AFIRCAN EXECUTIVE PROFESSIONAL NETWORK (AEPN)

TERMS OF REFERENCE AND TERMS OF PARTICIPATION

Established under the authority of the African CEO Council

Issuing Authority: African CEO Council
Supervising Authority: President and Chief Executive Officer, African CEO Council
Status: An initiative and professional networking platform of the African CEO Council
Effective Date: Upon approval by the President and CEO of the African CEO Council
Review: As determined by the President and CEO of the African CEO Council

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PART I: TERMS OF REFERENCE

1. Establishment and Institutional Status

1.1. The African Executive Professional Network (hereinafter referred to as the "Network" or "AEPN") is established as a professional networking and collaboration initiative of the African CEO Council (hereinafter referred to as the "Council").

1.2. The Network exists under the institutional authority, leadership, supervision and control of the Council. It is intended to provide a platform for professional networking, knowledge exchange, collaboration, capacity development and the mobilisation of professional expertise in support of the Council's mission, objectives and approved programmes.

1.3. The Network is a programme designation and institutional nomenclature of the Council. Its establishment does not create a separate legal entity, independent association, corporation, charitable organisation, partnership or other legally independent institution.

1.4. The Network shall not possess independent legal personality or authority to act separately from the Council. It shall not claim or exercise powers reserved to the Council or its duly authorised representatives.

1.5. All activities undertaken in the name of the Network shall be conducted within the authority granted by the Council and in accordance with the Council's applicable policies, decisions, procedures and instructions.

1.6. The Council retains the ultimate institutional authority over the Network, including the authority to approve, amend, suspend, reverse or override any Network decision where the Council considers such action necessary or appropriate.

1.7. Nothing in these Terms of Reference shall be interpreted as conferring upon the Network, its participants, committees, officers or representatives an independent right to bind, represent or make commitments on behalf of the Council without appropriate authorisation.

2. Purpose

The purpose of the Network is to connect executives, senior professionals, technical experts, consultants, researchers and other qualified individuals whose experience, knowledge and professional contributions can support African enterprise, leadership, institutional development and economic cooperation.

The Network shall provide a platform through which professionals can establish relationships, exchange knowledge, explore collaboration and contribute to relevant programmes and initiatives of the African CEO Council.

3. Objectives

The objectives of the Network shall be to:

3.1. Facilitate professional networking and collaboration among executives, professionals and experts across African countries and the diaspora.

3.2. Promote the exchange of professional knowledge, experience, ideas and best practices.

3.3. Identify and mobilise qualified professionals to contribute to the Council's conferences, roundtables, webinars, training programmes, research activities and publications.

3.4. Support leadership development, professional capacity building, mentorship and knowledge-sharing initiatives.

3.5. Encourage cross-border professional relationships and cooperation among individuals, enterprises and institutions.

3.6. Facilitate appropriate connections between professionals and organisations seeking expertise, advisory services or professional collaboration.

3.7. Support the Council's strategic priorities, programmes and approved initiatives.

3.8. Promote professional integrity, ethical conduct, responsible leadership and respect for applicable professional standards.

3.9. Develop a credible community of professionals who can contribute to the advancement of African business, investment, governance, sustainability and institutional effectiveness.

4. Scope of Activities

Subject to the Council's approval and supervision, the Network may undertake the following activities:

a. Professional networking meetings and forums.

b. Virtual and in-person knowledge-sharing sessions.

c. Expert discussions, webinars and professional briefings.

d. Mentorship and professional development activities.

e. Identification of speakers, trainers, facilitators, researchers and technical experts for Council programmes.

f. Development of professional interest groups and subject-specific communities.

g. Professional collaboration and knowledge exchange across countries and sectors.

h. Contributions to Council publications, research projects and policy discussions.

i. Participation in approved conferences, seminars, executive roundtables and capacity-building programmes.

j. Engagement with professional associations, universities, business schools, companies and other relevant institutions, subject to the Council's approval.

k. Other activities consistent with the Network's purpose and authorised by the Council.

