

CONSTITUTION

OF THE



EASTERN AND SOUTHERN AFRICA
REGIONAL BRANCH
OF THE
INTERNATIONAL COUNCIL ON ARCHIVES

2013

PREAMBLE

Archives constitute the memories of nations and societies, shape their identity and are a cornerstone of their information societies. By providing evidence of activities and decisions they provide continuity to organizations and justification of their rights, as well as those of individuals and states. By guaranteeing citizens' rights to access to official information and to knowledge of their history, archives are fundamental to democracy, accountability and good governance.

WHEREAS Article III of the Constitution of the International Council on Archives provides that Archivists wishing to strengthen their collaboration may group themselves into international associations forming regional branches of the International Council on Archives; and

WHEREAS we are desirous of forming a regional branch of the International Council on Archives for the Eastern and Southern Africa region with objects and functions consistent with the Constitution and activities of the International Council on Archives; and

WHEREAS we desire to contribute to international and regional peace and common welfare of the people of the Eastern and Southern Africa region by promoting collaboration among them in the mutual advancement of knowledge and understanding, the preservation and enrichment of indigenous cultures and the promotion of educational research;

NOW THEREFORE the General Conference hereby adopts this Constitution as the legal document that shall govern the business of the Eastern and Southern Africa Regional Branch of the International Council on Archives (ESARBICA) that was established in May 1969 in Nairobi, Kenya.

This Constitution supersedes the 2005 Constitution on 12 June 2015 as adopted during the XXIII General Conference held in Victoria Falls, Zimbabwe.

ESARBICA Membership

Membership of the Eastern and Southern Africa Regional Branch of the International Council on Archives shall be drawn from the following countries: -

1. Angola
2. Botswana
3. Burundi
4. Djibouti
5. Ethiopia
6. Eritrea
7. Kenya
8. Lesotho
9. Madagascar
10. Malawi
11. Mauritius
12. Mozambique
13. Namibia
14. Rwanda
15. Seychelles
16. Somalia
17. South Africa
18. South Sudan
19. Swaziland
20. Tanzania
21. Uganda
22. Zambia
23. Zanzibar
24. Zimbabwe

Article 1: Name

The name of the organization shall be the Eastern and Southern Africa Regional Branch of the International Council on Archives – shortened as ESARBICA.

Article 2: Emblem

The Emblem of the Eastern and Southern Africa Regional Branch of the International Council on Archives shall be a cog, depicted in three segments with two horizontal lines running from top to bottom. In the centre of the cog shall be depicted a small letter “e” with the shortened name “ESARBICA” to the right flank of the cog.

Article 3: ESARBICA as a Body Corporate

ESARBICA is a Body Corporate with the authority to take legal steps or to defend an action in its own name. It is an independent, non-profit organization which uses its income and property solely for the promotion of its objectives as stated in this Constitution. The International Council on Archives (ICA) in principle approved the formation of the regional branches to promote and develop areas of co-operation and unity of purpose among the members of the regional organization, thus this Constitution and its provisions shall be upheld by all its members and affiliates.

Article 4: Definition of Terms

4.1 **Affiliated Member in Good Standing:** means an affiliated institution (National Archives) or an association as defined under Article 6(1), which is not more than three years in arrears in affiliation fees to ESARBICA. Prior arrangements with the Executive Board in case of financial challenges at country level will assist in determining the standing of an institution(s) or association(s) or member(s) at the General Conference.

4.2 **Category:** segments into which ESARBICA membership is divided.

- 4.3 **Delegate:** a delegate means a person representing or authorised to represent any affiliated institution or association including other members as defined under Article 6 of the Constitution.
- 4.4 **Member:** means a person, other than an office-bearer as defined in clause 4.6, institution or association concerned with the administration, preservation of records and archives or with the professional training of archivists as defined under Article 7, subsections 7.1 and 7.2 of this Constitution.
- 4.5 **Observer:** means a person/representative invited or admitted to attend specified sessions of the General Conference.
- 4.6 **Office-Bearer:** someone who holds office in ESARBICA, as specified in this Constitution.
- 4.7 **Regional Branch:** in terms of Article III of the Constitution of the International Council on Archives member states wishing to strengthen their collaboration may group themselves into international associations forming regional branches of the International Council on Archives.

