



Leather for Health, Wealth and Luxury!

CHARTER

**ESTABLISHING THE COMESA – LEATHER AND LEATHER
PRODUCTS INSTITUTE (LLPI)**

(INCORPORATING 1993 AMENDMENTS)

2014 EDITION

PREAMBLE

WHEREAS under Article 3 of Annex VIII of the Treaty for the Establishment of the Preferential Trade Area for Eastern and Southern African States, now succeeded by the Common Market for Eastern and Southern Africa, the member States undertook, among other things, to cooperate in the adoption of common industrial cooperation programmes directed towards rapid, self-sustained, multisectoral industrialization and in the promotion of industrial research and development, the transfer, adaptation and development of technology, training, management and consultancy services.

AND WHEREAS the contracting parties recognize that, for the Eastern and Southern African Sub-region to acquire the necessary technological capability in order to develop its leather industries in the most economic manner, it is necessary to establish a Leather and Leather Products Institute for the Sub-region.

AND WHEREAS the Thirteenth Meeting of the Council of Ministers of the Preferential Trade Area for the Eastern and Southern African States, now COMESA, Meeting in Arusha Tanzania, in 1988 approved in principle the establishment of such an institute.

AND WHEREAS such an institute was found to be feasible following a feasibility study carried out by the Preferential Trade Area (the Common Market) with the help of experts from the United Nations Development Organization (UNIDO).

NOW THEREFORE this Charter witnesses as follows

PART I: INTRODUCTION

**Article 1
Definitions**

In this Charter, unless the context otherwise requires:

“Authority” means the Authority of Heads of State and Government of the COMESA, established by Article 7 of the COMESA Treaty.

“Board” or “Board of Directors” means the Board of Directors of the COMESA Leather and Leather Products Institute established by Article 2 of this Charter.

“Charter” means the Charter Establishing the COMESA Leather and Leather Products Institute (LLPI).

“COMESA” means the Common Market for Eastern and Southern Africa, which has succeeded the PTA.

“COMESA Dollar” means the Unit of Account of COMESA under Article 74 of the Treaty, and is equal to one Dollar of the United States of America.

“Committee” means the Committee on Industry of the COMESA established by Article 7 (and 15) of the Treaty.

“Council of Ministers” means the Council of Ministers of the COMESA established by Article 7 of the Treaty.

“Country Unit” means an institution designated under Article 12 of this Charter.

“Department Head” means the Head of a Department of LLPI as provided for in Article 7 and 9 of this Charter.

“Executive Director” means the Executive Director of the COMESA Leather and Leather Products Institute as provided for in Article 9 of this Charter.

“LLPI” means the COMESA Leather and Leather Products Institute as provided for in Article 2 of this Charter.

“LLPI Member” means a Member State which is a member of the LLPI.

“Member State” means a Member State of COMESA.

“Protocol” means the COMESA Protocol on Cooperation in the field of Industrial Development.

“PTA” means the Preferential Trade Area for Eastern and Southern African States, now succeeded by COMESA.

“Secretary General” means the Secretary General of COMESA provided for in Article 17 of the Treaty, and

“Treaty” means the Treaty for Establishing the Common Market for Eastern and Southern Africa (COMESA).

Article 2 Establishment of the LLPI

1. There is hereby established a body known as the COMESA - Leather and Leather Products Institute (LLPI);
2. The Headquarters of the LLPI shall be situated in Ethiopia.

Article 3 Membership of the LLPI

Membership of the LLPI shall be open to Member States of the COMESA.

Article 4 Objectives of the LLPI

The Objectives of the LLPI are:

- a. Promote cooperation among LLPI members in the training of personnel for the leather industry at various levels of the leather value chain;

- b. Advance research and development activities of the leather value chain;
- c. Promote the transfer of technology and new leather and leather products designs;
- d. Enhance investment, value addition and trade competitiveness throughout the leather value chain.
- e. Collect and disseminate information on leather industry at various levels of the leather value chain in the sub-region and globally;
- f. Provide consultancy and extension services in the Sub-region for the leather industry;
- g. Facilitate other activities in the area of leather and leather products as are in conformity with the COMESA Treaty and Protocol;
- h. Promote regional integration and cross-cutting issues such as gender equality, SMEs and cluster development, and environment pollution.

