



CONSTITUTION

THE AFRICAN PARLIAMENTARY NETWORK ON ILLICIT FINANCIAL FLOWS AND TAXATION
(APNIFFT)



PREAMBLE

We, the members of the African Parliamentary Network on Illicit Financial Flows and Taxation (APNIFFT)

RECOGNISING THAT; In a parliamentary democracy, members of parliament, hereinafter MPs, (legislators) bear the ultimate responsibility through oversight, to hold the executive branch of government accountable on behalf of and in the best interests of the citizenry, ensuring the implementation of a just public policy that is accordingly administered;

NOTING THAT; Since APNIFFT MPs perform similar functions relating to tax, illicit financial flows, and domestic resources mobilisation, primarily as volunteers, thus without political party influence, there is a need for these MPs to be linked to pursue common goals and objectives;

RESOLVE to create a functional structure where volunteer MPs from the entire African continent can share knowledge and experience and, in so doing, strengthen their individual capacity known as the African Parliamentary Network on Illicit Financial Flows and Taxation

We do hereby-

ADOPT, ENACT and give this Constitution to ourselves and our future members.



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Acronyms

- i) APNIFFT - The African Parliamentary Network on Illicit Financial Flows and Taxation
- ii) AU - African Union
- iii) IFFs - Illicit Financial Flows
- iv) PAP - Pan-African Parliament
- v) TJNA - Tax Justice Network Africa
- vi) DRM - Domestic Resource Mobilization



PART 1: PRELIMINARY

1.0 Title:

This instrument shall be referred to as the CONSTITUTION OF THE AFRICAN PARLIAMENTARY NETWORK ON ILLICIT FINANCIAL FLOWS AND TAXATION

2.0 Name:

The name of the organisation shall be APNIFT

3.0 Location:

APNIFT shall be situated in the country where the secretariat is located, being Nairobi, Kenya.

4.0 Motto:

The motto of APNIFT shall be "Tax Justice and Domestic Resources Mobilisation in Africa in our lifetime"

5.0 Interpretation Clause:

In this Constitution, unless the context otherwise requires: -

- 5.1 **"African Parliament"** means the parliament of an African state recognised by the African Union;
- 5.2 **"APNIFT"** means the African organisation of serving and former members of parliament dedicated to the struggle against IFFs and tax, tax justice, and domestic resource mobilisation, bound by the slogan "Tax Justice and Domestic Resources Mobilisation in Africa in our Lifetime"
- 5.3 **"Extraordinary General Meeting"** means a General Meeting called other than the bi-annual General Meeting to deal with urgent matters.
- 5.4 **"General Meeting"** means the bi-annual General Meeting of the organisation.
- 5.5 **"Member"** means a member of a legislative body.
- 5.6 **"National Chairperson"** means duly elected leader of a national caucus, elected by members of the caucus.
- 5.7 **"Ordinary Resolution"** means a resolution that has been passed by a majority of the members being entitled to vote in person or through a proxy at the meetings of the organisation.
- 5.8 **"Regional Chairperson"** means duly elected regional leader of a regional caucus, elected by the national caucuses in a particular region."
- 5.9 **"Secretariat"** means the Tax Justice Network Africa.
- 5.10 **"Special Members"** means willing members of parliamentary office bearers and seconded political heads of parliaments and civil society organisations who are members of TJNA at the local level.



6.0 Aims of APNIFT:

The aims of the organisation are:

- 6.1 To organize and mobilize parliamentarians across Africa as part of the campaign against IFFs.
- 6.2 To assist APNIFT MPs in influencing national legislative and policy changes on tax justice and DRM.
- 6.3 To provide a platform for regional and continental best practices to be shared amongst APNIFT MPs.

7.0 Objectives of APNIFT:

APNIFT aims to work with TJNA to achieve the following objectives:

- 7.1 To build the institutional capacity of APNIFT MPs on the subjects of IFFs, tax justice, and DRM.
- 7.2 To break down the issues of IFFs, tax justice, and DRM governance as a body of knowledge into simple concepts, for constructive debate as well as effective legislative and policy change in African Parliaments.
- 7.3 To enhance continuous, informed MP oversight on the executive, pertaining to monetary and fiscal accountability in Africa.
- 7.4 To increase and maintain the quality and frequency of APNIFT regional dialogues, collaboration, and action on IFFs, tax justice, and DRM, culminating in the continental agenda.
- 7.5 To increase the quality and frequency of media reporting on the activities of APNIFT MPs involving IFFs, tax justice, and DRM.

