



Constitution

GADIM REFUGEES EMPOWERMENT CENTER (GREC)

Republic of Uganda - Kampala

Adopted on 31 December 2025

TABLE OF CONTENTS

Part i	Preamble	Articles
Part ii	Name, legal status, head office and geographical scope	1–4
Part iii	Vision, mission and institutional values	5–7
Part iv	Objectives, functions and means	8–10
Part v	Principles of good governance	11
Part vi	Membership	12–17
Part vii	General assembly	18–26
Part viii	Board of directors	27–37
Part ix	Executive management	38–45
Part x	Financial governance, audit and asset management	46–54
Part xi	Risk management, compliance and institutional ethics	55–62
Part xii	Disciplinary procedures, complaints and dispute resolution	63–70
Part xiii	Final provisions	71–75

PART I

PREAMBLE

Guided by human dignity, justice, the rule of law, equality and non-discrimination committed to relevant international and regional instruments on human rights and Refugee protection and recognizing that Refugees, internally displaced persons, stateless persons and other vulnerable groups possess the capacities required to participate effectively in building their communities when opportunities are made available, Gadim Refugee empowerment center is established as a non-governmental organization operating under the laws of the republic of Uganda.

The organization seeks to advance legal protection and human rights, economic and social empowerment, education, peacebuilding, transparency, accountability and good governance. This constitution is its supreme internal legal instrument and binds all organs, members, staff and volunteers.

PART II

NAME, LEGAL STATUS, HEAD OFFICE AND GEOGRAPHICAL SCOPE

Article 1: Legal Name

The legal name of the entity shall be Gadim Refugee Empowerment Center (GREC).

Article 2: Legal Personality

From the date of its registration, the Organization shall have independent legal personality and the capacity necessary to undertake acts and transactions that further its non-profit objectives, including:

1. Entering into contracts
2. Instituting and defending legal proceedings
3. Owning movable and immovable property
4. Opening bank accounts
5. Receiving grants and donations
6. Entering into partnership and cooperation agreements.

Article 3: Head Office

1. The head office of the Organization should be in Kampala, Republic of Uganda.
2. Subject to obtaining all required approvals, registrations and permits, the Board of Directors may establish branches or field offices within or outside the Republic of Uganda.
3. No branch or office should operate beyond its authorized geographical scope.



Article 4: Duration

The Organization established for an indefinite duration and, may be dissolved only in accordance with this Constitution and the laws in force in the Republic of Uganda or in any other country in which it holds an operating permit.

PART III

VISION, MISSION AND INSTITUTIONAL VALUES

Article 5: Vision

Refugees empowered alongside host communities to build a promising, progressive and sustainable future.

Article 6: Mission

To strengthen legal protection, economic and social empowerment, education, health, psychosocial support and peacebuilding through sustainable programs and effective partnerships grounded in human rights principles.

Article 7: Institutional Values

The Organization shall uphold the following values:

1. Human dignity
2. Integrity
3. Transparency
4. Accountability
5. The rule of law
6. Justice
7. Independence
8. Participation
9. Equality and non-discrimination
10. Respect for diversity
11. Innovation
12. Teamwork.

PART IV

OBJECTIVES, FUNCTIONS AND MEANS

Article 8: General Objective

The Organization aims to uphold the dignity of refugees, asylum seekers, stateless persons, internally displaced persons, returnees and host communities through:

1. Legal protection and the defense of human rights.
2. Economic and social empowerment.



3. Education.
4. Health care and psychosocial support.
5. Peacebuilding.
6. In accordance with the principles of humanity, non-discrimination, independence and accountability.

Article 9: Strategic Objectives

The Organization shall pursue the following strategic objectives:

1. Promote respect for human rights and the rule of law.
2. Provide legal aid, advice and representation to target groups.
3. Support access to justice and efforts to combat impunity.
4. Economically empower refugees through vocational training, entrepreneurship and livelihood opportunities.
5. Improve access to formal and non-formal education.
6. Promote public health, mental health and social support.
7. Protect women, children, older persons, persons with disabilities and groups most at risk.
8. Combat all forms of violence, exploitation and abuse.
9. Promote social cohesion, peacebuilding and peaceful coexistence.
10. Strengthen protection of housing, land and property rights.
11. Promote civic participation and community leadership.
12. Build the capacity of civil society organizations.
13. Encourage research, studies and knowledge production.
14. Contribute to humanitarian and relief responses.
15. Promote environmental protection and climate action.
16. Build national, regional and international partnerships.