PART II: STRUCTURE AND ADMINISTRATION

Article 5

Establishment of the Board

1. The LLPI shall be managed and administered by a Board of Directors, hereby established, which shall have vested in it all such powers as are necessary for its efficient running;
2. The Board shall exercise its powers and perform its functions in conformity with the provisions of the Treaty and the Charter.

Article 6

Appointment and Composition of the Board of Directors

1. There shall be a Board of Directors of the LLPI, which shall be appointed by the Council of Ministers on the recommendation of the Secretary General on such terms and conditions as the

Council may determine. The Secretary General shall make his/her recommendations from a list of experts submitted by LLPI Members to the Secretary General through the Board of Directors;

2. Each LLPI Member whose expert has been appointed member of the Board of Directors shall also appoint an Alternate Director who shall have the same qualifications as those required for the Board Members;
3. The Alternate Director so appointed shall not attend a meeting of the Board of Directors or vote except in the absence of the principal Director;
4. The Chairperson of the Board of Directors shall request submission of documents showing that an Alternate Director appointed meets the qualifications set out in the Charter;
5. The persons appointed to the Board of Directors shall be reputable in the field of leather industry or in other fields or activities directly or indirectly related to the activities of the LLPI;
6. The Secretary General or his/her representative shall be an ex-officio member of the Board;
7. The number of members of the Board shall consist of five members determined by the Council of Ministers on the recommendation of the Board of Directors;
8. Upon the entry into force of this Charter, the Secretary General shall call the first meeting of the Board of Directors, which shall elect its Chairperson, and other office bearers.

Article 7

Functions of the Board of Directors

The Board of Directors shall:

- a. Determine the policy of the LLPI in accordance with the provisions of the Charter;

- b. Make recommendations, through the Committee of Legal Experts, to the Council of Ministers on matters of policy relating to suspension or amendment of the Charter, determination of regulations for the better carrying out of the provisions of the Charter and the determination of the conditions and terms of service of the Board of Directors;
- c. Ensure that the LLPI operates and develops in accordance with the Treaty and the Charter;
- d. Give directions to the Executive Director;
- e. Approve the programmes of the LLPI;
- f. Approve cooperation arrangements between the LLPI and other institutions;
- g. Submit to the Council of Ministers, through the Secretary General, annual progress report on the activities of the LLPI;
- h. Appoint the Executive Director, the Heads of Department and Sections, and Professional Category Staff of the LLPI and forward to Council for final approval;
- i. Determine the Staff Rules and Regulations and Financial Rules and Regulations of the LLPI;
- j. Approve the Budget of the LLPI and submit to Council for final approval;
- k. Determine the formula for contribution to the Budget of the LLPI; and
- l. Exercise such other powers and perform such other duties as are conferred or imposed on it by the Charter.

Article 8

Meetings of the Board of Directors

The Board of Directors shall, subject to the Charter, determine the frequency of its meetings and determine its own procedure

(included herein as Annex I) including that for convening its meetings, for the conduct of business and at other times, and for the rotation of the office of Chairperson among members of the Board of Directors.

Article 9
The Executive Director and other Staff of the LLPI

1. The LLPI shall be headed by an Executive Director who shall be appointed by the Board of Directors and approved by Council to serve for a term of four years and shall be eligible for re-appointment for a further period of four years;
2. The Executive Director shall be the principal executive officer of the LLPI;
3. There shall also be Head of Department and Sections, and such other staff of the LLPI as the Board of Directors may determine from time to time;
4. The terms and conditions of service of the Executive Director and the other staff of the LLPI shall be governed by regulations that may from time to time be made by the Board of Directors, provided that the Executive Director shall only be removed from office by the Council through the recommendation of the Board of Directors;
5. In appointing staff to offices in the LLPI, regard shall be had, subject to the paramount importance of securing the highest standards of integrity, efficiency and technical competence, to the desirability of maintaining an equitable distribution of appointments to such offices among citizens of all the LLPI Members;
6. In the performance of their duties, the Executive Director and the staff of the LLPI shall not seek or receive instructions from any LLPI Member or from any other authority external to the LLPI. Each LLPI Member undertakes to respect the international character of the responsibilities of the Executive Director and the staff of the LLPI and shall not seek to influence them in the discharge of their responsibilities;

