African Society for Immunodeficiencies (ASID)

CONSTITUTION-Version 5 (15 August 2015)
PREAMBLE

The African Society for Immunodeficiencies (ASID) is a non-profit making and non-political Association that draws its membership from professionals and societies involved in the basic and clinical science or related activities of Primary Immune Deficiencies (PID) in Africa. The African Society for Immunodeficiencies (hereafter referred to as ASID), was established in 2008 with its inception congress and Annual General Meeting held in Casablanca, Morocco. ASID has, since then, been consistent in its main line activities of sharing experiences and raising awareness of PIDs among its membership through regularly conducting PID schools and congresses. There has also been a steady growth with regards to numbers of participating professionals and national societies. This growth has necessitated a clearer definition of the society’s purpose and activities. At the 2012 Hammamet, Tunisia, ASID Annual General Meeting the need for a constitution was confirmed heralding the development of the current ASID constitution.

GOAL

The society primarily focuses on sharing experiences and raising public awareness with regard to the basic and clinical science of PIDs in Africa. The society is committed to the promotion of evidence-based management and care of individuals suffering from PID and seeks, through better and more effective interventions, to uplift their respective quality of life on the continent.

ARTICLES

1. NAME

The name of the society shall be the AFRICAN SOCIETY FOR IMMUNODEFICIENCIES (hereinafter in this constitution referred to as “the Society”. Its abbreviation shall be -ASID).

2. REGISTERED OFFICE OF THE ASSOCIATION

a) The association shall site its headquarters, for administrative secretariat purposes, in a named African City as proposed and endorsed by the society AGM and this may change from time to time, as per society AGM consensus decision.

b) The society headquarters shall house its secretariat as mentioned in Article 2(a)

3. SOCIETY ADMINISTRATIVE OFFICERS

(a) The office bearers of the society shall be

   - President
   - Vice-President
   - Immediate Past-President
   - Secretary
   - Treasurer
   - Society Functional Committees Chairpersons
The above mentioned officers shall be elected after every **2 years** at the biennial General Assembly. For one to be eligible for election as an officer of the society, he or she must be an active, paid up member of the society.

(b) All office bearers shall hold office for a period of **two years** and shall then retire but shall be eligible for re-election subject to conditions contained in sub-paragraphs c and d of this article.

(c) At all times there shall be equitable representation, on the ASID board, for at least the **four** major regions of Africa (North, South, East and West).

(d) Any office bearer who ceases to be a member of the society shall automatically cease to be an office bearer thereof.

(e) Office bearers may be removed from office in the same way as is laid down for the expulsion of members in articles 12-13 and vacancies created thereby shall be filled by other officers to be elected at the following general meeting resolving the expulsion.

### 4. ELECTION OF THE EXECUTIVE BOARD

The term of office for all members of the executive is two years. The term of office ends at the next biennial General Assembly.

At the end of the term of office the current ASID president will remain on the executive as the immediate Past-President.

The Secretary shall call for nominations for the new President and Executive Board at least three months before the next General Assembly. The closing date for nominations shall be two months prior to the General Assembly.

All candidates for the ASID will provide a 2-page *curriculum vitae* and a short statement of their vision for the organisation prior to the General Assembly. These documents will be distributed at the beginning of the General Assembly.

Election of ASID Executive Board members will take place during the General Assembly. The new President will initially be elected by the General Assembly. The rest of the members of the Executive Board will then be elected. Candidates with the highest vote counts will become members of the Executive. Should there be a tie for one of the Executive Board positions a re-vote for that position will be conducted. The current secretary together with a non-Board member will be responsible for conducting the voting procedure and announcing the election outcome.

The appointment of the new secretary, treasurer and functional committee chairpersons will be decided by the newly elected Executive Board.
The executive board may appoint an additional member for each region (North, South, East and West Africa) not represented on the executive. These appointed member(s) will have voting rights.

