

Zambia

## Zambia Academy of Sciences Act, 2020

Act 18 of 2020

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# Zambia

## Zambia Academy of Sciences Act, 2020 Act 18 of 2020

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Assented to on 18 December 2020

Commenced on 18 December 2020

*[This is the version of this document from 18 December 2020.]*

**An Act to provide for the promotion of technological discovery and innovation; establish the Zambia Academy of Sciences and provide for its functions; provide for the investigation of matters of public interest relating to science and technology; provide for the promotion of research and its utilisation in the development of science and technology; and provide for matters connected with, or incidental to, the foregoing.**

ENACTED by the Parliament of Zambia.

### Part I – Preliminary provisions

#### 1. Short title

This Act may be cited as the Zambia Academy of Sciences Act, 2020.

#### 2. Interpretation

In this Act, unless the context otherwise requires—

"**Academy**" means the Zambia Academy of Sciences established under [section 3](#);

"**associate**" has the meaning assigned to the word in the Anti-Corruption Act, 2012;

*[Act No. 3 of 2012]*

"**constitution**" means the constitution of the Academy adopted in accordance with [section 8](#);

"**Executive Director**" means a person appointed as Executive Director under [section 12](#);

"**General Assembly**" means the highest policy making authority of the Academy which comprises members of the Academy as specified under [section 6](#);

"**Governing Council**" means a body comprising non-executive Board of Directors of the Academy established under [section 9](#);

"**member**" means a member of the Academy;

"**President**" means a person elected as President of the Academy in accordance with the constitution;

"**relative**" has the meaning assigned to the word in the Anti-Corruption Act, 2012;

*[Act No. 3 of 2012]*

"**science**" includes natural sciences, applied sciences, technology, engineering, mathematics and social sciences;

"**statutory corporation**" has the meaning assigned to the word in the Interpretation and General Provisions Act;

*[Cap. 2]*

"**Treasurer**" means a person elected as Treasurer of the Academy in accordance with the constitution;

"**Vice-President**" means a person elected as Vice-President of the Academy in accordance with the constitution; and

"**young academy**" means an organisation of young scientists, affiliated to the Academy working for the advancement of science, technology and innovation.

## Part II – Zambia Academy of Sciences

### 3. Establishment of the Zambia Academy of Sciences

- (1) The Zambia Academy of Sciences registered under the Societies Act, is continued as if established under this Act.

*[Cap. 119]*

- (2) The Academy is a body corporate with perpetual succession and a common seal, capable of suing and of being sued in its corporate name, and with power, subject to this Act, to do acts and things that a body corporate may, by law, do or perform.

### 4. Seal of Academy

- (1) The seal of the Academy shall be a device that may be determined by the Academy and shall be kept by the Executive Director.
- (2) The affixing of the seal shall be authenticated by the Executive Director and in the absence of the Executive Director, any other person authorised in that behalf by the resolution of the Governing Council.
- (3) A contract or instrument which, if entered into or executed by a person, not being a body corporate, would not be required to be under seal, may be entered into or executed without seal on behalf of the Academy by the Executive Director or any other person authorised, generally or specifically for that purpose.
- (4) A document purporting to be a document under the seal of the Academy or issued on behalf of the Academy shall be received in evidence and shall be considered to be so executed or issued, without further proof, unless the contrary is proved.

### 5. Functions of Academy

- (1) The functions of the Academy are to—
  - (a) investigate, examine and report matters of public interest concerning science and technology on its own initiative or at the request of government, its agencies and the private sector;
  - (b) provide independent advice in the development, promotion and utilisation of science, technology, engineering and mathematics;
  - (c) provide financial and technical support for research and innovation in collaboration with national, regional and international organisations;
  - (d) establish and strengthen cooperation with national, regional and international institutions that promote science, technology, engineering and mathematics;
  - (e) provide support for programmes aimed at improving curricula and the teaching of science, technology, engineering, and mathematics at all levels of the education system;
  - (f) provide support in the establishment and operation of specialised discipline-based science academies and young academies of sciences;