7. The Executive Director shall:
 - a. With prior knowledge of the Board of Directors, appoint the General Service (GS) and Intermediate Categories (IC) of staff of LLPI;
 - b. Ensure the implementation of the decisions of the Board of Directors;
 - c. Ensure the proper functioning and development of the LLPI;
 - d. Be responsible for the proper management of the administration and finances of the LLPI;
8. Without prejudice to the generality of paragraph 7, the Executive Director, specifically, shall:
 - a. Collect, store and disseminate information relating to livestock population and its off-take rates, tanneries and leather products industries, as well as material inputs for the leather industries;
 - b. Promote training of personnel for the leather industry at various levels, along the leather value chain, including the levels of tannery supervisors, production managers, quality control specialists, skilled operators, leather technologists, leather goods technicians and designers and leather engineers for the maintenance of machinery and equipment for the manufacture of footwear and other leather products;
 - c. Promote Research and Development in the areas of raw hides and skins, work methods and indigenous chemicals and materials used in leather manufacture, the testing and evaluation and development of local raw materials;
 - d. Promote the use of the know-how and transfer of technology on new leather and leather products design;
 - e. Maintain a register of available specialists in the Sub-region;

- f. Provide consultancy and extension services to the leather industry;
- g. Conduct tailor made short courses based on the actual requirements of the industry in the Sub-region;
- h. Prepare and submit the Budget of the LLPI to the Board of Directors, prepare annual progress reports for submission to the Council of Ministers;
- i. Undertake, on his/her own initiative or as may be assigned to him/her by the Board of Directors, such works and studies and perform such services as they relate to the LLPI and the implementation of the provisions of the Charter; and
- j. Ensure that the following objectives of the Institute are implemented:
 - i. Promote cooperation among LLPI members in the training of personnel for the leather industry at various levels of the value chains.
 - ii. Advance research and development activities of raw hides and skins, work methods, indigenous chemicals and materials used in leather manufacture, testing, evaluation and development of local raw materials such as tanning chemicals.
 - iii. Enhance investment and trade competitiveness throughout the leather value chain at from animal rearing to hides and skins production, leather processing and manufacturing and their trade at national, regional and global levels.
 - iv. Collect and disseminate information on leather and leather products in the sub-region, transfer of technology, new leather and leather products designs.
 - v. Provide consultancy and extension services in the sub-region for leather and leather products industry.

- vi. Facilitate other activities in the area of leather and leather products which are in line with the COMESA Treaty and in particular the Protocol.
 - k. For the performance of the functions imposed upon him/her by this Article, collect information and verify matters of fact relating to the functioning of the LLPI and for that purpose may request an LLPI Member to provide information relating thereto.
9. The Member States agree to cooperate with and assist the Executive Director in the performance of the functions imposed upon him/her by paragraphs 7 and 8 of this Article and agree, in particular, to provide any information which may be requested under sub-paragraph (j) of paragraph 8 of this Article.

Article 10 **Information to the Secretary General**

The Executive Director shall, at the request of the Secretary General, provide the Secretary General with information on the operations of the LLPI.

Article 11 **Independence of the LLPI**

1. The LLPI shall not accept loans, grants, special funds or other assistance that may prejudice, limit, deflect or otherwise alter its objectives under this Charter;
2. Subject to the other provisions of this Charter, in the performance of their duties, the Executive Director and the staff of the LLPI shall refrain from any actions which might adversely reflect on their position as international officials responsible only to the LLPI and other institutions of the COMESA;
3. Member States and Country Units undertake to respect the international character of the responsibilities of the Executive Director and the staff of the LLPI and shall not seek to unduly influence them in the discharge of their responsibilities.

