

The Constitution of AFRICA Facility Management Association (AFRICA FM)

Adopted on 19/01/2024

Africa FM
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Registration No.
21/2021/1169 (Namibia)
Incorporated under section 21
(a Not-for-Profit Organization)

Vice Chair
Maria Morapedi

Chair
Eng. Sherif Maged

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PREFACE

Africa Facilities Management Association (AFM) was founded in October 2020 following the FMCE Conference 2020, a virtual conference under the theme, “Working Together to Accelerate Adoption of FM across the Continent”. The AFM community was established to drive the growth of FM in Africa.

CHAPTER ONE

Association Information

Covers the Name of the Association, Type, the field of its activity, the geographical scope of its work and its management center:

Article 1: Association Data

On 18/03/2021, the founders agreed to establish an Association under the name of “Africa for Facilities Management Association” - AFRICA FM.

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Website: www.africafm.org

Email: info@africafm.org

Associations' Branches: Ground Floor, The Hub, iTowers, Gaborone, Botswana, +267 373 1111

Article 2: Official Logo

The logo of the association shall consist of the following:



This logo and designation may not be used by any person, company, business, organization or group for any purpose without the express written consent of the association.

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The logo distinguishes the organization from other facility management organizations through color, emphasis on the name of the organization and typography, and reinforces the brand positioning message.

Article 3: The Geographical Scope of the Association

Operations span across all national countries of the African continent to cover Governorates, cities, centers, districts departments and villages.

Article 4: Code of Conduct

It was agreed that it would not be among the objectives of the association to engage in any of the political activities prohibited, as well as not to engage in financial speculation.

Article 5: Language

The English Language is considered the principal language of communication in the Association.

Article 6: Vision

To be the voice and driver of FM connecting the industry to the economies of the continent and deliver value for practitioners.

Article 7: Mission

To assist facilities managers and associated stakeholders in acquiring the necessary skills and knowledge pertaining to the facilities management industry.

Article 8: Objectives

The objecties of the association are to:

- I. Support facilities management (FM) across the continent,
- II. Create a path for FM,
- III. Stimulate collaboration between FM across Africa
- IV. Promote knowledge transfer through research and international standards and education.

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Article 9: Activities

The Association seeks to achieve its objectives in these fields through the following activities:

1. Holding seminars, and workshops;
2. Support Scientific libraries;
3. Support private institutes, colleges and schools after obtaining the necessary approvals from the competent authorities;
4. Issuing a periodical magazine or bulletin representing the association's activities and updating its members;
5. Organizing cultural and entertainment events;
6. Providing opportunities for training courses in facilities management, and any related applicable subject;
7. Carrying out all relevant activities to the management and operation of facilities such as seminars, webinars, lectures, conferences and workshops to raise awareness on facilities management;
8. Providing programs, activities and training courses to get acquainted with modern scientific methods in the field of facilities management and organization.
9. Creating Awareness among the public of their rights in dealing with producers and sellers;
10. Working towards raising the performance of the African industry in conforming to applied standards to raise the overall standard and professionalism of FM in Africa.

Article 10: Leadership and Management

The founders convened on Wednesday, March 18th, 2021 virtually via zoom and at the Association headquarters, the members for the first time appointed a Board of Directors. The official declaration of the Association was published in May 2021.

Africa FM will have one governing body comprising of a Board of representatives from each member association, nominated academia and business leadership focusing on the various themes of the body – Education, Research, Membership & Partnerships.

Africa FM will operate as a non-profit organisation registered in any of the member countries.

Africa FM is a voluntary association constituted and governed in accordance with the provisions of this **constitution**

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The General Assembly approved the proposed governance structure and strategy presented on the 25th June 2021

a. BOARD OF DIRECTORS

- I. Chair
- II. Vice Chair
- III. Administration/Communication
- IV. Business
- V. Education and Training
- VI. Research
- VII. Membership
 - a. Associations
 - b. Institutions
- VIII. Collaboration
- IX. Representatives of National Associations

b. BOARD of DIRECTORS RESPONSIBILITIES

Article 1: Authority and Responsibility of the Association's Board of Directors

The Board of Directors (BOD) is responsible for setting the necessary policies to manage the affairs of the Association, it has all powers in this regard except for what is required by the General Assembly for example, (selling or mortgaging the Association's properties or arranging in-kind or non-real rights), or borrowing under the name of the Association.

