

THE FOUNDING CHARTER



'It takes a village to raise a child'

Contents

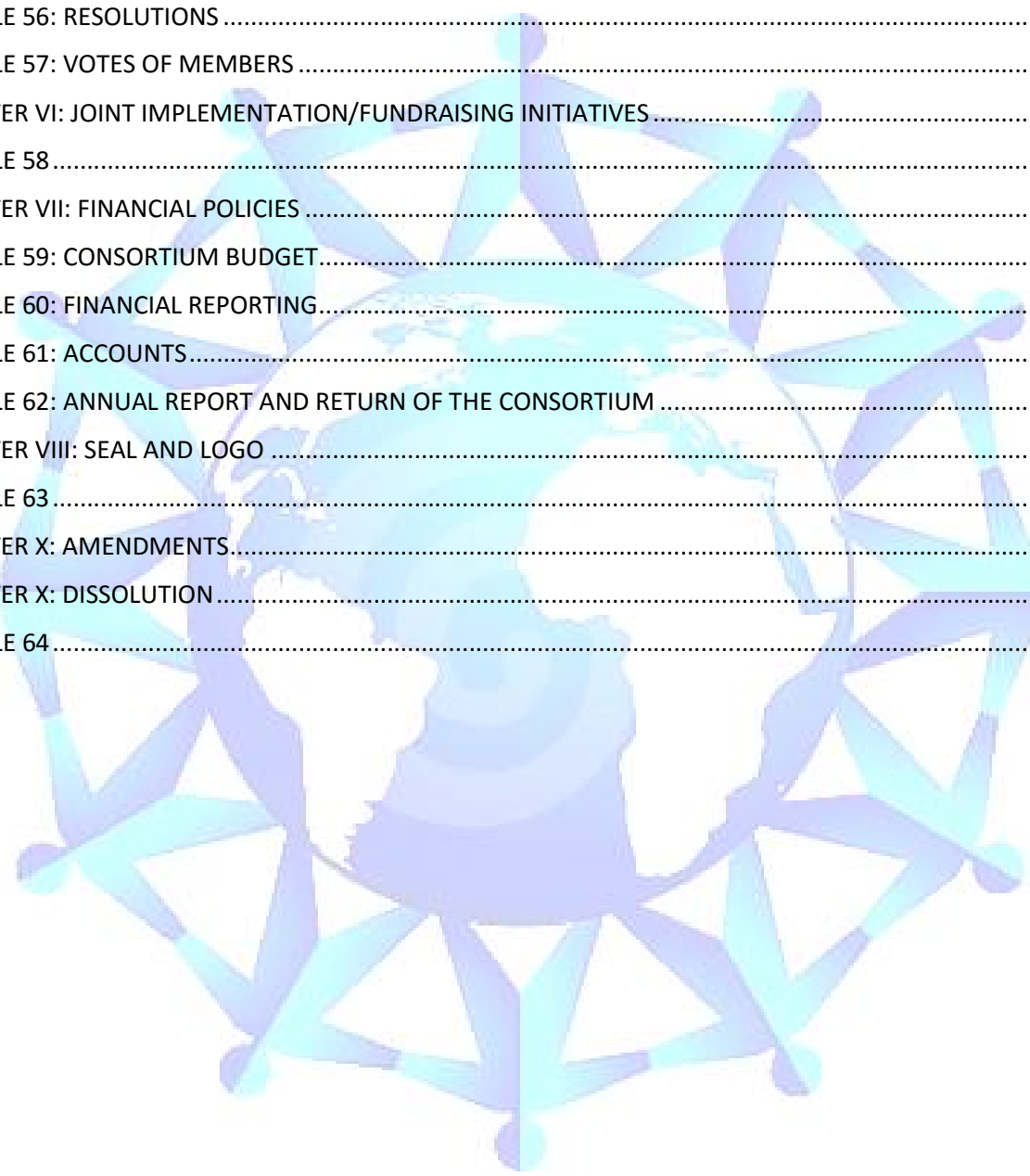
INTRODUCTION	5
VISION.....	5
MISSION.....	5
OVERALL GOAL.	5
STRATEGIC GOALS.	5
CHAPTER I: OBJECTIVES.....	6
ARTICLE 1: THE MAIN OBJECTIVE	6
ARTICLE 2: SPECIFIC OBJECTIVES.....	6
ARTICLE 3: CORE VALUES.....	7
ARTICLE 4: THEMATIC AREAS	7
ARTICLE 5: LEADERSHIP	7
ARTICLE 6: THE SECRETARIAT	8
CHAPTER II: STRUCTURE OF THE CONSORTIUM	8
THE GENERAL ASSEMBLY.....	8
ARTICLE 7: COMPOSITION.	8
ARTICLE 8: FUNCTIONS AND POWERS.....	8
ARTICLE 9: VOTING.	9
ARTICLE 10: PROCEDURE.....	10
THE BOARD OF TRUSTEES.....	10
ARTICLE 11: COMPOSITION.	10
ARTICLE 12: FUNCTIONS AND POWERS.....	10
ARTICLE 13: VOTING	11
ARTICLE 14: PROCEDURE.....	11
ARTICLE 15	11
ARTICLE 16.....	12
ARTICLE 17.....	12
ARTICLE 18.....	12
ARTICLE 19: CONSORTIUM BOARD	12
ARTICLE 20: THE CHAIRPERSON BOARD	12
ARTICLE 21: THE SECRETARY OF THE BOARD.....	13



