



**COMPENDIUM OF THE GENERAL BY-LAWS AND OTHER  
INSTRUMENTS OF THE AFRICAN LEGAL SUPPORT FACILITY**

**THE GENERAL BY-LAWS AND  
OTHER INSTRUMENTS  
OF THE AFRICAN LEGAL SUPPORT FACILITY**

This Compendium contains the following documents:

- The General Regulations of the African Legal Support Facility;
- Rules Governing the Appointment of the Members of the Governing Council of the African Legal Support Facility.
- The Rules of Procedure of the Governing Council of the African Legal Support Facility;
- The Rules for the Selection of Members of the Management Board of the African Legal Support Facility; and
- The Rules of Procedure of the Management Board of the African Legal Support Facility;

**THE  
GENERAL REGULATIONS OF  
THE AFRICAN LEGAL SUPPORT FACILITY**

**Definitions**

1. For the purpose of these Regulations:

- "**Agreement**" shall mean the Agreement Establishing the African Legal Support Facility;
- "**Facility**" shall mean the African Legal Support Facility;
- "**Council**" shall refer to the Governing Council of the African Legal Support Facility
- "**Board**" shall refer to the Management Board of the African Legal Support Facility
- "**Member of the Council**" shall refer to the Members of the Governing Council of the African Legal Support Facility;
- "**Participating State**" shall refer to those states that have acceded to the Agreement;
- "**Participating Institution**" shall refer to those international institutions that have acceded to the Agreement;
- "**Regional Member Country**" shall refer to countries that are regional members of the African Development Bank.
- "**Director**" shall mean the Director of the Facility.
- "**Voluntary Contribution**" shall refer to the contributions by Member States of the Facility to the Endowment Fund established for the benefit of the Facility
- "**Financial Resources**" shall refer to the financial resources of the Facility

2. These Regulations shall be referred to as the "**General Regulations of the African Legal Support Facility**".

## **I. OFFICES OF THE FACILITY**

### **Article 1**

1. The Headquarters of the Facility shall be situated in the territory of a Participating State selected by the Council.

## **II. GOVERNING COUNCIL**

### **Article 2 Procedure**

All matters before the Council shall be determined either:

- a. at the meetings of the Council, which shall be governed by the Rules of Procedure of the Council; or
- b. in accordance with the special procedure provided in Article 3 of these Regulations.

### **Article 3 Special Procedure**

1. Whenever the Management Board considers that the decision on a specific question which is for the Council to determine should not be postponed until the next annual meeting of the Council and does not warrant the convening of an ad hoc meeting of that Council, the Management Board shall promptly transmit, through the Director to each Member of the Council, its proposals relating to that question with a request for a vote on such proposals within such period as shall be prescribed by the Management Board in the instrument of transmittal.

2. Upon the expiration of that period, the Director shall report the votes to the Management Board which shall record the results of the voting in application of the provisions of paragraph 3 of Article X of the Agreement as if a meeting of the Governing Council had been held. The Director shall communicate the results to the Members of the Governing Council.

## **III. MANAGEMENT BOARD**

### **Article 4 Powers, Functions and Responsibilities of the Management Board and the Director**

1. The Management Board shall be responsible for the conduct of the general operations of the Facility and, for this purpose, may exercise all powers of the Facility except those reserved to the Governing Council under paragraph 2 of Article VIII of the Agreement. The Management Board shall not adopt any measure which is inconsistent with any measure adopted by the Governing Council.

2. In the discharge of the responsibilities for the conduct of the general operations of the Facility entrusted to it under Article XI of the Agreement, the Management Board shall act and exercise the powers vested in it under the Agreement, or delegated to it pursuant to these Regulations, in the best interest of the Facility.

3. For the avoidance of doubt, and in accordance with Article XI, it is hereby provided that, with respect to its responsibility for the conduct of the general operations of the Facility, the Management Board shall in accordance with Article XI of the Agreement have the sole and exclusive power to:

- a. appoint the Director of the Facility;
- b. formulate and adopt general policies for the conduct of the business of the Facility;
- c. approve all advances and grants made by the Facility; and
- d. exercise supervision aimed at ensuring that policies, directives and guidelines are properly implemented by the Director.

