



association cotonnière africaine
african cotton association

RULES AND REGULATIONS OF THE
AFRICAN COTTON ASSOCIATION
(A . C . A .)

Contents

CONTENTS	2
PREAMBLE	4
TITRE I. MEMBERS	4
ARTICLE 1. CATEGORIES OF MEMBERS	4
1-1 <i>Active Members</i>	4
2-2 <i>Associate Members</i>	4
2-3 <i>Correspondent Members</i>	5
ARTICLE 2. MEMBERSHIP ADMISSION PROCEDURE	5
ARTICLE 3. LOSS OF MEMBERSHIP STATUS.	6
3-1 <i>Exclusion for non-payment of membership due.</i>	6
3-2 <i>Exclusion for gross misconducts</i>	6
TITRE II. RESOURCES	7
ARTICLE 4. AMOUNT OF MEMBERSHIP ADMISSION FEE	7
ARTICLE 5. AMOUNT AND PAYMENT MODALITIES OF MEMBERSHIP DUE	7
TITRE III. ORGANISATION AND FUNCTIONING.....	8
ARTICLE 6. GENERAL ASSEMBLY.....	8
6. 1. <i>Convening the Assembly</i>	8
6. 2. <i>Representation by proxy</i>	8
6. 3. <i>Session Bureau</i>	9
6. 3. 1. <i>Composition</i>	9
6. 3. 2. <i>Responsibilities</i>	9
6. 4. <i>Sundries</i>	10
ARTICLE 7. MANAGEMENT COMMITTEE	10
7. 1. <i>Composition and Mandate of the Management Committee</i> .	10
7. 2. <i>Meetings and Deliberations of the Management Committee</i>	11
7. 3. <i>Powers of the Management Committee</i>	11
7. 4. <i>Remuneration</i>	12
ARTICLE 8. BUREAU	12
8. 1. <i>The President</i>	12
8. 2. <i>The Vice-President</i>	13

8. 3. <i>The Rapporteur</i>	13
8. 4. <i>The Treasurer</i>	14
ARTICLE 9. COMMISSIONS	14
ARTICLE 10. PERMANENT SECRETARIAT.....	14
10. 1. <i>Permanent Secretary Recruitment Procedure</i>	15
10. 2. <i>Responsibilities</i>	15
10. 3. <i>Status of the Permanent Secretary and Staff</i>	16
10. 4. <i>Employment Contracts</i>	16
TITRE IV. DISCIPLINE	16
ARTICLE 11. DISCIPLINE	16
ARTICLE 12. GROSS MISCONDUCTS.....	17
ARTICLE 13. SANCTIONS.....	17

PREAMBLE

The Constituent General Assembly of the African Cotton Association (A.C.A.) took place in Cotonou on 19 September, 2002. This General Assembly mandated the Steering Committee to draft the Rules and Regulations in order to fulfill the formalities required to register the Association.

As a result, the Steering Committee resolved and adopted the present Rules and Regulations during its meeting of 9 October, 2002.

TITRE I. MEMBERS

Article 1. Categories of Members

The Association is made up of three categories of Members, namely: the Active Members, Associate Members and Correspondent Members.

1-1 Active Members

The following structures shall be considered as Active Members: cotton companies in activity or associations of cotton companies whose members regularly carry out, in Africa, their cotton production activities and activities that contribute to the production of cotton grain, fiber ginning and marketing.

Active Members are subjected to membership dues and entitled to voting right.

2-2 Associate Members

The following bodies shall be considered as Associate Members: organisations of cotton

grain producers, associations of textile industries, associations of grinders.

Associate Members are subjected to membership dues but do not have voting right. They have a consultative voice.

2-3 Correspondent Members

The following shall be considered as Correspondent Members: transport and clearing/forwarding companies, banks, insurance companies, foreign cotton associations and international marketing companies, as well as any individuals and corporate bodies whose activity contributes to the development of the cotton segment.

Correspondent Members are subjected to membership dues but with no voting right. They have a consultative voice

Article 2. Membership Admission Procedure

To be admitted as a member, any membership candidate should address a written application to the Management Committee and be sponsored by at least two Active Members.

The Management Committee shall consider the application. Upon a favourable determination thereof, it shall be proposed to the General Assembly for deliberation.

The admission shall be notified by the Association's President and substantiated by the dispatch of a membership card as soon as the admission fee and yearly membership dues shall have been settled.

If the candidate does not fulfill the conditions set out in the statutes, the Management Committee shall reject the candidature.

The founders shall automatically become Members of the Association by right.

Article 3. Loss of Membership Status

It is hereby recalled that the membership status shall be lost in the event of death, loss of legal capacity, resignation, and exclusion for non-payment of membership due or for gross misconduct. The exclusion procedure shall be conducted as follows.

3-1 Exclusion for non-payment of membership due

One month prior to the Management Committee's meeting called for, to deliberate on the convening of the Annual General Assembly, the Rapporteur shall send to all the Members who are not up to date with their membership dues, a reminder inviting them to settle their arrear(s).