8.0 Principles

APNIFT recognises as a matter of principle the following:

- 8.1. The solidarity and collaboration with the tax justice movement in Africa as part of TJNA.
- 8.2. The equality of members, both serving and former, subject to the former having joined while serving;
- 8.3. The right to membership;
- 8.4. The principles aligned to equal opportunity and diversity;
- 8.5. The law by which each national parliament is governed;
- 8.6. The laws of the PAP



9.0 Membership and Responsibilities

9.1 Register of Members

- 9.1.1 A register of members of the organisation shall be kept at the registered offices of the organisation.
- 9.1.2 The following details of the members shall be captured in the list:
 - a. The full name of the member
 - b. The address of the member, telephone number, and email address.
 - c. The date of admission and cessation of membership, should it occur.
 - d. Such other information as the Steering Council may deem necessary.

9.2 Change of information

- 9.2 Each member shall notify the Steering Council in writing of any changes in the members' details that they wish to change in the register.

9.3 Membership:

- 9.3.1. Membership of APNIFFT shall be open to any elected representatives of African parliaments who accept and commit to its Constitution.
- 9.3.2. Each member shall exercise his or her activism within the local national caucus.
- 9.3.3. Withdrawal from APNIFFT membership shall be effected by a ninety (90) day notice in writing to the Steering Council through the national and regional Caucuses.
- 9.3.4. If a member or national caucus fails to comply with the statutes/rules and regulations of APNIFFT, their membership may be suspended by the Steering Council.
- 9.3.5. The member shall be given at least seven (7) days' notice to appear at the meeting.
- 9.3.6. The notice shall indicate a brief of the issues pertaining to a member to be discussed.
- 9.3.7. The member shall be accorded a fair hearing and shall present their case.
- 9.3.8. Such order of suspension of a member shall be by way of writing a copy of which such a member shall be served.
- 9.3.9. The reasons for the suspension of such a member shall be clearly stated.
- 9.3.10. The period of suspension shall be indicated and membership shall resume automatically upon lapse; or where the Steering Council deems it necessary, the membership shall only resume subject to the member complying with the set directions.
- 9.3.11. This Constitution recognises PAP as a strategic partner.
- 9.3.12. It further recognises Special Membership Rights for willing parliamentary office bearers and seconded political heads of parliaments and special membership to include TJNA members at the local level.

9.4 Removal and cessation of membership

- 9.4.1 A member may resign from his or her membership or the organisation by giving ninety (90) days written notice to the Secretary and the resignation shall take effect immediately upon expiration of such notice or a later date provided unless the Steering Council deems otherwise.
- 9.4.2 If a member willfully refuses and or neglects to comply with the provisions of this Constitution or any regulations and by-laws made in accordance with this Constitution or in the opinion of the Steering Council is guilty of conduct unbecoming of a member or prejudicial to the interests of the organisation, the Steering Council, sitting as the



disciplinary council may by way of a two thirds or unanimous vote order the removal of such a person from the list of members.

- 9.4.3 The member shall be given at least twenty-one (21) days' notice to appear and be present at the meeting.
- 9.4.4 The notice shall indicate a brief of the issues a member is being accused of.
- 9.4.5 The member shall be accorded a fair hearing and shall present his or her case.
- 9.4.6 Such order of removal of a member shall be by way of writing a copy of which such a member shall be served.
- 9.4.7 The reasons for the removal of such a member shall be clearly stated.
- 9.4.8 The member shall be informed of the right to appeal within fourteen (14) days of the Steering Council making the order.
- 9.4.9 A member who was not present at the hearing and did not communicate to the Steering Council before the meeting shall be barred from appealing.

9.5 Responsibilities of Members

Members shall have the following responsibilities to;

- 9.5.1. Where possible, recruit and constitute a national caucus of between 10 – 15 members.
- 9.5.2. Actively participate in the activities of the national, regional, and continental APNIFFT caucuses.
- 9.5.3. Advance the struggle against IFFs, for tax justice as well DRM at their national parliament.
- 9.5.4. Initiate and propose tax law amendments to seal loopholes or new anti IFFs laws in respective parliaments.
- 9.5.5. To initiate IFF and tax justice debates in their political parties/spaces
- 9.5.6. Participate in regional and continental information exchange on subjects of common interest for best practice and benchmarking.
- 9.5.7. Collaborate with local CSOs through TJNA, for continuous support by subject matter experts and trainers as well as research resourcing and advocacy.
- 9.5.8. Co-operate with regard to reviews required by donors or other related support-providing institutions.
- 9.5.9. Commit themselves to any other activity requiring his or her involvement by the Steering Council or TJNA.



