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.

Section 2. Application:
Application for full membership shall be made in writing, together with submission of the applicant's curriculum vitae and contact details, 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 scientists, 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 for a sustained period in excess of ten years. 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

Part 2. ADMINISTRATION

AFRAN shall be governed by the President, the executive Board, the board of trustees and major decisions shall be ratified by the General Assembly.

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 during the regular biennial **AFRAN** congress. 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) Ratify election of President-elect.
2) Ratify election of members 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:
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-Elect is elected by electronic vote by AFRAN members, to be finalized approximately **ONE** month before the AFRAN congress. 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 the **two** years that follow the next congress. The President will not be re-elected.

After calls for nominations for President-Elect from AFRAN, such nominations shall be made to the Nominating Committee by the National Society of a country or by individuals **SIX months** prior to the AFRAN Congress. The nominated person should have been a full member of **AFRAN** for a **continuous period of 4 years**, and is/has been a senior member of AFRAN (Executive Committee, Board member, Committee Chair). Endorsement by the National Society would be advantageous.

The AFRAN presidency will rotate between English- and French-speaking countries, in line with the AFRAN Congress. The Presidency will not return to any specific country until **6 years** have passed, after the previous president from this country.

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 National Nephrology Society of the country or the largest number of members shall be introduced for the ballot.

The countries proposing to host the next congress shall be brought before the Board of Trustees by the Nomination Committee at least **6 months** prior to the current congress, which shall verify the feasibility of holding the next congress in the suggested country. 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 **Council** of AFRAN. It is composed of **17** members: the President, the President-Elect, the immediate Past-President**,** the Secretary-General, the assistant Secretary-General, the Treasurer, the assistant Treasurer and **10** members who represent the **5** major geographical zones of Africa, as defined by the Board of Trustees and ratified by the General Assembly.

The Board of Trustees will be assigned roles and responsibilities- and will play an active role in the Association and in its different committees. Extension of the term after the first **2** years on the Board of Trustees will depend on the member's activity and contributions.

The two members of the Board of Trustees for each zone will not be from the same country.

Section 2. Election:

The Board of Trustees shall be elected by electronic voting by AFRAN members. A list of nominations, consisting of double the number of vacancies shall be presented by the Nomination Committee and presented electronically to the AFRAN membership for voting. Elected members shall hold office for a maximum of **4** years. Members of the Board of Trustees are not eligible for re-election after their term of office has ended.

Half (50%) of 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 of the changeover of the Board. The nominated person has been and is a current full member of **AFRAN** for a minimum of two years. The Board of Trustees shall be elected by AFRAN members by electronic voting. Nominations, consisting of double the number of vacancies for each position shall be presented to the Nomination Committee. The Nomination Committee shall select two full members for each position from each zone. These members shall give their consent before their names are listed for election.

Nomination Committee

The President shall appoint a Chairperson for the Nomination Committee at this time who shall suggest for membership of the Committee the names of **10** full members, 2 from each zone. From those, the AFRAN Board of Trustees shall electronically elect **5** members, one from each zone. The past President will serve as a member of the Nomination Committee.
Members of the Nomination Committee are not eligible to be nominated for the Board of Trustees.

Section 4. Meetings:

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.

ARTICLE XV: Secretary General

There shall be a separation of the offices of Secretary-General and Treasurer.
The nominated person is/has been a full member of **AFRAN** for a minimum of **two** years and having been a Board member, Committee Chair, will be advantageous.
The Secretary-General will be elected by electronic vote by the AFRAN membership and shall hold this position for **2** years renewable for another **2** 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.

Deputy Secretary General
The Deputy Secretary-General shall hold this position for a minimum of **2** years prior to moving into the position of Secretary-General and will be elected by electronic voting by the AFRAN membership. He/she shall be assistant director of all the administrative affairs of the Association, according to the strategies ratified by the Board of Trustees.

ARTICLE XVI: Treasurer

The Treasurer shall hold this position for **2** years renewable for another **2** years and will be elected electronic voting by the AFRAN membership. The nominated person should have been a full member of **AFRAN** for a minimum of **two** years and being a Board member, Committee Chair) will be advantageous. 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.

N.B. 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.

Deputy Treasurer
The Deputy Treasurer shall hold this position for a minimum of **2** years prior to moving into the position of Treasurer. He/she shall be assistant director of all the administrative affairs of the Association, according to the strategies ratified by the Board of Trustees.

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

Section 5. Committees of AFRAN

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

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

Committees Chairs

Will serve a 2-year term, in most cases having served as a committee or working group member in the preceding 2 years. Once a chair finishes their term, they would typically rotate off, unless invited to remain as a member of the Committee.

If a chair resigns before the end of their term, a committee member is delegated by the Board of Trustees to immediately take on the role of the chair, and a call for EOIs/nominations sent to committee and working group members to fill the role of chair during the next round of such calls.

Committee Members

Are appointed for a 2-year term, renewable for a further 2 years depending on performance, following recommendation by the chairs (and the agreement of the individual member), decision by Executive Commmittee and approval by the Board.

Members to be originally appointed via a call for EOIs/nominations being sent to all members.

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.

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 **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.

Working Groups

May be formed as per need and will be governed by the same terms and conditions as Committees**.** Proposals for Working Groups are to be presented by the proposed Chair of the Working Group to the Executive Committee and Board of Trustees.

Attendance at meetings is mandatory for Committee and Board members- if more than 3 meetings are missed without a compelling reason, the person will be invited by the Executive Committee and Committee Chair to vacate the position.

ARTICLE XVII: AFRAN Journal

Editorial Team
Editor-in-Chief
Deputy Editor
Associate Editors (numbers to be determined by the Editor-in-Chief and Deputy Editor)

Terms of Office
The Editor-in-Chief will serve for a 4 year term of office.
Deputy Editor will step into the Editor-in-Chief position after a 4 year term as Deputy Editor.
Associate Editors: Appointment is for a 2-year term, renewable for a further 2 years, in consultation with the editorial team, and final decision by ExCom and approval by the Board. The term of the Associate Editor may be extended for a further 2 years (for a total of 6 years) depending on productivity and need.

The call for new editorial members of the AFRAN Journal shall start **6** months prior to the elections, and the election/selection will be finalized by the Editor-in-Chief and Deputy Editor and the Board of Trustees.

ARTICLE XVII: Women in Nephrology-Africa (WIN-A)

WIN-A is considered an affiliated society of AFRAN

Part 3. FINANCIAL ASPECTS

ARTICLE XVIII: 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 1st to December 31st. 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 XIX: 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 XX: 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 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 XXI: 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 XXII: 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 XXIII: 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 XIV: 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.