

**AFRICAN RESEARCH INTERGRITY**  
**NETWORK (“ARIN”)**



**THE CONSTITUTION**

**ADOPTED JUNE 2022**

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## **ARTICLE 1: NAME**

The name of the Organisation shall be the African Research Integrity Network (**ARIN**) hereinafter referred to as “**The Organisation**”.

## **ARTICLE 2: MAIN OBJECTIVES**

The overall goal of **the Organisation** will be to nurture a culture of integrity in African researchers, institutions, and decision-makers, guided by African perspectives, values and inclusive thinking. The Organisation will achieve this through the following objectives:

- a. To sustain dialogue, engagement, and networking among African role-players and stakeholders of Research Integrity (RI).
- b. To develop a better understanding of, and sensitize people about, the conditions for RI in African scholarship.
- c. To share relevant information and resources on RI.
- d. To build and nurture capacity and leadership in RI for Africa.
- e. To contribute to the development of research integrity policies and guidelines for Africa.
- f. To promote collaboration with international counterparts in pursuit of the above.

## **ARTICLE 3: VALUES**

The values of the Organisation are anchored in the overarching value of Integrity. The specific values that underpin ARIN include:

- a. Cultural identity and sensitivity (Ubuntu, Respect)
- b. Professionalism (Rigour, Responsibility,)
- c. Fairness (Partnership, Collegiality, Collaboration)
- d. Honesty (Transparency, Responsiveness)
- e. Accountability (Trustworthiness, Reliability)

## **ARTICLE 4: APPOINTMENT OF THE MANAGEMENT COMMITTEE (BOTH INTERIM AND ELECTED)**

In this document there is a distinction made between an *Interim Management Committee* and an *Elected Management Committee*. The Interim Management Committee is a preliminary management structure that will be implemented to assist with the formalisation of the Organisation. Its constituency should be decided upon by

consensus of the Constitution working group, for a specific term. As such, it has been decided that the current Steering Committee of the Organisation will act as the Interim Management Committee, until the first General Meeting of the Organisation.

The Interim Management Committee will be responsible to arrange for the nominations and election of an official Elected Management Committee at the first General Meeting, through communication with the members of the Organisation.

- a. The Elected Management Committee is responsible to set up and appoint the Executive **Committee and the Board as will be discussed under section 5.**
- b. The first Elected Management Committee must include at least one third (1/3) of the members of the Interim Management Committee on the Board or the Executive Committee, to ensure continuity and “institutional memory”. Future Elected Management Committees should implement their own strategy to ensure continuity and institutional memory.
- c. The Elected Management Committee should decide on a specific term associated with membership on the Executive Committee or the Board, but there may be *ex officio* positions that can be held indefinitely.
- d. The Elected Management Committee must set up a clear Standard Operating Procedure (SOP) for the manner in which members will be appointed to the Elected Management Committee, the Board, and the Executive Committee. This SOP should include guidance on election procedures, co-opting of members for *ad hoc* and sub-committees, and the assignation of alternates.

## **ARTICLE 5: DESCRIPTION OF THE MANAGEMENT STRUCTURE**

There will be a core group of office bearers made up of the Chairperson, the Vice-chairperson, the Secretariat, and the Treasurer. This core group will be referred to as the “Elected Management Committee”. These individuals in turn are the core members of the two suggested overarching committees namely:

- a. An advisory board which includes the aforementioned core group and a group of respected “Advisors” (well-respected and experienced individuals in the field of research integrity) who are responsible for advising on the direction and focus of the Organisation, who will be referred to as the “Board”.
- b. An executive committee which consists of the aforementioned core group and other elected or co-opted members of the Organisation, who are responsible for the executive functioning of the Organisation e.g., registration of the Organisation as a legal entity, setting up of standard operating procedures, management of membership etc. This group will be referred to as the “Executive Committee”.

