



CONSTITUTION

OF

THE AFRICAN ACADEMY OF SCIENCES (AAS)

Revised: December 11, 2018

Signed on 14TH June 2021

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1 Name

1.1 The name of the Organisation is **African Academy of Sciences** (hereinafter referred to as "AAS" or "Academy").

Optional Provisions

2 Definitions

2.1 In this Constitution the words and expressions standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

Words and Expressions Meanings

“The Act”	The Non-Governmental Organisations Co-ordination Act, 1990.
“The NGO Board”	The Non-Governmental Organisations Co-ordination Board as established under the Act.
“These Clauses”	The Clauses of this Constitution as now framed or as from time to time altered by Special Resolution.
“Council Member”	A person holding office in the AAS as a Director and who is a Member of the Board.
“Executive Director	A person appointed to perform the duties of the Chief Executive.
“The Governing Council”	The Board of Directors of the AAS or the Members of the Board present at a duly convened meeting of the Board at which a quorum is present.
“Fellows”	Members of the AAS.
“General Assembly”	A meeting of the Fellows of the AAS.
“In Writing”	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.
“Kenya”	The Republic of Kenya.

“Member”	A fellow or associate fellow of the AAS.
“Membership”	The state or status of being a Member.
“Month”	Calendar month.
“The Office”	The registered office of the AAS.
“Officer”	Officer of the AAS.
“Official”	Official of the AAS for the time being the President, Treasurer or Secretary General.
“Ordinary Resolution”	A resolution which has been passed by a majority of the Fellows as, being entitled so to do, vote in person or proxy at a General Assembly or general meeting of the AAS.
“The Organisation”	The African Academy of Sciences/Academy/AAS.
“AAS President”	Any person elected by the Fellows in a General Assembly to perform duties of the President of the Academy.
“The Seal”	The Common Seal of the AAS.
“The Secretariat”	The Academy’s administrative officers and offices, headed by the Executive Director.
“Secretary General”	Any person appointed to perform the duties of the Secretary of the AAS, for the time being the Secretary General of the Academy.
“Special Resolution”	A resolution which has been passed by a majority of not less than two thirds of such Fellows as, being entitled so to do, vote in person or in proxy at a General Assembly or general meeting of the AAS of which notice specifying the intention to propose the resolution as a special resolution has been duly given, provided that if it is so agreed by a majority in number of the members having the right to attend and vote at any such meeting, together representing not less than seventy-five per cent of the total voting rights at that meeting of all the members, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one days' notice has been given.
“The Treasurer”	Any person appointed to perform the duties of the treasurer of the AAS.

Interpretation

A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this Constitution.

A reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time.

A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this Constitution.

Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

A word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other genders.

A reference to shillings or KES means Kenya Shillings.

References to the word 'include' or 'including' are to be construed without limitation.

A reference to a time of day means that time of day in the place where the Office is located.

A reference to a business day means a day other than a Saturday or Sunday on which all banks are open for business generally in the place where the Office is located.

Where a period of time is specified and dates from a given day or the day of an act or event, it must be calculated exclusive of that day.

A term of this Constitution which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day. Words importing the singular number only shall include the plural number and vice-versa;

Words importing the masculine gender only shall include the feminine or neuter gender; and

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these clauses become binding on the AAS shall, if not inconsistent with the subject or context, bear the same meanings in these Clauses.

Mandatory Provisions

3 Situation of Registered Office

The Registered Office of the AAS will be situated in 8 Miotoni Lane, Karen, Nairobi, Kenya.

4 Nature of Organisation and Liability

4.1 Nature of the African Academy of Sciences

The African Academy of Sciences is a Pan-African non-governmental organisation registered under this Act. The AAS (hereinafter, "The Academy") is an autonomous, Africa-wide, professional, non-political and non-profit-making scientific organisation, established by a group of scientists from Africa (known as "The Founding Fellows") to pursue the objectives set out in Sections 5.1 and 5.2 below.

4.2 Liability of Members

The liability of the Members is limited to KES 1000.

4.3 Contribution of Members to Assets on Winding Up

Every member of the AAS undertakes to contribute to the assets of the AAS in the event of its being dissolved or wound up while he is a Member, or within one year of his ceasing to be a Member, for payment of the debts and liabilities of the Organisation contracted before he ceases to be a Member, and the costs, charges and expenses of dissolution or winding up and for the adjustment of the rights of the contributories amongst themselves, such sum as may be required not exceeding the sum of Shillings one Thousand only (KES 1000).

5 Main and Specific Objects

5.1 The African Academy of Sciences (AAS) has the following main objective:

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.

5.2 And in furtherance of the main objective, the Academy shall have the following ancillary objects and powers:

5.2.1 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, education and development.

