

**THE REPUBLIC OF UGANDA**  
**THE COMPANIES ACT**  
**(CAP.1 OF 2012 OF THE LAWS OF UGANDA)**

**COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**AFRICAN FEDERATION OF CRITICAL CARE NURSES**  
**(AFCCN) LTD**

**INCORPORATED THIS ..... DAY OF..... 2019**

**DRAWN BY:**

***M/S Nabukenya, Mulalira & CO.***

***ADVOCATES,***

***JP PLAZA, NKRUMAH RD,***

***1<sup>st</sup> FLOOR SUITE 112,***

***P.O B.O.X 21245,***

**KAMPALA.**

**THE COMPANIES ACT, CAP. 1 OF 2012**

**COMPANY LIMITED BY GUARANTEE**

**AND**

**NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**OF**

**AFRICAN FEDERATION OF CRITICAL CARE NURSES**

**(AFCCN) LTD**

1. The name of the company is African Federation of Critical care Nurses (AFCCN) Ltd.

2. **Vision of AFCCN is:**

To assist critical care nursing associations and nurses without distinction of any kind, such as race, colour, sex, language, religion, political or other opinion, national or social origins property, birth or other status in the pursuit of the objectives of the AFCCN.

3. **Mission of AFCCN is:**

To link critical care nursing associations and nurses throughout Africa, strengthen the influence and contribution of critical care nurses to health care in Africa, be a collective voice, and advocate

for critical care nurses and patients at an international level.

## **VALUES**

- a) Integrity,
  - b) Honesty
  - c) Transparency
  - d) Team work
  - e) Diversity, equity and respect
  - f) Professionalism, and accountability
  - g) High standard of caring and practice.
4. The company will have a registered office situated in Kampala Uganda.
5. The objectives for which the company is established are to promote the recognition and utilization of critical care nurses to promote quality critical care nursing services to the population of Africa.

In the furtherance of these purposes, the company may, among other things: -

- i. To improve the standard of care provided to critically ill patients and their families throughout the countries of Africa.
- ii. To advance the art and science of critical care nursing in all countries throughout Africa.
- iii. To promote co-operation, collaboration and support for critical care nursing associations and individuals.
- iv. To improve the recognition of critical care nursing throughout Africa.
- v. To maintain and improve effective co-operation between all health professionals, institutions, agencies and charities who have a

- professional interest in the care of critically ill patients.
- vi. To advocate for establishment of standards for the education, practice and management of critical care nursing.
  - vii. To foster and support research initiatives that advance critical care nursing and patient/family care.
  - viii. To encourage and enhance education programs in critical care nursing throughout Africa
  - ix. To provide conferences, written information and continuing education for critical care nurses.
6. To attain these objectives or any of them the company shall have power to take any action authorized by law, including but not limited to all or any of the following:
- a. To raise, collect and receive funds, in cash or in kind, from persons in Africa or elsewhere, by donation or gift to the organization, or in other ways, including the levying of subscriptions and other charges;
  - b. To acquire by purchase, exchange, lease, grant or otherwise movable or immovable property of all kinds or any interest therein or rights there over.
  - c. To pay, disburse, or make available the monies or assets of the organization in such manner and in such amounts as may be deemed expedient.
  - d. To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the organization.
  - e. To buy, subscribe for, or otherwise acquire and hold shares, bonds, debentures, and securities of any other organization.

- f. To invest and deal with the monies of the organization not immediately required, upon such securities as may from time to time be determined by the Directors.
- g. To lend money with or without interest, on the security of land, buildings and other movable and immovable properties, or without security and generally on such terms and subject to such conditions as may seem expedient.
- h. To borrow or raise and secure the repayment of money in such manner as the organization shall think fit, and in particular by overdraft or loan from bankers and others, or by the issue of debentures charged upon or secured by a conveyance to trustees or otherwise of all or any part of the undertaking, property and assets of the organization, both present and future, and by passing mortgage or notarial bonds for registration with the proper authorities;
- i. To open and operate banking accounts and to make, draw, accept, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable and transferable instruments;
- j. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the organization.
- k. To enter into any arrangement with any government or authority, national, International, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the Organization's objects or any of them.

