



AFRICA UNIVERSITIES FUND, INC. USA

BY-LAWS

By-Law 1

REQUIREMENTS FOR MEMBERSHIP

- (1) To be eligible for membership under clause 1 of article V of the Constitution of the Africa Universities Fund, Inc.,(hereinafter called the Fund), a university or institution of higher education
 - (a) shall have university status, and at least award a Bachelor's Degree or its equivalent,
 - (b) shall have produced at least one batch of graduates at the level of a Bachelor's Degree or its equivalent, and
 - (c) shall satisfy the Board of Directors that it has a complement of staff, students and facilities, including a working library, adequate for the conduct of university-level work.

- (2)
 - (a) A university or institution of higher education that desires to be admitted to membership of the Fund shall submit an application to the Secretary –General at any time in line with the regional or sub-regional call for application,
 - (b) The Application shall state that the applicant intends to adhere to the aims and objectives, constitution and by-laws of the African Universities Fund Inc, and that the applicant meets requirements in this By-Law.
 - (c) The Board of Directors may admit a new member by a simple majority vote of members of the Board present and voting.

- (3) The applicant university or institution of higher education shall complete the online membership application form in full and attach the following document:

- (4) Upon admission, a member shall submit a proposal detailing priority needs for enhancing teaching and learning, as well as sustaining the public status that benefits poor students and families in their university.

By-Law 2

RESIGNATION

- (1) A subscribed member of the Fund may resign at any time by giving written notice to the Secretary-General.
- (2) The resignation shall take effect from the date of receipt of the notice or at the later date specified in the notice.
- (3) If the resigned member has an endowment account, all appropriate US Laws will apply regarding the closure of the endowment fund account and all financial and in-kind resources due as at the time of the resignation shall be returned to the members less any administrative or subscription fees for the next financial year or any obligation due to the Fund.
- (4) Unless otherwise specified, the acceptance of the resignation shall be necessary to make it effective after all financial and non-financial links with the Fund had been legally settled.

By-Law 3

VOTE FOR SUSPENSION AND EXPULSION OF MEMBERS

- (1) Suspension of the rights of a member of the Fund under clause 4 of article VI of the Constitution shall be by the Board of Directors by a simple majority of members present and voting subject to ratification by the Office of the Secretary-General of the Fund.
- (2) Failure on the part of a member to fulfill its obligations in respect of subscription payments shall not impose on the Board of Directors a compulsory duty to suspend the member nor shall the failure result in automatic loss or suspension of the membership of the defaulting member in the Fund.
- (3) The Board of Directors may by a two-thirds majority vote of members of the Board present and voting expel a member from the Fund under clause 4 of article VI of the Constitution for persistent failure to fulfill its obligations, particularly with respect to the payment of subscriptions and the expulsion shall be subject to ratification by the Office of the Secretary-General of the Fund.

By-Law 4

ANNUAL CONTRIBUTIONS

- (1) The scale of annual contribution and subscription to the budget of the Fund by a member shall be formulated in such a way that no member shall

make a fixed annual contribution of less than one thousand, five hundred US dollars (US\$1,500).

- (2) The scale of contribution and subscription shall be based on the number of full- time or full-time equivalent degree candidates duly registered in the institution.
- (3) The following rates of annual subscription shall be levied and may be changed by the board of directors:
 - (a) Universities or institutions of higher education with over 500 students US\$ 2,000.
 - (b) Universities or institutions of higher education with less than 500 students US\$ 1,500.

By-Law 5

NOMINATION OF BOARD CHAIRMAN, DEPUTY-CHAIRMAN, AND MEMBERS OF THE OFFICE OF THE SECRETARY-GENERAL (OoSG):

- (1) Six months before the expiration of office, the Secretary-General shall call for nominations from members of the Board for the positions of Chairman, Deputy-Chairman and members of the Office of the Secretary-General.
- (2) Each nomination for the position of Chairman or Deputy-Chairman shall be seconded by at least three members of the Board, and that of a member of the Office of the Secretary-General by at least two members.
- (3) The Secretary-General reserves the right to automatically allow the principal officers of the Board of Directors to function in various positions in the OoSG without prejudice to By-Law 5, section 1 above and By-Law 6 below.

By-Law 6

ELECTION OF CHAIRMAN, DEPUTY-CHAIRMAN AND MEMBERS OF THE OoSG

- (1) An Elections Committee of five (3) Board members shall be constituted by the Secretary-General before the start of the Board of Directors meeting during which the election will be conducted.
- (2) The Elections Committee shall vet the nominations and propose candidates for the election of the Chairman, Deputy-Chairman and the members of the Office of the Secretary-General. The decision of the Board's Election Committee on who is presented for election to the office of Chairman, Deputy-Chairman, members of the OoSG or any other elective position shall be final.
- (3) In proposing candidates for the election, the Elections Committee shall take into account experience, commitment, gender balance and continuity in the membership of the Office of the Secretary-General as the Governing board of the Fund.
- (4) In all cases for the election, voting, when necessary, shall be by secret ballot.

- (5) Once a person has been elected onto the OoSG, that person may move up to become a member of the Board of Directors if he/she is not one already after the expiration of his/her mandate as a member of the Office of the Secretary-General, unless reelected for another term of three years.

By-Law 7

VACANCIES ON THE OFFICE OF THE SECRETARY-GENERAL (OoSG)

Where a member of the Office of the Secretary-General (OoSG) dies, resigns or where a vacancy occurs for any other reason, the Secretary-General can immediately fill the position pending the replacement by the Board of Directors at its next meeting.

By-Law 8

DUTIES OF COMMITTEES

- (1) In constituting Committees or Working Groups under clause 4 (c) of article XII of the Constitution, the Secretary-General shall specify the terms of reference of each Committee or Working Group.
- (2) The Committees or Working Groups constituted by the Secretary-General shall submit a full and complete account of their activities at each ordinary session of the OoSG and more often if requested to do so by the Secretary-General of the Fund.

By-Law 9

DUTIES OF THE SECRETARY-GENERAL

- (1) The Secretary-General shall direct and oversee the general administrative operations of the Secretariat as set out in Article XIII of the Constitution and is directly responsible to the Office of the Secretary-General (OoSG) and the Board of Directors.
- (2) The Secretary-General shall have custody of the Official Seal of the Fund which shall be affixed to all official agreements and other documents executed on behalf of the Fund.
- (3) The Secretary-General shall be the Chief Executive Officer of the Fund and carry out all the duties, responsibilities and privileges thereto.

Bye-Law 10

OoSG MEETINGS

- (1) Ordinary sessions of the OoSG shall generally be held at the beginning of every month
- (2) The Secretary-General shall communicate the particulars of any extraordinary meeting to the appropriate members
- (3) If two-thirds of the officers indicate their assent within the stipulated time, the Secretary-General shall assume consent and proceed with the meeting.
- (4) The invitation issued by the Secretary-General inviting officers to an extraordinary session of the OoSG shall state the date, the place and the purpose of the meeting.

Bye-Law 11

CHAIRMAN

The Chairman shall preside at meetings of the Board of Directors and, in general, shall perform the duties incidental to the Office of the Chairman as well as other duties that may be assigned to the Chairman by the Board or the OoSG.

Bye-Law 12

DEPUTY-CHAIRMAN

In the absence of the Chairman or in the event that the Chairman is unable or refuses to act, the Deputy-Chairman, and in the latter's absence any member of the Board ratified by two-thirds of the members shall perform the duties of the Chairman and shall have the same powers and be subject to the same restrictions.

By-Law 13

SECRETARY-GENERAL

- (1) The Secretary-General of the Fund shall be the Head of the Office of the Secretary-General and Chief Executive Officer of the Fund.
- (2) The Secretary-General shall appoint a Deputy-Secretary who shall be the Secretary of the OoSG and shall:
 - (a) keep and preserve the minutes of meetings of the OoSG;
 - (b) ensure that notices are given in accordance with this by-law and the Constitution of the Fund;
 - (c) be the custodian of the records of the OoSG;
 - (d) keep a record of all contact information for each member; and
 - (e) in general, perform the duties incidental to the office of the Secretary as well as the duties assigned to him/her by the Secretary-General.

Bye-Law 14

STATUS

- (1) Africa Universities Fund, Inc. shall not conduct its affairs or be operated for profit, and no part of the net earnings of the Fund shall inure to the benefit of a founder, director, officer or other individuals connected with the Fund, but this shall not prevent the payment of reasonable compensation for services rendered to or for the Fund to effect any of its purposes.
- (2). The Fund shall not participate in or intervene in any political campaign including the publishing or distribution of statements on behalf of or in opposition to a candidate for public office in the United States or any African country, and the Fund shall not directly carry on propaganda or otherwise attempt to influence any legislation in the United States or Africa.

Bye-Law 15

AMENDMENTS

- (1) Amendments to these By-Laws, which are complementary to the Constitution of the Fund but do not alter it, may be adopted by a two-thirds majority vote of the Board at any ordinary or extraordinary session and shall come into force immediately.
- (2) The amendments shall be submitted to the Board in accordance with Article XIV(3) of the Constitution

ANNEX

BY-LAWS OF THE AFRICA UNIVERSITIES FUND, INC.

AFRICAN COUNTRIES BY REGION

CENTRAL

Angola
Burundi
Cameroon
Central African Republic
Chad
Congo Brazzaville
Democratic Republic of Congo
Equatorial Guinea
Gabon
Rwanda

EASTERN

Djibouti
Eritrea
Ethiopia Kenya
Seychelles Islands
Sudan
South Sudan
Tanzania
Uganda
Somalia

NORTH

Algeria
Egypt
Libya
Mauritania
Morocco
Tunisia
Western Sahara

SOUTHERN

Botswana
Comoros
Lesotho
Madagascar
Malawi
Mauritius
Mozambique
Namibia
Reunion Island
Saint Helena Island
South Africa
Swaziland
Zambia
Zimbabwe

WEST

Benin
Burkina Faso
Cape Verde
Côte d'Ivoire
The Gambia
Ghana
Guinea
Guinea-Bissau
Liberia
Mali
Niger
Nigeria
Sao Tome and Principe Islands
Senegal
Sierra Leone
Togo