- 5.2.2 To promote contacts 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.
- 5.2.3 To facilitate, coordinate and undertake the publication and dissemination of scientific and technological achievements in Africa.
- 5.2.4 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, and by enhancing African leadership in project formulation and management through agenda setting and execution of major programmes.
- 5.2.5 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.
- 5.2.6 To foster improved participation of women and youth in scientific fields.
- 5.2.7 To take such steps by personal or written appeals, private meetings, public meetings or representations to Parliament, government entities and other bodies as may be deemed expedient to promote any of the objects of the AAS.
- 5.2.8 To raise, secure and utilise funds for the attainment of any or all objects of the AAS, and to do such other things as are incidental or conducive to the attainment of these objects.

6 Membership

Members to AAS will include the subscribers to this constitution and shall not be less than 5 at any time.

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

- 6.1.1 Fellows: persons 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

6.1.2 Associate Fellows: persons 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.

6.2 Honorary Fellowship

6.2.1. AAS may admit to Honorary Fellowship any person or whom it wishes to honour, who are elected from amongst persons of eminence who have made significant contribution to the objectives of the Academy in accordance with the by-laws on membership of the Academy.

6.2.2. An honorary fellow shall not be a member of the Academy.

6.3 Affiliates Programme

6.3.1. AAS may admit to Affiliates Programme any persons who are elected from among young promising scientists who have demonstrated prowess in the development and application of science in Africa in accordance with by-laws on affiliates programme.

6.3.2. An affiliate shall not be a member of the Academy.

6.4 Application for Membership requires proposer and seconder

Every application for membership of AAS shall be proposed by one and seconded by another Fellow of the Academy.

6.5 Election of Fellows and Associate Fellows

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.

6.5.1 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.

6.5.2 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.

6.5.3 The Governing Council shall also determine the maximum number of Fellows and Associate Fellows to be elected in each year.

6.5.4 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.

6.6 Nomination and Election of Honorary Fellows

A candidate for Honorary Fellowship shall be nominated by a minimum of three Fellows and/or Associate Fellows and shall be reviewed and elected directly by the Governing Council.

6.7 Nomination and Elections of Affiliates

The nomination of a candidate for Affiliates Programme shall be made from each sub-region. Each prospective Affiliate 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.

6.7.1 Candidates proposed for affiliate programme shall be reviewed by a sub-regional Committee consisting of the respective Vice President as the committee Chairperson, a committee Secretary, and two other Fellows appointed by the Governing Council.

6.7.2 The Subregional Committee will review the dossier of each nominee and forward its recommendation to the Governing Council for approval.

6.7.3 The Governing Council will determine the maximum number of Affiliates after due consideration of gender, discipline representations, and any other emerging issues that may be relevant or specific to each region.

6.7.4 Affiliates shall not be older than 40 years at the time of nomination. The designation of Affiliate shall be for a period of five years. There shall be no direct progression from Affiliate to Fellow. The interactions of the Affiliates with the Academy will be described in a separate publication. Affiliates may attend General Assembly meetings but are not entitled to vote. Affiliates will have observer status at the General Assembly.

6.8 Limits on Membership

6.8.1 Employees of AAS or any of its subsidiaries who are or become Fellows of the Academy will be deemed to be inactive members during their period of such employment. Such fellows shall not participate in nomination and voting processes of the General Assembly.

6.8.2 Inactive members under the terms of clause 6.8.1 will become active upon the end of their employment with AAS or any of its subsidiaries.

6.9 Register of the Members

6.9.1 A register of members of AAS must be kept at the registered offices of the Academy.

6.9.2 The following details must be entered in the register of Members in respect of each Member:

6.9.2.1. The full name of the Member.

6.9.2.2. The address of the Member and, if any, their telephone and facsimile number and email address.

6.9.2.3. The date of admission to and cessation of membership.

6.9.2.4. Such other information as the NGO Board may require.

6.10 Change of Member Details

Member must notify the Secretariat in writing of any change in that person's name, address, telephone or facsimile number within one month after the change.

6.11 Fees

6.11.1 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.

6.11.2 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.

7 Removal and Cessation of Membership

7.1 Resignation

7.1.1 A Fellow may resign from membership of AAS by giving written notice to the Secretary.

7.1.2 The resignation of a Fellow is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

7.2 Termination of Membership

Termination of Membership of AAS may be through the death, bankruptcy, insanity or that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health.

7.3 Expulsion

7.3.1 A member 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.

7.3.2 If a member wilfully refuses or neglects to comply with the provisions of this Constitution or any regulations of the Governing Council made under this Constitution or is otherwise guilty of conduct which in the opinion of the Governing Council is unbecoming of a Member or prejudicial to the interests of AAS, the Governing Council may by way of a two-thirds or unanimous vote, order the expulsion of that person from the register of Members.

7.3.3 The member being expelled should be accorded a right to fair hearing by the Governing Council.

7.4 Fellows who withdraw from the Academy may be re-elected after three years.

7.5 Expelled Fellows shall not be eligible for re-election.

8 Rights of Members Non-Transferable

The rights and privileges of a Member

8.1) Are not transferable during the life of the Member; and

8.2) Cease upon the person ceasing to be a Member.

