



**AFRICAN FOREST FORUM (AFF)**

# **CONSTITUTION**

**April, 2024**

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**To be reworked after the document is finally approved.**

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## **PREAMBLE**

**WHEREAS** the project on Sustainable Forest Management in Africa (SFM), implemented between 2003 and 2008 in partnership with the defunct African Forest Research Network (AFORNET) then at the African Academy of Sciences (AAS), the Royal Swedish Academy of Agriculture and Forestry (KSLA), the United Nations Forum on Forests (UNFF), the African Development Bank (AfDB), the African Union Commission (AUC), the World Agroforestry Centre (ICRAF), the Centre for International Forestry Research (CIFOR), the Forestry Department of the United Nations Food and Agriculture Organisation (FAO), the World Conservation Union (IUCN) – Eastern Africa Regional Office, the Forest Stewardship Council – African Regional Office, and many national and sub-regional institutions and individuals in Africa, mobilised dialogue and actions towards sustainable forest management in African countries;

**WHEREAS** the project received overwhelming consensus response from many stakeholders in African forestry that an African Forest Forum (AFF) should be established to sustain dialogue and action on forestry and related issues in the continent;

**WHEREAS** the project consulted widely on the personality, structure, and functions of such a forum, and collated consensus positions among stakeholders engaged in these regards, including consensus on the Charter and Guidelines for Administrative and Financial Operations of the African Forest Forum;

**RECOGNISING THAT** for purposes of registering the African Forest Forum in Kenya a Constitution and not a Charter is required, the Charter was reworked into this Constitution, making the Constitution and the Guidelines Administrative and Financial Operations of the African Forest Forum the two basic instruments to initially guide the operations of the African Forest Forum;

**WHEREAS** the SFM project widely promoted the African Forest Forum electronically and through various workshops and other forms of engagement in the continent, and received over 200 individuals who expressed interest to become members of the Forum;

**NOW THEREFORE** on the strength of the Members of the Steering Committee for the SFM project who constituted Founder Members of the Forum, and whose names appear and signatures appended in Annex 1, an African Forest Forum is established as follows:

## **ARTICLE 1**

### **Interpretation**

1. General
  - (a) Any reference to this Constitution shall include any amendments or modifications thereto as may be made thereunder after the date on which this Constitution enters into force.
  - (b) Words signifying the singular number only shall include the plural number and vice versa. .
  - (c) The use of headings in this Constitution is for convenience of reference only. The headings do not confer any special meaning or emphasis whatsoever and this Constitution is to be read in its entirety. This Constitution is divided into Articles, paragraphs, sub-paragraphs, and clauses, in hierarchical order.

## 2. Definitions

Except where the context otherwise requires, the following terms shall have the following meanings:

**"AFF"** means the African Forest Forum which is established under this Constitution; hereinafter referred to as AFF;

**"Financial Year"** means, in respect of AFF, the period between the first day of the month of January and the last day of the month of December in each calendar year or such other period as may be determined by the Governing Council;

**"Founding/Founder Member"** means persons whose names and signatures appear in Annex 1 to this Constitution prior to the date upon which it enters into force;

**"Friends of African Forestry"** means non- African individuals who have worked and continue to be interested on African forestry issues or are working on such issues, and are so recognised as Friends of African Forestry by the Governing Council of AFF;

**"Geographical Sub-Regions of Africa"** means Central Africa, East Africa, North and North Eastern Africa, Southern Africa, and Western Africa.

**"Members' Forum"** means the Members' Forum referred to in Article 4 of this Constitution;

**"Member"** means any person or institution party to this Constitution and any person or institution who joins AFF in accordance with the provisions of this Constitution;

**"Person"** means a natural person.

**"Institution"** means an established organization, corporation or company, especially of a public or private character.

**"Chair and Vice Chair of the Members' Forum"** shall mean the persons elected by the Members' Forum in accordance with Article 4 (a) (3) of the Constitution to be Chair and Vice Chair of the Members' Forum.

**"Chair and Vice Chair of the Governing Council"** shall mean the persons elected by the Governing Council to be Chair and Vice Chair of the Governing Council.

**"Chair and Vice Chair of Executive Committee"** shall mean persons elected by the Executive Committee to be Chair and Vice Chair of the Executive Committee.

**"Chair and Vice Chair of any other committee"** shall mean persons elected by members of the said committee to be Chair and Vice Chair of the said committee.

**"Executive Secretary"** shall mean the Chief Executive Officer of the African Forest Forum appointed in accordance with Article 9 of this Constitution.

## ARTICLE 2

### Name and Establishment

## 1. **Name, Establishment and Domicile**

There is established an organisation to be known as The African Forest Forum (hereinafter abbreviated as AFF). AFF shall be a professional, non-political, non-governmental, objective, independent, and non-profit making international organisation.

The legal domicile of the headquarters of the African Forest Forum is in Nairobi, Kenya; AFF can also be registered and have offices in other African countries.

AFF has the legal capacity to contract and to become a member of relevant international organisations.

AFF shall upon registration in Kenya, under the provisions of The Non-Governmental Organizations Co-ordination Act of Kenya, possess legal personality both under Municipal and International law.

## 2. **Autonomy**

AFF shall be autonomous and shall enjoy professional, administrative, and financial independence in the discharge of its functions.

## 3. **Definition**

The African Forest Forum is an organisation comprised of individuals and institutions who, on their own volition, share the pursuit and commitment to improve the socio-economic wellbeing of the African people and for the stability and improvement of their environment through sustainable management, wise use, and effective conservation of the forest and tree resources on the continent.