Article 10: Functions of the Organization

For the achievement of its objectives, the Organization may, without limitation:

1. Design and implement programs and projects.
2. Organize conferences, workshops and training courses.
3. Conduct research, studies and surveys.
4. Publish reports, publications and research papers.
5. Conduct advocacy and public-support campaigns.
6. Provide mediation and community dispute-resolution services.
7. Provide legal-protection services.
8. Establish training and development centers.
9. Establish databases and information systems.
10. Manage grants and development projects.
11. Build networks and alliances.



12. Mobilize resources lawfully and transparently.
13. Cooperate with governments, international organizations, the private sector, universities and research centers.

PART V

PRINCIPLES OF GOOD GOVERNANCE

Article 11: Principles of Institutional Governance

In all its activities, the Organization shall observe:

1. The rule of law.
2. Institutional independence.
3. Integrity and impartiality.
4. Transparency and disclosure.
5. Accountability.
6. Participation.
7. Efficiency and effectiveness.
8. Sustainability.
9. Risk management.
10. Evidence-based decision-making.
11. Non-discrimination.
12. Respect for cultural, religious and ethnic diversity.
13. Data protection and privacy.
14. Anti-corruption and fraud prevention.
15. Prevention of conflicts of interest.
16. Protection of whistleblowers.
17. Respect for the rights of staff and volunteers.
18. International humanitarian standards.

PART VI

MEMBERSHIP

Article 12: Categories of Membership

Membership shall comprise:

1. Founding Members: persons who participated in establishing the Organization and signed its founding documents, with full membership rights
2. Full Members: persons whose applications have been accepted after satisfying the membership requirements, with voting and candidacy rights
3. Associate Members: persons or experts who contribute to activities without voting rights



4. Honorary Members: persons granted honorary membership by the Board or General Assembly in recognition of distinguished contributions
5. Volunteers: persons participating in program implementation who do not acquire membership unless they satisfy the applicable requirements.

Article 13: Eligibility for Membership

An applicant shall:

1. Support the Organization's objectives and mission.
2. Comply with this Constitution, policies and regulations.
3. Be of good character and conduct.
4. Respect human rights and non-discrimination.
5. Not have been finally convicted of an offence involving dishonesty or moral turpitude, unless rehabilitated.
6. Submit the approved application form.
7. Accept the Code of Conduct.
8. Obtain approval from the competent body.

Article 14: Rights of Members

A Full Member has the right to:

1. Attend General Assembly meetings.
2. Vote in elections.
3. Stand for office subject to the regulations.
4. Participate in committees.
5. Review annual reports.
6. Submit proposals.
7. Request non-confidential information.
8. Participate in programs and projects.
9. Lodge grievances and appeal decisions.

Article 15: Duties of Members

Every member shall:

1. Respect this Constitution.
2. Comply with regulations and policies.
3. Comply with the Code of Conduct.
4. Protect the Organization's reputation.
5. Maintain confidentiality.
6. Avoid conflicts of interest.
7. Report corruption, abuse or fraud.
8. Participate actively in activities.
9. Respect cultural and religious diversity.



10. Safeguard the Organization's property.

Article 16: Suspension and Termination of Membership

Membership may be suspended or terminated upon:

1. Resignation.
2. Death.
3. Loss of legal capacity.
4. Removal for a serious breach of this Constitution or policies.
5. Deliberate harm to the Organization's reputation or assets.
6. Corruption, fraud, harassment, exploitation or abuse.
7. Failure to meet fundamental membership obligations after written warning.
8. A dismissal decision made under the disciplinary procedures prescribed by the regulations.