9 Responsibilities of The Members

9.1 Members will govern and oversee the operations of AAS through acting as fiduciaries.

9.2 The Members will be legally, financially and morally responsible for the Academy.

10 No Profits for Members

10.1 Transfer of Income or Property

The assets and income of AAS are to be applied solely in furtherance of the objects of AAS as stated in this Constitution and no income or property of the AAS may be paid or transferred, directly or indirectly to any Member.

10.2 Provision of Services or Information

Nothing in this clause 10 prevents AAS from providing services or information to the Members on terms which are different from the terms on which services or information are provided to persons who are not Members.

11 The General Assembly

11.1 The General Assembly shall consist of Fellows of the Academy.

11.2 The General Assembly is the highest and ultimate decision-making governance organ of the Academy to which the Governing Council is responsible. It has the following specific powers and obligations:

- 11.2.1) To approve the long-term programme priorities of the Academy.
- 11.2.2) To examine and approve the report of the Governing Council and the audited account
- 11.2.3) To elect Fellows according to the recommendations of the Governing Council.
- 11.2.4) To elect from among its Fellows the officials of the AAS being the President, Secretary General and Treasurer
- 11.2.5) To elect from among its fellows five Vice Presidents from each of the five sub-regions
- 11.2.6) To approve the rights and privileges that Fellows of the Academy are entitled to and the conditions under which the benefits can be withdrawn.
- 11.2.7) To review and assess the performance of elected officials.
- 11.2.8) To consider and decide upon amendments to the Constitution and Bye-Laws of the Academy.
- 11.2.9) To consider any such other matters as may be referred to it.

12 Governing Council

12.1 The Governing Council shall be the policy organ and shall consist of a minimum of five (5) members and a maximum of eleven (11) members.

12.2 A third of the Governing Council members shall be Kenyan Nationals and shall include at least one of the officials.

12.3 Unless otherwise varied by a special resolution passed at a General Assembly, the Governing Council shall consist of:

12.3.1) Three (3) for the posts of officials being President, Secretary and Treasurer

12.3.2) Five (5) vice presidents representing each of the five regions of the AAS;

12.3.3) A representative of the African Union Commission for Human Resources, Science and Technology;

12.3.4) Two other members as appointed by the Governing Council.

12.4 The President of the AAS shall be the Chairperson of the Governing Council.

12.5 In instances where the Chairperson is absent, the Governing Council members can elect one of their own to act in that position;

12.6 The Executive Director shall be an Ex-Officio member of the Governing Council.

12.7 A resolution shall be put by the Chairperson at each General Assembly to confirm the decisions made by the Governing Council since the previous General Assembly.

12.8 The Governing Council may exercise all those powers of the AAS as are not, by this Constitution, required to be exercised by the Members in General Assembly or otherwise.

12.9 Mandate and Terms of Reference of the Governing Council

The Governing Council is a stewardship body set up by the Members to provide oversight for the functioning of the Academy. Its Terms of Reference include:

12.9.1 To make policies that guide the operations of the Academy;

12.9.2 To provide strategic thinking and strategic direction for the Academy;

- 12.9.3 To monitor and evaluate the implementation of programmes of the Academy within the framework and priorities set by the General Assembly, and to make budgetary provisions for their support;
- 12.9.4 To examine and approve the annual report and audited accounts of the Academy for submission to the General Assembly;
- 12.9.5 To recommend the External Auditor and propose his/her remuneration for review and approval by the General Assembly;
- 12.9.6 To appoint the Executive Director and determine his/her remuneration;
- 12.9.7 To review and ratify the appointment of the Secretariat Staff.
- 12.9.8 To appoint Committees for specific tasks and terms of office.
- 12.9.9 To receive quarterly reports from the Secretariat on the day-to-day operations of the Academy;
- 12.9.10 To organise and conduct the nominations of new Governing Council Members.
- 12.9.11 To process list of candidates for elective posts of the Governing Council;
- 12.9.12 To appoint Members to serve in the Committees.
- 12.9.13 To recommend the maximum number of Members to be elected after due consideration of gender, discipline representations, and any other emerging issues that may be relevant.
- 12.9.14 To appoint Membership Advisory Committees for the purpose of obtaining an informed opinion on each candidate proposed for election as a Fellow;
- 12.9.15 To appoint representatives of the Academy to organisations to which the Academy adheres, subscribes or is affiliated.
- 12.9.16 To recommend the review of By-Laws by the General Assembly, if required, for the regulation of the affairs of the Academy.
- 12.9.17 To prepare the agenda for the General Assembly.
- 12.9.18 To deal with matters referred to it by the General Assembly.
- 12.9.19 To undertake a 360-degree self-evaluation of its performance, each year and submit the results to the General Assembly.

