



African Diaspora Forum (ADF)

NPO Number: 067-609-NPO

6, Saint Fillans Avenue, Crosby, Johannesburg 2092 SA

Tel : +2711.249.95.59 - Cell: +2782.440.87.23

Email: africandiasporaforumafw@gmail.com -

info@adf.org.za

Website : www.adf.org.za

Constitution Of The African Diaspora Forum (ADF)

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Preamble

We, members of the African Diaspora and other affected or concerned residents in South Africa, Aware that members of the African Diaspora in South Africa are currently facing rising xenophobia and that South African society is witnessing growing tension within its own communities and between non South Africans and South Africans,

Considering that members of the African Diaspora in South Africa have failed to organize themselves in the past and therefore are unable to respond to these challenges in a united and efficient way, in particular when it comes to challenging xenophobic discourses and representations, and to addressing specific political, social and economic issues that affect them and the communities they live in,

Eager to ease relationships and develop positive exchanges with South Africans,

Subscribing to values and principles enshrined in international law mainly in the Universal Declaration of Human Rights,

HAVE AGREED AS FOLLOWS:

Article 1

Definitions

In this Constitution:

"Diaspora" is understood in this constitution as a group of persons living outside of their country of origin, but keeping and building strong links with each other. The term was chosen because it conveys both the idea of mobility and of networking.

"Member of the African Diaspora" refers to any person from Africa who is not living in his / her country of origin.

"Concerned residents in South Africa" refers to South African and non-South African persons, who are not members of the African Diaspora, but who sympathise with their concerns and objectives as expressed in the African Diaspora Forum (ADF) Constitution.

"Board of Directors" means the Board of Directors constituted by article 10 of the Constitution.

"Executive Director" means the Executive Director constituted by Article 10 of the constitution.



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“Dividend” means monies usually paid to members or shareholders of an organisation that are not direct payments for goods or services rendered

Article 2

Establishment, Name and Seat of the Organisation

- 2.1. On this 26th day of June 2008 is created in Johannesburg a Non-Profit Organisation whose name is « **African Diaspora Forum** » (ADF) (hereafter referred to as the Forum)
- 2.2. The headquarter of the Forum is established in Johannesburg. It can be moved to any other location by the decision of the Forum after the Board of Directors has called a special meeting as defined in clause 14.3.
- 2.3. The Forum may establish branches in other cities of South Africa, as may be deemed necessary by the Forum after the Board of Directors has called a special meeting as defined in clause 14.3.

Article 3

Legal Status of the Organisation

- 3.1 ADF is a non-religious, non-partisan and non-violent non-profit Organisation.
- 3.2. It shall be a body corporate with perpetual succession, capable of:
 - a. acquiring and holding property separately from its members; and
 - b. suing and being sued in its own name; and
 - c. generally, subject to this Constitution, accomplishing anything that juristic persons are lawfully able to do.

Article 4

Non Profit Making Status

- 4.1 The Forum is not formed and does not exist for the purpose of carrying on any business that has as its object the making of gain or profit.
- 4.2 The income and assets of the Forum shall be applied solely for the promotion of the objectives for which it is established.



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- 4.3 The organisation may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.
- 4.4 No part of the income or assets of the Forum shall be paid, directly or indirectly, by way of dividend to any person or organisation.
- 4.5 Members or office bearers of the organisation do not have rights over any property or other assets of the organisation.

Article 5

Objectives of the Forum

- 5.1. The objectives of the Forum shall be to:
 - a. Work for an integrated society that is free of xenophobia and all other kinds of discrimination;
 - b. Promote and consolidate a Pan African forum for African residents of whatever nationality to work together to build one common voice on common issues.
- 5.2. The two main objectives mentioned in 5.1. can be detailed, inter alia, as follows:
 - a. Challenge all manifestations of xenophobia in South Africa, including:
 - i. xenophobic statements in the press and in public statements;
 - ii. legislation or practices in state structures that discriminate unfairly against non-South Africans, thereby undermining their basic human rights
 - iii. xenophobic attitudes and practices in organisations, faith-based and other institutions, institutions of learning, community structures and anywhere else where community members meet and discuss and engage in common action.
 - b. Facilitate and develop relationships, exchanges and mutual understanding between South Africans and non South African residents in South Africa through
 - i. Working at local level, through and with civil society organisations, to develop objectives and aims that are common to South Africans and to non South African residents;



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- ii. Joining South African residents in civil society organisations and forums to contribute towards their objectives of building a better society for all (e.g. Community Policing Forum, street committees, etc.);
- iii. Encouraging (and involving the Forum in) the organisation of pan African cultural events;

Article 6

Scope and Duration of Activities of the Forum

- 6.1. The Forum is created for an unlimited period. It shall carry out its activities within the national boundaries of the Republic of South Africa.
- 6.2. It shall continue to exist even when its membership changes and there are different office bearers.
- 6.3. To achieve its objectives, the Forum shall carry out awareness-raising, advocacy and litigation activities. It may, as part of these activities:
 - a. conduct studies;
 - b. organise trainings, workshops and conferences; and
 - c. carry out any other activities deemed necessary for the achievement of its objectives.

