

CONSTITUTION AND BYE-LAWS OF THE AFRICAN LEAGUE AGAINST RHEUMATISM

ARTICLE 1

Name, domicile and other legal stipulations

1.1 The name of the organization shall be AFRICAN LEAGUE AGAINST RHEUMATISM. LIGUE AFRICAINE CONTRE LE RHUMATISME and hereinafter referred to as AFLAR.

1.2 The organization was established in 1989. This Constitution and By-Laws were drawn up in order to establish AFLAR in accordance with the new Constitution and By-Laws of the International League Against Rheumatism (ILAR) based on the Swiss Civil Code.

1.3 The official domicile of AFLAR shall be at the place of residence of the President.

1.4 The organization shall be designated by the acronym AFLAR in all official documents and other contexts, regardless of the language in which such documents or contests may be framed.

1.5 The official working languages of AFLAR shall be English and French.

1.6 The language of preference for juridical interpretation of this Constitution and By-Laws shall be English.

ARTICLE 2

Objects

2.1 The aims of AFLAR shall be to stimulate and promote the development of awareness, knowledge, and the means of prevention, treatment, rehabilitation, and relief of rheumatic diseases. For this purpose, rheumatic diseases shall be defined as the diseases of connective tissue and medical disorders of the musculoskeletal or locomotor system, and the branch of medicine concerned with these diseases shall be referred to as rheumatology.

2.2 In furtherance of these aims AFLAR shall:

a) foster cooperation between different countries through existing national organizations concerned with the aims of AFLAR and extend this cooperation to other geographical areas through existing continental and regional organizations and ILAR.

b) encourage the foundation of national societies of Rheumatology in such countries where they do not exist and its affiliation to AFLAR where they exist;

c) sponsor or organize african congresses on rheumatic diseases as well as national or regional meetings;

d) monitor and supervise the scientific activities of all meetings arranged in the name of or under the sponsorship of AFLAR;

e) encourage publication of the scientific proceedings of such meetings,

f) stimulate scientific research into all aspects of the aims of AFLAR,

g) establish and maintain contact with the regional offices of international organizations such as the United Nations Educational, Scientific and Cultural Organization (UNESCO) and the world Health Organization (WHO) and such other international agencies as may be concerned with some or all other objects of AFLAR,

h) cooperate with and, where appropriate, act as the agent of ILAR in promoting harmonious cooperation between national organizations and international agencies concerned with some or all of the aims of both AFLAR and ILAR.

ARTICLE 3

Membership

3.1 AFLAR shall be an association of national organizations of africa interested and concerned with the aims of AFLAR. Such organizations shall consist of two classes,

- a) national scientific or medical organizations;
- b) national community agencies;

3.2. Subject to the provisions of Article **3.3.** Affiliation with the appropriate section of AFLAR shall be open to a national organization interested in and concerned with the aims of AFLAR and prepared to abide by the terms of this constitution and by-laws.

3.3. AFLAR shall consist of a federation of national rheumatism societies, one from each country on the AFRICAN CONTINENT, the purposes of which are consistent with the following objectives:

a) Each national rheumatism society should hold scientific meetings at least annually.

- b) Each society has By-Laws that include requirements for the election of officers at least every two years.
- c) Each society should submit a report to the league at least once each year with information regarding scientific activities, programs, officers, and membership.
- d) All members of each national society belonging to the League shall automatically be members of AFLAR.

3.4. A national organization of either class shall submit an application for affiliation with AFLAR in writing to Secretary General. Provisional affiliation shall be granted by the Executive Committee of AFLAR, subject to ratification by the next ensuing meeting of the General Assembly of AFLAR. Organizations affiliated to AFLAR shall, by virtue of that affiliation, also be affiliated to ILAR, subject to ratification in accordance with the Constitution and By-Laws of ILAR.

3.5. An affiliated organization may terminate affiliation at the end of a calendar year by delivering six months prior notice to the Executive Committee. The affiliation of an organization to AFLAR may be terminated only if the organization fails to abide by the terms of this Constitution and By-Laws or acts in such a manner as to be in conflict with the objects of AFLAR, or fails to pay the required dues. A motion for disaffiliation shall require adoption by the Executive Committee of AFLAR with the support of 75 percent of the votes polled. If such a motion be adopted by the Executive Committee, it shall then require ratification by the General Assembly, also with the support of 75 percent of the votes polled.

