

**AFRICAN ROAD MAINTENANCE FUNDS ASSOCIATION**

**« ARMFA »**



**WEST AFRICA FOCAL GROUP**

**« WAFG »**

**RULES AND REGULATIONS**

September 2019

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**AFRICAN ROAD MAINTENANCE FUNDS ASSOCIATION**  
**(ARMFA)**

**WEST AFRICA FOCAL GROUP**  
**(WAFG)**

**RULES AND REGULATIONS**  
**(RR)**

**PREAMBLE :**

The inception of the Road Maintenance Funds « **RMF** » resulted from a Pan-African willpower to address road maintenance issues through the joint-venture of Road Maintenance Funds of diverse countries that agreed in 2003 to create a cooperative framework aiming at supporting African States' development efforts.

The process ultimately led to the constitution of the Road Maintenance Funds Association « **ARMFA** ».

In the interests of efficiency in handling issues of road maintenance, ARMFA has, under Article IX of its Statute, instituted branches of the Executive Committee hereinafter referred to as Focal Groups, intended for acting in specific geographic areas.

Therefore, West Africa Focal Group, instituted within the framework of the enforcement of Article IX aforementioned, has hereby decided to adopt the present Rules and Regulations « **RR** » hereto.



## **TITRE I : STANDARD PROVISIONS**

### **ARTICLE 1 : Object**

The purpose of these Rules and Regulations is to clarify the Operating Procedures of West Africa Focal Group « **WAFG** » in compliance with the provisions of ARMFA's Statute and Rules and Regulations.

### **ARTICLE 2 : Legal basis**

These Rules and Regulations have been established on the basis of articles 4 and 5 of ARMFA's Rules and Regulations and Statute.

### **ARTICLE 3 : Headquarters**

The headquarters of the Permanent Secretariat is located in the premises of West Africa Focal Group. The headquarters is established by the General Assembly which has the right to decide of the opportunity whether it should be or not transferred in another Country as well.

It is expressly understood upon a transitional basis that the RMF's headquarters hosting WAFG's Presidency will equally host the Permanent Secretariat and thus becomes the official headquarters of the organization, in compliance with the terms of Article 17 below.

### **ARTICLE 4 : Organs of West Africa Focal Group**

Below are the administrative organs of West Africa Focal Group :

- the General Assembly,
- the President,
- the Vice-President
- the Special Adviser
- the Permanent Secretariat and
- the Auditorship





## TITRE II : MEMBERS

### ARTICLE 5 : Categories of Members

There are two (02) categories of West Africa Focal Group members :

#### 1- Active Members :

The following entities are considered as active Members of the West Africa Focal Group: all West African RMF, members of ARMFA that comply with these Rules and Regulations. They are endowed with rights, bound by obligations and penalties provided for in the provisions of Articles 6, 7, 8 and 9 below.

#### 2- Honour Members :

The following persons are considered as Honourable Members: notorious personalities known for their competences, and acknowledged contributions to the road maintenance system development in a particular country, or a region in general and to the development and emergence of RMF in particular, as well as their commitment towards ARMFA and WAFG influence. Although the list is far from being exhaustive, yet we can mention in addition as Honourable Members as well, former MD's of RMF or former Ministers in charge of Transport Infrastructure or Finance. With the exception of the voting rights at assemblies and the right of eligibility to run for the President office, they are likewise entitled to the same rights as those of active Members without being subject to the obligation of contribution.

### ARTICLE 6 : Membership and co-option of Members

All RMF's of West Africa and members of ARMFA are active Members of WAFG, provided they comply with these Rules and Regulations.

Personalities described in Article 5 aforementioned and who are co-opted by the General Assembly through a consensus or unanimity with regard to one or more active members' proposal or at their own request, are categorized as Honour Members.

### ARTICLE 7 : Rights of the Members

WAFG members' status entitles its members to the right to :

- (i) Solicit support from other Members ;

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- (ii) Partake in WAFG activities ;
- (iii) Attend general assemblies with a deliberating power; and
- (iv) Be eligible among WAFG's different organs pursuant to the terms and conditions stated by these Rules and Regulations.