The constituency and the structure of the Board and the Executive Committee must be decided on by the Elected Management Committee, but both the Board and the Executive Committee should at a minimum, consist of the office bearers of the Elected Management Committee and 1 additional person. The Elected Management Committee should take gender, ethnicity and regional representation into account when setting up the Board and Executive Committee.

The day-to-day affairs of the Organisation shall be managed by the chairperson, and the rest of the Elected Management Committee, who shall be in charge of the Organisation's affairs.

The Elected Management Committee may pay all expenses incurred in setting up and registering the Organisation and may exercise such powers of the Organisation as to reach the objectives of the Organisation. However, these powers do not extend to the powers, as are indicated in this constitution, being held by a General or Extraordinary Meeting.

No regulations made by the Organisation during a General Meeting, shall invalidate any prior act of the Elected Management Committee, which would have been valid if such regulations had not been made.

## **ARTICLE 5: ALTERNATES**

It is possible that specific members of the aforementioned structures i.e., Elected Management Committee, Executive Committee or Board, may be unable to be present for a specific meeting. As such, it is required that a pool of 3-4 alternate members is appointed, who can act in the place of any members that are unable to be present for a meeting.

Such appointees shall be entitled to exercise all the rights and powers of a member of the specific management structure that they are representing. A single person can act as an alternate for any of the members of the aforementioned structures, but may only represent one member, in any given action.

The identification of this pool of alternate members should take place after the determination of the actual members of the Elected Management Committee, the Executive Committee, and the Board, but before the first official meeting of these structures. The Secretariat should be notified electronically, who the alternate members will be. The names of the alternate members will be placed on the agenda of the first meeting of the specific committee and will officially be appointed and ratified during this meeting. When an alternate member is needed, the Secretariat will assign an individual from the pool of alternate members. If the Secretariat will not be able to attend a

meeting, then they must assign an appropriate alternate member to take over their responsibilities during the meeting. If the Secretariat is unavailable, for whatever reason then the chairperson can make the decision.

## **ARTICLE 7: ELECTION OF THE OFFICE BEARERS ON THE ELECTED MANAGEMENT COMMITTEE**

The Organisation shall at the General Meeting (occurrence of meetings to be determined by the Interim Management Committee) elect from its members the Chairperson, Vice chairperson, Secretariat and Treasurer. The above office bearers shall hold office until the next General Meeting where they will be eligible for re-election for another term. An office bearer, will however, only be eligible to hold office for two consecutive terms, after which a new member must be elected.

If a member of the Elected Management Committee, during their term of office, should cease to be a member of the Organisation, resign from office, or die, the remaining members of the Elected Management Committee shall co-opt one of the members from the Organisation to hold office until the next General Meeting when a new office bearer shall be elected.

## **ARTICLE 8: DUTIES OF OFFICE BEARERS**

**The Chairperson** shall:

- a. Represent and act on behalf of the Organisation generally.
- b. Act as the spokesperson for the Organisation.
- c. Do all such acts as may be necessary for the efficient running of the Organisation's affairs.
- d. Chair all meetings of the aforementioned management structures and all general meetings (In their absence, the Vice-chairperson shall chair the meeting).
- e. Keep full, complete, and up-to date records of the Organisation's affairs.
- f. Provide general guidelines related to the affairs of the Organisation.

**The Vice-chairperson** shall:

- a. Assist the Chairperson with the completion of their duties as indicated previously.

- b. Chair all meetings of the aforementioned management structures and all general meetings, which the Chairperson cannot attend.
- c. Be responsible for the management of any *ad hoc* projects assigned to them by the Chairperson.

**The Secretariat shall:**

- a. Keep minutes of the meetings of the aforementioned management structures and the General Meetings.
- b. Carry out all correspondence and publicity on behalf of the Organisation.
- c. Arrange for meetings of the Organisation on instructions of the Chairperson, in Special circumstances, on the instructions of General Meetings.
- d. Be responsible for the management of any communication with the members.

