



# RANAA Constitution

## Introduction

In order to unify the Arabic efforts aiming at fighting AIDS, which expansion has been increasing in the region, and due to the importance of the role that the civil society and civil associations play in this field, in addition to the need of finding a context for sharing experiences and expertise and promoting the human and material capabilities of the Arabic Networks that have the unique target of fighting this epidemic's expansion, the Regional Arab Network Against AIDS (RANAA) has been established, and is formed of a number of National Networks in the Middle East and North Africa (MENA). The work of this Network is organized by a charter determining its targets and activities. These by-laws constitute the Network's main constitution.

## Chapter one: RANAA's message and targets

### *Article 1: The vision*

A strong active civil society in the MENA region working collectively on HIV/AIDS towards having no new incidents, reaching low rate of mortalities, and ensuring the rights of PLHIV and MARPS to live in dignity and have access to prevention, treatment, care and support.

### *Article 2: The mission*

RANAA works to strengthen the role of the civil society in: limiting the spread of HIV/AIDS in the MENA region, including those working with most at risk populations (MARPs), and ensuring the rights of PLHIV to live in dignity and have access to prevention, treatment, care and support, through enabling its members and providing them

technical support, acting as a regional hub for and on civil society that works on HIV/AIDS and assuring their representation through networking at the regional and international levels.

***Article 3: The general goal***

Seeking to put an end to the expansion of AIDS and limiting its negative effects on individuals and societies in the region.

***Article 4: The specific objectives***

In order to reach its general target, the Network's Strategic Directions are:

- **Member Enabler:** RANAA will provide the tools, resources, and skills (ie. communication, managerial, organization, planning, proposal writing skills) through training workshops, participation in conferences, and dissemination of information, and exposure to different funding sources. Special emphasis will be put on CSOs working with most at risk populations.
- **Regional hub:** RANAA will act as a technical resource hub for its members and for the members of the national networks that work on HIV/AIDS in the region. The hub will provide accessible relevant information pertaining to HIV/AIDS, updated statistics and data from different countries, and relevant resources/materials for advocacy and awareness.
- **Representing, networking and bridging:** RANAA will represent its members in regional and global forums and will organize activities to network and bridge between CSOs, governmental institutions, national networks, and funding agencies on one hand and with its members on the other.

## **Chapter two: The RANAA membership**

**Article 5:** According to the Network's charter, would be considered fulfilling the membership conditions each National Network or non-governmental organization working in the field of AIDS, including those working for the Most at Risk Populations (MARPs) and the PLHIV, provided that it would respect the Network's charter and by-laws, and pay an annual fee which value is determined by the Network's Board of Directors.

**Article 6:** Membership is open to all networks working in the field of AIDS in the following countries:

Afghanistan, Algeria, Bahrain, Comoros Islands, Djibouti, Egypt, Iraq, Iran, Jordan, Kingdom of Saudi Arabia, Kuwait, Lebanon, Libya, Mauritania, Morocco, Oman, Pakistan, Palestine, Qatar, Somalia, Sudan, Syria, Tunisia, United Arab Emirates, Yemen.

Membership applications are submitted in writing on behalf of national networks to the RANAA's Board of Directors for consideration. The Board in turn submits their recommendations to the members of the General Assembly.

In the absence of a national network, membership is open to national associations to submit membership applications provided that the RANAA Board chooses the most eligible association based on the set selection criteria (as per Article 6), until the establishment of a national network.

**Article 7:** Each member of the General Assembly is entitled to take part in the Network's activities, participate in setting its plans and present proposals for the development of its work. Each member is also entitled to vote after being a member with RANAA for one year and to nominate himself/herself as a candidate to its governing bodies after three years of membership in the Network (as per Article 5)

**Article 8:** The membership in the RANAA could be lost for the following reasons:

- ⚡ Resignation from the Network.
- ⚡ Suspension of the National Network's activities due to any reason.
- ⚡ Error that may violate the Network's principles, charter, or by-laws, affect its work, or breach its interests or the ethics of work.