1. The governing body of the association shall be the Board of Directors.
2. The Board of Directors shall have a Chair who represents the Association before the judiciary and others.
3. The Board of Directors should meet at least once every two months, the meeting is not valid unless attended by the majority of its members.
4. The BOD decisions will be issued with the approval of the absolute majority of the attendees or % of them, when the votes are equal, the side of the Chair will prevail.
5. Preparing internal regulations to present the General Assembly.
6. Forming the committees that are necessary and defining the functions of each committee.
7. Appointing the necessary staff to work in the Association

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8. Conducting studies to determine the service and production projects to achieve and implement the objectives of the Association.
9. Exhibitions, conferences, studies, webinars, events and fund raising campaigns as well as any other activities to support the promotion of facilities management in Africa and the association.
10. Approval of contracts and agreements concluded by the Association.
11. Prepare the final account at the end of the fiscal year, the draft budget for the new year, the annual report, including a statement in the association's activities, its financial condition, and the new projects in the following year.
12. Calling the General Assembly to convene and implementing its decisions.
13. Discussing the Auditor's report, preparing the response of the remarks, to be submitted to the General Assembly.

Article 11: Duties of the Chair of the Association's Board of Directors:

The Chair of the Board of Directors shall be responsible for the following:

1. Presidency of the sessions of the General Assembly and the Board of Directors, the internal committees that he attends, and he has the right to invite them for monthly or annual meetings.
2. Representing the Association and acting on behalf before the administrative and judicial authorities
3. Approving the agenda of the Board of Directors sessions and monitoring the implementation of its decisions.
4. Signing on behalf of the Association all contracts and agreements that the Board of Directors agrees to conclude, taking into account the cases that must be approved by the General Assembly.
5. Signing with the Administrative Officer on the minutes of the meetings, administrative decisions, and the affairs of the Association's staff.
6. CoSigning all payments and paperwork with the treasurer .
7. Take a decision in urgent matters presented to the Chair by a Board member that cannot be postponed until the meeting of the Executive Committee or the Board of Directors, provided that these issues and the decisions regarding them are presented to the Board at its next meeting.
8. In the absence of the Chair, his deputy or whomever is appointed by the Board of Directors shall carry out his duties and have all the powers of the Chair.
9. The general meeting shall be presided over by the chair of the association or by the vice-chair.

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10. Minutes shall be kept of the proceedings at each meeting by the Administrative Officer or another person designated thereto by the chair, which minutes shall be confirmed and signed by the chair and the person who has kept them. The contents of the minutes or notarial minutes are brought to the knowledge of the members.

Article 12: Duties of the Vice Chair:

The **Vice Chair** of the Association is responsible for the following:

1. Deputizing for the Chair in case of his absence.
2. Be responsible for association's annual conference in relation with the host country
3. Be responsible for the ethics/governance committee of the association

Article 13: Duties of the Administrative Officer:

1. Preparing the BOD's meeting agenda, sending the invitation to the members, conducting the meeting, preparing the minutes and decisions, recording them in special records, presenting them to the Board of Directors at the next meeting for approval.
2. Preparing a register with the names and addresses of the members of the Association
3. Keep records of the minutes of the sessions (signed by the Chair) of the Board of Directors and the General Assembly .
4. Follow up the implementation of the decisions of the Board of Directors
5. Preparing the annual report of the Association's activities to be submitted to the Board of Directors.
6. Preparing the Assembly agenda and invite it in accordance with the provisions of the law, as well as preparing the agenda for extraordinary meetings.
7. Informing both the Administrative Authority and the competent Unit of the decisions of the Board of Directors or the General Assembly in accordance with the provisions of the executive regulations.
8. Executing the Association's obligations related to the elections of the membership of the Board of Directors.
9. Supervising all administrative works, personnel affairs and keeping all papers and records of the Association in the headquarter.

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10. The Officer reviews all correspondences received by the Association and deliver to the Board of Directors, in order to respond to all inquiries.
11. Other tasks assigned to the Board of Directors.

