



African Mycological Association (AfriMA)

Constitution

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AFRICAN MYCOLOGICAL ASSOCIATION (AfriMA)

1.0 THE ASSOCIATION

1.1 Name

The name of the Association is "African Mycological Association", hereinafter referred to as 'the Association' or AfriMA.

1.2 Mission

The mission of the African Mycological Association is to promote the study and research of fungi, their impact and resources, particularly in Africa, and globally.

1.3 Vision

To be a leading association for research, information, and education in the study of fungi in Africa, and to facilitate networking opportunities for mycologists on the continent.

1.4 Objectives

The objectives of AfriMA, as a non-profit organization, are to:

- Encourage cooperation and collaboration amongst mycologists in Africa, and globally, and to promote scientific research and education in all aspects of mycology on the continent;
- Encourage the utilization of fungi in Africa for human and environmental benefits;
- Facilitate the mycology service delivery, mycological surveillance, workshops and laboratory training and conservation development;
- Facilitate the exchange of information between mycologists and mycological organizations;
- Promote mycology-related events and publications from members on various social platforms;
- Convene an African Mycological Congress (AfriMA) at regular intervals.

2.0 THE COUNCIL

2.1 Management

Subject to the Constitution and in conformity with the By-laws, the management of the affairs of the association shall be vested in the Council.

2.1.1 The Council shall meet annually from time to time to conduct the affairs of the Association.

2.1.2 At meetings of the Council, the quorum shall be six members.

2.2 Composition of the Council

2.2.1 The Council – The Council consists of ten members, of which eight members are elected and two (the Honorary Secretary and Honorary Treasurer) are appointed. A President and a Vice-President are appointed from the elected Council Members.

2.2.2 Office Bearers – The Office Bearers of the Council, who comprise the Executive Committee, shall be the President, the Vice-President, the Honorary Secretary, and the Honorary Treasurer.

2.3 Eligibility of Council Members

Members of the Council shall be Ordinary Full Members of the Association in good standing.

2.4 Election of Council Members

Members of the Council shall be elected in accordance with the By-laws.

2.5 Vacancies among Council Members

2.5.1 Any vacancy among elected members of the Council shall be filled by the candidate who obtained the greatest number of votes among the unsuccessful candidates at the previous election. Should there be no such unsuccessful candidate, the vacancy shall be filled by the Council through a by-election.

2.5.2 If an elected Office Bearer of the Council resigns their office, they shall automatically cease to be a Council Member. The Council shall have the authority to fill the vacancy. The person appointed by the Council shall be so domiciled as to permit the rest of the Executive Committee to function effectively.

2.5.3 Any vacancy filled by the Council as in article 2.5.1 shall be occupied by the new member only until the completion of the term of office of the retired member.

2.6 Election of Council Members

Council members will be elected in accordance with the By-laws.

2.7 Terms of office of Council Members

With the exception of the President, members of the Council shall hold office for three consecutive years, from the end of the General Meeting at which their election to the Council becomes operative, to the end of the General Meeting three years later. Ideally, three or four members shall retire in rotation, but shall be eligible for re-election. The maximum period any member may serve on the Council shall be two consecutive periods of three years, giving a total of six years, after which time a member may not stand for re-election until three years have elapsed. The immediate Past President is automatically a member of the Council for one further period.

2.8 Termination of Council Members

If a Council Member twice during their term of office fails to attend a meeting without an apology, the Council has the right to terminate the member as part of the Council and Clause 2.5.3 will become operative.

2.9 Executive Committee

The Executive Committee of the Council shall consist of the Office Bearers.

2.9.1 The quorum at meetings of the Executive Committee shall be three members.

2.9.2 The Executive Committee shall act on behalf of the Council in cases of emergency.

2.9.3 Any action taken by the Executive Committee shall be reported to the next Council meeting for approval by email.

2.10 Secretariat

The Council shall have the authority to appoint a Secretary and other officers and servants, and to remunerate them where necessary. Such Secretary, officers and servants shall hold office during the pleasure of the Council, and they shall perform such duties as the Council shall require.

2.11 Minutes

The Council shall cause minutes to be kept of the proceedings of all meetings of the Council, the Association, the Regional Branches, and the various Committees. The secretary will be responsible for keeping the minutes and all historical records.

2.12 Subscriptions

The Council shall have the authority to levy, fix, and amend membership fees and annual subscriptions subject to approval at a General Meeting.

