

AFRICAN ASSOCIATION OF PHYSIOLOGICAL SCIENCES

AAPS

Founded July 8, 1989
Admitted as Regional Member of IUPS July 31, 1993
Incorporated -

CONSTITUTION

Adopted September 23, 1997.

ARTICLE 1, Name and seal

- 1.1 The name of the organization is: AFRICAN ASSOCIATION OF PHYSIOLOGICAL SCIENCES.
- 1.2 The official abbreviation is : AAPS
- 1.3 The corporate seal of the Association shall be a circle, surrounded by the words AFRICAN ASSOCIATION OF PHYSIOLOGICAL SCIENCES. The centre of the circle shall be the map of Africa with the words AAPS written across.
- 1.4 The seat of the Association for routine business is in the office of the Secretary - General of the Association.

ARTICLE 2, Purpose

- 2.1 The Association is constituted for the purpose of advancing the physiological sciences in Africa.
- 2.2 The Association is a non - governmental, non - profit making organization that aims to unite African scientists and scientists involved in active research into and / or teaching of human or animal physiology in Africa.
- 2.3 One organizational objective will be the formation of **COMMISSIONS** for the purpose of fostering contact and collaboration between members with similar interest in, for example, teaching, research training, exercise physiology, reproductive physiology, pathophysiology etc.
- 2.4 The Association shall issue publications in accordance with the objective of the Association.

ARTICLE 4, Functions

In order to achieve its objectives, the ASSOCIATION will perform the following functions:

- a) Co-ordinate and promote effective co -operation between national physiological and related societies and members of the Association.
- b) Promote and co -ordinate international collaborative teaching and research within Africa.
- c) Encourage the exchange of information, experience and research findings by holding congresses, conferences, symposia, workshops and by publications.

ARTICLE 5, Membership

- 5.1 The Association shall consist of ordinary, affiliate, special, honorary, student and sustaining associate members.
- 5.2 Ordinary members.
 - a) Members of national societies in Africa engaged in activities consistent with the objectives of the Association.
 - b) Individual scientist working in Africa where there is no national society or whose society has not sought membership of the Association and attested to by two members.
- 5.3 Affiliate members. National physiological societies in Africa engaged in activities consistent with the objects of the Association.
- 5.4 Special members. Non - African physiological societies or other institutions or foundations which are engaged in the objectives of the Association.
- 5.5 Honorary members. Distinguished scientists from any country who have contributed to the advancement of the physiological sciences.
- 5.6 Student members. Any student who is actively engaged in physiological work and attested to by two members.
- 5.7 Sustaining Associates . Individuals and organizations who have an interest in the advancement of physiological sciences.

ARTICLE 6, Election of members

- 6.1 Two ordinary members of the Association must nominate a person for ordinary and student membership on forms provided by the Secretary - General. of the Association.



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- 6.2. Application for affiliate and special membership shall be in writing to the Secretary - General of the Association. The constitution and membership list of such a society or organization should be attached to the application.
- 6.3 Application for sustaining associates shall be in writing to the Secretary - General of the Association.
- 6.4. Applications that meet the requirements of membership shall be provisionally accepted by the Secretary - General pending ratification by the Council and General Assembly

ARTICLE 7, Termination of membership

- 7.1 A member shall cease to be a member on written resignation by the member.
- 7.2 The General Assembly may, by affirmation vote of two - thirds of all members, suspend a member's membership for a stated period of time or expel a member of the Association if found guilty of misconduct, after appropriate hearing.

ARTICLE 8, Reinstatement

- 8.1. The General Assembly may, by affirmation vote of two - thirds of all members, reinstate a former member, subject to any conditions it deems fit.
- 8.2 Application for reinstatement shall be in writing.

ARTICLE 9, Fees

The Council shall from time to time set annual membership fees.

ARTICLE 10, General Assembly

- 10.1 The membership of the General Assembly shall be composed of one delegate each representing an affiliated society and sustaining associate of the Association in addition to the officers and other Council members of the Association.
- 10.2 Ordinary members from a particular country ,whose national society is not affiliated to the Association shall elect a representative ; In the absence of an elected representative, the ordinary member present shall represent that country at the General Assembly.
- 10.3 The President and Secretary - General of the Association shall be the Chairperson and Secretary, respectively of the General Assembly.



- 10.4 The meetings of the General Assembly shall be held at such times as the International Congress of the African Association of Physiological Sciences.
- 10.5 A quorum at the General Assembly shall be one - third of all possible voting representatives, or representatives holding not less than one - third of all possible votes of proxies provided that one - half of the Executive Committee members are present.
- 10.6 If by 30 minutes after the official notified starting time of the meeting, a quorum cannot be formed, then the delegates shall wait for one extra hour before commencing the meeting.
- 10.7 The Council shall present a report on all activities of the Association since the last General Assembly, and shall specifically deal with the following matters :
 - a) the minutes of the previous General Assembly shall be taken and all necessary amendments made ;
 - b) the financial statements since the previous General Assembly shall be taken for consideration and approval.
 - c) the election of Council Members and Members of the Executive Committee.
- 10.8 Written notice stating the place, date and time of the General Assembly shall be delivered to all members not less than 60 days before the meeting. Such notices shall be deemed to be delivered if mailed to the last known address of the member.
- 10.9 A simple majority vote of the representatives present at the meeting shall be deemed the act of the Association. Representatives may vote personally or by way of a written proxy presented to the Secretary - General prior to or at the meeting concerned.

