**CONSTITUTION OF THE**

**WEST AND CENTRAL AFRICAN**

**RESEARCH AND EDUCATION NETWORK**

**(WACREN)**

**OCTOBER 2020**

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PREAMBLE

As a consequence of the need to develop high-quality information and telecommunications infrastructure for the promotion of research and education in the West and Central Africa sub-region, National Research and Education Networks (NRENs) have established the West and Central African Research and Education Network hereinafter called WACREN, whose organisation and operation are determined by this Constitution.

**SECTION I**

**NAME, OBJECTIVES AND ACTIVITIES**

**Article 1: Name**

1. The Organisation shall be known and called the West and Central African Research and Education Network, herein after called (WACREN)
2. WACREN is the apex regional coordinating network of National Research and Education Networks (NRENs) in West and Central Africa.
3. WACREN is a body corporate, having separate legal personality distinct from that of its members and office bearers, and accordingly, continues to exist notwithstanding changes from time to time in its membership composition. It shall own properties, assets, incur liabilities, enter into contracts and other commitments, and sue or be sued, in its own name.

**Article 2: Objectives**

The objectives of WACREN are –

1. to act as a forum for the exchange of technology information and ideas between members of WACREN and between WACREN and other partner organisations with a view to improving research and education in the West and Central African sub-region (hereinafter called the sub-region);
2. to develop expert knowledge and skills of the research and education community in the sub-region;
3. to develop a high-quality information and telecommunication infrastructure for the benefit of research and education in the sub-region based on open standards using the most advanced technologies available.

**Article 3: Activities**

To realize these objectives, WACREN shall -

1. establish a state of art network through the establishment of a high-quality information and telecommunication infrastructure to connect NRENs to the Global Research and Education Network for the benefit of research and education in the sub-region.
2. maintain communication and collaboration platforms in at least French and English;
3. facilitate the formation of international focus groups to undertake research on matters of significance to the scientific, social and economic development of members in the sub-region;
4. publish the proceedings of conferences and other researches undertaken under the auspices of WACREN;
5. promote commonalities of professional practice and build technical capacity through training programs and by providing frameworks for domain cooperation;
6. promote objectives of the African Research and Education Network (AfREN / ren.africa) and establish relationships with other associations, organisations and institutions with objectives similar to those of WACREN; and
7. undertake any other activity aimed at advancing the objectives identified in Article 2 above.

**SECTION II**

**MEMBERSHIP**

**Article 4: Members**

1. Membership of WACREN is open to all accredited National Research and Education Networks in the sub-region as well as to other eligible organisations. Categories of membership shall include: Full Member, Associate Member, Corporate Member and Partner Member.

(2) Full Member: This is any National Research and Education Network in West and Central Africa as defined by the African Union. Full Members shall also be referred to as NREN Members.

(3) Associate Member: This is any research and education institution as well as not-for-profit non-governmental organization and individuals, whose objectives are compatible with those of WACREN. Associate members can be members of NRENs.
There is a “Premium” option for this membership category.

(4) Corporate Member: This category is reserved for profit-oriented organizations, whose objectives are compatible with those of WACREN.
There is a “Premium” option for this membership category.

(5) Partner Member: These are honorary members invited by the Board and are organisations that substantially contribute to WACREN objectives and aspirations.

(6) Only Full Members shall have voting rights at meetings of the Annual General Assembly and other meetings requiring votes for decision making.

**Article 5: Membership applications and fees**

1. Applications for membership are submitted to WACREN’s Chief Executive Officer (CEO). The applicant shall indicate the status of membership (whether as Full, Associate, Corporate or Partner). The Board of Directors (Board) or its sub-committee constituted for that purpose shall review the application. Approved membership by the Board shall be ratified by the General Assembly. The applicant shall be notified of the decision thereof.
2. Membership fees relevant to each category shall be determined by the Board and approved by the General Assembly. Such fees shall be paid annually before the end of the first quarter of each financial year.

**SECTION III**

**ORGANS AND FUNCTIONS**

**Article 6: Organs of WACREN**

The organs of WACREN are the General Assembly, the Board of Directors, and the Secretariat.

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

1. The General Assembly shall be the highest decision making body of the organization.
2. The General Assembly shall be constituted by all the members of WACREN.
3. Associate, Corporate and Partner members have a consultative non-voting status in the General Assembly.
4. The General Assembly shall convene once a year for an Annual General Meeting (AGM) at a date and venue to be decided by the Board.
5. Only NREN members in good standing (fully-paid up membership fees) are entitled to vote at the AGM or any other decision-making process that requires voting.

