

**CONSTITUTION**  
**OF**  
**AFRICORA FOUNDATION INTERNATIONAL**

## BACKGROUND

### The African Union - 6<sup>th</sup> Region, the African Diaspora

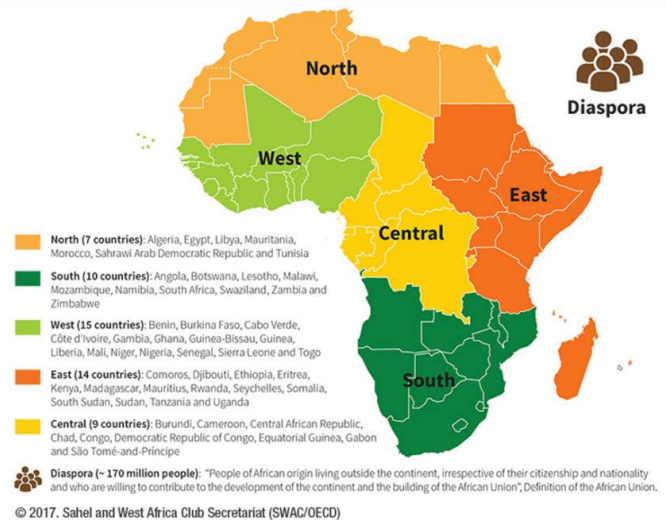
WITHIN THE AFRICAN UNION, THERE ARE 6 REGIONS: NORTH AFRICA, WEST AFRICA, CENTRAL AFRICA, EAST AFRICA, SOUTHERN AFRICA, PLUS ONE LAST REGION, THE “SIXTH REGION“, WHICH CONSTITUTES THE AFRICAN DIASPORA.

The political, economic and cultural importance of the African Diaspora is increasingly recognized. It contributes greatly to the development of Africa and this is why the African Union has symbolically included the Diaspora in its organisation.

This “Sixth Region” exists in the Constitution of the African Union.

In 2003, at the end of the AU Summit, the Heads of State declared (14 (XVIII) add. :

*“The African Union (...) decides to recognize the African Diaspora as an effective entity contributing to economic and social development of the continent.*



#### The six regions of the African Union

06/02/2017

Regional Integration | SWAC |

With the return of Morocco decided on 30 January 2017, all African states are now members of the African Union. The 55 members are grouped into five geographic regions (North, South, West, East and Central). The diaspora was constituted as the sixth region in 2003 to encourage the participation of people of African origin living outside the continent. West Africa is, with its 15 members of the Economic Community of West African States (ECOWAS) the region with the largest number of countries. It is also the most populous region, with an estimated 350 million people in 2015. Nigeria counts for more than half of West Africa's population. It is expected to become the world's third most populous country by 2050, following China and India. The African Union recognizes eight regional economic communities (UMA, COMESA, CEN-SAD, EAC, ECCAS, ECOWAS, IGAD and SADC). They are closely integrated with the African Union's work and serve as its building blocks. Despite many challenges, ECOWAS is among the best-performing economic communities on the continent.



## INTRODUCTION

**AFRICORA Foundation Intl.** is an organ of a greater body of a Pan-African State Government known as “The State of the African Diaspora (SOAD)”, which serves the 6<sup>th</sup> Region of Africa. SOAD seeks to connect Africa to the Diaspora and the Diaspora to Africa, through its many projects and initiatives with its partner countries and stakeholders. The website of SOAD can be found at [www.thestateofafricandiaspora.com](http://www.thestateofafricandiaspora.com).

**AFRICORA Foundation Intl.** was formed in order to engage more efficiently and effectively and with a need and requirement to be able to partner, joint venture and foster social, business and commercial, philanthropic, and humanitarian relationships, initiatives and projects internationally in Africa and in the Diaspora on behalf of SOAD.

**AFRICORA Foundation Intl.** thus facilitates the uniting of individuals, NGOs, CBOs, companies and corporations in the Diaspora and within continental Africa to undertake programs of action of similar nature and intent to enhance and benefit local and international communities alike.

## FACTS ABOUT THE FOUNDATION

**AFRICORA Foundation Intl. (AFI)** shall operate internationally within the Diaspora and in Continental Africa. The Headquarters of AFI shall be based in The Gambia. AFI shall collaborate with all genuine partners within and outside the Gambia to fulfill its mission and stated objectives.

