

**CONTINENTAL ASSOCIATION
of
AFRICAN NEUROSURGICAL SOCIETIES
(CAANS)**

CONSTITUTION AND BYLAWS

Draft for approval – Cape Town 3 October 2012

**CONSTITUTION
OF
CONTINENTAL ASSOCIATION
of
AFRICAN NEUROSURGICAL SOCIETIES**

ARTICLE I – NAME AND LOGO

Section 1

This organization shall be known as the **CONTINENTAL ASSOCIATION OF AFRICAN NEUROSURGICAL SOCIETIES** (Hereinafter designated as "ASSOCIATION")

Section 2

The logo of the Association shall be as depicted hereunder.
(Logo to be revised as CAANS)

ARTICLE II - PURPOSE

Section 1.

The purpose of this Association shall be to promote the neurological health of people within the African continent through the advancement of neurological surgery in all of its aspects by:

- A. Facilitating the personal and collegial association and professional development of neurological surgeons throughout Africa
- B. Aiding in the exchange and dissemination of knowledge and ideas in the field of neurological surgery and
- C. Encouraging research in neurological surgery and in allied sciences.
- D. Promoting linkages with similar organizations in the world

Section 2.

A primary means of achieving these purposes shall be the holding of a Continental International Congress of Neurological Surgery (hereinafter designated as "Congress"), at times determined by the Executive Committee. Arrangements may be made for related scientific groups to participate in these meetings whenever the Association deems that such participation may contribute to the purposes stated in the Constitution.

Section 3.

The Association may engage in such other activities as are appropriate to its purpose at the discretion of the Executive Committee.

ARTICLE III - MEMBERS; APPLICATION FOR MEMBERSHIP OR AFFILIATION.

Section 1.

The Association shall be composed of the following types of member and affiliate member organizations (each of which shall be represented by delegates or observers as provided in the Association Bylaws):

- A. National neurosurgical societies, or neurosurgical sections of national neurological societies, and
- B. Affiliate organizations that are small neurosurgical societies of a size described in the Association By-laws or are societies that are unable to fulfill other requirements of a regular membership.

ARTICLE IV - INDIVIDUAL MEMBERS OF THE CONGRESS.

Individual Membership in the Congress shall be available to neurological surgeons and other interested persons throughout the world as provided in the Association Bylaws.

ARTICLE V - OFFICERS; ELECTIONS, TERMS, DUTIES

Section 1. Officers

- A. There shall be the following officers of the Association
 - 1) Honorary Presidents.
 - 2) President
 - 3) First Vice-President. (President Elect)
 - 4) Second Vice-Presidents to represent West, North, East, Central, and South geographical areas of the Continent.
 - 5) Secretary.
 - 6) Two Assistant Secretaries (one Anglophone and one Francophone).
 - 7) Treasurer.
 - 8) Assistant Treasurer.
 - 9) Editor of Association and Congress Publications.

- B. There shall be the following officers of the Congress:
 - 1) President.
 - 2) Secretary.
 - 3) Assistant Secretary
 - 4) Treasurer.
 - 5) Scientific Program Director.

- C. The number of offices and/or officers may be changed as provided in the Association Bylaws.

Section 2. Qualifications, Elections, Duties of Officers.

All officers of the Association and of the Congress shall be active neurological surgeons or as may be otherwise provided in the Association Bylaws.

The election or appointment of all and any other officers and their terms of office, duties, functions, authorities, and responsibilities as officers shall be as provided in the Association Bylaws.

ARTICLE VI - COMMITTEES; COMPOSITION, ELECTIONS, APPOINTMENTS, MEETINGS, DUTIES.

There shall be an Executive Committee and an Administrative Council. Standing, Scientific, Special and other Committees of the Association and Congress may be established. The type, number, composition, method of election or appointment of committee members, terms of reference, authority, responsibility, and duties of all Committees, of the Administrative Council and of the Executive Committee shall be as provided in, or as may be changed by, the Association Bylaws.

Section 1. Executive Committee - Composition, Meetings, Duties.

A. Composition

- 1) The Executive Committee shall be composed of all of the officers of the Association and of the Congress and of all the delegates.
- 2) Each national member organization shall be represented on the Executive Committee by delegates.
- 3) Each delegate must be a neurological surgeon and an active member of the society or organization which the delegate represents.
- 4) No delegate may represent more than one member organization or member society. A delegate may not also be an officer of the Association or the Congress.
- 5) Only officers and delegates may vote.

B. A member organization or member society may appoint or elect alternate delegates.

C. Each affiliate member organization shall be represented on the Executive Committee by one delegate.

D. The delegates and observers shall be designated by their respective organizations and societies.

E. The Executive Committee shall meet just prior to and during each Congress, and at such other times as the Association Bylaws shall designate.