**The Treasurer shall in general**

- a. Ensure that proper accounting procedures are adhered to, and shall:
- b. Keep on a proper accounting basis, all the financial records of the Organisation.
- c. Open a bank account on the advice of the Management Committee and ensure that all drawings from the account are countersigned either by the Chairperson or the vice-chairperson.
- d. Provide reports on the financial statement of the Organisation and audited accounts to the General Meeting.
- e. Be responsible for the management of the administration related to members.

## **ARTICLE 9: REMOVAL OF MEMBERS OF THE EXECUTIVE COMMITTEE OR BOARD**

The Board or Executive Committee may, by two-thirds resolution (following due process) remove any member of their body, from office, that has been determined to be neglectful of their duties, has made themselves guilty of any form of misconduct, or have acted in a manner that lacks integrity. If such a member should be aggrieved at their removal, they may appeal to an Extraordinary General Meeting to be called for by the Chairperson, for this purpose.

In the meantime, they shall cease to act as a member of the Board or the Executive Committee. This individual will also not be able to hold any other office in the Organisation.

If the removed individual is not an office bearer as previously defined, then the chairperson can replace the individual following the appropriate mechanisms. A similar process can be followed if a member of the Executive Committee or the Board resigns or dies.

If the person is an office bearer, then the chairperson can assign the position to another member in the interim until the next General Meeting, where the election of a new office bearer must be undertaken as per the process discussed **under section 7.**

## **ARTICLE 10: FORMATION OF AD HOC AND SUBCOMMITTEES**

The Board or Executive Committee may delegate any of its powers to *ad hoc* and subcommittees consisting of such members of the Organisation as it sees fit. Any *ad hoc* or subcommittee formed in this manner, shall in the exercise of the powers delegated to it, conform to any regulations prescribed by the Board or the Executive Committee. Any *ad hoc* or sub-committee must be chaired or co-ordinated by a member from the Executive Committee or Board. The meetings and proceedings of such *ad hoc* or subcommittee(s) shall be governed by the provisions of this constitution as outlined for the Board and the Executive Committee.

## **ARTICLE 11: TERMINATION OF MEMBERSHIP OF THE BOARD OR EXECUTIVE COMMITTEE**

An elected member of the Board or the Executive Committee shall cease to be a member of the Organisation and will have to vacate their position on the Board or Executive **Committee if:**

- a. a court order is made against them, by a legal body.
- b. they are diagnosed by a medical professional of either being mentally or physically unfit to serve as a member.
- c. they fail to attend 3 consecutive meetings of the Board or the Executive Committee without a written apology or reason provided.
- d. they serve notice, in writing, of their resignation from the Board or the Executive Committee.
- e. they are removed from office by a resolution duly passed under this constitution.



- f. they are removed from the membership of the Organisation, pursuant to a resolution made by the Organisation.
- g. a member has been determined to not be adhering to the values of the Organisation (as indicated under section 3) or a future Code of Conduct, as set up by the Elected Management Committee.

## **ARTICLE 12: INDEMNITY OF MEMBERS OF THE BOARD AND THE EXECUTIVE COMMITTEE**

All office bearers and members of the Board or the Executive Committee, as well as any additional members that are co-opted as part of an *ad hoc* or sub-committee shall be indemnified against all cost, losses, and expenses which such a person may incur or become liable for by reason of any contract entered into, or act or thing done by the member or office bearer in good faith, during the discharge of their duties, including traveling expenses.

Where payment is due, it shall be the duty of the Elected Management Committee, to settle such payment out of the funds of the Organisation. The Board may give to any member or office bearer of the Organisation who has incurred, or may be about to incur, any liability at the request or for the benefit of the Organisation, such security by way of indemnity as it may think proper. The expectation from the Organisation, however, is that these duties are undertaken with professionalism and integrity by the member or office bearer, as gross misconduct or negligence will not be covered by indemnity.