ARTICLE 22: COMMITTEE MEMBERS.....	13
THE SECRETARIAT	14
ARTICLE 23	14
ARTICLE 24	14
ARTICLE 25	14
ARTICLE 26.....	14
ARTICLE 27	14
ARTICLE 28: THE REGIONAL COORDINATORS	15
CHAPTER III: MEMBERSHIP.....	15
ARTICLE 29.....	15
ARTICLE 30: MEMBERSHIP CRITERIA.....	16
ARTICLE 32: FULL MEMBERSHIP.....	17
ARTICLE 33: ASSOCIATE MEMBERSHIP.....	17
ARTICLE 34: OBSERVER MEMBERSHIP.....	17
ARTICLE 36: PAYMENT STRUCTURE.....	18
ARTICLE 38: POWERS OF MEMBERS.....	19
ARTICLE 39: THE APPOINTMENT OF MEMBERS.....	19
ARTICLE 40: RETIREMENT OF MEMBERS.....	20
SETTLEMENT OF DISPUTES	20
ARTICLE 41	20
ARTICLE 42	21
ARTICLE 43.....	21
ARTICLE 44	21
ARTICLE 45	21
ARTICLE 46.....	21
ARTICLE 47.....	22
ARTICLE 48.....	22
ARTICLE 49: DISMISSAL OF MEMBERS	22
CHAPTER IV: THE CHARTER REVIEW.....	23
ARTICLE 50.....	23
CHAPTER V: GENERAL MEETINGS.....	23
ARTICLE 51	23



ARTICLE 52: NOTICE OF GENERAL MEETINGS	24
ARTICLE 53: PROCEEDINGS AT GENERAL MEETINGS	24
ARTICLE 54: MODE OF VOTING	26
ARTICLE 55: APPOINTMENT AND VOTING BY PROXY.....	27
ARTICLE 56: RESOLUTIONS	29
ARTICLE 57: VOTES OF MEMBERS	29
CHAPTER VI: JOINT IMPLEMENTATION/FUNDRAISING INITIATIVES	30
ARTICLE 58.....	30
CHAPTER VII: FINANCIAL POLICIES	30
ARTICLE 59: CONSORTIUM BUDGET.....	30
ARTICLE 60: FINANCIAL REPORTING.....	30
ARTICLE 61: ACCOUNTS.....	31
ARTICLE 62: ANNUAL REPORT AND RETURN OF THE CONSORTIUM	31
CHAPTER VIII: SEAL AND LOGO	31
ARTICLE 63.....	31
CHAPTER X: AMENDMENTS.....	31
CHAPTER X: DISSOLUTION.....	32
ARTICLE 64.....	32



INTRODUCTION

International Consortium for Children (ICC) is a membership Organization of partners committed to seeing a world where children are safe, free and cared for through shaping their future, advocating for their rights and sharing in development of their communities.

The membership comprises of Non-Governmental Organizations (NGOs), Community Based Organizations (CBOs), Faith based organisations (FBOs), Network Organizations (NWOs), Think-tank/Research, Learning and Health Institutions, Trust, Foundations and Associations.

The mission and work of the consortium are guided by the objectives, programs and principles contained in this founding Charter.

VISION.

A world where children are safe, free and cared for.

MISSION.

To shape the futures of children, advocate for protection of their rights and share in the development of their communities.

OVERALL GOAL.

Improved coordination, information sharing and collective advocacy; assisting member agencies in their efforts to alleviate children's suffering and the equitable and sustainable development of their communities. Effective information collection, analysis and dissemination system put in place with respect to policy and programme issues that affect the lives of abject children globally.

STRATEGIC GOALS.

1. To contribute towards ending hunger and all forms of malnutrition amongst children around the world by 2030.
2. To contribute towards ensuring healthy lives and wellbeing amongst children around the world by 2030.



3. To ensure access to inclusive and quality education to vulnerable children for sustainable development around the world by 2030.
4. To contribute to reducing all forms of inequalities among children around the world by 2030.
5. To contribute towards poverty eradication amongst children around the world by 2030.

CHAPTER I: OBJECTIVES

ARTICLE 1: THE MAIN OBJECTIVE

To promote the efficiency and effectiveness in the charitable activities of not-for-profit member organizations, voluntary groups and bodies working for the benefit of the public in the development of opportunities for disadvantaged children and their families throughout the world.

ARTICLE 2: SPECIFIC OBJECTIVES

- i To obtain affiliation to national, regional, international bodies and institutions and to enter into memoranda of understanding, agreements or any kind of activities aimed at achieving the objects of the consortium.
- ii Provide a forum for and actively support member's activities, promote dialogue, collaboration, learning experiences and information exchange among members to achieve a common goal.
- iii To raise funds and in doing so, the Consortium shall engage in joint fund raising activities in all countries of operations to support the execution of the consortium objectives.
- iv Articulate members' concerns at local levels, National, Regional and international levels and within key coordination and policy making in respect to the national and local government policies.
- v Undertake advocacy initiatives on behalf of the membership and facilitate the advocacy initiatives of members and take child protection to the grass root.
- vi Enhance public awareness at international, regional, national and local levels on the humanitarian and development context of global children.
- vii To embrace and implement the sustainable development goal.



