

AFRICAN ASSOCIATION OF PHYSIOLOGICAL SCIENCES AAPS

Founded July 8, 1989

Admitted as Regional Member of IUPS July 31, 1993

Incorporated in South Africa June 09, 2005

CONSTITUTION

Adopted September 13, 2021.

**ARTICLE 1, Name and seal**

* 1. The name of the organization is: AFRICAN ASSOCIATION OF PHYSIOLOGICAL

 SCIENCES.

* 1. The official abbreviation is: AAPS
	2. 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.
	3. The seat of the Association for the 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 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 3, Functions**

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

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

**ARTICLE 4, Membership**

4.1 The Association shall consist of ordinary, affiliate, special, honorary, student and sustaining associate members.

4.2 Ordinary members:

a) Members of National societies in Africa engaged in activities consistent with the objectives of the Association and that are registered as national bodies with the AAPS.

b) Individual scientists 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 of the Association.

4.3 Affiliate members. National physiological societies in Africa engaged in activities consistent with the objects of the Association.

4.4 Special members. Non-African physiological societies or other institutions or foundations which are engaged in the objectives of the Association.

4.5 Honorary members. Distinguished scientist from any country who have contributed to the advancement of the physiological sciences.

4.6 Student members. Any student who is actively engaged in physiological work and attested by two members of the Association.

4.7 Sustaining Associates. Individuals and organizations who have an interest in the advancement of physiological sciences.

**ARTICLE 5, Election of members**

5.1 The Association is formed by the affiliation of physiological societies established on the African continent and individual members who may fall outside this scope. Thus paid up members of affiliated societies will automatically become members of the Association.

5.2 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.

5.3 Application for sustaining associates shall be in writing to the Secretary General of the Association.

5.4 Applications that meet the requirements of membership shall be provisionally accepted by the Secretary General pending ratification by the Council and General Assembly.

**ARTICLE 6, General Assembly**

6.1 The membership of the General Assembly shall be composed of all delegates of affiliated societies and individual members.

6.2 The President and Secretary General of the Association shall be the Chairperson and Secretary, respectively of the General Assembly.

6.3 The meetings of the General Assembly shall be held at such time as the International Congress of the African Association of Physiological Sciences.

6.4 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.

6.5 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 as an extraordinary meeting.

6.6 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 statement since the previous General Assembly shall be taken for consideration and approval.

c) The announcement of new Council representatives the Members of the Executive Committee.

6.7 Written notice stating the place, date and time of all 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 or sent by email to the email address provided by the member.

6.8 For any matters that require broader consultation and approval, 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 7, Council**

7.1 Every four years, the AAPS Council will engage with affiliated societies at least three months before the General Assembly to request the nomination of two representatives of good standing to serve on the AAPS Council. Delivery will be by mailing or emailing such notices to the respective affiliate societies. The affiliated societies will have free choice in terms of such nominations but should be strongly reminded to strive for representativity in terms of gender and age. Nominations by affiliates should reach Council two months before the next General Assembly. In parallel, an open call will be made by Council for the nominations of two additional Council members. Delivery will be by mailing or emailing such notices to the affiliate societies, and various websites and social media platforms as deemed appropriate. This call will be open to any physiologist of good standing that is based on the African continent and should reach Council no later than two months before the next General Assembly. Council will thereafter evaluate nominations received in response to the open call to ensure applicants are in good standing, and in the event of more than two nominations deliberate and then vote to serve on Council. The Council members shall act as individuals but mindful of the needs and context of their respective countries. 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. The council members must not be connected persons in relation to each other.

7.2 The affiliate-related nominated Council members and the two (open call) elected members will form the new Council ‘’in-waiting’’ and will be formally constituted after the completion of the outgoing Council’s formal duties at the next General Assembly. This hand-over process will be formally completed by the existing Secretary General on this occasion. 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.

7.3 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.

 7.3.1 The Council shall ensure that its funds or assets are not directly or indirectly distributed to any person other than in the course of furthering the

 Association’s objectives.

7.4 The Association shall have Bank accounts at locations to be decided by Council. The following shall be the signatories of such accounts (if applicable): the Treasurer, and, if possible, any of the following: the Secretary General and either the President or the Vice – President.

7.5 The Council shall decide the appropriate time and place to incorporate the Association.

7.6 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 or emailing such notices to the last known address/email address of the member.

7.7 One-third of the elected members of the Council constitute a quorum, provided that one-half of Executive Committee members are present.

7.8 Decisions shall be taken by simple majority vote of the members. Co-opted members have no vote.

7.9 The Council shall ensure it will fill any vacancies occurring on the Council between meetings of General Assembly. This may be either to request the name(s) of a nominee(s) from an affiliate society and/or to make an open call for a nomination(s), depending on which approach is deemed most appropriate and prudent by Council, and the individual(s) so appointed by the Council shall serve for the unexpired term of the individual whose position she or he is filling.

7.10 The Council has to ensure that no member may directly or indirectly have any personal or private interest in the Association.

7.11 The Council shall ensure that the Association is required to utilize substantially the whole of its funds for the sole or principal object for which it has been established.

7.12 The Council shall ensure that the Association may not have a share or other interest in any business, profession, or occupation which is carried on by its members.

7.13 The Council shall ensure that substantially the whole of the activities of the entity must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group.

**ARTICLE 8, Executive Committee, Officers**

8.1 The officers of the Association constituting the Executive Committee shall be a President, a Vice-President, a Secretary General and a Treasurer. At the end of their four-year term, a new Executive Committee will be appointed or the existing committee members may be re-appointed for a second term. This process will occur in line with the AAPS constitution in order to ensure a smooth transition of the current Executive Committee to the newly appointed one. In this case, the Council ‘’in-waiting’, as elected in line with Articles 7.1 and 7.2, will, from among themselves, elect an Executive Committee to continue the management and running of the AAPS for the next four-year cycle. The election of the new Executive Committee should take place at least a few days before the next General Assembly. In parallel, they will also elect a Deputy Treasurer, from among themselves, that will closely work with the Treasurer in order to ensure continuity and sustainability of the Association. None of the executive committee members are to be connected persons in relation to each other. At the AAPS General Assembly, the new Council members and Executive Committee will be announced and from then onwards formally take over the management and running of the AAPS for the specified four-year term.

8.1.1 Ex-officio members will be the immediate ex-president of the association and a second person as appointed by the council in its own wisdom.

8.2 The officers shall be elected for a term of four years and shall not be eligible for more than two consecutive terms. An officer appointment to fill a vacancy occurring between meetings of the General Assembly shall hold office for the unexpired term.

8.3 The President Chairs all the meetings of Council and General Assembly. He/she 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.

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

8.5 The Secretary General shall send out agendas and keep minutes of the meetings of the Council and General Assembly. He or 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.

8.6 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 audited financial report to the Executive Committee within 3 months of the end of the financial year (the financial year shall be from March 1 to end of February). The Treasurer will work closely together with the Treasurer-elect to fulfill such duties. The Treasurer will submit a four (4) yearly financial report to the General Assembly and Council.

8.7 The executive committee must ensure that the Association does not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.

8.8 The Executive Committee has to ensure that substantially the whole of the Association’s funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere.

**ARTICLE 9, Termination of membership**

9.1 A member shall cease to be a member on written resignation by the member.

9.2 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 10, Reinstatement**

10.1 The General Assembly may, by affirmation vote of two- thirds of all members, reinstate a former member, subject to any conditions it deems fit.

10.2 Application for reinstatement shall be in writing.

**ARTICLE 11, Fees**

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

**ARTICLE 12, 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 the Council.

**ARTICLE 13, Congress, Conferences, Symposia and Workshop**

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, International Union of Physiological Sciences (IUPS) guidelines on Regional Congresses and the International Council for Science’s (ICSU’s) principles.

**ARTICLE 14, Language**

The official language of the Association shall be that of IUPS i.e. English

**ARTICLE 15, Amendments of 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 amend shall be delivered to

all members of the General Assembly at least 60 days prior to the meeting of the General

Assembly and the Association will submit any amendment of the constitution or written instrument of the entity to the Commissioner of the South African Reserve Bank within 30 days of its amendment.

**ARTICLE 16, Legal Personality**

16.1 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 way form part of the estate or property of any of its members. The liabilities of members shall be limited to membership fees.

16.2 The Association will comply with such reporting requirements as may be determined by the Commissioner of the South African Reserve Bank from time to time.

16.3 The Association is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5).

16.4 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 the International Union of Physiological Sciences (IUPS).