5. THE SOCIETY EXECUTIVE BOARD

(a) The management of the Society (except as otherwise provided by these articles) shall be deputed to an executive Board whose membership shall comprise all the office bearers of the society. The executive board members shall hold office for a period of two years.

6. DUTIES OF OFFICE BEARERS OF THE ASSOCIATION

PRESIDENT
The President will be responsible for organising the next biennial ASID conference. The President shall unless prevented by illness or other sufficient cause preside over all meetings of the executive board and all general meetings. He or she shall also have the responsibility of safeguarding the integrity of the society and the general welfare of its membership.

VICE-PRESIDENT
The Vice-President should support the President in executing all his/her functions. When the President is unavailable, the Vice-President shall the role of Acting-President.

SECRETARY
The secretary shall deal with all correspondence of the Society under the general supervision of the executive board. He/she shall in cases of urgent matters where the board cannot be consulted consult the President and if he/she is not available he may consult the vice-President. The decisions reached shall be subject to ratification at the next board meeting. The secretary shall issue notices convening all meetings of the board and all the general meetings of the society. He/she shall attend all meetings of the society and of the board and shall be responsible for keeping minutes for all such meetings and for the preservation of all records of proceedings of the society and of the board. The secretary together with a non-Board member (appointed at the Biennial General Assembly) shall be responsible for conducting the voting procedure and announcing the results at each biennial General Assembly. The secretary shall on all occasions in the execution of duties of his office act under the superintendence, control and direction of the board.

TREASURER
The treasurer shall receive and with the authority/approval of the board shall disburse funds belonging to the society and shall issue receipts for all funds received by him/her and preserve vouchers for all funds paid by him/her. He/she shall keep such accounts as the board may direct. He/she shall produce all books, documents and moneys of the Association in his possession and render a full and clear account at each audit and whenever required by a resolution of the board or by the trustees.
The treasurer shall be responsible to the members that proper books of account of all funds received and paid by the Society are written up, preserved and available for inspection.

FUNCTIONAL COMMITTEE CHAIRPERSONS

(a) Registry: The board member in charge of the Society’s functional committee on epidemiological activities shall be responsible for society’s patient data bases/registers. He/she shall co-ordinate all national epidemiological matters pertaining to PIDS on the continent of interest to the society.

(b) Training: The board member in charge of the Society’s functional committee on training affairs shall be responsible for training issues with regards to taking leadership in formulating of developing training modules, *curriculae* for seminars, workshops, fellowships, PID schools, etc. He/she shall be responsible for any other training issues as directed by the executive board.

(c) Research: The board member in charge of the Society’s functional committee on research shall be responsible for;

i. Fostering both basic and clinical PID research activities for the society

ii. Coordinate collaborative research

(d) Board Member without Portfolio: The society board members without portfolio shall be senior members of renown whose contributions to the society have been acknowledged by the society and its membership. He/she shall, thus, hold a trustee status of the society.

(e) Observer Board Member: The society Board member shall be any individual of a sister or associate society or organisation with recognised strong links of the society. He/she shall be conferred with status of a trustee of the society.

7. MEETINGS OF THE EXECUTIVE BOARD

(i) Meetings of the Executive Board shall be conducted not less than twice a year via skype.

(ii) The quorum for the meetings of the board shall not be less than 51% majority of board members.

(iii) Minutes arising from these meetings should be finalised and circulated by the secretary within three months of the conclusion of an Executive Board meeting

8. VACANCIES IN THE BOARD

(i) The President may appoint a member of the society to fill any casual vacancy in the board occasioned by death or resignation of a member of the board until the next biannual General Meeting.

(ii) Vacancies created by expulsion of a board member shall be dealt with as shown in article 3(e)
9. SOCIETY FUNCTIONAL COMMITTEES

(a) The society executive board may from time to time form such ad hoc society functional committees as it deems necessary or expedient for managing the activities of the society. The board may depute or refer to such functional committees any of its powers and duties as it may from time to time determine.