ARTICLE 3: CORE VALUES

1. Transparency and accountability: through our policies, structures and procedures, and in all out actions, we ensure we are transparent and accountable, answering to our members, Partners and stakeholders.
2. Upholding Humanitarian Principles: We are guided by humanitarian principles of humanity, impartiality, neutrality, and independence. We are committed to ethical and responsible actions and activities in the service of communities and people.
3. Enabling environment: We believe in enabling environment as common ground for our members to operate.
4. Identity and Collective Action: We believe in building, nurturing and identifying the power of collective action of our members to achieve common goals. In all our actions, we strive to develop our member's capacity and confidence to increase the strength of their staff and beneficiaries.

ARTICLE 4: THEMATIC AREAS

- a) Health.
- b) Education.
- c) Advocacy and child protection.
- d) Livelihoods and Food Security.
- e) Humanitarian Aid.

ARTICLE 5: LEADERSHIP

ICC is governed by the board of trustees, which makes policies and major strategic decisions for the organization and the Day-to-day operational decision-making and implementation is delegated to the Chief Executive, who, with the global management team, runs the organization. The Team oversees and manages the technical, management and finance functions, as well as programs at regional and country level.



ARTICLE 6: THE SECRETARIAT

The Secretariat is one of the main organs of ICC headed by the Chief Executive, it's organized along departmental lines, with each department or office having a distinct area of responsibility and action. All Offices and departments are coordinated to ensure cohesion as they carry out the day to day work of the Organization in offices and duty stations around the world.

CHAPTER II: STRUCTURE OF THE CONSORTIUM

THE GENERAL ASSEMBLY

ARTICLE 7: COMPOSITION.

- i The General Assembly shall consist of all the Members of the consortium.
- ii Each Member shall have not more than three representatives in the General Assembly.

ARTICLE 8: FUNCTIONS AND POWERS.

- i The General Assembly may discuss any questions or any matters within the scope of the present Charter or relating to the powers and functions of any organs provided for in the present Charter.
- ii The General Assembly may consider the general principles of co-operation in uplifting the mission statement, vision, objectives and goal of the consortium.
- iii The General Assembly shall initiate studies and make recommendations for the purpose of Promoting member co-operation in the economic, social, cultural, educational, and health fields, and assisting in the realization of human rights and fundamental freedoms for all children without distinction as to race, sex, language, or religion.
- iv The General Assembly shall receive and consider annual and special reports from the regional Board, these reports shall include an account of the activities and measures that the boards have decided upon or taken to maintain the objects for which the consortium was formed.
- v The General Assembly shall receive and consider reports from the other technical organs of the consortium.
- vi The General Assembly shall consider and approve the budget of the consortium.



- vii The expenses of the consortium shall be borne by the Members as apportioned by the General Assembly.
- viii The General Assembly shall consider and approve any financial and budgetary arrangements with specialized organizations and shall examine the administrative budgets of such specialized organizations with a view to making recommendations to the organizations concerned.
- ix The General Assembly may recommend measures for the peaceful adjustment of any situation, regardless of origin, which it deems likely to impair the general welfare or friendly relations among members, including situations resulting from a violation of the provisions of the present Charter setting fort.

ARTICLE 9: VOTING.

1. Each member of the General Assembly shall have one vote.
2. Decisions of the General Assembly on important questions shall be made by a two-thirds majority of the members present and voting. These questions shall include;
 - i Recommendations with respect to the mission statement,
 - ii Vision, objectives and goal of the consortium.
 - iii Election of the non-permanent members of the consortium.
 - iv The admission of new Members to the consortium.
 - v The suspension of the rights and privileges of membership.
 - vi The expulsion of Members.
 - vii Questions relating to the operation of the Board.
 - viii Budgetary questions.
3. A Member of the consortium which is in arrears in the payment of its membership contributions to the consortium shall have no vote in the General Assembly if the amount of its arrears equals or exceeds the amount of the contributions due from it for the preceding two full years. The General Assembly may, nevertheless, permit such a Member to vote if it is satisfied that the failure to pay is due to conditions beyond the control of the Member.



ARTICLE 10: PROCEDURE

1. The General Assembly shall meet in regular annual sessions and in such special sessions as occasion may require. Special sessions shall be convoked by the Secretary-General at the request of the Secretariat headed by the chief executive officer or of a majority of the Members of the consortium.
2. The General Assembly shall adopt its own rules of procedure. It shall elect its President for each session.
3. The General Assembly may establish such subsidiary organs as it deems necessary for the performance of its functions.

THE BOARD OF TRUSTEES

ARTICLE 11: COMPOSITION.