**Article 8: General Assembly Power and Decision Making**

(1) The General Assembly has power to:

(a) appoint the members of the Board of Directors after due process contained in this Constitution has been followed;

(b) amend the Constitution after due process contained in this Constitution has been followed;

(c) take principal decisions on behalf of WACREN;

(d) discuss and adopt reports on the activities of all organs of WACREN;

(e) take policy decisions on membership in WACREN; and

(f) carry out any other activity that promotes the objectives of WACREN.

(2) The Chairperson of the Board shall convene and preside over the AGM.

(3) The Chairperson has authority to convene an emergency General Assembly meeting to deliberate on pertinent issues that have been brought to the Board.

(4) Decisions of the General Assembly shall be binding on all members.

(5) The Board shall decide the mode of decision making at the General Assembly which shall be any one of the following:

(a) Secret vote;

(b) Show of hands;

(c) Voice vote;

(e) Proxy vote by electronic means which includes voting by email;

(f) A combination of all or some of them.

 Vote by acclamation is also allowed if approved by members.

 (6) All members of WACREN shall be notified of a meeting of the General Assembly at least forty-five (45) days in advance.

(7) One third (1/3) of the members constitutes a quorum; members who have confirmed attendance by letter, email or through registration for the AGM are taken into account when determining the quorum; they are considered present even if they are not physically or remotely present when the quorum is checked.

(8) If there is no quorum for a particular AGM, a second invitation shall be circulated within five 5 days to a General Assembly meeting to be held between fifteen (15) and thirty (30) days after the initial date planned. Only a quorum of one fifth (1/5) is required for this General Assembly.

Where the second attempt does not produce a quorum, the Board shall convene the meeting of all that have registered consent to attend. This General Assembly may be held via videoconference.

(9) Decisions of the General Assembly are made by a simple majority of the voting members.

(10) The Board of Directors may decide that a question should be decided by electronic vote.

1. The Annual General Meeting shall -
2. Receive the report of the Board of Directors for the preceding year***;***
3. Receive and approve the audited accounts of the organisation;
4. Appoint professional qualified auditors to audit the accounts of the organisation for the following year if the tenure of office of the current auditors has expired; and
5. Transact any other business as may be determined by the Board of Directors.

**Article 9: Composition and Functions of the Board of Directors**

1. Composition

The Board of Directors which shall be comprised of seven (7) members made up of the following representations:

1. The Chairperson
2. Five (5) Members of the Member NRENs who shall be nominated by the NREN Members;
3. One (1) member appointed by the Board from within or outside the WACREN sub-region (partners, donor agencies, regulators, experts).
4. The CEO is an ex-officio member of the Board and acts as its Secretary. S/he shall have no voting rights.
5. Members shall be mindful of the gender balance and community representation (NREN managers, institutions’ leaders, IT Directors, end-users, etc.) in nominating qualified members to serve on the Board.
6. The Chairperson shall be appointed through a search process and shall hold office for a term of four (4) years and may be re-appointed for further terms.
7. Other members of the Board shall hold office for a term of three (3) years and may be re-elected or re-appointed for further terms if that member remains qualified to be a member of the Board.
8. To ensure geographical diversity, apart from the various community categories and gender considerations, there shall be no two (2) or more elected Board members from the same country serving in the Board at the same time.
9. The Board of Directors shall co-opt members to replace those who are unable to fulfill their duties in case of permanent incapacity and inability.
10. The Board decision-making process shall be guided by the consensus principle. In the absence of consensus, Board members shall be invited to vote. In case of a draw, the Chair’s vote counts twice.
11. While their function is considered as voluntary contribution for the community, Board Members may receive symbolic compensation from WACREN for their time and other expenses such as communications, subject to the availability of funds.
12. **Functions**

The Board shall among other things define the strategic objectives of WACREN.

1. Develop policy guidelines for the consideration and approval of the General Assembly;
2. Establish such offices and committees as are necessary and expedient for the efficient and effective functioning of the WACREN;
3. Receive the Annual Report from the Chief Executive Officer;
4. Adopt the Budget;
5. Receive, discuss and adopt the Annual Audited Report on the finances of WACREN for ratification by members.
6. Appoint external Auditors for WACREN.