AFI will introduce, facilitate, advocate and promote socio-economic projects and initiatives, and be a bridge and partner between and with companies, NGOs, CBOs, pan-african organisations globally and any other stakeholders who wish to initiate projects to enhance the wellbeing of Africa and the Diaspora.

## OUR VALUES

- Service
- Integrity
- Transparency
- Innovation
- Humanitarian & Philanthropic
- Social & Cultural



## ARTICLE 1 – NAME

The name of the Foundation shall be **recorded, registered and operating as**

**“AFRICORA Foundation International (AFI)”**

## ARTICLE 2- LOCATION

AFI is domiciled in Kololi, SeneGambia, The Gambia. The Secretariat administration is located at 27 Old Gloucester Street, London, WC1N 3AX, United Kingdom.

## ARTICLE 3 - VISION

The clear notion to build up an intellectual and resource capacity, securing access to a variety of international stakeholders to joint venture and create partnerships to meet the challenges of socio-economic development, as well as for the necessary integration of the Diaspora with Africa is the driving force determining the Foundation's philosophy.

Thus, AFI is committed to the 2063 Development Goals of the African Union and thus in order to participate in the realization of such goals, AFI will position itself as a major organization to initiate, facilitate, partner and collaborate with all other stakeholders who hold these values as their driving motivation. The 2063 Development Goals are:-

- 1) A Prosperous Africa, based on Inclusive Growth and Sustainable Development
- 2) An Integrated Continent Politically united and based on the ideals of Pan Africanism and the vision of African Renaissance
- 3) An Africa of Good Governance, Democracy, Respect for Human Rights, Justice and the Rule of Law
- 4) A Peaceful and Secure Africa
- 5) Africa with a Strong Cultural Identity Common Heritage, Values and Ethics

- 6) An Africa Whose Development is people driven, relying on the potential offered by African People, especially its Women and Youth, and caring for Children
- 7) An Africa as A Strong, United, Resilient and Influential Global Player and Partner
- 8) A High Standard of Living, Quality of Life and Well Being for All Citizens
- 9) Well Educated Citizens and Skills revolution underpinned by Science, Technology and Innovation
- 10) Healthy and well-nourished citizens
- 11) Transformed Economies
- 12) Modern Agriculture for increased productivity and production
- 13) Blue/ ocean economy for accelerated economic growth
- 14) Environmentally sustainable and climate resilient economies and communities
- 15) United Africa (Federal or Confederate)
- 16) Continental Financial and Monetary Institutions are established and functional
- 17) World Class Infrastructure crisscrosses Africa
- 18) Democratic values, practices, universal principles of human rights, justice and the rule of law entrenched
- 19) Capable institutions and transformative leadership in place
- 20) Peace Security and Stability is preserved
- 21) A Stable and Peaceful Africa
- 22) A Fully functional and operational APSA
- 23) African Cultural Renaissance is pre-eminent
- 24) Full Gender Equality in All Spheres of Life
- 25) Engaged and Empowered Youth and Children
- 26) Africa as a major partner in global affairs and peaceful co-existence
- 27) Africa takes full responsibility for financing her development

#### ARTICLE 4 - AIMS AND OBJECTIVES

The Foundation's goals and objectives could not be achieved if its operations were not based on merit and transparency. Our activities are dedicated to the good of society as a whole:

AFI seeks to encourage and initiate collaborations and joint ventures in the fields such as: arts and culture, new technologies, traditional, complementary and conventional medicine modalities, agricultural initiatives, developmental projects (solar and renewable energy systems), sustainable cities and medical city developments and associated technologies,



repatriation and tourism, humanitarian support and philanthropic work, such as preservation of the natural world, restitution of cultural treasures stolen through the periods of colonisation, to name a few.

AFI will contribute to the consolidation of international good will, unification, and the values of human civilization, by facilitating exchange in the above-mentioned areas.

To accomplish its objectives the Foundation frequently joins efforts with other Foundations, institutions and individuals. It shall award prizes at Events which exhibit exemplary service to the community, supports projects and may organise symposia, conventions, seminars, exhibitions, concerts, etc.

The Foundation's main capital is gathered through personal funding, donations made by other Foundations, private individuals or from the international community. Capital shall also be derived from our business and commercial partners with a percentage of any profits being contributed to Africora into developing the Foundation's goals and objectives towards establishing a greater global engagement.

The realisation of the AU 2063 Developmental Goals with all dedicated stakeholders.

