



CONSTITUTION



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The NASAC Secretariat

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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**, otherwise known as **NASAC** (hereafter referred to as the “**Organisation**”).
2. “Science”, includes all scientific endeavours and disciplines that accumulate ‘wisdom’ by observation and testing of evidence and phenomena, and which use that evidence to evaluate its scientific merit. NASAC therefore is inclusive of all categories of knowledge.
3. The Organisation is a voluntary, Pan-African, non-profit, non-governmental organisation registered under the Non-Governmental Organisations Co-ordination Act, No. 19 of 1990 of the Republic of Kenya and the Regulations made thereunder.

1.2 Article II – Domicilium et Citandi

1. The Organisation is registered and established under the laws of the Republic of Kenya, and as such, the laws of Kenya shall apply in all matters pertaining thereto.
2. For the time being, the executive head office of the organisation, referred to hereafter as The Secretariat, shall be in Nairobi, Kenya. The Board of NASAC, however, may determine the location of the Secretariat as circumstances demand.

OBJECTIVES

2.1 Article III – Main Objective

- 2.1.1 The Organisation is established as a consultative forum to facilitate networking among member Academies of Science in Africa; to strengthen and empower the capacity and effectiveness of national academies of science in Africa; to promote the establishment of Academies of Science in Africa; to coordinate the production of scientific and scholarly research by member academies; and to provide merit-based opinions and advisory counsel to governments and inter-governmental bodies in the Continent, with a view to enhancing appropriate, well-founded policy objectives for the social, economic and intellectual development of Africa.
- 2.1.2 NASAC also seeks to serve as the representative voice of science academies of Africa in their relations with academies of science worldwide and any other interested partners in science and development.

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 matters of importance to Africa's development;
2. To provide professionally generated independent advice on critical science-based development issues to governments in Africa;
3. To promote cooperation between science academies in Africa by exchanging information on programmes and experiences, and sharing common visions; and
4. To assist in building the capacity of science academies in Africa so as 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 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 science and technology environment that is conducive to 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 organise conferences, workshops and symposia, and issue statements or reports on topics of major African concern;
12. To participate at conferences and seminars that have, *inter alia*, sustainable development, security and science support as objectives and interests throughout the world;
13. To collaborate with other science academies inside and outside Africa as well as with other regional and international networks concerned with African problems; and
14. To publish newsletters, brochures, periodicals, books and other publications as the Board of the NASAC may deem desirable for the promotion of its objectives.

C. ACCOUNT FOR FUNDS, MANAGE, FUNDRAISE, ACQUIRE AND INVEST RESOURCES

15. To account to development partners for the allocation and use of resources, and, to ensure that the activities are conducted with utmost professionalism and to acceptable standards of good governance;
16. To enter into any arrangement with any governments or authorities that may be deemed to be conducive to any or all of the Organisation's objectives, 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 such gift or property shall ensure that 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 for any one or more of the objectives of the Organisation, and to invest such funds in a sustainable way to enable the fund to grow in perpetuity as appropriate, and may establish not-for-profit 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 of, 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 any 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.

MEMBERSHIP AND GOVERNANCE

3.1 Article V – Membership

1. NASAC is a membership-based organisation.¹
2. Membership is open to all national, merit-based science academies in Africa that subscribe to the Aims and Objectives set out in this Constitution;
3. Application for membership will also be considered from any equivalent merit-based organisation as the General Assembly may, on advice of the Board, from time to time admit to membership in the manner prescribed by this Constitution. Such an organization, however, shall have no less than twelve (12) academies, as members thereof.
4. Applications for membership shall be considered by the Board, subject to approval by a majority vote at and by the General Assembly to admit applicants into membership as is prescribed by this Constitution.
5. To be eligible for membership, an academy of science or any other equivalent organisation shall be national or regional in the scope of its operations and shall elect its members on the basis of scientific merit regardless of ideological, ethical, religious or gender.

3.2 Article VI – Type of Membership

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

1. PROVISIONAL MEMBERSHIP:

- i. Any national science academy or equivalent merit-based organisation that wishes to be admitted to Provisional Membership of the Organisation shall apply in writing to the Organisation’s Secretariat to be so considered, and the Board shall review the application in the first instance.
- ii. Such an applicant national academy or equivalent merit-based organisation shall provide information on its objectives, membership and organisational structure.

¹[The nine (9) founding 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.]

- iii. If such an applicant national science academy or merit-based organisation complies with the requirements for provisional membership it shall be admitted to such membership subject to a vote at and by the General Assembly at its next Ordinary Session.
- iv. Any such applicant science academy or merit-based organisation admitted as a provisional member of the Organisation may participate fully in all of the Organisation's programmes and activities.