1. The board of trustees shall consist of all the founding Members of the consortium.
2. The General Assembly shall elect 5 other Members of the consortium to be non-permanent members of the board of trustees, due regard being specially paid, in the first instance to the contribution of Members of the consortium to uplifting of the mission statement, vision, objectives, goal and to the other purposes of the consortium and also to equitable geographical distribution.
3. The non-permanent members of the board of trustees shall be elected for a term of two years.
4. A retiring member shall not be eligible for immediate re-election.
5. Each member of the Board of Trustees shall have one representative.

ARTICLE 12: FUNCTIONS AND POWERS

1. In order to ensure prompt and effective action by the Consortium, its Members confer on the Board of Trustees primary responsibility for the uplifting of the mission statement, vision, objectives, Goal and to the other purposes of the consortium and agree that in carrying out its duties under this responsibility the Board of Trustees acts on their behalf.



2. In discharging these duties, the Board of Trustees shall act in accordance with the Purposes and Principles of the Consortium.
3. The Board of Trustees shall submit annual and, when necessary, special reports to the General Assembly for its consideration.
4. The board of trustees shall allocate resources to members who have applied for grants and oversee the implementation of these activities for which the consortium has funded
5. The Members of the Consortium agree to accept and carry out the decisions of the Board of Trustees in accordance with the present Charter.

ARTICLE 13: VOTING

1. Each member of the Board of Trustees shall have one vote.
2. Decisions of the Board of Trustees on procedural matters shall be made by an affirmative vote of 7 members.
3. Decisions of the Board of Trustees on all other matters shall be made by an affirmative vote of 7 members including the concurring votes of the permanent members.

ARTICLE 14: PROCEDURE

1. The Board of Trustees shall be so organized as to be able to function continuously. Each member of the Board of Trustees shall for this purpose be represented at all times at the seat of the consortium.
2. The Board of Trustees shall hold periodic meetings at which each of its members may, if it so desires, be represented by a member of the government or by some other specially designated representative.
3. The Board of Trustees may hold meetings at such places other than the seat of the consortium as in its judgment will best facilitate its work.

ARTICLE 15

The Board of Trustees may establish such subsidiary organs as it deems necessary for the performance of its functions.



ARTICLE 16

The Board of Trustees shall adopt its own rules of procedure, including the method of selecting its President.

ARTICLE 17

Any Member of the Consortium which is not a member of the Board of Trustees may participate, without vote, in the discussion of any question brought before the Board of Trustees whenever the latter considers that the interests of that Member are specially affected.

ARTICLE 18

Any Member of the Consortium which is not a member of the Board of Trustees or any organization which is not a Member of the Consortium, if it is a party to a dispute under consideration by the Board of Trustees, shall be invited to participate, without vote, in the discussion relating to the dispute. The Board of Trustees shall lay down such conditions as it deems just for the participation of an organization which is not a Member of the Consortium.

ARTICLE 19: CONSORTIUM BOARD

1. There shall be a board of Members to be called the Consortium Board. The Consortium Board shall consist of not less than three and not more than 15 board of members, 50% of whom shall be nationals from countries of regional cooperation.
2. The Consortium shall consider gender balance when appointing board members.
3. The Members shall elect from amongst themselves a chairperson, vice chairperson and the secretary.

ARTICLE 20: THE CHAIRPERSON BOARD

It shall be the duty of the Chairperson *inter alia* to;

- i Preside overall meetings of the Consortium.
- ii Make annual contribution to the Consortium.



- iii Be in charge of the all the Consortium's strategic interests and to generally give appropriate counsel and provide leadership as and when required, and to generally spearhead the promotion of the aims and objectives of the consortium.
- iv Be an ex-officio member of each and every committee of the Consortium.
- v Prepare and publish (on the official consortium website) a periodical newsletter of the events and financial updates and any other relevant activities carried out by the Consortium.
- vi Represent the consortium at ceremonies and functions.
- vii Perform any other tasks incidental to his/her office as Chairperson.

ARTICLE 21: THE SECRETARY OF THE BOARD

It shall be the duty of the Secretary *inter alia* to: **(Duties of the Secretary)**

- i To keep an up-to-date register of the members of the Consortium.
- ii Issue notices for all meetings of the Consortium.
- iii Convene meetings of the Consortium in consultation with the Chairperson.
- iv Prepare the agenda of all meetings of the Consortium and take record of the board proceedings including extraction of resolutions and popularizing the same among the members.
- v Receive all correspondence on behalf of the Consortium and transmit there solutions as may from time to time be passed to the concerned persons.
- vi Handle public relations of the Consortium in consultation with the Chairperson.
- vii Coordinate the day-to-day business of the Consortium.

ARTICLE 22: COMMITTEE MEMBERS

- i The Board shall appoint committees to carry out such tasks as may be agreed upon by the Board and shall report to the General meeting on the performance of such committees.
- ii Each Committee shall agree on its terms of reference, which shall be approved by the Board.



THE SECRETARIAT

ARTICLE 23

The Secretariat shall comprise a Secretary-General and such staff as the Organization may require. The Secretary-General shall be appointed by the General Assembly upon the recommendation of the board of trustees. He shall be the chief administrative officer of the consortium.

