



52135



UNITED NATIONS
ECONOMIC AND SOCIAL COUNCIL

Distr.
LIMITED

E/CN.14/TRANS/87
26 October 1972

Original: ENGLISH

ECONOMIC COMMISSION FOR AFRICA

Port Management Conference
West African Coast

Freetown, 9-13 October 1972

CONSTITUTION
OF THE PORT MANAGEMENT ASSOCIATION
OF WEST AND CENTRAL AFRICA

Preamble

The African Ports and Harbours Authorities on whose behalf this Constitution is signed:

Considering the desire of their countries to co-operate in all fields of transportation especially the operation and administration of ports and harbours for the benefit of their countries;

Aware of the need to co-operate and collaborate, and co-ordinate their activities, in the harmonization of their related laws, procedures, activities and policies, and to provide the means for achieving this;

Believing that improvement in the operational and financial efficiency of their ports and harbours within the context of the whole communications and distribution systems of their respective countries and the foregoing can best be achieved by the mutual study and discussion of problems arising in these fields through the establishment of the Port Management Association of West and Central Africa;

Hereby agree as follows:

Article I

Establishment and objectives

1. The Port Management Association of West and Central Africa (hereinafter referred to as the "Association") is hereby established in accordance with the provisions of this Constitution.

2. The Association shall have the following organs:
 - (a) The Council;
 - (b) The Secretariat; and
 - (c) Such committees, study groups or subsidiary organs as may be established by the Council in accordance with the provisions of this Constitution.
3. The official languages of the Association shall be English and French.
4. The objectives of the Association shall be:
 - (a) To seek the improvement, co-ordination and standardization of African port operations, equipment and services of the ports and harbours with a view to increasing their efficiency in relation to ships and other forms of transportation in Africa;
 - (b) To ensure with the participation of other ports and harbours authorities, similar institutions and interested governments the co-ordination and development of the activities of the members of the Association;
 - (c) To establish and maintain in accordance with the provisions of this Constitution relationships with transportation undertakings, institutions, associations, international organizations and governments for the study of matters of interest to the members of the Association; and
 - (d) To provide a forum for the members of the Association to exchange views on common problems.

Article II

Membership and associate membership of the Association

1. Membership of the Association shall be open to all Port or Harbour Authorities within the territories of the member States of the West and Central sub-regions of the United Nations Economic Commission for Africa and which:
 - (a) Operate and provide port or harbour services and facilities within one or more of such territories; and
 - (b) Operate these facilities for the benefit of the public generally and for the movement of passengers and freight for hire or reward.
2. Admission to associate membership of the Association shall be on such conditions as the Council may from time to time determine and shall be open to:
 - (a) Port or harbour undertakings or associations which operate and provide port or harbour services and facilities for the benefit of the public generally and for the movement of passengers and freight for hire or reward within the territory of a State which is not a member State of the West and Central sub-regions of the United Nations Economic Commission for Africa;

- (b) Port or harbour undertakings or associations which do not operate and provide port services and facilities for the benefit of the public generally within the territory of a member State of the United Nations Economic Commission for Africa: Provided that a State in whose territory such services and facilities are operated and provided, participates effectively in the financing and management of such services and facilities;
- (c) Any other transport undertakings or associations, as the Council may determine;

Article III

Council - Composition and functions

1. The Council shall consist of persons appointed or nominated for that purpose by the members of the Association. Each member of the Association shall have the right to appoint or nominate two persons to the Council.
 2. There shall be a President, two Vice-Presidents and a Treasurer of the Association who shall be elected from amongst the members of the Council. The President, Vice-President and Treasurer shall each hold office for a term of two years and may be eligible for re-election for a further term of two years: Provided that no person shall be eligible for re-election to the office of President, a Vice-President or Treasurer of the Association for more than two consecutive terms.
 3. The Council shall be presided over by the President of the Association, and shall, on his request, meet at least once a year. The Council may hold extraordinary meetings on the request of the President of the Association or of two-thirds of its members.
 4. Where the President of the Association is for any reason unable to perform his functions under this Article, a Vice-President of the Association chosen by the Council for that purpose, shall perform the functions of the President of the Association. The Council shall adopt its own Rules of Procedure for all its meetings including rules relating to the time, place and notice of meetings, representation of a member of the Association by another member of the Association, voting, the participation of representatives of associate members of the Association and other proceedings thereat.
- 5.1. The Council shall:
- (a) Determine the conditions for the admission of associate members of the Association;
 - (b) Determine the general principles and policies governing the activities of the Association;
 - (c) Review and approve the programme of activities and budget and accounts of the Association;
 - (d) Approve the annual contributions to be paid by members and associate members of the Association;
 - (e) Establish the Secretariat, its offices and the appointment of persons to such offices and may give general directions to the Secretariat in the performance of its functions;

- (f) Establish such subordinate bodies as it may deem necessary or desirable for the purpose of achieving the objectives of the Association and prescribe for such bodies rules for the conduct of their activities;
 - (g) Approve rules governing the financial, administrative and other activities of the Association including the entering into contracts by the Association and the establishment of relationships between the Association and transport undertakings, institutions, associations, international organizations and governments desirous of assisting the Association or its members in achieving the objectives of the Association; and
 - (h) Determine the headquarters of the Association.
- 5.2 (a) Notwithstanding the provisions of paragraph 4 of this Article and subject to the provisions of Article IX of this Constitution, the decisions of the Council, except that relating to the dissolution of the Association, shall be supported by a majority of votes that may be cast at a meeting of the Council;
- (b) Each member of the Association shall have one vote: Provided that where a member of the Association is jointly owned by or administered and operated on behalf of more than one of the member States of the West and Central sub-regions of the United Nations Economic Commission for Africa, such member shall have as many votes as the number of member States of the West and Central sub-regions of the United Nations Economic Commission for Africa who jointly own it or on whose behalf it is administered and operated.
- 5.3. Associate members of the Association may be invited to attend and participate at meetings of the Council but shall have no vote thereat.
- 5.4 The Council may dissolve the Association by the approval of the votes cast by all the members of the Association at a meeting of the Council after consultation with the United Nations Economic Commission for Africa.
- 5.5 Upon the approval of the Council made in pursuance of sub-paragraph 4 of this paragraph, the Council shall appoint a Committee for the purpose of liquidating the assets of the Association.
- 5.6 At the end of each meeting of the Council, it shall adopt a Report which shall be circulated to all the members and associate members of the Association and to the United Nations Economic Commission for Africa.
- 5.7 The President of the Association shall where there is an equality of votes at any meeting of the Council, have a casting vote.

Article IV

The Secretariat - Functions

1. The Secretariat shall:
 - (a) Be entrusted with the administration of the Association;

- (b) Keep under review, direct and co-ordinate the financial, technical and other activities of the organs of the Association including those of its subsidiary bodies established in accordance with the Constitution;
 - (c) Keep abreast of current developments in port and harbour management, administration and operation and other matters that may be of interest to the Association;
 - (d) Consider the programme of activities, budget and accounts of the Association and submit them to the Council for approval;
 - (e) Propose for the approval of the Council the annual subscriptions to be paid by the members and associate members of the Association;
 - (f) In consultation with the President and the Treasurer of the Association, present an annual report on the activities of the Association to the Council;
 - (g) In consultation with the President, and where for any reason this cannot be done, with a Vice-President, determine the representation of the Association at meetings where the Association is required to be represented or otherwise;
 - (h) In consultation with the Treasurer as appropriate prepare for the approval of the Council rules governing the financial, administrative and other activities of the Association and the establishment of relationships between the Association and transport undertakings, institutions, associations, international organizations and governments desirous of assisting the Association or its members in achieving the objectives of the Association; and
 - (i) When approved by the Council establish such subsidiary bodies as may be deemed necessary or desirable for the achievement of the objectives of the Association.
2. The head of the Secretariat shall be called the Secretary and shall be entitled to attend in an advisory capacity all meetings of the Council.
3. The Secretary or any person acting for the time being as Secretary shall act on behalf of the Association for the purpose of Article V of this Constitution.
4. The Secretariat shall provide secretarial services to the Council and any subsidiary bodies established by it and convene their meetings in accordance with this Constitution and any rules made thereunder.
5. The Secretariat shall perform any other functions that may be delegated to it by the Council.
6. The Secretary shall when requested to do so represent the Association at meetings where the Association is required to be represented or otherwise.

Article V

Status of the Association

The Association shall in the country where its headquarters is established seek and be accorded legal capacity in accordance with the laws of that country to enter into contracts, acquire and dispose of immovable and movable property and to sue and be sued.

Article VI

Relationship with other bodies

1. The Association as appropriate, shall co-operate with such transport undertakings, institutions, associations, international organizations and governments as are interested in its objectives and activities.
2. For the purpose of paragraph 1 of this Article the Association shall establish such relationships as the Council may deem necessary.

Article VII

Special relationship

with the United Nations Economic Commission for Africa
and the Organization of African Unity

1. The Association and all of its organs shall establish and maintain close and continuous working relationship with the United Nations Economic Commission for Africa and the Organization of African Unity.
2. The United Nations Economic Commission for Africa shall assist the Association and all of its organs in the implementation of this Constitution and its activities.

Article VIII

Withdrawal and suspension of membership

1. Any member of the Association may withdraw from the Association at any time after the expiration of one year from the date on which it became a member of the Association by giving written notice of its withdrawal to the President of the Association through the Secretary. The Secretary shall forthwith inform all members of the receipt of such notice of withdrawal.
2. Withdrawal shall become effective one year from the date of receipt by the Secretary of the notice of withdrawal:

Provided that any member of the Association withdrawing from the Association shall nevertheless remain liable for the fulfilment of its financial obligations to the Association including the payment of assessed contributions in respect of the entire year in which the notice of withdrawal takes effect.

3. The Council may by a two-thirds majority of all votes that may be cast at its meeting suspend a member of the Association who persistently fails to meet its financial obligations towards the Association, fails to fulfil any other obligations under this Constitution, or fails to comply with the decisions of the Council. The same majority shall be required for a decision of the Council to revoke the suspension imposed on a member of the Association. The suspension of a member of the Association shall not relieve that member from the fulfilment of its financial obligations during the period of suspension. The Council may prescribe rules relating to the withdrawal and suspension of associate members of the Association.

Article IX

Amendments

Any amendments to this Constitution shall require the approval of at least two-thirds of the members of the Association at a meeting of the Council.

Article X

Interpretation and settlement of disputes

1. Any dispute that may arise concerning the interpretation or application of any of the provisions of this Constitution which cannot be settled by the members of the Association concerned shall be submitted to the Council.

2. If the Council cannot reach a conclusion on the dispute or if the conclusion of the Council is not accepted by the members of the Association concerned either party to the dispute may request that the matter be submitted to arbitration by an Arbitral Tribunal composed of three members who shall be nominated as follows:

- (a) Each party shall nominate one arbitrator;
- (b) The third arbitrator, who shall be the President of the Arbitral Tribunal, shall be chosen by agreement between the arbitrators nominated by the parties.

If the nomination of the members of the Arbitral Tribunal is not made within a period of three months from the date of the request for arbitration either of the parties to the dispute may request the President of the Association to make the necessary nominations except that in cases where the Association is a party to the dispute the nominations shall be made by the Administrative Secretary General of the Organization of African Unity.

3. The decision of the Arbitral Tribunal shall be binding on the parties to the dispute.

4. The provision of paragraphs 2 and 3 of this Article shall be without prejudice to the choice of any other mode of settlement that the parties concerned may jointly decide upon in keeping with the spirit of this Constitution.

Article XI

Final provisions

1. This Constitution shall come into force when signed on behalf of at least five Port or Harbour Authorities in the West and Central sub-regions of the United Nations Economic Commission for Africa eligible for membership under the terms of this Constitution and whereupon such Authorities shall become members of the Association.
2. Port or Harbour Authorities desirous of becoming members of the Association after the coming into force of this Constitution may do so by communicating to the Secretariat of the Association or to the secretariat of the Economic Commission for Africa or to both, their notice of accession to this Constitution.
3. This Constitution of which the English and French texts are equally authentic shall be deposited with the Executive Secretary of the United Nations Economic Commission for Africa who shall transmit certified copies thereof to members and associate members of the Association.

IN WITNESS WHEREOF, the undersigned being duly authorized representatives of their respective Port or Harbour Authorities have signed this Constitution on the dates appearing under their signatures.

..... LACROIX <i>[Signature]</i> 12.10.1972 Directeur du Port Autonome de COTONOU
..... DAMAS Claude <i>[Signature]</i> 12.10.1972 Directeur du Port Autonome de CIREVILLE
..... SALLAN R. <i>[Signature]</i> 12.10.1972 Managing Director Sierra Leone Ports Authority BATHUR
..... P.O. AGGAEY <i>[Signature]</i> 12.10.1972 General Manager Ports Authority <i>[Signature]</i>
..... ODAH <i>[Signature]</i> 12.10.1972 Directeur General du Port <i>[Signature]</i>
..... ED. J. MIESLEY <i>[Signature]</i> 12.10.1972 PORTS DIRECTOR NATIONAL PORT AUTHORITY LIBERIA
..... Y. S. ALAFIA <i>[Signature]</i> 12.10.1972 Ag. Des. wh. Gen. Manager Na. Ports Authority
..... M. M. GUEYE <i>[Signature]</i> 12.10.1972 Directeur Port Autonome de DAKAR
..... CAM. MACAULEY <i>[Signature]</i> 12.10.1972 GENERAL MANAGER S. Liberia Authority

Certificate

I, Robert Kweku Ata Gardiner, Executive Secretary of the United Nations Economic Commission for Africa, hereby certify the above to be a copy of the Constitution of the Port Management Association of West and Central Africa.

[Signature]