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**CONSTITUTION  
OF  
THE AFRICAN REFINERS ASSOCIATION**

**March 2016**

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**Article 1: Legal Name and Form**

Under the name "**African Refiners Association**" (hereafter 'the ARA') a voluntary non-profit making association has been established in accordance with articles 60 and following of the Swiss Civil Code, bringing together Members who share a common interest in matters pertaining to the refining as well as storage, distribution and regulation of petroleum products in Africa.

No limit has been set on its duration.

**Article 2: Registered office and status**

The ARA has its Registered Office in Geneva (Switzerland) and Operational Headquarters in Abidjan (Cote d'Ivoire).

**Article 3: Objectives and resources**

3.1 The primary aim of the ARA is to address economic, social and environmental issues deemed to impact upon oil refining in Africa and upon the importation of petroleum products into Africa, including the storage, transportation, distribution and regulation thereof.

3.2 By facilitating the sharing of experience between its Members, including through meetings, the ARA also seeks to encourage the flow of information and cooperation between them and to improve their technical and economic performance.

3.3 Within the limits of its powers, the ARA wants to serve as a bridge with governments, agencies and institutions in and outside Africa in the individual and collective interest of its members.

3.4 The ARA undertakes to make its performance in the area of quality, health, safety of property and people, and environmental protection (HSEQ), a key indicator of bringing benefits to its Members. For this purpose, the ARA especially undertakes to:

- encourage individual and collective initiatives to align with international HSEQ standards and to work on evolving standards;
- develop a preventive approach in managing risk of accidents, incidents, damage to health in the workplace and to the environment;
- consider ways for continuous improvement to serve its Members;
- develop communication relating thereto and ensure the sharing of best practices;
- promote training and upgrading of human resources in the field of HSEQ;
- respect human dignity and comply with the Ethical Code.

3.5 The ARA does not engage in defending local causes on behalf of the industry; this remains the responsibility of the respective national bodies of the local oil industry. However, the ARA can provide its Members with information, advice and assistance when faced with constraints.

3.6 The ARA encourages transparency of information relating to refining, storage, distribution and importation of petroleum products in Africa. It shares non-confidential information freely between Members and assists with the creation of an information database from which they will be able to retrieve information to help improve planning and performance.

3.7 The ARA is mindful of meeting and fulfilling its objectives, and recommends its Members to be the same. Therefore, the ARA is not allowed, nor its Members, to enter into any anti-competitive behavior or action conflicting with its Ethical Code.

**Article 4: Membership**

4.1. The ARA is composed of Members, which are corporate bodies.

**4.2. Definition**

Membership is available to the following entities:

- a) Oil and by-product refining companies operating in Africa (refinery). A refinery is defined as an industrial feedstock processing plant (crude oil, coal or gas) for the production of petroleum products (including bitumen and petrochemicals).

- b) Legal entities operating in the import, storage, transport, distribution and regulation of petroleum products and which, in one or more countries in Africa:
- a) have an import terminal and/or control a significant share of national imports and/or
  - b) operate a distribution network of a significant size in a national market and/or
  - c) operate a company for land or sea transportation of crude oil, oil products and chemicals of a certain significance compared to the national demand and/or
  - d) bear the responsibility for the regulation and the control of refining, importing, stocking, transporting or distributing petroleum products

4.3 Admission of Members is the responsibility of the Executive Committee on a proposal of the Executive Secretary. Details of the admission procedure are set out in the Rules and Regulations.

4.4 Members may withdraw from the Association at any time following thirty (30) days' notice in writing to the Executive Secretary, who shall inform the Executive Committee.

4.5 A Member who resigns before the end of the fiscal year remains liable for the full fees for the fiscal year during which it withdraws, as defined by article 7.3 herein.

#### 4.6 *Liaison Officer*

To ensure the smooth running of the ARA, in particular in terms of coordination and communication, each Member is required to nominate an available and efficient ARA liaison officer, preferably the communication officer of the Member company. The liaison officer will be in regular contact with the Executive Secretary, the Operational Headquarters and ARA's consultants. He/she is responsible for providing non-confidential data to the ARA, for answering questions from the ARA and for being the person to whom ARA information is communicated.

### **Article 5: Structure**

#### **5.1 Annual General Meeting**

5.1.1 An General Meeting comprises all the Members of the ARA as defined under articles 4.2 a) and b) above. The Sponsors and guests of the President and /or of the Executive Secretary may be invited to attend the AGM as guests or observers.