(b) All functional committees shall at the end of a particular assignment report their proceedings to the society executive board and shall conduct their businesses in accordance with the discretion of the board.

(c) The functional committees may with approval of the board co-opt persons who are not members of the society provided that the number so co-opted does not exceed one third of the total membership of the functional committee. Non-members co-opted by the functional committees shall be chosen on merit in their field of expertise.

10. MEMBERSHIP

a) Ordinary Full Members: ASID ordinary members may be citizens of any country, working anywhere in the world, however, they shall be MDs, PhDs (biology), Veterinarians, Pharmacists, Dentists, or graduate students in any of these fields, or PhDs of other fields and corresponding graduate students.

b) Associate Members: ASID associate members shall be individuals or professionals other than the above that have shared interest in the society activities.

c) ASID Ordinary Full and associate members can participate in co-operative ASID and ASID related EU/Biomedicine studies; they can enter reports on immunodeficiency diseases and patients into the ASID registries; they are entitled to access ASID website and data bases. All members are entitled to receive ASID publications and regular information about meetings, collaborative studies and results of ASID research projects, ASID PID schools.

d) The ASID Board has the right to expel an ASID member (e.g. due to malpractice in science) by a two-thirds majority vote.

11. MEMBERSHIP FEE

Each member is obliged to pay a biannually membership fee to ASID which is determined by the ASID General Assembly. The fee can be reduced by the Board in particular circumstances on request. In addition, the Board has the discretionary power to identify exceptional circumstances and modify the fee for some members.

12. RESIGNATION OF MEMBERS
Any member may resign his/her membership upon tendering a written notice to that effect to the secretary of the society which resignation shall take effect from the date of receipt by the secretary of such notice.

13. **EXPULSION AND SUSPENSION OF MEMBERS**

(i) If at any time the board of the society considers that the conduct of a member has adversely affected the reputation or dignity of the society or that he or she has contravened any of the provisions of the constitution of the society, it may recommend his or her expulsion subject to approval of such expulsion by a 2/3 (two thirds) majority of the members present at a general meeting.

(ii) The Executive board shall have the power to suspend a member from his or her membership until the next general meeting of the society pending his or her expulsion. Following such suspension, but notwithstanding such suspension, a member whose expulsion is proposed shall have the right to address the general meeting at which his/her expulsion is to be considered.

(iii) Any person who ceases to be a member of the society either by resignation, expulsion or falling into arrears with his or her annual subscription forfeits all rights to and claims upon any moneys contributed by him or her at any time and upon any property and or funds of the Association.

14. **ARREARS**

Any member who falls into arrears with his or her biannual subscription for more than 3 years shall automatically cease to be a member of the society and his or her name shall be struck off the register of members. The board may however at its discretion reinstate such a member upon payment of the total arrears of subscription outstanding. The board may impose a penalty on any member who defaults in payment of the annual subscription fee.

15. **SOCIETY GENERAL ASSEMBLY**

There shall be two categories of general meetings notably the Ordinary Biennial General Meetings and Extraordinary General Meetings.

(a) **BIENNIAL GENERAL ASSEMBLY**

(i) The General Assembly of the society shall be held at least once in every two-year cycle. Notice in writing of such a General Assembly together with a call for new agenda items for this meeting shall be sent to all members not less than 1 month before the date of the meeting. Furthermore, the agenda for the meeting together with the biennial financial report should be circulated to all members not less than 14 days before the date of the meeting.
(ii) BUSINESS AT THE BIENNIAL GENERAL ASSEMBLY

(i) The General Assembly should be chaired by the existing President

(ii) The agenda for any Biennial General Assembly shall include:-

(a) Confirmation of the minutes of the previous Annual General Meeting.

(b) Presentation by the President of the biennial report on the performance of the organization, and presentation by the Treasurer of the financial report of the organization.