- l. To undertake and execute any trusts, the undertaking whereof may seem desirable and either gratuitously or otherwise; and to guarantee the performance of any contract or obligation of any person or persons, association or corporation;
  - m. To enter into contracts of all kinds as may seem expedient for the purposes of the organization.
  - n. To pay all expenses of and incidental to the registration and the promotion of the organization; and
  - o. To do all or any of the above things in any part of Africa, and as principals, agents, trustees, or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
7. The Liability of the members of the organization is limited by Guarantee.
8. Every member country of the organization undertakes to contribute UGX. 100,000/= or its equivalent in foreign currency annually and can be paid in installments to the assets of the company in the event of its being wound up while a Member or within one year afterwards, for payment of the debts and liabilities of the company contracted before ceasing to be a Member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding seventeen thousand shillings or its equivalent in foreign currency.
9. The company is formed for promoting charitable, educational and scientific purposes. The income and property of the company from

where so ever the same may have been derived shall be applied solely and exclusively towards the promotion and furtherance of the objects of the company as set forth in this Memorandum of Association, and no portion of such income or property shall be paid, made over or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever, by way of profit to the members of the organization or any of them; **provided, however,** that nothing herein contained shall prohibit or prevent the payment in good faith of reasonable and proper compensation to any officer or servant of the organization or any services actually rendered to the organization, nor prohibit or prevent the payment of interest at a reasonable rate on money lent on reasonable terms, or the payment of reasonable or proper rent , for any premises used or let, or any motor vehicle, machinery, equipment or other article or thing hired, by the company's from any member.

10. If, upon winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the organization, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the organization, to be determined by the Founding Members of the organization at or before the time of dissolution.

### **Declaration of subscribers of AFCCN**

We, the several persons whose names, addresses and occupations are subscribed are desirous of being formed into an organization in promoting and pursuance of this Memorandum of Association.

<b>Subscriber</b>	<b>Occupation /Address</b>	<b>Signature</b>
1. CLIFF ASHER ALIGA	Aga Khan University, P. O. Box 8842, Kamala Uganda	
2. NTOGWAICHIU DANIEL	SUBDIVISIONAL HOSPITAL AKWA ,CAMEROON	
3. HALIMA KABARA SALISU	AMINU KANO TEACHING HOSPITAL, KANO NIGERIA	
4. FAUSTINA ADIPA EXCEL	KORLE-BU, ACCRA GHANA	
5. MICHEAL MBOGO	KENYATTA HOSPITAL, NAIROBI, KENYA	

DATED this..... day of ..... 2019

WITNESS to the above Signatures:

SIGNATURE \_\_\_\_\_

NAME IN FULL: \_\_\_\_\_

POSTAL ADDRESS: \_\_\_\_\_

OCCUPATION: \_\_\_\_\_

**THE COMPANIES ACT, CAP .1 OF 2012**

**COMPANY LIMITED BY GUARANTEE**

**AND**

**NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**AFRICAN FEDERATION OF CRITICAL CARE NURSES**

***(AFCCN) LTD***

I. In these Articles-

"Act" means the Companies Act;

"Seal" means the common seal of the Organization;

"Secretary" means any person appointed to perform the duties of the secretary of the company,

Unless the context otherwise requires, words of expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the company.

**SUPREMACY OF ARTICLES OF ASSOCIATION**

2. [a]. These Articles are the governing rules of the company and shall have all binding force on all authorities and persons of the company.

[b)]. If any article of these Articles is inconsistent with the constitution, laws, or regulations of the Republic of Uganda, the latter shall prevail and to the extent of the inconsistency the article shall be void.