4. The Director shall, under the direction of the Management Board, conduct the current business of the Facility and shall appoint other staff as necessary to perform the functions and carry out the activities of the Facility, including a Corporate Secretary. In his/her capacity as the chief of the staff of the Facility, s/he shall be responsible for the management of the Facility and, in that regard, s/he shall be accountable to the Management Board for the proper execution of the policies, directives and guidelines issued by the Management Board.

5. The Director shall attend meetings of the Management Board in an ex-officio capacity and shall not have voting rights.

6. Consistent with Article XIV of the Agreement, the Director shall be appointed for a term of five (5) years and may be re-appointed for another term of five (5) years, which shall not be renewable<sup>1</sup>.

7. In the exercise of their respective functions and responsibilities, the Director and the Management Board shall promote cohesion and collaboration, maintain a continuing and effective dialogue and ensure observance at all times of the limits of their respective statutory powers and authority.

## **Article 5 Rules and Regulations**

The Management Board may, subject to these Regulations, adopt such rules and regulations, including financial, staff regulations and operational guidelines, as are necessary or appropriate for the conduct of the general operations of the Facility. Any rules and regulations so adopted, and any amendments thereto, shall be subject to review by the Governing Council at its next annual meeting.

## **Article 6 Prohibition of Political Activity; the International Character of the Facility**

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<sup>1</sup> As corrected and amended by Resolution ALSF/GC/2010/IP/01 adopted at the Third Meeting of the Governing Council of the African Legal Support Facility on May 28, 2010.

1. The Facility shall not accept assistance that could in any way prejudice, limit, deflect or otherwise alter its purpose or functions.
2. The Facility, its Director, officers and staff shall not interfere in the political affairs of any member or participant.
3. The Director, officers and staff of the Facility owe their duty entirely to the Facility and to no other authority. Each member and participant of the Facility shall respect the international character of this duty and shall refrain from all attempts to influence the officers of the Facility in the discharge of their duties.

#### **Article 7 Rules of Procedure**

Subject to these Regulations, the proceedings of the Management Board and its subsidiary bodies shall be governed by rules of procedure adopted by the Board.

#### **Article 8 Annual Report and Financial Statements**

1. At each annual meeting of the Governing Council, the Management Board shall submit for approval:
  - a. An annual report on the operations and other activities of the Facility during the preceding financial year, which may contain recommendations on the activities of the Facility and shall include its administrative budget for the current financial year, as approved by the Management Board; and
  - b. A statement of the accounts of the Facility for the preceding financial year, including its general balance sheet and statement of its operations, together with the corresponding report of the auditors.
2. The Management Board shall adopt each quarter and transmit to the Members of the Governing Council, a summary statement of the financial position of the Facility and a Statement of Profit and Loss showing the results of its operations in respect of the period under review.

#### **Article 9 Management Board Composition and Representation**

Members of the Management Board shall be persons of high integrity and competence in law, finance or development. They shall serve in their own capacities and not as representatives of Participating States or Participating Institutions.

## **IV. GENERAL PROVISIONS**

### **Article 10 Financial Year**

1. The financial year of the Facility shall begin on 1 January and end on 31 December of each year.
2. Notwithstanding the provisions of the preceding paragraph, the first financial year of the Facility shall begin on the date of entry into force of the Facility and end on 31 December 2009.

### **Article 11 Audits**

1. The accounts of the Facility shall be audited at least once each year by outside auditors selected by the Governing Council.
2. The annual audit shall be based on a comprehensive examination of the financial records of the Facility. For this purpose the auditors shall have access to all accounts and records of the Facility and to all other supporting evidence of financial transactions. The Director shall furnish to the auditors such additional information as the auditors may require.
3. The auditors shall respect the confidential nature of their service and of the information made available to them for the purpose of the audit.

