

Constitution of the African Astronomical Society

Foundation: 26 March 2019

Version: 1.0 : 26 March 2019

Version: 2.0 : 19 July 2019

Version: 2.1 : 20 September 2019

Version 3.0 : February 2021

This updated Constitution was approved and accepted by delegates at the Astronomy in Africa meeting held at the South African Astronomical Observatory in Cape Town, South Africa, on 26th March 2019.

Amendments were circulated to the delegates who attended the 2019 on 15th July 2019 and finalised on 19th July 2019.

Amendments required for the efficient operations of AfAS have been approved by the AfAS Executive Committee formally at its 26 February 2021 meeting.

PREAMBLE

At the 2010 launch of the African Physical Society in Dakar astronomers from across the continent and the African diaspora resolved to form the African Astronomical Society. Following this meeting, a whitepaper on the formation and the structure of the African Astronomical Society was drafted and disseminated. An Interim Working Group was formed to carry out the formation of the African Astronomical Society at the IAU Symposium in Ouagadougou. The initial Constitution of the African Astronomical Society (AfAS) was agreed to and signed by the members of the Interim Working Group at Ouagadougou, Burkina Faso on 16 December 2010. The interim Working Group consisted of members from Algeria, Burkina Faso, Cameroon, Ethiopia, Gabon, Ghana, Kenya, Mauritius, Morocco, Nigeria, South Africa, Uganda, and the U.S.A. AfAS was officially launched at the 2nd Middle East and Africa Regional IAU Meeting in Cape Town, South Africa in April 2011. However, AfAS had not been an active organization since its inception and in 2017, at the 4th Middle East and Africa Meeting in Ethiopia, it was decided to bring together stakeholders and relaunch AfAS. In March 2019, at the Astronomy in Africa meeting was held for this purpose, at the South African Astronomical Observatory in Cape Town, South Africa. At that meeting this revised Constitution was approved and accepted by delegates. It was drafted with the key objective of developing Astronomy and Human Capacity throughout the continent of Africa through a vibrant and active AfAS.

1. The Society

1.1. Name

The name of the society (hereinafter referred to as “The Society”) shall be the “African Astronomical Society” (AfAS).

1.2. Vision

A globally competitive and collaborative astronomy community in Africa

1.3. Mission

To be the voice of astronomy in Africa and to contribute to addressing the challenges faced by Africa through the promotion and advancement of astronomy.

1.4. Objectives

The Society will fulfil its vision and mission by:

1. cultivating collaboration among countries in Africa as well as collaborations between Africa and the rest of the world.
2. supporting collaborative international astronomical activities and projects in Africa
3. encouraging involvement in, and collaboration with, relevant organisations both within Africa and internationally
4. encouraging an appreciation of the significance of astronomy for society by countries in Africa, as well as the African Union (AU)
5. serving as the interface between the AU and astronomy related activities
6. encouraging governmental and intergovernmental (AU) investment in astronomy related activities
7. encouraging the use of astronomy for socio-economic development
8. strengthening the teaching of science, technology, engineering and mathematics in schools and the public through the use of astronomy and related fields
9. using astronomy to attract African youth into science, technology, engineering and mathematics careers
10. providing mentorship, leadership and guidance to early-career astronomers
11. increasing the number of African astronomers as well as the number of astronomers working in Africa
12. organizing meetings and events pertaining to astronomy and related fields
13. highlighting and disseminating the scholarship of African astronomers in the public domain, and career opportunities for emerging astronomers
14. publish articles so as to promote research in astronomy and astrophysics
15. facilitating the use of existing international astronomical facilities, and, where necessary, the development of new astronomical facilities in Africa
16. safeguarding astronomical sites in Africa
17. identifying and preserving indigenous astronomical knowledge
18. oversee all astronomical activities within the ambit of the Society
19. inspire and retain underrepresented groups to study astronomy

1.5. Values

The activities of the Society shall be guided by the following values:

1. Excellence - the Society shall strive towards world class excellence in Astronomy and all its aspects;
2. Transparency - the Society shall conduct its affairs in a transparent manner;
3. Accountability - the Society shall be accountable to all its , stakeholders
4. Responsiveness - the Society shall be an organization that is responsive to its changing environment;
5. Relevance - the Society shall be relevant to the scientific and developmental needs of Africa;
6. Participation - the Society shall encourage the participation of members in its affairs, be inclusive in its dealings with the membership, and shall interact freely with other organisations and the general public in order to advance its goals;
7. Service-oriented - the leadership of the Society should aim primarily to serve the astronomy community in Africa, and not hold positions for the sake of status;
8. Ethics - the Society shall play a leading role in ensuring the professional competency and integrity of astronomers;
9. Humility - there should be due recognition of the work of others in developing astronomy in Africa. Every attempt should be made to collaborate, rather than compete, with other relevant initiatives on the continent.
10. Intellectually free - the Society shall respect and promote academic freedom and freedom of expression.
11. Diversity, inclusion, and non-discrimination - the Society shall respect and promote diversity, inclusion and non-discrimination.

1.6. NPC Voluntary Association

The Society is a voluntary not for profit and public benefit association for astronomy in Africa:

1. It is a legal entity separately from its members **and registered as a not for profit company.**
2. No profits shall accrue or be distributed to its members or office bearers.
3. The assets and liabilities of the Society will be held separately from those of its members.
4. Members and office-bearers of the Society are not personally liable for any of its obligations and debts.
5. The Society shall continue to exist despite changes in its membership.

2. Membership

2.1. Categories of Membership

The membership of The Society shall consist of the following categories:

2.1.1. Full Membership

Candidates for full membership shall be persons whom satisfy at least one of the following criteria:

- (i) successfully completed a Doctoral Degree in astronomy or a related field; or
- (ii) successfully completed a Master's Degree in astronomy or a related field and has thereafter for at least two years been engaged in activities related to astronomy; or
- (iii) successfully completed a Bachelors and/or Honours degree in astronomy or related field and has thereafter for at least five years been engaged in activities related to astronomy; or
- (iv) have successfully presented proof of independent or co-authorship of accepted, refereed or published astronomy paper(s) to the membership committee of the African Astronomical Society.

2.1.2. Associate Membership

Associate Membership is open to any professional who is actively involved in the advancement of astronomy and/or related activities. This category is open to amateur astronomers, knowledgeable individuals in activities of astronomical relevance, and other astronomy enthusiasts who do not fall under the categories above.

2.1.3. Student Membership

This category is open to university students of astronomy and related fields.

2.1.4. Honorary Membership

This category of membership may be bestowed upon individuals who have shown exemplary contribution to the field and/or The Society as judged by the Nominating Committee of The Society. Honorary membership may be bestowed upon an individual only upon two-thirds vote of the Executive Committee and a majority vote of the General Assembly.

2.1.5. Institutional Membership

This category is open to astronomical research institutes, such as observatories, and organisations which conduct astronomical activities as part of their primary goal, such as planetaria. It is also open to universities which teach astronomy or are significantly involved in astronomy in some way. Institutional Membership may be bestowed upon an institution only upon two-thirds vote of the Executive Committee and a majority vote of the General Assembly.

2.1.6. National Membership

This category is open for African countries to be members through a national committee as supported by the government of that country. National Membership may be bestowed by the Society upon the establishment of that country's national committee, and upon two-thirds vote of the Executive Committee and a majority vote of the General Assembly.

2.2. Membership fees

Membership fees and fee categories (e.g. individual or national membership) shall be determined by the General Assembly.

2.3. Privileges and Obligations of Membership

The Privileges and Obligations of Membership, such as voting rights, code of conduct, right of voting members to call for a referendum, etc. shall be incorporated into the constitution and bye-laws of the Society

3. Structure of The Society

3.1. The Executive Committee

- (i) There shall be an Executive Committee of The Society, which shall be diverse (gender, geographical, age, etc) and representative of the astronomy community in Africa, and consist of 8 voting individuals:
 - 1. President
 - 2. Vice-President
 - 3. General Secretary
 - 4. Assistant General Secretary
 - 5. Public Relations and Education Officer
 - 6. Early career representative
 - 7. Two other members as selected by the General Assembly
- (ii) Members of the Executive Committee shall be elected at the end of the ordinary General Assembly for a period of 3 years. No member of the Executive Committee shall hold office for more than two consecutive terms.
- (iii) All members of the Executive Committee must be based and working in Africa, affiliated to an African organisation.
- (iv) There shall be the following ex-Officio non-voting advisors of the Executive Committee:
 - 1. Government representative of the country hosting the Secretariat
 - 2. Head of Secretariat
- (v) The Executive Committee shall decide, by two-thirds majority, on whether to co-opt up to 4 additional members. Co-opted members may only serve until the next General Assembly.
- (vi) The Executive Committee voting members will also be appointed as Directors of the organization and will therefore have full **fiduciary** responsibility in the management of the organization inclusive of its legal form.

