



ECA/RCID/021/99

ECONOMIC COMMISSION FOR AFRICA

**CONSTITUTION AND
DRAFT RULES OF PROCEDURE FOR
PAN-AFRICAN ASSOCIATION FOR
PORT COOPERATION (PAPC)**

60632

ECA/RCID/021/99

**CONSTITUTION AND
DRAFT RULES OF PROCEDURE FOR
PAN-AFRICAN ASSOCIATION FOR
PORT COOPERATION (PAPC)**

November 1999

PART ONE

CONSTITUTION

**FOR THE CREATION OF A PAN-AFRICAN
ASSOCIATION FOR PORT COOPERATION (PAPC)**

PREAMBLE

The Port Management Association of West and Central Africa (PMAWCA), the Port Management Association of Eastern and Southern Africa (PMAESA), and the Port Management Association of North Africa (PMANA) on whose behalf this Constitution is signed;

Considering the importance of Ports to the economies of Nations and in the promotion of international trade;

Considering the interest for the African countries to promote development of their ports with a view to increasing their productivity and efficiency;

Convinced that cooperation between all ports in the African Continent can facilitate this development and encourage exchange of ideas and experiences among managements of the ports concerned;

Convinced that a Pan-African Association for Port Cooperation which will act as a platform of the African Continent within the framework of the subregional port management associations, can be a forum for close cooperation thereby ensuring a coordinated and credible representation of African port interests in the World:

Hereby agree as follows:

CHAPTER I: GENERAL

Article I: Creation

The Pan-African Association for Port Cooperation abbreviated as "PAPC", (hereinafter referred to as the "Association"), is hereby established by the PMAWCA, PMAESA and PMANA, signatories to this Constitution.

The official languages of the Association shall be English, French, Arabic and Portuguese.

Article II: Objectives

The objectives of the Association are to:

1. provide a forum for cooperation among its members on matters concerning ports development in Africa;
2. ensure adequate representation of the interests, and promote the image, of African Ports in the World;
3. assist in the development of African Ports and improved efficiency and productivity, in particular through training, organization of the African ports symposium, seminars and workshops;
4. develop an integrated information system and network among the subregional port management associations;
5. collaborate with all International Organizations, Governments and Institutions and other similar port groupings that can contribute to the achievement of its objectives.

Article III: Headquarters of the Association

The Headquarters of the Association shall function on a rotational basis as provided for in the Rules of Procedure.

CHAPTER II: MEMBERSHIP

Article IV: Category of Members

The Association shall comprise three categories of members: regular members; associate members; and honorary members. All members shall withdraw in accordance with the conditions as set out in the Rules of Procedure annexed to this Constitution.

1. Regular members shall be solely the following African Port Management Associations, provided they are signatories to this Constitution :
 - Port Management Association of West and Central Africa
 - Port Management Association of Eastern and Southern Africa (PMAESA);
 - Port Management Association of North Africa (PMANA).
2. Associate members shall be Corporate and Individual bodies of African origin whose membership is proposed by a regular member;
3. Honorary membership shall be conferred to a Corporate body, individuals or any other institution by the Association.

CHAPTER III: ORGANIZATION

Article V: Organs

The Association shall have the following Organs:

- (A) The Council
- (B) The Executive Secretariat
- (C) The Committee of African Port Experts

Article VI: The Council

1. Composition, Functions

The Council shall be the supreme decision making organ of the Association. It shall consist of at least two persons from each of the Associations who are duly mandated representatives of regular members, which shall include the President and incumbent Secretary General of the subregional port management association concerned.

The Council shall meet in ordinary session at least once every three years and in extraordinary session if and when necessary.

The Council shall meet on the invitation of the President of the Association and notices shall be sent out by the Secretary General.

At the Council Meeting, each member shall have one vote.

The practical modalities of the functions of the Council and the election of its president shall be as defined in the Rules of Procedure.