Article 17: Membership Register

1. The Board Secretariat shall maintain an official register containing members' particulars.
2. It shall protect personal data in accordance with the Data Protection and Privacy Policy. Such data may be disclosed only as permitted by law or by decision of the competent authority.

PART VII

GENERAL ASSEMBLY

Article 18: General Assembly

1. The General Assembly is the supreme authority of the Organization.
2. It shall exercise its powers under this Constitution, and its duly adopted decisions shall bind all organs and members of the Organization.

Article 19: Composition of the General Assembly

1. The General Assembly shall comprise Founding Members and Full Members whose membership remains valid on the meeting date. They shall elect from among themselves a chairperson to preside over the meeting.
2. Each member has the right to attend, vote and stand for election in accordance with this Constitution and the approved regulations.
3. Honorary Members may attend as observers, unless the Assembly decides otherwise, but shall have no vote.

Article 20: Powers of the General Assembly

The General Assembly shall exercise the Organization's supreme powers, including:

1. Adopting and amending the Constitution.



2. Electing and removing Board members.
3. Approving the strategic plan.
4. Approving general policies.
5. Approving organizational regulations.
6. Approving the annual report.
7. Approving the financial statements.
8. Approving the annual budget.
9. Approving the external auditor.
10. Determining appeals against Board decisions where this Constitution so provides.
11. Approving dissolution or merger in accordance with this Constitution.

Article 21: Ordinary Meetings

1. The General Assembly shall hold at least one ordinary meeting each year, no later than six months after the end of the financial year.
2. Meetings may be held in person, electronically or in hybrid form, provided effective participation is ensured.

Article 22: Extraordinary Meetings

An extraordinary General Assembly meeting may be convened upon:

1. A Board resolution.
2. A written request by the Board Chairperson.
3. A request by at least one-third of General Assembly members.
4. Only matters stated in the notice may be considered.

Article 23: Notice of Meetings

Notice shall be issued at least fourteen (14) days before an ordinary meeting and seven (7) days before an extraordinary meeting, unless an emergency requires otherwise.

The notice shall state:

1. The date.
2. The time.
3. The venue or electronic participation link.
4. The agenda.
5. The relevant documents.

Article 24: Quorum

1. The quorum shall be an absolute majority of Full Members.
2. If quorum is not achieved within thirty (30) minutes, the meeting shall be adjourned to a date within twenty-one (21) days.



3. The adjourned meeting shall be valid with at least one-third of members entitled to vote. This rule does not apply to amendment, merger or dissolution meetings, which are subject to their special quorum requirements.

Article 25: Voting

1. Each Full Member has one vote.
2. Decisions shall be made by a simple majority of members present and voting unless a special majority is required.
3. In the event of a tie, the chairperson of the meeting shall have a casting vote.
4. Electronic voting may be used where adequate safeguards for integrity and secrecy are in place.

Article 26: Minutes of Meetings

1. Minutes shall be prepared for every General Assembly meeting and shall record the deliberations, decisions and voting results.
2. They shall be signed by the meeting chairperson and rapporteur and retained in the official records.

PART VIII

BOARD OF DIRECTORS

Article 27: Board of Directors

1. The Board is the Organization's governing and strategic oversight body. Its members are elected by, and accountable to, the General Assembly.
2. The Board acts as an independent fiduciary body responsible for guiding the Organization, protecting its mission and assets, and ensuring sustainability.
3. It shall act independently and uphold integrity, sound administration, transparency, accountability and avoidance of conflicts of interest.

Article 28: Composition of the Board

1. The Board shall comprise an odd number of not fewer than seven (7) and not more than eleven (11) elected members.
2. For stated reasons, the General Assembly may vary the number to reflect organizational growth, provided it remains odd.
3. Composition should take account of:
 - I. Gender balance
 - II. Diverse professional expertise
 - III. Representation of refugees and host communities where appropriate
 - IV. Youth and persons with disabilities where possible
 - V. Geographical and cultural diversity.



Article 29: Eligibility for Board Membership

Board member shall:

1. Be a Full Member in good standing.
2. Have legal capacity.
3. Demonstrate integrity and independence.
4. Possess suitable experience or qualifications in a field relevant to the organization.
5. Disclose conflicts of interest.
6. Sign the board charter, code of conduct and confidentiality declaration.

