

# **ASSOCIATION OF AFRICAN UNIVERSITIES**

## **CONSTITUTION**

### **ARTICLE I**

#### **Name and Legal Status**

1. The name of the organisation shall be the Association of African Universities, referred to in this Constitution as the Association.
2. The Association shall have Legal and Juridical Personality and shall enjoy the most extensive juridical capacity which is recognized for legal persons of the nationality of the country in which it shall have its Headquarters.

### **ARTICLE II**

#### **Objects of the Association**

The objects of the Association of African Universities are:

- a. to promote interchange, contact and cooperation among universities and other institutions of higher education in Africa;
- b. to collect, classify and disseminate information on higher education and research, particularly in Africa;
- c. to promote cooperation among African higher education institutions in curriculum development, post graduate training, research, quality assurance, recognition of qualifications, the determination of equivalence of degrees, and other matters of special policy or practical interest to African higher education;
- d. to encourage and empower members of the Association to address developmental challenges and become an effective voice in national, regional and global institutions;
- e. to study and make known the educational and related needs of African universities and other institutions of higher education and, as far as practicable, co-ordinate the means whereby those needs may be met;
- f. to contribute to the improvement of leadership, institutional management and the policy environment of African higher education;
- g. to organise, encourage and support public fora for information dissemination and exchange and policy dialogue on issues of higher education;
- h. to promote gender and social equity in policies on higher education and in the delivery of higher education services; and
- i. to promote linkages with the international higher education community.

**ARTICLE III**  
**Official Medium of Communication**

The official medium of communication of the Association shall be English, French, Arabic and Portuguese.

**ARTICLE IV**  
**Decentralisation**

1. For the purposes of this Constitution, the regions of Africa shall be:  
North Africa,  
Central Africa,  
Eastern Africa,  
West Africa and  
Southern Africa.  
The countries in each region shall be specified in the byelaws of the Association.
2. The operations and functions of the Association may be decentralised to regional and sub-regional structures of members for the efficient promotion of the objects of the Association.
3. The decentralisation of the Association shall be provided for by byelaws made under this Constitution.

**ARTICLE V**  
**Acquisition of Property**

The Association may acquire and dispose of property.

**ARTICLE VI**  
**Membership**

1. Membership of the Association is open to:
  - a. universities in Africa; and
  - b. institutions of higher education in Africa which have university status in their respective countries.
2. a) The Governing Board may admit new members of the Association, subject to ratification by the General Conference after the decision of the Board;

- b) The Governing Board shall be guided by the charter or instrument of incorporation of the applicant when recommending admission;
- c) Where the applicant operates in a country with a National Accreditation Board or process for accreditation, the Governing Board may take the decision of that body into account when considering an application for new membership of the Association.
3. An institution which does not satisfy Clause 1 of this Article may be admitted as an Associate Member.
  4. If there is no institution in an African country which is eligible to be admitted as a member of the Association in accordance with the provisions of this Article, one institution of higher learning in that country may be admitted as an Associate member of the Association as a special case.
  5. Associate Membership may be extended to other institutions of higher education or regional bodies and networks whose members are accredited universities or whose objective is to promote activities of universities, whether located in or outside Africa, in accordance with Clause 2 of this Article and any byelaws enacted for the purpose.
  6. Membership of the Association is contingent upon payment of first annual subscription by the institution.
  7. The Association may join another body or seek observer status in another body.

## **ARTICLE VII**

### **Rights and Duties of Members**

1. Except as otherwise provided in this Article, members of the Association may:
  - a. participate in the organs of the Association;
  - b. participate in the activities of the Association;
  - c. enjoy the benefits created by the Association; and
  - d. vote and participate in elections.
2. Associate members shall not vote at the General Conference and the Conference of Rectors, Vice-Chancellors and Presidents, nor shall their representatives be eligible for membership of the Governing Board or hold any other elective office under this Constitution.