Article 7

Membership of the Forum

- 7.1. Membership of the Forum is open to any individual or organisation, which:
 - a. Is *bona fide* concerned with the fulfilment of the Forum's objectives (as listed in Article 5); and
 - b. Commits themselves to complying with the clauses as set out in this Constitution.
- 7.2. An organisation or a person that wishes to become a member of the Forum may apply to the membership and Mobilisation Commission, in writing. The Commission shall consider every such application without delay and shall notify the applicant of its decision.
- 7.3. Membership of the Forum shall come into effect from the date of notification of the Membership and Mobilisation Commission's decision as indicated in clause 7.2.



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Cessation of Membership in the Forum

- 8.1. Membership of the Forum may be terminated through resignation by a member following the procedure outlined in clause 8.2 or by a formal decision of the Board of Directors subject to the requirements set out in clause 8.3.
- 8.2. A member of the Forum may at any time resign from the Forum by written notice to the Board of Directors, provided that, in the case of an organisation, the notice has been duly authorised by the organisation's competent body. The organisation or person shall cease to be a member of the Forum with effect from the date on which it receives a notification from the Board of Directors that the resignation has been accepted.
- 8.3. The Board of Directors may temporarily or permanently terminate the membership of the Forum of an organisation or a person if:
 - a. the member has ceased to be eligible for membership by not fulfilling the requirements of clause 7.1;
 - b. the member has persistently acted in violation of the objectives and principles of the forum or has failed to uphold its responsibilities under the present constitution.

Article 9

Readmission to the Forum

- 9.1. A person or an organisation that has voluntarily ceased to be a member of the Forum may apply and be readmitted to the Forum in accordance with clause 7.2 of the present constitution.
- 9.2. A member whose membership has been terminated under clause 8.3. shall be re-admitted, subject:
 - a. to a period of exclusion of six months from the day that membership was terminated; and
 - b. to the Board of Directors being satisfied that the reasons for the termination no longer apply or will not continue to be an issue.

Article 10

Organs of the Forum

- 10.1. The Forum shall have Board of directors, Board Committee, Executive Director and Chairpersons of commissions that will manage the organization; logically the Executive Committee is legally abolished



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10.2. The Board of Directors is the highest authority of African Diaspora Forum (ADF) after AGM, it consists of a minimum of 13 Directors who are elected at the General Meeting, 2 members from 2 different African countries for each one of the 6 designed Regions, 5 regions of African Continent and 1 region representing whole Asia: SADC, EAST AFRICA, WEST AFRICA, CENTRAL AFRICA, NORTH AFRICA, ASIA and including one member representing SOUTH AFRICA as hosting country,

10.2.1 ADF Founding member should join their respective regions.

10.3. Roles and responsibilities of the Board of Directors:

- a. Govern the relationship with the Executive Director.
- b. Appoint the signatories of ADF Banking account.
- c. Evaluate and assist the Executive Director or Chairperson.
- d. Receive reports from the Executive Director.
- e. Attend to conflicts and legal issues.
- f. Provide direction for the organization.
- g. Assist the Executive Director in fundraising.
- h. Ensure Legal and Ethical Integrity and Maintain Accountability.
- i. Ensure Effective Organizational Planning.
- j. Enhance the Organization's Public Standing.
- k. Prepare the Special and the Annual General Meeting.
- l. Draft amendments of the constitution

10.4. The Board Committee shall be composed at least of: a Chairman, Deputy Chairman, Treasurer and Secretary, a maximum of 2 members can be added, they are elected by the Board of Directors. The Board committee is a working group of board members identified by the board, for the purpose of supporting and assisting the Board's work in appointing Executive Director and Commission Chairpersons.

10.5. The Executive Director shall be appointed by the Board of Directors; Job description shall be drafted separately. But indeed in general leading a large organisation such ADF requires diplomatic and leadership skills of a high level.

10.6. Roles of the Executive Director:

- a. Be responsible for overseeing the administration, programs and strategic plan of the organization. Other key duties include fundraising, marketing, and community outreach. The position reports directly to the Board of Directors.
- b. Work with the Board in order to fulfil the organization mission and fundraising.
- c. Develop resources sufficient to ensure the financial health of the organisation.



