

CONSTITUTION

OF THE

**AFRICAN RURAL AND AGRICULTURAL
FINANCE ASSOCIATION (AFRACA)**

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PREAMBLE

We, the financial institutions in Africa with interest in the provision of rural finance:

Having regard to the mutual advantage to be derived from the effective and continuous coordination of activities and exchange of information,

Aware of the need for representatives of these financial institutions, Government and Non Government programs concerned with agricultural and rural development to foster close relationships amongst ourselves,

Convinced that the sustenance of an Association would best serve these purposes,

Acknowledging that:

1. The Basis of the Association is one of Central Banks, Commercial and Agricultural Banks, Micro-Finance Institutions and National Programs (government and non-government) dealing with rural and agricultural finance in Africa,

The vision of the Association is a Rural Africa where people have access to sustainable financial services for economic development,

The mission of the Association is to improve rural finance environment through the promotion of appropriate policy framework, which enables sustainable financial institutions to increase their outreach, improve their provision of financial services, and disseminate innovative financial practices,

Have decided to establish the AFRICAN RURAL AND AGRICULTURAL FINANCE ASSOCIATION herein after referred to as the 'Association' or in acronym 'AFRACA' formerly known as the African Rural and Agricultural Credit Association (as amended in 1994 in Kampala, Uganda).

ARTICLE 1 DEFINITIONS

Whenever used in this Constitution, the following words and terms shall have the following meanings:

“General Assembly”, “Executive Committee”, “Secretariat” means, the General Assembly, Executive Committee and Secretariat of the Association respectively;

“Chairman” and “Vice-Chairman” means, the Chairman and Vice-Chairman of the Association respectively;

“By-laws” means the By-laws of the Association adopted pursuant to this Constitution.

“Financial Institution” means an autonomous organisation established either by individual state, co-operatives or persons with the specific objective of providing financial services for rural development. This will include, among others, Central Banks, Commercial Banks, Agricultural Banks, Co-operative Banks, Development Banks, Agricultural Finance Corporations/Companies, Micro-Finance Institutions, and any such institution which has at least one office in any of the countries of the region;

“Africa” means the whole of the continent of Africa “regions” means Africa including islands adjoining it or as may be determined by the General Assembly from time to time.

“Rural Finance” includes the provision of financial services to the urban poor.

ARTICLE II OBJECTIVES AND FUNCTIONS

1. The objectives of the Association shall be to:
 - (a) foster co-operation in the planning of rural development of the region, by convening, supporting and collaborating in regional and

sub-regional conferences on rural finance, in collaboration with regional, national and international organisations;

(b) establish among its members a machinery for systematic interchange of information on rural finance in the region;

(c) initiate and support the carrying out of inter-country studies on problems of common interest;

(d) attract the interest of national and international institutions of persons in new opportunities for investment and assistance, which will contribute most effectively to the harmonious economic growth of the region as a whole and to the economic development of its peoples in particular;

(e) facilitate the exchange of personnel between institutions of different countries for training, in co-operation with any national, regional or international institution;

(f) develop, formulate and conceptualise innovative financial products and services, in collaboration with members, thereby supporting the further development of rural finance in the region;

(g) pay special attention to the position and problems facing the small-scale farmer and small rural households;

(h) undertake such other activities as may be conducive to the fulfilment of the objectives of the Association.

2. For the purpose of achieving its objectives, the Association shall:

(a) organise periodic meetings of members;

(b) promote the exchange of ideas and experience through the interchange of specialised personnel and by other methods;

(c) issue a periodic newsletter and other publications on rural finance and maintain a website;

(d) facilitate the collection, pooling and dissemination of information on economic and rural development and other matters of common interest to its members;

- (e) form technical committees to study matters of special interest, such as savings mobilisation, agricultural finance, rural finance and micro-finance and others;
- (f) sponsor and organise symposia, seminars, courses, workshops and other training programmes for personnel of member institutions;
- (g) set up study groups and/or such other subsidiary bodies as it deems appropriate for facilitating the carrying out of its functions and the attainment of its objectives; and
- (h) undertake any other activities that may advance the attainment of its objectives.

3. The Association shall seek to establish and maintain appropriate relations with national, regional and international organisations with similar interests.

