

Epilepsy Alliance Africa (EAA)

CONSTITUTION

This constitution is the First Amendment of the founding constitution adopted on 12 December 2019.

Revised and Adopted 17 February 2022

1. Name

- 1.1 The name of the organisation founded on 12 December 2019 shall be Epilepsy Alliance Africa thereafter called the Alliance or EAA

2. Registered address

- 2.1 The registered address of the organization shall be P. O. Box 5580, Limbe, Malawi

3. Status

- 3.1 The Alliance is a non-profit making membership-based organisation to which no person shall have claim no legal claim of ownership
- 3.2 The Alliance shall be a body corporate able to sue and be sued

4. Values

- 4.1 The Alliance and its members shall be guided by the following values:
- 4.1.1 Unity of purpose across all the regions of the African continent
 - 4.1.2 No separation of programs for persons with epilepsy, medical and social professionals
 - 4.1.3 Homegrown solutions
 - 4.1.4 Independence and autonomy
 - 4.1.5 Inclusion and participation
 - 4.1.6 Effective and sustainable partnerships
 - 4.1.7 Innovation

5. Objectives

- 5.1 Engage African organisations at continental (e.g. African Union or the Pan-African Parliament), regional and sub-regional level with a view to improve epilepsy policies and programs
- 5.2 Engage in conversation and dialogue with African governments regarding epilepsy matters and assist members with skills to advocate their governments for improved epilepsy policies, implementation plans and services
- 5.3 Become a reference group and a leading voice for epilepsy issues on the continent.
- 5.4 Engage international partners interested in epilepsy
- 5.5 Develop programs and mobilize resources to capacitate members of the Alliance.
- 5.6 Promote meetings, seminars, symposia, webinars and conferences at local, national and regional level
- 5.7 Influence global policies and programs on epilepsy

6. Powers

- 6.1 The Alliance shall have the power to:
 - 6.1.1 Initiate, organize, support and coordinate activities for the promotion of the objectives of the Alliance
 - 6.1.2 Solicit funds, materials or both from donors within and outside the African continent
 - 6.1.3 Administer the funds solicited for advancement of the Alliance or any of its objectives
 - 6.1.4 Invest any funds of the Alliance not immediately required for use by the trust
 - 6.1.5 Cooperate with other organizations having similar objectives to those of the Alliance

7. Members

- 7.1 The following shall be admitted as members upon successfully submitting an Alliance membership form:
 - 7.1.1 Organisations, trusts, clubs, or groups, including online groups interested in epilepsy, disability and health
 - 7.1.2 Associations of people with epilepsy or families of people with epilepsy
 - 7.1.3 Professional associations of doctors, nurses, social workers, public health workers, disability workers and others

- 7.1.4 Institutions like government departments, schools, health units, centers, clinics or facilities, research centers or universities
 - 7.1.5 Partners including non-government organisations, international organisations, development organisations, corporates, and funders
 - 7.1.6 Individual membership shall be considered from advocates, researchers, professionals, families, or family members who otherwise have reason to be part of an association and are able to prove that they have done work to support epilepsy in a significant way
- 7.2 The roles of members shall be to:
- 7.2.1 Promoting epilepsy awareness in their communities
 - 7.2.2 Advocating for equal opportunities for people with epilepsy
 - 7.2.3 Nominating and voting for Executive Council members
 - 7.2.4 Payment of annual membership fees
 - 7.2.5 Participating in meetings and events
 - 7.2.6 Joining committees or taskforces when invited
 - 7.2.7 Promoting values, integrity and the name of the Alliance

8. Composition and duties of the Executive Council

- 8.1 The Alliance shall have an Executive Council made up of the following office bearers
- 8.1.1 President
 - 8.1.2 Regional Vice-President for Southern Africa.
 - 8.1.3 Regional Vice-President for East Africa
 - 8.1.4 Regional Vice-President for West
 - 8.1.5 Regional Vice-President for North Africa
 - 8.1.6 Regional Vice-President for Central Africa
 - 8.1.7 Secretary General
 - 8.1.8 Treasurer
 - 8.1.9 Additional members, the total number which shall be decided by the Executive Council
- 8.2 The Executive Council shall be responsible for:
- 8.2.1 Creating and revising policies, bye-laws, terms of reference of taskforces and committees and guidelines for awards
 - 8.2.2 Taking leadership of advocacy activities at continental level
 - 8.2.3 Administration of the Alliance

