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UNITED NATIONS
ECONOMIC AND SOCIAL COUNCILECONOMIC COMMISSION FOR AFRICA
ORGANIZATION OF AFRICAN UNITYREPORT OF THE
PREPARATORY COMMITTEE OF THE ASSOCIATION
OF AFRICAN TRADE PROMOTION ORGANIZATIONS
(Addis Ababa, 5-7 July 1972)

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- II. Draft Articles of Association/Constitution of the
Association of African Trade Promotion Organizations

Introduction

1. The Symposium on Intra-African Trade held at Nairobi from 28 February to 3 March 1972, after considering Part C of resolution 222(X) of the First Conference of Ministers of the United Nations Economic Commission for Africa, which inter alia, states that "efforts should be made by the Africa Trade Centre to establish an association of African trade promotion organizations, such as an association of exporters", the background paper on "Association of African Trade Promotion Organizations" (E/CN.14/WP.1/39; OAU/TRAD/38) and the views of the sixth ECA/OAU Joint Meeting on Trade and Development on that paper, decided to set up a Preparatory Committee with the following terms of reference:

- (i) to draw up a draft constitution for the Association including an elaboration of its aims and objectives, functions, membership, organization and financing;
- (ii) to elaborate the steps to be taken for the setting-up of the Association and making it operative;
- (iii) to obtain support for the Association from national and regional organizations concerned with the development of trade;
- (iv) to report to the Ministerial Meetings of ECA and OAU;
- (v) to arrange for the inaugural meeting of the Association after consideration of its report by the Ministerial Meetings referred to in (iv) above.

2. The symposium elected the following countries to the Preparatory Committee: Mali, Nigeria (West); Chad, Zaire (Central); Morocco, Sudan (North); Kenya and Zambia (East). The Preparatory Committee had a preliminary meeting at Nairobi on 4 March 1972. The notes on the Preliminary Meeting are attached to this report as annex I.

Agenda item 1 - Opening of the meeting

3. The first meeting of the Preparatory Committee was held in Addis Ababa from 5-7 July 1972, and was opened by the interim Chairman, Dr. D. Olatunbosun. The following were present: Kenya (Mr. F.K. Injitia), Mali (Mr. Modibo Diallo), Morocco (Mr. Abdelaziz Bennis), Nigeria (Miss H.A. B. Balogun, Dr. Dupe Olatunbosun and Mr. Ihebom Egedo), Sudan (Mr. Ali Khalifa) and Zambia (Mr. C.M. Itwi). In addition Cameroon (Mr. M.M. Tchinda), Central African Republic (Mr. Jose Maria Pehoua), and Togo (Mr. Alexandre Akakpo) attended as observers.

Agenda item 2 - Election of officers

4. The meeting elected Dr. Dupe Olatunbosun (Nigeria) as Chairman, Mr. Abdelaziz Bennis (Morocco) as Vice-Chairman and Mr. C.M. Itwi (Zambia) as Rapporteur.

Agenda item 3 - Adoption of the agenda and organization of work

5. The following agenda was adopted:

1. Opening of the meeting
2. Election of officers
3. Adoption of the agenda and organization of work
4. Preparatory work for the formation of an Association of African Trade Promotion Organizations:
 - (a) Consideration of document E/CN.14/WP.1/39/Rev.1, OAU/TRAD/38/Rev.1 on the "Association of African Trade Promotion Organizations";
 - (b) The drafting of the articles of the Association/Constitution of the proposed Association;
 - (c) The elaboration of the steps to be taken to complete the setting-up of the Association.
5. Any other business
6. Adoption of report

6. On the suggestion of the Chairman, the Committee adopted a work programme which enabled it to complete the work in a single session.

Agenda item 4 - Preparatory work for the formation of an Association of African Trade Promotion Organizations

- (a) Consideration of document E/CN.14/WP.1/39/Rev.1, OAU/TRAD/38/Rev.1 on the "Association of African Trade Promotion Organizations"

7. The Committee considered document E/CN.14/WP.1/39/Rev.1, OAU/TRAD/38/Rev.1 on the "Association of African Trade Promotion Organization". The debate covered essentially the aims, objectives and functions of the Association, its membership, its status, structure and organization and the financing of its operations. The various conclusions reached are embodied in the draft articles of Association/Constitution attached as Annex II to this report.

8. However, there were some decisions which could not find adequate expression in the draft articles of Association/Constitution. The first concerned the financing of the operations of the Association. The Committee reviewed the point made at the Nairobi Symposium that "contributions should be restricted to member countries to avoid outside interference". 1/ The Committee confirmed the view that member States should make adequate financial resources available to the Association, but added that other sources of financing, including aid-giving organizations countries, should be explored, provided that assistance would be accepted only from sources that were certain not to interfere with the affairs of the Association.

1/ Paragraph 45 of document E/CN.14/WP.1/39/Rev.1, OAU/TRAD/38/Rev.1 (Association of African Trade Promotion Organizations).

9. Concerning the provision of secretarial assistance to the Association during the early stages of its development (Article VII of the draft articles of Association/Constitution, a representative of UNECA secretariat explained that this would place a great burden, both in terms of finance and manpower, on the ECA Africa Trade Centre. It was agreed that the Association would strive to reduce such a burden to manageable proportions by, for example, providing travel funds and strengthening existing staff.

10. Although no provision was made for Associate membership in the draft Articles of Association/Constitution, it was the consensus that encouragement should be given to observers from the various multinational African organizations concerned with the development of intra-African trade, whether directly or indirectly.

(b) The drafting of the articles of Association/Constitution of the proposed Association

11. The Committee established a drafting group consisting of the Chairman (Dr. D. Olatunbosin), the Vice-Chairman (Mr. Abdelaziz Bennis), the Rapporteur (Mr. C.M. Itwi) and the delegate from Mali (Mr. Modibo Diallo) to draw up the articles of Association/Constitution of the proposed "Association of African Trade Promotion Organizations".

12. The draft prepared by the drafting group embodying the various points of agreement reached by the Committee during the consideration of item 4(a) of the agenda was submitted to the Committee. It adopted the draft after some amendments. The draft is attached to this report as annex II.

(c) The elaboration of the steps to be taken to complete the setting-up of the Association

13. The Committee discussed further steps to be taken to complete the setting-up of the Association and adopted the following "Action Programme":

- (i) The Chairman to forward to all OAU/ECA member Governments the report of the Preparatory Committee and the Draft Constitution, asking for support for the formation of the Association in order to make it operative by 1973, and requesting them to make an effort to interest all the major organizations concerned with trade promotion in their countries to participate in the Association;
- (ii) The Chairman accompanied by a member of the secretariat to present the report of the Committee and the Draft Constitution to the:
 - (a) Seventh ECA/OAU Joint Meeting on Trade and Development to be held in September 1972; (b) OAU Conference of Ministers to be held in January 1973, and (c) ECA Conference of Ministers to be held in February 1973;

- (iii) Members of the Committee and the observers who were present at its meeting were requested to canvass their Government's support for the Association and the Draft Constitution and to give publicity to the outcome of the meeting, the significance of the Association, the important role it stands to play not only in promoting intra-African trade, but also in increasing the rate of development and fostering a sense of unity among all African countries.
- (iv) The ECA and OAU secretariats to distribute the report of the Committee and the Draft Constitution at all meetings convened by them, in order to create a general awareness in all African countries and make them conversant with the progress being made towards the formation of the Association.
- (v) The current Chairman of the Assembly of Heads of State of the OAU should be informed of the progress made and requested to seek support for the Association in his official tour of African countries;
- (vi) The OAU secretariat to make arrangements to obtain necessary signatures for the Constitution during the Heads of State Meeting in May 1973;
- (vii) Following the endorsement of the Committee's report and the Draft Constitution by the Ministerial Meetings referred to in (ii) above, and subject to obtaining the requisite number of signatures for the Constitution, arrangements are to be made for convening the inaugural meeting of the Association in October/November 1973;
- (viii) The Chairman in consultation with the secretariat to draw up the provisional agenda for the inaugural meeting. The agenda is to be circulated to all members of the Committee for comments before being finalized.

Agenda item 5 - Any other business

14. There was no other business to be dealt with under this item of the agenda in view of the exhaustive discussions under item 4(c) of the agenda.

Agenda item 6 - Adoption of report

15. The Committee having agreed on the points to be included in its report, decided that the Rapporteur should draft and clear it with the Chairman before it was finalized

ANNEX I: THE PREPARATORY COMMITTEE ON THE FORMATION OF AN ASSOCIATION
OF AFRICAN TRADE PROMOTION ORGANIZATIONS

Notes on the Committee's Preliminary Meeting
held at Nairobi on 4 March 1972

Following the election of Mali, Nigeria, Chad, Zaire, Morocco, Sudan, Kenya and Zambia to the Committee by the All Africa Symposium on Intra-Africa Trade on 2 March, the Committee held a preliminary meeting on 4 March to map out its strategy of work. The following were present: Mali (Mr. Modibo Diallo), Nigeria (Dr. Dupe Olatunbosun), Zaire (Masele-la-Lobato), Kenya (Dr. H.B.M. Kagunda) and Zambia (K.G.J. Mabaso).

Election of officers

The Committee decided to postpone the election of officers to its first meeting. Meanwhile, Nigeria was selected as an interim Chairman to enable the work of the Committee to proceed without being hindered by formalities. Dr. Dupe Olatunbosun therefore presided over the preliminary meeting.

Date and place of meeting

The Committee decided to hold its first meeting at Addis Ababa for five days towards the end of May.

Representation and finance

Since representation was to be at Governmental level, it was agreed that each Government would bear the travel and subsistence expenses of its representatives. The ECA, with the co-operation of the OAU, would be responsible for the expenses of servicing the meetings of the Committee.

Documentation

For the first meeting of the Committee, the ECA Africa Trade Centre was requested to revise the paper (E/CN.14/WP.1/39, OAU/TRAD/38) which was discussed at the symposium to take into account the various views expressed at the symposium. The document should be sent to the Governments concerned in good time so that it could be studied before the meeting.

It was also agreed that the meetings of the Committee should be closed.

ANNEX II: DRAFT ARTICLES OF ASSOCIATION CONSTITUTION OF THE
ASSOCIATION OF AFRICAN TRADE PROMOTION ORGANIZATIONS

PREAMBLE

The Governments on whose behalf these articles are signed:

Having regard to the advantage for the region to be derived from the effective and continuous exchange of information and co-ordination of activities in the field of trade promotion especially as regards intra-African trade;

Recognizing that the creation of an Association of African Trade Promotion Organizations for the study, discussion and promotion of African trade matters would serve these purposes;

Being aware of the significant role that African trade promotion organizations have to play in the economic development of the region;

Have agreed as follows:

ARTICLE I

Establishment of the Association

1. The Association of African Trade Promotion Organizations (AATPO) (hereinafter referred to as "the Association") is hereby established and shall operate and be governed according to the following provisions.
2. The Association shall operate under the aegis of the Organization of African Unity (OAU) and the United Nations Economic Commission for Africa (UNECA).

ARTICLE II

Objectives and functions

1. The main objectives of the Association shall be to obviate the lack of contact and regular flow of information and communication between African countries in trade matters and to assist in harmonizing the commercial policies of African countries in order to promote intra-African trade.
2. The Association shall serve as a practical instrument for the promotion of trade and investment as a whole.
3. For the purposes set out in paragraphs 1 and 2 of this article the Association shall have to:
 - (a). Provide for meetings of the Association and its organs;
 - (b) Assist member States in their efforts to establish national trade promotion organizations or associations;

- (c) Assist member States in the strengthening of their trade promotion organizations or associations where they already exist;
- (d) Promote the exchange of ideas and experience in trade promotion generally and intra-African trade in particular;
- (e) Assist African Governments in the formulation of trade policies conducive to trade exchanges and increased intra-African trade;
- (f) Make recommendations to members on various aspects of African trade;
- (g) Formulate a code of commercial conduct to be observed by members;
- (h) Assist in organizing sub-regional trade information centres for the dissemination of trade information among members;
- (i) Organize contacts and meetings for African businessmen concerned with various aspects of intra-African trade.

ARTICLE III

Definitions

For the purposes of this Articles of Association/Constitution:

- (1) "Person" means
- (2) "The Association" means
- (3) "The Sub-regional Conferences" mean
- (4) "The National Association" means
- (5) "Bureau" means
- (6) For the purpose of paragraph 2 of this article "persons" means a person, persons, group of persons, a company, a corporation or an institution possessed of legal capacity.

ARTICLE IV

Membership

1. Membership of the Association and its sub-regional conferences shall be open to all African States members of OAU/UNECA and each member State shall designate within its territory the organizations concerned with trade promotion from which its representation shall be drawn. In doing so each member State shall take into account the need to involve as many organizations as possible to ensure representation of the various organizations committed to the development of intra-African trade.
2. Membership in the Association shall be acquired in accordance with the provisions of Articles XII, XVI and XVII.

ARTICLE V

Obligations of members

1. The members of the Association shall co-operate in every way so as to assist the Association in achieving its objectives. They shall in particular:

- (a) Facilitate the collection, exchange and dissemination of information;
- (b) Submit all necessary reports and information to the competent organs of the Association;
- (c) Make available training and research facilities on such terms and conditions as may from time to time be agreed with the appropriate organ of the Association;
- (d) Make available personnel on such conditions as may be agreed with the appropriate organ of the Association; and
- (e) Pay their annual dues as assessed by the General Assembly and such special contributions as may be determined by the General Assembly.

ARTICLE VI

Status, structure and organization of the Association

1. To enable it to achieve its purposes and to perform its functions, the Association shall in accordance with the laws of the country where its headquarters is established, seek and acquire legal capacity in order to acquire, hold, manage and dispose of land and other property, enter into contracts, accept and make loans, grants, gifts and contributions, and to sue and be sued.

2. The organs of the Association shall be:

- (a) the General Assembly;
- (b) the Secretariat;
- (c) the Sub-regional Conferences;
- (d) the National Associations; and
- (e) such other bodies as are established by the General Assembly and the Sub-regional Conferences.

ARTICLE VII

The General Assembly

1. The General Assembly shall consist of the representatives of all member States.

2. The General Assembly shall meet once in two years in regular session. In addition emergency sessions may be convened in accordance with rules made by the General Assembly.

3. The General Assembly shall elect one President, two Vice-Presidents and one Rapporteur.

4. The General Assembly shall:

- (a) determine the share of member States in the expenses involved in running the affairs of the Association and its subsidiary bodies;
- (b) consider and approve reports on the activities of the Association and the accounts of the Association;
- (c) consider and approve the programme of work and the budget of the Association; and
- (d) consider and adopt rules and general directions governing the activities of the Association and its subsidiary bodies.

5. Subject to the provisions of these articles, the General Assembly shall prescribe its own rules of procedure including those for convening its meetings, for the conduct of its business, and the quorum necessary for voting thereat and for the dissemination of the report of its meetings.

6. The bureau of the General Assembly under the direction of the President shall:

- (a) consider the draft programme of work and the draft budget of the Association and submit them to the General Assembly for approval;
- (b) consider the annual report on the activities of the Association and the accounts of the Association and submit them to the General Assembly for approval;
- (c) consult with the Secretariat on actions that may be undertaken by the Association or its organs in furtherance of the aims of the Association; and
- (d) within the limits of the programme of work and the budget of the Association, review, direct and co-ordinate the activities of the organs of the Association.

ARTICLE VIII

The Secretariat

The General Assembly may provide for a permanent secretariat. In the interim the Africa Trade Centre of the United Nations Economic Commission for Africa and the secretariat of the Organization of African Unity shall constitute the secretariat of the Association.

ARTICLE IX

Sub-regional conferences

Each sub-regional conference consisting of members of each region of Africa as defined by the United Nations Economic Commission for Africa shall meet at least once a year. The sub-regional conference shall function as an operational arm of the Association and be responsible for those subjects pertaining to the sub-regions. One of the primary responsibilities of the sub-regional conferences shall be commercial intelligence and trade information related to the promotion of trade among members.

ARTICLE X

National associations

Broad-based National Associations shall be organized by member States to act as an arm of the Association and as the focal point through which the affairs of each State represented in the Association shall receive adequate attention.

ARTICLE XI

Amendments

Amendments and additions to these articles may be ratified by a two-thirds majority at a meeting of the Association, provided that notice of such amendments or additions is given to members at least three months before the meeting at which the amendments or additions are to be considered. Members who are not present at this meeting may signify their votes in writing or by proxy.

ARTICLE XII

Signature and deposit

1. These articles deposited with the Administrative Secretary-General of the Organization of African Unity and the Executive Secretary of the United Nations Economic Commission for Africa shall remain open until 31 August 1973 for signature by the States referred to in Article IV.

2. These articles of which both the English and French texts are equally authentic shall be deposited in two originals with the depositaries who shall transmit certified copies to all members of the Association.

ARTICLE XIII

Suspension, withdrawal, and cessation of membership

1. Any member of the Association which persistently fails to fulfil any of its obligations under these articles may be suspended from membership of the Association by the General Assembly on such terms as the General Assembly may determine.
2. Any member of the Association may withdraw from the Association after the expiration of one year from the date on which it acquired membership of the Association by giving a written notice of its withdrawal to the President of the General Assembly who shall forthwith inform all members of the Association and the secretariat of the receipt of such notice of withdrawal and shall transmit the originals of such notice of withdrawal to the depositaries.
3. Withdrawal from the Association shall become effective one year from the date of receipt by the President of the General Assembly of a notice of withdrawal, provided that during the period of such one year a member of the Association withdrawing from the Association shall nevertheless remain liable for the discharge of its obligations incurred under the provisions of these articles.
4. Any member of the Association which fails to fulfil its obligations incurred under the provisions of Article V within two years from the time when such obligation should have been fulfilled, shall ipso facto cease to be a member of the Association at the end of such two years.

ARTICLE XIV

Dissolution of the Association

1. The Association may be dissolved by a resolution to that effect carried by a two-thirds majority of the General Assembly.
2. The General Assembly shall appoint a Committee for the purpose of liquidating the assets of the Association.

ARTICLE XV

Arbitration

1. Any dispute arising in connexion with these provisions shall be settled in accordance with this article.

2. Any trade dispute arising between persons one of whom has his registered place of business in any of the African States members of the Association may by agreement be settled in accordance with this article provided the dispute is referred to the Association by one of the National Associations concerned.

3. Where any matter is submitted for settlement under the provisions of paragraphs 1 and 2 of this article each party to a dispute shall nominate one person to serve on a Board of Arbitration and the two so nominated shall nominate a third person to act as Chairman of the Board of Arbitration and in the case of disagreement on the nomination of such third person, he shall ~~be selected by the President of the Association from a Panel of Arbitration established by the Association.~~

ARTICLE XVI

Entry into force

These articles shall enter into force upon acceptance by 12 of the States referred to in article IV.

ARTICLE XVII

Accession

Any of the States referred to in Article IV may accede to this Articles of Association/Constitution upon conditions that shall be established by the General Assembly.

IN WITNESS HEREOF the undersigned being duly authorized by their respective States have signed these articles on the dates appearing under their signatures.

DONE at this day of
..... 197 ... in two copies in the English and French languages both of which are equally authentic.