



# ***African Association of Nephrology***

## **CONSTITUTION**

### **ARTICLE I: Official Name**

**African Association of Nephrology (AFRAN)**

### **ARTICLE II: Objectives**

The principal purpose of **AFRAN** shall be to promote the development and to establish the scientific identity of African nephrology. For this purpose **AFRAN** shall organize, support and sponsor the following activities:

- 1) Holding a regular congress in an African country
- 2) Produce a journal on a regular basis
- 3) Improvement of nephrology education and training in Africa
- 4) Increase access to kidney replacement therapy in Africa
- 5) Establishment of relevant registries
- 6) Promotion of prevention strategies for kidney disease in Africa
- 7) Promotion of research specifically addressing nephrological problems in Africa, particularly at a multinational level

**AFRAN** has been organized and shall be operated exclusively for the purposes described above. No part of its earnings shall inure to the benefit of, or be distributable to its members, officers or other private persons. **AFRAN** shall not engage in any activities or exercise any powers that are not in furtherance of the purpose of the Association.

### **REGISTRATION of AFRAN**

A permanent Secretariat shall be engaged, to conduct the organizational affairs of AFRAN, and effect registration of the Association.

### **ARTICLE III: Language**

The official language of **AFRAN** shall be English. All circulars and publications shall be made in English, French and possibly other languages.

## **RULES AND BY-LAWS**

### **Part 1. MEMBERSHIP**

**AFRAN** Shall consist of five classes of membership: full, associate, honorary, corporate and life.

### **ARTICLE I: Full Members**

#### **Section 1. Eligibility:**

Eligible for full membership are qualified African physicians dealing with renal disease at clinical and/ or investigational levels. Acknowledged qualification shall be defined by the Board of Trustees in accordance with scientific disciplines in the various African countries. Full members shall pay annual dues fixed by the Board of Trustees. Full members may be individual members or group members. Group membership is available when at least 5 members of a National Society of Nephrology join AFRAN, at a fee of 50% of the full fees at the time.

A 50 % reduction in the membership fees will be in place for young nephrologists (<40 years of age). For fellows in training, the first year's fees will be waived, and the second year's fee will be 30% of the full fees at the time.

'Physician' includes adult and paediatric nephrologists, nephropathologists, kidney transplant surgeons and other medical specialists engaged in the field of nephrology as approved by the AFRAN Board.



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## **Section 2. Application:**

Application for full membership shall be made in writing, together with submission of the applicant's curriculum vitae, to the Secretary and supported by a full member. Acceptance for membership shall be ratified by the Board of Trustees.

## **ARTICLE II: Associate Members**

### **Section 1. Eligibility:**

Clinicians and scientists not satisfying the qualification requirements for full membership and paramedicals including nurses, biomedical engineers and technicians can become associate members. They shall pay 30% of the membership fee at the time and shall participate in all scientific activities of the Association. However, they shall not be members of the General Assembly, they shall have no right to vote, and cannot be members of the Board of Trustees.

### **Section 2. Application:**

Application for Associate Membership shall be made to the Secretary in writing, accompanied by a curriculum vitae, and acceptance shall be ratified by the Board of Trustees.

## **ARTICLE III: Honorary Members:**

Clinicians and scientists from any country may be elected as Honorary Members in recognition of their outstanding scientific or other contributions to African nephrology. Honorary Members shall not pay any subscription fees, shall not be members of the General Assembly and cannot be involved in any AFRAN organizational activities. Honorary Members shall be nominated by the Board of Trustees and ratified by the General Assembly.

## **ARTICLE IV: Corporate Members:**

Corporate membership of AFRAN is by invitation. Corporate members shall participate in all scientific activities of the Association. However, they shall not be members of the General Assembly, they shall have no right to vote, and cannot be members of the Board of Trustees. The membership level will depend on the level of commitment, being: BRONZE; SILVER; GOLD; PLATINUM.

## **ARTICLE V: Life Members:**

African physicians or paediatricians who are, or have been, full AFRAN members, may be elected as Life Members in recognition of their outstanding scientific or other contributions to African nephrology. Life Members shall not pay any subscription fees and may be involved in any AFRAN activities as full members. Life Members shall be nominated by full members of AFRAN to the Board of Trustees and ratified by the General Assembly.

## **ARTICLE VI: Conditions for Membership:**

All existing members, and all applicants for membership, shall comply with the conditions for membership, including the payment of annual membership fees. The due date for payment of the membership fee is established by the Board of Trustees. Membership of AFRAN is terminated:

- 1) upon the death of a Member
- 2) upon the written resignation of a Member
- 3) if membership fees are unpaid by the due date, membership is suspended until fees are paid
- 4) in the event of conduct which contravenes the ethical standards of AFRAN



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## **Part 2. ADMINISTRATION**

AFRAN shall be governed by the General Assembly, the President and the Board of Trustees.

### **ARTICLE VII: Body corporate**

AFRAN shall: Exist in its own right, separately from its members; Be able to own property and other possessions; Be able to sue and be sued in its own name.

### **ARTICLE VIII: Continued existence**

AFRAN shall continue to exist even when its membership changes and there are changes in office bearers.

### **ARTICLE IX: Rights in the property or other assets of the organization**

Members or office bearers of the organisation do not have rights over property or assets that belong to the organisation.

### **ARTICLE X: Powers of the organisation**

The management committee (Board of Trustees) may take on the power and authority that it believes it needs to be able to achieve the objectives of the organisation.

### **ARTICLE XI: Governance**

A Management committee will manage the organisation. The management will be made up of not less than 6 members. They are the office-bearers of the organisation.

## **ARTICLE XII: General Assembly**

### **Section 1. Composition:**

The General Assembly shall be composed of all full members who have been accepted for at least one month before the regular General Assembly meeting.

### **Section 2. Meetings:**

The General Assembly shall meet face-to-face annually, during the regular biennial **AFRAN** congress and during the ISN World Congress of Nephrology if feasible or virtually if not. Quorum for the conduct of business shall consist of 25% of the full members attending the congress. Decisions shall be made by absolute majority. For constitutional amendments, absolute majority of the total number of full members, through an electronic ballot is mandatory.

### **Section 3. Functions:**

- 1) Election of the President.
- 2) Election of the Board of Trustees.
- 3) Ratification of the actions of the Board of Trustees and of the Secretary-General's report and the Treasurer's financial report on **AFRAN** accounts.
- 4) Ratification of any changes in the Constitution, rules and by-laws of the Association.
- 5) Voting on any item of business which the Board of Trustees brings before the General Assembly.

## **ARTICLE XIII: The President**

### **Section 1. Duties:**



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The President shall be the chairperson of the General Assembly and the Board of Trustees. Through these, he/she shall be responsible for defining the strategies of the Association and for auditing the actions of all **AFRAN** committees. The President shall have no executive authorities or duties. In his/her absence, relevant meetings shall be chaired by the President-Elect, in whose absence the chair goes to the Secretary-General.

## **Section 2. Election:**

The President is elected by counting the direct votes at the General Assembly meeting. The President-Elect shall not necessarily be the organiser of the next **AFRAN** congress in his/her own country and shall become President of the Association for **two** years that follow the congress. The President may not be re-elected.

After calls for nominations for President from AFRAN, such nominations for President shall be made to the Secretary by the National Society of a country. The nominated person should have been a full member of **AFRAN** for a minimum of **two** years.

No more than one name should be introduced from one country. Should such an event arise, and could not be resolved by contact with the persons concerned, the name suggested by the largest number of members shall be introduced for ballot.

The countries proposing to host the next congress shall be brought before the Board of Trustees at least 3 months prior to the current congress, which shall verify the feasibility of holding the next congress in the suggested country. They shall then be introduced at the next General Assembly for direct ballot. It is proposed that congresses rotate between anglophone and francophone countries.

## **ARTICLE XIV: The Board of Trustees**

### **Section 1. Description:**

The Board of Trustees is the Executive Council of **AFRAN**. It is composed of **17** members: the President, the President-Elect, the immediate Past-President, the Secretary-General, the Treasurer and **12** members who represent the major geographical zones of Africa, as defined by the Board of Trustees and ratified by the General Assembly.

### **Section 2. Election:**

The Board of Trustees shall be elected by direct ballot at the General Assembly meeting. A list of nominations, consisting of double the number of vacancies shall be presented by the Nomination Committee and displayed at the AFRAN congress at least one day prior to the General Assembly meeting. Elected members shall hold office for **6** years. **Four** members of the Board of Trustees shall be changed every **two** years. Membership of the President and the President-Elect in the Board shall be restricted to the period during which they hold these positions.

### **Section 3. Nominations:**

The move for elections of new members of the Board of Trustees shall start **6** months ahead. The President shall appoint a Chairperson for the Nomination Committee at this time who shall suggest for membership of the Committee the names of **12** full members, 2 from each zone. From those, the Board of Trustees shall elect **6** members, one from each zone. Members of the Nomination Committee are not eligible to be nominated for the Board of Trustees. The Nomination Committee shall select two full members from each zone. These members shall give their consent before their names are listed for election by the General Assembly.

### **Section 4. Meetings:**



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The Board of Trustees shall meet regularly every **3 months** virtually, via Zoom or other suitable platform; face-to-face meetings will be held when feasible. Extraordinary meetings shall be held upon the written request of at least **7** Board members.

Invitations for Board meetings shall be made by the Secretary-General. Quorum shall consist of **8** members, of whom one shall be the President or the Secretary-General. Decisions shall be made by simple majority of votes. Should voting be equal, the President casts the deciding vote unless he/she decides to bring the matter to General Assembly for voting.

AFRAN will be represented by the President at other meetings requiring its presence e.g. ISN; if the President is unavailable to attend, then the President-elect or Secretary-General will represent AFRAN at such meetings; failing these, the President may designate a member of the Board of Trustees to attend.

## **Section 5. Secretary**

There shall be a separation of the offices of Secretary-General and Treasurer.

The Board of Trustees shall elect one of its members as Secretary-General, who shall hold this position for **2** years renewable for another **4** years. He/she shall be director of all the administrative affairs of the Association, according to the strategies ratified by the Board of Trustees. He/she shall present an annual report to the General Assembly during its regular meeting.

## **Section 6. Treasurer**

The Board of Trustees shall elect one of its members as Treasurer who shall hold this position for **2** years renewable for another **4** years. He/she shall be director of the financial affairs of the Association, according to the strategies ratified by the Board of Trustees. He/she shall present an annual financial report to the General Assembly during its regular meeting.

It should be observed that when the Secretary-General or Treasurer is from an English-speaking country, the other officer shall be from a French-speaking country and vice versa.

## **Section 7. Committees of AFRAN**

The Board of Trustees shall appoint from AFRAN members the chairs of the following Committees:

- 1) The Registry
- 2) Editor of the Journal
- 3) Young Nephrologists Committee
- 4) Education and Training
- 5) Research and Ethics
- 6) Clinical Nephrology
- 7) Haemodialysis
- 8) Peritoneal Dialysis
- 9) Transplant
- 10) Prevention and Advocacy
- 11) Renal Pathology
- 12) Website and Social Media

These officers shall be delegated to take care of all aspects relevant to their portfolio. They shall present their proposed strategies to the Board of Trustees for ratification, and shall then be responsible for executing the approved plans. They shall attend meetings of the Board of Trustees. They shall report to the Board of Trustees and the General Assembly.

Each officer shall hold his position for **two** years and may be re-appointed for a further 4 years. He/she is entitled to recommend a number of committee members representing geographically diverse African regions/countries who must be full AFRAN members and will be ratified by



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**AFRAN.** In addition, at least one African member on an International Nephrology Committee should be co-opted onto the relevant AFRAN Committee, after approval of the Board of Trustees. The recommended number of members for each committee is **ten**, in addition to the chair and co-chair.

## **Part 3. FINANCIAL ASPECTS**

### **ARTICLE XV: Funding**

The country of domicile of the AFRAN bank account will be selected for its ease of banking transactions.

#### **Section 1. Financial Resources:**

The resources for **AFRAN** funds shall include membership dues, profits from AFRAN conferences, and grants and fellowship awards.

Profits generated by the congress will be shared with the organizing national society on a 50/50% basis.

The organisation may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation, as agreed to in advance by the Board of Trustees. The payment must be a reasonable amount for the work that has been done.

#### **Section 2. Banking:**

All funds shall be kept in a transferable currency, unless local regulations in a particular country do not permit it. Profits from a conference are to be transferred to the bank maintaining AFRAN funds.

#### **Section 4. Accounts:**

The Treasurer shall keep all the necessary account books and documents. The financial year shall extend from January 1<sup>st</sup> to December 31<sup>st</sup>. The Treasurer's financial report should be ready by the next April and must be ratified at the subsequent meeting of the Board of Trustees.

## **Part 4. GENERAL**

### **ARTICLE XVI: Scientific Meetings**

**AFRAN** will hold a congress every **two** years. Organisers of the congress must at the time of the invitation agree in writing to the resolution of the International Congress of Scientific Unions (ICSU) regarding the free circulation of scientists.

French is the other official language in the congress; scientific symposia during a congress may be held in French.

### **ARTICLE XVII: Notices, Agendas and Minutes of meetings**

#### **Section1. Notice:**

Notice of meetings of the Board of Trustees and General Assembly is to be circulated **one** month before the meeting by the Secretary-General.

#### **Section2. Agendas:**

The agendas for the meetings of the Board of Trustees and the General Assembly should be distributed **one** week prior to and reviewed at the beginning of the meeting when new points can be added to the agendas. The agendas for special meetings of the Board of Trustees should



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be distributed at least **one** week prior to the meeting, unless there is an emergency. Decisions can be reached during special meetings only on items on the agenda, except in the case of urgent or unpredictable business.

## **Section 3. Minutes:**

Minutes of the meetings of the Board of Trustees should be distributed not later than **one** month after the meeting. Minutes of the General Assembly meetings should be written by the Secretary-General, ratified and signed by the President and emailed to the members within **one** month of the meeting.

## **ARTICLE XVIII: Circulation of Information**

Major affairs and decisions of the Association should be circulated by email communique, and published on the website. The text should be prepared by the Secretary-General. French is the other language for publication. English publications should have an additional French abstract and French publications should have an additional English abstract.

## **ARTICLE XIX: Amendments**

Amendments to the by-laws may be proposed in writing by a majority vote of the Board of Trustees. The amendments must be acted upon at the next regular meeting of the General Assembly. The notice of such meeting shall contain an announcement, text and explanations of the proposed amendment or amendments. Proposed amendments shall require for their adoption an affirmative vote of two-thirds of the members attending the meeting.

## **ARTICLE XX: Dissolution**

Upon dissolution of **AFRAN**, the Board of Trustees shall, after paying or making provision for the payment of all the debts and liabilities of **AFRAN**, dispose of all of the assets exclusively for the purposes for which the Association was organized and operated, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes, as the Board of trustees shall determine. After doing this, if there is property or money left over it should not be paid or given to members of the organisation. It should be given in some way to another non-profit organisation that has similar objectives. The organisation's general meeting can decide what organisation this should be. The decision of the Board as to the disposition of the assets of **AFRAN** shall be ratified by the General Assembly.

The organisation may close down if at least two-thirds of the membership present and voting at a General Assembly convened for the purpose of considering such matter, are in favour of closing down. Two thirds of the membership of each country represented in AFRAN need to be present to vote at such a meeting.

## **ARTICLE XXI: Indemnification**

**AFRAN** shall indemnify each officer, member of the Board of Trustees or member of any committee of the **AFRAN** against any liabilities or expenses, including attorney's fees, reasonably incurred by him/her in connection with any actual or threatened legal action to which he/she might become a party by reason of being such an officer or member except to the extent that he/she shall be adjudged in such action to be liable for gross negligence or wilful misconduct in the performance of his/her duties as such an officer or member.





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