

CONSTITUTION

Pan African AU Agenda 2063 Diplomatic Mission

PAAU 2063 DM

Adopted 23 September 2025

About this Constitution

This Constitution sets out the substantive governance framework for the Pan-African AU Agenda 2063 Diplomatic Mission, including quorum, succession, independent review, membership procedures and financial controls.

This Constitution governs the Mission as a project of the International Association of Computer Analysts and Researchers (IACAR), under the superior authority of the IACAR Board of Trustees. The Constitution was adopted on 23 September 2025. It is not a substitute for the registered constitution of the International Association of Computer Analysts and Researchers (IACAR) or any Nigerian incorporated trustees, or for the articles, bylaws and shareholder arrangements of the Wyoming corporation.

Contents

Preamble

Article 1 Name status and interpretation

Article 2 Headquarters territorial reach and identity

Article 3 Vision mission and objectives

Article 4 Values and standards of service

Article 5 Hybrid framework and participating entities

Article 6 Membership admission and cessation

Article 7 Institutional organs

Article 8 Mission Governing Council composition and responsibilities

Article 9 The Founding President

Article 10 The Global President and Presidency

Article 11 Executive offices and Secretariat

Article 12 Executive committee and territorial structures

Article 13 Appointment acceptance tenure and renewal

Article 14 Presidential selection succession and vacancies

Article 15 Meetings notice quorum and decisions

Article 16 Discipline suspension and review

Article 17 Conflicts integrity and safeguarding

Article 18 Funds budgets and financial controls

Article 19 Accounts audit and institutional records

Article 20 Programmes partnerships and representation

Article 21 Complaints and dispute resolution

Article 22 Amendments

Article 23 Authority interpretation and severability

Article 24 Dissolution and disposition of assets

Article 25 Transitional provisions adoption and commencement

Schedule One Participating entity register

Schedule Two Adoption resolution and execution

Preamble

We, the members and leadership of the Pan-African AU Agenda 2063 Diplomatic Mission, a project of the International Association of Computer Analysts and Researchers (IACAR), recognising the aspirations of Africa and its diaspora for unity, peace, dignity, prosperity and inclusive development, establish this Constitution to govern our common work in advancing the vision of Agenda 2063, The Africa We Want.

We affirm our commitment to ethical leadership, respect for national sovereignty and applicable law, accountable stewardship, equality of opportunity, innovation and service to humanity. We acknowledge the complementary roles of civil society, communities, public institutions, businesses and development partners in Africa's transformation.

Accordingly, we adopt this Constitution as the framework for the Mission's internal governance, leadership, membership, programmes and accountability, subject to the superior authority of the IACAR Board of Trustees and the legal independence and lawful obligations of participating entities.

Article 1 Name status and interpretation

1.1 The organisation shall be known as the Pan-African AU Agenda 2063 Diplomatic Mission, referred to in this Constitution as the Mission and abbreviated as PAAU-2063-DM. Each participating legal entity shall use its exact registered name in contracts, banking, filings and other legal instruments.

1.2 The Mission is a non-state Pan-African development and advocacy platform. Alignment with African Union Agenda 2063 does not itself confer African Union membership, accreditation, representation or official agency status. Any separately granted recognition or authority shall be described only within its documented scope.

1.3 Internal titles, including Ambassador, Diplomat, Special Envoy and Emissary, denote Mission functions only. They do not confer sovereign diplomatic rank, diplomatic immunity, consular powers, governmental authority, travel privileges or a right to issue sovereign travel documents.

1.4 The Mission shall operate on a nonpartisan basis. Members retain their personal civic rights but shall not use Mission resources, identity or authority for unauthorised party-political campaigning.

1.5 In this Constitution, IACAR means the International Association of Computer Analysts and Researchers. Every unqualified reference to "Board", "Council", "Board of Trustees" or "Governing Board", wherever it appears in this Constitution or in a Mission instrument issued under it, shall mean exclusively the Board of Trustees of the International Association of Computer Analysts and Researchers, referred to as the IACAR Board of Trustees. The subordinate project body shall be identified expressly as the "Mission Governing Council"; it shall never be treated as the IACAR Board of Trustees. References expressly identifying a separate participating entity's statutory board refer only to that entity's body. "President" and "Global President" mean the Global President of the Mission; "Office of the President" and "Presidency" mean that executive office. The Secretariat is the Mission's administrative office. A participating entity is a legally distinct body recorded in Schedule One that has validly accepted relevant obligations under this Constitution or a written agreement.

1.6 A working day means Monday to Friday, excluding public holidays at the Mission's principal administrative office in Nigeria. A written communication includes an authenticated electronic communication capable of being retained. Unless otherwise stated, references to days mean calendar days.

1.7 Good standing means that a member remains admitted, is not suspended, has complied with applicable conduct and reporting obligations, and has paid approved dues or holds a recorded waiver. The Secretariat

shall give written notice and a reasonable opportunity to correct an administrative default before changing that status.

1.8 The interpretation rule in clause 1.5 applies throughout all articles, schedules, policies, resolutions, correspondence and appointment instruments issued under this Constitution. A reference intended to identify the subordinate body must use its full name, Mission Governing Council. Membership of that body does not confer membership of the IACAR Board of Trustees.

Article 2 Headquarters territorial reach and identity

2.1 The Mission's principal administrative headquarters shall be in Abuja, Nigeria, at the address recorded in its official register. A registered office of a participating entity remains the office required by the law of its incorporation.

2.2 The Mission may establish regional, national, diaspora and local offices, subject to Mission Governing Council approval, available resources, applicable registration requirements and a written mandate defining authority and reporting lines.

2.3 A relocation outside Abuja requires a two-thirds vote of the entire serving Mission Governing Council, prior review of legal and operational consequences, and all necessary entity approvals. Changes of address within Abuja may be approved by the Mission Governing Council by ordinary resolution.

2.4 The Mission Governing Council shall approve the Mission's logo, seal and identity policy. Use of African Union, governmental or partner emblems requires any applicable permission. The Secretariat shall maintain custody and an authorised-use register for the Mission's seal and official credentials.