Upon expiry of this deadline, the Rapporteur shall draw up a list of payments made and a list of members who are not up to date with their membership dues, with the aim of submitting both lists to the Management Committee.

If the Management Committee opts for exclusion, it shall forward the relevant file to the General Assembly for deliberation.

3-2 Exclusion for gross misconducts

Prior to any decision to exclude a member from the Association for gross misconducts, such as

set out under Title IV, the Management Committee shall communicate to the member concerned, by means of a registered letter with acknowledgement receipt, or by any other appropriate means, the wrongdoings he is being accused for, while asking him to give the necessary explanations.

The member concerned shall then have 30 days, as from the date of receiving the demand for explanations, either to address a written memorandum to, or to request a hearing at, the next General Assembly. Upon deliberation by the General Assembly on the memorandum or hearing, the General Assembly shall determine the outcome of the case.

Where the member chooses to keep silent, the General Assembly shall decide upon the exclusion verdict not earlier than the expiration of the above-mentioned 30 days' deadline.

TITRE II. RESOURCES

Article 4. Amount of Membership Fee

The amount of membership fee shall be set by the Management Committee.

Article 5. Amount and payment modalities of Membership Dues

The amount of membership dues shall be set by the General Assembly. However, the Management Committee may set it and inform the members accordingly. If the amount is not contested at the following General Assembly, it shall be considered as definitely and duly set for the financial year concerned.

Membership dues shall be paid once a year and not later than the end of the first quarter of the financial year concerned.

TITRE III. ORGANISATION AND FUNCTIONING

Article 6. The General Assembly

The General Assembly comprises all the Members of the Association.

6. 1. Convening the Assembly

For all the assemblies, invitations are sent out at least 30 days in advance, by registered letter with acknowledgement receipt or by any other appropriate means.

The Assemblies shall be called to hold at the A.C.A's Head Office or at any other location, upon summoning.

The summons should be accompanied by an agenda consisting of:

- The copy of résolutions,
- A proxy form,
- The financial report,
- The activity report, and the annual account statements, if necessary.

6. 2. Representation

All the members of the Association have access to the General Assembly. Each active member is entitled to one voice.

Members of the Association have the option of being represented at the General Assemblies by

another member of the Association. In such a case, a letter of authority should be established, bearing the name of the member in attendance and exercising the representation. But blank proxies will be construed as approval of proposed resolutions.

A letter of authority or proxy shall be valid for only one Assembly. However, it can be issued in respect of two assemblies holding on the same day or when the Assembly cannot deliberate for lack of quorum in connection with the successive assemblies mentioned on the same agenda.

No member can hold more than two proxies.

Members in attendance and representations by proxy are noted on an attendance sheet that should be signed on entering the meeting hall. The attendance sheet should be certified true and genuine by Members of the Bureau.

6. 3. Bureau of the Session

6. 3. 1. Composition

The Association's President shall preside upon the General Assembly, assisted by a secretary and two scrutineers.

The function of the Session Secretary shall be assumed by the Rapporteur of the Association.

The scrutineers shall be proposed by the Association's President, from the ranks of members of the General Assembly.

6. 3. 2. Responsibilities

The President shall be responsible for conducting debates in a disciplined manner.

The Secretary shall take note of the debates, record the deliberations in the register provided for that purpose. He shall draft the minutes of the General Assembly.

The scrutineers shall assist in the smooth conduct and counting of the various votes.

6. 4. Sundries

It is hereby recalled that:

- The General Assembly is the sovereign body of the Association; it represents its members as a whole and its decisions are binding on all the members.
- The Powers of the Ordinary General Assembly and Extraordinary General Assembly are set out in the statutes.
- The conditions governing majority and quorum rules are provided for in the statutes.

Article 7. Management Committee

7. 1. Composition and Mandate of the Management Committee

Members of the Management Committee shall be selected from among the Active Members of the Association.

The Management Committee is made up of 10 to 20 members.

Members of the Management Committee are elected for two years and renewable.

This mandate duration shall expire following the Ordinary General Assembly due to examine accounts and held during the year in which their mandate expires.

This Assembly is immediately followed by an electoral assembly during which the renewal of Members of the Management Committee shall take place.

The renewal conditions are set out in the statutes.

7. 2. Meetings and Deliberations of the Management Committee

It is hereby recalled that the Management Committee shall meet at least once a semester.

The Management Committee shall be convened by its President or upon request by at least a quarter of its members, introduced in writing at least eight days prior to the date of the meeting.

However, the Management Committee may meet upon verbal summons while the agenda may be set just at the meeting.

An attendance register is kept, which shall be signed by the Members taking part in the meeting.

Each member is entitled to only one voice, while each member in attendance is entitled to only one right.

7. 3. Powers of the Management Committee

The Management Committee shall be invested with the widest powers to act under any circumstances on behalf of the Association, to carry out and authorise any actions that are in conformity with the object of the Association but which are not assigned to the General Assembly.