## 4. **The Vision**

The leading forum that links and mobilises stakeholders in African forestry within and outside the continent.

## 5. **The Mission**

AFF seeks to contribute to the improvement of the livelihoods of the people of Africa and the environment they live in through sustainable management and wise use of forests and trees outside forests on the African continent.

## 6. **The Purpose**

The purpose of AFF is to provide a platform and create an enabling environment for independent and objective analysis, advocacy, and advice on all relevant policy and technical issues that contribute to achieving sustainable management, wise use and effective conservation of Africa's forests and trees outside forests as part of efforts to reduce poverty, protect the environment, and promote economic and social development in the continent.

## **ARTICLE 3**

### **Objectives and Functions**

#### **1. The main objective**

The main objective of AFF is to galvanise the African voice and opinion on issues relevant to forestry that cut across countries and regions in the continent, and to mobilise resources to facilitate addressing them, with a view of enhancing the relevance and contribution of forests and trees outside forests to the people of Africa, their national economies, and the environment.

This will be achieved by implementing the following *specific objectives*:

- 1.1 To facilitate the identification, through a collaborative approach, the priority issues in African forestry, the development of specific programmes, projects, and activities to address them;
- 1.2 To mobilise the required resources, financial and otherwise, needed for implementing identified activities;
- 1.3 To strengthen and promote networking among the many and varied stakeholders in African forestry in implementing various tasks, sharing knowledge and experiences, and increasing the impact of their efforts;
- 1.4 To promote and guide the use of knowledge generated by AFF and partners in ways that facilitate good policy formulation and effective implementation of the same, as well as in undertaking various interventions in the forestry sector;
- 1.5 To facilitate advocacy on activities that have potential to raise the profile of forestry, highlight threats to forest resources and the environment, and champion better management of African forests.

AFF shall be guided in all its decisions by the provisions of this paragraph.

#### **2. Functions**

To serve its objectives and purpose, AFF shall undertake all such activities as are conducive to the furtherance of its objectives and without limiting the generality of the foregoing, such activities may include:

2.1 To facilitate the strategic positioning of the forestry sector by:

- (i) Defining and articulating a pan-African position on new and emerging key issues at regional and global discourses to influence outcomes relevant to Africa;
- (ii) Representing, and/or supporting the representation of African forestry at relevant international and regional meetings to secure outcomes relevant to the continent.

2.2 To facilitate the delivery of advisory services and policy guidance by:

- (iii) Constituting permanent and *ad hoc* task forces, think tanks, and committees from among its membership, and even outside its membership as the situation demands, to analyse and give advice on specific issues, problems

- (iv) and potentials to influence decisions that cultivate good practices in forestry; Commissioning experts and institutions to carry out specific tasks like studies on identified priority issues to guide decision making at all levels;
- (v) Facilitating co-ordination and harmonisation of policies, related legislation, and programs in the forestry sector to eliminate redundancies, promote effectiveness and efficiency as well as impact.

### 2.3 To co-ordinate development activities by:

- (vi) Initiating and implementing identified key activities like pilot projects, in collaboration with other stakeholders including national governments , the private sector, civil society, academia, and research in addressing pan-African forestry related problems;
- (vii) Facilitating mainstreaming into national policies, plans and activities; and monitoring of implementation and impact of key decisions derived from global and pan-African discourses leading to international agreements, treaties, conventions, protocols and other international arrangements related to forestry, including the Global Objectives on Forests, the Paris Agreement, Land Degradation Neutrality, Agenda 2063, African Union Sustainable Forest Management Framework for Africa: 2020-2030.

### 2.4 To promote exchange of information, human resources, and technology by:

- (viii) Promoting awareness of, and appropriate action on key, new and emerging issues that are of regional and global nature in forestry and those related to the sector such as climate change, forest certification, forest carbon trade, participatory forest management, value addition, trade in timber and non-timber forest products, circular bioeconomy, intellectual property rights, bio-piracy and the various conventions, treaties, protocols, legislation and international agreements relevant to forestry;
- (ix) Collating, documenting, and disseminating lessons and best practices in forestry that can inform decision making and also facilitate upscaling of the same;
- (x) Preparing, publishing and issuing reports, publications, and other relevant materials emanating from the work of AFF and its partners to facilitate decision making and uptake of the same;
- (xi) Providing a systematic information base on forests and trees in Africa to facilitate exchange of information and experiences, as well as instituting a monitoring and evaluation mechanism for developments relevant to forest resources to improve development of plans and activities;
- (xii) Developing and maintaining an updated data base of relevant stakeholders in forestry to facilitate exchange of information and experiences, as well as support recruitment of experts to undertake the work of AFF;
- (xiii) Facilitating the organisation of meetings of relevant stakeholders at sub-regional level with a view of developing and enhancing sub-regional co-operation in forestry;
- (xiv) Organising relevant workshops, seminars, webinars, and conferences for exchange of information and experiences useful for decision making and uptake of new information to improve plans and activities.
- (xv) Maintaining a robust and effective website and social media presence to facilitate sharing of information, monitoring uptake of information, gauging stakeholders' interests, and other relevant information discerned from web metrics

2.5 To support advocacy activities by liaising and building coalitions with relevant advocacy groups from within and outside Africa in order to:

- (xvi) Raise public interest and action on forestry and related issues;
- (xvii) Mobilise attention and resources to key issues related to forestry;
- (xviii) Highlight threats to and opportunities relevant to forests and tree resources;
- (xix) Promote the benefits of forestry;
- (xx) Facilitate co-operation between primary forestry production, the industry (secondary and tertiary forest production), and the ultimate consumers of timber and non-timber products and services; in other words, promote collaboration among actors along the value chain;
- (xxi) Promote better tree and forest management, harvesting, and wise use of forest and tree resources on the African continent.