**Article 9:** The decision of withdrawing the membership right by the Network's Board shall be issued in a written decision and distributed to all the General Assembly members. The decision shall be taken by the General Assembly on the Internet after studying the decision of the membership withdrawal and the book of protestation by the absolute majority of the voters. Before taking the decision of withdrawing the membership, the Board may form a committee to study the organization/Network's situation. The concerned Network or organization is entitled to present, within a period of 3 months as of the issuing of the detachment decision, a protestation request on the Board's decision provided that it would be written and justified.

## **Chapter three: The permanent bodies**

### **Section one: General Assembly**

**Article 10:** The General Assembly is the main authority in the Network and it is formed of all affiliated members by means of one representative for each National Network member, in addition to a representative from PLHIV associations and/or support groups if they exist in that country.

The National Network nominates its representative at the General Assembly. In case there is more than one Network in the same country, these networks will work together to choose 2 representatives at the General Assembly, one of them representing PLHIV.

In the absence of a national network, a nominee, by no less than three associations working in the field of HIV/AIDS or MARPS (Most at Risk Population) can represent them at the General Assembly.

A representative from support groups is appointed by national networks. In the absence of a national network, PLHIV associations/support group may choose a person to represent them.

In exceptional cases, the Board takes representation-related decisions by majority vote.

**Article 11:** Each member has one vote representing the national network of his/ her country. In the presence of a support group and/or a PLHIV association, the country would have a second vote representing the group or the association.

**Article 12:** The General Assembly meets once every four years. It may hold an extraordinary meeting upon a justified written request of two thirds of the General Assembly members or the Board. This meeting can be virtual using available means of communications.

A General Assembly meeting is not considered legal in the absence of the absolute majority of its members (fifty percent plus one).

If the quorum is not reached on the first meeting call, the meeting is adjourned for two hours after which those present shall be considered a quorum and all decisions taken in the meeting considered binding.

**Article 13:** The General Assembly is responsible for the election of a Board of Directors formed of 7 members for a 4 years mandate.

**Article 14:** The General Assembly is the only authority entitled to amend or change the Network's by-laws or charter.

## **Section two: The Board of Directors**

**Article 15:** The Board of Directors is formed of 7 members elected by the General Assembly for a mandate of 4 years – renewable only once. The board members selection will take into consideration gender and geographical representation and the representation of PLHIV.

**Article 16:** The Board is responsible for managing the Network's affairs and seeks to achieve its objectives. It shall elect a President from its members for a period that does not exceed two consecutive mandates.

**Article 17:** The Board cooperates with the President for the implementation of the General Assembly's decisions and the presentation of the technical support for the member associations, and is held accountable by the General Assembly.

**Article 18:** The Board shall be entrusted to follow, supervise, and discuss the evaluation of activities performed by the President and the relevant Secretariat.

**Article 19:** The Board meets at least twice a year at the call of the President with the meeting's agenda annexed to the invitation.

When necessary, the Board may agree on holding meetings using the Internet and the available communication means. It can also benefit from regional and international events to hold a back to back meetings.

The meeting is not considered official except in the presence of the President or his/her approval and the participation of at least half of the Board members.

In case of force majeure preventing the President from attending Board meetings, the Board may hold a meeting in the presence of the majority of its members

**Article 20:** In preservation of the permanency and good implementation of RANAA's work, the delegate of the National Network or association that he has been elected to represent during the last meeting of the General Assembly and till the end of the Board's mandate, shall preserve his membership in the Board

**Article 21:** The Board takes its decisions by the simple majority (half plus one), and the decisions taken on the Internet shall not be considered legal unless they are written in an official record that the majority of the Board's members agree upon. In case of equality of votes, the opinion of the Network's President shall be applied.

**Article 22: The Board's obligations**

- ⚡ Implement the General Assembly's decisions,
- ⚡ Set and implement plans specific to the Network,
- ⚡ Ratify projects, documents, decisions, and work plans,
- ⚡ Discuss the major problems and projects that the Network faces,
- ⚡ Discuss rules and laws related to the problem of AIDS on the national and international level,
- ⚡ Develop strategies to support the partnership between the Network's members and with other partners,
- ⚡ Set the administrative and financial rules specific to the Network and organize the work between its members,
- ⚡ Develop a financial and technical annual report, ratify it, and present it before the General Assembly for ratification.