Article 14: Duties of the Director of Business:

The Director is responsible for the following:

All the affairs of the Financial Association in accordance with the system prepared by the Auditor and approved by the Board of Directors, it will execute the following:

1. Supervising the Association's resources & expenditures and monitoring the extraction of receipts for all revenues, deliver and deposit revenues in the Bank (or savings fund).
2. Supervising the annual inventory and submitting a report of the inventory results to the Board of Directors.
3. Preparing and presenting the annual budget
4. Approving the release of all the sums legally decided to be paid , keeping up the documents indicating the correct release or monitoring the release.
5. Reviewing the Association's financial documents and records before and after release, to be approved and kept.
6. Overseeing the satisfactory management of the funds of the **association** in accordance with the budget approved by the **BOD** and/or the **general assembly** as the case may be, propose the nomination of the auditor
7. Implementing the decisions of the Board of Directors regarding the financial transactions, it should conform with the budget items.
8. Signing with the president or his representative on payments as a first signatory.
9. Approving the release of the interim advance within the limits of what is decided by the Board of Directors, to release it in urgent and necessary cases that cannot be postponed until submitted to the Board of Directors, provided that these should be approved in its meeting.
10. Supervising the preparation of revenues and expenditures account and the balance sheet to be reviewed by the Auditor to prepare a final report to be presented to the Board of Directors.
11. Participate with the Administrative Officer in drawing up the next year's draft budget, and presenting it to the Board of Directors, providing the administrative Body with the project at least fifteen days before submitting it to the General Assembly.

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12. Examining the observations of the Central Auditing Agency and the administrative officer for the financial aspects and preparing a response to be presented to the Board of Directors within one month from the date of notification.

Article 15: Duties of the Boards and Standing or Ad hoc Committees:

The chair of the **boards** and of standing or ad hoc committees shall be responsible for initiating and executing the policies of the **association** under the general direction of the **BOD**.

The Chair of the **Board** and standing and ad hoc committees shall be appointed by the **Board of Directors** at a meeting immediately following the **general assembly** meeting. The **Board of Directors** may also review and/or replace the members of any **boards** and any standing or ad hoc committees. The **Board of Directors** has the right to replace the chair and any members of a **board** or a committee from time to time as it may deem fit, to be ratified at the succeeding BOD meeting.

Article 16: Themes:

1- Conferences & Events (Vice Chair)

Annual conferences will be he organised and held in the Host C ountry in Africa in collaboration with Africa FM, virtual or face to face .

World FM day celebrations will be marked by member associations annually in line with the guidelines shared by Global FM.

Educational events, competitions, research workshops, training and development programs will be coordinated by the relevant groups within the network – Education & Research.

2- Education and Training

- a. Mapping of academic programs with facility management content across the continent,
- b. Mapping stand alone academic programs devoted to facilities management
- c. Survey the academic institutions to establish available skills and gaps,
- d. Mobilise resources for capacity building in the area across the continent
- e. Facilitate development syllabus or curriculum for the discipline for adoption across the continent
- f. Facilitate launching a continental journal for facilities management

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2.1 Education and training needs to look at:

- a. People looking to enter the industry at all levels but especially still at school or having exited school at whatever level and looking at entering the FM industry.
- b. People in the industry who do not have any qualification
- c. People in the industry who have a qualification but need to improve their understanding and knowledge of FM
- d. Undergraduate students,
- e. Post graduate students – a small percentage.

2.2 Students

The target group are all FM students at universities with bachelor and master FM programs which are a member of Africa FM. Our projects for students to participate in or benefit from:

- a. The Africa FM Student Competition
- b. Collaborative Research studies
- c. Students Exchange Program
- d. Internship platform
- e. Mentorship program
- f. Africa FM alumni community.

2.3 Universities & Research Centres & Training Entities

- a. To develop an inventory of present FM curricula in Africa training institutions and research centres
- b. Work with corporate and universities to develop Internship Programs.
- c. Center of Excellence Designation recognition for universities

2.4 Lecturers

- a. FM lecturers.
- b. Collaborative Research studies
- c. Lecturer Exchange Program
- d. Mentorship program
- e. Africa FM Lecturers community

3- RESEARCH

- a. Advancing Knowledge in Facilities Management;
- b. Research studies by host university based on themes adopted for research

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- c. Research Papers presentation at Annual Conferences
- d. Applied research for industry and practitioners
- e. Africa FM Review Journal will be published once a year which will include all accepted research papers and research studies.