Article 30: Term of Office

1. The Board's term shall be four (4) years from the date of election.
2. A member may be re-elected for one consecutive term and may not serve more than two consecutive terms, unless the General Assembly decides otherwise by a two-thirds majority of members present.

Article 31: Powers and Responsibilities of the Board

The Board shall, in particular:

1. Review the vision, mission and institutional values and submit necessary changes to the General Assembly.
2. Prepare the draft strategic plan and submit it to the General Assembly.
3. Approve annual operational plans.
4. Approve institutional policies and regulations except those reserved to the General Assembly.
5. Review the draft annual budget and financing plans and submit the budget to the General Assembly.
6. Oversee risk management.
7. Monitor institutional performance.
8. Elect Board officers and appoint, hold accountable and terminate the Secretary-General/Chief Executive Officer in accordance with law and policy.
9. Appoint the external auditor and follow up recommendations while safeguarding independence.
10. Evaluate executive management.
11. Approve the organizational structure and senior job descriptions.
12. Approve internal and external audit reports.
13. Ensure compliance with laws and agreements.
14. Protect assets and intellectual property.
15. Approve strategic partnerships.
16. Establish permanent and ad hoc committees.



Article 32: Fiduciary Duties of Board Members

Each Board member shall discharge:

1. The duty of care, by acting with the care of a reasonably prudent person, preparing for meetings, reviewing documents and deciding on adequate information.
2. The duty of loyalty, by placing the organization's interests above personal, professional or financial interests, disclosing conflicts and abstaining from related decisions.
3. The duty of obedience, by complying with this constitution, applicable law, the mission and objectives, and ensuring resources used for their intended purposes.
4. A member is accountable for any serious breach under this constitution and approved policies.

Article 33: Board Meetings

1. The Board shall hold at least four (4) ordinary meetings per financial year.
2. Extraordinary meetings may be convened by the Chairperson or at the request of one-third of members.
3. Meetings may be physical, virtual or hybrid.
4. The agenda and supporting documents shall be circulated at least seven (7) days in advance unless urgency requires otherwise.
5. Members shall attend personally; proxy voting is prohibited.

Article 34: Quorum and Decision-Making

1. Quorum shall be an absolute majority of Board members.
2. Decisions shall be by simple majority of those present unless a special majority is required.
3. The Chairperson shall have a casting vote in the event of a tie.
4. A written resolution may be adopted by circulation where all Board members approve it, and shall have the same legal effect as a meeting resolution.

Article 35: Vacancy on the Board

A Board seat becomes vacant upon:

1. Death
2. Resignation
3. Loss of legal capacity
4. Removal in accordance with this constitution.
5. The board may appoint an interim member until the next general assembly meeting, which shall confirm the appointment or elect a replacement.

Article 36: Officers of the Board

The Board shall elect from among its members:

1. The Chairperson



2. The Vice-Chairperson
3. The Board Secretary.
4. The Vice-Chairperson acts in the Chairperson's absence. The Board Secretary organizes notices, minutes and Board records.
5. The Board may elect a Treasurer from among its members to exercise non-executive financial oversight, provided the Treasurer does not perform custody, disbursement or accounting functions.

Article 37: Duties of the Board Chairperson

The Chairperson shall:

1. Lead the Board
2. Ensure effective governance
3. Chair Board and General Assembly meetings unless otherwise provided
4. Follow up implementation of Board resolutions
5. Represent the Board before official bodies
6. Oversee Board performance evaluation
7. Ensure the Board's independence from executive management.

PART IX

EXECUTIVE MANAGEMENT

Article 38: Executive Management

1. Executive Management shall manage the Organization and implement its policies, plans and decisions of the General Assembly and Board in accordance with efficiency, professionalism, transparency and accountability.
2. It operates under the Board's strategic oversight while retaining autonomy over day-to-day operations within delegated authority.

