

Principles of Association of
"THE ASSOCIATION FOR THE DEVELOPMENT OF EDUCATION in AFRICA"
ADEA

(Made-up of Statutes, By-Laws and procedural guidelines)

BACKGROUND TO THIS REVISION: Based upon the recommendations of the World Bank's 1988 study "Education in Sub-Saharan Africa: Policies for Adjustment, Revitalization, and Expansion", the ADEA (known at that time as the Donors to African Education) was created at the initiative of the World Bank and other funding agencies. The initial purpose of the ADEA was to continue the policy dialogue linked to that study and to act as a framework allowing funding agencies to better coordinate themselves. The number of organizations and agencies linking with the ADEA quickly grew to include most of the major multilateral, governmental, and private funding organizations. And in late 1991, to foster a broad sense of ownership among all ADEA members and to ensure the full confidence of the African Ministers, an independent secretariat was established outside the World Bank and hosted by the International Institute for Educational Planning in Paris, a specialized institute of UNESCO. In the meantime, it became clear that without the active involvement of African Ministers of Education as participants, the effectiveness of collaboration in the ADEA would be limited. Thus, since 1992, the ADEA has expanded into an alliance involving both funding agencies and African ministries of education. An independent external evaluation of the ADEA carried out in 1994, showed the strength of the support for the Association while indicating the need for further development and revisions of the mission statement, structures and procedures for an evolving ADEA.

**STATUTES OF THE ASSOCIATION FOR THE
DEVELOPMENT OF EDUCATION in AFRICA
(ADEA)**

1. **NAME:** The organization is called "The Association for the Development of Education in Africa" (ADEA).

2. **MISSION STATEMENT:** The ADEA is an alliance of (a) those multilateral and governmental agencies as well as private foundations supporting education in Africa and (b) the African ministries of education and training.
 - The purpose of the ADEA is to strengthen the capacity of African Governments and other members of the African education community to achieve lasting improvements of education in Africa.
 - Its distinctive characteristic is that it brings together -- and is a forum for an informal and open dialogue between -- the funding agencies and the African ministries of education and training.
 - In this sense it is an international network that seeks to strengthen institutional and individual capacity for policy formulation through knowledge sharing and through regular dialogue.
 - As a result of this process it develops a shared vision and a joint framework for action.
 - It fosters collaboration among funding agencies, and cooperation with African education professionals at both national and regional level. In this process it identifies, develops and promotes creative responses to the problems of education in sub-Saharan Africa, and acts to strengthen institutional capacity through its joint working groups and other modalities.

3. **OBJECTIVES:** Recognizing that the responsibility for educational development rests with national governments, the ADEA pursues three primary objectives: first, to assist ministries of education in sub-Saharan Africa to profit from each others' knowledge and experience; second, to foster greater collaboration among all members at both the international level and in individual countries; and third, to develop and test creative responses to the problems of education in the region.

4. **GUIDING PRINCIPLES:** Through experience, the ADEA has developed a set of principles that guide its operation.
 - First, the ADEA is an alliance of those multilateral and governmental agencies as well as the private foundations that are supporting the development of education in Africa and the African ministries of education and training. It consults actively with non-government organizations (NGOs) and other organizations supporting education in Africa to promote professional development as well as exchange of information between its members. All funding agencies and all senior African professionals supporting or working in the field of education in sub-Saharan Africa may participate in the activities of the ADEA.
 - Second, through its various activities and programs, the ADEA assists its members to improve the effectiveness of their work to develop education in Africa. The "value-added" contribution to members' programs will differ from member to member, but the ADEA's program should include -- in addition to the regular activities and the service functions -- experimental work to broaden and improve current approaches to collaboration in educational development.
 - Third, recognizing the variety in mandates and agendas among its members -- both among and between the funding agencies and the senior African education professionals -- the ADEA is committed to remaining a structured but flexible forum within which members consult and work with each other and other groups in sub-Saharan Africa.