PART II: ORGANISATIONAL STRUCTURE

10.1 Section 1: The Regional Caucus:

- 10.1.1. Each national caucus will choose a chairperson (MP), a vice chairperson (MP) and a coordinator from the special members (CSO) who shall sit at the regional caucus based on the regional economic councils.
- 10.1.2. From a pool of all these leaders (3 from each country), the regional caucus will choose the chair, vice and coordinator. The national chair and the vice chairpersons will elect the chair and the vice chair. The national coordinators will also choose a coordinator for the region.
- 10.1.3. The regional chairpersons will automatically be members of the Steering Council.
- 10.1.4. The chair of the Steering Council shall be elected by the members of the Steering Council by consensus or majority vote if necessary
- 10.1.5. Once a regional chair has been elected the Steering Council chair, he/she shall relinquish his/her national and regional chairpersonship, and the two posts will be filled by other members.

10.2 Section 2: The Steering Council

Establishment of the Steering Council

- 10.2.1 There is established a Steering Council of the regional caucus which shall be the governance organ of the network: -
- 10.2.2 The Steering Council shall comprise of five (5) members in total, one (1) member per region (East, West, Central, North and South) duly elected to represent each regional caucus for regional economic blocs.
- 10.2.3 The Steering Council shall comprise of two (2) ex –officio members from TJNA.
- 10.2.4 The Executive Director of the Secretariat shall be an ex officio member of the Steering Council with no voting right and shall serve as the Secretary to the Steering Council.
- 10.2.5 The members may consider on their own motion or on recommendation of the Steering Council to revise the number of Steering Council members and shall in doing so have due regard to inter alia giving blocs with the higher number of members additional slots.
- 10.2.6 The Steering Council members with voting rights shall be in odd numbers at every particular time.
- 10.2.7 The members of the Steering Council shall in nominating individuals to conduct the affairs of the Steering Council, aspire to promote social inclusion, gender parity, fair regional balance, and inclusive representation, disregarding language barriers.

10.3 Tenure of Office

- 10.3.1 A single term of office for a Steering Council member shall be two (2) years.
- 10.3.2. A Steering Council member shall hold office for a single term and shall be eligible for re-election for one further term.
- 10.3.3 A retired member of the Steering Council is eligible to vie for re-election to the office after one (1) term has lapsed since the member's retirement from office.



10.3.4 A representative of a caucus with five members or less shall not be subject to retirement and shall be eligible for sustained re-election.

10.4 Duties and Responsibilities of the Steering Council

The Steering Council shall—

- 10.4.1. Be responsible for making decisions that shall ensure the achievement of the objectives of APNIFFT;
- 10.4.2. Be responsible for ensuring that the Secretariat implements decisions taken by the members of APNIFFT in the General Meeting;
- 10.4.3. Have general oversight of the Secretariat of the Network and provide general and strategic direction to the organisation;
- 10.4.4. Liaise with the secretariat to develop a comprehensive calendar of activities;
- 10.4.5. Help in the mobilising MPs across the continent to join the fight against IFFs;
- 10.4.6. Provide guidance on the APNIFFT agenda and participants in key meetings and gatherings;
- 10.4.7. Facilitate and promote communication between members of APNIFFT;
- 10.4.8. Develop and maintain connections with like-minded organisations, networks and donors for the growth of the network

10.5 Delegation of Power by the Steering Council

10.5.1 Subject to the articles of this Constitution, the Steering Council may, if they consider appropriate, delegate any of its duties that are conferred under these articles-

- a. to Sub-Council (s);
- b. by any means (including by power of attorney);
- c. to any extent and without territorial limit;
- d. in relation to any matter; and
- e. on any terms and conditions.

10.5.2 If the Steering Council so specifies, the delegation may authorise further delegation of the Steering Council's powers by any person to whom they are delegated.