(3) Meetings of the Board

1. The Board of Directors shall meet at the request of the Chairperson who shall determine the agenda in consultation with the members.
2. The Chairperson of the Board shall preside over the Board Meetings. Where the Chairperson is incapable of presiding a Meeting of the Board, the Members present shall nominate one from among their number to preside.
3. The Board shall meet three times in a year: once physically and two (2) by virtual means. However, depending on the urgent matter, the Chairperson of the Board may convene an emergency physical or virtual meetings to decide on the matter or utmost importance determined by the Chairperson of the Board..
4. Conflict of Interest

Where, in the determination of an issue, a Member of the Board or a sub-Committee set-up by the Board has an interest, that Member shall recuse himself/herself from the deliberations and decision making process and declare the interest thereof. Such declaration shall be recorded in the proceedings of the Board or Committee as the case may be.

**Article 10: Nomination process to the Board of Directors**

1. The Chief Executive Officer shall publish a call for nominations to the Members at least two (2) months before the AGM at which Board elections are held.
2. Nominations shall be sent to the CEO by eligible NRENs at least thirty (30) days before the Board elections.
3. Every member in good standing can nominate one candidate at most in each community category. Nominations are valid only if endorsed by another member in good standing.
4. Members may nominate candidates from the whole WACREN community, not necessarily from the communities of their home country. Where a nomination is from outside their home country, such nomination shall be endorsed by a member of the home country of the nominee.
5. Where a member nominates more than one candidate, at least one of the nominees shall be female candidate.
6. The slate of valid nominations shall be published at least fifteen (15) days before the Board elections.
7. Elections shall be held on the day of the AGM. Only NREN members in good standing can vote at the elections.
8. In case there is/are no candidate(s) for any of the categories, the Board shall appoint suitable candidates to fill vacant seats
9. **Committees of the Board:**

The Board shall set up Committees composed of members only or members and non-members and may assign to such committees such functions as to facilitate the efficient and effective realisation of the objectives of the Organization.

**Article 11: The Chief Executive Officer**

1. There shall be a Chief Executive Officer (CEO) appointed by the Board of WACREN who shall be the head of the Secretariatand who shall in the performance of his functions be responsible to the Board.
2. The CEO shall be appointed by the Board for a period of four (4) years and is eligible for re-appointment for further terms subject to satisfactory performance.
3. The CEO shall be responsible for implementing decisions of the General Assembly and the Board of Directors and for ensuring that the Secretariat functions effectively and efficiently.
4. The CEO shall compile the financial statements of WACREN, and present an audited annual financial report to the Board. Upon approval by the Board, the financial report shall be presented to members at the AGM.
5. The CEO shall submit an Annual Report on the activities of WACREN to the Board for the year under review and present a programme of activities for the succeeding year. The said report shall be discussed by the Board and later presented to the members at the AGM.

**Article 12:** **The Secretariat**

1. **Location**
2. There shall be at the Headquarters of the WACREN, a Secretariat consisting of such administrative and other staff as the Board of Directors may consider necessary to appoint.
3. The Secretariat shall be based in a member country within the WACREN region as determined by the Board.
4. **Functions of the Secretariat**

The Secretariat shall:

1. be responsible for the day-to-day running of the activities of WACREN.
2. implement the decisions of the Board and the General Assembly
3. establish regular liaison with Members and with other international organizations and associations.
4. keep the records of the organization
5. ensure the proper keeping of accounts, preparation and production of reports of the WACREN; and provide effective coordination and communication among and between Members and between WACREN and Members, and
6. generally carry out any other functions and activities as shall be assigned by the Board.
7. **Appointment and Conditions of Service of Staff**
8. All staff of the Secretariat shall be appointed after a competitive and transparent process.
9. The remuneration and conditions of service of the staff of the Secretariat shall be determined by the Board.

**SECTION IV**

**FINANCIAL MANAGEMNT**

**Article 13: Management of Financial Resources**

The financial resources of WACREN include membership fees, income from sales of connectivity and services to members on a cost-recovery basis plus overhead and reserve, donations and grants.

**Article 14: Annual Financial Year, Books of Accounts and Annual Financial Statements**

(1) The Annual Financial Year for WACREN shall commence on 1 January of each year, and terminate on 31 December of that year.

(2) The Board of Directors shall, through appropriate control mechanisms, ensure that the financial resources of WACREN are efficiently managed.

(3) The CEO is responsible for the management of the day-to-day financial resources.

