



**CONSTITUTION**

**OF THE**

**AFRICAN PARLIAMENTARIANS’**

**NETWORK AGAINST CORRUPTION**

**(APNAC)**

Reviewed and adopted in Kampala, Uganda.  
April 2013



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**CONSTITUTION**

OF THE  
AFRICAN PARLIAMENTARIANS'  
NETWORK AGAINST CORRUPTION  
(APNAC)

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## **THE PREAMBLE**

We, the members of the African Parliaments, assembled on the 5th to 9th of February 1999, during the “Regional Seminar on Parliament and Good Governance: Towards a New Agenda for Controlling Corruption in Africa”;

**AWARE** that corruption poses a grave danger to the well-being of African peoples and to the development of their countries;

**ALARMED** that corruption diverts scarce resources from basic human needs and destroys confidence in the integrity of African institutions;

**RECOGNIZING** that it is essential that African Parliamentarians develop healthy and balanced relations between the state, civil society and the marketplace and that Parliaments be strengthened as effective institutions of accountability in overseeing the policies, programs and actions of governments in Africa;

**ACKNOWLEDGING** that corruption can best be fought by strengthening systems for accountability, transparency and public participation in the governance processes of African States;

**REALIZING** the great value of African Parliamentarians coming together to share information, experiences and lessons in strengthening Parliaments in the fight against corruption; and

**REITERATING** African Parliamentarians commitment to strengthening their capacity to fight corruption;

Do hereby RESOLVE and it is RESOLVED to form the African Parliamentarians' Network Against Corruption as a tool for strengthening Parliament's contribution to the fight against corruption, pursuant to Parliament's inherent investigatory powers and oversight role over the application of all public resources.



# **CHAPTER ONE**

## **PRELIMINARY**

### **ARTICLE 1.0: NAME**

The name of the organization shall be the African Parliamentarians Network Against Corruption (hereinafter called "APNAC")

### **ARTICLE 2.0: REGISTERED OFFICE**

- 2.1 The first registered office of APNAC shall be situated in Nairobi, Kenya.
- 2.2 The location of any subsequent registered office shall be as approved by the APNAC Biennial General Meeting.

### **ARTICLE 3.0: AIMS AND OBJECTIVES**

- 3.1 Aim
- 3.2 The aim of APNAC is to develop, maintain and promote a network of Parliaments and Parliamentarians in Africa to fight against, and effectively address, corruption in order to ensure high standards of integrity in their respective countries and on the continent.
- 3.3 Objects
- 3.4 The objects for which APNAC is established are to -
  - (a) build the commitment and capacity of African Parliaments and Parliamentarians to ensure t

- ransparency and accountability with particular emphasis on financial matters;
- (b) share information on lessons learned and best practices developed to fight corruption;
  - (c) undertake projects to fight corruption;
  - (d) cooperate with in civil society and other organizations with similar objectives relating to the fight against corruption;
  - (e) inform and educate the various levels of society about the threat and danger of corruption;
  - (f) campaign for inclusion of programmes on the elimination of corruption in government priority programmes;
  - (g) advocate for and encourage the improvement of the States' capacity to timely address and handle matters related to corruption;
  - (h) liaise with national and international organizations and institutions on matters relating to the fight against corruption;
  - (i) mobilize internal and external resources to promote anti-corruption programs; and
  - (j) develop links with oversight committees of Parliament and Parliamentarians across Africa.

- 3.5 In the furtherance of these objectives the APNAC shall endeavour to -
- (a) ensure that African governments implement strategic policies and procedures that are designed to promote good governance;
  - (b) ensure that public servants diligently implement policies and laws that prohibit or limit activities and relationships that diminish the quality of governance;
  - (c) encourage members of a local community to freely communicate their concerns about corrupt, unethical or questionable practices by public servants, public officers and public institutions or private sector actors, without fear of reprisal;
  - (d) comply with all relevant laws and codes of conduct, and communicate with its members and other relevant stakeholders openly and promptly;
  - (e) have agreed procedures and access to budgeted resources, to enable the APNAC, where necessary, to obtain independent professional advice at its expense;
  - (f) identify and monitor issues that may affect the standing and status of the APNAC, including reputational risk;

- (g) foster a constructive governance culture and apply appropriate governance principles among members, management and Board of the APNAC.
- (h) have clear policies to constructively engage governments in Africa and National Chapters using strategies aimed at clearly communicating the goals, objectives and achievements of the Network to enhance good governance;
- (i) ensure that only competent and committed persons who can enrich and add value to the Network become members of the Organization at the national chapter level;
- (j) ensure that the Board is constantly held accountable and responsible for the efficient and effective governance of the business and affairs of the Network;
- (k) ensure that an appropriate balance of power and authority exists within the Board, so that no one individual, group of individuals or regional grouping dominate the Board's decision-making process; and
- (l) perform such other functions that are incidental or conducive to the attainment of these objectives.