10.5.3 The Steering Council may—

- a. revoke the delegation wholly or in part; or
- b. revoke or alter its terms and conditions.

10.6 Sub-Committees of the Steering Council

10.6.1 The members of the Steering Council may nominate from among themselves members who shall serve on the various Sub-Committees, which shall include—

- a. Executive Committee
- b. Partnerships and Programmes Committee and
- c. Any other Committee that the Steering Council deems fit to have.

10.6.2 The Steering Council may make rules providing for the conduct of business of the sub-Committee to which they have delegated any of their powers.



10.6.3 The members of the Sub-Committee of the Steering Council shall conduct the relevant businesses of the network as agents of the Steering Council.

11.0 The Executive Committee

11.1.1 The Executive Committee shall be headed by a chairperson elected by the other members of the Steering Council and shall be from the area where the office is situated.

11.1.2 The Executive Committee provides a mechanism for the Steering Council members to engage, within the limits set by this Constitution, in decision-making, oversight, and communication on important organisational matters.

11.1.3 The Executive Committee shall conduct quarterly meetings convened by the Chair of the Steering Council.

11.1.4 The function of this Committee includes—

- a. Coordination with the secretariat of TJNA.
- b. To oversee the operations of the organisation, often act on behalf of the Steering Council during on-demand activities that occur between the meetings that are later presented for full Steering Council review;

11.1.5 Partnerships and Programmes Committee

- a. The Partnerships and Programmes Committee is responsible for recruiting partners with the goal of increasing collaboration with like-minded persons and gaining support to undertake our mission.
- b. The Partnerships and Programmes Committee shall conduct quarterly meetings convened by the Chair duly elected by the members of the Steering Council.
- c. The function of the Partnerships and Programmes Committee includes—
 - i. Identifying and networking with organisations (both for and not for profit) to collaborate and partner in the delivery of programs and initiatives that are of mutual interest and benefit (strategic institutions like development finance institutions, universities, parliamentary groups, regional bodies, sub-regional economic bodies etc.
 - ii. Ensure that there is a strategic fit with the members, targeted for recruitment into APNIFFT.

11.2 Steering Council to make a decision collectively

Save and except as provided in this Constitution, a decision of the Steering Council can only be taken either by consensus or by two-thirds in the alternative.



11.3 Unanimous decisions of the Steering Council;

- 11.3.1. A decision of the Steering Council is taken in accordance with this article when all members indicate to each other (either directly or indirectly) by any means that they share a common view on a matter;
- 11.3.2. Such a decision may take the form of a resolution in writing, copies of which have been signed by each Steering Council member or to which each Member has otherwise indicated the agreement in writing.
- 11.3.3. A decision may not be taken in accordance with this article if the Steering Council members would not have formed a quorum at a meeting of Steering Council.

12.0 Steering Council Meetings

12.1 Frequency and Notices

- 12.1.1. The Council shall conduct quarterly meetings in each year.
- 12.1.2. The Council shall ensure that at least one of the meetings is a physical meeting unless prevailing circumstances otherwise prevent.
- 12.1.3. The Secretary of the Steering Council has the responsibility to convene a meeting of the Steering Council by giving notice of the meeting to the Steering Council or by authorising a representative of the Secretariat to give such notice.
- 12.1.4. A notice of meeting of the Steering Council is not effective unless it indicates—
 - a) Its proposed date and time;
 - b) Agenda of the meeting and
 - c) Where it is to take place, if it is a physical meeting or the link in case of a digital meeting.
- 12.1.5. The notice convening the meeting of the Steering Council shall be shared to each Council member via email.

12.2 Quorum for Steering Council Meetings

- 12.2.1 No agenda or vote can validly be undertaken if quorum has not been met; the only business a non-quorate meeting can engage in is to pass a resolution to convene another meeting.
- 12.2.2 The quorum for Steering Council members' meetings may be fixed from time to time by a decision of the Steering Council members, but it must be at least two-thirds (2/3) of its membership.

12.3 Who is to preside at Steering Council meetings

- 12.3.1 The Steering Council may appoint a Chairperson to preside at its meetings.
- 12.3.2 The Steering Council shall also appoint a Vice-Chairperson who shall preside at the Council meetings in the absence of the Chairperson.
- 12.3.3 The Steering Council may terminate the appointment of the presiding Council member at any time.
- 12.3.4 If both the Chairperson and the Vice-Chairperson are absent without a valid cause or are otherwise unwilling to chair the meeting, the participating Steering Council members may appoint one of them to preside over the meeting.



