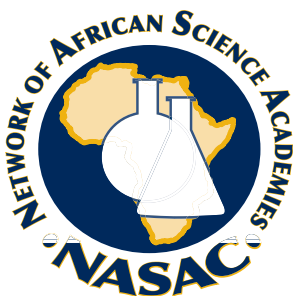




CONSTITUTION



CONSTITUTION

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1.0 PART I – NAME AND NATURE OF THE ORGANISATION.

1.1 Article I – Name and Nature.

- 1) The name of the organisation is the NETWORK of AFRICAN SCIENCE ACADEMIES (NASAC), (hereinafter referred to as the “Organisation”).
- 2) The Organisation is a voluntary, non-profit, non-governmental organisation registered under the Non-Governmental Organisations Co-ordination Act, No. 19 of 1990 and the Regulations made thereunder.

1.2 Article II – Seat.

The Organisation is established in Nairobi, Kenya.

2.0 PART II – OBJECTIVES.

2.1 Article III – Main Objective.

The main objective of NASAC is to act as an independent African forum that brings together Academies of Science on the continent to consider scientific aspects of challenges of common concern, take merit-based actions on major relevant scientific issues and provide mutual support to member academies, in order to recognize and promote excellence in science, technology and innovation in Africa.

2.2 Article IV – Specific Objectives.

A. Advisory Services.

- 1) To facilitate the provision of advice to governments, regional organisations and the private sector on scientific aspects of issues of importance to Africa’s development;
- 2) To provide professionally generated , independent advice on critical science-based development issues to governments;
- 3) To promote cooperation between academies in Africa by exchanging information on programmes and experiences, and sharing common visions; and
- 4) To assist in building capacity of Academies in Africa to improve their role as independent expert advisors to governments and to strengthen their national, regional and international functions.

B. Establish or Strengthen Capacity in Science and Technology.

- 5) To assist science communities in Africa to set up national independent academies where such bodies do not exist;
- 6) To build knowledgeable and skilled human resources through science;
- 7) To promote research in science and technology;
- 8) To establish and nurture a conducive science and technology environment to ensure efficiency, freedom of scientific inquiry and good management and accountability standards;
- 9) To put in place mechanisms to support and augment science and technology processes and outcomes;
- 10) To promote capacity building and innovation for science and technology;
- 11) To organize conferences, workshops and symposia, and issue statements or reports on topics of major African concern;

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- 12) To participate at conferences and seminars that have, inter alia, sustainable development, security and science support objectives and interests throughout the world;
- 13) To collaborate with other academies inside and outside Africa as well as with regional and international organisations concerned with African problems; and
- 14) To publish newsletters, brochures, periodicals, books and other publications as the Board of the Organisation may deem desirable for the promotion of the objectives of the Organisation.

C. To Account for Funds, Manage, Fundraise, Acquire and Invest Resources.

- 15) To account to Development Partners for allocation and use of resources, and ensure activities are conducted with utmost professionalism and to acceptable financial and ethical standards;
- 16) To enter into any arrangement with any governments or authorities that may seem conducive to the Organisation's objectives or any of them, and to obtain from such government or authority any rights, privileges and concessions which the Organisation may think desirable to obtain;
- 17) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Organisation in the form of donations, annual subscriptions or otherwise;
- 18) To apply to any governments or authority, public bodies, corporations, companies or persons for and to accept grants or gifts of money and of any movable or immovable property, donations, gifts subscriptions and other assistance with a view to promoting the objectives of the Organisation and, in taking of any gift or property to ensure it will further the objectives of the Organisation;
- 19) To establish an endowment fund to receive grants, donations, gifts and other assistance in any form whatsoever from Kenya or from any other source for any one or more of the objectives of the Organisation and to invest the fund in a sustainable way to enable the fund to grow in perpetuity as appropriate and to establish non-profit-making foundations in any country or countries for the purpose of receiving donations from private and/or corporate persons and for channeling the same to the Organisation's development operations;
- 20) To acquire any movable or immovable property and any buildings or things whatsoever and sell, dispose off, mortgage, lease or otherwise deal with all or any part of the property or rights of the Organisation;
- 21) To promote or assist in the promotion of any organisation or company or other body having objectives similar to those of the Organisation;
- 22) To draw, execute or otherwise deal with negotiable or transferable instruments;
- 23) To employ experts and other staff for all or any of the objectives of the Organisation; and
- 24) To do all such other things as are incidental or conducive to the attainment of any of the above stated objectives.

3.0 PART III – MEMBERSHIP AND GOVERNANCE.

3.1 *Article V – Membership.*

- 1) The founding nine (9) member-academies that subscribe to this constitution are the following: (i) African Academy of Sciences; (ii) Cameroon Academy of Sciences; (iii) Ghana Academy of Arts and Sciences; (iv) Kenya National Academy of Sciences; (v) Madagascar’s National Academy of Arts, Letters and Sciences; (vi) Nigerian Academy of Sciences; (vii) Académie des Sciences et Techniques du Sénégal; (viii) Uganda National Academy of Sciences; and (ix) Academy of Science of South Africa.
- 2) The subscribers to this Constitution and such other academies or an equivalent merit based organisation(s) as the General Assembly of the Organisation may, on advice of the Board of the Organisation, from time to time, admit to membership in the manner prescribed by this Constitution, the membership being not less than twelve (12) academies, shall be members of the Organisation.
- 3) Membership shall be open to any and all merit-based academies of science or an equivalent merit based organisation(s) within the African continent, subject to consideration by the Board and a majority vote at and by the General Assembly to admit one into membership as is prescribed by this Constitution.
- 4) Eligibility for membership shall be on consideration of merit-based academies of sciences that are national or regional in the scope of their operations and elect their members on the basis of scientific merit regardless of ideological, ethical, religious or gender affiliation.