ARTICLE 24

The Secretary-General shall act in that capacity in all meetings of the General Assembly, of the Board of trustees, of the Economic and Social Council, and of the Trusteeship Council, and shall perform such other functions as are entrusted to him by these organs. The Secretary-General shall make an annual report to the General Assembly on the work of the Organization.

ARTICLE 25

The Secretary-General may bring to the attention of the Board of trustees any matter which in his opinion may threaten the maintenance of international peace and security.

ARTICLE 26

1. In the performance of their duties the Secretary-General and the staff shall not seek or receive instructions from any government or from any other authority external to the consortium. They shall refrain from any action which might reflect on their position as international officials responsible only to the consortium.
2. Each Member of the ICC undertakes to respect the exclusively international character of the responsibilities of the Secretary-General and the staff and not to seek to influence them in the discharge of their responsibilities.

ARTICLE 27

1. The staff shall be appointed by the Secretary-General under regulations established by the General Assembly.



2. Appropriate staffs shall be permanently assigned to the board of trustee and, as required, to other organs of the consortium. These staffs shall form a part of the Secretariat.
3. The paramount consideration in the employment of the staff and in the determination of the conditions of service shall be the necessity of securing the highest standards of efficiency, competence, and integrity. Due regard shall be paid to the importance of recruiting the staff on as wide a geographical basis as possible

ARTICLE 28: THE REGIONAL COORDINATORS

The Board of Members shall appoint the **Regional Coordinators** who shall be the accounting officer of the Consortium in each region and they shall report to the C.E.O (secretary general). The duty of the R. C shall include;

- i Be the custodian of all of the Consortium's financial documents.
- ii Provide a report on the state of finances of the Consortium at all consortium meetings.
- iii Be the general consortium administrator with powers to recruit the consortium staff, pay out claims (if any) to officials of the Consortium and for services rendered to the Consortium and any other legitimately incurred expenses of the Consortium.
- iv Ensure that membership fees and all other dues to the consortium are duly collected.
- v Keep a list of all the assets of the consortium.
- vi Perform such other duties as may from time to time be delegated or assigned to him/herby the Board.

CHAPTER III: MEMBERSHIP

ARTICLE 29

The membership comprises of Non-Governmental Organizations (NGOs), Community Based Organizations (CBOs), Faith based organisations (FBOs), Network Organizations (NOWs), Think-tank/Research, Learning and Health Institutions, Trust, Foundations and Associations.

Requirements;



- i Not owned or directly related to a government, any other regional/local authority, de facto authority, faction, clan or administrative group and should be independent thereof.
- ii Non-profit organizations and are self-governing.
- iii Task/process oriented and made up of people with a common interest to alleviate human suffering.
- iv NGO concerns may include: humanitarian assistance and development work, bringing citizens' concerns to governments, monitoring policy and programme implementation, implementing their own programs or through partnerships and encouraging participation of civil society stakeholders at the community level.
- v NGOs owe their existence to moral authority in that they provide much needed services, are relevant to the communities, and thus enjoy popular support.

ARTICLE 30: MEMBERSHIP CRITERIA

- i International or National NGO based on the above definition).
- ii Organizations implementing programs concerned with children either directly or through partners.
- iii Signatory to International Federation of Red Cross and Red Crescent Societies Code of Conduct and United Nations code.
- iv Committed to adhere to the vision and Mandate of international consortium for children with active participation.
- v Signatory to international Consortium for children's Charter.
- vi Not currently under suspension for fraud by any United Nations agency or not listed as a UN designated entity as verified by the UN risk management unit.
- vii Provide a full profile of their organization including budgets to the Consortium.
- viii Pay an annual membership fee.



ARTICLE 31: FOUNDING MEMBERSHIP

Members who founded the consortium and five other non-permanent members elected by the general assembly. The founding membership forms a board of trustees.

ARTICLE 32: FULL MEMBERSHIP

Full members have full voting rights and access to all services of the Consortium as outlined above. They will be listed as members on the Consortium website.

ARTICLE 33: ASSOCIATE MEMBERSHIP

- i Associate members will include individuals and development agencies.
- ii Associate members will have access to all services of the Consortium and have full voting rights.
- iii Associate Members will not be listed on the Consortium website or in any other Consortium publications unless they request otherwise in writing.
- iv Associate Members must fulfill the same criteria as Full Members and also pay the same fee as Full Members.

ARTICLE 34: OBSERVER MEMBERSHIP

- i Observers will have the right to receive information and participate in Consortium activities, including the working groups of the Consortium
- ii Circulate documents and raise issues that concern them.
- iii Request to have issues of a particular interest to them included in the agenda of Consortium meetings.
- iv Observers also have access to the confidential section of the Consortium website.
- v Observers neither have the right to vote on any issues nor the right of representation.



ARTICLE 35: MEMBERSHIP FEES

Membership fee will be paid per calendar year (Membership fees will be reviewed on an annual basis.)