The Network shall not undertake activities outside its approved mandate or represent an activity as an official Council programme without the necessary authorisation.

5. Authority of the African CEO Council

5.1. The African CEO Council shall retain full institutional authority over the Network.

5.2. The Council shall have the final say on all matters concerning the Network's mandate, institutional identity, governance arrangements, leadership, operations, policies, programmes and strategic direction.

5.3. The Council may review any decision, recommendation, policy, appointment, programme or other action taken by the Network or any of its committees.

5.4. Where necessary, the Council may amend, reverse, suspend, reject or override any such decision or action.

5.5. The Council may issue directives, establish conditions, impose restrictions, require corrective action or discontinue activities that it considers inconsistent with its objectives, policies, interests or legal obligations.

5.6. The Council may modify these Terms of Reference and the Network's operating arrangements whenever it considers such modifications necessary.

5.7. No committee, officer, participant or representative of the Network may challenge the Council's final institutional authority under these Terms of Reference.

5.8. The Council's authority shall be exercised through its authorised leadership and applicable governance arrangements. For the purposes of the Network's day-to-day leadership and supervision, the President and CEO shall exercise the powers specified in these Terms of Reference, subject to any applicable constitutional, statutory or governance requirements binding upon the Council.

6. Leadership and Supervision

6.1. The Network shall operate under the leadership and direct supervision of the President and Chief Executive Officer of the African CEO Council.

6.2. The President and CEO shall provide strategic direction, oversee the Network's activities and ensure that its operations remain consistent with the Council's mission, objectives and institutional policies.

6.3. The President and CEO shall be responsible for determining the Network's priorities, approving its principal programmes and providing guidance on its administrative and operational arrangements.

6.4. The President and CEO may delegate specific responsibilities to designated officers, coordinators, committee members or other persons appointed or authorised for that purpose.

6.5. Any delegation shall remain subject to the President and CEO's oversight and may be modified or withdrawn at any time.

6.6. No person appointed to a position within the Network shall acquire independent authority over the Network by virtue of that appointment.

6.7. The President and CEO may attend, chair, convene or designate a representative to participate in any Network meeting or committee meeting.

6.8. The President and CEO may require reports, records, explanations, programme updates or other information relating to the Network's activities.

7. Appointment and Composition of Leadership

7.1. The President and CEO of the African CEO Council shall have the authority to appoint, designate, invite, reassign, suspend or remove persons serving in leadership, administrative, advisory or coordinating positions within the Network, subject to applicable law and any binding governance requirements of the Council.

7.2. Such appointments may include, where appropriate:

a. Network Coordinator or Executive Coordinator.

b. Secretary or Administrative Officer.

c. Programme and Activities Coordinator.

d. Membership and Professional Engagement Coordinator.

e. Communications and Public Relations Coordinator.

f. Research and Knowledge-Sharing Coordinator.

g. Country or Sector Coordinators.

h. Members of a Board, Steering Committee or Executive Committee.

i. Advisers, technical experts and other persons considered useful to the Network.

7.3. The President and CEO may invite qualified executives, professionals, academics, business leaders and other persons of relevant experience to serve on any of the Network's committees or advisory bodies.

7.4. Appointments may be voluntary, honorary, part-time, fixed-term, project-based or remunerated, depending on the terms approved for each position.

7.5. No appointment shall, by itself, constitute employment by the Council or create an entitlement to remuneration, benefits, expenses or a continuing term of office. Any such entitlement must be expressly approved and documented.

7.6. All appointees shall perform their duties in accordance with the authority delegated to them and remain accountable to the President and CEO or the person designated to supervise them.

7.7. The President and CEO may establish or dissolve positions, committees or working groups as required by the Network's activities and the Council's priorities.