Article 3 Vision mission and objectives

3.1 The vision of the Mission is an integrated, peaceful and prosperous Africa whose citizens and diaspora participate meaningfully in achieving Agenda 2063.

3.2 Its mission is to mobilise development diplomacy, knowledge, innovation, investment, partnerships, education, advocacy and humanitarian engagement in support of Africa's transformation and global participation.

3.3 The Mission's objectives are to promote public understanding of Agenda 2063; support citizen participation and evidence-based monitoring; foster African and diaspora partnerships; advance ethical leadership and capacity development; and facilitate inclusive socioeconomic opportunities.

3.4 Further objectives are to support peacebuilding and lawful community early warning; promote youth and women's empowerment; encourage research, technology and digital transformation; facilitate responsible investment, enterprise and trade; support culture and tourism; and undertake lawful humanitarian and community development initiatives.

3.5 The Mission may convene events, conduct research, publish information, operate training and digital programmes, enter authorised partnerships, raise lawful resources and undertake activities reasonably incidental to its objectives. Regulated services shall be provided only through appropriately authorised persons and entities.

3.6 No objective authorises an officer to exercise public powers, guarantee investment returns, award regulated qualifications without authority, or make commitments on behalf of a government, the African Union or another institution without written authorisation.

Article 4 Values and standards of service

4.1 The Mission shall uphold integrity and accountability; Pan-African solidarity; ethical leadership; service to humanity; inclusiveness and gender balance; transparency and good governance; and respect for law and sovereignty.

4.2 Leadership and programme decisions shall be guided by competence, fairness, responsible use of resources and the interests of the communities served. The Mission shall seek meaningful participation across regions, genders, generations and the diaspora without dispensing with merit or legal eligibility.

4.3 Members shall treat others with dignity and shall not engage in harassment, discrimination, exploitation, intimidation or retaliation. Programmes involving children or vulnerable persons shall use appropriate safeguarding procedures and designated reporting channels.

Article 5 Hybrid framework and participating entities

5.1 The Pan-African AU Agenda 2063 Diplomatic Mission is a project of the International Association of Computer Analysts and Researchers (IACAR). The IACAR Board of Trustees is the superior governing authority over the Mission and the Mission Governing Council. The Mission's project status is fundamental to this Constitution and shall not be described as optional or contingent on a future hosting arrangement.

5.2 The Wyoming commercial arm may undertake lawful technology, consultancy, innovation, investment, administration and commercial partnership activities. Its capital, shares, investors, directors, distributions and corporate decisions remain governed by applicable law, its constitutional documents and valid shareholder arrangements.

5.3 The commercial arm may admit investors, joint-venture partners and private equity in accordance with its own lawful approvals. This Constitution neither allocates shares nor requires nonprofit ownership of the commercial arm, and it does not transfer existing ownership interests.

5.4 The Mission's Nigerian nonprofit and public-benefit activities shall be administered as an IACAR project within IACAR's registered objects and lawful authority. A separately incorporated affiliate may support approved activities only under a written agreement and the required entity approvals; its existence shall not extinguish the Mission's status as an IACAR project.

5.5 The Mission Governing Council is completely subordinate to and bound by the decisions, directions and oversight of the IACAR Board of Trustees in all Mission governance matters. The IACAR Board of Trustees may approve, reject, vary, suspend, revoke or set aside any Mission Governing Council resolution, policy or delegated action, and may assume or withdraw any delegated project-governance function. Its authority is not conditional upon the Mission Governing Council's consent, ratification or approval. All Mission organs and officers, including the President, shall implement its lawful decisions. Such decisions shall be recorded and communicated in writing and shall comply with mandatory law, IACAR's registered constitution and applicable procedural rights.

5.6 Each participating entity shall maintain its own accounts, records, property, tax obligations and approvals. Shared personnel, branding, intellectual property, premises or services shall be governed by written agreements specifying responsibilities, charges, ownership, risk allocation and termination arrangements.

5.7 Mission office or Mission Governing Council membership does not automatically make a person a statutory director, trustee, shareholder, employee or bank signatory of any entity. Appointment to each such capacity requires the relevant separate process.

5.8 Inter-entity dealings shall be transparent, appropriately priced, documented and approved by persons without a conflicting interest. Restricted nonprofit resources shall not be diverted to private commercial benefit.

5.9 The Mission Governing Council coordinates the project only within authority delegated by the IACAR Board of Trustees. No Mission resolution may restrict, override or claim equality with that Board's authority. This hierarchy does not itself amend a separate corporation's articles, bylaws, ownership or shareholder rights, or replace its statutory organs; any corporate action must follow the competent entity's lawful process.

Article 6 Membership admission and cessation

6.1 Membership categories shall comprise ordinary individual members, professional or institutional members, honorary members and diaspora members. These categories do not themselves confer an executive appointment, Mission Governing Council seat, corporate shareholding or statutory membership of a participating entity.

6.2 An applicant shall support the Mission's objectives, provide accurate identity and eligibility information, accept this Constitution and the Code of Conduct, and complete required screening and orientation. Individuals exercising office or Mission Governing Council voting rights shall be at least eighteen years old and legally eligible.

6.3 The Secretariat shall administer applications through a screening committee. The Director-General shall approve ordinary admissions under Mission Governing Council policy and provide written reasons for rejection. An unsuccessful applicant may seek reconsideration by the Mission Governing Council's governance committee within thirty days.

6.4 Honorary membership shall be conferred by the President under approved membership policy. It confers no Mission office; an honorary officer appointment requires Article 13. Institutional members shall designate one authorised representative. Membership shall not be transferred or sold.

6.5 Members in good standing may participate in authorised activities, receive appropriate institutional information, submit proposals and complaints, and attend the General Assembly. Ordinary, professional and diaspora individual members and one representative of each institutional member may vote at the Assembly; honorary members may speak but shall not vote solely by reason of honorary status.