Article 5: Headquarters

The headquarters of Eastern and Southern Africa Regional Branch of the International Council on Archives (ESARBICA) shall be situated at an address decided by the Executive Board and endorsed by the General Conference.

Article 6: Aims and Objectives

General aims and objectives of ESARBICA shall be:

- 6.1 to establish, maintain and strengthen relations between archivists of all member states in the region and between all institutions, professional bodies and organizations which are concerned with the custody, organization, or administration, of archives.
- 6.2 to promote all measures for the preservation, protection and defense against all manner of hazards to the archival heritage of the region and to further the progress of all aspects of the administration and preservation of archives.

- 6.3 to facilitate the use of archives of the region by making these more widely known and by encouraging greater ease of access.
- 6.4 to promote, organize and co-ordinate activities in the field of archives in the region.
- 6.5 to sponsor professional training of archivists in the region.
- 6.6 to co-ordinate with other organizations or institutions concerned with the documentation of human experience and the use of that documentation for the benefit of mankind.
- 6.7 to generally carry out the aims and objectives of the International Council on Archives.

Article 7: Membership

Membership shall be open to all the categories as defined under Article 7(1), which also accepts the aims and objectives of ESARBICA as set out in clauses 6.1 – 6.7 of this Constitution.

7.1 Membership of ESARBICA is divided into the following categories:

7.1.1 **Category A** central archive directorates or national archival institutions, which are governed by primary legislation and are responsible for the development of national archival policies and programmes. These members have voting rights during general meetings which is also in line with the provisions of Article 42 (a) and (b) of the International Council on Archives' Constitution.

7.1.2 **Category B** territorial or national associations concerned with the administration or the preservation of records and archives or in archival training and education. These members have voting rights during general meetings which is also in line with the provisions of Article 42 (a) and (b) of the International Council on Archives' Constitution.

7.1.3 **Category C** local, territorial or national institutions concerned with the administration or preservation of records and archives or in the archival training and education.

7.1.4 **Category D** individuals who are at present or have been in the past professionally involved in the information management or heritage fields.

7.1.5 **Category E** comprises individuals who have made an outstanding contribution to archival work in the region, and have been elected honorary members of the association.

7.1.6 In addition to the above, in accordance with article 42 (c) of the ICA Constitution, other members of ICA from outside the ESARBICA region may join the Branch as provided for in article 16 of the ICA Constitution.

7.2 Honorary Membership

- 7.2.1 The General Conference or the Executive Board may grant honorary membership to those who have made outstanding contributions to archival work in the region provided such honorary members will not have any voting right; and that they will however be entitled to participate in meetings and discussions.
- 7.2.2 Conditions for granting this membership status shall be determined by the Executive Board.
- 7.2.3 An honorary membership status may be revoked by the General Conference or Executive Board if such a member has failed to honour his or her obligations as set out in this Constitution or as may be determined by the General Conference or Executive Board.

7.3 Rights and Obligations of Members

- 7.3.1 All members are entitled to take part in all activities initiated, organized or facilitated by the Executive or designated leadership in the interest of promoting the aims and objectives of ESARBICA.
- 7.3.2 Category A and B members have the right to vote during General Meetings.
- 7.3.3 Any member making him or herself liable by way of wrongful conduct shall be dealt with by the Executive Board or designated leadership at the ESARBICA activity in question at that point in time.

7.4 Withdrawal of Membership

- 7.4.1 Members of ESARBICA suspended from the exercise of the rights and privileges of membership of the International Council on Archives shall, upon the request of the latter, be suspended from the rights and privileges of ESARBICA.
- 7.4.2 Members of ESARBICA, expelled from the International Council on Archives, shall automatically cease to be members of ESARBICA.
- 7.4.3 Any member may withdraw from ESARBICA by written notice addressed to the President. Such notice shall take effect on 31st December of the year during which notice was given. Such withdrawal shall not affect adversely the financial obligations owed to ESARBICA on the date withdrawal takes effect.

Article 8: Membership Fees

- 8.1 All Category A and B members shall pay an annual membership fee as may be determined and subsequently be adjusted by the Executive Board and the General Conference from time to time. Category C and D shall pay fees as determined by the Executive Board.