3.2 *Article VI – Type of Membership.*

The Organisation distinguishes two (2) types of membership: Provisional and Full membership.

1) Provisional Membership.

- (i) An Interested Party who wishes to be admitted to Provisional Membership of the Organisation shall apply in writing to the Organisation’s Secretariat to be considered for admission as a member of the Organisation, and the Board shall review the application in the first instance.
- (ii) An Interested party shall provide information on objectives, members and organisational structure of the national academy or an equivalent merit-based organisation.
- (iii) Any eligible member so admitted by the Board may be proposed for Full Membership and shall be admitted to such membership subject to a vote at and by the General Assembly at its next Ordinary Session.
- (iv) Any eligible member so admitted by the Board may participate fully in all of the Organisation’s programmes and activities.

2) Full Membership.

- (i) There shall be the position of Full Membership in the Organisation.
- (ii) No academy shall be proposed to Full Membership by the relevant organs of the Organisation unless and until they apply for membership in writing to the Organisation’s Secretariat and provide information on objectives, members and organisational structure of the national academy or an equivalent merit-based organisation.

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- (iii) An academy shall only be eligible for Full Membership in the Organisation if, inter alia, its application for membership is approved and granted Provisional Member status by the Board, and thereafter voted in at and by the General Assembly at its Ordinary Session as a member under this Constitution.
- (iv) An eligible candidate for Full Membership shall only be granted Full Membership status upon a majority vote of members present and voting at an Ordinary Session of the General Assembly, which approval will result in such party (Provisional Member) attaining the status of Full Membership in the Organisation.

3.3 *Article VII - Membership Application.*

- 1) An application for membership shall be made by an Interested Party in writing, either electronically or by postal mail, based on a written and signed commitment by the Interested Party to strictly adhere to the objectives of the Organisation and to this Constitution and shall be submitted to the Organisation's Secretariat.
- 2) An application by an Interested Party shall first be considered by the Board and a final decision shall be made by the General Assembly. In case of non-admission at the preliminary stage, the General Assembly may strictly on the merits of the case decide to overrule the Board's decision and admit the applicant party.
- 3) An application by a national academy shall be on the principle of one member academy per country, thus:-
 - (i) Where a country does not have an academy of sciences that is a member of this Organisation, an equivalent merit-based organisation may be admitted.
 - (ii) Where a country has multiple academies of sciences, those academies may be represented by one of them or by another single representative as agreed by them.
- 4) In case of controversy on membership, the decision of the General Assembly shall be final after taking into consideration advice from the Board.
- 5) The Secretary shall at all times maintain an updated membership list at the Secretariat, and the list shall specify the designation of all the members of the Organisation and their requisite particulars in so far as they are relevant to the day to day running of the Organisation and to establishing or ascertaining the rights, entitlements and obligations of members as conferred, established or required by this Constitution. The list shall be available for viewing and inspection at the Secretariat as provided within this Constitution.

3.4 *Article VIII - End of Membership.*

A member of the Organisation shall cease to be a member if it:

- a) Fails to participate in the Organisation or its programmes and activities for more than five (5) consecutive years, and non-activity persists for an additional year (1) after consultations between the member concerned and the Board; the Board may propose to the General Assembly that such a member be suspended and a decision be made on termination of its membership.
- b) Resigns by giving one (1) year's notice in writing to the General Assembly of its intention to resign from membership. Upon the expiry of such notice it shall cease to be a member but its liability to contribute to the funds of the Organisation in the event of its being wound up or dissolved shall continue for one (1) year from the expiry of such notice.

- c) Is removed from membership by a vote of not less than two-thirds of the members at and voting in an Ordinary Session of the General Assembly specially convened and at which the concerned member has been given a reasonable opportunity of attending and being heard. The member shall be informed as soon as reasonably possible and in writing of the decision to remove it from membership with indication of the reason(s) for the said termination.
- d) Is dissolved, disbanded or in any other way ceases to exist or function in a way that it is rendered incapable of fulfilling its mandate or obligations under this Constitution.

3.5 *Article IX – Organs of the Organisation.*

The Organs of the Organisation shall be:

- a) The General Assembly;
- b) The Board;
- c) The Secretariat; and
- d) Such other Committees as the General Assembly or the Board may from time to time establish.

