

Association of African  
Business Schools



# **CHARTER OF THE ASSOCIATION OF AFRICAN BUSINESS SCHOOLS**

*(Amended with effect from 25 June 2021)*



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### Association of African Business Schools

AABS Secretariat, 26 Melville Road, Illovo, Sandton, Johannesburg, South Africa, 2146 | Tel: +27 11 771 4382| Fax: +27 86 205 1947

Email: [info@aabschools.com](mailto:info@aabschools.com) | Website: [www.aabschools.com](http://www.aabschools.com)

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## 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 shall:

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 is located in 25 Fricker Road, Illovo, Sandton, 2196, Republic of South Africa. 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, Values, and Objectives

4.1 The AABS Vision is *to be the leading network of quality business education in Africa focusing on relevance, impact, and sustainability.*

4.2 The AABS Mission is *to promote continuous improvement in quality learning and research across African business schools, through capacity building activities, networking opportunities, and accreditation.*

4.3 The AABS Values are *Integrity, Inclusiveness, Collaboration, Responsibility and Excellence*

4.4 The objectives of AABS are to:

4.4.1 provide a means for engagement on matters of mutual interest related to business and management education in Africa;

4.4.2 promote cooperation among business schools in curricula and faculty development, research, and quality improvement by assisting in the development of teaching methodologies and research in the areas of business and management

4.4.3 promote dialogue and interaction between private and public sector institutions and civil society;

4.4.4 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

4.4.5 promote high standards in management and business education through an AABS accreditation system.

### 5. Powers of the Association

5.1 Subject to this Charter and any applicable legislation, the Association:

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- 5.1.1 must only pursue activities that are aimed at fulfilling the Association's objectives, as recorded in this Charter;
- 5.1.2 may partner with other entities having objectives that are similar to the objectives of the Association;
- 5.1.3 where appropriate, may nominate or elect persons to represent the Association's interests;
- 5.1.4 must only undertake activities that are lawful; and
- 5.1.5 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”), shall 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 this Charter.

## 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.

6.2 Membership of the Association shall be open to all organisations which offer programmes in accounting, business, economics, management and related fields and which are approved by the higher education authority in an African country.

6.3 There shall be different categories of membership:

6.3.1 “AABS Member” is the label for membership based on the criteria defined above in 6.1 and 6.2.

6.3.2 “AABS Associate” is the label for non-academic institutions with education-oriented missions located anywhere and with a mission to facilitate effective business education

6.3.3 “AABS Affiliate” is the label for any organisation that is located outside of Africa, approved by the higher education authority its home country and supports AABS’ vision and mission

6.3.4 “AABS Partner” is the label for commercial entities around the world who do not fit any of the categories of membership described herein

6.4 The Governing Board (being the “AABS Board”) shall adopt procedures for the admission into any category of AABS Membership and shall establish and maintain specific procedures for doing so.

6.5 The Governing Board (being the “AABS Board”) shall develop accreditation criteria and adopt and maintain procedures for the accreditation of members.

6.6 Any AABS Member may choose at any time to commence the accreditation process, so long as the member has been in good standing immediately preceding the date of application. However, no AABS Member is obliged to become accredited.

6.7 No member shall 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.



6.8 Membership of the Association implies a commitment to abide by the Association's Charter, to continue to meet the criteria in 6.1, 6.2 and 6.3, as appropriate and to meet the financial obligations of membership. Any change in a member's condition with regards to 6.1, 6.2 and/or 6.3 as appropriate shall be reported to AABS immediately.

6.9 Each member School, 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.

6.10 All Faculty Members of AABS Members may register on the Association's website or alternatively a faculty contact list must be sent to the AABS Secretariat annually. 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**

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 AABS Associates, Affiliates, or Partners 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: i) if an institution fails to maintain the criteria outlined in 6.1 and 6.2 above; or ii) if the Dean or his proxy does not participate in at least one AABS Connect conference every two years; or iii) if an institution engages in any action that brings the Association into disrepute; or iv) if membership fees or any other dues remain outstanding 15 months after the first due date.

8.2 Within two weeks following eligibility for termination of membership, notice of proposed termination of membership shall be sent to defaulting member. 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 shall 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 sixty (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 upon notification of the member of such termination.

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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.

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

### **SECTION III**

#### **9. Governing Board**

9.1 The Association shall have seven (7) individuals who shall represent the members as "Board Members". To the extent that section 20 applies, Board Members shall 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 Charter. In this regard, no two (2) members on the Board shall be connected persons in relations to each other ("connected persons" means relatives of each other).

9.2 All members shall be individually elected and must hold the title of Dean or equivalent at the time of first appointment

9.3 An AABS Board Member shall resign his or her position in the Board if he/she stops being a staff member of an AABS Member school during the duration of their Board term.

9.4 There shall be a three-year (3) term for each Board Member, which may be renewed once (1). Thus, every Board Member shall serve a maximum cumulative term of six (6) years.

9.5 There shall be no more than one (1) Member of the Governing Board from any one School and no more than two (2) Board Members of the Governing Board per country.

9.6 A Board member who has served two (2) terms, following a furlough of at least three (3) years after his or her last term, may be eligible again for election to the Board.

9.7 If a board member misses more than two (2) consecutive meetings without apology to these meetings, he/she shall be considered to have resigned.

9.8 On the resignation of a board member between member's meetings, the Board may at its discretion, appoint a non-voting member in his or her place until the next Member's meeting. If this person is later elected by the Membership as a Board member, the time served shall not count towards the limits on terms that may be served.

9.9 Duties of the Governing Board shall include:

9.9.1 administering the affairs of the Association;

9.9.2 representing the Association publicly;

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

9.9.4 executing resolutions taken at the Association's meetings;

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

9.9.6 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; and

9.9.7 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.

9.10 Standing Committees of the Board: to perform its duties, the Board shall establish standing committees, which shall be of a permanent nature, or ad hoc committees, which shall be of a non-permanent nature, to exercise or advise it on any of its functions. There shall be at least three (3) standing committees of the Board as follows:

- i) Finance and Audit Committee;
- ii) Administration and Grievance Committee
- iii) Policies and Strategy Committee

9.11 *Ad hoc* Committees shall be formed as needed based on specific association activities.

## **10. Board Chairperson**

10.1 Board members shall elect one (1) of their members to serve as Board Chairperson. The Chairperson of the Governing Board shall provide leadership, act as a spokesperson, and work closely with the Executive Director (or designate) to oversee the secretariat.

10.2 The Chairperson shall be elected for a term of up to three (3) years, non-renewable.

10.3 Where a member has served for four (4) or more years on the Board prior to being selected as Chair, he or she shall serve as Chairperson only up to the maximum allowable cumulative term of six (6) years on the Board.

10.4 To provide continuity, an outgoing Chairperson may remain on the Board as a non-voting *ex-officio* member for a period of up to six (6) months after the election of a new Chairperson.

## **11. Powers of the Governing Board**

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

11.1 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;

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

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

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

11.5 adopt, ratify and confirm any agreements entered into by the Association, prior to the adoption of this Charter.



11.6 enter into agreements for the benefit of the Association and in pursuance of the Association's objectives;

11.7 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;

11.8 Upon approval by the membership, donate to any person, organisation or company for purposes consistent with the achievement of the objects of the Association;

11.9 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 at least two-thirds of the members;

11.10 open and operate banking accounts for the benefit of the Association;

11.11 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;

11.12 sell any investment of the Association and re-invest the proceeds;

11.13 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 at least two-thirds of the members;

11.14 establish separate parts of the Association, for administrative, financial, or programme reasons, and to keep separate books and records, and account for each part;

11.15 act as principals, agents' contractors or guarantors, only with the approval of all of the members of the Association;

11.16 appoint attorneys, accountants and such other professional consultants and advisers as may be deemed necessary and appropriate from time to time;

11.17 develop policy with regard to the manner in which the Association is required to implement its aims and objectives;

11.18 has the right to make regulations for proper management, including procedure for application, approval and termination of membership; and

11.19 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.

## **12. Secretariat**

12.1 The Governing Board shall maintain a Secretariat that shall manage the day-to-day affairs of the Association, under the general oversight of the Board.

12.2 The Secretariat shall be located at a place designated by the Governing Board.





12.3 The Secretariat shall operate under the direct leadership of an Executive Director or a designate who shall report to the Governing Board and shall operate under procedures as determined by the Governing Board.

## **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, at the very latest, be made to the membership within one (1) 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 forty-five (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, board 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 up to forty-five (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 shall normally be by secret ballot, except for minor issues that may be determined by a show of hands.

13.8 When the Governing Board deems it expedient, it may designate the Chairperson to lay a proposal before all members by written or electronic means with a response date from members not being more than fourteen (14) days after the date the communication has been 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 (1) other time per year. The Board shall meet two (2) other times in the course of the year by the most economical electronic means.

14.2 The Chairperson shall call a meeting of the Governing Board when requested by at least three (3) 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 Fifty percent (50%) of the Board membership plus one (1) shall constitute a quorum at meetings of the 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 by the Secretariat shall be mandatory at all Governing Board meetings.

### **15. Finances of the Association**

15.1 The financial year of the Association shall start on January 1<sup>st</sup> and end on December 31<sup>st</sup> 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 shall 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 Acting through the Board, the Association shall appoint independent outside auditors to perform audit functions as required.

### **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 and Board-approved compensation for services rendered.

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 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 (2) 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 thirty (30) 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 Charter 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 shall be determined in and governed by the laws of the country where the main AABS Secretariat is physically located 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 Charter are subject to the following:

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 shall directly or indirectly control the decision-making powers relating to the Association;

20.3 The Association shall 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 shall utilise substantially the whole of its funds for the sole or principal object for which it has been established;

20.5 No member shall 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 shall 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 shall be from its annual members or an appropriation by the government, a provincial administration, a municipality, or any other legal entity;

20.8 The Association shall 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 shall, 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 shall not participate in the business, profession or occupation which is carried on by its members.

20.11 The Board shall submit any amendment of the Charter, Memorandum and Articles of Association to the Commissioner for SARS within thirty (30) days of its amendment;

20.12 The Association shall comply with such reporting requirements as may be determined by the Commissioner of SARS from time to time;

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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 shall 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 shall not knowingly become a party to, or has not or shall 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 shall 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.

DocuSigned by:  
*Grafton Whyte*  
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**Chairperson**  
Name Grafton whyte  
Signed on 7/14/2021

DocuSigned by:  
*Lana Elramly*  
A2C8FC1470BF4E5...  
**AABS Director**  
Name Lana Elramly  
Signed on 7/13/2021