



Forum for Agricultural Research in Africa

CONSTITUTION

(2017 Edition)

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PREAMBLE

Whereas the Forum for Agricultural Research in Africa (FARA) evolved out of the Special Programme for African Agricultural Research (SPAAR) which was established in 1985. SPAAR's Secretariat was based at the World Bank, coordinating donor investments in African agricultural research;

Whereas the establishment of FARA was endorsed during the 17th Plenary Session of SPAAR held in Bamako, Mali in 1997;

Whereas the Association for Strengthening Agricultural Research in Eastern and Central Africa (ASARECA), the Conseil Ouest et Centre Africain pour la Recherche et le Développement Agricole West / Central African Council for Agricultural Research and Development (CORAF/WECARD) and the Southern African Centre for Cooperation in Agricultural Research (SACCAR), hereinafter referred to interchangeably as "the Founding African Institutional Members" or the "Parties" or "the Founding Sub-regional Organisations" agreed to jointly assist in the establishment of FARA and to this effect signed a Memorandum of Understanding on April 6, 2001;

Whereas FARA was formally launched and established at the first FARA General Assembly held in Maputo, Mozambique in July 2002 and approved the first Constitution of FARA.

Whereas in May 2003 FARA was incorporated as a Company Limited by Guarantee under the Laws of the United Kingdom and in October 2003 a Host Country Agreement was signed between the Government of Ghana and FARA. Following signature of the said Agreement and, in compliance with the FARA Constitution, the Board of Directors, in October 2009 mandated the FARA Secretariat which is hosted in the Republic of Ghana, to have FARA incorporated under the Laws of Ghana whilst maintaining subsidiaries in the United Kingdom, United States of America and in any other country as the Board may subsequently advise.

Noting that a Forum for Agricultural Research in Africa will complement, at the pan-African level, the innovative activities of the national and sub-regional research institutions to deliver more responsive and effective services to their stakeholders;

Cognisant of the reality that the stakeholders and partners of the Forum for Agricultural Research in Africa include national agricultural research organizations and national agricultural research systems, sub-regional organizations responsible for the coordination of agricultural research and related organizations, farmers' organizations, extension services, organizations of processors of agricultural products, organizations representing agricultural service providers, organizations of agricultural businesses and related marketing agents, consumer organizations, organized women's groups and youth groups working in agriculture, community based organization and non-governmental organizations (NGO's) working in

agricultural research for development, investors and donors, international research centers belonging to the Consultative Group on International Agricultural Research (CGIAR), Universities and Advanced Research Institutes, Academies of Science and that this list is not exhaustive.

Now therefore, in accordance with the said Memorandum of Agreement, the Forum for Agricultural Research in Africa is established as follows: -

ARTICLE 1. ESTABLISHMENT AND NAME

The Parties hereby establish a forum [legal entity], which shall be called “Forum for Agricultural Research in Africa” [FARA], with the mission and functions as outlined below.

ARTICLE 2. THE LEGAL SEAT OF FARA

The seat (headquarters) of FARA shall be established in any country in Africa. Subsidiaries may be established in jurisdictions within and outside Africa subject to approval by the Board.

ARTICLE 3. THE LEGAL STATUS OF FARA

FARA shall be a non-profit public international institution in accordance with public international law. FARA shall possess full legal personality, both under public international law and under the national laws of the country hosting FARA’s Headquarters and in the case of subsidiaries the laws of the country of incorporation.

ARTICLE 4. THE VISION AND MISSION OF FARA

4.1 The vision of FARA is reduced poverty in Africa as a result of sustainable broad-based agricultural growth and improved livelihoods, particularly of smallholder and pastoral enterprises.

4.2 The mission of FARA is the creation of broad-based improvements in agricultural productivity, competitiveness and markets by supporting Africa’s sub-regional organizations in strengthening capacity for agricultural innovation.