Article 39: Secretary-General

1. The Secretary-General is the Organization's Chief Executive Officer, responsible for day-to-day management.
2. The Board shall appoint the Secretary-General under a written contract based on merit and fair competition.
3. The Secretary-General is not a voting Board member, may attend Board meetings without a vote, and is accountable to the Board for sound management and achievement of objectives.

Article 40: Duties of the Secretary-General

The Secretary-General shall:

1. Implement General Assembly and Board decisions



2. Prepare annual operational plans
3. Implement the strategic plan
4. Manage human resources
5. Submit the draft annual budget
6. Oversee programs and projects
7. Represent the Organization within delegated authority
8. Sign authorized contracts and agreements
9. Manage institutional risks
10. Prepare annual and periodic reports
11. Ensure legal and policy compliance
12. Protect assets and records.

Article 41: Delegation of Authority

1. The Secretary-General may delegate specified powers in writing to an executive officer, without being relieved of ultimate accountability for proper implementation.
2. The Delegation of Authority Matrix shall prescribe financial, administrative and technical levels of authority.

Article 42: Executive Secretariat

1. The Executive Secretariat shall comprise the departments, units and offices approved by the Board under the organizational structure.
2. The Board may establish, merge or abolish a department upon the Secretary-General's recommendation.

Article 43: Senior Management

1. Senior Management comprises heads of departments and principal units appointed under the Human Resources Policy on merit and through fair competition.
2. They shall disclose conflicts of interest and preserve confidentiality.

Article 44: Accountability of Executive Management

1. Executive Management is accountable to the Board for financial, administrative and technical performance.
2. The Board may require any reports, information or documents necessary for its oversight.

Article 45: Performance Evaluation

1. The performance of the Secretary-General and senior executives shall be evaluated annually against key performance indicators recommended by the Human Resources and Remuneration Committee and approved by the Board.
2. Evaluation results shall inform development, renewal, promotion or accountability decisions.



PART X

FINANCIAL GOVERNANCE, AUDIT AND ASSET MANAGEMENT

Article 46: Financial Governance

1. The Organization shall manage financial resources lawfully, transparently, efficiently, honestly, accountably and sustainably in furtherance of its mission and stakeholder confidence.
2. It shall maintain written financial policies, effective internal controls, segregation of financial and administrative duties, and a prohibition on any one person completing an entire payment, receipt or contracting cycle alone.

Article 47: Financial Resources

Lawful financial resources include:

1. Grants and gifts
2. Donations
3. Subscriptions
4. Income from activities and projects
5. Funding agreements
6. Lawfully permitted investment returns
7. Legally accepted bequests, endowments and gifts
8. Other resources approved by the board and consistent with law and mission.

The Organization shall not accept funds from unlawful sources or sources incompatible with its independence, mission or humanitarian principles.

Article 48: Financial Year

1. The financial year shall run from 1 January to 31 December.
2. The General Assembly may vary it where required by law or administrative necessity.

Article 49: Annual Budget

1. The executive officer responsible for finance shall prepare the draft annual budget in coordination with relevant departments. It shall be reviewed by the Secretary-General and Finance Committee and submitted to the Board for approval before the financial year begins.
2. If timely approval is not possible, the Board may approve an interim budget for up to three months, to be presented at the Board's first subsequent meeting.
3. Expenditure outside the budget is permitted only under the Financial Policy.

Article 50: Internal Control

The Organization shall maintain an integrated internal-control system to:

1. Protect assets



2. Ensure accurate financial data
3. Prevent fraud and corruption
4. Manage risks
5. Strengthen compliance
6. Improve operational efficiency.

Article 51: Internal Audit

The Organization shall establish an independent Internal Audit function reporting functionally to the Audit, Review and Risk Committee.

1. Its duties include:
2. Reviewing internal controls
3. Evaluating risk management
4. Reviewing policy compliance
5. Examining financial and administrative operations
6. Making recommendations for improvement.

Article 52: External Audit

1. The Board shall appoint an independent and licensed external auditor to audit the annual financial statements.
2. The auditor shall report directly to the General Assembly, with a copy to the Board, and shall have no direct or indirect interest in the Organization.

