

**CONSTITUTION OF THE**  
**AFRICAN HEALTH ECONOMICS AND POLICY ASSOCIATION**  
**(AfHEA)**



**This Constitution shall come into effect immediately after the first General Assembly meeting of the African Health Economics and Policy Association (hereinafter referred to as “AfHEA” or “Association”) and shall govern the conduct the affairs of the Association and remain in force unless otherwise reviewed by the General Assembly.**

## **PREAMBLE**

**WHEREAS** it is well-known that Africa with 10% of the world's population accounts for 25% of the global disease burden,

**AND WHEREAS** Africa accounts for less than 1% of global health spending and has only 2% of the global health workforce;

**RECOGNISING** that with low levels of per capita income, less than stellar growth records and low domestic revenue mobilization in many countries, the continent faces very tough health financing challenges;

**AWARE** that despite the commitment to the Abuja Declaration of 2001 and other international targets such as those of the Commission on Macroeconomics and Health and the health-related Millennium Development Goals, many countries are still far short of these goals;

**AND FURTHER AWARE** that despite new positive developments and accompanying favourable international financing mechanisms, inadequate funding to meet the health care needs of people in sub-Saharan Africa remains a persistent problem;

**ACKNOWLEDGING** that increasing the levels of health expenditure and improving the efficient utilisation of resources is a matter of utmost priority;

**COGNISANT** of the fact that health sector decision making in sub-Saharan Africa could benefit from the insights that health economics evidence and analysis could bring to bear on it and in particular help to focus resources more effectively;

**NOW THEREFORE**, we African experts and students in Health Economics, Financing, Policy and related fields desirous of forming ourselves into **the African Health Economics and Policy Association (AfHEA)**;

***HEREBY AGREE AS FOLLOWS:***

## **CHAPTER 1: ESTABLISHMENT AND GENERAL PROVISIONS**

### **Article 1: Establishment of the Association**

- (1) There is hereby established an Association to be known as the “African Health Economics and Policy Association” (hereinafter referred to as “AfHEA” or the “Association”).
- (2) The headquarters of the Association shall be located in Accra – Ghana. The Headquarters shall only be relocated by a resolution of the General Assembly supported by two-thirds of the members.

### **Article 2: Legal Status**

AfHEA shall be a non-political and non-profit making association governed by the law of associations of the country where it is registered and headquartered.

### **Article 3: Aims and Objectives**

- (1) The overall mission of AfHEA is to contribute to the promotion and strengthening of the use of health economics and health policy analysis in achieving equitable and efficient African health systems and improved health outcomes for Africans, especially the most vulnerable populations.
- (2) The objectives of the Association are to:
  - a) Be a forum for information sharing and exchange among those working in health economics and related fields in Africa;
  - b) Promote the development and retention of health economics capacity within Africa, with particular emphasis on supporting the needs of lower income countries to train and retain such experts
  - c) Promote the production and dissemination of high quality research findings by health economists and health policy analysts working in Africa and on Africa-related issues;
  - d) Promote the appropriate use of health economics and policy analysis tools within evidence-informed health sector decision making in Africa;
  - e) Support health policy development and advise policy makers and health partners in African countries on viable options for equitable health care financing;
  - f) Represent the interests of African health economists and health policy analysts in international forums (such as the International Health Economics Association) as well as to facilitate communications and relationships between health economists working in Africa

and the broad international networks of academic, scientific and policy experts to foster mutual respect and understanding.

#### **Article 4: Membership of the Association**

Membership of AfHEA shall be open to:

- (1) Africans and non-Africans working in Africa or having previously worked in Africa in the fields of health economics and health policy including students.
- (2) Institutions and organisations working in the field of health economics and health policy in Africa.
- (3) Individuals and organizations in Africa or elsewhere working in the health and/or other sectors who support the objectives of the Association .

#### **Article 5: Categories of Membership**

AfHEA shall have three categories of members:

- (1) Ordinary members shall be individuals as described in Article 4(1) above and who have paid their membership dues.
- (2) Institutional Members shall be institutions or organisations that share AfHEA's objectives and take part in its development as described in Article 4(2);
- (3) Associate Members shall be individuals or organisations corresponding to the criteria described in the Article 4(3)

## **CHAPTER TWO: ORGANISATION AND MANAGEMENT**

#### **Article 6: The Organs of Association**

The Organs of the Association shall be:

- (1) The General Assembly
- (2) Board of Trustees
- (3) Executive Committee and
- (4) Regional and National Networks.

#### **Article 7: The General Assembly**

- (1) The General Assembly shall be the supreme authority and overall policy making body of the Association

- (2) A General Assembly of the Association shall be held every two years, or as soon as possible after two years if financial and/or other circumstances beyond the control of the management (e.g. force majeure) make this necessary:
- (3) The agenda of an Association General Meeting as well as the documents to be presented for approval shall be submitted to the members at least two days before the holding of the meeting.
- (4) The Association may hold Extraordinary General Meetings whenever the need arises and/or as determined by two-fifths of the up to date ordinary membership of the Association
- (5) The announcement for an Extraordinary General Meeting shall itemise all matters to be discussed at the meeting
- (6) At each ordinary meeting of the Assembly, the Executive Director/Executive Committee shall present a report of activities of the Association since the previous meeting of the Assembly.

#### **Article 8: Composition, Functions and Proceedings of General Assembly**

- (1) The General Assembly shall be constituted by:
  - (a) All ordinary members who are up to date with their subscriptions
  - (b) Not more than two persons representing each institutional member
  - (c) Associate members can take part in the Assembly proceedings and may be allowed to have voting rights but shall not be eligible to stand for election into any office.
- (2) The functions of the General Assembly shall be to:
  - (a) Lay down the general policy of the Association
  - (b) Adopt, review and/or amend the Constitution, Regulations and the Rules of procedure of Association
  - (ci) Receive and examine the Annual Reports and the and Statements of Accounts of the Association
  - (d) Elect the members of the Board of Trustees to fill any vacancies in the Board for the remaining period of the member whose vacancy is being filled. At every meeting of the Assembly, for the ensuing 4 years;.
  - (e) Approve the removal of an Executive Director or appoint one whenever a vacancy arises in that office and has not been filled by the Board by the time of the Assembly meeting;
  - (e) Approve any proposed changes to conditions of membership and affiliation

including for the institutional members, regional and national networks.

- (f) Examine and make decisions on any other matter necessary for the best functioning of Association.
- (g) Approve the Association's Auditors selected by the executives for the ensuing year(s)

(3) The proceedings of the General Assembly shall be as follows:

- a) Decisions of the General Assembly shall be made by simple majority of the members present except for the modification of the constitution where a two thirds (2/3) majority shall be required.
- b) Any paid up ordinary member of the Association shall be eligible to vote on any matter at any meeting of the Association.
- c) Voting shall be on individual basis only. Institutional membership shall not confer bloc voting rights on the institutions concerned, but the individuals representing the institutional member will have full voting rights.
- d) The quorum at any Association General Assembly or Special Meeting shall be one-third of the ordinary members of the Association, including at least three (3) Office Bearers.
- e) If within thirty minutes of the time set for starting the meeting, the quorum is not realised, the Chairman shall convene the next General Assembly within one hour and the members present at such meeting shall constitute a quorum.

#### **Article 9: Oversight: The Board of Trustees**

- (1) There shall be a Board of Trustees elected from the membership of the Association with representation from each of the five African sub-regional blocs (West, East, Central, South and North) as well as institutional members.
- (2) Members of the Board of Trustees shall be elected for a term of 4 years and shall be eligible for re-election.
- (3) Members of the Board of Trustees shall be elected by all paid up members in a free ballot, except for Board members representing institutional members or other sub-grouping, who shall be elected by institutional members or members of the sub-grouping concerned.

The remaining board members may fill vacancies that arise in their membership in between General Assembly meetings.

- (4) Any paid up member of the Association who has consented in writing to be elected, shall be eligible for election to the Board of Trustees.
- (5) With the exception of ex-officio board membership, no member of the Board of Trustees may be elected to an executive position except if such member has resigned his/her position on the Board.
- (6) A member of the Board of Trustees who wishes to resign during their elected term may do so providing they give two month's written notice to the Chair of the Board, or in the case of the Chair , to the Secretary of the Board.
- (7) Where a member of the Board of Trustees becomes incapable of performing his/her duties by reason of mental or physical infirmity, or engages in unbecoming behaviour or otherwise fails to discharge his/her duties and in particular fails to attend three (3) consecutive meetings of the Board without any justifiable cause, the Board ,ay vote to remove such a member or, if less than six months to the next General Assembly meeting, recommend his/her removal from the Board to the next General Assembly.

#### **Article 10: Composition and Role of the Board of Trustees**

- (1) Membership of the Board of Trustees shall not exceed 15 persons and shall include a Chairperson and Vice-Chairperson elected from among the members. No more than two other officers may be appointed from among the members as the need may arise.
- (2) The Executive Director of AfHEA shall be an ex-officio member of the Board.
- (3) The Board of Trustees shall be responsible for oversight of the management of the Association between two General Assemblies.
- (4) The Board shall review and approve the annual work plans, and receive the auditors' report and letter to management, submitted by the Executive Committee.
- (5) The Board shall meet twice annually in ordinary session, and in extraordinary sessions as may be required to discuss specific issues needing their attention. In order to reduce costs, maximise participation and promote efficiency, any Board meetings may take advantage of modern technology such as Skype, tele- and video-conferencing, etc.
- (6) Members of the Executive Committee may attend Board meetings to present reports and discuss aspects of their work as requested by the Executive Director and Board Chair
- (7) The Secretary of the Executive Committee, working through the secretariat of the Association, shall provide bilingual services to Board meetings including the taking of minutes of such meetings.

#### **Article 11: Management of the Association: The Executive Committee:**

- (1) The Association shall be managed on a day to day basis by an Executive Committee comprising of the Executive Director, one or two Deputy Executive Directors (in charge



of specific areas of responsibility as defined by the executive director and approved by the board), the Secretary, a Director of Operations (equivalent of a Chief Operating Officer), an Admin/Finance /Accounting Officer and a Communications and Media Officer.

- (2) The Executive Director of the Association shall be appointed by the Board of Trustees after close consultation with the key stakeholders and constituencies of AfHEA led by either the outgoing Executive Director or other executive or Board member appointed for that purpose by the Board. The constituencies of AfHEA are primarily country associations as well as key members and regular volunteers.
- (3) Effective changes in the key leadership positions, i.e. Executive Director and up to a third of Board members, shall happen at the next scientific conference or General Assembly meeting following the nomination/appointment of their successors.
- (4) The Deputy Executive Directors shall be appointed by the Board of Trustees on the recommendation of the executive director.
- (5) Whenever a vacancy arises in the position of Executive Director and/or Deputy Executive Directors, the Board of Trustees may make an interim appointment, and make recommendations to the next General Assembly for a substantive appointment, provided that other interested persons may not be prevented from presenting their candidature if they so desire.
- (4) Other members of the Executive Committee shall be appointed by the Executive Director in consultation with the Board. The Executive Director shall recommend appointments to all vacant positions in the Executive Committee whenever these arise.
- (5) The Executive Committee may consolidate functions and make other staffing arrangements (e.g. combine two or more positions into one position) to achieve cost savings and promote efficient management of the Association. The Committee may also appoint coordinators for AfHEA's technical working groups as the need arises, and these coordinators may participate in executive committee meetings as the executive director may decide.
- (6) Where the Executive Director becomes incapable of performing his/her duties by reason of mental or physical infirmity, or engages in unbecoming behaviour or otherwise fails to discharge his/her duties, the Board may remove him/her by a two-thirds majority vote, provided that such a decision shall be ratified by the General Assembly at either an ordinary assembly meeting or an Extraordinary meeting called for that purpose upon the signed request of two-fifths of the members.

## **Article 12: Powers of the Executive Committee**

The Executive Committee shall have power generally to give effect to the aims of the Association, the Constitution and to the Rules of Procedure and the Committee may, subject to any decisions of the Association or the Board:-

- (1) Formulate the Standing Orders of the Association to be applicable to such meetings as the Committee may determine;
- (2) Establish such sub-committees and technical working groups as it may determine to give effect to the aims of the Association;
- (3) Provide for the election or appointment of members to any such sub-committee and for the conduct and operation thereof;
- (4) Elect and define the duties and powers of its sub-committees;
- (5) Run the conferences, workshops of the association and generally carry out activities that are in line with the mandate and objectives of AfHEA as set out in this constitution;
- (6) Propose annual membership and biennial conference fees for Board approval. Provided that whenever the need arises that membership dues and other contributions may be adjusted by the executives to accommodate inflation and/or other unforeseen socio-economic circumstances that have a direct bearing on such dues and other contributions.
- (7) Establish the annual budget of the association for approval by the board (which approval may be sought by electronic communications or at a regular Board meeting);
- (8) Raise funds for the activities and functioning, and in accordance with the aims, of the Association.
- (9) Prepare the strategic and business plan for the association for an appropriate period for executive implementation after approval by the Board.

### **Article 13: Roles of Executive Committee members**

#### **A. The Executive Director and Deputy Executive Directors**

- (1) The Executive Director shall be the chief executive officer of the Association and shall be responsible for its general operation and management as well as providing overall leadership, guidance and policy direction for the Association on a day to day basis.
- (2) The Executive Director shall have full authority to oversee the execution of the policies and resolutions of the General Assembly, as well as to represent the Association externally for any lawful purposes.
- (3) The Executive Director shall have supervisory authority over all other officers of the Association and may hold them to account in the performance of their duties.
- (4) The Executive Director shall be accountable to the Board of Trustees and to the General Assembly of the Association in the performance of his/her duties.
- (5) The Executive Director shall, working closely with the Director of Operations or person

holding equivalent position in the executive, have overall responsibility for the financial, management and administration of the Association, including all record keeping.

- (6) The Executive Director may convene meetings of the Executive Committee as and whenever necessary.
- (7) The Executive Director shall cause the secretariat to convene the meetings of the Board at the request of the Board's Chair, and shall attend Board meetings in an ex-officio capacity.
- (8) The Executive Director shall have authority to undertake initiatives and activities pursuant to the aims and objectives of the Association, or for the fulfilment of decisions of the General Assembly.
- (9) The Deputy Executive Directors shall assist the Executive Director in the execution of his or her roles and functions stipulated herein above. In particular such Deputy Executive Directors may be appointed to oversee Projects and Special Programmes; International Relations, Regional Networks and National Associations and other functions as assigned by the Executive Director.
- (10) The Deputy Executive Directors shall in the performance of their duties be under the overall supervision of the Executive Director and accountable to the Board of Trustees.

#### **B. AfHEA - Director or Chief of Operations (or Chief Operating Officer, COO) Responsibilities:**

The overall role of the Director /Chief of Operations (COO) **is to plan**, direct, and oversee AfHEA's operational policies, rules, initiatives, and goals; help the organisation execute long-term and short-term plans and work alongside the Executive Director (ED)/CEO to put procedures in place as well as raise and allocate resources to realize AfHEA's vision and mission. Reports to the ED and attends board meetings as requested.

#### **More specifically. The Director of Operations shall**

- a) Design and implement AfHEA's business strategies, plans and procedures
- b) Set comprehensive goals for performance and growth
- c) Oversee daily operations of AfHEA and the work of staff (IT, Marketing, HR, Finance, Accounting etc.)
- d) Recruit skilled talent, and supervise and mentor staff to achieve maximum performance and potentials
- e) Lead annual and other (e.g. quarterly or activity) budget development and also closely monitor expenditure and propose timely corrective measures to avoid overspends
- f) Evaluate performance by analysing and interpreting data and metrics
- g) Write and submit reports to the ED on all matters of importance
- h) Assist ED in fundraising ventures and in managing relationships with partners

- i) Promote communication between colleagues for the benefit of information flow and to curb any problems that arise

### **C Administrative Secretary**

The Secretary shall:-

- (1) Manage the archives of the Association and ensure good record-keeping for the Association including maintenance of the Membership Register (in close cooperation with the IT manager and the secretariat of the Association).
- (2) Assist the Executive Director in coordinating the ad hoc committees of the Association.
- (3) Co-ordinate the correspondence of the Association.
- (4) Keep full and correct minutes of the proceedings of the Executive Committee.
- (5) Comply with all legal and statutory requirements on behalf of the Association and as directed by the Executive Committee.
- (6) Perform such other duties as are required by this Constitution or requested by the Executive Director.

### **D Admin/Accounting/Finance Officer**

The Admin/Accounting/Finance Officer shall be a person with professional training in accounting and financial management who shall:

- (1) Be responsible for the receipt of all moneys paid to or received on behalf of the Association and shall issue receipts for those moneys in the name of the Association.
- (2) Pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Executive Committee may from time to time direct.
- (3) Carry out required administrative functions of the AfHEA office;
- (4) Make payments from the funds of the Association with the authority of the Executive Director and in so doing ensure that all cheques are signed in accordance with the rules and regulations of the Association.
- (5) Comply on behalf of the Association with any Act or regulation in the host country in respect of the accounting records of the Association.
- (6) Whenever directed to do so by the Executive Director, submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
- (7) Keep a copy of all securities, books and documents of a financial nature and the

accounting records of the Association; and

- (8) Perform such other duties as are imposed by this Constitution or requested by the Executive Director.

#### **E Communications and Media Officer**

The Communications and Media Officer shall:

- (1) Carry out communication and publicity activities for the Association, in particular on the website, written information, newsletters, brochures, exhibitions etc.
- (2) Manage public relations and foster partnerships with the institutions and individual members in relation with the Executive Director.
- (3) Be responsible for managing the IT development of the Association, including development and maintenance of the AfHEA website.
- (4) Develop the terms of reference and supervise any consultants engaged to assist with the IT development of the association, under the direction of the Executive Director

#### **Article 14: Regional Advisors/Coordinators**

Regional Advisors/Coordinators shall be appointed for each of the African sub-regions. They shall work under the direction and supervision of the Executive Director and shall:

- (1) Assist the Executive Director in the execution of the Association's activities in the sub-regions
- (2) Act as Focal Points for the articulation of the Association's objectives and programmes in the sub-region,
- (3) Facilitate the establishment of national networks within the sub-region and assist the steady growth and functioning of such networks.

#### **Article 15: Regional and National Networks**

- (1) The Association shall support the establishment of regional and national networks.
- (2) Regional and National Networks shall be the springboard for the Association's activities and growth and shall support the development of Health Economics and Policy coherence in Africa.
- (3) The affiliation of any regional or national network to the Association shall be subject to the approval of the Board of Trustees.

## **CHAPTER III: MANAGEMENT OF FINANCIAL AND OTHER RESOURCES**

### **Article 16: Resources of the Association**

- (1) The Association's resources shall be derived from membership dues, contributions of the institutions or organisations, gifts and grants, fundraising activities, the sale of the Association products, consultancies, investments and all other legal sources.
- (2) The Association shall open accounts at such Financial Institutions in the country hosting the headquarters or Secretariat of the Association as may be determined by Board. Additional accounts may be opened in other countries and overseas to facilitate transactions involving partners of the Association based outside or inside the African continent.
- (3) All assets of the Association shall be vested in the Board of Trustees of the Association.
- (4) In the interests of economic and operational efficiency, all organs of the Association should, as far as possible, in their operations make use of modern technology and facilities that are available and within reach of the association's members.

### **Article 17: Non-Profit Making**

AfHEA shall be a non-profit making Association and as such the income and property of the Association howsoever derived shall be applied solely towards the promotion of its objects as set out in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to its members, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or reimbursement for costs incurred in the service of the Association.

### **Article 18: Financial Year of the Association**

The financial year of the Association shall be from the 1st July to 30<sup>th</sup> June in each year.

### **Article 19: Audit**

- (1) The Board of the Association shall, on recommendation of the executive committee after a competitive bid, appoint an Auditor to audit the financial affairs of the association for a specified period. An Auditor who has provided satisfactory services may have their mandate renewed by the executive provide the Board has not decided otherwise.
- (2) The Auditor shall audit the accounts of the Association as at the close of each financial year.

- (3) The Auditor shall not be a member or ex-officio member of the Executive Committee or Board of Trustees, or related to any of member of the Committee or Board.
- (4) All Association financial statements shall be certified by the Auditor.

## **CHAPTER IV: SUPREMACY OF THE CONSTITUTION**

### **Article 20: Constitution Binding on all Members**

This Constitution shall govern the functioning of AfHEA and the articles and clauses contained herein shall bind every member and the Association to the same extent as if every member of the Association had individually signed and sealed the Constitution and agreed to be bound by its provisions.

### **Article 21: Rules and Regulations**

The provisions of this Constitution shall be supplemented by rules and regulations. In the event of a conflict, the provisions of the Constitution shall apply.

### **Article 22: Members to respect Constitution, Rules and Regulations**

- (1) It shall be mandatory for every member of the Association to respect the provisions of this Constitution as well as the rules and regulations made thereunder.
- (2) Any member of the Association found guilty of being disrespectful of the provisions of the Constitution and/or rules and regulations of the Association shall be subject to disciplinary action including verbal and written warning, suspension and expulsion. The first three sanctions shall fall within the competence of the Board, while expulsion shall be upon the decision of the General Assembly on the recommendation of the Board.
- (3) A member subject to disciplinary action may appeal to the General Assembly for review of his/her case.

### **Article 23: Resignation and Termination of Membership**

- (1) A member who no longer subscribes to the aims and objectives of Association or for any other reason no longer wishes to continue membership of the Association may resign by giving three months' notice in writing to the Executive Director of the Association.
- (2) A person who resigns or whose membership is terminated under Articles 9 (6), 9(7), 25 (1) and 25 (2) shall not claim any refund of membership dues or contribution given to Association in any form.

### **Article 24: Amendment to the Constitution**

This Constitution may be amended or altered at any General Assembly of the Association, provided that:

- (1) Notice of any proposed amendment or proposed alteration shall have been given in writing to all members at least one month prior to such meeting, and, clearly listed on the agenda
- (2) The amendment or alteration is approved by at least two-thirds of the members present.

## **CHAPTER V: MISCELLANEOUS PROVISIONS**

### **Article 25: Affiliation and Relations with other Organisations**

- (1) The Association shall affiliate with the International Health Economics Association (iHEA) as well as with any other international networks, Organisations or Associations having similar aims and objectives.
- (2) Any formal arrangement entered into by the Executive Director in pursuance of paragraph (1) of this article, other than affiliation to iHEA, shall be subject to approval by the Board of Trustees

### **Article 26: Common Seal**

The Common Seal of the Association shall be in the custody of the Administrative Secretary and shall be affixed to any document only pursuant to a resolution of the Executive Committee. The affixation of the seal shall be witnessed by the Administrative Secretary and the Executive Director.

### **Article 27: Settlement of Disputes**

Any dispute arising out of the interpretation or application of this Constitution shall in the first instance be mutually resolved by the parties, failing which the dispute shall be submitted to arbitration in accordance with the laws of the host country.

### **Article 28: Distribution of surplus property on winding up of the Association**

If, in the event of the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed to:-

- (1) Another incorporated association having objects similar to those of the Association on the African continent, or
- (2) A charitable institution working in the field of health within Africa.



**Adopted by Inaugural General Meeting of the Association in Accra in 2009  
and Amended by subsequent member meetings in 2016 (Rabat) and 2019  
(Accra)**

**held on Thursday 12<sup>th</sup> March, 2009 at Accra, Ghana, Revised on 28<sup>th</sup> September 2016 at  
Rabat, Morocco and on 11<sup>th</sup> March 2019, Accra, Ghana**

Sgd \_\_\_\_\_

**Chair**

Sgd \_\_\_\_\_

**Secretary**