ARTICLE 5. THE FUNCTIONS OF FARA

In pursuit of its mission, FARA shall have the following functions:-

5.1 Coordination

- a. In a proactive manner define and articulate a pan-African position on key strategic and global agricultural issues,

- b. Represent the Africa region at the Global Forum on Agricultural Research (GFAR) and at other global fora,
- c. Coordinate and harmonize policies and programs,
- d. Forge linkages between African institutions and SROs,
- e. Develop mechanisms to deal with African agricultural problems,
- f. Monitor and evaluate the impact of agricultural research at the African region level.

5.2 Advocacy and resource mobilization

- a. Coordinate donor efforts and input in African agricultural research, through identification and interaction with key players in the donor community and their programs and grant conditions, and through the development of strategies for effectively and efficiently dealing with these key players,
- b. Advocacy of African needs and aspirations at international meetings,
- c. Liaise with advocacy groups in developed countries that conduct research to solve problems in Africa,
- d. Build coalitions with key stakeholders and advocacy groups on African agricultural research,
- e. Pro-actively identify issues likely to affect African agriculture and develop strategies or mobilize capacity to deal with them.

5.3 Promote exchange of information, technology and human resources at the pan-Africa level;

- a. Promote awareness of regional and global issues, e.g. genetically modified foods, intellectual property rights, globalization, and available technologies,
- b. Document for use in advocacy functions, the agricultural change processes of significant impact taking place in Africa,
- c. Document and disseminate 'best practices' in agricultural research.

ARTICLE 6. THE POWERS OF FARA

In the pursuit of its mission, FARA may establish a legal entity to exercise any or all of the following powers;

- 6.1 Enter into international agreements governed by international public law with one or more States and/or one or more international organizations
- 6.2 Enter into contractual agreements,

- 6.3 Institute and act in legal proceedings,
- 6.4 Employ persons,
- 6.5 Receive, acquire or otherwise obtain from any governmental authority, or from any corporation, company, association, trust, firm, foundation, person or any other entity, such charters, licenses, rights, concessions, financial or otherwise as are conducive to and necessary for the accomplishment of the mission of FARA,
- 6.6 Receive, acquire or obtain from any governmental authority or from any corporation, company, association, trust, firm, foundation, person, or any other entity by donation, grant exchange, devise, bequest, purchase or lease, either absolutely or in trust, contributions consisting of such properties, real, personal or mixed, including funds and valuable effects or things as may be useful or necessary to carry out the mission of FARA, and to hold, operate, administer, use, sell, convey, or dispose of the said properties or valuable things,
- 6.7 Do and perform all acts and things as may be found necessary, expedient, suitable or proper for the furtherance, accomplishment or attainment of FARA's mission,
- 6.8 Ensure that no part of the earnings of FARA shall accrue to the benefit of, or be distributable to its members, officers, or other private persons, except that FARA shall be authorized to pay reasonable compensation for contracted services and to make payments and distributions in furtherance of its mission. Notwithstanding any other provision in this Constitution, FARA shall not engage in any activities or exercise any powers that are not aimed at the accomplishment of FARA's mission.

ARTICLE 7. THE MEMBERSHIP OF FARA

- 7.1 Membership is open to all individual and institutional stakeholders in African agricultural research and development.
- 7.2 Membership shall reflect FARA's purpose of supporting the SROs to strengthen the national agricultural research systems (NARS) as is reflected in the composition of the Board of Directors.
- 7.3 A register of members shall be maintained by the Board of Directors through the FARA Secretariat.