3.6 *Article X – The General Assembly.*

- 1) The General Assembly is the highest decision-making body of the Organisation with final authority and subject to the provisions of this Constitution exercises all Executive Powers of the Organisation.
- 2) The General Assembly shall consist of the Presidents of all members of the Organisation present at any one given time. The President of an academy may formally designate a representative from among the leadership of his/her academy.
- 3) In so far as this Constitution does not prescribe differently, all formal decisions of the General Assembly shall be made by a two-thirds majority of all members of the Organisation present in person or through a representative and voting at a General Assembly provided that an abstention shall not be considered a vote.
- 4) Unless explicitly provided otherwise in this Constitution the General Assembly shall make decisions based on a majority vote.
- 5) Voting on general matters shall be taken by a show of hands unless at least six (6) members request a secret ballot while voting on persons or academies or organisations shall exclusively be by secret ballot.
- 6) The role of the General Assembly shall include, but may not be limited to:
 - a) Elect new member academies to Full Membership,
 - b) Elect members to the Board of the Organisation,
 - c) Elect a member to host the Organisation's Secretariat,
 - d) Approve general strategies and policies of the Organisation,
 - e) Direct the Board to carry out any and all tasks deemed necessary for the objectives herein,
 - f) Delegate specific tasks or responsibilities to the Board,
 - g) Adopt or amend the Organisation's Constitution, Statutes and Rules of Procedure,
 - h) Provide advice and counsel on general directions or specific activities of the Organisation from time to time,
 - i) Endorse the Organisation's annual financial statements and budget for the coming year;

- j) Approve and adopt the Organisation's statements with a view of making them public in accordance with the provisions of this Constitution; and
 - k) Consider any other matter submitted to it by the Board.
- 7) The General Assembly shall be responsible for approving the Statutes and Rules of Procedures regulating the affairs of the Organisation and shall carry out the same in accordance with the provisions of this Constitution.
 - 8) The General Assembly shall meet in an Ordinary Session annually. Three (3) months' notice shall be issued to all members prior to the session and the place and date of such session shall be decided by the General Assembly, or failing that, by the Board.
 - 9) The General Assembly shall adopt the same procedures as the Board with regard to Meetings and Quorum as provided under this Constitution.

3.7 *Article XI – The Board.*

- 1) The Board shall be the executive arm of the Organisation consisting of at least six (6) members:
 - (a) The Chair,
 - (b) The Secretary,
 - (c) The Treasurer, and
 - (d) Three (3) other members.
- 2) Application for membership in the Board shall be made to the Secretary, at least three (3) months before the next Ordinary Session of the General Assembly and all applications received shall be communicated to members of the Organisation by the Secretary for members to indicate an order of preference.
- 3) The Secretary shall submit to the General Assembly a proposal consisting of a list of all candidates placed in order of preference indicated by the polling of members of the Organisation.
- 4) The General Assembly in an Ordinary Session shall elect members to the Board in the order in which they were presented and a decision shall be made on basis of a majority vote cast by members present.
- 5) Member(s) of the Board shall serve for a term of three (3) years subject to re-election for a final successive term in a designated office as provided for in Article XI (1).
- 6) In exercise of its functions, the Board may, as the General Assembly shall authorise in an Ordinary Session and subject to this Constitution:
 - (i) Set the time and venue for the sessions of the General Assembly;
 - (ii) Convene an Extraordinary Session of the General Assembly on request by at least twenty five per cent (25%) of the members of the Organisation;
 - (iii) Prepare the agenda of the sessions of the General Assembly;
 - (iv) Implement the decisions taken by the General Assembly;
 - (v) Review applications for new members and give Provisional Membership status to applicants who qualify for membership;
 - (vi) Propose to the General Assembly modifications to their specific tasks/duties and those of the officers of the Organisation;
 - (vii) Secure funding for the Organisation's programmes and activities;
 - (viii) Establish budgets for programmes and activities;
 - (ix) Approve programmes, activities and their budgets;
 - (x) Monitor spending to ensure it is in accordance with the approved budget;
 - (xi) Implement policies approved by the General Assembly;

- (xii) Manage the affairs of the Organisation;
 - (xiii) Appoint an Editorial Committee to prepare a draft text where the Board determines that the Organisation shall issue a statement through which the Organisation shall take a public position on a scientific or societal problem of a continental or global nature;
 - (xiv) Issue a public statement in exceptionally urgent issues in line with the Organisation's Rules of Procedure (2009) or any amendments or modifications made thereafter;
 - (xv) Appoint member academies to undertake specific assignments of principal importance subject to authorization by a fifty per cent (50%) of votes cast by members of the Organisation, received either electronically or by post;
 - (xvi) Poll members on a specific issue with a view to preparing the Organisation's statement on that issue and thereafter submit the final draft report before the General Assembly for decision;
 - (xvii) Submit draft text to members where it determines that the Organisation shall issue a statement on a scientific problem that requires prompt action;
 - (xviii) Appoint from its members, the Organisation's Publication Committee and charge it with approving or disapproving, draft publications emanating from any of the Organisation's programmes or activities that may be issued as the Organisation's publication;
 - (xix) Draft and modify where necessary the Organisation's Rules of Procedure;
 - (xx) Initiate and maintain programmes and projects designed to achieve the Organisation's objectives;
 - (xxi) Request members of the Organisation to make voluntary or in-kind contributions to the Organisation or to any of the Organisation's programmes and activities;
 - (xxii) Seek funding from governments, international organisations and other sources to meet operational costs or fund the Organisation's programmes and activities;
 - (xxiii) Set up standing or ad hoc committees for programmes or projects as it deems necessary for the work of the Organisation;
 - (xxiv) Establish rules and regulations to govern the tasks and responsibilities of the Secretariat; and
 - (xxv) Attend to and execute all tasks and duties delegated to it by the General Assembly.
- 7) The Board shall have no executive powers whatsoever and shall only act on certain crucial matters with the delegated authority of the General Assembly as provided for by this Constitution and report to the General Assembly.
 - 8) The Board shall meet at least twice (2) a year with provision to meet as often as is necessary.
 - 9) In case of a vacancy in the Board, the vacancy shall be filled in interim capacity by the Board until the next Ordinary Session of the General Assembly.