- 8.2 Any of the Category A and B member who cannot comply with the provisions of clause 8.1 shall be allowed to pay a token membership fee as may be determined by the Executive Board.
- 8.3 A Category A or B member of ESARBICA which for any reason cannot meet its Constitutional financial obligation shall submit reasons in writing to the Executive Board (EB) through the office of the Secretary General for consideration, provided that the EB shall have the right to reject, accept such reasons and/or waived such obligations on specified conditions.
- 8.4 All Membership fees shall be forwarded to the ESARBICA Treasurer, who in turn shall furnish the members with a receipt.

Article 9: Finance

The funds of ESARBICA shall be made up of all monies received by means of membership fees, donations and grants from governments, private institutions, individuals and in any other manner within the framework of this Constitution.

- 9.1 Membership fees shall be determined by the Executive Board based on the needs for ESARBICA to reach self-sufficiency.
- 9.2 Membership fees shall be paid in the first six months of the financial year. This may be amended from time to time.
- 9.3 The ESARBICA's financial year shall be from 01 January to the 31 December.
- 9.4 All monies received on behalf of the regional body shall be banked within seven (7) days into the ESARBICA account which shall be situated at the seat or location as determined by the Executive Board and the General Conference.
- 9.5 There shall be four signatories to the ESARBICA Banking accounts who shall be appointed by the Executive Board provided there shall always be three signatories to any cheques issued.
- 9.6 True and proper financial records shall be maintained at all times for purpose of good financial management.

Article 10: Governance

- 10.1 ESARBICA shall consist of a General Conference, an Executive Board and a Secretariat.
- 10.2 The assets and income of ESARBICA shall be applied exclusively to the promotion of its objectives and no portion shall be paid or distributed directly or indirectly to the members of ESARBICA except a bona fide remuneration for services rendered or expenses incurred on behalf of ESARBICA.

Article 11: General Conference

The General Conference is a bi-annual meeting that shall be open to all ESARBICA members as outlined in clauses 7.1 and 7.2 of this Constitution. Each national, state or territorial archives and professional associations in good standing shall inform the Secretary General of ESARBICA of the number and names of their delegates and alternates to the General Conference at least one (1) month before an ordinary meeting and one (1) week before an extra ordinary meeting.

11.1 Functions

- 11.1.1 The General Conference shall receive and consider the reports submitted periodically by members as requested by the Executive Board.
- 11.1.2 Any member has the right to speak at the General Conference and may submit proposals to the members of the Executive Board.
- 11.1.3 The voting members of the General Conference shall elect the members of the Executive Board.
- 11.1.4 The names of candidates for the positions of President, Vice President, Secretary General, and Treasurer shall be submitted for the consideration of the General Conference by a Nominating Committee composed of a chair chosen from among the existing members of the Executive Board and two members, none of whom shall be an existing member of the Executive Board.
- 11.1.5 The presence of a simple majority of the voting members at the General Conference shall constitute a quorum. In default of a quorum the General Conference may sit as a consultative session with the General Conference's functions vested in the Executive Board.

11.2 Voting

- 11.2.1 The right to vote at the General Conference is reserved to members in categories A and B. In any country where there is more than one member in category B, and for the parity and equality, an additional vote per country would be given.
- 11.2.2 Decisions shall be made by a simple majority of voting members present.
- 11.2.3 The General Conference may prevent a member from voting if dues are in arrears for one year.

11.3 Observers

The General Conference, on the recommendation of the Executive Board, may invite or admit as observers at specified sessions of the General Conference representatives of international organizations, Governments, Archival institutions. Observers shall not have the right to vote.

11.4 General Conference Agenda

11.4.1 Agenda items to be discussed at the General Conference shall be submitted in writing and delivered to the Secretary General for circulation to members not less than thirty (30) days before the General Conference is held, provided that the General Conference shall have the right to consider special agenda.

11.5 Meeting Procedure

11.5.1 The General Conference shall meet in ordinary session every two years. It may meet in extra ordinary session/s if it is expedient to do so, or if summoned by the Executive Board or on the demand of at least two-thirds of the voting members.

11.5.2 At each General Conference the venue for the next ordinary session shall be pre-determined. The venue of an extraordinary session, unless pre-determined by the General Conference, shall be decided by the Executive Board.