F. The Executive Committee shall:

- 1) Serve as the governing body of the Association and the Congress,
- 2) Elect all officers of the Association and the Congress and the members of committees of the Association as provided in the Association Bylaws,
- 3) Determine the place and date of meetings of the next Congress in advance,
- 4) Determine the dues to be charged
- 5) Propose consider and elect organizations and societies as members or as affiliates of the Association and
- 6) Have other powers as may be defined in the Association By-laws.

Section 2. Administrative Council.

A. The Administrative Council of Association shall be composed of the following officers of the Association and the Congress but may be changed as provided in the Bylaws: Association

- 1) President of the Association
- 2) Immediate Past-President of the Association
- 3) First Vice-President of the Association
- 4) Second Vice President(s) of the Association
- 5) Secretary of the Association
- 6) Two Assistant-Secretaries (one Anglophone, and one Francophone) of the Association
- 7) Treasurer of the Association

- 8) Assistant Treasurer of the Association
 - 9) President of the Congress or his representative.
- B. The Administrative Council shall be empowered to act for the an Association its Executive Committee in all matters in the interim between meetings of the Executive Committee.

ARTICLE VII - RULES OF ORDER

Section 1.

The meetings of the Executive Committee of the shall be con Association ducted in accordance with the rules of order and the procedures, which commonly govern deliberative bodies. All issues concerning rules of order or procedure that are not specifically stated or covered and written in this Constitution, or in the Bylaws, shall Association be resolved in accordance with rules of order as provided in the Association Bylaws.

Section 2.

The language of the Association and the Congress shall be English.

ARTICLE VIII - AMENDMENTS, BYLAWS

Section 1.

Amendments to and changes of this Constitution may be made at any meeting of the Executive Committee on the affirmative vote of three-fourths (3/4) of all the members provided that written notice of the proposed changes is submitted to all members of the Executive Committee at least twelve (12) months prior to that meeting.

Section 2.

There shall be a separate, written set of Bylaws for the Association to supplement this Constitution and to facilitate its operations, goals and mission of the Association and of the Congress

Amendments to and changes of the Association Bylaws may be made at any meeting of the Executive Committee on the affirmative vote of two-thirds (2/3) of the members present and voting provided that written notice of the proposed changes is submitted to every member of the Executive Committee at least twelve (12) months prior to the meeting at which they are to be considered. The Secretary shall be responsible for providing copies of the proposed amendments/changes in the Constitution or Bylaws, written in English for each member of the Executive Committee.

**BYLAWS
OF
CONTINENTAL ASSOCIATION OF AFRICAN NEUROSURGICAL SOCIETIES**

ARTICLE I – NAME AND LOGO

Section 1

This organization shall be known as the **CONTINENTAL ASSOCIATION OF AFRICAN NEUROSURGICAL SOCIETIES** (hereinafter referred to as the **ASSOCIATION**)

Section 2

The logo of the Association shall be as depicted hereunder.
(Logo to be revised as CAANS)

ARTICLE II - PURPOSE

Section 1. ***Purposes.***

The purpose of this Association shall be to promote the neurological health of people living in the continent of African through the advancement of neurological surgery in all of its aspects by:

- A. Facilitating the personal and collegial association and development of neurological surgeons throughout Africa,
- B. Aiding in the exchange and dissemination of knowledge and ideas In the field of neurological surgery,
- C. Encouraging research in neurological surgery and in allied sciences.
- D. Addressing issues of neurosurgical demography, and
- E. Promoting, implementing and improving minimum and higher standards of neurosurgical care and training in Africa

Section 2. ***Means of Achieving Purposes.***

A primary means of achieving these purposes shall be the holding of a Continental Congress of Neurological Surgery (hereafter designated as the "Congress"), usually at intervals of two years, except that the time of the Congress may be determined at the discretion of the Executive Committee.

Section 3. ***Other Activities.***

The Association may engage in such other activities as are appropriate to its purpose at the discretion of the Executive Committee. The Association may embark on the establishment of specific Foundations to accomplish its purpose.

Section 4.

The Association is a not-for-profit, organization

ARTICLE III - MEMBERS; APPLICATION FOR MEMBERSHIP OR AFFILIATION.

Section 1. *Organizational Composition.*

The Association shall be composed of the following types of member and affiliate member organizations (each of which shall be represented by delegates as provided in Article VI):

- A. National, regional and multinational general neurosurgical societies, or neurosurgical sections of national neurological societies:

- B. Affiliate organizations that are small neurosurgical societies having less than five (5) neurological surgeons as members, or are neurosurgical or other societies that are unable to fulfill the other requirements of a regular membership. Affiliate organizations shall each be represented on the Executive Committee by one delegate.

- C. Neurosurgical, neuroscience and other organizations may become members or affiliate member organizations of the Federation (as provided in Section 2).

Section 2. *Application for Membership or Affiliate Membership.*

- A. Applications for membership shall be sent to the Secretary of the Association and shall contain:
 - 1) A copy of the constitution of the society,
 - 2) A statement of its qualifications for membership, and
 - 3) A list of the officers and members.