3.8 *Article XII – First Appointment to the Board.*

The interim members of the Board shall be appointed in writing by the subscribers to this Constitution and shall include three (3) persons who shall act respectively as the Chair, Secretary and Treasurer of the Organisation; until the conclusion of the first Ordinary Session of the General Assembly when a substantive Board shall be appointed to serve for a period of three (3) years, provided that a member of the Board shall be a member of the Organisation.

3.9 Article XIII – Number of Members of the Board.

Unless otherwise varied by a special resolution adopted at a General Assembly, the Board shall consist of the honorary posts of Chair, Secretary, Treasurer and three other persons designated as First (1st), Second (2nd) and Third (3rd) Vice-Chairs; provided that the Programmes Director may serve on behalf of the Secretary and where the Programmes Director is not serving in this capacity, he/she shall be in attendance at the Board meetings in ex-officio capacity. The minimum number of members shall be six (6) while the maximum shall be eight (8).

3.10 Article XIV – Other Appointments to the Board.

The Board may from time to time and at any time appoint any member of the Organisation, in case of vacancy, in addition, to the Board; the Board may co-opt additional members to the Board up to a maximum of two (2) members, provided that the prescribed maximum is not thereby exceeded and provided also that the proposal to appoint any new member of the Board under this section shall be set out in a formal resolution forming part of the notice convening the Board meeting until the next Ordinary Session of the General Assembly.

3.11 Article XV – Alternates.

Any member of the Board may formally designate another Board member to be his/her alternate to act in his/her place at any meeting(s) of the Board at which he/she is unable to be present. Such appointees shall be entitled to exercise all the rights and powers of a member of the Board and, where they are members of the Board, they shall have a separate vote on behalf of their proxy in addition to their own vote. A member of the Board may, at any time, revoke the appointment of an alternate appointed by him/her. The appointment of an alternate shall be revoked ipso facto, if his/her appointor ceases to be a member of the Board. Every appointment and revocation under this paragraph shall be effected by notice in writing under the hand of the appointor served on the Organisation and such alternate.

3.12 Article XVI – Office Bearers of the Board.

The General Assembly shall at an Ordinary Session elect, from the list submitted to it by the Secretary pursuant to the provisions of article XI hereinabove, the Board comprising of the Chair, Secretary, Treasurer, and three officers designated as First (1st), Second (2nd), and Third (3rd) Vice-Chairs. The above officials shall hold office for a term of three (3) years until the next Ordinary Session of the General Assembly following that at which they were elected when they shall retire but shall be eligible for re-election for one (1) final successive term.

If the Chair, during his/her term of office, should cease to be a member of the Organisation, resign from office or die, the Board shall elect one of their members to hold office until the next Ordinary Session of the General Assembly when a new Chair shall be elected for a term of three (3) years. The same procedure shall apply for the other posts.

3.13 *Article XVII – Duties of Office Bearers or Officials.*

1. The Chair shall:
 - (a) Chair all sessions of the General Assembly and meetings of the Board;
 - (b) Present to the General Assembly a report on the activities of the Organisation; and
 - (c) Provide general guidelines related to the affairs of the Organisation.
In his/her absence the Vice-Chairs shall, alternatively chair the sessions of the General Assembly and meetings of the Board.

2. The Secretary shall:
 - (a) Prepare and keep accurate minutes of the proceedings and sessions of the General Assembly and meetings of the Board;
 - (b) Carry out all correspondence and publicity on behalf of the Organisation;
 - (c) Arrange for sessions of the General Assembly and meetings of the Board on the instructions of the Board and in special circumstances, on the instructions of the General Assembly;
 - (d) Keep all official documents and publications of the Organisation; and
 - (e) Oversee the general conduct and control of office work of the Organisation.

3. The Treasurer shall in general ensure that proper accounting procedures are adhered to, and shall:
 - (a) Manage the financial affairs of the Organisation;
 - (b) Keep on a proper accounting basis all the financial records of the Organisation;
 - (c) Open a bank account(s) on the advice of the Board and ensure that all drawings from the account(s) are countersigned by the Programmes Director any one (1) of the following people:
 - i. The Chair,
 - ii. The Secretary; or
 - iii. The Treasurer.
 - (d) Provide reports on the financial statement of the Organisation and audited accounts to the General Assembly and the Board.

