



THE AFRICAN ACADEMY OF SCIENCES

CONSTITUTION

Revised 2012

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Driving Scientific and Technological Development in Africa.

Declaration

The AAS General Assembly during its meeting of 28th February 2011 set up a sub-committee to undertake the task of reviewing the AAS Constitution. This revised Constitution is the outcome of efforts of that committee with inputs from the Governing Council and Fellows of AAS. The final version has been circulated to all fellows and subsequently ratified

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I. TITLE AND DOMICILE

- 1.1 The African Academy of Sciences (AAS) (hereinafter, “The Academy”) is an autonomous, Africa-wide, professional, non-political and non-profit-making scientific organization, established by a group of scientists from Africa (known as “The Founding Fellows”) to pursue the objectives set out in Section 2 below.
- 1.2 The legal domicile of the Academy is Nairobi, Kenya.
- 1.3 The Academy has the legal capacity to contract and to become a member of international institutions.

2. OBJECTIVES

The principal objectives of the Academy are:

- 2.1 To promote and foster the growth of the scientific community in Africa by recognizing, supporting and promoting excellence in scientific research performed by African scientists.
- 2.2 To stimulate and nurture the spirit of scientific discovery and technological innovation in Africa in order to promote sustainable development in the continent through research and development.
- 2.3 To promote contact among African scientists, technologists, engineers and other scholars, and between them and the world scientific and technological community in order to facilitate regional integration and to serve the cause of global peace and security.
- 2.4 To facilitate, coordinate and undertake the publication and dissemination of scientific and technological achievements in Africa.
- 2.5 To improve Africa’s capacity for management of research, development and public policy by bridging the gaps between natural, applied and social scientists, the private sector and governments.
- 2.6 To provide information on, and support for public awareness and understanding of science and technology, and to promote the development of a science culture in Africa.
- 2.7 To foster improved participation of women and youth in scientific fields.

3. FELLOWS AND AFFILIATE MEMBERS OF THE ACADEMY

3.1 The membership of the Academy shall consist of the following categories:

3.1.1 **Fellows:**— who are elected from among active African scientists residing in Africa or elsewhere and who have attained the highest international standards and/or who have made significant contributions to the development and application of science technology and innovation in Africa.

3.1.2 **Associate Fellows:**— who are elected from among active and outstanding non-African scientists residing elsewhere or in Africa and who have made significant contributions to the development of science, technology and innovation in Africa.

3.1.3 **Honorary Fellows:** – who are elected from amongst persons of eminence who have made significant contribution to the objectives of the Academy.

3.1.4 **Affiliate Members:** – who are elected from among young promising scientists who have demonstrated prowess in the development and application of science in Africa.

3.2 Election of Fellows, Associate Fellows, Honorary Fellows and Affiliate Members.

Each year, the nomination of a candidate for election as Fellow and Associate Fellow shall be made using the prescribed forms by an AAS Fellow (hereinafter, 'the proposer') and seconded by another AAS Fellow ('the seconder'). The proposer and/or seconder shall be responsible for all communications pertinent to the candidate. The initial selection of Fellows and Associate Fellows shall be made within the different categories that constitute the membership.

3.2.1 The dossier of a candidate proposed for election as **Fellow or Associate Fellow** shall be reviewed by a Membership Advisory Committee set up by the Governing Council for the purpose of obtaining an informed opinion on the candidate.

3.2.2 The Governing Council, after reviewing the comments by the Membership Advisory Committee, shall select by majority vote the final list of recommended candidates for election.

- 3.2.3 The Governing Council shall also determine the maximum number of Fellows, Associate Fellows and Affiliate Members to be elected in each year.
- 3.2.4 The names of such selected candidates shall be communicated to all Fellows and Associate Fellows who shall have postal or electronic votes. Candidates receiving favorable vote by the majority of voting Fellows and Associate Fellows shall be declared elected into the fellowship of the Academy.
- 3.2.5 A candidate for Honorary Membership shall be nominated by a minimum of three Fellows and/or Associate Fellows, and shall be reviewed and elected directly by the Governing Council.
- 3.2.6 The nomination of a candidate for Affiliate Membership shall be made from each sub-region through the sub-regional representatives of AAS. Each prospective Affiliate Member shall be nominated using the prescribed forms by a Fellow (hereinafter, 'the proposer'). The proposer shall be responsible for all communications pertinent to the candidate.
- 3.2.6.1 Candidates proposed for affiliate membership shall be reviewed by a sub-regional Committee consisting of the respective Vice President (Chair), the sub-regional representative (Secretary) and two other Fellows appointed by the Governing Council.
- 3.2.6.2 The Subregional Committee will review the dossier of each nominee and forward its recommendation to the Governing Council for approval.
- 3.2.6.3 The Governing Council will determine the maximum number of Affiliate Members after due consideration of gender, discipline representations, and any other emerging issues that may be relevant or specific to each region.
- 3.2.6.4 Affiliate Members shall not be older than 40 years at the time of nomination. The designation of Affiliate Membership shall be for a period of five years. There shall be no direct progression from Affiliate to Fellow. The interactions of the Affiliate Members with the Academy will be described in a separate publication.

