

**BYLAWS OF THE AFRICAN ROAD
MAINTENANCE FUNDS ASSOCIATION (ARMFA)**

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SECTION I: ESTABLISHMENT AND OBJECTIVES

Article 1: The founding of the Association

- a) It is hereby established by all the signatories hereof and all those joining later. It is apolitical and non-profit making Association.
Shall be called; "African Road Maintenance Funds Association "ARMFA".
 - b) Headquarters of ARMFA is established in Yaoundé, Cameroon but shall be transferred to any member state as may be determined by the General Assembly.
 - c) This is in accordance with Law No.90/053 of 19th December 1990 on Freedom of Association, supplemented by the OHADA Uniform Act No. 7 of 10th April 1998 on the organization of collectiv e procedures for clearance of debt. as modified changes thereto shall conformed to the law of country of domicile Cameroonian law referred;
 - d) ARMFA is established for an unlimited period.
 - e) The official languages of ARMFA are French and English.
 - f) Working languages are those of the RMF members as recognised by the African Union;
- f) In case of language conflict, only the French and English versions shall be applicable.

Article 2: objectives of ARMFA

The objectives of the Association are:

- a) shall develop a network for exchanging experiences and information on funding practices for road maintenance in Africa and the operation of the funds themselves;
- b) shall encourage the promotion and strengthening of links between road maintenance funds in Africa;
- c) Shall work for the strengthening of capacities of existing structures RMFs;
- d) Shall provide support to emerging structures RMFs;
- e) Shall promote the proper administration of road maintenance funds;
- f) Shall promote an efficient public - private partnership in order to provide the best conditions for the mobilization of resources for road maintenance;
- g) Shall strengthen cooperation with partners in development;
- h) Shall ensure in medium term the sustainability and harmonious development of the RMF;
- i) Shall pursue and achieve the goals and objectives of ARMFA as set forth in the Libreville Charter;
- j) Shall promote a constructive partnership with the African Union and sisters organizations on issues related to development of road networks in Africa.
- k) Shall encourage the creation of an African Road Maintenance Funds in Africa.

SECTION II: MEMBERSHIP, RIGHTS AND OBLIGATIONS OF MEMBERS

Article 3: Membership in ARMFA

- a) ARMFA groups together RMF shall be called "second generation" Road Maintenance Funds (RMF); Assimilated Organizations Affiliated members playing a similar role in the sector of road maintenance in any African country.

b) RMF willing to join ARMFA shall introduce application to the headquarters considering the bylaws and internal regulations.

c) ARMFA mainly admits any RMF of representing an African country. However, it can also admit "Associate Members."

d) The General Assembly shall create other categories of members accordingly if there is need.

Article 4: Rights and obligations of members

RIGHTS:

Membership in ARMFA shall:

- Appeal for support from other members or the Association as a whole;
- Take part in ARMFA's activities;
- Receive notices of meetings, documents and information relating to the ARMFA operation;
- Attend General Assembly meetings with power to deliberate;
- Elect the executive organs of ARMFA;
- Withdraw voluntarily from the Association.

➤ **Member's Obligations**

They shall:

- Be in compliance Bylaws and, Internal Rules Regulations and any resolutions of the Association without reservation;
- Pay annual contributions in accordance with the Internal Regulations provisions;
- Communicate to ARMFA all useful information to achieve the objectives set out .

Article II hereof Bylaws;

- Contribute to the liabilities of the Association.

Sanctions; shall be determine by the General Assembly against any member who shall violate any clause of Bylaws and Internal Regulations.

The General Assembly determines as follows, appropriate sanctions to impose against any member who would clearly violate any clause of Bylaws or Internal Regulations, or in default of payment of its contributions to the budget of ARMFA:

- Right to speak at the General Assembly sessions;
- Right to vote;
- Right to occupy a position or function;
- Right to benefit from any activity or support from ARMFA.

SECTION III: ORGANISATION AND FUNCTIONS

The organs of the Association are: The General Assembly; The Executive Committee and any other organ which shall be approved by the General Assembly.

Article 5: The General Assembly

The General Assembly or is the sovereign organ at deliberations of ARMFA. It shall compose of affiliate or assimilated members. It shall holds annually ordinary or extraordinary sessions.

a) The Ordinary General Assembly

-Duties

- Shall be convened either by the Chairperson of the Executive Committee or by two thirds (2/3) majority in accordance with Bylaws provisions;
- Shall be convened in writing within 60 days not later than 30 days before the effective date of the meeting;

- Shall give notice of the meeting, define the purpose, place, date and time, name of the initiator.

shall be addressed to the members by any means producing traces.

- Shall give notice of the meeting of the General Assembly.

shall also be accompanied by a report of ARMFA activities and the audited financial statements of the current fiscal year.

- The sessions of the General Assembly shall be held in the following form including: physically, conference call, videoconference both.