6.6 Members shall comply with this Constitution, protect confidential information, respect authorised reporting lines, disclose conflicts and meet approved obligations. Fees and dues shall be established by published Mission Governing Council policy. Waivers shall be documented. Donations do not purchase public diplomatic status, guarantee appointment or confer additional voting rights.

6.7 Membership ends upon death, dissolution of an institutional member, written resignation or expulsion under Article 16. Administrative lapse for nonpayment requires at least thirty days' written notice and consideration of any waiver request. Ending membership does not discharge outstanding lawful obligations.

Article 7 Institutional organs

7.1 The Mission's organs shall be the Mission Governing Council, Presidency, Executive Management Committee, Secretariat, General Assembly and committees or territorial structures established under this Constitution.

7.2 The IACAR Board of Trustees is the supreme governing authority over the Mission as an IACAR project. The Mission Governing Council is a subordinate advisory, coordinating and implementation body, accountable completely to that Board. The Presidency exercises executive authority, including exclusive officer appointment authority under Article 13, subject to that Board's lawful directions. The General Assembly is a forum for member participation and recommendations and has no independent appointment or overriding governance power.

7.3 No internal organ shall assume the statutory authority of a participating entity unless that authority is lawfully delegated. An allocation of responsibility shall be interpreted consistently with the constitutional hierarchy in Article 23.

Article 8 Mission Governing Council composition and responsibilities

8.1 The Mission Governing Council shall include the Founding President as a life member; the serving Global President; Vice Presidents; Head of Mission; Director-General; chief officers; departmental Directors; and heads of standing committees established for the Mission Governing Council. Every top executive occupying one of these substantive offices shall be an ex-officio Mission Governing Council member for the duration of that office.

8.2 Regional or country coordinators, envoys, advisers and project leaders are not Mission Governing Council members solely by title unless they also hold an office specified in clause 8.1. The Mission Governing Council may invite them to attend without a vote.

8.3 A person holding more than one qualifying office has one Mission Governing Council seat and one vote. The Secretariat shall maintain an accurate register of serving members, their basis of membership, term dates and declared interests. Suspended members shall be recorded separately and shall not vote while suspension lawfully applies.

8.4 The President may appoint up to five independent members to the Mission Governing Council for expertise and oversight, following screening and subject to any approval expressly required by the IACAR Board of Trustees. The Mission Governing Council may recommend candidates but shall not co-opt or appoint them. Article 13 governs their appointment instruments and terms. No such appointment confers statutory trustee or director status.

8.5 The Mission Governing Council shall prepare and recommend strategy, annual plans, budgets, institutional policies and major commitments to the IACAR Board of Trustees; monitor implementation, ethics, risk and performance; review reports; and perform functions expressly delegated in writing. Its approvals are effective only within that recorded delegation. Reserved matters shall be submitted to the IACAR Board of Trustees, whose decision is controlling. The Mission Governing Council shall neither ratify nor veto presidential appointments and shall not issue appointment letters. It may report a concern to the IACAR Board of Trustees for determination.

8.6 The President shall appoint the Chair and Deputy Chair of the Mission Governing Council from its members by instruments issued through the Office of the President under Article 13. Each term is four years, subject to renewal limits. The Global President shall not simultaneously serve as Chair. The Chair facilitates meetings and reporting and acquires no independent executive or appointment authority by holding that position.

8.7 Loss of a qualifying executive office ends its associated ex-officio Mission Governing Council seat. A life or independently held seat is not extinguished merely because another office ends. The President may remove an appointed independent member, Chair or Deputy Chair for cause following Article 16, subject to

review and binding directions of the IACAR Board of Trustees. The Mission Governing Council may recommend action but cannot appoint a replacement or issue a removal instrument independently.

8.8 Every power of approval, policy-making, review or administration assigned elsewhere in this Constitution to the Mission Governing Council is subject to the IACAR Board of Trustees' written delegation and binding directions. In the absence of a sufficient delegation, the Mission Governing Council shall submit a recommendation for trustee decision. No deadline, vote or subordinate refusal shall prevent the IACAR Board of Trustees from exercising its lawful superior authority.

Article 9 The Founding President

9.1 H.E. Amb. Dr. Stephen Gbatigbi Ben-Joel shall be recognised as the Founding President and shall hold life membership of the Mission Governing Council in that capacity.

9.2 The Founding President shall support institutional continuity, advise on the Mission's founding purpose, mentor leadership and participate in Mission Governing Council deliberations. This status carries one vote and does not by itself confer a veto, ownership of nonprofit assets or perpetual tenure as Global President.

9.3 The life seat is personal and non-hereditary. It ends upon death or written resignation. Its exercise remains subject to mandatory legal disqualification and proportionate disciplinary suspension under Article 16; permanent withdrawal of the life entitlement otherwise requires a valid constitutional amendment with notice to the holder and an opportunity to be heard.

Article 10 The Global President and Presidency

10.1 The Global President shall provide overall executive and strategic leadership, represent the Mission within authorised limits, advance partnerships and oversee implementation of policy approved by the IACAR Board of Trustees or under its written delegation across the Mission's participating framework.

10.2 The President is expressly empowered and exclusively responsible for selecting, appointing, deploying, renewing and supervising all Mission officers, including Vice Presidents, the Head of Mission, Director-General, chief officers, Directors, envoys, emissaries, advisers, coordinators, committee members and officers, and appointed members and officers of the Mission Governing Council. Every appointment shall originate from the Office of the President and comply with Article 13. This executive power remains subject to the superior lawful authority of the IACAR Board of Trustees. The President shall also amend designations under clause 10.6, propose plans and budgets, ensure reporting and protect the Mission's interests.

10.3 The Presidency may withdraw, suspend, reassign or revoke a Mission appointment, including an accepted appointment, where substantiated circumstances are detrimental to the Mission, breach ethical or unity obligations, impair performance or conflict with institutional progress. This power shall be exercised in writing, for stated reasons and with the fair process and review rights in Article 16.