3.1.1. Portfolios of Executive Committee

- (i) **The President**

The President shall be the Chief Executive of The Society and must be a Full Member. He or she shall normally preside at all meetings of the Executive Committee and the General Assembly. The President is not a regular voting member of the Executive Committee. The President may vote, however, in case of a deadlock to break a tie in any votes of the Executive Committee. The President normally takes office upon completion of a three-year term as a member of the Executive Committee. The President is limited to one term in office.

(ii) **The Vice-President**

The Vice-President should normally be elected every three years. In the absence of the President, the Vice-President shall preside over the Executive Committee or General Assembly. The Vice-President is selected by the General Assembly, based on nominations made by the Nominating Committee and is limited to one term in office.

(iii) **The General Secretary**

The General Secretary must be a Full or Associate member of The Society and shall be responsible for the oversight of the Secretariat inclusive of the finance matters of The Society. The General Secretary shall act as liaison between The Society and, among others, Chairpersons of Panels, Ad-hoc Committees of The Society, and affiliated Organisations. The General Secretary shall maintain a set of Financial Records for The Society which shall be audited annually. A Financial Report will be presented at each Executive Committee meeting.

(iv) **The Assistant General Secretary**

An Assistant General Secretary shall be selected from among potential candidates presented to the Executive Committee by the Nominating Committee. The Assistant Executive Secretary shall take office only upon confirmation of the General Assembly and serves for one term. The Assistant Executive Secretary becomes the General Secretary after the completion of one term in office.

(v) **The Public Relations and Education Officer**

The Public Relations and Education Officer shall coordinate The Society's public relations communications, and shall coordinate the education activities of The Society. He/She will work in close collaboration with the Secretariat and lead a Public Relations and Education Committee. A candidate Public Relations and Education Officer shall be selected every three years from among potential candidates presented to the Executive Committee by the Nominating Committee. The candidate Public Relations and Education Officer shall take office only upon confirmation of the General Assembly. There shall be no limit to the number of terms that the Public Relations and Education Officer may serve.

(vi) **Early-Career Representative**

The Early-Career Representative shall represent the interests of the young and/or early career astronomers in the Society. A candidate Early-Career Representative shall be selected every three years from among potential candidates presented to the Executive Committee by the Nominating Committee. The candidate Early-Career Representative shall take office only upon confirmation of the General Assembly and shall be limited to a maximum of two terms in office.

(vii) **Two other members as selected by the General Assembly**

Two positions on the Executive Committee shall be reserved for key individuals identified by the Nominating Committee as having the potential to bring value to the Society through their membership of the Executive Committee. The candidate members shall take office only upon confirmation of the General Assembly and shall be limited to a maximum of two terms in office.

3.1.2. Powers and Obligations of Executive Committee

- (i) The Executive Committee shall administer the affairs of the Society in accordance to the Constitution.
- (ii) The Executive Committee shall organize and handle all matters relating to international connections and external relations on behalf of The Society.
- (iii) The Executive Committee shall meet at least twice per year, and after each meeting issue a communique to all members on the outcomes of the meeting. Any member of the Executive Committee who does not attend two consecutive meetings without reasons that are acceptable to two-thirds of the rest of the Committee, will be discharged of their duties
- (iv) The Executive Committee shall decide on the formation, membership and Chairs of any Committee of the Society.

3.2. The Secretariat

The Secretariat shall be an Administrative and Operations Office, managed by a full time Head of Secretariat, under the supervision of the General Secretary, which will conduct all the business, administer the funds, and preserve the archives of the Society. The host of the Secretariat shall be determined through a selection process as defined by the Executive Committee, who will also decide on when to call for proposals to host the Secretariat. The choice of host shall be presented to and ratified by the General Assembly and there will be a hand-over period of a maximum of 6 months. Any changes to the location of the Secretariat shall be done well in advance in order to allow for a smooth transition. The Office of the Secretariat shall be responsible for the development and implementation of appropriate Internal Financial and Procurement Policies to manage all Income and Expenditure of the Society. Such Policies will be approved by the Executive Committee including any amendments that are deemed necessary from time to time.