ARTICLE III LEGAL STATUS

1. The Association shall have the capacity of a legal entity under international law in order to perform and undertake any acts appropriate for achieving its objectives within the power granted to it by the Constitution. It shall, in particular, have the capacity to hold and dispose movable and immovable properties of every description, to enter into contracts, to institute and defend suits and other legal proceedings, and to do all things necessary for the purpose of its Constitution.

2. The headquarters of the Association shall be determined by the General Assembly after consultation with the Government of the country which is agreeable to providing host facilities.

ARTICLE IV ORGANS OF THE ASSOCIATION

The organs of the Association are:

- (a) The General Assembly being the highest decision making organ of the Association;

- (a) The Executive Committee;
- (c) The Secretariat.

ARTICLE V
MEMBERSHIP

1. (a) The Association shall have two classes of Membership: Ordinary and Associate.

Ordinary Members

(i) Any African financial institution, government or non-government program, as well as any inter-country regional development financial institution, concerned with the development of rural financial services in region, may acquire Ordinary Membership. Ordinary members shall have the right to vote in General Assembly meetings.

Associate Members

(ii) Any national, regional, international or other organizations and individuals whether resident or not in Africa, with an interest in rural financial services, may acquire Associate Membership, which status does not hold voting rights.

- (b) Admission of Members shall be subject to recommendation of the Executive Committee. The General Assembly may, by two-thirds of the votes of those presents, decide on the conditions under which members of the Association may be admitted, provided that they have submitted an application for Membership.

2. Notwithstanding the provision of para. 1, the General Assembly may, upon recommendation of the Executive Committee, accord qualified organizations observer status. Observers shall not have voting rights in any meetings of the Association.

Termination of membership

3. Any Member of the Association may withdraw from the Association after the expiration of one year from the date on which Membership was acquired, by giving written notice of withdrawal to the Secretary General

who will inform the Chairman immediately. Withdrawals from the Association shall become effective one year from the date of receipt of the notice by the Chairman, provided that during the period of that year, the Member withdrawing shall nevertheless remain liable for the discharge of its obligations incurred under the provisions of this Constitution.

1. Any Ordinary Member of the Association who fails to pay the annual membership fee as at when due will forfeit its right to vote.

Suspension of members

2. Any Member who persistently fails to fulfill its obligations prescribed in this Constitution may be suspended from Membership by decision of the General Assembly and in accordance with the By-laws. The Secretary General shall duly notify the Executive Committee.

Cessation of membership

3. Any Member failing to fulfil its obligations prescribed in this Constitution for a consecutive period of two years shall *ipso facto* cease to be a Member at the end of these two years, unless such Member is reinstated by a decision of the General Assembly.

ARTICLE VI RIGHTS AND OBLIGATIONS OF MEMBERS

1. Ordinary and Associate Members shall, in accordance with the Constitution, By-laws and Resolutions of the General Assembly, have the right to:

(a) attend and participate in the General Assembly meetings of the Association;

(b) request and obtain information from the Association, on matters of its own concern, including guidelines for obtaining technical assistance and collaboration in the study of its problems;

(b) receive publications and other information that may be distributed by the Association;

(c) such other rights or privileges that members may be entitled to under this constitution.

2. Subject to provision to the provision of Article V, Ordinary Members shall have the right to vote in General Assembly meetings. Associate Members shall not have a voting right in General Assembly meetings. Finally, Observers shall not have voting rights in any meetings of the Association.

3. Ordinary and Associate Members shall, in accordance with the Constitution, By-laws and Resolutions of the General Assembly:

(a) settle their financial obligations towards the Association as at when due or on demand;

(a) collaborate in forming ad-hoc committees of the Association;

promptly provide information requested by the Association;

undertake any assignments that they have agreed upon with the Association;

accord to the organs of the Association and Members, in so far as may be possible under the laws of the respective countries, facilities which are deemed essential for the successful carrying out of the functions of the Association;

In general, collaborate with the Association in the fulfillment of its objectives and functions.

ARTICLE VII GENERAL ASSEMBLY

1. There shall be a General Assembly composed of all Members of the Association, which shall meet at least once in every two years.

2. Extraordinary Assemblies may be convened in accordance with the By-laws of the Association.

3. Each Ordinary Member shall have one vote, subject, however, to the number of votes being exercised by members drawn from any sub-region not exceeding 1/5 (one-fifth) of the total number of votes cast at such a meeting.