Article 12 Country Units

1. In the implementation of the provisions of the Charter the LLPI may collaborate with institutions designated as Country Units which are pursuing activities similar to those of, or helpful to, the LLPI;
2. Each LLPI Member shall designate an institution as a Country Unit with which the LLPI may closely collaborate;
3. Collaboration between the LLPI and a Country Unit, in the joint implementation of LLPI activities, shall be subject to a separate agreement which shall set out the extent of collaboration of each Party and shall provide for the involvement of each Party in the administration, funding and execution of the activity.

Article 13 Cooperation with other Institutions

The LLPI may, with the prior approval of the Board of Directors, enter into contracts or arrangements with any other person, body or institution pursuing objectives similar to those of, or helpful to, the LLPI.

PART III: FINANCIAL RESOURCES AND AUDIT

Article 14 The Budget

1. There shall be a Budget of the LLPI;
2. All expenditures of the LLPI, in respect of each financial year, shall be approved by the Board of Directors, and the Council, and shall be met from the Budget;
3. The resources of the Budget shall be derived from annual contributions of the LLPI Members and such other sources as may be determined by the Board of Directors. The

- contributions of the LLPI Members shall be based on the Budget approved by the Board of Directors;
4. In determining the Budget of the LLPI, the Board of Directors shall take account of the Gross Domestic Product, the contribution of the hides, skins and leather sector to the Gross Domestic Product, and per capita Gross Domestic Product, and shall assign weights of thirty percent, forty percent and thirty percent, respectively; but no LLPI Member shall be required to contribute more than twenty percent or less than once percent of the total annual Budget;
 5. At least fifty percent of the contributions due from each LLPI Member shall be paid within one month from the beginning of the financial year of the LLPI, and the remainder shall be paid within six months from the beginning of that financial year.
 6. A draft Budget for each financial year shall be prepared by the Executive Director and shall be approved by the Board of Directors and the Council;
 7. There may be special budgets to meet extraordinary expenditures of the LLPI.

Article 15
Financial Regulations and Year

1. The Board of Directors shall make Financial Rules and Regulations for the management of the finances of the LLPI;
2. The Financial Year of the LLPI shall be the same as that for the Financial Year of the COMESA.

Article 16
Application of Resources

The resources and facilities of the LLPI shall be used to implement the Objectives of the LLPI as set out in Article 4 of this Charter.

Article 17
Charges

The LLPI may charge fees for any service rendered by it and for use of its equipment or facilities.

Article 18
Power to Borrow

The LLPI may, with the prior approval of the Board of Directors and, subject to Article 4 and 16 of this Charter, borrow, accept grants and special funds and any other assistance.

Article 19
Reserve Fund

The LLPI shall maintain a Reserve Fund into which any budgetary surplus in any financial year shall be deposited. The Reserve Fund shall be employed in such manner and for such purposes as the Board of Directors may determine.

Article 20
External Audit

The Board of Directors shall each year appoint a firm of External Auditors of high repute from LLPI members. The External Auditors shall examine all documents and books of account relating to the operations and administration of the LLPI and report thereon to the Board of Directors.

PART IV: WITHDRAWAL, SUSPENSION AND DISSOLUTION

Article 21
Withdrawal of Members

1. Any Member State wishing to withdraw from this Charter shall give the Secretary General and the Executive Director one year's written notice of its intention to withdraw, and at the end

- of such year shall, if such notice is not withdrawn, cease to be a party to this Charter;
2. During the period of one year, referred to in paragraph 1 of this Article, any LLPI Member wishing to withdraw from the LLPI shall nevertheless observe the provisions of this Charter and shall remain liable to the discharge of its obligations under this Charter.

Article 22

Sanctions and Suspension from Membership

1. If a Member of the LLPI fails to fulfill its obligations to the LLPI, the Council of Ministers may, on the recommendation of the Board of Directors or the Committee or on its own initiative, suspend that member from the LLPI for such period as it may determine and impose a financial penalty and other such additional sanctions as may be contained in regulations prescribed by the Council of Ministers;
2. A Member of the LLPI suspended under paragraph 1 shall, if it fails to settle its obligations in full, automatically cease to be a member one year from the date of its suspension, unless the Council of Ministers decides, within that period, to restore the member to good standing;
3. While under suspension, a Member of LLPI shall not be entitled to exercise any right under this Charter but shall remain subject to all its obligations.

Article 23

Termination of Operations

1. This Charter shall have indefinite duration;
2. Notwithstanding paragraph 1, the LLPI may terminate its operations if the Authority so decided;
3. After the operations of the LLPI have been terminated, the LLPI shall forthwith cease all activities except those incidentals

to orderly relations, the conservation and preservation of its assets, and settlement of its obligations.

Article 24
Liability of Members and Payment of Claims

1. In the event of the termination of operation of the LLPI, the liability of Members of the LLPI for their share of contributions due shall continue until all claims of creditors, including all contingent claims, shall have been discharged;
2. All creditors holding direct claims shall first be paid out of the assets of the LLPI and then out of contributions owing. Before making any payments to creditors holding direct claims, the Council of Ministers shall make such arrangements as are necessary to ensure pro rata distribution among holders of direct and contingent claims.

Article 25
Distribution of Assets

1. No distribution of assets shall be made to members of the LLPI on account of their contributions to the Budget until all liabilities to creditors shall have been discharged or provided for;, and any such distribution shall be approved by the Council of Ministers on the recommendation of the Board of Directors;
2. Any distribution of the assets of the LLPI to its members shall be in proportion to their contributions to the Budget and shall be effected at such times and under such conditions as the Council of Ministers considers fair and equitable. The shares of assets distributed need not be uniform as to type of asset. No member shall be entitled to receive its share in such a distribution of assets until it has settled all its obligations to the LLPI;
3. Any Member of the LLPI receiving assets distributed pursuant to this Article shall enjoy the same rights with respect to such assets as the LLPI enjoyed prior to their distribution.

PART V: GENERAL PROVISIONS

Article 26 Official Languages

The official languages of the LLPI shall be English, French and Arabic.

Article 27 Status of the LLPI

1. The LLPI shall possess international legal personality;
2. It shall have, in the territory of each member State:
 - a. The legal capacity required for the performance its functions;
 - b. Power to acquire or dispose of movable and immovable property in accordance with the laws and regulations in force in each member State; and
 - c. Power to sue and be capable of being sued.
3. Subject to Article 32 of this Charter, the LLPI shall, in the exercise of its legal personality, be represented by the Director.

Article 28 Power to Make Regulations

The Council of Ministers may make regulations for the better carrying out of the provisions of this Charter.

Article 29 Conflict of Provisions

In the event of a conflict between this Charter and the regulations made by the Council of Ministers, this Charter shall prevail.

Article 30
Amendment of the Charter

1. This Charter may be amended by the Council by a two-thirds majority of LLPI members on the recommendation of the Board of Directors or the Committee of Legal Experts;
2. When an amendment has been adopted, the Executive Director shall certify it in a formal communication addressed to all the member States. Amendments shall enter into force three calendar months after the date on which such communication is issued, unless the Council specifies a different period.

Article 31
Settlement of Disputes

1. In the case of a dispute arising out of the operation of this Charter, such dispute shall be submitted for arbitration to a tribunal of three arbitrators;
2. Each party shall appoint one arbitrator and the third, unless the parties otherwise agree, shall be appointed by the Secretary General. The third arbitrator shall be empowered to settle all questions of procedure in any case where the parties fail to reach agreement with respect to the procedure to be adopted by them;
3. A majority vote of the arbitrators shall be sufficient to reach a decision, which shall be final and binding on the parties, and a decision of the arbitrators may include an order as to payment of costs and expenses.

Article 32
Judicial Proceedings

1. Actions may be brought against the LLPI in the territories of the member States or elsewhere in a court of competent jurisdiction;

2. No action may be brought against the LLPI by members of the LLPI or persons acting for or deriving claims from them. However, members of the LLPI shall have recourse to such special procedures for the settlement of disputes between the LLPI and its members as are prescribed in this Charter.

Article 33 Privileges and Immunities

1. The Secretary General shall enter into an agreement with the Government of the country where the LLPI is located concerning the privileges and immunities to be enjoyed by the LLPI, the Executive Director and other eligible staff of the LLPI,
2. While on official mission to Member States, the Director and other eligible staff shall enjoy the same privileges and immunities as are enjoyed by officials of the Common Market under the COMESA Protocol on Privileges and Immunities. For this purpose, the Member States hereby undertake, in their respective jurisdictions, to extend the application of the Protocol accordingly.
3. The LLPI shall, in all member States, enjoy diplomatic privileges and immunities no less favourable than those enjoyed by other international organizations.

Article 34 Final Provisions

1. This Charter shall be done in the English language as the original, and shall be deposited with the Executive Director and the Secretary General;
2. This Charter shall enter into force at a date when at least nine member States have signed it. Member States who wish to become parties after the entry into force of the Charter shall become parties through accession;
3. The Executive Director shall transmit certified copies of this Charter and advise, concerning acceptance, to the Country

Units, member States and to such other international organizations as the Council may determine.

Done at Mbabane, the Kingdom of Swaziland, on the Twenty Third day of November, One Thousand Nine Hundred and Ninety in the English and French languages, both texts being equally authentic.

IN FAITH WHEREOF the undersigned have placed their signatures at the end of this Charter.

Jose Eduardo dos Santos

.....
The President of the People's Republic of Angola

.....
The President of the Republic of Botswana

Pierre Nkurunziza

.....
The President of the Republic of Burundi

Abdoulkadir Mohamed Ibrahim

.....
The President of the Federal Islamic Republic of the Comoros

Ismaïl Ould Ghannouchy

.....
P. The President of the Republic of Djibouti



[Signature]
.....
for The President of the Peoples' Democratic Republic of Ethiopia

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.....
The President of the Republic of Kenya

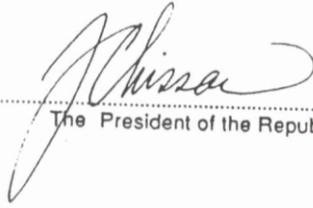
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The Chairman of the Military Council and
the Council of Ministers of the Kingdom of Lesotho

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The President of the Democratic Republic of Madagascar

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for The Life President of the Republic of Malawi

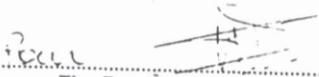
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The Prime Minister of Mauritius





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The President of the Republic of Mozambique

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The President of the Republic of Namibia



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The President of the Republic of Rwanda

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The President of the Republic of the Seychelles



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The President of the Somali Democratic Republic



.....
The President of the Republic of Sudan



.....
His Majesty the King of the Kingdom of Swaziland

W. Mwasau

.....
The President of the United Republic of Tanzania

Y. Museveni

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The President of the Republic of Uganda

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The President of the Republic of Zambia

W. Mawurisa

for

.....
The President of the Republic of Zimbabwe



Pursuant to Article 8 of the Charter of the COMESA Leather and Leather Products Institute, the Rules of Procedure of the Board of Directors of the COMESA Leather and Leather Products Institute are hereby made:

Citation

Rule 1: These Rules may be cited as the Rules of Procedure of the Board of Directors of the COMESA Leather and Leather Products Institute.

Definition

Rules 2: In these Rules the expressions:

“Board of Directors” or “Board” means the Board of Directors of the COMESA Leather and Leather Products Institute;

“Charter” means the Charter Establishing the COMESA Leather and Leather Products Institute (LLPI);

“COMESA” means the Common Market for Eastern and Southern Africa.

“COMESA Dollar” means the Unit of Account of COMESA.

“Committee” means the Committee on Industry established under Article 7 (and 15) of the Treaty;

“Council” means the Council of Ministers established by Article 7 of the Treaty;

“LLPI” means the COMESA Leather and Leather Products Institute as provided for in Article 2 of this Charter;

“LLPI Member” means a Member State which is a member of the LLPI;

“Member State” means a Member State of the COMESA;

“PTA” means the Preferential Trade Area for Eastern and Southern African States, now succeeded by COMESA;

“Secretary General” means the Secretary General of the COMESA provided for by Article 17 of the Treaty;
“Treaty” means the Treaty for Establishing the Common Market for Eastern and Southern Africa;

Composition and Appointment of the Member of the Board

- Rule 3: The Board shall consist of five (5) persons from members appointed by Council on the recommendation of the Secretary General, who shall be reputable in the field of the leather industry or other fields of activities related to the objectives of the LLPI. The Secretary General shall be ex-officio member of the Board.
- Rule 4: The Host Member shall be represented on the Board on a permanent basis.
- Rule 5: Two members of the Board shall retire after every three years and shall be replaced by new persons who shall be appointed from a list of experts submitted by Members which shall have not served on the Board.
- Rule 6: Members of the Board may be accompanied to meetings of the Board by advisors, provided they are self-financed.

Election of the Chairperson of the Board

- Rule 7: The Board shall elect, from among its members, its Chairperson for a term of one year.
- Rule 8: If the Chairperson is absent from a meeting of the Board, the members present shall elect a member from amongst them to preside over the meeting.
- Rule 9: If the term of office of the Chairperson is due to expire at any time when a Board meeting is being held, the Chairperson shall continue in office until the conclusion of the meeting. For the purposes of this Rule, a meeting of the Board shall be concluded when it is adjourned sine die or adjourned for a period exceeding five days.

Place and Periodicity of Meetings

- Rule 10: The Board shall meet at least two times a year.
- Rule 11: The Chairperson, in consultation with members of the Board, may call an extra-ordinary meeting of the Board upon the request of at least three members of the Board.
- Rule 12: The meetings of the Board shall be held at the Headquarters of the LLPI, except where a member has offered to host a meeting outside the Headquarters of the LLPI, in which case all the extra expenses arising therefrom shall be borne by that Member.

Meetings of the Board

- Rule 13: Meetings of the Board shall be convened on such dates as may be determined by the Executive Director in consultation with the Chairperson provided that four (4) weeks' notice is given in advance of the meeting in question.

Rule 14: The Board may, at a meeting, decide the date of its next meeting provided that, where it is desirable that a meeting of the Board be held before or after the set date, such meeting may be held after consultations between the Executive Director and the Chairperson.

Agenda of Meetings of the Board

Rule 15: The Executive Director, in consultation with the Chairperson, shall prepare a provisional agenda for each meeting of the Board, and shall cause such agenda to be transmitted to each member of the Board and the documents for the Board four (4) weeks in advance of the meeting in question. The notice, which shall be given to the members of the Board at least four (4) weeks in advance, may be transmitted separately.

Rule 16: The Agenda and the documents of the Board meeting shall be transmitted to the members of the Board by courier or any other equivalent quick means of transmitting documents within the COMESA sub-region.

Rule 17: Additional items may be placed on the Agenda for a meeting of the Board by a member giving notice thereof to the Executive Director at least four (4) weeks prior to the meeting. Members of the Board shall be notified of such additions through a supplementary list which shall be communicated to them at least two (2) weeks before the date fixed for the meeting.

Rule 18: The Executive Director may, under special circumstances, at any time, add items to the Agenda of the meeting, provided that members of the Board shall be forthwith notified.

Quorum

- Rule 19: The quorum for the meeting of the Board shall be a simple majority of the members of the Board, provided that, for matters relating to the amendment of the Charter of the LLPI, the appointment of the Executive Director, the assessment of subscriptions, suspension or revocation of membership or desolution of LLPI, the quorum shall be two-thirds majority of the Board.
- Rule 20: Where the necessary quorum for a meeting is not reached the meeting shall be adjourned for twenty-four hours, and in case thereafter, the quorum is again not reached, the Board shall hold its meeting with the members of the Board present, provided that such meeting shall not consider matters which require two-thirds majority decision.

Voting

- Rule 21: The decisions of the Board shall be taken either by simple majority or two-thirds majority as per these Rules.
- Rule 22: Every member of the Board shall have one vote. In the event of equality of votes, the Chairperson shall have a casting vote.
- Rule 23: The Secretary General, or his representative, shall have no right to vote.

