

AFRICA ISLAMIC ECONOMIC FOUNDATION

CONSTITUTION AND BYE-LAWS, Adopted on 1st April, 2014

ARTICLE I: NAME

The name of the organization shall be **Africa Islamic Economic Foundation** (here in after referred to as the Foundation), and is established in Ghana as a non-profit-making international development organization that provides a distinctive Islamic perspectives on economic and social issues.

ARTICLE II: The headquarters of the Foundation shall be located at Tamale, Northern Region of Ghana.

ARTICLE III: GOALS AND OBJECTIVES

The goal of the Foundation is to serve as the organization for advancing research, knowledge and Professional development in Islamic economics and finance in Africa.

Within that goal, our objectives are:

- To promote the well-being of individuals; and increase the wealth of African nations;
- To promote and foster understanding of Islamic finance and economics by African parliaments, governments and the public;
- To expand research, knowledge and professional development in Islamic Economics, finance and the Islamic economy through publications and conferences;
- To provide a forum for the exchange of ideas and information for those interested in and concerned with the Islamic economy;
- To advance Islamic Economics and Finance in Africa by setting policy standards, building resources and sharing knowledge;
- To foster relationships and cultivate cooperation among countries, institutions, organizations and individuals in academia, business and government;
- To develop, disseminate and promote theory, curricula, methodologies, techniques, and best practices for pure and applied Islamic Economics;
- To strengthen networking and foster strategic alliances through the exchange of ideas, information and knowledge;
- To create a world beyond poverty by investing and facilitating the development of small businesses and entrepreneurship, emerging leaders and breakthrough ideas in Africa;
- To prevent and resolve conflicts, encourage peace, dialogue and understanding among African countries;

- To promote SMART urban development projects in African countries to spur the growth of investment into high technology, medicine, energy, education and tourism;

ARTICLE IV: AFFLIATION WITH NATIONAL REGIONAL AND INTERNATIONAL ORGANIZATIONS

The FOUNDATION shall collaborate with any National, Regional and International Organizations with similar aims and objectives.

ARTICLE V: MEMBERSHIP

A. The categories of memberships are as follows:

1. Founder/President

2. Full Membership (Voting)

Full membership of the Foundation is accorded to those persons who are interested in the work of the Foundation. Full members have voting privileges.

3. Student Membership (non-voting)

Student Membership is accorded to those individuals currently enrolled in a post-secondary school or institution. Student members do not have voting privileges.

4. Institutional Membership (Voting)

Institutional membership shall be extended to all institutions which support the objectives of the Foundation. Institutional Memberships allow five individual (full voting) members.

5. Corporate Membership (Voting)

Corporate membership shall be extended to all corporations which support the objectives of the Foundation. Corporations are allowed five individual (voting) memberships.

6. Honorary Membership

Honorary membership shall be extended to all individuals who have been appointed to such distinction by the Board of trustees of the Foundation. Honorary members will not be assessed dues.

B. Dues

1. Dues will be established bi-annually by the Board of Trustees, promulgated at the Annual General Meeting or at a Special General Meeting and take effect with the beginning of the following financial year.
2. Dues payable bi-annually from date of initial membership.
3. Membership is dependent on timely payment of dues.
4. The Foundation's Executive Council may designate levels of corporate sponsorship of the organization or its events.

C. Term

The term of membership of all categories, with the exception of Founder/President, which is life shall be for Five Years.

ARTICLE IV: BOARD OF TRUSTEES

A. Composition and Chairmanship

The Board of Trustees (BOT) of the Foundation shall be composed of a Grand Trustee, and fourteen other persons: The 15 member BOT shall be chaired by a **Grand Trustee**

B. Duties of the Board of Trustees

The Board of Trustees shall:

1. The BOT has governance responsibilities - such as financial oversight, performance review of the Executive Council, and making sure the organization is on the right track.
2. The BOT shall provide active fiduciary oversight of finances, physical assets, and long range plans to ensure the abiding vitality of the Foundation.
3. The BOT shall approve the compensation of the President of the Foundation, members of the Executive Council and monitors executive performance in implementing policies.
4. Members of the BOT shall function as informed ambassadors and advocates to increase external recognition.
5. Supervises the Foundation's Annual General Meeting.
6. The BOT shall ratify amendments to the Byelaws of the Foundation, reviews and ratifies the resolutions of the Executive Council and the proposed annual budget of the Foundation.