- Fourth, the activities of the ADEA constitute a multi-faceted program that includes work on thematic issues carried out in groups; the fostering of institutional capacity-building; the sharing of information; the strengthening of policy dialogue; the support of inter-African and other South-South cooperation and exchange; and the promotion of coordination among funding agencies. The ADEA does not fund and implement investment programs at the national level.
- Fifth, the ADEA is committed to remain a flexible association that avoids both duplication of other entities and institutional bureaucracy. Therefore, the ADEA will apply the principle of selectivity to its program, screening its programmatic activities for the value-added to members' individual programs and ensuring coherence and complementarity across the ADEA's program.

5. **LEGAL STATUS:** The ADEA is structured as a funds-in-trust project within the UNESCO special account of the International Institute for Educational Planning (IIEP) -- its host agency -- operating under the responsibility of the IIEP's Director and Governing Board. As such, its finances operate autonomously as a special project account of UNESCO/IIEP.

6. **MEMBERSHIP:** The ADEA is composed of the official representatives coming from two different constituencies:

- (1) the funding agencies -- i.e. those multilateral and governmental funding agencies as well as private foundations supporting the development of education in Africa -- who contribute (a) an annual unrestricted grant of funds to the ADEA that meet or exceed a defined minimum amount, or (b) direct expenditures that meet or exceed a defined minimum amount on activity(ies) approved by the ADEA's Steering Committee; and
- (2) the African ministries of education and training.

Members of the ADEA participate at the biennial plenary meetings of the ADEA. Members of the ADEA also participate in working group activities according to their interest and choice and they may serve as the leader of a ADEA working group. Non members may participate in ADEA activities upon invitation.

7. **STRUCTURE:** The ADEA consists of the following: (1) a Steering Committee (and its sub-committees); (2) Working Groups; and (3) the Secretariat. The details of each of these are as follows:

Steering Committee

Functions: The central function of the ADEA's Steering Committee is, in consultation with the membership, to determine the policy and the programmatic activities of the ADEA. The Steering Committee maintains the substantive dialogue -- on the status of the development of education in Africa -- between the funding agencies and the African ministries of education and training. The Steering Committee elaborates and approves the association's work-plan and exercises oversight and quality control of the overall program and its delivery. The Steering Committee, with the endorsement of IIEP's Governing Board, has decision-making authority for the allocation of the ADEA's resources to the programmatic activities.

Composition: The Steering Committee is composed of: (a) the official representatives of the host agency and all funding agencies making an unrestricted grant of funds to the ADEA that meet or exceed a defined minimum amount as defined in the By-Laws, and (b) the members of the "Bureau of African Ministers".

Officers: The ADEA and its Steering Committee is led by a Chairperson and an Alternate Chairperson elected by and from the members of the Steering Committee for a period of two years. Where the Chairperson of the Steering Committee is from one of the funding agencies, the Alternate will be elected from among those African Ministers on the Steering Committee and vice-

versa. The Director of the host agency or his delegated representative will serve as the ex-officio Vice-Chairperson of the ADEA and the Steering Committee.

Meetings: The Steering Committee normally meets once every year.

Sub-committees: The Steering Committee may designate to its members, and/or ad-hoc or standing sub-committees, responsibility for specific issues as it sees fit. The Steering Committee has delegated some of its administrative and fiscal oversight responsibilities to a "Sub-Committee for Administration". The "Sub-Committee for Administration" is composed of those members of the Steering Committee or their nominated delegates wishing to participate and the Chairperson or his designated representative. The "Sub-Committee for Administration" will normally meet once every year prior to the meeting of the Steering Committee.

ADEA's Working Groups

Functions: Groups of ADEA members are formed to work on strategic thematic issues that reflect the overall program as defined by the Steering Committee. Groups elaborate a detailed workplan, using a standardized format and presentation as defined in the By-Laws and the procedural guidelines. The workplan is submitted to the Steering Committee for approval. A group workplan should be defined in such a way that it is directly relevant to the development of education in Africa.