10.4 Operational delegations shall be written, limited in scope and duration and entered in the delegation register. The President shall not delegate the power to select or appoint Mission officers, approve renewals or sign appointment letters to another officer or organ. Administrative staff may prepare, record and deliver a letter personally approved and signed by the President, but shall not issue one on their own authority or use a substitute signature. A duly authorised Acting President exercises the office only under Article 14. Delegation does not remove accountability.

10.5 In an urgent operational emergency, the President may take proportionate action within lawful authority to protect people, records or assets, notify the IACAR Board of Trustees and the Mission

Governing Council Chair within forty-eight hours and submit the action for trustee review within seven days. Emergency authority does not permit constitutional amendment, permanent removal without due process or disregard of entity approvals.

10.6 The Global President shall have the right to amend organisational designations where a position, title, portfolio or reporting arrangement is reasonably considered detrimental to the overall progress, effectiveness or objectives of the Mission. This authority includes renaming, redesignating, merging, restructuring or discontinuing an operational position and reassigning its functions. It shall be exercised by a written instrument stating the reasons, changes, effective date and arrangements for affected officers, and notified to the Mission Governing Council and IACAR Board of Trustees within seven days. It is subject to the superior authority of the IACAR Board of Trustees and any approval required by IACAR's constitution or lawful delegation.

10.7 A designation change under clause 10.6 shall not of itself amend the Mission's name, IACAR project status, Board hierarchy, Founding President's life membership, tenure limits, constitutional organs, voting entitlements or amendment procedure. A renamed successor office retains the constitutional rights and limits of the substantially equivalent office. Discontinuance of an office carrying a protected constitutional entitlement requires Article 22 where that entitlement would change. Action affecting an individual's appointment shall also comply with Articles 13 and 16 and applicable employment or contractual rights. The Secretariat shall maintain an updated designation register and cross-reference renamed offices without representing an administrative change as a general constitutional amendment.

Article 11 Executive offices and Secretariat

11.1 Executive offices shall include Vice Presidents, Head of Mission, Director-General, Chief Operating Officer, Chief Strategy Officer, Chief Financial Officer, Chief Communications Officer, departmental Directors and such other chief offices as the President establishes within policy approved by the IACAR Board of Trustees. Designations, portfolios and reporting lines may be revised by the Global President under clause 10.6. Each office shall have written responsibilities and reporting lines.

11.2 Vice Presidents shall lead assigned portfolios and support the Global President. The Head of Mission shall coordinate territorial and external Mission operations within an approved mandate. The Director-General shall lead day-to-day administration and the Secretariat and ensure implementation of approved decisions.

11.3 The Chief Operating Officer shall oversee operational delivery; the Chief Strategy Officer shall coordinate strategy and performance; the Chief Financial Officer shall oversee budgets, financial controls and reporting; and the Chief Communications Officer shall oversee authorised communications and identity management.

11.4 Directors, Special Envoys, Emissaries, Regional and Country Coordinators and Committee Heads shall act within written mandates. No assignment authorises unapproved borrowing, fundraising, recruitment, contracting or representation of a public institution.

11.5 The Secretariat shall maintain administration, records and protocol, membership services, communications support, governance support and monitoring and evaluation. It shall preserve the official constitution, registers, resolutions, appointment instruments and institutional correspondence.

11.6 The Director-General shall serve as Secretary of the Mission Governing Council without an additional vote unless the President appoints another Secretary through the Office of the President. A Secretary

without a separate qualifying seat shall attend without a vote. This project role does not confer the office of secretary to the IACAR Board of Trustees.

Article 12 Executive committee and territorial structures

12.1 The Executive Management Committee shall comprise the Global President, Vice Presidents, Head of Mission, Director-General and chief officers. It shall coordinate delivery, monitor risks and resolve operational issues within the approved budget and delegated authority.

12.2 The Executive Management Committee shall ordinarily meet weekly, on Tuesday, unless a different date is notified. Its quorum shall be more than half of its serving members. Decisions shall be by majority of votes cast; a tie shall refer the matter to the Global President for an operational direction within existing authority or to the Mission Governing Council where approval is required.

12.3 The Mission Governing Council shall establish committees for governance and ethics; finance, audit and risk; appointments and membership; and programmes and partnerships. It may combine functions where resources require, provided conflicts are managed and an officer does not audit their own work.

12.4 Committee terms of reference shall state presidentially appointed membership, authority, duration and reporting duties. An independent or non-executive Mission Governing Council member shall chair financial oversight where practicable. Committees shall not exercise reserved Mission Governing Council powers without express constitutional authority.

12.5 Regional, country, diaspora and project structures shall operate under approved charters specifying territory, programme scope, local compliance, budgets and reporting. They shall not create separate entities, bank accounts or liabilities in the Mission's name without prior written approval and required local authorisation.

12.6 Committees and territorial structures may identify needs, screen candidates and recommend appointments, but all appointments of their members, heads and officers require an instrument from the Office of the President under Article 13. The appointment of an independent investigator, mediator, auditor or external reviewer is a professional engagement rather than appointment to Mission office and shall not confer such an office.

Article 13 Appointment acceptance tenure and renewal

13.1 All Mission officer appointments shall be made exclusively by the President through the Office of the President after documented screening for competence, integrity, suitability and institutional need. This rule covers substantive, acting, interim, honorary, advisory, territorial, committee and project appointments, renewals, promotions and transfers into another office. The selection of the President or Acting President is governed by Article 14; statutory trustees, corporate directors and independent professional engagements remain subject to their separate lawful processes and do not confer a Mission office.

13.2 No appointment letter, certificate, memorandum, nomination, announcement or other purported instrument shall be honoured or recognised as conferring Mission office unless it originates from the Office of the President and bears the President's authentic signature, including a verifiable electronic signature. No other officer, Mission Governing Council, committee, branch or representative may independently appoint an officer or issue an appointment letter. A nomination or recommendation creates no office or authority. Approval or direction by the IACAR Board of Trustees shall be implemented through the Office of the President; it does not authorise a subordinate organ to issue a competing appointment letter. No Mission Governing Council ratification is required. An office carrying an ex-officio seat confers that seat when the

valid appointment takes effect, timely acceptance is received and any required IACAR Board of Trustees approval is obtained.