### **Descriptions and definitions**

The following description/definitions will be used to refer as applied in this article:

- [C] The AFCCN: is a non-partisan professional nursing company.
- [d]. **A professional nursing association:** is an association formed by nurses who hold the minimum level of education and is fully registered and licensed to practice in Uganda and any member country of the organization.
- [e]. **The aim of the AFCCN:** is to uphold and promote the recognition and utilization of nurses trained to provide critical care nursing services in order to stimulate delivery of quality critical care nursing services to the population of the member countries in Africa.

The company will endeavor to mobilize its members, create a therapeutic relationship with patients and their relatives in order to empower the individuals' physical, psychological, sociological and spiritual capabilities by preventive, curative and rehabilitative critical care nursing interventions.

## **GENERAL PREREQUISITES**

### **ARTICLE 1: TITLE, SITE AND HEAD OFFICES**

1. The African Federation of Critical Care Nurses (AFCCN) is a federation of critical care nursing associations in Africa. The member associations are formally admitted into membership and accept the constitution of AFCCN.

2. The address for the AFCCN will be at a place determined by the Council of Representatives (CoR) from time to time. Considerations to security, continuity and convenience will be used to inform the decision of the Council of Representatives.

### **ARTICLE 2: DESCRIPTIONS AND DEFINITIONS**

1. The AFCCN is a non-governmental and independent organisation.

2. A critical care nursing association is an association or society of critical care nurses. Or it is a separate critical care nurses section within a health professional association with its own constitutions, regulations and rules.

3. All critical care nursing associations, societies, or sections will be referred to as critical care associations in this constitution.

4. A critical care nurse is a person who holds a recordable or registered nursing qualification in his or her own country and contributes to the field of critical care nursing.

5. Critical care nursing is specialized nursing care of critically ill patients who have manifest or potential disturbances of vital organ functions. Critical care nursing means assisting, supporting and restoring the patient towards health, or easing the patient's pain and preparing them for a

dignified death. The aim of critical care nursing is to establish a therapeutic relationship with patients and their relatives and to empower the individuals' physical, psychological, sociological and spiritual capabilities by preventive, curative and rehabilitative interventions.

### **ARTICLE 3: OFFICIAL LANGUAGE**

1. The official language of the AFCCN is English.
2. Should any question arise as to the meaning in translated documents, the meaning in the official language text shall prevail.
3. Where appropriate, the AFCCN will have official documents translated to other languages and accessible via the World Wide Web.

### **Purpose and Objectives**

### **ARTICLE 4: PHILOSOPHY**

The AFCCN philosophy is to assist critical care nursing associations and nurses without distinction of any kind, such as race, colour, sex, language, religion, political or other opinion, national or social origins property, birth or other status in the pursuit of the objectives of the AFCCN.

### **ARTICLE 5: PURPOSE**

The AFCCN purposes are to:

1. link critical care nursing associations and nurses throughout Africa
2. strengthen the influence and contribution of critical care nurses to health care in Africa
3. be a collective voice and advocate for critical care nurses and patients at an international level



## **ARTICLE 6: OBJECTIVES**

The AFCCN objectives are:

1. To represent critical care nurses and critical care nursing a in Africa.
2. To improve the standard of care provided to critically ill patients and their families throughout the countries of Africa.
3. To advance the art and science of critical care nursing in all countries throughout Africa.
4. To promote co-operation, collaboration and support for critical care nursing associations and individuals.
5. To improve the recognition of critical care nursing throughout Africa.
6. To maintain and improve effective co-operation between all health professionals, institutions, agencies and charities who have a professional interest in the care of critically ill patients.
7. To establish standards for the education, practice and management of critical care nursing.
8. To foster and support research initiatives that advance critical care nursing and patient/family care.
9. To encourage and enhance education programs in critical care nursing throughout Africa
10. To provide conferences, written information and continuing education for critical care nurses.

## **MEMBER ASSOCIATIONS**

### **ARTICLE 7: CRITERIA FOR MEMBERSHIP**

1. Any critical care nursing association in Africa is eligible for membership as long as they fulfil the AFCCN definition stated in this constitution (article 2.2 and 2.3) and are not in conflict with the AFCCN objectives and philosophy.