### **Insurance premiums**

Since members and/or office bearers may undertake responsibilities, on behalf of the Organisation that could potentially result in legal liability, it is the responsibility of the Organisation to initiate appropriate indemnity insurance for these members. The Organisation is responsible for the payment of this premium. This responsibility does not, however, extend to individuals that are removed from the Board or Executive Committee or from the membership of the Organisation.

## **ARTICLE 13: MEMBERSHIP**

The Interim Management Committee should define certain standards of membership e.g., members must be interested in research integrity, members must be in good standing, etc.

The Interim Management Committee should define different levels of membership such as student membership, institutional membership, full individual membership, lifetime membership etc. The Interim Management Committee should define what constitutes each of these categories as well as the dues associated with each

The Interim Management Committee should set up a Code of Conduct to be signed by members before they are allowed to join the membership. This code should include what will happen if a member acts in a manner that misaligns with the Code of Conduct e.g., it has to indicate if the individual will be removed as a member of the Organisation, what this removal will imply, what penalties will be enforced etc.

The Interim Management Committee should determine the manner in which they will handle lapsed memberships e.g., will these individuals be followed up or will they be removed from the membership of the Organisation.

The Interim Management Committee should set up a Standard Operating Procedure, that provides a description of how people can become members. This document should include references to:

- a. The fact that prospective members need to complete a code of conduct form, which clearly states that they subscribe to the appropriate values of research integrity.
- b. The fact that a modest fee will be required to join the membership of ARIN i.e., it should not be free, but it should be affordable. The costing of a membership fee should be decided on by the Interim Management Committee and may be based on members' inputs.
- c. The fact that the members need to renew membership every year.
- d. Provide clear reference to the various aspects regarding legislation with respect to protection of personal information and how these will be managed.
- e. The fact that the management structure has the ultimate deciding vote of whether someone can be a member and should also be able to decide if a member should be deregistered.

## **ARTICLE 14: TERMINATION OF MEMBERSHIP OF THE ORGANISATION**

A member of the Organisation shall cease to be a member **if**

- a. they serve notice, in writing, of their resignation as a member of the organisation.

- b. they are removed from the membership of the Organisation, pursuant to a resolution made by the Organisation.
- c. a member has been determined to not be adhering to the Code of Conduct of the Organisation.
- d. an individual is found to be guilty of a crime by a court of law. (It should, however, be noted that their membership will be suspended, during the period of the trial, after which a decision will be made by the Elected Management Committee regarding the re-instatement of their membership).

Additionally, an office bearer shall be removed if:

- e. they are diagnosed by a medical professional of either being mentally or physically unfit to serve as an office bearer.

## **ARTICLE 15: MEETING, QUORUMS AND PROCEEDINGS OF THE BOARD AND THE EXECUTIVE COMMITTEE**

The Board or Executive Committee may meet for the dispatch of business, adjourn, and otherwise regulate their meetings as agreed upon during their first duly constituted meeting. The quorum necessary for the transaction of business shall be more than half of the members of the Board or Executive Committee.

Decisions made by the Board, or the Executive Committee will firstly be reached by discussion, followed by reaching consensus. Should a decision not be reached by consensus, the Board or Executive Committee will proceed with voting for an outcome. If this is the case, the Chairperson shall not have a regular vote but will have a casting vote in the case of a tie.

## **ARTICLE 16: CALLING OF MEETINGS OF THE ORGANISATION**

### **Regular Meetings**

There will be at least 3 regular meetings per year (1 by the Board, 1 by the Executive Committee and 1 for the General meeting as indicated under section 17 (occurrence to be determined by the Interim Management Committee). The Board and Executive Committee may, in turn, decide to arrange additional meetings to ensure effective management. These dates will be agreed upon in advance on an annual basis.