IT shall also include virtual conference .

Decisions and votes shall be made via electronically as well as other means herein provided.

- The sessions of the General Assembly shall be chaired by a chairperson whose term ends with the completion of the General Assembly workshops;

- The nomination procedure of the Session shall be stipulated by the Internal Regulations.

Prerogatives of the General Assembly

The prerogatives conferred to the General Assembly by hereof Bylaws shall;

- Determine the different Focal Groups and their geographic limits;

- Elect the members of the Executive Committee;

- Elect the Chairperson and his two Vice Chairpersons;

- Adopt the budget .

-Levy rates on the advice of either the Executive Committee • To members

- Review and approve applications for membership;

- Assess the category of members and to apportion their rights;

- Review and adopt the propositions of amendment of the Bylaws and Internal Regulations;

- Decide on the dissolution of the Association;

- Ratify all decisions engaging the Association with others ;

- Prevent and mediate disputes between members or between organs;

- Approve proposals for sanctions against members;

- Solve all problems of interpretation of the Bylaws and Internal Regulations.

- Upon suggestion of the Executive Committee , the General Assembly may give any outstanding distinction acknowledging any action projecting the image of

Decisions making in the General Assembly

- A member of the General Assembly shall have rights to a seat, a voice and a vote.

- An RMF member representative may give written authorization to another RMF representative during meetings.

Shall specify the proxy to which it applies. No delegated authorization is valid for more than once.

The decisions of the General Assembly shall meet with 2/3 of the quorum eligible to vote.

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b) Extraordinary General Assembly.

- The Extraordinary General Assembly meetings shall be convened in an emergency or force majeure, or serious dysfunction of vacation recorded in the Executive Committee

- The extraordinary General Assembly shall take place upon the approval of two thirds of the members after consultation at all cost leaving traces.

- The time of convening extraordinary meetings is limited to 30 days as from the Notification to members at all cost with traces.

Article 6: Executive Committee

a) The Executive Committee is the organ in charge of running the Association.

b) The Executive Committee consists of: A Bureau; An Executive Secretariat; Focal Groups.

c) The Executive Committee consists of: One Chairperson, Two Vice Chairperson and One Treasurer.

d) The Executive Committee shall

- organize ARMFA's activities;
- Manage constancy of ARMFA in its headquarters;
- Prepare the General Assemblies;
- Prepare the budget of ARMFA;
- Report ARMFA's activities;
- Strengthen the capacity building of members;
- Research funding;
- Recruit Executive Secretary;
- Establish, when necessary, of commissions to undertake works or studies in connection with the program of activities adopted by the General Assembly;
- Replace a member in case of vacancy

e) Duties of the Executive Committee Members

Chairperson

The Chairperson shall:

-call, set the agenda and preside at all meetings of the Executive Committee

;

- Present the annual activities reports;
- Ensure compliance with Bylaws and Internal Regulations provisions;
- Represent the Association by civil or judicial authority;
- Principally authorize the expenditure of the Association;
- Convene the Ordinary General Assembly;

Vice Chairpersons

- Assist the Chairperson in his tasks;
- Assume all missions entrusted to them by the Executive Committee;
- In case of vacancy, they replace the Chairperson according to seniority;

Treasurer

- Ensures the collection of contributions from members;
- Draws up the financial statements of ARMFA in compliance with OHADA accounting system generally accepted in the case ;
- keeps the accounting records and does the financial report;
- Responsible for management of the Association's assets.

f) Mandate of the Executive Committee

- The Executive Committee members elected during the General Assembly session for a term of two years by simple majority shall:
 - Represent RMF removed from administrative duties by his tutelage, replacement continues till the end;
 - Chairperson of the Executive Committee rotates between different Focal Groups .

Article 7: Functions and decision within the Executive Committee

- a) The Executive Committee respectively includes:
- A Chairperson;
 - 1st and 2nd Vice Chairperson and
 - A Treasurer.
- b) Decisions of the Executive Committee are collectively snuff after consultation with all members.
- c) In case of Divergence of views, decisions shall be taken by majority of votes. The chairperson shall cast his vote in case of a tie vote.
- d) Member of the Executive Committee shall sit in for more than one term, when he still represents RMF
- e) The Executive Committee shall hold once quarterly. Either physically or by conference calls, videoconferences or combination of both.
- f) Any meeting of the Executive Committee shall be convened in writing at least ten days prior by any traceable means.
- g) The Executive Committee shall establish commissions among its members or shall proceed by way of external consultations.
- h) The Executive Committee shall be assisted by any Expert during its sessions.