12.9.20 To sell and transfer, invest and re-invest, any property of the Academy in line with the authority of the General Assembly.

12.10 Committees of the Governing Council

12.10.1 The Governing Council may create as many Committees as it deems necessary.

12.10.2 The Terms of Reference of such Committees must be clearly spelt out in a Board Charter as determined by the Governing Council.

12.11 By - laws

The Governing Council may make by-laws, rules and regulations and may amend or retract from time to time any such by-laws, rules or regulations provided they are not inconsistent with this Constitution. Any such by-laws, rules and regulations made, must be in the opinion of the Governing Council, necessary or desirable for the proper control, administration and management of the AAS' operations, finances, affairs, interests, effects and property and the duties, obligations and responsibilities of the Members.

12.12 Responsibilities of the President of the AAS

The President of the AAS shall have the following responsibilities:

12.12.1) Leading the Governing Council on AAS organisational and financial aspects to ensure legal compliance.

12.12.2) Chairing the meetings of the Governing Council and the General Assembly.

12.12.3) Planning the annual cycle of Governing Council meetings.

12.12.4) Working in partnership with the Executive Director to make sure Council resolutions are carried out.

12.12.5) Calling special meetings as necessary.

12.12.6) Assisting the Executive Director in preparing the agenda for Council meetings.

12.12.7) Assisting the Secretary General in preparing the agenda for General Assembly.

12.12.8) Subject to the terms of this Constitution dealing with adjournment of meetings, the ruling of the Chairperson on all matters relating to the

order of business, procedure and conduct of the General Assembly is final.

- 12.12.9) The President, in his discretion, may expel any Member or Council member from a General Assembly if the President reasonably considers that the Member or Council member's conduct is inappropriate behaviour.
- 12.12.10) Ensuring the Council exercises effective oversight on the Management of the Academy.
- 12.12.11) He/she shall serve as a Member of the Board of Trustees of the Endowment Fund.
- 12.12.12) The President or his/her representative shall represent the Academy in high-level audiences as may be required.
- 12.12.13) He/she shall have a term of office of three years and can stand for election for a final second term of three years. In any event, the President shall not serve more than two terms in office.

12.13 Responsibilities of the Regional Vice Presidents

The Vice Presidents shall assist the President in implementing the objectives of the Academy in the respective regions.

12.14 Responsibilities of the Secretary General of the AAS

The Secretary General of the AAS shall be the Secretary of the Governing Council with the following responsibilities:

- 12.14.1) Overseeing elections and induction of new fellows.
- 12.14.2) Carrying out all correspondence on behalf of the AAS General Assembly.
- 12.14.3) Arranging for meetings of the AAS General Assembly on instructions of the Governing Council and in consultation with the AAS President.
- 12.14.4) Recording and keeping minutes of the General Assembly with the support of the Secretariat.
- 12.14.5) Presenting minutes and reports on the Academy's activities at the meetings of the General Assembly.
- 12.14.6) In close collaboration with the Executive Director, he/she shall promote and maintain good relations between the Academy and other international and

national academies, governments, international organisations and relevant institutions.

12.15 Responsibilities of the Treasurer of the AAS

- 12.15.1) Keeping a proper accounting of all the financial records of the AAS.
- 12.15.2) Opening a bank account on the advice of the Governing Council and ensuring that all drawings from the account are properly authorised.
- 12.15.3) Providing reports on the financial statement of the AAS and audited accounts to the General Assembly.
- 12.15.4) Collecting all monies due or payable to the Academy by members.
- 12.15.5) Serving as ex-officio Member of the Board of Trustees of the Endowment Fund.

12.16 The Management Structure

- 12.16.1) The Executive Director shall be the head of the Secretariat and shall be assisted by the employees of the AAS to manage the day-to-day affairs of the AAS.
- 12.16.2) The Management may pay all expenses incurred in setting up and registering the AAS and may exercise such powers of the AAS as are required by the Constitution to be exercised to achieve the objectives of the AAS.
- 12.16.3) Regulations made by the AAS in a General Assembly shall invalidate any prior act of the Management that was invalid.
- 12.16.4) The Executive Director shall be an ex-officio Member of the Governing Council.
- 12.16.5) The Executive Director of the Academy shall be appointed by the Governing Council competitively.
- 12.16.6) The tenure of office of the Executive Director shall be three years, with an initial probation period of six months. A successful evaluation by the Governing Council shall lead to the confirmation of the appointment.
- 12.16.7) He/she shall be eligible for a final second term of three years after a rigorous and satisfactory evaluation of his/her performance by the Governing Council.