3.3. Committees and Ad-hoc Committees

There shall be committees, **membership, terms of reference and the term** will be determined by the Executive Committee. The General Assembly and/or the Executive Committee may appoint ad-hoc Committees. An ad-hoc Committee of The Society shall normally present the report of its work to the organ of The Society that appoints it. There must be at least three people on a committee. Minutes of any committee meeting must be kept safely and always be on hand upon request of the Executive committee.

4. Meetings of the Society

4.1. Meetings Procedures

4.1.1. Quorum

Quorum for Executive Committee meetings shall be at least two thirds, and for General Assemblies, one third of voting members.

4.1.2. Voting

Decisions shall be made by a simple majority vote unless otherwise specified in the Constitution.

4.1.3. Conflict of Interest

All members are expected to declare any conflicts of interest to the Executive Committee before a vote takes place.

4.1.4. Minutes

Minutes of all meetings will be made available to the members of the Society.

4.2. The General Assembly

The Society shall convene, at least every three years, an ordinary General Assembly made up of all members of The Society. The agenda of a session of the General Assembly shall be drawn up by the Executive Committee and distributed to members at least three (3) months before the opening of the General Assembly. All attempts will be made to link the time and venue of the General Assembly to other major astronomical meetings on the continent. The Executive Committee shall determine a process for the call for and selection of hosts of General Assemblies. Decisions of the General Assembly shall be by a simple majority vote of **Full members** present.

4.2.1. Voting Members at General Assembly

All **full members** of the Society shall be eligible to vote at a General Assembly.

4.3. Executive Committee Meetings

The Executive Committee shall meet **at least every three months during the financial year, and, if necessary** after each meeting, issue a communique to all members on the outcomes of the meeting.

- (i) Any member of the Executive Committee who does not attend two consecutive meetings without reasons that are acceptable to two-thirds of the rest of the Committee, will be discharged of their duties, and their position will remain unfilled until the next General Assembly.
- (ii) The President, or two members of the Executive Committee, can call a special meeting. They must notify other members of the Executive Committee of the date of the proposed meeting not less than 25 days before it is due to take place. They must draw up an agenda for the meeting and distribute it to other members of

the Executive Committee. If, however, one of the matters to be discussed is to appoint a new Executive Committee member, then those calling the meeting must give the other Executive Committee members not less than 30 days' notice.

- (iii) The President shall act as the chairperson of the Executive Committee. In the absence of the President, the Vice-President shall preside over the Executive Committee. If both the President and Vice-President do not attend a meeting, then members of the committee who are present choose which one of them will chair that meeting. This must be done before the meeting starts.
- (iv) Minutes of all Executive Committee meetings must be kept safely and **be issued timeously to all members.**

4.4. Other Meetings

Apart from General Assemblies there may be a need to meet more regularly. The Executive Committee shall determine the need and a process for calls for and selection of hosts of other meetings of the Society.

5. Finance

5.1. General

The revenue of the society shall consist **mainly of such government grants**, donations and **sponsorships** as are accepted by the Executive Committee and by **membership fees** as shall be decided by the **Executive Committee and approved by the General Assembly from time to time.**

- (i) The financial year of the Society shall be from 1 April to 31 March.
- (ii) The Executive Committee shall approve the appointment of external Auditors for The Society and audited **financial** statements shall be **compiled** every year.
- (iii) The Society shall open and operate bank accounts at the time and places that shall be determined by the Executive Committee.
- (iv) All expenditure of The Society must be approved in terms of the Society's Internal Finance & Procurement Policies together with any amendments as approved by the Executive Committee.
- (v) The Society may not give any of its money or property to its members or office bearers, **unless it is in payment for work** that has been carried out for the Society. The payment must be **market related in terms of the nature and quantity of work undertaken by the member or office bearer.**
- (vi) Members or office bearers of the Society do not have rights over assets that belong to the Society.
- (vii) The Society may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives;
- (viii) The Society is required to utilise substantially the whole of its funds for the sole or principal object for which it has been established;
- (ix) No member may directly or indirectly have any personal or private interest in the Society;

- (x) 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;
- (xi) The Society may not have a share or other interest in any business, profession or occupation which is carried on by its members;
- (xii) The Society must not pay to any employee, office bearer, member or other person any remuneration, as defined in the host country's Income Tax Act, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;

The majority of the Society's income must be derived from its annual membership fees, or from grants directly from Governments or their funding agencies or from bona-fide donations and/or sponsorships received in pursuance of the Society's objectives.