12.4 Conflicts of interest

12.4.1 This article applies if—

- a. A Steering Council Member or any of its associates is in any way (directly or indirectly) interested in a transaction, arrangement or contract with APNIFFT that is significant in relation to the network's business; and
- b. The Steering Council Member's interest is material.

12.4.2 The Steering Council Member must declare the nature and extent of the interest to the other members in accordance with the TJNA Conflict of Interest Policy.

12.4.3 The Steering Council Member shall not—

- a. vote in respect of the transaction, arrangement or contract in which there is a conflict of interest; or
- b. be counted for quorum purposes in respect of the transaction, arrangement or contract.

12.4.4 A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

13.0 Election of Members of the Steering Council

13.1 The members of the Steering Council shall be nominated by the General Assembly.

13.2 Upon adoption of the new Constitution, the current volunteer members of the Steering Council are eligible for nomination.

13.3 Each caucus of members shall elect representatives to the Steering Council in accordance with this Constitution.

13.4 The Election Officer shall circulate a notice convening the General Meeting on which elections shall be undertaken at least thirty (30) days before the election day; The notice shall contain: -

- a. The date of the election;
- b. The election period; and
- c. The mode of conducting elections.

13.5 The election day shall be at least fourteen (14) days before the lapse of the term of the existing Steering Council members;

13.6 A member of APNIFFT that wishes to vie for the position of Steering Council member shall submit its application to the Secretariat at least fifteen (15) days before the election day; The Election Officer shall circulate a notice containing information on the members vying for election.

13.7 The election of all Steering Council members shall be conducted on the election day during the election period;

13.8 Regional caucuses shall conduct the elections of their representatives to the Steering Council on the election day and in the election period.

13.9 The Steering Council, through the Secretariat, shall establish rules for the conduct of elections of Steering Council members.



14.0 Termination of membership of the Steering Council

A member shall cease to be a member of the Steering Council if the member—

- 14.1. Retires due to lapse of the two (2) terms in office;
- 14.2. Resigns the office of Steering Council member by a notice of resignation of not less than fourteen (14) days given to the Chairperson of the Steering Council and copied to the secretary;
- 14.3. Is declared bankrupt;
- 14.4. Is prohibited from being a member of the Steering Council by the laws of the country of the member;
- 14.5. Has been absent from three (3) consecutive meetings of the Steering Council without leave and or reasonable cause;
- 14.6. Is removed from the office of the Steering Council by an ordinary resolution of the General Assembly or
- 14.7. Is otherwise unable to discharge the functions of the office.

15.0 The Secretariat

The Tax Justice Network-Africa (TJNA) shall serve as the Secretariat of APNIFFT.

16.0 Responsibilities of the Secretariat

The secretariat shall be tasked with the following:

- 16.1. Coordinate the work-planning and implementation of activities of APNIFFT.
- 16.2. Fundraise and finance the network.
- 16.3. Budgeting and financial reporting for APNIFFT.
- 16.4. Consult with the Steering Council on strategy and management of the network.
- 16.5. Serve as the trustee of all documents and intangible assets of the network.
- 16.6. Develop policies and procedures as required by APNIFFT.
- 16.7. Provide support and other assistance needed by all bodies within the governing structure.
- 16.8. To implement the decisions taken by members of APNIFFT.
- 16.9. To circulate the notice of the General Assembly meetings to members.
- 16.10. To implement decisions taken by the Steering Council.
- 16.11. To conduct elections of the members of the Steering Council.
- 16.12. To appoint the staff of APNIFFT.
- 16.13. To facilitate the admission of new members APNIFFT.
- 16.14. To facilitate the accreditation of friends of the network and
- 16.15. To record the decisions taken by the Steering Council.

17.0 Section 3- Advisory Panel

Establishment of Advisory Panel

- 17.1 There may be established an advisory panel to be appointed by the Steering Council
- 17.2 The functions of the advisory panel include—
 - a. To render advice to the Steering Council on matters concerning APNIFFT.



- b. To bring unique knowledge, skills, and expertise which complement the existing knowledge of the Council.
- c. To facilitate in maintaining formal and visible relationships with the people who have particularly strong status including people whose terms have expired on the Council, leaders in the community and people with highly neutral skills in certain program areas.

