

Constitution

of the

**West African
Science Service Centre on
Climate Change and Adapted
Land Use (WASCAL)**

Text adopted by
the 1st WASCAL Council of Ministers
on 10th of February 2012, Lomé, Togo

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PREAMBLE

The Contracting Parties,

CONSCIOUS of the importance of improving the understanding of climate change impacts in West Africa and the need to cope with such changes through adapted land use in order to promote the development of the economies of those countries;

RECOGNIZING the need for a joint effort of the countries in West Africa, in cooperation with other countries and with intergovernmental and non-governmental organisations, in order to improve the projection of the impact of climate change on the economic development of the region and the means to inform policy makers on land use policies that will help counter these effects, and for this purpose to encourage, promote and undertake research at the regional and national levels;

CONSIDERING that these aims can best be achieved by the creation of an international research centre through the adoption of a Constitution;

With reference to the Cooperation Agreement establishing the West African Science Service Centre on Climate Change and Adapted Land Use

HAVE HEREBY AGREED as follows:

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DEFINITIONS

For the purpose of this Constitution:

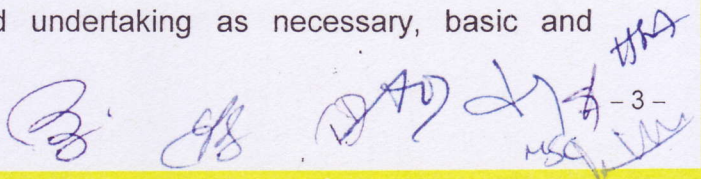
"In kind contribution" means non-cash input which can be given a cash value, e.g. infrastructure, manpower etc.

Cooperating States and Organisations are States and entities not being Party to WASCAL but having entered into an arrangement with WASCAL defining methods of cooperation in general or relating to individual activities or projects:

A Donor is any entity that provides financial or in kind contributions voluntarily.

ARTICLE 1: ESTABLISHMENT, AIMS AND FUNCTIONS

1. An international research Centre to be known as the West African Science Service Centre on Climate Change and Adapted Land Use hereinafter referred to as "WASCAL" is hereby established.
2. WASCAL shall assist the West-African States and the International Community to achieve operational cooperation in the pursuit of the following aims:
 - (a) the assessment of climate change and its impact on society and the socio-ecological systems in the area of the West-African Member States;
 - (b) the analysis of options to mitigate or cope with climate change, in particular through adaptation in land use;
 - (c) the improvement in early warning systems to minimize losses of lives and livelihoods;
 - (d) the consistent collection of essential data to assess climate change and improve climate change impact models;
 - (e) the exploration, introduction and extension of rational land use systems adapted to the conditions prevailing in the Member States;
 - (f) the promotion and implementation of policies and measures to effectively deal with climate change;
 - (g) the strengthening of the human capacity related to climate change, its economic impact, land use adaptation, and the conservation of water and biotic resources;
 - (h) the development of models of best practice.
3. With a view to achieving the aims specified in Article 1 paragraph 2, WASCAL shall adopt or promote the adoption of the following measures:
 - (a) encouraging, coordinating and undertaking as necessary, basic and

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applied research programmes in the scientific, technical, economic and sociological fields, relevant to serve the needs of the West African countries in their efforts to adapt to climate change;

- b) collecting, analysing and disseminating information on methods applied, experience gained and results obtained both within and outside West Africa;
- (c) organising or arranging of conferences, seminars and training programmes;
- (d) securing scholarships and establishing, or assisting in the establishment of, advisory services and training and advisory facilities for academic and non-academic target groups;
- (e) providing services at strengthening the capacities of policy and decision makers in West Africa to explore, introduce and extend rational land use systems adapted to the conditions of climate change;
- (f) supporting the development of future generations of climate change scientists and policy makers in West Africa;
- (g) elaborating requests for special financial and technical assistance and receiving and administering separately such financial and technical assistance (including movable and immovable property, services, grants and loans), which may be made available under the appropriate programmes of the United Nations, the Specialized Agencies, other organisations of governments desirous of supporting the aims of WASCAL.

