

THE COMPANIES ACT
(Cap 486, Laws of Kenya)

PRIVATE COMPANY LIMITED BY QUARANTEE
WITH NO SHARE CAPITAL

Memorandum

And

Articles of Association

Of

***AFRICAN TECHNOLOGY
POLICY STUDIES NETWORK***

Incorporated the Eight day of August 2000.

*Hayanga & Company
Advocates
P.O. Box 42062
NAIROBI.*



No. C. 90769

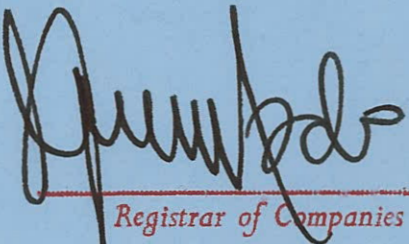
CERTIFICATE OF INCORPORATION

I hereby Certify, that—

AFRICAN TECHNOLOGY POLICY STUDIES NETWORK

is this day Incorporated under the Companies Act (Cap. 486) and that the
Company is LIMITED. BY GUARANTEE.

Given under my hand at Nairobi this EIGHTH day
of AUGUST ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~ TWO THOUSAND
~~One Thousand Nine Hundred and~~


Registrar of Companies

THE COMPANIES ACT
(Cap 486, Laws of Kenya)

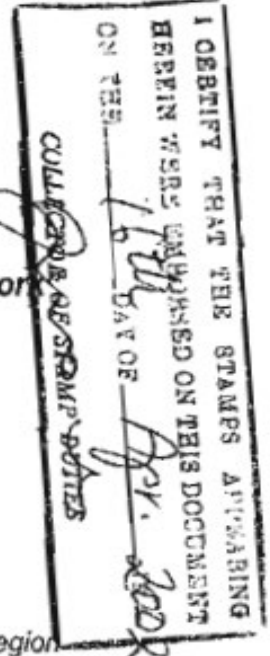


PRIVATE COMPANY LIMITED BY GUARANTEE
WITH NO SHARE CAPITAL

Memorandum of Association
Of

African Technology Policy Studies Network

1. The name of the Company is **"African Technology Policy Studies Network"** hereinafter referred to as "the Company"
2. The Registered office is situated in the Republic of Kenya.
3. The objects of the Company are:-
 - (a) To build individual and institutional capacity in the Sub-Saharan African region for technology policy formulation, analysis and research, including policy formulation, analysis and research in emerging technologies having the potential to contribute to development, such as information and communication technologies or biotechnology;
 - b) To generate and build up knowledge on technology policy issues pertinent to the Sub-Saharan region.
 - c) To foster collaborative research and networking between science and technology researchers and policy experts based in or contributing to the sub-Saharan region including inter-disciplinary, cross-sectoral collaboration;
 - d) To disseminate research results;
 - e) To promote, catalyze, carry out and assist in the adoption, transfer, use and adaptation of technology in Sub-Saharan Africa, and to foster the practical application of such technology to the solution of problems and issues connected with human welfare in Sub-Saharan Africa, in all areas of human endeavour including, without



limiting the foregoing, the fields of economic development, human settlement, management and finance, law social development and culture;

f) To promote, enhance, carry out and inspire activities and projects designed to foster the growth to public awareness on the role of technology in the development and the improvement of the quality of human life;

g) The company shall engage in such activities as shall further the above objectives including, without limitation, the following activities:-

- (i) to award and administer research grants, prizes and awards of any kind;*
- (ii) to organize, promote, manage or otherwise participate in conferences, seminars, symposia, training programs, lectures, consultations, shows, exhibitions, reviews, appraisals and research workshops;*
- (iii) to conduct national-level dissemination and linkage seminars and roundtables;*
- (iv) to conduct international conferences of researchers, policy-makers and end users of research results;*
- (v) to offer advice, counsel, technical and other forms of assistance and training services to individuals and institution, both public and private;*
- (vi) to publish and promote research results through newsletters, research reports, policy briefs, internet, mass media, multi-media;*

h) To co-operate with the chapters to improve the quality of technology policy-making in sub-Saharan Africa and strengthen the regional institutional capacity for the management of technological development through research, dissemination, training and linkages to policy makers and other research end users.

i) To act as a regional entity with an international board of directors and a secretariat based in Nairobi within the Republic of Kenya.

4. To establish and or strengthen the registration development and the growth of the chapters throughout Africa

In addition to and without detracting from any and all powers which the company may otherwise have by operation of law, the company shall benefit from the following powers to be exercised in the pursuit of its above-note objects:-

- a) *To solicit receive and administer contributions and funds from donors wishing to support the company's objectives;*
- b) *To borrow otherwise raise any money that may be required by the company, upon such security or assurances as may be deemed advisable;*
- c) *To invest the monies of the company not immediately required, in any one or more of the modes of investment for the time being authorised by law for the investment of trust money and in such manner as may from time to time be determined;*
- d) *To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;*
- e) *To purchase, take on, Lease or by any other means acquire any movable or immovable property in the Republic of Kenya or elsewhere, for any estate or interest whatever, and any rights of privileges over or in respect of any property and any buildings or things whatsoever;*
- f) *To acquire build construct maintain alter enlarge pull down remove or replace any buildings offices works roads walls fences or banks to clear sites for the same and to join with any person firm or company in doing any of the aforesaid things and work manage and control the same or to join with others in so doing;*
- g) *To sell improve manage develop exchange lease mortgage let on hire dispose of tum to account or otherwise deal with all or any part of the property and rights of the company.*
- h) *To grant pensions, allowances, gratuities, and bonuses to and to provide a superannuation or any other kind of fund for the servants of the Company or otherwise assist such servants or their widows, dependants, and children;*
- i) *To act as a regional headquarters in sub-Saharan Africa and to procure the company to be registered, incorporated or otherwise constituted in other African countries as chapters of the company.*
- j) *To amalgamate with any other institution, society, association, or company having objects altogether or in part similar to those of this company;*
- k) *To obtain any order or Act of Parliament to enable the Company to carry out any of its objects into effect, or for effecting any modification of the company's rules or for any other purpose which may seem expedient, or to oppose any proceedings or*

applications which may seem calculated directly or indirectly to prejudice the Company's interests.

l) To promote or assist in the promotion of any other company or association having similar objects to the objects of this company as well as any company or association the objects of which are calculated either directly or indirectly to benefit the company or the attainment of any of its objects.

m) To do all such other things as are incidental or conducive to the attainment of any of the Company's above-noted objects.

5. The objects set forth in any sub-clause of Clauses 3 and 4 above shall not except when the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company.

6. None of such sub-clauses or the objects therein specified, or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of Clauses 3 and 4 above notwithstanding that the business, undertaking property or acts proposed to be transacted acquired dealt with or performed do not fall within the objects of the first sub-clause of Clauses 3 and 4.

7. The income and property of the company whensoever derived shall be applied solely towards the promotion of the objects of the company as set forth in this memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend gift division bonus or otherwise howsoever by way of profit to the members of the company. Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of the company, or to any member of the company, in return for any services actually rendered to the company nor prevent the payment of interest at a rate not exceeding the current bank rate for money lent, or reasonable and proper rent for premises demised or let by any member of the company; but so that no remuneration or other benefit in money or moneys worth shall be given by the company to any member of such Board of Directors 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 company.

8. The liability of the members is limited.

9. Every member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up. In contrast, a member, or within one year from ceasing to be a member, for payment of the debts and liabilities of the Company contracted before ceasing to be a member. The costs, charges and expenses of such winding up and for the adjustment of the rights contributories among themselves, provided that such contribution as may be required from the member will not exceed the sum of Kenya Shillings One Hundred (Ksh 100/=).

10. If upon the winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 77 thereof, such institution or institutions to be determined by the members of the company at or before the time of dissolution.

11. True accounts shall be kept of the sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the company and of the property, credits and liabilities of the company and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with regulations of the company for the time being in force, shall be open to the inspection of the members.

Once at least in every year the accounts of the company shall be examined and the correctness of the same and Balance Sheet ascertained and certified by one or more properly qualified Auditor or Auditors.

We the Several persons whose names, addresses and occupations are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

<i>Names and Postal Addresses of Subscribers</i>	<i>Occupations of Subscribers</i>	<i>Signatures of Subscribers</i>
1. NORAH KHADZINI OLEMBO P.O. BOX 25004 NAIROBI	UNIVERSITY LECTURER	
2. ZERUBABEL MIJUMBI NYURA P.O. BOX 28840	ADMINISTRATOR	
3. ALEXANDER RANJA GACUHI P.O. BOX 30568 NAIROBI	DEPUTY DIRECTOR OF RESEARCH DEVELOPMENT	
4. MUSA AARON DUBE UNISWA, P.O. LUYENGO SWAZILAND	SENIOR LECTURER	
5. ZAKARIA AUNYANE MATSELA N.U.L., P.O. ROMA 180 LESOTHO	PROFESSOR	
6. CHARLOTTE MATEMPA WANANI UNZA DEV STUDIES BOX 32379 LUSAKA ZAMBIA	INTERNATIONAL CIVIL SERVANT	
7. JOSEPH GEORGE MONODU MASSAQUOI P.O. BOX 30592 NAIROBI	LECTURER	

DATED this.....22nd day ofFebruary.....2000

WITNESS to the above signatures

G. A. HAYANGA
ADVOCATE
& Commissioner for Courts
P. O. Box 42062, NAIROBI

CERTIFICATE UNDER THE COMPANIES REGULATIONS

IT IS HEREBY CERTIFIED THAT THE ACCOMPANYING MEMORANDUM OF
ASSOCIATION OF *"African Technology Policy Studies Network"*

C.A. HAYANGA
HAYANGA & COMPANY
ADVOCATES
P.O. BOX 42062
NAIROBI

THE COMPANIES ACT

(Cap 486, Laws of Kenya)

PRIVATE COMPANY LIMITED BY GUARANTEE WITH NO SHARE CAPITAL

Articles of Association

Of

African Technology Policy Studies Network

1. The regulations contained in Table "C" in the first Schedule to the Companies Act (Cap 486) shall apply to the company in so far as the same are not varied by or reproduced in these Articles of Association.

2. In these Articles the words standing in the first column of the following Table shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject of context.

WORDS	MEANINGS
"The Act"	The Companies Act (Cap 486)
"The Affiliate Chapters"	Shall mean the branches of the company registered in other African countries
"The Articles"	These Articles of Association as now framed or as from time to time altered by the Special Resolution.
"The Company"	The above-named company
"Director"	Shall mean a person appointed to the Board of Directors pursuant to the provisions of these presents.
"The Office"	The registered office of the Company.

<i>"The Seal"</i>	<i>The Common Seal of the Company</i>
<i>"The Register"</i>	<i>The Register of members of the Company</i>
<i>"Month"</i>	<i>Calendar Month.</i>
<i>"In Writing"</i>	<i>Written or produced by any substitute for writing or partly written and partly so produced.</i>
<i>"The Secretary"</i>	<i>Shall include a temporary or assistant Secretary and any person appointed by the Directors to perform any of the duties of the Secretary/</i>
<i>"The Board"</i>	<i>Shall mean the Board of Directors of the Company appointed pursuant to the provisions of these presents.</i>

Words importing the singular number only shall include the plural number and vice versa.

Words importing masculine gender only shall include the feminine gender and Words importing persons shall include corporation.

Reference to any provision of the Act shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

OBJECTS OF THE COMPANY

3. The Company is established for the objects expressed in the Memorandum of Association.

4. The number of members of the company is declared for the purpose of registration to be Five Hundred (500), but the Board may, from time to time, register an increase in the number of members.

(a) Individual membership

(b) Institutional membership

(c) Honorary membership

(d) Donor membership

5. The members of the company shall consist of (a) the subscribers to the Memorandum of Association and (b) such other (if any) persons as shall be admitted to membership by the Board pursuant to such policies as may be approved from time to time by the membership.

6. Admission as a member shall be subject to payment of membership fees, as same may be determined from time to time by the Board of Directors for each class of membership.

7. The provision of Section 28 of the Act shall be observed by the company and every member of the company shall either sign the register on becoming a member or otherwise signify his agreement to become a member.

8. Every member of the company shall be subject to the provision of these Articles in relation to his membership and shall be deemed to have had knowledge thereof and to have consented thereto upon or prior to his becoming a member.

(a) A member of the company may at any time by notice in writing to the company resign its membership, and the name of the members so resigning shall forthwith be removed from the register and such person or organization shall thereupon cease to be a member of the company.

(b) The Board shall be entitled to remove any member by written notice to the member in question. Where a member does not contest removal by the Board within sixty days from the date on which the notice is sent, the name of the member in question shall forthwith be removed from the register and the person or organization shall thereupon cease to be a member of the company. Where a member contests the decision of the board within the time allotted, the board shall refer the matter to the next Annual General Meeting as special business, for ratification or reversal of its decision concerning such member. Provided, however, that a decision of the Board to remove a member from the register of the company for consistent non-payment of membership dues shall be without appeal unless and until such arrears have been paid in full.

(c) A member shall be removed from the register upon death; or in the case of an institutional member, upon dissolution.

GENERAL MEETINGS OF MEMBERS

9. The Company shall hold General Meetings of members in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting except the first shall be held not more than 15 months after the holding of the last preceding Annual General Meeting and that so long as the Company holds its first Annual General Meeting within 15 months after its incorporation it need not hold it in the year of its incorporation or in the following year.

10. All General Meetings of members, other than the Annual General Meeting shall be called Extraordinary General Meetings.

11. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by Section 132 of the Act.

12. Any requisition made by members of the company shall state the objects of the meeting proposed to be called and be signed by the members making it and deposited at the office as required by Section 132 of the Act no business shall be transacted at an Extraordinary General Meeting convened by any such requisitionists other than that for which the meeting has been expressly convened.

13. Every General Meeting shall be called by 21 days' notice in writing at the least. The notice shall be exclusive of the day on which it was served or deemed to be served and of the day for which it was given and shall specify the place, the day and the hour of the meeting and in case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner if any as may be prescribed by the company in General Meeting, to such persons as are under the Articles of the Association entitled to receive such notice from the company.

Provided that a meeting of the company shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:

(k) in the case of a meeting called as the Annual General Meeting by all the members entitled to attend and vote thereat;

(l) and in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting such majority together representing not less than 95 per cent of the total voting rights at such meeting of the members.

14. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice of it shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS

15. All business shall be deemed special that is transacted at an Annual General Meeting with exception of the considerations of the income and expenditure account and balance sheet the report of the Board of Directors and of the Auditors the election of Directors in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.

16. No business shall be transacted at any general meeting unless a quorum is present in person or by proxy when the meeting proceeds to business. Save as herein otherwise provided a quorum shall be at least five percent (5%) of the registered members having a right to vote at the meeting.

17. If within 60 minutes from time appointed for the meeting the quorum is not present, the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the next day at the same time and place, or such other day and at such other time or place as the Directors may determine and if at such adjourned meeting a quorum is not present within 60 minutes from the time appointed for holding the meeting any member or members present shall be a quorum.

18. The Chairman of the Board of Directors, or in his absence, any other Director, shall preside as Chairman of every General Meeting of the Company.

19. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present

shall choose one of their members (being a person entitled to vote) to be Chairman of the meeting.

20. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might lawfully have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted and an adjourned meeting.

21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded (a) by the Chairman or (b) by at least five members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority and an entry to that effect in the minute book of the company shall be conclusive of the evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

22. The demand for a poll may be withdrawn. No poll shall be demanded on the election of a Chairman of a meeting or on a question of adjournment. Subject as aforesaid if a poll be duly demanded, it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. In the case of an equality of votes, whether on a show of hands or a poll, the Chairman of the meeting shall be entitled to a second casting vote.

24. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded and it may be withdrawn at any time before the next business is proceeded with.

25. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations or associations being present by their duly authorised representative) shall be as valid and effectual as if the same has been passed at a General Meeting of the company duly convened and held. Such resolutions may consist of several documents on their like form each signed by one more of the members or their attorney or representative.

VOTES OF MEMBERS

26. Every member of the company shall have one vote.

27. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him or it to the company has been paid.

28. On a poll, votes may be given either personally or by proxy.

29. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under seal under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.

30. The instrument of appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notary certified copy thereof shall be deposited to the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the faking of the poll and in default the instrument of proxy shall not be treated as valid.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

32. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit.

"AFRICAN TECHNOLOGY POLICY STUDIES NETWORK"

We..... of.....a member/members of AFRICAN TECHNOLOGY POLICY STUDIES NETWORK (ATPS) hereby appoint..... as my/our proxy to vote for me/us and on my/our behalf at the (Annual or Extraordinary or Adjourned, as the case may be) General Meeting of the company to be held on the.....day of.....2000.... and at every adjournment thereof.

Signed this.....day of.....2000.

This form is to be used in favour of/against the resolution

Unless otherwise instructed, the proxy will vote as he thinks fit.

"Strike out whichever is not desired"

33. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CORPORATIONS ACTING BY REPRESENTATIVE AT MEETINGS

34. Any corporate body which is a member of the company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company and the person so authorised shall be entitled to execute the same powers on behalf of the corporate body which he represents as that corporate body could exercise if it were an individual member of the Company.

BORROWING POWERS

35. The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures stock and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

36. The number of Directors shall not be less than Seven and not more than Fifteen. The initial size of the Board of Directors shall be fixed at Nine. The number of Directors may be increased or decreased by ordinary resolution of the members, within the range specified and subject to the ratios provided below in article 37. The subscribers shall appoint the first Directors of the Company to the Memorandum of Association, or a majority thereof and shall serve in this capacity until the first Annual General Meeting. The first Directors so appointed need not fulfil ratios provided for in Article 37 below.

37. At the first Annual General Meeting of the company, all first Directors appointed pursuant to the foregoing shall retire from office. At the first and each subsequent Annual General Meeting, a new Board shall be appointed or elected in accordance with the following criteria;

(a) No more than one-third of Directors shall be the respective nominees of donor members:-

(b) No more than one-fifth of Directors shall be renowned international experts on science and technology, residing outside Africa, to be nominated and appointed by the outgoing Board.

(c) The balance of the Board of Directors shall be elected by the members from among their own ranks as resident African members having renown for research, publication and management in science and technology.

38. Prior to each Annual General Meeting, the Board shall call upon all members for nominations to vacant Board positions. Donors, Directors and members shall seek to appoint or elect from among the nominees a Board of Directors which reflects a balance in professional qualifications, Regional representation (East, West and Southern Africa), policymakers and private sector representation and disciplines.

39. Directors shall hold office for a term of four (4) years, and shall be eligible for re-election for one further term only. Directors shall endeavour to ensure a degree of continuity I the board, it being in the best interest of the company to have both alumni and new Directors on any given Board when considering the length of their directorship and whether or not to seek or accept re-election or re-appointment.

40. Subject to clause 7 of the Memorandum of Association, the Directors shall not be entitled to remuneration but can be paid honorarium at the discretion of the Board.

POWERS AND DUTIES OF THE DIRECTORS

41. The business of the company shall be managed by the Board who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the company and do on behalf of the company all such acts as may be exercised and done by the company and as are not by Act or these Articles required to be exercised or done by the company in General Meeting subject to any requirements of these Articles and to the provisions of any enactment for the time being in force and affecting the company.

42. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts of monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, in such manner as the Directors shall from time to time, by resolution, determine.

43. The Board may at any time and from time-to-time delegate to any person such of its powers as are not by the Act or by these Articles required to be exercised by it.

44. The Directors may from time to time and at any time by power of attorney appoint any company firm or person or body of person whether nominated directly or indirectly by the Directors to be the attorneys of the company for such purposes and with such powers authorities and discretion (not exceeding those vested or exercised by the Directors under the Act and these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney of all or any of the powers authorities and discretion vested in him.

45. The continuing Directors may act notwithstanding any vacancy in their body provided always that in case the Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles it shall be lawful for them to act as the Board for the purpose of admitted persons to membership of the company filling up vacancies in their body or of summoning a General Meeting but not for any other purpose.

46. The Directors shall cause proper minutes to be made of all appointments of officers made by them and of proceedings of all meetings of the company and of the Board and of committees of the Board and all business transacted at such meetings and the minutes of any meeting, if purporting to be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

PROCEEDINGS OF DIRECTORS

47. The Directors may meet together for the dispatch of business of the company, adjourn and otherwise regulate its meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

48. The quorum necessary for the transaction of the business of the Board shall be at least one third of Directors then holding office, personally present, provided that at least one Director from each category of Directors specified in Article 37 above shall be present at such meeting.

49. Upon request of the Chairman of the Board and on the request of the Chairman or any two Directors, the Secretary shall at any time summon a meeting of the Board by notice served upon the Directors. Notice of a meeting of the Board shall be given to a Director at his address in the register or at such other address, whether in Kenya or not, as he may from time to time furnish to the company for this purpose.

50. The Directors present shall elect one of their number to the Chairman at the first meeting of the company and such Director shall serve for a period of two years (Also see Clause 59)

51. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers, and discretion which may be vested in the Board generally under these Articles.

52. The Directors may from time to time and at any time delegate any of their powers authorities and discretion to committees consisting of such member or members of their body as it thinks fit and any committee so formed shall in the exercise of the powers so delegated

conform to any regulations imposed on it by these Articles and by the Directors. The meetings and proceedings of any such committees shall be governed by the provisions of these Articles of regulating the meetings and proceedings of the Board so far as applicable and as far as they shall not be superseded by any regulations made by the Board.

53. All acts bone fide done by any meeting of the Board or of any committee of the Board or by any person acting as a Director, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member of person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in the office and was qualified to be a Director or member of a committee of the Board as the case may be.

54. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or committee duly convened and held. The resolution may consist of more than one document in the same form, each signed by one or more persons.

DISQUALIFICATION OF DIRECTORS

55. The office of the Director shall be vacated if the Director:-

(a) without the consent of the company in general meeting held any other office of profit under the company; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes of unsound mind; or

(d) resigns his office by notice in writing to the company; or

(e) if he be called upon, all his fellow Directors by notice in writing to resign; or

(f) in the case of a Director elected from among the members of the company, he ceases to be a member of the company.

RETIREMENT OF DIRECTORS AND ANCILLARY MATTERS

56. Directors shall retire in accordance with the provisions of these Articles. Where a Director elected by the members retires the members of the company at the meeting at which such a Directors retires may fill the vacant office by electing a person thereto and in default the retiring Director shall if offering himself for re-election be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

57. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition t the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles; and provided that the ratios specified in Article 37 shall be respected. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election once only.

58. The company may by ordinary resolution of which special notice has been given in accordance with Section 142 of the Act remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.

59. The company may by ordinary resolution appoint another person in place of a Director removed from office under Article 57 without prejudice to the powers of the Directors under Article 56. The company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill any such vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was elected a s a Director.

CHAIRMAN

60. The Directors shall elect amongst their own body a Chairman and Deputy Chairman for a period of two years and are eligible for re-election once only. Provided that they shall in so doing consider a person as the Chairman who is acquainted and conversant with the business of the company as laid out in the Memorandum of Association

61. The Chairman shall preside at every meeting of the Directors and of the members and shall be an ex-officio member of all committees of the Directors.

SECRETARY

62. The Company shall have a Secretary who shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board may think fit.

EXECUTIVE DIRECTOR

63. The Board shall appoint a person qualified and internationally recognised as an authority in the area of Science and Technology Policy for sustainable development, to serve as Executive Director of the Network and determine his/her tenure of office terms and conditions of service.

The Executive Director shall be:-

(a) The Chief Executive Officer, Chief Policy Analyst and Accounting Officer, of the company

(b) The head of the Secretariat

(c) The Secretary to the Board and to any other sub-committees or organs established in accordance with the Articles of Association;

(d) responsible to the Board for,

(i). Management and operation of the company in accordance with the Articles of Association and in accordance with the Agreement for Cooperation between the company and its chapters.

64. Recruitment promotion, discipline and remuneration of staff and associates of the secretariat

(e) The signatory to all contracts from donors and to other third parties

65. The Board may confer any other powers and functions to the Executive Director as stipulated under the Articles of Association

SECRETARIAT

The Secretariat shall consist of the Office of the Executive Director, the office of the Director of Research and Outreach and such other offices as the Executive Director may determine

DUTIES OF SECRETARIAT

The Secretary shall administer the day to day functions of the company and co-ordinate all the activities and programme of the company including the following;-

- (a) identifying all issues of common interest among the chapters;*
- (b) co-ordinating activities and providing overall intellectual and administrative leadership and supervision to the chapters.*
- (c) Formulating regional strategy;*
- (d) Designing regional programmes, programme of work and budget;*
- (e) Calling for regional proposals;*
- (f) Evaluating proposals submitted for funding*
- (g) Screening, approving and funding regional activities,*
- (h) Monitoring and implementing regional activities;*
- (i) Providing guidance and oversight to national activities;*
- (j) Seeking funding for support of both national and regional activities;*
- (k) Linking the affiliate chapters with other initiatives and representing them in international fora;*
- (l) Managing and co-ordinating international donor support;*
- (m) Formulating, overseeing, and co-ordinating operational standards of the affiliate chapters*

(n) Managing accountability and reporting system of the company Network including affiliate chapters.

(o) Inspecting and audit records and accounts of the affiliate chapters.

(p) Co-ordination of all the reports and research publication relating to the work done in pursuit of the company's objects.

(q) To promote, encourage and assist in various forms of product development through research analysis, publication, marketing, royalties, licensing and related activities for the benefit of the company

(r) To own and protect intellectual property including patent prosecution

THE SEAL

66. The Directors shall provide for the safe custody of the Seal of the Company which shall only be used by the authority of the Board, or a committee of the Board authorised by the Board in that behalf and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be counter-signed by the secretary or by a second Director or by some other person appointed by the Board for the purpose.

ACCOUNTS

67. The Directors shall cause proper books of account to be kept with respect to:-

(a) All sums of money received and expended by the company the matters in respect of which the receipt and expenditure takes place.

(b) All sales and purchases of goods by the company; and

(c) The assets and liabilities of the company.

68. The books of account shall be kept at the office, or at such other place as the Directors shall think fit and shall at all times be open to inspection by the Directors.

69. At the Annual General Meeting in every year the Directors shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the company) made up to a date not more than nine months before the meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the company and the Auditors and 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) and of any other documents required by law to be attached to them or to accompany them shall not be less than 21 clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors report shall be read before the meeting and shall be open to inspection by any member of the company.

AUDIT

70. Once at least in every year the accounts of the company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

71. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

72. The affiliate chapters facilities and records shall be subject at all reasonable times to inspection and audit by duly authorised officials of the company and/or its representatives;

NOTICES

73. A notice or other document may be served by the company upon any member of the company either personally or by sending it through the post in a prepaid letter addressed to him at his address in the register or at such other address, whether in Kenya or not as he may from time to time furnish to the company for the purposes.

74. A notice if served by post, shall be deemed to have been served at the time at which it would be delivered in the ordinary course of post, and in proving service of a notice it shall

be sufficient to prove that the letter containing it was properly addressed and put in to the post office as a prepaid letter.

75. Notice to every General Meeting shall be given in any manner hereinbefore authorised to:-

(a) every member except those members which (having no registered address within Kenya) have not supplied to the company address outside Kenya for the giving of notice to them; and

(b) the auditors for the time being of the company; and

(c) the Directors.

76. No other person shall be entitled to receive notice of General Meetings.

RULES

77. The Directors may from time to time make rules for the better carrying out of the objects of the company.

DISSOLUTION

78. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the company shall have effect as if its provisions were repeated in these Articles.

INDEMNITY

79. Every Director Agent Auditor Secretary and any other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by it or him in defending any proceedings whether civil or criminal in which judgement is given in its or his favour or in which it or he is acquitted or in connection with any application under Section 402 o the Act in which relief is granted to it or him by the court.

<i>Names and Postal Addresses of Subscribers</i>	<i>Occupations of Subscribers</i>	<i>Signatures of Subscribers</i>
1. NORAH KHADZINI OLEMBO P.O. BOX 25004 NAIROBI	UNIVERSITY LECTURER	
2. ZERUBABEL MIJUMBI NYURA P.O. BOX 28840	ADMINISTRATOR	
3. ALEXANDER RANJA GACUHI P.O. BOX 30568 NAIROBI	DEPUTY DIRECTOR OF RESEARCH DEVELOPMENT	
4. MUSA AARON DUBE UNISWA, P.O. LUYENGO SWAZILAND	SENIOR LECTURER	
5. ZAKARIA AUNYANE MATSELA N.U.L., P.O. ROMA 180 LESOTHO	PROFESSOR	
6. CHARLOTTE MATEMPA WANANI UNZA DEV STUDIES BOX 32379 LUSAKA ZAMBIA	INTERNATIONAL CIVIL SERVANT	
7. JOSEPH GEORGE MONODU MASSAQUOI P.O. BOX 30592 NAIROBI	LECTURER	

DATED this.....22nd day ofFebruary.....2000

WITNESS to the above signatures