It should indicate the potential for interaction with other working groups and feed into the substantive discussions on education in Africa that take place in the Steering Committee and the plenary meetings of the ADEA. Major modifications of the workplan will require the approval of the Steering Committee. The Group implements the workplan and disseminates the results of its program.

Guiding principles: Activities undertaken in working groups follow a strategic approach, building together to a coherent ADEA program. While each group operates with a particular focus on one major thematic issue, they link together via a coordinating committee as defined in the By-Laws. The coordinating committee is made up from the leaders from each of the groups and its purpose is to build a coherent systems view of education for approval by the Steering Committee and thus contribute to the coordinated overall program of the ADEA. The Steering Committee approves the formation of working groups on a selective basis, concentrating on priority areas, while avoiding the over-taxation of the limited staff resources of both the donor and African professional communities.

The activities of working groups may involve research and dialogue, information exchange, and professional skill development. All groups engage in institutional capacity building in Africa and in activities to improve the coherence and coordination of external assistance to education in Africa. Groups may vary in size and focus as long as their workplan is approved by the Steering Committee.

Composition: ADEA members affiliate themselves with working groups where they have an interest and/or believe they can make a substantive contribution. Groups will promote the active participation of African professionals in their activities and may invite the participation of other organizations active in the education sector in sub-Saharan Africa.

Coordination/Leadership/Legal status: Working groups are coordinated by a member institution or organization acting as a leader. The leader is expected to commit adequate staff time and operating funds for the management of the group. Each working group derives its legal status from its leader.

Procedures: Working groups are formed at the initiative of a ADEA member who is willing to take the leadership responsibility. The objectives, detailed work-program (including benchmarks to permit the Steering Committee to monitor group performance) and funding of each working group are the responsibility of those who participate in it. However, the group's existence and plan must be approved by the Steering Committee prior to its operation. ADEA core funds are used to complement the financing mobilized by the group in accordance with the By-Laws and the procedural guidelines. Groups are closed at the initiative of the group or lose their status as a ADEA entity by decision of the Steering Committee.

ADEA's Secretariat

Functions: Within the operational structure of the ADEA, the Secretariat is its only fully-funded unit. Its mission is to provide services to the Steering Committee, the Bureau and Caucus of African Ministers of Education and Training, the Donors' Group and the working groups. First, through preparation and organization of meetings, the Secretariat facilitates the work of the Steering Committee (including identifying thematic issues on which working groups might be formed). Second, the Secretariat implements the programmatic activities as directed by the Steering Committee. Third, the Secretariat facilitates dialogue among funding agencies and between funding agencies and ministries of education by organizing the biennial plenary meetings of the ADEA, the meetings of the Caucus of African Ministers, the meetings of the Funding Agencies Group. Fourth, it liaises with and provides operational support to the working groups as its capacity allows, and it promotes active involvement in the working groups of senior African education officials, academic leaders, and national and regional education organizations. Fifth, it prepares and disseminates syntheses of the results of work that combines the outcomes of more than one group. Sixth, it collects and disseminates information on activities that support education and training in sub-Saharan Africa including information on donor cooperation at the country level. Seventh, the Secretariat is responsible for securing, planning the use of, and managing unrestricted funds on the ADEA as directed by the Steering Committee; it does this with the assistance -- and respecting the regulations -- of the Host Agency. With assistance from the Host Agency, the ADEA Secretariat performs the staff work necessary for the Steering Committee to decide budgetary allocations and to monitor expenditures. And eighth, in all of the foregoing the Secretariat follows the basic principles of service, sensitivity, and unobtrusiveness.