13.3 An appointment must be accepted in writing within seven working days after documented delivery of the appointment instrument. The delivery day is excluded. Without timely acceptance, the appointment automatically becomes void. A subsequent appointment requires a fresh instrument and shall not be backdated to cure the lapse.

13.4 Substantive appointed offices have four-year terms, renewable up to three further times in the same office, giving a maximum of sixteen years. Renewal is not automatic: it requires a documented performance review, continuing eligibility and a fresh appointment instrument signed by the President through the Office of the President, together with any approval expressly required by the IACAR Board of Trustees.

13.5 Appointed independent Mission Governing Council seats and its Chair and Deputy Chair follow the same four-year terms and three-renewal limit. The Global President's term and renewals are governed by Article 14 and the same maximum. Service in a substantially equivalent renamed office counts toward the limit. The Founding President's life seat is exempt. These project terms do not determine the composition, tenure or procedures of the IACAR Board of Trustees or any separate statutory entity office.

13.6 The Secretariat shall notify the President at least ninety days before an officer's term expires and notify the IACAR Board of Trustees regarding the President's term. An expired appointment does not continue automatically. The President may issue an acting appointment for up to ninety days while selecting a substantive officer. Repeated acting appointments shall not evade tenure limits. An Acting President is selected only under Article 14.

13.7 Orientation, the Code of Conduct, confidentiality commitments and required interest declarations shall be completed before unrestricted exercise of duties. Published training and contribution requirements may be set by policy, subject to lawful waivers and transparent terms; no officer may invent personal charges.

13.8 Appointment to Mission office creates no automatic employment relationship, salary entitlement, shareholding, sovereign status or entitlement to reimbursement. Any employment, remuneration or expense arrangement shall be separately approved and recorded.

13.9 Every appointment instrument shall carry a unique reference, issue date, appointee identity, designation, duties, reporting line, commencement and expiry dates, service conditions, seven-working-day acceptance deadline and the President's authentic signature. The Secretariat shall record the signed instrument, proof of delivery, written acceptance and any required IACAR Board of Trustees approval in the central appointments register. An administrative registration delay shall not defeat an otherwise valid appointment.

13.10 Before granting credentials, access, representation rights or an ex-officio seat, the Secretariat shall verify the instrument with the Office of the President. A stamp, logo, title, fee receipt, branch endorsement or public announcement cannot replace presidential appointment. Suspected unauthorised letters shall be preserved, reported promptly and assessed under Article 16. No person shall exercise Mission office on the strength of such a letter.

13.11 The IACAR Board of Trustees retains superior oversight and may direct review, suspension or withdrawal of an appointment within its lawful authority. The President shall implement that direction promptly through the Office of the President. Neither the exclusive issuing requirement nor a refusal to perform an administrative step shall defeat a binding trustee decision. Selection of a President or Acting President follows Article 14.

Article 14 Presidential selection succession and vacancies

14.1 Selection, renewal and confirmation of the Global President are reserved to the IACAR Board of Trustees, acting under IACAR's registered constitution and applicable law. The Mission Governing Council may submit recommendations but shall not elect, appoint or remove the President. Candidates shall demonstrate leadership capacity, integrity and commitment to the Mission's objectives. The term is four years, renewable up to three times. Selection does not permit an incumbent to extend their own term.

14.2 The IACAR Board of Trustees shall record its presidential selection in a valid resolution and notify the Office of the President. That Office shall register and issue the formal notification enclosing the certified resolution; its administrative issue does not require consent or signature from an outgoing, unavailable or removed President. No competing appointment letter issued elsewhere shall confer presidential authority. The certified Board resolution is the controlling evidence of selection and effective date. Trustee voting, quorum and eligibility follow IACAR's registered constitution, not the project procedures in Article 15.

14.3 For temporary absence, the President may designate a Vice President to act through a signed instrument issued by the Office of the President, subject to IACAR Board of Trustees approval where required. In the absence of a valid designation, that Board shall select an eligible Acting President by resolution recorded and notified through the Office of the President. No subordinate officer automatically acquires the presidency. An Acting President shall sign explicitly in that capacity and shall not make permanent senior appointments without prior written approval of the IACAR Board of Trustees.

14.4 On death, resignation, removal or permanent incapacity of the President, the Secretariat shall notify the IACAR Board of Trustees promptly. That Board shall be requested to establish an acting arrangement within fourteen days and complete substantive selection within ninety days. An acting term is limited to ninety days, extendable once for up to ninety further days by a reasoned Board resolution. Until an Acting President is validly designated, no other Mission officer may issue appointment letters; existing officers continue only within their valid mandates.

14.5 The IACAR Board of Trustees may suspend or remove the President for serious misconduct, material breach of duty, persistent failure to perform or established incapacity, following Article 16 and its own lawful governance procedure. The President shall not determine, chair or vote on their own case. Incapacity shall be assessed on reliable independent evidence with respect for privacy. The decision shall state its effective date and the arrangements for continuity.

14.6 An officer may resign on thirty days' written notice to the President, or a shorter period the President accepts; the President shall tender resignation to the IACAR Board of Trustees. Vacancies in all other Mission offices shall be filled exclusively by the President through Article 13. A substantive replacement begins a new four-year term unless the instrument specifies completion of an unexpired term; service exceeding two years of an unexpired term counts as one term for renewal limits.

Article 15 Meetings notice quorum and decisions

15.1 The Mission Governing Council shall meet at least quarterly. The Chair shall convene a special meeting on the request of the Global President or one-third of serving Mission Governing Council members. If the Chair fails to issue notice within seven days, the Deputy Chair, or the requesting members through the Secretary, may convene it.

