



## **African Biodiversity Network (ABN)**

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# **Terms of Reference Constitutional Review of African Biodiversity Network (ABN) Year 2024**

## 1.0 BACKGROUND

ABN is a regional network registered as a Charitable Trust under the Laws of Kenya in the year 2010. ABN has a Secretariat whose office is located in Thika Kenya.

The ABN mandate and objectives have remained unchanged. The ABN mission is to *nurture an African network, of individuals, communities and organizations, increasingly rooted in their own biological, cultural and spiritual diversity; governing their own lives and livelihoods; with ability to resist harmful developments and influence laws and practices respectful to the rights of people and nature*"

On governance, partnership and management, the following structure is in place

**1.1 Board of Trustees** – currently ABN has a total of five Trustees (3 males, 2 females) drawn from Kenya, Ghana, Togo, Benin, and Tanzania. The board chair is the only founding trustee. New Trustees are nominated during the Biennial General Meeting of partners (BGM). however, for the 2023 BGM, it was agreed not to change the trustees before review of the existing governance and registration documents in light of the changes as noted in sections 2.0 and 3.0 below. The partners made recommendations on governance and the overall management of the network for consideration.

**1.2 The ABN secretariat** is still in Kenya and has most staff based in Kenya and two other non-citizens in Ethiopia and Niger respectively. The key role of the Secretariat is to coordinate the activities of the network.

**1.3 ABN Partnership** – ABN has 41 partners spread in 16 African countries Existing partners scout and recommend new partners to the ABN. After due diligence, the new organization is ratified by the board of Trustees during the Biennial general meeting of partners and are required to sign a partnership MOU with ABN. Partners do not pay membership fees as they join ABN nor annual subscription fees.

**1.4 Biennial General Meeting of Partners (BGM)** – normally, the BGM recommends Trustees for consideration by the board. The partners share good practices and prioritize key areas for the next two years' priority based on learnings from the context/current trends

Since the last BGM held in year 2019, there has been some fundamental changes on the administration of the network as described in section 2.0 below.

## 2.0 FUNDAMENTAL CHANGES AT THE ABN SINCE REGISTRATION

### 2.1 The sub-regional Node (SRN) Structure

On the structure, a fundamental change has been the adoption of a sub-regional structure to support the network sustainably expand and root itself in Africa.

Since the year 2019, ABN has been piloting the model of sub-regional nodes. The node structure aimed at giving more room to be experimental and go deeper into discovering new issues and methodologies. It also allows the country partners to be very responsive to issues without delays. ABN will provide technical and financial support to the nodes for joint actions. The nodes can also fundraise for the agreed joint activities.

Currently, ABN is present in 16 countries divided in four nodes<sup>1</sup> i.e. Eastern, Western, Southern, and North Central node Nodes comprise ABN partners from the different countries within a region.

The node's operations are guided by the ABN over-arching principles. In addition, each node then develops its own operational guidelines based on its context.

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<sup>1</sup> **Eastern Node**- Kenya, Uganda, Tanzania, Ethiopia, Rwanda **Western Node**- Ghana, Benin, Togo, Burkina Faso **Southern Node**- South Africa, Zimbabwe and **North Central Node**- Central Africa Republic, Cameroon, Gabon, Morocco and Egypt.

**Lead organization** Each SRN has a lead organization to be rotated every two years. The nodes recruit members and also work with other organizations that are not necessary partners of the ABN

### **Regional Thematic focal points**

To enhance program efficiency and effectiveness, Thematic focal points for the ABN areas of work will be recruited. The thematic focal points are selected staff of ABN partner who will devote part of their time to coordinate some ABN activities at the regional level. ABN will contribute to their salary through the partner organization.

## **2.1 The ABN Financial Sustainability**

The ABN needs to strengthen its financial sustainability. Proposals such as establishing a learning center and building a strong cash reserve were recommended.

## **3.0 WHY REVIEW OF ABN GOVERNANCE SYSTEMS AND STRUCTURES**

Following the above structural changes, it is an appropriate time for the Board to have an in-depth review of its governance. During the 2023 biennial meeting of partners, a constitutional Review committee was nominated to spearhead the process.

Among the key issues that the legal expert would look at include:

- To consider the inclusiveness of the Sub-regional nodes, their autonomy, and the legal implications of their decisions at the node level and wider ABN,
- Review board composition and affirmative action for women and youth and elders
- To review the current governance documents and draft a robust, all-inclusive by-law /constitution that is cognizant of the changes in the context and ABN operations.

It is against this background that the ABN is seeking the services of a Lawyer to provide legal advice, make key findings, proposals and recommendations on the constitutional review process of the ABN.

## **4.0 PURPOSE OF THIS ASSIGNMENT EXPECTED OUTCOMES/DELIVERABLES**

The legal expert is expected to provide legal advice and recommendations on seamless integration of the above structural and other contextual changes for better governance and management of the ABN as a network. In doing this, it would be important to understand its relationship with other existing structures including the legal implications.

### **Specific tasks include and not limited to the following:**

- The lawyer will give an outline of the tasks and steps to be undertaken and deliverables in each step and timelines.
- Review the Kenyan laws and provide a report of options available for ABN to consider forward any legal requirements, advantages, limitations etc
- The Lawyer will also look at the e current ABN registration, acquire all necessary documentation and forms, and advise
- Hold debriefing meetings with the ABN as may be required by the process
- Make recommendations for the best options to the constitutional review committee and the board
- Once an agreement is reached on the form of registration, the Lawyer do the application process on behalf of the ABN, facilitate in the development of the registration documents and bylaws.

## 5.0 APPLICATION REQUIREMENT

The Lawyer should have previous experience on not for profit legal registration processes for regional networks, Kenya's legal and tax laws and conform with the relevant regional and international laws and legal frameworks.

The lawyer is expected to submit a financial proposal and a technical proposal clearly outlining the steps and timelines for the above assignment by 15<sup>th</sup> April 2024 via email to [abnsecretariat@africanbiodiversity.org](mailto:abnsecretariat@africanbiodiversity.org) cc [Jane@africanbiodiversity.org](mailto:Jane@africanbiodiversity.org) [CC\\_gurgurlo@hotmail.com](mailto:CC_gurgurlo@hotmail.com)

Preferably the financial proposal should be detailed and give costs for each phase i.e. pre review phase and post-implementation after agreeing on the best registration for the ABN