3. Members shall:
  - a. pay their subscriptions promptly;
  - b. promote the object of the Association;
  - c. participate in the meetings and organs of the Association to which they belong;
  - d. promote the Association and its activities and facilitate the execution of the Association's activities and programmes in their respective countries;
  - e. represent the Association, if requested by the President or the Secretary-General;  
and
  - f. help to raise funds for the Association, with the authority of the Governing Board.
  
4. a) If a member fails in its obligations under this Article or generally, the Governing Board may take appropriate action with respect to any rights of the member, including suspension from participation in and voting at formal activities of the Association;
  
- b) A member who persistently fails to fulfil its obligations, in particular as they relate to the payment of subscriptions, may be expelled from the Association in accordance with any byelaws made for the purpose.

## **ARTICLE VIII**

### **Financial contributions**

1. The annual subscription payable by each member shall be determined according to a scale approved by the General Conference of the Association, and shall be paid by the 30th of June each year or such other date as the Governing Board may determine as the end of the fiscal year of the Association.
  
2. Subventions and donations may be accepted for purposes that are consistent with the objects of the Association under conditions approved by the Governing Board.

## **ARTICLE IX**

### **The Principal Organs**

The Principal Organs of the Association are:

- a. the General Conference;
- b. the Conference of Rectors, Vice Chancellors and Presidents of African Universities;
- c. the Governing Board;

- d. the Executive Committee; and
- e. the Secretariat.

## **ARTICLE X**

### **The General Conference**

1. The General Conference shall be the supreme authority of the Association and shall:
  - a. determine the general policies of the Association;
  - b. approve the general framework of the programmes and the budget of the Association;
  - c. be responsible for the policy directives to be executed by the Governing Board and the Secretariat;
  - d. elect the President, the Vice-Presidents and the members of the Governing Board of the Association;
  - e. undertake or direct the Governing Board to undertake such other tasks as are compatible with the aims and objects of the Association; and
  - f. make rules of procedure.
2. The General Conference shall comprise:
  - a. representatives of members;
  - b. representatives of Associate members;
  - c. observers admitted by the Governing Board; and
  - d. representatives of the African Union and any regional and sub-regional groupings granted permanent observer status by the Governing Board.
3. Any person or institution admitted to the General Conference as an Observer may speak with the permission of the President or the person presiding but may not vote.
4.
  - a) A member may be represented at the General Conference by any number of persons at the absolute discretion of the member but only one delegate designated in advance by the Executive Head of the member is authorised to vote;
  - b) The delegate authorised to vote shall be indicated at the time of registration and the Secretary-General shall cause a list of delegates authorised to vote to be published for the duration of the General Conference.
5. Without limiting any other sanctions, the Governing Board may suspend the voting rights of a member which is in arrears of payment of subscriptions for such periods as the Governing Board shall determine by resolution.

6. a) The General Conference shall meet at least once every four years, at a time and place decided upon by the Governing Board. In case of emergency, the time and place of the meeting may be changed by the President of the Association after consultation with the Executive Committee;
- b) The General Conference shall be convened in extraordinary session on written request addressed to the Secretary-General by a simple majority of the Association or following a decision of the Governing Board by a two-thirds majority.
7. Decisions of the General Conference shall be taken by a simple majority of those present and voting except where otherwise provided for in this Constitution.
8. The General Conference shall determine its own rules of procedure on recommendation by the Governing Board. Where provision is not made in the rules of procedure, the President or any other person presiding at the time shall take a decision, which shall be binding on those present at the meeting until the matter is otherwise provided for in the rules of procedure.