**ARTICLE 8 : Obligations of the Members**

WAFG members have the obligation to :

- (i) unconditionally comply with these Rules as well as the statutes of ARMFA ;
- (ii) pay specific annual dues which amount is determined by the General Assembly based on the activities to be undertaken by WAFG in addition to the annual contributions to the Executive Office of ARMFA ;
- (iii) communicate to WAFG all information relevant to the achievement of the goals set forth by the General Assembly and most widely the objectives referred to in Article II of the statutes of ARMFA (the «Statutes»); and
- (iv) contribute to the liabilities of WAFG ;
- (v) contribute collectively or individually, to support all or part of the participation fee of honorary members at meetings and technical meetings.

**ARTICLE 9 : Sanction of members**

In the event that one of the members is in breach of the abovementioned obligations as stated in Article 7 above, the Chairman having previously consulted the other members, present a formal recommendation to the offending member, which urges him to comply bona fide with his commitments.

If within a three-month period, the member at fault has not yet performed his/her obligations under these Rules and the Articles of ARMFA, the General Assembly may be convened in accordance with Article 11 below for the purposes of determining the penalty to be applied to the said Member.

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The General Assembly has the sole power to impose penalties within WAFG. As such, it may, in a discretionary way and depending on circumstances, decide on the penalty to impose on members in case of flagrant violation of any of these Rules and Statutes clauses. This penalty may not be necessarily coupled with a probationary period at the end of which the offending member can see, based on his amendment, his sanction lifted.

These sanctions yet not exhaustive, are as follows :

- (i) deprivation of the right to speak during the General Assembly sessions ;
- (ii) deprivation of the right to vote ;
- (iii) prohibiting the Member concerned from the right to hold a position or function within WAFG ; and
- (iv) ban on the member concerned, to benefit from any activity or support from WAFG.

#### **ARTICLE 10 : Withdrawal of Members**

Any Member may withdraw at any time. The withdrawal is duly notified in writing to the President of WAFG against discharge or acknowledgment of receipt.

It takes effect two (2) months after the withdrawal request receipt and registration by the Permanent Secretariat.

Any Member requesting to withdraw is required to proceed without delay to the payment of the contributions due to the filing date of the application.

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# TITRE III : ORGANIZATION

## III.1 GENERAL ASSEMBLIES

### ARTICLE 11 : Composition and organization of WAFG General Assemblies

The General Assembly is the deliberative organ of WAFG.

All West Africa RMFs, members of ARMFA are constituent of WAFG General Assembly, which holds its ordinary session once (1) a year and its extraordinary sessions whenever needed.

Meetings are convened on the initiative of the President or one third (1/3) of the Active Members, at least two (2) months prior to the event. However, with regard to urgency, the extraordinary Sessions may be convened within thirty (30) days from the date of notification made to the Members by any means evidenced by a written notification.

The notices must state the object, date, place, time, identity and status of the author of the convocation. They must as well be sent to all Members by any means evidenced by a written notification.

General Assemblies may be held through the usage of any existing technique including physical meeting, video conferencing or audio conferencing.

Whenever some Members are participating in the meeting by video conference or other telecommunication means, at least one third (1/3) of the members must be physically present.

Members who are participating in the meeting by videoconference or by any other means of telecommunication that allow their identification and guarantee their effective participation can vote either orally or electronically.

Whenever a meeting is held by video conference or other means of telecommunication, any inch that may have occurred during the session and that disrupted its progress should be mention in the minutes of technical incidents.

General Assemblies are headed by the President of the GFAO or, in case of absence or impediment, by the Vice-President. In case of absence or incapacity of the latter, by the Director General of the RMF of the host country.

General Assemblies are held rotary according to the alphabetical order of the member countries.





When for whatsoever reason, an RMF cannot host a session of WAFG's General Assembly, the President may designate RMF whose country name immediately follows in alphabetical order or failing a voluntary country.

Therefore, the substituted RMF will organize the next meeting.

In every case, the principle of rotation will be observed.

At General Assemblies, the Secretariat is provided by the Permanent Secretary backed by the host RMF.

### **ARTICLE 12 : Deliberations and decisions at General Assemblies of WAFG**

General Assemblies of WAFG are validly constituted when at least 2/3 of active members are present or represented. Participation in assemblies by means of telecommunication is accepted and adopted as an effective presence.