12.17 Responsibilities of the Executive Director

The Executive Director shall:

- 12.17.1) Be responsible for the day-to-day management of the Academy.
- 12.17.2) Prepare the annual work programme and budget to be submitted and approved by the Governing Council respectively;
- 12.17.3) Be responsible for the supervision of all staff, and the administration of the Secretariat of the Academy including its finances;
- 12.17.4) Ensure that the Academy's financial operations are annually audited;
- 12.17.5) Serve as a liaison officer for the Academy and keep in contact with the scientific community and donor agencies on behalf of the Academy;
- 12.17.6) Coordinate activities related to the recruitment, nomination, evaluation and induction procedures of the Members of AAS;
- 12.17.7) Support the Governing Council in formulating and implementing the policies of the Academy.
- 12.17.8) Arrange for meetings of the AAS Governing Council and its committees;
- 12.17.9) Present minutes and reports on the Academy's activities at the meetings of the Governing Council;
- 12.17.10) report to the Governing Council and present reports on the Academy's activities at the Members Meetings.
- 12.17.11) Submit to the Governing Council report of the activities undertaken or to be undertaken by the Secretariat.
- 12.17.12) Maintain good working relationship with the Secretary General and the Treasurer and assist them in the fulfillment of their tasks.
- 12.17.13) Serve as ex-officio Member and Secretary of all the Committees, with no voting rights.
- 12.17.14) Serve as ex-officio Member of the Board of Trustees of the Endowment Fund with no voting rights.
- 12.17.15) Ensure that all necessary documents are lodged with the appropriate legal or regulatory authority within the prescribed timeframe.
- 12.17.16) The service of the Executive Director may be terminated prematurely by a 2/3 majority vote of the Governing Council for gross incompetence or misdemeanour, mismanagement of the funds and property of the AAS.

13 Meetings of the General Assembly

13.1 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.

13.1.1 The General Assembly may be conducted with participation by Members in person or means of conference call or other communication facilities as shall permit all Members participating in the meeting to communicate and such participation shall constitute a presence at a meeting of the Members as if those participating were present in person.

13.1.2 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 before the date of the ordinary session and shall specify the place and date.

13.1.3 The final agenda shall be communicated by the secretary general to all fellows of the Academy, after consultation with the president, at least one month before the date of the ordinary session.

13.1.4 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 Members of the Governing Council. A clear rationale for an extraordinary meeting shall be provided at least one month prior to the meeting.

13.2 Eligible Members

13.2.1 Only persons or other entities who or which have been admitted to Membership no later than one month in advance of any General Assembly of the Academy will be eligible to receive notice of that meeting, to receive copies of the Council's and auditors' reports concerning the preceding financial year and to vote at that meeting.

13.2.2 Only persons or other entities who or which have been admitted to Membership no later than one month in advance of any given extraordinary General Assembly of the AAS will be eligible to receive notice of that meeting and to vote at that meeting.

13.3 Chairperson for the General Assembly

13.3.1 The president shall be the chairperson of the General Assembly.

13.3.2 If the Chairperson is absent, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, another council member elected by Members present shall preside as Chairperson.

13.4 Annual General Meeting

13.4.1 The AAS Governing Council shall in each year hold an annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it.

13.4.2 Not more than fifteen months shall lapse between the date of one Annual General Meeting of the AAS and that of the next.

13.4.3 Thirty days' notice at least of every General Meeting will be given in the manner provided by this Constitution to the Members and such persons as are otherwise entitled under this Constitution to receive notice provided that, in the circumstances and subject to the conditions specified in the Act, a meeting may be called by notice shorter than specified in this clause.

13.4.4 The notice of a General Meeting must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology or form of communication that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters.

13.4.5 After consultation with the president, the secretary general shall send notice of the meeting together with the provisional agenda to all Members at least one month in advance, specifying the place and date of the meeting.

13.4.6 A notice of a General Meeting may be given by any form of communication permitted by the Governing Council.

13.5 Quorum at General Meetings

13.5.1 Business may not be transacted at a General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

13.5.2 Except as otherwise set out in this Constitution, a simple majority, present in person or by proxy, is a quorum.

13.6 Adjournment of Meetings

- 13.6.1) The Chairperson may, with the consent of the Members at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- 13.6.2) The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 13.6.3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 13.6.4) Except when a meeting is adjourned for thirty days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.

13.7 If a Quorum is Not Present

13.7.1 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the Chairperson:

- a) And if the meeting was convened by or on the requisition of Members, it must be dissolved.
- b) Otherwise, it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Governing Council.

13.7.2 If a meeting has been adjourned to another time and place determined by the Governing Council, not less than seven days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

13.8 Quorum at Adjourned General Meetings

At the adjourned meeting, members present in person or by proxy is a quorum.

13.9 Voting Rights of Members

Every Member present in person or by proxy has one vote.

13.10 Voting by Show of Hands

13.10.1 At a General Meeting a resolution put to the vote of the meeting must be decided on a show of hands.

13.10.2 A declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the AAS, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

13.11 Vote of the Chairperson at General Meetings

In the case of an equality of votes the Chairperson of a General Meeting is entitled to a second or casting vote.

