time be conferred by the Board of Custodians.

4. The Secretariat shall comprise both permanent and non-permanent staff.

5. The permanent staff of the Secretariat shall be recruited under contracts of service for a one year term which are renewable.

6. The non-permanent staff shall be appointed under contracts for service for specific tasks and for specified durations.
CHAPTER THREE
FINANCE AND ACCOUNTING

Article 19: Income and Financial Transactions

1. The financial year of The AMC shall run from January 1 through December 31.
2. The AMC shall derive income from membership dues, donations and legacies, public and private grants, sponsorships, and interest on investments, or revenue from events organised by The AMC.
3. The Board of Custodians shall approve the AMC budget prepared by the Secretariat. The budget shall be presented to the Board of Custodians by the end of the third quarter of each financial year preceding the one to which the budget relates.
4. The Secretariat shall be responsible for running the day-to-day finances of The AMC and shall keep good and proper records of all the monies of The AMC.

Article 20: Bank Account(s)

1. All funds received by or on behalf of The AMC shall be first paid into a bank account in the name of The AMC at bankers appointed by the Board of Custodians.
2. The Board of Custodians shall from time to time supervise the bank account(s) of The AMC on behalf of The AMC.
3. All monies received by The AMC shall be paid into an account, and cheques and other instruments drawn on and directions to the bankers shall be signed by not less than two officers.
4. The Board of Custodians shall, by an instrument signed by them, appoint signatories to the bank accounts of The AMC and define their mandate.
5. The bank account(s) of The AMC will be managed according to internationally accepted standards and principles.

Article 21: Accounting and book keeping

1. At the end of each financial year, the accounts of The AMC shall be balanced and drawn. There shall be prepared a statement of the assets and liabilities of The AMC and a statement of income and expenditure during that year, which statements shall be audited by the external Auditor not more than 3 months after the end of the Financial Year.
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2. The Secretariat shall keep full and proper accounts in respect of all The AMC's transactions involving the receipts and expenditures of all funds and assets of The AMC. These accounts shall be kept at the Head Office of The AMC. Each full member or its designee may inspect a copy of such books and records in the course of the fiscal year during normal local working hours.

3. Copies of the audited statement of accounts shall be sent to every member with the notice convening the Ordinary General Assembly.

4. Subject to Article 11(1)(d), the external Auditor of The AMC shall be appointed for a two year term renewable only once. The Auditor shall be a professional accountant or such other firm of certified public accountants and shall not be a member of The AMC.

5. Subject to the provisions of Article 6(14)(a)(v) notably, any proof of mismanaging or defrauding of The AMC's funds or other related corrupt practices by the officers of The AMC or abetment thereof may be sanctioned through legal proceedings. Pursuant to Article 6(14)(b) and (d)(ii), prior to such sanction, a hearing shall be conducted in respect of the alleged financial misconduct by an ad hoc Committee appointed by the President of The AMC and approved by the Board of Custodians. The findings of the Committee shall be filed and reported to the General Assembly that requested the findings.
CHAPTER FOUR

CONTRACTS AND PROPERTY

Article 22: Property Acquisition and Entering into Contractual Engagements

1. The AMC or any official or officer of The AMC, shall not, except with a resolution passed by the General Assembly on the proposal of the Board of Custodians:
   a) borrow money, issue any guarantee or incur any other obligation
   b) make a loan
   c) encumber, sell, license, lease or otherwise transfer any of its assets
   d) grant a security interest in any of its assets
   e) purchase, lease or otherwise acquire any assets
   f) enter into any agreement committing the AMC
   g) make any assignment for the benefit of creditors or file petition or otherwise seek protection for The Movement under any bankruptcy, insolvency or similar law.

2. The Movement shall be allowed to enter into the following contracts:
   1. leases for office space and equipment
   2. agreement for a line of credit from a bank
   3. contracts of service
   4. any other contracts approved by the Board of Custodians

3. Subject to section 1(g) of this Article, The Board of Custodians shall on behalf of The AMC approve any acquisition of assets.
CHAPTER FIVE
AMENDMENT OF THE CONSTITUTION AND
DISSOLUTION OF THE AMC

Article 23: Amendment

1. The General Assembly may, by resolution duly passed during a General Assembly, amend any provision of the Constitution, provided that:
   (a) Notice of the proposed amendment is given to all members at least six weeks before the meeting;
   (b) A two-third majority at the General Assembly agrees to the proposed amendment of the; and

Article 24: Dissolution of The AMC

1. The AMC shall be dissolved if at least three-quarters of its members voting at a duly convened General Assembly so decide. The dissolution shall not be effective unless prior notice thereof is given to the President and the Board of Custodians six weeks before the meeting at which the proposed resolution for the dissolution is to be tabled.
2. The AMC can also be dissolved under a court order.
3. In the event of such dissolution, the assets of The AMC remaining after the discharge of its liabilities, shall not be transferred or distributed to any individual, but shall be given or transferred to some other institution with similar objectives, and which similarly prohibits the distribution of its assets amongst its members.
4. The Board of Custodians or any member may not transfer, assign or encumber any interest in The AMC’s property without a resolution of the General Assembly to that effect. Subject to the foregoing, such interests shall be binding upon and inure to the institution succeeding The AMC.
5. The AMC’s income and property shall not be distributed to its members or officers, except as reasonable compensation for service rendered.
CHAPTER SIX

MISCELLANEOUS AND FINAL PROVISIONS

25. Any casual vacancy on the Board of Custodians or of any office including that of the President between General Assembly may be filled by the Board.