ARTICLE 2: STRUCTURE, LEGAL STATUS AND HEADQUARTER

1. WASCAL shall be composed of:

- a "Graduate Research Programme" with regional nodes of excellence for capacity building ("Graduate Schools") based at existing universities in the West African countries and addressing priority research areas in an interdisciplinary approach;
- a "Core Research Programme" conducted collaboratively by scientists from the West African countries and Germany.
- a "Competence Centre", which will house scientific staff, administrative and support personnel and visiting scientists, accommodate the infrastructure for data receiving, data maintenance and access, data interpretation and scenario analyses, conduct training and outreach activities to reach the targeted stakeholders in the region, and lead an international effort in state-of-the-art data collection;

2. WASCAL shall be an International Organisation with its main headquarter in Accra, Ghana. The headquarter of the Competence Centre shall be in Ouagadougou, Burkina Faso.

3. WASCAL shall be able to

- contract, acquire and to dispose of movable, inter alia intellectual property and immovable property and to institute legal proceedings and to perform any acts appropriate to its purpose within the powers granted to it by its Constitution.
- Sign headquarter agreements with the host countries in order to be granted notably immunities and exemptions from the national tax laws, customs and other fields of executive authority of the country where WASCAL is located and the seat host country of the Competence Centre.

4. The main headquarter shall be the base of the Executive Director and central services for the WASCAL Graduate Research Programme, holding in trust assets and financial resources of WASCAL according to the provisions of its financial regulations. The Graduate Schools shall be based in the different Member States.

5. Acquisition of goods by the Graduate Schools shall be exempt from tax within the countries where the Graduate Schools are located.

6. The host countries of the administrative headquarter and the Competence Centre, Ghana and Burkina Faso, shall conclude headquarter agreements with WASCAL concerning the status of its headquarter, specific commitments of the host country as well as immunities, privileges and facilities which may be required for the proper exercise of the functions conferred on WASCAL by its Constitution, or by virtue of decisions taken hereunder by the appropriate organs of WASCAL.

7. The headquarter of WASCAL may be transferred in the event of force majeure by 3/4 of the eligible votes of the Council of Ministers in favour of the motion to transfer the headquarter to another West African Member State.

8. The official languages of WASCAL shall be English and French. The language for research activities and the graduate schools shall be English.

ARTICLE 3: GOVERNANCE STRUCTURE

WASCAL shall have a Council of Ministers, a Governing Board with an Executive Committee as a subsidiary body, and a Scientific Committee. They will be supported by the WASCAL Executive Director.

ARTICLE 4: THE COUNCIL OF MINISTERS

1. The Council of Ministers shall consist of the Ministers in charge of WASCAL as introduced in Article 4 paragraph 1 of the Cooperation Agreement. At the first regular session, the WASCAL Council of Ministers shall elect a Chairperson to serve for a term of two (2) years, renewable only once. The Vice-Chair shall be occupied on a permanent basis by the Republic of Ghana in its capacity of WASCAL host country. The Council of Ministers shall meet once a year. Extraordinary Sessions may be held at the request of the Governing Board or whenever needed. In case of hindrance a minister may be represented by an official in the Council of Ministers' sessions.

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2. The Council of Ministers shall have the following functions:
 - (a) examination and approval of the long-term programme of work of WASCAL with regard to ensuring the conformity thereof with the climate change policies prevailing in the Member States;
 - (b) examination and approval of annual reports and other major reports of WASCAL requested by the council of Ministers;
 - (c) confirmation of the candidates, nominated by their respective ministers, to represent the Parties of the WASCAL Cooperation Agreement/ Constitution on the inaugural Governing Board.
3. At the end of each session, the Council of Ministers shall adopt a report, which shall be circulated to all Parties of the WASCAL Cooperation Agreement, to the members of the Governing Board and to Cooperating States and Organisations.
4. The rules and procedures for the Council of Ministers of WASCAL shall be established by simple majority of the eligible votes in the Council of Ministers.

