

CONSTITUTION OF THE WEST AND CENTRAL AFRICAN RESEARCH AND EDUCATION NETWORK (WACREN)

As a consequence of the need to develop high-quality information and telecommunications infrastructure for the benefit of research and education, NRENs in West and Central Africa have formed the West and Central African Research and Education Network (WACREN), the organisation and operation of which is determined by the present Constitution.

SECTION I NAME, OBJECTIVES AND ACTIVITIES

Article 1: Name

- (1) West and Central African Research and Education Network (WACREN)
- (2) WACREN is a regional network of National Research and Education Networks
- (3) WACREN is a body corporate, having separate legal personality distinct from that of its members and office bearers; and accordingly, it continues to exist notwithstanding changes from time to time in its membership composition. It may own 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 information and ideas between members of WACREN and between WACREN and other partner organisations with a view to improving research and education in Africa;
- 2) to develop knowledge and skills of the research and education community ;
- 3) to develop a high-quality information and telecommunication infrastructure for the benefit of research and education in Africa with a focus on the West and Central regions, based on open standards using the most advanced technologies available.

Article 3: Activities

To realize these objectives, WACREN shall -

1. maintain communication and collaboration platforms in at least French and English;
2. establish international focus groups to undertake research on matters of significance to the scientific, social and economic development of Africa;
3. publish the proceedings of the conferences and other research undertaken under the auspices of WACREN;
4. promote communities of practice and build technical capacity through training programs and by providing frameworks for domain cooperation;
5. negotiate and secure rights in the name of its members with no authority to undertake obligations or liabilities in their name, unless so instructed by an explicit authorization from the members concerned;
6. promote objectives of the African Research and Education Network (AfREN) 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) NREN Member; Any National Research and Education Network in West and Central Africa as defined by the African Union.
- (2) Associate Member: Research and education institutions as well as not-for-profit non-governmental organizations and individuals, whose objectives are compatible with those of WACREN.
There is a “Premium” option for this membership category.
- (3) Corporate Member: For profit organizations, whose objectives are compatible with those of WACREN.
There is a “Premium” option for this membership category.
- (4) Partner Member: These honorary members are invited by the board and are organisations that substantially contribute to WACREN objectives and aspirations.

Article 5: Membership applications and fees

- (1) Applications for membership are sent to WACREN's Chief Executive Officer (CEO). The Board of Directors (Board) or its sub-committee constituted for that purpose takes the final decision on membership. Approved membership by the Board shall be ratified by the General Assembly,
- (2) Members who have paid their membership fees in full are entitled to take part in and be kept informed of WACREN activities.
- (3) Membership fees, determined by the General Assembly, are payable annually.
- (4) Membership fees shall be used to advance the objectives of WACREN.

SECTION III

ORGANISATION AND FUNCTIONING

Article 6: Organs of WACREN

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

Article 7: The General Assembly

- (1) The General Assembly is constituted by all the members of WACREN.
- (2) Associate, Corporate and Partner members have a consultative status in the General Assembly.
- (3) The General Assembly convenes once a year for an Annual General Meeting (AGM).
- (4) Only NREN members and eligible Premium Associate members in good standing (fully-paid up membership fees) are entitled to be connected to the WACREN network and 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;
 - (b) amend the Constitution;
 - (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) do anything else that promotes the objectives of WACREN.
- (2) The General Assembly meets once every year (AGM) and is called by the Chair of the Board of Directors. Other General Assemblies can be called if the need arises.
- (3) Decisions of the General Assembly may be taken -
 - (a) at a meeting of the General Assembly; or
 - (b) by postal or electronic vote which includes voting by email.
- (4) (a) All members of WACREN must be notified of a meeting of the General Assembly at least sixty (60) days in advance.
 - (b) One third of the members constitutes a quorum; members who have confirmed attendance by letter or email are taken into account when determining the quorum; they are considered present even if they are not physically present when the quorum is checked.
 - (c) If the quorum is not reached, members will be invited within 10 days to another General Assembly to be held between forty five (45) and sixty (60) days after the initial date planned. Only a quorum of one fifth (1/5) is required for this General Assembly.
 - (c) Decisions of the General Assembly are made by a simple majority of the voting members.
- (5) The Board of Directors may decide that a question should be decided by a postal or electronic vote.
- (6) If a decision of the General Assembly is to be secured by a postal or electronic vote, the Secretariat must inform members at least 28 days in advance of -
 - (i) the procedure to be followed; and
 - (ii) the question to be decided on.
- (7) Members must be given at least 14 days to object to -
 - (i) a decision to decide a matter by a postal or electronic vote; and
 - (ii) the procedure by which the vote will be taken.
- (8) When a matter is decided by a postal or electronic vote, the majority of votes cast decides the matter. Spoilt votes or notification that a member intends to abstain does not count as a vote cast.
- (9) Article 17 applies to the amendment of this Constitution.

