



Constitution of the African Astronomical Society

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 by the African Union (AU)
5. serving as the interface between the AU and astronomy related activities
6. encouraging governmental and intergovernmental (e.g., 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 with 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 African and other 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. overseeing all astronomical activities within the ambit of the Society
19. inspiring and retaining underrepresented groups, including women, 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 of 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 (details are given in the AfAS Ethics document)
9. Humility - there should be due recognition of the work of others in developing astronomy in Africa, and every effort should be made to collaborate, rather than compete, with other relevant initiatives on the continent
10. Intellectual freedom - 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. Not-For-Profit Company (NPC) Voluntary Association

The Society is a voluntary not-for-profit and public benefit association for astronomy in Africa, with the following attributes:

1. it is a legal entity separate from its members and registered in the host country 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 financial obligations and/or debts
5. the Society shall continue to exist despite changes in its membership.

1.7 Home of the Society

The host country is the home of the Society and its Secretariat ([see section 3.2](#)). The legal requirements of the host country require certain provisions in the Constitution and these may change if the host country changes.

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 who satisfy at least one of the following criteria:

- (i) successfully completed a PhD or DSc Degree in astronomy or a related field
- (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
- (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
- (iv) have presented proof of independent authorship or co-authorship of accepted, or published, referred astronomy paper(s) that has been accepted by the Membership Committee of the 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, in particular full-time MSc or PhD, of astronomy or 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 to the Society as judged by the Membership 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 (see 4.2).

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 a two-thirds vote of the Executive Committee.

2.1.6 National Membership

Any African country can become a member through its national committee as supported by the government of that country. National Membership may be bestowed by the Society upon the establishment of the country's national committee, and upon a two-thirds vote of the Executive Committee and a majority vote of the General Assembly.

2.1.7 Active Members

An "active member" of the Society is one who has paid their subscription. If the subscription of a member has not been paid by the end of the year in which it is owed (i.e. by the end of March the following year), they will become an "inactive member" and should be informed of this by the secretariate.

2.1.8 Inactive Members

An "inactive member" will not have the right to vote in any AfAS election, serve on any AfAS committee or to apply for any grant or reduced fee available to members, e.g., for conferences. They will still be governed by all the considerations outlined in the Ethics document.

2.1.9 Expulsion of Member

Any member of the Society will be considered for expulsion for a serious breach of AfAS's Code of Conduct (see Ethics document), following such a recommendation by the AfAS Ethics and Conduct Committee.

If the Executive Committee deems it necessary to expel a member it is empowered to do so only after the member has been given due opportunity to reply to a written statement of the Executive's intention and reasons, and then only with the concurrence of at least fifty percent plus one of all Executive Committee members.

2.2. Membership Subscription

Membership subscription and categories of subscription (e.g., individual or national membership) shall be proposed annually by the Society's Executive Committee and approved by the General Assembly (see 4.2). In the years between General Assemblies, the Executive Committee will seek approval for the change from the AfAS Membership at its Business Meeting which is held during the AfAS Annual Conference.

Every member, with the exception of honorary members, shall on the first day of April of every year be liable to pay an annual subscription, the amount of each category of membership being fixed at a General Assembly or the Annual Conference. The fees due on 1 April must be paid no later than the end of March the following year.

The Executive Committee may, at its discretion, reduce the amount of the annual subscription in the case of full or associate Members who are retired, provided they have been active members up to the point of retirement.

2.3. Privileges and Obligations of Membership

Members are able to vote at the General Assembly and in particular in elections for the President Vice-President and Executive Committee. They are also eligible to become members of various AfAS committees, including the Executive Committee, and participate directly in the high-level decisions of the Society. They are eligible to apply for grants from AfAS, depending on their level of membership. The overarching responsibility of the membership is to further the objectives of the Society as outlined in section 1.4, and to play an active role in events organized by AfAS. Members must uphold the standards outlined in the AfAS Ethics document. This document covers the basic ethics of the Society, a code-of-conduct for members, conflicts of interest as well as the proscribed procedures for handling breaches and conflicts between members, and between members and the Society. It also describes the makeup and terms of reference for the Ethics and Conduct Committee (to be transferred to the By-Laws).

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 location, age, etc) and representative of the astronomy community in Africa, and consist of seven voting individuals, plus Directors (see vi below) should they be legally required, but only if none of the Executive Committee members are either willing or qualify to be Directors:
 - 1. President
 - 2. Vice-President
 - 3. Five General Members
- (ii) Members of the Executive Committee shall be elected by the General Assembly (see 4.2) for a period of three years. No member of the Executive Committee shall hold office for more than two consecutive terms (see 6.3).

