



CONSTITUTION OF THE SIERRA LEONE RESEARCH AND EDUCATION NETWORK (SLREN)

PREAMBLE:

As a consequence of the need to develop high-quality information and telecommunications infrastructure for the benefit of research and education, the SIERRA LEONE RESEARCH AND EDUCATION NETWORK (SLREN) is hereby established and its organization and operation determined by this Constitution.

Having the vision of working together to enhance knowledge production and services for sustainable national development;

Recognizing that our mission is to:

- 1. Harness the unique attributes of all the Tertiary institutions and Research institutions in Sierra Leone towards the realization of the development aspirations of Sierra Leone. In particular, to facilitate the development of the total human resource required for the development of Sierra Leone.*
- 2. Provide a consultative forum through which the numerous and complex technology challenges facing higher education and the research community can be tackled in a coordinated manner. The synergy attained by harmonizing its efforts will ensure its effectiveness and the optimisation of Sierra Leone's investments in education.*
- 3. Be the unifying voice for higher education, advocating for increased understanding and support of the higher education sector from all stakeholders;*

Realizing the benefits and synergy that will be created when Tertiary institutions and research institutions work together through a formal national research and education network (NREN)

Now therefore resolve as follows;;

SECTION I - NAME, OBJECTIVES AND ACTIVITIES

Article 1: Name

1. To establish an National Research and Education Network (NREN) for Sierra Leone be known as the **SIERRA LEONE RESEARCH AND EDUCATION NETWORK (SLREN)**;
2. To set up a Secretariat defined in this Constitution to pursue the objectives of SLREN;
3. SLREN is a network of Universities, Research, and other educational institutions
4. SLREN is a body corporate, having separate legal personality distinct from that of its members and office bearers; and accordingly, it continues to exist notwithstanding changes

from time to time in its membership composition. It may own assets; incur liabilities; enter into contracts and other commitments; and sue or be sued, in its own name.

5. To ensure that SLREN is an open network where admission to membership is subject only to objective qualification for membership;
6. To accept Articles of this Constitution as defining the process and procedures for SLREN starting 26th APRIL 2016.

Article 2: Objectives

The objectives of SLREN are:

1. To develop a high-quality information and telecommunication infrastructure for the benefit of research and education in Sierra Leone based on open standards using the most advanced technologies available. And by extension, connect its members to the Global Research and Education Network communities.
2. Contribute to inter-institutional collaboration, research and human networking between the Sierra Leonean academic and research community and other international academic and research communities.
3. Create economy of scale for building and sharing high-speed networks and related infrastructure and services.
4. Promote linkages between the academic and research community, industry, government and other international research and educational networks.
5. To act as a forum for the exchange of information and ideas between members of SLREN and between SLREN and other partner organizations with a view to improving research and education in Sierra Leone, the West African region, and Africa in general.
6. To develop ICT knowledge and skills of the research and education community;

Article 3: Activities

To realize these objectives, SLREN shall –

1. Negotiate and secure rights in the name of its members with no authority to undertake obligations or liabilities in their name, unless so instructed by an explicit authorization from the members concerned;
2. Associate with and promote objectives of the West and Central Africa Research and Education Network (WACREN) and establish relationships with other associations, organizations and institutions with objectives similar to those of SLREN;
3. Establish and promote national focus groups to undertake research on matters of significance to the scientific, social and economic development of Sierra Leone;
4. Publish the proceedings of the conferences and other research undertaken under the auspices of SLREN; and
5. Undertake any other activities aimed at advancing the objectives identified in Article 2 above.

SECTION II: - MEMBERSHIP

Membership to SLREN is formulated on the basis of Open Access, implying that all accredited tertiary institutions, colleges and schools in Sierra Leone are allowed to join under the same terms of conditions and without any restrictions.

Article 4: Member

- (1) Full Member: Any Tertiary or Research Institution accredited and defined by the Tertiary Education Commission (TEC) in Sierra Leone.
- (2) Associate Member: Non-governmental organizations and individuals, whose objectives are compatible with those of SLREN.
- (3) Partner Member: These honorary members are invited by the board and are organizations that substantially contribute to SLREN’s objectives and aspirations.

Article 5: Membership applications and fees

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

SECTION III: - ORGANIZATION AND FUNCTIONING

Article 6: Organs of SLREN

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

Article 7: The General Assembly

- (1) The General Assembly is constituted by all the members of SLREN.
- (2) Members are represented by individuals nominated by the Head of that Institution.
- (3) Associate and Partner members have an observer status in the General Assembly.
- (4) The General Assembly convenes once a year for an Annual General Meeting (AGM).
- (5) Only Full members in good standing (fully-paid up membership fees) are entitled to be connected to the SLREN network and vote at the AGM or any other decision-making process that requires voting.

Article 8: General Assembly Power and Decision Making

- (1) The General Assembly has power to -
 - a) Appoint the members of the Board of Directors;
 - b) Amend the Constitution;
 - c) Take principal decisions on behalf of SLREN;
 - d) Discuss and adopt reports on the activities of all organs of SLREN;
 - e) Take policy decisions on membership in SLREN; and
 - f) Do anything else that promotes the objectives of SLREN.
- (2) The General Assembly meets once every year (AGM) and is called by the Chair of the Board of Directors. Other General Assemblies can be called if the need arises.
- (3) Decisions of the General Assembly may be taken –
 - a) At a meeting of the General Assembly; or

b) By postal or electronic vote which includes voting by email.

(4) (a) All members of SLREN must be notified of a meeting of the General Assembly at least sixty (60) days in advance.

(b) One third of the members constitutes a quorum; members who have confirmed attendance by letter or email are taken into account when determining the quorum; they are considered present even if they are not physically present when the quorum is checked.

(c) If the quorum is not reached, members will be invited within 10 days to another General Assembly to be held between forty five (45) and sixty (60) days after the initial date planned. Only a quorum of one fifth (1/5) is required for this General Assembly.

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

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

(6) If a decision of the General Assembly is to be secured by a postal or electronic vote, the Secretariat must inform members at least 28 days in advance of –

(i) The procedure to be followed; and

(ii) The question to be decided on.

(7) Members must be given at least 14 days to object to –

(i) A decision to decide a matter by a postal or electronic vote; and

(ii) The procedure by which the vote will be taken.

(8) When a matter is decided by a postal or electronic vote, the majority of votes cast decides the matter. Spoilt votes or notification that a member intends to abstain does not count as a vote cast.

(9) Article 17 applies to the amendment of this Constitution.

Article 9: The Board of Directors

(1) The Board of Directors is made up of five (5) members nominated by fully-paid up Full members of SLREN.

(2) The CEO is a member of the Board of Directors, acting as Secretary of the Board, with no voting rights.

(3) Members of the Board of Directors serve four-year terms, which may be renewed once.

(4) The Board of Directors defines strategies for the realization of the SLREN's objectives.

(5) The Board of Directors meets at the request of the Chair, who determines the agenda in consultation with the members.

(6) The Board meets physically at least twice a year and holds at least 1 virtual meeting in between.

Article 10: The Chief Executive Officer

(1) The CEO is responsible for implementing decisions of the General Assembly, the Board of Directors and ensuring that the Secretariat functions efficiently. This includes maintaining membership lists and compiling the financial statements of SLREN, and presenting them to members at least once a year.

(2) The CEO shall ensure that an Annual Report on the activities of SLREN is prepared and presented to the members at the AGM.

(3) The CEO is a full-time position appointed by the Board for a period of four years and is eligible for reappointment once.

(4) The CEO may be removed from office by the Board of Directors on grounds of incompetence, gross misconduct or serious breach of the Constitution of SLREN.

Article 11: The Secretariat

(1) The Secretariat is based in Njala University, Njala Campus, Moyamba District, Sierra Leone.

(2) The Secretariat is responsible for the day-to-day running of the activities of SLREN and is headed by the CEO.

SECTION IV

FINANCIAL MANAGEMNT

Article 12: Management of Financial Resources

The financial resources of SLREN include membership fees, donations, grants and income from services to the Members.

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

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

(2) The Board of Directors shall ensure that the financial resources of SLREN are properly managed.

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

(4) Financial Statements (including Capital and Revenue accounts) shall be prepared every, in accordance with generally accepted accounting practice, and shall clearly reflect the affairs of SLREN including donor funding received by the SLREN. Such Books of Account and Financial Statements shall be audited and certified independently by a recognized Auditing Firm.

(5) A copy of the Annual Financial Statements shall be made available to each Member as soon as possible after the close of each financial year.

Article 14: Banking Account and Signatures

(1) SLREN's financial affairs shall be conducted by means of a banking account.

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

Article 15: Prescribed Fiscal Conditions

(1) Anything to the contrary herein before contained or implied notwithstanding, the powers of the Association, shall be exercised subject to compliance with the conditions stipulated in the SLREN CONSTITUTION

Sierra Leone Internal Revenue Act, in order to thereby ensure that SLREN secures and retains tax-exempt status. The **Prescribed Fiscal Conditions** presently applicable are set forth in the

Schedule to this Constitution:

Article 16: Registration as Non-Profit

SLREN shall also procure that it is duly registered with the Department of Social Welfare in Sierra Leone as a non-profit and accordingly, in compliance with the prescriptive requirements of the law, it is stipulated as follows:

- (a) The Organization’s name shall be as stated in Article 1(1).
- (b) The Organization’s aims and objectives shall be as stated in Article 2.
- (c) The Organization’s income and property shall not be distributable amongst its members or office-bearers, save insofar as they may be reimbursed for reasonable out of pocket expenses incurred in the execution of their duties.
- (d) The Organisation shall be deemed to be a body corporate, and shall have an identity separate and distinct from its Members, as envisaged by Article 1(3)
- (e) The Organisation shall continue to exist notwithstanding changes that may occur in the composition of its membership, or its office-bearers, as envisaged by Article 1(3);
- (f) The members and office-bearers shall have no rights in the property or other assets of the Organisation by virtue of their membership or office.
- (g) The powers of the Organisation shall be as set forth in its Constitution, including Article 9, as read with the Schedule hereto.
- (h) The organizational structure and mechanisms for the Organization’s governance are as set forth in this Constitution, including Articles 6 – 11.
- (i) The rules for convening and conducting meetings, including quorums required for and the minutes to be kept of those meetings, shall be as stated in Section III.
- (j) The manner in which decisions are to be made shall be as stated in Articles 8, 9, and 10.
- (k) The Organizations’ financial transactions must be conducted by means of a banking account, as stated in Article 14(1).
- (l) The date for the end of the Organization’s financial year shall be as stated in Article 13(1).
- (m) The procedure for changing the constitution shall be as stated in Article 17.
- (n) The procedure by which the Organization may be wound up or dissolved shall be as stated in Article 18.
- (o) If the Organization is wound up or dissolved, any asset remaining after all its liabilities have been met, must be transferred to some other eligible Non-profit Organization or institution, having the same or similar objectives, as stated in Article 2

SECTION V: - AMENDMENT OF THE CONSTITUTION AND DISSOLUTION

Article 17: Amendment

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

Article 18: Dissolution

In the event of a dissolution, the assets of SLREN remaining after the discharge of its liabilities shall be disposed of by the Board in such manner as the Board may, by resolution determine, provided that no property whatsoever shall be given or transferred to or distributed to any individuals; but it shall be given or transferred to some other institution involved in building research and education networks, and which similarly prohibits the distribution of its assets amongst its members or trustees.

This constitution was adopted by the members present at the AGM held on... Day of..... **2016** and shall be the working document of SLREN.

..... (CHAIRMAN)

.....(BOARD SECRETARY)