Article 12: Executive Board

The Executive Board shall be elected by the General Conference from amongst the delegates by the voting members. It shall consist of a President, Vice-President, Secretary-General, Treasurer, Deputy Secretary General, Editor, Deputy Editor and as many other members as necessary to ensure representation of each country on the Executive Board.

12.1 Office bearers of the Executive Board shall serve from the close of the General Conference which elected them until the close of the next ordinary session. The incumbent officers shall be eligible for re-election to the same office, but the President shall not serve consecutively for more than two terms in the same office.

12.2 In the event of death or resignation of a member of the Executive Board, the vacancy for the remainder of that term shall be filled by appointment of the Executive Board, after consultation with and upon the recommendation of the country represented by the member.

12.3 Functions

12.3.1 The Executive Board shall prepare the agenda for the General Conference and shall recommend the programme of work and corresponding budget estimates.

- 12.3.2 The Executive Board shall be responsible for the execution of the programme adopted by the General Conference.
- 12.3.3 The Executive Board shall have the delegated powers to admit new members in categories A, B, C, D and E. Applications not approved unanimously by the Executive Board will be referred to the next meeting of the General Conference, which will decide on the application by a simple majority vote.
- 12.3.4 Subject to decisions of the General Conference, the Executive Board shall adopt its own rules of procedure, and shall have the power to make rules and regulations governing the procedures for the conduct of the General Conference.
- 12.3.5 The Executive Board shall meet at least once a year, and shall meet in special circumstances if convened by and on the initiative of the President or upon the request of the majority of members of the Executive Board.
- 12.3.6 The Executive Board shall take such action or make such decisions as circumstances may require, including the power to co-opt necessary expertise, provided that notice of such action or decisions shall be transmitted to the next General Conference at the earliest possible date, and subject to the endorsement of such actions or decisions by General Conference.
- 12.3.7 The Executive Board shall report briefly on its activities to the International Council on Archives as directed by the Executive Committee of the ICA.
- 12.3.8 Although the members of the Executive Board are representatives of their respective organizations, they shall exercise the powers delegated to them by the General Conference on behalf of ESARBICA.

12.4 Special Provision

Visiting ESARBICA members who are not members of the Executive Board may, at the discretion of the President, be allowed to attend the meetings of the Executive Board in the capacity of observers.

12.5 Quorum

The presence of a simple majority of the members at the meeting of the Executive Board shall constitute a quorum.

Article 13: Powers and Duties of Office Bearers

13.1 The President shall:

- 13.1.1 Preside overall meetings of the General Conference and the Executive Board at which he/she is present and conduct such meetings in accordance with this Constitution.

13.1.2 Sign the official minutes of all meetings of the General Conference and the Executive Board.

13.1.3 Generally exercise, in conjunction with the other office-bearers, supervision of the affairs of ESARBICA between meetings of the General Conference and the Executive Board.

13.1.4 Table to the Executive Board and the General Conference annual reports as prepared by the Secretary General

13.1.5 Issue official statements of ESARBICA in consultation with the Secretary General and the Vice-President.

13.2 The Vice-President shall:

13.2.1 Exercise such powers in the absence of the President in the discharge of his/her duties or any other duties as delegated by the President

13.2.2 In the unforeseeable event that the President is unable to carry on with his/her responsibilities, act as the President for the remainder of the term.

13.3 The Acting President shall:

In the event of both the President and the Vice-President being unable temporarily to perform their duties, the Executive Board shall appoint one of the members of the Executive Board to act as President (chairperson) who shall hold office until the President or Vice-President are able to resume their duties, or in the event of the President and Vice-President being permanently unable to perform their duties, until a new President or Vice-President have been elected in terms of the provisions of Article 12 above.

13.4 The Secretary General shall:

13.4.1 Conduct the correspondence of ESARBICA and table such correspondence at the ensuing Executive Board meetings.

13.4.2 Send out notices and minutes of the General Conference and the Executive Board meetings and such other committees as may from time to time be appointed.

13.4.3 Prepare and circulate an Annual Report of the activities of ESARBICA, which shall include financial statements of income and expenditure prepared by the Treasurer and the balance sheets.

13.4.4 Conduct the general organizing and coordination work of ESARBICA.

13.4.5 Issue official statements of ESARBICA in conjunction with the President and the Vice-President.

13.4.6 Undertake such other duties as may become necessary from time to time or as may be decided by the General Conference and the Executive Board.