4- MEMBERSHIP

The Membership Group will:

- a. Enhance collaboration among member associations.
- b. Promote sharing of information and events.
- c. Participation in Africa FM programs - Exchange programs, internship, mentoring,
- d. Get them to support all Africa FM programs through adoption and sponsorship.
- e. Identify opportunities for research based on challenges at the organisational level.
- f. Initiate Awards to recognise organisations and member associations for their excellence in FM and contribution to growth of FM in Africa
- g. Gain recognition within profession
- h. Network and attend insider events
- i. Have guidance from team for professional development
- j. Receive discounts on training courses
- k. Drive membership growth

MEMBERSHIP CATEGORY

Dues will be fixed by the Board from time to time

Full FM ASSOCIATION -
Emerging FM ASSOCIATIONS -
UNIVERSITIES & RESEARCH -
SMALL COMPANY – BELOW 5
MEDIUM COMPANY – 5 – 50
LARGE COMPANY – 50 AND ABOVE

5- COLLABORATION

Advancing Knowledge in Facilities Management through collaboration with other FM regional or global bodies

Collaboration with Governments across Africa

Collaboration with Multilateral Agencies – UN and its agencies

Bring our partners to be involved in all programs and projects of AFMN to promote the growth and development in Africa

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6- REPRESENTATIVE OF NATIONAL BODIES

- a. Represent the interest of national associations on the board
- b. Non-executive position – no portfolio
- c. No board voting right

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CHAPTER TWO

Financial Aspects

Article 1: Sources of Funding

1. Members subscriptions;
2. Donations, grants, wills, gifts, Financial aid;
3. Government subsidies;
4. Other resources approved by the Board of Directors;
5. Revenues of establishing exhibitions and events.
6. Return on investment of Association funds or as a result of its productive and service projects.

Article 2: Fiscal Year

The Fiscal year begins on 01/01 and ends on 31/12 of each year.

Article 3: Bank Account

All Association funds shall be deposited in the approved bank account by the Board.

- a. The funds of the **association** shall be kept in the association's accounts in banks approved by the **Board**. All monies belonging to the association shall be deposited with such banks as the **council** shall direct
- b. Cheques drawn or electronic withdrawals on the **association's** bank accounts shall be signed or authorised as the case may be by a person or persons authorised by the **Board** and any two of the following office bearers; Chair, or in the absence of the Chair, the Vice President or the Director of Business

Article 4: Payments

Payments from the Association funds can only be made upon approval of at least two of the the Chair, Vice Chair or the Director of Business.

Article 5: Potential Exploitation of the Association Resources

1. The Association's funds are retained for strategic employment to achieve its set objectives;

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2. The association has a subsequent ownership of real estate to achieve its objectives, after getting an approval from the general Assembly prior to ownership and its approval in the first meeting.
3. The Association may invest surplus revenues in areas of probable earnings to guarantee stable flow of resources. Alternatively, surplus revenues could be employed in productive projects.

Article 6: Employment of staff in the Association

Employment of staff in the association is governed by the following regulations:

1. The hiring process shall follow the rules and procedures required by the relevant country Labor Law.
2. Any volunteers from the members of the association or from others to perform any tasks in the association should be approved by the Board of Directors.

Article 7: Devolving of Funds

The funds of the Association shall be devolved to the following bodies upon its dissolution, the voluntary or administrative termination of the Association:

- 1- Aid fund for civil Associations and Institutions
- 2- Member Associations

Article 8: Association Records & Documents

The administrator of the Association shall maintain record of its documents. All members of the Association are entitled to view any of these records and documents.

Article 9: Annual Report

1. The board shall be obliged to keep a record of the financial position of the association in such a manner, that its rights and obligations can be known out of it at all times.
2. The board shall submit its annual report to a general meeting within six months after termination of the official year, except in case of extension of this period by the general meeting and shall, upon submittance of a balance sheet and a statement of receipts and payments, render an account of the administration conducted during the past year. After termination of that period each member may claim this statement of receipts and payments from the board at law.
3. Every year in the general meeting, the board shall examine the statement of receipts and payments of the board and report hereon to the general meeting.

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4. If the examination of the statement of receipts and payments requires special knowledge of accounts, the board may appoint an expert as advisor. The board shall be obliged to furnish the expert with all the information desired, to show the cash and the assets, if so desired, and to grant inspection of the books and records of the association.
5. The board shall be obliged to keep the records for a period of ten years.

Article 10: Management of Association Accounts

A detailed account specifying the sources and transactions of expenditures, revenues and donations of the Association shall be kept in compliance with the constitution of the Association.

- a. Expenditures exceeding 1,000 USD, require to be submitted to the Board for approval.