C. Meetings of BOT

The BOT shall meet once annually. In special circumstances the Grand Trustee or the Founder/President of the Foundation can call for extra-ordinary session of the Board.

D. Tenure

1. The tenure of the Board of Trustees is life, but a Trustee shall cease to hold office if he or she:
 - i. resigns his or her office
 - ii. becomes insane
 - iii. officially declared bankrupt
 - iv. is convicted of criminal offence involving dishonesty by a court of competent jurisdiction

- v. is recommended for removal from office by two third majority votes of members present at the BOT meeting
- vi. Upon a vacancy occurring in the number of Trustees other eligible persons shall be appointed by the Board.

ARTICLE V: THE EXECUTIVE COUNCIL

A. Composition

The Executive Council of the Foundation, whose members shall be appointed by the Founder/President of the Foundation, shall be composed of not more than 21 persons, comprising a mixture of high level professionals, intellectuals and individual experts, carefully selected with the aim of achieving balance in terms of geography, technical expertise and prominence.

B. Functions of Executive Council

The Executive Council directs, regulates and administers the general affairs of the Foundation in accordance with its constitution and bye-laws. It also executes the resolutions passed by the Board of Trustees and assist in governing the affairs of the Foundation and implements its work in the most efficient way. The EC also facilitates decision making in between Council meetings or in the case of a crisis or other urgent circumstances.

C. President

The Founder/President shall Chair the Executive Council of the Foundation and shall have all executive powers, duties and responsibilities usually conferred upon a presiding officer, which shall include, but not limited to:

- Being the executive and administrative head of the Foundation in which all other office-bearers shall work under his instructions and guidance, subject to the existing regulations.
- Being the executive and administrative head of the Association in which he shall have a casting vote. In his absence, the Vice-President or in their absence, any other member elected to preside over the meeting, shall have the power as President.
- Controlling the finances of the Foundation and shall sanction expenditure on the basis of the budget approved by the Board of Trustees
- Presiding at all regular and special meetings.
- Calling special meetings.
- Representing the organization to the general public and other organizations.
- Appointing officials, including vice presidents and directors of the Foundation.
- Filling vacancies on standing committees in accordance with sub-items L and M under Articles VIII; and

- Preparing and forwarding annual Foundation programmatic, management and other recommendations to the Board of Trustees and full membership of the Foundation. Working with other members of the Executive Council, the President shall develop the annual budget of the Foundation and submit it to the Board of Trustees for approval.

D. Secretary

The Secretary, who shall be appointed by the Founder/President of the Foundation shall act as the Secretary of the Executive Council. He manages staff welfare, advice on the activities of the Foundation; shall distribute membership forms, collect all membership fees, maintain a membership list, propose and monitor the implementation of the Foundation's annual budget, pay all expenses authorized by the appropriate authorizing authority of the Foundation and perform any other duties directed by the President. As the secretary of the Foundation he/she shall keep the minutes of all the Board and other meetings of the Foundation.

E. Other Appointments

The President is empowered to create offices and appoint competent officials to occupy those offices when the need arises.