Organization Annual Budget	Membership Fee
Less than \$40,000	\$500
\$40,000 - \$250,000	\$1,000
Over \$250,001	\$2,500

ARTICLE 36: PAYMENT STRUCTURE

- i Fees become due from 1st January of every calendar year for all members.
- ii Organizations wishing to join during the year, the annual fee still applies.
- iii Umbrella bodies pay a single fee for a single membership.
- iv Fees must be paid to the central Consortium account in in each country

CHAPTER IV: POLICIES & PROCEDURES

ICC is committed to instilling confidence in the public in the accountability of organizations working for and the integrity of its members in addition to protecting the reputation and good name of the Consortium.



ARTICLE 37: AUTHENTICATION OF NEW MEMBERS

The organization meeting the criteria for membership set out above may apply to the Consortium for membership. If there is a question over the eligibility of an applicant, the C.E.O together with the technical unit will review the application; also if necessary the Consortium may consult other member Organizations in the region of operations of the applying organization.

ARTICLE 38: POWERS OF MEMBERS.

- i. The Members shall manage the business of the Consortium and may exercise all the powers of the Consortium unless they are subject to any restrictions imposed by the Act or the memorandum, these articles or any special resolution.
- ii. No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Members.
- iii. Any meeting of Members at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Members.

ARTICLE 39: THE APPOINTMENT OF MEMBERS.

- i. Every Member appointed shall serve for a maximum period of one year after which they may be re-appointed for the same period.
- ii. The Consortium may by ordinary resolution;
 - a) Appoints a person who is willing to act as or to be a Member; and
 - b) Determines the rotation in which any additional Members are to retire.

No person other than a Member retiring may be appointed a Member at any general meeting unless the organization is recommended for re-election by the Members; or not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Consortium is given a notice that;

- (a) Is signed by a member entitled to vote at the meeting.
- (b) States the member's intention to propose the appointment of a person as a Member.
- (c) Contains the details that, if the person were to be appointed, the Consortium would



have to file at Registrar of Companies.

- (d) Is signed by the person who is to be proposed to show his or her willingness to be appointed.
- iii. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Member other than a Member who is to retire by rotation.
- iv. The Members may appoint a member who is willing to act in any position of the consortium.
- v. A Member appointed by a resolution of the other Members must retire at the next annual general meeting and must not be taken into account in determining the Members who are to retire by rotation.
- vi. The appointment of a Member, whether by the Consortium in general meeting or by the other Members through co-option, must not cause the number of Members to exceed any number fixed as the maximum number of Members nor that the number of any co-opted members exceed one quarter of the total number of Members at any time.

ARTICLE 40: RETIREMENT OF MEMBERS.

- i. At the first annual general meeting all the Members must retire from office unless by the close of the meeting the members have failed to elect sufficient Members to hold a quorate meeting of the Members.
- ii. At each subsequent annual general meeting all of the Members must retire from office.
- iii. All Members retiring at an AGM shall be eligible for immediate re-election or re-appointment

SETTLEMENT OF DISPUTES

ARTICLE 41

The parties to any dispute, the continuance of which is likely to endanger the uplifting of the mission statement, vision, objectives, and goal and to the other purposes of the consortium shall, first of all, seek a solution by negotiation, enquiry, mediation, conciliation, arbitration, judicial



settlement, resort to regional agencies or arrangements, or other peaceful means of their own choice.

ARTICLE 42

The Board of Trustees shall, when it deems necessary, call upon the parties to settle their dispute by such means.

ARTICLE 43

The Board of Trustees may investigate any dispute, or any situation which might lead to friction or give rise to a dispute among members, in order to determine whether the continuance of the dispute or situation is likely to endanger the purposes of the consortium.

ARTICLE 44

Any Member of the consortium may bring any dispute, or any situation of the nature referred to in this chapter to the attention of the Board of Trustees or of the General Assembly.

ARTICLE 45

An organization which is not a Member of the Consortium may bring to the attention of the Board of Trustees or of the General Assembly any dispute to which it is a party if it accepts in advance, for the purposes of the dispute, the obligations of settlement of dispute provided in the present Charter.

ARTICLE 46

The proceedings of the General Assembly in respect of matters brought to its attention under this Article will be subject to the provisions of this charter.

1. The Board of Trustees may, at any stage of a dispute of the nature or of a situation of like nature, recommend appropriate procedures or methods of adjustment.
2. The Board of Trustees should take into consideration any procedures for the settlement of the dispute which have already been adopted by the parties.



3. In making recommendations under this Article the Board of Trustees should also take into consideration that legal disputes should as a general rule be referred by the parties to the International Court of Justice in accordance with the provisions of the Statute of the Court.

ARTICLE 47

1. Should the parties to a dispute of the nature referred to in Article 46 fail to settle it by the means indicated in that Article, they shall refer it to the Board of Trustees.
2. If the Board of Trustees deems that the continuance of the dispute is in fact likely to endanger the uplifting of the mission statement, vision, objectives, and goals and to the other purposes of the consortium it shall decide whether to take action under Article 24 or to recommend such terms of settlement as it may consider appropriate.

ARTICLE 48

Without prejudice to the provisions of this chapter, the Board of Trustees may, if all the parties to any dispute so request, make recommendations to the parties with a view to a pacific settlement of the dispute.