Article 11: Power of the Association

Power of the association is limited as follows:

- a. the **association** may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering the **association's** objectives
- b. the **association** shall utilise substantially the whole of its funds for furthering the objectives of the **association** as directed by the **Board**
- c. no **member** may directly or indirectly have any personal or private interest in the **association**
- d. substantially the whole of the activities of the **association** shall be directed to the furtherance of the objectives of the **association** and not for the specific benefit of a **member** or minority group and
- e. the **association** may not have a share or other interest in any business, profession or occupation which is carried on by the **members** individually or collectively

Article 12: Expenditure Financing

- a. Reimbursement of expenses incurred by a member of the Board of Directors shall be approved by the Chair and Administrator for any and all association business expenses incurred by, for or on behalf of the association. Expenses incurred by the Chair and Administrator shall be approved by the Vice Chair or the Chair's designee.

Article 13: Expenditure Approval

- a. All payments must have properly approved Expenditure Vouchers on the official Association vouchers, BEFORE withdrawals are made from the bank account and such vouchers are to be properly filed for a period of at least 6 years in the case of operations expenditure

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- b. All Cost Centres are to operate one Expenditure Voucher Book, for all payments to be made on behalf of the association irrespective of their nature and purpose.
- c. All Expenditure Vouchers shall only be prepared under the express authority of the Cost Centre Administrator, who shall be responsible for the safe custody of such vouchers
- d. The Cost Centre Administrator must ensure that the following are in place to allow the preparation of any proposed payment voucher.
 1. He has the authority to authorise the particular expenditure.
 2. Sufficient funds are available in the vote item concerned to cover the amount of the expenditure.
 3. Expenditure to be authorised is essential and is in the Association's interest.
 4. Expenditure to be authorised is not wasteful, and represents the most economical and efficient way of achieving the purpose for which the expenditure is to be made
- e. All payment vouchers are to be properly prepared by the Administrator AND authorised and approved by at least two of the Chair or Vice Chair or Director of Business.
- f. The authorised signatories for the association shall be at least two of:
 - o The Chair, Vice Chair, and Director of Business.

Article 14: Withdrawal for Expenditure Financing

- a. All payments are to be made from a bank account, preferably through a transfer /internal bank transfer to the beneficiary of service.
- b. No cash payments or mobile money payments will be possible
- c. All withdrawals from the Cost Centre account shall be supported by an approved Expenditure Voucher save of course for bank finance charges.
- d. Before releasing any payment the Administrator shall ensure that the following happens.
 1. Matching of invoice details with goods /services received (if appropriate)
 2. Mathematical check of accuracy of creditors' invoice
 3. Checking to ensure invoices have not been previously paid
 4. Verification and approval by AUTHORISED OFFICERS of the Cost Centre of all payments
 5. Payments processed only on the basis of approved Expenditure Vouchers and Original invoices or appropriately certified documentation.

Article 15: Expenditure Report

- a. Creditors 'transactions are entered and processed completely, accurately and only once through the creditors payment system (once electronic system is functional)
- b. Prompt and timely processing of creditors 'payments and charging them to the proper accounting period

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Chair
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CHAPTER THREE

Membership

Article 1: Prerequisites for membership in the Association

1.1 Membership is open to:

African companies, African citizens, national associations, research and educational institutes - both of a public law nature and a private law nature - active in the field of Facility Management.

The Board shall keep a register in which the names and addresses of all members are recorded.

1.2 Membership of the Association must meet the following conditions :

- a. Good conduct
- b. Statement of (Qualification / Age / Experience)
- c. Application for joining indicating name, surname, age, nationality, place of residence, profession and method of payment of membership fees.
- d. Payment of membership fees
- e. Membership approval is a prerequisite to joining the Board of Directors.

Article 2: Types of Memberships

Types of Membership in the Association:

- Institution (university/higher education institutions,)
- Individual (only in countries where there is no national association)
- Corporate Membership – FM companies and suppliers in the industry
- National FM Associations

a- Institution Member

An institution member :

1. Has met the membership criteria ,
2. Has been accepted by the Board of Directors as a member of the Association.
3. Has the right to attend the General Assembly and the nomination for membership in the Board of Directors.
4. Can be university, education institution awarding FM related certificate or degree.

b- An individual Member:

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1. Is one who has no FM national association in the country.
2. An individual member enjoys all the rights and carries all the obligations of a working member, with the exception of attending the General Assembly and nomination for membership in the Board of Directors.

c- Corporate Member

1. Has met the membership criteria ,
2. Has been accepted by the Board of Directors as a member of the Association.
3. Has the right to attend the General Assembly and the nomination for membership in the Board of Directors.
4. Can be university, education institution awarding FM related certificate or degree.

d- National FM Association Member

1. Has met the membership criteria ,
2. Has been accepted by the Board of Directors as a member of the Association.
3. Has the right to attend the General Assembly and the nomination for membership in the Board of Directors.