8. Board, Steering Committee and Executive Committee

8.1. For purposes of coordination, consultation, professional engagement and programme implementation, the President and CEO may establish one or more of the following bodies:

a. A Board of the Network.

b. A Steering Committee.

c. An Executive Committee.

d. Technical or Professional Advisory Groups.

e. Country, regional or sector working groups.

8.2. The establishment of any such body shall be at the discretion of the President and CEO, who shall determine its composition, mandate, membership, reporting arrangements and duration.

8.3. The existence of a Board, Steering Committee or Executive Committee shall not confer independent legal personality or autonomous institutional authority upon the Network.

8.4. These bodies shall operate as internal coordinating, consultative or implementation mechanisms within the Council's approved framework.

8.5. The President and CEO shall appoint or invite individuals to serve on these bodies and may designate their chairpersons, coordinators or other officers.

8.6. The President and CEO may attend or chair meetings, request reconsideration of recommendations, issue directions or refer matters to the Council for a final decision.

8.7. Unless expressly authorised in writing, no committee shall have authority to:

a. Amend the Network's Terms of Reference.

b. Alter the relationship between the Network and the Council.

c. Appoint or remove the President and CEO of the Council.

d. Establish an independent legal entity in the Network's name.

e. Enter into binding contracts or financial commitments on behalf of the Council.

f. Open or operate bank accounts in the Council's or Network's name.

g. Appoint representatives authorised to bind the Council.

h. Establish independent membership obligations, levies or financial liabilities.

i. Adopt policies that conflict with those of the Council.

j. Exercise any power reserved to the Council or the President and CEO.

8.8. The committees may make recommendations and implement approved decisions within their delegated responsibilities.

8.9. The President and CEO may suspend or dissolve any committee, revise its mandate or replace its members when considered necessary.

9. Duties of Network Officers and Committee Members

Persons appointed to leadership or committee positions shall:

9.1. Uphold the mission, objectives, reputation and institutional interests of the African CEO Council.

9.2. Carry out assigned responsibilities diligently and professionally.

9.3. Comply with these Terms of Reference and all applicable Council policies and instructions.

9.4. Maintain appropriate confidentiality concerning internal discussions, personal information and non-public institutional matters.

9.5. Avoid conflicts of interest and disclose any actual, potential or perceived conflict relevant to their responsibilities.

9.6. Use the Council's name, logo, resources and communication channels only as authorised.

9.7. Refrain from making unauthorised public statements or commitments on behalf of the Council or Network.

9.8. Provide reports and updates when requested by the President and CEO or an authorised supervisor.

9.9. Treat other participants, colleagues, partners and stakeholders with respect and fairness.

9.10. Return or appropriately transfer Council property, records, credentials and confidential information when their appointment ends or when requested.

10. Administration and Operational Support

10.1. The Network's administrative arrangements shall be determined by the President and CEO.

10.2. The Council may provide or designate personnel, facilities, digital platforms, communication channels and other resources to support the Network.

10.3. The Network may use designated email addresses, website pages, databases and communication platforms approved by the Council.

10.4. All official Network records shall be maintained in accordance with the Council's administrative, privacy, information-security and record-retention requirements.

10.5. The Network shall not establish independent administrative systems that conflict with or undermine the Council's controls.

10.6. Any expenditure, procurement, contractual commitment or financial obligation shall require the appropriate approval and shall be handled in accordance with the Council's financial and administrative procedures.

11. Financial Authority and Accountability

11.1. The Network shall operate within budgets, financial arrangements or programme allocations approved by the Council or its authorised leadership.

11.2. The Network shall not independently impose compulsory dues, levies or other financial obligations upon participants.

11.3. Any participation fees, training fees, sponsorships, grants, donations or other income associated with Network activities shall be collected, received and managed only through arrangements authorised by the Council.

11.4. No Network officer or committee member may solicit funds, promise sponsorship benefits, incur expenditure or commit the Council to a financial obligation without appropriate authorisation.

11.5. All approved financial activities shall be documented and subject to the Council's financial reporting, oversight and audit requirements.