- B. The application, when complete shall be considered by the Administrative Council; their respective recommendations shall be submitted to the Executive Committee for decision at its next meeting.

- C. Neurosurgical societies may be elected as members of the Association by a two-thirds (2/3) affirmative vote of the members of the Executive Committee, present and voting, provided that the society being considered for membership is truly national in scope and is composed of five (5) or more neurosurgical members.

ARTICLE IV- INDIVIDUAL MEMBERS OF THE CONGRESS

Section 1. *Attendance.*

Attendance at the meetings of the Congress shall be limited to neurological surgeons, invited guests and other interested persons who become individual Members of that Congress.

Section 2. *Requirements for Membership of Individual Neurological Surgeons.*

Individual Membership in the Congress shall be available to neurological surgeons throughout the world who fulfill the following requirements:

- A. Pay dues and registration fees as shall be determined by the Executive Committee, and are individual members of one of the member or affiliate member societies of the Association, or

- B. Reside in a country represented by one of the member or affiliate societies of the , are not

individual members of that society, are nominated by that society for Membership in the Congress, pay their dues and registration fees, and who are elected to Membership by the Membership Committee, or

- C. Reside in a country not represented by a member or affiliate society, who apply to the Secretary of the Association, pay their dues and registration fees, and who are elected to Membership by the Membership Committee.

Section 3. *Requirements for Membership of Other Individuals.*

Other individuals interested in neurological surgery, upon application to the Secretary of the Association and upon payment of registration fees, may be elected to Membership in the Congress with the approval of and at the discretion of the Administrative Council.

ARTICLE V - OFFICERS; QUALIFICATIONS, ELECTION, TERMS, DUTIES.

Section 1. *Officers.*

There shall be elected officers of the Association and of the Congress:

A. Officers of the Association:

- 1) Honorary Presidents.
- 2) President.
- 3) First Vice President./President Elect
- 4) Second Vice-Presidents to represent West, North, East, Central, and South geographical areas of the Continent.
- 5) Secretary.
- 6) Two Assistant Secretaries (one Anglophone, and one Francophone).
- 7) Treasurer.
- 8) Assistant Treasurer.
- 9) Immediate Past President.

B. Officers of the Congress:

- 1) President.
- 2) Secretary.
- 3) Assistant Secretary.
- 4) Treasurer.
- 5) Scientific Program Director.

- C. The number of offices and/or officers of the Association and of the Congress shall change as may be provided in Articles V and VI of these Bylaws.

Section 2. *General Qualifications of Officers.*

All officers of the Association and of the Congress shall be active neurological surgeons who are active, individual members of one of the societies with full membership in the Association

No neurological surgeon shall be elected or appointed to more than one office except as otherwise provided. No officer shall, also, be a delegate to the Executive Committee.

Section 3. *Election of Officers, Terms, and Duties.*

- A. All officers of the Association and of the Congress, except for the Honorary Presidents, shall be elected by an affirmative majority vote of the members of the Executive Committee, present and voting during a Congress or Interim Meeting in the case of President Elect.

All new officers shall assume office at the close of the Congress and shall serve until a successor takes office.

All outgoing officers and committee chairpersons shall prepare and deliver in writing to their successors, transition information, documents and committee protocols on or before the close of the Executive Committee Meeting at which their successor is elected or appointed to facilitate the ongoing activities of the Association and Congress.

The Officers of the Association and of the Congress shall serve concurrently with the President of the Association

The President, First Vice-President and the Second Vice-Presidents of the Association may not be re-elected to the same office for an immediately succeeding term. The other officers of the Association may be re-elected but not for more than two times.

B. Officers of the Association

1) Honorary Presidents.

For outstanding personal and professional service, the Nominating Committee or members of the Executive Committee may propose neurological surgeons as candidates for election as Honorary Presidents. The Nominating Committee shall establish criteria and guidelines to be utilized in identifying and considering such potential nominees.

With an affirmative vote by two-thirds (2/3) of the members of the Executive Committee, present and voting, a candidate may be elected as an Honorary President.

All Honorary Presidents shall serve for life. Honorary Presidents may attend and participate in the meetings of the Executive Committee and may not vote. They may hold no other office. At the discretion of the President, they may serve on committees other than the Nominating Committee and the Administrative Council.

2) President.

The President shall serve as Chairperson of the Executive Committee and of the Administrative Council and shall be an ex-officio member of all other Committees of the Federation, except the Audit and the Nominating Committee. The President shall exercise the usual authority and assume the responsibilities of the president of a scientific society. The President may appoint Special (Ad Hoc) Committees. The President of the Association, with the approval of the Administrative Council, shall be empowered to fill any vacancy, which may arise in the offices of the , the Congress Association and their committees if not otherwise provided in these Bylaws.

At the end of his/her term of office, the President shall become automatically an Honorary President of the Federation, unless, otherwise decided by the Executive Committee.