(c) A discussion of matters arising from the previous General Assembly

(d) A discussion of new matters (new agenda items) proposed by members of the organization

(e) Election of the new President and Executive Board of the organization by secret ballot.

(f) A decision on the location of the next ASID conference. If there are more than one proposed location then this should be decided by a vote by the General Assembly by secret ballot

(g) Discussion of any other business approved by the President.

(h) Closure of the General Assembly by the outgoing President

(iii) Minutes arising from the General Assembly

The minutes of the meetings of the General Assembly should be compiled by the outgoing secretary in consultation with the immediate Past-President and new President. The minutes should be finalised and circulated to all members within 3 months of the Biennial General Assembly

(b) EXTRAORDINARY GENERAL MEETINGS

(i) The board may call a Special General Meeting for any special purpose. Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof and where practicable by press advertisement not less than 7 days before the date of such meeting

(ii) A Special General Meeting may also be called upon a requisition in writing to the secretary stating the purposes for which the meeting is required from any two thirds
of all paid up members. Such meetings shall be held within 21 days of the date of requisition. Notice for such a meeting shall be sent to all members not less than 7 days before the date thereof and where practicable by press advertisement not less 7 days before the date of such meeting. No other business shall be discussed other than that stated in the requisition unless the committee otherwise recommends.

(c) QUORUM

(i) The quorum for general meetings shall be not less than 51% of the registered and fully paid up members of the society.

16. PROCEEDINGS AT GENERAL ASSEMBLIES

(a) At all general meetings of the society, the President of the society or in her/his absence the Vice-President or in absence of both of these officers, a member selected by the meeting shall take the chair.

(b) The President may at her or his discretion limit the number of persons permitted to speak in favour of and against any motion.

(c) Every member is entitled to one vote upon every motion.

(d) A member may vote personally or by way of proxy.

(e) Voting shall be by a secret ballot, in case of an equality of votes, the secretary shall initiate a re-vote for that position.

17. TRUSTEES

(a) All land, buildings and other immovable property and securities which shall be acquired by the society shall be vested in the names of not less than two trustees who shall be members or non-members of the society and shall be appointed at the first Biennial General Assembly for a period of 2 years.

(b) Upon retirement, such trustees shall be eligible for re-appointment.

(c) In selecting persons for appointment as trustees the board shall take into account the benefits of appointing a person who is able by virtue of his or her personal or professional qualifications to make tangible contribution in the pursuit of the objects of the society.

(d) The trustees shall pay all income received from property vested in the trustees to the treasurer. Any expenditure in respect of such property which in the opinion of the trustees is necessary or desirable shall be requested by the trustees to the committee which shall authorize expenditure of such moneys as it thinks fit.
(e) The trustees shall have powers to raise funds, invite and receive contributions including gifts and donations in kind, borrow money and charge the whole or any part of the trust fund and are duty bound to ensure the repayment of the money so borrowed.

(f) The trustees shall have powers to invest or authorize investment of monies belonging to the society which is not immediately required.

(g) The trustees shall perform any additional duties that may be preferred upon them by the board and shall do all such other lawful things as are necessary for the achievement of the objects of the Association.

18. VACANCY IN THE OFFICE OF TRUSTEES

(a) Where by reason of removal from office, resignation or death of a trustee a new trustee will be appointed at the next general meeting

(b) If the committee deems it expedient to remove or replace a trustee, or to appoint an additional trustee, the committee may by resolution appoint or remove the trustee and present such decision for ratification at a general meeting.

19. AUDITOR

(a) At every Biennial General Assembly following the expiry of an auditor’s term of office, an auditor shall be appointed/confirmed for a term of two years.

(b) All the Association’s accounts, records and documents shall be open to the inspection of the auditor at any time.

(c) The treasurer shall produce an account of her/his receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than 3 months before the date of the Annual General Meeting.

(d) The auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the Association in what respect they are found to be incorrect, not vouched or not in accordance with the law.