11.6. No participant shall be entitled to payment, commission, reimbursement or other financial benefit merely because of their membership, appointment or participation in the Network. Any approved entitlement shall be separately documented.

12. Institutional Representation and Use of Name

12.1. The Network's name and identity shall be used only in connection with activities authorised by the Council.

12.2. The Council shall retain control over the Network's official identity, branding, website presence, publications and institutional communications.

12.3. Participants and appointees shall not represent themselves as authorised spokespersons, legal representatives, officers or agents of the Council unless they have received the appropriate authorisation.

12.4. No participant may use the Network's name to create the impression that the Council has endorsed a private business, political activity, commercial product, professional service or personal undertaking without express approval.

12.5. The Council may restrict or withdraw permission to use its name, logo, brand or other intellectual property where necessary.

13. Reporting and Performance Review

13.1. The Network shall report to the President and CEO in the format and at the intervals determined by the President and CEO.

13.2. Reports may cover activities undertaken, participation levels, partnerships, programme outcomes, financial matters, challenges, risks and proposed future activities.

13.3. The President and CEO may conduct periodic reviews of the Network's performance, governance arrangements, relevance and contribution to the Council's objectives.

13.4. The Council may modify the Network's priorities, restructure its operations or discontinue particular activities following a review.

14. Amendments, Suspension and Dissolution

14.1. The President and CEO may propose amendments to these Terms of Reference and approve or implement them to the extent authorised by the Council's applicable governance arrangements.

14.2. Where formal approval by another Council organ is legally or constitutionally required, the relevant amendment shall be submitted to that organ for approval.

14.3. The Council, acting through its authorised governance arrangements, may suspend or discontinue the Network, restructure it, merge its functions with another initiative or otherwise alter its status.

14.4. The President and CEO may suspend an activity, committee or appointment pending review where considered necessary to protect the Council's interests, subject to applicable law and governance requirements.

14.5. Upon suspension or discontinuation, all Network records, funds, property, accounts, digital assets and other institutional resources shall remain under the Council's control and be dealt with in accordance with its directions and applicable law.

PART II: TERMS OF PARTICIPATION

15. Eligibility and Participation

15.1. Participation in AEPN may be open to qualified executives, senior professionals, technical specialists, consultants, academics, researchers, entrepreneurs and other individuals whose experience or interests align with the Network's objectives.

15.2. Participation may be extended to individuals from African countries and the African diaspora, subject to the Network's participation criteria and any applicable programme requirements.

15.3. The Council or the President and CEO may establish eligibility criteria, approve participation categories and determine whether participation in particular activities should be open, invitation-based or subject to additional requirements.

15.4. Participation in AEPN does not confer membership of the African CEO Council, a position within the Council's leadership or a right to represent the Council.

15.5. Admission to the Network does not guarantee appointment, employment, speaking engagements, consultancy assignments, contracts, remuneration, sponsorship or access to confidential opportunities.

15.6. The Network may verify participants' professional backgrounds, qualifications, experience and references where appropriate and lawful.

15.7. The Council or its authorised representatives may decline, suspend or terminate participation in accordance with these Terms and applicable policies.

16. Rights and Opportunities of Participants

Subject to applicable requirements and the availability of relevant opportunities, participants may:

16.1. Participate in approved professional networking and knowledge-sharing activities.

16.2. Receive information about relevant Network events, programmes and professional opportunities.

16.3. Contribute to discussions, articles, research, webinars and other approved activities.

16.4. Express interest in serving as speakers, trainers, mentors, facilitators, researchers or technical experts.

16.5. Explore professional collaborations with other participants.

16.6. Be considered for appropriate assignments or committee roles where their experience and qualifications meet the relevant requirements.

16.7. Submit proposals for activities that support the Network's objectives, subject to review and approval.

16.8. Access such resources and benefits as the Council may make available to participants.

These opportunities are subject to programme requirements, availability, verification and approval. They do not constitute guaranteed entitlements.