13.12 Objections to Voter Qualification

13.12.1) No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.

13.12.2) An objection to the qualification of a voter must be referred to the Chairperson, whose decision is final.

13.12.3) A vote not disallowed according to an objection as provided in this Constitution is valid for all purposes.

13.13 Proxies

13.13.1) At meetings of Members, a Member may vote in person or by proxy.

13.13.2) Subject to the terms of their appointment, a person attending as a proxy of a Member has all the powers of a Member, except where expressly stated to the contrary.

13.13.3) A Member may appoint another person as their proxy to attend and vote instead of the Member. A proxy must be a Member.

13.13.4) A document appointing a proxy must be in writing and signed by the Member making the appointment.

13.13.5) A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.

13.13.6) Except as expressly provided by the document appointing a proxy, an appointment of a proxy confers authority to do all things that the Member can do in respect of a General Assembly.

- 13.13.7) Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, the document appointing the proxy must be deposited with the AAS.
- 13.13.8) This document must be received at the Office, at a fax number or the specified electronic address at the Office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting, not less than twenty-four hours before the time for holding the meeting.
- 13.13.9) A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by this Constitution.
- 13.13.10) A vote given in accordance with the terms of a proxy document is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the AAS at the Office before the commencement of the meeting or adjourned meeting at which the document is used:
 - a) The previous death or unsoundness of mind of the principal.
 - b) The revocation of the instrument or of the authority under which the instrument was executed.

14 Election and Meetings of the Governing Council

14.1 Elections of Governing Council Members

- 14.1.1) Elections for Governing Council Members and officials of the AAS who shall include but not limited to the President, Secretary, Treasurer and other Members shall be conducted at a General Assembly of the Members after every three (3) years following the year of the last election.
- 14.1.2) The tenure of office for all elected officials shall be three (3) years and shall be renewable once upon re-election. An official who has served for an aggregate six (6) year period shall only be eligible for another election to the same or new position after a new set of officials have served for a minimum of three (3) years.

14.2 Convening of Governing Council Meetings

The President may convene a meeting of the Governing Council at any time.

14.3 Notice of Governing Council Meetings

14.3.1) Notice of each meeting of the Governing Council must be given to each Council member at least five business days before the meeting or at another time determined by resolution of the Governing Council.

14.3.2) Despite that requirement, the Governing Council may waive in writing the required period of notice for a particular meeting and it is not necessary to give a notice of a meeting of the Governing Council to a Council member who has been given leave of absence.

14.4 Mode of Meeting for the Governing Council

The Governing Council meetings shall be held at such time and place or manner as the Governing Council determines and may be conducted with participation by Council members in person or means of conference call or other communication facilities as shall permit all Council members participating in the meeting to communicate and such participation shall constitute a presence at a meeting of the Governing Council as if those participating were present in person.

14.5 Quorum at Governing Council Meetings

14.5.1) At a meeting of the Governing Council, the number of Council members whose presence is necessary to constitute a quorum is a simple majority.

14.5.2) If the number of Council members is reduced below the number necessary for a quorum of the Council, the continuing Council members may act only in any of the following circumstances:

- a) In the case of emergency.
- b) For the purpose of filling up vacancies.
- c) For the purpose of convening a General Assembly.

14.6 Voting at Governing Council Meetings

Questions arising at a Governing Council meeting shall be decided by a majority of votes of Council members present and voting.

14.7 Chairperson at Governing Council Meetings

14.7.1) The President of the Academy shall preside as Chairperson at every meeting of the Governing Council.

14.7.2) If there is no Chair or if at any meeting, the Chairperson is not present within ten (10) minutes after the time appointed for holding the meeting,

or if being present, the Chair is unwilling to preside, the Governing Council may choose a Council member present to chair the meeting.

14.8 Chairperson's Vote at Governing Council Meetings

In the event of a tied vote at meetings of the Governing Council, the Chairperson has a second or casting vote.

14.9 Participation of Council members that have interest in a matter

14.9.1 A Council member must disclose any interest to the Governing Council at a meeting in which the proposed contract is being taken under consideration. A Council member who has a material personal interest in a matter that is being considered at a meeting of the Governing Council must not do either of the following:

- a) Be present while the matter is being considered at the meeting.
- b) Vote in respect of that matter or that proposed resolution.

14.9.2 A Director may still execute on behalf of the AAS any document in respect of any contract or arrangement in which he or she is interested.

14.10 Validity of Acts

All acts done by a meeting of the Governing Council or by a person acting as Director is valid even if it is later discovered that there is a defect in the appointment of a person or that they or any of them were disqualified or were not entitled to vote.

14.11 Minutes

14.11.1. The Governing Council must cause minutes of all proceedings of General Assembly and of meetings of the Governing Council to be entered, within one month after the relevant meeting is held, in books kept for the purpose.