3) First Vice-President (President Elect)

The First Vice-President who shall also be the President Elect shall assume the duties of the President if the President is absent, ill, resigns, dies or, for any other reason, is unable to fulfill the duties of the Office.

The President Elect shall be nominated by the Nominating Committee, from a Country different to that in which the succeeding Congress will take place.

The President Elect shall be elected by the Executive Committee and on election shall immediately assume his/her term of office for two (2) years.

The President Elect shall become the President of the Federation at the close of the following Congress.

The President Elect shall serve on the Administrative Council and shall be an ex-officio member of all the Committees of the with the Association exception of the Audit and the Nominating Committee.

4) Second Vice-Presidents.

Five names for Second Vice-Presidents shall be proposed by the Nominating Committee as Second Vice-Presidents .to represent the five geographical regions of Africa.

The Second Vice-President with the longest service on the Executive Committee shall assume the duties of the First Vice-President if the First Vice-President is absent, ill, resigns, dies or, for any other reason, is unable to fulfill the duties of the office.

5) Secretary.

The Secretary shall be ex-officio member of all committees of the Federation except the Audit and the Nominating Committee. The Secretary shall assume the usual duties and responsibilities of a secretary of a scientific society and shall confine attention to those matters particularly related to the Association

6) Assistant Secretaries.

The Assistant Secretary shall assist the Secretary in the execution of the Secretary's duties, as the Secretary shall direct. This normally includes taking and distributing minutes of the Administrative Council and Executive Committee meetings. It should be noted that the official language of the Association and Congress is English.

The Assistant Secretary who has held office for the longer period shall assume the duties of the Secretary if the Secretary is absent or, for any other reason, is unable to fulfill the duties of the office.

7) Treasurer.

The Treasurer shall assume the duties and responsibilities common to this office and shall report to the Finance Committee.

The Treasurer shall accept all dues and other moneys received by the Association and shall deposit them in a suitable bank. The Treasurer shall expend the funds of the Federation in accordance with the policies and budget approved by the Administrative Council and the Executive Committee. There shall be two signatories, one of whom shall

be the Treasurer, on bank cheques and all other financial documents.

The Treasurer shall provide to the Administrative Council an operating statement and balance sheet at intervals of no longer than twelve (12) months and, preferably, at intervals of six (6) months, or more frequently, when there is greater financial activity, such as that which precedes and follows a Congress. Such reports shall be provided for each meeting of the Executive Committee.

The Treasurer shall supply to the Audit Committee copies of treasury records prior to the meeting of the Congress. A report of the Audit Committee shall be presented to the Executive Committee during its meetings at the time of the Congress.

8) Assistant Treasurer.

The Assistant Treasurer shall assist the Treasurer in fulfilling the Treasurer's duties, as the Treasurer shall direct.

The Assistant Treasurer, when appropriately directed, shall be authorized to sign bank cheques and all other documents associated with the duties of the Treasurer.

The Assistant Treasurer shall assume the duties of the Treasurer if the Treasurer, for any reason, is unable to fulfill the duties of the office.

09) The Immediate Past President.

The Immediate Past President shall serve on the Administrative Council for a term of two (2) years until the President Elect assume his/her term of office.

C. Officers of the Congress

All Congress officers shall be active members of a society of the host country or area in which the Congress is to be held. The host country or area shall select their own slate of suggested Congress officers any time after the selection of the site of the Congress. The host country shall notify the Federation Secretary of the proposed slate, at least twelve (12) months before the next preceding Congress so that it will be included and circulated by the Secretary Association together with the slate of officers proposed by the Nominating Committee. They shall be elected by the Executive Committee. The President and Treasurer of the Congress shall be voting members of the Executive Committee until replaced by a successor at the close of their Congress.

Congress officers shall serve in office from the date of their election by the Executive Committee until the close of that Congress and thereafter until all the affairs of that Congress have been concluded and all the financial matters settled.

1) President of the Congress.

The President of the Congress shall be an ex-officio member of all committees of the Congress and shall be a member of the Administrative Council of the Federation. The President of the Congress shall exercise the usual duties and responsibilities of a President of a scientific society but shall confine attention to those matters related specifically to the Congress. The President of the Congress shall appoint Special (Ad Hoc) committees of the Congress as necessary to carry out its functions.

2) Secretary of the Congress.

The Secretary of the Congress shall be an ex-officio member of all Congress committees and a member of the Program Committee of the Federation. The Secretary of the Congress shall exercise the usual duties and assume the responsibilities of a secretary of a scientific society but shall confine attention to those matters specifically related to the Congress. The Secretary shall recommend members for the Local Arrangements Committee for the Congress to be elected by the Executive Committee.

3) Assistant Secretary of the Congress.

The Assistant Secretary of the Congress shall assist the Secretary in the execution of the Secretary's duties as the Secretary shall direct. The Assistant Secretary shall assume the duties of the Secretary if the Secretary is absent or, for any other reason, is unable to fulfill the duties of the office.