Article 3: Membership Fees of the Association

The annual membership fees for all membership categories is subject for review by the Board.

Membership fees is to be paid in full annually. Under all conditions, the full amount of the annual membership fees must be paid before the end of the fiscal year.

In case of a member joining the Association within a fiscal year, such member will only be required to pay the balance of the membership fees for the remaining months till the end of the same fiscal year.

Article 4: Termination of membership

A membership shall be terminated in the following cases:

- 1- Resignation or withdrawal from the Association; in such case the member must notify the Association in writing by a registered letter, email, or unsubscription form. This does not prejudice the right of the Association to claim him his dues.
- 2- Death of a member, if individual
- 3- Failure to fulfill any of the membership requirements.
- 4- Engaging in any activity that might pose a threat or negatively affect the operations of the Association or its members.

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5. Exploitation of membership for personal purposes.
6. Withholding payment of membership fees for a period extending up to 6 months.

Membership termination will be decided by the Board of Directors in a statement that clearly specifies

- a. name of the member
- b. reason for the membership termination
- c. the date on which the membership is effectively terminated.

Members who have been terminated by the Board will be notified of such decision in writing via registered mail, including a detailed copy of the Board's decisions within (15) days of the date of the official termination.

Article 5: Reinstatement of membership

Terminated membership due to withholding payment of membership fees, can be reinstated.

Article 6: Recovering Membership Fees

Under no circumstances will membership fees, subscriptions, gifts or donations paid by a member to the Association be recovered, for any reason whatsoever, or transferred to their benefactors.

Article 7: Sponsors Affiliates

- a. Sponsors are those who have declared themselves prepared to support the association financially.
- b. Affiliates are persons or legal entities who promote the establishment of Facility Management Organisations. Affiliates can take part in the activities of the association.
- c. Sponsors and affiliates shall have no other rights and duties than those granted to and imposed on them by or by virtue of the rules.
- d. Apart from other rights granted to affiliates and sponsors by or by virtues of these rules, they shall have the right to attend the general meeting, to address the meeting and to advise the general meeting.

Article 8: Networkgroups and committees

- a. The association has Networkgroups and committees, which can be joined by (a representative of) the members sponsors and affiliates of the association.

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- b. Each Networkgroup or Committee has a chair. The chair will be appointed by or approved by the board.
- c. The board may, after the prior approval of the general meeting, formulate a regulation in order to regulate the position and rules of procedure of the Networkgroup or Committee.
- d. (The members of) a Networkgroup or a Committee shall have no other rights and duties than those granted to and imposed on them by or by virtue of the articles of association.

Article 9: Termination of the rights and duties of affiliates and of a sponsor

- a. The rights and duties affiliates and/or a sponsor may at any time be ended by agreement, however, the full annual dues for the current year shall remain payable.
- b. Termination by the association shall be effected by the board.

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CHAPTER FOUR

The Association's Bodies

The directing bodies of the association in order of precedence are :

- a. The Board of Trustees
- b. The General Assembly (GA)
- c. The Board of Directors (BOD)

Article 1: Formation of the Board of Trustees

1. The initial BoT members shall be appointed from the founding board of directors.
2. The BoT shall comprise of 5 members.
3. Support the board of directors.
4. Provide directions where necessary.
5. Serves as the overall governing body of the association.
6. Supervises the board of directors.
7. No board of directors shall serve on board of trustees at the same time.
8. To serve for a minimum tenure of 6 years
9. To be replaced on a staggered basis
10. At least 1 member slot can be reserved for the public

Article 2: Formation of the General Assembly

The supreme body of the association is a general assembly of delegates referred to as the general assembly, representing the membership together with members of the board of directors.

The General Assembly consists of all members of the association and who have at least 9 months of their membership and who have fulfilled the required obligations.

Article 3: Holding the General Assembly

The General Assembly shall be convened by a registered letter/email sent to each member who have the right to attend or the member may receive the invitation in person, indicating the meeting place, date and agenda.

Article 4: Place and Invitation of the General Assembly

The meeting of the General Assembly shall be in the headquarter, and it may be held in any other place in the same country or another country or virtually as determinate

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in the invitation letter. A copy of the papers presented to the General Assembly shall be sent to the Administrative Officer, at least (15) days before the meeting.