17. Responsibilities of Participants

Every participant shall:

17.1. Respect the authority of the African CEO Council and the Network's approved leadership arrangements.

17.2. Comply with these Terms of Participation and applicable Council policies.

17.3. Provide accurate and truthful information about their identity, professional background, qualifications and experience.

17.4. Conduct themselves professionally and respectfully in Network activities.

17.5. Avoid misleading statements, harassment, discrimination, fraud, improper solicitation and other misconduct.

17.6. Respect confidentiality obligations and refrain from disclosing protected information without authorisation.

17.7. Disclose relevant conflicts of interest when participating in discussions, appointments, referrals or assignments.

17.8. Obtain appropriate permission before using the Council's or Network's name, logo, materials or institutional identity.

17.9. Refrain from making unauthorised commitments or announcements on behalf of the Council or Network.

17.10. Respect the independence, privacy and professional standing of other participants.

17.11. Comply with applicable laws, professional standards and reasonable instructions issued by the Network's authorised leadership.

18. Professional Conduct and Conflicts of Interest

18.1. Participants shall act with integrity, honesty, fairness and professional responsibility.

18.2. Participants shall not use the Network to misrepresent their qualifications, obtain improper advantages, solicit confidential information or make false claims of endorsement by the Council.

18.3. Participants shall disclose any interest that could improperly influence their participation in procurement, professional referrals, speaker selection, committee decisions, sponsorship discussions or other Network activities.

18.4. No participant shall imply that inclusion in the Network constitutes certification, accreditation, vetting or endorsement by the Council beyond what the Council has expressly confirmed.

18.5. The Council may establish additional conduct requirements for particular programmes, assignments or leadership positions.

18.6. Breaches of these requirements may result in warnings, restrictions, suspension or termination of participation.

19. Confidentiality and Data Protection

19.1. Participants shall respect the confidentiality of non-public information received through Network activities.

19.2. Confidential information shall not be disclosed, reproduced, distributed or used for unauthorised purposes.

19.3. The Council shall determine the arrangements for collecting, storing, accessing, using and sharing participants' personal and professional information.

19.4. Participant information may be used for legitimate Network administration, professional engagement, event invitations, expert identification and other disclosed purposes consistent with the Council's privacy policy and applicable law.

19.5. Personal information shall not be published in a public directory or shared externally without an appropriate lawful basis and any consent required by applicable law.

19.6. Participants shall provide accurate contact information and notify the Network of relevant changes.

19.7. Participants shall not copy, export or misuse the Network's database, contact lists or confidential records.

19.8. The Council may adopt additional privacy, confidentiality and information-security procedures as necessary.

20. Use of Professional Profiles and Contributions

20.1. Participants may be invited to provide professional biographies, CVs, photographs, areas of expertise, publications and other relevant information.

20.2. The provision of such information does not automatically authorise its public publication or unrestricted distribution.

20.3. The Council shall determine how submitted materials may be used for Network administration, speaker selection, programme planning, communications and other approved purposes, subject to applicable law and any relevant permissions.

20.4. Participants shall retain any rights they hold in their original work, subject to any separate agreement governing the use of contributed materials.

20.5. Any intended use of a participant's work beyond the permissions already granted shall be subject to the applicable terms, permissions and legal requirements.

20.6. The Council may decline to publish or distribute materials that are inaccurate, inappropriate, unlawful or inconsistent with its policies.

21. Communications and Public Statements

21.1. Official statements concerning the Network's institutional position, policies, appointments or activities shall be issued only by authorised persons.

21.2. Participants may identify themselves as participants in AEPN where accurate, but shall not imply that they speak for or legally represent the Council unless authorised.

21.3. Public announcements concerning appointments, partnerships, sponsorships, policy positions or institutional commitments shall require the appropriate approval.

21.4. The Council may request correction or withdrawal of statements that misrepresent the Network or the Council.

22. Voluntary Participation and Financial Obligations

22.1. Unless expressly agreed in writing, participation in AEPN shall not create an employment relationship, partnership, joint venture or agency relationship with the Council.