## **Article XI**

### **The Principal Officers**

1. The Principal Officers of the Association shall be:
  - a. the President;
  - b. the Vice-Presidents; and
  - c. the Secretary-General.
2. President
  - a. The President of the Association shall be elected by the General Conference by a simple majority of members present and voting and shall remain in office until the election of a new President by the General Conference at its next ordinary session;
  - b. The President and the Secretary-General shall not come from the same country;
  - c. The President shall hold office for a term of four years commencing from the General Conference at which the President is elected;
  - d. The President is not eligible for immediate re-election;
  - e. A person is not eligible for election as a President unless the person is present at the General Conference as an executive head of a member institution and is not an Associate Member or Observer. But if after election, a person ceases to be the

executive head of the institution, the person shall complete the term as long as the person remains a staff of a member institution;

- f. If a President so elected ceases to be a staff of a member institution, the position of President shall be considered vacant and the First Vice-President shall act until the election of a new President;
- g. The President of the Association shall also be President of the Conference of Rectors, Vice-Chancellor and Presidents and Chair of the Governing Board. He shall continue to be a member of such Conference and Governing Board on leaving office of President for a term not exceeding four years after leaving office;
- h. Notwithstanding clause 2(b) of this Article, the President may be removed from office on grounds of stated malfeasance or physical or mental incapacity by the votes of two-thirds majority of the total membership of the Governing Board. When a President is removed, the First Vice-President shall act until the election of a new President;
- i. In the election of the President and the Vice-Presidents, regional representation and gender balance shall be taken into consideration;
- j. The President may resign from Office on grounds of ill-health or other incapacity or for any personal reason by six months' written notice to the Secretary-General, or for a period to take effect at the next General Conference, whichever is shorter. The Secretary-General shall on receipt of the letter of resignation immediately notify the Governing Board and arrange the handing over process; and
- k. Upon the resignation of the President, the First Vice-President shall act as President until a new President is elected.

### 3. Vice-Presidents

- a. There shall be three Vice-Presidents to be elected by the General Conference;
- b. The Governing Board, at its first meeting, shall determine who, among the three Vice-Presidents, shall be the First Vice-President, provided that the selected Vice-President shall not come from the same region as the President. The Governing Board shall have the right, for a just cause, to replace the First Vice-President and elect a new one from the remaining two Vice-Presidents PROVIDED that the new First Vice-President shall not come from the same region as the President.

### 4. Secretary-General and Official Seal:

- a. The Association shall have a Secretary-General who shall be appointed by the Governing Board;
- b. The Secretary-General and the President shall not come from the same country;

- c. The Secretary-General shall hold office for a term of four years and is eligible for re-appointment for one more term only, except that the Governing Board may extend the term of a Secretary-General for periods of up to two years after two full terms of eight years in exceptional circumstances;
- d. A person who:
  - i. holds or has held the position of executive head of a member institution other than an Associate Member; or
  - ii. is otherwise qualified to be appointed executive head of a university; and
  - iii. has proven leadership, managerial and fundraising capabilities;is eligible for appointment as Secretary-General;
- e. The position of Secretary-General shall be full-time and shall normally be incompatible with the performance of any other duties. The Governing Board shall determine matters of compatibility;
- f. The conditions of service and the facilities and privileges attached shall be determined by the Governing Board;
- g. The Governing Board shall negotiate with the host country for the Secretary-General as well as appropriate staff of the Secretariat to be accorded the privileges and immunities normally accorded to diplomatic agents under international law;
- h. Member institutions shall respect the impartiality of the Secretary-General, and the staff of the Secretariat and shall refrain from seeking to influence them in the execution of their duties;
- i. The Secretary-General shall:
  - i. uphold and protect the Constitution of the Association;
  - ii. provide leadership and direction to the Association;
  - iii. represent the Association;
  - iv. make proposals to the Governing Board for the appointment of the senior staff of the Secretariat and recruit technical and administrative personnel within the limits of established posts;
  - v. exercise disciplinary powers over the personnel of the Secretariat in accordance with such byelaws as shall be made by the Governing Board;
  - vi. develop and implement resource acquisition plans;
  - vii. present detailed budget proposals each year to the Governing Board and provide a certified statement of the accounts of the previous year;
  - viii. accept subscriptions and donations in the name of the Association with the approval of the Governing Board; and



- ix. have custody of the Official Seal of the Association which shall be affixed in accordance with the Association's Byelaws.

