

**AFRICAN ASSOCIATION
OF METHODIST INSTITUTIONS OF HIGHER EDUCATION**

CONSTITUTION

ARTICLE I

Name and Legal Status

1. The name of the organisation shall be the **African Association of Methodist Institutions of Higher Education (AAMIHE)** referred to in this Constitution as the **Association**.
2. The Association shall have Legal and Juridical Personality and an Official Seal.
3. The Headquarters of the Association may be chosen on a rotative basis and located at the Office of the President of the Association.

ARTICLE II

Objectives of the Association

The objectives of the African Association of Methodist Institutions of Higher Education are:

1. to promote the relationship between Methodist-related educational institutions and churches in the African continent;
2. to promote interchange, contact and cooperation among Methodist-related universities and other institutions of higher education in Africa;
3. to collect, classify and disseminate information on higher education, research, and service, particularly in Africa;
4. to promote cooperation among Methodist-related higher education institutions in Africa in curriculum development, post graduate training, research, quality assurance, and other matters of special policy or practical interest to Methodist education in Africa;
5. to study and make known the educational and related needs of Methodist-related universities and other institutions of higher education in Africa and, as far as practicable, co-ordinate the means whereby those needs may be met;

6. to organise, encourage and support public fora for information dissemination and exchange, and policy dialogue on issues of higher education;
7. to promote gender and social equity in policies on higher education and in the delivery of high quality education services.
8. to promote linkages with the international Methodist higher education community through cooperation with the African Association of United Methodist-related Theological Institutions (AAUMTI), the International Association of Methodist-related Schools, Colleges, and Universities (IAMSCU), and the General Board of Higher Education and Ministry of the United Methodist Church.

ARTICLE III

Membership

1. Membership of the Association is open to:
 - a) Methodist Institutions of Higher Education in Africa
 - b) Educational associations or Boards of Education of Methodist-related churches in Africa which have an official status in their respective countries.
2. New Members:
 - a) The Board of Directors may admit new members of the Association subject to ratification by the Assembly Conference after the decision of the Board.
 - b) The Board of Directors shall be guided by the charter or instrument of incorporation of the applicant when recommending admission.
 - c) Where the applicant operates in a country with a national accreditation board or process for accreditation, the Board of Directors may take the decision of that body into account when considering an application for new membership of the Association.
3. The Association may establish partnerships or have observer status in another similar organization, when compatible with its principles.

ARTICLE IV

Rights and Duties of Members

1. Except as otherwise provided in this Article, members of the Association may:
 - a) participate in the organs of the Association;
 - b) participate in the activities of the Association;
 - c) enjoy the benefits created by the Association; and
 - d) vote and participate in elections.

2. Members shall:
 - a) pay their membership dues promptly;
 - b) promote the object of the Association;
 - c) participate in the meetings and organs of the Association to which they belong;
 - d) promote the Association and its activities and facilitate the execution of the Association's activities and programmes in their respective countries;
 - e) represent the Association if requested by the President or the Secretary-General; and
 - f) help to raise funds for the Association, with the authority of the ~~Executive~~ Board of Directors.

3. Loss of membership rights:
 - a) If a member fails in its obligations under this Article or generally, the Board of Directors may take appropriate action with respect to any rights of the member, including suspension from participation in and voting at formal activities of the Association.
 - b) A member who persistently fails to fulfil its obligations, in particular as they relate to the payment of annual dues, may suffer disciplinary action or lose its membership in the Association.

ARTICLE V

Financial contributions

1. The annual due payable by each member shall be determined according to a scale approved by the General Assembly of the Association, and shall be paid by the 30th of December each year or such other date as the Board of Directors may determine as the end of the fiscal year of the Association.

2. Subventions and donations may be accepted for purposes that are consistent with the objects of the Association under conditions approved by the Board of Directors.

ARTICLE VI

Structure

1. The Association members constitute a General Assembly, through which they establish a Board of Directors, elect Officers, create committees and promote other actions according to the provisions of this Constitution.
2. The Principal Organs of the Association are:
 - a) the General Assembly, constituted by Rectors, Vice Chancellors or Presidents of Methodist Institutions of Higher Learning representing the participating countries in Africa;
 - b) the Board of Directors;
 - c) the Executive Committee formed by the following elected officers: President, Secretary, and one representative chosen from the General Board of Higher Education and Ministry of the United Methodist Church; and
 - d) Committees created by the Board of Directors and approved by the Assembly.
3. The operations and functions of the Association may be decentralised to regional and sub-regional structures of members for the efficient promotion of the objects of the Association.
4. The decentralisation of the Association shall be provided for by By-laws made under this Constitution.