26. A member's employment status with The AMC shall not affect or influence his/her/its membership status and vice versa. An employee who is nominated for a position on the Board of Custodians shall resign from his/her position at the Secretariat.

27. The AMC shall facilitate or reimburse members for any reasonable expenses incurred while conducting the activities of The AMC.

28. Any liabilities arising from unauthorised or unratified transactions or expenses carried out in the name of The AMC shall not be borne by The AMC.

29. Members shall not individually or collectively be responsible for any liabilities imputed or imputable on The AMC.

30. At the time of registration, every member of The AMC shall provide the Secretariat of The AMC with its full valid physical, postal and/or electronic address(es) or fax number(s) for purposes communications and service of processes and other notices. Delivery of documents to such address shall be deemed effective delivery to the member. In the event of change of address or fax number, such other address or fax number as to which notice of change is given shall be valid.

31. Subject to article 1(1) and (2) of this Constitution, The AMC shall execute and file any documents required by applicable law in connection with The AMC and the conduct of its activities.

32. Any further rules and guidelines governing specific activities, procedures and the functioning of ad hoc organs/committees expressly mentioned in this Constitution shall be drawn by the Board of Custodians except as otherwise stated under this constitution. Such rules and guidelines shall be appended to and are subjected to the express provisions of this Constitution.

33. This Constitution and the rights and obligations of the members of The AMC arising thereunder, as well as, any dispute arising from its application and interpretation shall be resolved in accordance with the law(s) of the Republic of Uganda including its conflict of law rules, if any.

34. Article headings in this Constitution are for convenient reference only and shall in no way affect the meaning or interpretation of any provisions of this Constitution.

35. The first members of the Board of Custodians and officers of The AMC shall be such of the subscribers against whose respective names and addresses in the Annexure below, appears in the third column the rank or office to which they are respectively appointed.
AMC CONSTITUTION

We therefore, the signatories in the annexure, by signing this Constitution in Addis Ababa on this 15 day in the month of August of the year 2012, have agreed to form the AMC and to become its first members.

<table>
<thead>
<tr>
<th>No</th>
<th>Name</th>
<th>Address</th>
<th>Title</th>
<th>Signatures</th>
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</thead>
<tbody>
<tr>
<td>1.</td>
<td>George Nyakora</td>
<td>Regional Training Director, East Africa Regional Training and Resource Centre, Regional Emergency Task Force SOS-Kinderdorf International, Nairobi, Kenya</td>
<td>President AMC Board of Custodians</td>
<td></td>
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<tr>
<td>2.</td>
<td>Dr Ali Mohamed Osman</td>
<td>Researcher and Assistant Professor at Nile Valley University, Director General of the Society Studies Centre, Khartoum, Sudan</td>
<td>Member - AMC Board of Custodians Representative – Northern Africa</td>
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<td>3.</td>
<td>Mohamadou Lamine Cissé</td>
<td>Executive Secretary of the Africa Bureau of Envarts SOS, Bamako, Mali</td>
<td>Member - AMC Board of Custodians Representative – Western Africa</td>
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<td>4.</td>
<td>Leon Bertrand Enama</td>
<td>Member of the Management Board of the Cameroon Coalition of CSOs for Children (COCADE) and the Cameroon Education for All Network (CEFAN), Yaounde, Cameroon</td>
<td>Member - AMC Board of Custodians Representative – Central Africa</td>
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<td>5.</td>
<td>MacBain Mkawandire</td>
<td>Executive Director of Youth Net and Counselling (YONECO), Lilongwe, Malawi</td>
<td>Member - AMC Board of Custodians Representative – Southern Africa</td>
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<td>6.</td>
<td>Eric Shemweta Guga</td>
<td>Coordinator, Tanzania Child Rights Forum (TCRF), Dar es Salaam, Tanzania</td>
<td>Member - AMC Board of Custodians Representative – Eastern Africa</td>
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<td>7.</td>
<td>Stella Ayo-Adongo</td>
<td>Executive Director, Uganda Child Rights NGO Network</td>
<td>Member AMC Board of Custodians</td>
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<tr>
<td>8.</td>
<td>Prof Atangcho Nji Akonumbo</td>
<td>Associate Professor of Law and Vice-Dean in charge of Research and Cooperation at the University of Yaounde II, Yaounde, Cameroon</td>
<td>Member AMC Board of Custodians</td>
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<tr>
<td>9.</td>
<td>David Mugawe</td>
<td>Executive Director, ACPF</td>
<td>Member AMC Board of Custodians</td>
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