### **Article 12 Administrative Budget**

1. The Director shall submit to the Management Board for approval, before 1st November of each year, the administrative budget of the Facility for the following financial year.
2. Unless the Management Board approves the administrative budget for the following financial year before 31 December, the Director shall be provisionally authorized to continue to incur administrative expenditure in that financial year on the basis of the administrative budget last approved until such time as the new administrative budget is approved and, in any event, not beyond 31 March of that financial year.
3. Notwithstanding the provisions of paragraph 1, the Director shall submit to the Management Board for approval, not later than 3 months after the first meeting of the Governing Council the first administrative budget.

**Article 13**  
**Membership and Eligibility to Benefit from the Facility**

1. Consistent with Article IV of the Agreement, membership of the Facility includes all member states of the African Development Bank.
2. All Member States of the African Development Bank are automatically Member States of the African Legal Support Facility.
3. All Regional Member Countries of the African Development Bank are eligible to benefit from the Facility.
4. Membership in the Facility confers no governance or other rights on Member States except that such States have a right to membership of the Facility by virtue of being Members of the African Development Bank.

**Article 14**  
**Participation**

1. Participation in the Facility shall refer to participation in the governance and management of the Facility, including representation on the Governing Council.
2. Participation in the Facility shall be restricted to those states or international institutions that have acceded to the Agreement.
3. Any state or international institution, whether a member or not within the meaning of Article 13 of these Regulations, which has not signed this Agreement before the date on which it enters into force shall, as a condition precedent to participation in the Facility, deposit an instrument of accession with the Depository provided for in paragraph 3 of Article XXIX of the Agreement.
4. When submitting to the Council a declaration of intention made by a state or international institution to accede to the Agreement in accordance with paragraph 3 of Article IV of the Agreement, the Management Board shall make recommendations to the Council concerning that state or institution's Voluntary Contributions to the Facility, as well as any other terms which, in the opinion of the Management Board, should determine the acquisition of membership.

**Article 15**  
**Disputes**

Any disputes among the parties to the Agreement or between the Facility and a party to the Agreement regarding the interpretation or application of any provision shall be submitted to the Council, whose decision shall be final and binding.



## **V. FINAL PROVISIONS**

### **Article 16 Amendments**

1. The Council may amend these Regulations at any of its meetings or at the initiative of the Board by a vote of two-thirds of the Members of the Council.
2. Notwithstanding Paragraph 1 of this Article, amendments of the Powers and Functions of the Council, the Board, and/or the Director, as these powers and functions are defined in Articles VIII, XI, and XIV of the Agreement respectively, shall be by a unanimous vote.

**RULES GOVERNING THE APPOINTMENT OF  
THE MEMBERS OF THE GOVERNING COUNCIL  
OF THE AFRICAN LEGAL SUPPORT FACILITY**

**Definitions**

1. For the purpose of these Regulations:

- "**Facility**" shall mean the African Legal Support Facility;
- "**General Regulations**" shall mean the General Regulations of the Facility;
- "**Council**" shall mean the Governing Council of the Facility;
- "**OECD**" shall mean Organization for Economic Cooperation and Development;
- "**Member of the Council**" shall refer to the Members of the Governing Council of the Facility;
- "**Alternate of the Council**" shall refer to the Alternate Members of the Governing Council;
- "**Participating State**" shall refer to those states that have acceded to the Agreement;
- "**Participating Institution**" shall refer to those international institutions that have acceded to the Agreement;
- "**Director**" shall mean the Director of the Facility; and
- "**Bank**" shall refer to the African Development Bank

2. These Rules shall be referred to as the "**Rules Governing the Election of the Members of the Governing Council of the African Legal Support Facility.**"

**Rule 1**  
**Regional Participating States**

All Participating States that constitute one of the five (5) regions of Africa, as listed in Annex I, shall appoint a Member and an Alternate Member of the Council to represent that region on a rotational basis. Such appointment shall be made alphabetically, with each State serving a period of two (2) years until all States in that region have served on the Council.