All regular meetings of the Board or the Executive Committee, shall be summoned by the Secretariat, acting in consultation with the Chairman, by giving at least 21 calendar days' notice, accompanied by the proposed agenda. As far as possible, the Annual

General Meetings should be scheduled according to the timetable of appropriate conferences.

### **Extraordinary Meeting**

A member of the Board or the Executive Committee may request for an extraordinary meeting, and on the request of at least a quarter of the active members of the Board or Executive Committee, the Secretariat shall at any time summon a meeting of the Board or the Executive Committee, providing at least twenty-one (21) calendar days of notice to the members of the Board or the Executive Committee, with an indication of the proposed agenda.

### **Round robin process**

When dealing with time-sensitive matters, or other matters that require an immediate response, the Board or the Executive Committee can opt for such matters to be handled via an electronic round-robin process. Consensus must be obtained from a quorum (more than 50%) of the Board or Executive Committee.

## **ARTICLE 17: GENERAL MEETINGS**

The Organisation shall in each calendar year hold a General Meeting referred to as the Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than twelve months should elapse between the date of one Annual General Meeting of the Organisation and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint. There is no designated format for these Annual General Meetings, meaning that they can be held in a face-to-face manner or virtually, or a hybrid of both formats, as determined by the Elected Management Committee.

The Annual General Meeting shall be referred to as such, with all other general meetings being referred to as Extraordinary General Meetings.

## **ARTICLE 18: CONVENING EXTRAORDINARY GENERAL MEETINGS**

The Board or Executive Committee may, whenever required, convene an Extraordinary General Meeting.

The Board shall also, on the signed request of at least one quarter of the members of the organisation, proceed to convene an Extraordinary General Meeting, provided that the signed request provides justification for the objective of the meeting. The request must be submitted to the Secretary and copied to the Chairperson electronically.

## **ARTICLE 19: NOTICE OF GENERAL OR EXTRAORDINARY MEETINGS**

At least twenty-one (21) calendar days' notice (exclusive of the day on which the notice is served), should be given for an Annual or Extraordinary General meeting, specifying the place, the day, and the hour of the meeting of the Organisation. The accidental omission to give notice to or the non-receipt of a notice of a meeting by any person entitled to receive such a notice shall not invalidate the proceedings of that meeting.

## **ARTICLE 20: PROCEEDINGS AT GENERAL MEETINGS**

All business shall be deemed special (topics not related to the day-to-day management of the Organisation) that is discussed at either an Extraordinary General Meeting or an Annual General meeting with the exception of the consideration of the accounts and balance sheets, the reports of the Board, Executive Committee and the Auditors, the elections of the Board or Executive Committee, the appointment of auditors, and the fixing of the remuneration of the Auditors. No business shall, however, be discussed at any general meeting unless a quorum of members is present at the time when the meeting proceeds. Quorum is considered to be more than 50% of the membership.

If a quorum is not present (more than 50%), within half an hour from the time appointed for the meeting, the meeting as convened by the request of the members shall be dissolved. A new meeting should be scheduled as soon as possible

The Chairperson, or in their absence, the vice-chairperson, shall preside over every General Meeting. If these office bearers are absent for longer than 15 minutes after the time the meeting was scheduled to start, the members of the Organisation present shall designate either the Secretary or an eligible member to act as the Chairperson at that meeting only.

The chairperson of any meeting at which a quorum (more than 50%) is present may, with the consent of the meeting, adjourn the meeting to a different time or place, but no business shall be discussed at this meeting other than the business that was left unfinished during the initially adjourned meeting. When such adjournment extends to more than 30 calendar days since the originally scheduled date of the meeting, notice of

the adjourned meeting shall be given as required for both General and Extraordinary Meetings.