2.6 To facilitate the mobilisation of resources by:

- (xxii) Raising funds in support of the activities of AFF from various sources, including but not limited to:
  - Donations from supporting agencies;
  - Endowment funds;
  - Overheads on project activities;
  - Contributions from the forestry sector in Africa;
  - Grants and financial assistance from institutions involved in the field of natural resource management;
  - Payments from commissioned studies, papers, and other publications;
  - Subscriptions from members in form of AFF membership fees, donations and grants.
- (iii) Develop strategic partnerships with international, regional, and sub-regional institutions in order to mobilise resources, knowledge, expertise, and experience relevant to African forests, as well as work together on mutually agreed tasks

## **ARTICLE 4**

### **Membership and Governance**

#### **1. 4.1 Membership**

- (a) Membership in AFF shall be open to persons and institutions engaged in management, research and education in forestry and other pursuits relevant to achieving the objectives of AFF such as Forest Industry-Production-Processing.
- (b) Membership in AFF shall be acquired upon application to and approval by the Governing Council of AFF
- (c) Membership in AFF shall be held in the name of a person and institution.

#### **4.1.1 Categories of Memberships**

*(a) Founding Members*



These shall be the members whose names and signatures appear in Annex 1 of this Constitution.

Their rights and obligations shall be the same as the rights and obligations of ordinary members.

They shall nominate members to the first Governing Council

*(b) Ordinary Members*

These shall be individuals who apply for membership and the application is accepted by the Governing Council after the date upon which the Constitution will have entered into force. They shall have voting rights.

*(c) Institutional Members*

These shall be institutions which apply for membership and the application is accepted by the Governing Council after the date upon which the Constitution will have entered into force. They shall have voting rights.

*(d) Associate Members*

This category of membership is open to students who are beginning their training in forestry and related fields who apply for membership and the application is accepted by the Governing Council after the date upon which the Constitution will have entered into force. Associate membership ceases when their studies are completed and therefore become ordinary members. Associate members shall not be entitled to the full rights and privileges as that of ordinary members and institutional members. They shall have an observer status.

*(c) ( e) Honorary Members*

These shall be individuals who are admitted as Honorary Members at the discretion of the Governing Council by reason of their relevant expertise and professional contributions to African forestry. They shall have an observer status.

**(f) Life Members**

These shall be ordinary and institutional members who prefer to make one off lumpsum payment as membership fees. This may also be by upgrading of membership status.

The Forum may invite and grant *observer status* to any organisation or institution which promotes and supports the goal of AFF from within and outside Africa to specific meetings and activities.

Observers do not have voting rights.

**4.1.2. Obligations of members**

Members are expected to live to the aspirations of AFF by at least demonstrating the following:

1. Actively participating in meetings of the Members' Forum;
2. Pay membership fees, as applicable;
3. Promoting AFF in their places of work;

4. Actively participating in activities implemented by AFF as consultants, experts, interns and other capacities;
5. Recruiting other people and institutions to join AFF;
6. Facilitating mobilisation of resources for implementing forestry and related activities, including those implemented by AFF;
7. Facilitating sharing of knowledge products and other information generated by AFF;
8. Facilitating mainstreaming new information in their activities and upscaling activities based on information generated by AFF;
9. Linking AFF to institutions (government and non-government, financial and others) that could collaborate with AFF in executing its mandate;
10. Providing regular objective feedback to the AFF Secretariat on AFF activities .
11. Providing quality outputs to work that AFF commissions/engages a member to undertake and in an efficient manner.

#### **4.1.3. Register of Members**

AFF will maintain at its Secretariat and such other place as the Governing Council may direct, a Register of Members. The said Register shall contain the following particulars:

- Full names of the member;
- Full mailing details of the member;
- Telephone, and email contact;
- Academic qualifications of the member;
- Member's profession and occupation;
- Member's employer where applicable;
- The member's area of interest in forestry;
- The date of member's application for membership;
- The date that the application for membership was approved.

#### **4.1.4. Cessation of Membership**

Cessation of membership shall take place in any of the following ways:

1. A member may withdraw membership from AFF at any time by giving a written notice to the Executive Secretary of AFF;
2. Upon death;
3. Upon the member failing to pay membership fees, when applicable, for two consecutive years;
4. In the event that the Governing Council upon recommendation of the Executive Committee decides, by resolution, to terminate the membership of a member.
5. A member who fails, without notification to the Executive Secretary, to participate in two consecutive meetings of the Members' Forum shall be assumed to be inactive and receive a notification.

Upon withdrawal or termination of membership, the member's name shall be removed from the Register of Members without any refund of any subscription or donations made.

#### **4.1.5. Membership fees**

The Governing Council shall determine the annual membership fees payable by Ordinary and Institutional members, as well as Life members. The fees shall be revised regularly as dictated by prevailing circumstances.

