



# CONSTITUTION

**June 2006**

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## Preamble

We, parliamentarians present at the Regional Meeting *Strengthening the role of Parliaments in the response to HIV and AIDS* in Johannesburg, South Africa on February 24, 2006

**RESOLVE:** To establish a Coalition of African Parliamentarians on HIV and AIDS (CAPAH). This independent network of parliamentarians is dedicated to work together on HIV and AIDS efforts. CAPAH will collaborate with existing institutions and regional bodies such as SADC-PF and ECOWAS in order to ensure that the response HIV and AIDS is prioritized and monitored at national, regional and Pan African levels of governance.

**COMMIT:** To effectively promote, advance and enhance Parliaments' and Parliamentarians' participation in the fight against HIV and AIDS in Africa; to set the pace, become and provide role models, noting the critically required practical political leadership role to inspire the people in combating HIV and AIDS.

We, therefore, resolve to advance the role of political leadership in the fight against HIV and AIDS using our “people entrusted positions” and through a networking arrangement.

## Chapter One

### Article 1: Name

The name of the Coalition shall be ***Coalition of African Parliamentarians Against HIV and AIDS*** (hereinafter referred to as **CAPAH**) and shall be known by its acronym CAPAH whose official emblem is as per the title page of this document.

### Article 2: Date of Establishment

The establishment date of CAPAH is February 24, 2006.

### Article 3: Founding Document

- a) This document shall be the operating and policy document of CAPAH and shall be binding on its members.
- b) The document shall be called the ***Constitution***, sometimes referred to as the ***Charter*** of CAPAH.

### Article 4: Organizational Status

CAPAH is a Pan-African, non-political and non-profit entity.

### Article 5: Registered Office

- a) The interim Secretariat of CAPAH shall be located at the Canadian Parliamentary Centre.
- b) The permanent Secretariat of CAPAH shall be decided upon by a General Assembly.

### Article 6: Objectives

The objectives of CAPAH shall be:

- ☒ Capacity Building
  - Capacity building of MPs to effectively undertake oversight role on all HIV and AIDS matters
  - Resource mobilization and coordination from governments and the donor community at international and local levels in order to implement CAPAH activities
- ☒ Create Supportive Environments
  - Ensure prevention, care, support and impact mitigation are incorporated into national development plans including poverty reduction strategies, national budget allocations, and sectoral development plans and programs
  - Ensure multisectoral strategies and financial plans address the epidemic effectively and efficiently

- Strengthen and/or develop legislation, regulations and other measures to eliminate all forms of discrimination against people living with HIV and AIDS and members of vulnerable groups such as orphaned vulnerable children
- Facilitation of public participation in the work of parliamentarians in Africa on HIV and AIDS
- Create and ensure a supportive environment for local and national organizations to expand and strengthen partnerships, coalitions and networks in fighting HIV and AIDS

**¶ Collaboration and Partnerships**

- Foster stronger collaboration and the development of innovative partnerships between members of parliaments with civil society within the country and abroad in the fight against HIV and AIDS
- Collaborate with similar national, regional, Pan African and international coalitions

**¶ Advocacy**

- Advocate for national legal and policy frameworks that protect workplace rights and dignity of persons living with and affected by HIV and AIDS
- Stress the need for gender equality and empowerment of women as fundamental elements in the reduction of the vulnerability of women and girls to HIV and AIDS
- Confront stigma, silence and denial and ensure participation of persons living with HIV/AIDS and other vulnerable groups in strategies to address the pandemic

## Chapter Two

### Article 1: Membership

Membership of CAPAH shall comprise the following:

- a) **Founding Members** – include all African parliamentarians in attendance at the regional meeting on *Strengthening the role of Parliaments in the response to HIV and AIDS* held in Johannesburg, South Africa February 22 to 24, 2006.
- b) **Full Members** – include all African parliamentarians who are committed to the objectives of CAPAH. Applications from membership shall be made in the form prescribed by CAPAH and shall be subject to approval by the Steering Committee.
- c) **Associate Members** – include any other members of the public such as HIV/AIDS experts, former parliamentarians and legislative staff who have a vested interest in the objectives of CAPAH as well as any national, regional, pan-African and international organizations and institutions. Applications from membership shall be made in the form prescribed by CAPAH and shall be subject to approval by the Steering Committee.