## ARTICLE 5 - FUNCTION AND DUTIES OF THE BOARD

### 1. THE PRESIDENT/CHAIRMAN

- a) Shall coordinate the Foundation's affairs by keeping in touch with officials and members of the Executive.
- b) Shall preside over and conduct meetings and call on special emergency meetings.
- c) Shall represent the Foundation at meetings.
- d) Shall be a signatory to all money transaction of the Foundation.
- e) Shall have the power to sign agreements with third party partners on behalf of the Foundation, in consultation with other Executive Members
- f) Shall perform all functions towards achieving the objectives of the Foundation.

## **2. THE VICE CHAIRMAN**

Shall act in accord with the Chairman, supporting the Chair and stand in the stead of the Chairman where necessary. The Vice Chair shall also have his/her own duties in the authoritative affairs of the Foundation.

## **3. EXECUTIVE DIRECTOR**

The Executive Director aims to design, develop and implement strategic plans for the Foundation in a manner that is both cost and time-efficient. The Executive Director is also responsible to oversee the day-to-day operation of the Foundation, which includes managing committees and staff as well as developing business plans in collaboration with the board.

## **4. SECRETARY GENERAL**

- a) Is responsible for taking minutes of meetings and responsible for the safe keeping of entire documents of the Foundation.
- b) Shall consult all Executive members for all meetings with at least once a month or on emergency cases through notices and dissemination of information.
- c) Shall be responsible for the dissemination and distribution of all official correspondence.
- d) Shall keep up date records and documents and conventional matters / issues as may be required.
- e) Shall be responsible for recruitment of human resources to ensure efficient operational activities of the Foundation.

## **5. TREASURER**

- a) Is responsible for establishing a unified treasury strategy purposefully supporting other financial areas within the Foundation
- b) Is responsible for proper accounting and keeping the monies of the Foundation and therefore accountable for all assets of the Foundation.

- c) Shall be in charge of all monetary payment made to or for the Foundation.
- d) Shall be in charge of all deposition of all generated funds into the Foundation's account and hold at least D3,000 for any emergency issues.
- e) Shall issue receipts for any payments received into the Foundation authorized by the Chairman.
- f) Shall be a signatory to all financial transactions of the Foundation.
- g) Shall provide a quarterly and annual financial report of the Foundation.

#### ARTICLE 6 - SOURCES OF FUNDING;

Hence the Foundation is a self-sustaining one; therefore the means of funding shall be based on the following strategies;

- Fund raising activities.
- Personal and external contributions
- Creating third party commercial and business partnerships to receive contributions from profits
- Donations, grants and contributions from well-wishers and supporters of the Foundation.

#### ARTICLE 7 - FINANCIAL REGULATIONS

1. Any monies received for the Foundation shall be secured within the bank account of the Foundation.
2. A bank account branch of the Foundation shall be established in The Gambia.
3. The Chairman, the Treasurer and the Secretary-General shall be bank signatories on the account.
4. The bank book, any bank cards and any online bank access credentials shall be kept by the Secretary-General and the Treasurer with duplicates sent to the Chair.
5. Auditing shall be done annually.
6. The Treasurer shall give out financial statements to the general body during general meetings.

## ARTICLE 8 - THE ORGANS OF THE FOUNDATION:

- The Executive Board.
- Finance committee
- Technical/Legal Committee
- Social committee
- Advisory board
- Operations Department

## ARTICLE 9 - FUNCTIONS OF THE ORGANS OF THE FOUNDATION:

1. **THE EXECUTIVE BOARD** – This body shall be responsible for discussing and refining the objectives of the Foundation. It shall direct the Foundation as it pertains to legal and regulatory matters where the Foundation operates. It shall evaluate its and increase its scope and develop its outreach with third party partners and collaborators.
2. **FINANCE COMMITTEE** - The finance committee shall be responsible for all financial transactions of the Foundation. Any spending on behalf of the Foundation shall be channeled through the committee.
3. **THE TECHNICAL/LEGAL COMMITTEE** - The committee shall be responsible for all technical and legal matters of the Foundation, such as advising on and approving Agreements, MOUs, legal regulatory rules and laws, etc.
4. **SOCIAL COMMITTEE** - The Social committee shall be responsible for all social activities of the Foundation in dealing with the NGOs, CBOs, the international community members, Institutions and other stakeholders.
5. **ADVISORY**- Shall advise and/or arbitrate for individual members of the Foundation, and also responsible for guiding and protecting the Foundation’s image and reputation.
6. **OPERATIONS DEPT.** shall include web and IT technical development for the Foundation, administration, human resources, communications, media and promotion and all matters related to the operations and implementation of the Foundation’s activities.