Article 8: The Secretariat

a) The Secretariat is an extension of the Executive Committee. Its functions shall be:

- Responsibility for the effective implementation of the broad guidelines of the Executive Committee;
- Assistance to the Executive Committee during its term and may receive any Delegation of power for specific tasks;
- Assurance of the Secretariat for General Assembly meetings and Executive Committee meetings;
- Assurance of the translation of all official documents of ARMFA in different languages .

b) The Executive Secretary is an employee hired by the Executive Committee following the appeal procedure for international candidates published in all members' state.

The age of majority is of at least 45 years from the day of the candidate's request. Must be a retired civil servant in charge of road affairs. He/she shall receive delegation of power from the Executive Committee

- c) The Executive Secretary shall:
- Coordinate the actions undertaken by the Executive Committee
 - Give an account to the Executive Committee and prepare the annual Activities reports;
 - Reports to the Executive Committee
 - He ensures the Secretariat of the Executive Committee and prepare the minutes;
 - Ensures the Secretariat of the General Assembly meetings and prepares report summarizing the proceedings;
 - Suggest any action likely to protect the image of the Association;
 - supervise the collection of members' contributions;
 - Initiate any project of partnership with other organizations pursuing similar goals;

- Ensure the relay between the Focal Groups and the Executive Committee
 - Ensure the updating of members' directory and the records of the Association;
 - Assist the Executive Committee in preparation of the General Assembly meetings;
- Propose the staff to be recruited by the Executive Committee for its services.

Article 9: The Focal Groups

- a) They are the extension of the Executive Committee in their respective geographical areas.
- b) A Focal Group elects freely its managing organs.
- c) Chairperson of focal groups shall sit in the Executive Committee.
- d) Focal Groups shall be required to comply with all resolutions and guidelines established by the General Assembly, and also with all actions undertaken in application herein .

SECTION IV: FINANCIAL RESOURCES AND AUDITS

Article 10: Financial resources of the Association

- a) The funds of the Association shall be used exclusively for ARMFA activities and in compliance with budget approved by the General Assembly.
- b) The resources of the Association are made of:
 - Membership registration fees;
 - Members' contributions;
 - Funds generated by the activities of the Association;
 - Property placed under nominal values;
 - States' governments' subventions;
 - Funding raised from donors;
 - Donations and legacies.
- c) The financial assets of ARMFA are retained and deposited in a bank domiciled in any member country as shall be agreed by the Executive Committee agreed to the official headquarters of the Association.
- d) Contributions of members are paid in US Dollars.
- e) ARMFA shall also acquire movable or immovable goods.
- f) The Association shall settle expenses related to its activities as provides for budget approved by the General Assembly.

Notably the organisation hold periodic seminars, publications, the running of the Executive Committee approved by the General Assembly (like RMF),

The project support of focal groups include travel and subsistence expenses of Executive Committee members resulting from any statutory meetings of the Association. The latter remains the responsibility of each member.

Article 11: External audits

- a) The Executive Committee shall use independent auditors in the following cases:
 - On the proposal of the external auditor Executive Committee to the General Assembly;
 - On request of a majority of the General Assembly;
 - Under an agreement concluded by the Association with a partner(s) or partners which would create the obligation.
- b) The annual accounts of the Association shall be certified by an approved auditor.

SECTION V: DISSOLUTION AND LIQUIDATION

Article 12: Dissolution and Liquidation

a) The Association shall only be dissolved by a resolution adopted by two third majority of members admitted to vote during an Extraordinary General Assembly convened expressly for that purpose.

b) In case of dissolution of ARMFA the liquidation of its assets shall be in conformity with "the OHADA Uniform Act No. 7 of 10th April 1998 on the organisation of collective procedures for clearance of debt", the General Assembly shall designate a liquidator, who shall see that all debts and accounts of the Association are paid, that all legal requirements are satisfied, and that any remaining funds or properties are paid or transferred to one or more charitable organisations.

SECTION VI: FINAL PROVISIONS

Article 13: Amendments

a) The herein provisions shall be amended only by a vote of two thirds majority members of the Ordinary General Assembly.

Article 14: Entry into force

a) The herein provisions shall enter into force after the following procedures:

- Adoption of amendments by the General Assembly members;
- Affixing of signatures by the members representatives of RMF and Assimilated organisations;
- Deposit to the courts of the headquarters of the Association Ministry in charge of External Relations of Cameroon;
- Deposit to the Ministry of Territorial Administration and Decentralisation of Cameroon.

Article 15: Transitional arrangement

- a) Pending the establishment of the Executive Secretariat.
- b) The Permanent Secretary act as the Secretariat the member holding the position of the Chairperson shall be responsible for the Secretariat.
- c) A certified copy of the Bylaws and Internal Regulations shall be given to each RMF Representative in its official language.
- d) The Executive Secretary shall notify to all members the date of deposit in the official headquarters of ARMFA, of their Bylaws or decree of creation and empowerment from their authority.

Article 16: Final Provisions

The Libreville Charter of 18th December 2003, the Preamble and Internal Rules are integral part of hereof Bylaws.