ARTICLE 5: THE GOVERNING BOARD AND COMMITTEES

1. WASCAL shall be governed by a Governing Board that includes one member of each of the Parties of the Cooperation Agreement. Donors can also nominate Board members. However there shall at no time be more than 18 members of the Governing Board. The Governing Board shall hold one ordinary session annually. Extraordinary sessions may be convened when necessary in accordance with such procedures which may be established by the Governing Board. The board membership shall be based on professional qualifications and shall be self-renewing. ECOWAS Commission shall participate to the Board as an Observer.
2. The Governing Board is an independent body. The members of the inaugural Governing Board are nominated by their respective ministers and confirmed by the Council of Ministers. All members of the inaugural Governing Board shall be appointed for a term of up to three (3) years, renewable only once.
3. New members that replace those of the inaugural Governing Board shall be appointed by the following procedure: The Party, whose representative on the Governing Board has to be replaced, proposes three (3) candidates that meet the requirements specified by the Governing Board. From those three (3) candidates the Governing Board selects the one most suitable for a term of up to three (3) years, renewable only once, who is nominated by the Council of Ministers. Representation, duly authorized by the respective party, is possible.
4. The quorum to hold a Board meeting shall be the simple majority of the Governing Board members. Decisions of the Governing Board shall be taken by a simple majority of the members present and voting unless otherwise provided for in this Constitution or in their respective Rules of Procedure. Each

member of the Governing Board, except the ex-officio members, shall have one vote. Art. 6 (4) of the Cooperation Agreement applies.

5. As a rule, the Governing Board shall meet in closed session unless it has decided otherwise.
6. The Governing Board shall establish an Executive Committee and be advised by a Scientific Committee. The Chairperson of the Scientific Committee and the Executive Director of WASCAL shall be members of the Governing Board with a non-voting, ex-officio status. At the first regular session, the Governing Board shall elect a Chairperson and two Vice-Chairpersons. All of them shall serve for a term of up to three (3) years, renewable only once.
7. The Governing Board shall:
 - select and appoint a candidate and terminate the appointment to the position of Executive Director;
 - consider and approve the director-level appointment of persons selected by the Executive Director through international recruitment procedures;
 - consider and approve the annual programme of work and budget;
 - examine the medium-term strategic plan of WASCAL with a view to ensuring the conformity thereof with the climate change and development policies prevailing in the Region and submit this medium-term strategic plan for consideration and approval by the Council of Ministers;
 - monitor the activities of WASCAL and its progress towards the achievement of aims as defined in Art. I paragraph 2;
 - monitor the integrity of the financial management and accounting of WASCAL, and to appoint the External Auditor of WASCAL;
 - consider and approve the personnel, financial and administrative procedures and regulations of WASCAL;
 - create such subsidiary bodies which may be necessary to facilitate its work.
8. At the end of each session, the Governing Board shall adopt a report which shall be communicated to the Contracting Parties as well as to Cooperating States and Organisations.
9. The Executive Committee shall be a subsidiary body to the Governing Board and consist of the Chairperson and the two Vice-Chairpersons elected by the Governing Board. It shall work with the Executive Director to ensure the effective and efficient implementation of the WASCAL annual work programme and to prepare the meetings of the Governing Board.
10. The members of the Scientific Committee shall be appointed by the Governing Board and serve in their individual capacity as independent experts for a term of up to three (3) years, renewable only once. At the first regular session, the Scientific Committee shall elect a Chairperson who shall serve for a term of up to three (3) years, renewable only once. The Chairperson will represent the Scientific Committee on the Governing Board with a nonvoting, ex-officio status. The Scientific Committee will be established to be consulted by the Governing Board regarding scientific orientation and revision of the scientific and working objectives.

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11. The Scientific Committee shall critically review and comment on the draft annual work programme as well as the medium-term strategic plan of WASCAL.
12. The rules and procedures for the Governing Board, the Executive Committee and the Scientific Committee of WASCAL shall be established and changed in accordance with the provisions of the present Constitution and the Cooperation Agreement by a 3/4 majority of the Governing Board.

ARTICLE 6: THE EXECUTIVE DIRECTOR, DEPUTY EXECUTIVE DIRECTOR AND STAFF

1. WASCAL shall be managed and represented by an Executive Director, assisted by a Directorate and a Secretariat. The Executive Director shall be appointed by the Governing Board by 3/4 of the votes on a full-time basis for a term of office of up to four (4) years, renewable only once on such terms and conditions as shall be deemed appropriate by the Governing Board and in accordance with the provisions of this constitution.
2. Applications for the position of the Executive Director of WASCAL and of the Deputy Executive Director shall be submitted to the Chairperson of the Governing Board. In considering nominations submitted, the Governing Board shall bear in mind the need for the special managerial and technical qualifications required for discharging the functions incumbent upon the Executive Director. The Governing Board shall appoint a selection committee, which shall be assisted by a professional personnel consultancy.
3. As support for the Executive Director, the Governing Board appoint a Deputy-Executive Director. In this case it shall define the tasks of the Executive Director that will be transferred to the Deputy Executive Director. The appointment procedures for the Deputy Executive Director shall be the same as for the Executive Director. The Deputy Executive Director shall not come from the same member country as the Executive Director. The Governing Board also dismisses him.
4. Under the authority of the Governing Board, and subject to such rules which may be adopted by the Governing Board, the Executive Director shall be responsible for discharging the following functions:
 - representing WASCAL;
 - entering into contractual relations, on behalf of WASCAL, with any individuals, corporations and other bodies or entities for the purpose of executing the approved programme within the limits of the budget of WASCAL and within rules to be adopted by the Governing Board;
 - arranging for the convening of sessions of the Governing Board and subsidiary bodies thereof;
 - preparing the draft annual programme of work and budget of WASCAL with regard to their submission to the Governing Board for adoption;

- carrying out the approved programme and budget of WASCAL in accordance with such directions which may be given by the Governing Board;
 - collecting and receiving financial and in-kind contributions from various sources and administering the properties and other assets of WASCAL;
 - keeping the accounts and ensuring their timely submission to the External Auditor and the Governing Board;
 - appointing, controlling and terminating the appointment of the members of the staff of WASCAL.
5. WASCAL staff shall be recruited in accordance with the rules and procedures, adopted by the Governing Board, respecting the international character of the responsibilities of WASCAL and ensuring independence of staff from national influence in their discharge of such responsibilities.
6. The Executive Director and the international staff of WASCAL shall neither seek nor accept any instructions, remuneration, gifts or honours from any government or authority or from any source external to WASCAL without explicit permission from the Governing Board; this shall not preclude the secondment to WASCAL of staff by Governments or international organizations.

ARTICLE 7: OBLIGATIONS OF THE CONTRACTING PARTIES

The contracting Parties shall cooperate with regard to assisting WASCAL in achieving its aims set out in Article 1 paragraph 2. They shall in particular:

- facilitate the collection, exchange and dissemination of information;
- submit reports and data, collected in the region, necessary for the furtherance of the scientific aims as required by the competent organs of WASCAL;
- make available training and research facilities and land, on such terms and conditions as may from time to time be agreed with the appropriate organs of the WASCAL;
- make available national personnel on such conditions as may be agreed upon with the appropriate organs of the WASCAL;
- pay their annual contributions as agreed in Article 6 (1) of the Cooperation Agreement and ensure accounting for any grants or loans received from, or through the good office of WASCAL;
- accord such facilities, privileges and immunities which may be required under Article 2 of this Constitution.

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ARTICLE 8: RELATIONSHIP WITH COOPERATING STATES AND ORGANISATIONS

1. WASCAL shall seek and maintain active cooperation with governments of States not parties to this Constitution and with worldwide and regional intergovernmental organizations (collectively referred to as "Cooperating States and Organisations" in the present Constitution), which are desirous of assisting WASCAL in pursuing the aims laid down in Article I of this Constitution.
2. WASCAL may enter into arrangements with Cooperating States or Organisations, defining methods of cooperation in general or relating to individual activities or projects.
3. Cooperating States and Organisations may be invited to attend sessions or meetings of the Governing Board or other organs of WASCAL and ad hoc meetings thereof in a non-voting observing capacity.

ARTICLE 9: RESOURCES

1. WASCAL shall be a non-profit autonomous international organisation. Resources of WASCAL shall originate from: grants, loans, legacies, gifts, endowments and other contributions in kind or in cash from governments and international, regional or national organisations or institutions and from other sources intended for the furtherance of the aims of WASCAL.
2. The Governing Board shall determine, in the Financial Regulations or otherwise, the conditions under which the Executive Director may accept grants, loans, legacies, gifts, endowments and other contributions on behalf of WASCAL from donors. Details regarding their rights and obligations will be settled in appropriate agreements between the Executive Director and the donor.
3. The Executive Director shall be responsible for collecting, receiving and acknowledging contributions under paragraphs 1 and 2 above and for placing them in appropriate accounts, to be available for the purposes laid down in the approved programme of work and budget or in the relevant agreements or similar documents relating to contributions, gifts, legacies, grants or loans referred to in paragraph 1.
4. The Executive Director shall inform the Governing Board at each regular session of any contributions received and agreements concluded in pursuance of the provisions of paragraph 1 and 2 above.

ARTICLE 10: EXPENSES

1. Expenses may be incurred by WASCAL for administrative and operational purposes, in accordance with the programme of work and within the limits of the budget as approved by the Governing Board. In addition, expenses may be

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incurred on the basis of grants, loans, legacies and gifts and other contributions received by WASCAL pursuant to agreements concluded in accordance with Article 9 paragraph 2 of this Constitution.

2. Expenses incurred by members of the Governing Board in performing duties for WASCAL shall be borne by WASCAL. Remuneration for the attendance at the Governing Board meetings shall be granted in accordance with such rates commonly paid by other International Organizations. The Governing Board shall decide on the attendance fees of the Governing Board Members on the basis of a suggestion by the Executive Director.
3. Expenses incurred by observers for the purpose of attending sessions of the Governing Board shall be borne by their respective governments or organisations.
4. Where WASCAL disburses funds for the purpose of supporting activities or projects carried out by governments or institutions of Parties of the WASCAL Cooperation Agreement, it shall make appropriate contractual arrangements for the submission by the recipient of adequate report and financial statements showing the use of the funds.
5. The Executive Director shall be responsible for authorising; recording and accounting of all disbursements made by or on behalf of WASCAL. Detailed provisions shall be laid down in the Financial Regulations.

ARTICLE 11: AMENDMENTS

1. Subject to the provisions of this Article, this Constitution may be amended at any time within the limits of the Cooperation Agreement.
2. Proposals for amendments may be made by any Member of the Governing Board. Proposals shall be addressed to the Chairperson of the Governing Board through the Executive Director no later than 120 days before the session of the Governing Board at which the proposal has to be considered. The Executive Director shall inform all members of the Governing Board of any proposals for amendments within thirty days after receipt thereof.
3. The Council of Ministers shall adopt any amendment to this Constitution following the same procedure as has been set up for its entry into force.

ARTICLE 12: SETTLEMENT OF DISPUTES

1. In the event of any dispute arising between the Contracting Parties as to the interpretation, application or implementation of this Constitution, including its existence, validity or termination, such a dispute shall be settled amicably through consultation and negotiation between the Parties concerned.
2. In all instances that the aforesaid disputes are not resolved in an amicable manner, any Party may submit the said disputes for arbitration to the ECOWAS Court of Justice

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3. The provisions of paragraphs 1 and 2 of this Article shall be without prejudice to the choice of any other mode of settlement that the Parties concerned may jointly decide upon.

ARTICLE 13: ENTRY INTO FORCE, DEPOSIT AND REGISTRATION

1. This Constitution shall enter into force on the date on which six (6) of the Governments of the Contracting Parties have informed the ECOWAS Commission that the national requirements for such entry into force have been fulfilled. The relevant date shall be the day on which the sixth communication is received by the ECOWAS Commission.
2. The original of this Constitution drawn up in the English and French languages, both being equally authentic, shall be deposited at the ECOWAS Commission who shall transmit a certified copy to all Contracting Parties to the Cooperation Agreement as well as to the Secretary-General of the United Nations for registration in accordance with Article 102 of the Charter of the United Nations.
3. Acceptance of this Constitution may not be made subject to any reservations.

ARTICLE 14: ACCESSION

This Constitution shall remain open for accession by any government or International Organisation under public international law that has become a Party to the Cooperation Agreement.

ARTICLE 15: TERMINATION, DENUNCIATION

1. This Constitution is established for an unlimited period. It may be terminated by the unanimous decision of the Contracting Parties to terminate the Cooperation Agreement – and consequently – dissolve WASCAL.
2. A Contracting Party that wishes to leave this Constitution may denounce this Constitution by giving notification to that effect to the ECOWAS Commission who in turn shall inform the Council of Ministers. Such denunciation shall take effect six (6) months after its deposit. This Constitution shall continue to remain in force for the other Contracting Parties. A denunciation of this Constitution shall also be perceived as a denunciation of the Cooperation Agreement under Article 9 paragraph 5 of the Cooperation Agreement.
3. Such denunciation shall not affect any rights or obligations of a Party leaving the Constitution incurred prior to the date of denunciation, unless otherwise agreed, between the Council of Ministers and the leaving Party. This includes the obligation to provide all input, pro rata contributions, deliverables and documents for the period of its participation.

ARTICLE 16: Transitional PROVISION

The first Executive Director shall be proposed by the Federal Republic of Germany to be appointed by the Council of Ministers for a period of two (2) years.

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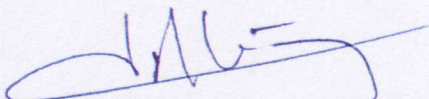
IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, have signed this Constitution.

Done at Lomé, this day of February 2012 in the English and French languages, both texts being equally authentic, in a single copy which shall be deposited with the ECOWAS Commission, which shall transmit a certified true copy to all signatory Governments.

IN WITNESS WHEREOF, the undersigned, being duly authorised thereto, have signed the present Cooperation Agreement.

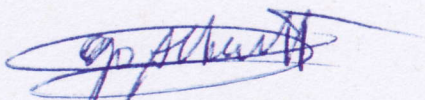
DONE in Lomé on this 10th day of February 2012 in the English, French and German languages, all three texts being equally authentic, in a single copy which shall be deposited with the ECOWAS Commission.

For the Government of the Republic of Benin



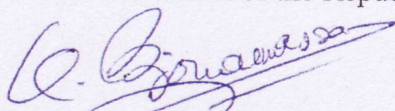
Prof. François Adébayo ABIOLA
Minister of Higher Education and Scientific Research

For the Government of Burkina Faso



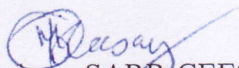
Prof. Albert Ouedraogo
Minister of Secondary and Higher Education

For the Government of the Republic of Côte d'Ivoire

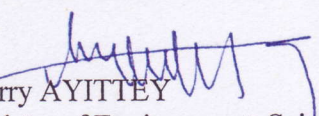


Prof. Abou KARAMOKO
Director of Cabinet, Ministry of Higher Education and Scientific Research

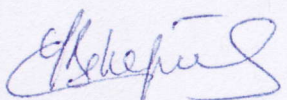
For the Government of the Republic of The Gambia


Dr. Mariama SARR-CEESAY
Minister of Higher Education, Research, Science and Technology

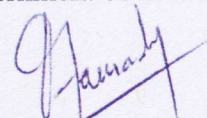
For the Government of the Republic of Ghana


Sherry AYITTEY
Minister of Environment, Science and Technology

For the Government of the Republic of Mali


Siby Ginette BELLEGARDE
Minister of Higher Education and Scientific Research

For the Government of the Republic of Niger


Mamadou Youba DIALLO
Minister of Higher Education and Scientific Research

For the Government of the Federal Republic of Nigeria



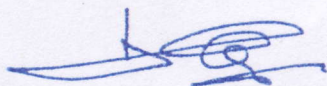
Hadiza Ibrahim MAILAFIA
Minister of Environment

For the Government of the Republic of Senegal

Prof. Tahir DIOP
Director of Research



For the Government of the Republic of Togo



François Agbéviadé GALLEY
Minister for Higher Education and Research