## **CHAPTER TWO**

### **ARTICLE 4.0: MEMBERSHIP**

- 4.1 Membership of APNAC shall be through the National Chapters.
- 4.2 Associate Member is a member of parliament in a country where no National Chapter exists and who shares in the ideals and objectives of APNAC provided that such period of recognition as a member shall not extend beyond one year.
- 4.3 Honorary Member includes a former parliamentarian or any person such as an expert in anti-corruption issues who exhibits demonstrable commitment to the aims and objectives of APNAC and who may be accorded such recognition by a National Chapter.

### **ARTICLE 5.0: MEMBERSHIP APPLICATION PROCEDURE**

- 5.1 The Board shall prescribe the terms and conditions of membership and membership forms and shall post such forms on the APNAC website.
- 5.2 An applicant for membership to the APNAC shall meet such conditions or criteria set for membership by the Board.
- 5.3 Upon the admission of a Chapter the

Chairperson of the Board shall notify the fact through the leadership of the Chapter and shall send to the Chapter a copy of this Constitution.

## **ARTICLE 6.0: SUBSCRIPTIONS**

- 6.1 A National Chapter shall pay an annual subscription fee to APNAC.
- 6.2 Subject to Clause 6.1 of this Article the Biennial General Meeting may from time to time determine the amount of the annual subscription fee payable by National Chapters and the Board shall determine the date as from which any new subscription fee shall come into effect.
- 6.3 The annual subscription fee shall ordinarily be due and payable in the first month of the year.
- 6.4 In December in each year the Executive Director shall forward to National Chapters whose subscriptions remain unpaid a notice marked "REMINDER" and that Chapter shall have its voting rights withdrawn in the next BGM if the subscription remains unpaid three months before the BGM.

## **ARTICLE 7.0: CESSATION OF MEMBERSHIP**

- 7.1 Membership shall be terminated:
- (a) upon notice by the national chapter, of the member's intention to terminate membership, given in writing upon one month notice signed by the member, to the Chairperson of the Board.
  - (b) subject to Clause 7.1 (a) on a decision by the Biennial General Meeting or an Extraordinary General Meeting to that effect;
  - (c) on default of payment of subscription fee or any other money owed to the APNAC after two reminders by the Secretariat.
- 7.2 The Biennial General Meeting, or an Extraordinary General Meeting, may, by resolution of two-thirds majority of voting Chapters present or by proxy, terminate the membership of any Chapter if, in the opinion of the Biennial General Meeting or an Extraordinary General Meeting, the member is found guilty of conduct which has brought, or is likely to bring, the APNAC, into disrepute, provided that such a Member or Chapter shall be furnished with full particulars of such alleged conduct and shall be afforded the opportunity to be heard at the meeting.
- 7.3 A cessation of membership shall not relieve any member or chapter from the responsibility

for the payment of any subscription or other money due or payable by that member to the APNAC at the time of such resignation, and no refund shall be made of any subscription which may have been due or already paid by the member.



## **CHAPTER THREE**

### **ADMINISTRATIVE ORGANS OF APNAC**

#### **ARTICLE 8.0: THE BOARD**

- 8.1 There shall be a Board which shall be the policy-making organ of the APNAC.
- 8.2 The Board shall comprise of an elected Chairperson and Vice-Chairperson and two members elected from each of the regions in Africa.
- 8.3 The Executive Director shall be the secretary and ex-officio member of the Board without a vote.
- 8.4 The Board shall to the greatest extent possible be representative of the regional, linguistic and gender composition of the Network.