ARTICLE 49: DISMISSAL OF MEMBERS

- i In the unfortunate event that the behavior or actions of an organization contravenes the values, mission statement, goals and membership criteria of the charter, the technical unit will review the case and identify a possible solution with the senior management of the organization in question. Consortium members will be informed of the proposed resolution and the timeframe for implementation.
- ii In a case where the proposed resolution is not amenable to the organization or failure to implement the necessary changes within a specific timeframe, such organization will be informed that its registration will be cancelled and they will be removed from all relevant communication and information circulation lists. And its membership fee shall be refunded.
- iii We recognize the ongoing policy and programme debate on aid diversion and the need for improved risk mitigation and greater aid effectiveness. Where a member organization is suspended for fraud by a recognized investigative body such as the UN Office of Internal Oversight Services (OIOS) or any UN agency or listed as a UN designated entity as verified



by the UN Risk Management Unit during the tenure of their membership or before registration with the Consortium, the organization will be suspended from the Consortium membership or membership will be denied. The organization will not receive a refund of membership fees.

- iv In the event that a member organization is accused of fraudulent practices and/or an investigation is launched or if an organization has identified possible shortcomings within its structure, policies or processes, members are invited to inform the Consortium. The Consortium is committed to its membership and will extend assistance where requested, relevant and possible to assist its members in overcoming the challenges they are facing.
- v An organization which has had its membership suspended or has been expelled may approach the Consortium to reconsider the decision. This request must be made in writing to the Consortium and technical unit. The request will be shared with all registered Consortium members, who will vote on the matter. Support of 70% of the members will be required to reinstate the organization in question. If this support is not received, the organization will not be eligible for registration until the following year when the application will be reviewed again by the technical committee.

CHAPTER IV: THE CHARTER REVIEW

ARTICLE 50

The charter review can be requested by a minimum of 30% of the membership. Support of 70% of the membership will be required for validation of a new charter.

CHAPTER V: GENERAL MEETINGS.

ARTICLE 51

1. The Consortium must hold its first annual general meeting within eighteen months after the date of its incorporation.
2. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
3. The Members may call an extraordinary general meeting at any time.



ARTICLE 52: NOTICE OF GENERAL MEETINGS

4. The minimum periods of notice required to hold a general meeting of the Consortium are;
 - i Twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution.
 - ii Fourteen clear days for all other extraordinary general meetings.
5. A general meeting may be called by shorter notice if it is so agreed;
 - i In the case of an annual general meeting, by all the members entitled to attend and vote; and
 - ii In the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting.
6. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted including the medium. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under Act and these articles.
7. The notice must be given to all the members and to the Members and auditors.
8. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Consortium.

ARTICLE 53: PROCEEDINGS AT GENERAL MEETINGS

1. No business shall be transacted at any general meeting unless a quorum is present.
2. Quorum shall be realized for a general meeting when;
 - i $\frac{2}{3}$ of members entitled to vote upon the business to be conducted at the meeting are present; or
 - ii 70% of the total membership at the time are present, whichever is the greater.



3. If a quorum is not realized within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Members shall determine.
4. The Members must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time, medium and place of the meeting.
5. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
6. The General meetings shall be chaired by the Chairperson Board of the Members or by the Vice in his or her absent.
7. If for any reasons both of them are not present within fifteen minutes of the time appointed for the meeting a Member nominated by the Members shall chair the meeting.
8. If there is only one Member present and willing to act, he or she shall chair the meeting.
9. If no Member is present or the present ones are not willing to chair the meeting within fifteen minutes of the appointed time for holding it, the members present in person or by proxy and entitled to vote must choose one of their member to chair the meeting.
10. The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
11. The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
12. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
13. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.



ARTICLE 54: MODE OF VOTING

1. A quorum of at least 50% of the membership is required for a vote to take place. Of that quorum, a majority vote is required for a measure to pass. The vote can either be conducted during a meeting or via email, if there is no quorum during the meeting. Where a vote does not pertain to public statements or issues that have security implications for the staff of member organizations, non-response will be taken as agreement, this will be stated when the vote is called. Voting can take place locally at local Consortium meetings for all the countries unless the issue in question has implications for all members, in which case a vote will take place via the membership list.
2. Any vote at a general meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands a poll is demanded;
 - (a) by the person chairing the meeting; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
3. The declaration by the Chairperson of the result of a vote shall be conclusive unless a poll is demanded.
 - i The result of the vote must be recorded in the minutes of the Consortium
 - ii The number or proportion of votes cast need to be recorded.
 - iii A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - iv If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
 - v A poll must be taken by the Chairperson of the meeting who may appoint scrutinizers (who need not be members) and who may fix a time and place for declaring the results of the poll.



- vi The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 - a. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - b. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - c. The poll must be taken within thirty days after it has been demanded.
 - d. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - e. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

ARTICLE 55: APPOINTMENT AND VOTING BY PROXY

- i. Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Consortium.
- ii. The appointment of a proxy shall be executed by or on behalf of a member and shall be in the following form (or in a form as near thereto as circumstances may allow or in any other form which is usual or which the Members may approve) –
 "The International Consortium for Children".