**Rule 2**  
**OECD Participating States**

All Participating States that constitute a group of participating OECD states shall appoint four (4) Members and Alternate Members of the Council to represent that group on a rotational basis. Such appointment shall be made alphabetically, with each State serving a period of two (2) years until all States in that group have served on the Council.

**Rule 3**  
**Non-OECD Participating States**

The Participating States who are not OECD members shall appoint one (1) Member and an Alternate Member of the Council to represent their group on a rotational basis. Such appointment shall be made alphabetically, with each State serving a period of two (2) years, until all States in that group have served on the Council.

**Rule 4**  
**African Development Bank**

The African Development Bank shall appoint one (1) Member and Alternate of the Council to represent the Bank. The Member and Alternate of the Council shall be appointed by the President of the Bank.

**Rule 5**  
**Participating Institutions**

Participating Institutions shall appoint one (1) Member and an Alternate by a procedure decided among themselves.

## ATTACHMENT I

### FIVE (5) REGIONS OF AFRICA – COUNTRIES LISTED IN ALPHABETICAL ORDER

#### **West Africa**

Benin  
Burkina Faso  
Cap Verde  
Cote d'Ivoire  
Gambia  
Ghana  
Guinea Bissau  
Guinea  
Liberia  
Mali  
Mauritania  
Niger  
Nigeria  
Sao Tome and Principe  
Senegal  
Sierra Leone  
Togo

#### **Southern Africa**

Angola  
Botswana  
Comoros  
Lesotho  
Madagascar  
Malawi  
Mauritius  
Mozambique  
Namibia  
South Africa  
Swaziland  
Zambia  
Zimbabwe

#### **East Africa**

Djibouti  
Eritrea  
Ethiopia  
Kenya  
Somalia  
Tanzania  
Uganda

Seychelles

**Central Africa**

Burundi

Cameroon

Central African Republic

Chad

Congo

Democratic Republic of the Congo

Equatorial Guinea

Gabon

Rwanda

**North Africa**

Algeria

Egypt

Libya

Morocco

Tunisia

Sudan

**LIST OF OECD BANK MEMBER COUNTRIES GROUPED ROUGHLY  
ACCORDING TO EXECUTIVE DIRECTOR BANK GROUPS**

**Group A**

U.S.A  
France  
Belgium  
Italy

**Group B**

Switzerland  
Finland  
Norway  
Sweden  
Denmark

**Group C**

Germany  
UK  
Netherlands  
Portugal

**Group D**

Canada  
Korea  
Spain  
Japan  
Austria

## **LIST OF NON-OECD BANK MEMBER COUNTRIES**

Argentina  
Brazil  
China  
India  
Kuwait  
Saudi Arabia

**RULES OF PROCEDURE  
OF THE GOVERNING COUNCIL OF  
THE AFRICAN LEGAL SUPPORT FACILITY**

**Definitions**

1. For the purpose of these Rules:

- "**Agreement**" shall mean the Agreement Establishing the African Legal Support Facility; -  
"Facility" shall mean the African Legal Support Facility;
- "**Council**" shall mean the Governing Council of the Facility;
- "**Member of the Council**" shall refer to the Members of the Governing Council of the Facility;
- "**Chairperson of the Council**" shall mean the Chairperson of the Governing Council;
- "**Board**" shall mean the Management Board of the African Legal Support Facility;
- "**Member State**" shall refer to Member States of the Facility as defined in Article 13 of the General Regulations of the African Legal Support Facility;
- "**Participating State**" shall refer to those states that have acceded to the Agreement and are represented on the Council;
- "**Participating Institution**" shall refer to those international institutions that have acceded to the Agreement and are represented on the Council;
- "**Director**" shall mean the Director of the Facility; and

2. These Rules shall be referred to as the "**Rules of Procedure of the Governing Council of the African Legal Support Facility.**"



**Rule 1  
Residence**

The Members of the Council shall not reside within the Headquarters of the Facility but shall convene during annual meetings or whenever the business of the Facility so requires.