2.13 Assets and accounts

All assets, property and funds of the Association shall be held and registered in the name of the Association. The Council shall have the authority to buy, sell, improve, manage, lease, mortgage or dispose of all payment of money, and to accept donations in furtherance of the Association's objectives. True accounts shall be kept of all funds received and expended by the Association and of the assets and liabilities of the Association. The Council shall have the authority to open such banking accounts as it deems necessary for the purposes of the Association. The Secretary or Treasurer shall administer the funds of the Association in accordance with the directions of the Council. The funds of the Association shall be applied solely for the promotion of the objectives of the Association.

2.14 Auditing of accounts

The accounts of the Association shall be audited at least once a year by two auditors who shall be appointed at each General Meeting for the ensuing year. No member or officer of the Association shall be eligible for the position of auditor. If any casual vacancy occurs in the office of auditor, it shall be filled by the Council.

2.15 Signatories

All documents and instruments required to be signed on behalf of the Association shall be signed by persons duly authorized by a resolution of the Council.

2.16 Report and accounts

At each General Meeting, the Council shall submit a Report on the affairs of the Association, together with an audited Statement of Revenue and Expenditure and a Balance Sheet made up to the latest 30 November each year.

2.17 Indemnity

Each member of the Council shall be accountable only in respect of their own actions and not for the actions to which they have not expressly assented, and no member of the Council shall incur any personal liability in respect of any loss or damage incurred through any act, matter or thing done, authorized or suffered by them, being done in good faith for the benefit of the Association, although in excess of their legal power.

2.18 Incorporation of kindred institutions

The Council may, upon receipt of a request to that effect from any organization with objectives kindred to those of the Association, arrange for its affiliation or incorporation into the Association on

such terms and conditions as may be agreed upon, provided that any such incorporation shall be subject to sanction by a Special General Meeting (see point 4.2) of the Association convened for the purpose.

2.19 Regional Branches

The Council may, at its discretion, and upon receipt of a written request signed by at least five Full Members resident in a specific Region in Africa, create a Regional Branch of the Association in such district. The affairs of such a Regional Branch shall be conducted in accordance with the Constitution and By-laws shall be subject to the control of the Council.

2.19.1 Dissolution of a Regional Branch – Any Regional Branch may be dissolved by a resolution of the Council to that effect, provided that six months' notice of its intentions is given. In the event of the dissolution of a Regional Branch, its affairs shall be completed, and its funds applied in such manner as may be directed by the Council. The application of funds and assets shall be governed by Article 4.8.2.

2.20 By-laws

The Council shall formulate By-laws, which must be consistent with the provisions of the Constitution, for the conduct of the business and management of the affairs of the Association; such By-laws may at any time be added to, repealed or amended by the Council. Any addition to, repeal or amendment of By-laws shall be subject to ratification by Full Members voting at a General Meeting.

2.21 Interpretation

In the case of doubt as to the meaning and import of any portion of the Constitution and By-laws, the interpretation of the Council shall be binding upon the members.

3.0 MEMBERSHIP, CATEGORIES of MEMBERSHIP and VOTING RIGHTS

Membership is open to all individuals and legal entities with an interest in mycology. The Council formally admits members, to be ratified by the General Assembly.

There are three main categories of membership:

3.1 Ordinary Members

3.1.1 Full Members

3.1.2 Student Members

3.2 Collective Members

3.2.1 Regional Member Mycological Organizations (RMMOs)

3.2.2 Sustaining Member Mycological Organizations (SMMOs)

3.2.3 Member Mycological Organizations (MMOs)

3.3 Honorary Members

3.1. Ordinary Members

3.1.1 Full Members - are mycologists or other qualified individuals by virtue of their work or accessory activities in mycology who pay their dues regularly and do not belong to another membership category. Their membership is approved by the Council annually. Individual Members pay a fee set by the General Assembly, either as part of the registration fee of an AfriMA Conference

or individually if not attending an AfriMA Conference. Individual Members have voting rights in the General Assembly and are eligible for all offices of the society.

3.1.2 Student Members – are students in any mycology related field. Their membership is approved by the Council after submission of proof of student status. Student Members pay a reduced fee set by the General Assembly. Student members have no voting rights in the General Assembly and are not eligible for offices of the society.

3.2 Collective Members

3.2.1 Regional Member Mycological Organizations (RMMOs) – are regional organizations representing mycology in different African countries. They may hold additional scientific meetings in the interim periods between AfriMA Conferences. RMMOs comprise a national representative of each MMO in the region. RMMOs pay no annual fee. A single voting representative of each RMMO is approved by the AfriMA General Assembly to the AfriMA Executive Committee for a maximum of two terms, with a term defined as the interval between successive AfriMA Conferences. This representative holds no additional voting position within the AfriMA.