## **4.2. The powers of the Forum**

AFF is hereby authorised and empowered, for the purposes of this Constitution, to exercise any or all of the following powers:

- (a) Enter into contracts and agreements with national governments, national and international institutions in public and private sectors, civil society organisations, and individuals that are conducive to its objectives.
- (b) Receive, acquire, or obtain from national governments, national and international institutions in public and private sectors, civil society organisations, trusts, firms, foundations, individuals, and any other relevant entity grants, donations, rights, privileges, charters, licences, decrees, royalties, fees, and any other resources that it may think desirable to carry out its mandate. The Governing Council reserves its right to reject any grants.
- (c) Acquire and hold property or any interest therein; and alter, improve, extend, add to, repair, replace and dispose all or a portion of it without hindrance.
- (d) Employ persons at its Secretariat and for its other activities.
- (e) Do and perform all acts and things necessary, expedient, suitable or proper for the furtherance, accomplishment or attainment of its mission.
- (f) Ensure that no part of its income and other property accrue to the benefit of, or be distributable to its members, office bearers, or other persons, except that AFF shall authorise the payment of reasonable compensation for contracted services and token payment to members of its governance organs when attending meetings in appreciation of their contributions .
- (g) Institute and act in legal proceedings.

## **4.3. The governance organs of AFF are:**

The Members' Forum;  
 The Governing Council;  
 The Executive Committee; and,  
 The Secretariat;

### **4.3.1 The Members' Forum**

The Members' Forum of AFF shall be constituted by the entire membership of AFF. This is equivalent to the General Assembly in similar institutions.

Subject to the provisions of this Constitution, as the apex organ of the AFF, the powers of the Members' Forum are, among other things, to ratify this Constitution and amendments made to it from time to time.

#### *(a) Functions and Powers*

In addition to the other functions and powers set out and conferred upon it by this Constitution, the Members' Forum shall have the power to:

- (i) Consider statutory reports and any other matters which the Governing Council may refer to it, and *vice versa*;
- (ii) Generally provide broad guidance to the Governing Council in the discharge of its functions;
- (iii) Perform such other functions and exercise such other powers as may be incidental or conducive to the discharge of any of the functions or exercise of any of the powers provided under this Constitution.

(b) *Delegation of Powers*

Subject to this Constitution, the Members' Forum may, by resolution, either generally or in any particular case, delegate to the Governing Council the exercise of any of its powers or the performance of any of its functions under this Constitution.

(c) *Chair of the Members' Forum*

The Chair and Vice Chair of the Members' Forum shall be elected by the Members' Forum and shall hold office for three years , renewable only once. The Chair and Vice Chair shall be members of the Governing Council.

(d) *Meetings*

The Members' Forum shall meet every three years, preferably electronically, and may hold extraordinary meetings at the request of any Member, provided that such a request is supported by at least one-third of the Members.

Also the Governing Council may call a meeting of the Member's Forum when necessary. All meetings of the Members' Forum shall be held at a place and in a manner determined by the Governing Council. The Executive Secretary shall be the Secretary to the Members' Forum.

(e) *Quorum*

For the purposes of transacting any business under this Constitution, thirty percent of the Members participating in a meeting shall constitute the quorum for a face-to-face meeting of the Members' Forum. For a meeting held electronically all the members responding electronically to a call for a meeting shall constitute the quorum for a meeting of the Members' Forum.

(f) *Voting*

Every member of the Forum shall have one vote. , provided that when any matter affecting a member personally comes before the meeting, although he may be present at it, he shall not be entitled to vote on the question and the Chair may require him to withdraw during the discussion, and he shall, in that case, withdraw accordingly.

At a meeting of the Members' Forum, a resolution put to vote shall be decided by a simple majority of those participating in the meeting provided that the said meeting has the requisite quorum.

In case of an equality of votes, the Chair shall be entitled to a second or casting vote.

(g) *Rules, Regulations and Procedure*

Subject to this Constitution, the Members' Forum is hereby empowered, either on its own motion or on the recommendation of the Governing Council, to make rules and regulations prescribing for matters that are required or permitted by this Constitution to be prescribed or are necessary or convenient to be prescribed for giving full effect to the provisions of this Constitution, including, without limiting the generality of the foregoing, its own procedure.

#### **a) 4.3.2 The Governing Council**

The Governing Council shall be constituted by *twenty-two (22) members* made up as follows:

- i) The Chair of the Governing Council who shall be from the African Continent;
- ii) The Vice-Chair of the Governing Council who shall be from the African continent;
- iii) Ten (10 ) individuals from the African Continent, equally and equitably drawn from the five geographical sub-regions, and from which the Chair is elected;
- iv) The Vice Chair is elected from the other members
- v) Two (2) individuals from outside the African continent (representing the Friends of African Forestry);
- vi) Two (2) individuals representing civil society organizations;
- vii) Two (2) individuals representing the private sector in forestry;
- viii) One (1) individual representing academia
- ix) One (1) individual representing research;
- x) Two (2) individuals from media;
- xi) One (1) individual representing women
- xii) One (1) individual representing youth.
- xiii) The Executive Secretary who shall also serve as a Secretary in the Forum meetings and shall be an *ex-officio* member.

The Governing Council may invite and grant observer status, to specific meetings and activities, any organisation or institution which promotes and supports the goal of AFF from within and outside Africa.