Composition: The Secretariat is necessarily small. It is composed of an Executive Secretary and a limited number of staff. The personnel of the Secretariat have the status of personnel of the host agency. When necessary, a search sub-committee of the Steering Committee, led by the ADEA Chairperson and including the Alternate Chairperson and a representative of the Host Agency will be appointed to instigate the search for the Executive Secretary of the Secretariat. The Executive Secretary will be hired by the Host Agency from a short-list prepared by the search sub-committee. The Executive Secretary will be responsible for carrying out the functions of the Secretariat outlined above. Once hired, the Executive Secretary becomes part of the personnel of the Host Agency and as such is under its rules and regulations. In particular, the Executive Secretary becomes responsible to the director of the Host Agency and can be maintained or dismissed in accordance with the Agency's rules.

8. PROGRAMMATIC ACTIVITIES: In addition to the activities carried out by the ADEA's working groups, the ADEA undertakes a series of other programmatic activities as directed by the ADEA Steering Committee. These include among others: (1) a major biennial plenary meeting of the ADEA at which all members are invited to participate; (2) support for inter-African and other South-South exchanges and coordination; (3) facilitation of improved country-level and regional coordination of external support for education; and (4) dissemination and information exchange activities. These are described as follows:

Biennial plenary meeting of the ADEA: The ADEA holds a biennial plenary meeting for all ADEA members, together with senior professionals from the funding and the African education communities. The ADEA may also invite non-members and other interested parties to assist at this biennial plenary meeting. The plenary meeting is normally held in tandem with other significant gatherings of African Ministers to enrich the substantive joint dialogue between the funding and African education communities, as well as to legitimize and enhance the visibility of ADEA activities and outputs. The ADEA Steering Committee chooses the core topic around which the meeting is structured, and results from the working groups and other ADEA activities are used to support a frank professional discussion among those present around the chosen core topic.

Inter-African and South-South exchange and coordination: As part of its program to assist ministries of education in sub-Saharan Africa to profit from each others' experience and knowledge, the ADEA fosters a program of inter-African and South-South cooperation and exchange through:

- professional dialogue between the African educational community and the funding agencies at the biennial plenary meetings of the ADEA;
- holding of regular meetings of the Caucus and Bureau of African Ministers of Education and training, and occasional sub-regional meetings of the African Ministers of Education;
- study visits and sponsored exchange of professionals between African countries thereby promoting shared expertise;
- mentoring of senior African professionals with experienced and long-serving African colleagues.

Facilitation of Country-level and regional coordination: In fostering country-level and country-led coordination activities, the ADEA will adopt the following guiding principles:

- Where African countries have requested -- and where its capacity allows -- the ADEA will encourage African countries to coordinate the funding agencies' support to their education systems using as a mechanism, inter alia, the preparation and elaboration of national sector plans to guide and channel both national and external resources to the education sector;
- The ADEA will work as a facilitator with those African countries that have expressed a clear will and commitment that they will coordinate the external support coming from funding agencies to their education systems;
- In working with these countries, the ADEA will foster the involvement of the generalists and sector specialists from members' head offices and their field office personnel;
- The ADEA, led by the African members and in alliance with the funding agencies, will promote regular information exchange and coordination meetings in these countries;
- The ADEA will keep track of cases of country-led coordination of external support in a limited number of countries and share the information with its members.

The ADEA can also serve as a forum for an institutional consultation among funding agencies and donors. In that case, participants will be at the discretion of each agency.

Dissemination and information exchange: The ADEA will prepare, maintain and share with its members a descriptive database of externally funded support to education in sub-Saharan Africa. The database will contain sufficient descriptive information to allow externally supported projects and programs to be classified by: source of funding; African country for which the project/program is targeted; level and type of education; nature of the project/program objectives/goals and expected outcomes; nature and type of the inputs, as well as information on who to contact for additional details. It will be shared with the official representatives of all members of the ADEA. In addition, the ADEA will disseminate a regular newsletter and publish occasional papers and documents that describe the status of education in sub-Saharan Africa.