3.6. As a mark of distinction, individuals who have rendered outstanding service to the accomplishments of the objects of AFLAR may be elected as Honorary Members of AFLAR. Nominations of candidates for Honorary Membership may be made only by affiliated organizations, providing that such nominations are submitted to the Executive Committee in writing. Election Honorary Membership shall normally be carried out by the Executive Committee, but in exceptional circumstances an election may be held at a meeting of the General Assembly.

ARTICLE 4

Funds

4.1. Funds required by AFLAR shall be raised by annual dues from affiliated organizations. Funds may be augmented by income derived from investments, properties, trusts held in name of AFLAR, or donations made to AFLAR.

4.2. AFLAR shall be empowered to solicit and accept contribution or financial or other support from any individual or organization, providing that any initiative

in this direction shall be taken only by a member of the Finance Committee of AFLAR. Any action taken shall require ratification by the Executive Committee of AFLAR. The Finance Committee established for these purposes shall be composed of the President of AFLAR, the Treasurer and the AFLAR and a member nominated by the general assembly. The ILAR treasurer and the AFLAR representative in the Finance Committee of AFLAR shall be members of the AFLAR Finance Committee.

4.3. The Executive Committee shall, on the advice of the Treasurer of AFLAR, present to each ordinary meeting of the General Assembly any proposition concerning the annual dues to be paid. Approval will be considered when the agreement of the majority of affiliated societies is achieved.

4.4. The Treasurer of AFLAR will send to each affiliated organization an account in December of each year. This must be paid within 6 months of that year's End.

4.5. During the Second quarter of each year, the Treasurer of AFLAR will send to each society a statement of the Balance from the previous year.

4.6. If an affiliated organization has not paid its dues within one year after December 31 of any year, then, the right of the delegate representing that organization to vote at meetings of the General Assembly of AFLAR shall be suspended for as long as the payment remains in arrears. If dues have not been paid within two calendar years of the due date, affiliation with AFLAR of the national organization shall be suspended according with Article 3.5. excepting the Executive Committee finds reasons to explain the situation.

4.7. The financial year of AFLAR shall be the calendar year.

4.8. The Executive Committee shall be empowered to regulate the detailed administration of the funds of AFLAR, on the advice of the Treasurer but in consultation with the affiliated societies.

4.9. The income and property of AFLAR shall be applied solely towards the promotion of the objects of AFLAR as set out in this constitution and By-Laws. No portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise however by way of profit to individual members of organizations affiliated to AFLAR; nothing shall prevent the payment in good faith of reasonable and proper remuneration and authorized out-of-pocket expenses to any employee or servant of AFLAR in return for any authorized services actually rendered to AFLAR. No officer or other individual member of an organization affiliated to AFLAR shall be appointed any salaried employment within AFLAR or to any

officer of AFLAR paid by fees. No remunerations or other benefit in money or similar remuneration shall be given by AFLAR to any officer of AFLAR or to any officer or other individual member of an affiliated organization except by way of repayment of authorized out-of-pocket expenses.

ARTICLE 5

General Assembly

5.1. The highest authority of AFLAR shall be vested in a General Assembly composed of The Executive Committee of AFLAR, a Delegate and a Deputy Delegate representing each affiliated national scientific organization, and a Delegate and Deputy Delegate representing each affiliated national community agency. All members of the General Assembly shall be entitled to speak at meeting of the Assembly.

5.2. Immediately before each meeting of the General Assembly the Delegates and Deputy Delegates shall be required to present their credentials of the Secretary General in the form of a written authorization issued by an officer of their national organization. On receipt of credentials, the Secretary General shall issue one voting card to each Delegate or to his Deputy in his absence.

5.3. An ordinary meeting of the General Assembly shall be convened on the occasion of each AFLAR Congress and on such other occasions as the Executive Committee shall determine. An ordinary meeting of the General Assembly shall be held at least once in every four calendar years. The Executive Committee shall be required to give at least six months notice of any meeting of the General Assembly by letter sent to each affiliated organization. The notice shall include the subject to be considered at the meeting. The final agenda will be determined at least one month before the date of the meeting.

5.4. The following business shall be transacted at an ordinary meeting of the General Assembly.

a) Receipt of reports from the officers of AFLAR on the activities of AFLAR and its Executive Committee.

b) consideration of accounts and balance sheets and receipt of Treasurer's report,

c) ratification or otherwise of all decisions taken by the Executive Committee, and decisions on the recommendations of the Executive Committee with regard to annual dues to be paid in ensuing years, the place and date of the next AFLAR Congress, and other matters;

d) consideration of applications for affiliation from national organizations,

e) election of Officers, and Auditors,

f) election persons.