Article 5: Ordinary General Assembly Meetings

The General Assembly is called to an ordinary meeting, once every year within the first quarter following year. The items to be discussed in each meeting will be at least as follows:

- a. Budget & Final Account.
- b. Report of the Board of Directors over the activities of the year and the report of the auditor.
- c. Draft of estimated budget for the next year
- d. Electing members of the Board of Directors instead of those whose tenure has expired.
- e. Auditor's appointment and define his fees.
- f. Other consideration of the Board of Directors to be included in the agenda.

Article 6: Extraordinary General Assembly Meeting

The Extraordinary meetings of the General Assembly can be called by the Board of Directors or two thirds of the General Assembly members to consider any of the following:

- a. Amending the Association's system/constitution.
- b. Dissolving the Association, appointing one or more liquidators, determining the term of liquidation & the remuneration of the liquidator
- c. The Association may merge with another association of public benefit.
- d. Approval of granting the Assembly public benefit.
- e. Dismissal of all or some of the members of the board of directors.
- f. It may consider otherwise with the approval of the absolute majority of all of the members present.

Article 7: Validity of General Assembly Meetings

The meeting of the General Assembly is considered valid, if at least one third of registered members representing each category of membership.

Article 8: Procedures for delegating to attend the General Assembly

A member of the General Assembly may delegate in writing another member to represent them in attending the General Assembly according to the following:

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- a. The delegation is valid according to an official letter via email sent by the member/company/national association/institution to the BOD.

Article 9: Voting in the General Assembly

It is not permissible for a member of the General Assembly to participate in the vote if he has a personal interest in the resolution, and that is during the count of the assembly elections.

- a. All resolutions of the general meeting shall be adopted by an absolute majority of the votes cast.
- b. Abstentions shall not be counted as votes.
- c. In case of equal votes on a proposal that does not concern persons, the proposal shall be deemed to have been rejected.
- d. All votings shall be taken orally. The chair is however entitled to decide a vote by a secret ballot. If it concerns an election of persons, also a person present at the meeting and entitled to vote can demand a vote by a secret ballot. Voting by ballot takes place by means of closed, unsigned ballot papers. Adopting resolutions by acclamation shall be possible, unless one of the persons entitled to vote desired a poll.
- e. An unanimous resolution of all members, also if they are not together in a meeting, shall, provided that it is adopted with the prior knowledge of the board, have the same effect as a resolution of the general meeting.
- f. The Chair of the meeting shall not participate in any voting processes but in the event of an equal number of votes being cast, the Chair of the meeting shall have the casting vote
- g. Only members who are in good financial standing with the association may be nominated or be considered for nomination as members of the BOD.

Article 10: General Assembly Resolutions

- a. The decisions of the Administrative General Assembly are issued by the absolute majority (half +1) of the members attending the meeting.
- b. The decisions of the Extraordinary General Assembly are issued by the absolute majority of the working members of the General Assembly. This percentage increases to (65%) with regard to the decisions issued on the following issues:
 1. Change of headquarters.
 2. The general meeting may formulate regulations.
 3. The by-laws, the board regulations or any other regulation may not be contrary to the law, also where it has no obligatory force, nor to the articles. Regulations may not be contrary in their mutual relation.

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4. The decisions of the General Assembly shall be recorded in the record of the minutes of the meetings of the General Assembly, and signed by the Chair and the Administrative Officer.

Article 11: Minutes of the Board of Directors Sessions

- a. All meetings shall be recorded and followed by minutes of meeting prepared by the Administrative Officer, and signed by the Chair and the Administrative Officer.
- b. All meetings must be circulated within 15 days from the end of the BOD meeting and the General Assmebly meetings.

Article 12: Board of Directors of the Association

- a. The first Board of Directors shall be appointed by the founding members of the association from among themselves and run the association until the first election which should not be more than of 3 years from the date of their inauguration.
- b. Election to the board shall be conducted in line with the Constitution.
- c. The tenure of Board of Directors after the first board shall be 2 years and a member can only serve not more than 2 consecutive tenures.
- d. Tenure of Board shall be January 1st to December 31st for two years.
- e. Board members are expected to attend 60% of the meetings without excuse. Failure of which will have the following action:
 1. Position will be declared vacant
 2. The affected Board member will not be eligible for the next two elections.

