

African Placenta Association (AfriPA)

CONSTITUTION:

1. Name

The association shall be known as the African Placental Association, hereafter called AfriPA or the Association. The association shall be a non-profit organisation.

2. Objectives

AfriPA is a placental research organisation representing peoples of African ancestry in the Africa continent and Diaspora around the world, as described in the Constitution of the International Federation of Placental Associations (see item 4.1).

AfriPA is a multi-specialist organisation with primary interest in promoting fundamental biological and clinical research into placental biology and function, and *linking these to health outcomes of mothers, fetuses and neonates in Africa*”

AfriPA is a non-profit scientific organisation. The official address of AfriPA is that of the elected President.

The aims of AfriPA are:

- to facilitate all aspects of placental research, including relationships between placenta, mother and fetus. Topics of interest include placental development, structure, physiology, metabolism, endocrinology, microbiology, pathology, immunology, pharmacology, cell biology and biochemistry
- to provide a multidisciplinary scientific forum for researchers interested in placental studies
- to provide, where appropriate, a formal association for the representation of members' interests in relation to governments, granting institutions and private organisations

The aims will be carried out through:

1. facilitating contact between any persons or groups interested in any aspect of placental research.
2. AfriPA shall cooperate with other scientific organisations with related interests assisting any such group or persons with the aid of speakers or educational and scientific material organising conferences or teaching programs in conjunction with any appropriate organisation anywhere in the world or, if necessary, organising such activities independently making any publications, either in combination with other organisations or independently, as may be needed.

3. Membership and committees

- The constituted bodies of AfriPA are the Executive Committee and the General Assembly.
- Membership is open to any person based within the AfriPA designated region with a bona fide interest in placental research.
- Application for Emeritus or retired membership shall be considered by the Executive Committee upon receipt of a submission by an existing ordinary member and determined by simple majority vote.
- All members (including retired members and honorary members) will have equal voting and other rights. All individual members of the General Assembly participating in the AfriPA General Business Meeting are voting members.
- AfriPA may bestow honorary fellowship on living persons who have made major contributions to placental studies. No more than six honorary fellows may exist at any one time. A proposal for Honorary Fellowship in the form of a written application from an existing member must be voted on by the General Assembly and passed by simple majority vote.
- All members will have equal voting and other rights.

3.2 Administration, officers, and transaction of business

The general business of AfriPA shall be conducted in English.

The administration of AfriPA and further tasks of the association are delegated to the Executive Committee. The One student representative (Research Higher Degree) shall be elected and shall serve on the Executive Committee. The student representative shall hold office for 2 years but is not eligible for re-election to office as the student representative.

Executive Committee shall consist of:

- a) officers
- b) members

The Officers of the Executive Committee will be as follows:

a) President

The President shall hold office for three years and presides over the Meetings of the Executive Committee and General Assembly (Business Meetings). The President will have general charge and supervision of the business and affairs of the Association and will guide the Executive Committee in matters of policy. The President shall submit a report to members at least once every year. In addition, they shall arrange to have the finances of the Society audited whenever an incoming Treasurer is placed in Office. In their absence the Secretary, or failing that, the Treasurer, or failing that, another member of the Executive Committee will act in their stead. The President is eligible for re-election to the same office.

b) Vice President

The Vice President shall hold office for three years and presides over the Meetings of the Executive Committee and General Assembly (Business Meetings) in the absence of the President. Furthermore, the vice president shall act in the capacity of the president where the president is unavailable and/or if requested by the president to so act.

c) Secretary

The Secretary shall hold office for three years and has the role of coordinating the various working activities of AfriPA. The secretary is eligible for re-election to this office. The Secretary shall work closely with the President to expedite decisions taken by Executive Committee. The Secretary shall attend and keep the minutes of all meetings of AfriPA and of the Executive Committee and shall prepare a list of items that need attention for use by the President in the preparation of agendas. They shall have charge of such books, documents, and papers as the Executive Committee may determine. They shall be responsible for a mailing list of individuals, a list of committees and its members and for correspondence with all member organisations, unless these duties are delegated to a Membership Coordinator.

d) Treasurer

The Treasurer shall have custody of all funds and securities of AfriPA, subject to the regulations as may be imposed by the Executive Committee. They shall keep the financial records of AfriPA and shall enter therein full and accurate accounts of all monies received or paid or obligations incurred on account of AfriPA. They shall exhibit such records at all reasonable times to any member of AfriPA on application of such member to the office of the Treasurer. The Treasurer will be responsible for billing and collection of dues from members.

e) Past presidents

A past President shall continue to hold office as a member of Executive Committee for two years after ceasing to be President as ex officio.

f) General members.

In addition to the Officers of the Executive Committee, two general members shall be elected at a general business meeting and will serve on the Executive Committee.

These general members will hold the posts of **1. membership officer and 2. Contact/Liaison officer respectively**. General members hold office for 3 years and are eligible for re-election to office.

g) Early career researcher (ECR) representative.