Affiliate Members may attend General Assembly meetings but are not entitled to vote. Affiliate Members will have observer status at the General Assembly.

3.3 Cessation of Fellowship

- 3.3.1 A Fellow, Associate Fellow and Affiliate Member may withdraw from the Academy by writing to the President his/her wish to do so. A withdrawal shall be announced by the President without delay to the entire Fellowship of the Academy and recorded at the next meeting of the Governing Council and reported at the subsequent General Assembly.
- 3.3.2 A Fellow may be expelled from the Academy by a decision of the General Assembly taken by a simple majority vote of those present, and voting upon a report by the Governing Council that he or she acted incompatibly with the objectives of the Academy or to the detriment of the interest or reputation of the Academy.
- 3.3.3 Fellows who withdraw from the Academy may be re-elected after three years. Expelled Fellows shall not be eligible for re-election.

3.4 Fees

- 3.4.1 There will be a joining fee and an annual fee for Fellows and Associate Fellows. These fees are to be set by the Governing Council and endorsed by the AAS fellows.
- 3.4.2 Fellows who have not paid their dues may lose benefits offered by the Academy and may not attend business meetings of the Academy. These denials of benefits should be determined by the Governing Council and be clearly explained to the Fellows.

4. THE GENERAL ASSEMBLY

- 4.1 The General Assembly shall consist of Fellows of the Academy referred to in Article 3.1: 3.1.1, 3.1.2 and 3.1.3.
- 4.2. The General Assembly is the highest authority of the Academy to which the Governing Council is responsible, and determines its general policy. It has the following specific powers and obligations:
 - 4.2.1 To approve the medium and long-term programme priorities of the Academy.
 - 4.2.2 To examine and approve the report of the Secretary General and the audited accounts and the comments of the Governing Council thereon.
 - 4.2.3 To elect from among its Fellows the President and the other Officers of the Academy.
 - 4.2.4 To elect from among its Fellows five regional representatives of the five sub-regions to the Governing Council.
 - 4.2.5 To elect Fellows according to the recommendations of the Governing Council.
 - 4.2.6 To consider and decide upon amendments to the Constitution and Bye-Laws of the Academy.
 - 4.2.7 To consider any such other matters as may be referred to it.
- 4.3 Meetings of the General Assembly
 - 4.3.1 An ordinary session of the General Assembly is held every three years, at a place and date determined by the General Assembly at a previous ordinary session or, failing that, by the Governing Council.
 - 4.3.2 After consultation with the president, the Secretary General shall send notice of the meeting together with the provisional agenda to all Fellows at least three months in advance, and shall specify the place and date.
 - 4.3.3 The final agenda shall be communicated by the Secretary General to all Fellows of the Academy, after consultation with the President, at least two months before the date of an ordinary session.

- 4.3.4 An extraordinary session of the General Assembly shall be summoned by the President (a) on the decision of the Governing Council, or (b) at the request in writing by at least one-third of all Fellows of the Academy.
- 4.3.5 At the General Assembly each Fellow shall have one vote. In the event of an equality of votes, the President shall have a casting vote.
- 4.3.6 The quorum of the General Assembly shall be one third of the Fellows and Associate Fellows (counting apologies and virtual participation when feasible and applicable).