4. The General Assembly shall elect from its Ordinary Members an Executive Committee consisting of the Chairman, the Vice-Chairman and

five other Members representing the five sub-regions of Africa for a term of two years between two General Assemblies.

5. The General Assembly shall elect a Secretary General who shall then become a Member of the Executive Committee and shall hold office for a three-year period. The Secretary General will be elected purely on personal merit, and in accordance with the provision of Article V of the by-laws. His candidature shall be supported by an Ordinary Member. He shall be eligible for re-election, provided that he shall not hold office for more than six years continuously. His re-election shall be sponsored by one Ordinary Member and be subject to recommendation of the Executive Committee after review of his performance.

6. In the event that the General Assembly is unable to elect or re-elect a Secretary General in accordance with sub-section 5 hereof the current Secretary General shall hold office in an acting capacity, for a maximum period of three months pending the election or re-election.

7. The General Assembly can remove the Secretary General in accordance with the rules set out in Article V of the by-laws.

8. The Chairman, Vice-Chairman and the five other Members representing the sub-regions of Africa, will be deemed to be elected in their capacity as representatives of the Members and not in their personal capacities.

9. The Secretary General and the Chairman shall not be citizens of the same country.

10. The Chairman, and in his absence, the Vice-Chairman, shall preside over the meetings of the General Assembly. In the absence of the Chairman and Vice-Chairman, any member of the Executive Committee other than the Secretary General shall be elected to preside.

11. At its ordinary meeting, the General Assembly shall:

- (a) consider the report on the activities of the Association since the previous meeting;
- (b) consider and approve the Financial Report of the Association;
- (b) consider and approve the audited accounts of the Association;

- (c) consider and approve Work Plan and Annual Budget estimates;
- (d) elect the Members of the Executive Committee;
- (e) consider the appointment of the auditors;
- (f) determine conditions for membership;
- (g) consider applications for membership;
- (h) determine the annual membership fee payable by the different types of Members;
- (i) consider and adopt rules and general directives governing the activities of the Association and its organs;
- (j) consider and take action on other matters presented to it by the Executive Committee;
- (k) consider such other matters that are relevant to the business of the Association.
- (l) determine the date and venue of the next ordinary meeting;

10. Subject to the provisions of this Constitution, the General Assembly shall make By-laws on:

- (a) conditions for membership;
- (b) appointment of Observers;
- (c) financial management;
- (d) terms and conditions of employment;
- (e) procedures and convening of meetings of the Association;
- (f) the constitution of standing or ad hoc committees including Central Banks, Consultative Committees and Micro-finance Institutions dialogue forum;
- (g) appointment of consultants and the provision of consultancy services by the Association;
- (h) other matters necessary or incidental to the proper functioning of the Association.

11. The General Assembly may establish such other bodies as it deems necessary.

ARTICLE VIII
EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of:
 - (i) the Chairman,
 - (ii) the Vice-Chairman,
 - (iii) the Secretary General,
 - (iv) five Ordinary Members of the Association,
 - (v) representatives of accredited donors as Observers.
Observers shall not have voting rights.

2. The five Ordinary Members shall represent their respective sub-regions as defined in the By-laws. No country will have more than one representative on the Executive Committee. However, the Chairman and the Secretary General shall not come from the same country.

3. The Executive Committee shall have the power to:
 - (a) review and recommend applications for membership to the Association;
 - (b) exercise control over the Secretariat;
 - (c) ensure the proper functioning of the Association in the event of the Secretary General's persistent inability to carry out his functions;
 - (d) submit to the General Assembly the necessary reports, including:
 - i. reports on the Association's activities;
 - ii. audited statements of accounts and financial reports;
 - iii. annual program of work including budget estimates.
 - (e) review, direct and co-ordinate the activities of the organs of the Association in between meetings of the General Assembly and to such extent as may be determined by the General Assembly;
 - (f) review the By-laws, rules, regulations and procedures for the conduct of the business of the Association, for the approval of the General Assembly.
 - (g) implement and execute the policies and decisions laid down in the Constitution and the General Assembly, and to exercise the powers and perform the duties delegated to it by the General Assembly

4. The Executive Committee shall meet at least once a year.

ARTICLE IX SECRETARIAT

1. The Secretariat shall consist of:
 - (a) The Secretary General who shall be the Chief Executive Officer of the Association;
 - (b) All other staff appointed to assist him in the discharge of his functions.