Any Member may, through a written notification, empower another member to represent him at a meeting of the General Assembly, subject to specify the extent of the proxy. Notwithstanding, the authority is only valid for a single meeting and a country can not have more than one power of attorney.

Each Member is entrusted a seat and a vote at the General Assembly, except in cases of sanction.

Decisions are made by consensus after all Members have been consulted. Failing a consensus, decisions are made by simple majority of members present or represented.

In case of a tie vote, the Chairman has the casting.

### **III.2 TECHNICAL MEETING**

#### **ARTICLE 13 : Composition and organization of WAFG technical meetings**

All West Africa RMF members of ARMFA are constituent of WAFG technical meeting.

Meetings are convened on the initiative of the President or one third (1/3) of Active Members, at least two (2) months prior to the event by any means evidenced by a written notification.

WAFG technical meetings are held whenever necessary.

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The technical meetings of the WAFG are not isolated but rather integrated at the level of the General Assembly. They are headed by the President of the WAFG or, in case of absence or impediment, by the Vice-President. In case of absence or incapacity of the latter, by the Director General of the FER of the host country.

They are held in a rotating or rotary alphabetical order of the names of RMF members.

When for whatsoever reason, an RMF cannot host a session of WAFG, the President may designate RMF whose country name immediately follows in alphabetical order or failing a member country. Therefore, the substituted RMF will organize the next meeting.

In every case, the principle of rotation must be observed.

At meetings of WAFG, the secretariat is provided by the Permanent Secretary supported by the host RMF.

#### **ARTICLE 14 : Deliberations and decisions during technical meetings of WAFG**

Technical meetings of WAFG take place if at least 2/3 of the members are present or represented.

WAFG decisions are made by consensus, after consultation with all Members.

Failing a consensus, decisions are made by a simple majority of voting members present or represented.

In case of a tie vote, the Chairman has the casting.

Any Member may give written proxy to another member to represent him at a technical meeting, subject to specify the extent of the proxy.

### **III.3 PRESIDENCY OF WAFG**

#### **ARTICLE 15 : Election and appointment of WAFG President**

The President of WAFG is elected during an Ordinary General Assembly of WAFG, by simple majority, for a non-renewable two (2) years term.

The office of President is rotating between the representatives of various Members of WAFG. While respecting democratic principles of the voting freedom, preferred

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criteria for the selection of the President are the commitment and dedication to the ideals of WAFG and ARMFA, seniority as his country's RMF CEO, the necessary rotation between the three (3) official languages of WAFG.

The mandate of WAFG President is exercised voluntarily without giving rise to any type of compensation.

The President represents WAFG within the organs of ARMFA.

In case of his unavailability, his duties shall be momentarily performed by the Deputy Chairman. In the absence of a Vice-President, he might be replaced by a member of WAFG designated for the purpose of accomplishing a specific mission. The mission order given to the Substitute shall be transmitted by any means evidenced by a written notification.

Whenever the President, due to death, dismissal, resignation or any other cause, no longer exercises his administrative functions within his RMF, the Vice-Chairman, if there is any, carries on with his mandate until it has ended. Otherwise, his deputy or successor as RMF CEO in his country manages his office on his behalf until its term, unless a motivated withdrawal request is addressed to the Permanent Secretariat. In this case, the oldest MD is responsible to continue to run the office to its term.

Upon a request from the President of WAFG, RMF Representatives designate focal points to facilitate the coordination of the Group's activities.

#### **ARTICLE 16 : Responsibilities of the President of WAFG**

The President mainly ensures that WAFG complies with all resolutions and guidelines set by the General Assemblies of the group and those of ARMFA. He also ensures that WAFG conforms to all acts adopted in compliance with ARMFA Statutes and Rules and Regulations.

The President :

- (i) represents WAFG regarding any civil or judicial authority ;
- (ii) convenes, sets the agenda and presides over all meetings of WAFG ;
- (iii) presents WAFG activity report ;
- (iv) is the signatory of any contracts or other acts involving WAFG towards third parties; and

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- (v) is the principal authorizing officer of WAFG's expenditure.

The President is assisted by a Vice-President and a Special Adviser.

The Vice-President shall assist the President and act as his substitute when necessary.

The Special Adviser advises the President on the strategic orientations of the WAFG and performs on behalf of the President the missions essential to the proper functioning of the Office.

