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# **SOCIETY OF NEUROSCIENTISTS OF AFRICA (SONA)**

## **REVISED CONSTITUTION\***

- 1. NAIROBI, DECEMBER 1989**
- 2. REVISED, RABAT, JUNE 2013**

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\*Per notes and commission proposals created by Tharcisse Kayembe, Kinshasa, January 2011

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**1**  
**NAME AND DOMICILE**

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The name of the society shall be "Society of Neuroscientists of Africa- SONA" (In this Constitution referred to as the "Society". The legal domicile of the Society shall be NAIROBI, KENYA. SONA was registered as a charity (certificate of registration no. 15542) on 19<sup>th</sup> February, 1993.

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**2.**  
**OBJECTIVES AND FUNCTIONS OF THE SOCIETY**

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The society shall be an autonomous, Africa-wide, non-governmental, non-political and non-profit making scientific organization established by neuroscientists in Africa to pursue the objects and undertake the functions set out here below:

- a) To promote and foster the scientific activities of neuroscientists in Africa; and to stimulate and nurture the spirit of scientific research and technological innovation;
- b) To facilitate the role of neuroscientists in social and economic development and to promote the creation of an environment through which science and scientists can grow and thrive;
- c) To stimulate and facilitate interdisciplinary advanced training and neurosciences research, within the continent and beyond;
- d) To encourage an effective and rational utilization of the available manpower in neurosciences, and to endeavor to provide them with the necessary resources;
- e) To stimulate, design and coordinate regional interdisciplinary research in the neurosciences, and facilitate exchange of expertise among African countries and the international community at large;
- f) To identify and reward talented neuroscientists through recognition of their merit and by promoting the growth of their research activities;
- g) To plan, convene and coordinate neuroscience training and exchange of information through workshops, seminars and conferences; organize scientific meetings or conferences of the Society preferably every two years consistently during the same period of the year and venue selected by the General Assembly (see article 6);
- h) To foster growth of neurosciences by encouraging formation of national and/or regional societies of neurosciences;
- i) To facilitate, coordinate and undertake publication and dissemination of neuroscience material and information in various media in order to foster utilization of the knowledge throughout the continent;

- j) To promote the procurement and exchange of research bibliographic material relevant for use by neuroscientists;
- k) To help in the procurement and maintenance of equipment relevant to research in the neurosciences, and to facilitate maximum utilization of such equipment;
- l) To enter into collaborations with Member states of the African Union (AU) and in particular their national Academies of Sciences and/or Research Councils, inter-university organizations, inter-governmental and non-governmental organizations and research institutes in Africa in order to promote multidisciplinary scientific research relevant to neurosciences;
- m) To maintain relations and collaboration with UNESCO and its agencies and with other international, inter-governmental or non-governmental organizations as well as global or continental neuroscience and neurological societies such as the International Brain Research Organisation (IBRO), World Federation of Neurology (WFN), European Federation of Neurological Sciences (EFNS), Federation of European Neuroscience Societies (FENS), Society of Neuroscience (SfN) and Pan-African Association of Neurological Sciences (PAANS) ;
- n) To establish a Fellowship program to stimulate and facilitate Pan African and international interdisciplinary advanced training and research in the neurosciences;
- o) To maintain a directory of neuroscientists in Africa and their research activities;

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**3**  
**MEMBERSHIP**

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- a) The Society shall have the following categories of members:
- i) Corporate membership: National and regional societies of neurosciences in Africa or Neuroscience Interest Group or Committee of individuals devoted to neuroscience or cognitive discipline as corporate members. All individual members of the corporate Member Organizations shall be entitled to individual membership of SONA;
  - ii) Regular membership: Any individual anywhere in Africa who has contributed notably to neuroscience research and who supports the mission of SONA may apply for the status of individual membership;
  - iii) Associate membership: Supporting members either as independent individuals of commercial organisations, foundations or other bodies who wish to contribute to the objectives of the Society;
  - iv) Honorary membership: Individuals anywhere in the world who have made outstanding contributions to neuroscience research and to recognize SONA for such, on recommendation of the Executive Committee may be elected Honorary Members of SONA by simple majority of the Governing Council.
- b) Each member shall pay a nominal subscription fee on an annual basis and their name will be kept on the membership register. The level of the fees for the type of membership shall be determined by the Executive Committee as proposed by the Secretary-General.
- c) Each Corporate Member shall pay an annual subscription fee to SONA in accordance with the number of individual members of the Corporate member, subject to a minimum of US\$ 100. The subscription fee shall be payable no later than the 30th day of June each year.
- d) Annual fees could be subject to change as the need arises for reasons of economic climate upon ratification by the Executive Committee through postal/electronic ballot or meeting;
- e) Any member desiring to withdraw from the Society shall submit intention of such withdrawal to the Secretary-General, which shall take effect from the date of receipt by the Secretary-General of such notice.
- f) Any member may be expelled from the Society if the Executive Committee so recommends and if the Governing Council of the Society shall resolve by two-thirds majority of the members present that such a member should be expelled for proper cause. The Executive Committee shall have power to suspend a member from the membership of the Society until the meeting of the Governing Council following that suspension, but notwithstanding such suspension, a member whose expulsion is proposed shall have the right to address the Governing Council at which the expulsion is to be considered.
- g) Any member who withdraws or is removed from membership shall not be entitled to a refund of the subscription fees or any part thereof or any moneys contributed at any time.
- h) Any fee paying member who falls into arrears with the annual subscription for more than 12 months shall automatically cease henceforth to be a member of the Society. The Executive Committee may, however, at its discretion, reinstate such a member on payment of the total amount of the subscription outstanding.