#### **ARTICLE 9.0: ELECTION OF BOARD MEMBERS**

- 9.1 The following shall be the elected office bearers of the APNAC:
- (a) the Chairperson of the Board;
  - (b) the Vice-Chairperson of the Board; and
  - (c) Two members representing each region of Africa
- 9.2 The Chairperson, Vice-Chairperson and the other members representing the regions of Africa shall be elected by the members of the

APNAC at a Biennial General Meeting of APNAC.

- 9.3 Upon receipt of a notification for a Biennial General Meeting at which elections of the Chairperson, Vice Chairperson and the other members representing each of the regions of Africa shall be held, the members shall forward nominations for these positions to the Secretariat at least 30 days before the meeting.
- 9.4 In the event that there is no nomination for any position at the time of the Biennial General Meeting, the elections committee shall ask for nominations from the floor.
- 9.5 An ad-hoc elections committee shall be appointed by the Board for the purpose of conducting elections and certifying elected Board Members.
- 9.6 Elections to the Board shall as much as possible be by consensus, failing which, it shall be conducted by a secret ballot.
- 9.7 A member of the Board shall serve on the Board for a period of two (2) years and is eligible for re-election for one more term only.
- 9.8 A member of the Board who loses a parliamentary election may continue to serve until the expiry of the term of office if such term is to expire within three (3) months before the APNAC Biennial General Meeting.

- 9.9 Where the Biennial General Meeting is not due in three months as mentioned in sub-clause 9.8 a member of the executive from the sponsoring chapter will be nominated to complete the unexpired term of the outgoing Executive Member.
- 9.10 Where the Chairperson loses a Parliamentary election, the Vice-Chairperson shall without prejudice to Art. 9.9 assume the position of the President and serve the unexpired term.
- 9.11 Where there is vacancy in the office of the Vice-Chairperson, the Board shall without prejudice to Art. 9.9 appoint a member of the Board to assume the position to serve the unexpired term.

## **ARTICLE 10.0:**

### **FUNCTIONS OF THE BOARD**

- 10.1 The governance of the APNAC shall be vested in the Board which shall perform such functions as specified in this Constitution and as mandated by the Biennial General Meeting.
- 10.2 Without prejudice to the general powers conferred by Clause 10.1, the functions of the Board shall include the following:
- (a) to oversee the management of APNAC by the Secretariat;
  - (b) to appoint an Executive Director on terms and conditions determined by the Board;
  - (c) to consider and decide on applications for membership to the APNAC in accordance with this Constitution;
  - (d) to act as the official spokes-organ of APNAC;
  - (e) to facilitate and promote communication between members of APNAC.
  - (f) to expand the funds of APNAC in such a manner as they shall consider most expedient to the attainment of the aim and objectives of the APNAC;
  - (g) to direct the Secretariat on contractual matters;
  - (h) to make regulations for the effective and efficient conduct of business by the Board or any Committee, management of APNAC

Secretariat, the discharge of duties of any staff of APNAC as well as any matters within the powers or under the control of the Board, provided that the same shall not be inconsistent with this Constitution;

- (i) to carry into effect all or any of the objects of the APNAC and do all such acts and things as may be exercised or done by the APNAC and as are not by this Constitution expressly directed or required to be exercised or done by the APNAC in the Biennial General Meeting;
- (j) to consider the APNAC's Annual Report and audited accounts for the previous year as well as the budget and the work plan for the ensuing year;
- (k) to delegate any of the powers of the APNAC to committees established by the Board as may be necessary to enable them perform their functions;
- (l) to supervise, direct, advise and discipline senior employees of the Secretariat; and,
- (m) generally, to do things necessary or expedient for the due conduct and performance of the affairs of APNAC not herein provided for that are incidental and connected to the objectives of the APNAC.

## **ARTICLE 11.0: COMMITTEES AND WORKING GROUPS OF THE BOARD**

- 11.1 The Board may, for the purpose of performing its functions, establish such committees or working groups as it considers necessary and delegate to any of those committees or groups any of its functions under this Act.
- 11.2 The Board may appoint, as individual members of a committee or working group, persons who are or are not members of APNAC National Chapters except that at least two members of the Board shall be members of a committee or working group so established.
- 11.3 A person serving as a member of a committee or working group shall hold office for such period as the Board may determine.
- 11.4 Without prejudice to Article 10.2 (h) and subject to any specific or general direction of the Board, a committee or working group may regulate its own procedure.