4. Three (3) officials designated as Vice-Chairs charged with specific responsibilities for assigned tasks.

3.14 *Article XVIII – Removal of Board Members Other than Officials.*

The General Assembly may by resolution remove any member of the Board from office, but if such a member should be aggrieved at his/her removal, he/she may appeal to the General Assembly at an Extraordinary Session to be called for this purpose. In the meantime, he/she shall cease to act as a member of the Board and to hold any other office under the Organisation, and members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the

members of the Board shall at any time be reduced in number to less than the minimum number prescribed by this Constitution, that number shall be the quorum for the purpose of filling vacancies in their body and of summoning an Extraordinary Session of the General Assembly, but not for any other purpose, provided also that the Board may co-opt any person to advise the Board in any capacity which the Board shall deem fit.

3.15 Article XIX– Disqualification of Members of the Board.

The office of a member of the Board shall be vacated if:

- 1) A receiving order is made against him/her or he/she makes an arrangement or composition with his/her creditors;
- 2) He/She becomes of unsound mind;
- 3) He/She fails to attend three (3) consecutive meetings of the Board except by special leave of the Board;
- 4) By giving a three (3) months' written notice of intention to resign by the Board member. Upon expiry of such notice the member shall cease to be a member of the Board;
- 5) He/She is removed from office by a resolution duly passed under this Constitution;
- 6) He/She is removed from the membership of the Organisation pursuant to a resolution of the Organisation; and
- 7) He/She for whatever other reason ceases to be a member of the Organisation as provided by this Constitution.

3.16 Article XX – The Secretariat.

- 1) The Secretariat shall be coordinating arm of the Organisation responsible for the formal functions and legal operations of the Organisation under the guidance of the Board.
- 2) The Programmes Director shall attend the General Assembly sessions and Board meetings in an ex-officio capacity.
- 3) The Secretariat shall be hosted by a member elected by and at the General Assembly for a term of six (6) years.
 - (a) The term of a host academy shall be renewed automatically unless at least one (1) year before the end of the term, the Board proposes to the General Assembly to elect another host academy.
 - (b) If a host member wishes to terminate its role as host, it shall notify the Board of its intention to terminate, the hosting arrangement, at least one (1) year before the end of its term as host.
- 4) In exercise of its functions, the Secretariat may, as the General Assembly and the Board shall authorise and subject to this Constitution:
 - (a) Support the Organisation's governing organs in the discharge of their respective responsibilities;
 - (b) Establish close cooperation between the Organisation's officers and members;
 - (c) Prepare for and organize all sessions of the General Assembly;
 - (d) Prepare annual reports of the Organisation's programmes and activities;
 - (e) Maintain working relationships with other relevant organisations;
 - (f) Establish conditions for receiving funds from governmental and private sources;
 - (g) Disseminate relevant materials to members;
 - (h) Receive and disburse the Organisation's funds in accordance with directives from the Board;

- (i) Prepare and present financial reports and audited accounts to the Board and the General Assembly; and
- (j) Undertake internal monitoring, evaluation and quality management for efficient and effective delivery of the Organisation's programmes and activities in line with the provisions of the Organisation's Rules of Procedure.

3.17 Article XXI – Formation of Sub-Committees.

The General Assembly or the Board may delegate any of their powers to a sub-committee or such other committee of appropriate designation that the General Assembly or the Board may deem fit, consisting of such members of the General Assembly or the Board that they deem fit, and any committee so formed shall, in the exercise of the powers delegated, conform to any regulations prescribed by the General Assembly or the Board. Sub-committees shall adopt the same procedures as the Board with regard to meetings as provided for under this Constitution.

3.18 Article XXII –The Management Structure.

There shall be the office of the Programmes Director who shall be the head of the Secretariat and who shall be appointed by the Board in a meeting called for that purpose.

The day-to-day affairs of the Organisation's Secretariat shall be managed by the Programmes Director who shall be in charge of the Organisation's Secretariat. The Secretariat may pay all expenses incurred in setting up and registering the Organisation and may exercise such powers of the Organisation as are not required by this Constitution to be exercised by an Ordinary Session of the General Assembly, to achieve the objectives of the Organisation. No regulations made by the General Assembly in an Ordinary Session, shall invalidate any prior act of the Secretariat which would have been valid if such regulations had not been made.

The Programmes Director shall be responsible to the Board. He/She shall be an employee of the Organisation and his/her office shall fall under the Secretariat whose terms of service shall be determined by the Board in consultation with the host academy. He/She shall, inter alia;

- a) Represent and act on behalf of the Organisation as authorized by the Board;
- b) Do all such acts as may be necessary for the efficient running of the Organisation's Secretariat; and
- c) Keep full, complete, and up-to date records of the Organisation's affairs.

4.0 PART VI - MEETING AND QUORUMS.

4.1 Article XXIII – Proceedings of the Board.

The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be not less than half the number of members of the Board for the time being. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the Chair shall have a casting or second vote.

4.2 Article XXIV – Convening of Meetings.

a) Normal meetings.

