

**Bylaws of the  
Kigali Collaborative Research Centre  
February 2017**

**Article I - Introduction**

- 1.1 Kigali Collaborative Research Centre (“KCRC”) was established 6<sup>th</sup> October 2016 in accordance with Law No. 04/2012 of 12/02/2012 by the Rwanda Governance Board (RGB) Legal Personality Decision for a Non-Governmental Organization N<sup>o</sup> 25/RGB/NGO/2016.
- 1.2 KCRC is governed by the KCRC General Assembly in accordance with the KCRC Articles of Association and is subject to the laws of the Government of Rwanda.
- 1.3 KCRC shall operate in accordance with these bylaws.

**Article II – Organizational Structure**

- 2.1 The organizational structure of KCRC consists of an administrative office comprises a Director, Administrative Staff, Research Fellows, Visiting Fellows and Technical Staff.

Director

- 2.2 The Director is nominated by the Executive Committee and appointed by the General Assembly for a two-year term, and may be reappointed for additional two-year terms.
- 2.3 The appointment of the Director may be terminated at any time by the General Assembly by notice of the termination and reasons for the decision to terminate the appointment.
- 2.4 The Director has administrative authority and responsibility for the operation of the KCRC, including fiscal management and policy decisions. Responsibilities of the Director include:
  - a. Prepare the KCRC annual budget, strategic plan and annual report for presentation to the Executive Committee, which will in turn present them to the General Assembly;
  - b. Develop operating procedures and processes as required for carrying out the mission of the KCRC;
  - c. Oversee the KCRC operations and make necessary policy decisions with regard to the operation of the KCRC and implementation of KCRC operating procedures and processes;
  - d. Appoint and supervise of the KCRC Administrative Staff;
  - e. Oversee the nomination, selection and appointment of the Research Fellows;
  - f. Provide necessary administrative services in support of KCRC research proposals and projects;
  - g. Prepare and submit proposals for grants to support the general operations of the KCRC, and administer the funds for such grants if received;
  - h. Define the process, procedures and financial obligations for grants and contracts

with sponsors of KCRC projects;

- i. Review and approve all grants and contracts with sponsors of KCRC projects;
- j. Respond to and act on recommendations and advice from the KCRC General Assembly.

2.5 The Director may solicit and engage experts to make recommendations regarding the operation and strategy for the KCRC and to help with developing useful collaborations with industry and other research organizations. Such experts may be organized into an Advisory Board (or an entity with some other title) upon approval of the Executive Committee.

2.6 The terms and amount of salary and compensation for expenses for the Director are determined by the Executive Committee and are subject to the availability of funds in the KCRC budget.

#### Administrative Staff

2.7 The structure of the Administrative Staff and the duties and responsibilities of members of the Administrative Staff are defined by the Director.

2.8 The Director makes appointments to the Administrative Staff.

2.9 Members of the Administrative Staff report to the Director or to supervisors designated by the Director in the organizational structure of the Administrative Staff.

2.10 Salaries and compensation for expenses for members of the Administrative Staff are determined by the Director as stated in the budget submitted to and approved by the Executive Committee.

#### Research Fellows

2.11 Research Fellows are appointed by the Director for indefinite terms, contingent on approval by a majority of the current Research Fellows (excepting for the appointment of the initial class of Research Fellows as noted in Article 2.10).

2.12 Appointments of a Research Fellows will be reviewed annually by the Director, and may be terminated by the Director by notice of the termination and reasons for the decision to terminate the appointment.

2.13 The initial class of Research Fellows shall be appointed by the Director for three-year terms, contingent on the approval by the Executive Committee.

2.14 Responsibilities of Research Fellows include:

- a. Develop research proposals in compliance with the policies and procedures of the KCRC;
- b. manage research projects;
- c. produce reports and other deliverables as required by research project sponsors;
- d. organize and conduct activities that contribute to and enhance the collegial and stimulating research environment at KCRC;
- e. organize and participate in meetings of the Research Fellows as needed to carry out the mission of KCRC;
- f. participate in and contribute to KCRC events, meetings and reporting activities as requested by the Director.

- 2.15 Salaries and compensation for expenses for the Research Fellows are paid only from funds designated for these purposes in the budgets for sponsored research projects obtained by the Research Fellows. No other financial compensation is paid to the Research Fellows by the KCRC.

Visiting Fellows

- 2.16 Visiting Fellows are nominated for appointment by Research Fellows or the Director and are appointed by the Director upon recommendation of a majority of the Research Fellows for terms of one month to two years.
- 2.17 Responsibilities and duties of Visiting Fellows are determined by the Director based on the recommendation of the Research Fellows at the time of the appointments of Visiting Fellows.

Technical Staff

- 2.18 Members of the Technical Staff are appointed by the Director upon recommendation of one or more Research Fellows with terms coinciding with the purpose of the appointments as determined by the Director and the recommending Research Fellow(s).
- 2.19 Appointments of members of the Technical Staff are reviewed annually by the Research Fellows and Director, and may be terminated by the Director by notice of the termination and reasons for the decision to terminate the appointment.
- 2.20 The title, supervisor, responsibilities and duties of each member of the Technical Staff are determined by the Director and the recommending Research Fellow(s) at the time of the Technical Staff member's appointment.
- 2.21 Members of the Technical Staff are expected to participate in, and contribute, to all activities as requested by their respective supervisors.

**Article III – Policies**

Ownership of Intellectual Property Created at KCRC

- 3.1 KCRC claims no rights to title, license, or copyright for intellectual property of any type, including software, conceived and actually or constructively reduced to practice in the performance of research at the KCRC.
- 3.2 The ownership and title to any intellectual property conceived and actually or constructively reduced to practice in the performance of work performed at the KCRC shall be determined entirely by the terms of the project contract with the sponsor and any other terms of contracts or commitments regarding intellectual property made by the inventors of the intellectual property.
- 3.3 In the absence of any contractual obligations to a project sponsor regarding intellectual property, title to the intellectual property remains exclusively with the researchers who perform the work subject to any other terms of contracts or commitments regarding intellectual property made by the inventors of the intellectual property.
- 3.4 KCRC shall not receive, manage or bear the cost for the filing of invention disclosures or patents, nor shall it own, maintain or prosecute patents on behalf of KCRC Research Fellows, Visiting Fellows, or members of the Administrative Staff or Technical Staff.
- 3.5 All contracts with sponsors of KCRC projects shall be compliant with the Intellectual Property Policy as defined in Articles 3.1 through 3.5

Ownership of Equipment and Software Purchased by KCRC

- 3.6 All equipment and software purchased by KCRC, including equipment and software purchased using funds from sponsored projects, is owned solely by KCRC unless alternative terms for ownership have been specified in the sponsorship contract.

Confidentiality

- 3.7 All Research Fellows, Visiting Fellows and members of the Administrative Staff and Technical Staff shall sign an Agreement of Association designating the obligations to refrain from disclosing confidential information obtained from project sponsors, and to assure appropriate non-disclosure agreements (NDAs) have been signed with sponsors regarding the disclosure of confidential and proprietary information.
- 3.8 All non-disclosure agreements shall be between project sponsors and researchers involved in projects with sponsors.

Publication

- 3.9 For the purposes of these bylaws, "Publication" shall be deemed to mean any written, oral, or other public divulgence of research results, including the public use or sale of an invention based on the research results, to the extent that any such event could bar the availability of patent protection in foreign jurisdictions within which a patent application must be filed.
- 3.10 All rights to Publication are owned by the individual researchers, who are obliged to follow the obligations of any relevant research contracts and with respect to Publication of results.
- 3.11 Any Publication by a KCRC researcher in the public domain shall be considered available for use by KCRC.
- 3.12 KCRC will request and obtain the rights from the KCRC researchers to use anything that has not been published in the public domain for Publication by KCRC.

Compliance with the Laws of the Government of Rwanda

- 3.13 It is the policy of the KCRC to comply with the laws of the Government of Rwanda.
- 3.14 All Research Fellows, Visiting Fellows and members of the Administrative Staff and Technical Staff shall sign an Agreement of Association designating the obligations to comply with the laws of the Government of Rwanda.
- 3.15 To assure transparency concerning compliance with the laws of the Government of Rwanda, all meetings and activities sponsored by or related to the operation of the KCRC shall be conducted in accordance with a published agenda and shall be documented in appropriate meeting minutes.

**Article IV – Approval and Amendment of the Bylaws**

- 4.1 These bylaws shall be established by a two-thirds vote of the General Assembly.
- 4.2 These bylaws may be amended by a two-thirds vote of the General Assembly.