2. FULL MEMBERSHIP:

- i. There shall be a category of Full Membership in the Organisation.
- ii. No national science academy or equivalent merit-based organisation may be proposed for and admitted to Full Membership without first having been admitted as a provisional member and thus fulfill all requirements stated therein.
- iii. Any national science academy or equivalent merit-based organisation admitted as a provisional member by the Board may be proposed for Full Membership and admitted as such by a majority vote at the General Assembly at its next ordinary session.

3.3 Article VII – Membership Application

1. An application for membership shall be made and submitted by a national science academy or equivalent merit-based organisation to the Secretariat in writing, either electronically or by postal mail, and must include a written and signed commitment by such applicant to strictly adhere to the objectives of the Organisation and to this Constitution.
2. In case the application does not succeed to be admitted as a provisional member, the General Assembly may strictly on the merits of the case decide to overrule the Board and admit the applicant.
3. An application by a national science academy shall be on the principle of one member academy per country, thus:
 - i. Where a country does not have an academy of science that is a member of this Organisation, an equivalent merit-based organisation may be admitted; or
 - ii. Where a country has more than one science academy that qualify for membership of the Organisation, such science academy or academies may be represented by one of them or by another single representative as may be agreed among them, either permanently or in *an ad hoc* manner.

4. In case of controversy on membership, the decision of the General Assembly shall be final after taking into advice from the Board.
5. Upon admission and enrolment as a member, of the Organisation shall issue a Certificate of Membership as proof thereof, which certificate shall bear the signatures of the President person and the Secretary General of the organisation.
6. The Secretary General 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 inspection at the Secretariat as provided within this Constitution.

3.4 Article VIII – Termination 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 that such non-activity persists for one 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 as a member of the Organisation. Upon the expiry of such a prescribed period of notice of resignation of membership shall automatically cease to be a member of the Organisation. Liability to contribute to the funds of the Organisation in the event of its being wound up or dissolved, however, shall continue for one (1) year from the date of the expiry of such notice.
- (c) Is removed from membership by a vote of not less than two-thirds of the members present and voting in an Ordinary Session of the General Assembly, and at which such a member would have been given due and adequate notice so that should the member so desire, may make representations either at the General Assembly or by some other means as may be convenient. Such a member shall be informed in writing of the decision of the General Assembly as soon as is reasonably possible and the reasons thereof.
- (d) Is dissolved, disbanded, liquidated, or for any other reason ceases to exist or function such that it is rendered incapable of fulfilling its mandate or obligations under this Constitution.

3.5 Article IX – Structures of the Organisation

The structures of the Organisation shall be:

- (a) The General Assembly;
- (b) The Board;
- (c) The Secretariat; and
- (d) Such 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. Subject to the provisions of this Constitution, the General Assembly is the final decision-making body of the Organisation, and it exercises all authority for good and accountable governance of the Organisation.
2. The General Assembly shall consist of the Presidents or equivalent office-bearers of all members of the Organisation. The President or equivalent office-bearer of a member academy may formally designate a representative from among the leadership of the member academy concerned.
3. 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.
4. Fifty percent (50%) of the full-members of the Organisation in attendance constitute a quorum.
5. Unless provided otherwise by this Constitution, all formal decisions of the General Assembly shall be made by a two-thirds majority of all members of the Organisation present at a General Assembly, provided that an abstention shall not be considered a vote.
6. Ordinarily voting at the General Assembly shall be by show of hands, unless at least six (6) members request a secret ballot. Voting on matters relating to individual persons or science academies or merit-based science organisations, however, shall be taken exclusively by secret ballot.
7. The role and function of the General Assembly shall be to, among others,

- (a) Elect new member academies to Full Membership;
- (b) Elect members to the Board of the Organisation;
- (c) Designate a host country or member academy for the Organisation's Secretariat;
- (d) Approve the Annual Operational Report, that includes the activities of the Board and the Secretariat, as well as any strategic plans and policies necessary for the smooth functioning of the Organisation;
- (e) Approve the Annual Business Plan, the Budget and Annual Financial Statements, and appoint auditors for the year;
- (f) Direct the Board to carry out any or all the tasks deemed necessary for the objectives set out herein,
- (g) Adopt or amend the Organisation's Constitution, Statutes and Rules of Procedure,
- (h) Provide advice, counsel, or general directions on specific activities of the Organisation from time to time;
- (i) Consider any other matter submitted to it by the Board.
- (j) 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.