Subject to the provisions of this Constitution, the policy and direction of the affairs of AFF shall be vested in the Governing Council and without prejudice to the foregoing generality, *the functions of the Governing Council* shall be:

1. To elect Chair and Vice-Chair of the Governing Council in acting capacity when such offices fall vacant before an election;
2. Appoint members of the Executive Committee;
3. Recruit the Executive Secretary;
4. Subject to approval and ratification by the Members' Forum, formulate rules and procedures for the conduct of the Governing Council;
5. Formulate policies and procedures to guide the activities and overall development of AFF;

6. Approve and ratify agreements, contracts, policies, programmes, applications for membership, budgets, membership fees, seat of the AFF, and the Constitution and amendments thereto;
7. Receive, review, and make decisions on submissions from the Executive Committee, the Secretariat, and its other committees;
8. Evaluate, approve, and monitor the work of the Executive Committee, its other committees and the Secretariat;
9. Make rules and regulations, and set guidelines with respect to financial management and procurement activities of AFF;
10. Appoint external auditors to undertake annual financial audits of the accounts of AFF;
11. Appoint independent consultants to undertake systems audit and a general audit of the activities of AFF, preferably every five years or as the situation demands;
12. Delegate to the Executive Committee or any other Committee it may appoint, such powers and functions as may be deemed necessary and practical for the effective and efficient implementation of the functions and objectives of AFF;
13. Subject to approval by the Members' Forum, to undertake any other functions that may be necessary and appropriate to achieve the objects of AFF;
14. To furnish annual reports to the Non-Governmental Organisation Board of Kenya on or before 31<sup>st</sup> May in every year, or at any other date this Board may determine;
15. To furnish annual financial and technical reports of the activities of AFF to donors and other stakeholders as might be necessary;
16. To organise and implement meetings of Members' Forum as provided for in this Constitution; and
17. Any other activities as might be decided by the Members' Forum.

#### **b) 4.3.3 The Executive Committee**

The Executive Committee shall be a sub-committee of the Governing Council and its composition, membership, powers, and functions shall be decided by the Governing Council.

Apart from functions that may be delegated by the Governing Council, the Executive Committee shall.:

1. Recommend to the GC draft rules and procedures for the conduct of AFF.

2. Recommend to the GC draft policies and procedures to guide the activities and overall development of AFF.
3. Recommend, and where necessary approve, for later ratification by the GC, agreements, contracts, policies, procedures, programmes, and applications for membership.
4. Oversee the work of the Secretariat, including evaluation and monitoring.
5. Cultivate, with the Secretariat, relevant partners for AFF.
6. Ensure that all relevant statutory requirements for an international NGO based in Kenya, including financial requirements, are complied with.
7. Initiate, as appropriate, activities that will contribute to the achievement of the objectives of the AFF and submit to the GC for approval.
8. Undertake any other functions that may be necessary and appropriate to achieve the objects of AFF, subject to approval by the GC.

**c) 4.3.4 Rotation, Vacancies, Resignations and Termination of Members in the Governing Council and the Executive Committee**

Voting Members of the Governing Council and the Executive Committee shall, in principle, hold tenure for a maximum of five consecutive years that can be extended by the Governing Council when necessary.

*(a). Rotation of Members in the Governing Council and Executive Committee*

- i. At the end of the first five years, a number of members of the Governing Council and the Executive Committee, not exceeding one-third, shall retire from office. An office bearer member of the Governing Council and Executive Committee retiring at a meeting shall retain office until the close or adjournment of that meeting;
- ii. The Governing Council and Executive Committee shall establish the criteria to identify who to retire at their subsequent meetings and how to replace them;
- iii. The Chair and Vice-Chair of the Governing Council, and the Chair and Vice-Chair of the Executive Committee shall each hold office for a period of five consecutive years and may be re-elected, only once, for a period of three years. The Governing Council may extend this period when necessary.

*(b) Vacancies in the Governing Council*

- i. The offices of the Chair and Vice-Chair of the Governing Council and those of the Chair and Vice Chair of the Executive Committee become vacant if:
  1. The office bearer ceases to be a member of AFF;
  2. The office bearer voluntarily resigns from the Governing Council or Executive Committee;
  3. The office bearer becomes grossly incompetent and the Governing Council votes him/her out;
  4. The office bearer becomes incapable of performing by reason of mental disorder;
  5. The office bearer dies.
- ii. A vacancy in any of the offices shall be filled at the Governing Council and/or the Executive Committee meeting where this vacancy is recognised and accepted.

*(c) Resignation from the Governing Council and the Executive Committee*

A Governing Council or Executive Committee member may resign at any time by giving written notice to the Chair of the Governing Council. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Chair of the Governing Council. The resignation letter will be tabled at the following meeting of the Governing Council which will then decide on it.

*(d) Termination of the tenure of the members of the Governing Council and Executive Committee*

Members of the Governing Council and the Executive Committee may only be removed on grounds that the Governing Council finds legitimate.