2. The Secretary General shall:
 - (a) be responsible for the day-to-day administration of the Association;
 - (b) employ and discharge staff members of the Association in accordance with the conditions of service as approved by the General Assembly;
 - (c) in consultation with the Chairman, convene the Executive Committee and/or the General Assembly;
 - (d) Subject to the approval of the General Assembly, constitute such standing ad-hoc committee as may be desirable for the attainment of the objectives of the Association;
 - (e) ensure co-ordination between all members of the Association;
 - (f) grant provisional membership to applicants on such terms and conditions as shall have been stipulated by the Executive Committee;
 - (g) encourage and highlight the participation of Central Banks in the activities of the Association;
 - (h) promote and co-ordinate the participation and integration of Microfinance Institutions in the activities of the Association;
 - (i) liaise with donor agencies and technical partners of the Association;
 - (j) organize conferences, symposia, regional training and other gatherings upon the request of the executive Committee;

- (k) initiate proposals for joint action programs with other regional and international bodies;
- (l) manage the finances of the Association in accordance with its financial regulations;
- (m) issue a periodic newsletter and provide documentation for facilitating easy access to information on the above activities.
- (n) generally take action on all matters consistent with the objectives of the Association.

ARTICLE X RESOURCES AND DISBURSEMENTS

1. Sources of income shall include:
 - (a) annual membership fee;
 - (a) voluntary contributions from members;
 - (b) grants, donations and gifts from other sources;
 - (c) payments for services rendered in accordance with the By-laws;
 - (d) interest earned on deposits;
 - (e) income earned from investments;

Budget and expenditure

1. The Executive Committee shall submit to each General Assembly the budget for approval. The financial year will be twenty-four calendar months unless the General Assembly determines otherwise.

Financial Management

2. The Executive Committee and the Secretary General shall, manage the funds of the Association on behalf of the General Assembly as follows:

- (a) payment of expenses in connection with administration and operation of the Association;
- (b) open, operate or close bank accounts approved by the Executive Committee;
- (c) collect, receive and acknowledge contributions and all other income from any of its other sources and deposit same in approved bank accounts in accordance with the By-laws and financial regulations;
- (d) authorize, record and account for all disbursements made by or on behalf of the Association.

ARTICLE XI AMENDMENT OF THE CONSTITUTION

1. The General Assembly may by two-thirds majority of votes cast, amend this Constitution provided that such a majority represents at least three (3) of the five (5) sub-regions of the Association.
2. Proposals for Amendment of the Constitution may be made either by the Executive Committee or by a Member organization in a communication addressed to the Chairman through the Secretary General of the Association. The Chairman shall immediately inform all Members of the proposals for amendments within 21 days. Proof of postage shall constitute sufficient evidence of notice. No proposal for the amendment of the Constitution shall be included in the agenda of the General Assembly unless notice thereof has been dispatched by the Chairman to the Members at least 28 days prior to the opening of the General Assembly.

ARTICLE XII SETTLEMENT OF DISPUTES

1. Any dispute arising between members of the Association or between the Association and its employees concerning the interpretation and application of the provisions of the Constitution and which cannot be settled by the parties concerned, shall be submitted to arbitration for amicable settlement.

2. The Tribunal shall be composed of three persons. Each party to a dispute shall appoint one person and the two arbitrators so nominated shall nominate a third person to act as Chairman of the Arbitration Tribunal. In case of disagreement on the nomination of such a third person, she/he shall be elected by the Chairman of the General Assembly. The decision of the Arbitration Tribunal shall be final and binding on the parties to the dispute.

ARTICLE XIII APPLICABLE LAW

This constitution shall be governed by the applicable laws of the host country of the secretariat.

ARTICLE XIV LIABILITY

The Association shall not be liable for any acts performed by the Secretary General or staff outside the framework of their official functions.

ARTICLE XV DISSOLUTION

1. The Association may be voluntarily dissolved by a two-third majority of Ordinary Members, provided that such a majority represents the vote of at least sixty- percent (60%) of the countries, which have members in the Association. Members shall prior to dissolution appoint a receiver.

2. In the case of either its voluntary or involuntary dissolution, all the Ordinary members of the Association shall share all its outstanding liabilities or its assets as the case shall be on a pro rata basis and which contribution shall be determined by the value of their contributions as at the date of such dissolution.