I/we.....of being a member/members of the above named Consortium, hereby appoint..... Of....., as my/our proxy to vote in my/our name [s] and on my/our behalf at the general meeting of the Consortium to be held on....., and at any adjournment thereof.

Signed....., on....."



iii. Where it is desired to afford members an opportunity of instructing the proxy how to act, the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Members may approve) –

"The International Consortium for Children"

I/We,, of, being a member/members of the above named Consortium, hereby appoint of, or filling him/her, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Consortium, to be held on 20....., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows;

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

Signed this..... Day of 20....."

vi. The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Members) may be lodged with the Consortium as follows:

a. In the case of an instrument in writing to be deposited at the office or at such other place within the Uganda as is specified in the notice convening the meeting or in any instrument of proxy sent out by the consortium in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or



- b. In the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications.

ARTICLE 56: RESOLUTIONS

- i. A resolution in writing agreed by a simple majority of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- ii. A resolution in writing may comprise several copies to which one or more members have signified their agreement through the authorized representative.

ARTICLE 57: VOTES OF MEMBERS

- i. Subject to this Articles, every member shall have one vote.
- ii. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the Chairperson of the meeting shall be final.
- iii. A member shall qualify to vote if they have fully paid up their dues for the financial year.
- iv. Any member of the Consortium may nominate any person to act as its representative at any meeting of the Consortium.
- v. However, the member must give written notice to the Consortium of the name of its representative. The nominee shall not be entitled to represent the organization at any meeting unless the notice has been received by the Consortium.
- vi. The nominee may continue to represent the organization until written notice to the contrary is received by the Consortium.
- vii. Any notice given to the Consortium shall be conclusive evidence that the nominee is entitled to represent the organization or that his or her authority has been revoked. The Consortium shall not be required to consider whether the nominee has been properly appointed by the organization or not.



CHAPTER VI: JOINT IMPLEMENTATION/FUNDRAISING INITIATIVES

ARTICLE 58

1. Where members form a joint position on activities, a formal document must be drawn up, to be signed by all members based in the particular area at the secretariat of consortium or regional /country offices
2. The exception to this is if a member does not operate in the area in question and therefore are not required to sign, but should be notified. Members are also responsible for ensuring that this position is communicated internally from line managers in Nairobi to relevant staff in field locations.

CHAPTER VII: FINANCIAL POLICIES

ARTICLE 59: CONSORTIUM BUDGET

1. A budget will be prepared annually by the Accounts Department and Regional Coordinators with input from the Country Representatives as appropriate; following approval by the advisory Boards it should be presented to the membership.
2. This should include all Consortium administrative costs and activities' budget of the members seeking funding from the consortium, irrespective of funding source.
3. Listed costs should include: salary costs, office rent/support costs; support to regional offices, any standard miscellaneous costs, requests for funding from members and any planned and agreed ad hoc costs.

ARTICLE 60: FINANCIAL REPORTING

A financial report will be issued quarterly by the C.E.O and shared with the membership via email or listed on in the confidential section on the website. This should include all Consortium costs and a cash flow projection. An annual financial report will be disseminated to the membership. An annual financial report and audited accounts will be presented to all the members of the consortium.



ARTICLE 61: ACCOUNTS

The Members must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards and must adhere to the recommendations of applicable Statements of Recommended Practice.

The Members must keep accounting records as required by the Act.

ARTICLE 62: ANNUAL REPORT AND RETURN OF THE CONSORTIUM

The Members must ensure that the Consortium prepares and keeps the following;

- i The annual financial statements of Consortium;
- ii The annual report
- iii The annual return
- iv Audited account of the Consortium account.

CHAPTER VIII: SEAL AND LOGO

ARTICLE 63

The Consortium seal and logo must only be used by the authority of the Members or of a committee of Members authorized by the Members. The Members may determine who shall sign any instrument to which the seal is required to be affixed and unless otherwise so determined it shall be signed by the Chairperson Board of Member or any delegated Member and the Secretary to the Board.

CHAPTER X: AMENDMENTS

No addition, alterations or amendment shall be made to this charter for the time being in force unless the amendment/alteration has been passed by 2/3 majority of members present at the General Assembly



Declaration

We/I, the organization whose name and address are subscribed hereunder having read and understood this charter are desirous of being formed into a consortium in pursuance of these Articles of the charter.

CHAPTER X: DISSOLUTION

ARTICLE 64

1. The members of the Consortium may at any time before, and in expectation of, its dissolution resolve that any net assets of the Consortium after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Consortium be applied or transferred in any of the following ways:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity for use for particular purposes that fall within the Objects;
2. In no circumstances shall the net assets of the Consortium be paid to or distributed among the members of the Consortium (except to a member that is itself a charity Organization) and if no such resolution is passed by the members or the Members the net assets of the Consortium shall be applied for charitable purposes as directed by the court.



NOTE: The applicant is required to **PRINT, FILL, SCAN** this page and submit to info@internationalconsortiumforchildren.com

Name of the Entity:	
Name of Representative:	
Signature:	
Stamp of the Entity :	
Date:	

FOR OFFICIAL USE ONLY:

Date received:	
Date reviewed:	
Consortium's Decision:	
Officer in-charge:	
Signature:	Stamp:

