

PANAFSTRAG

Pan African Strategic and Policy Research Group



CONSTITUTION

**The PanAfrican Strategic and Policy Research Group
(Incorporated)
(PANAFSTRAG)**

PREAMBLE

1. One of the immediate results of the end of the Cold War is the neglect of issues not immediately in the national interest of the major actors in the international scene. In the past, Cold War considerations and the struggle for ideological advantages had led the rival blocs to be involved in regional issues. That is no longer so. Africa has been the greatest victim of the consequential neglect. Marginalisation of the continent has become very obvious.
2. In the midst of, and indeed, because of the profound changes in the global system, Africa is witnessing political, security, economic and social instabilities. Inter-state, but particularly, intra-state problems and conflicts proliferate and some have assumed most destructive proportions.
3. In the circumstance and aware of the diminishing interest of the international community, Africa has to assume the onus of developing its own conflict prevention and resolution frameworks. For such mechanisms to function effectively, profound research needs to be carried out on the causation of conflicts, as well as on specific cases. Such research will closely monitor developments on the continent and in various countries and will seek to propose from time to time innovative ways of preventing, managing and resolving crisis and conflicts. It will seek to stimulate regional and sub-regional organisations to develop and improve their capabilities for prevention, arbitration, management and resolution of conflicts. It will also seek to identify areas for the United Nations' involvement in specific cases.
4. African countries are members of many international economic, social and political organisations. In addition, Africa has become a global concern, but then its views, opinions and perspectives on global issues have no impact. In most cases, Africa has no concrete beneficial perspectives on its political, social and economic relations with the political and economic power centers of the globe, for example, the increasing growth of the Pacific Rim, China, India and Latin America as the economic centers of the next century.
5. With this need in mind, a group of diplomats, military officers and scholars, working in their individual capacities, have been meeting to examine how the gap can be filled in the study of human security and conflict. They came to the conclusion that Africa's present predicament will grow worse unless immediate steps are taken to act. They therefore decided to establish the **PanAfrican Strategic and Policy Research Group** as an action research-oriented body, which will provide a platform for analyzing strategic and general security problems and their effects on the stability, social and economic developments in the continent. It is a non-governmental and not-for-profit organisation whose intellectual autonomy and integrity are herein guaranteed, based on funds tied strictly to projects and other related activities of PANAFSTRAG. Funding is from donations, endowment funds and grants, without strings, from the private and public sectors as well as civil society institutions.

SECTION 1 - NAME

The name of the Association is **PanAfrican Strategic and Policy Research Group (PANASTRAG)**.

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SECTION 2 - REGISTERED OFFICE

The registered office shall be situated in Lagos, Nigeria. The headquarters can only be moved by a two thirds majority vote of the General Assembly.

SECTION 3 - NATURE OF ASSOCIATION

PANAFSTRAG is an international action-oriented research and policy development organization. It is a non-partisan and not-for-profit membership organisation established with the objects set out below.

SECTION 4 - OBJECTIVES

The objectives of the **PanAfrican Strategic and Policy Research Group** shall be:

- (a) To study the process of continental and global strategic developments and their impact on problems of human security, disarmament, conflict prevention and management in Africa and to propose policy options.
- (b) To become an African Conflict Prevention and Transformation Center of Excellence.
- (c) To analyze issues that impact on policy formulation and decision-making at national, sub-regional and regional levels and suggest innovative alternatives.
- (d) To study the relationships between Africa, the world and the growing economic centers, the issues affecting these relationships, and develop options that would benefit Africa.
- (e) To promote good governance in Africa through research, studies, election monitoring and advocacy.

SECTION 5 - STRATEGIES

The Association shall adopt the following strategies to achieve its objectives:

- (a) Carry out systematic and objective analyses of issues affecting the African continent so that African strategic thoughts and doctrines can be evolved.
- (b) Carry out peace and disarmament research as they affect the African continent.
- (c) Carry out in-depth studies of conflicts within and between African countries so as to develop the capacity to contribute to their prevention, management and resolution.
- (d) Undertake studies on socio-economic dimensions of conflict prevention, management and transformation through peacekeeping, peace enforcement, peace making and peace building strategies in Africa, including restoration of socio-economic activities.
- (e) Carry out systematic and objective analyses of issues affecting the African continent so as to evolve indigenous strategic thoughts and doctrines.
- (f) Sponsor studies, by its members and external consultants, on strategic developments and issues.
- (g) Provide a forum for the discussion and exchange of ideas through seminars, conferences, round tables and similar gatherings of scholars, military experts, policy makers and implementers.
- (h) Publish books, monographs, occasional papers, newsletters and such other publications that will support the aims and objectives of PANAFSTRAG.
- (i) Collect, collate and disseminate information, and raise public awareness on the continent's strategic and security issues.
- (j) Set up a database on strategic issues to facilitate research and provide an assessment of the security climate for development activities in Africa.
- (k) Create links with similar institutions in Africa and the rest of the world.
- (l) Network with scholars working on security issues in Africa and the rest of the world.
- (m) Provide research facilities for visiting scholars and practitioners from different parts of the world in order to enhance mutual understanding of global strategic issues.

- (n) Undertake, collectively or through its research networks, studies for African and foreign governments, international organisations, industries and specialized agencies with interests in Africa.
- (o) Raise funds through voluntary donations, grants, endowments, membership fees and sales of publications to support its research activities.

SECTION 6 - MEMBERSHIP

(i) APPLICATION FOR MEMBERSHIP

(ii) CATEGORIES OF MEMBERSHIP –

(a) NATIONAL CHAPTERS.

A national chapter shall consist of:

- - active members
- - honorary members
- - corporate members
- - associate members.

(b) MULTINATIONAL COORPORATE MEMBERS

A Corporate Member shall be entitled to:

- briefings on appropriate strategic topics, plus privileged electronic access to PANAFSTRAG information;
- access to all PANAFSTRAG publications;
- Specific rights to re-publication of PANAFSTRAG documents.

(ii) APPLICATION FOR MEMBERSHIP

- (a) A person shall be qualified to be a member of the PANAFSTRAG if he is a person of proven integrity and competence, and shows commitment to the ideals of the PANAFSTRAG. He shall show proven capacity for intellectual work and interest in line with the objectives of the organization.
- (b) An application for membership shall be on recommendation of a national chapter or an existing member, or by written application by the intending chapter. Admission of a chapter shall be by the General Assembly on recommendation of the Management Board.
- (c) Each application shall be accompanied by a registration fee in accordance with the National chapter and PANAFSTRAG Bye Laws, as approved by the General Assembly.

- (d) Each member of a chapter shall pay an annual subscription in accordance with the National Chapter and PANAFSTRAG Bye Laws as approved by the General Assembly.

(iii) TERMINATION OF MEMBERSHIP

An individual shall cease to be a member of a National Chapter of PANAFSTRAG in the following circumstances:

- i. Where his/her resigns his/her membership voluntarily;
- ii. Where he/she has acted in a manner that is detrimental to the progress or reputation of PANAFSTRAG.
- iii. Where he/she has been found guilty of fraud, corrupt practices or any other criminal offence.
- iv. Where he/she refuses to meet financial obligations for 2 years.
- v. Where he/she becomes a person of unsound mind.

(iv) TERMINATION OF MEMBERSHIP OF A CHAPTER

Membership of a chapter in PANAFSTRAG shall terminate under the following circumstances

- i. When membership in the chapter falls below a total of ten (10) financial members, inline with the provisions on membership as determined in this Memorandum of Association
- ii. Where the chapter has acted in a manner detrimental to the progress or reputation of PANAFSTRAG

SECTION 7 - INTERNATIONAL ADVISORY COUNCIL

- (i) There shall be PANAFSTRAG International Advisory Council that will include distinguished Africanists. The role of the Council shall be to:
 - (a) Prescribe operations of PANAFSTRAG the general guidelines governing the operation of the Group and provide directives of a general nature as to the implementation of the guidelines;
 - (b) Convene periodically, meetings of donors to consider the funding of the activities of PANAFSTRAG;
 - (c) Solicit financial and other assistance from donors, including individuals, governments, the United Nations and its specialized agencies or other interested inter-governmental and non-governmental organisations and other sources;
 - (d) Perform any other function as may be necessary for the efficient discharge of the functions of PANAFSTRAG.

- (ii) The Council shall meet in ordinary session once a year. It shall elect its Chairman who shall be in office for 2 years renewable up to a maximum of 3 terms.
- (iii) A member of the Council shall be denied membership and shall vacate his/her office if he/she:
 - (a) Without the consent of PANAFSTRAG in general meeting holds any office of regular remuneration or allowances under PANAFSTRAG; or
 - (e) Becomes bankrupt or makes any arrangement or compositions with his creditors generally; or
 - (f) Becomes prohibited from being a member of the Board by reason of any order made by the Council or the Congress; or
 - (g) Becomes of unsound mind; or
 - (h) Resigns his office by notice in writing to the PANAFSTRAG; or
 - (i) Is directly or indirectly interested in any contract with PANAFSTRAG and fails to declare the nature of his interest.
 - (j) Is involved in activities prejudicial to the interest of PANAFSTRAG.
 - (k) Has by virtue of his/her behaviour and action ceased to be a distinguished personality

SECTION 8 - BOARD OF MANAGEMENT

(i) PANAFSTRAG shall be governed by a Board of Management. The President of PANAFSTRAG shall preside over the Board.

(ii) COMPOSITION OF THE BOARD

(a) The Board shall be made up of:

- President
- Vice President/Chairman of PANAFSTRAG Research Committee
- Research Committee
- Treasurer
- Legal Adviser
- Immediate Past President
- Five (5) others
- Executive Secretary

(b) All African zones shall be adequately represented on the Board without sacrificing gender, expertise and experience.

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(iii) DUTIES OF THE BOARD OF MANAGEMENT

- (a) Subject to the policy, directives and guidance of the General Assembly, the Board shall:
- (i) Plan, direct and coordinate all the projects and administrative activities of PANAFSTRAG.
 - (ii) Prepare and submit for the consideration of the General Assembly and the International Advisory Council, the programme of projects, budget and audited accounts PANAFSTRAG.
 - (iii) The Board shall recommend a Research Committee of five (5) persons representative of the language groups, and one of whom must be a woman for approval by the General Assembly.
 - (iv) Administer the property and assets PANAFSTRAG.
 - (v) Collect and receive donations, grants contributions, fees and debts due to PANAFSTRAG.
 - (vi) Recruit the staff of the Secretariat.
 - (vii) Establish and conduct business with governments, international organisations, universities, research institutions, private foundations and other relevant bodies.
 - (viii) Manage the funds of PANAFSTRAG.
 - (ix) Prepare, for the consideration of the General Assembly and the International Advisory Council, draft rules and regulations governing the financial, administrative and other activities of PANAFSTRAG,
 - (x) Prepare the Agenda of meeting of the International Advisory Council and the General Assembly and recommend auditors.
 - (xi) Admit chapters and corporate members subject to confirmation by the General Assembly.

(iii) ELECTIONS

(a) ELECTION OF THE PRESIDENT

- (i) The President and the members of the Board of Management of PANAFSTRAG shall be elected at a General Assembly of the year of election by members present and voting at the General Assembly.

- (ii) The President and the members of the Board shall be elected for a 2-year term, provided that they shall be re-eligible for only one more term of office.
 - (b) The members shall elect a Management Board that reflects its African membership and shall consist of 10 members, at least 3 of which shall be women. The Board shall consist of at least 4 Francophone and 2 Lusophone and 3 Anglophone members; at least one of each language group shall be a woman.
 - (c) National Chapters shall nominate members to stand for office.
 - (d) The immediate past president of PANAFSTRAG shall be an ex-officio member of the Board.
 - (e) The meeting of the Board shall be held twice a year in different parts of the continent. Provided that one of the meetings shall be held few days before the General Assembly.
 - (f) Quorum for a Board meeting is 5 members.
 - (g) Members shall not receive any sitting allowance, but shall be entitled to the minimum costs of travel, per diem and accommodation.
- (iv) The PRESIDENT shall:
- (a) Represent PANAFSTRAG generally;
 - (b) Head the Management Board;
 - (c) Convene and preside over all meetings of PANAFSTRAG;
 - (d) Present Report of the Board to the General Assembly;
 - (e) Carry out responsibilities and duties assigned to him by the Management Board and the General Assembly.
- (v) The Vice President shall perform the function with the knowledge of the President or the approval of the Board when he/she is not available. He/She is the Chair of the Research Committee, which is responsible for coordinating all PANAFSTRAG projects and publications.
- (vi) The TREASURER shall:
- (a) Prepare a quarterly Financial Report and circulate same through the Management Board to all members;
 - (b) Prepare financial information and detailed budgets for all annual and special activities;

- (c) Ensure auditing of PANAFSTRAG's accounts and present annual financial report through the Board to the General Assembly;

- (vii) The LEGAL ADVISER shall:
 - (a) Advise PANAFSTRAG on all legal matters;
 - (b) Vet all legal documents of PANAFSTRAG.

SECTION 9 - THE RESEARCH COMMITTEE

- a. (i.) There shall be Research Committee composed of five (5) qualified researchers.
- (ii.) Members of the Committee shall be appointed for three (3) years by the Board and their appointment and approved by the General Assembly.
- (iii) The Research Committee shall be responsible for coordinating all PANAFSTRAG projects and publications.
- (iv) The Research Committee shall report to the Board through the Vice-President who is the Chairman of the committee.
- (v) Members of the Research Committee shall not receive any sitting allowance, but shall be entitled to honorarium, the minimum cost of travel, accommodation and per diem in accordance with the byelaws.

- (b) (i) There shall be a Projects Coordinator, appointed by the Research Committee and confirmed by the Board of Management.
- (ii) The Project Coordinator whose position shall be open only to scholars on sabbatical leave or leave of absence from the universities, research centers and other similar institutions.
- (iii) The Projects Coordinator shall come in with a duly funded project or sets of projects.
- (iv) The Projects Coordinator shall act as Secretary to the Research Committee.

SECTION 10 -THE SECRETARIAT

(i) COMPOSITION

(a) There shall be a Secretariat located at the Headquarters of PANAFSTRAG, which shall support the Management Board in the governance of PANAFSTRAG.

(b) The Secretariat shall be headed by an Executive Secretary who shall be the Secretary of PANAFSTRAG.

(c) The Executive Secretary shall be fluent in English, French and Portuguese/Spanish languages.

(ii) (ii) The Executive Secretary shall:

(a) Prepare, keep and distribute the minutes of Management Board meetings and other minutes of PANAFSTRAG;

(b) Make monthly and annual reports of PANAFSTRAG activities at national and international levels and circulate some through the Management Board to the members and the public at large;

(c) Summon Board Meetings in consultation with the President;

(d) Keep the official records of PANAFSTRAG;

(e) Supervise the financial and administrative activities of the Secretariat;

(f) Be responsible for logistic support for all projects and administration of PANAFSTRAG in conjunction with the Research Committee summon Research Committee Meetings in consultation with the Vice-President.

(iii) In addition to sub-regional and language representation, it is obligatory that 50% of the Secretariat staff shall be female.

SECTION 11 - GENERAL ASSEMBLY

COMPOSITION

a. (i) The General Assembly shall hold in **March** every **two years** in a location decided at the previous General Assembly.

(ii) Extraordinary Assembly shall hold when:

(a) There is need to amend the constitution.

(b) There is demand by 50% of the National Chapters.

- (iii) The General Assembly shall be the supreme decision-making body of PANAFSTRAG. It shall consist of
 - (a) The International Advisory Council; (non-voting)
 - (b) PANAFSTRAG Management Board; (non-voting)
 - (c) Presidents of National Chapters; (voting)
 - (d) Accredited observers. (non-voting)
- (iv) The quorum for the General Assembly shall not be less than 10 member countries with at least 2 from each of the sub-regions.
- (v) There shall not be less than 10 member countries for a quorum to be formed for an extraordinary assembly.
- (vi) Notice for the
 - (a) General Assembly shall reach members three months before the date the Assembly opens.
 - (b) Extraordinary Assembly shall be thirty days before the date of Assembly.

FUNCTIONS OF GENERAL ASSEMBLY

- b. (i) The General Assembly shall elect members to fill vacancies in the Management Board every two years.
- (ii) Elections to the Management Board shall be by simple majority. In case of a tie, there shall be a re-run between the two top contestants. In case of further tie, the Chairman of the International Advisory Board shall cast a vote.
- (iii) The General Assembly shall ratify non-elective posts and staff appointments.
- (iv) The President of the Board of Management shall preside over the General or Extraordinary Assemblies, but shall not vote even in case of a tie.

SECTION 12 - NATIONAL CHAPTERS

- (a) (a) There shall be a National Chapter of AFSTRAG:
 - i. Where there are at least ten (10) registered members of PANAFSTRAG residing in that country;
 - ii. Where the members in that country have applied for registration of their Chapter and have been so registered by PANAFSTRAG International on approval by the General Assembly on recommendation of the International Management Board.

- (b) i. Each National Chapter shall have its own statute and Bye Laws, provided that no National statute or Bye Laws shall be in contravention of the Constitution of AFSTRAG International.
- ii. All National Constitutions and Bye Laws shall be forwarded to the International Secretariat of PANAFSTRAG.

(c) RESPONSIBILITIES

- i. The responsibilities of the National Chapter include the promotion of multi-track dialogue in all areas of human security at national level with a view to providing concerned parties a platform for discussion in order to recommend action-oriented short and long-term policies for implementation by the national government. This platform is a forum for discreet, non-publicized roundtable of intensive discussions of fundamental issues by policy-makers, practitioners, diplomats (active and retired), military (active and retired), public servants (active and retired), professionals (active and retired) and NGO workers. Efforts must be made to have a minimum of 40% female membership and this must also be reflected at the decision-making level.
- ii. The discussions shall lead to publication of policy newsletters that are disseminated within and outside the country apart from policy briefings of the national civil society institution and government ministers and officials if and when requested.
- iii. The National Chapter shall also provide policy analysis and recommendations on the national economic and foreign policies in order to create awareness in the civil society and encourage civil society participation in economic and foreign policy formulation, decision-making and activation process. The Chapter can provide in-depth analysis for the internal mass media, civil society organisations and national parliaments.
- iv. National Chapters shall also analyze multi-lateral institutions and processes as they influence global processes of change with a view to understanding the impact on their own country, their sub-regions and on Africa.
- v. Finally, National Chapters shall analyze factors and issues that create obstacles or advance sub-regional cooperation and collaboration on human security, including sustainable economic, urban and rural development in the sub-region.
- vi. Some of the above activities, especially the last two objectives, have to be carried out with other national chapters in the sub-region. This necessitates sub-regional roundtables, action-oriented studies and research, publications and other activities under the umbrella of the continental body AFSTRAG.

SECTION 13 - AUDITORS

Internal and External Auditors

The Auditor or Auditors appointed at the General Assembly of the Organization, on recommendation of the Management Board, shall audit the account books of the Organization at the end of every year or as otherwise directed by the Board.

SECTION 14 - SPECIAL CLAUSE

- (i) The income and property of the **Pan African Strategic and Policy Research Group (PANAFSTRAG)** when so ever derived shall be applied solely towards the promotion of the objects of PANAFSTRAG as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit, to the members of PANAFSTRAG.
- (ii) Nothing herein shall prevent the payment in good faith, or reasonable and proper remuneration to any officer or servant of PANAFSTRAG in return for any service actually rendered to PANAFSTRAG; PROVIDED that no member of the Council or Management or the governing Body shall be appointed to any salaried office or any office of PANAFSTRAG paid by fees, and that no remuneration or other benefit in money or money itself, shall be given by PANAFSTRAG to any member of such Council or governing Body, except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised or let to PANAFSTRAG.
- (iii) The above provision shall not apply to payment to any Company, substantial shares of which are held by a member of PANAFSTRAG; PROVIDED that if a member shall hold not more than one-hundredth part of the capital of a company, such member shall not be bound to account for any share of profits he may receive in respect of any such payment.
- (iv) No addition, alternation or amendment shall be made to or in this Memorandum of Association for the time being in force unless the same have been previously submitted to and approved by the Management Board as hereinafter provided.
- (v) If in the event of a winding up or dissolution of PANAFSTRAG, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of PANAFSTRAG, but shall be given or transferred to some other institution or institutions having objects similar to the objects of PANAFSTRAG; PROVIDED that the body or bodies are prohibited from distributing its or their income and property amongst its or their members to the similar extent as is imposed on PANAFSTRAG under or by virtue of the SPECIAL CLAUSE herein contained. Such institution or institutions shall be determined by the members of PANAFSTRAG.

SECTION 15 - FINANCE

- (i) PANAFSTRAG funding shall be through registration fees, subscriptions by members, voluntary donations, grants, endowments and sale of publications.
- (ii) The financial resources of the Group shall be expended solely for its administrative and operational purposes in accordance with the approved programme of work and budget based thereon.

SECTION 16 - AMENDMENT OF MEMORANDUM OF ASSOCIATION

- (a) No alteration or addition shall be made to or in the Articles of Association of the Group for the time being in force, except at an Extraordinary General Assembly specially convened for that purpose.
- (b) Amendment of any provision of these Articles shall be on notice to the Board 2 months before the Extraordinary General Assembly, and passed by at least 2/3 of the members present at the Extraordinary General Assembly.

SECTION 17 - WINDING UP

- (a) The Extraordinary General Assembly shall be responsible for the winding up of PANAFSTRAG.
- (b) Notice of winding up of the affairs of PANAFSTRAG shall be in writing to the Secretariat at least 3 months before the Extraordinary General Assembly and communicated to the members at least 1 month before the said Assembly.
- (c) Upon winding up, the residue of the property, income and/or profit of the Association shall not be shared amongst its members, but shall be transferable to any other Association having objects similar to those of the Group and prohibiting the distribution of its income or profit and/or property amongst its members and also imposing upon its members, to the extent as great as is imposed by the Institute under or by virtue of Clause 7 of the Memorandum of Association; such institution to be determined by the Institute before the dissolution, or in default, by a Judge of a High Court in Nigeria as may have or acquire jurisdiction over such matter, and if insofar effect cannot be given to this provision, then to some other charitable object(s).