## **ARTICLE 12.0: BOARD MEETINGS AND PROCEDURE AT MEETINGS**

- 12.1 Subject to this Constitution, the Board may regulate its own procedure.
- 12.2 The Board shall meet for the transaction of business at least once in every year at such

places and times as the Chairperson may determine.

- 12.3 The Chairperson may, upon giving notice of not less than forty-five days, call a meeting of the Board and shall call a special meeting to be held within forty-five days of receipt of a written request to the Chairperson by at least four members of the Board.
- 12.4 A notice calling any meeting of the Board shall be accompanied by a proposed agenda.
- 12.5 The quorum for any meeting or any decision of the Board shall be sixty percent of Board members.
- 12.6 There shall preside at any meeting of the Board:
- (a) the Chairperson; or
  - (b) in the absence of the Chairperson, the Vice-Chairperson, and in the absence of the Chairperson and the Vice-Chairperson, such member as the members present may elect for the purpose of that meeting.
- 12.7 A decision of the Board on any question shall be by a majority of the members present and voting at the meeting and in the event of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to the original vote.
- 12.8 The Board may invite any person whose

presence is in its opinion desirable, to attend and to participate in the deliberations of the meeting of the Board, but such a person shall have no vote.

- 12.9 The validity of any proceedings, act or decision of the Board shall not be affected by any vacancy in the membership of the Board or by any defect in the election of any member or by reason that any person not entitled to do so took part in the proceedings.
- 12.10 The Board shall ensure that minutes of its meetings are recorded and such minutes shall be accessible to all members of the APNAC.

### **ARTICLE 13.0: REMUNERATION OF MEMBERS OF THE BOARD**

A member of the Board shall not be remunerated for services provided except that the member shall be eligible to receive reimbursement for the expenses incurred in the performance of official duties for the APNAC.

### **ARTICLE 14.0: APNAC REGIONS**

- 14.1 APNAC shall consist of regional or geographical blocks of National Chapters, for the time being, comprising Central, Eastern, Southern and Western regions, and such other regions as the Board may approve.



- 14.2 The Regions shall be the building blocks for the Network and the component chapters shall share best practices to advance the cause of APNAC.

## **ARTICLE 15.0: NATIONAL CHAPTERS**

- 15.1 APNAC National Chapters may be established in countries with five or more parliamentarians who subscribe to the aims and objectives of APNAC.
- 15.2 Members shall actively recruit new members so as to create and strengthen APNAC National Chapters in their countries.
- 15.3 Applications for individual membership shall be made in the form prescribed by the National Chapter and shall conform to the terms and conditions approved by the Board.
- 15.4 A National Chapter shall seek funding and support for activities in furtherance of the objectives of APNAC in their country.
- 15.5 A National Chapter shall conform and be accountable to its constitution and the APNAC Board.
- 15.6 Each National Chapter shall elect a national executive committee in accordance with the Chapter's constitution.
- 15.7 The National Chapter chairperson or a contact person appointed by the chapter shall be

responsible for all communications with the Board and shall be responsible for disseminating information to the members of the National Chapter.

- 15.8 The Chapter Chairperson shall be the spokesperson for the National chapter.
- 15.9 A National Chapter shall, to the greatest extent possible, develop a support structure including a secretariat for the effective and efficient performance of its functions.
- 15.10 Each Chapter shall have a chapter constitution that shall be consistent with the APNAC Constitution and a Chapter shall deposit its constitution with APNAC through the APNAC Secretariat.
- 15.11 Chapter Four of this Constitution shall, with the necessary modifications, apply to financial operations of a National Chapter.
- 15.12 Chapters Five and Six shall, with the necessary modifications, apply to National Chapter operations.

## **ARTICLE 16.0: SECRETARIAT**

- 16.1 There shall be a Secretariat for the APNAC which shall consist of such staff as the Board may consider necessary to perform the day to day administration of the affairs of the APNAC.