17.3 The following shall be the limitations of the Advisory Panel:

- a. They shall have no provision for remuneration;
- b. They shall have no voting rights;
- c. They shall only attend meetings on invitation of the Steering Council and
- d. They shall have no powers to bind APNIFFT.

17.4 The removal of a member of an Advisory Panel is discretionary by an ordinary resolution of the Steering Council

18.0 Section 4- Associates of APNIFFT

Associates of APNIFFT

18.1. This refers to an individual or organisation that—

- a. Do not meet the criteria for admission as members of APNIFFT;
- b. Shall sign the pledge of friendship of APNIFFT and
- c. Have formally received the accreditation certificate from the secretariat.

19.0 Section 5- Strategic Partners of the Network

Strategic Partners of the Network

19.1 This refers to organisations that—

- a. Seek to work with the network in order to achieve the objectives of the network, but do not meet the criteria for membership of the network and
- b. May be invited to attend the meetings of the network.

PART III - MEETINGS

20.0 Section 1- General Meeting (GM)

Notice of the General Meeting

- 20.1.1 There shall be a thirty (30) day notice issued in accordance with the provisions of this Constitution.
- 20.1.2 The notice shall be accompanied by the proposed agenda and shall specify the place and the time of the meeting.
- 20.1.3 The notice of a General Meeting shall be given in any effective form of communication permitted by the Steering Council.



20.1.4 If the meeting is held in two or more places, the technology and form of communication that will be used to facilitate the meeting shall be indicated and accessed such as the links given.

20.1.5 An inadvertent omission in giving notice to a member does not invalidate a meeting held and or resolutions passed.

20.2 Number of General Meetings

20.2.1 APNIFFT shall, every two years hold a general meeting, in addition to any other meetings, and in each notice of the general meeting shall specify it as the general meeting. Twenty-four (24) months shall not elapse before a General Meeting is held.

20.3 Place and Time:

The General Meeting shall be at the time and place as specified by the Steering Council.

20.4 Powers and Responsibilities of the General Meeting:

The General Meeting shall be the supreme authority of APNIFFT and shall have the following powers and responsibilities to:

20.4.1. Take policy decisions and provide strategic direction, review progress and establish guidelines necessary to attain the objectives of APNIFFT

20.4.2. Amend the Constitution of APNIFFT provided that:

a. Amendments to the Constitution are adopted by a decision of two-thirds of the Annual Meeting.

b. Proposed amendments are submitted to the Steering Council two (2) months before the General Meeting.

20.4.3. Deal with issues not specifically provided for in this Constitution to advance the activities of APNIFFT.

20.4.4. Approve membership of APNIFFT as admitted by the Steering Council.

20.5 Meetings and Quorum

20.5.1. The General Meeting shall be held every two years, provided that on the recommendation of the Steering Council, the General Meeting may meet at any other time to consider matters of urgency, and this shall be referred to as the Extraordinary General Meeting.

20.5.2. The Steering Council shall vote, and the majority decision to have the Extraordinary General Meeting shall form the resolution to have the meeting.

20.5.3. A third of the National Caucus members or their proxies shall constitute a quorum at the General Meeting

20.5.4. No business shall be transacted at the General Meeting or the Extra General Meeting unless a quorum of members is present.

20.5.5. The Chair of the Steering Council shall be the chairperson of the General Meeting

20.5.6. In the absence of the Chair, the General Meeting shall elect one of the members to chair the meeting.

20.6 Quorum not present:

20.6.1. If a quorum is not present within half an hour from the time appointed for the meeting or a longer period as allowed by the chairperson, it shall be adjourned to the same day and time in the following week or to any other day, time, and place as determined by the Steering Council.



20.6.2. A fresh seven (7) days' notice shall be given in the manner prescribed in this Constitution.

20.6.3. However, if the meeting was one requested by members who do not attend, such a meeting shall be dissolved.

20.7 The quorum at an adjourned General Meeting or extra General Meeting:

At the adjourned meeting, members present in person or by proxy shall form a quorum.

20.8 Adjournment where a quorum is present:

20.8.1. The chairperson may, with the consent of any meeting where a quorum is present adjourn the meeting where it is deemed fit or do so if reasonably directed by the meeting to another time and place.