15.2 Ordinary Mission Governing Council meetings require at least fourteen days' notice with the agenda and relevant papers. Special meetings require seven days. Urgent meetings may be called on forty-eight

hours' notice with approval of two-thirds of serving members, but the shortened procedure shall not be used for constitutional amendment, dissolution or final removal from office.

15.3 The Mission Governing Council's quorum is more than half of its serving voting members, calculated as one-half rounded down plus one. A member with a material conflict shall neither vote nor count toward quorum for that item. If recusals prevent quorum, the matter shall be referred to the IACAR Board of Trustees for a lawful direction; the threshold shall not be informally waived.

15.4 Except where a higher threshold is stated, decisions require a majority of votes cast by eligible members at a quorate meeting. Each person has one vote. Abstentions are not votes cast. A tied motion fails; the Chair has no additional casting vote. Proxy voting is not permitted.

15.5 For a vote requiring a fraction of the entire serving Mission Governing Council, the denominator is all occupied voting seats, excluding only persons formally suspended or legally disqualified from that specific decision; fractions are rounded up. The denominator and any exclusions shall be recorded. Conflicted members shall not vote, and their recusal does not otherwise reduce an approval threshold based on the entire Mission Governing Council.

15.6 A remote meeting is valid where participants can be identified, hear one another and participate effectively. A written resolution requires unanimous affirmative consent of all eligible serving members and shall not be used for recommendations for constitutional amendment or dissolution.

15.7 The Secretary shall keep attendance, interests declared, resolutions, voting totals and action assignments, circulate minutes for review within fourteen days and preserve approved minutes. A failure of quorum shall be recorded and substantive decisions deferred.

15.8 The General Assembly shall meet annually on at least twenty-one days' notice to receive activity and financial reports, discuss priorities and make recommendations to the Mission Governing Council. Its quorum is one-third of voting members in good standing, rounded up to a whole person; recommendations require a majority of votes cast. If quorum is absent, a reconvened meeting on fourteen days' notice may receive reports but shall not exercise powers reserved to another organ.

15.9 This Article regulates meetings of the Mission Governing Council and the General Assembly only. The composition, quorum, notice, voting, conflicts and proceedings of the IACAR Board of Trustees are governed by IACAR's registered constitution and applicable law. No project meeting or vote may substitute for a trustee resolution.

Article 16 Discipline suspension and review

16.1 Grounds for action include fraud, misappropriation, serious misrepresentation, abuse of authority, harassment, material conflict-of-interest breaches, confidentiality violations, serious nonperformance and conduct materially detrimental to the Mission. Good-faith criticism or reporting of wrongdoing shall not itself constitute misconduct.

16.2 Before final adverse action, the person shall receive written particulars, the material evidence or a fair summary, at least fourteen days to respond, and an opportunity to be heard before an impartial decision-maker. They may be accompanied by an adviser at their own expense. Confidential evidence shall be handled fairly and lawfully.

16.3 The Presidency may impose an interim suspension where reasonably necessary to protect people, evidence, funds or operations, giving written reasons. Suspension is not a finding of guilt. The governance

and ethics committee shall review it within fourteen days and at intervals no longer than thirty days. Unresolved matters exceeding ninety days require a reasoned decision of the IACAR Board of Trustees.

16.4 Available outcomes include dismissal of the complaint, advice, warning, required training, reassignment, restitution where lawfully due, suspension, revocation of appointment or expulsion from membership. Sanctions shall be proportionate and communicated with reasons. An organisational reassignment without misconduct shall not be presented as a disciplinary finding.

16.5 The President may determine disciplinary cases concerning appointed officers after fair process, including appointed officers of the Mission Governing Council. Allegations against the President or Founding President, and cases in which the President is conflicted, shall be referred to the IACAR Board of Trustees for an impartial investigation and decision. That Board may direct independent review of any Mission disciplinary matter. No disciplinary panel acquires authority to appoint a replacement officer.

16.6 A person affected by a presidential or subordinate disciplinary decision may appeal in writing to the IACAR Board of Trustees within twenty-one days. That Board shall arrange review by persons uninvolved in the original decision and ordinarily issue or approve a reasoned outcome within thirty days. It may affirm, vary, suspend or set aside the decision. The Office of the President shall implement any resulting appointment-related instrument. A decision restoring an existing appointment shall be implemented promptly and shall not be frustrated by withholding an administrative letter.

16.7 Where the original decision was made by the IACAR Board of Trustees, independent reviewers may advise it on reconsideration under its lawful procedures. The Mission Governing Council has no power to reverse a trustee decision. Appeals do not automatically lift protective restrictions. Access to a competent court, regulator or other mandatory remedy is preserved.

16.8 An outgoing or suspended officer shall promptly secure and hand over records, funds, equipment, credentials and access under written instructions. Employment rights, statutory offices and contractual liabilities shall be dealt with through their separate lawful procedures.

Article 17 Conflicts integrity and safeguarding

17.1 Members and officers shall disclose actual, potential and apparent conflicts on appointment, annually and when a matter arises. The Secretariat shall maintain an interests register. Conflicted persons shall withdraw from relevant deliberations and decisions, except to provide requested factual information.

17.2 An officer shall not solicit or accept bribes, secret commissions or improper gifts, use confidential information for personal gain, divert opportunities belonging to the Mission, or engage in unauthorised self-dealing. Gifts, hospitality and related-party transactions shall be governed by published policies.

17.3 A related-party arrangement requires disclosure, independent assessment of necessity and value, and approval by the appropriate unconflicted authority of each affected entity. No person shall approve their own remuneration, reimbursement or contract.

17.4 Confidential reporting channels shall be available for misconduct and safeguarding concerns. Good-faith reporters shall be protected from retaliation. Allegations shall be assessed promptly, and matters requiring external notification shall be referred to the appropriate authority.

Article 18 Funds budgets and financial controls

18.1 The Mission may receive lawful dues, grants, donations, sponsorship, programme income and other approved resources through the properly identified receiving entity. Commercial investment and share subscriptions shall be received only by the authorised commercial entity under its own approvals.