ARTICLE XVI TRANSITIONAL PROVISIONS AND SAVINGS

Any decision or act done or undone immediately before the date when this Constitution comes into force, shall be deemed to have been constitutionally done as if the decision or act was done or undone by virtue of this constitution or in accordance with provisions of its by-laws.

ARTICLE XVI
TRUSTEES

1. The General Assembly shall elect three trustees in whom shall be jointly vested all the property of the Association.
2. The trustees shall have the control of the funds of the Association but may delegate their powers to any official of the Association to act as signatories to operate a bank account.
3. A trustee shall hold office until such time as he resigns by notice in writing to the Executive Committee or is removed by vote at the General Assembly. In the event of the resignation of a trustee the Executive Committee shall nominate one of its members to temporarily fill the vacancy until such time as the General Assembly elects a trustee to fill the office of the nominated trustee.

BY-LAWS
OF
THE AFRICAN RURAL AND AGRICULTURAL FINANCE
ASSOCIATION (AFRACA)

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RULE I DEFINITIONS

1. The African Rural and Agricultural Finance Association, hereafter referred to as the “Association”, shall also be known by its acronym “AFRACA”.

2. Whenever used in this Constitution, the following words and terms shall have the following meaning:

“General Assembly”, “Executive Committee” and “Secretariat” shall mean, respectively, the General Assembly, Executive Committee and Secretariat of the Association;

(a) “Chairman”, “Vice Chairman” and “Secretary General” shall mean, respectively, the Chairman, Vice Chairman and Secretary General of the Association;

(b) “The Secretariat” shall consist of the Secretary General, elected by the Association and the staff appointed to assist him in the discharge of his functions;

(c) “By-laws” shall mean the By-laws of the Association adopted by the General Assembly pursuant to this Constitution;

(d) “Africa” shall mean the whole of the continent of Africa, including the islands adjoining it or as may be determined by the General Assembly from time to time, as appropriate;

(e) “Members” means Ordinary and Associate members of the Association;

(h) “Observers” means representatives of accredited donors as shall be approved by the Executive Committee.

RULE II MEMBERSHIP and ORGANS

1. The Association shall have two classes of Membership, Ordinary and Associate:

(a) Ordinary Membership of the Association shall be open to the following African organizations:

- (i) Any government or non-government program concerned with the development of rural financial services;
- (ii) Any national financial institution;
- (iii) Any national federation or association of financial institutions actively interested and involved in rural and agricultural finance and development;
- (iv) Any Central Bank or Monetary Authority;
- (v) Any regional development finance institution;
- (vi) Any regional and/or national rural finance training and/or research center.

(b) Associate Membership of the Association shall be open to any national, regional or international organization or persons with an interest in rural financial services.

Admission of Associate Members shall be subject to their approval of the General Assembly.

2. The Secretary General shall duly notify the Executive Committee of all the applications for membership.

RULE III COMPOSITION AND PROCEEDING OF GENERAL ASSEMBLY

1. The General Assembly shall be composed of the representatives of Ordinary and Associate Members of the Association.

1. The General Assembly will be convened every two-calendar year, at the time and place decided by the previous meeting. In accordance with this decision, the Secretary General shall, in consultation with the Chairman, issue the announcement of the meeting at least 60 days in advance. If the General Assembly is unable to fix a time and place for the next meeting at the regular meeting, the Chairman shall, in consultation with the Secretary General and the members of the Association and through correspondence, be authorised to fix the time and place of the meeting.

3. Attendance from a majority of members representing not less than three fifth (3/5) of the sub-regions for the General Assembly, who shall however not number less that fifty per cent (50%) of the total members .

4. Any resolution of the General Assembly must be supported by majority of members representing majority of the sub-regions present.
5. Each Ordinary Member of the Association shall have one vote in the General Assembly. The number of votes being exercised by Members drawn from any one sub-region may not exceed one-fifth of the total number of votes cast at such meetings. The General Assembly may by a special resolution review this requirement.
6. (a) The Chairman may call an Extraordinary Meeting of the General Assembly at:
 - (i) the direction of the General Assembly;
 - (ii) the direction of the Executive Committee, or
 - (iii) the request of a Group of Ordinary Members representing not less than five member from at least three of the five sub-regions of the Association.