Article 53: Asset Management

The Organization shall protect all tangible and intangible assets, including:

1. Funds
2. Real property
3. Vehicles
4. Equipment
5. Intellectual property
6. Databases
7. Trademarks
8. Documents and records.

No material asset may be disposed of without a Board resolution and compliance with approved policies.

Article 54: Fraud and Financial Misconduct

The Organization adopts zero tolerance for:

1. Corruption
2. Bribery
3. Embezzlement



4. Money laundering
5. Terrorist financing
6. Forgery
7. Misuse of organizational funds
8. Financial conflicts of interest.

Legal and administrative action shall be taken against any person proven to have committed such conduct.

PART XI

RISK MANAGEMENT, COMPLIANCE AND INSTITUTIONAL ETHICS

Article 55: Enterprise Risk Management

The Organization shall maintain an enterprise risk-management framework for identifying, assessing, monitoring and treating risks to continuity and strategic objectives, including:

1. Strategic
2. Operational
3. Financial
4. Legal
5. Security
6. Technology and cybersecurity
7. Reputational
8. Human resources
9. Compliance
10. Humanitarian and environmental risks.

The risk register shall be updated periodically and reviewed by the Board or its committee.

Article 56: Compliance

1. The Organization shall comply with Uganda's Non-Governmental Organizations Act, 2016 and Regulations, 2017, and any successor or amending legislation; all applicable laws in each country of operation; registration and permit conditions; authorized geographical scope; relevant international standards; and lawful donor and partner agreements.
2. It shall file required returns, reports and notices, disclose funding sources and notify competent authorities of legally reportable changes.
3. Compliance includes NGO, labor, tax and finance, anti-money-laundering and counter-terrorist-financing, data-protection and privacy, occupational health and safety laws, contractual obligations and donor standards.



Article 57: Conflicts of Interest

1. All General Assembly members, Board members, executives, staff and volunteers shall promptly disclose any actual, potential or perceived conflict of interest.
2. No person may participate in discussion or decision-making concerning a personal, family, financial or professional interest.
3. The approved Conflict of Interest Policy shall govern detailed procedures.

Article 58: Ethics and Integrity

The Organization shall foster integrity, transparency, mutual respect and professional ethical conduct.

All associated persons shall respect:

1. Human dignity
2. Equality and non-discrimination
3. Confidentiality
4. Integrity
5. Impartiality
6. Independence
7. Accountability
8. Proper use of resources.

Article 59: Whistleblower Protection

1. The Organization shall protect any person who, in good faith, reports misconduct, corruption, fraud, abuse or breach of this Constitution or institutional policies.
2. Retaliation is prohibited, and any person proven to have retaliated, intimidated or threatened a reporter shall be sanctioned.

Article 60: Institutional Safeguarding

1. The Organization shall provide a safe environment protecting beneficiaries, staff, volunteers and partners from exploitation, abuse, neglect and violence.
2. It shall maintain clear policies and procedures for prevention, reporting, investigation, response and remedy where appropriate.

Article 61: Protection from Sexual Exploitation, Abuse and Harassment

1. The Organization adopts zero tolerance for sexual exploitation, abuse and harassment.
2. All staff, volunteers, Board members and partners are subject to prevention, training, reporting, investigation and sanction procedures under the PSEAH Policy.



Article 62: Code of Conduct

All persons associated with the Organization shall comply with the institutional Code of Conduct, which supplements this Constitution and prescribes professional and ethical standards, accountability and discipline.

PART XII

DISCIPLINARY PROCEDURES, COMPLAINTS AND DISPUTE RESOLUTION

Article 63: Accountability and Due Process

When considering misconduct, a complaint or dispute, the Organization shall observe:

1. The rule of law
2. Procedural fairness
3. The presumption of innocence
4. Notice of allegations
5. The right to respond, defend and present evidence
6. Impartial and independent investigation
7. Confidentiality and privacy
8. Proportionality of sanction
9. The right of appeal
10. Timely resolution without compromising fairness.