20.8.2. The reasons for such an adjournment must be discussed and stated out clearly in the meeting.

20.8.3. The only business that may be conducted at such a meeting is the business that was left unfinished at the meeting from which the adjournment took place.

20.8.4. Once the meeting is adjourned, another notice shall issue in the manner specified in this Constitution.

20.9 Proxies

20.9.1. At meetings, a member may vote in person or by proxy.

20.9.2. Subject to the terms of appointment, a person attending the meeting by proxy has all powers of a member, except where expressly stated to the contrary.

20.10 Appointment of Proxies

20.10.1. A member may appoint another person as their proxy to attend and vote instead of the member.

20.10.2. A proxy must be a member.

20.10.3. The document appointing a proxy must be in writing, signed by the appointing member, and submitted to the secretariat prior to the meeting for verification.

20.10.4. The appointing document shall specify the manner in which the proxy is to vote in respect of a particular resolution.

20.10.5. Except as expressly provided by the appointing document, an appointment of a proxy confers authority to do all things that the member can do in respect of the General Meeting.

20.10.6. A proxy document is invalid if it is not deposited with the Secretariat prior to a vote being taken as required by the Constitution.

20.10.7. The proxy document is invalid where the appointing member is of unsound mind, dies, or revokes the appointing document.

20.11 Voting.

20.11.1. Each valid paid-up member shall have one (1) vote at the General Meeting, which may be exercised by a show of hands or secret ballot, as will be agreed to by the GM from time to time.

20.11.2. A majority vote of the country members present is needed for a decision.

20.11.3. A country member is permitted to vote by formal written proxy.



20.12 Vote of the Chairperson or person chairing the General Meeting:

In case of an equality of votes where a quorum is an even number, the chairperson of a General Meeting or the person chairing the General Meeting is entitled to a second casting vote.

20.13 Resolution:

There shall be a resolution in writing signed by all members, excluding members given leave of absence, which shall be treated as a determination of the members passed at a meeting of the members duly convened and held.

21.0 Applicable law

The Constitution will at all times be governed by and construed in accordance with the law of the country in which the Secretariat is situated at the time at which the cause of action arises and all disputes, actions and other matters relating thereto will be determined in accordance with such law

22.0 Language Clause:

The official languages of APNIFFT shall be Kiswahili, English, French, Arabic and Portuguese, and such other languages as may be determined by the General Meeting from time to time

23.0 Amendments:

- 23.1 Whenever the Steering Council by majority resolves to amend this Constitution, the Steering Council, through the secretary, shall prepare the proposed amendments.
- 23.2 A General Meeting notice or an extraordinary General Meeting notice to discuss the amendment shall be circulated to the members of the General Meeting and shall be accompanied by the proposed amendments.
- 23.3 The proposed amendment shall require the approval of at least two-thirds of the quorum at the General Meeting.
- 23.4 No such amendment or modification shall be made with the intention to impair the operations of the secretariat and objectives of the tax justice movement.

PART IV – ADOPTION OF THE CONSTITUTION

24.0 Adoption of the Constitution:

- 24.1 The APNIFFT Constitution shall come into effect when it has been approved by the Steering Council of TJNA and adopted by the General Meeting and
- 24.2 It shall be the supreme law of the organisation and binds all members.
- 24.3 No member may claim to exercise any authority except as provided under this Constitution or any by-laws, rules or regulations.

PART V – TRANSITIONAL CLAUSE

25.0 Incumbent Steering Council

- 25.1 Upon adoption of the new Constitution, the current volunteer members of the Steering Council are eligible for nomination.



DECLARATION

WHEREAS IT IS AGREED BY ALL MEMBERS THAT THIS SHALL BE THE AUTHORITATIVE GUIDING DOCUMENT ON ALL MATTERS OF APNIFT.

Name	Position	Signature	Date.
Dr Khanyisile Litchfield Tshabalala	Chairperson		12/03/2025
Dr. Jean Galvanis M'gassiyombo	Vice Chair		15/03/2025
Hon Josephine Drabo	Regional Coordinator – West Africa		07/04/2025
Senator Lorraine Nxumalo	Regional Coordinator – Southern Africa		07/04/2025
Hon Nancy K Abisai	Regional Coordinator – Eastern Africa	Nancy Abisai	07/04/2025
Ms Chenai Mukumba	Executive Director – Tax Justice Network Africa		