**OFFICE BEARERS**

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- a) The Office bearers of the Society and Terms of Service shall be:
- i) Chairman of the Governing Council;
  - ii) Secretary-General, as chair of the Executive Committee (see article 7);
  - iii) Assistant Secretary-General;
  - iv) Regional Secretaries each representing East and Central Africa, Southern Africa, West Africa and North Africa respectively;
  - v) Treasurer
- b) The Office bearers shall be full members of their respective Corporate/Regional members of SONA.
- c) The Chairman of the Governing Council shall be elected for a term of two years, who will not necessarily be the convenor of the SONA conferences (see article 2) and may not serve for another term;
- d) The Secretary-General and Assistant Secretary-General, shall hold office for a period of four years and shall not be eligible for re-election for another term.
- e) Other Office bearers including the Treasurer and Regional Secretaries, shall hold office for a period of four years and shall not be eligible for re-election for another term. More than 50% of the full complement of the serving committee may not change at any one time.
- f) Office bearers should be appointed one year prior to taking their office such that they function in an elect capacity with current officers. This may be achieved by a postal/electronic ballot if the General Assembly does not meet in the interim or in the absence of nominated candidates.
- g) All office bearers shall be nominated, elected and ratified by SONA members on register and present at the General Assembly or prior postal/electronic ballot. Office bearers may be removed from office in the same way as is laid down for the expulsion of members in rule (3f), and vacancies thus created shall be filled by persons elected at the meeting of the Governing Council resolving the expulsion.

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**DUTIES OF THE OFFICE BEARERS**

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- a) **The Chairman** - the Chairman, unless prevented by illness or other sufficient cause, shall preside over all meetings of the Governing Council, and shall be an ex officio member of the Executive Committee. S/He shall be generally responsible for all matters concerning the administration of the Governing Council and shall advise the various committees about matters pertaining to their responsibilities. In collaboration with the Secretary-General s/he shall be responsible for promoting the execution of policies determined by the Governing Council and shall perform such other functions as may be necessary or desirable in the furtherance of the purposes of the Society as stated in section (2) of this Constitution. The Secretary-General may assume the responsibilities of the Chairman in cases of his absence.
- b) **The Secretary-General**- The Secretary-General shall be the Chief Executive Officer of the Society and shall act as its principal spokesman. S/He shall preside at the meetings of the Executive Committee, act as secretary of the Governing Council and be responsible for executing policies determined by the Governing Council and the Executive Committee. S/He shall be responsible for day to day management of the SONA Secretariat, wherever it is domiciled. This includes ensuring establishment of current membership lists of paid up and non-paying individuals and Corporate bodies as well as enrolling new members attending the General Assembly. S/He shall initiate new programs and activities of SONA as well as raising funds for the various approved programs. S/He shall be responsible for setting up the agendas for Executive and General Assembly meetings and calls for SONA conferences. S/He shall maintain communication with Member Organizations, foster liaison with other scientific unions and international organizations and represent SONA in organizations to which affiliation is maintained. The Secretary-General has also the right to bear executive powers to make urgent decisions in the absence of responses from a 50% quorum.
- c) Assistant Secretary-General shall perform such duties as shall be assigned to them by the Secretary-General or the Executive Committee whether the Secretary-General is present or not. The Assistant Secretary-General shall also be directly responsible for collecting annual activity reports from the Regional Secretaries, maintain contact with the Regional Neuroscience Societies and report proposals for changes in the Constitution.
- d) Regional Secretaries shall perform such duties as shall be assigned to them by the Secretary-General or the Executive Committee. They will make annual reports to the Assistant Secretary-General or Executive Committee on the regional activities held and planned, update details of member societies and promote neuroscience activities in the different regions.
- e) **The Treasurer**- the Treasurer shall receive and shall disburse, under the direction of the Executive Committee, all moneys belonging to the Society and shall issue receipts for all moneys received by him and preserve vouchers for all moneys paid by him. S/He shall be responsible to the Executive Committee and the Governing Council that proper books of account of all moneys received and paid by the society are written up, preserved and available for inspection. In consultation with the Secretary-General and the Secretariat, s/he will be responsible for maintaining the membership list of paid up and non-paying SONA members.