13.5 The Deputy Secretary General shall:

Exercise such powers in the absence of the Secretary General in the discharge of his/her duties or any other duties as delegated by the Executive Board.

13.6 The Treasurer shall:

13.6.1 Supervise the financial affairs of ESARBICA as may be required by the General Conference and the Executive Board.

13.6.3 Keep such books of accounts of ESARBICA as may be required by the Executive Board.

13.6.4 In consortation with the Secretary General, prepare and circulate to all affiliated institutions and associations detailed financial statements and present an audited annual Financial Report to the General Conference of ESARBICA.

13.6.5 Collect affiliation fees, and bank properly all monies received in the name of ESARBICA.

13.6.6 Perform such other duties as reasonably required from time to time by the General Conference and/or the Executive Board.

13.7 The Editorial Committee shall:

13.7.1 Consist of two members, the Editor and the Deputy Editor who are also members of the Executive Board.

13.7.2 Co-opt experts from within or outside ESARBICA family with the consent of the Executive Board.

13.7.3 Be responsible for the publishing and distribution of the printed and electronic publications.

13.7.4 Use one or more suitable electronic discussion lists for contact with members.

13.8 Meetings:

13.8.1 The Executive Board shall meet at least two times between meetings of the General Conference.

13.8.2 The Secretary General shall give at least two (2) weeks' notice of an Executive Board meeting save in the case of special urgent meetings where not less than three (3) days' notice shall be given. To every notice of a meeting an agenda shall be attached. The minutes of all Executive Board meetings shall be circulated to the members.

13.8.3 A quorum for the Executive Board meetings shall be a simple majority of the board members.

Article 14: Secretariat

- 14.1 The Secretariat shall consist of such staff as may be required; its location shall be decided by the General Conference.
- 14.2 The Secretariat shall keep in proper form all minutes of the Executive Board, any sub-committees and prepare the proceedings of the General Conference.
- 14.3 The Secretariat shall be the administrative office; maintain the ESARBICA's archives in such a manner and place as is approved by the Executive Board and shall be responsible to the President.
- 14.4 A budgetary provision shall be made to run the business of the ESARBICA Secretariat.
- 14.5 The Secretariat shall maintain a register of all members within their respective membership categories in such a manner as the Executive Board shall determine.

Article 15: Budget

- 15.1 The General Conference shall approve and give final effect to the budget and to the apportionment of financial obligations of members.
- 15.2 The Treasurer, with the approval of the Executive Board, may receive any donations, gifts, bequest and subvention directly from international organizations, governments, public and private institutions, foundations, associations and individuals.
- 15.3 The Treasurer shall present to the Executive Board an annual Statement of Accounts, copies of which shall be furnished to the voting members of ESARBICA.
- 15.4 Officers authorized to sign withdrawal cheques on behalf of ESARBICA should come from different countries.
- 15.5 In disbursing ESARBICA funds the President, in consultation with the Treasurer, may sanction the immediate expenditure of up to US\$500 without consulting the Executive Board, provided that a detailed account of such an expenditure is issued to the Board in the next meeting.

Article 16: Rules of Procedures for ESABICA Meetings and Conferences

16.1 Standing Rules

16.1.1 The President shall chair the General Conference, or in his/her absence the Vice-President, or in their absence as the quorate meeting may decide.

16.1.2 Business shall be preceded in accordance with the agenda unless otherwise decided by the meeting.

16.1.3 No items/proposals, other than those appearing on the agenda shall be debated, provided that the meeting by resolution may agree to discuss a matter not included in the agenda.

16.1.4 Except otherwise provided, all items/proposals shall be decided on motion duly seconded by a majority of votes by show of hands unless such meeting decides on a secret ballot. In the event of an equality of votes the Chairperson shall have the casting vote.

16.1.5 No motion that has been debated and determined shall be reconsidered, debated, altered, added to, varied or rescinded.

16.1.6 A ruling given by the Chairperson shall be final, provided that it shall be in order to move and second a motion to overrule or rescind a ruling from the Chairperson, and a majority of members shall be sufficient to carry such motion, provided that there shall be no discussion on any such motion to overrule or rescind the chairperson's ruling at any meeting other than a statement by the mover of the motion and a reply by the Chairperson limited to five (5) minutes in each case.