## **ARTICLE 21: VOTING AT GENERAL MEETINGS**

Every member shall have one vote, provided that when there is a matter being discussed where a member has a potential conflict of interest, they shall not be entitled to vote on the matter at hand, although they may be present at the meeting. If the Chairperson requires them to withdraw during the discussion, then they should withdraw accordingly. It is the responsibility of the member to inform the chairperson of any conflict of interest, at the beginning of the meeting, at which the matter will be discussed. If the chairperson has a conflict of interest regarding a matter to be discussed, it is expected that they will stand down for the discussion of that matter. In such a case, the vice-chairperson will stand in to chair the discussion.

When undertaking a poll (face-to-face or virtually), votes may be given personally or by proxy, provided that the method by which the proxy is given, is in writing. A proxy needs to be a member of the Organisation and no person shall be entitled to be appointed as a proxy for more than one absent member.

The secretary must be notified electronically of the nomination of a proxy, not less than 48 hours before the time of the meeting, or the adjourned meeting, at which the matter for voting will be discussed.

At any General Meeting, a matter put to a vote at the meeting shall be decided upon by a secret ballot, if the meeting is undertaken in a face-to-face manner. The outcome of the ballot must, however, be made public to all present and recorded in the minutes of the meeting. In the case of virtual meetings, an anonymous online poll will be undertaken of all the members present, whereafter, the outcome must be made public to all present and noted in the minutes of the meeting. The election of the office bearers or the decision to adjourn a meeting will also be handled in the aforementioned fashion.

The chairperson does not have an ordinary vote during the aforementioned voting processes, however, in the case of an equality of votes, whether by secret ballot physically or an anonymous poll electronically, the Chairperson, shall be entitled to have a casting vote to break the tie.

## **ARTICLE 22: CORPORATIONS OR ASSOCIATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

Any corporation or association which is a member of the Organisation may, by resolution of its directors or other governing body, indicate an officer of the corporation or association, who will be duly authorized to act as its representative at any General or Extraordinary meetings of the Organisation. This indication must be sent electronically to the Secretary of the Organisation, fourteen (14) calendar days before the meeting.

The person so authorized shall not be entitled to vote on aspects at a General or Extraordinary meeting, on behalf of the corporation or association, but will still retain their own right to vote, as a member of the Organisation.

## **ARTICLE 23: FUNDS AND RESOURCES UTILIZATION**

The funds and assets of the Organisation shall be applied solely towards the promotion of the objectives of the Organisation as set forth in this constitution; and no portion thereof shall be paid or transferred directly, or indirectly by way of dividend, gift bonus or otherwise by way of profit to the members of the Organisation, provided that nothing herein shall prevent the reasonable and proper remuneration to any office bearer, Board member, Executive Committee member or member of the Organisation, in return for any services actually rendered to the Organisation, *provided* also that no member of the Board or the Executive Committee of the Organisation shall be appointed to any salaried office of the Organisation or any office of the Organisation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Organisation to any such Board or Executive Committee member, except for the repayment of out-of-pocket expenses.

## **ARTICLE 24: DISCLOSURE OF INTEREST IN CONTRACTS**

A member of the Board or the Executive Committee, who in any way, whether directly or indirectly, has a conflict of interest regarding a contract or proposed contract with the Organisation, must disclose the nature of their interest at a meeting of the Board or Executive Committee, a general meeting, or an extraordinary meeting, at which the question of entering into the contract is taken into consideration.

A member of the Board or the Executive Committee shall not vote in respect of any contract or arrangement in which they may have a conflict of interest and if they should do so, their vote shall not be counted.

## **ARTICLE 25: ACCOUNTS**

It shall be the work of the Treasurer to ensure that the accounts are kept especially with regard to:

- a. the sums of money received and expended by the Organisation and the manner in which such receipts and expenditures take place
- b. the assets and liabilities of the Organisation.

The books of accounts shall be kept in such a manner as the Elected Management Committee sees fit e.g., in hard copy at a central office or electronically by making use of restricted-access virtual end-to-end encrypted servers. Access in whichever form, will be granted where needed to allow for inspection by members of the Board or Executive Committee and Auditors, during business hours.