**d) 4.3.5 Meetings of the Governing Council and the Executive Committee**

1. The Governing Council and the Executive Committee shall decide on the procedures for conducting their meetings. The Governing Council shall endorse the procedure adopted by the Executive Committee.
2. The Executive Committee shall hold its meetings at least twice every year while the Governing Council shall hold its meetings once every year;
3. The Governing Council and the Executive Committee may wish to hold extra-ordinary meetings when necessary, preferably electronically;
4. The quorum at the meetings of the Governing Council and the Executive Committee shall be fifty per cent (50%) of the participating members. Minutes taken at a meeting that does not meet this requirement on quorum may be ratified at a subsequent meeting;
5. In the event that the Executive Committee cannot hold two consecutive meetings that have a quorum, it shall be dissolved by the Governing Council which shall then appoint a new Executive Committee;
6. In the event that the Governing Council cannot hold two consecutive meetings that have a quorum, the Executive Committee and the voting members of the Governing Council attending the second meeting shall hold a joint meeting to reconstitute a new Governing Council;
7. The Chairs of the meetings of the Governing Council and the Executive Committee shall instruct the Executive Secretary to call for a meeting two months in advance. The agenda and documents for the meeting are to be circulated to members at least two weeks in advance of the meeting.
8. The place and time of each meeting shall be determined at the preceding meeting;
9. The Executive Secretary shall take minutes at the meetings of the Governing Council and the Executive Committee, distribute them to members and post them on the area restricted to GC and EC members on the AFF website within two weeks of the meeting. The Executive Secretary shall store the signed minutes for each meeting in files and shall also store the same electronically together with:
  - Copies of letters of appointment of officers of the Governing Council and Executive Committee signed by the Chair of the Governing Council;
  - All orders and resolutions made by the Governing Council and the Executive Committee and any other committee and signed by the Chairs of the Governing Council, the Executive Committee, and any other committee. These shall be deemed to



constitute instructions to the Secretariat. Orders and resolutions from other committees shall be channelled to the Governing Council through the Executive Committee before the same being passed to the Secretariat as instructions.

10. The approved minutes of every meeting of the Governing Council, the Executive Committee or any other committee of AFF, if signed by the Chairs of the Governing Council or the Executive Committee, or any other committee in respect of that committee's meeting shall be deemed as *prima facie* evidence of the matters stated in such minutes.

**e) 4.3.6 Officers of the Governing Council and the Executive Committee**

1. The Chair of the Governing Council will preside over all Governing Council meetings or special meetings of its members;
2. The Vice-Chair of the Governing Council shall perform the duties of the Chair when the Chair is absent and shall perform such other duties as may be assigned by the Chair;
3. The Chair and Vice-Chair of the Governing Council shall ensure that the Governing Council performs effectively its tasks as set out in this Constitution;
4. The Chair of the Executive Committee will preside over all Executive Committee meetings or special meetings of its members;
5. The Chair of the Executive Committee shall ensure that the Executive Committee performs effectively and efficiently the tasks assigned to it by the Governing Council.

**f) 4.3.7 The Secretariat**

The Secretariat shall be responsible for the day-to-day implementation of the programme of AFF, including mobilisation and coordination of members and qualified non-member experts to undertake the programme of activities that have been approved by the Governing Council and the Executive Committee.

The Secretariat shall be headed by an *Executive Secretary* whose powers and functions shall be as follows:

- a) Such powers and functions as shall from time to time be delegated by the Chair of the Governing Council;
- b) Serve as the Chief Executive Officer, official representative, and spokesperson of AFF;
- c) As the Chief Executive Officer, to provide leadership to the Secretariat and manage all resources of AFF;
- d) Ensure the efficient and effective operation of the Secretariat and utilisation of resources;
- e) Draft procedure manuals in respect of terms and conditions of employment of staff, fellows, experts and consultants ;
- f) Draft procedure manuals in respect of accounting and financial management of AFF;
- g) Draft procedure manuals in respect of procurement by AFF;
- h) Draft procedure manuals for purposes of evaluation, monitoring, and assessment of the performance of AFF;
- i) Recruit, select, appoint or recommend to the Executive Committee, staff, consultants, experts, and fellows required for the operation of AFF;
- j) Develop proposals and initiatives for funding by donors;
- k) Implement decisions of the Governing Council and the Executive Committee;
- l) Report to the Governing Council through the Executive Committee;
- m) Act as a Secretary and *ex-officio* member of the meetings of the Members' Forum, Governing Council and Executive Committee.

**g) 4.3.8 Bank Accounts**

Bank accounts held by AFF shall be titled "The African Forest Forum" and shall only be opened upon resolution of the Governing Council.

The signatories to all AFF accounts shall be the Executive Secretary and any one of the following two:

1. The Chair;
2. One other signatory duly appointed by the Governing Council.

**ARTICLE 5**

**Subscriptions**

Membership subscriptions fees shall be determined from time to time by the Governing Council.

**ARTICLE 6**

**Operations**

General

- (a) The resources and the facilities of AFF shall be used exclusively to achieve the objects, purposes, and functions specified in this Constitution.
- (b) To this end, AFF shall operate in accordance with the provisions of this Constitution and the rules and regulations, including internal operational procedures, made pursuant to this Constitution.

**ARTICLE 7**

**Intellectual Property Rights**

Subject to any other agreement between AFF and any third party, all Intellectual Property developed in the course of the execution of the objects of AFF, shall belong to AFF or be jointly owned upon terms agreed upon by the parties concerned.

**ARTICLE 8**

**Financial Provisions**

**8.1. Financial Management**

- (a) AFF shall carry out its activities in accordance with sound business and prudent financial management practices, with a view to maintaining, under all circumstances, its ability to meet its financial obligations.
- (b) AFF may invest funds not immediately needed in its operations or funds held by it, such as those in its Endowment Fund, in such investments as the

Governing Council may approve from time to time, provided that such investments shall:

- (i) not be speculative in nature;
- (ii) be such that the capital thereof is not susceptible to depreciation or otherwise at risk of loss; and
- (iii) be liquid in nature so as to ensure that funds are available to meet the financial obligations of AFF.

## **8.2. Plans of Work and Budgets**

The Executive Secretary shall prepare an annual plan of work and budget for all projects and activities of AFF for approval by the Governing Council.