F. Tenure of Members of Executive Committee

- (a) Members of the Executive Council shall hold office for life but a EC Member shall cease to hold office if he or she :
 - i. resigns his or her office
 - ii. becomes insane
 - iii. officially declared bankrupt
 - iv. is convicted of criminal offence involving dishonesty by a court of competent jurisdiction .
 - v. is recommended for removal from office by a duly established administrative committee of the FOUNDATION
 - vi. Upon a vacancy occurring in the Executive Council, other eligible persons shall be appointed by the President

ARTICLE VI: ELECTIONS TO STANDING COMMITTEES AND APPOINTMENTS

1. Time of Occurrence

Elections to occupy the various standing committees of the Foundation will occur on a 5 – yearly basis to commence in 2018.

2. In General

Elections to all elected offices of the Foundation will occur by secret ballot in person, or by other means, including electronic. All voting members are eligible to vote in all committee elections.

3. Eligibility for Office

Those individuals who have been members of the Foundation for more than one year shall be eligible for nomination to office.

4. Mechanisms of Electoral Process

Ballots will be prepared and sent to the membership in sufficient time to provide at least five weeks from the date of sending to the final date of acceptance of completed ballots prior to the annual meeting. Members shall be able to vote in person at the annual meeting or by absentee voting via mail, fax, email or website.

5. Vacancies

Vacancies on the Board of Trustees caused by resignation, death, or removal shall be temporarily filled by the Grand Trustee in consultation with members of the Board.

6. Resignations

Members of the Board of Trustees, the Executive Council, Standing and ad-hoc committees may resign at any time of their choice after due notification to the Foundation of not less than 30 days.

7. Board Augmentation

The President may appoint at-large Board members to augment needed skills and experience.

8. Quorum

A quorum of the Board of Trustees shall consist of a simple majority of the members.

A quorum of the Executive Council shall consist of a simple majority of the membership.

ARTICLE VII: MEETINGS

A. Africa Islamic Economic Forum

1. The Foundation shall have responsibility for conducting an annual business Forum, to be known as "Africa Islamic Economic Forum" in order to serve its members and others interested in Islamic Economics and Finance. The time and place will be determined by the Executive Council. The Board shall seek advice from the members regarding place and time for subsequent annual meetings.
2. Notice of this annual business meeting shall be sent by the Executive Council of the Foundation to all members, at least 120 days before the said meeting.

B. Annual General Meeting

1. An Annual General Meeting of the entire membership shall be conducted in conjunction with the annual business meeting.
2. Agenda items as determined by the Executive Council, in consultation with the events committee and BOT in advance of the Annual General Meeting shall be prepared and made available to the membership in sufficient time to allow sufficient time for consideration prior to the date of the annual meeting.

3. Voting on issues may be accomplished either through the website, fax, mail, or in person at the Annual General Meeting. Voting shall be conducted by the members of the various Boards.

C. Special and Additional Meetings

Special or additional meetings of the Foundation shall be called by the Executive Council.

ARTICLE VIII: COMMITTEES

Standing Committees

All full members of the Foundation shall be eligible to serve on standing committees of the Foundation. Each committee will be chaired by a full member, with prerequisite qualification nominated or elected by the committee members. The Foundation, upon the availability of financial resources, shall establish the following standing committees:

A. Trade and Investment Committee

As trade and investments are consistently top priorities for global business, the Committee on Trade and Investment represents the Foundation's main working body on multilateral trade and investment policy issues.

The mandate of the Committee is to break down barriers to intra-Africa trade and investments so that all African countries can benefit from improved living standards through increased trade and investment flows. Members of this Committee shall examine the following major trade and investment issues of interest to world business.

1. Trade Policy

The multilateral trading system is the guarantor of the consistency and predictability that are essential for companies and countries to trade and invest across borders, as well as an insurance policy against protectionism. The Committee shall study and develop detailed policy recommendations to AU and regional economic organizations like, ECOWAS, on the main issues under negotiation.

2. Investment Policy

Cross-border investment is a vital driver of global economic growth and conveys benefits to businesses and home governments that frequently may be overlooked. Domestically, foreign direct investment links local companies to global value chains, underwrites trade and export opportunities, and facilitates the inflow of capital, technology, and skills.

This committee addresses issues facing individuals, corporate bodies and governments making cross-border investments in Africa, including other emerging economies. These issues include:

3. Host country programs and reforms intended to promote investments from abroad, including privatization and public-private partnering initiatives and financial market reforms.
 1. Bilateral, multilateral, and export credit agency programs to aid these efforts.
 2. Problems raised by restrictive legal and regulatory requirements governing the making, maintenance, and divestment of investments.

3. Unique issues relating to investments in particular sectors, such as those relating to infrastructure and project finance, insurance, and financial services.
4. Developing legal and investment structures; and
5. The impact on international investment of developing international norms and standards, such as those relating to advancement and protection of individual legal rights, environmental protection, and the developing international criminal law.

B. Islamic Finance Committee

The Islamic Finance Committee's main objective is to work with the Executive Council of the Foundation to promote Islamic finance through various initiatives such as collaborations with relevant stakeholders and governments in Africa. The Islamic finance Committee's geographic scope is global, coterminous with the range of the Islamic finance industry. The Committee focuses on legal and business matters and trends, including developments in sharia scholarship and jurisprudence, innovations in sharia-compliant products, cross-border investment trends, the development of Islamic capital markets, the development and regulation of the Islamic finance and Halal industry and quality assurance.

The Committee also aims to support the development of Islamic Finance and halal to become significant parts of the economies of African countries and to encourage research on Islamic Finance and the Halal industry through collaborations and share findings with stakeholders.

C. Energy and Natural Resources Committee

The Energy and Natural Resources Committee shall work to promote an active, cross-border information exchange to educate policy makers and to facilitate networking and collaboration through regular conference calls, the development of cutting edge programs and the preparation of articles for the publications of the Foundation. The Committee focusses its work on regulatory and policy issues arising in the context of exploration, development and finance projects in conventional and unconventional oil and gas, renewable energy and mining. Particular areas of interest to the Committee are deep water drilling, biofuels, solar, wind, hydroelectric, geothermal and waste-to-energy projects, natural resource development and conservation, the nationalization and privatization of natural resource ventures and energy policy development.

D. Events Committee

The Events Committee shall organize and make recommendations to the Executive Council of the Foundation on the Foundation's annual Africa Islamic Economic and Investment Forum and other business meetings that promote the Foundation's stated objectives.

E. Small and Medium Enterprises (SMEs) and Entrepreneurship Committee

The Small and Medium Enterprises(SMEs) and Entrepreneurship Committee shall advise and make recommendations to the President of the Foundation on advocacy, research, training and networking activities dedicated to promoting the development of small businesses and entrepreneurship across African Countries.

The Committee shall develop a strategic plan that would facilitate the emergence of small businesses in every African country; educate elected officials, policymakers, business leaders and the public about the importance of entrepreneurship to job creation, innovation,

economic growth, competitiveness and more importantly, about key policies that enable business start-ups and growth.

F. Educational Committee

The Educational Committee shall advise and make recommendations to the Executive Council on developing, disseminating and promoting the theory, curriculum, methodologies, techniques, and best practices for Islamic economics, finance and investments education and practice in Africa. The committee will also inform the Executive Council of existing or future Islamic economics and finance education research directions and opportunities for members of the Foundation.

G. External Relations Committee

The External Relations Committee as directed by the Vice President–Marketing and External Relations, shall advise and make recommendations to the Executive Council on developing international initiatives. The Chairman of the Committee shall within 90 days of assumption of office design a strategy that would enable the Foundation to serve as a knowledge centre and raise its profile as a key player in policy consultation and institutional capacity building for governments of African countries and regional/sub-regional economic groups. The Strategy shall seek to support the regional and sub-regional economic cooperation programs in the following areas:

1. Trade and Investment Cooperation and Integration
2. Monetary and Financial Cooperation and Integration
3. Cooperation in Regional Public Goods.

H. Membership Committee

The Membership Committee shall be responsible for encouraging and acquiring members of all types. The Membership Committee chair shall submit or update the Foundation's strategic membership recruitment plan within 60 days of assuming this position.

I. Anti - Corruption Committee

The committee acts as a vehicle of constructive change by serving as a clearinghouse of information, through the development of new ideas and initiatives, and through the interaction with individuals and organizations both foreign and domestic, and both government and non-government. It shall promote dialogue and the exchange of ideas around anti-corruption laws, regulations and initiatives of African countries and in collaborating with other organizations and institutions dedicated to promoting transparency, the rule of law, compliance with and the enforcement of anti-corruption laws in Africa.

J. Finance and Audit Committee

The primary function of the Finance & Audit Committee is to assist the Board of trustees in fulfilling its oversight responsibilities for:

1. The financial reporting and budgeting processes,
2. The system of internal controls and risk assessment,
3. The compliance with legal and regulatory requirements,
4. The qualifications, independence, and performance of the external auditors and
5. The qualifications, independence, and performance of the internal audit function.

K. Shari'ah Advisory Committee

The Shari'ah Advisory Committee(SAC) acts as an independent Shari'ah Supervisory Board of the Foundation comprising of at least five Shari'ah scholars with specialised knowledge of the Sharia'ah for transacting, fiqh al mu`amalat, in addition to knowledge of modern business, finance and economics. They are responsible primarily to give approval that the financial products and services or projects structured or packaged by the Foundation and for its Partners or clients comply with the Shari'ah and subsequent verification that of the operations and activities of the financial institutions or established projects have complied with the Shari'ah principles (a form of post Shari'ah audit). The Shari'ah Advisory Committee is required to issue independently a certificate of Shari'ah compliance.

L. Special Advisors and Ad Hoc Committees

As the need arises, the President of the Foundation may appoint special advisors and establish ad hoc committees.

M. Vacancies

If a vacancy occurs on a standing committee, the President is empowered to appoint a replacement.

N. Committee Recommendations

All recommendations of the Committees shall be forwarded to the Executive Council for appropriate action and disposition.

O. Voting Members

Voting members shall have the right to raise other issues at annual general and business meetings.

ARTICLE IX: FINANCES

A. Financial Reports

The Secretary/Treasurer, in conjunction with the Executive Council, shall prepare a proposed budget for the Foundation and present it to the Board of Trustees for review and approval prior to the Annual General Meeting (AGM).

The budget as approved by the Board of Trustees shall be presented by the Founder/President to the membership at the Annual General Meeting along with an audited income statement for the previous year.

B. Revenues

- 1. Dues:** The Board of Trustees shall determine membership dues and other fees.
- 2. Other Revenues:** The Board of Trustees and the Executive Council are empowered to solicit revenue sources other than dues such as institutional support from foundations, individuals, businesses, and meeting revenues.

C. Fiscal Year

The fiscal year of the Foundation shall be January 1 to December 31.

ARTICLE X: PARLIAMENTARY AUTHORITY

Unless otherwise in conflict with these Byelaws, the provisions of the Companies Act 1963, (CAP 179) shall govern all operations of the Foundation and the entire work of its various Boards, Standing and Ad-Hoc Committees.

ARTICLE XI: LIMITATIONS

This Foundation shall be non-profit, non-partisan, non-denominational, and non-discriminatory. The Foundation shall work only toward the objectives stated in Article III of these byelaws. The Foundation shall never take any part in an action or commit its members to any position except those pertaining to Islamic Economics and Finance.

ARTICLE XII: AMENDMENTS

Amendments to these byelaws shall be proposed by any full member at the annual meeting of the Foundation and adopted by a two-third majority of votes cast by full members of the Foundation in any mail ballot authorized by the Board of Trustees, provided that notification of the proposed changes shall be posted no later than thirty days in advance of the Foundation's Annual General Meeting. All such adopted amendments must be ratified by the Board of Trustees before they become effective.