2. Duties

The Council shall be the supreme organ of the Association. It shall have the powers to take decisions and shall be the only organ competent to:

- (a) Establish the general policies of the Association;
- (b) Elect the President and the Executive Secretary;
- (c) Admit associate and honorary members;
- (d) Examine and approve all Budgets, Activity Reports or the General Policies of the Association;
- (e) Determine the Headquarters of the Association;
- (f) Appoint members of the Committee of the African Port Experts;
- (g) Settle finally all disputes among members.

Article VII: The Executive Secretariat

1. The administration of the Association and the coordination of its activities shall be ensured by an Executive Secretary elected by the Council on a rotational basis as provided for in the Rules of Procedure from amongst the Secretary Generals of the African Port Management Associations.
2. The Executive Secretary shall have a term of four (4) years, renewable once.

The Office of the Executive Secretary shall not attract any remuneration. However, the Executive Secretary shall be entitled to representation allowances the amount of which shall be determined by the Council.

4. The Executive Secretary shall be answerable to the Council.
5. All other conditions of services of the Executive Secretary shall be as defined in the Rules of Procedure.

Article VIII: The African Port Experts Committee

1. Composition

For the implementation of its mission, the Association shall have a Technical Committee known as "African Port Experts Committee".

The members of this Committee shall be appointed on the proposal of regular members for a period of four years, which is renewable.

The Experts shall be chosen in such a way as to embrace the following main domains of port activity: Finance and Accounts, Computer Systems and Information Technology, Equipment and Operation, Engineering, Administration and Management of Human Resources.

However, the Council may appoint short-term external consultants as the need may arise.

The criteria for the selection of external consultants and experts and the modalities of the functions of the Committee shall be as defined in the Rules of Procedure annexed hereto.

2. Duties

The Committee of Experts shall be charged with the study of technical matters submitted by the competent organs of the Association. If need be, some of the

members, recognized for their expertise, can be entrusted with the implementation of specific missions in the form of technical assistance or project implementation. The services of the Experts Committee shall be rendered free of charge. However, for implementation of certain mission, they shall be entitled to allowances in addition to cost of transportation and accommodation.

The value of these allowances and the conditions of application shall be approved by the Council on the proposal of the Executive Secretariat of the Association.

CHAPTER IV: FINANCIAL PROVISION

Article IX: Resources

The resources of the Association shall consist of:

- Contributions of members;
- Income-generating activities;
- Donations, grants and legacies.

Article X: Budget

The budget of the Association shall be prepared by the Executive Secretary and approved by the Council.

According to the terms of each biennial exercise, a Financial Report shall be submitted by the Executive Secretary for the approval of the Council.

Article XI: Accounts

The funds of the Association shall be deposited in its name in US Dollars or any other convertible currencies in one or two bank accounts in any member country.

The Executive Secretary shall be the accounting officer of the Association.

CHAPTER V: FINAL PROVISIONS

Article XII: Legal Aspects of the Association

The Pan-African Association for Port Cooperation shall be an International Association which shall enjoy legal immunities and privileges.

The Association shall be accorded legal status in accordance with the laws of the country of the subregional port management association hosting it.

The Executive Secretary shall take all necessary steps to ensure the recognition and respect of this status in conformity with relevant International Conventions.

Article XIII: Review

This Constitution can be reviewed by the Council meeting at an extraordinary session convened solely for this purpose.

The decision to review this Constitution shall be by two-thirds (2/3) majority of the regular members present and voting.

Article XIV: Rules of Procedure

Rules of Procedure shall be approved by the Council and annexed to this Constitution of which it shall constitute an integral part.

Article XV: Effective date

This Constitution shall take effect from the date of signing by at least two-thirds of the regular members.

Article XVI: Depository of Constitution

The original copies of the signed Constitution shall be deposited at the ECA Secretariat.