## **8.3. Accounts**

AFF shall engage independent external auditors to produce annual reports which shall include statements of its accounts, AFF shall share such reports with relevant donors and the Non-Governmental Organisation Board of Kenya. The Members Forum shall be presented with key findings from such reports.

The Finance committee of the Governing Council shall annually evaluate the financial position of AFF and report the same to the Governing Council.

# **ARTICLE 9**

## **Executive Secretary**

### **9.1. Qualifications of the Executive Secretary**

The qualifications required for appointment as Executive Secretary shall be determined and prescribed by the Governing Council.

### **9.2. Conduct of the Executive Secretary**

The Executive Secretary shall not, while in office, engage in any activities that in the opinion of the Governing Council are incompatible with his/her office in AFF.

### **9.3 Tenure of Office for the Executive Secretary**

- i. The Executive Secretary shall hold office for a term of five (5) years and shall be eligible for reappointment once after the initial appointment. The Governing Council may shorten or extend this appointment period when necessary.

### **9.4 Independence**

The Executive Secretary, and staff of the AFF Secretariat, in the discharge of their functions, owe their duty exclusively to AFF; and shall neither seek, nor receive instructions in regard to the discharge thereof from any authority external to AFF. Each AFF Member shall respect the international character of this duty and shall refrain from any action to influence the Executive Secretary, or the staff of the Secretariat, in the discharge of their functions.

## **ARTICLE 10**

### **Special Committees and Working Groups**

The Governing Council may, by resolution, constitute such special committees, working groups, and task forces composed either wholly of members of the Governing Council or partly of such members and partly of other members of the Forum and any other person who are not necessarily members of the Forum provided that such persons are involved in or are interested in the mission of AFF, for such purposes and with such power as the Governing Council may determine.

Any committee so formed shall be regulated by the Governing Council.

## **ARTICLE 11**

### **Sub-Regional and Liaison Offices, National Chapters and National Associations**

The Governing Council may, in furtherance of the objects of AFF, establish:

- i. Sub-regional offices depending on the sub-regional division of the continent it finds relevant;
- ii. Liaison offices both inside and outside Africa;
- iii. There shall be an Elders Chapter of the Forum made up of accomplished and retired professionals

The Governing Council will identify effective ways and means of engaging and strengthening the national forestry associations/societies and national, sub-regional and regional forest products associations/societies in promoting forestry on the continent.

## **ARTICLE 12**

### **Relations with other Organisations and Institutions**

#### **12.1. Co-operation**

Subject to approval by the Governing Council, AFF shall establish a cooperative relationship with such National Governments, National and International, Public and Private Institutions and Agencies, Colleges, Research Institutions and Universities engaged in any activity relevant to forestry as AFF may deem necessary for the realisation of its objectives.

#### **12.2. Agreements of Co-operation**

For the purposes of paragraph 1 of this Article, AFF may, with the approval of the Governing Council, conclude agreements of co-operation with relevant institutions.

#### **12.3 Delegation of Non-core Functions**

The Governing Council may entrust some of the non-core functions of AFF to private or public institutions. In this respect, the Governing Council shall formally appoint the concerned organisation or institution by way of a written agreement.

## **ARTICLE 13**

### **Inauguration and Commencement of Operations**

#### **13.1. Appointment of the First Members of the Governing Council**

The first members of the Governing Council shall be appointed by the Founding/Founder Members of the AFF, and shall include its Chairman and Vice Chairman, until the conclusion of the term of office for the members of the first Governing Council.

#### **13.2. Commencement of Operations**

AFF shall commence operations on the date that the Governing Council first meets.

## **ARTICLE 14**

### **Suspension or Termination of Operations**

#### **14.1 Suspension of Operations**

- (a) In an emergency, the Governing Council may suspend all activities of AFF for a period not exceeding the duration of such emergency, provided that necessary arrangements shall be made for the protection of the interests of AFF and of third parties.
- (b) The decision to suspend operations shall have no effect on the obligations of the Members under this Constitution or on the obligations of AFF towards third parties.

#### **14.2 Termination of Operations and Dissolution**

Notwithstanding any provision contained in this Constitution the Members' Forum, by a resolution approved by a vote of not less than two-thirds of the participating members may decide to terminate operations and to liquidate AFF. The quorum for such meeting shall be fifty per cent of all members of the AFF.

If no quorum is obtained, the proposal to dissolve or wind up AFF shall be submitted to a further Members' Forum meeting which shall be held within three months (90 days). Notice of such meeting shall be given to all members at least twenty-eight (28) days before the date of the said meeting. The quorum of the second meeting shall be the number of members present at the meeting.

AFF shall not dissolve as a non-governmental organisation without prior consent from the Non-Governmental Organisations Coordination Board of Kenya or any other African country registered, obtained upon written application addressed to the Executive Director of the Non-Governmental Organisations Coordination Board and signed by three of the officials of AFF.

Upon dissolution of AFF, its remaining assets shall be distributed to another institution, or institutions, with similar objectives.

#### **14.3 Cessation of Activities**

Upon decision of the Members' Forum to terminate operations taken in accordance with the provisions of paragraph 2 of this Article, AFF shall forthwith cease all activities, except

those incidental to the orderly realisation, conservation, and preservation of its property and other assets, and the settlement of its obligations.

Until final settlement and distribution of property and other assets, AFF shall remain in existence and all rights and obligations of Members under this Constitution shall continue unimpaired, including, without limitation, the liability of Members for uncalled subscriptions.