(b) The Executive Committee shall decide on the agenda, time and place of an Extraordinary Meeting, after taking into consideration the proposals made by the Members.
7. (a) Invitations to an Ordinary Meeting along with a provisional agenda, reports and supporting documents shall be sent out not less than 21 days in advance of the opening session. The Executive Committee shall prepare the provisional agenda.

(b) Invitations provisional agenda and supporting documents, related to the Extraordinary Meeting should be issued not less than 14 days in advance of the date fixed for the opening session. The announcement, invitations and documents for the Ordinary Meetings shall be sent out at least 21 days in advance of the opening session.
8. The provisional agenda of each Ordinary Meeting of the General Assembly shall include:
 - (a) adoption of the agenda;
 - (b) approval of the previous minutes and matters arising from it;

- (c) a report of the Executive Committee on its activities during the previous two calendar years and activities planned for the next two calendar years to be presented by the Chairman;
 - (d) a report by the Secretary General on the financial affairs of the Association, including an audited statement of accounts for the previous two years;
 - (e) consideration of the proposed budget for the next biennium;
 - (f) reports of technical and other committees, if any;
 - (g) election of the Chairman, Vice-Chairman, Secretary General and the 5 other Members of the Executive Committee;
 - (h) approval of audited accounts;
 - (i) appointment of auditors;
 - (j) items proposed by the Executive Committee or any Member institution;
 - (k) considerations on time and venue for the next meeting of the General Assembly;
 - (l) The provisional agenda for an extraordinary meeting will include the special item for which the meeting is being called and other items proposed by the Executive Committee or by any Ordinary Member.
9. (a) The Chairman, Vice-Chairman, Secretary General and the five other Executive Committee Members shall assume office at the end of the General Assembly in which they are elected.
- (a) In the absence of the Chairman and Vice-Chairman, the General Assembly shall elect a Chairman for the meeting.
 - (b) In the absence of the Chairman for a period of thirty minutes, the Vice-Chairman will then preside over the meeting.
 - (c) Quorum shall be constituted by not less than 3 (three) of the 5 (five) members of the sub-regions.
10. The Secretary General may, on the approval of the Executive Committee, invite non-members to attend the General Assembly meetings. They shall have no voting rights.

RULE IV
EXECUTIVE COMMITTEE

1. Pursuant to the provisions to the Article VIII of the Constitution the Executive Committee shall consist of:

- (i) the Chairman,
 - (ii) the Vice-Chairman,
 - (iii) the Secretary General,
 - (iv) five Ordinary Members of the Association representing the sub-regions,
 - (v) representatives of accredited donors as Observers.
- Observers shall not have voting rights.

2. The five sub-regions to be represented by the five members are:

- I. Western Africa I : comprising Francophone countries Western and Northern Africa
- II. Western Africa II: comprising Anglophone countries
- I. Central Africa:
- II. Eastern Africa:
- V. Southern Africa:

3. The Members of the Executive Committee shall be elected by the General Assembly at its regular biennium meetings. If, due to unforeseen circumstances, the General Assembly fails to elect an Executive Committee, the previous Committee will continue to hold office until elections are held.

4. Five Members, including the Chairman and/or Vice-Chairman, shall constitute a quorum. Decisions of the Committee shall be taken by a majority of votes.

5. The Vice-Chairman shall exercise the functions of the Chairman in his absence or at his request.

6. Any vacancy in the Executive Committee shall be filled from among other Ordinary Members of the Association of the concerned region by the remaining Members of the Executive Committee. Any person so elected by the Committee shall serve only until the next ordinary meeting of the General Assembly.

7. AFRACA will not reimburse the expenses incurred by the Members

for sending their representatives to attend the General Assembly or the Executive Committee meetings except in unusual circumstances as may be determined by the Chairman and the Secretary General.

8. The General Assembly or the Executive Committee can authorize the Secretary General to arrange for adoption a resolution seeking a vote by correspondence with Members of the Executive Committee.

RULE V SECRETARIAT

1. The Secretariat shall consist of the Secretary General and the staff appointed to assist him in the discharge of his functions.

2. The Executive Committee shall propose an appropriate staff manual containing recruitment guidelines for the appointment of the Secretary General and other staff of the Association.

3. The Executive Committee may create such other offices and designate officers thereof as may be required by circumstances and as may be necessary to promote the Objectives of the Association and within the budgetary limits approved by the General Assembly.