ARTICLE VII

The General Assembly

1. The General Assembly shall be the supreme authority of the Association and shall:
 - a) determine the general policies of the Association;
 - b) approve the general framework of the programmes and the budget of the Association;
 - c) be responsible for the policy directives to be executed by the Board of Directors and the Executive Committee;

- d) elect the President, the Vice-Presidents and the members of the Board of Directors of the Association;
 - e) undertake or direct the Board of Directors to undertake such other tasks as are compatible with the aims and objects of the Association; and
 - f) make rules of procedure.
2. The General Assembly shall comprise:
- a) representatives of members;
 - b) observers admitted by the Governing Board;
 - c) representatives of partner organizations and any regional and sub-regional groupings granted permanent observer status by the Board of Directors.
3. Any person or institution admitted to the General Assembly as an Observer may speak with the permission of the President or the person presiding but may not vote.
- a) A member may be represented at the General Assembly by a group but only one delegate designated in advance is authorised to vote.
 - b) The delegate authorised to vote shall be indicated at the time of registration and be acknowledged by the General Assembly.
4. Without limiting any other sanctions, the Governing Board may suspend the voting rights of a member which is in arrears of payment of membership due for such periods as the Board of Directors shall determine by resolution.
5. The General Assembly shall perform the following actions:
- a) meet at least once every three years, at a time and place decided upon by the Board of Directors. In case of emergency, the time and place of the meeting may be changed by the President of the Association after consultation with the Board of Directors.
 - b) be convened in extraordinary session on written request addressed to the Executive Committee by a simple majority of the Association or following a decision of the Board of Directors by a two-thirds majority.
6. Decisions of the General Assembly shall be taken by a simple majority of those present and voting except where otherwise provided for in this Constitution.
7. The General Assembly shall determine its own rules of procedure on recommendation by the Governing Board. Where provision is not made in the rules of procedure, the President or other person presiding at the time shall take a decision, which shall be binding on those present at the meeting until the matter is otherwise provided for in the rules of procedure.

Article VIII

The Principal Officers

1. The Principal Officers of the Association shall be:
 - (a) the President;
 - (b) the Vice-Presidents; and
 - (c) the Executive Committee.

2. President
 - a) The President of the Association shall be elected by the General Assembly by a simple majority of members present and voting and shall remain in office until the election of a new President by the General Assembly at its next ordinary session.
 - b) The President and the Secretary-General shall not come from the same country.
 - c) The President shall hold office for a term of three (3) years commencing from the General Assembly at which the President is elected.
 - d) The President is not eligible for immediate re-election.
 - e) A person is not eligible for election as a President unless the person is present at the General Assembly as an executive head of a member institution and is not an Observer but if after election a person ceases to be the executive head of the institution, the person shall complete the term as long as the person remains a staff of a member institution.
 - f) If a President so elected ceases to be a staff of a member institution, the position of President shall be considered vacant and the First Vice-President shall act until the election of a new President.
 - g) The President of the Association shall also be President of the Assembly of Rectors, Vice-Chancellor and Presidents.
 - h) Notwithstanding clause 2(b) of this Article, the President may be removed from office on grounds of stated malfeasance or physical or mental incapacity by the votes of two-thirds majority of the total membership of the Board of Directors. When a President is removed, the First Vice-President shall act until the election of a new President.
 - i) In the election of the President and the Vice-Presidents, diversity shall be taken into consideration.

- j) The President may resign from Office on grounds of ill-health or other incapacity or for any personal reason by written notice to the Secretary. The Secretary shall on receipt of the letter of resignation immediately notify the Executive Committee and the Governing Board and arrange the handing over process.
- k) Upon the resignation of the President, the First Vice-President shall act as President until a new President is elected.

3. Vice-Presidents

- a) There shall be three Vice-Presidents to be elected by the General Assembly according to geographic and linguistic diversity (English, French and Portuguese).
- b) The Governing Board, at its first meeting, shall determine who, among the three Vice-Presidents, shall be the First Vice-President, provided that the selected Vice-President shall not come from the same region as the President. The Board of Directors shall have the right to replace the First Vice-President and elect a new one from the remaining two Vice-Presidents PROVIDED that the new First Vice-President shall not come from the same region as the President.

4. Secretary

- a) The Association shall have a Secretary who shall be appointed by the Board of Directors.
- b) The Secretary and the President shall not come from the same country.
- c) The Secretary shall hold office for a term of four years and is eligible for re-appointment for one more term only.
- d) A person who
 - (i) holds or has held the position of executive head of a member institution, or
 - (ii) is otherwise qualified to be appointed executive head of a university; and
 - (iii) has proven leadership, managerial and fundraising capabilitiesis eligible for appointment as Secretary-General
- e) The position of Secretary shall be voluntary. The Board of Directors shall determine matters of compatibility.
- f) The conditions of service as well as rights and duties related to this position shall be determined by the Board of Directors.

- g) The Board of Directors shall define the conditions for the establishment of the headquarters and work of the Secretary in a given country, taking legal, economic, and political considerations into account.

4. Duties of all officers

- a) All members of the Board of Directors shall abide by principles established in this Constitution and show high ethical, moral and legal standards in their relationship with the officers.
- b) All member institutions shall respect the impartiality of the actions and processes carried out by the Board of Directors, provided that these actions and processes are compatible with this Constitution.