18.2 Funds shall be used within approved purposes and restrictions. No nonprofit income or property shall be distributed to members as profit. Any payment for services, expenses, rent or other benefit shall comply with applicable restrictions, including those affecting governing-body members, and receive unconflicted approval. This clause does not authorise an otherwise prohibited payment.

18.3 The financial year shall run from 1 January to 31 December unless a participating entity lawfully uses another year. The Chief Financial Officer shall prepare an annual Mission budget for Mission Governing Council review and IACAR Board of Trustees approval before the year begins and obtain each entity's approval for its own commitments.

18.4 Accounts shall be held in the appropriate entity's name. Personal accounts shall not be used to collect Mission funds. Payments shall require at least two authorised approvals, with separation between initiation, approval and reconciliation. No payee may authorise their own payment.

18.5 The IACAR Board of Trustees shall approve a written expenditure and procurement matrix setting thresholds, competitive purchasing requirements and exceptions. Borrowing, guarantees, security over assets, acquisition or disposal of material property and commitments outside budget require prior IACAR Board of Trustees approval and all relevant entity approvals.

18.6 The Chief Financial Officer shall provide quarterly financial reports covering income, expenditure, balances, restricted funds, liabilities and budget variances. The Secretariat shall maintain an asset register and documented custody arrangements.

18.7 Restricted donations shall be applied according to accepted donor terms and law. Fundraising statements shall identify the beneficiary entity, purpose and material conditions. Donations and fees shall not be described as tax-deductible without a valid basis.

Article 19 Accounts audit and institutional records

19.1 Each participating entity shall maintain complete and accurate books and records and fulfil its own filing, tax and reporting obligations. Mission-wide reports shall clearly distinguish entity balances and avoid treating separate assets as a common fund.

19.2 The Mission Governing Council shall arrange annual independent financial scrutiny of Mission activities, with a statutory audit wherever required. An appropriately qualified independent auditor shall be appointed through the competent entity process. The finance, audit and risk committee shall track findings and corrective action.

19.3 Financial records shall be retained for at least seven years or any longer legally required period. Constitutional instruments, adoption records, significant resolutions, entity approvals and property records shall be preserved permanently or for the longer period required by law. A litigation or investigation hold overrides routine destruction.

19.4 Members may request the current Constitution, approved annual activity report and an appropriate annual financial summary. Access to other records shall respect legal rights, confidentiality, personal data and legitimate commercial interests; reasons for refusal shall be recorded and may be reviewed by the governance committee.

19.5 Personal data shall be collected for stated legitimate purposes, protected by appropriate controls and accessible only to authorised persons. Access credentials, backups, incident response and retention shall be governed by written policies and applicable law.

Article 20 Programmes partnerships and representation

20.1 Every material programme shall have an approved purpose, responsible officer, budget, implementing entity, risk assessment and reporting plan. Programme creation does not itself authorise expenditure or contractual commitments beyond delegated limits.

20.2 Contracts and memoranda of understanding shall identify the actual parties, scope, authorised signatories, financial obligations, intellectual property, reporting, duration, termination and dispute arrangements. Legal and financial review shall be proportionate to risk.

20.3 No officer shall bind the Mission or a participating entity beyond their written authority. The Mission Governing Council shall maintain a delegation and signature register. Statements of affiliation, accreditation or partnership shall be supported by current written evidence.

20.4 Programme leaders shall provide quarterly performance reports and promptly report material incidents, losses or regulatory concerns. Citizen information and monitoring evidence shall be handled responsibly, with attention to verification, consent where required and the safety of affected persons.

20.5 Ownership and permitted use of the Mission's name, platforms, publications, research, training materials and other intellectual property shall be recorded in relevant agreements. Departure from office does not confer a right to retain institutional accounts, impersonate the Mission or exploit confidential assets.

Article 21 Complaints and dispute resolution

21.1 Members and officers shall first seek prompt resolution of internal disputes through a written complaint to the Secretariat or, where the Secretariat is implicated, the Mission Governing Council Chair or an independent governance committee member.

21.2 Acknowledgment shall ordinarily be issued within seven days and an initial reasoned response within thirty days. Where appropriate, an impartial mediator may be appointed by agreement. Disciplinary matters shall follow Article 16.

21.3 Arbitration shall occur only under a valid separate arbitration agreement identifying the parties, applicable rules, seat and appointment procedure. Nothing in this Constitution imposes arbitration on a person or entity without the necessary consent.

21.4 Internal procedures shall not prevent urgent court relief, lawful reporting to authorities, statutory employment claims or other rights that cannot lawfully be excluded. A dispute involving a participating entity shall follow the applicable entity documents and contract as well as mandatory law.

21.5 An unresolved internal governance complaint or allegation of noncompliance with a trustee direction may be submitted directly to the IACAR Board of Trustees. The Mission Governing Council shall not obstruct referral or implementation of the resulting lawful decision.

Article 22 Amendments

22.1 An amendment may be proposed by the IACAR Board of Trustees, the Global President, one-third of serving Mission Governing Council members, or a petition supported by one-quarter of voting members in good standing. The Secretary shall circulate the proposed wording, reasons and material implications to the IACAR Board of Trustees, Mission Governing Council and members at least twenty-one days before the deciding meeting.

22.2 The Mission Governing Council may recommend an amendment by an affirmative vote of at least two-thirds of its entire serving membership. Final approval and adoption are reserved to the IACAR Board of Trustees, acting under IACAR's registered constitution. That Board may also initiate and adopt an amendment after the notice required by clause 22.1 without subordinate consent. Except for designation changes authorised by clause 10.6, no officer may amend this Constitution through a letter, policy, circular or unilateral direction.

22.3 An amendment takes effect on the date stated in the IACAR Board of Trustees' approval or a later date specified in the approved resolution, subject to any further required approvals, filings or legal conditions. It shall not amend IACAR's registered constitution or a participating entity's governing documents without that entity's separate lawful process.