3.7 Article XI – The Board

1. The Board shall be responsible for the governance of the Organisation.
2. The Board shall consist of the following members:
 - (a) The President,
 - (b) The Secretary General,
 - (c) The Treasurer,
 - (d) Three (3) other members and
 - (e) The immediate past President of the Organisation.
3. Nominations for election to membership of the Board shall be submitted to the Secretary General, at least three (3) months before the next Ordinary Session of the General Assembly. By notice to all members of the Organisation, the Secretary General shall submit the

list of nominations received, and invite members to indicate their voting preferences.

4. The Secretary General shall then submit to the General Assembly a proposal consisting of a list of all nominees placed in order of preference indicated by the polling of members of the Organisation.
5. The General Assembly in an Ordinary Session shall elect members of the Board in the order in which they were presented and a decision shall be made by majority vote of the members present.
6. Member(s) of the Board shall serve for a term of three (3) years subject to re-election for a final successive term.
7. In the 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 following 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 for the sessions of the General Assembly for adoption at the Opening Session of the General Assembly;
 - iv. Implement the decisions taken by the General Assembly and to report to the General Assembly on all decisions implemented
 - 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. Monitor operational activities, initiate programmes and ensure the implementation of the plans and policies of the Organisation.
 - ix. Subject to approval by the General Assembly appoint the Executive Director, and approve the appointment of other officers in the management and administration of the Organisation;
 - x. Monitor spending to ensure that it is in accordance with the approved budget;
 - xi. 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;
- xii. Issue a public statement in exceptionally urgent issues in line with the Organisation's Bylaws (2016) or any amendments or modifications made thereafter;
 - xiii. 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;
 - xiv. 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;
 - xv. 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;
 - xvi. Prepare and submit for approval by the General Assembly the Organisation's Rules of Procedure;
 - xvii. 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;
 - xviii. Seek funding from governments, international organisations and other sources to meet operational costs or fund the Organisation's programmes and activities;
 - xix. Set up standing or *ad hoc* committees for programmes or projects as it deems necessary for the work of the Organisation;
 - xx. Establish rules and regulations to govern the tasks and responsibilities of the Secretariat; and
 - xxi. Attend to and execute all tasks and duties delegated to it by the General Assembly.
8. The Board shall act on any such matters as are delegated to it by the General Assembly as provided for by this Constitution and report to the General Assembly.
 9. The Board shall meet at least twice (2) a year with provision to meet as often as is necessary.
 10. 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 – Number of Members of the Board

- 3.8.1 Unless otherwise varied by resolution adopted at a General Assembly, the Board shall consist of the unremunerated posts of President, Secretary General, Treasurer, three other persons designated as Vice Presidents, and the immediate past President of the Organisation. The minimum number of members shall be seven (7) while the maximum shall be nine (9). The Executive Director shall be in attendance at Board meetings and shall not be entitled to vote.
- 3.8.2 The Board may designate specific portfolios to the additional three (3) members who serve as Vice Presidents of the Board.

3.9 Article XIII – Other Appointments to the Board

Whenever the General Assembly is not in session, the Board may co-opt up to two (2) additional members of the Board, provided that the prescribed maximum membership of the Board is not thereby exceeded.

3.10 Article XIV – Alternates

- i. 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.
- ii. 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.
- iii. 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.
- iv. An appointment and revocation under this paragraph shall be effected by notice in writing under the hand of the appointer served on the Organisation and such alternate.

3.11 Article XV – Office Bearers of the Board

- 3.11.1 The General Assembly shall, at an Ordinary Session, elect from the list submitted to it by the Secretary General pursuant to the provisions of article XI herein above, the Board comprising of the President, Secretary General, Treasurer, three additional

officers designated as Vice Presidents, and the immediate past President/President. The above officials shall hold office for a term of three (3) years as provided for in Article XI (5) above.

- 3.11.2 If, during his/her term of office, the President should cease to be a member or in the event her/his academy ceases to be a member academy, or should he/she resign from office or die, the Board shall elect one of their members to hold office as Acting President until the next Ordinary Session of the General Assembly when a new President shall be elected for a term of three (3) years. The same procedure shall apply for the other posts.

3.12 Article XVI – Duties of Office Bearers or Officials

1. The President shall:
 - (a) Be the strategic leader of the Organisation with oversight for its smooth and efficient functioning and governance, as well as the execution of the mandate of the General Assembly. The President acts on all occasions as the representative of the Organisation and serves as its main spokesperson. The President may delegate any of his/her functions to any member of the Board.
 - (b) Preside at all sessions of the General Assembly and meetings of the Board;
 - (c) Give a Presidential Address at the formal session of the General Assembly; and
 - (d) Set the tone for and guide the strategic direction of the Organisation.
2. The Secretary General shall with the support of the Secretariat:
 - (a) Be responsible for the Minutes of the General Assembly, the Board and all constitutional structures of the Organisation;
 - (b) Carry out all correspondence and publicity on behalf of the Organisation;
 - (c) Organise meetings of the General Assembly and meetings of the Board on the instructions of the President and in special circumstances, on the instructions of the General Assembly;
 - (d) Present to the General Assembly a report on the activities of the Organisation; and

- (e) Oversee the general operations of the Secretariat of the Organisation to ensure smooth and efficient management and administration of the Organisation.
- 3. The Treasurer shall, in general ensure that proper accounting procedures are adhered to, and books of account are kept, and more specifically 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 one or more bank account(s) on the advice of the Board and ensure that all drawings from the account(s) are countersigned by the Executive Director, and any one (1) of the following:
 - i. The President,
 - ii. The Secretary General; or
 - iii. The Treasurer.
 - (d) Provide reports on the financial statements of the Organisation and audited accounts to the General Assembly and the Board.
- 4. Three (3) members elected as Vice-Presidents may be charged with specific responsibilities.

3.13 Article XVII – Removal of Board Members Other than Officials

- 3.13.1 The General Assembly may, by resolution, remove any member of the Board from office.
- 3.13.2 If, however, such a member should be aggrieved at his/her removal, he/she may appeal to the General Assembly that may be called according to the provisions of this Constitution.
- 3.13.3 In the meantime, such a member shall cease to function as a member of the Board and may not hold any other office, and, notwithstanding the vacancy so caused, the Board may continue to function and fulfill its tasks;
- 3.13.4 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 constitute the quorum for the

purpose of filling in vacancies and performing any of the other functions set out in this Constitution;

- 3.13.5 The Board may co-opt any person to advise the Board in any capacity which the Board shall deem fit. Such a person shall not have the right to vote.

3.14 Article XVIII – 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 without being granted special leave by the Board;
4. He/she gives three (3) months' written notice of intention to resign. Upon expiry of such notice period the member shall automatically cease to be a member of the Board;
5. He/She is removed from office by a resolution duly passed under the provisions of this Constitution;
6. Whenever the member academy or merit-based organisation of which he/she is a member cease to be a member of the Organisation under the provisions set out in this Constitution, her/his membership of the Board automatically lapses.

3.15 Article XIX – The Secretariat

1. The Secretariat shall be the coordinating executive arm of the Organisation responsible for the formal functions and legal operations of the Organisation under the guidance of the Board.
2. The Executive Director shall be responsible for the administration and management of the Secretariat, and for which duties shall report to the Board. Supervision of and reporting by the Executive Director shall be to the President.
3. (a) The Secretariat shall be based in its own offices or Headquarters as designated by the Board. The Secretariat may be hosted by a member academy by resolution of the General Assembly for a term of not less than six (6) years, unless otherwise agreed. It shall be the duty of the host institution to secure an appropriate headquarters agreement with the host government.

- (b) If a host member wishes to terminate the agreement, it shall notify the Board of its intention to do so in writing at least one (1) year before the end of the agreement. The Organisation may also elect to terminate the agreement, and can do so by resolution of the General Assembly and give the host institution notice of one year of the intention to do so.
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 of the Organisation;
 - (c) Prepare for and organise 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) 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.

3.16 Article XX – Formation of Sub-Committees

1. 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 so delegated, conform to any regulations prescribed by the General Assembly or the Board.

2. Sub-committees shall adopt the same procedures as the Board with regard to meetings as provided for under this Constitution.

3.17 Article XXI – The Management Structure

- 3.17.1 The Executive Director shall serve as the executive head of the Secretariat, and chief accounting officer
- 3.17.2 He/she reports to the Secretary General on the day-to-day operations of the Secretariat, and to the President on governance and policy matters.
- 3.17.3 Subject to approval by the Secretary General and the Board, the Executive Director may appoint staff to execute the mandate of the Organisation.
- 3.17.4 The term of office of the employment contract of the Executive Director shall ordinarily be for a period of five years, which can be renewed. The Conditions of Service shall be as approved by the Board.
- 3.17.5 The Executive Director is also responsible for the financial administration and management of the Organisation, for which she/he must report to the Treasurer.
- 3.17.6 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.
- 3.17.7 As the executive officer and head of the Secretariat, the Executive Director shall have power to:
 - (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.

MEETING AND QUORUMS

4.1 Article XXII – Proceedings of the Board, Quorum and Voting

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

4.2 Article XXIII – Convening of Meetings

(a) Ordinary Meetings

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

(b) Requisition meetings

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

4.3 Article XXIV – 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 XXV – 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 XXVI – 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 XXVII – 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 XXVIII – 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 President, or in his/her absence, any of the Vice-Presidents of the Board present shall preside at every session of the General Assembly. If such President or either of the Vice-Presidents 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 President of that particular session.
4. The President 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 XXIX – Voting at the General Assembly

1. Every member academy shall have one (1) vote, provided that when any matter affecting a member academy or a delegate of an academy in person comes before the session, although it or she/he may be present at the session, she/he/ it shall not be entitled to vote on the question and the President may require she/he/ it to withdraw during the discussion, and she/he/ it shall withdraw accordingly.
2. 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 President 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.
3. A poll demanded on the election of a President, or on the question of adjournment, shall be taken forthwith. A poll demanded on any questions shall be taken at such time as the President 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.
4. In case of an equality of votes, whether on a show of hands or on a poll, the President 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.

FUNDS AND RESOURCES UTILISATION

5.1 Article XXX – Application of Funds and Assets

1. 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.
2. 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 XXXI – 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 XXXII – Disposal of Residual Assets on Winding up or Dissolution

1. 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.

2. The organisation(s) or institution(s) contemplated in the preceding paragraph 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 XXXIII – Indemnity of Board Members

Every member and other officers or servants of the Organisation recognised 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 authorised contract entered into, or duly authorised act or thing done by him/her in good faith in the capacity aforesaid, in any way in the discharge of his/her duly authorised 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 authorisation 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 XXXIV – 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 XXXV – 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 Executive 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 XXXVI – 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 XXXVII – 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 President person 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 XXVIII – 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 XXIX – 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.

AMENDMENTS TO THE CONSTITUTION

6.1 Article XL – Amendments

Subject to the provisions of Regulation 21 (1) of the Non-Governmental Organisations Co-ordination Regulations, 1992 of Kenya (hereafter referred to as The 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.

DISSOLUTION AND DISPOSAL OF PROPERTY

7.1 Article XLI – 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 Organisations Co-ordination Board, obtained upon a written application addressed to the Executive Director of the Non-Governmental Organisations Co-ordination Board and signed by the three officials of the Organisation, namely the President, the Secretary General and the Treasurer.
3. Upon dissolution of the Organisation, its remaining assets shall be distributed in accordance with Article XXXIV of the Regulations, 1992 to another or other organisations that have comparable and/ similar objectives

Dated at Johannesburg this eighth day of November 2016

Signed by:

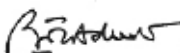
President:
MOSTAPHA BOUSMINA

Signature: 

Secretary General:
BARNEY PITAYANA

Signature: 

Treasurer:
BERNARD ADUDA

Signature: 

The Network of African Science Academies (NASAC) was established on 13th December 2001 in Nairobi, Kenya, and is currently the affiliate Network for Interacademy Partnership (IAP) in Africa.

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 champions the cause for creation of new academies where none exist.

As at November 2016, NASAC comprised of the following twenty-four members:

Académie Nationale des Sciences et Technologies du Congo, Brazzaville (ANSTC)
Académie Nationale des Sciences du Burkina (ANSB)
Académie Nationale des Sciences et Technologies du Congo (ANSTC)
Académie Nationale des Sciences, Arts et Lettres du Benin (ANSALB)
Académie Nationale des Sciences, Arts et Lettres du Togo (ANSALT)
Academy of Science of South Africa (ASSAf)
Academy of Sciences of Mozambique (ASM)
African Academy of Sciences (AAS)
Algerian Academy of Science and Technology (AAST)
Botswana Academy of Science (BAS)
Cameroon Academy of Sciences (CAS)
Ethiopian Academy of Sciences (EAS)
Ghana Academy of Arts and Sciences (GAAS)
Hassan II Academy of Science and Technology, Morocco
Kenya National Academy of Sciences (KNAS)
Madagascar National Academy of Arts, Letters and Sciences
Mauritius Academy of Science and Technology (MAST)
National Academy of Cote d'Ivoire
Nigerian Academy of Science (NAS)
Sudanese National Academy of Sciences (SNAS)
Tanzania Academy of Sciences (TAS)
Uganda National Academy of Sciences (UNAS)
Zambia Academy of Sciences (ZaAS)
Zimbabwe Academy of Sciences (ZAS)

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