5.5. An extraordinary meeting of the General Assembly shall be convened if not less than one-third of the Delegates to the General Assembly so request. Notice of meeting and agenda will be communicated as stated in Article 5.3.

5.6. The Delegate or the Deputy Delegate from an affiliated organization may move formal resolutions at any meeting of the General Assembly of AFLAR provided that, not less than three months before the date of the meeting due notice is given in writing to the Secretary General together with a copy of such resolutions, so that copies may be sent immediately to each affiliated organization.

5.7. With the exception of business enumerated in Articles 5.4 and 5.6, all business transacted at a General meeting shall be deemed special and shall thus not be raised without due notice. Other issues may be introduced as new business during the meeting. No vote shall be taken unless at least half of the Delegates are present and the Chairman of the Meeting considers the matter to be of exceptional urgency and importance.

5.8. For all purposes other than those specified in Articles 5.7 and 10.3 a quorum for the General Assembly shall exist when at least one-third of the Delegates are present. All decisions and elections of the General Assembly shall be determined by simple majority vote unless otherwise specified by this constitution and By-Laws. Each member of the Executive Committee shall have one vote. Each Delegate shall also have one vote, but Deputy Delegates shall not be entitled to vote unless their Delegate is absent and they are in possession of the accredited voting card for the national organization concerned. Proxy voting shall be allowed provided the national organization has given written notice of the inability of its Delegate or Deputy Delegate to attend the meeting. In such cases a Proxy Voting Card shall be issued to the person nominated by the national organization concerned. In the event of a tie in votes, an extra vote by the Chairman of the meeting shall decide. Voting shall be by secret ballot if any member of the General Assembly so requests. In the event of a tie when votes are given in writing, the motion shall be voted upon once more and if necessary an extra vote by the Chairman of the meeting shall decide the issue.

ARTICLE 6.

Officers

6.1. The officers of AFLAR will consist of: one (1) president, one (1) President-Elect, two (2) Vice

Presidents, one (1) General Secretary and one (1) Treasurer.

6.2. The vacancy for the office of President will be filled by the First Vice President

6.3. The President:

- a) Will serve for four (4) years term;
- b) Will preside at all the meeting of the General Assembly, as well as of the Executive Committee. In his absence, the first Vice President will act in his place and in the absence of both, the General Secretary or another member of the Executive Committee will preside.
- c) The President will make an Annual Report to the Executive Committee or in writing to each national organization.
- d) The President or his/her representative shall have general supervision over the organization and scientific content of AFLAR congresses and other meetings arranged in the name of or under the sponsorship of AFLAR.
- e) The President may designate an individual who is not officer or member of the Executive Committee to assist in his/her performance of certain duties or responsibilities. A member so designated will be subject to approval of the Executive Committee and will have the title of President's Delegate. Activities or functions of a President's Delegate will be strictly limited to those specified by the President. A President's Delegate may be invited by the President to attend meetings of the Executive Committee or General Assembly in an advisory capacity but without a vote.

6.4. The Vice Presidents:

- a) There will be two (2) Vice Presidents also elected by the General Assembly. They will serve for a period of four (4) years.
- b) They will be responsible for coordinating activities with scientific organizations and community agencies.
- c) By scientific organizations, refer to those having a relation ship with rheumatology. The essential task of the Vice Presidents will be to create, stimulate and maintain communications with those organizations at the word level in order to be able to utilize all the results that might be of some benefits to AFLAR. They will also take charge of creating societies of Rheumatology where they do not already exist.
- d) Community agencies refer to that group which are not necessarily medical or scientific but are dedicated to the education of patients, their family or their environment. These agencies maintain liaison between the patients, the public in general and the medical societies and create centres for information for the patients and the public in general. The Vice Presidents will superintend these activities and will try to create community agencies and try to maintain communications between these agencies, AFLAR and the local societies of Rheumatology.

6.5 The General Secretary:

- a) Shall be elected by the General Assembly for the same period as the President 4 years as proposed by the Executive Committee;
- b) Shall attend all meetings of the General Assembly and the Executive Committee;
- c) Shall record minutes of proceedings of each meeting and shall distribute copies for all participants and interested members or organizations;
- d) Shall notify national organizations of their affiliation to AFLAR; shall notify members of their appointment to committees; shall notify to affiliated societies AFLAR, the Executive committee, the dates, places and any other details concerning meetings and congresses.
- e) Shall give an annual report as specified for the President.

6.6. Deputy Secretary General:

A Deputy Secretary General may be recommended by the President Elect for cooperation by the Executive Committee. The Executive Committee may terminate his period of office at any time. Such person shall have the duty attending meeting of the Executive Committee and participation in its deliberation but without the right of vote.