All normal meetings of the Board shall be convened by the Secretary acting in consultation with the Chair, by giving at least fifteen (15) days notice accompanied by the proposed agenda.

b) Requisition meetings.

A member of the Board may request a meeting, and on the request of at least two (2) members of the Board, the Secretary shall at any time convene a meeting of the Board by giving at least twenty one (21) days of notice served upon the several members of the Board, with an indication of the proposed agenda.

4.3 Article XXV – Sessions of the General Assembly and Meetings of the Board and Sub-Committees of the Board.

1) The sessions and proceedings of the General Assembly or meetings of any sub-committee of the Board shall be governed by the provisions of this Constitution for the time being regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any rules made by the General Assembly or the Board.

2) All acts bona fide done by any session of the General Assembly or meeting of the Board or of any sub-committee of the Board or by any person acting as a member of the General Assembly or Board or such sub-committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid that they or any of them were disqualified, be valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the General Assembly or the Board or any such sub-committee.

3) A resolution in writing signed by not less than two-thirds of the members for the time being of the General Assembly or the Board or any sub-committee of the Board who are duly entitled to receive notice of a session of the General Assembly or meeting of the Board or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the General Assembly or the Board or of such sub-committee duly convened and constituted.

4.4 Article XXVI – The General Assembly Sessions.

1) The General Assembly shall in each year convene an Ordinary Session as the Annual General Meeting, in addition to any other sessions in that year, and shall specify the session as such in the notice calling it. Not more than fifteen (15) months shall elapse

between the date of one Ordinary Session of the General Assembly and that of the next. The Ordinary Session shall be held at such time and place as the General Assembly shall appoint or as the Board may decide in accordance with this Constitution.

- 2) The Annual General Meeting shall be called an Ordinary Session of the General Assembly and all other sessions shall be called Extraordinary Sessions of the General Assembly.
- 3) The functions of the General Assembly in its Ordinary Session shall include:
 - i. To take note of the activities of the preceding year and to provide guidance on the upcoming events.
 - ii. To approve annual financial statements and the budget for the coming year.
 - iii. To elect board members.
 - iv. To appoint auditors and fix their remuneration.
 - v. To consider any matter submitted to it.

4.5 Article XXVII – Manner of Convening Extraordinary Sessions of the General Assembly.

- 1) The Board may, whenever it thinks fit, convene an Extraordinary Session of the General Assembly.
- 2) The Board shall also, on the requisition of not less than twenty five per cent (25%) of the members of the Organisation, proceed to convene an Extraordinary Session of the General Assembly, provided that the requisition must state the objects of the session and must be signed by the members requisitioning the session and deposited at the Secretariat or at such other place as shall be designated by the Board.
- 3) The General Assembly at an Extraordinary Session shall only deal with issues outlined in its agenda.

4.6 Article XXVIII: Notice of General Assembly Sessions.

Twenty one (21) days' notice at least shall be given (exclusive of the day on which such notice is duly served or deemed to be duly served and of the day for which it is given), specifying the place, the day and the hour of the session of the General Assembly. The Board shall, notwithstanding that the session is called by shorter notice than that specified in this Constitution, be deemed to have duly called such session, if it is so agreed by all the members entitled to attend and vote, provided also that the accidental omission to give notice to or the non-receipt of notice of a session by any member entitled to receive such notice shall not invalidate the proceedings of that session.

4.7 Article XXIX – Proceedings at the General Assembly.

- 1) All business shall be deemed special that is transacted at an Extraordinary Session and also all that is transacted at an Ordinary Session with the exception of the consideration of the accounts and balance sheets, the reports of the Board and Auditors, the elections of the Board, appointment of Auditors, and the fixing of the remuneration of the Auditors, provided that no business shall be transacted at any session of the General Assembly unless a quorum of members is present at the time when the session proceeds to business, members present in person or by proxy shall continue and shall constitute a quorum.
- 2) If within half an hour from the time appointed for the session a quorum is not present, the session if convened upon the requisition of members shall be dissolved, and in any other case the session may proceed but decisions taken at the session will need

to be ratified in writing to the Secretariat by at least a majority of the members of the Organisation.

- 3) The Chair, or in his/her absence either the First (1st), Second (2nd) or Third (3rd) Vice-Chairs of the Board, if present shall preside at every session of the General Assembly. If such Chair or either of the Vice-Chairs are all not present, or if at any session neither is present within fifteen (15) minutes after the time appointed for holding the session, the members present shall designate one of their members to be a Chair of that particular session.
 - 4) The Chair of any session at which a quorum is present may, with the consent of the session adjourn the session from time to time and from place to place but no business shall be transacted at any adjourned session other than the business left unfinished. When such adjournment extends to more than thirty (30) days since the original scheduled date of the session, notice of the adjourned session shall be given as in the case of an original session.
- 4.8 Article XXX – Voting at the General Assembly.

- 1) Every member shall have one (1) vote, provided that when any matter affecting a member personally comes before the session, although it may be present at the session, it shall not be entitled to vote on the question and the Chair may require it to withdraw during the discussion, and it shall in the case withdraw accordingly.
- 2) Members of the Organisation must be present at the General Assembly and may not appoint proxies in their place.
- 3) At any General Assembly a resolution put to the vote of the session shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least ten (10) members. Unless a poll is so demanded a declaration by the Chair that a resolution has, on a show of hands, been carried, shall be conclusive evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against such a resolution. A demand for a poll may be withdrawn.
- 4) A poll demanded on the election of a Chair, or on the question of adjournment, shall be taken forthwith. A poll demanded on any questions shall be taken at such time as the Chair of the session directs and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 5) In case of an equality of votes, whether on a show of hands or on a poll, the Chair of the session at which the show of hands takes place, or at which a poll is demanded, shall be entitled to a second or casting vote.

- 4.9 Article XXXI – Corporations, Associations or Organisations Acting by Representatives at the General Assembly.

Any corporation, association or organisation (hereinafter referred to as “Entity”) which is a member may, by resolution of its directors or other governing body or by notification in writing under the hand of some officer of such Entity as may be duly authorized on that behalf, authorize such person(s) as it deems fit to act as its representative(s) at any session of the General Assembly, and the person(s) so authorized shall be entitled to exercise the same power on behalf of the Entity which they represent as that Entity could exercise if it were an individual member of the Organisation.

5.0 PART V – FUNDS AND RESOURCES UTILIZATION.

5.1 Article XXXII – Application of Funds and Assets.

The funds and assets of the Organisation shall be applied solely towards the promotion of the objectives of the Organisation as set forth in this Constitution; and no portion thereof shall be paid or transferred directly, or indirectly by way of dividend, gift, bonus or otherwise by way of profit to the members of the Organisation provided that nothing herein shall prevent, good faith, of reasonable and proper remuneration to any officer or servant of the Organisation or any member of the Organisation, in return for any services actually rendered to the Organisation, or prevent the payment of interest at a rate not exceeding current bank rates on money lent or reasonable and proper rent for premises demised or let by any member to the Organisation.

Provided also that no member of the Board of the Organisation shall be appointed to any salaried office of the Organisation or any office of the Organisation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Organisation to any such Board member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Organisation.

5.2 Article XXXIII - Disclosure of Interest in Contracts.

A member of the Board who is in anyway, whether directly or indirectly, interested in a contract or proposed contract with the Organisation, shall disclose the nature of his/her interest at a meeting of the Board at which the question of entering into the contract is taken into consideration. A member of the Board shall not vote in respect of any contract or arrangement in which he/she is interested and if he/she shall do so his/her vote shall not be counted.

5.3 Article XXXIV – Disposal of Residual Assets on Winding up or Dissolution.

If upon the winding up or dissolution of the Organisation there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members to the Organisation but shall be given or transferred to some other organisation(s) or institution(s) having objectives comparable/similar to the objectives of the Organisation, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as is imposed on the Organisation by this Constitution.

Provided that such organisation(s) or institution(s) is or are to be determined by the members of the Organisation at or before dissolution at a General Assembly, and in default thereof, by a judge of the High Court of Kenya, and in so far as effect cannot be given to the aforesaid provisions, then to some other charitable objects.

5.4 Article XXXV - Indemnity of Board Members.

Every member and other officers or servants of the Organisation recognized as such by the Organisation and under this Constitution shall be indemnified against (and it shall be the duty of the Board, out of the funds of the Organisation, to pay) all costs,

losses and expenses which such person may reasonably incur or become liable for by reason of any duly authorized contract entered into, or duly authorized act or thing done by him/her in good faith in the capacity aforesaid, in any way in the discharge of his/her duly authorized duties, including traveling expenses, and the Board may give to any officer or employee of the Organisation who has incurred or may be about to incur any liability at the request or for the benefit of the Board, such security by way of indemnity as it may think proper. Any authorization required by this clause shall be under any and all circumstances be deemed to be duly and/or properly given if it is given by or through the Board or as provided for by this Constitution.

5.5 Article XXXVI - Members Contribution to Assets on Winding Up.

Every member of the Organisation undertakes to contribute to the assets of the Organisation in the event of its being dissolved or wound up while it is a member, or within one (1) year of its ceasing to be a member, for payment of the debts and liabilities of the Organisation contracted before it ceases to be a member, and the cost, charges and expenses of dissolution or winding up and for the adjustment of the rights of the contributories amongst themselves, such sum as may be required not exceeding the sum of Kenya Shillings Five Thousand (Kshs.5,000/-) or such reasonable sum as the Board may by resolution determine to be payable in such instance.

5.6 Article XXXVII – Accounts.

- 1) It shall be the work of the Treasurer to cause the accounts to be kept and in particular as regards;
 - a) The sums of money received and expended by the Organisation and the matters in respect of which such receipts and expenditures takes place; and
 - b) The assets and liabilities of the Organisation.
- 2) The books of accounts shall be kept at the Secretariat, and the Programmes Director shall serve as the Chief Accounting Officer, and shall always be open to the inspection of the members of the Board during business hours.
- 3) At each Ordinary Session of the General Assembly, the Board shall lay before the members present a proper income and expenditure account for the period since the last preceding account made up to a date more than nine (9) months before such session.
- 4) A proper balance sheet as at the date on which the income-expenditure account is made up shall be prepared every year, and laid before the members present at an Ordinary Session of the General Assembly. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors.
- 5) Copies of the income and expenditure account, balance sheet and reports, all of which shall be framed in accordance with any statutory requirements for the time being in force in the Republic of Kenya, and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty one (21) clear days before the date of an Ordinary Session of the General Assembly be sent to the Auditors and to all other persons entitled to receive notices, of such sessions in the prescribed manner.

5.7 Article XXXVIII – Auditors.

- 1) The General Assembly shall at its Ordinary Session appoint an Auditor or Auditors to hold office until the next Ordinary Session, provided that a member of the Board or other officer of the Organisation shall not qualify to be appointed Auditor of the Organisation.
- 2) The Board may fill any casual vacancy in the office of the Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act.
- 3) The remuneration of the Auditors of the Organisation shall be fixed at an Ordinary Session of the General Assembly, except that the remuneration of any Auditor(s) appointed to fill any casual vacancy may be fixed by the Board.
- 4) Every duly appointed Auditor of the Organisation shall have a right to see all relevant vouchers and shall be entitled to have access at all times to the books and accounts he/she requires from the Board.
- 5) The Auditors shall make a report to the members of the Organisation, of the accounts examined by them and on every balance sheet laid before the General Assembly at its Ordinary Session during their tenure of office, and the report shall state:
 - i. Whether or not they have obtained all the information and explanations they have required; and
 - ii. Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Organisation's financial affairs.

5.8 Article XXXIX - Arbitration Clause.

Save where by this Constitution the decision of the Board is made final, if at any time hereafter any dispute, difference or question shall arise between the members or other persons or its/their successors in title/personal representatives or any of them respectively touching the construction, meaning or effect of this Constitution or any clause or thing therein contained or the rights or liabilities of the said parties respectively or any of them under this Constitution or otherwise howsoever in relation to the Constitution, then every such dispute or question shall be referred to arbitration by a single arbitrator appointed by agreement between the parties and in default of such agreement, by the Chairperson for the time being of the Chartered Institute of Arbitrators (Kenya Branch) duly appointed in accordance with and subject to the provisions of the Arbitration Act, Number 4 of 1995, of the Laws of Kenya or any statutory modification or re-enactment thereof for the time being in force.

5.9 Article XL - Inspection of Books of Accounts and List of Members of the Organisation.

The books of accounts and all documents relating thereto and a list of members of the Organisation shall be available for inspection at the Secretariat by any member of the Organisation on giving not less than seven (7) days notice in writing to the Organisation, provided that the books of accounts and all documents relating thereto and list of members shall always be open for inspection by members of the Board during business hours.

5.10 Article XLI - Financial (Fiscal) Year.

The financial year of the Organisation shall be a calendar year and shall begin on the First (1st) day of January and end on the Thirty First (31st) day of December of every year or at such other time as the Board may from time to time determine.

6.0 PART VI: AMENDMENTS TO THE CONSTITUTION.

6.1 Article XLII – Amendments.

Subject to the provisions of Regulation 21 (1) of the NGO Regulations, the Organisation may by a two-thirds majority of the members of the Organisation present and voting in an Ordinary Session of the General Assembly, adopt, modify or repeal this Constitution or adopt a new Constitution or change the name of the Organisation, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibitions contained in this Constitution against distribution of income, property and assets of the Organisation to the members.

7.0 PART VII: DISSOLUTION AND DISPOSAL OF PROPERTY.

7.1 Article XLIII – Dissolution.

- 1) The Organisation shall not be dissolved or wound up except by a resolution adopted at a General Assembly by votes of two-thirds of the members of the Organisation. The quorum at the session shall be all the members of the Organisation. If no quorum is obtained, the proposal to dissolve or wind up the Organisation shall be submitted to a further General Assembly, which shall be held one (1) month later. Notice of this session shall be given to all members of the Organisation at least fourteen (14) days before the date of the session. The quorum for this second (2nd) session shall be the number of members present.
- 2) The Organisation shall not be dissolved without prior consent in writing to the Non Governmental Organizations Co-ordination Board, obtained upon a written application addressed to the Executive Director of the Non-Governmental Organizations Co-ordination Board and signed by the three top officials for the time being of the Organisation.
- 3) Upon dissolution of the Organisation, its remaining assets shall be distributed to another/other organisation(s) with comparable and/or similar objectives.

Dated this seventeenth (17th) day of November 2011 at Nairobi.

Signed by the Three Top Officials:

Chairman:

ROBIN MICHAEL CREWE

Signature: 

Secretary:

AHMADOU LAMINE NDIAYE

Signature: 

Treasurer:

SHEM ARUNGU-OLENDE

Signature: 



The Network of African Science Academies (NASAC) was established on 13th December 2001 in Nairobi, Kenya, under the auspices of the African Academy of Sciences (AAS) and the Inter Academy Panel (IAP).

NASAC is a consortium of merit-based science academies in Africa and aspires to make the *“voice of science”* heard by policy and decision makers within Africa and worldwide.

NASAC is dedicated to enhancing the capacity of existing national science academies and encourages African scientists to create new academies in countries where none exist.

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