PART TWO

**DRAFT
TERMS OF REFERENCE AND
RULES OF PROCEDURE OF THE
PAN-AFRICAN ASSOCIATION FOR PORT
COOPERATION (PAPC)**

DRAFT

TERMS OF REFERENCE AND RULES OF PROCEDURE OF THE PAN-AFRICAN ASSOCIATION FOR PORT COOPERATION (PAPC)

A. THE TERMS OF REFERENCE OF THE ASSOCIATION

The Pan-African Association for Port Cooperation acting within the framework of the policies of the existing Sub-regional Port Management Associations in Africa namely: Port Management Association of Eastern and Southern Africa (PMAESA); Port Management Association of West and Central Africa (PMAWCA), and North African Port Management Association (NAPMA); and within the limits of resources available to it, will seek to strengthen the development of the ports sub-sector as outlined below:

- (a) Initiate and participate in measures for facilitating concerted action for the development of African ports including their environmental aspects, with a view to raising the quality of their operational and managerial activities, and for maintaining and strengthening their relations both among themselves and with other ports and similar regional port Associations outside the African continent.
- (b) Undertake or sponsor such investigations and studies of technical and technological developments in the field of ports within Africa as the Association may deem appropriate, and disseminate the results of such investigations and studies to its members.
- (c) Undertake or sponsor the collection, evaluation and dissemination of operational, technological and statistical information on ports as the Association may deem appropriate;
- (d) Perform within available resources of its Secretariat, such advisory services as Sub-regional Port Management Associations and countries of Africa may desire, provided that such services do not overlap with those rendered by other subregional, regional and international bodies involved in the development of maritime ports in Africa.
- (e) Assist in the formulation and development of coordinated port policies for practical actions in order to promote ports efficiency and performance in Africa.
- (f) The Association is empowered to make recommendations on any maritime port issues within its competence directly to its regular, associate, and honorary members and to other specialized agencies directly concerned with the development of ports in Africa. The

Association shall submit for prior consideration by its Council, any of its proposals for activities that would have important effects on the development of maritime ports in Africa.

- (g) The geographical scope of the Association's work shall be the whole continent of Africa and all Islands situated within geographical areas of the existing Sub-regional Port Management Associations.
- (h) The Association shall invite representatives of NGOs, international organizations and specialized UN agencies to attend its meetings as observers and to participate, without vote, in its deliberations with respect to items in its agenda relating to matters within the scope of their activities. It may invite observers from other continental associations from outside Africa as it may consider desirable.
- (i) The Association shall take measures to ensure that the necessary liaison shall be maintained with its organs, with special attention to the avoidance of duplication of effort.
- (j) The Association may establish such liaison, as it may deem appropriate, with intergovernmental and international organizations operating in the same field.
- (k) Promotion of the application of information technology, building of capacities and capabilities in the ports sub-sector.
- (l) The Association shall adopt its own rules of procedure, including the method of selecting its chairman and other office bearers.
- (m) The administrative and management budget of the Association shall be financed from funds contributed by its members, or other additional means as may be determined by its Council.
- (n) Representatives of associate members shall be eligible to be appointed as members of any committee or any other subordinate body which may be set up by the Association, and to hold office in such bodies.
- (o) The Association shall submit to its Council every three years a full report on its activities and plans, including those of its subsidiary bodies.
- (p) The Council shall, from time to time, make special reviews of the work of the Association.

B. RULES OF PROCEDURE OF THE ASSOCIATION

I. SESSIONS

DATE AND PLACE OF SESSIONS

Rule 1

Sessions of the Association shall be held:

- (a) In ordinary session once every three years at a date recommended by the Council at a previous session, and in extraordinary session if and when necessary.
- (b) Within thirty days of a request to that effect by the majority members of the Association and after consultations with the Executive Secretary of the Association.
- (c) On such other occasions as the Chairman, in consultations with the Vice-Chairman and Executive Secretary deems necessary.

Rule 2

Each session convened in pursuance of sub-paragraph (a) of Rule I shall be held at a place decided upon by the Council at a previous session, due consideration being given to the principle that the Association shall meet at its headquarters.

Sessions in pursuance of sub-paragraphs (b) and (c) of Rule I shall be held at a place determined by the Executive Secretary in consultation with the Chairman of the Association.