ARTICLE 11, Council

- 11.1 The General Assembly shall elect members of Council from among the affiliated societies and ordinary members of the Association in a manner that will reflect fair representation from all the regions of Africa. The elected Council members shall be elected as individuals and not as representatives of their country. A Council member is not, therefore, entitled to name an alternate to represent him / her or vote for him / her in his / her absence. The term of office shall be four years and no Council member may serve more than two consecutive terms, except that he or she may serve a third term if elected as an officer.



- 11.2 The Council shall oversee the proper functioning and formulate the long - range planning of the Association. It will carry out the necessary function to promote the objectives and interests of the Association and carry out the instructions of the General Assembly. Commissions for specific subject areas shall be appointed by Council.
- 11.3 The Council shall assume direct responsibility for all financial aspects of the Association. It has the power to raise funds, and establish foundation for the Association.
- 11.4 The Association shall have Bank accounts at locations to be decided by Council. The following shall be the signatories of such accounts: Treasurer, Secretary - General and either the President or the Vice - President.
- 11.5 The Council shall decide the appropriate time and place to incorporate the Association.
- 11.6 There shall be regular meetings of the Council at such times as the International Congress of the Association. A written notice of the place, date and time of the meeting shall be delivered to Council members at least 60 days prior to such meeting. Delivery will be by mailing such notices to the last known address of the member.
- 11.7 One - third of elected members of the Council constitute a quorum, provided that One - half of Executive Committee members are present.
- 11.8 Decisions shall be taken by simple majority vote of the members. Co-opted members have no vote.
- 11.9 The Council shall fill any vacancies occurring on the Council between meetings of General Assembly, and the individual so appointed by the Council shall serve for the unexpired term of the individual whose position he/she is filling.

ARTICLE 12, Executive Committee , Officers

- 12.1 The officers of the Association constituting the Executive Committee shall be a President, a Vice- President, a Secretary - General and a Treasurer. These officers shall be elected by a majority vote of the General Assembly.
- 12.2 The officers shall be elected for a term of four years, and shall not be eligible for more than two consecutive terms. An officer appointed to fill a vacancy occurring between meetings of the General Assembly shall hold office for the unexpired term.



12.3 The President Chairs all the meetings of Council and General Assembly. He has a casting vote in the case of a tie of votes and carry out those tasks entrusted to him /her by the Council and General Assembly.

12.4 The Vice -President shall fulfil the duties of the President should he or she become unable to discharge them.

12.5 The Secretary - General shall send out agendas and keep minutes of the meetings of Council and General Assembly. He / She shall keep proper register of the Association and ensures the implementation of the decision of Council and General Assembly. Should the Vice - President be unable to function as President, The Secretary - General shall fulfil that function and carry out those tasks entrusted by the Council and General Assembly.

12.6 The Treasurer shall set up the structures and proper accounting practices for the management of the financial affairs of the Association. He or She shall arrange for the annual auditing of the finances by a duly qualified accounting officer and arrange for the collection of annual membership fees. He or She shall see to the settlement of the accounts and submit an annual audit financial report to the Executive Committee within 3 months of the end of the financial year (the financial year shall be from January 1 to December 31). The Treasurer shall submit a 4 yearly financial report to the General Assembly and Council

ARTICLE 13, Commissions

Council shall recommend the establishment of Commissions dealing with specific aspects of physiological sciences, subject to the approval of the General Assembly.

The duties of such Commissions shall be regulated by Council.

ARTICLE 14, Congresses, Conferences, Symposia and Workshops

Selection of the location for an International Congress shall be determined by majority vote of the General Assembly. The decision can be altered by Council only in case of emergency. The format of these meetings shall be consistent with the norms of AAPS, IUPS guidelines on Regional Congresses and ICSU's principles.

ARTICLE 15, Language

The official language of the Association shall be that of IUPS

ARTICLE 16, Amendments to the Constitution

This constitution may be repealed or amended only upon a decision supported by two - thirds vote in the General Assembly. Written notice of the motion to repeal or ammend shall be delivered to all members of the General Assembly at least 60 days prior to the meeting of the General Assembly.

ARTICLE 17, Legal Personality

- 17.1 The Association shall be vested with legal personality and may in general do all that is necessary to promote the objectives and interests of the Association. All its assets and liabilities shall be for its own account and will not in any way form part of the estate or property of any of its members. The liabilities of members shall be limited to membership fees.
- 17.2 The Association may be dissolved by way of two - thirds majority vote taken at any General Assembly, provided that notice of the motion to dissolve shall be delivered to members at least 60 days prior to such meeting. In the event of dissolution, any surplus funds shall be turned over to IUPS.