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Article 11

Structure and Organisation of the Board of Directors

- 11.1. The members of the Board of Directors shall hold office for two years for two terms, from the date of their election till the expiry date of the second term.
- 11.2. The principle of continuity should be respected when electing a new Board of Directors, i.e. at least one-third of existing office bearers should serve on the new Board of Directors, except in cases where no member wishes to stand again or there is a breakdown of confidence in the entire Board of Directors.
- 11.3. To avoid imbalances in casting in the Board of Directors meeting, same procedure like in AGM in term of the number of participants on behalf a country, equal number of votes shall be attributed to each Region; (i.e. if there are 3 members in a Region then all the Regions should have 3 votes), it is the case when a founding member joins his region.
- 11.4. Each region has 2 members from 2 different countries, to valid a participation of a region in a Board meeting; it should be represented at least by one (1) member
- 11.5. If a Board member didn't participate in 3 consecutive meetings, cease participating, resign or died, he should be co-opted by another member from the same Region.
- 11.6. The Quorum of a Board of Directors meeting should be at least 4 regions represented in the meeting.
- 11.7. Executive Director is appointed by the Board of Directors; his service can be terminated by the Board of Directors.

Article 12

General Powers and Duties of the Executive Director

Roles and responsibilities of the Executive Director:

In addition to the powers conferred upon the Executive Director elsewhere in this Constitution, the Executive Director shall:

- 12.1. Be responsible for overall policy planning, formulation and oversight of the Forum;
- 12.2. Be responsible for the safeguarding of all finances and property of the Forum;
- 12.3. Cause a proper set of books of account to be kept relevant to the affairs of the Forum;



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12.4. Appoint ad hoc task teams as may be necessary to carry out specific tasks and regulate the meetings with the commissions;

12.5. **be** the only organ of the Forum empowered to speak or make public announcements on behalf of the Forum; and

12.6. Do any and all such things as may be necessary to achieve the objectives of the Forum.

Article 13

Structure and organisation of Task Teams and Commissions

13.1. Task Teams may be created on an ad hoc basis, and are based on the voluntary participation of members.

- a. Task Teams are headed by members who commit themselves to leading a team of fellow members in pursuance of the aims and objectives of a specific Task Team.
- b. Task Teams are expected to give reports on their activities to the Executive Director.
- c. Task Teams may be dissolved by the Executive directors or by general agreement of the members of the Forum, if their aims and objectives have been fulfilled or are deemed no longer relevant or possible.

13.2. In light of the strategic objectives and in order to achieve goals, the Forum established commissions which are defined as working groups focusing on specific areas of the Forum's objectives under the supervision of the Executive Director, proposed Commissions:

- a. Commission on Anti-crime
- b. Commission on Sports, Arts, Culture
- c. Commission on Social cohesion.
- c. Commission on Media and Publicity
- d. Commission on Education and advancement
- e. Commission on Membership and Mobilization
- f. Commission on Emergency Relief.
- g. Commission on Business coordination
- h. Commission on Legal Issues
- I. Commission on Government and Political Liaison
- j. Commission on Fundraising and Finance
- k. Commission on Research and Documentation.

13.6. The heads of commissions are appointed as chairpersons of the commissions by the Board of Director and the Executive Directors.



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Article 14 Meetings of the Forum

14.1. The Board of Directors shall cause meeting with the Executive Director at least every 2 months in each calendar year and when is needed.

14.2. The Committee of The Board shall meet every month and whenever is needed

14.3. At least once of the 3 annual meetings of the Forum are to be devoted to plan, review and approve the general direction of ADF activities.

14.4. The Chairman, when so instructed in writing by a simple majority of the Board of Directors members or the Forum, shall cause a Special General Meeting of the Forum to be convened. Such a meeting shall be held no later than 30 days with a specific agenda.

14.5. Notice of an ordinary or special meeting of the Forum shall be in writing (where writing includes the use of email or SMS), specifying the date, time, place and business to be conducted at the meeting.

14.6. The Chairman shall preside over meetings of the Forum. Should he or she be absent, the meeting shall be chaired by the Deputy Chairperson. If the latter is also absent, the meeting shall select a chairperson from those attending the meeting.

14.7. The Forum shall endeavour to reach its decisions on any matter by consensus, a vote shall be taken and the matter shall be decided by a simple majority of those present and voting. In the event of an equality of votes, the Chairman shall have a casting vote in addition to a deliberative vote.

14.8. A simple majority of the Regions of the Board of Directors or simple majority of the countries members of ADF, shall constitute the required quorum for a meeting. Should such majority not be met and the meeting has to make decisions requiring a vote, the meeting shall be postponed and reconvened within two weeks. At the second meeting, the same quorum requirements will apply.

14.9. The Chairman may invite any person to attend a meeting of the Forum and take part in its deliberations. Such person shall, however, not be entitled to vote.