II. AGENDA

DRAWING UP AND COMMUNICATION OF PROVISIONAL AGENDA

Rule 3

The provisional agenda for each session shall be drawn up by the Executive Secretary in consultation with the Chairman of the Association and shall be communicated to the members and associate members of the Association thirty days prior to the opening of the Session.

Rule 4

The provisional agenda shall include items proposed by:

- (a) The Council at a previous meeting.

- (b) International Association of Ports and Harbours (IAPH).
- (c) Any member or associate member of the Association.
- (d) The Chairman of the Association.
- (e) The Executive Secretary of the Association.
- (f) The subsidiary body of the Association.

Rule 5

Associate and honorary members may propose items on matters within their competence for the provisional agenda of the Association, subject to the following conditions:

- (a) Associate and honorary member which intends to propose such an item shall inform the Executive Secretary at least twenty days before the commencement of the session, and before formally proposing an item shall give due considerations to any comments the Executive Secretary may make.
- (b) The proposal shall be formally submitted and shall be included in the agenda of the meeting of the Association if it is adopted by a two-thirds majority of those present and voting.

III. ADOPTION OF AGENDA

Rule 6

The first item on the provisional agenda of any session after the election of the bureau shall be the adoption of the agenda.

Rule 7

In the event that a member does not receive the reports, studies and documents to be considered during the session, after the agenda has been adopted, it shall have the right to request that the items to which those reports, studies and documents refer should be excluded from the agenda and the Council shall immediately decide based on majority decision.

IV. REPRESENTATION AT THE MEETING

Rule 8

Each member and associate member shall be represented in the Council by an accredited representative.

Rule 9

An accredited representative may be accompanied to the session of the Council by an alternate representative and advisors and when absent, he/she may be replaced by an alternate representative.

V. OFFICERS

ELECTION OF CHAIRMAN, VICE-CHAIRMEN AND RAPPORTEUR

Rule 10

The Council shall, at the commencement of the first meeting held in the course of each session, elect from among representatives of members a Chairman, a First Vice-Chairman, a Second Vice-Chairman and a Rapporteur and an Alternate Rapporteur.

TERM OF OFFICE

Rule 11

The officers of the Council shall hold office for three years. They shall be eligible for re-election.

ACTING CHAIRMAN

Rule 12

If the Chairman is absent from the meeting or any part thereof, the First Vice-Chairman or, in the latter's absence, the Second Vice-Chairman shall preside. A Vice-Chairman acting as Chairman shall have the same powers and duties as the Chairman.

REPLACEMENT OF THE CHAIRMAN

Rule 13

If the Chairman ceases to represent a member of the Council, or is so incapacitated that can no longer hold office, the First Vice-Chairman shall become Chairman for unexpired portion of the term. If the First Vice-Chairman ceases to represent a member of the Council or is incapacitated that he can no longer hold office, the Second Vice-Chairman shall become the Chairman of the unexpired portion of the term.

VOTING RIGHTS OF THE CHAIRMAN

Rule 14

The Chairman or a Vice-Chairman acting as a Chairman shall participate in the meetings of the Council in that capacity and not as a representative of the member by whom he/she is accredited. In such cases alternate representatives shall be entitled to represent the member concerned in the meetings of the Council and exercise the right to vote.

VI. CONDUCT OF BUSINESS

Rule 15

A majority of two-thirds of the members of the Council shall constitute a quorum.

POWERS OF THE CHAIRMAN

Rule 16

In addition to exercising the powers conferred upon him elsewhere by these Rules, the Chairman shall declare the opening and closing of each meeting of the Council, shall direct the discussions, ensure observance of these rules, and shall accord the right to speak, put questions to the vote and announce decisions. The chairman subject to these rules, shall have control of the proceedings of the Council and over the maintenance and order at meetings. He shall rule on points of order and shall have, in particular, the power to propose adjournment or closure of the debate or suspensions of the meeting.

Debate shall be confined to the question before the Council and the Chairman may call a speaker to order if his remarks are not relevant to the subject under discussion.

VII. THE SECRETARIAT

Rule 17

The hosting of the Headquarters of the Association shall rotate among members.

Rule 18

The rotation shall be on a three-year basis. The period shall be eligible for renewal once.