Article 64: Complaints System

1. The Organization shall establish an independent and safe mechanism to receive complaints from:
 1. Members
 2. Staff
 3. Volunteers
 4. Beneficiaries
 5. Partners
 6. Suppliers
 7. Any person dealing with the organization.
2. Complaints may be made in writing, electronically or orally under approved procedures.

Article 65: Investigation Procedures

Where misconduct is suspected, the competent body may establish an independent investigation committee, which shall:

1. Collect evidence lawfully
2. Hear all parties
3. Document all proceedings
4. Prepare a reasoned report setting out facts, evidence and recommendations



5. Submit the report to the competent decision-maker.

Article 66: Disciplinary Sanctions

Subject to the seriousness of the misconduct, sanctions may include:

1. Verbal caution
2. Written warning
3. Reprimand
4. Suspension of specified powers
5. Suspension of membership or employment
6. Removal from office
7. Termination of membership
8. Termination of employment
9. Referral to competent authorities where criminal or civil liability is suspected.

No sanction may be imposed before completion of the prescribed procedures.

Article 67: Appeal

1. A person subject to a disciplinary decision may lodge a grievance or appeal with the competent body within the period prescribed by the regulations.
2. The internal appellate decision shall be final within the Organization.

Article 68: Alternative Dispute Resolution

The Organization encourages amicable resolution of internal disputes where appropriate, including:

1. Negotiation
2. Mediation
3. Conciliation
4. Any other lawful alternative method.

These methods shall not be used for crimes, serious violations, exploitation or abuse requiring formal investigation.

Article 69: Records Management

The Organization shall retain records of complaints, investigations, disciplinary proceedings and appeals in accordance with the Data Protection and Privacy Policy.

Access is restricted to duly authorized persons.

Article 70: Protection against Malicious Complaints

1. The Organization shall protect the right to complain in good faith.
2. Appropriate action may be taken against a person proven deliberately to have submitted a malicious or misleading report intended to harm others, provided this Article is not used to discourage legitimate reporting.



PART XIII

FINAL PROVISIONS

Article 71: Interpretation

This Constitution shall be interpreted to advance its purposes and the Organization's objectives consistently with:

1. Applicable national law
2. General principles of good governance
3. Human rights principles
4. Lawful contractual obligations
5. Approved institutional policies that do not conflict with this constitution.

In the event of conflict with an internal regulation or policy, this Constitution prevails.

Article 72: Amendment of the Constitution

The General Assembly may amend this Constitution subject to:

1. A written proposal submitted to the Board
2. Circulation of the proposed text at least twenty-one (21) days before the meeting
3. Approval by two-thirds of members present and entitled to vote
4. A quorum of at least an absolute majority of all members entitled to vote
5. Completion of any legal registration or notification requirements.

No amendment may conflict with the Organization's non-profit character or fundamental objectives.

Article 73: Merger, Affiliation and Alliances

With Board approval, the Organization may:

1. Propose a merger with an organization having compatible objectives and mission, subject to General Assembly approval under the applicable quorum and majority and completion of legal requirements
2. Join national, regional or international federations, networks or alliances
3. Establish alliances or joint platforms with civil society organisations.

Every arrangement shall preserve independence, mission and reputation.

Article 74: Dissolution

The Organization may be dissolved only at an extraordinary meeting dedicated to that purpose, attended by at least two-thirds of members entitled to vote, and by a resolution supported by three-quarters of those present and voting, after completion of all legal procedures and regulatory approvals where required.

Upon dissolution:

1. All legal and financial liabilities shall be settled
2. A final statement of assets and liabilities shall be prepared



3. Remaining assets shall be transferred to a non-profit organization with similar objectives in accordance with law and the general assembly resolution
4. No funds or assets shall be distributed to members.

Article 75: Entry into Force

This Constitution shall enter into force on the date of its adoption by the General Assembly.

ADOPTION AND APPROVAL

1. Adopted by the General Assembly at its meeting held on 31 December 2025.
2. The General Assembly authorizes the Board Chairperson and Legal Adviser to sign on behalf of all members and the Organization's official seal shall be affixed.

Signature of the Board Chairperson:



Signature of the Legal Adviser: