

**THE CONSTITUTION**  
**OF**  
**AFRICAN FIELD EPIDEMIOLOGY NETWORK**  
*(AFENET)*

**PART I – NAME**

**1. Article I – NAME OF ORGANISATION**

- 1.1 The name of *the* Organisation is **African Field Epidemiology Network** (hereinafter called *AFENET*)

**PART II – VISION, MISSION AND OBJECTIVES**

**2. Article II - VISION**

A healthier Africa

**3. Article III - MISSION**

To improve the health of people in Africa through:

- Strengthening of applied field epidemiology and laboratory capacity in Africa
- Partnerships with ministries of health, private sector and other public health agencies
- Promotion of competency-based learning
- Partnerships with like-minded networks and organizations
- The use of local resources
- Public health interventions that are responsive to local needs, and settings

**4. Article IV - OBJECTIVES**

- 4.1 To strengthen capacity in field epidemiology and laboratory training and practice
- 4.2 To share expertise within member programs in Africa:
- Faculty
  - Curriculum

- Students/Graduates
- 4.3 To promote and support applied public health research activities of field-based training programs in response to public health problems and threats in Africa
- 4.4 To engage in in advocacy for better health for Africa, targeting
  - African public health programs
  - Health service providers in both public and private sectors
  - Regional and international health agencies and donors
  - The media
- 4.5 To mobilise resources
  - Technical expertise
  - Funds for the member programs (donations, grants, income projects)
  - Curricula and training materials
- 4.6 Promote new field epidemiology and laboratory training programs in African Countries
- 4.7 To link public health professionals participating in the network to organizations responding to public health situations that require competencies in field epidemiology

### **PART III - MEMBERSHIP AND GOVERNANCE**

#### **5. Article V - MEMBERSHIP**

- 5.1 Membership of *AFENET* shall comprise the founding organizations and other organizations which the Board of Directors from time to time admit to membership.
- 5.2 Membership shall be of any one of the following categories:
  - a) **Founder Members** – founding organizations (Ghana School of Public Health, Kenya Field Epidemiology and Laboratory Training Program, Uganda School of Public Health-Makerere, Zimbabwe School of Public Health)
  - b) Ordinary Members – other field based public health training programs that will join the network in the future
  - c) **Associate Members** – will comprise the alumni associations of the member programs, as well as any groups or institutions working with the member programs. The later will be admitted to membership for fixed renewable periods of 1-2 years.

5.3 The subscribers to this constitution shall be the founder members of *AFENET*.

5.4 Members shall be required to meet the following minimum criteria:

- a) Subscribe to the ideals of *AFENET* for the time being in force
- b) Demonstrate ability, availability and interest in *AFENET* activities
- c) Be willing to make a declaration of “no conflict of interest”
- d) Submit an application in writing together with an organizational profile
- e) Pay such joining fee as shall be determined by the Board of Directors from time to time
- f) A memorandum of understanding shall be entered with *AFENET* for all members, **provided** that a member organization shall cease to be a member if
  - i) The member organization gives six months’ notice in writing to the Board of Directors through its representation of its intention to resign from membership.
  - ii) Upon the expiry of such notice the member shall cease to be a member.
  - iii) Such a member organization ceases to comply with the above mentioned minimum criteria the member may be removed from membership by a vote of not less than two thirds of the members of the Board present at a meeting at which the member has been given a reasonable opportunity of being heard.

## **6 Article VI – THE ADMINISTRATIVE ORGANS**

6.1 *AFENET* shall have the following governing bodies.

- i) Board of Directors
- ii) Secretariat

## **7 Article VII-THE BOARD OF DIRECTORS**

7.1 There shall be a Board of Directors in which shall be vested the management of

the affairs of the Network in accordance with these provisions.

7.2 The *Board* shall comprise the following membership:

a) One representative of each of the founder and ordinary members. Each of the member organizations (founder and ordinary members) will of the essence be represented by their directors, chair or heads on the board of directors.

b) At least one representative of the Associate Members

c) The Africa Region Representative to the TEPNINET Board, who will of the essence serve as chair of the board.

7.3 The Board shall thereafter appoint the Executive Director of the Network who

shall be an ex-officio member of the Board with no voting rights.

The Executive Director shall be the Executive Secretary of the Board.

7.4 Decisions of the Board shall be binding on all members **provided** that if any such decision directly affects the rights and/or obligations of any member, such a member may appeal in writing within thirty (30) days of receiving such decision.

7.5 The Board shall notify any member or group of members affected by such a decision, within fourteen (14) days of it having been made.

## 8.0. **Article VIII - OFFICE OF THE CHAIRMAN**

8.1 The Chairman shall, unless he/she delegates such responsibility, preside at all meetings and conferences at which he/she is present. He/she shall provide general policy guidelines related to the affairs of *AFENET* as expressly provided in the constitution. He/she shall enforce observation of *AFENET* rules and regulations and perform such duties as may by usage and custom pertain to the office of the Chairman. In the case of an equality of vote at any meeting, the Chairman shall have a casting vote.

8.2 The tenure of the Chairman shall be for as long as he remains the Africa Region representative to TEPHINET. After the end of this term, the chair may serve as an ex officio member of the board for a period not exceeding two years. In the event that there is not representative to the TEPHINET board, the members of the board

shall elect from amongst themselves a chair, who will serve for a term of 3 years, subject to renewal, both in any case for no more than two consecutive terms.

8.3 If the Chairman, during his/her term of office, should cease to be a member of *AFENET*, resign from office or die, then the new Regional representative or an interim chair elected by the board members will take office, whichever comes first, provided that if an interim is elected, then they will cease to be chair when a regional representative is elected.

## **9. Article IX - THE SECRETARIAT**

9.1 There shall be a Secretariat which shall be the principal office of the organisation.

9.2 The Secretariat will initially be located in Kampala, Uganda but may be moved to any of the countries with a registered founder member of the Network.

9.2 There shall be an Executive Director who shall, together with other officers, manage the secretariat and the day-to-day affairs of *AFENET* under the supervision of the Board.

9.3 The Executive Director shall attend all meetings of the Board. He/She shall be responsible for the preservation of all records of *AFENET* and shall formulate, subject to the approval of the Board, the terms of employment of the members of the staff of the Secretariat and review such terms when appropriate. He/She shall ensure that all matters affecting *AFENET* are reported to the Board and ensure due compliance by *AFENET* with the provisions of the constitution in daily running of its affairs.

9.4 The Secretariat shall pay all expenses incurred in setting up and registering *AFENET* and may exercise such powers of the Organization as are not required by this constitution, to achieve the objectives of *AFENET*.

9.5 The Executive Director shall be responsible to the Board of Directors and shall also:

- i. Represent and act on behalf of *AFENET* generally,
- ii. Do all such acts as may be necessary for the efficient running of *AFENET*;

- iii. Keep a full, complete, and up to date record of *AFENET's* affairs;
- iv. Keep minutes of the meetings of the Board and other meetings;
- v. Carry out all correspondence and publicity on behalf of *AFENET*;
- vi. Arrange for the meetings of *AFENET* on instructions of the Board or in special circumstances
- vii. Must belong to one of the member organizations of AFENET
  
- viii. Perform all duties under the direction of the Board

## **PART IV - MEETINGS AND QUORUMS**

### **Article X - PROCEEDINGS OF THE BOARD OF DIRECTORS**

10.1 The Board of directors shall meet as and when required and in any event not less than twice annually. For the purposes hereof any meeting held by tele-conference shall be a valid meeting

10.2 The Board of directors shall interpret rules and regulations and determine any point on which they are silent or ambiguous.

10.3 The Board of directors may nevertheless meet for the dispatch of business, adjourn and otherwise regulate their meetings as they deem fit. The quorum necessary for the transaction of business shall be not less than four (4) members of board. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the Chairman shall have a casting or second vote.

### **11. Article XI - CALLING OF BOARD MEETINGS**

#### **11.1 General Board Meetings**

11.1.1 All meetings of the Board of Directors shall be summoned by the Secretary, acting in consultation with the Chairman, by giving at least 15 days notice accompanied by the proposed agenda provided that the Board shall meet regularly but no less than two times in a year.

## **12. Emergency Board Meetings**

12.1 Upon the advice of the Chairman, the Secretary shall at any time, summon a meeting of the Board by 24 hour notice served upon the members of the Board of Directors , with an indication of the proposed agenda\_time and where applicable, the venue of the meeting. The agenda shall be agreed upon as the first item of the agenda.

## **13. Article XII – FORMATION OF COMMITTEES**

13.1 The Board of Directors may delegate any of their powers to Committees consisting of such members of *AFENET* as they deem fit, and any Committee so formed shall, in the exercise of the power so delegated, conform to any regulations prescribed by the Board of Directors. The committee may co-opt such other member or individual with relevant expertise for the purpose of fulfilling its mandate. The meetings and proceedings of any such Committee shall be governed by the provisions of this constitution for the time being regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any rules made by the Board.

All acts bona-fide done by any meeting of the Board of Directors or of any Committee of the Board or by any person acting as a member of the Board, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Directors.

13.2 A resolution in writing signed by at least four (4) of the members for the time being of the Board or of any Committee of the Board who are dully entitled to receive notice of a meeting of the Board or of such committees shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

## **PART V - FUNDS AND RESOURCE UTILIZATION**

### **14. Article XIII- APPLICATION OF FUNDS AND ASSETS**

14.1 The resources and finances of the Network shall be obtained as follows:

- i. Donations, endowments, grants, gifts and loans;
- ii. Members contributions;

- i. Fund-raising activities and campaigns; interest and income from viable projects, e.g., research, consulting, lectures, etc;
  - ii. Any other income lawfully received.
- 14.2 The funds and assets of *AFENET* shall be applied solely towards the promotion of the objects of *AFENET* as set forth in this constitution; and no portion thereof shall be paid or transferred directly, or, indirectly by way of dividend, gift, bonus or otherwise by way of profit to the members of *AFENET*.
- 14.3 Nothing herein shall prevent *AFENET* from making or from paying, in good faith, reasonable and proper remuneration to any officer or servant of *AFENET* or any member of *AFENET*, in return for any service actually rendered to *AFENET* or prevent the payment of interest at a rate not exceeding current bank rate on money lent or reasonable and proper rent for premises demised or let by any member to *AFENET* provided that no non-executive member of the Board of *AFENE T* shall be appointed to any salaried office of *AFENET* or any office of the Network paid by fees and that no remuneration, or other benefit in money or money's worth, shall be given by *AFENET* to any such Board Member except re-payment of out- of- pocket expenses and imprest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Network.

## **15. Article XIV– DISCLOSURE OF INTEREST IN CONTRACTS**

- 15.1 A member of Board who is in any way, whether directly or indirectly, interested in a proposed contract with *AFENET*, shall disclose the nature of his/her interest at a meeting of the Board at which the question of entering into contract is taken in consideration.
- 15.2 A member of the Board of Directors shall not vote in respect of any contract or arrangement in which he/she is interested and if he/she shall do so, his/her vote shall not be counted.

## **16. Article XV- INDEMNITY OF BOARD MEMBERS**

- 16.1 Every member of the Board and any other member or servants of the Network shall be indemnified against (and it shall be the duty of the Board, out of funds of *AFENET* to pay) all costs, losses and expenses, any such persons may incur or become liable for, by reason of any contract entered

into, or act or thing done by him in good faith in the capacity aforesaid, in any way in discharge of his/her duties, including travelling expenses, and the Board may give to any officer or employee of *AFENET* who has incurred or maybe about to incur any liability at request or for the benefit of the Board, such security by way of indemnity as it is may think proper.

## **17. Article XVI- ACCOUNTS**

17.1 It shall be the duty of the Treasurer to cause the accounts to be kept and in particular as regards:

a) The sums of money received and expended by *AFENET* and the matters in respect of which such receipts and expenditures takes place;

b) The assets and liabilities of *AFENET*.

17.2 The books of accounts shall be kept at the office or at such other place or places

as the Board deems fit and shall always be open to the inspection of members of the Board during business hours.

18.3 The treasurer shall ensure that at the end of each financial year, the Board members receive a proper income and expenditure account for the period.

## **19. Article XVII -AUDITORS**

19.1 The Board of Directors shall at the end of each financial year appoint an Auditor or Auditors to hold office until the next financial year. Provided that a member of the Board or other officer of *AFENET* shall not qualify to be appointed Auditor of *AFENET*.

19.2 The remuneration of the Auditors of *AFENET* shall be fixed by the Board of Directors .

## **PART VI – RESOLUTION OF CONFLICTS**

### **20. Article XVIII-ARBITRATION**

20.1 Members shall as much as possible resolve internally and amicably, any conflicts

which may arise and are likely, if unresolved, to affect adversely the objectives of *AFENET*.

20.2 Should the aggrieved person(s) desire a hearing, the first hearing shall be at the Board; secondly, if the person(s) is still aggrieved, then an arbitration committee shall be constituted whose membership shall comprise one person nominated by the Board and one nominated by the aggrieved member and a third to be nominated by the two said nominees. If any of the parties remains aggrieved then the dispute shall be referred to a registered arbitrator in the member country hosting the secretariat.

## **PART VII- AMENDMENTS TO THE CONSTITUTION**

### **21. Article XIX- AMENDMENTS**

21.1 Subject to the provisions of NGO Regulations in the Country of incorporation, the Network may by special resolution passed modify or repeal this constitution or adopt a new constitution or change the name of *AFENET*, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibitions contained in this constitution against distribution of Income, property and assets of *AFENET* to the members.

## **PART VIII- DISSOLUTION AND DISPOSAL OF PROPERTY**

### **22. Article XX – DISSOLUTION**

22.1 *AFENET* shall not be dissolved or wound up except by a resolution passed at a Board member with the full membership of the board present. Dissolution shall be by two-thirds of the membership.

22.2 If no quorum is obtained, the proposal to dissolve or wind up *AFENET* shall be submitted to another board meeting which shall be held at least thirty (30) day's later. Notice of this meeting shall be given to all members of the board at least 14 days before the date of the meeting. The quorum for this second meeting shall be two-thirds of the members of the board.

22.3 *AFENET* will not dissolve itself without prior consent in writing from Non-Governmental Organizations Board obtained upon a written application addressed to the Executive Director of the Non-Governmental Organizations Board and signed by three board members of *AFENET*.

22.4 Upon dissolution of *AFENET*, its remaining assets shall be distributed to another organization(s) with similar objectives or to a charitable organization

### **23. Article XXI- THE SEAL**

23.1 There shall be a Common Seal of the Network which shall be kept under the custody and control as the *Board* shall from time to time determine. The seal shall not be affixed to any instrument except pursuant to a resolution of the directors and in the presence of the Chairman and Secretary, and the said members shall sign every instrument to which the common seal shall be affixed in their presence. The seal shall have the inscription of the words "*AFENET*"

**END**