5. THE GOVERNING COUNCIL

- 5.1 The Governing Council of the Academy consists of:
 - 5.1.1 The officers as specified in Article 6 below,
 - 5.1.2 The five sub-regional representatives, who may attend the Governing Council meetings alternately with the corresponding Vice Presidents.
- 5.2 Members of the Governing Council shall be elected by the General Assembly from among the candidates recommended by a Nominating Committee appointed by the Governing Council. In nominating candidates for the Governing Council, the Nominating Committee shall invite all Fellows of the Academy to submit candidates.
- 5.3 Each Member of the Governing Council shall be elected for a term of three years, and shall be eligible for immediate re-election for a further term of three years.
- 5.4 If a member of the Governing Council is elected President he/she shall serve as President for a term of three years renewable only once.
- 5.5 Any vacancy occurring in the middle of a term shall be filled in an acting capacity until the immediately following General Assembly. This acting period will not be counted towards the elected term of office.
- 5.6 The terms of reference of the Governing Council are the following:
 - 5.6.1 To formulate and review the programmes of the Academy within the framework and priorities set by the General Assembly, and to make budgetary provisions for their support;
 - 5.6.2 To receive, examine and approve the annual report and audited accounts of the Academy;
 - 5.6.3 To appoint the Auditor and fix his/her remuneration;
 - 5.6.4 To discharge the Treasurer from liability;
 - 5.6.5 To appoint committees for specific tasks and terms of office;
 - 5.6.6 To receive regular reports from the Management Committee on the day-to-day operations of the Academy;
 - 5.6.7 To organize and conduct the election of new Fellows of the Academy;

- 5.6.9 To appoint a Nominations Committee for the processing of candidates for elective posts of the Governing Council;
 - 5.6.9 To appoint Fellows to serve in the subregional committees for review of Affiliate members;
 - 5.6.10 To review and approve the selection of Affiliate Members;
 - 5.6.11 To determine the maximum number of Fellows, Associate Fellows, Honorary Fellows and Affiliate Members to be selected after due consideration of gender, discipline representations, and any other emerging issues that may be relevant or specific to each region;
 - 5.6.12 To appoint Membership Advisory Committees for the purpose of obtaining an informed opinion on each candidate proposed for election as a Fellow;
 - 5.6.13 To appoint representatives of the Academy to organizations to which the Academy adheres;
 - 5.6.14 To establish and review Bye-Laws, if required, for the regulation of the affairs of the Academy;
 - 5.6.15 To prepare the agenda for the General Assembly,
 - 5.6.16 To deal with matters referred to it by the General Assembly.
- 5.7 The Governing Council shall meet at least twice a year. The President of the Academy shall preside over its meetings; in his absence the Governing Council shall elect one of the Vice Presidents to act as Chairperson, or in their absence, the Secretary General.

6. OFFICERS OF THE ACADEMY AND THEIR FUNCTIONS

- 6.1 The officers of the Academy shall be the following:
 - 6.1.1 President;
 - 6.1.2 Immediate past President;
 - 6.1.3 Five Vice-Presidents, representing Eastern, Western, Northern, Southern and Central Africa;
 - 6.1.4 Secretary General;
 - 6.1.5 Treasurer; and
 - 6.1.6 The Executive Editor of *Discovery and Innovation*.

- 6.2 The President shall:
 - 6.2.1 Be the chief executive of the Academy;
 - 6.2.2 Convene and chair the meetings of the Management Committee, the Governing Council and the General Assembly; and
 - 6.2.3 Serve as ex-officio member of the Board of Trustees of the Endowment Fund.

- 6.3 The Vice-Presidents shall assist the President in his/her duties, especially in relation to regional activities. Each Vice President shall also be assigned sub-region-specific responsibilities the Governing Council (See Section 3.2.6).

- 6.4. The Secretary General shall report to the President and shall:
 - 6.4.1 Be responsible to the Governing Council for the official correspondence on the Academy and the Governing Council except that which relates to finance;
 - 6.4.2 Present reports on the Academy's activities at the meetings of the Governing Council and General Assembly;
 - 6.4.3 Oversee elections and induction of new fellows;
 - 6.4.4 Promote and maintain good relations between the Academy and other international and national academies,

governments, international organizations and relevant institutions.

6.5 The Treasurer shall report to the President and shall:

- 6.5.1 Be responsible for collecting all money due or payable to the Academy. S/he shall pay all bills due and payable by the Academy. S/he shall keep accurate accounts of all such receipts and payments;
- 6.5.2 Have authority to sell and transfer, invest and re-invest, any property of the Academy with the approval of the Governing Council;
- 6.5.3 Report annually to the Governing Council and, at such times as the Council may determine, on the accounts of the Academy;
- 6.5.4 Prepare and present annual reports of the finances and audited accounts to the Governing Council and to the General Assembly; and
- 6.5.5 Serve as *ex-officio* member of the Board of Trustees of the Endowment Fund.