5.2. Common Currency

For the purposes of financial reporting, membership fees, costings, hosting of conferences/General Assembly etc, the hosting country's currency will be used as the common currency unless another generally acceptable currency is approved by the Executive Committee.

6. Election of Office Bearers

6.1. Election Administration

The General Secretary shall circulate information about elections to members of The Society at least three months before the opening of an ordinary General Assembly. The nominations process for members of the Executive Committee shall be coordinated by the Nominating Committee. Final nominations must be submitted by the Nominations Committee to the Executive Committee at least forty-eight (48) hours before any election. The General Secretary shall circulate the nominations to members of the General Assembly at least twenty-four (24) hours before elections are held. Voting shall be by secret ballot.

6.2. The Nominating Committee

The Nominating Committee shall be responsible for presenting potential candidates for office to the Executive Committee. The Nominating Committee shall be selected such that the membership of the Nominating Committee is adequately diverse and representative of the astronomy community in Africa. The members of the Nominating Committee shall not be current members of the Executive Committee with the exception of the President who shall preside over the Nominating Committee but will only vote in order to break a deadlock. No members of the Nominating Committee shall serve for more than two consecutive terms of office.

6.3. Term of Office

A “term of office” shall consist of three years, specifically the period separating two consecutive ordinary General Assemblies.

7. Code of Conduct

A Code of Conduct shall be defined by the Executive Committee and ratified by the General Assembly, and incorporated into the bye-laws and constitution.

8. Amendments to the Constitution

Changes to the Constitution may be proposed by the Executive Committee or by ten or more **ordinary** members of the Society **who are in good standing** at any time or at least **three** months before a General Assembly.

- (i) Where a proposal is made by ten or more members in good standing, such a proposal shall **initially** be submitted to the Executive Committee. **If the proposal is submitted for consideration by the General Assembly, this must be submitted to the Executive Committee at least 3 months prior to the General Assembly. In all other instances, the proposed changes must be submitted to the Executive Committee at least one month prior to the Executive Committee meeting.**
- (ii) The proposal for **General Assembly consideration** shall be circulated to all members at least two months before the General Assembly.
- (iii) The proposal shall be adopted by at least two-thirds of the total votes cast, including proxy votes cast, at the General Assembly, providing that such a meeting is quorate.
- (iv) Whereas proposals may be **approved by the Executive Committee** or at the General Assembly, the **constitution** may not be changed in substance or in spirit.
- (v) **All proposed changes to the constitution which are suggested for operational and/or financial purposes or as a direct result of meeting the host country’s laws including company and taxation regulations, can be approved by the Executive Committee for implementation provided a notice of such changes is issued to members of the Society for comment no less than 21 days prior to approval of such changes.**
- (vi) **All changes to the constitution which are implemented without direct formal approval at a General Assembly, will be tabled at the next General Assembly for formal endorsement.**

9. Dissolution of the Society

Dissolution of the Society may be proposed by the Executive Committee or by thirty or more members in good standing at least three months before a General Assembly.

- (i) Where a proposal is made by thirty or more members in good standing, such a proposal shall be submitted to the Executive Committee in writing.
- (ii) The proposal shall be communicated to all members at least two months before the General Assembly;
- (iii) Dissolution shall be decreed by at least four-fifths of the total votes cast, including proxy votes cast, at the General Assembly, providing that such a meeting is quorate and that at least two-thirds of the voting membership has cast their votes.
- (iv) In the event that the General Assembly cannot be held within six months of the date of distribution of a valid motion to dissolve the Society, a vote shall be conducted by remote means. The support of more than two-thirds of the Voting membership shall be required for dissolution of the Society provided that at least three-quarters of the Voting membership has cast their votes.
- (v) On the dissolution of the Society, it shall be necessary to decide the manner in which any surplus assets, after satisfaction of the Society's debts, shall be applied, and the voting on this matter shall be done by a simple majority at the General Assembly or by remote means. Upon its dissolution, the assets of the Society shall not be distributed amongst its members but shall be transferred to a body with similar aims and objectives.

Signature:

President: African Astronomical Society (AfAS)

Name: Jamal Mimouni

Date: