

AACE CONSTITUTION

Making Africa a partner for e-Commerce



PREAMBLE

Members

Recognizing Africa's need for economic development and its growing participation in international trade.

Recognizing the growth and dynamics of technology and appreciating its role in trade.

Desiring to facilitate trade through simplification, harmonization and modernization of trade procedures.

Appreciating the benefits and role of national and regional Single Window System in trade facilitation.

Desiring to successfully promote, enable and operationalize the Single Window System in Africa.

Recognizing the critical role of e-commerce in economic development

Hereby establish the African Alliance for e-Commerce and agree as follows:

Article 1- Name

The Association shall be called the African Alliance for E-Commerce (AAEC).

Article 2- Registered office of the Alliance

The registered office and the headquarters of the Alliance for the time being will be situated in Dakar, Senegal and can be moved to any other Member State of the Alliance by majority vote.

Article 3- Legal Status

AAEC shall be an international non-governmental, not-for-profit organization.

Article 4- Definition

In these Rules, if not consistent with the context,

- a. **"Alliance"** means the African Alliance for E-Commerce
- b. **"AGM"** means the Annual General Meeting (Ordinary) of the General Assembly
- c. **"Electronic Commerce (E-Commerce)"** means trading of products, services and information via electronic platforms

- d. **“Extra-Ordinary General Assembly”**; **“Special General Assembly”** and **“Extra-Ordinary Executive Committee”** means a meeting convened for special business.
- e. **“Force Majeure”** means national calamities and disasters etc
- f. **“Majority vote”** means two-thirds (2/3) of the members of the Alliance
- g. **“Members”** means all categories of members of the Alliance duly admitted by the Alliance
- h. **“Officers”** means officers employed in furtherance of the tasks/duties of the Alliance
- i. **“Simple Majority”** means a vote of more than 50 percent of Alliance full members but not Majority vote as defined under (e) above.
- j. **“Single Window”** means a facility that allows parties involved in trade and transport to lodge standardized information and documents with a single entry point to fulfil all import, export, and transit-related regulatory requirements
- k. **“Special Business”** means business that can only be transacted at a general meeting if its general nature has been specified in the notice convening the meeting.
- l. **“Special resolution”** means the resolution of the Alliance passed and adopted by three quarters of full members present at an Extra-Ordinary Meeting.

Article 5- Objectives

The Alliance’s objectives are to:

- i. Establish a structure facilitating dialogue and cooperation among members, within organizations, interested and willing to subscribe to the objectives of the Alliance;
- ii. Define common objectives of E-commerce, complementarity of E-commerce between members, Single Windows and single windows interoperability recommendations between members;
- iii. Set up a platform for exchange of Single Window and E-commerce experiences in Africa in a bid to enable countries within the Continent to have a reference framework;
- iv. Establish a competent framework to govern African countries in the development of their Single Window projects;

- v. Set up a platform for sharing of resources and skills to facilitate the establishment of regional Single Windows and E-commerce;
- vi. Contribute to Africa's representation in international forums and contribute to the development of the Single Window concept and E-commerce at global level, but mainly within Africa;
- vii. Apply international standards and norms relative to the establishment of Single Windows and E-commerce and promote them in Africa with the aim of ensuring interoperability with the other regions of the world;
- viii. Promote regional and inter-regional Single Windows and E-commerce in Africa;
- ix. Development of African Trading Portal for member countries.
- x. Be a focal point for development partners and international institutions interested in promoting Single Windows and E-commerce in Africa;
- xi. Develop closer working relations among members of the Alliance;
- xii. Produce trade statistics and data on single windows and trade facilitation;
- xiii. Promote all the initiatives to allow the exchange of commercial opportunities and development of the Single Window and E-commerce services;
- xiv. Encourage the use and development of Single Window systems and E-commerce across the African continent;
- xv. Organise and promote co-ordination amongst all persons, institutions, organizations and others engaged in or working for or interested in or connected with E-commerce and particularly, Single windows;
- xvi. Serve as an Alliance for exchange of information on Single Windows and E-commerce in Africa;
- xvii. Organize conferences, seminars, workshops, meetings and discussions for Single Window and E-commerce in Africa;
- xviii. Undertake extensive research on areas of improvement in the field of E-commerce and the Single Window concept in Africa;
- xix. Promote registration of Single Windows and E-Commerce in Africa;



- xx. Develop and promote short-term and long-term training programmes for individuals and institutions in the field of E-commerce and particularly, Single Window;
- xxi. Coordinate with other professional agencies, Alliance and organizations so as to share experience, information, publications and resources towards professional development of individual and institutions engaged in Single window and E-commerce in Africa;
- xxii. Liaise, influence, advocate with Governments, States and other international bodies for the establishment of Single Windows and E-commerce in Africa;
- xxiii. Advocate for the harmonization of trade policies and trade laws within the region to facilitate trade/e-commerce;
- xxiv. Promote paperless trade documentation and transaction;
- xxv. Any other purpose for the furtherance of the Alliances' objectives.

Article 6- Membership

The Alliance membership shall consist of the following:

- i. Full member
- ii. Associate member
- iii. Observer member
- iv. Honorary member
- v. Donor member

Article 7- Register of Members

The Alliance shall maintain, at its registered office, a register of all its members.

Article 8- Membership and Subscription

To become a member of the Alliance, one shall:

- i. Subscribe to the purpose of the Alliance, as well as to the principles and undertakings defined in the by-laws;
- ii. Register for membership and Sign the membership form;
- iii. Pay up the requisite contribution after approval by the General Assembly.

Article 9- Management of the Alliance

- a. The general control, management and direction of the policy and affairs of the alliance shall be vested in the Executive Committee.

- b. There shall also be elected a chairman of the General Assembly who will serve for a period of two years and shall be eligible for election for one more term of two years.

Article 10- Composition of the Executive Committee

- a. The Executive Committee shall consist of:
 - i. President of the Executive Committee
 - ii. Five (5) Vice-Presidents
 - iii. Executive Secretary
 - iv. Treasurer
 - v. Chairman of the Technical Committee

- b. **Powers of the Executive Committee**

The Executive Committee shall have powers:

- i. To admit States to the Alliance for affiliation, and to cancel and revoke such admission at any time for good cause shown.
- ii. To promote the purpose and objectives of the Alliance.
- iii. To define the strategic direction of the Alliance.
- iv. To manage and control the finances of the Alliance.
- v. Open and operate bank accounts, deposit, withdraw or invest funds, issue accept, sign, endorse and deliver cheques, drafts, letters of credit, and in general any other negotiable instrument.
- vi. To ensure efficient utilization of income towards promoting the objectives of the Alliance.
- vii. To appoint subcommittees for any purpose relating to the affairs of the Alliance, and to prescribe the duties and powers of any such subcommittee.
- viii. To consider and adjudicate on any apparent infringement of the Rules of the Alliance, whether such infringement should become known to the Committee by formal protest or otherwise.
- ix. To make By-laws as may from time to time be found necessary for the conduct of its business.
- x. To settle any question which may arise and which is not provided for in these Rules.

- xi. To fill any vacancy which may arise in the Executive Committee, Secretariat or in any subcommittee except that of the President.
- xii. To hear and determine cases that may warrant suspension or expulsion.
- xiii. To appoint the personnel of the Alliance, determine their remuneration, salaries and other service conditions and also to terminate their services, or otherwise and take disciplinary actions as necessary.
- xiv. Decide on any and all matters pertaining to or in connection with the administration of the Alliance and the successful pursuance of the Alliance purpose and objectives.
- xv. To invite/co-opt not more than two specialists/experts in the area of E-commerce, Single Windows and any other relevant field, who may be non-members of the Alliance and whose counsel is considered useful to the Alliance.
- xvi. To raise funds to fulfil the objectives of the Alliance.
- xvii. Decide on the establishment of branch offices of the Alliance.
- xviii. Approve for the publication of hand-outs, brochure, journal, documents and any other publication of the Alliance as may be considered fit in the furtherance of its objectives.
- xix. In the absence of the President at any Special or General Meeting of the Alliance, appoint a Chairperson.
- xx. Perform any other duty as may be assigned from time to time.

Article 11- Executive powers of the Office-bearers

The Executive Committee shall comprise of the following office bearers viz. President, five (5) Vice-Presidents, Treasurer, Executive Secretary, all of whom shall be elected at the Annual General Meeting of the Alliance.

- a. All officers shall hold office for a period of 2 years and shall be eligible for appointment for another term of 2 years subject to the conditions contained in sub-paragraph (b).
- b. Officers may be removed from office in the same way as is laid down and vacancies thus created shall be filled by persons elected at the General Assembly resolving the expulsion.
- c. In the absence of the President, the Executive Committee or the President shall appoint one of the Vice-Presidents to discharge all the duties and responsibilities of the President. He/she may exercise any

other function, which is assigned by the Executive Committee or the President.

Article 12- Duties of the Office bearers

a. President of the General Assembly

The President shall, unless prevented by illness or other sufficient cause:

- i. Preside over the meetings of General Assembly
- ii. Being the moral person to mitigate any conflict among members
- iii. Promote the objectives of the Alliance
- iv. Representing AACE anywhere when required

b. President of the Executive Committee

The President shall, unless prevented by illness or other sufficient cause:

- i. Promote the objectives of the Alliance;
- ii. Preside over the meetings of the Executive Committee;
- iii. Represent the Alliance in international events;
- iv. Authorize expenses as defined in the procedure manual of the Alliance;
- v. Coordinate the implementation of policies set by the AGM;
- vi. Ensure every year an external and independent audit of the Alliance's financial statements;
- vii. Present at the AGM, the entire requests for funding and assistance for the Alliance;
- viii. Report to the AGM all activities carried out in the preceding year and financial position of the Alliance;
- ix. Communicate the resolution of the Executive Committee and the AGM.

c. Vice-Presidents

The Vice-Presidents shall:

- i. Promote the objectives of the Alliance;
- ii. Attend and participate in all Meetings of the Alliance and represent the Alliance when needed by the President of the Executive Committee
- iii. Report their activities to the president of the Executive Committee
- iv. Clarify and communicate the decisions made by the organs of the Alliance
- v. Carry out the responsibilities of the President as provided in article 11 (b) if appointed to in the absence of the President.
- vi. Carry out any other duties and functions as assigned to by the President Executive Committee and/or the General Assembly

d. Executive Secretary

The Executive Secretary shall:

- i. Manage the affairs of the Secretariat of the Alliance;

- ii. Implement decision of Executive committee and General Assembly
- iii. Prepare and present a yearly budget for the Alliance to the Executive Committee ;
- iv. Manage all general correspondences of the Alliance;
- v. Maintain a register of members of the Alliance and attendance rolls for Meetings;
- vi. Upon approval by the President of the Executive Committee, issue notices to members for all Meetings;
- vii. Record and maintain the Minutes for all Meetings;
- viii. Keep the Common seal in safe custody at all times;
- ix. Keep and maintain proper books of accounts;
- x. Prepare an Annual Report of the financial position and performance of the Alliance for presentation to the Executive committee and the GA;
- xi. Identify and budget for required office supplies for each financial year;
- xii. Follow up and provide a Report to the Executive Committee on execution of projects/assignments and the budget;
- xiii. Carry out other duties as may be assigned by the Executive Committee from time to time.

e. Treasurer

The Treasurer shall:

- i. Ensure proper books of Accounts are kept;
- ii. Ensure that Annual Reports and Financial Statements and performance of the Alliance are submitted yearly to the Executive Committee fourteen (14) days prior to the Annual General Meeting for distribution to Members;
- iii. Ensure that all monies received for and on behalf of the Alliance are immediately paid into such bank or banks as the Executive Committee from time to time decide, to the credit of the account or accounts in the name of the Alliance and ensure that a list of the donors and the donations of each donor are presented at the AGM;
- iv. Ensure that payments made from the Alliance's funds are approved;
- v. Present the annual budget to the General Assembly
- vi. Ensure a proper execution of the approved budget

Article 13- Technical Committee Meeting

- a. The Technical Committee shall meet prior to every Executive Committee meeting and on adhoc basis as deemed necessary at a venue to be agreed by members and the same shall be notified by the Executive Secretary to all members.
- b. Membership shall be drawn from all full members of the Alliance.
- c. The Technical Committee shall review all documentation before submission to the Executive Committee and submit their report to the Executive Committee.



- d. Technical Committee meetings shall be held physically, by video/ tele-conference or by any other means agreed upon by the Technical Committee.

Article 14- Executive Committee Meeting

- a. The Executive Committee shall have a Meeting at least twice a year or otherwise as deemed necessary at a venue to be agreed by the members and the same shall be notified by the Executive Secretary to all members.

- b. The business of the Executive Committee Meeting shall be:

- i. Quorum/Attendance/Apologies

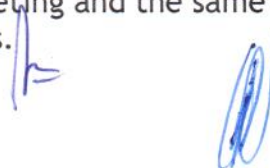
NB: Quorum for the Executive Committee meetings shall be not less than 50% of the full members of the Alliance. Meetings shall be held physically, by video/ tele- conference or by any other means agreed upon by the Executive Committee.

- ii. Adoption of the Agenda
 - iii. Confirmation of previous Minutes
 - iv. Notices of Motion / Resolutions
 - v. Affiliation / New Membership
 - vi. Approval of the final and audited accounts
 - vii. Approval of the Budget for the next Financial Year
 - viii. Approve the work plan/programme of activities for the next FY
 - ix. Any Other Business

- c. Resolutions shall be passed by either simple majority vote by a show of hands or by secret ballot as the Executive Committee may decide. In case of a tie, the President shall have a casting vote.
- d. Non full members and non-members may be present as invited by the Executive Committee
- e. A member may be represented by a proxy, provided that the proxy may not represent more than one Member State.
- f. A member of the Executive Committee is the full member organization represented by the Chief Executive Officer or the designated officer.

Article 15- General Assembly

- a. The General Assembly of the Alliance shall be held once a year in March at a venue to be agreed by the members in the last meeting and the same shall be notified by the Executive Secretary to all members.



- b. The business of the General Assembly shall be:
- i. Quorum/attendance
NB: Quorum for the General Assembly shall be not less than 50% of the full members of The Alliance. Meetings shall be held physically, by video/ tele- conference or by any other means agreed upon by the Executive Committee.
 - ii. Adoption of the Agenda
 - iii. to confirm the minutes of the previous General Assembly and of any Extra-Ordinary General Assembly held since then;
 - iv. to receive and consider—
 - the Annual report of the Executive Committee on the activities of the Alliance during the preceding financial year; and
 - the audited financial statements of the Alliance for the preceding financial year
 - v. to elect the members of the Executive Committee;
 - vi. to confirm or vary the amounts (if any) of the annual subscription and joining fee.
 - vii. to appoint/confirm external auditors
 - viii. to receive the annual budget for the subsequent year
 - ix. to conduct any other business of which notice has been given in accordance with this Constitution.
- c. Resolutions shall be passed either by a simple majority vote of members present by a show of hands or by secret ballot as the Committee may decide. In case of a tie, the President shall have a second and casting vote.
- d. Delegates may be present either in person, or in proxy, provided that no delegate may represent more than one Member State.

Article 16- Extra-Ordinary Executive Committee and General Assembly

(a) Extra-Ordinary Executive Committee

- a. Extra Ordinary General Executive Committee may be convened by the President of the Executive Committee, by issuance of at least one (1) month notice in writing to the Members
- b. For an Extra-Ordinary Executive Committee to be conducted :
 - i. Quorum for the Extra Ordinary Executive Committee shall be not less than 50% of the full members of the Alliance. Meetings shall be held physically, by video/tele-conference or by any other means agreed upon by the Executive Committee.
 - ii. Resolutions shall be passed by simple majority vote by a show of hands or by secret ballot as the Committee may decide. In case of equality of votes, the President shall have a second and casting vote.

- iii. Delegates may be present either in person, or in proxy, provided that no proxy may represent more than one Member State.

(b) Extra Ordinary General Assembly

- a. Extra Ordinary General Assembly may be convened by the President of the General Assembly in consultation with the President of the Executive Committee, by issuance of at least one (1) month notice in writing to the Members
- b. For an Extra-Ordinary Assembly to be conducted :
 - i. Quorum for the Extra Ordinary Assembly shall be not less than 50% of the full members of the Alliance. Meetings shall be held physically, by video/tele-conference or by any other means agreed upon by the General Assembly.
 - ii. Resolutions shall be passed by simple majority vote by a show of hands or by secret ballot as the Committee may decide. In case of equality of votes, the President shall have a second and casting vote.
 - iii. Delegates may be present either in person, or in proxy, provided that no proxy may represent more than one Member State.

Article 17- Suspension and Expulsion

- a. The suspension or expulsion of a member is subject to the disciplinary procedure defined in the by-laws. During the period of suspension, the member loses membership and the rights attached to them.
- b. No member shall be suspended without being given an adequate opportunity of being heard in defense. Notice of suspension of a member, shall be given in writing immediately to such member setting out the charge preferred and notifying the time and place of such hearing.
- c. A member can be suspended or expelled upon resolution by the General Assembly, to the Alliance, in case of:
 - i. Non-compliance of the Objectives of the Alliance;
 - ii. Non-compliance to the Constitution and/or by-laws;
 - iii. Non-compliance to the Executive Committee's decisions;
 - iv. Conduct contrary to the Alliance's purpose and code of ethics;
 - v. Non- payment of the outstanding contributions for a period of two (2) years except in the event of force majeure (Catastrophe, Political instability, Epidemics) etc
 - vi. Any other cause likely to undermine the interests of the Alliance.



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Article 18- Finance

- a. All monies received shall be paid in the name of the Alliance at a reputable bank or banks approved by the Executive Committee.
- b. All bank accounts shall be approved by the Executive Committee.
- c. The accounts of the Alliance shall be audited by an Auditor appointed at the Annual General Assembly. The External Auditor shall not hold any other office in the Alliance and shall not be a service provider for the Alliance.

Article 19- Amendment of the Constitution and By-laws

- a. Proposal for change in the Constitution and by-laws of the Alliance as and when necessary shall ordinarily be considered at the Annual General Assembly of the Alliance. The proposed alteration must reach the Headquarters of the Alliance to the President, at least two (2) months before the date of the meeting and shall be circulated to all the members/branches for opinion at least One (1) month before the date of the meeting. The notice of the proposed change must be given in the Agenda of the meeting.
- b. No such proposal shall be passed unless it is agreed to by two-thirds of the members present at a subsequent meeting convened for the purpose.
- c. Where the Constitution and the by-laws of the Alliance are in conflict, the Alliance shall be guided by the Constitution.

Article 20- Validity of Proceedings

The proceedings of the meeting of the General Assembly, Executive Committee or any Committee acting under the Constitution and the by-laws of the Alliance shall not be invalidated by any omission to give any requisite notice or by any vacancy among its members or by any defect in the election or qualification of any members.

Article 21- Indemnity Clause

- a. Every member of the Technical Committee, Executive Committee, General Assembly and every other officer of the Alliance shall be indemnified out of the funds of the Alliance against any liability incurred in the discharge of any duty undertaken on behalf of the Alliance and in defending any proceedings whether civil or criminal in which judgment is given in favor of the person or in which the person is acquitted.
- b. No member of the Technical Committee, Executive Committee, General Assembly shall be responsible for any other member, or for any officer of the

Alliance by the value of or title to any property or security acquired or taken on behalf of the Alliance or by the bankruptcy or any tortuous act of any debtor of the Alliance, or by anything done in the execution of his/her duties of his/her office or in relation thereto, or otherwise than his/her own willful act or default.

Article 22- Financial Year of the Alliance

- a. The Financial year of the Alliance shall be from January 1 to December 31 of every year.
- b. The General Assembly shall be held within three (3) months and not later than four (4) months after the end of each financial year.

Article 23- Dissolution

- a. The Alliance can be dissolved through majority vote during a General Assembly. Dissolution of the Alliance shall be resolved at an Extra Ordinary General Assembly or at the General Assembly.
- b. The Alliance shall not be dissolved unless all liabilities have been discharged and a motion has been passed by a majority of the votes recorded at a General Assembly convened for the purpose.
- c. Any sum remaining after the settlement of all liabilities shall be given or transferred to a charity organization or an organization with a similar goal as may be determined by a majority of members present at such meeting.

Article 24- Languages

- a. The Arabic, English, French and Portuguese languages shall be accepted as authoritative in the interpretation of this Constitution.

Article 25- Governing Law

- a. This Constitution shall be governed by and construed in accordance with the International laws.
- b. All matters as pertains to the Registration and Running of the Alliance shall be governed by International Law.

Article 26- Signature

All official documents shall be signed by the President of the Executive Committee on behalf of the Alliance or by the Executive Secretary as per the procedure manual.

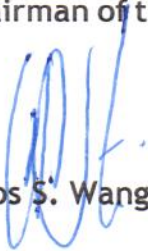
Drafted and adopted in Nairobi, Kenya at the General Assembly held on March, 15th, 2017

The President of the General Assembly and President of the Executive Committee, on behalf of all the members, accept the present Constitution of the Alliance.

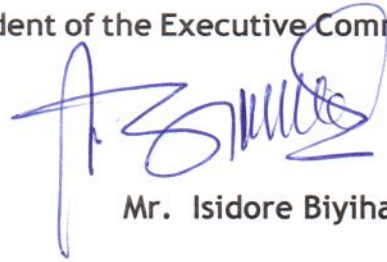
Signed by:

The Chairman of the General Assembly

The President of the Executive Committee



Mr. Amos S. Wangora



Mr. Isidore Biyiha