



Association of African
Business Schools

AABS Charter 2018
19/05/2018

CHARTER OF THE ASSOCIATION OF AFRICAN BUSINESS SCHOOLS

(Amended with effect from 19 May 2018)

TABLE OF CONTENTS

1.	Name.....	2
2.	Legal Personal	2
3.	Registered Office.....	2
4.	Vision, mission and objectives	2
5.	Powers of the Association	3
SECTION II.....		3
6.	Membership.....	3
7.	Rights of Members	4
8.	Termination of Membership	4
SECTION III.....		5
9.	Governing Board	5
10.	Powers of the Governing Board.....	7
11.	Secretariat.....	8
12.	Committees	8
SECTION IV		8
13.	Association Meetings.....	8
14.	Meetings of the Governing Board	9
15.	Finances of the Association.....	9
16.	Income and property.....	9
17.	Amendments and Revisions	10
18.	Dispute Resolution Clause	10



Association of African
Business Schools

AABS Charter 2018
19/05/2018

19.	Dissolution.....	10
20.	Tax Exempt Entity	10

SECTION I

1. Name

- 1.1 The name of the association is the Association of African Business Schools, (hereinafter referred to as the "**Association**").
- 1.2 The shortened name of the Association is AABS.

2. Legal Personal

The Association will:

- 2.1 exist in its own right, separately from the members and with limited liability;
- 2.2 continue to exist even when the membership changes;
- 2.3 be able to own property and other possessions; and
- 2.4 be able to sue and be sued in its own name.

3. Registered Office

The Association's registered office will be located in 25 Fricker Road, Illovo, Sandton, 2196. It can be transferred to another location in one of the African countries by a decision of the Governing Board and a two-thirds majority vote of the Association's members.

4. Vision, Mission and Objectives

- 4.1 The vision of AABS is that across Africa there should be a growing number of strong business schools contributing substantially to inclusive economic and social development.
- 4.2 The AABS mission is to enable all business schools in Africa to contribute towards inclusive economic and social development in the continent by promoting excellence and responsibility in business and management education through capacity building, collaboration and quality improvement.
- 4.3 The objectives of AABS are to:
 - 4.3.1 provide a means for engagement on matters of mutual interest related to business and management education in Africa;
 - 4.3.2 promote cooperation among business schools in curriculum and faculty development, research, and quality improvement by assisting in the development of teaching methodologies and research in the areas of business and management;



Association of African
Business Schools

AABS Charter 2018
19/05/2018

- 4.3.3 promote dialogue and interaction between private- and public sector institutions and civil society;
- 4.3.4 stimulate participation by business schools and faculty members in public discourse and policy formulation; and advocate for the role of business and the role of business schools; and
- 4.3.5 promote high standards in management and business education through an AABS accreditation system.

5. Powers of the Association

- 5.1 Subject to this Constitution and any applicable legislation, the Association:
 - 5.1.1 must only pursue activities that are aimed at fulfilling the Association's objectives, as recorded in this Constitution;
 - 5.1.2 must assume the power and authority needed to achieve its objectives;
 - 5.1.3 may amalgamate with other entities having objectives that are similar to the objectives of the Association;
 - 5.1.4 where appropriate, may nominate or elect persons to represent the Association's interests;
 - 5.1.5 must only undertake activities that are lawful; and
 - 5.1.6 To the extent that the Association has been approved by the South African Revenue services ("SARS") for the purposes of section 10(1)(d)(iv) read together with section 30B of the South African Income Tax Act (Act No 58 of 1962) as amended ("the Act"), will conduct its activities and ensure that the affairs of the Association are managed in accordance with the provisions of section 30B of the Act, as set out in SECTION V Clause 20 of the Constitution.

SECTION II

6. Membership

- 6.1 Membership in the Association shall be restricted to organisations with a physical campus on African soil, in other words geographically located in an African country, including all regions of Africa.
- 6.2 Membership in the Association shall be open to all organisations which offer graduate programmes in business and management areas and which are approved by the higher education authority in an African country.
- 6.3 There shall be one category of membership: "AABS Member". A school may apply for membership based on the criteria defined above in 6.1 and 6.2.



Association of African
Business Schools

AABS Charter 2018
19/05/2018

- 6.4 Any other organisation that caters for the same audience and support AABS' vision and mission may apply to the AABS Governing Board to be recognised as an "AABS Associate".
- 6.5 The Governing Board (being the "AABS Board") shall adopt procedures for the admission of AABS Members.
- 6.6 The Governing Board (being the "AABS Board") shall adopt procedures for the admission of AABS Associates.
- 6.7 The Governing Board (being the "AABS Board") shall develop accreditation criteria and adopt procedures for the accreditation of members – these will be listed in Annex 1 to the AABS Charter.
- 6.8 Any AABS Member may choose at any time to commence the accreditation process. No AABS Member is obliged to become accredited.
- 6.9 No member may communicate their membership as accreditation. Only members who have been successfully accredited may use the AABS Accreditation logo. Members should avoid confusing the public about their AABS accreditation status.
- 6.10 Membership of the Association implies a commitment to abide by the Association's Charter, to continue to meet the criteria in 6.1 and 6.2 above and to meet the financial obligations of membership.
- 6.11 Each member, shall nominate two representatives, one of whom shall be the individual (Dean, Director or equivalent, hereinafter referred to as "Dean") responsible for management of the nominating school. The second representative being a senior member of staff designated "AABS Liaison". The function of the AABS Liaison is to actively engage with the AABS Secretariat on all matters relating to AABS on behalf of the Dean if and when the Dean is not available or when the Dean requests the AABS Liaison to serve as the primary contact with AABS.
- 6.12 All Faculty Members of AABS Members must register on the Association's website or alternatively a faculty contact list must be sent to the AABS Secretariat annually at info@aabschools.com. The purpose of this is to encourage and enable cross-continent identification and collaboration between faculty with similar areas of interest with the objective of creating more locally relevant research and business management education materials. A further purpose is to ensure dissemination of AABS communications to the broader AABS Member faculty.

7. Rights of Members



Association of African
Business Schools

AABS Charter 2018
19/05/2018

- 7.1 Each member institution shall be entitled to one vote at all meetings of the Association. The vote shall be cast by the school's official voting representative who shall be the Dean of the school or his/her designated proxy.
- 7.2 Representatives of "AABS Associates" shall have speaking rights, but no voting rights.
- 7.3 At any meeting of the Association or its Governing Board, the Chairperson of the meeting shall have a deliberative vote and a casting vote in the event of an equality of votes.

8. Termination of Membership

- 8.1 Membership may be terminated for the following reasons: if an institution fails to maintain the criteria outlined in 6.1 and 6.2 above; or if the Dean or his proxy does not participate in at least one conference every two years; or if an institution engages in any action that brings the Association into disrepute; or if membership fees or any other dues remain outstanding on 31 March of the year following their due date.
- 8.2 Notice of proposed termination of membership will be sent to the member by 1 May every year. Such notice shall include the reasons for proposed termination, as well as actions required to maintain membership (prevent termination).
- 8.3 The Governing Board is authorised to suspend members for the reasons noted in clause 8.1. At the Annual Members Meeting, the Governing Board will present a list of suspended members with a resolution for termination of membership.
- 8.4 Membership may also be terminated if two-thirds of the total members voting at the Annual Meeting of the Association vote in favour of a resolution to terminate a member's membership. Notice of such a resolution should be given to the AABS Board and AABS Secretariat at least 60 calendar days before the members' meeting.
- 8.5 Termination of membership as a result of a resolution (refer 8.3 above) or vote (refer 8.4 above) becomes effective on 1 June of the same year as the Annual Meeting.
- 8.6 Institutions whose membership have been terminated may re-apply for membership according to the normal application process, providing they meet the criteria for membership in 6.1 and 6.2 above and all dues owing to the Association have been paid in full.
- 8.7 A member may appeal termination of its membership by contacting the AABS Chair to initiate an appeal process.



Association of African
Business Schools

AABS Charter 2018
19/05/2018

- 8.8 Any member may terminate its membership by delivering written notification of resignation to the Governing Board and the AABS Secretariat. Termination will be effective one month after receipt of notification by the Governing Board.

SECTION III

9. Governing Board

- 9.1 The Association shall have six Office Bearers, who shall be individuals representing the members ("Board Members"). To the extent that section 20 applies, the Board Members will accept fiduciary responsibility for the Association ensuring that it complies with the provisions of Section 30B of the Act as set out in Clause 20 of the Constitution. In this regard at least three of the Board members will not be connected persons in relation to each other ("connected persons" means relatives of each other).
- 9.2 All members will be individually elected and must hold the title of Dean or equivalent at the time of first appointment
- 9.3 An AABS Board Member will resign their position in the Board if he/she stops to be a staff member of an AABS Member school during the duration of their Board term.
- 9.4 There shall be no more than two Board Members of the Governing Board per country.
- 9.5 The Board Members may co-opt one additional member to the Governing Board for a three-year term, which may be renewed once. The additional member shall not have any voting rights and does not need to be the Dean/Director of a Business School..
9. There shall be a three-year term for each Board Member, which may be renewed once. The Chairperson will be elected for a three-year non-renewable term.
- 9.7 Board members who have served more than 2 terms would not normally serve on the board again, but in an exceptional case where members wish to elect a previous board member again, he or she would only be eligible after at least three years have elapsed since the end of his/her second term.
- 9.8 The Association shall elect a Chairperson from the Board Members. The Chairperson of the Governing Board shall provide leadership, act as a spokesperson, and oversee the secretariat. The past Chairperson shall remain on the Board for a select period of time to provide for continuity.
- 9.9 If a board member misses more than three consecutive meetings he/she will be considered to have resigned.
- 9.10 On the resignation of a board member between member's meetings the board may at its discretion appoint a member in their place until the next Member's meeting. This will not count towards the limits on terms that may be served.



Association of African
Business Schools

AABS Charter 2018
19/05/2018

9.11 The Governing Board shall select a Secretary-Treasurer who shall: make available to the membership at the Annual Meeting a report of the financial operations for the preceding year; submit to the Governing Board at its meetings and at other times as requested a statement showing the relation of income and expenditures to the budget for the fiscal year; and make available to the membership the minutes of the Association's Annual Meeting which will be kept at the registered offices of the Association at the disposal of members.

9.12 Duties of the Governing Board shall include:

9.12.1 administering the affairs of the Association;

9.12.2 representing the Association publicly;

9.12.3 being accountable to the Association and reporting on its activities at the Association's meetings;

9.12.4 executing resolutions taken at the Association's meetings;

9.12.5 receiving funds and making payments on behalf of the Association;

9.12.6 maintaining a bank account at a registered commercial bank. All monies received shall be paid into this account and all payments shall be authorised by such members of the Governing Board as may be so empowered from time to time by the Association, in particular the Secretary-Treasurer, and solely in accordance with authorising resolutions passed by the Association; and

9.12.7 undertaking proper accounting and financial recording of the Association's revenue, expenditure and financial position, which shall be audited at the end of each financial year.

10. Powers of the Governing Board

The Governing Board has all the powers of a natural person, including the power to:

10.1 to raise charges and collect money for any services rendered, e.g. for lectures, seminars, publications and research projects undertaken and to remunerate officials or any other person or institution that renders a service to the Association;

10.2 to delegate any of its powers, provided that the Governing Board shall not thereby be divested of any powers so delegated;

10.3 to co-opt persons to the Governing Board in an advisory capacity;

10.4 to take any steps which comply with and are beneficial to the objects of the Association; and

10.5 adopt, ratify and confirm any agreements entered into by the Association, prior to the adoption of this Constitution;



Association of African
Business Schools

AABS Charter 2018
19/05/2018

- 10.6 enter into agreements for the benefit of the Association and in pursuance of the Association's objectives;
- 10.7 collect, receive or solicit any contribution, donation, gift, bequest or payment of any nature on behalf of the Association in relation to its objectives or for its operation;
- 10.8 donate to any person, organisation or company for purposes consistent with the achievement of the objects of the Association;
- 10.9 purchase or acquire or sell stock-in-trade, plant, machinery, land, buildings, agencies, listed shares, debentures and every kind or description of movable and immovable property only with the approval of all of the members;
- 10.10 open and operate banking accounts for the benefit of the Association;
- 10.11 invest the funds of the Association and funds received for the relief effort in an attorney's trust fund or with registered financial institutions listed in section 1 of the Financial Institutions (Investments of Funds) Act, 1984. The Association may also invest in securities listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985;
- 10.12 sell any investment of the Association and re-invest the proceeds;
- 10.13 establish or register other legal entities, as may be deemed necessary to promote the aims and objectives of the Association, and insofar as the Board Members may deem appropriate and to transfer funds and assets, and to delegate functions, to any such other legal entity/ies only with the permission of all of the members;
- 10.14 establish separate parts of the Association, for administrative, financial, or programme reasons, and to keep separate books and records, and account for each part;
- 10.15 act as principals, agents' contractors or guarantors, only with the approval of all of the members of the Association;
- 10.16 appoint attorneys, accountants and such other professional consultants and advisers as may be deemed necessary and appropriate from time to time;
- 10.17 develop policy with regard to the manner in which the Association is required to implement its aims and objectives;
- 10.18 has the right to make regulations for proper management, including procedure for application, approval and termination of membership; and
- 10.19 generally do all such things ancillary to the powers listed above in this sub clause as may be necessary to conducive to the achievement of the principal aims and objectives of the Association; and to determine rules and procedures for its meetings.



AABS Charter 2018
19/05/2018

Association of African
Business Schools

11. Secretariat

- 11.1 The secretariat will be seated at a place designated by the Governing Board.
- 11.2 The secretariat will report to the Governing Board and will operate under procedures as determined by the Governing Board.
- 11.3 Duties of the secretariat will include: maintaining Association records; coordinating communications and membership processes; organising annual meetings; and other duties as determined by the Governing Board.

12. Committees

Committees will be formed as needed based on specific Association activities.

SECTION IV

13. Association Meetings

- 13.1 The Governing Board shall announce the time and place of the Annual Meeting. Announcement of such time and place for subsequent meeting shall be made to the membership one month after each Annual Meeting.
- 13.2 The Chairperson shall call a meeting of the Association if the Governing Board so directs or if requested by at least half of the full institutional members of the Association.
- 13.3 At least 45 days' notice (by written or electronic means) of the time and place of a meeting of the Association and the agenda shall be given to all categories of members.
- 13.4 The Chairperson of the Governing Board shall preside during Association meetings, and in his/her absence, members present shall nominate one person to chair the meeting.
- 13.5 Twenty-five percent (25%) of members shall constitute a quorum at meetings of the Association. Should a quorum not be present, the meeting shall be adjourned for 45 days, on notice to all members, and the members present at the adjourned meeting shall constitute a quorum.
- 13.6 Resolutions of a meeting of the Association are passed by a majority of the full members of the Association attending the meeting.
- 13.7 Voting will be by a show of hands unless at least five members present demand a vote by secret ballot.
- 13.8 When the Chairperson deems it expedient, he/she may lay any proposal before all members by written or electronic means with a response date from members not being more than 45 days after the date the communication has been



AABS Charter 2018
19/05/2018

Association of African Business Schools

dispatched. If at least one half of the members express itself in favour of the proposal by the return date, the proposal shall be deemed to be a resolution of the Association.

- 13.9 The Association's resolutions shall bind all members of the Association.
- 13.10 The taking of minutes shall be mandatory at all Association meetings.

14. Meetings of the Governing Board

- 14.1 The Governing Board shall meet at the same place as the annual meeting of the Association immediately before the Annual meeting and at least one other time per year.
- 14.2 The Chairperson shall call a meeting of the Governing Board when requested by at least two members of the Board and shall give notice (by written or electronic means) of the time and place of a meeting and the agenda to Board Members.
- 14.3 Three Board Members shall constitute a quorum at meetings of the Governing Board.
- 14.4 Board Members may participate in meetings by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other.
- 14.5 The taking of minutes shall be mandatory at all Governing Board meetings.

15. Finances of the Association

- 15.1 The financial year of the Association shall end on December 31st of each year.
- 15.2 An annual dues schedule for members shall be recommended by the Governing Board and approved by the voting membership. Members will vote on changes in dues at the Annual Meeting.
- 15.3 The financial liability of a member is limited to the unpaid portion of its membership fees for any given financial year.
- 15.4 Duties of the Governing Board, Chairperson, and Secretary-Treasurer with respect to finances of the Association are to be carried out as elaborated under clause 7.
- 15.5 The Association shall appoint independent outside auditors at the Annual Meeting. Such auditors may be honorary.

16. Income and property

- 16.1 The Association's income and property shall not be distributed to the members or Board Members, except as reasonable compensation for services rendered.



Association of African
Business Schools

AABS Charter 2018
19/05/2018

16.2 Members and Board Members have no rights in the property or other assets of the Association solely by virtue of being members or Board Members.

17. Amendments and Revisions

17.1 This Charter may be amended by a two-thirds majority of the total number of members voting at the Annual Meeting.

17.2 Proposals to modify or review this Charter shall be submitted in writing to the Governing Board at least two months before the opening of the meeting at which they are to be considered. Copies of these proposals shall be sent by registered or electronic mail to member institutions at least 45 days before the opening of the meeting.

17.3 Any modification or revision of this Charter shall bear the date when the modification or revision is to become effective.

17.4 To the extent that section 20 applies, the Association shall within 30 days submit copies of any amendments made to the Constitution to SARS' Tax Exemption Unit.

18. Dispute Resolution Clause

In the event that a dispute arises between the members of AABS or between AABS and any of its members in relation to the interpretation or application of the charter, such dispute will be determined in and governed by the laws of the country where the presidency of AABS resides at the time when the dispute is prosecuted.

19. Dissolution

The Association may be dissolved by a decision of two-thirds of its members who have paid their annual dues for the preceding year. In the event of dissolution, the assets of the Association, after paying or making provision for the payment of all liabilities, shall be distributed according to a mechanism appropriate to the domain in which it is registered. With regard to South Africa, should the Association be dissolved, its assets, if any, shall be transferred to another non-profit organisation having at least some of the Association's objectives.

20. Tax Exempt Entity

To the extent that the Association is a tax-exempt entity and has been approved for the purposes of section 10(1)(d)(iv) read together with section 30B of the Act, all the provisions of the Constitution are subject to the following:



Association of African
Business Schools

AABS Charter 2018
19/05/2018

- 20.1 At least three Board members, who are not connected persons in relation to each other, to accept the fiduciary responsibility for the Association and its compliance with this section 20;
- 20.2 No single person will directly or indirectly control the decision-making powers relating to the Association;
- 20.3 The Association will not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives unless expressly otherwise provided for in section 30B of the Act;
- 20.4 The Association will utilise substantially the whole of its funds for the sole or principal object for which it has been established;
- 20.5 No member will directly or indirectly have any personal or private interest in that entity and no benefit may accrue individually to a member;
- 20.6 Substantially the whole of the Association's activities will be directed to the furtherance of its sole or principal object and not generally for the specific benefit of an individual member or minority group;
- 20.7 Substantially the whole of its funding will be from its annual members or an appropriation by the government, a provincial administration or a municipality;
- 20.8 The Association will not pay any remuneration, as defined in the Fourth Schedule of the Act to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;
- 20.9 The Association will, upon its winding-up or liquidation or the withdrawal of its exemption, give or transfer its assets remaining after the satisfaction of its liabilities to: -
- 20.9.1.1 another entity with similar objectives and which is approved in terms of section 10(1)(d)(iv) of the Act;
 - 20.9.1.2 a public benefit organisation approved in terms of section 30 of the Act;
 - 20.9.1.3 any department of state or administration in the national or Provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) or (b) of the Act which is required to use those assets solely for purposes of carrying on one or more public benefit activities; or
 - 20.9.1.4 an institution, board or body approved in terms of section 10(1) (CA)(i) of the Act; and
- 20.10 The Association will not participate in the business, profession or occupation which is carried on by its members.



Association of African
Business Schools

AABS Charter 2018
19/05/2018

- 20.11 The Board will submit any amendment of the constitution, Memorandum and Articles of Association to the Commissioner for SARS within 30 days of its amendment;
- 20.12 The Association will comply with such reporting requirements as may be determined by the Commissioner of SARS from time to time;
- 20.13 Should the Commissioner for SARS withdraw the approval of the Association as a result of the failure by the Association to comply with the provisions of section 30B of the Act, the Association will within six months after the date of that withdrawal (or such longer period as the Commissioner may allow) transfer or take reasonable steps to transfer its remaining assets in accordance with the provisions of section 30B(2)(x) of the Act; and
- 20.14 The Association is and will not knowingly become a party to, or has not or will not knowingly permit itself to be used as part of an arrangement contemplated in Part IIA of the Act, or a transaction, operation or scheme as contemplated in section 103 of the Act, of which the sole or main purpose was or will be the reduction, postponement or avoidance of liability of any tax, duty or levy which, but for such arrangement, transaction, operation or scheme, would have been or would have become payable by any person under any Act administered by the Commissioner for SARS.

Signed at The University of Dar Es Salaam Business School in Tanzania on 19 May 2018.

.....
CHAIRPERSON

.....
SECRETARY