Article 9: The Board of Directors

- (1) The Board of Directors is made up of five (5) members nominated by fully-paid up NREN members of WACREN.
- (2) The Board of Directors may co-opt up to two (2) members to replace those who are unable to fulfill their duties in case of permanent inability.

- (3) The CEO is a member of the Board of Directors, acting as Secretary of the Board, with no voting right.
- (5) Members of the Board of Directors serve three-year terms, which may be renewed.
- (6) The Board of Director defines strategies for the realisation of the WACREN's objectives.
- (7) The Board of Directors meets at the request of the Chair who determines the agenda in consultation with the members.
- (8) The Board meets physically at least one a year and holds at least 3 virtual meetings in between.
- (9) The transition process for the first Board of Directors under this constitution is set forth in the Schedule to this Constitution.

Article 10: The CEO

- (1) The CEO is responsible for implementing decisions of the General Assembly, the Board of Directors and ensuring that the Secretariat functions efficiently. This includes maintaining membership lists and compiling the financial statements of WACREN, and presenting them to members at least once a year.
- (2) The CEO shall ensure that an Annual Report on the activities of WACREN is prepared and presented to the members at the AGM.
- (3) The CEO is appointed by the Board for a period of four years and is eligible for re-appointment.
- (4) The CEO may be removed from office by the Board of Directors on grounds of incompetence, gross misconduct or serious breach of the Constitution of WACREN.

Article 11: The Secretariat

- (1) The Secretariat is based in the WACREN region in a location(s) determined by the Board.
- (2) The Secretariat is responsible for the day-to-day running of the activities of WACREN

SECTION IV
FINANCIAL MANAGEMNT

Article 12: Management of Financial Resources

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

Article 13: Annual Financial Year; Books of Accounts; and Annual Financial Statements

- (1) The Annual Financial Year for WACREN shall commence on 1 January in each year, and terminate on 31 December of that year.
- (2) The Board of Directors, shall ensure that the financial resources of WACREN are properly managed.
- (3) The CEO is responsible for the management of the financial resources.
- (4) Financial Statements (including Capital and Revenue accounts) shall be prepared at least once a year, in accordance with generally accepted accounting practice, and shall clearly reflect the affairs of WACREN including donor funding received by the WACREN. Such Books of Account and Financial Statements shall be audited and certified by an independent 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 Statements shall be made available to each Member as soon as possible after the close of each financial year.

Article 14: Banking Account and Signatures

- (1) WACREN's financial affairs shall be conducted by means of a banking account.
- (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 may from time to time determine.
- (3) Until the appointment of an Administration and Financial Officer, the CEO will be sole signatory of WACREN's financial documents.

Article 15: Prescribed Fiscal Conditions

- (1) Anything to the contrary herein before contained or implied notwithstanding, the powers of the Association, shall be exercised subject to compliance with the conditions stipulated in the Ghana Internal Revenue Act, in order to thereby ensure that WACREN secures and retains tax-exempt status.

Article 16: Registration as Non-Profit

WACREN shall also procure that it is duly registered in the Department of Social Welfare in Ghana as a non-profit 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, including Article 9, as read with the Schedule hereto.
- (h) The organisational structure and mechanisms for the Organisation's governance are as set forth in this Constitution, including Articles 6 - 11.
- (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 Section III.
- (j) The manner in which decisions are to be made shall be as stated in Articles 8, 9, and 10.

- (k) The Organisation's financial transactions must be conducted by means of a banking account, as stated in Article 14(1).
- (l) The date for the end of the Organisation's financial year shall be as stated in Article 13(1).
- (m) The procedure for changing the constitution shall be as stated in Article 17.
- (n) The procedure by which the Organisation may be wound up or dissolved shall be as stated in Article 18.
- (o) If the Organisation is wound up or dissolved, any asset remaining after all its liabilities have been met, must be transferred to some other eligible 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 17: Amendment

- (1) The proposed amendment must be put to members for decision by vote.
- (2) The provisions of Article 8(6) - (8) apply to the postal or electronic vote.

Article 18: Dissolution

If WACREN is dissolved, the Secretariat must transfer its assets to another organisation with similar aims.