### **III.4 PERMANENT SECRETARIAT**

#### **ARTICLE 17 : The Permanent Secretariat**

The Permanent Secretariat is headed by a Permanent Secretary who has the status of an employee, and he is recruited on call for applications. He works under the responsibility of the President.

As a transitional measure until the choice of the country to host the Permanent Secretariat and the General Assembly and the recruitment of the Permanent Secretary, the Focal Point of the RMF holding the Presidency of WAFG ensures the function and tasks of the Permanent Secretary.

The missions of the Permanent Secretariat are as follows :

- (i) implement the broad guidelines of WAFG ;
- (ii) assist WAFG organs. As such, it can receive any legal authorization for specific tasks ;
- (iii) coordinate the actions of WAFG ;
- (iv) propose any action likely to promote the image of WAFG ;
- (v) ensure the collection of contributions from Members ;
- (vi) ensure the organization of technical workshops and General Assemblies ;
- (vii) act as a link between the various members of the Focal Group and the President ;

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- (viii) conduct studies and assignments initiated by WAFG ;
- (ix) update the register of members and records of WAFG; and ;
- (x) propose the staff to be recruited by WAFG.

### **III.5 AUDITORSHIP**

#### **ARTICLE 18 : The Auditor**

The annual accounts of WAFG must be certified by a Chartered Accounts Commissioner to be appointed in accordance with the provisions of the Treaty of OHADA.

The WAFG may possibly resort to one or more independent external auditors in the following cases :

- (i) upon the Statutory Auditor's proposal ;
- (ii) upon a majority request of the General Assembly ; and
- (iii) in accordance with an agreement concluded by WAFG with a partner or partners, and that would create an obligation.

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## TITRE IV : FINAL PROVISIONS

### ARTICLE 19 : Enforcement

These Rules and Regulations take effect upon adoption by the majority of WAFG and thereby supersede all previous texts and rules governing the operation of WAFG.

### ARTICLE 20: Modification or Amendment


Any proposed changes or amendments of the present Rules and Regulations must be written and addressed to the President of WAFG.

Any amendment or modification is adopted by a majority of 2/3 of members present or represented.


Any modification of these Rules and Regulations comes into force upon adoption, unless the General Assembly decides to delay the enforcement.

Drawn and adopted in Ouagadougou, on September 23, 2019

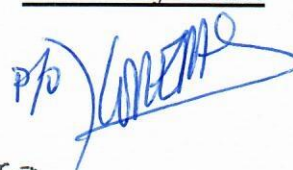
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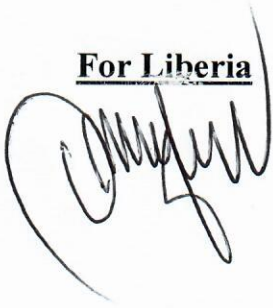
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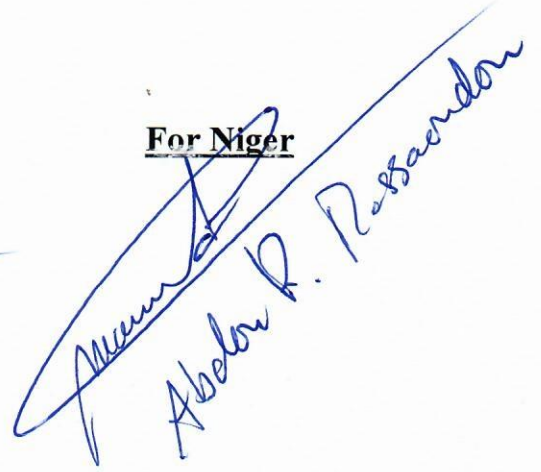


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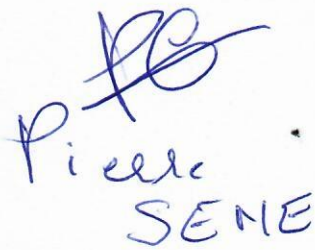
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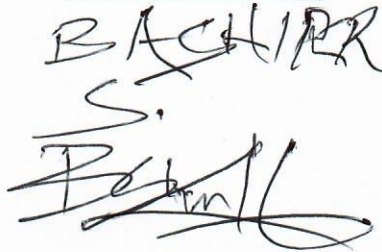
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