Article 13: Election to Board membership

- a. All General Assembly members are eligible for Board of Directors membership.
- b. Election shall be conducted by electoral panel setup by the outgoing Board.
- c. Notice of the election shall be circulated three months before the election to all General Assmblly members.
- d. Election shall by open or secret ballot as determined by the electoral panel.
- e. Election shall hold a General Assmblly meeting for that purpose.
- f. Election shall take place at least three months before the expiration of the ongoing Board tenure.
- g. New Board shall be inaugurated before the first day of the beginning of the tenure.
- h. Eligibility criteria for board membership shall be:
 1. Must have been a member for at least 2 years to be elected Chair
 2. Must have been a member for at least 1 year to be elected to the board

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3. Must not be under any disciplinary measure of the association either as a board member or ordinary member
4. Must be a representative member of any of the various category of membership

Article 14: Combining between Membership and Work in the Association

It is not permissible to combine between membership and work in the Association against wages. The member also has the right to charge for the actual expenses that incurred in the performance of the Association's work, such as a transfer allowance.

In the aforementioned case, a member of the Board may not participate in voting in a decision against expenses.

Article 15: Convening of the Association's Board of Directors

- a. The Board of Directors of the Assembly must be convened at least once every two months and it shall be held in the presence of a majority of its members.
- b. The BOD's decisions are issued with approval an absolute majority of the number of attendees or % of them, and when the votes are equal, the president's side is more likely.

Article 16: Vacancy of the members' seat

In the event that the seat of one of the members of the Board of Directors becomes vacant, in the period between the General Assembly meeting and another, the Board of Directors shall appoint an interim Director until the next General Assembly meeting to conduct election for the vacant position.

Article 17: Appointment of the Administrative Officer

The Board of Directors may appoint an officer for the Association. The appointment decision determines the work of the administration that is relevant to him/her and the deserved amount he/she should take.

Article 18: Auditor's Tasks:

The Association is obligated to appoint an auditor from among the accountants registered in the Auditors List .

The Auditor shall be responsible for the following:

- a. Review the Association's Books, records and documents at any time. He has the right to request the data and clarifications that he deems necessary to obtain in order to perform his mission. He also has the right to determine the Association's

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assets and obligations, and the Board of Directors must enable the Auditor to ease his tasks.

- b. The Auditor must lay down the financial system that ensures the proper functioning of the Association.
- c. Submit a report of the final account and the balance sheet to the Board of Directors at least one month before the date set for the meeting of the General Assembly, accompanied by a report from him that includes his observations on the final account and the balance sheet.
- d. The Auditor shall attend the meeting of the General Assembly and read his report on the association's work and give his opinion on everything related to his work as an auditor of accounts of the Association.
- e. If the Auditor has committed any deficiency in the performance of his duties, the Board of Directors has the right to invite the Ordinary General Assembly with attaching a report from the Board of Directors calling for the meeting to discuss it and take the appropriate decision in this regard.
- f. The Board of Directors must present the auditor's observation and comments on the annual audit and the actions taken by the board to the General Assembly.

Article 19: Dissolution and liquidation

- a. If it is clear to the Board of Directors that the Association has become incapable of achieving its objectives, it may invite the Extraordinary General Assembly to convene, provided that a report is attached to the invitation, and issue the necessary decision to dissolve the association or merge it into another one working in the same field.
- b. If the Extraordinary General Assembly decides to dissolve the Association, a decision must be issued, provided that the dissolution decision includes the appointment of one or more liquidators, the determination of the liquidation period, the remuneration of the liquidator, the notification of the administrative body and the competent union.
- c. If the Extraordinary General Assembly decides to merge the Association with another, the Administrative Body must be notified of that in order to issue the necessary decision after the approval of the association in which the merger is requested.

Article 20: Articles of Association:

The Board of Directors is authorized to number the articles and sections of this Constitution to correspond with any changes that may be approved.

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Article 21: Non-Discrimination:

The association prohibits discrimination in membership selection, nomination for officers, appointment to committees, and activities on the basis of race, color, age, disability, sex, marital status, familial status, parental status, religion.

Article 22: Amending the Provisions of the constitution

- a. The amendment of any of the provisions of this constitution shall be decided by the normal or Extraordinary General Assembly,
- b. Upon receiving a notice of motion from any **association member** to amend the **constitution** the Administrative Officer shall forthwith notify all **members**, of the **BOD**.
- c. Any amendments to the **constitution** shall take effect immediately following the meeting at which such amendment is adopted.

Article 23: Articles of Sections and Administration

The Board of Directors has the authority to change or update terminology and titles within this Constitution given that such changes are not material to the spirit or intent of the Constitution.

Article 24: Effective Date:

The effective date of this constitution is January 15, 2024

Article 25: Definitions:

“**Association**” means the Africa Facilities management Association,
“Majority of its members”, (half +1) of the members attending the meeting.
Administrative Body is

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