One early career representative (ECR; ≤3 years post-PhD) will be elected and will serve on the Executive Committee. The ECR representative will hold office for 2 years and is eligible for re-election to office (if within 5 years post-PhD). In the event that one of the general members is an ECR they can hold the portfolio of the ECR representative. If none of the general members are <3 years post-PhD this position must be filled via election.

h) Student representative

One student representative (Research Higher Degree) will be elected and will serve on the Executive Committee. The student representative will hold office for 2 years but is not eligible for re-election to office as the student representative.

i) Resident doctors' representative

One resident doctor's representative (doctors in residency training programme) will be elected and will serve on the Executive Committee. The resident doctors representative will hold office for 2 years but is not eligible for re-election to office as the representative of doctors in specialist training programme.

j) Committees/Boards

The Executive Committee may appoint Boards or Committees with assistant secretaries and/or Convenors (who need not be members of Executive Committee) for specific purposes (such as liaison with other organisations, to arrange meetings or to perform specific administrative or investigative tasks) as may be deemed appropriate for a duration of no more than two years.

The Executive Committee may co-opt additional persons to the membership of Executive Committee for specific purposes for durations not exceeding one year, but reappointment is permitted (for example social media or membership officer).

Meetings:

- The Executive Committee shall meet at least two times a year, at such a time as determined by members of the Executive Committee.
- Extraordinary meetings of Executive Committee may be called by the President at any time at the written request of any member of Executive Committee to deal with such business as may arise from time to time and which cannot be deferred until the next meeting of Executive Committee. Such extraordinary meetings may be conducted electronically or in person as deemed appropriate.
- There shall be Annual general meeting once a year at a venue agreed by the executive committee.

Members of the Executive Committee will be as follows

The immediate past president and secretary may serve as non-voting members of the Executive Committee to assist in the transition of leadership and embed institutional memory.

Remuneration

Officers and Executive Committee members may not receive a salary or other forms of remuneration from the Association.

3.3 General assembly

The General Assembly consists of all AfriPA Members participating in the Business Meeting. The decision of the General Assembly is final on all matters concerning aims and policy of AfriPA. Unless stated otherwise in the bylaws, all decisions in the General Assembly will be taken by simple majority vote. In the event of a tie, the President will have the casting vote.

The General Assembly may overrule the Executive Committee in every matter with a two-thirds majority vote.

A Business Meeting of the General Assembly shall be held during each Annual General Meeting of AfriPA. The Business Meeting will be chaired by the President. The Vice President will preside in the absence of the President, or failing this, the Secretary or another member of the Executive Committee.

3.4 Election procedures

Officers and additional members of Executive Committee are to be elected by those members attending the Annual Business Meeting after their term of office. Elections shall be by a simple majority at the Annual Business Meeting. In the event of a voting deadlock the President (or chairperson of the meeting) will have a casting vote.

3.5 Quorums for business

For Meetings of the General Assembly, 25% of members who registered and in good standing will constitute a quorum.

For Meetings of the Executive Committee five members will constitute a quorum, at a properly constituted meeting, provided that the president and/or secretary are present.

4. Financial matters

The fiscal year of AfriPA shall begin on the 1st day of January in each year and shall end on the 31st day of December following.

Funds made available to AfriPA shall be paid to the AfriPA bank account and may be used to cover expenses of administration and organisation of future and current AfriPA meetings.

The Treasurer shall make such payments as are necessary to meet the costs of the administration of the Executive Committee and of the preparation of the Meetings of the General Assembly. The Treasurer will reimburse legitimate expenses incurred on behalf of AfriPA. All expense repayments must be approved by the President.

The Treasurer shall present a properly audited account at each meeting of the Executive Committee (however, no more than once a year) and at each Business Meeting of the General Assembly together with a budget for the next respective period.

The Executive Committee may propose the introduction of, or change to, membership fees as is thought necessary. Such changes require approval by a

simple majority vote at a Business Meeting of the General Assembly following communication of the proposed changes to Members three months prior to the General Meeting.

The signatories to the Association's bank account shall include the President, and either the Secretary or Treasurer.

Annual subscription rates shall be as approved by the General Assembly following suggestion of the executive committee.

An agreed percentage of grants or sponsorship won by a member(s) or the association for a project(s)/programme(s) should remain in the association's account. Such percentage shall be as agreed at an annual general meeting.

5. Affiliations

5.1 International Federation of Placental Associations

AfriPA is a member organisation of the International Federation of Placental Associations, hereafter called IFPA.

- Members of AfriPA are also members of IFPA. Registration details of each AfriPA member will be forwarded to IFPA, unless a request to the contrary is expressed.

In accordance with the Constitution and Bylaws of IFPA, AfriPA upon acceptance into the IFPS will seek to have Members in the Executive Committee of IFPA. These shall be:

- a) The President of AfriPA or their nominee.
- b) Three Members of AfriPA elected by the Executive Committee of AfriPA.

5.2 Other affiliations

AfriPA will be affiliated with any other society or organisation that the Executive Committee determines is appropriate.

6. Projects:

AfriPA as a non-profit scientific organisation shall endeavour to execute a project/program beneficial to a community in the country where its annual general assembly will be hosted on the Africa continent. Such projects shall be focused on foetal-maternal health related issues.

7. Changes to the constitution

The Executive Committee can propose changes to the bylaws to the General Assembly. These can be approved by a simple majority vote at a General Business Meeting provided the proposed changes have been communicated to the members at least one month prior to the meeting.

8. Dissolution

If at any time AfriPA ceases to function and does not hold a meeting for five years, or a motion to dissolve is passed at a General Assembly Business Meeting of the Association by two thirds majority vote, AfriPA will be dissolved, its bank accounts closed and any assets that the Association may hold will be divided into two halves, with one half presented to the Society for Reproductive Biology, and the other half presented to the International Federation of Placenta Associations.