## **ARTICLE XII**

### **Conference of Rectors, Vice-Chancellors and Presidents**

1. The Conference of Rectors, Vice Chancellors and Presidents shall be a permanent organ of the Association charged with the responsibility to debate and take concerted action to reinforce inter-university co-operation.
2. The Conference of Rectors, Vice Chancellors and Presidents shall comprise the Executive Heads of Members and Associate Members however designated.
3. The Conference of Rectors, Vice-Chancellors and Presidents shall perform the following functions:
  - a. debate and advise the General Conference on any matter;
  - b. discuss and implement joint activities to promote and deepen co-operation among members, including joint research, symposia, seminars and other scientific programmes;
  - c. receive and discuss reports from the Governing Board on work done in the preceding two years as well as plans for the coming year and advise the Governing Board accordingly;
  - d. discuss and advise the Governing Board or the General Conference on any matter that may be referred to it by the General Conference;
  - e. take action on any matter or function that may be delegated to it by the General Conference.
4.
  - a) The Conference of Rectors, Vice-Chancellors and Presidents shall meet at least once in two years at a date and place decided upon by the Governing Board. In case of emergency, the date and place of the meeting may be changed by the President of the Association after consultation with the Governing Board;
  - b) Except in an emergency, the invitation to a meeting shall be sent by the Secretary-General of the Association at least three months in advance;
  - c) Rectors, Vice-Chancellors and Presidents or their accredited representatives, may attend meetings of the Conference of Rectors, Vice Chancellors and Presidents accompanied by a delegation of their choice; and

- d) The Conference of Rectors, Vice-Chancellors and Presidents shall be presided over by the President of the Association or by a Vice-President when the need arises.
5. a) The provisional agenda of the meeting shall be prepared by the Governing Board of the Association and account shall be taken of the decisions and recommendations of previous meetings. The agenda shall be dispatched at the same time as the invitation;
- b) The provisional agenda shall normally be adopted at the first plenary session of the Conference of Rectors, Vice Chancellors and Presidents;
- c) Any participant in the Conference may call for the insertion of other items on the agenda by informing the Secretary-General at least two weeks before the meeting. An application for new items shall be made at the first plenary session and is subject to the approval of the Conference of Rectors, Vice Chancellors and Presidents; and
- d) Documents relating to important items on the agenda shall be transmitted to members by the Secretariat at least two weeks before a meeting.
6. a) The Secretary-General of the Association shall be responsible for the functions of the Secretary of the Conference of Rectors, Vice Chancellors and Presidents, and may be called upon to give information or to comment on technical matters raised by the Conference;
- b) The Secretary-General of the Association shall make available to the President the documents and reports relating to matters to be discussed at the meeting, and shall take steps to invite experts whose advice may be useful to the Conference of Rectors, Vice Chancellors and Presidents or its organising committee when necessary.

### **ARTICLE XIII**

#### **Governing Board**

1. There shall be a Governing Board, referred to as the Board, which shall comprise:
- i. the President of the Association;
  - ii. the Immediate Past President (serves in this capacity for a term not exceeding four years after leaving office as President);
  - iii. the Vice-Presidents;

- iv. eleven (11) persons, being executive heads of member institutions, elected by the General Conference; and
  - v. the Secretary-General, who shall not vote.
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- b) The composition of the Governing Board shall take into account regional representation, gender balance and the profile of the different members of the Association according to the byelaws;
  - c) The General Conference shall elect to the Governing Board eleven (11) alternate members who are executive heads of member institutions, in accordance with the distribution formula stipulated in clause 1(b) of this Article;
  - d) An alternate member may be designated by the President to attend a particular meeting of the Board in the event that a member is unable to attend, and this designation shall take into account the region of the absent member;
  - e) Where a member is absent from three consecutive meetings of the Board without justification or prior permission of the President, the position of the member on the Board shall be declared vacant by the Board;
  - f) Vacancies on the Board shall be filled by a simple majority decision of the Board from the list of alternates, and this shall take into account the region from which the vacancy occurred;
  - g) Members from one country cannot hold more than two seats on the Board;
  - h) The members of the Board shall hold office for a term of four years and are eligible for re-election, provided that they are executive heads of member institutions at the time of their re-election. No member shall hold office for more than two consecutive terms; and
  - i) In exceptional circumstances, an accredited person who is not the executive head of a member institution may be elected or re-elected to the Governing Board.
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- 2. The Governing Board shall implement the decisions of the General Conference. It shall:
    - 1. approve the agenda for the General Conference, the budget and work programme for the period from one ordinary meeting of the General Conference to the next;
    - 2. appoint the Secretary-General of the Association; and

3. Appoint the Senior Staff of the Secretariat upon the recommendation of the Secretary-General
3. The Board shall be responsible to the General Conference and shall report to it on all its activities.
4.
  - a) The Board shall meet in ordinary session at least once a year at a date and place to be determined by it;
  - b) The President may convene an extraordinary session of the Board if two-thirds of the Board members make a request in writing;
  - c) The Board may set up committees or working groups; and
  - d) The quorum required for a valid meeting is nine (9) members, including the President or at least one Vice-President.
5. The President, the three Vice-Presidents and the Secretary-General shall constitute the Executive Committee of the Governing Board. The Executive Committee shall act on behalf of the Governing Board between meetings of the Board.

#### **ARTICLE XIV**

##### **The Secretariat**

1. The Secretariat shall be the Permanent Executive Organ of the Association and in that capacity shall be under the authority and direction of the Board and shall execute the tasks assigned to it or decisions made by the Board. The Secretariat shall consist of the Secretary-General, the Senior Staff and such other staff as may be appointed for the effective running of the Association but shall not include consultants engaged to carry out special assignments for the Association.
2. The Secretariat of the Association shall operate under the supervision of the Governing Board and under the direction of the Secretary-General, and shall:
  - a. organise a centre for documentary materials on matters of higher education which are of interest to universities in Africa;
  - b. provide appropriate means for the resources of the Documentation Centre to be made accessible to member institutions and to other bodies concerned with higher education in Africa;

- c. establish machinery to facilitate the interchange of students and teachers notably within Africa;
- d. facilitate co-operation between the member institutions of the Association to make full use of their human and material resources;
- e. subject to prior approval by the Governing Board, render to member institutions such individual services as they may request;
- f. develop the Association's future programme of activities and strategic plan for approval by the Governing Board and the General Conference; and
- g. undertake other tasks that are compatible with the objects of the Association.

## **ARTICLE XV**

### **Amendments, Revisions and Byelaws**

1. This Constitution may be amended by a majority vote of two-thirds of the members of the Association present and voting at any ordinary meeting of the General Conference, if the total number of votes cast in favour of this amendment is at least equal to the simple majority of the total membership of the Association.
  
2. a) Proposals to modify or review this Constitution shall be submitted in writing to the Secretary-General at least four months before the opening of the General Conference at which they are to be considered. Copies of these proposals shall be sent by registered or electronic mail to member institutions by the Secretary-General, at least one month - before the opening of the General Conference;
  
- b) Any modification or revision of this Constitution shall bear the date when the modification or revision is to become effective.
  
3. a) Byelaws which are complementary to this Constitution but do not modify it, may be adopted by the Governing Board and shall take immediate effect; and
  
- b) The adopted byelaws shall be submitted to the next meeting of the General Conference by the Governing Board for ratification.

## **ARTICLE XVI**

### **Dissolution**

The Association may be dissolved by a decision of two-thirds of its members who have paid their subscription for the preceding year. In the event of dissolution, the assets of the Association shall revert to the African Union.

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