14.10. The Board of Directors shall regulate the manner in which the meetings of the Forum should be conducted in accordance with commonly-accepted meeting practice.

14.11. Minutes of all meetings must be kept safely and always be on hand for members to consult.



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Article 15

Annual General Meeting

15.1. The Board of Directors shall hold an Annual General Meeting each year of his mandate, in the month of June.

15.2. At least fourteen calendar days before the holding of the Annual General Meeting of the Forum, written notice shall be duly given to members and the Board Directors, specifying the date, time, place and business to be conducted at the meeting. The meeting shall not be invalidated by an inadvertent omission to give a member notice of the meeting.

15.3 At each AGM, the Executive Directors should give a full report of the Forum's activities and where the Treasurer should also deliver an audited financial report.

15.4. The financial year of the organisation ends May each year.

Article 16

Rights and Duties of members

16.1. Members have the right to participate in the work of task teams and other activities in the manner defined in this constitution and any additional rules as might be adopted from time to time.

16.2. Members have to comply with the Constitution and additional rules as well as the policies of the Forum, as introduced or amended from time to time.

16.3. Members are expected to attend Forum meetings, and if unable to do so, to send an apology.

16.4. Members may be required to pay a membership fee, such fee to be determined from time to time by a simple majority of a meeting of the Forum..

Article 17

Finances of the Forum

17.1. The income of the Forum shall be derived from contributions from its members, sponsorships

17.2. At each AGM, an audited financial report shall be presented by the Treasurer.

17.3. All monies received by or on behalf of the Forum shall, in the first instance, be paid to such bank accounts as the Treasurer shall open and operate on behalf of the Forum.

17.4. Opening ADF Banking account or Transactions on any of the Forum's bank accounts shall require minimum two signatures of the 3 office-bearers: The Chairman, the Deputy Chairman and the Treasurer.



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Article 18

Amendments to the Constitution

18.1. If the amendments of the constitution were proposed in a duly convened Annual General Meeting, adopted and supported by resolutions, the Board of Directors shall amend those provisions of this Constitution, no need to send notices.

- a. Then the amendment of the constitution should be executed and approved by the Board of Directors on behalf of the AGM

18,2 If the amendments are proposed by the Board of Directors, The AGM shall take resolutions at a duly convened meeting, the Board shall amend the provisions in question of the constitution, provided that:

- a. Notices of the proposed amendments has been given to all the members at least fourteen calendar days before the meeting
- b. Such resolution has been passed by at least two thirds of the total membership of the Board

18.3. Any proposed amendments that substantially violates the spirit, the principles and the objectives of the Forum shall be deemed to be invalid.

Article 19

Dissolution of the Forum

19.1. Any proposal for the dissolution of the Forum shall be made in writing to the Board of Director shall then convey a specific meeting to debate the issue.

19.2. The Forum shall cease to operate if at least two thirds of the total membership of the Forum, voting at a duly convened meeting of the Forum, decides that the Forum should be dissolved.

19.3. In the event of a dissolution, the assets of the Forum remaining after the discharge of its liabilities shall be disposed of by the Forum in such manner as the Forum may, by resolution determine, provided that no property whatsoever shall be given or transferred to or distributed to any individuals, but shall be given or transferred to another NGO or CBO involved in the promotion of tolerance and integration and the fight against xenophobia, and which similarly prohibits the distribution of its assets amongst its members.

Article 20

Disputes and Arbitrations



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20.1. In the event of a serious disagreement between the members of the Management Office and the Forum regarding the interpretation of this constitution then any two (2) Management Office members or any five (5) members of the Forum shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and is addressed to the Board of Directors.

20.2. The Board of Directors shall consider such declaration within two (2) weeks of receiving it. Should the Board of Directors not be able to resolve the dispute to the satisfaction of the person(s) declaring it, the dispute shall be referred either to a mediator or arbitrator

20.3. Should the dispute be referred to a mediator, the person(s) declaring the dispute and the Management Office must agree on a suitable mediator and to the costs of such mediation? A mediator may recommend an appropriate resolution of the dispute.

20.4. In the absence of agreement regarding a mediator or should mediation not resolve the dispute, the dispute shall be referred to arbitration. The arbitrator shall be such suitably qualified person/s as the person(s) declaring the dispute and the Management Office may mutually agree. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties; on the basis that a majority decision of the appointed arbitrators shall be final and binding.

20.5. The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to principles of natural justice.

20.6. The arbitrator may base her/his award not only upon the applicable law but also upon the principles of equity and fairness.

20.7. The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of Court on application by any of them.

At Johannesburg on the 28th of June 2021

N,B

We have copy on hand of this constitution:

- *Duly signed by the Chairman and the deputy Chairman.*
- *Duly certified and registered by the Department of Social Development with effect from 11-03-2022*