22.2. Participants shall not be entitled to salaries, honoraria, commissions, reimbursements or other payments unless expressly approved and documented.

22.3. Any fees associated with specific training programmes, conferences, professional services or other activities shall be communicated separately before the participant becomes financially committed.

22.4. No participant shall incur expenses or make financial commitments on behalf of the Network or Council without prior authorisation.

22.5. Participation shall not create a financial liability for the Council beyond obligations expressly authorised and accepted by the Council.

23. Suspension and Termination of Participation

23.1. A participant may withdraw from the Network by notifying the designated Network contact.

23.2. The Council or its authorised leadership may suspend or terminate participation where a participant:

a. Breaches these Terms or applicable Council policies.

b. Provides materially false or misleading information.

c. Engages in misconduct or behaviour that creates a significant risk to the Council or Network.

d. Misuses the Council's name, logo, data, resources or confidential information.

e. Acts beyond their authority or falsely claims to represent the Council.

f. Engages in fraud, harassment, improper solicitation or other serious misconduct.

g. Fails to meet applicable participation requirements.

h. Engages in conduct that materially undermines the Network's objectives or institutional integrity.

23.3. Where appropriate, the Council may issue a warning, request corrective action or impose restrictions before terminating participation. However, it may take immediate protective action where the circumstances reasonably require it, subject to applicable law.

23.4. A participant whose participation ends shall cease using any title, designation, and credential or access right granted solely by virtue of that participation.

23.5. Termination of participation does not extinguish confidentiality obligations or other obligations that expressly or by law survive termination.

PART III: GENERAL PROVISIONS

24. Interpretation and Precedence

24.1. These Terms of Reference and Terms of Participation shall be interpreted consistently with the governing documents, applicable laws and binding governance requirements of the African CEO Council.

24.2. In the event of a conflict between these Terms and a binding Council policy, constitutional provision or lawful institutional directive, the applicable binding requirement shall prevail.

24.3. Within the authority conferred by the Council's governing arrangements, the President and CEO shall interpret and administer these Terms in relation to the Network.

24.4. Any matter requiring a formal decision by another authorised organ of the Council shall be referred to that organ.

24.5. The Network, its committees and its participants shall not interpret any provision of these Terms as granting powers that have not been expressly conferred or lawfully delegated.

25. Dispute Resolution

25.1. Questions or disputes concerning participation, appointments, committee responsibilities or the interpretation of Network procedures should initially be referred to the Network's designated coordinator or the President and CEO.

25.2. The President and CEO may seek further information, consult relevant persons and determine an appropriate administrative resolution within their authority.

25.3. Matters reserved to the Council under its governing arrangements shall be referred to the appropriate authorised body.

25.4. Nothing in this section shall prevent a person from exercising a legal right or remedy that cannot lawfully be excluded or restricted.

26. No Guarantee of Outcomes

Participation in AEPN does not guarantee employment, professional advancement, consultancy contracts, business opportunities, investment, financing, speaking engagements, publication, remuneration or endorsement by the African CEO Council.

The Network's role is to facilitate professional engagement and collaboration, subject to available opportunities and the Council's policies and approval procedures.

27. Acceptance of Terms

By applying to join, accepting an invitation to participate, accepting an appointment or continuing to participate after these Terms have been communicated, a person shall be required to acknowledge and comply with the applicable provisions of these Terms, subject to any mandatory legal requirements.

The Council may require a separate written or electronic declaration of acceptance from participants, officers and committee members.

APPROVAL AND AUTHORISATION

These Terms of Reference and Terms of Participation are issued under the authority of the African CEO Council and shall take effect on the date of approval by the authorised approving authority.

For and on behalf of the African CEO Council

Name: _____

Title: President and Chief Executive Officer

Signature: _____

Date: _____

Institutional Contact: info@africanceocouncil.org

Official Website: africanceocouncil.org/african-professional-network