- 16.2 The Executive Director shall be the head of the secretariat on terms and conditions determined by the Board.
- 16.3 The Board shall, in consultation with the Executive Director, appoint a Programs Officer and other staff on terms and conditions determined by the Board.
- 16.4 The Secretariat shall be responsible for the day to day management of the affairs of the APNAC except such functions as are by this Constitution reserved to be performed by the Board itself, and shall perform such other duties as may be directed by the Board.
- 16.5 The Executive Director, or in his absence, his nominee, shall attend meetings of the Board, and may attend meetings of any committees or working groups established by the Board, and may address such meetings, except that the person presiding at any such meeting may, for good cause, require the Executive Director or the nominee, as the case may be, to withdraw from the meeting.
- 16.6 The Executive Director or, in his absence, his nominee, shall be the Secretary at all APNAC Meetings.

## **ARTICLE 17.0: APNAC MEETINGS**

- 17.1 The APNAC shall hold Biennial General Meetings for which at least forty-five days written notice including the proposed agenda of the meeting shall be given to each Board member and APNAC National Chapter entitled to attend.
- 17.2 Meetings of the APNAC shall be called by the Executive Director after consultations with the Chairperson, in accordance with the provisions of this Constitution.
- 17.3 Extraordinary meetings of the APNAC may be held as an occasion requires and may be convened either by resolution of the Board or by requisition signed by at least one-third of the chapters except that the one-third number shall come from at least two regions.
- 17.4 A requisition under clause 17.3 above shall clearly state the business proposed to be conducted at the extraordinary meeting and no other business shall be transacted at that meeting.
- 17.5 Notice in writing of an Extraordinary meeting convened by a requisition shall be given to each member of the APNAC entitled to attend not later than twenty days after the receipt of the requisition and not less than thirty days before the date on which the meeting is to be

held and shall specify the business proposed to be conducted at the meeting.

- 17.6 A Biennial General Meeting or Extraordinary Meeting of the APNAC shall involve members of the Board and at least one elected representative from each of the registered APNAC National Chapters.
- 17.7 No business shall be conducted at any meeting of the APNAC unless a quorum of members made up of at least sixty percent of the Board and at least two-thirds of the Chapters is present at the time when the meeting proceeds to business.
- 17.8 The Chairperson of the Biennial General Meeting or Extraordinary Meeting shall be the Chairperson of APNAC.
- 17.9 Where for a Biennial General Meeting or an Extraordinary the Chairperson is unavailable to preside, the Vice-Chairperson shall preside but where the two are unavoidably absent, a member elected by the members present shall preside.
- 17.10 A decision of the APNAC on any question shall be by a majority of the members present and voting at the meeting and in the event of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to the original vote.

- 17.11 The APNAC may invite any person, including donors, collaborators or persons who believe in the cause of APNAC but who are not members, whose presence is in its opinion desirable, to attend and to participate in the deliberations of the meeting of the APNAC, but such a person shall have no vote.
- 17.12 The validity of any proceedings, act or decision of the APNAC shall not be affected by any vacancy in the membership of the APNAC or by any defect in the election of any member or by reason that any person not entitled to do so took part in the proceedings.
- 17.13 The Board shall ensure that minutes of APNAC meetings are recorded and such minutes shall be accessible to all members of the APNAC.
- 17.14 A motion or proposal, on which a decision has been made at any meeting of the APNAC, shall not be re-introduced within the ensuing six months.
- 17.15 The Executive Director and his staff shall attend all meetings of the APNAC and provide documentation and secretarial services to the meeting and such assistance as the members may need.

## **ARTICLE 18.0: RESPONSIBILITIES OF APNAC AT BIENNIAL MEETINGS**

- 18.1 The APNAC shall at a Biennial Meeting -
- (a) adopt the agenda for the Biennial Meeting as submitted by the Board;
  - (b) confirm and adopt the minutes of the preceding Biennial General Meeting;
  - (c) consider and adopt policy positions for the APNAC;
  - (d) consider activities to be undertaken in support of adopted policy positions;
  - (e) consider any reports by the Board relating to the activities of the Board and the Secretariat;
  - (f) consider and approve the Financial Report submitted by the Board in relation to the revenue and expenditure of APNAC since the last Biennial General Meeting;
  - (g) consider reports of the audited accounts of the preceding years;
  - (h) consider and adopt the budget and workplan for the ensuing two years period;
  - (i) elect the Chairperson, Vice Chairperson and other members of the Board;
  - (j) consider any other business relating to the affairs of the APNAC.