4) Treasurer of the Congress.

The Treasurer of the Congress shall accept all moneys received by the Congress and shall deposit them in an appropriate bank approved by the Administrative Council. The Treasurer of the Congress shall pay out the funds of the Congress in accordance with the budget approved by the Finance Committee of the Association; cheques shall require the approval of the Treasurer of the Association. The Treasurer of the Congress shall arrange for an early and prompt audit of the books by the Audit Committee of the Association or, at the request of the Executive Committee, Administrative Council or President of the Association, provide an outside, independent audit. Unexpended Congress funds shall be returned to the Treasurer of the Association before four (4) months after the conclusion of that Congress. With the written agreement, after vote of the Executive Committee or Administrative Council, a specific contingency fund allowance, determined at that time, may be provided for use by that Congress.

5) Scientific Program Director.

The Scientific Program Director shall be the Chairperson of the Program Committee.

Section 4. Vacancies.

A. If one or more of the officers of the or of the Association Congress are unable to continue to fulfill their duties of office, the Association President, Administrative Council or the Executive Committee may declare that a vacancy exists in that office.

B.

1) In case of such vacancy in the office(s) of the Federation President, First Vice-President, Secretary and/or Treasurer, the office(s) shall be assumed respectively by the Federation First Vice-President, Second Vice-President, the Assistant Secretary who (of the two) has been in office the longer period, and/or Assistant Treasurer only when appointed to fill the un-expired term by action of the Administrative Council or the Executive Committee whichever meets first.

2) In similar fashion in the case of vacancy in the office of the Congress Secretary, the office shall be assumed by the Congress Assistant Secretary. A vacancy in the

office(s) of Congress President, Assistant Secretary, Treasurer and/or Scientific Program Director may be filled by action of the Administrative Council or the Executive Committee whichever meets first.

- C. If a delegate is elected an officer of the Association or of the Congress, a new delegate shall be chosen by that society.

ARTICLE VI - COMMITTEES; COMPOSITION, ELECTIONS, APPOINTMENTS, MEETINGS, TERMS, DUTIES; PARLIAMENTARIAN

There shall be an Executive Committee, an Administrative Council, Standing, Special, and other Committees of the Federation as listed but not limited to the following:

1. Executive Committee
2. Administrative Council

(Standing Committees)

3. Membership
4. Finance
5. Nominating
6. Local Arrangements for the Congress
7. Education
8. Audit.
9. Program Committee
10. Advocacy Committee

(Others)

11. Special (Ad Hoc) Committees

Members of all Standing Committees of the shall be appointed Association for two (2) years. Members of Special (Ad Hoc) Committees shall be appointed for a period of time at the pleasure of the President and/or Executive Committee.

All outgoing Committee Chairpersons shall promptly prepare and deliver to their successor transition information and documents to facilitate the Federation's and Congress's ongoing activities.

When deemed appropriate and/or important, one or more members of a committee may be re-elected or reappointed. In any event, one member of each committee, or its Chairperson, may continue for another two (2) years as an ex-officio member of the new committee to provide understanding and continuity of effort. Except for its former Chairperson, members of the Nominating Committee shall not serve beyond a two-year term.

Chairpersons of Standing Committees may serve a maximum of two (2) full terms (four [4] years). No member may chair more than one (1) committee.

The President, First Vice-President/President Elect and Secretary, of the Association are ex-officio members of all committees except the Audit and Nominating Committees.

Section 1. Executive Committee - Composition, Meetings, Duties.

- A. Composition (Officers and Delegates, Alternate Delegates, Observers), Terms, Meetings, Duties.

- 1) Delegates

- a) The Executive Committee shall be composed of:
 - All the officers of the Association
 - All the officers of the Congress,
 - All the delegates from each national, regional, and multinational member society, and affiliate member society.
- b) Each national, regional and multinational member organization shall be represented on the Executive Committee by two (2) delegates and each affiliate member by one delegate.
- c) Each delegate (or alternate delegate) must be a neurological surgeon and an active member of the society or organization, which the delegate represents.
- d) No delegate may represent more than one organization or member society. A delegate may not be also an officer of the Federation or of the Congress.
- e) Only officers and delegates shall have the right to a single vote.
- f) A quorum of the Executive Committee shall be determined by the presence of one-third (1/3) or more of its voting members.
In the event that a properly called meeting of the Executive Committee is adjourned because of a lack of a quorum, and only after notice is given at that time, a meeting of the Executive Committee may be reset for the next day at a given time and place, provided that at least fifteen (15) members of the Executive Committee, including a quorum (five [5] members) of the Administrative Council are present at the time of the reset meeting. That reset meeting shall be considered a proper meeting of the Executive Committee and those present shall be considered a quorum for conducting business.