At the Annual General Meeting each year, the Treasurer shall lay before the members present a proper income and expenditure account for the period since the last preceding account.

A proper Balance sheet, as at the date on which the income-expenditure account is made up, shall be prepared every year, and laid before the members present at the Annual General Meeting. Each such balance sheet shall be accompanied by proper reports of the Treasurer and the Auditors/Qualified Accountants.

Copies of the income and expenditure account, balance sheet and reports, all of which shall be framed in accordance with any statutory requirements, and of any other documents required by law to be annexed or attached thereto or to accompany the same, will be made available at least twenty-one (21) calendar days before the date of the Annual General Meeting. These documents should be sent to the Auditors/Qualified Accountants as well as all other persons entitled to receive notices of such meetings in the prescribed manner (This will be determined based on the decision made regarding where the Organisation will be registered and what the statutory requirements are for this country.)

## **ARTICLE 26: AUDITORS / QUALIFIED ACCOUNTANT**

The Organisation shall at each Annual General Meeting appoint an Auditor / Qualified Accountant or Auditors / Qualified Accountants to hold office until the next Annual General Meeting. A member of the Board, Executive Committee or another office bearer of the Organisation shall not qualify to be appointed as the Auditor / Qualified Accountant of the Organisation.



The Board or Executive Committee may fill any casual vacancy in the office of the Auditor / Qualified Accountant, but while any such vacancy exists, the continuing Auditor / Qualified Accountant, if any, may act.

The remuneration of the Auditors / Qualified Accountants of the Organisation shall be fixed at the Annual General Meeting, except that the remuneration of any Auditors / Qualified Accountants appointed to fill any casual vacancy may be fixed by the Elected Management Committee if needed. Choice of the Auditor / Qualified Accountant is dependent on the submission of a quotation with the corporate profile of the Auditors / Qualified Accountant, which will be presented at the Annual General Meeting.

Every Auditor / Qualified Accountant of the Organisation shall have a right to see all relevant vouchers and shall be entitled to access the books and accounts as is required from the Board and the Executive Committee.

The Auditors / Qualified Accountants shall make a report to the members of the accounts examined by them and on every balance, sheet laid before the Organisation at its Annual General Meeting during their tenure of office, and the report shall state:

- a. Whether or not they have obtained all the information and explanations they have required; and
- b. Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Organisation's affairs.

(This will be determined based on the decision made regarding where the Organisation will be registered and what the statutory requirements are for this country.)

## **ARTICLE 27: ARBITRATION CLAUSE**

As is supported by this Constitution, the decision of the Elected Management Committee is final. If at any time, any dispute, difference or question shall arise between the Elected Management Committee, the Board, the Executive Committee, the ad hoc/sub-committees or the members of the Organisation respectively, with regard to the meaning or effect of this Constitution or any cause or thing therein contained, or the rights or liabilities of the aforementioned parties, then such a dispute or question shall be resolved by the Elected Management Committee, and if such an agreement cannot be reached, it will be resolved by the Chairperson.

(This will be determined based on the decision made regarding where the Organisation will be registered and what the statutory requirements are for this country.)

## **ARTICLE 28: FINANCIAL YEAR**

The financial year of the Organisation will be determined by the Elected Management Committee and shall begin on the first day of the designated beginning month *e.g., January* and will end on the last day of designated final month *e.g., December* of every year or at such other time as the Board may from time to time determine.

(This will be determined based on the decision made regarding where the Organisation will be registered and what the statutory requirements are for this country.)

## **ARTICLE 29: AMENDMENTS TO THE CONSTITUTION**

The Organisation may by special resolution, pass, modify or repeal this constitution or adopt a new constitution or change the name of the Organisation, provided that no such alteration, amendment or modification shall be made, which shall impair or prejudice the effectiveness of the prohibitions contained in this constitution against distribution of income, property, and assets of the Organisation to the members.