- (g) undertake the publication and dissemination of scientific and technological achievements in collaboration with the National Science and Technology Council and other organisations that promote science, technology, engineering and mathematics;
  - (h) recognise and honour distinguished scholars such as scientists, mathematicians, engineers and technologists;
  - (i) promote the use of science and technology in achieving sustainable development;
  - (j) promote the recognition of the intellectual property rights of scientific discoveries and innovation in accordance with relevant written laws; and
  - (k) promote interdisciplinary research on national matters relating to science and technology.
- (2) The Academy shall, in the exercise of its functions under this Act, collaborate with an existing statutory corporation whose functions relate to the development of science, technology, engineering and mathematics.

### **Part III – Administration**

#### **6. General Assembly**

The General Assembly shall comprise of the members specified in the constitution.

#### **7. Functions of General Assembly**

The functions of the General Assembly are to—

- (a) determine the general policies of the Academy;
  - (b) establish standing committees of the Academy;
  - (c) elect the Governing Council of the Academy;
  - (d) appoint an auditor and approve the audited accounts;
  - (e) approve human resources and financial management regulations and rules;
  - (f) approve the Academy’s annual budgets; and
  - (g) consider any other matter that the academy considers necessary.
- (2) The quorum of the General Assembly shall be fifty percent of the members.
- (3) The General Assembly shall meet for business annually at a time and place that the General Assembly may determine.

#### **8. Academy constitution**

- (1) The Academy shall, by a vote of at least two-thirds of the members voting at a general meeting of the Academy, adopt a constitution of the Academy and may, in like manner, amend it.
- (2) The constitution under subsection (1) shall, subject to the other provisions of this Act, regulate the conduct of the affairs of the Academy.
- (3) Subject to subsection (2), the constitution shall provide for the following matters:
- (a) criteria for membership;
  - (b) the categories of membership and their rights, privileges and obligations;
  - (c) determine different fees for different categories of membership;

- (d) the election, qualifications and tenure of the President, Vice-President and any other elective office;
- (e) the composition, functions, powers and procedures of the committees of the Academy; and
- (f) the meetings of the Academy and its committees, including the delivery and sufficiency of notices of the meetings, the quorum, voting, adjournments and other matters of procedure or conduct of the meetings.

## 9. Governing Council

- (1) There is constituted the Governing Council of the Academy for the proper management of the affairs of the Academy.
- (2) The Governing Council consists of the following members:
  - (a) President, as Chairperson;
  - (b) Vice-President, as Vice-Chairperson;
  - (c) Secretary-General;
  - (d) Treasurer; and
  - (e) five committee members elected by the members at the annual general meeting.

## 10. Functions of Governing Council

- (1) The functions of the Governing Council are to—
  - (a) perform general administration and management of the Academy;
  - (b) ensure that the objectives of the Academy are achieved; and
  - (c) perform any other functions provided by this Act and the constitution.
- (2) The Governing Council may constitute an *ad hoc* committee for the purpose of performing its functions under this Act.
- (3) Subject to any specific or general direction of the Governing Council, an *ad hoc* committee under subsection (1), may regulate its own procedure.

## 11. Proceedings of Governing Council

- (1) Subject to this Act, the Governing Council may regulate its own procedure.
- (2) The Governing Council shall meet for the transaction of business at least once every three months at a place and time that the Governing Council may determine.
- (3) The Chairperson shall call for a meeting of the Governing Council on giving notice of not less than seven days, if not less than one-third of the members of the Governing Council so request in writing, except that if the urgency of a particular matter does not permit the giving of any notice, a special meeting may be called on giving a shorter notice.
- (4) Five members of the Governing Council constitute a quorum.
- (5) There shall preside at a meeting of the Governing Council—
  - (a) the Chairperson;
  - (b) in the absence of the Chairperson, the Vice-Chairperson; or

- (c) in the absence of the Chairperson and the Vice-Chairperson, a member of the Governing Council that the members present may elect from among themselves for the purpose of that meeting.
- (6) A decision of the Governing Council on any question shall be by a majority of the members present and voting at the meeting and, in the event of an equality of votes, the person presiding at the meeting shall have, in addition to the deliberative vote, a casting vote.
- (7) The Governing Council may invite any person whose presence, in its opinion, is desirable to attend and participate in the deliberations of a meeting of the Governing Council, but that person shall have no vote.
- (8) The Governing Council shall cause to be kept minutes of the proceedings of every meeting of the Governing Council.

## **12. Executive Director and other staff**

- (1) The Governing Council shall appoint an Executive Director on terms and conditions that the Governing Council may determine.
- (2) The Executive Director shall be the chief executive officer of the Academy and responsible, under the direction of the Governing Council, for the day-to-day administration of the Academy.
- (3) The Executive Director shall attend meetings of the Governing Council and may address those meetings but shall not vote on any matter before the Governing Council.
- (4) The Executive Director shall be assisted by other staff that the Academy may appoint on terms and conditions that the Governing Council may determine, necessary for the performance of the Academy's functions under this Act.

## **13. Allowances**

A member of the Governing Council or committee shall be paid an allowance that the Governing Council may determine.

## **14. Disclosure of interest**

- (1) If any person is present at a meeting of the Governing Council, or Committee, at which any matter, in which that person or any member of the person's relative or associate is directly or indirectly interested in a private capacity, is the subject of consideration, that person shall, as soon as practicable after the commencement of the meeting, disclose that interest and shall not, unless the Governing Council or committee otherwise directs, take part in any consideration or discussion of, or vote on any question relating to that matter.
- (2) A disclosure of interest made under this section shall be recorded in the minutes of the meeting at which the disclosure is made.

## **15. Prohibition of publication or disclosure of information to unauthorised persons**

- (1) A person shall not, without the consent in writing given by or on behalf of the Governing Council, publish or disclose to any person otherwise than in the course of that person's duties, the contents of any document, communication or information which relates to, and which has come to that person's knowledge in the course of that person's duties under this Act.
- (2) A person who contravenes subsection (1) commits an offence and is liable, on conviction, to a fine not exceeding two hundred thousand penalty units or to imprisonment for a term not exceeding two years, or to both.
- (3) A person who, having information which to the knowledge of that person has been published or disclosed in contravention of subsection (1), unlawfully publishes or communicates the information

to any other person, commits an offence and is liable, on conviction, to a fine not exceeding two hundred thousand penalty units or to imprisonment for a term not exceeding two years, or to both.

## **Part IV – Financial provisions**

### **16. Funds of Academy**

- (1) The funds of the Academy consist of monies that may—
  - (a) be paid to the Academy by way of fees, grants or donations; and
  - (b) otherwise vest in, or accrue to, the Academy.
- (2) The Academy may, subject to the approval of the Minister—
  - (a) accept monies by way of grants or donations from any source in the Republic and, subject to the approval of the Minister responsible for finance from any source outside the Republic;
  - (b) raise by way of loans or otherwise, monies that Academy may require for performance of its functions; and
  - (c) charge and collect fees in respect of programmes, workshops and seminars conducted by the Academy.
- (3) There shall be paid from the funds of the Academy—
  - (a) the salaries, allowances and loans of the staff of the Academy;
  - (b) reasonable travelling and other allowances for members of the Governing Council or any committee when engaged on the business of the Academy at rates that the General Assembly may, determine; and
  - (c) any other expenses incurred by the Academy in the performance of its functions.
- (4) The Academy may invest in a manner that it considers appropriate its funds that it does not immediately require for the performance of its functions.

### **17. Financial year**

The financial year of the Academy shall be the period of twelve months ending on the 31st December, in each year.

### **18. Accounts**

- (1) The Academy shall cause to be kept proper books of account and other records relating to its accounts.
- (2) The accounts of the Academy shall be audited annually by an auditor appointed by the Governing Council.

### **19. Annual report and audited accounts**

- (1) As soon as is practicable, but not later than six months after the expiry of each financial year, the Governing Council shall submit to the General Assembly and the Minister a report concerning its activities during that financial year.
- (2) The report under subsection (1) shall include information on the financial affairs of the Academy and there shall be appended to the report—
  - (a) an audited statement of financial position;
  - (b) an audited statement of comprehensive income and expenditure; and



- (c) any other information that may be required.
- (3) The Minister shall not later than seven days after the first sitting of the National Assembly next after receipt of the report referred to in subparagraph (1), lay the report before the National Assembly.

## **Part V – General provisions**

### **20. Regulations**

The Minister may, in consultation with the Governing Council, by statutory instrument, make regulations for the better carrying out of the provisions of this Act.

### **21. Savings and transitional provisions**

The Schedule applies to savings and transitional arrangements relating to the Academy.

## **Schedule (Section 21)**

### **Savings and transitional provisions**

#### **1. Interpretation**

In this Schedule "former Academy" means the Zambia Academy of Sciences registered under the Societies Act.

*[Cap. 119]*

#### **2. Transfer of staff of former Academy**

- (1) A person who, before the commencement of this Act, was an employee of the former Academy shall continue to be an employee of the Academy as if employed under this Act.
- (2) The service of a person under subparagraph (1) shall be treated as continuous service.
- (3) Nothing in this Act affects the rights and liabilities of an employee employed by the former Academy before the commencement of this Act.

#### **3. Office bearers**

- (1) On or after the commencement of this Act, committees and officers of the former Academy operating or holding office immediately before the commencement of this Act, shall operate and hold office as the Governing Council, committees and officers of the Academy for a period of six months as if they had been elected or appointed under this Act.
- (2) The Academy shall, six months after the commencement of this Act, hold elections for its Academy, Governing Council, committees and other office bearers.
- (3) The rules of the former Academy in force immediately before the commencement of this Act shall remain in force as if they have been made and issued by the Academy until a time that new rules are made.
- (4) A representative appointed by the former Academy to serve on any Committee or other body shall be deemed to be a representative appointed by the Academy under this Act.

#### **4. Transfer of assets and liabilities**

- (1) On or after the commencement of this Act, there shall be transferred to, vest in and subsist against the Academy by virtue of this Act and without further assurance, all assets, rights and obligations which immediately before the date were the assets, rights, liabilities and obligations of the former Academy.

- (2) Subject to subparagraph(1), every deed, bond and agreement, other than an agreement for personnel service, to which the former Academy was a party immediately before the commencement of this Act, whether or not of a nature that rights, liabilities and obligations could be assigned, shall unless its subject matter or terms make it impossible that it should have effect as modified, as provided under this paragraph, have effect as if—
  - (a) the Academy, had been party to it;
  - (b) for any reference to the former Academy there was substituted, with respect to anything falling to be done on or after the appointed date, a reference to the Academy; or
  - (c) for any reference to any officer of the former Academy not being a party to it and beneficially interested, there were substituted, as respects anything falling to be done on or after the appointed date, a reference to an officer of the Academy, that the Academy shall designate.
- (3) Where under this Act, any assets, rights, liabilities and obligations of the former Academy, are deemed to be transferred to the Academy, in respect of which transfer a written law provides for registration, the Academy shall make an application in writing to the appropriate registration authority for registration of the transfer.
- (4) The registration authority, under subparagraph (3), shall make entries in the appropriate register that shall give effect to the transfer and, where applicable, issue to the transferee concerned a certificate of title in respect of the property or make necessary amendments to the register and shall endorse the deeds relating to the title, right or obligation concerned and no registration fees or other duties shall be payable in respect of the transaction.

#### 5. **Legal proceedings**

- (1) Any legal proceedings pending immediately before the date of commencement of this Act by or against the former Academy, may be continued by or against the Academy.
- (2) After the commencement of this Act, proceedings in respect of any right, liability or obligation which was vested in, held, enjoyed, incurred or suffered by the former Academy, may be instituted by or against the Academy.