**Rule 2  
Meetings**

1. The annual meeting of the Council shall be held once a year. The location and timing of such a meeting shall be determined by the Council.
2. All other meetings of the Council shall be conducted by way of correspondence through any means of international communication.
3. Any action or decision may be undertaken or made any time through meetings conducted by way of correspondence.
4. Meetings of the Council shall be convened by the Director of the Facility or at the request of two-thirds of the Members of the Council.<sup>2</sup>
5. The Council may adjourn any meeting.

**Rule 3  
Notice of Meetings**

The Director shall inform the Members of the Council of the time and place of each meeting of the Council as promptly as possible and, in any event, not later than 30 days before the date fixed for an annual meeting and not later than 7 days before the date of any other meeting.

**Rule 4  
Arrangements for Meetings**

Except as otherwise determined by the Council, the Chairperson of the Council jointly with the Director shall, during his/her period of office, have charge of all arrangements for the holding of its meetings.

**Rule 5  
Quorum**

A quorum for any meeting of the Council shall be two-thirds of the total number of Members of the Council. The Chairperson of the Council may adjourn any meeting of the Council at which a quorum shall not be present from time to time, for altogether up to three days; notice of such adjournment need not be given.

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<sup>2</sup> As amended by Resolution ALSF/GC/2013/03, adopted at the Fourth Annual meeting of the Governing Council, on 27 May 2013.

## **Rule 6 Agenda**

1. Under the direction of the Management Board, the Director shall draw up a provisional agenda for each meeting of the Council and shall transmit that agenda to the Members of the Council together with or before the notification of such meeting.
2. Any Member of the Council may have an additional item included in the provisional agenda for any meeting of the Council provided that he gives notice thereof to the Director not less than four (4) days before the date set for that meeting.
3. In special circumstances, the Director, by direction of the Management Board, may at any time include an additional item in the provisional agenda for any meeting of the Council.
4. The Director shall notify the Members of the Council as promptly as possible of any item added to the provisional agenda in accordance with paragraph 2 or 3 of this Rule until the final adoption of the agenda.
5. A complete provisional agenda shall be submitted for adoption to the Council at the first session of each meeting. However, at an annual meeting, the Council may at any time decide on the inclusion of any further item in its agenda.

## **Rule 7 Participation in Meetings**

1. Members of the Management Board and the Director may attend the meetings of the Council as observers; they shall not vote.
2. The Chairperson of the Council, in consultation with the Management Board and, in urgent cases, in consultation solely with the Director, may invite observers to attend a meeting of the Governing Council. The Chairperson of the Council may invite an observer to address the meeting.
3. An Alternate Member of the Council may attend any meeting but may vote only when s/he is acting on behalf of the Member of the Council.
4. A Member of the Council may, in exceptional circumstances, designate in writing a proxy to attend a meeting and vote for the Member of the Council when both the Member of the Council and the Alternate are absent.

## **Rule 8 Officers**

1. At each annual meeting the Council shall designate one of the Members of the Council as Chairperson of the Council and two Members of the Council as its First and Second Vice-Chairperson. They shall hold office until the election of officers at the next annual meeting of the Council.

2. In the absence of the Chairperson of the Council, the First Vice-Chairperson shall serve as Chairperson and, in the absence of the First Vice-Chairperson, the Second Vice-Chairperson shall serve as Chairperson.

### **Rule 9 Voting**

1. At any meeting of the Council, the Chairperson of the Council may ascertain the sense of the meeting in lieu of a formal vote but s/he shall require a formal vote at the request of any Member of the Council. Whenever a formal vote is required, the written text of the motion shall be distributed before the vote.

2. Voting shall be by a simple majority of the Members of the Council present during the meeting, provided that a quorum shall have been duly constituted for the meeting.

### **Rule 10 Languages**

1. The official and working languages of the Council shall be English and French.

2. Speeches made at any meeting of the Council in English or French shall be interpreted into the other language.

3. The text of the decisions of the Council shall be made available in English or French.

### **Rule 11 Publicity**

1. Unless the Council agrees otherwise in plenary session, its meetings shall be held in public. Meetings of its subsidiary bodies shall be held in private.

2. At the close of any meeting of the Council a communiqué summarizing the results of the meeting shall be published.

RULES GOVERNING THE SELECTION OF  
MEMBERS OF THE MANAGEMENT BOARD OF THE  
AFRICAN LEGAL SUPPORT FACILITY <sup>3</sup>

**Rule 1**

**Application**

These Rules are issued under Article VIII and XII of the Agreement for the Establishment of the African Legal Support Facility (“the Agreement”) and shall, subject to the provisions of the Agreement and the By-Laws of the Facility, regulate the appointment of the Members of the Management Board of the Facility.

**Rule 2**

**Interpretation**

**General**

- a) The Agreement, which entered into force on the Fifteenth Day of December, Two Thousand and Eight, as may be amended from time to time, constitute an integral part of these Rules ;
- b) Any word or expression defined for the purposes of the Agreement shall, unless the context otherwise requires, have the same meaning ascribed thereto when used in these Rules ;
- c) Words signifying the singular number only under these shall include the plural number and vice versa. Words importing the masculine gender shall include the feminine gender;
- d) The use of the headings in these Rules is for convenience of reference only. They are to be read in their entirety; and
- e) Any reference to these shall include any amendments or modifications thereto as may be made there under from time to time.

**Rule 3**

**Definitions**

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<sup>3</sup> As amended by the Governing Council at its 5<sup>th</sup> Annual Meeting, on 19<sup>th</sup> May 2014.

For the purpose of these Rules, the following terms and expressions shall, except where the context otherwise requires, have the following meanings:

“**Agreement**” means the Agreement for the Establishment the African Legal Support Facility that entered into force on December 15, 2008, as may be amended from time to time;

“**Board**” means the Management Board of the Facility;

“**Chairperson of the Council**” means the Chairperson of the Governing Council;

“**Council**” means the Governing Council of the Facility;

“**Director**” means the Director of the Facility;

“**Facility**” means the African Legal Support Facility; and

“**Member of the Board**” means a Member of the Management Board of the Facility.

#### **Rule 4**

##### **Skills and Gender Balance in Representation**

In the appointment of Members of the Management Board, the Governing Council shall exercise diligence to ensure that:

- 1) the composition results in a multi-disciplinary Management Board, possessing skills in law, finance and development; and
- 2) the composition of the Management Board takes into account gender balance between Members.

#### **Rule 5**

##### **Head-Hunting and Consultation Process**

- 1) The Chairperson of the Council shall, in collaboration and close consultation with the Director identify qualified potential candidates for appointment to the Board and shall present to the Council for selection the curriculum vitae of at least two candidates for every vacancy in the Board;
- 2) The Council shall appoint a Member of the Board from the list presented to it by the Chairperson of the Council but may, in its sole discretion, reject all the candidates presented for consideration and direct the Chairperson of the Council to present new candidates;

- 3) The Chairperson of the Council and the Director shall ensure that the process of identifying and selecting new Members of the Board is conducted in a timely manner in order to dovetail the departure of every outgoing Member of the Board with the assumption of office by the successor Member of the Board; and
- 4) The Director shall promptly notify the Chairperson of the Council and Chairperson of the Board of any vacancy that may arise in the Board at least three calendar (3) months before the expiry of the term of the concerned Member of the Board or as soon as a Member of the Board has served a notice of resignation, become disqualified under Rule 7 of these Rules or died.

### **Rule 6**

#### **Qualifications of the Members of the Board**

The Members of the Board shall be persons with internationally recognized qualifications and extensive practical experience in at least one of the following fields: law, finance or development.

### **Rule 7**

#### **Disqualification of a Member of the Board**

No person may be appointed or continue to serve as a Member of the Board, as the case may be, if the person:

- 1) is not in possession of the qualifications prescribed by Rule 6 of these Rules;
- 2) has been charged and undergoing trial before, or convicted by a court of competent jurisdiction of an offence in which dishonesty is an element;
- 3) has been declared financially insolvent or bankrupt by a court of competent jurisdiction;
- 4) is unable to discharge the duties of a Member of the Board by virtue of mental or physical infirmity;
- 5) absents himself without the permission of the Chairperson of the Board from three consecutive meetings of the Board of which he received due notice; or
- 6) is in breach of the obligation to disclose any conflict of interest.