9. LINKS: The ADEA collaborates with the Caucus of African Ministers of Education and Training (the African Caucus), and the Funding Agencies Group. Details of these links are as follows:

Caucus of African Ministers of Education and Training (African Caucus)

The Caucus of African Ministers of Education and Training is to: (a) elect representatives from the African Ministers of Education to sit on the ADEA's Steering Committee; (b) exchange experience and information relative to the improvement of education in Africa; (c) identify those programmatic activities that have a high priority for the African educational community; (d) ensure proper dissemination of information among the education professionals; and (e) ensure effective follow-up of ADEA activities in their ministries and their country's education systems.

The African Caucus is composed of all African Ministers of Education and Training and one designated senior official from each African ministry of education and training. The African Caucus may decide to invite others from the African education community to participate in its meetings. The Caucus elects a Bureau to act as its coordination mechanism and to represent it on the ADEA Steering Committee. The Caucus defines the composition of its Bureau and the mechanism for the renewal of the Bureau members. The Caucus of African Ministers of Education and Senior Ministry Officials will normally meet once each year in full session, typically at the biennial plenary meeting of the ADEA or -- in the alternate years -- linked to a convenient international meeting on education. The Caucus may decide to meet in sub-regional groups during each year as it sees fit.

The Funding Agencies Group (Donor Consultations)

The Funding Agencies Group may meet to discuss: (a) issues that have specific implications for the funding agency community arising from the biennial plenary meeting of the ADEA and the meetings of the African Ministers' Caucus; (b) the implications for funding agencies of issues raised by the ADEA Steering Committee and the outputs of the programmatic activities or thematic groups of the ADEA; (c) issues related to funding agency complementarity and coordination in education in Africa. The Group is expected to report -- when necessary -- outcomes of such discussions to the ADEA Steering Committee. Finally, the Funding Agencies Group may exchange views on ways and means to ensure effective participation and internalization of ADEA activities in their agencies through proper dissemination of information within the agencies to the level of task managers and desk officers.

All funding agencies who are members of the ADEA are members of the Funding Agencies Group. The Funding Agencies may invite others to participate in its meetings as necessary. The Group agrees on a coordinator and will meet when appropriate.

10. **THE HOST AGENCY:** The International Institute for Educational Planning (IIEP) acts as the host agency for the ADEA Secretariat. The ADEA is structured as a Funds-in-trust project within the UNESCO special account of the IIEP, operating under the responsibility of the IIEP's Director and Governing Board. As such, ADEA's finances are an autonomous special project account of UNESCO. The Director of the host agency, or his delegated representative, serves as the ex-officio Vice-Chair of the ADEA's Steering Committee. In acting as the host agency for the ADEA Secretariat, the IIEP serves in a custodial role, monitoring the policies and programs defined by the Steering Committee. The host agency is responsible for the day-to-day administration of the Secretariat within the framework of IIEP regulations. The staff of the ADEA Secretariat have the status of personnel of the host agency and are subject to its Staff Regulations and Rules.

11. **RESOURCES:** ADEA funds are generated through subscription of the ADEA's members. All members are asked to make an annual grant of unrestricted funds. Members may also make grants that they earmark for specific programmatic activities or thematic groups (restricted funds). Together these two sources make up the core funds of the ADEA. All ADEA resources are held in a distinct funds-in-trust account of UNESCO/IIEP established as of 1 October 1991 by the Director of the IIEP, in accordance with Resolution 238 adopted by the Governing Board of the IIEP, and as empowered by Article 7.2 of the Financial Regulations of the IIEP. The ADEA Secretariat, acting

through its host institution, will manage these funds according to the regulations of the trust fund of the IIEP and UNESCO, investing any excess of such contributions to generate additional income while protecting the original amounts from any loss.

Disposal of resources upon dissolution of the ADEA: Upon the dissolution of the ADEA, resources will be used to liquidate all outstanding obligations to suppliers and contractors, and to cover separation costs for Secretariat staff. After meeting all such obligations, the remaining resources will be either (a) returned to those contributing members in the prorate proportion in which the most recent contributions were made; or (b) donated to a non-profit foundation working on education in Africa.