ARTICLE IX

Board of Directors

- 1. There shall be a Board of Directors, referred to as the Board,
 - a) The Board shall comprise:
 - (i) the President of the Association,
 - (ii) the Immediate Past President,
 - (iii) three (3) Vice-Presidents, being executive heads of member institutions, elected by the General Assembly,
 - (iv) the Secretary, who shall not vote,
 - (v) and alternate members.
 - b) The composition of the Board of Directors shall take into account the diversity and the professional expertise of the different members of the Association according to the Constitution.
 - c) The General Assembly may elect to the Board of Directors up to three (3) alternate members who are executive heads of member institutions, in accordance with the distribution formula stipulated in clause 1(b) of this Article.
 - d) An alternate member may be designated by the President to attend a particular meeting of the Board in the event that a member is unable to attend, and this designation shall take into account the region of the absent member.
 - e) Where a member is absent from three consecutive meetings of the Board without justification or prior permission of the President, the position of the member on the Board shall be declared vacant by the Board.

- f) Vacancies on the Board shall be filled by a simple majority decision of the Board from the list of alternates, and this shall take into account the region from which the vacancy occurred.
 - g) Members from one country cannot hold more than two seats on the Board.
 - h) The members of the Board shall hold office for a term of three (3) years and are eligible for re-election, provided that they are executive heads of member institutions at the time of their re-election. No member shall hold office for more than two consecutive terms.
 - i) In exceptional circumstances, an accredited person who is not the executive head of a member institution may be elected or re-elected to the Board of Directors.
2. The Board of Directors shall implement the decisions of the General Assembly. It shall:
- a) approve the agenda for the General Assembly, the budget and work programme for the period from one ordinary meeting of the General Assembly to the next.
 - b) appoint the Secretary of the Association.
 - c) Appoint other staff or committees that may be necessary for the performance of activities approved by the General Assembly the Senior Staff of the Secretariat upon the recommendation of the Secretary-General
 - d) Establish policies and criteria for the strategic planning, definition annual dues, general programs, fundraising initiatives, and other actions approved by the General Assembly.
3. The Board shall be responsible to the General Assembly and shall report to it on all its activities.
4. Board meetings:
- a) The Board shall meet in ordinary session at least once a year at a date and place to be determined by it.
 - b) The President may convene an extraordinary session of the Board if two-thirds of the Board members make a request in writing.
 - c) The Board may set up committees or working groups.
 - d) The quorum required for a valid meeting is nine (9) members, including the President or at least one Vice-President.

5. The President, the three Vice-Presidents and the Secretary-General shall constitute the Executive Committee of the Board of Directors. The Executive Committee shall act on behalf of the Board of Directors between meetings of the Board.

ARTICLE X

The Secretary

1. The Secretary shall be under the authority and direction of the Board and shall execute the tasks assigned to it or decisions made by the President
2. The Secretary shall operate under the supervision of the President and the Board of Directors and shall:
 - a) organise a centre for documentary materials on matters of higher education which are of interest to the Methodist Institutions of Higher Education in Africa;
 - b) provide appropriate means for the resources of the documentation centre to be made accessible to member institutions and to other bodies concerned with higher education in Africa;
 - c) establish the means and tools to facilitate the interchange of students and teachers notably within Africa;
 - d) facilitate co-operation between the member institutions of the Association to make full use of their human and material resources;
 - e) subject to prior approval by the Board of Directors, render to member institutions such individual services as they may request;
 - f) develop the Association's future programme of activities and strategic plan for approval by the Board of Directors and the General Assembly; and
 - g) undertake other tasks that are compatible with the objects of the Association.

ARTICLE XI

Amendments, Revisions and Bye-Laws

1. This Constitution may be amended by a majority vote of three fourths (3/4) of the members of the Association present and voting at any ordinary meeting of the General Assembly, if the total number of votes cast in favour of this amendment is at least equal to the qualified $\frac{3}{4}$ majority of the total membership of the Association.

2. Proposals to modify or review this Constitution shall be submitted in writing to the Secretary-General at least four months before the opening of the General Assembly at which they are to be considered.
 - a) Copies of these proposals shall be sent by registered or electronic mail to member institutions by the Secretary-General at least three months before the opening of the General Assembly.
 - b) Any modification or revision of this Constitution shall bear the date when the modification or revision is to become effective.
3. By-Laws
 - a) By-laws which are complementary to this Constitution but do not modify it, may be adopted by the Board of Directors and shall take immediate effect.
 - b) The adopted By-laws shall be submitted to the next meeting of the General Assembly by the Board of Directors for ratification.

ARTICLE XII

Membership by Country and Region

CENTRAL

Angola
Congo Brazzaville
Democratic Republic of Congo
Central African Republic
Zambia

EASTERN

Kenya
Tanzania

SOUTHERN

Mozambique
Zimbabwe
Republic of South Africa

WEST

Cote d'Ivoire
The Gambia
Ghana

Liberia
Nigeria
Sierra Leone
Cameroun

ARTICLE XIII

Dissolution

The Association may be dissolved by a decision of three fourths (3/4) of its members who have paid their dues for the preceding year. In the event of dissolution, the assets of the Association shall revert to the General Board of Higher Education and Ministry United Methodist Church.