## **Rule 8**

### **Appointment and Tenure**

- 1) Each Member of the Board shall be appointed for a fixed non-renewable term of two (2) years;
- 2) A Member of the Board whose term has expired shall be deemed to have vacated office at the Meeting of the Council at which his successor is to be appointed.
- 3) Notwithstanding paragraph (2) of this Rule, a Member of the Board whose term has expired shall, subject to his/her concurrence, continue to serve in the Board until the appointment of a successor by the Council.

## **Rule 9**

### **Conduct**

A Member of the Board shall not, while in office, engage in any activities that are incompatible with his duties and obligations to the Facility.

## **Rule 10**

### **Travel expenses and Insurance**

- 1) The Facility shall:
  - a) meet the travel and accommodation expenses of the Members of the Board and provide them with the payment of a per diem allowance while on Facility business; and
  - b) provide the Members of the Board with appropriate medical and travel insurance while on Facility business.
- 2) Appointment to the Board shall not attract any remuneration and the Facility shall not make any payment to a Member of the Board other than as provided in paragraph (1) of this Article.

## **Rule 11**

### **Director as Ex-Officio Member of the Board**

Consistent with Article XII of the Agreement and the By-Laws of the Facility, the Director shall be an ex-officio Member of the Management Board without a vote.



**RULES OF PROCEDURE OF  
THE MANAGEMENT BOARD  
OF THE AFRICAN LEGAL SUPPORT FACILITY**

**Definitions**

- "**Agreement**" shall mean the Agreement establishing the African Legal Support Facility;
- "**Facility**" shall mean the African Legal Support Facility;
- "**Board**" shall mean the Management Board of the Facility;
- "**Council**" shall mean the Governing Council of the Facility;
- "**General Regulations**" shall mean the General Regulations of the Facility;
- "**Member of the Board**" shall refer to the Members of the Management Board of the Facility; and
- "**Director**" shall mean the Director of the Facility.

2. These Rules shall be referred to as the "**Rules of Procedure of the Management Board of the African Legal Support Facility.**"

**Rule 1  
Residence**

1. The Members of the Board shall not reside at the Headquarters of the Facility but shall convene during annual meetings or whenever the business of the Facility requires an extraordinary meeting.

**Rule 2  
Term Limit**

1. Members of the Board will be appointed for a non renewable term of two (2) years.

**Rule 3  
Meetings**

1. Annual meetings of the Board shall be held twice a year. The location and timing of such a meeting shall be determined by the Board.<sup>4</sup>
2. All other meetings of the Board shall be conducted by way of correspondence through any means of international communication.
3. Any action or decision may be undertaken or made at any time through meetings conducted by way of correspondence.
4. The Board may adjourn its meeting at any time.

#### **Rule 4 Notice of Meetings**

The Director shall inform the Members of the Board of the time of each meeting of the Board as promptly as possible and in any event not later than three (3) days before the date fixed for such meetings; provided that a period of one (1) day shall suffice for such notice in urgent cases and that no notification shall be required where the Board has adjourned its meeting.

#### **Rule 5 Quorum**

A quorum for any meeting of the Board shall be constituted by three Members of the Board. The Director may adjourn any meeting at which a quorum shall not be constituted from time to time, for altogether up to three days; notice of such adjournment need not be given<sup>5</sup>.

#### **Rule 6 Voting**

1. All decisions of the Board must be by consensus except when one member requests a vote.
2. Voting shall be by simple majority of the Members of the Board present during the meeting.

#### **Rule 7 Agenda**

1. The Director shall draw up a provisional agenda for each meeting of the Board. He shall transmit that agenda to the Members of the Board as promptly as possible and, except in urgent cases, not later than one day before that meeting. Any Member of the Board may have an item included in the provisional agenda for any meeting of the Board provided he advises the Director of his request at least three days before the date of that meeting.