3.2.2 Sustaining Member Mycological Organizations (SMMOs) – are Member Mycological Organizations, who choose to pay a sustaining annual fee to support AfriMA work and are admitted to AfriMA upon acceptance by the General Assembly. SMMOs pay a sustaining annual fee set by the General Assembly, which supports the work of the AfriMA. SMMOs appoint a single voting representative to the Executive Committee for a maximum of two terms. This representative holds no additional voting position within AfriMA.

3.2.3 Member Mycological Organizations (MMOs) – MMOs are legal entities with interests in any aspect of mycology (e.g. National Mycology Societies, Regional Mycological Associations, or Private Companies). They may be admitted to the AfriMA after an application to the Council and acceptance by the General Assembly. MMOs pay an annual fee set by the General Assembly. MMOs may appoint a single non-voting representative to the Executive Committee for a maximum of two terms.

3.3 Honorary Members

Honorary Members (such as AfriMA Fellows, Honorary Presidents) – Honorary Members are mycologists and other qualified individuals who have distinguished themselves in any field of mycology and are appointed by the General Assembly upon nomination by the Council. All AfriMA members may submit proposals for honorary membership to the Council two months before the General Assembly. The appointment of Honorary Members must be included in the agenda of the General Assembly, with mention of their names and reasons for appointment. Honorary Members do not pay any annual membership fee and have a vote in the General Assembly.

3.4 Termination of membership

Membership shall be rescinded for reason of:

- 1) Death
- 2) Resignation – initiated by submitting a resignation letter to the secretary two months before the next AfriMA meeting.
- 3) Failing to pay the individual membership fee or the SMMO or MMO annual fees within three months of a written reminder by the treasurer.
- 4) Expulsion – a member can be expelled for conduct that conflicts with the purpose, written principles or policies, or legal obligations of the Association. Expulsion may be recommended by two-thirds of

the Executive Committee and the Council or at least three members of the association, who must submit in writing the reason for the request and their recommendation to the Council. Any expulsion must be ratified by the General Assembly.

4.0 MEETINGS OF THE ASSOCIATION

4.1 General Assembly

The General Meeting of the Association shall be held on a date to be decided by the Council, to receive and consider the Report of the Council, the audited Revenue and Expenditure Account and Balance Sheet, an announcement of the Council Members for the ensuing period, and to conduct such other business as the Council may decide. Items for the General Meeting may be submitted, in accordance with the By-laws, by any Corporate Member. All motions, signed by the proposer and seconded, should be provided to the Secretary at least 48 hours before the General Meeting to facilitate distribution to those members attending the General Meeting.

4.2 Special General Meetings

All meetings of the Association other than those detailed in 4.1 shall be designated Special General Meetings.

4.2.1 The Council may convene a Special General Meeting (See 4.3).

4.2.2 The Council shall convene a Special Meeting within thirty days of the receipt of a written application from not less than twenty Full Members in good standing, provided such application specifies the objectives for which the meeting is required.

4.3 Notice of General and Special General Meeting – Notice convening General and Special General Meetings shall be communicated to AfriMA members at their registered addresses and publicly posted on the Association website, not less than fourteen days prior to the date for such meetings.

4.4 Omission of notice of meeting – The accidental omission to give notice of any meeting of the Association to any Full Member shall not invalidate any resolution passed at such a meeting.

4.5 Voting – Only Full Members in good standing shall be entitled to vote.

4.6 Voting by proxy

A Full Member unable to be present at a Special General Meeting may vote by proxy; the person appointed as Proxy shall be a Full Member of the Association in good standing and such appointment shall be made in writing to the Honorary Secretary.

4.7 Amendments to the Constitution

Should the Council consider it necessary to propose any change to the Constitution by way of addition, alteration or repeal, or should not less than twenty Full Members express in writing a desire for such change, the same shall either be considered at a Special General Meeting convened for that purpose, which may be concurrent with the General Assembly, when it shall be necessary for the adoption of any amendment to the Constitution that not less than two-thirds of the votes cast shall be in the affirmative, or, if deemed desirable by the Council, be submitted to all Full Members in good standing for decision by ballot distributed by any legal means. For the adoption of the proposed amendment,

it shall be necessary that not less than twenty-five percent of the members entitled to vote cast their votes, and that not less than two - thirds of the votes cast be in favour of the amendment.