## **CHAPTER FOUR**

### **FINANCIAL PROVISIONS**

#### **ARTICLE 19.0: FUNDS OF APNAC**

- 19.1 All monies of the APNAC shall be used for the fulfillment of the objectives of APNAC as set out in this Constitution and no portion thereof shall be paid or transferred directly or indirectly in contravention of the provisions of this Constitution.
- 19.2 Sources of finance for APNAC shall include the following:
- (a) National Chapters' annual subscription fees;
  - (b) Donations and grants;
  - (c) Partnerships and agreements with funding organizations; and
  - (d) Contributions of Parliaments in Africa.

#### **ARTICLE 20.0: BANK ACCOUNTS**

- 20.1 APNAC shall, by a Board resolution, keep a bank account in a financial institution of its own choice and all financial transactions shall appear in the name of APNAC.
- 20.2 All APNAC financial transactions shall be authorized by the Chairperson of the Board and effected by the Executive Director or any other staff of the Secretariat designated by the Executive Director.



## **ARTICLE 21.0: APPOINTMENTS OF AUDITORS**

- 21.1 The Board shall appoint the auditors for the APNAC.
- 21.2. The Biennial General Meeting shall approve the auditor's contract and fees.
- 21.3 The appointment of the auditors shall be for one year and shall be renewed by the Board for another year only.

## **ARTICLE 22.0: ACCOUNTS AND AUDIT**

- 22.1 APNAC shall keep proper accounting records to be audited in accordance with established procedures.
- 22.2 The audited financial statement shall be available for approval at a Biennial General Meeting.
- 22.3 The Budget and Work plan shall be presented to the Biennial General Meeting by the Board for approval.
- 22.4 The Board shall submit for approval by the Biennial General Meeting an Annual Financial Report showing the amount and sources of funding received as well as monies spent in the fiscal year(s).

## **ARTICLE 23.0: INSPECTIONS OF ACCOUNTS AND LIST OF MEMBERS**

The accounting records and all documents relating thereto and list of members of the APNAC shall be available for inspection at the office by any member of the APNAC on giving not less than seven (7) days notice in writing to the Secretariat, provided that the books of account and all documents relating thereto and list of members shall always be open for inspection by members of the Board during business hours.

## **ARTICLE 24.0: FINANCIAL YEAR**

The financial year of the APNAC shall begin on the 1st day of January and end on the 31st day of December or at such other time as the Board may from time to time determine.

## **ARTICLE 25.0: DISCLOSURE OF INTEREST IN CONTRACTS**

25.1 A member of the Board who in any way, whether directly or indirectly, has an interest in a contract, proposed contract or arrangement with the APNAC, shall disclose the nature of that member's interest at a meeting of the Board at which the question of entering into the contract or arrangement is being

discussed and such disclosure shall be taken into consideration during the discussion of such matter.

25.2 A member of the Board who makes a disclosure in respect of Article 25.1 shall recuse himself from that Board meeting.

25.3 A disclosure of interest made in accordance with clause 25.1 shall be recorded in the minutes of that meeting.

## **CHAPTER FIVE**

### **DISSOLUTION AND DISPOSAL OF PROPERTY**

#### **ARTICLE 26.0: DISSOLUTION AND DISPOSAL OF PROPERTY**

- 26.1 APNAC shall not be dissolved or wound up except by a resolution, passed at a Biennial General Meeting, by votes of two-thirds of the members present and voting.
- 26.2 The quorum at the meeting to dissolve the APNAC shall be two-third (2/3) of all the members of the APNAC.
- 26.3 In the dissolution of the APNAC, the APNAC shall dispose of its assets in such manner as the meeting of the APNAC summoned for the resolution to dissolve, may determine, or its remaining assets shall be distributed to another organization(s) with similar objectives as those that APNAC had before it was dissolved.

## **CHAPTER SIX**

### **AMENDMENT OF CONSTITUTION**

#### **ARTICLE 27.0: AMENDMENT OF CONSTITUTION AND REPEAL OF ARTICLES**

- 27.1 APNAC may by special resolution supported by at least two-thirds of the total membership pass, modify or repeal this Constitution, or adopt a new constitution, or change the name of the APNAC, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibitions contained in this Constitution against distribution of income, property and assets of the APNAC to the members.
- 27.2 Any article or part thereof of this Constitution may be repealed, modified, enlarged, abridged or added to from time to time by special resolution passed by two-thirds majority vote of members present at a meeting, provided that notice of the meeting is duly served on members as required under this Constitution.
- 27.3 Any member proposing a change in this Constitution shall reduce the same into writing notifying the Executive Director of the APNAC not less than twenty-one (21) days before the date of the meeting at which it is

first to be considered.

- 27.4 The approved amendment or change shall be embodied in the Constitution and, without limiting the power of the Biennial General Meeting to provide for the operating date of the change or amendment, shall come into effect immediately after the Biennial General Meeting at which the change or amendment was approved.

#### **ARTICLE 28.0: SEAL**

- 28.1 There shall be a seal of APNAC which shall be used to authenticate relevant documents of APNAC.
- 28.2 The Board shall provide for the safe custody of the seal of APNAC.
- 28.3 The seal shall only be used by the authority of the Chairperson of the Board and the Executive Director and any document to which the seal shall be affixed shall be signed by the Chairperson and countersigned by the Executive Director.

#### **ARTICLE 29.0: INDEMNITY**

Every Board member, employee or agent of APNAC shall be indemnified out of the assets of APNAC against any liability incurred by him in defending any

proceedings, whether civil or criminal, in which APNAC is involved.

## **ARTICLE 30.0: INTERPRETATION**

In this Constitution unless specifically provided the following words shall bear the meanings specified below:

- “APNAC”** means the “African Parliamentarians’ Network Against Corruption” established under this Constitution;
- “Board”** means Board of the continental APNAC.
- “Chapter”** means the APNAC chapter or organization in the country.
- “Executive Director”** means the person appointed to perform the duties of Secretary to the Board under this Constitution.
- “He”** includes in this document “she”.
- “Him”** includes in this document “her”.
- “His”** includes in this document “her”.
- “Network”** means the “African Parliamentarians’ Network Against Corruption”.
- “Member”** means the national chapter unless otherwise qualified or explained or the context refers to an individual person.
- “Parliament”** means the Parliament or Legislative Assembly under the law in each

**“Seal”** member country.  
means the common seal of APNAC.



## **Schedule 1**

### **AFRICAN PARLIAMENTARIANS NETWORK AGAINST CORRUPTION CODE OF CONDUCT**

The African Parliamentarians Network Against Corruption (hereinafter referred to as APNAC) developed this Code of Conduct to guide its members, employees and affiliated persons in their day-to-day work, interactions and decision-making, as well as ensure transparency and accountability of the APNAC's performance. Members, employees and affiliated persons are committed to uphold high standards of integrity and liability, act according to the core values and guiding principles of APNAC and further these standards, values and principles.

#### **A. Mission**

APNAC is a non-partisan network of African Parliamentarians whose members are united by their dedication to strengthen the institution of parliament for the fight against corruption.

#### **B. Values**

APNAC's core values are transparency, accountability, integrity, and the promotion of democracy.

#### **C. General Principles**

As an organization, APNAC:

- Is transparent, honest, fair, impartial and

accountable in its relationship with everyone it works with and within itself. APNAC endeavors to perform its duties properly, faithfully and efficiently, respecting the rights of its members, employees and colleagues.

- Is politically non-partisan and non-sectarian.
- Is open to work co-operatively with all individuals and groups, representatives of government, all Members of Parliament, political parties, civil society, business, media and international institutions committed to the promotion of good governance. It respects diversity of opinions, ideas and beliefs
- Accepts funding and donations only from sources whose aims and directions do not contradict its own mission and goals.
- Ensures that its resources are utilized effectively and assets are used for no purpose other than for the advancement of the APNAC goals.
- Follows that its projects are responsive to public needs and directly or indirectly contribute to their overall development and well-being.
- Demonstrates high level of accuracy and professionalism, based on comprehensive research and analysis.

- Performs in accordance with the legislation of the Republic of Kenya and guiding documents of APNAC.

## **D. Practical Guidelines**

### **1. Governance**

#### **APNAC:**

- Has a written charter defining its mission, goal, and organizational structure.
- Ensures that people who are elected to positions of power or authority demonstrate high moral and professional values.
- Clearly defines everybody's role and responsibilities and properly communicates them.
- Adheres to a participatory management process to enhance loyalty of the staff, quality of decision-making and integrity of the APNAC.

### **2. Relationships**

- All members, employees and affiliated persons treat each other with respect and consideration.
- All members, employees and affiliated persons communicate and consult with each other openly and collegially and in a manner that assists each of them to fulfill their duties and responsibilities faithfully and efficiently.

- All members, employees and affiliated persons respect the privacy and private lives of each other when dealing with personal information.

### 3. *Conflicts of Interest*

- Is committed to fair, objective, impartial and transparent recruitment, promotion and procurement procedures.
- Makes appointments to all positions using a merit-based system and only after due consideration of all the received applications.
- Does not hire persons with whom the Board or staff members have close personal relationship (including their spouse, life partner, parent, child, sibling or other close family member).
- Ensures that every person associated with the APNAC avoids or manages potential conflicts of interest, and openly acknowledges potential or actual conflicts of interest.
- Ensures that Board Members declare their financial and non-financial interests, which may potentially lead to or conceivably be perceived as a conflict of interest. The regularly updated Register of Interests of Board members is posted on the APNAC's website.

- Ensures that members, employees and affiliated persons do not accept directly or indirectly any discount, gift, entertainment (invitations to dinner, cultural events, tourist visits, etc.) or favors that may influence the performance of their duties or judgment.
- Does not accept funds from donors that either are granted under condition or might impair the independence of the APNAC to pursue its mission.

#### **4. *Remunerated Work***

- Members do not get remunerated by the Organization unless they perform certain work upon permission of the Board, based on respective employment contracts.
- Staff members do not undertake paid work for other organizations unless with permission of their superior when work is related to corruption or is declared as early as practicable.
- Companies with which the APNAC's members or employees are affiliated do not perform remunerated work for the APNAC unless there is a respective contract approved by the Board.

#### **5. *Private Behavior***

- Members, employees and affiliated persons do

not get engage in any activity or transaction or acquire any position or function, whether paid or unpaid, that is incompatible with or detracts from the proper performance of their duties and might bring the APNAC as a whole into disrepute.

- Members, employees and affiliated persons do not use the APNAC's business relationships to solicit or obtain favors or improper benefits in private life.
- Members, employees and affiliated persons do not allow individual political affiliations and/or activities to unduly influence or interfere with the political neutrality that is expected of APNAC.

## **6. *Confidentiality, Transparency and Accountability***

APNAC:

- Treats information obtained within the framework of APNAC with confidentiality when its nature calls for it or when this is explicitly requested, and does not use any such information or materials to further a private interest. This obligation continues for a period of 5 years following cessation of association with APNAC.
- Is as open as possible about all decisions and

actions it takes considering the special needs for confidentiality.

- Is transparent and accountable in its relations with the government, all Members of Parliament, parties, partners, colleagues, citizens, donors and other interested parties.
- Maintains a regular financial audit performed by an independent auditing firm or respective state authorities.
- Fulfills all legal financial management and reporting in accordance with the requirements of the legislation of the Republic of Kenya.
- Accurately and promptly submits project program and financial reports to donors in compliance with the terms of their grants.

## **7. *Cooperation and Network***

APNAC:

- Supports and promotes cooperation, networking and coalition building among civil society representatives to make their efforts more effective and avoid replication of efforts.
- Fosters activities that facilitate information sharing and exchange of experiences among various stakeholders and encourage joint initiatives and projects.
- Promotes and supports effective community participation by involving beneficiaries in the

project implementation.

***E. Raising Concerns***

- Any concerns about an interpretation, application or suspected violation of the Code shall be brought to the attention of the APNAC's Chair or the Board.
- Potential conflicts interest shall be identified and declared by the person in potential conflict, or reported by others as soon as they become aware of such potential conflict of interest.
- No one shall be discriminated against or disciplined or reprimanded for reporting concerns related to violations of the APNAC Code of Conduct.
- Evaluation of a potential conflict of interest and respective actions to manage the conflict shall be made by the APNAC's Board, who shall be deemed responsible for undertaking measures to manage potential conflict of interest.
- Any conflicts within the APNAC shall be resolved in accordance with this Code of Conduct, APNAC's Charter and the legislation of the Republic of Kenya.



***F. Amendments***

- Proposed amendments to the Code shall be lodged with the Executive Director of APNAC and approved by the Biennial General Meeting.