2. The critical care nursing associations that join the AFCCN shall be controlled by critical care nurses. Such associations and their representatives gain their authority from their members when speaking on critical care nursing matters.

3. Critical care nurses from countries with no critical care nursing association may have observer status to AFCCN meetings, and/or identify a single contact person for information distribution.

Alternatively, they may affiliate with an AFCCN member organization from a nearby country.

4. Associate Members are any individual or organization wishing to participate in the activities of the AFCCN but not having a member association in their country. These may include, but are not limited to persons identified in Article 7.3, Federations of Critical Care Nurse associations, non-Critical Care Nursing organizations.

5. Associate members may apply for observer status at AFCCN meetings but do not have any of the rights or obligations outlined in Article 9.

## **ARTICLE 8: FORMAL PROCEDURES FOR ADMISSION**

1. The critical care nursing association applying for membership shall apply for membership in writing to the AFCCN. See Schedule 1 – Application for membership to AFCCN.
2. An eligible critical care nursing association is accepted into membership through the vote of the CoR.
3. Associate members apply for membership in writing to the AFCCN. Associate membership will be confirmed by a vote of the CoR. See Schedule 1 – Application for membership to AFCCN.

## **ARTICLE 9: RIGHTS AND OBLIGATIONS OF MEMBERS**

1. To speak and to vote in the meetings of the CoR.
2. To nominate and elect candidates for the AFCCN offices and committees
3. To notify the Secretary of the number of active critical care nurses who are members of their member association as at 31st December. This information will be with the Secretary by the 28th of February of the following year.
4. To pay the membership subscription on time.
5. To inform the Core Administration about changes which relate to the CoR.
6. To assist the AFCCN in its activities as agreed to from time to time by the CoR.

## **ARTICLE 10: WITHDRAWAL FROM MEMBERSHIP**

1. A member association may withdraw its membership in the AFCCN at any time for any reason by giving written notice to the Core Administration.
2. The withdrawal is effective immediately.
3. Any property of the AFCCN is to be returned with the written notice of withdrawal.
4. Any member association shall receive formal acknowledgement of withdrawal from the Secretary.
5. Subscriptions and any payments that are due by the member association should be paid but these can be waived at the discretion of CoR. No refund of subscription will be given.
6. If a member association is in arrears of subscriptions by more than a year they will be deemed as having withdrawn from the AFCCN.

## **ARTICLE 11: TERMINATION OF MEMBERSHIP**

1. The membership of a member association may be terminated by a vote of more than a half plus one of the CoR present, or proxy, voting on the grounds of no longer meeting the criteria for membership (article 7) or failure of conduct according the obligations (article 9).
2. This vote will be taken on the recommendation of the Core Administration.
3. Prior to the recommendation the Core Administration will offer reasonable opportunity for a formal hearing with the member association representative.

## **Membership Subscription**

### **ARTICLE 12: DETERMINATION OF SUBSCRIPTION FEES**

1. The annual membership subscription shall be based on a formula agreed by the CoR and to be paid annually and as required by each member association
2. The annual membership subscription shall be determined in advance for the following fiscal year. Any association, who joins the AFCCN after July 1, shall pay half of the annual fee.
3. A fiscal year equates to a calendar year commencing January 1st and concluding December 31st.
4. The CoR may make special determinations from time to time to waive fees of critical care associations with genuine cases of impoverishment.

### **ARTICLE 13: PAYMENT OF SUBSCRIPTION FEES**

The annual subscription is due January 1 of the year. Subscription fees pay for the forthcoming year.

### **ARTICLE 14: FUNDING OF THE FEDERATION**

Until the AFCCN is able to generate income, the representatives will be funded by their own critical care nursing association to participate in the activities of the AFCCN.

## **STATUTORY BODIES AND COMMITTEES**

### **ARTICLE 15: COUNCIL OF REPRESENTATIVES**

1. The Council of Representatives is the highest authority of the AFCCN and is made up of one representative from each member association.

