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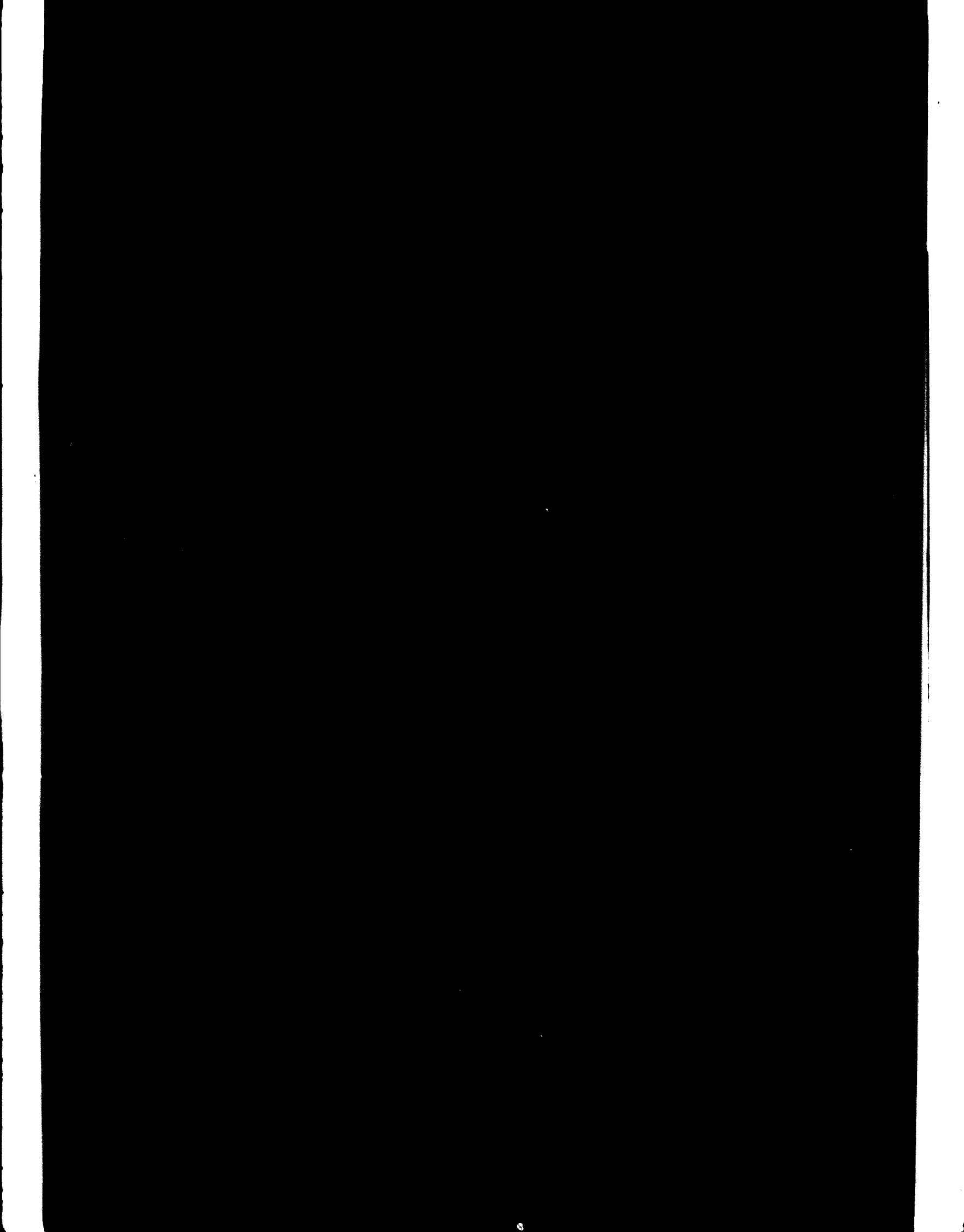
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STATUTES^{1/}
of the
ASSOCIATION OF AFRICAN INDUSTRIAL
TECHNOLOGY ORGANISATIONS (AAITO).

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DEFINITIONS

For the interpretation of these documents, the following words and expressions shall have the meaning hereinafter stated unless it shall be inconsistent with the object of the context:

1. The presents mean and include the Statutes and Rules of Procedure of the Association as may be in force.
2. The "Association" means Association of African Industrial Technology Organizations" (AAITO).
3. "Industrial Technology Organization" means institutions including governmental, public or private organization, units of the university, the organized industrial sector, or financing institutions actively involved in technological research or development for industry.
4. "Commercialization of industrial and technological research and development results" means the translation of the results of industrial and technological research into viable industrial operations of benefit to the community.
5. "Member" means a member body included in the membership of the Association.
6. "Member in good standing" means a member that has or has convinced the Executive Committee that it has taken all the necessary action to fulfilled its financial obligations to the Association and does not owe more than one year's membership fee and complies with the Statutes and Rules of Procedure of the Association.

7. The "President" means the person who has been elected to such office in accordance with the Statutes and Rules of Procedure of the Association and includes any other person temporarily performing the functions of the President.
8. The "Secretariat" means the registered office of the Association.
9. The "Headquarters" means the buildings, premises, structures or portions thereof which at any given time are occupied or used by the Association.
10. "Year" means the Gregorian calendar year starting 1 January and ending 31 December.
11. "Month" means the Gregorian calendar month.
12. "Annual Membership Fees" means subscription by members for one calendar year.
13. The "General Assembly" means the General Assembly of the Association convened in accordance with the Rules of Procedure.
14. The "Executive Committee" means the Committee elected by the General Assembly, under the Rules of Procedure to manage the affairs of the Association.
15. The "Chairman" and "Vice-Chairman" mean the Chairman and Vice-Chairman respectively in office of the Executive Committee of the Association and includes any other persons temporarily performing the duties of Chairman and Vice-Chairman.
16. The "Secretary-General" includes any person appointed by the General Assembly to perform the administrative functions of the Association, whether permanently or otherwise.
17. The "OAU" means the Organization of African Unity and any other bodies, specialised agencies or commissions, which may subsequently be established under its Charter.

18. "Zone" means a sub-region of the continent consisting of a number of countries as determined by the General Assembly of the Association.
19. "Africa" means that geographical area defined by the OAU as Africa and consisting of countries recognized by the OAU.
20. "Members voting" means Members casting an affirmative or negative vote.
21. "Members non-voters" means Members who abstain from voting or whose casts are not valid.
22. "STRC" means the Scientific, Technical and Research Commission of the OAU.
23. "Transfer of Technology" for the purposes of the Association means the activities and processes dealing with the development of indigenous and the acquisition of appropriate foreign industrial technologies and their diffusion and absorption to produce optimum benefit to the African Community.

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Article I

NAME OF THE ASSOCIATION

The Association shall be called the Association of African Industrial Technology Organizations (AAITO), hereinafter called the Association. It shall be an autonomous non-profit organization.

Article II

PERMANENT HEADQUARTERS OF THE ASSOCIATION

The permanent headquarters of the Association shall be located in a country of one of the full member institutions to be determined by the General Assembly, which may also decide to change the location of the permanent headquarters if need be.

Article III

OBJECTIVES OF THE ASSOCIATION

The objectives of the Association shall be:

1. To promote co-operation among the African countries in Industrial and Technological Research and Development through, inter alia, the establishment of links between African institutions concerned with industrial and technological research and development for the exchange of information, experience capabilities and facilities, as appropriate;
2. To promote co-operation between African industrial and technological research institutes, relevant departments and units of Universities and the organized industrial sectors;
3. To promote the establishment of links between the Association and similar bodies and other relevant international organizations;
4. To promote the establishment of links between member institutions, as requested, with institutions in other parts of the world;

5. To contribute towards the identification and periodic review of the needs and requirements of Africa, on a regional or sub-regional level, in industrial and technological research and development;
6. To promote and assist in defining joint industrial and technological research development projects and help, as need be, in locating finance for such projects;
7. To contribute towards the co-ordination and planning of industrial and technological research and development in Africa;
8. To contribute towards upgrading the level of skills of personnel and the development of manpower requirements for industrial and technological research and development in Africa;
9. To provide assistance to member institutions in obtaining finance for industrial and technological research and development projects of regional or sub-regional importance;
10. To promote the strengthening of existing industrial and technological research and development institutions in Africa and the establishment of new ones where these do not exist, as a means of up-grading the level of industrial and technological research and development in Africa;
11. To establish official recognition with the OAU and other relevant international organizations and collaborate with the OAU/STIC in expressing Africa's view point on industrial and technological research and development matters;
12. To promote the effective transfer of industrial technology, particularly the commercialization of research and development results.

Article IV

FUNCTIONS OF THE ASSOCIATION

1. The Association, operating as a professional autonomous organization, shall carry out such activities as are necessary to enable it attain its objectives. As a bona fide Association constituted under the aegis of the OAU, the Association shall act as the technical arm of the Scientific Council of Africa and the STRC, liaise with other relevant international organisations, and express Africa's view point on all matters related to industrial and technological research and development in Africa. It shall be responsible for making recommendations to the Scientific Council of Africa on industrial and technological policies of the OAU for implementation at the regional and national levels, as appropriate.
2. As a professional organization, it is expected that the activities of the Association would contribute towards increasing the industrial and technological capacity of Africa as well as the effectiveness of its member institutions in the industrial and technological development of their respective countries in particular and of Africa as a whole. These activities shall, in particular, include the following:
 - (a) To initiate and assist in the implementation of joint programmes and co-operation in industrial and technological research and development not only among its members but also between its members and other relevant institutions in Africa and other parts of the world;
 - (b) To collect information on a regional and world-wide basis relevant to the activities of the Association and disseminate it among its member institutions;

- (c) To prepare and publish periodically, in collaboration with other international organisations as appropriate, updated directories on various aspects of industrial and technological research and development including institutions, research programmes, facilities, information centres, training programmes and opportunities, and personnel involved in industrial and technological research and development in Africa;
- (d) To undertake, in collaboration with appropriate international organisations, studies for the identification of the needs of Africa, at a regional or sub-regional level, in general or specific aspects of industrial and technological research and development and to take follow-up action with the relevant authorities at the national, regional and/or international levels for the implementation of the findings and recommendations of such studies;
- (e) To identify and define, in collaboration with member institutions, joint industrial research and development projects, especially those dealing with the commercialisation of research results and of special importance to a number of African countries and to take follow-up action with funding agencies for the financing of such projects;

- (f) To activate a greater awareness among African countries for the protection of intellectual industrial property developed in or outside Africa in connection with research programmes involving African participation and to assist, in collaboration with relevant international organisations, African countries in establishing effective machineries at the national and regional levels, as appropriate;
- (g) To assist in the location of training opportunities, consultants for special projects, and in the organization of staff exchanges between member institutions;
- (h) To organize, in collaboration with other relevant international organisations, such tours, seminars, workshops and other meetings on a regional or sub-regional basis on general and selected aspects of industrial and technological research and development in Africa.

Article V

MEMBERSHIP OF THE ASSOCIATION

1. The membership of the Association shall consist of Full and Associate members:
 - (a) Full members shall consist of African institutions actively involved in industrial and technological research and development;
 - (b) Associate members shall consist of African institutions not actively engaged in industrial or technological research and development but interested in promoting the aims and aspirations of the Association.
2. Application for membership shall be made by each institution on the Association's application form, in accordance with its local procedures, to the Secretary-General of the Association.
3. Application for membership shall be circulated by the Secretary-General to all members of the Executive Committee who shall indicate their approval or disapproval of the admission of each applicant. The Secretary-General shall, on the basis of unanimous positive replies received from all members of the Executive Committee admit, on behalf of the Association, the new member. In case of any objection, the Executive Committee shall discuss the application at its next meeting and, if no positive decision is reached on the admission of the applicant, the matter shall then be referred to the next meeting of the General Assembly for final decision.
4. An institution shall be considered to have accepted membership of the Association when it indicates, in writing to the Secretariat, its commitment to abide by the Statutes and Rules of Procedure of the Association and pay its membership fees.
5. All new members admitted by the Executive Committee during its term of office shall be reported to the next General Assembly.

6. The Executive Committee shall recommend the termination of the membership of an institution to the General Assembly, which shall take the final decision.
7. Termination of an institution's membership shall be considered when the actions of the institution are deemed to be contrary to the aims, objectives and interests of the Association.
8. Termination of an institution's membership shall also be considered when, after reminders from the Secretariat, no indication is received from the institution of the steps taken to transmit its membership fees to the Secretariat within the stipulated time limit.

Article VI

RIGHTS, PRIVILEGES AND DUTIES OF MEMBERS

1. Members of the Association shall:
 - (a) Propagate the aims, objectives and activities of the Association and shall abide by the decisions of the General Assembly and the Executive Committee;
 - (b) Contribute towards the achievement of the aims and objectives of the Association by, inter alia, participating, as appropriate, in the work of the Association;
 - (c) Pay their relevant membership fees, the amount of which shall be established from time to time by the General Assembly;
 - (d) Receive materials published by the Association.
2. Full members of the Association shall additionally have the right to:
 - (a) Vote;
 - (b) Be elected to the permanent organs and offices of the Association as appropriate; and

- (c) Nominate representatives of member institutions for election to the permanent organs and offices of the Association.

Article VII

MEMBERSHIP FEES

1. The amount of membership fees shall be established from time to time by the General Assembly.
2. Each member shall be required to pay its membership fee within the first three months of the commencement of the financial year of the Association. The case of any member failing to pay its membership fee shall be referred to the Executive Committee.
3. All membership fees shall be paid in convertible currency.

Article VIII

ORGANS OF THE ASSOCIATION

1. The permanent organs of the Association shall be:
 - (a) The General Assembly;
 - (b) The Executive Committee; and
 - (c) The Secretariat.
2. Other permanent organs of the Association may be established, as need be, by the General Assembly.
3. The General Assembly and Executive Committee may set up sub-committees of technical working groups, as need be, to assist in the execution of their functions.

Article IX

THE GENERAL ASSEMBLY

1. The General Assembly shall be the supreme organ of the Association.

8. The regular meetings of the General Assembly shall be convened by the President of the Association and shall take place at least once every three years in one of the countries where members of the Association are located. The Secretary-General shall be the Secretary at all meetings of the General Assembly without a voting right.
9. At least fifty per cent of the full members of the Association shall be required to constitute a quorum at meetings of the General Assembly and its decisions shall be made by a simple majority of the members voting except as specified in Article XVIII of these Statutes. Special meetings of the General Assembly shall also be convened by the President of the Association on the request of at least two-thirds of full members of the Association.
6. At its regular meetings, the General Assembly shall consider the items of the agenda which shall be prepared in accordance with the Rules of Procedure of the General Assembly and shall take decisions accordingly.
9. The General Assembly shall, in particular,
 - (a) Hold technical discussions on selected aspects of industrial and technological research and development in Africa;
 - (b) Review and adopt the reports of the President and the Secretary-General on the activities of the Association;
 - (c) Elect the officers and other members of the Executive Committee of the Association;
 - (d) Appoint the Secretary-General of the Association;
 - (e) Review and decide upon the recommendations of the Executive Committee on special matters including the admittance of new members into the Association, amendments to the Statutes and Rules of Procedure, and membership fees; and
 - (f) Review and adopt the Association's future work programme and budget.

Article X

THE EXECUTIVE COMMITTEE

1. The Executive Committee shall be the permanent organ of the Association responsible for directing the activities of the Association in the interval between sessions of the General Assembly and shall have the powers of the General Assembly during this period.
2. Members of the Executive Committee shall consist of the officers of the Association as well as any other ex-officio members elected by the General Assembly.
3. The officers of the Executive Committee shall consist of:

Chairman;

First Vice-Chairman; and

Second Vice-Chairman.

- The President, first Vice-President and second Vice-President of the Association shall be the Chairman, first Vice-Chairman and second Vice-Chairman of the Executive Committee respectively.
4. The Secretary-General shall be the Secretary of the Executive Committee without a voting right.
 5. The Executive Committee shall commence its duties from the end of the General Assembly at which it is elected until a new Executive Committee is elected.
 6. Regular meetings of the Executive Committee shall be convened by the Chairman at least once a year.
 7. Special meetings of the Executive Committee shall also be convened by the Chairman at the request of at least two-thirds of its members.
 8. Meetings of the Executive Committee shall take place with at least two-thirds of the members present and its decisions shall be made by a two-thirds majority of the members present except for the admission of new members for which a unanimous

decision is required. Each member of the Executive Committee shall have one vote.

9. The Executive Committee shall establish its own rules of procedure. Such rules of procedure shall be in accordance with the guidelines established by the General Assembly.
10. At its meeting, the Executive Committee shall consider the items of the Agenda which shall be established in accordance with its rules of procedure and shall take decisions or adopt recommendations to the General Assembly accordingly.
11. The Executive Committee shall, in particular:
 - (a) Review special cases concerning the admission or re-admission of new members and the termination of membership;
 - (b) Review and adopt recommendations to the General Assembly, concerning the appointment or termination of appointment of the Secretary-General;
 - (c) Review the implementation of the work programme and financial status of the Association and, on the basis of drafts prepared by the Secretary-General, propose future work programmes and budgets of the Association for approval by the General Assembly;
 - (d) Consider proposals on the amendments of the Statutes of the Association and make recommendations to the General Assembly accordingly;
 - (e) Provide the Secretary-General with directives on special issues including action necessary for the implementation of the activities and work programme of the Association; and
 - (f) Provide overall direction and supervision of the detailed planning and implementation of the activities of the Association including the Secretariat.

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Article XI

OFFICERS OF THE ASSOCIATION

1. The officers of the Association shall consist of:
 - (a) The President;
 - (b) The first Vice-President;
 - (c) The second Vice-President; and
 - (d) Representatives or alternates of zones which shall be determined from time to time by the General Assembly.
2. Only representatives of full members of the Association who are in good standing shall be eligible for nominating, voting and for election in their individual capacities, to the offices of the Association. No more than one officer of the Association shall be elected from one country.
3. The term of office of the officers of the Association shall be the period between the end of regular General Assembly meeting in which they are elected and the end of the next one, and shall expire when the new officers take office. Each officer shall be eligible for re-election for only one more consecutive term.
4. The President shall be the head of the Association and shall represent it at all occasions. He shall convene and preside over all meetings of the General Assembly. The President of the Association shall also be the Chairman of the Executive Committee.
5. The President shall submit reports, proposals and decisions taken by the Executive Committee to the General Assembly on the activities of the Association undertaken during his period of office.
6. In the absence of the President the first Vice-President shall exercise the powers and carry out the functions of the President. The second Vice-President shall then assume the functions of

the first Vice-President. The first Vice-President shall also be responsible for ensuring that the overall management of the Association's funds are in accordance with the approved budget and the regulations established by the Executive Committee to which he shall report accordingly.

7. In the absence of the President or first Vice-President, the second Vice-President shall exercise the powers and carry out the functions of the President. In the absence of the first Vice-President, the second Vice-President shall assume his functions.
8. In the case of permanent absence of the President, the first Vice-President or second Vice-President of the Association, the Executive Committee shall elect one of its members to fill the vacant post.
9. In the absence of the President and the first and second Vice-Presidents, the Executive Committee shall elect one of its members to carry out the functions of the President. In the case of permanent absence, he shall then convene a special meeting of the General Assembly to elect a new President and the Vice-Presidents.
10. In the case of permanent absence of a representative or alternate of a zone, the Executive Committee shall, in consultation with the members of the zone, select one member of the zone to fill the vacancy.
11. The Representatives or alternates of the zones shall:
 - (a) Represent the President of the Association in their zones;
 - (b) Act as correspondents to the Secretary-General by co-ordinating the activities of the Association in their zones;
 - (c) Represent members of their zones and reflect their collective views to the Secretary-General and at meetings of the Executive Committee on all matters related to the work of the Association;

- (d) Organise such activities, as deemed necessary, to propagate the aims and objectives of the Association in their zones;
- (e) Undertake such other functions as may be assigned to them by the Executive Committee in accordance with the overall policies of the Association established by the General Assembly.

Article XII

SECRETARIAT AND SECRETARY-GENERAL

1. The Secretariat shall be established as one of the permanent organs of the Association responsible for carrying out the day-to-day activities of the Association in accordance with the Rules and Regulations established by the Executive Committee.
2. The Secretariat shall consist of the Secretary-General and other administrative and technical staff appointed by the Secretary-General in accordance with the terms and conditions laid down by the Executive Committee that may be required for carrying out such duties.
3. The Secretariat shall be located at the permanent headquarters of the Association, unless otherwise decided by the General Assembly.
4. The Secretary-General shall be the chief executive officer of the Secretariat. He shall be appointed by the General Assembly and shall be eligible for re-appointment upon the expiration of his contract.
5. In case the post of Secretary-General becomes vacant before the expiration of the term of office of the incumbent, the Executive Committee shall appoint an Acting Secretary-General until the next one is appointed by the General Assembly.
6. As chief executive officer of the Secretariat, the Secretary-General shall:

- (a) Report to the Executive Committee on the day-to-day work of the Association, and as Secretary to that Committee he shall be responsible for preparing material, especially draft proposals for the Association's work programme and budget, for discussion at its meeting;
 - (b) Report to the General Assembly at its regular meetings on the details of the activities of the Association;
 - (c) Act as Secretary at the Executive Committee and General Assembly meetings and ensure that the minutes of these meetings are finalized and circulated to all members of the Association and other interested parties as appropriate;
 - (d) Be responsible for keeping members of the Association regularly informed of the activities of the Association;
 - (e) Initiate action to ensure the implementation of the work programme of the Association;
 - (f) Be authorized to collect and disburse funds, in accordance with financial rules and procedures which shall be established and reviewed from time to time by the Executive Committee to which he shall report periodically on the financial status of the Association;
 - (g) Initiate and maintain contacts at the working level with other international associations and organizations under the overall direction of the Executive Committee.
7. In the performance of his duties, the Secretary-General shall not seek nor receive instructions from any member, country or authority external to the Association except as specified in the Statutes.
8. Each member of the Association, country or organization dealing with the Association shall respect the international character of the work of the Secretary-General and his staff and shall not seek to adversely influence them in the discharge of their responsibilities.

Article XIII

FINANCING

1. Funds of the Association shall be derived from:
 - (a) Annual membership fees;
 - (b) Annual allocation by the OAU through the Scientific Council of Africa/STRC;
 - (c) Assistance by Governments, national agencies, international organizations such as UNIDO, industrial and commercial enterprises, and individuals interested in promoting the aims and objectives of the Association;
 - (d) Revenue from other sources, including the sale of publications.
2. The Executive Committee shall determine the procedure for raising, holding, investing, disbursing and administering the funds and assets, movable and immovable, of the Association in accordance with general guidelines to be established by the General Assembly and the Rules of Procedure of the Association.
3. The financial year of the Association shall be the Gregorian calendar year, that is, from 1st January to 31st December of each year.

Article XIV

LANGUAGES

The working languages of the Association shall be English and French.

Article XV

SUSPENSION AND AMENDMENT OF THE STATUTES AND RULES OF PROCEDURE

Amendments, additions and deletions to these Statutes and suspensions, and the Rules of Procedure of the Association shall be made by a two-thirds majority decision by the full members of the Association.

Article XVI

WITHDRAWAL FROM MEMBERSHIP

1. Any member may withdraw from the Association by submitting a written notification to the Secretary-General.
2. The request of a member fulfilling the above provision shall be granted after the member has fulfilled all its outstanding obligations due to the Association.

Article XVII

DISSOLUTION

1. The Association may be dissolved at any time if a decision to that effect is made by two-thirds of the full members of the Association.
2. The above decision shall provide for the discharge of all liabilities and the disposal of all funds or assets of the Association.
3. Any assets, after liquidating outstanding debts, shall be donated to an international African organisation working in the field of industrial and technological research and development selected by the General Assembly.

Article XVIII

VOTING

1. Only full members of the Association shall be eligible to vote

2. Each full member shall have one vote.
3. Decisions of the Association shall be made by a simple majority of the members voting except as specified in item 4 below.
4. A two-thirds majority of the full members of the Association shall be required for:
 - (a) Amendment of the Statutes;
 - (b) Termination of membership
 - (c) Appointment and termination of the contract of the Secretary-General; and
 - (d) Dissolution of the Association.

Voting by mail shall be accepted and considered as valid at the sessions of the General Assembly concerning the above issues.

Article XII

LEGAL PROVISIONS

The relevant laws of the country in which the Association has its headquarters shall apply in any case or all cases not specifically provided for in these Statutes.

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