Auditing: The accounts of the ADEA are audited each year by the official external auditor of UNESCO and the host institution. The auditor's opinion is circulated to all members.

Financial Reporting: The Secretary will include in the annual report to the ADEA Steering Committee a financial report which details the revenue and income for the fiscal year together with the breakdown of the expenditures incurred for that same period.

12. MODIFICATION & DISSOLUTION: The ADEA can be wound-up and dissolved upon a three-quarter (75%) majority decision of all of its registered members. The resources of the ADEA will be disposed of in accordance with the Statute governing resources.

The Principles of Association of the ADEA can be modified as follows:

- The Statutes of the ADEA, subject to the endorsement of IIEP's Governing Board, can be modified and adopted by a three-quarter (75%) majority decision of the ADEA's Steering Committee.
- The By-Laws of the ADEA can be modified and adopted by a majority decision of the members of the ADEA's Steering Committee.
- The procedural guidelines of the ADEA can be modified upon proposal of the Chairperson, Alternate, ex-Officio Vice-Chairperson, or the Executive Secretary. Adoption of modifications of the Standing Operating Procedures require the approval of the Chairperson, Alternate and the ex-Officio Vice-Chairperson and, once adopted, can be implemented immediately. Modifications of procedural guidelines should be reported to members of the ADEA Steering Committee as soon as possible and included in the Executive Secretary's annual report to the Steering Committee.

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BY-LAWS OF THE ADEA

1. **SUSPENSION AND/OR TERMINATION OF MEMBERSHIP:** Membership of the ADEA may be terminated by any member upon that member's initiative by notice in writing to the Chairperson of the ADEA. Membership of the ADEA by an organization may be suspended without cause by a majority decision of the Steering Committee.

2. **ADEA CONTRIBUTIONS AND MANAGEMENT FEES: *Types of Grants:*** All members are encouraged to make regular financial contributions to the ADEA. Members' financial contributions may be unrestricted or restricted to a specific use or purpose. The minimum grant which qualifies the contributing organization for membership of the Steering Committee must be unrestricted in nature and is fixed at the freely convertible equivalent of fifty thousand United States dollars (US\$50,000).

Restricted grants and Management fees: Members making restricted grants to the ADEA are encouraged to limit the restriction on their grant either: (a) on the end-use or destination while leaving the nature of the expenditure undefined (e.g., any programmatic expenditure for a specific working group or major event such as the biennial plenary meeting included in the approved budget); or (b) on the nature of the expenditure or its general purpose while leaving the destination and/or end-use unspecified (e.g., support for travel or for African participation in all ADEA activities). Where a member makes a restricted contribution to the ADEA, the Secretariat - with the approval of the Steering Committee - may levy an administrative fee of twelve and one half percent (12.5%) of the contribution amount to offset administrative and accounting costs. If levied, the administrative fee will be regarded as unrestricted income and can be used to cover administrative and staff costs of the Secretariat.

Rejection: The Steering Committee has the right to request the authorized official defined in the trust fund to reject any grant, gift or bequest, the conditions of which are not in conformity with the objectives and procedures of the association.

3. **LOANS and INVESTMENTS:** No loan shall be contracted on behalf of the association and no negotiable paper shall be issued on its behalf. No loan other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a commercial bank, shall be made by the association. Except as otherwise provided by the applicable grant, the Steering Committee may delegate the management of such investments to the administrative and finance officer of the host institution, or request host institution and/or organization's comptroller to agree and authorize contracts with independent investment advisors, counsel or managers, banks or trust companies, so to act and authorize the payment of compensation for such services.