- 8.2.4 Admitting new members and revoking membership
- 8.2.5 Setting membership fees for the different categories of members
- 8.2.6 Appoint Elections Officer
- 8.2.7 Appoint Authorized Sealing Officer (ASO) responsible for signing major documents.
- 8.2.8 Appointing the Disciplinary Committee
- 8.2.9 Selecting and appointing auditors
- 8.2.10 Select a bank to open an account and the country where the bank is located.
- 8.2.11 Approve opening and closing of bank accounts
- 8.3 The Executive Council may form committees or taskforces to spearhead its work, including but not limited to audit committee, elders committee, fundraising or resource mobilization committee, gender committee, youths committee, research and committee advocacy
- 8.4 The Executive Council shall select at least four (4) of its members to be trustees for the organization for a five year term renewed to a maximum four terms or as determined by the Executive Council, whose duties shall be to:
 - 8.4.1 Register the Alliance
 - 8.4.2 Maintain registration requirements
- 8.5 The Executive Council may appoint a Patron whose duties shall be to:
 - 8.5.1 Advise the Executive Council
 - 8.5.2 Be a non-voting member of the Executive Council
 - 8.5.3 Give the Alliance a good reputation
 - 8.5.4 Influence funders, partners, government and institutions
- 8.6 The Executive Council may appoint some of its members to be Directors to lead certain objectives and functions of the Alliance
- 8.7 The Executive Council may appoint staff of the Alliance
- 8.8 The Executive Committee shall maintain confidentiality as required to protect the organisation's information from time to time and shall cause members to do the same

9. Duties of office bearers

- 9.1 President's duties shall be to:
 - 9.1.1 Be the Chairperson of EAA, who shall preside at the Annual General Meeting, Special General Meetings, and meetings of the Executive Council.
 - 9.1.2 Shall be ex-officio member of all committees of EAA

- 9.1.3 Lead in operational planning
- 9.1.4 Call for monthly meetings in consultation with the Secretary General
- 9.1.5 Supervise directors
- 9.1.6 Sign certificates of appreciation, awards and membership
- 9.1.7 Joins the disciplinary committee
- 9.1.8 Spokesperson of the Alliance
- 9.1.9 Ensuring organizational plans and policies are being followed
- 9.1.10 Leading monitoring and evaluation
- 9.2 Regional Vice-Presidents's duties are:
 - 9.2.1 Assist the President in his/her duties
 - 9.2.2 Preside at meetings in the absence of the President and may be delegated to represent the President.
 - 9.2.3 In the event of the resignation, death or removal of the President, the Regional Vice-President appointed by the Executive Council shall act as President until the next AGM
 - 9.2.4 To translate the policies of EAA into activities relevant to the member countries operating in the region
 - 9.2.5 To raise funds for regional programmes
 - 9.2.6 To articulate the interest of the member countries and organizations.
 - 9.2.7 To propose potential regional activities on which regional programmes can be based
 - 9.2.8 To identify networking needs of the region.
 - 9.2.9 Represent the organization in their regions
 - 9.2.10 Recruit members including clients and professionals in their regions
 - 9.2.11 Identify and communicate with partners in their region including regional bodies, government ministries and relevant non-government organisations
 - 9.2.12 Initiate, organize workshops and webinars in their region
 - 9.2.13 Provide a report of their region at the AGM and in the annual report
 - 9.2.14 Organise at least two (2) meetings a year a year in your region where you give reports and updates and gather feedback from the region.
- 9.3 Secretary General's duties shall be to:
 - 9.3.1 Manage email account, social media and website
 - 9.3.2 To be the direct point of contact for partners on all matters relating to the Alliance communication work

- 9.3.3 Manage the day to day communication functions of the Alliance
- 9.3.4 Taking minutes at meetings and distributing them
- 9.3.5 Sign certificates with the president
- 9.3.6 Recruit and register members and partners
- 9.3.7 Compile the annual report
- 9.3.8 Organise annual awards (AA)
- 9.3.9 Organise annual general meeting (AGM)
- 9.3.10 Such other secretarial matters as the Executive Council may from time to time prescribe