2. Each member association, through its representative, has one vote on the CoR.

3. Each representative must:

- be a critical care nurse
- be nominated by their member association
- have access to email and be competent in English

4. If a representative is unable to attend meetings or activities of the federation, the critical care association may nominate another critical care nurse of their association as a proxy or substitute. Alternatively they may nominate another member association or an associate member or a Federation of Critical Care Nurses to act as a proxy or substitute.

5. The meetings of the COR shall be at least once every 2 years and each meeting will be planned 12 months in advance. The venue of the meeting shall move around the world and should coincide with a major international critical care conference. The President of the Federation will chair each meeting or nominate a delegate in their absence.

6. The President and the Secretary will arrange the meeting agenda. The President and the Secretary in collaboration with the Administrative Secretary shall determine the proceedings, facilities, catering and other requirements for the meeting. The Administrative Secretary of the meeting is the AFCCN representative of the host country or any other critical care nursing leader from that country if there is no member association in that country.

7. Extraordinary meetings of the CoR shall be held as it is deemed necessary by the CoR and/or the Core Administration. They will be called

by the Core Administration on request of at least one-third of the CoR.

8. Meetings of the CoR may be attended by more than one member association person or by board members of the critical care nursing association, by associate members, official observers or invited guests who may report on special topics. All have the right to speak by invitation of the President but will not hold any voting rights unless they have proxy voting rights of a member association.

9. The functions of the CoR are to:

- establish policies and priorities to fulfil the objectives of the AFCCN;
- communicate between the CoR and the Core Administration;
- receive, consider and act upon information, motions and nominations;
- act upon recommendations regarding the admission of member associations;
- determine the amount of subscription fees to be paid each year;
- amend the constitution, and;
- dissolve the AFCCN

## **ARTICLE 16: CORE ADMINISTRATION**

1. The Core Administration undertakes the business of the AFCCN between meetings of the CoR.

2. All member representatives of the AFCCN shall be equal and will be entitled to one vote only on any matters raised and thus have no hierarchical positions.

3. Role descriptions of the Core Administration are described in Schedule

2 – Role descriptions of Core Administration.

4. The representatives or member associations shall nominate individuals and elect candidates for the Core Administration by majority voting at the meeting of the CoR.

5. The term of office for the Core Administration will commence from the closure of the meeting of the CoR to the closure of the meeting of the CoR in approximately two years time. Therefore it is acknowledged that the actual term of office may be less or more than two years depending on the dates set for the Council of Representatives meeting.

6. The Core Administration shall regulate its business according to the constitution, standing orders and policies and procedures developed and agreed to over time by the CoR.

7. The Core Administration is responsible for organising meetings, administering the budget, monitoring the achievement of objectives and attracting sponsorship.

8. Actions of the Core Administration which may be executed by (e)mail or phone must be ratified at the next meeting of the CoR or by way of a virtual decision emailed and accepted by the CoR.

9. The Core Administration shall meet at least once in every year. At the Core Administration meetings the representatives will neither represent their member association nor vote for their country. Rather, the representatives will agree by consensus on actions of business to be undertaken on behalf of and for the AFCCN. Such meetings do not need to be face to face unless convenient to do so.

10. In the case of a vacancy of a member of the Core Administration the vacancy shall be filled by nomination and election of another

representative by the CoR. The CoR can undertake this at their next meeting or by virtual decision via the nomination and voting process.

11. The meetings of the Core Administration shall be funded by AFCCN if the budget provides enough income and if agreed to by a majority vote of the Council of Representatives.

## **ARTICLE 17: FORMAL COMMITTEES**

1. The AFCCN shall establish committees and/or working parties as required.

2. The chair of the committee/working party shall be nominated by the CoR and the chair of the committee shall present recommendations for the CoR consideration and action.

3. The meetings of the Committees/working parties shall be funded by the AFCCN if required and if the budget provides sufficient income and if agreed by a majority vote of the CoR.