4.8 Dissolution of the Association

The Association may be liquidated and its affairs finalized, or it may be amalgamated with any similar body, by a resolution submitted to and adopted at a General or Special General Meeting, at which not less than seventy-five percent of the votes cast are in favour of such dissolution or amalgamation, subject to confirmation by ballot distributed by any legal means in which not less than twenty-five percent of the members entitled to vote cast their votes, and not less than two thirds of the votes cast are in favour of dissolution or amalgamation.

4.8.1 In submitting the resolution to members, it shall be necessary to decide the manner in which any surplus assets of the Association, after settlement of its debts, shall be applied, and the voting in this connection shall be by ballot distributed by any legal means on the same basis as in 4.8.

4.8.2 The following conditions shall govern the disposal of surplus funds and assets on dissolution of either the Association or any of its Regional Branches: surplus assets can only be used to the advantage of the public in Africa; surplus assets must be transferred to institutions which are either of an educational, religious or charitable nature, or which are of a public nature serving these three areas which are themselves exempt from tax.

BY-LAWS

1.0 ELECTION TO MEMBERSHIP

1.1 Election to or transfer between grades of membership by the Council

The election or transfer of candidates to any grade of membership of the Association shall be regulated and controlled by the Council.

1.2 Election of Full Members

Candidates for election to the grades of Full Member shall complete the prescribed application form and the authenticity of the application shall be validated by the council.

1.3 Election of Student Members

A candidate for election to the grade of Student Member shall complete the prescribed form and shall be proposed by a Full Member who shall testify from personal knowledge as to the candidate's suitability. Proof of student registration needs to be included in the application.

1.4 Election of Honorary Members

1.4.1 All matters concerning the proposal of Honorary Membership will be confidential at all times in order to protect the proposed candidate.

1.4.2 Honorary Membership shall be proposed by a Full Member in good standing and be seconded by ten or more Full Members in good standing. The proposal shall be accompanied by a full *curriculum vitae* as well as by reasons motivating the proposal.

1.4.3 The proposal shall be considered by a Committee of three experts in the same field as the candidate. The Committee will be nominated by the Council.

1.4.4 The Committee shall use the following guidelines during their consideration: eminence in the particular field of mycological work concerned; service to Mycology in Africa; and honour to the candidate whilst still alive, although not necessarily still active in mycological work. Professional qualifications need not be an overriding factor.

1.4.5 The Committee shall, in confidence, submit to the Council a report including their recommendation. The Council shall make a final decision and then instruct the Secretary either to write to the candidate asking whether the proffered Honorary Membership is acceptable, or to inform the proposer in writing that the matter is closed with no action being taken, but that the matter is still confidential.

1.5 Transfer to new grade of membership

By-law 1.1 shall apply to the transfer of a member from one grade to another.

2.0 FEES AND SUBSCRIPTIONS

2.1 Subscriptions

Current annual subscription fees due may be obtained from the Secretary or Treasurer or a person appointed for the task but approved by the Council. Updated membership lists are to be maintained by the Secretary and Treasurer or an appointed person approved by the Council. On application, Retired Members may pay an annual subscription equal to a quarter of the current subscription for Ordinary Members. Collective Members (e.g. SMMOs, MMOs) shall pay an annual subscription equal to four times that of Ordinary Members.

2.2 Annual Subscriptions due

Annual subscriptions shall become due on 31 January each year and are payable in advance. Refer to paragraph 2.12 for more information on fee.

2.3 Defaulters

A member whose annual subscription is unpaid in any year shall cease to be in good standing and shall not be entitled to receive the notices or publications of the Association, or to exercise any of the rights and privileges of membership.

2.3.1 Any member whose annual subscription remains unpaid for one year may, by resolution of the Council, be excluded from the Association. They shall thereupon cease to be a member. Notice to this effect shall be sent to them in writing at their last registered email address three months prior to the termination of their membership. Such exclusion shall not relieve them of the liability for the payment of any amounts owed by them. Any person whose membership has so ceased may, at the discretion of the Council, and on payment of all fees due, be reinstated within one year of the date of

the resolution excluding them. Thereafter they may be readmitted only on such conditions as the Council may decide.

2.4 Subscription on retirement

A member in good standing who has attained the age of sixty-five and who has been a member of the Association for at least fifteen consecutive years may, while retaining the privileges of their grade, apply to the Council for adjustment of the amount of his subscription.

2.4.1 A member qualifying under this clause, who has been a member of the Association for at least twenty-five consecutive years, shall, on application, be exempt from the payment of further subscriptions.