4. **CONTRACTS and OTHER INSTRUMENTS:** The Steering Committee shall have final authority over the making of all grants and other expenditures in accordance with the appropriate resolution adopted yearly by the host institution's governing board. The ex-officio Vice Chairperson, as Director of the host agency responsible for the trust fund, or an official duly empowered by the Director of the host agency, shall have the power to sign for the association all deeds and other agreements and formal instruments. The Secretariat in the name of the ADEA, but acting through the host agency and respecting the internal financial regulations and rules governing the host agency and its organization, is authorized by the Steering Committee to enter into any contract or to execute or deliver any instrument, or to sign checks, draft or endorsements, notes or other evidence of indebtedness of the association, and such authority may be general or confined to specific instances. Unless so authorized by the ADEA's Steering Committee and the officials defined in the regulations of the host agency, no officer shall have power or authority to bind the association by any contract or engagement or to render it pecuniarily liable for any purpose for any amount.

5. **STEERING COMMITTEE. *Responsibilities and powers of Officers:*** The powers and responsibilities of the Chairperson and the ex-officio Vice Chairperson are defined in the statutes. The Chairperson will preside at all meetings of the Steering Committee. Except as otherwise provided for in

these By-Laws, or by resolution duly adopted at any meeting of the Steering Committee, the Chairperson shall serve as the Chair of the biennial plenary meeting and shall be a member ex-officio of all other committees and sub-committees. Where the Chairperson is elected from an agency, the agency will appoint a replacement representative to the Steering Committee. In the event of the absence or indisposition of the Chairperson, the Alternate will act as Chairperson. At the request of the Chairperson, the Alternate will preside over meetings of all committees and sub-committees. The Executive Secretary shall be regarded as a non-voting member of the ADEA Steering Committee.

Election, resignation and removal of Officers: The election of the Chairperson and the Alternate will take place in the intervening year between the biennial plenary meeting. An officer elected to fill a vacancy shall hold office until the expiry of the normal term. Any officer may resign, prior to the expiry of the normal term, by notice in writing to Chairperson, the ex-officio Vice-Chairperson or the Executive Secretary. The acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Any officer may serve multiple terms of office. Any officer may be removed at any time with or without cause by majority vote of the members.

Vacancy: In the event that the position of Chairperson falls vacant, an election for the post of chairperson will be held within a period of six months. In the intervening period between the vacancy and the election of a new Chairperson, the Alternate Chairperson will hold the post of interim Chairperson of the Steering Committee and the ADEA. In the event that the positions of both the Chairperson and Alternate fall vacant, the ex-officio Vice-Chairperson will serve as interim Chairperson until the election of new officers. Any other vacancy created by resignation or incapacity to act as an officer of the association before the expiry of that officer's term may be filled at any meeting of the Steering Committee by majority decision of the members present.

Quorum, Vote and Participation: Except as otherwise required by applicable law or these By-Laws, a majority of members, present in person or by proxy, shall constitute a quorum for the transaction of all business at meetings of members, and the act of a majority of the members present at any meeting shall be the act of the members. A quorum of the Steering Committee shall be defined as a majority of its members. The Steering Committee and its sub-committees will operate by a simple majority vote. Any one or more members of the Steering Committee or a sub-committee thereof may participate in a meeting of the Steering Committee or the sub-committee by means of a conference telephone or similar equipment allowing all persons participating in the meeting to hear each other at the same time. Such participation shall be regarded as full participation in the meeting. The Steering Committee may invite others to assist at its meetings.

Notice of meeting: Notice of each meeting shall be given by the Executive Secretary not less than ten (10) days before the meeting to each member. Such notice shall set forth the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes of the meeting.

Action without a meeting: Any action required or permitted to be taken by the Steering Committee, or a sub-committee thereof, may be taken without a meeting, if all members consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Steering Committee or the sub-committee shall be filed with the minutes of the proceedings of the Steering Committee.

6. **FISCAL YEAR:** The fiscal year of the ADEA shall be the same as that of the host institution.

7. **AMENDMENTS:** Any amendments to these By-Laws must be made according to the procedure defined in the statutes of the ADEA.