6.6 The Executive Editor shall be responsible for the publication of the flagship journal *Discovery and Innovation* and shall chair meetings of the Editorial. Detailed the functions of the Executive Editor shall be contained in a separate document containing the bye laws governing of *Discovery and Innovation*.

7. THE MANAGEMENT COMMITTEE

- 7.1 The Management Committee shall consist of: the President of the Academy who shall preside over its meetings; the Secretary General; the Treasurer and the Executive Director, who shall serve as Secretary.
- 7.2 The terms of reference of the Management Committee are the following:
- 7.2.1 To direct the affairs of the Academy (programmes, finances, management, *etc.*) between sessions of the Governing Council;
 - 7.2.2 To oversee the work of other Committees which may be appointed by the Governing Council;
 - 7.2.3 To prepare the agenda for the Governing Council;
 - 7.2.4 To approve the appointment of the Secretariat staff and the terms and conditions of their appointments;
 - 7.2.5 To propose to the Governing Council annual budgets for the implementation of the programmes of the Academy and for the operations of the secretariat;
 - 7.2.6 To coordinate fundraising;
 - 7.2.7 To prepare the Annual Report;
 - 7.2.8 To manage the AAS Endowment Fund and report its operations to the Governing Council; and
 - 7.2.9 To undertake other tasks assigned to it by the Governing Council.

8 THE EXECUTIVE DIRECTOR

- 8.1 There shall be an Executive Director of the Academy who shall be appointed by the Management Committee.
- 8.2 The Executive Director shall report to the President and the Management Committee, and shall:
 - 8.2.1 Be responsible for the recruitment, appointment and supervision of staff, and the administration of the Secretariat of the Academy including its finances; Ensure Academy operations are annually audited;
 - 8.2.2 Serve as the principal liaison officer for the Academy and keep in contact with the scientific community and donor agencies on behalf of the Academy;
 - 8.2.3 Coordinate activities related to the recruitment, nomination, evaluation and induction procedures of AAS Fellows;
 - 8.2.4 Support the Governing Council in formulating and implementing the policies of the Academy;
 - 8.2.5 Maintain good working relationship with the Secretary General and the Treasurer and assist them in the fulfillment of their tasks;
 - 8.2.6 Serve as *ex-officio* member of the Governing Council;
 - 8.2.7 Serve as *ex-officio* member of the Board of Trustees of the Endowment Fund; and
 - 8.2.8 Serve as *ex-officio* member of the Management Committee.

9. FINANCES OF THE ACADEMY

- 9.1 The sources of funds of the Academy shall include the following:
 - 9.1.1 Grants, subventions, contracts, fees, donations and legacies accepted by the Governing Council on behalf of the Academy;
 - 9.1.2 Net Income from publications;
 - 9.1.3 Revenue from investment of capital;
 - 9.1.4 Annual subscriptions from Fellows, as determined by the Governing Council; and
 - 9.1.5 Interest from the AAS Endowment Fund.
- 9.2 There shall be an Endowment Fund, which shall be administered by a legally established Board of Trustees.
- 9.3 Funds derived from external sources above shall be used in accordance with the agreements made with the donors. Such funds shall not be accepted if this would interfere with the objectives of the Academy or its independence.
- 9.4 The Academy, and bodies created by it, may not incur expenditure in excess of the funds at their disposal.
- 9.5 The financial year of the Academy shall be the calendar year.

10. AUDIT OF ACCOUNTS

The Governing Council shall appoint external Auditors for the scrutiny of the Academy's accounts. Auditors shall not be Fellows of the Academy.

11. SUPPLEMENTARY RULES

The Governing Council shall adopt such Bye-Laws as may be advisable to give effect to the provisions of this Constitution.

12. REVISION OF THE CONSTITUTION

No change may be made in the Constitution except with the approval of the General Assembly by two-thirds of the votes cast by Fellows present or by postal or electronic vote, at a meeting properly convened for the purpose.

13. DISSOLUTION

- 13.1 The Academy may be dissolved by resolution at a Special Meeting of the General Assembly, provided that the motion of dissolution be supported by three-quarters of the Fellows present.
- 13.2 In the event of the dissolution of the Academy, its assets shall be granted to one or more non-profit making organizations in Africa whose objectives conform to those of the Academy.



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