#### **14.4 Discharge of Liabilities**

No distribution of property or other assets shall be made until all liabilities to creditors shall have been discharged or provided for and until the Members' Forum shall have decided to make such distribution.

For purposes of this Article "members present" and "vote" includes a member participating electronically and casting an affirmative or negative vote.

### **ARTICLE 15**

#### **Amendments**

Subject to the provisions of Regulation 21(1) of the NGO Regulations of Kenya or any other African country where it is registered, AFF may by special resolution pass, modify or repeal this Constitution or change its name, provided that no such alteration, amendment or modification shall be made which impair or prejudice the effectiveness of the prohibitions contained in this Constitution against distribution of income, property, and assets of AFF to the Members.

#### **15.1. Proposals for Amendments**

Any member may propose amendments to this Constitution. The text of any such proposed amendment shall be submitted to the Governing Council for deliberation, and, if accepted, submitted to the Members' Forum for processing.

#### **15.2 Adoption of Amendments**

Proposed amendments shall be discussed at regular or extraordinary meetings of the Members' Forum convened as provided for in Article 4 Section 4 of this Constitution.

The members shall make every effort to reach agreement on any proposed amendment by consensus. If, in the opinion of the Chair of the Members' Forum, all efforts at reaching a consensus have been exhausted, and no agreement reached, the amendment shall as a last resort be adopted by a two-thirds majority vote of the members who are participating and voting at that meeting.

The adopted amendment shall be communicated by the Chair of the Members' Forum to all members.

For purposes of this Article "present and voting" includes a member participating and casting an affirmative or negative vote.

#### **15.3 Entry into Force of Amendments**

Amendments shall enter into force fifteen days after the date of communication by the Chair.

## **ARTICLE 16**

### **Suspension and Withdrawal from Membership**

#### **16.1 Suspension from Membership**

- (a) If the Governing Council is convinced, on the recommendation of the Executive Committee, that a Member has failed to fulfil any of his obligations to AFF, that Member may be suspended by resolution of the Governing Council approved by a vote representing not less than two-thirds of the members present at the meeting.
- (b) A Member so suspended shall not be entitled to exercise any rights under this Constitution, except the right of withdrawal, but shall remain subject to all obligations.
- (c) The Governing Council may reconsider and rescind the suspension of a member by the same majority as provided in paragraph (a) of this Article.

#### **16.2 Withdrawal from Membership**

- (a) At any time from the date of registration of AFF by the Government of Kenya or any other African country where it is registered, as a Non-Governmental Organisation, any Member may withdraw from AFF by giving written notification to the Executive Secretary.
- (b) Any such withdrawal shall become effective immediately after the notification is received by the Executive Secretary.

## **ARTICLE 17**

### **Seal of the AFF**

*Pending the first meeting of the Members Forum, the determination of the mode and manner of sealing and witnessing legal instruments by the Forum shall be done in such mode and manner as shall be prescribed by the Founding Members.*

## **ARTICLE 18**

### **Custody**

The Executive Secretary, with the approval of the Governing Council, shall ensure the safe custody of the authentic text of Constitution.

## **ARTICLE 19**

### **Authentic Texts**

The original of this Constitution, duly endorsed, which is in the English language, is the authentic text, and will prevail.


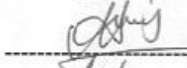
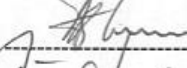


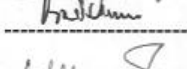


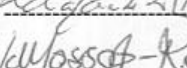
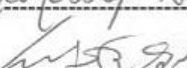
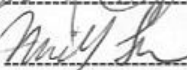
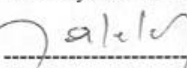
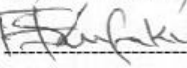


***ANNEX 1***

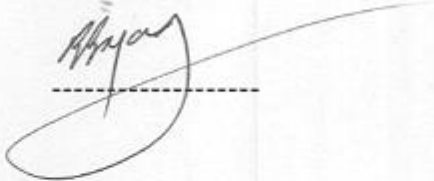


# THE AFRICAN FOREST FORUM

## FOUNDER MEMBERS

January 26, 2007, at the Hotel Intercontinental, Samburu Room,  
Nairobi, Kenya

<u>Name</u>	<u>Country</u>	<u>Signature</u>
1. Ms. Afsa Kemitale	Uganda	
2. Dr. Alice Akinyi Kaudia	Kenya	
3. Prof. August Temu	Tanzania	
4. Dr. Bjorn Lundgren	Sweden	
5. Dr. Edouard Bonkougou	Burkina Faso	
6. Prof. Fred Owino	Kenya	
7. Prof. Godwin Kowero	Tanzania	
8. Dr. Iba Kone	Cote d'Ivoire	
9. Prof. Lidia Brito	Mozambique	
10. Ms. Linda Mossop-Rousseau	South Africa	
11. Mr. Macarthy A. Oyebo	Nigeria	 26/01/07
12. Mr. Michel Laverdiere	Canada	 26/01/07
13. Dr. Sebastien Malele Mbala	D. R. Congo	 26/01/07
14. Mr. Simona Kufakwandi	Zambia	
15. Prof. Stephan Agong	Kenya	

<u>Name</u>	<u>Country</u>	<u>Signature</u>
16. Mr. Foday Bojang	Gambia	 A handwritten signature in black ink, appearing to read 'Foday Bojang', is written over a horizontal dashed line. The signature is stylized and extends to the right, crossing the vertical line of the table.