- (iii) All members of the Executive Committee must be active full members of the Society and must be based and working in Africa, and affiliated to an African organisation.
- (iv) There shall be the following Ex-Officio non-voting members/advisors of the Executive Committee:
 1. The Executive Officer
 2. Immediate past President of the Society
 3. Representative of the primary funder for the Society
 4. Project Manager of the Society.
- (v) The Executive Committee shall decide, by two-thirds majority, to co-opt a maximum of 3 additional members. Co-opted members may only serve until the next General Assembly and will have no voting rights.
- (vi) The Executive Committee will also appoint Directors of the organization to satisfy the host country's legal obligations for a not-for-profit company, such Directors will be appointed as members of the Executive Committee if they are not already committee members, and they will have full voting rights. However, the Executive Committee will have full responsibility for the management of the organization inclusive of its legal form. This is a legal requirement and is not intended to bolster the number of voting members from the host country. Note that the Executive Officer cannot be a Director.

3.1.1. Portfolios of Executive Committee

- (i) **The President**
The President shall be the Chair of the Executive Committee and must be an active full member and elected by the General Assembly (see 4.2). He or she shall normally preside at all meetings of the Executive Committee and at the General Assembly. The President is limited to one term (see 6.3) in office as President.
- (ii) **The Vice-President**
The Vice-President (VP) will be elected by the General Assembly (see 4.2) for only one term of office (see 6.3) as the Vice-President. In the absence of the President, the Vice-President shall preside over the Executive Committee or General Assembly. The VP will chair the Ethics and Conduct Committee (ECC) of the Society (see Ethics document).
- (iii) **General Members**
The general members of the Executive Committee will be assigned portfolios as determined by the Committee, the portfolios and their assignment will be determined by consensus within the committee. In the event of a deadlock, the President and Vice President, in consultation with the Executive Officer, and other ex-officio members of the committee, will decide on the portfolios and subsequent member assignment.

3.1.2 Powers and Obligations of Executive Committee

- (i) the terms of reference for the Executive Committee will be included in the By-Laws
- (ii) the Executive Committee shall administer the affairs of the Society in accordance with the constitution and the laws of the host country
- (iii) the Executive Committee shall organize and handle all matters relating to international connections and external relations on behalf of the Society.

3.2. The Secretariat

The Office of the Secretariat shall be an operations and administrative centre, managed by a full time Executive Officer, under the supervision of the President. The Secretariat will conduct all the business, administer the funds, and preserve the archives of the Society. The hosting of the Secretariat will be within a country that is willing to provide the funding for the Office of the Secretariat and the core operations of the Society through its own and/or external resources for a period of at least five years. The host country will therefore be the official Home of the Society.

Should the current host country decide to terminate the hosting of the Office of the Secretariat, at least 12 months' notice of termination is required. The Executive Committee will then issue a formal open Call for countries within Africa to host the Office of the Secretariat and to ensure that a new host is appointed with effect from the termination date of the previous host.

The Office of the Secretariat shall be responsible for the development and implementation of appropriate Internal, financial, human resource and procurement policies to manage employees and 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, sub-committees, and working-groups, each governed by terms of reference as determined by the Executive Committee. The Executive Committee may also appoint ad-hoc Committees and seek the advice of the members of the Society if necessary, prior to the appointment of such committees and/or ad-hoc committees. An ad-hoc Committee of the Society shall normally present the report of its work to the Executive Committee. There must be at least three people on a committee. Minutes of any committee meeting must be sent to the Executive Officer for record keeping and must be made available to the Executive Committee on request.

The terms of reference for the standing committees will be included in the By-Laws.

4. Meetings of the Society

4.1. Meetings Procedures

4.1.1. Quorum

The Quorum for Executive Committee meetings shall be 50% plus 1 of voting Committee members, and for General Assemblies (see 4.2), one third of active, full and associate Members.

4.1.2. Decisions/Voting

Decisions shall be made by consensus where possible, and if a vote is required by a simple majority vote. In the event of a deadlock the President will have the deciding vote.

4.1.3. Conflict of Interest

All members are expected to declare any conflicts of interest to the Executive Committee before any decision/voting takes place as described in the AfAS Ethics document

4.1.4. Minutes

Minutes of all meetings will be made available to the members of the Society via the AfAS web page, within one month of the meeting. All confidential information, as determined by the Executive Committee, will be redacted prior to the issue of such minutes. The Secretariat will keep copies of the complete minutes, including confidential information, on file as an essential historical record.