5.1.2 Each member has an official representative entitled to exercise its corporate rights at the General Meeting.

5.1.3 The Annual General Meeting (AGM) takes place once a year and is called by the Executive Secretary at least sixty (60) days prior to the proposed date. The written invitation shall include the date and the venue of the AGM and a draft agenda. The final agenda and all documents necessary for its holding of the meeting shall be sent to Members before the General Meeting.

5.1.4 The official representative of a Member may attend the General Meeting accompanied by a delegation.

5.1.5 Each Member attending the General Meeting shall have one vote. Voting shall be by a show of hands. A secret ballot may be ordered by the Chairman where the result of the show of hands is not clear or decisive. It may also be decided by the General Meeting when a Member so requests at the latest by the opening of the meeting. Such request may be withdrawn at any time.

5.1.6 Extraordinary General Meetings are convened where the President or the Executive Secretary so deems necessary or where one-fifth (1/5) of the Members has made a written and reasoned request. The convening notice shall be sent at least 30 (thirty) days before the date of the Meeting.

#### **5.2 Executive Committee**

##### *5.2.1 Composition and powers of the Executive Committee*

The Executive Committee is the governing body of the ARA.

It consists of 17 (seventeen) people maximum - 16 (sixteen) members and the Executive Secretary. At least 50% of the 16 (sixteen) members operate in the refining industry (art. 4.2 lit.a).

The Executive Committee is composed of:

- The President
- The vice-president
- The Treasurer
- The Executive Secretary

### 5.2.2 *Jurisdiction of the Executive Committee*

The responsibilities of the Executive Committee are primarily to:

- a) approve the membership of Members to the ARA;
- b) approve applications for membership to the Executive Committee and seek the approval of its decision by the General Meeting (election).
- c) Set the level of membership fees and submit to the General Meeting for approval.
- d) Validate the annual budget prior to its approval by the General Meeting.
- e) Ensure the durability and the efficient organisation of the Working Groups by appointing Leaders, Coordinators and Technical Counsellors, and by the approval of the proposed participants, by the implementation of specific rules for each one and the monitoring of their activities;
- f) Approve the applications of Liaison Officers and to request the replacement of any of them;
- g) Submit proposals for review by the Members;
- h) Establish the Rules and Regulations of the Association;
- i) Ensure compliance, by Members, with membership criteria (art. 4.2 lit. a) and b) and the Ethical Code of the Association.
- j) To enter into contracts on behalf of the ARA within the limits of the approved budget;
- k) Decide on the presence of non-Members at meetings (guests, observers, experts, moderators).
- l) Undertake any other duties required for the smooth running of the Association.

### 5.2.3 *Appointment on the Executive Committee*

The members of the Executive Committee are appointed from a list of Members annexed hereto, and according to two key criteria including (1) seniority and (2) their commitment to the ARA.

The Executive Secretary proposes a candidate. The Executive Committee then validates the nomination. Following approval by the Executive Committee for the purpose of elections, nominations must be ratified by the AGM. Validation by the Executive Committee shall occur before the date of the General Meeting, to enable the Executive Secretary to include this item on the draft agenda.

Where the nomination is rejected by the Executive Committee or the General Meeting, the Executive Secretary shall make other nominations.

### 5.2.4 *Term of office of Executive Committee members*

The members of the Executive Committee are elected for a term of 3 (three) years. They may be re-elected.

### 5.2.5 *Replacement of a member of the Executive Committee*

In case of resignation of a member of the Executive Committee, the Executive Secretary shall replace him/her in accordance with the procedure laid down in art. 5.2.3; such replacement is subject to the validation of the Executive Committee and the approval of the General Meeting at its next session.

### 5.2.6 *The President*

The position of President is held by the representative of a Member of the Executive Committee. He/she is elected by the AGM on the proposal of the Executive Secretary.

The President holds office for one (1) year.

The President personally chairs AGMs and Executive Committee meetings and ensures their smooth running.

In case of resignation of the President during his/her term of office, the Executive Secretary shall submit to the approval of the Executive Committee a person to replace him/her for the remainder of the term. Members shall be informed.

### 5.2.7 *The vice-president*

The position of Vice-President is held by a representative of a member of the Executive Committee. He/she is elected by the AGM on the proposal of the Executive Secretary.

The Vice-President holds office for one (1) year.

The duties of Vice-President do not automatically give the right to become President.

### 5.2.8 *The Executive Secretary*

The Executive Secretary is a very highly experienced person in refining and the distribution of petroleum products in Africa, who also has extensive experience in company management and administrative infrastructures.

The Executive Secretary is elected for a term of three (3) years by the AGM on a recommendation from the Executive Committee. He/she may be re-elected for a further two terms.

The Executive Secretary has an important role in the ARA. Under the authority of the Executive Committee, he/she is responsible for the smooth day-to-day management of the Association. His/her responsibilities are wide-ranging and cover all those not allocated to the AGM and to the Executive Committee. His/her specific and general responsibilities are described in the Rules and Regulations.

The Executive Secretary is the President of the Operational Headquarters in Abidjan (Cote d'Ivoire).

The Operational Headquarters is available to the Executive Secretary to assist him/her when carrying his/her operational and administrative tasks.

In case of resignation of the Executive Secretary during the term of his/her office, the Executive Committee shall appoint an Acting Executive Secretary for the remainder of the term. Members shall be informed. The Executive Committee shall propose to the General Meeting a candidate according to the profile defined under art. 5.2.8 para 1, following a call for applications.

### 5.2.9 *The Treasurer*

The Treasurer is elected by the AGM on the recommendation of the Executive Committee.

The Treasurer is elected for a term of 3 (three) years. He/she can be re-elected for an additional term of three (3) years.

His/her main task is to prepare the annual budget, to regularly check (i) the proper maintenance of accounts, (ii) compliance with the budget, (iii) the cash position and (iv) the adequacy of the internal control system put in place, which he/she shall do in close collaboration with the Executive Secretary. In addition, he/her prepares the annual budget and the annual audited accounts at the AGM.

In the event of resignation of the Treasurer, the Executive Committee shall appoint an Acting Treasurer for the remainder of the term. Members shall be informed.

## 5.3 **Work Groups**

5.3.1 Work Groups are under the authority and the supervision of the Executive Committee. Work Groups meet regularly and implement the strategic objectives set by the Executive Committee.

5.3.2 Work Groups are managed and motivated by a Leader, a Coordinator and one or more Technical Advisors. These are appointed by the Executive Committee. The Leader is vested with all powers to propose to the validation of the Executive Committee the necessary human and material resources.

5.3.3 Each Work Group is regulated by appropriate Rules.

### **Article 6: Ad hoc committees**

Where deemed necessary, the Executive Secretary may establish «ad hoc committees» to handle specific projects.

### **Article 7: Funding, Budget and Management of the Assets of the Association**

7.1 The ARA is mainly financed by Member contributions and sponsoring operations.

The level of contributions is set by the Executive Committee and submitted to the approval of the General Meeting.

7.2 The annual budget is prepared by the Treasurer. It is submitted to the review and validation of the Executive Committee and the approval of the General Meeting.

7.3 The fiscal year will be the calendar year, from 1st January to 31st December.

7.4 The ARA operates bank accounts with major international banks into which funds are paid and from which operating expenses are paid. The Executive Committee is empowered to open one or several bank accounts in accordance with the operating needs of the ARA. At least one bank account shall be opened at the Executive Office of the ARA.

**Article 8: Accounting and auditing**

8.1 The accounts are prepared by the Treasurer, the Executive Secretary, or any other designated person. They are then audited and presented to the AGM for approval by the Members.

8.2 The Executive Committee is empowered to appoint and to give instruction to the auditor.

8.3. The ARA has an internal control system (ICS). The Executive Committee ensures the implementation of the results and recommendations of the ICS.

**Article 9: Winding up**

9.1 The winding-up of the ARA may be decided by the AGM provided that three quarters (3/4) of the Members are present or represented. The winding up of the ARA shall be effective if approved by a three-quarters (3/4) majority vote.

9.2 In the event that the AGM votes to wind up the ARA, the Executive Secretary will settle all outstanding accounts and remit any balance of funds in the bank to the Members proportionally to their financial contribution throughout the life of the Association.

**Article 10: Rules and Regulations**

The operation of the ARA is governed by "Rules and Regulations" approved by the AGM.

**Article 11: Languages of the Constitution**

The present Constitution is written in French and English. The English version is certified as true to the French version; in case of contradictory interpretation, the French version prevails.

**Article 12: Adoption, effective date and amendment**

The original CONSTITUTION was adopted by the Constitutive Assembly on March 23, 2006 in Cape Town (South Africa). It took effect immediately. The Constitution has been amended by the AGM of the ARA on 7th March 2007, on 18th March 2009, on 8th March 2010 and 28th March 2011. The Constitution amended in 2009 and 2010 took effect in March 2010 at the Annual General Meeting of 2010. The 2011 amendments to the Constitution became effective on 28th March 2011. The 2013 amendments to the Constitution became effective on 18th March 2013. The 2014 amendments to the Constitution were approved by the 2014 General Meeting and took effect immediately on 24th March 2014. The amendment to the Constitution in 2015 was approved by the Annual General Meeting of March 2016 and entered into force immediately.