## ARTICLE 10 - AMENDMENT & MEETINGS

This Constitution will be amended only after the recommendation of the Foundation leadership endorsed in a meeting by its Members.

Such proposed amendment notice shall be given to the members at least ten (10) days prior to the meeting.

No amendment or additions will be affected without the endorsement of 2/3 of the members.

General Meeting of the Board of Executives shall occur a minimum of every 2 months.

## ARTICLE 11 - ADOPTION OF THE CONSTITUTION

The Constitution shall take effect and be in force upon its adoption by the Chairman, Vice Chairman and the Executive Body.

## ARTICLE 12 - LEGAL & REGULATORY

The Headquartered Branch of AFI located in the Gambia shall come under the requirements and rules of The Gambia. All other branches of AFI shall come under the laws of the country in which it is registered.

The Foundation, through its President/Chair, or other selected Executive with consent and approval of the Board has a right and legal capacity to engage legal counsel, where and when necessary, to defend, attack, remedy or redress a potential unlawful or criminal circumstance or conflict by bringing the matter to the Courts. The selection of Court shall be a Court of neutrality outside of The Gambia.

## ARTICLE 13 - DISPUTE & DISPUTE RESOLUTION

Should for any reason the AFI fall into disrepute, all measures shall have been taken to restore any matter which called into question the integrity of the Foundation and be legally investigated for any malpractice or malfeasance

Should a conflict or unlawful circumstance occur between any parties within the Gambia (being the headquarters of Africora) or internationally to which AFI have made a legally binding agreement which has rendered the partnership or collaboration untenable after a process of Mediation and/or Arbitration, AFI shall maintain its registered status within the Gambia unless otherwise ordered by a Court and the following directives shall be implemented:

- a. In the event of a dispute financial or otherwise, the Parent Pan-African Government (SOAD), the Advisory Board, a representative/s from the party/ies in dispute, and an Independent Auditor shall assess all and any property, items or assets derived from the operations of the Foundation. After assessment any property, items or assets by which a party has clear and clean ownership title and rights shall be transferred to the respective party's Trust (in the case of the AFI it shall be lodged into the SOAD Assets & Heritage Royal Trust - for the benefit of Africa and the Diaspora communities).
- b. Any property, items or assets which are subject to a dispute, an Independent Arbiter shall be appointed to establish a satisfactory resolution between the parties. The Arbiter's decision is final and binding. The Arbiter shall be selected from a neutral country.
- c. Any finances held in account shall, after all debts and liabilities have been satisfied and all salaries paid up to the date of dissolution, any monies outstanding shall be divided between each of the parties in dispute and put into the Trust of each party (in the case of AFI it shall be deposited into the Solidarity Fund and/or the Humanitarian Fund of the Pan-African Government (SOAD) for the benefit of Africa and the Diaspora.

SIGNATORIES ON THE NEXT PAGE



APPROVED, SIGNED AND EXECUTED BY THE PRESIDENT/CHAIRMAN AND EXECUTIVE BODY ON THIS 7<sup>TH</sup> DAY OF APRIL, 2022.

SIGNED

AFRICORA FOUNDATION INTERNATIONAL

NO.	NAME	POSITION	CONTACT	SIGNATURE
1.	<b>MARILYN MITCHELL</b> (AKA KETURAH AMOAKO)	PRESIDENT/ CHAIRMAN	+220 339 7022	
2.	<b>DR. LOUIS-GEORGES TIN</b>	VICE PRESIDENT/ VICE CHAIRMAN	+33 619 454552	
3.	<b>SALIEU PUYE</b>	EXECUTIVE DIRECTOR/ SECRETARY GENERAL	+220 3862892	
4.	<b>HUGH JOHNSON</b>	EXECUTIVE DIRECTOR	+1 876 3452495	



THE REPUBLIC OF THE GAMBIA  
Pursuant to section 22(5)

Form R 1

CERTIFICATE OF INCORPORATION

Company Number

I HEREBY CERTIFY THAT AFRICORA FOUNDATION INTERNATIONAL IS INCORPORATED UNDER THE COMPANIES ACT 2013

THE COMPANY IS A CHARITABLE ORGANISATION (ASSOCIATION/ FOUNDATION)



GIVEN UNDER THE SEAL OF THIS OFFICE  
THIS 07 day of April 2022

REGISTRAR OF COMPANIES