14.11.2. The Governing Council must cause all minutes communicating changes in the AAS or in any other way relevant to the Regulator to be so filed with the Regulator within 14 days from the date of the meeting.

14.11.3. The Governing Council must cause all minutes, except resolutions in writing treated as determinations of the Governing Council, to be signed

by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

15 Council Members' Remuneration

15.1 Reimbursement for Expenses

Council members may be reimbursed all travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Governing Council or General Assembly or otherwise in the execution of their duties as Council members.

15.2 Council Members Fees

Council members are not entitled to any remuneration by virtue only of their position as Council members.

16 No Alternate Council Members

No Council member is entitled to appoint a person to act as an alternate Council member for him.

17 Vacation of Office of Council Member

17.1) The office of Council member becomes vacant if any of the following occurs:

- a) If a receiving order is made against him, or he makes any arrangement or composition with his creditors.
- b) If the Council member becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- c) If the Council member is absent without the consent of the Academy from the meetings of the Governing Council held during a continuous period of six months.
- d) If by notice in writing to the AAS he resigns his office.
- e) If he is removed from office by a resolution duly passed by the Governing Council.
- f) If he is a Member and is removed from Membership of the AAS pursuant to a resolution of the AAS.
- g) If he has been appointed a Council member by virtue of being the Executive Director of the AAS and no longer holds this post.

h) If he resigns by giving a written notice to the Secretary General in advance of the next meeting.

17.2) Upon a position falling vacant, the Governing Council shall appoint another member by way of a resolution. Such person shall act in the position until the next General Assembly where members shall deliberate and make resolution on the position.

18 Indemnity and Insurance

18.1 Every Officer and Council member and every past Officer and Council member of the AAS are indemnified by the AAS, to the fullest extent permitted by law, against a liability incurred by that person as an officer of the AAS, including legal costs and expenses incurred in defending an action.

18.2 The AAS may pay insurance premium on a contract insuring a person who is or has been an officer, Council member or other officer of the AAS to the fullest extent permitted by law.

19 Custody of Seal and Execution of Documents

19.1 If the AAS has one, the Governing Council must provide for the safe custody of the Seal.

19.2 The AAS may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by any of the following:

19.2.1 By two Council members.

19.2.2 By a Council member and some other person appointed by the Governing Council for the purpose.

19.3 The AAS may execute a document without the use of a seal if the document is signed by either of the following:

19.3.1 By two Council members.

19.3.2 By one Council member and the Secretary.

19.3.3 By a Council member or an Officer of the AAS provided that such Council member or Officer is duly authorised to sign the document by the Governing Council.

19.4 Official Seals

The AAS may have for use in place of the Seal outside the jurisdiction where the Seal is kept one or more official seals, to be used in accordance with procedures approved by the Governing Council.

20 Audit and Records

- 20.1** A registered auditor must be appointed by a resolution put to the General Assembly. The remuneration of the auditor must be fixed, and the auditor's duties regulated in accordance with this Constitution.
- 20.2** A Member of the Governing Council or other Officer of the AAS shall not be capable of being appointed Auditor of the AAS.
- 20.3** The Governing Council may fill any casual vacancy in the office of Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act.
- 20.4** The remuneration of the Auditors of the AAS shall be fixed at the General Assembly, except that the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Governing Council.
- 20.5** Every Auditor of the AAS shall have a right to see all vouchers of the AAS and shall be entitled to access at all times to the books and accounts and require from the Governing Council and other Officers of the AAS such information and explanations as may be necessary for the performance of the duties of an Auditor.
- 20.6** The Auditor shall make a report to the Members of the accounts examined by them and on every Statement of Financial Position (balance sheet) laid before the AAS at its General Assembly during their tenure of office, and the report shall state:
- 20.6.1 Whether or not they have obtained all the information and explanations they have required; and
- 20.6.2 Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the AAS' affairs according to the best of their information and the explanation given to them, and as shown by the books of the AAS.
- 20.7** The balance sheet shall be signed on behalf of the Governing Council by two of the Members/Fellows of the Governing Council and the Auditor's report shall be attached to the balance sheet, or there shall be inserted at the foot of the balance

sheet a reference to the report, and the report shall be presented to the AAS at the General Assembly, and shall be open to inspection by any Member/Fellow.

21 Inspection of Books of Account and List of Members

The books of account and all documents relating thereto and list of Members/Fellows of the AAS shall be available for inspection at the Office by any Member of the Governing Council or Member of the AAS on giving not less than seven days notice in writing to the AAS.

22 Notices

22.1 Persons Authorised to Give Notices

- a) A notice by either the AAS or a Member in connection with this Constitution may be given on behalf of the Academy or Member by a Council member or the Secretary of the AAS or Member.
- b) The signature of a person on a notice given by the AAS may be written, printed, stamped or an electronic reproduction of a written signature.