22.4 The Secretariat shall maintain a version register, preserve superseded versions and circulate the adopted text. A correction of a typographical error that does not change meaning may be certified by the Chair and Secretary and reported to the Mission Governing Council; substantive changes require this Article.

Article 23 Authority interpretation and severability

23.1 This Constitution is the principal internal governance instrument of the Mission as an IACAR project. It prevails over inconsistent Mission policies, manuals, appointment conditions and directives, but remains subordinate to mandatory law, IACAR's registered constitution and lawful decisions of the IACAR Board of Trustees within its authority. Authorised designation changes under clause 10.6 shall be read with this Constitution.

23.2 Mandatory law prevails. For each participating entity, its valid registered or filed constitutional documents and legally controlling governance instruments govern matters reserved to that entity. This Constitution shall not override shareholder rights, statutory trustee duties or the powers of an entity's competent organs.

23.3 Where an inconsistency concerns Mission governance, the matter shall be referred to the IACAR Board of Trustees for a reasoned direction, with legal review where necessary. An affected act requiring a separate entity approval shall not proceed until that approval is obtained. Consistent provisions shall continue to operate. Interpretation shall not be used to bypass the amendment procedure.

23.4 The IACAR Board of Trustees shall determine internal questions of interpretation. The Mission Governing Council may submit a reasoned recommendation but cannot issue an interpretation binding on that Board. Its lawful determination governs all Mission organs, subject to mandatory law and competent court or regulatory review. An invalid provision shall be severed to the minimum extent necessary and considered for lawful replacement under Article 22.

Article 24 Dissolution and disposition of assets

24.1 A Mission Governing Council proposal to wind up the Mission's project activities requires at least thirty days' notice stating the reasons, liabilities, affected programmes and proposed disposition of resources, followed by an affirmative vote of two-thirds of the entire serving Mission Governing Council and a valid decision of the IACAR Board of Trustees. The IACAR Board of Trustees may independently decide upon and initiate discontinuance of its project through its own lawful governance process, with appropriate notice and arrangements to protect affected rights and obligations.

24.2 That resolution authorises the necessary lawful steps; it does not itself dissolve a corporation or incorporated trustees, terminate IACAR, transfer third-party assets or override court or regulatory processes. Each participating entity shall undertake its own applicable winding-up procedure.

24.3 Liabilities shall be settled or provided for, restricted grants handled according to their terms and law, employees and counterparties treated lawfully, and records placed in secure custody. Assets shall remain attributable to their legal owner throughout the process.

24.4 After lawful liabilities are discharged, residual nonprofit property shall not be distributed to members or officers. It shall pass to one or more eligible nonprofit bodies with similar objects and equivalent restrictions on distribution, selected through the legally required process, or otherwise be applied as a competent court or authority directs.

24.5 Residual property of a for-profit entity shall be dealt with under applicable insolvency and corporate law, its governing documents and lawful shareholder rights. This Constitution creates no preferential distribution entitlement.

Article 25 Transitional provisions adoption and commencement

25.1 This Constitution was adopted on 23 September 2025. The adoption record and named signatories are set out in Schedule Two. The IACAR Board of Trustees retains superior authority over Mission governance; a Mission Governing Council recommendation is consultative and is not a condition of that authority.

25.2 Within ninety days after adoption, the Secretariat shall verify the entity schedule, register current officers and members, record original appointment and renewal dates, obtain required acceptances and reconcile existing policies and mandates with this Constitution.

25.3 Existing appointments shall be checked against authentic instruments issued by the Office of the President. Verified valid appointments continue to their recorded expiry, subject to applicable rights and this Constitution. An instrument originating elsewhere shall not be recognised as a Mission appointment; the President may consider a fresh appointment after screening, without backdating. An omission from the register alone does not invalidate an otherwise authentic presidential instrument. Affected persons shall be given an opportunity to produce evidence, with disputed authenticity referred to the IACAR Board of Trustees. Adoption does not restart tenure, erase prior service or retrospectively validate defective appointments.

25.4 The adoption record shall identify the incumbent Global President and verified term dates. Where a valid term cannot be established, the IACAR Board of Trustees shall determine a lawful interim arrangement and complete selection under Article 14 within ninety days. No subordinate resolution may extend the President's term or create a competing presidency.

25.5 The Mission Governing Council shall submit for IACAR Board of Trustees approval implementing policies on finance and procurement, appointments, conduct, discipline, conflicts, safeguarding, data

protection and delegated authority within one hundred and twenty days. Until then, existing compatible policies continue; no policy may override this Constitution.

25.6 Schedule One and the adoption particulars in Schedule Two form part of the institutional record. Updating factual addresses or verified entity particulars in Schedule One requires a recorded Mission Governing Council resolution and notification to the IACAR Board of Trustees. A change to the Mission's project status or substantive constitutional rights requires Article 22 and cannot be made as an administrative correction.

Schedule One Participating entity register

The Secretariat shall maintain the participating entity register from certificates, governing instruments and resolutions, together with the supporting institutional records.

Wyoming commercial entity

The register shall record the exact registered name, legal form, incorporation number and date, registered office, governing documents, competent board, relevant resolutions and authorised representative.

Nigerian nonprofit operating structure

The Mission is an IACAR project. The Secretariat shall retain the parent institution's verified particulars, project authorisation and scope of delegated authority.

Additional participating entities

For each additional entity, the Secretariat shall retain its verified particulars, written accession or collaboration agreement, and the relevant Mission Governing Council approval.

Schedule Two Adoption resolution and execution

Adoption date: 23 September 2025.

Pan-African AU Agenda 2063 Diplomatic Mission, a project of the International Association of Computer Analysts and Researchers (IACAR).

This Constitution comprises Articles 1 to 25 and Schedules One and Two, subject to mandatory law, IACAR's registered constitution and any separate required entity approvals.

President of the Mission

Dr. Stephen Gbatigbi Ben-Joel

President, Pan African AU Agenda 2063 Diplomatic Mission

Secretary of IACAR

Amb. Dr. Ibe Sally Adaji

Secretary, International Association of Computer Analysts and Researchers