RULE VI STANDING AND AD-HOC BODIES

The General Assembly, under Article IV of the Constitution, may establish standing and Ad-hoc bodies, working groups or consultancies subject to the following rules and procedures:

1. The General Assembly empowers the Executive Committee to establish such bodies, working groups and consultations, where it considers that such action is conducive for the facilitation of its own work.

2. Before taking a decision on establishing such bodies, the Executive Committee shall examine the administrative and financial implications of such a decision.

3. The Executive Committee shall define the terms of reference, composition and, where possible, the duration of the mandate of each such subsidiary Ad-hoc bodies.

4. The subsidiary Ad-hoc bodies shall report to the Executive Committee and the report shall be made available for information to all members of the Association.

RULE VII RESOURCES AND DISBURSEMENT

1. The Association shall raise resources to finance its activities in accordance with Article X of Association.

Annual Membership fees, shall be determined by type of Membership according to the following schedule as may be reviewed by the General Assembly from time to time and shall be payable in United States Dollars (US. \$):

- (a) Ordinary Members
 - (i) Central Banks or similar rated banks and institutions - 5.000
 - (ii) Agricultural, Commercial and other Banks - 4.000
 - (iii) Micro-Finance Institutions - 1.000

- (b) Associate Members
 - Universities, research institutions and individual members - 500

2. The Executive Committee may authorize and effect, on behalf of the Association, disbursements for achieving its objectives of the Association, in accordance with Article VIII of the Constitution including:

- (a) payment of salaries and allowances of staff, if any, employed by the Association;
- (b) payment of rent on hired property and expenses incurred in connection with maintenance of immovable and movable property, including Office equipment, etc.
- (c) payment of honoraria, travel expenses and other payments to individuals and institutions for assignments undertaken on behalf of the Association, or services rendered to the Association.

3. The Executive Committee shall by special resolution, appoint one of its member who is currently resident in the City where the Secretariat is headquartered to operate the accounts of the Association on behalf of the Association either solely or jointly with the Secretary General or any other of

its appointed officers. However should none of its members be so resident, it shall appoint one member of the Association who is so resident.

RULE VIII PARTICIPATION OF OBSERVERS

1. Institutions which are not members may, upon written request and approval of the Executive Committee, attend meetings of the General Assembly and subsidiary bodies of the Association, in an Observer capacity.
2. Participation of regional and international organizations in the work of the Association shall be governed by the relevant provisions of the Constitution and resolutions of the General Assembly. The Chairman, at the request of the General Assembly or the Executive Committee, may invite regional and international organizations to attend meetings of the General Assembly, Executive Committee and subsidiary bodies of the Association.
3. Unless the General Assembly expressly determines otherwise, observers may attend the plenary meetings and participate in discussions. Observers may also attend and participate in any technical committee meetings.
4. Observers shall have no voting rights.

RULE IX CONDITIONS FOR QUALIFICATIONS FOR MEMBERSHIP

As may be provided by the General Assembly.

RULE X TERMS AND CONDITIONS OF EMPLOYMENT

As may be provided by the General Assembly.

RULE XI FINANCIAL MANAGEMENT AND ACCOUNTING REGULATIONS

As may be provided by the General Assembly.

**RULE XII
OFFICIAL LANGUAGES**

The Association recognizes English and French as its Official Languages. All working documents should be in both languages.

**RULE XIII
RECOMMENDATIONS TO MEMBERS**

The Association may make recommendations by a two-thirds majority of votes cast, provided that such a majority represents more than half of the countries which have members, on any matters pertaining to the aims and functions described in Article II of the Constitution.

**RULE XIV
SUSPENSION AND AMENDMENT OF BY-LAWS**

1. Subject to the provisions of the Constitution, any of the fore-going By-laws may be amended or suspended on the motion of any Ordinary Member by two-thirds majority of the votes cast at any meeting of the General Assembly provided that such a majority represents more than half of the countries which have members in the Association, and provided that announcement is made at a plenary meeting and copies of the proposal for suspension, amendment or addition have been distributed to the members not less than 24 hours before the meeting at which action is to be taken.
2. The Executive Committee may propose amendments, additions or suspension of these By-laws to the next meeting of the General Assembly.
3. These By-laws and their amendments shall become effective on the date of their approval by the General Assembly.