22.2 Method of Giving Notices

In addition to the method for giving notices permitted by statute, a notice by the AAS or a Member in connection with this Constitution may be given to the addressee by any of the following means:

22.2.1 By delivering it to a street address of the addressee.

22.2.2 By sending it by prepaid ordinary post (airmail if outside Kenya) to a street or postal address of the addressee.

22.2.3 By sending it by e-mail to the e-mail address of the addressee.

22.3 Addresses for Giving Notices to Members

22.3.1) The street address or postal address of a Member is the street or postal address of the Member shown in the Register.

22.3.2) The e-mail address of a Member is the number which the Member may specify by written notice to the AAS as the e-mail address to which notices may be sent to the Member.

22.4 Address for Giving Notices to the AAS

22.4.1) The street and postal address of the AAS is the Office.

22.4.2) The e-mail address of the AAS is the number which the AAS may specify by written notice to the Members as the e-mail address to which notices may be sent to the Academy.

22.5 Time Notices are Given

A notice given in accordance with this Constitution is to be taken as given, served and received at the following times:

22.5.1 If delivered in writing to the street address of the addressee, at the time of delivery.

22.5.2 If it is sent by post to the street or postal address of the addressee, on the 2nd (5th if outside Kenya) business day after posting.

22.5.3 If sent by e-mail to the e-mail address of the addressee, at the time transmission is completed.

22.6 Proof of Giving Notices

The sending of an e-mail and the time of completion of transmission may be proved conclusively by production of the print out of an acknowledgment of receipt of the e-mail.

22.7 Persons Entitled to Notice of Meeting

Notice of every General Assembly must be given by a method authorised by this Constitution to all the following persons:

22.7.1 Every Member.

22.7.2 Every Council member.

22.8 No other person is entitled to receive notices of General Assembly.

23 Exercise of Powers

Except as specifically contemplated to the contrary in this Constitution, the AAS may, in any manner permitted by the Act, exercise any power, take any action or engage in any conduct or procedure which is permitted under the Act.

24 Financial Year

The financial year of the AAS shall begin on the first day of January and end on the last day of December of every year or at such other time as the Governing Council may from time to time determine.

25 Supplementary Rules

AAS by-laws shall be updated from time to time to conform to the new dispositions of the revised Constitution. The revised By-Laws shall be shared with all Members and the Governing Council before review, ratification and adoption by the General Assembly.

26 Amendments to this Constitution

26.1 AAS may by special resolution passed at a General Assembly of the Members, alter, amend, modify or repeal this Constitution or adopt a new Constitution or change the name of the AAS;

26.2 Changes to the Constitution may be proposed by any Member. Proposals must be made a minimum of two months before a General Assembly and circulated to all Fellows with notice for meeting.

26.3 Members will vote electronically on the proposal and all votes must be submitted by one week before the next General Assembly.

26.4 No change may be made in the Constitution without the review /and adoption by the General Assembly.

27 Dissolution

27.1 The Academy shall not be dissolved or wound up except by a Special Resolution passed at a General Assembly of the Members, after seeking and receiving consent in writing from the NGO Board.

27.2 The Academy may be dissolved by resolution at a General Assembly.

27.3 A proposal for dissolution, proposed by the Governing Council, must be circulated to all fellows who will vote on the resolution electronically. Votes must be submitted within one month of the proposal being circulated.

27.4 The quorum at the meeting which includes electronic participation shall be a simple majority of all Members of the Academy. If no quorum is obtained, the proposal to dissolve or wind up the AAS shall be submitted to a further General Assembly, which shall be held one month later. Notice of this meeting shall be given to all Members of the Academy at least fourteen days before the date of the meeting.

27.5 The quorum for this second meeting shall be the number of Members present provided however that no dissolution or winding up shall be affected without the prior consent in writing of the Non-Governmental Organisations Co-ordination

Board obtained upon application to the Chief Executive Officer for the time being of the Board and signed by three Officials of the AAS.

27.6 In the event of the dissolution of the AAS, its assets shall be granted to one or more non-profit making organisations in Africa whose objectives conform to those of the Academy.

28 Surplus Assets on Winding Up or Dissolution


28.1 Upon the winding up or dissolution of the AAS, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to another non-profit making institution or some other institution which then satisfies both of the following requirements:


28.1.1 It has objects similar to the objects of the AAS.


28.1.2 Its constituent documents prohibit the distribution of its income and property among its Members.


Provided that such non-profit making institution or institutions shall be determined by the Members of the AAS at or before the time of dissolution.

Signed by:

The **President**, African Academy of Sciences _____  _____
Prof. Felix Dapare Dakora

The **Secretary General**, African Academy of Sciences _____  _____
Prof. Barthelemy Nyasse

The **Interim Treasurer**, African Academy of Sciences _____  _____
Prof. Daniel Olago

Ag. Executive Director, African Academy of Sciences _____  _____
Prof. Catherine Ngila

Signed: 14TH JUNE 2021