The Management Committee shall take any decision that is necessary for the smooth functioning of the Association, with regard to the use of funds provided for within the framework of the budget adopted by the General Assembly, resources and other properties belonging to the Association. It shall give direction and ensure control with regard to the administrative and financial management.

The Management Committee shall set the agenda of assemblies and arrange to convene them.

The Management Committee shall deliberate on all cases of membership admissions and exclusion of members from the Association, but with prior reference thereof to the General Assembly for ratification.

The Management Committee may attempt to resolve out of court any disputes that may arise between members of the Association or appoint any person to do so.

The Management Committee may entrust to one or several of its members or to a third party, any special mandates in connection with one or several specific matters.

7. 4. Remuneration

The function of member of the Management Committee does not attract any remuneration.

Article 8. Bureau

The Management Committee shall elect from its ranks, for a two-year mandate, a bureau consisting of one President, four Vice-Presidents representing the four cotton producing regions of the continent (Northern Africa Zone, Western Africa Zone, Central Africa Zone,

Eastern and Southern Africa Zone), one Rapporteur and one Treasurer.

8. 1. The President

The President of the Management Committee is the President of the Association. He exercises the Powers conferred upon him by the statutes.

Besides, he can authorise expenses.

He may delegate all or part of his Powers, particularly with regard to the operational management matters.

In the event of his incapacitation, he shall be replaced by one of the Vice-Presidents, by order of precedence.

8. 2. The Vice-Presidents

The Vice-Presidents are responsible for the animation and installation of the Association in their respective regions.

The Vice-Presidents shall replace the President, by order of precedence, in case the latter is absent or unable to perform his duties.

8. 3. The Rapporteur

The Rapporteur takes care of correspondences, keep registers and archives. He is responsible for the Secretariat, for producing minutes and reports of meetings and assemblies. He shall

issue all extracts from the registers and minutes.

8. 4. The Treasurer

The Treasurer shall keep the Association's accounts. However, the bank and postal accounts of the Association shall be jointly operated with his signature and that of the President.

He is responsible for drafting the general budget of the Association, as well as the budgets covering various projects. He ensures budget implementation.

He manages the resources and properties of the Association.

He produces the financial report.

Article 9 Commissions

The Management Committee may set up ad hoc or permanent commissions.

Members of such commissions shall be appointed by the Management Committee which shall, accordingly, inform members of the Association in writing. If these appointments are not contested at the following General Assembly, they shall become final.

Article 10. Permanent Secretariat

The Permanent Secretariat shall be set up at the Association's Head Office and headed by a Permanent Secretary.

10. 1. Procedure for recruiting the Permanent Secretary

The procedure for recruiting the Permanent Secretary of the Association shall be conducted in two phases as follows:

- A first phase of pre-selection and final selection shall be arranged for, through a vacancy announcement.
- A second phase then shall follow, with the appointment by the Management Committee, leading to the signing of the Permanent Secretary's employment contract by the President of the Management Committee; the appointment shall become effective upon completion of a probationary period provided for in the Labour Code.

The full procedure governing the recruitment of a Permanent Secretary is set out in the Association's Manual of Procedures.

10. 2. Responsibilities

The Permanent Secretary holds his mandate from the Management Committee with regard to the running of the Association's affairs.

The general framework of the Permanent Secretary's activities shall be set out in a mission letter to be addressed to him by the President of the Association as soon as he assumes office.

The Permanent Secretary shall recruit the needed staff with the written consent of the Management Committee.

10. 3. Status of the Permanent Secretary and Staff

The Permanent Secretary and the staff of the Permanent Secretariat are salary employees of the Association.

The Permanent Secretary shall receive instructions only from the governing bodies of the Association. Such instructions shall be communicated to him by the President of the Association.

The Permanent Secretariat's staff members shall perform their duties under the authority of the Permanent Secretary.

10. 4. Employment Contracts

The employment contracts of the Permanent Secretary and staff members shall be governed by the Labour Law in force in Benin.

In the event of the position of Permanent Secretary becoming vacant, the Management Committee shall take all the necessary measures to ensure a smooth functioning of the Permanent Secretariat. In such a situation, the President shall apply the recruitment procedure for a new Permanent Secretary.

TITRE IV. DISCIPLINE

Article 11. Discipline

The following shall be considered as acts of indiscipline:

- Unjustified absence from, and lateness in attending to, the Association's activities

- Non-payment of membership dues and subscriptions
- Non-respect for self and others.

Article 12. Gross Misconducts

The following constitute gross misconducts:

- Using force in settling disputes between members of the Association;
- Using the Association's corporate image for selfish ends;
- Embezzlement, misuse of the Association's properties, any form of maladministration;
- Non respect of the Association's ethics.

Article 13. Sanctions

Acts of indiscipline and gross misconduct are punishable by sanctions such as warning notice, blame, exclusion from a meeting or an assembly, suspension (for a period not exceeding two years) and deletion.

The sanctions cannot be pronounced without the member concerned having been summoned and given due hearing.

Adopted by the Management Committee in YAOUNDE, on 12 March, 2010.