Rule 19

The President/Chairman of the Sub-regional Port Management Association hosting the Headquarters of Pan-African Association shall perform in that capacity for the Association.

Rule 20

The Secretary General of the host Sub-regional Association shall be the Executive Secretary of the Pan-African Association.

Rule 21

The conditions of service for the President/Chairman and Executive Secretary of the Association shall be governed by the Rules of Procedure of the hosting Sub-regional Port Management Association where the Headquarters shall be located.

Rule 22

The President/Chairman and Executive Secretary of the Association shall have a term of three years, renewable once.

Rule 23

All staff of the hosting Sub-regional Association shall be responsible for the day-to-day management of the regional Association.

Rule 24

The Executive Secretary shall act in that capacity at all meetings of the Association, its committees and subsidiary bodies. He may designate another member of his staff to take his position at any meeting.

Rule 25

The Executive Secretary shall be responsible for keeping the members and associate members of the Association informed of any questions which may be brought before it for consideration.

Rule 26

The Executive Secretary of the Pan-African Association shall designate a focal point from his/her professional staff whose main responsibility shall be liaison with other Sub-regional Associations on matters concerning the Pan-African Association.

VIII. LANGUAGES

WORKING LANGUAGES

Rule 27

Arabic, English, French and Portuguese shall be the working languages for the Association.

Rule 28

Speeches made in any one of the working languages shall be interpreted into the other working languages if deemed necessary.

IX. THE COMMITTEE OF PORT EXPERTS

Rule 29

Members of the Committee shall be nominated by members of the Association subject to approval of the Council, unless the Council decides otherwise.

The number of representatives from each subregional Association shall not exceed five.

Rule 30

The Committee shall be headed by a Bureau comprising:

- (a) One Chairman and a Vice-Chairman
- (b) Two Rapporteur

Members present shall elect among them their Chairmen and Rapporteur in the event of the temporary absence of the Bureau.

Rule 31

The Term of Office of the Bureau shall be three years, renewable once.

Rule 32

The Secretary-Generals of the Sub-regional Associations shall supervise the workings of the Committee.

Rule 33

At the expiration of the Terms of Office of the Bureau, a new Bureau shall be elected from new Members of the Committee.

Rule 34

The Committee shall meet once every year.

Rule 35

Minutes of the meetings of the Committee shall be prepared under the direction of the Chairman by the Rapporteur who shall ensure their onward submission to the Executive Secretary of the Association who shall in turn submit them to members.

X. FINANCIAL ARRANGEMENTS FOR THE SECRETARIAT

Rule 36

The administrative costs of running the Association shall be borne by the host Sub-regional Association and other additional means as may be determined by the Council.

Rule 37

The Association shall utilize any available extrabudgetary resources to implement its major projects.

Rule 38

The Committee may form Sub-Committees as it deems necessary for the purposes of carrying out its special functions. Where a consultant is required to assist in the implementation of any project of the Association, selection of the consultant shall be carried out by a special Sub-Committee based on merits. Public media shall be utilized by the Secretariat to announce consultants requirements of the Association.

XI. WITHDRAWAL, SUSPENSION AND READMISSION

Rule 39

The Rules of Procedure of the Sub-regional Association hosting the Headquarters of the Regional Association shall apply on matters concerning Withdrawal, Suspension and Readmission of members unless the Association decides otherwise.

XII. FINAL DISPOSITIONS

Rule 40

The Constitution and Rules of Procedure may be amended by the Council of the Association sitting in Ordinary Session and by a decision take by two-thirds majority of members present and voting.

Rule 41

The Rules may not be amended unless the Council has received the report on the proposed amendments from the Committee of Experts of the Association.

Rule 42

The Rules of Procedure shall take effect from the date of the approval by the Council of the Association.

Rule 43

The Executive Secretary of the Association shall transmit certified true copies of the approved Rules of Procedure to:

- (a) All members of the Association.
- (b) The Economic Commission for Africa (ECA).
- (c) The International Association of Ports and Harbours (IAPH).