9.4 Treasurer's duties shall be to:

- 9.4.1 Operate the EAA bank account that shall be based in a country determined by the Executive Council
- 9.4.2 Remind members to pay membership fees and issue invoices
- 9.4.3 Receive membership fees and issue receipts
- 9.4.4 He/she shall receive, on behalf of EAA, all funds, paid to EAA for whatever purposes and shall be accountable for these funds to the Executive Council.
- 9.4.5 Provide monthly statements to the executive Council and annual report to members
- 9.4.6 Be a signatory to the account and to process deposits, withdrawals or transfers
- 9.4.7 Communicate with the bank
- 9.4.8 Seek funding opportunities and create applications

9.5 Additional members of council duties shall be to:

- 9.5.1 Attend and contribute to Executive Council meetings
- 9.5.2 Suggest and develop funding strategies
- 9.5.3 Vote in Executive meetings
- 9.5.4 Be assigned work by the President, for example, being a director, committee leader or coordinator or chairperson or member of a taskforce
- 9.5.5 Assist the VP in your region
- 9.5.6 Generally, to contribute to the growth of the Alliance

10. Qualification, nomination, election, term of office, disqualification of the Executive Council

- 10.1 To be qualified for nomination, a person shall have no pending criminal record and be of sound mental capacity to make decisions

- 10.2 Executive Council members shall be nominated by another member from registered and paid up members of the Alliance
- 10.3 The Executive Council shall be elected by a registered and paid up member
- 10.4 Elected positions shall be for three (3) years but the President, Secretary General and Treasurer shall be eligible to be nominated for a second consecutive term of three years
- 10.5 The Vice-Presidents and additional members of council can be re-elected for a maximum four (4) consecutive terms
- 10.6 An elected member shall cease to be a member after:
 - 10.6.1 Failing to attend four (4) consecutive meetings without an apology received by the President
 - 10.6.2 He/she conducted him/herself consistently in a manner which has or is highly likely to bring EAA, the Executive Council or a person's office into disrepute
 - 10.6.3 He/she has engaged intentionally in any action, which is expressly contrary to the established policies or objectives of EAA.
 - 10.6.4 Having a pending criminal record
 - 10.6.5 Gross dishonesty, misrepresentation or embezzlement
 - 10.6.6 Failing to prove that they are of a sound mental capacity to make decisions
- 10.7 The past president shall be invited to join the Executive Council for one year as a non-voting member

11. Meetings

- 11.1 The Alliance shall have meetings as follows:
 - 11.1.1 Executive Council meetings
 - 11.1.2 The quorum of Executive Council meetings shall be five (5)
 - 11.1.3 The meeting shall be chaired by the President and when absent, those available shall choose one of the Vice-Presidents to chair
 - 11.1.4 Executive Council meetings shall be done at least once a month
 - 11.2 Members meeting
 - 11.2.1 The quorum shall be all members present at the meeting
 - 11.2.2 Members meeting shall be done at least twice a year
 - 11.2.3 The meeting shall be chaired by the President and when absent, those available shall choose one of the Vice-Presidents to chair
 - 11.2.4 Meeting

- 11.3 Committees or taskforces meetings
 - 11.3.1 The frequency of these meetings shall be determined in the terms of reference of the committee or taskforce
 - 11.3.2 The meetings shall be chaired by the chairperson of the committee or task-force
- 11.4 Annual general meeting
 - 11.4.1 Shall be done in December each year or not more than two weeks in the new year
 - 11.4.2 Notice and agenda of this meeting shall be given to all members at least one month before the date
 - 11.4.3 The quorum for this meeting shall be 50% of all paid up members
 - 11.4.4 When a quorum is not achieved the meeting shall proceed but all voting shall be postponed to after a month
- 11.5 Meetings can be online, via phone, face-to-face or combined