(e) A copy of the Auditor’s report on accounts and statements of accounts shall be furnished to all members together with the notice convening the Annual General Meeting.

(f) An auditor may receive such remuneration for her/his services as may be resolved by the Annual General Meeting appointing her/him.
20. **APPLICATION OF FUNDS**

(a) The funds of the society may only be used for the following purposes.

(i) To implement the objectives as set by the society.

(ii) To meet administrative costs of running the society board and the society in general.

(iii) To support less fortunate members of the Association meet their requirements for treatment and medication at a subsidized rate.

(b) All monies and funds belonging to the society shall be received and paid to the treasurer who shall pay all the moneys so received from whatever source without any deduction to the credit of the society’s bank account.

(c) No money belonging to the society shall be distributed among members.

(d) No payments shall be made out of the bank account without a resolution of the board authorizing such payment and all cheques on such bank account shall be signed by the treasurer or the vice treasurer and two other office bearers of the society who shall be appointed by the committee.

(e) The board shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any Funds or property of the society and shall have power to appoint another person in his place. Such suspension shall be reported to a general meeting which shall have full power to decide what further action should be taken in the matter.

(f) The financial year of the society ends on such a day in each year as shall be determined by the board and the accounts of the society shall be made up and balanced to that day.

21. **BANK ACCOUNT AND BOOKS OF ACCOUNTS**

(a) Bank account(s) shall be maintained in the name of the Society with such bank(s) as is designated by the committee.

(b) The bank account(s) shall be operated in such manner as the board may from time to time determine. The board shall cause proper books of accounts of the society to be kept in accordance with the requirements of the law.

22. **AMENDMENTS TO THE CONSTITUTION AND NAME OF THE SOCIETY**
(a) Amendments to the name or constitution of the society must be proposed and be approved by at least a two-thirds majority of members at a general ASSEMBLY of the society.

(b) Written Proposed amendments must be sent to the society board secretary and circulated to the general membership at least a month prior to the general assembly.

23. **DISSOLUTION OF THE SOCIETY**

(a) The society shall not be dissolved except by a resolution passed at a general meeting of members by a vote of 2/3 of the registered and fully paid up members of the society.

(b) If less than 2/3 of the registered and fully paid up members shall not be present, the proposal to dissolve the society shall be submitted to a further Extraordinary General Meeting which shall be held a month later. Notice of this meeting shall be given to all members of the society at least two months before the date of the meeting.

(c) The quorum for this second meeting shall be the number of members present.

(d) When the dissolution of the society has been approved by the general assembly, no further action shall be taken by the committee or any office bearer of the society in connection with the aims of the society other than to liquidate for cash all the assets of the society.

(e) Subject to payment of all debts of the society, any balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

24. **INSPECTION OF ACCOUNTS AND LIST OF MEMBERS**

(a) The books of accounts and all documents relating thereto shall be available for the inspection of any member of the society or board member or any other person authorized under provisions of the Societies.

(b) A register of members of the society shall be available for inspection at the registered office of the society by any officer or member of the society and it shall be the duty of the secretary to furnish the list.

(c) For books of accounts and all documents relating thereto and a list of members of the Association to be available for inspection, a notice of not less than seven days must be given in writing to the secretary of the society.

25. **INDEMNITY**
In the absence of fraud, every officer, board, functional committee member, agent or auditor of the society shall be entitled to be indemnified out of the assets of the society against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office and/or assignments.

26. PROFESSIONAL CHARGING

Any member or non-member engaged in any profession or business shall be entitled to charge and be paid all usual professional or other charges by the society for business done and time spent and services rendered by him or her in the ordinary course of his or her profession or business.

27. ALLOWANCES

Society Board members and functional committee members shall not be entitled to any salary but, depending on the availability of society funds, shall be entitled to reimbursement for all expenses incurred by them to enable them to attend board or functional committee meetings or for any other authorized assignments given to them.