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<sup>4</sup> As Amended by Resolution ALSF/MB/2012/13, adopted at the 8<sup>th</sup> Meeting of the Management Board of the African Legal Facility on November 19, 2012

<sup>5</sup> As corrected, for purposes of harmonization with the Treaty, by the resolution ALSF/MB/2010/IP/09, adopted at the First Meeting of the Management Board of the African Legal Support Facility on 30 April 2010.

2. A provisional agenda shall be submitted for adoption to the Board at the first session of each meeting. At the request of the Director, the Board may at any time decide on the inclusion of any additional item in its agenda. However, unless the Board decides to dispose of such additional item forthwith, it shall not take any decision concerning such item until its next meeting.

3. If the Director shall so request, the adoption of a decision of the Board concerning any item, whether it be included in its agenda or not, shall be adjourned for not less than two days provided that such adjournment may not be repeated.

4. Where the consideration of any item has not been completed by the Board, that item shall be included in the provisional agenda for its next meeting, unless the Board decides otherwise.

### **Rule 8<sup>6</sup>** **Chairperson of the Board**

1. The members of the Board, by a simple majority of votes, shall appoint one of their members as Chairperson of the Board and determine the period of time for which he or she is to hold office or act as a Chairperson.

2. The Chairperson of the Board may be removed at any time by the members of the Board, by a simple majority of votes. The termination of the appointment of the Chairperson of the Board shall not, on its own, operate to terminate the appointment of such person as a member of the Board.

3. The Chairperson shall preside over the meetings of the Board.

4. The Chairperson shall not be involved in the day-to-day management of the Facility.

5. Where at a meeting of the Board, the Chairperson has indicated that he /she will not be present, the Board members may elect one of their members to act as Chairperson of such meeting.

6. The Chairperson will be entitled to one vote but shall not have a second or casting vote in addition to his/her vote as a Board member.

7. Subject to the prior approval of the Board, the Chairperson may undertake missions on behalf of the Facility and shall, to the extent practicable, submit a periodic mission program for approval by the Management Board. Any missions undertaken by the Chairperson will be subject to the applicable regulations of the Facility.

8. The Chairperson shall, subject to the prior approval of the Board, be entitled to reimbursement by the Facility of any reasonable ancillary costs and expenses, such as

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<sup>6</sup> As amended by Resolution ALSF/MB/2011/IP/03, adopted at the fourth Meeting of the Management Board of the African Legal Support Facility on 6 June 2011

communication costs incurred in his capacity as Chairperson, in connection with the attendance and/or organization of Board meetings

**Rule 9**  
**Participation in Meetings**

1. Meetings of the Board shall be open to participation only by the members of the staff of the Facility whom the Director may designate.
2. A Member of the Board may, in exceptional circumstances, designate in writing a proxy to attend a meeting and vote for the Member of the Board when the Member of the Board is absent.
3. The Director may invite an observer or other person to address the meeting.

**Rule 10**  
**Languages**

1. The official and working languages of the Board shall be English and French.
2. Speeches made at any meeting of the Board in English or French shall be interpreted into the other language.
3. The text of the decisions of the Board shall be made available in English and French.

**Rule 11**  
**Publicity**

The proceedings of the Board are confidential and shall not be published unless the Board authorizes the Director to arrange for suitable publicity concerning its work.

**Rule 12**  
**Notices and Communications**

1. Any notice required by these Rules shall be deemed to have been given to any Member of the Board if and when it has been delivered in writing, by e-mail, facsimile, telephone or any other commercially accepted means of communication or in person to that Member.
2. A document of the Facility shall be deemed to have been communicated to a Member of the Board if and when such document has been delivered in writing, by e-mail, telephone or in person to that Member.
3. A Member of Board may waive in writing, by e-mail or in person any notice required by these Rules or the communication of any document of the Facility at any time, whether before or after the meeting to which such notice or document may relate.

**Rule 13**  
**Amendments**

Unless the Board unanimously decides otherwise, these Rules may be amended by the Board at any meeting provided at least five days' notice of the proposed amendment has been given to the Director.