16.1.7 The mover of the motion shall have a right to speak for ten (10) minutes, provided that any delegate other than the mover may propose an extenuation of time of no longer than five (5) minutes.

16.1.8 The mover of the motion shall have the right to reply to debate, provided such reply shall not be longer than five (5) minutes.

16.1.9 All other speakers, except with the permission of the meeting, shall not speak longer than five (5) minutes.

16.1.10 No subject shall be debated for longer than one and half (1 and ½) hours, provided that any delegate shall have the right to propose the extension of time, and such motion, if seconded shall be put without debate and shall not have effect unless carried by two third (2/3) majority.

16.1.11 Any delegate who refuses to obey the chairperson's ruling or who is deemed guilty of misconduct shall, upon a vote of being taken from the meeting, and the meeting shall have the right to suspend such a member for a period as it may think fit.

16.2 House Rules

16.2.1 All conference rooms shall be smoke free.

16.2.2 Cell phones are to be switched off or turned to the silent mode when the conference is in session.

16.2.3 Only accredited conference delegates will be allowed to attend.

16.2.4 The Chairperson may request anyone who does not adhere to the conference rules to leave the conference room.

Article 17: Communication and Publications

17.1. ESARBICA shall provide regular communications with its constituency in an appropriate format, be it electronic or paper, including a newsletter or journal published at least once a year and other publications as required.

17.2. Paid up and honorary ESARBICA members of all categories shall be entitled to free copies of the ESARBICA newsletter and journal.

17.3. Publications may be sold to non-members of ESARBICA on a subscription basis, rates to be determined by the Executive Board.

Article 18: Relations with the International Council on Archives (ICA)

18.1. ESARBICA shall work in close collaboration with the International Council on Archives and its organs in the pursuit of their common aims and objectives.

18.2. ESARBICA, through its President, shall represent the International Council on Archives in the region.

18.3. ESARBICA shall invite the President and the Secretary-General of the ICA or their designate to attend the meetings of the Executive Board and the General Conference.

Article 19: Indemnification of Office-Bearers and Committee Members

The office-bearers and/or board members of the ESARBICA, provided that they have not acted in a manner which would constitute misconduct, shall be indemnified by ESARBICA against all proceedings, costs and expenses incurred by reason of any omission, negligence or other act done in the performance of their duties on behalf of the ESARBICA and they shall not be personally liable for any of the liabilities of the ESARBICA.

Article 20: Amendments

- 20.1. Proposals for amendments to this Constitution shall become effective upon receiving the approval of the General Conference by a two-thirds voting majority.
- 20.2. The draft texts of proposed amendments shall be communicated by the Secretary-General to the voting members at least three months in advance for consideration by the General Conference. In exceptional circumstances shorter notification for amendments may be accepted upon receiving the approval of the General Conference.
- 20.3. Amendments referred to in 20.2 above shall be tabled at the General Conference through the sub-committee on constitutional amendments for adoption.
- 20.4. In exceptional circumstances shorter notification for amendments may be accepted upon receiving the approval of the General Conference by a two-thirds majority.

Article 21: Termination of ESARBICA Activities

- 21.1. ESARBICA may terminate its activities or give up the title of Regional Branch following a decision taken in its General Conference, in compliance with article 44 of the ICA Constitution. The decision must be communicated to the President of the International Council on Archives.
- 21.2. In the event that the activities of ESARBICA are terminated, its remaining assets after dissolution and the satisfaction of all debts and liabilities shall be paid and applied by ESARBICA in accordance with its powers to the International Council on Archives (ICA).

Article 22: Interpretation

- 22.1. Whenever any doubt arises as to the interpretation of any provisions of this Constitution, the General Conference shall make a ruling on the matter by a majority vote and such ruling shall be the final interpretation of this Constitution, provided the Executive Board shall be empowered to make an interim ruling on interpretation prior to the General Conference's final decision.
- 22.2. Any question or dispute concerning the interpretation of this Constitution shall be determined by the ESARBICA General Conference under its adopted rules of procedure.



Article 23: Authority

This Constitution shall be considered to have effect from the date of its adoption by the General Conference, subject to its approval by the Executive Committee of the International Council on Archives.

Signed at _____ on this day _____ of _____ 2015.

PRESIDENT

SECRETARY GENERAL