12. Funds

- 12.1 Funds of the Alliance shall come from membership fees and donations, grants and fees from services provided by the Alliance
- 12.2 The funds of the Alliance shall only be used for the following purposes:
 - 12.2.1 To further the objectives of the Alliance
 - 12.2.2 To pay the expenses for the day-to-day management of the Alliance's affairs.
 - 12.2.3 Pay fees for consultants hired by the Alliance and salaries for staff employed by the Alliance
- 12.3 Moneys and funds shall be received by and paid to the Treasurer and shall be deposited by him/her in the name of the Alliance in any bank approved by the Executive Council
- 12.4 No payments shall be made out of the bank account without a resolution of the Executive Council authorizing such payment and all cheques on such bank account shall be signed by the Treasurer or the Assistant Treasurer and two other office bearers of the Alliance who shall be appointed by the Executive Council
- 12.5 The Executive Council shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Alliance and shall have the power to appoint another person in his place. Such suspension shall be reported to a general meeting to be convened on a date not later than two months from the date of such suspension and the general

meeting shall have full power to decide what further action should be taken in the matter

12.6 The financial year of the Alliance shall be from the 1st January to 31st December

13. Accounts and Auditing

13.1 An auditor shall be appointed for the following year at the annual general meeting

13.2 Each auditor shall not be appointed for more than three times continuously

13.3 All the Alliance's accounts, records and documents shall be opened to the inspection of the auditor at any time

13.4 The Treasurer shall produce an account of his/her 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 three months before the date of the annual general meeting.

13.5 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 Alliance in what respect they are found to be incorrect, unvoiced or not in accordance with the law

13.6 A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice convening the annual general meeting is sent out

13.7 An auditor shall be paid such honorarium for his/her duties as shall be resolved by the annual general meeting appointing him

13.8 No auditor shall be an office bearer or a member of the Council of the Alliance

13.9 The books of accounts of the Alliance shall be available for inspection at its registered office by any officer or member of the Alliance on giving not less than seven days' notice in writing to the Alliance

14. Common seal

14.1 The common seal of the Alliance shall be kept in the custody of the Authorized Sealing Officer (ASO)

14.2 The Executive Council shall appoint one of its elected officials as an Authorised Sealing Officer (ASO)

- 14.3 Appointment of ASO shall happen during the first meeting after the Executive Council is elected into office
- 14.4 The ASO shall hold the position at the discretion of the Executive Council and a meeting shall be called anytime to remove the responsibility of an ASO.
- 14.5 The common seal of the Alliance shall be used only as provided in these Rules
- 14.6 The common seal can only be put on a document authorised to be sealed by resolution of the Executive Council
- 14.7 After authorization, the ASO shall only seal in the presence of the President or Secretary General, either face to face or online.
- 14.8 When a seal has been used, it should be noted in writing as follows: “This common seal of Epilepsy Alliance Africa (EAA) was affixed here after a resolution of the Executive Council and was affixed in the presence of.....(Put the name and position)
- 14.9 After sealing, the Secretary General shall keep a record of the document sealed
- 14.10 The Executive Council may make further rules about the Common Seal and such rules must be consistent with the constitution

15. Amendment of the constitution

- 15.1 The constitution can be amended as follows:
 - 15.1.1 A registered and paid up member submits a resolution to amend the constitution stating the amendments and reasons
 - 15.1.2 The resolution shall be supported by two other registered and paid up members.
 - 15.1.3 The resolution shall be discussed in a meeting chaired by the President
 - 15.1.4 Amendments to the constitution of the Alliance shall be approved by at least a two-thirds majority of members through email or at a general or annual general meeting of all members
- 15.2 Amendments cannot; however, be implemented without the prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers

16. Dissolving the Alliance

- 16.1 The quorum of a meeting to dissolve the Alliance shall be 75% of all members
- 16.2 The Alliance shall cease to operate when so decided by 75% of members.

- 16.3 If there is no quorum, a second meeting shall be called in a month's time
- 16.4 The quorum for this second meeting shall be the number of members present
- 16.5 When the dissolution of the Alliance has been approved by the Registrar, no further action shall be taken by the Council or any office bearer of the Alliance in connection with the aims of the Alliance other than to get in and liquidate for cash all the assets of the Alliance
- 16.6 Subject to the payment of all the debts of the Alliance, the balance there of shall be distributed in such other manner as shall be resolved by the meeting at which the resolution for dissolution is passed

Signed by the legal representative

Full Name:Signature:on
 this day month year.....

Signed

Taurai Kadzviti; Signature on this day month year.....
Trustee Chair

Samuel Chigamba; Signature on this daymonth year.....
Secretary General