2.5 Remission of subscriptions

The Council may, in exceptional circumstances, reduce or remit the subscriptions due by any member.

3. ELECTION OF MEMBERS OF THE COUNCIL

3.1 Elected Council Members

Candidates standing for election to Council shall be nominated by Full Members of the Association who are in good standing. Full members may nominate up to four candidates. The Council shall cause nomination forms to be issued to all Full Members not later than 31 October - the year before the new term of Office stands. All nominations duly signed by a proposer, together with certification that the nominees accept nomination, shall be lodged with the Secretary of the Association not later than 14 November.

3.1.1 Should the number of nominations exceed the number of vacancies, a ballot list, giving the full names of candidates and their curriculum vitae, shall be communicated to all Full Members not later than 21 November. Voting will be conducted by any legal means and close not later than 7 December.

3.1.2 The Executive Committee may nominate additional candidates if needed.

3.1.3 At a Council Meeting prior to the election closing, they shall elect three scrutineers from among the Council Members. It shall be their duty to review the submitted ballots and report the results of their scrutiny, which shall be final, to the Executive Committee.

3.1.4 In the event of an equal number of votes being recorded for two or more candidates, all of whom cannot be elected, the Executive Committee shall vote by ballot to decide which candidate(s) shall be elected. In the event of an equal number of votes being recorded for two or more candidates, the President will cast a vote to break the tie.

3.2 Executive Committee of the Council

3.2.1 The Executive Committee consists of the Office Bearers as stipulated in the Constitution (2.9)

3.2.2 The Past President will serve on the Council for three years, immediately following their term as President. This is a non-voting position.

4.0 THE COUNCIL MEETINGS AND DUTIES OF COUNCIL MEMBERS

4.1 Chairperson

In the absence of the President, the Vice President will chair any meetings of Council. In the absence of the Vice President, a member of Council, elected by the members present, will chair the meeting.

4.2 Voting procedure

At meetings of the Council, all matters shall be decided by vote of the majority, provided that where matters are discussed of which due notice was not given at a previous meeting or on the agenda, then, at the request of a member present supported by a seconder, voting shall be postponed until the next succeeding meeting when a notice of the matter thus postponed shall appear on the agenda.

4.2.1 The Chairperson shall have an ordinary vote, and in the event of an equality of votes, a casting vote.

4.3 Appointment of Committees and Representatives

The Council shall appoint Committees and representatives with their alternates as required.

4.3.1 The President shall be an *ex-officio* member of all Committees.

5.0 GENERAL MEETINGS

5.1 Chairperson

In the absence of the President, the Vice President will chair any meetings of the Association. In the absence of the President and Vice President, a member of Council, elected by the Full Members present, will chair the meeting.

5.2 Quorum

The quorum for General Meetings shall be the number of members present.

5.2.1 The quorum for Special General Meetings shall be fifteen Full Members in good standing.

5.2.1.1 If there is no quorum at a Special General Meeting, the meeting shall be postponed for a period of not less than fourteen days or more than thirty days from the date of such Special General Meeting, and any number of Full Members in good standing present at such postponed Special General Meeting shall constitute a quorum.

5.3 Voting

Every proposal submitted to a General Meeting or Special General Meeting shall be decided by vote of the majority, provided that a secret ballot may be demanded by any two Full Members.

5.3.1 The Chairperson at a General Meeting or Special General Meeting shall have an ordinary vote and a casting vote.

6.0 REGIONAL BRANCHES

6.1 Rules

Regional Branches shall conduct their affairs in accordance with the rules approved by the Council.

6.2 Requests to form Regional Branches

Requests should comply with Article 2.19 of the Constitution of the Association. This entails that requests to the Council must be in writing, signed by at least five Full Members resident in the specific Region in Africa, and that the affairs of a Regional Branch shall be conducted in accordance with the Constitution and By-laws of the Association where these are applicable, and shall be subject to the control of the Council.

6.3 Regional Committees

It is recommended that Regional Committees should consist of at least a chair, a Vice-chair, a honorary secretary/treasurer and four Ordinary Members.

6.4 Minutes

Copies of the minutes of all proceedings of Regional Branches shall be submitted to the Council in compliance with Article 2.11 of the Constitution of the Association.

6.5 Annual Reports and Accounts

The Regional Branches shall submit an Annual Report on the affairs of the Regional Branches together with a statement of Revenue and Expenditure and a Balance Sheet made up to the latest 30 November to the Secretary at least 14 days before the General Meeting of the Association.

6.6 Finances