2) Alternate Delegates

- a) A member organization or member society may appoint or elect one (1) alternate delegate.
- c) An alternate delegate may attend all meetings of the Executive Committee; and may vote in meetings of the Executive Committee only if the delegate from the alternate delegate's organization is not present. An alternate delegate shall serve only for the meetings for which the alternate delegate is elected but may be re-elected or re-appointed for other meetings of the Executive Committee.

3) Affiliate members

Each affiliate member organization shall be represented by one (1) delegate.

B. Terms

- 1) All delegates and alternate delegates shall be appointed or elected by their respective organizations and societies; their names shall be submitted to the Secretary of the Association in writing at least two (2) months prior to that meeting of the Executive Committee that is held immediately prior to a Congress.
- 2) All delegates shall assume office at the first meeting of the Executive Committee held just

prior to a Congress. They shall continue in office for at least two (2) years until that meeting of the Executive Committee held immediately prior to the next succeeding Congress.

- 3) Alternate delegates shall serve terms of office at the pleasure of their parent organizations.

C. Meetings

- 1) The Executive Committee shall meet just prior to each Congress, and on at least two (2) occasions during the Congress, and at such other times as the Administrative Council or Executive Committee shall designate. The final meeting of the Executive Committee during the Congress shall be held on the day prior to the last day of the Congress.
- 2) During the interim between Congresses, the Executive Committee shall meet at least once at such time and in such place as the Administrative Council shall designate. The members of the Executive Committee shall be notified of the time and place of each meeting by the Secretary of the Federation at least three (3) to six (6) months in advance of the time of the meeting except for those meetings being held during the Congress. A preliminary agenda shall be included with the notice of the meeting. The minutes of the previous Executive Committee meeting shall be included with this notice unless previously distributed.
- 3) The Chairpersons of the committees of the Federation and of the Congress shall attend and participate in all meetings of the Executive Committee. Only those Chairpersons who are delegates may vote. They may be invited by the President to attend all or part of the meetings of the Administrative Council.
- 4) Individual members from organizations and societies that are members of the Association may attend meetings of the Executive Committee, of the Administrative Council, and/or of the various other committees of the Federation except the Nominating Committee. They may not vote.

D. Duties.

The Executive Committee shall:

- 1) Serve as the governing body of the Association and of the Congress,
- 2) Elect all officers of the Association and of the Congress, elect all members of standing committees and of scientific committees of the Association except as otherwise provided in these Bylaws,
- 3) Elect the Chairpersons of all Scientific Committees.
- 4) Determine the place and date of meetings of the next Congress Two (2) years in advance. This determination shall take place at an interim meeting of the Executive Committee between the Congresses.
- 5) Have the power to terminate the membership of a member society, after proper notice and for just cause, after such a recommendation has been made by the Administrative Council to the Executive Committee and then approved by the Executive Committee by a two-thirds (2/3) vote of the members, present and voting, at a regular meeting. This recommendation shall not become effective until confirmed by two-thirds (2/3) vote of the members, present and voting, at the next regular meeting at least one (1) year later,
- 6) Determine the dues to be charged each individual member of the member societies of the

Federation with the advice of the Administrative Council. The dues shall be paid to the Federation once a year by each member society for each one of its members. Dues shall be paid in US dollars or its equivalent in local currencies

- 7) Propose consider and elect organizations and societies as members or as affiliate members of the Association
- 8) Have the power to establish a Secretariat and determine its location and function if the Executive Committee so deems it advisable.

Section 2. Administrative Council.

A. Composition

The Administrative Council of the Association shall be composed of the following nine (9) members:

- 1) President of the Association
- 2) First Vice-President / President Elect of the Association
- 3) Second Vice-Presidents of the Association
- 4) Secretary of the Association
- 5) Two Assistant-Secretaries of the Association
- 6) Treasurer of the Association
- 7) Assistant Treasurer of the Association
- 8) President of the Congress.
- 9) Immediate Past-President of the Association

B. Duties

- 1) The Administrative Council shall be empowered to act for the Association and its Executive Committee in all matters in the interim between meetings of the Executive Committee. At least five (5) affirmative votes shall be required to take action.
- 2) The Administrative Council shall give a report of its actions and recommendations for ratification and/or consideration at the next Executive Committee meeting.

C. The President of the Association may invite other persons to attend a meeting of the Administrative Council; they may participate in discussion only by invitation from the President. Such a guest shall not vote.

Section 3 Membership Committee for the Federation and for the Congress.

A. Composition

The Administrative Council shall serve as the Membership Committee.

B. Duties

- 1) The Membership Committee shall receive and review all applications from national, regional and multinational organizations for full membership or affiliate membership in the Association. The Committee shall make its recommendations to the Executive Committee, which shall act thereafter as provided in Article III, Section 2.
- 2) The Membership Committee shall receive, from individual neurological surgeons or other individuals interested in neurological surgery, applications for individual membership in the International Congress and shall be empowered to elect them to membership and

attendance in the Congress upon payment of registration fees as determined by the Executive Committee and as provided in Article IV, Sections 2 and 3.