Dispatch of Business

- Rule 24: At the beginning of each meeting the Board shall adopt its Agenda and work programme.
- Rule 25: The Chairperson shall open and close the meetings of the Board, direct discussions, give speakers the floor in the order in which it is requested, submit matters under discussion for decision and announce the

decision and rule on questions of procedure in accordance with these Rules.

- Rule 26: Proposals or draft resolutions for consideration at a meeting of the Board shall be submitted in writing and circulated by the Executive Director in advance of the meeting to the members of the Board, provided that the Board may, at a meeting, if it deems it expedient or desirable, consider, a proposal or draft resolution in respect of which no text has been circulated in advance of the meeting.
- Rule 27: Any proposal to amend a proposal or a draft resolution may be submitted without notice, provided a copy shall be submitted to the Executive Director prior to its introduction. A decision shall be made by the Board thereupon prior to the vote on the proposal or draft resolution.
- Rule 28: If there is more than one proposal for amendment of the proposal or a resolution, the Chairperson shall determine the order in which they shall be put to vote; and where the proposal or draft resolution is amended following such a vote on any proposed amendment, that proposal or draft resolution shall be considered adopted.
- Rule 29: A proposal or draft resolution may be withdrawn by the person by whom it is proposed.
- Rule 30: During the consideration of any matter of the meeting of the Board, any member of the Board may raise a point of order and the Chairperson shall make his/her ruling immediately upon the point of order raised. An appeal from the ruling of the Chairperson shall be decided by the meeting of the Board.
- Rule 31: During the consideration of any matter of the meeting of the Board the Chairperson may read out a list of speakers and with the consent of the meeting, declare the list closed. The Chairperson may, however, grant

any member of the Board the right to reply if a contribution made after the list of speakers is closed justifies it.

Rule 32: During the consideration of any matter at a meeting of the Board, any member of the Board may move that the meeting be suspended, whereupon the Board shall immediately take a decision on the motion.

Rule 33: When a matter has been adequately considered, any member of the Board may move that the consideration of the matter be closed whereupon the Board shall immediately take a decision on the motion.

Rule 34: During the consideration of any matter, a member of the Board may move that the consideration of the matter be postponed. One member of the Board may speak in support of the proposal and another against it, whereupon the Board shall immediately take a decision on the motion.

Rule 35: Motions or proposals as to procedure shall include the following:

- a) refer the matter back;
- b) defer consideration of a matter;
- c) adjourn the meeting;
- d) adjourn a debate on a particular question;
- e) close discussion on a particular question
- f) suspend the meeting; and
- g) request the opinion of the Chairperson, Executive Director or the Legal Counsel.

Rule 36: Motions or proposals as to procedure may be moved verbally and without previous notice.

Rule 37: The following proposals or motions shall take precedence in the order in which they are set out hereunder over any other proposal or motion that may be made or moved: A motion to:

- a) suspend the meeting;
- b) postpone or adjourn the meeting;
- c) suspend consideration of a matter; and
- d) close consideration of a matter.

Rule 38: The Executive Director may, at any time, make an oral or written statement at meetings of the Board concerning questions under consideration.

Dispatch of Business at Times when the Board is not Meeting

Rule 39: The Board may make provisions for the dispatch of business at times when it is not meeting.

Rule 40: The provisions that the Board may make under Rule 39 may, if it so determined, include arrangements under which the exercise of any function of the Board which may be delegated, is delegated, subject to such conditions as the Board may specify, to the Chairperson, or to a member of the Board or to the Executive Director.

Secretariat Services

Rule 41: The Secretariat services of the meeting of the Board shall be provided by the Executive Director who shall cause the minutes of the meeting to be kept and shall, as soon as possible, transmit copies thereof to the members of the Board.

Languages

Rule 42: The working languages of the Board shall be English, French and Arabic.

Amendments

Rule 43: These Rules may be amended by a simple majority vote of the Board.

Entry into Force

Rule 44: These Rules shall enter into force once they have been adopted by the Board.

Miscellaneous

Rule 45: If there is any doubt as to the procedures to be followed in any particular case, or if no procedure is prescribed by or under these Rules, the procedure to be followed shall be determined by the Board.