- 7.4 The membership of FARA consists of the following categories;
- a. Founding members - the SROs: ASARECA, CORAF/WECARD and SACCAR which has been replaced by the Center for Coordination of Agricultural Research and Development for Southern Africa (CCARDESA).
 - b. core members – national and regional agricultural research institutions including universities and extension services that are members of their sub-regional research organisations.
 - c. ordinary members - individuals, organisations and private firms from the stakeholder groups in agricultural research for Africa’s development. This category inter alia includes: African farmers’ organisations and associations, non-governmental organisations (NGOs), small and medium enterprises (SMEs), market agents especially women’s groups, agricultural produce processors and input suppliers, private agro-industries and businesses, civil society, international and regional agricultural research institutions, non-African research agencies active in Africa and research foundations.
 - d. investors – grant making institutions, agencies and countries, private sector actors and foundations.
 - e. honorary members – nominated for acceptance by the general assembly on the basis of their outstanding contribution to the agricultural research for Africa’s development. Contrary to the other categories, honorary membership is conferred on individuals not institutions.
- 7.5 Acceptance or otherwise of membership applications will be decided by the General Assembly on recommendation of the Board and notified electronically or by such other means as is determined by the Board on behalf of the General Assembly
- 7.6 All members shall pay membership/ subscription fees as determined from time to time by the Board on behalf of the General Assembly in order to attend the Business Session of the FARA General Assembly.
- 7.7 All members and non-members shall pay registration fees as determined from time to time by the Board on behalf of the General Assembly in order to attend the Plenary Session of the FARA General Assembly meeting.
- 7.8 Non-members who have paid the registration fees may be invited by the Chairperson in writing to attend the Business Session as observers.

ARTICLE 8. THE ORGANS OF FARA

The organs of FARA are:

- a. The General Assembly of Members,
- b. The Board of Directors,
- c. The FARA Secretariat,

8.1 The General Assembly of Members

a. Composition

The General Assembly of members shall consist of registered and paid-up members.

b. Functions and Powers

- i. Formulate and approve the rules of procedure of the General Assembly,
- ii. Approve and ratify agreements, contracts, policies, programs, new members, protocols, by-laws, budgets, financial statements, audit reports, the membership / subscription fee, General Assembly registration fees and the seat of FARA,
- iii. Elect the Chairperson of FARA upon the nomination of the Board,
- iv. Ratify the selection and appointment of the Executive Director,
- v. Ratify the selection and appointment of FARA's Board of Directors,
- vi. Receive, review, and make decisions on reports from the Board and the Secretariat,
- vii. Serve as a platform to debate and identify critical issues affecting African Agricultural Research for Development for the attention of FARA,
- viii. Delegate to the Board such powers, as it deems practical for the effective and efficient implementation of FARA's work,
- ix. Monitor, evaluate and approve the work of the Board,
- x. Do and perform all other acts that may be deemed necessary and suitable to achieve FARA's mission.

c. Meetings and Venue

- i. The General Assembly shall meet every three years for the ordinary meeting of the General Assembly. This meeting shall be convened by the Board of FARA.
- ii. At the request of the Chairperson or by written request from any of the founding institutional members, the Board of FARA may convene an extraordinary meeting of the General Assembly where it becomes necessary to elect a new Chairperson or ratify the selection and appointment of a new

Executive Director in between ordinary General Assembly meetings or dissolve FARA in accordance with Article 12 of this Constitution or for any other reason as the Board may deem appropriate.

- iii. The meeting of the General Assembly may have open plenary and closed business sessions. Participation in closed business sessions will be restricted to FARA Board of Directors and paid up members expressly invited by the Chairperson in writing on the basis of their experience and competence in matter/s to be discussed and their commitment to FARA's ideals and objectives.
- iv. Representatives of the FARA Donor Group on the Board of FARA shall be exempted from paying fees to attend the business session of the FARA General Assembly.
- v. The business session of the General Assembly decides in principle by consensus of the members in attendance. If consensus cannot be reached, the Chairperson may propose a vote. If approved, a decision will be reached by a simple majority vote of the representatives in attendance of the meeting. Registered participants (non-members who are only observers) invited to participate in the business session do not have voting rights.
- vi. At any meeting of the business session of the General Assembly, 50 % of the membership plus one additional member shall constitute a quorum, provided that each of the three founding Sub-regional Organizations has a representative present. The Chairperson of FARA has an original vote and a casting vote
- vii. The four sub-regions in Africa, represented by the SRO members of FARA will host the meeting of the General Assembly on a rotational basis.
- viii. In the event that the next sub-region in the rotation is unable to confirm its willingness and ability to host the FARA General Assembly within the time frame specified by the Board, the Board shall continue with the sub-regional rotation until a venue is confirmed.
- ix. The choice of country in the sub-region to host the FARA General Assembly shall be determined through a competitive process administered by FARA Secretariat.

d. Chairperson of the General Assembly

The Chairperson of FARA shall preside over ordinary and extraordinary meetings of the General Assembly. In the event that the Chairperson of FARA is unable to chair a meeting of the General Assembly, the Vice-Chairperson chairs the meeting.

8.2 The Chairperson of FARA

a. Election

- i. The Chairperson of FARA shall be elected on a rotational basis from one of the sub-regions out of nominations from the sub-region.
- ii. In the event that the next sub-region in the rotation is unable to put forward a suitable candidate within the time frame specified by the Board, the Board shall continue with the sub-regional rotation until a suitable candidate is nominated.
- iii. Qualifications for the Chairperson will be prescribed by the Board of Directors, but eligibility will not be restricted to the Chairpersons of SROs. The Vice-Chairperson shall be similarly elected, with the proviso that he/she shall not be from the same sub-region as the Chairperson.
- iv. The General Assembly decides on the nominations by simple majority.

b. Functions and Powers

- i. The Chairperson of FARA chairs all meetings of the General Assembly.
- ii. The Chairperson of FARA acts as the Chairperson of the Board.
- iii. The Chairperson has the overall responsibility for the implementation of the program of work and associated budgets approved by the General Assembly. He/she reports to the General Assembly on progress of implementation and on all other matters concerning FARA's operations as requested by the General Assembly.
- iv. The Chairperson has an original vote and a casting vote.
- v. The Chairperson of FARA serves as the legal representative

c. Term of office

The Chairperson remains in office for three years until the next meeting of the General Assembly where a new Chairperson from another sub-region will be elected. During his/her tenure, the Chairperson shall Chair the Board meetings and any extraordinary meetings of the General Assembly.

8.3 The Board of FARA

a. Composition

- i. The Board of FARA consists of the following members as follows:
 - a. Chairperson of FARA- non-executive position;
 - b. Vice-chairperson of FARA- non-executive position;
 - c. Executive Director of FARA;

- d. Two (2) representatives from each of the SRO members, except the SRO of the incumbent Vice-chairperson which shall have one (1) representative in addition to the Vice Chair- non-executive positions;
 - e. Two (2) representatives of donor and development partner institutions, one of non-African partner institutions and the other of African partner institutions – non-executive, non-voting observer positions
 - f. One (1) representative of donor and development partners- non-executive,;
 - g. One (1) representative of scientific partners (CGIAR) - non-executive position;
 - h. One (1) representative of the private sector - non-executive position;
 - i. One (1) representative of foundations and NGOs- non-executive position;
 - j. One (1) representative of Non-African Partner institutions- non-executive position;
 - k. One (1) representative of farmers’ organizations/associations- non-executive position;
 - l. One (1) representative of the African Union Commission - non-executive position;
 - m. Financial and Governance Expert/s: non-executive position/s represented by a person/s with a background and experience in Financial Management and/ or Corporate Governance;
 - n. Ex-officio members who shall be non-executive non-voting observers invited by the Board from time to time to provide specialist advise to the Board;
 - o. Honorary Members - non executive- non-voting observers- invited by Chairperson after consultation with the Board;
- ii. At least 30% of Board members must be of either gender. To achieve and maintain this balance where a member is due to retire or steps down, the Board shall encourage constituents of the retiring member in nominating a replacement for the next term to consider a person whose gender will help achieve this balance;
 - iii. No more than two non-ex-officio Directors of the Board may come from any one country at any one time. Three Board Directors may come from the same country provided one of them is the Executive Director of FARA or the Executive Director/Secretary of an SRO.

b. Functions and Powers of the Board of FARA

- i. acts on behalf of the General Assembly on all matters requiring immediate attention,
- ii. recommends for approval or ratification by the business session of the General Assembly, policies, programs, budgets, financial statements, audit report, agreements, contracts, protocols, bye-laws, new members, and the membership fee,
- iii. establishes the procedures for the appointment and severance / separation of the Executive Director of FARA.
- iv. establishes the procedures for the recruitment, selection and appointment of staff,
- v. approves the regulations governing the terms and conditions of employment of staff,
- vi. frames its rules of procedure,
- vii. appoints auditors and independent review committees,
- viii. approves the annual reports on FARA's achievements and work in progress,
- ix. reviews, approves and establishes the annual plan of work ,
- x. does and performs all other acts as deemed appropriate for the implementation of the directives received from the business session of the General Assembly in the pursuit of FARA's mission.

c. Meetings

- i. The Board shall meet at least twice a year for its ordinary meetings. Its meetings will be convened after due consultation between the Chairperson and the Executive Director.
- ii. The Board may establish such Committees as it deems fit with particular terms of reference as it shall agree.
- iii. Chairpersons of the Committees together with the Chairperson of the Board, the Vice-Chairperson of the Board and the Executive Director shall form the Board Executive Committee, the functions of which are laid out in the Governance Manual.

8.4 The Executive Director of FARA

a. Appointment/Tenure

The Executive Director of FARA is appointed by the General Assembly upon recommendation of the Board following a competitive world-wide international recruitment and selection procedure. Appointment will be on a contract for a fixed term, not to exceed five (5) years, with the option for one renewal also not to exceed five (5) years.

b. Functions and Powers:

The Executive Director shall:

- i. be as delegated by the Chairperson of FARA, serve as the chief executive officer and legal representative of FARA,
- ii. provide leadership and manage the human, financial and physical resources of FARA and the FARA Secretariat,
- iii. implement the decisions of the business session of the General Assembly and the Board,
- iv. draft an annual work plan and associate budget, and report on progress made to the Board and as appropriate to the business session of the General Assembly,
- v. articulate new proposals and initiatives for funding by donors and African Governments,
- vi. ensure the effective and efficient operation of the FARA Secretariat,
- vii. put the appropriate mechanisms in place for the monitoring, evaluation and impact assessment of FARA's activities,
- viii. recruit, select and appoint the staff required for the operations of the FARA Secretariat,
- ix. develop and recommend to the Board to establish the necessary rules and regulations governing the employment of the secretariat staff,
- x. perform any other duties as directed by the Chairperson of FARA.

ARTICLE 9. PRIVILEGES AND IMMUNITIES

- 9.1 FARA, the delegates of FARA's members, the Chairperson of FARA, the Vice chairperson of FARA, the Executive Director and the Secretariat staff shall enjoy in the territory of FARA's host country such rights, privileges and immunities necessary to enable FARA to operate effectively and efficiently towards the attainment of its mission.
- 9.2 The salaries and emoluments paid by FARA to its officials shall be exempt from the host country's income tax.

ARTICLE 10. AMENDMENTS

The voting members of the General Assembly may amend this constitution by a three-fourth majority vote provided that notice of such proposed amendment shall have been mailed together with its full text to all voting members at least 6 weeks in advance of the meeting.

ARTICLE 11. OFFICIAL LANGUAGES OF FARA

The official languages of FARA shall be English, French, Arabic and Portuguese.

ARTICLE 12. DISSOLUTION OF FARA

- 12.1 FARA may be dissolved by a three-fourths majority vote of all voting members of FARA, if it is determined that FARA's mission is accomplished to a satisfactory degree or if it is determined that FARA is no longer able to function effectively.
- 12.2 In case of a dissolution, the disposition of all assets shall be determined by the members of FARA upon recommendation by the Board, giving due regard to the relevant provisions in the Headquarters Agreement.

ARTICLE 13. ENTRY INTO FORCE

This Constitution and any amendments shall enter into force immediately after it has been ratified by the FARA General Assembly.

ARTICLE 14. SUPPLEMENTARY DOCUMENTS

- 14.1 The provisions of this Constitution shall be read together with the FARA Governance Manual, the Regulations of a Company Limited by Guarantee under the Ghanaian Companies Code, 1963 (Act 179) and Headquarters Agreement between the Government of Ghana and FARA. In the event of any conflict the provisions of this Constitution shall prevail;
- 14.2 Subsidiaries of FARA shall also be bound by the FARA Constitution and Governance Manual and the provisions of the Constitution shall take precedence in the event of conflict with any other regulations that may be applicable.