- 3) In the event that a member society is delinquent in paying dues for more than one (1) year, the Treasurer shall notify that society and the Association Secretary of the delinquency. After written reply, the Membership Committee (Administrative Council), for good cause (determined in the sole discretion of the Membership Committee), may defer action in regard to that society. If good cause is not presented, the Membership Committee shall notify the Treasurer, Secretary, and that society that it has not fulfilled all the requirements for full membership in the Association. That society may apply for affiliate membership in the Association. An affiliate member may reapply for full membership at any time.

Section 4 ***Finance Committee***

A. Composition

The Administrative Council shall serve as the Finance Committee.

B. Duties

- 4) The Finance Committee shall receive and review all financial reports from the Treasurer. The Committee shall make its recommendations to the Executive Committee, which shall act thereafter.

Section 5 ***Nominating Committee.***

A. Composition

The Nominating Committee shall be composed of five (5) members. Four (4) new members shall be nominated by the Executive Committee at its second meeting and, then, elected by the Executive Committee at its final meeting during a Congress. They may not be re-elected. The other member shall be the former Chairperson of the prior Nominating Committee who may not be re-elected as Chairperson. The President, First Vice-President, Secretary, President Elect and the Coordinator of Committee Activities of the Association are not ex-officio members of the Nominating Committee.

Insofar as practical and possible, all broad geographical areas, small and large member societies, and areas without societal representation shall be considered. If practical, no two (2) members of the Nominating Committee shall be representatives from the same society or citizens of the same country.

There shall be one member from each of these broad continental areas of:

- 1) North Africa,
- 2) East Africa
- 3) West Africa
- 4) Central Africa
- 5) Southern Africa.

The Nominating Committee shall elect its own Chairperson at its first meeting before the end of the Congress and the name shall be submitted in writing to the Secretary.

A quorum of the Nominating Committee shall be determined at a meeting held in conclave with, at least, three (3) members physically present and voting.

Each member of the Nominating Committee shall have the right to one (1) full vote. Absent

members may not vote.

The Nominating Committee shall serve for two (2) years, i.e., through the final meeting of the Executive Committee during the next Congress. Only the Chairperson of the Nominating Committee shall continue as a member during the next two (2) years after the Congress.

B. Duties

- 1) The Nominating Committee shall nominate all the officers of the Association and, except where otherwise provided members of Standing Committees for the period beginning after the Congress.

The Secretary of the Federation shall inform the members of the Nominating Committee as to the offices to be filled.

The Nominating Committee shall review the slate of Officers of the Congress proposed by the host Country or area, previously ratified by the Administrative Council, and give its final recommendation to the Executive Committee.

- 2) The Chairperson of the Nominating Committee shall attend all meetings of the Executive Committee. In the event the Chairperson of the Nominating Committee is unable to attend, a designated member of the Nominating Committee shall attend.
- 3) The various member societies of the Association, through their delegates to the Executive Committee, may nominate and submit to the Nominating Committee for its consideration the names of the individuals they would like to have considered for one or another of the offices of the Association. These suggestions must be submitted by any current, official delegate from any member society, then in good standing, to the Secretary of the Association in writing, at least, twenty-four (24) months before the next Congress if they are to be considered.
- 4) The Committee shall nominate only one (1) candidate for each office. No member of the Nominating Committee may be nominated for any office. Before announcing their selection of officers to be placed in nomination, they shall contact each prospective nominee and determine the nominee's willingness to serve.

They shall make their selection of nominees and submit their list of candidates to the Secretary of the Association one (1) year before the Congress at which they are to be elected.

The Secretary shall submit this list of nominees to the members of the Executive Committee at least six (6) months before the Congress.

- 5) Nominations from the floor shall be considered when the nominee(s) is supported by at least five (5) organizations or member societies. The nomination shall be submitted to the Secretary of the Association in writing before the second meeting of the Executive Committee during the Congress. The Executive Committee shall elect, by secret ballot, the officers of the and of the Association Congress at the final meeting of the Executive Committee that is held during the Congress prior to the last day of the Congress

Nominations, other than those made by the Nominating Committee, for President-Elect

shall be considered when the nominee is supported by at least five (5) Member Societies. The nomination shall be submitted to the Secretary of the Association in writing, duly signed, one (1) month before the opening of the Executive Committee meeting at which the Office of President-Elect will be voted. Only the candidates proposed by the Nominating Committee or those nominated as specified above, shall be considered for election.

Section 6. *Local Arrangements Committee for the Congress.*

The members of the Local Arrangements Committee for the Congress shall be recommended by the Secretary of the Congress for election by the Executive Committee. The Committee shall be of such size and composition both as to membership and organization as the Secretary of the Congress shall determine.

Section 7. *Education Committee.*

A. Composition.

The Committee shall be composed of the following ex-officio and elected two (2) members:

- 1) Secretary of the Association
- 2) Secretary of the Congress.
- 3) The Second Vice-Presidents of the Association
- 4) An elected member who shall be the Editor of the Association Newsletter/Journal and Chairperson of the Committee.
- 5) An elected member who shall be the Editor of Association Internet WEB.