The identification of a need to amend any aspect as previously stated is first discussed with the Chairperson. The Chairperson will assign a member of the Executive Committee to set up an initial draft of the change to be made. This draft is then discussed at the next meetings of the Board and the Executive Committee respectively, for discussion. Following these two meetings, the assigned member will integrate the feedback from the Board and the Executive Committee into the draft, and if needs be, will send it to the Board and the Executive Committee for final approval, via the round-robin process. Once approved, the draft is then placed on the agenda of the next Annual General Meeting, or if time is a limiting factor, an Extraordinary General Meeting can be called as indicated previously in this constitution. Following discussion of the draft at the Annual General Meeting or Extraordinary General Meeting, the designated member will again integrate any changes made by the members present at the Annual General Meeting or Extraordinary General Meeting. After these changes have been made, the final version of the change to be made, will be approved by the Chairperson (unless the members indicated that they would want to review the amendments made, in which case a round-robin input and/or endorsement will be obtained from the members), and sent to the Secretary for enactment.

## **ARTICLE 30: DISSOLUTION AND DISPOSAL OF PROPERTY**

The Organisation shall not be dissolved or wound up except by a resolution passed and voted for, at an Annual General Meeting where a quorum (more than 50%) of the members is present.

If no quorum is obtained, the proposal to dissolve or wind up the Organisation shall be submitted to a further General Meeting which shall be held one month later. Notice of this meeting shall be given to all members of the Organisation at least fourteen (14) calendar days before the date of the meeting. The office bearers should endeavour that a quorum (more than 50%) is present for this meeting. If a quorum cannot be reached for the second meeting, the meeting will proceed as if it is quorate. Any decision reached at this meeting will be sent to the broad membership for ratification via the round robin process. The members will be given two weeks to respond. A lack of response within two weeks, will be accepted as the member agreeing with the suggested decisions.

The Organisation will not be dissolved without prior consent in writing from the appropriate national regulatory body in the country of incorporation, obtained via a written application signed by three of the officials of the Organisation

## **ARTICLE 31: DISPOSAL OF RESIDUAL ASSETS ON WINDING UP OR DISSOLUTION**

If upon the winding up or dissolution of the Organisation, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed amongst the members of the Organisation but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the Organisation, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent, at least, as is imposed on the Organisations. *Provided* that such institution or institutions is or are to be determined by the members of the Organisation at or before dissolution.

## **ARTICLE 32: MEMBERS' CONTRIBUTION TO ASSETS ON WINDING UP**

The Organisation has to undertake that it is sufficiently insured to be able to cover the assets of the Organisation, in the event of its being dissolved or wound up, to ensure payment of the debts and liabilities of the Organisation, as well as the cost, charges and

expenses of dissolution or winding up. Members cannot be expected to contribute to any of the aforementioned costs.

(This will be determined based on the decision made regarding where the Organisation will be registered and what the statutory requirements are for this country.)

**Additional aspects raised by the Constitution working group that the Interim Management Committee will need to address:**

- a. The designation of the members on the Board and the Executive Committee
- b. The categories of membership and the associated dues
- c. The geographical spread of the executive offices (to avoid bias in the future and to ensure inclusiveness)
- d. The roles and responsibilities of the Organisation when organising conference
- e. The manner in which collaborations or partnerships will be handled
- f. The creation of national or regional chapters

**Document created by ARIN Constitution working group (May 2022)**

ARIN volunteers who actively participated in deliberations until May 2022):

<b>Name</b>	<b>Affiliation</b>	<b>Country</b>
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Mr Francis Kombe (Convenor)	ARIN steering committee	Kenya
Ms Limbanazo Matandika	ARIN steering committee	Malawi
Dr Robert McLaughlin	Public Health Institute (California)	United States and South Africa
Dr Christa van Zyl	ARIN steering committee	South Africa
Prof. Wayne Towers (Chair, scribe, and facilitator)	North-West University	South Africa