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**THE GOVERNING COUNCIL**

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- a) The Governing Council, to which the Executive Committee is responsible, shall be composed of:
- The Office Bearers listed in paragraph (4a)
  - Representatives of the Corporate Member organizations
  - Four members nominated by the Governing Council from the general membership of SONA
  - 1 IBRO representative; member-at-large or a liaison officer
  - Two members at large drawn from the Supporting and/or Honorary members.
- b) The Governing Council shall have the supreme authority of the Society, and shall have the following powers and obligations:
- i) To approve the medium- and long-term program priorities of the Society, and to fulfill the program goals;
  - ii) To examine and approve the audited accounts for the period since the previous ordinary session of the Council, to discharge the Treasurer from liability, and to set scale of annual dues to be paid by the members;
  - iii) To oversee elections of the Executive Committee and to assign to it the responsibility for the proper and effective management of the affairs of the Society;
  - iv) To oversee elections of the Office bearers of the Society as shown in paragraph (4a) from among its members;
  - v) To consider, modify and, if it thinks fit, to ratify the Constitution and the governing bye-laws of the Society;
  - vi) To consider any such other item as may be referred to it.
- c) An Ordinary Session of the General Assembly shall normally be held every two years, at a place and date determined by the Governing Council at a previous Ordinary session, or failing that the Executive Committee. The notice of such meeting and the agenda shall be communicated to the members by the Secretary-General at least three months before the meeting. The Governing Council may make decisions by postal/electronic ballot.
- d) An extraordinary meeting of the Governing Council may be summoned by the Secretary-General by either (i) a decision of the Executive Committee, or (ii) if requested in writing by at least one-third of the entire membership of the Governing Council.
- e) At the meeting of the Governing Council, each member shall have one vote. In the equality of votes, the Chairman shall have a casting vote.
- f) The Chairman shall preside at all meetings of the Governing Council, provided that if absent a Session Chairman shall be appointed from among the members of the Governing Council present to chair the meeting;
- g) The quorum of the Ordinary Session of the Governing Council shall be 25% of its members, or 12 members present in person whichever is the lesser.

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**THE EXECUTIVE COMMITTEE**

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- a) The Executive Committee of the Society shall consist of the Chairman of the Governing Council as an ex officio, the Secretary-General, Assistant Secretary-General, Treasurer and two other members elected by the Governing Council from the Deputy Secretaries. Elected members shall serve for three years and may not serve for two consecutive terms.
- b) The Secretary-General or his designee shall serve as Chairman of the Executive Committee. A quorum for a meeting of the Executive Committee shall be the Secretary-General or his designee and three other members. Meetings shall be called by the Secretary-General.
- c) The Executive Committee shall meet (physically or by teleconference) at least once a year and may make decisions by postal/electronic ballot.
- d) Any vacancy occurring in the middle of a term shall be filled in an acting capacity by the Executive Committee until the next meeting of the Governing Council following, provided that this acting period will not be counted towards the elected term of office
- e) The terms of reference of the Executive Committee shall be:
  - i) To formulate and review the programs of the Society within the framework and priorities set by the Governing Council, and to make budgetary provisions for their support;
  - ii) To receive, examine and endorse the annual report and audited accounts of the Society;
  - iii) To appoint the Auditor and provide for his remuneration;
  - iv) To appoint the Society's members of staff, on terms and conditions of service approved by the Governing Council;
  - v) To appoint other committees for specified tasks and terms of office;
  - vi) To receive regular reports from the Secretary-General on the day-to-day operations of the Society
  - vii) To approve registration of new members upon receipt of recommendations from the Secretary-General;
  - viii) To nominate establish, coordinate and conduct the various Award Schemes and Fellowships for the recognition of scientific achievements in neuroscience research;
  - ix) To formulate Bye-laws, if required, for the regulation of the affairs of the Society; and amend these from time to time as found necessary, provided that the ratification of such Bye-laws and any amendment thereof shall be made by the Governing Council;
  - x) To prepare annual budgets for the implementation of programs and Secretariat expenses of the Society; and to coordinate fund-raising activities to support the budget;
  - xi) To prepare the biannual report for discussion and ratification by the Governing Council;
  - xii) To plan, convene and coordinate neuroscience training workshops, seminars and conferences, and to coordinate and undertake publication of research material and information bulletins;
  - xiii) To facilitate the procurement and maintenance of equipment relevant to research in neurosciences and to encourage optimum utilization of such equipment.



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**8**  
**AUDITOR**

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- a) An auditor shall be appointed for the two years by the Executive Committee, provided that such appointment be ratified by the Governing Council;
- b) All the Society's accounts, records and documents shall be open to inspection of the auditor at any time. The Treasurer shall produce an account of his receipts and disbursements and a statement of the assets and liabilities made to date. The auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the Society in what respect they are found to be incorrect, vouched or not in accordance with the law;
- c) A Copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members of the Governing Council at the same time as the notice convening the Ordinary Session of the Governing Council.
- d) No auditor shall be an Office bearer or a member of the Governing Council of the Society.

- a) The sources of funds of the Society shall include:
  - i) Membership fees, grants, subventions, contracts, donations and legacies accepted by the Executive Committee on behalf of the Society;
  - ii) Annual operating allowance received from the African Regional Committee of IBRO;
  - iii) Any excess funds from SONA conferences designated to the Society. Normally, hosts of SONA conferences will transfer any excess to be used as 'seed' money for the next conference;
  - iv) Net income from publications;
  - v) Revenue from capital investment.
  
- b) Funds received from category (a) above shall be used in accordance with the agreements made with the donors, within the framework of the objectives of the Society's principle of independence;
- c) All moneys and funds shall be received by and paid to the Treasurer and shall be deposited by him in the name of the Society in any bank or banks duly approved by the Executive Committee; Copies of all transactions shall be forwarded to the Secretary-General from time to time on a regular basis.
- d) No payments shall be made out of the bank account without a resolution of the Executive Committee authorizing such payment and all cheques on such bank account shall be signed by the Secretary-General and the Treasurer;
- e) A sum not exceeding US\$ 100 may be kept by the Treasurer for petty disbursements of which proper account shall be kept;
- f) The Executive Committee shall have power to suspend any Office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Society and shall have power to appoint another person in his place. Such suspension shall be reported to the next meeting of the Governing Council which shall have full power to decide what further action should be taken in the matter;
- g) The financial year of the Society shall be the Calendar Year.
- h) In the event of the dissolution of the Society, its assets shall be granted to one or more non-profit making organizations in Africa whose objectives conform to those of the Society.
- i) The Secretary-General and Executive Committee shall be responsible to acknowledge and provide complete financial reports to supporting organizations e.g. IBRO and donors.

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**11**  
**INSPECTION OF ACCOUNTS AND LISTS OF MEMBERS**

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The books of account and all documents relating thereto and a list of members of the Society shall be available for inspection at the registered office of the Society by any member of the Society or any law enforcement authority on giving not less than seven days notice in writing to the Secretary-General.

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**12**  
**DISSOLUTION**

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- a) The Society shall not be dissolved except by a resolution passed at an Ordinary Session of the Governing Council by a vote of two-thirds of the full membership, provided that postal/electronic ballots shall be accepted. The Session discussing the dissolution shall be required to have a full quorum of members present in person as set in rule 6(f). If no quorum is obtained, the proposal to dissolve the Society shall be submitted to a further Session which shall be held 12 months later. Notice of this meeting shall be given at least six months before the date of the meeting. The quorum for the second meeting shall be the number of members present, but the resolution of dissolution must be subject to a vote of two-thirds of the full membership of the Governing Council including postal/electronic ballots.
- b) When the dissolution of the Society has been approved by the Governing Council, no further action shall be taken by the Governing Council or any Office bearer of the Society in connection with the aims of The Society other than to get in and liquidate for cash some or all assets of the Society. Subject to payment of all debts of the Society, the balance thereof and any non-liquidated assets shall be distributed in accordance with rule 10(h).

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**13**  
**POSTAL BALLOT**

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Voting by postal or electronic ballot may be required by the Governing Council or the Executive Committee. Such postal/electronic ballot shall be conducted by the Secretary-General except in the event of a ballot for the removal of the Secretary-General, in which case it will be conducted by the Chairman of the Governing Council. Ballot papers shall be sent by first class mail to the last known address of the member appearing in the register of the Society, at least sixty days prior to the day fixed for the counting of the vote. The votes shall be counted by two scrutinizers appointed by the Governing Council or the Executive Committee.

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**14**  
**REVISION OF THE CONSTITUTION**

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No change may be made in this Constitution except with the approval of the Governing Council by two-thirds of votes cast by Members present in person usually at the General Assembly of SONA. SONA members who are on register shall only be eligible to vote when present at the General Assembly or by prior postal/electronic ballot.

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**15**  
**NON-DISTRIBUTION OF PROFITS**

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Notwithstanding anything in this Constitution contained, it is hereby specifically recorded that no profits or gains of the Society will be distributed to any person and that the funds of the Society will be utilized solely for the promotion, furtherance of and attainment of the objectives of the Society as set out in clause 2 of this Constitution.