6.7 The Treasurer:

- a) shall serve for a 4 years term and shall be elected by the General Assembly as proposed by the Executive Committee; he may be re-elected after this 4 years period.
- b) Shall have the custody all moneys and other property assets belonging to AFLAR c)shall collect dues from the affiliated societies of AFLAR and shall pay dues from AFLAR to ILAR and any other organizations,
- d) Not later than April first of each year he shall submit a statement of accounts and a balance sheet to the affiliated societies, Executive Committee and General Assembly.
- e) Shall render a statement of accounts in any meeting of the general Assembly and the Executive Committee;
- f) In case of doubt, shall consult the Executive Committee.

ARTICLE 7

The Executive Committee

7.1. The Executive Committee of AFLAR.

Shall consist of the officers, and the immediate past president of AFLAR.

7.2. Meeting of the Executive Committee shall take place on the occasion of each AFLAR and international Congress. Additional meeting may be called at any time upon the request of the President or of a majority of the members of the Executive committee. A meeting of the Executive Committee shall be held at least once in any calendar year.

7.3. A quorum shall be deemed to exist for the Executive Committee when at least one-third of the members are present. Resolutions may be passed by a simple majority of votes polled. In the event of a tie the chairman of the meeting may exercise an additional casting vote to decide.

7.4. The Executive Committee shall discharge day-to-day business and represent AFLAR with respect to third parties to the extent that nothing to the contrary is required by law of the Constitution and By-Laws.

7.5. The Executive Committee shall empower to coopt. Coopted members of the Executive Committee shall have the right to take part in all deliberations but without the right to vote.

7.6 All acts and decisions of the Executive Committee shall be reported to the General Assembly for ratification at the next meeting of the General Assembly.

7.7. The Executive Committee shall have to:

- a) Recommend the place and date for the next AFLAR Congress;
- b) Appoint persons to serve on standing committees;
- c) Decide upon nomination for Honorary Membership of AFLAR
- d) Decide on the motion of a member of the Executive Committee for the removal of any officer or appointed representative of AFLAR. The decision to remove an officer or representative will require a two-thirds majority of votes polled.
- e) Take such other action as the General Assembly may determine.

ARTICLE 8

Audit function

8.1. The Audit Function shall consist of two auditors who shall not be members of the Executive Committee. The Auditors shall examine the accounts and shall submit a written report of their findings to the Executive Committee.

8.2. A trust company may be appointed to take over the audit function.

ARTICLE 9:

The Constitution and By-Laws.

9.1 The Executive committee shall have the power to make, vary, and repeal Regulation for the conduct of the general affairs of AFLAR, its officers and servants, and

for the despatch of the business of AFLAR, but so that no such Regulations shall be of effect if and so far as they are inconsistent with or repugnant to the provisions of this constitution and by-laws

9.2. On the occasion of the adoption of this Constitution and By-Laws and other times considered to be exceptional circumstances the particular prerogatives or powers specifically delegated or assigned individuals, officers, or governing bodies of AFLAR may be assumed by the General Assembly of AFLAR.

9.3. Notice of any proposal to amend or alter this Constitution and By-Laws shall be sent to the Secretary General not less than six months before the next ensuing ordinary meeting of the General Assembly. The substance of any such proposal shall appear on the Agenda of the said meeting in the form of a motion, and in such form it shall be circulated to all affiliated organizations at least four months before said meeting. The precise wording of the motion to be discussed and considered need not be circulated until less than 14 days before the meeting. The quorum for such motions shall be two-thirds of the accredited votes entitiled to be polled under the terms of Articles 5.8. of this Constitution and By-Laws. The motion shall be decided by a simple majority of accredited votes poled in accordance with these provisions. If a quorum shall not be present, the Executive Committee shall be empowered to conduct a postal ballot on the motion. The notice of ballot shall specify the period being not less than three months from the date of notice within which Delegates of each affiliated organization shall be required to cast their votes. No addition or alteration shall be made to the provisions of articles 4.8 and 10.4 hereof, nor shall any material alteration be made to article 2.

9.4. A motion to dissolve AFLAR must be approved by the Executive Committee and be ratified by the General Assembly with a two-thirds majority of the votes polled. The corresponding resolution shall then be submitted to a postal ballot in accordance with the provisions of Article 10.3. Upon dissolution of AFLAR any assets still existing shall be transferred to the International League Against Rheumatism (ILAR), or if this no longer exists, to such institutions with the same or similar aims as that of AFLAR.