

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

**MARS 2025**

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

## **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 build capacity using 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 achieve 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 French, English and Portuguese.
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 research 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 registered National Research and Education Networks as well as other eligible organisations engaged in education or research. Categories of membership shall include Full Member, Associate Member, Corporate Member and Partner Member.
2. Full Member: This category applies to any National Research and Education Network (NREN) in West and Central Africa, as defined by the African Union. To attain Full Membership, an NREN must obtain formal recognition from its home country and meet WACREN requirement. .
3. Associate Member: This category includes any Research and Education Network (REN), research and education institution, not-for-profit non-governmental organisation (NGO) whose objectives align with those of

WACREN. An Associate Member that becomes part of a National Research and Education Network (NREN) shall no longer retain its Associate Membership with WACREN. Corporate Member: This category is reserved for profit-oriented organisations, whose objectives align with those of WACREN.

- 4. Partner Member: These are honorary members invited by the Board and are organisations that substantially contribute to WACREN objectives and aspirations.
- 5. 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 a designated sub-committee shall review the application. Membership approved by the Board shall be ratified by the General Assembly, after which the applicant will be formally notified of the decision.
- 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 organisation.
- 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 having fully paid their annual membership fees (good standing), shall be entitled to vote at the Annual General Meeting (AGM) or any other decision-making process that requires voting. .
- 6.

## **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) Acclamation;
  - (e) Proxy vote by electronic means which includes voting by email;
  - (f) A combination of all or some of them.
6. All members of WACREN shall be notified of a meeting of the General Assembly at least forty-five (45) days in advance.
7. Half plus one of the members constitutes a quorum. Members who have confirmed attendance by letter, email or through registration for the AGM are considered when determining the quorum; they are considered present if they are 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 two fifth (2/5) 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.

11. The Annual General Meeting shall:

- (a) receive the report of the Board of Directors for the preceding year;\_\_\_
- (b) receive and approve the audited accounts of the organisation;
- (c) appoint professional certified auditors to audit the accounts of the organisation for the following year if the tenure of office of the current auditors has expired; and
- (d) 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 shall consist of a minimum of seven (07), nine (9), or eleven (11) members.

It will reflect the geographical, gender and professional diversity within the WACREN community for effective governance. They will be selected by the Search Committee to ensure the presence of each of the following profiles :

- a renowned academic or researcher;
- a research and innovation manager;
- a higher education policy and governance expert;
- a representative from industry or the private sector;
- a technical ICT expert;
- a women in ICT/leadership advocate;
- a finance and audit specialist;
- Executive secretary (Ex-Officio member);
- Representatives of the National Research and Education Network (NREN).

The Chairperson will be appointed by the NREN community represented by the CEOs.

The Vice-Chairperson will be designated by the Board members.

### **2. Functions**

#### **(a) Strategic Oversight**

- Approve the strategic plan, annual budget, and major initiatives.
- Monitor the implementation of strategic objectives and assess financial performance.

#### **(b) Governance and Compliance**

- Ensure adherence to legal, regulatory, and ethical standards.

- Establish policies for risk management, internal controls, and conflict of interest management.
- Ensure transparency and accountability

**(c) Executive Management**

- Appoint, evaluate, and provide direction for the Chief Executive Officer.
- Implement succession planning for key leadership roles.

**(d) Stakeholder Engagement**

- Foster transparent communication with member institutions and stakeholders.
- Promote partnerships and collaborations within the research and education community.

**3. Meetings of the Board**

**(a) Frequency and Attendance**

- The Board shall convene at least two (2) times annually.
- Members are expected to attend and actively participate in all meetings.

**(b) Agenda and Minutes**

- Distribute agendas and relevant documents at least 14 days prior to meetings.
- Record and circulate minutes promptly for approval and future reference.

**(c) Virtual Meetings**

- Facilitate virtual participation to accommodate members from diverse locations.
- Ensure virtual meetings maintain the same standards of engagement and decision-making.

**(d) Meeting Management**

- The Chairperson of the Board shall preside over the Board Meetings.
- In the event of the unavailability or inability of the Chairperson to chair the meeting, the Vice-Chairperson will take over.

**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 a 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. Nomination procedure**

Members of the Board of Directors are appointed by the General Meeting on the proposal of the Nominating or Search Committee. Proposals must be submitted by the Search Committee at least thirty (30) days before the Annual General Meeting, and nominees must meet the criteria set out in Article 9.

### **2. Eligibility for Nomination**

To qualify for nomination to the Board of Directors, a person must meet the following criteria:

- (a) should be accomplished in their area of expertise;
- (b) should have no conflict of interest with the organisation's objectives;
- (c) other criteria specific to the organisation.

### **3. Term of office**

Members of the Board of Directors are appointed for a renewable term of three (3) years. The maximum number of consecutive terms is two.

### **4. Nomination and Approval Process**

The nomination of members of the Board of Directors take place during the Annual General Meeting. The Nominations or Search Committee identifies and proposes candidates based on predefined eligibility criteria. The General Meeting reviews and validates the nominations through a vote.

### **5. Vacancies**

In the event of a vacancy on the Board of Directors during the term of office (resignation, incapacity, etc.), the Board may make a provisional appointment, which will be validated at the next Annual General Meeting.

### **6. Role of the Search Committee**

shall be set up to search for qualified candidates and make recommendations for appointment at AGM. The Committee will ensure that the nomination process complies with the criteria defined in the Articles of Association.

### **7. Other provisions**

- (a) The list of valid nominations shall be published at least fifteen (15) days before the AGM
- (b) The list shall be presented on the day of the AGM for approval. Only NREN members in good standing can vote to approve nominees.

## **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 Secretariat and 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**

- (a) The WACREN Secretariat shall be established at the organisation's Headquarters and shall comprise administrative and other staff as deemed necessary by the Board of Directors.;
- (b) The Secretariat shall be based in a member country within the WACREN region as determined by the Board. Local representations may be established as required.

### **2. Functions of the Secretariat**

The Secretariat shall:

- (a) Be responsible for the day-to-day running of the activities of WACREN;
- (b) Implement the decisions of the Board and the General Assembly;
- (c) Establish regular liaison with Members and with other international organizations and associations;
- (d) Keep the records of the organisation;
- (e) 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
- (f) Generally, carry out any other functions and activities as shall be assigned by the Board.

### **3. Appointment and Conditions of Service of Staff**

- (a) All staff of the Secretariat shall be appointed after a competitive and transparent process;
- (b) The remuneration and conditions of service of the staff of the Secretariat shall be determined by the Board.

## **SECTION IV**

### **FINANCIAL MANAGEMENT**

#### **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**

Notwithstanding any provisions stated or implied herein, the organisation's powers shall be exercised in compliance with the host country's legislation to ensure that WACREN obtains and maintains its tax-exempt status.

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

WACREN shall be duly registered as Not-for-Profit with the appropriate authorities in the country hosting the organisation, in compliance with the prescriptive requirements of the law, and in accordance with the following stipulations:

- (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 among 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;
- (j) The procedure for amending the constitution shall be as stated in Article 18;
- (k) The procedure by which the organisation may be wound up or dissolved shall be as stated in Article 19;
- (l) 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, 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 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 three quarter (3/4) of WACREN Members NRENs
2. Such a resolution shall be submitted to the Secretariat at least ninety (90) 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. A 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 under its supervision assets and liabilities to other organisations pursuing similar aims.

#### Article 20: Commencement

This constitution was adopted at the 11<sup>th</sup> Annual General Meeting of the West and Central African Research and Education Network (WACREN) held online on April 11, 2025 and shall come into force on that day.