**Section three: The President's rights**

**Article 23:** The President shall be responsible for the Network and the implementation of the General Assembly's decisions and the Board's instructions, according to an annual work plan previously discussed and approved by the Board – which is then communicated to the General Assembly for review and approval – using available communication tools. The President shall be directly responsible towards the Board members in all administrative matters.

**Article 24:** The President represents the Network before official regional and international authorities, and should work on promoting the Network and making its voice heard. He or she has the right to negotiate on behalf of the Network and sign conventions, decisions, and alliances in coordination with the Board. The President may delegate certain powers to the members of the Board or the Executive Director.

**Article 25:** The President cooperates with the Board members and appoints a regional Secretariat and an Executive Director for it. The President shall be responsible for the supervision of the Secretariat's work. The role of the Secretariat is to help the President implement decisions, programs, and activities after the approval of the Board.

The powers of the Executive Director and conditions for appointing him/ her should be defined along with his/her annual assessment in the Network's Policies and Procedures Manual.

**Article 26:** The President presents an annual report to the General Assembly to discuss it and ratify it through the Internet, after its adoption by the Board.

**Article 27:** The President calls for and chairs the Board Meetings and is responsible for facilitating them and ensuring members participation.

#### **Section four: Regional Secretariat**

**Article 28:** The Regional Secretariat shall perform its duties under the direct supervision of the President. It implements the President's instructions, and abides by the decisions taken by the General Assembly and the Board.

The Executive Director shall manage the work of the Secretariat and appoint its staff under the direct supervision of the President.

The Secretariat shall abide by decisions taken by the General Assembly and the Board.

**Article 29:** : The RANAA Regional Secretariat is formed of an Executive Director and a work team responsible for performing tasks and duties as mentioned in RANAA's Policies and Procedures Manual and as per the directions of the Board. It is possible to seek the services of certain experts, when necessary and under freelance contracts.

**Article 30: The Secretariat's responsibilities**

- ✂ **Membership services:** responsible for the enhancement of the relationship between Network members and the Secretariat, activities organization and implementation and provision of technical support.
  
- ✂ **Advocacy and communication** to improve the life condition of PLHIV. Issue a newsletter; maintain the Network's website; ensure media relationships; ensure the representation of the MENA Region in regional and international events.
  
- ✂ **Training and capacity building:** Providing opportunities for different training workshops, technical missions, knowledge exchange and grants management for civil society organizations.
  
- ✂ **Administrative tasks:** Preserving all records and assets, accounting and follow-up of logistic arrangements.
  
- ✂ **Resource mobilization:** Setting a strategy to mobilize resources and build partnerships with donors and the private sector and seeking its implementation after the Board's approval.
  
- ✂ **Data conservation and documentation**
  
- ✂ **Any other duties as requested.**

**Article 31:** The Secretariat staff works under the supervision of and reports to the Executive Director. The workplace of the Secretariat shall be the country where the Network is registered (Beirut, Lebanon).

## Chapter four: Operations procedures

**Article 32:** The permanent headquarter of the Network's head office and its workplace shall be in Beirut, Lebanon and it shall be registered in Lebanon.

**Article 33:** The Network's financial resources:

- ⌘ Membership fees of member associations,
- ⌘ Grants, gifts and donations received from national and international organizations, and other parties,
- ⌘ Revenues of potential fundraising activities of the Network,
- ⌘ Revenues of projects and production services, if available.
- ⌘ Any other revenues as long as they comply with the Network's goals and policies.

**Article 34: Expenses:**

The Network's funds shall be disbursed on the operations, the equipments, the tools, and the activities aiming at achieving the Network's targets.

**Article 35: Conflicting interests:**

The Board shall set a code of conduct and define best practices based on the Network's Charter to avoid any conflict of interest to which all members and staff shall comply with.

**Article 36: Signature of documents:**

All official documents and bank checks are signed by the Network's President in addition to the Executive Director. The President may delegate the signature authority to one or more board members.

**Article 37:** The subscription fees cannot be recollected after the withdrawal of the membership due to any of the reasons mentioned in Article 8.

**Article 38:** If RANAA is dissolved, its assets shall be equally distributed among member associations and networks after clearing any debts or honoring any engagements due on behalf of RANAA.

*Article 39:*

This constitution will be enforced after the endorsement of the General Assembly members.

**Endorsed in Tunis, December 6, 2012**