## **Nominations and Elections**

### **ARTICLE 18: NOMINATIONS**

1. Any CoR member may nominate one individual, or themselves, for each of the offices of the Core Administration.

2. Nominations for the Core Administration can only be drawn from the CoR.

### **ARTICLE 19: ELECTIONS**

1. The CoR elects the candidates for each of the offices of the Core Administration by secret ballot at the appropriate meeting. Or email, if an unacceptable delay is expected till the next meeting of the CoR.

2. The members of the Core Administration shall be elected according to those who received the highest number of votes. In the event of two persons receiving the same number of votes, a second ballot shall be taken restricted to those nominees who are tied until a clear winner is identified.

3. In the event of only one nomination for a position on the Core Administration there will be a vote of the CoR to accept that nominee. If they fail to get more than half plus one of the votes to accept the nominee the position will not be filled and the nomination process will be reopened.

#### **ARTICLE 20: QUORUMS/VOTING**

1. A quorum for the CoR is defined as half plus one of the CoR.

2. A quorum for the Core Administration is defined as a half plus one of the Officers of the Core Administration.

3. The meetings of the CoR and the Core Administration must have a quorum in order to take action for its business. If a meeting of the CoR does not achieve a quorum any actions or decisions made must be ratified by a majority of the CoR within six months. The virtual voting (article 20-item 7) may be used for ratifying these decisions.

4. Any action must be accepted by voting of the CoR and be based on a majority vote of the representatives, or proxy votes, who are present and voting.

5. Abstentions shall be excluded from the total from which the majority is calculated but the results of voting shall be minuted as: 'for', 'against' and 'abstain'.

6. In the event that a decision of the CoR is required between meetings, the President may allow a motion to be made and seconded by another member. The virtual voting (article 20-item 7) may be used for ratifying these decisions. Each member's vote must be recorded by the Secretary and minuted at the next meeting.

7. For virtual voting the Secretary must send the motion, with the name of the mover and seconder to all members of the CoR. A closing date will be made; this should leave time for all representatives to discuss the matter with their association. It should also leave time for virtual discussion. The motion will be sent a second time one week prior to the closing date to all those who have not recorded a vote by that stage. The Secretary must keep an up to date list of electronic contact details for the purpose of virtual voting. The voting will be recorded as 'for' 'against', 'abstain' and "no response". "No response will not be counted in the totals for voting. Thus a majority is a majority of those who have voted. Each member's vote must be recorded by the Secretary and minuted at the next meeting.

## **FINAL PREREQUISITES**

### **ARTICLE 21: AMENDMENTS**

1. Any member association may propose amendments to the Constitution of the AFCCN. The

Constitution may be amended at any meeting of the CoR provided that written suggestions are forwarded to the CoR three months in advance.

2. Any amendment must be accepted by voting of the CoR and be based on

a two-thirds vote of the representatives who are present, or have proxy, and voting.

3. Changes to a Schedule to the Constitution may occur without prior notice but must be approved following the procedures of Article 20.

## **ARTICLE 22: DISSOLUTION**

1. The AFCCN may be dissolved at any meeting of the CoR provided that written recommendations of a half of the member associations are forwarded to the CoR six months in advance.

2. The dissolution of the AFCCN is only possible if two-thirds of the member associations present, or have proxy, and voting agree to the dissolution of the AFCCN.

3. Fundamental to the dissolution of the AFCCN is that all financial obligations are fulfilled. The remaining assets, finances and the equipment will be shared equitably and be given to the member associations of AFCCN.

## **SCHEDULE 1:**

### **Invitation to become a member association of the African Federation Of Critical Care Nurses (AFCCN)**

Dear Critical Care Nursing Organisation Delegate

Membership is open to organisations of critical care nurses, not to individuals. In those countries where critical care nursing organisations do not exist, we invite individuals to nominate to be associate members of the AFCCN to facilitate communication and to explore ways in which we may be able to help them form a critical care nursing association in their country.

The application form is designed to simply get your organisation registered with the AFCCN and to initiate dialogue with your official delegate to the WFCCN.

Could you please complete the application form below and return your response to AFCCN Secretary by email: [secretary@afccn.org](mailto:secretary@afccn.org).

Yours sincerely,

**President, African Federation of Critical Care Nurses**





## **Schedule 2: Roles and responsibilities of Core Administration**

### **PRESIDENT**

#### **Election**

- The President is elected by a majority vote of the AFCCN Council of Representatives (full Members).
- The role is voluntary.

#### **Term of office**

- The President will hold office for approximately two (2) calendar years unless she or he is removed by a majority vote of the AFCCN CoR, or becomes ineligible to hold office or resigns
- The term of office commences at the biennial Annual General Meeting during which elections are held.
- The President is not disqualified from nominating for or being re-elected to hold office as President by virtue of, or expiry of, her/his two-year term of office as President.

#### **Responsibilities**

- In association with the AFCCN Core Administration and CoR, to lead and direct the activities of AFCCN
- To oversee governance and ethical responsibility of AFCCN.
- To preside as Chair at all AFCCN Core Administration and CoR meetings at which she/he is present
- In conjunction with the Secretary, to set the agenda for AFCCN meetings

- In conjunction with the Secretary, to prepare the minutes of AFCCN meetings
- To seek to ensure that all acts, orders and resolutions of the AFCCN CoR are carried out
- In conjunction with the Core Administration, make an annual report to the AFCCN CoR of the status and achievements of the Federation, which reflects an accurate overview of the extent to which the Federation has achieved its objectives
- To perform such other services as may be suggested by AFCCN CoR from time to time.

## **PAST- PRESIDENT**

### **Election**

- The Past-President is an appointed position based on serving as AFCCN President.
- The role is voluntary.

### **Term of office**

- The Past-President will hold office for approximately two (2) calendar years after serving in the role as President
- The term of office commences at the biennial Annual General Meeting after completion of the Presidential term.

### **Responsibilities**

- In association with the AFCCN Core Administration, to provide guidance to the current President and Officers regarding the

activities of AFCCN

- In conjunction with the current President and Officers, inform strategic planning goals for the organization
- Serve in a leadership capacity role to support the AFCCN President.
- Serve as a AFCCN representative at stakeholder meetings the WFCCN President and/or Vice President is unable to attend
- Contribute to the goals and mission of AFCCN by directing and/or contributing to special project work.

- **VICE PRESIDENT**

- **Election**

- The Vice President is to be elected by a majority vote of the AFCCN CoR (full Members)
- The role is voluntary.

**Term of office**

- The Vice President will hold office for approximately two (2) calendar years unless she or he is removed by a majority vote of the WFCCN Council, or becomes ineligible to hold office or resigns
- The term of office commences at the biennial Annual General Meeting during which elections are held
- The Vice President is not disqualified from nominating for or being re-elected to hold office as Vice President by virtue of, or expiry of, her/his two-year term of office as Vice President.

- **Responsibilities**

- In association with the AFCCN Core Administration, in the absence of the President to lead and direct the activities of AFCCN
- To deputise for the President as necessary
- To follow up on actions from meetings and provide feedback to the President
- To liaise with and support Presidential actions as necessary
- To seek to ensure that all acts, orders and resolutions of the AFCCN CoR are carried out

## **SECRETARY**

### **Election**

- The Secretary is to be elected by a majority vote of the WFCCN CoR (full Members).
- The role is voluntary.

### **Term of office**

- The Secretary will hold office for approximately two (2) calendar years unless she or he is removed by a majority vote of the AFCCN Council, or becomes ineligible to hold office or resigns
- The term of office commences at the biennial Annual General Meeting during which elections are held
- The Secretary is not disqualified from nominating for or being re-elected to hold office as Secretary by virtue of, or expiry of, her/his two-year term of office as Secretary.

### **Responsibilities**

The Secretary shall ensure that all meetings of the Core Administration and the CoR are organized and documented in accordance with the guidelines of the AFCCN.

- Liaise with the President to plan meetings
- Receive agenda items from Core Administration or CoRs
- Circulate agendas and reports
- Take minutes (unless there is a minutes secretary)
- Circulate approved minutes
- Check that agreed actions are carried out. The Secretary shall maintain effective records and administration
- Maintain up-to-date contact details (i.e. names, addresses and contact details)
- File minutes and reports
- Compile lists of names and contact details that are useful to WFCCN
- Keep a record of AFCCN activities
- Keep a diary of future activities

## **FINANCE DIRECTOR •**

### **Election**

- The Finance Director is to be elected by a majority vote of the AFCCN CoR (full Members)
- The role is voluntary.

- **Term of office**

- The Finance Director will hold office for approximately two (2) calendar years unless she or he is removed by a majority vote of the AFCCN Council, or becomes ineligible to hold office or resigns
- The term of office commences at the biennial Annual General Meeting after elections are held
- The Finance Director is not disqualified from nominating for or being re-elected to hold office as a director by virtue of, or expiry of, her/his two-year term of office as Finance Director.

### **Responsibilities**

- To maintain up to date records of all financial transactions using a software system
- To seek authorization for each payment and record all transactions
- To provide regular financial reports to the board on the Federation's financial position
- The report must always include an explanation for any discrepancies between the budget and current expenditure
- To manage all AFCCN bank accounts
- To promote good banking principles
- To comply with government laws and tax regulations, as well as protecting the organization against theft and fraud
- To prepare a budget to be approved by the CoR

- To prepare accounts for audits
- To provide advice on possible investments
- To advise the Federation on its fundraising strategy
- To perform additional duties as requested by the AFCCN Core Administration and CoR.

## **DIRECTOR OF MEDIA AND COMMUNICATIONS**

### **Election/Appointment?**

- The Director of Media and Communications is to be elected/appointed by a majority vote of the full Members of the AFCCN CoR
- The role is voluntary.

### **Term of Office**

- The Director of Media and Communications will hold office for approximately two (2) calendar years unless she or he is removed by a majority vote of the members of the WFCCN Council, or becomes ineligible to hold office or resigns
- The term of office commences at the biennial Annual General Meeting after elections are held
- The Director of Media and Communications is not disqualified from nominating for, or being re-elected to hold office by virtue of, or expiry of, her/his two-year term of office as Director of Communications.

### **Responsibilities**

- To maintain up-to-date information on the AFCCN website and other

electronic and print media.

- To ensure appropriateness of the information uploaded in the AFCCN media
- To seek information from AFCCN member countries for continuing education programs and conferences related to critical care that they would like to advertise through the AFCCN website
- To liaise with other members of the CoR to create information forums eg. Journal, newsletter, promotions.
- To respond to all queries and requests related to the AFCCN websites and media promotions
- To perform additional issues as requested by the AFCCN Core Administration and CoR.

## **DIRECTORS**

The number of the directors shall be not less than five. The names of the first Directors of the company shall be -

1. Mr. CLIFF ASHER ALIGA
2. Mr. NTONGWAICHU DANIEL
3. HALIMA KABARA SALISU
4. FAUSTINA ADIPA EXCEL
5. Mr. MICHEAL MBOGO

We the several persons whose names, addresses and occupations are subscribed are desirous of being formed into a federation in pursuance to these Articles of Association

<b>Subscriber</b>	<b>Occupation /Address</b>	<b>Signature</b>
6. CLIFF ASHER ALIGA	Aga Khan University P. O. Box 8842, Kamala	
7. NTOGWAICHIU DANIEL	SUBDIVISIONAL HOSPITAL AKWA ,CAMEROON	
8. HALIMA KABARA SALISU	AMINU KANO TEACHING HOSPITAL, KANO NIGERIA	
9. FAUSTINA ADIPA EXCEL	KORLE-BU, ACCRA GHANA	
10.MICHEAL MBOGO	KENYATTA HOSPITAL, NAIROBI, KENYA	

DATED this..... day of..... 2019

WITNESS to the above Signatures:

SIGNATURE: \_\_\_\_\_

NAME IN FULL: \_\_\_\_\_

POSTAL ADDRESS: \_\_\_\_\_

OCCUPATION: \_\_\_\_\_