B. Duties

The Education Committee shall assist the officers of the Association and/or Congress in providing for any publications. The Committee shall collect and publish news and announcements of the Association and of the Congress. The Committee shall send the Association Newsletter to all members of the Executive Committee, secretaries of the constituent member societies, and any other appropriate persons, organizations or publications.

The Committee shall also supply the Newsletter to the Editor of the Association Internet WEB to expedite its circulation to all member societies and neurosurgeons taking advantage of present global communications facilities.

The Editor of the Internet Association WEB shall consider any information to be included in the Federation WEB only on the request of the Executive Committee, the President and Secretary of the Association, the Administrative Council and the Editorial and Association News Committee. Any other information to be incorporated in the Federation WEB must be peer reviewed by the Editorial and Federation News Committee, before being accepted.

Section 8. *Audit Committee.*

A. Composition

The Audit Committee shall be composed of three (3) members elected by the Executive Committee. The Chairman shall be designated by the Executive committee

The President, First Vice-President, Secretary and Treasurer of the Association are not ex-officio members of the Audit Committee.

B. Duties

The duty of the Audit Committee shall be to audit the Treasurer's and the Congress Treasurer's accounts at the close of each fiscal period and after the close of the Congress. The Committee shall report at meetings of the Executive Committee at least biennially.

Section 9 **Program Committee**

A. Composition

The Program Committee shall be composed of the following fifteen (15) or more ex-officio members:

- 1) President of the Congress.
- 2) Secretary of the Congress.
- 4) Education Committee Chairman.
- 6) Chairpersons of the Scientific Committees.
- 7) Scientific Program Director.
- 8) Second Vice-Presidents of the Federation.

The Scientific Program Director shall be the Chairperson of the Committee.
The Vice-President of the Congress shall be the Vice-Chairperson of the Committee.

B. Duties

This Committee shall:

- 1) Be responsible for the selection of papers, posters and films to be presented at the Congress.
- 2) Solicit and select appropriate papers to provide the most valuable program.

Section 10 **Advocacy Committee**

A. Composition

The Advocacy Committee shall be composed of Five (5) members elected by the Executive Committee to represent the Five Zones of the Continent

The Administrative Council shall designate which member shall be Chairperson of the Committee.

B. Duties

The committee shall:

1. Be responsible for Fund raising for the Association
2. Be responsible for Publicity.

3. Be responsible for Public Advocacy.
4. Promote goodwill of the Federation amongst the African Public

Section 11 Special (Ad Hoc) Committees.

The President of the Association is empowered to appoint such special committees and their chairpersons as the President deems warranted. The term of such committees shall be coincident with the term of the President or shorter; a succeeding President may choose to re-appoint them.

Each Chairperson of a Scientific Committee shall be a member of the Program Committee.

ARTICLE VII - RULES OF ORDER

Section 1. Rules of Order

The meetings of the Executive Committee of the Association shall be conducted in accordance with the rules of order and the procedures, which commonly govern deliberative bodies. The President shall make all rulings on all questions. Rulings may be appealed for a decision by a majority vote of the Executive Committee.

Section 2. Official Language

The language of the Association and the Congress shall be English.

ARTICLE VIII - AMENDMENTS AND ADDITIONS

Amendments to and changes of the Constitution of the may be Association made at any meeting of the Executive Committee on the affirmative vote of three-fourths (3/4) of the members present and voting, provided that written notice of the proposed changes is submitted to all members of the Executive Committee at least six (6) months prior to that meeting.

Amendments to and changes of the Association Bylaws may be made at any meeting of the Executive Committee on the affirmative vote of two-thirds (2/3) of the members, present and voting, provided that written notice of the proposed changes is submitted to all members of the Executive Committee at least six (6) months prior to that meeting. The member proposing the amendments shall be responsible for providing copies written in English of the proposed changes in the Constitution or Bylaws to each member of the Executive Committee.

ARTICLE IX- ANNUAL DUES

National Societies shall pay to CAANS an Annual Dues of US\$ 500.00 (Five hundred dollars)
Individual Members of AFNS shall pay an Annual Dues of US\$ 5.00 (Five dollars), which shall be payable through their National or Regional society
The Executive Committee shall from time to time review the Dues payable to the Association

ARTICLE X - APPENDIX

There may be an APPENDIX to these Bylaws, which may contain additional details and rules for other activities, functions of committees and subcommittees, additional operational procedures,

explanations, glossary, definitions of terms, and information. All such rules and procedures shall be in general conformity with the Constitution and Bylaws of the Association. All the contents of the Appendix shall be approved by the Executive Committee and any changes of the Appendix may be made by a simple majority vote of members of the Executive Committee, present and voting, at any meeting of the Executive Committee without prior notice.

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