(4) A Financial Report shall be prepared every year, in accordance with generally accepted accounting practice, and shall clearly reflect the affairs of WACREN including donor funding received by WACREN. Books of Account and Financial Statements shall be audited and certified by an independent professionally licensed, registered and practising Chartered Accountant, or in such other manner as may be deemed appropriate by the Board of Directors.

(5) A copy of the Annual Financial Report shall be made available to Members at least fifteen (15) days before an AGM is held.

(6) The Auditor(s) shall present the audited accounts at the AGM and respond to questions for clarifications.

**Article 15: Banking Account and Signatures**

(1) WACREN’s financial affairs shall be conducted by means of banking accounts with (a) reputable commercial bank(s) as proposed by the Secretariat and approved by the Board.

(2) All cheques, promissory notes, and other documents requiring signature or authorisation on behalf of WACREN shall be signed by at least two (2) authorised persons, as the Board of Directors shall from time to time determine.

**Article 16: Prescribed Fiscal Conditions**

(1) Anything to the contrary herein before contained or implied notwithstanding, the powers of the organisation, shall be exercised subject to host country legislation in order to thereby ensure that WACREN secures and retains tax-exempt status.

**Article 17: Status of WACREN as Not-for-Profit**

WACREN shall be duly registered at the Department of Social Welfare or equivalent as a non-profit organisation and accordingly, in compliance with the prescriptive requirements of the law, it is stipulated as follows:

(a) The Organisation’s name shall be as stated in Article 1(1).

(b) The Organisation’s aims and objectives shall be as stated in Article 2.

(c) The Organisation’s income and property shall not be distributable amongst its members or office-bearers, save insofar as they may be reimbursed for reasonable out of pocket expenses incurred in the execution of their duties.

(d) The Organisation shall be deemed to be a body corporate, and shall have an identity separate and distinct from its Members, as envisaged by Article 1(3)

(e) The Organisation shall continue to exist notwithstanding changes that may occur in the composition of its membership, or its office-bearers, as envisaged by Article 1(3);

(f) The members and office-bearers shall have no rights in the property or other assets of the Organisation by virtue of their membership or office.

(g) The powers of the Organisation shall be as set forth in its Constitution.

(h) The organisational structure and mechanisms for the Organisation’s governance are as set forth in this Constitution.

(i) The rules for convening and conducting meetings, including quorums required for and the minutes to be kept of those meetings, shall be as stated in this Constitution.

 (m) The procedure for amending the constitution shall be as stated in Article 18.

(n) The procedure by which the Organisation may be wound up or dissolved shall be as stated in Article 19

(o) Where the Organisation is wound up or dissolved, any asset remaining after all its liabilities have been met, shall be transferred to some other eligible reputable Non-profit Organisation or institution, having the same or similar objectives, as stated in Article 2.

**SECTION V**

**AMENDMENT OF THE CONSTITUTION AND DISSOLUTION**

**Article 18: Amendment**

1. A provision of this constitution shall be amended only at an AGM or at a Special General Meeting called for that purpose by the Board.
2. An amendment of a provision of this Constitution shall be decided by secret ballot of the votes of not less than 2/3 of all eligible voting members and shall come into force on such a date as the meeting shall determine.
3. A proposal for amendment of any article or clause of this Constitution shall be proposed by any member NREN, seconded by at least two (2) member NRENs in good standing, from at least two (2) countries in the sub-region. The seconded proposal shall be lodged with the Secretariat at least forty-five (45) days before the AGM.
4. The terms of any amendment shall be circulated to all Members for information of at least fifteen (15) days before the meeting at which the amendment is to be tabled for consideration.

**Article 19: Winding Up/Dissolution**

1. WACREN shall wind up or be considered dissolved when a resolution to this effect has been proposed by a member in good standing, and seconded by at least one third (1/3) of other NREN members from at least five different countries of the WACREN region.
2. Such a resolution shall be submitted to the Secretariat at least forty five (45) days before the AGM at which the resolution can be moved for adoption.
3. The Board shall convene a Special Meeting for the purpose of discussing the resolution.
4. An unanimous vote of all members in good standing is required for the dissolution of WACREN.
5. Where WACREN is dissolved, the Board shall pass a resolution authorising the Secretariat to transfer its assets and liabilities to other organisations pursuing similar aims.

**Article 20: Commencement**

This Constitution was adopted at the 5th Annual General Meeting of the West and Central African Research and Education Network (WACREN) held online on 13 November 2020 and shall come into force on that day.