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 for the General Assembly shall be drawn up by the Executive Committee and distributed to members at least one month before the General Assembly. Every effort will be made to link the time and venue of the General Assembly to the AfAS Annual Conference.

The three year period between General Assemblies is the “term” for the Executive Committee (see 6.3). No member may serve on the Executive Committee for more than two terms and the President and Vice President may serve only one term (see 6.3) in those positions.

Decisions of the General Assembly shall be by a simple majority vote of those specified in 4.2.1 who are present.

4.2.1. Voting Members at General Assembly

All active full and associate members of the Society shall be eligible to vote at a General Assembly, as will honorary members. An “active member” is defined in section 2.1.7. Student members will be eligible to vote for student representatives, where appropriate.

4.3. Executive Committee Meetings

The Executive Committee shall meet at least every three months.

- (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 the Executive Committee will

decide on a replacement who will fill the vacancy until the next General Assembly.

- (ii) The President, or any two other 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 will choose a chair for the meeting prior to the start of the meeting.

4.4 Other Meetings

There shall be at least one scientific meeting of the Society annually. Other meetings may also be scheduled some of which may include an education, development and/or outreach focus. The location will alternate between the host country and other African countries through an open Call which will be issued by the Secretariat in consultation with the Executive Committee.

A delegate registration fee will be levied for all attendees of the annual conference (in-person and virtual) to contribute to the costs for the conference. Such fees must be approved by the Executive Committee and the host of the event and announced no later than 6 months before the conference.

Delegate fees must be approved by the hosting institution together with the Executive Committee.

5. Finance

5.1. General

The revenue of the society shall consist mainly of grants, donations and sponsorships as accepted by the Executive Committee together with membership subscriptions as decided by the Executive Committee and approved by the General Assembly from time to time. The following stipulations apply:

- (i) the financial year of the Society shall be determined by the host country
- (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 in consultation with the host country

- (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. Such 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 financial 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 subscriptions, 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, subscriptions, 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 Secretariat, in consultation with the Executive Committee, shall decide on the election process for the election of the Executive Committee. The process for electing the President, Vice President and Executive Committee will be included in the By-Laws. The Executive Officer, as head of the Secretariat, shall issue a notice describing the elections process to all members of the Society and other stakeholders/interested parties, at least three months before the General Assembly. The nominations process will be coordinated by the Secretariat and the nominations list will be managed by a

Nominations Committee. Final nominations must be approved by the Nominations Committee at least one month before any election. The Executive Officer shall circulate the list of nominated individuals to members of the General Assembly no later than two weeks before elections are held.

6.2. The Nominations Committee

The Nominations Committee shall be responsible for approving potential candidates, this Committee shall be appointed by the Executive Committee and consist of three members. The members of the Nominations Committee shall not be current members of the Executive Committee. It is their responsibility to secure nominations for the President, Vice President and a minimum of five members of the Executive Committee. The Secretariat will provide administrative and procedural support only. The Nominations Committee will be dissolved after the General Assembly. The terms of reference for the nominations committee will be included in the By-Laws.

6.3. Term of Office

A "term of office" shall consist of three years, normally the period separating two consecutive ordinary General Assemblies.

7. Code of Conduct

A separate document (the AfAS Ethics document) outlines the Society's ethical code, including a code of conduct, guidelines for dealing with conflicts of interest, and prescriptions for resolving disputes of various types. The same document provides the terms of reference for the AfAS Ethics and Conduct Committee who should deal with any problems in this area (to be moved to the By-Laws).

8. Amendments to the Constitution

Changes to the Constitution may be proposed by the Executive Committee or by ten or more full members of the Society who are in good standing.

- (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 no later than three months prior to the General Assembly.
- (ii) The proposed changes for General Assembly approval, shall be circulated to all members at least one month before the General Assembly.
- (iii) The proposal shall be adopted by at least two-thirds of the active members present 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 at least fifty percent plus 1 or more active members at least three months before a General Assembly.

- (i) Where a proposal is made by the appropriate number of active members, 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 active members present at the General Assembly, providing that such a meeting is quorate.
- (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 four-fifths of the Voting membership shall be required for dissolution of the Society provided that at least Fifty percent plus 1 of the membership has cast their votes.

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: Professor Amare Abebe

Date: 1 April 2025

Addendum:

History of the AfAS Constitution

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 South African Astronomical Observatory in Cape Town, South Africa, the Astronomy in Africa meeting was held for this purpose. 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.

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Version: 2.0 : 19 July 2019

Version: 2.1 : 20 September 2019

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