### Article 2: Conditions for Membership

Conditions for membership are as follows:

- a) Individuals, organizations and institutions must accept the objectives of CAPAH as enshrined in this Constitution.
- b) Any individual, organization or institution wishing to become a member shall submit a written application to the Secretariat.
- c) Upon receipt of such applications, the Secretariat shall forward all applications that have met the requirements as prescribed by CAPAH to the Steering Committee for approval.

### Article 3: Code of Conduct and Membership Responsibility

Each member shall:

- a) Strive to behave in manner which upholds the integrity of CAPAH;
- b) Strive to strengthen the commitment and capacity of African parliamentarians in their fight against HIV and AIDS;
- c) Vote when and where called upon;
- d) Keep confidential any information classified as such by the CAPAH;

- e) Fulfill the obligations of any leadership post, elected or voted, based on the rule established under this Constitution;
- f) Contribute to CAPAH whenever possible;
- g) Observe, respect and safeguard this Constitution and any rules or by-laws made under its authority.

**Article 4: Cessation of Membership**

- a) An individual, organization or institution shall cease to be a member if:
  - i) He/she tends a letter of resignation addressed to the Chairperson at anytime;
  - ii) He/she fails to fulfill his/her obligation to CAPAH or committing an act which is in breach of the objectives of CAPAH provided the decision is taken by the Steering Committee and subject to approval by the General Assembly of CAPAH;
  - iii) He/she is convicted of a criminal offence by a competent court.
- b) If a member of CAPAH is not re-elected to the parliament of his/her country, he/she may retain membership but as an Associate Member, except for the founder members who shall be ex-officio.

## Chapter Three

### **Article 1: Administrative Organs**

a) The administrative organs of CAPAH are the General Assembly, the Steering Committee, National Chapters and the Secretariat.

1) ***General Assembly***

- i) The highest policy making and deliberative body
- ii) Shall comprise all members of the Steering Committee, national chapter representation and when possible, individual members

2) ***Steering Committee***

- i) Policy making and deliberative body between General Assemblies.
- ii) Shall be responsible for CAPAH operational and administrative issues.
- iii) Shall comprise of a Chairperson, Vice chairperson, Secretary, Vice secretary, and up to ten (10) other elected members representing Eastern, Western, Southern, Northern and Central Africa.
- iv) Shall strive to be representative of the regional, linguistic and gender distribution of its African member countries.
- v) Shall include, if required, two (2) ex-officio members from previous steering committees.
- vi) Shall have power to create sub-committees for specific tasks required.

3) ***National Chapters***

- i) Coordinate activities at the country level.

4) ***Secretariat***

- i) Implementing agency to assist with the administration of CAPAH including policies and programs.
  - ii) There shall be a CAPAH administrator to ensure its daily running.
- b) Other organs may be established at the General Assembly if required.

**Article 2: Elections of Office**

- a) For the purpose of continuity, the first Steering Committee, as elected at the Regional meeting in Johannesburg, South Africa on February 24, 2006, shall remain in office for a term of three (3) years. Thereafter, elections shall be held every two (2) years at the General Assembly of CAPAH. Outgoing Steering Committee members shall be eligible for re-election.
- b) Any person who aspires to be elected shall complete a form that shall be issued by the Secretariat.
- c) Where there is a vacancy in any of the Steering Committee leadership positions, the Steering Committee shall elect any member amongst themselves to act in the vacant post pending a formal election at the next General Assembly.
- d) Elections shall be conducted by secret ballot, based on one person one vote of the accredited delegates.

**Article 3: Office Bearers and Powers**

- a) The Office Bearers of CAPAH shall be the *Steering Committee*. In addition to all the roles hereby expressly conferred upon them and without detracting from the generality of their power under any other article, the Steering Committee shall have the following duties and responsibilities:
  - i) To act as the official spokes organ of CAPAH.
  - ii) To facilitate and promote communication between members of CAPAH.
  - iii) To expand the funds of CAPAH in such a manner as they shall consider most beneficial for the purposes of CAPAH.
  - iv) To make, and from time to time repeal or alter, regulations as to the management of CAPAH and the affairs thereof, and as to the duties of any officers or servants of CAPAH and as to the conduct of business by the Steering Committee or any sub-committee, as to any of the matters or things within the powers or under the control of the Steering Committee, provided that the same shall not be inconsistent with the Constitution.
  - v) To delegate all or any of their powers to any sub-committee.
  - vi) To discipline all employees of CAPAH, if any.
  - vii) Generally, to do all things necessary or expedient for the due conduct of the affairs of CAPAH not herein otherwise provided.

- b) The ***Chairperson*** shall chair all meetings of the General Assembly and the Steering Committee and shall in consultation with the Secretary convene all such meetings. He/she shall be the chief spokesperson of CAPAH and signatory to all agreements the CAPAH shall enter into in consultation with the Steering Committee.
- c) The ***Vice chairperson*** shall have and exercise all the powers conferred upon the Chairperson whenever the Chairperson is absent.
- d) The ***Secretary*** shall be the Secretary to the General Assembly and the Steering Committee and shall be responsible for all CAPAH documents through the Secretariat. In consultation with the Chairperson, the Secretary shall arrange and make preparations for all meetings with the help of the Secretariat.
- e) The ***Vice secretary*** shall have and exercise all the powers conferred upon the Secretary whenever the Secretary is absent.

#### **Article 4: Powers of Organs**

- a) The ***General Assembly*** shall have and exercise the following powers:
  - i) Elect the members of the Steering Committee
  - ii) Confirm the appointments of the Patron/Matron as required
  - iii) Approve the Operational Budget of CAPAH
  - iv) Examine and approve annual reports including financial reports;
  - v) Supreme authority with the final mandate in all matters related to the Constitution including ensuring the Constitution is observed, respected and protected.
  - vi) Shall meet biannually. The location of the General Assembly will rotate by region. A notice of a minimum of 45 days must be given to convene the General Assembly.
- b) The ***Steering Committee*** shall have and exercise the following powers:
  - i) Advise the General Assembly in all matters of interest to CAPAH
  - ii) Ensure CAPAH is run efficiently and effectively
  - iii) Prepare the Budget and submit it for approval at the General Assembly
  - iv) May appoint/employ the staff of CAPAH, if necessary

- v) Submit Patron/Matron of CAPAH appointments for approval at the General Assembly as required
  - vi) Shall meet at least twice a year, whenever possible or at the very least annually. The location of the Steering Committee may vary. A minimum 30 days notice must be given to convene a Steering Committee meeting.
  - vii) May convene a meeting of CAPAH or a General Assembly if deemed necessary and finances permit it
  - viii) May undertake activities for the purpose of furthering the objectives of CAPAH provided that the power to do such thing is not exclusively conferred upon some other organ or body.
- c) The *Secretariat* shall be responsible for the day-to-day activities of CAPAH and shall be accountable to the Steering Committee.

#### **Article 5: National Chapters**

- a) CAPAH National Chapters may be established in countries with one or more parliamentarian(s) holding membership in CAPAH.
- b) Members shall actively recruit new membership so as to create and strengthen CAPAH National Chapters in their countries.
- c) National Chapters shall be accountable to the Steering Committee, to the objectives of CAPAH and to its Constitution.
- d) Each National Chapter shall have a branch constitution that shall not depart from the objectives or be inconsistent with the provisions of this Constitution. The branch constitution shall be submitted to the CAPAH Secretariat.
- e) National Chapters shall seek funding to support activities which uphold the objectives of CAPAH in their country.
- f) National Chapters shall be financially self-sufficient. This may mean generating funds including an annual membership fee for subscription to be determined by National Chapter members.
- g) Each National Chapter shall identify a National Chapter Head and a corresponding contact office to facilitate communication. The National Chapter Head shall:
  - i) Be responsible for all communications with the Steering Committee and the Secretariat

- ii) Be responsible for disseminating information to the members of the National Chapter
- iii) Act as spokesperson for his/her National Chapter
- iv) Develop a support structure including a secretariat and elected executive committee at the National Chapter, wherever necessary.

## **Chapter Four**

### **Article 1: Conduct of Business at Meetings**

- a) At any Steering Committee meeting at which the Chairperson or Vice chairperson shall not take the chair, members present shall elect a member to chair.
- b) The Chairperson at the General Assembly shall be the Head or another elected representative of the CAPAH national chapter in the country where the meeting is to be held.
- c) Associate Members and Ex Officio Members may be entitled to be present and speak at any meeting but shall note have any right to vote.
- d) Any donors or well wishers of CAPAH which are not members, as the Steering Committee shall determine, may be entitled to be present and speak at any meeting but shall note have any right to vote.
- e) CAPAH Secretariat administrator and staff shall attend all meetings.

### **Article 2: Decision Making**

All decisions of CAPAH shall be reached by general consensus. When consensus cannot be reached then a vote where 51% is required will take place. No member shall have more than one vote, except when equality of votes on a division the Chairperson shall have a second casting.

## Chapter Five

### **Article 1: Financial Provisions**

- a) All monies are to be used for the fulfillment of the objectives of CAPAH.
- b) The financial year of CAPAH shall commence on January 1 of each year and end December 31.
- c) Sources of finance for CAPAH shall include the following:
  - i) Fundraising from internal and external sources
  - ii) Donations and grants
  - iii) Partnerships and agreements with funding organizations
  - iv) In-kind contributions of Parliaments
  - v) Self-generating through annual membership fees as determined by national chapters for annual membership subscription

### **Article 2: Bank Account**

- a) The CAPAH Steering Committee shall by general resolution keep a bank account at the registered office and all financial transactions shall appear in the name of CAPAH
- b) All cheques shall be signed by those duly authorised at the registered office.
- c) Bank accounts should be kept by each of the National Chapters. All financial transactions should be subject to branch constitution of that chapter.

### **Article 3: Audits and Audit Reports**

- a) The Secretariat shall keep proper records of accounts to be audited by a recognised body of Auditors and an Audit Report shall be presented before the General Assembly for approval. Income and expenditure statements shall be available for discussion at General Assembly except for extraordinary meetings.
- b) Budget and workplan shall be presented at the General Assembly by the Steering Committee for approval.

## **Chapter Six**

### **Article 1: Amendments and Repeal of Articles**

- a) This Constitution may be modified, enlarged, abridged, or added to from time to time by special resolution passed by two thirds (2/3) majority vote of members present at a general assembly provided notice of the meeting is duly served on members as required under this Constitution.
- b) Any member proposing changes in the Constitution shall do so in writing notifying the Secretary of the Steering Committee not less than twenty-one (21) days before the date of the meeting at which the changes are first to be considered.
- c) The approved changes shall be embodied in the amended constitution.

### **Article 2: Official Languages**

The Official Languages of CAPAH shall be English and French. All official documents pertaining to CAPAH shall be available in both languages.

### **Article 3: Dissolution**

CAPAH may only be dissolved by a resolution passed by a two thirds (2/3) majority of the members entitled to vote.

### **Article 4: Matters not Provided**

The Steering Committee shall decide upon any matter, which is not provided for in this Constitution, unless the Steering Committee sees it desirable and fit to forward it to the General Assembly.