



EXECUTIVE SECRETARIAT

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UPDATED STATUTES

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PREAMBLE

The members who adhere to the present statutes, are legal persons of private right and of public right in charge of the coffee sector or, exercising professional activities in the Coffee sector, in accordance with the text in force in their country.

Considering that after the liquidation of African and Malagasy Coffee Organization (OAMCAF) in 2007, and given the low productivity and lack of visibility of Robusta Coffees, it was necessary to create a new structure to revitalize Robusta coffee sector of African and Madagascar.

Affirming their commitment to the main principles of the International Coffee Agreements and texts, and all relevant international conventions;

Recognizing that the Coffee sector contributes to the sustainable development and integration of the economies of African countries, leading to improved income and employment for African countries that depend on a large extent on this product;

Aware that the co operation and pooling of the efforts of each of the organizations can promote the development of the Coffee Sector in Africa, the expansion of Coffee production and consumption in Africa, and the better positioning of African coffee in the Global Market in constant transformation.

Have agreed as follows:

CHAPTER I- CONSTITUTION- DENOMINATION-OBJECT AND DURATION

Article 1 : Constitution

In accordance with the Law 35/62 of December 10 1962 relating to the Associations in the Gabonese Republic, it is created between the adherents to the present statutes, an international non-profit Association denominated Robusta Coffee Agency of African and Madagascar (ACRAM) hereafter referred to as the Agency.

Article 2 : Purpose

The purpose of this agency is:

- Develop promotional strategies of Africa and Madagascar Robusta Coffee in the African common market and coffee global market;
- Help in the productivity of Robusta coffee plants in Africa, through a scientific co operation of researchers and experiences sharing;
- Encourage organization's initiatives in the African and Madagascar producing countries;
- Collaborate with members countries organizations to the millenary for the development and eradication of poverty;
- Contribute to the improvement of incomes and productors' life conditions of the Coffee sector;
- Promote the creation of added value through incitation to transformation and Robusta Coffee local consumption,

And in a general way, to implement all the means likely to facilitate the development of the realization of the object thus defined.

Article 3 : Headquarters

The Headquarters is established in Libreville, Gabonese Republic. It may move to a country of a member organization by decision of the Extraordinary General Assembly, and by consensus, whenever necessary.

CHAPTER II : MEMBERSHIP REGIME

Article 4 : Setting up

4.1- The Agency is set up of legal entities of private and public law, which are:

- Professional or inter professional organizations of the Coffee Sector duly structured;
- Public and semi- public organizations in charge of Coffee Sector

4.2-The legal entities inform the Agency of the names and the quality of the members, at most five (05), who will represent them in all the acts of the life of the Agency.

4.3- However, without being members of the Agency, any professional or inter - professional organization, public or semi-public, any international organization, in charge of the Coffee sector, which is interested in the purpose of the Agency, may be invited as an observer to statutory meetings.

Article 5 : Membership

To apply for a Membership, you must send the following documents:

- A document certifying your legal existence
- A membership form duly filled
- A copy of the statutes
- Any document, likely to justify activities in the Coffee Value Chain.

The application file is sent to the Executive Secretariat of the Agency which carries out the checking and send it to the General Assembly Bureau with a reason opinion within fifteen (15) days.

The Bureau approves the membership and submits it for ratification at the next General Assembly.

Article 6: Rights of Members

ACRAM Members have the following rights:

- Right to attend the General Annual Assembly
- Right to vote
- Right to be eligible to any functions within ACRAM
- Access to benefits of any kind provided by the resolutions of the General Meeting or the Board of Directors.

Article 7 : Members obligations

Members must:

- Pay for their membership fees and regularly pay for their contributions
- Respect the statutes, the rules of procedure, the resolutions and the Administrative and financial rules of the Agency
- Promote the ideals of the Agency whenever needed.

Article 8 : Loss of quality member

The statute of member is lost in the following conditions:

- By the withdrawal of the member. In this case, the withdrawal letter is sent to the Chairman of the General Assembly with notification to the Executive Secretariat.
- By deletion pronounced by the General Assembly under the proposal of the Executive Secretariat for serious infringement with the interests of the Agency;
- By the termination of activity.

In case of dismissal or cancellation, the contribution for the running fiscal year remains due and payable.

The loss of membership does not allow any claim on the patrimony or the refund of the contribution paid.

CHAPTER III: ORGANISATION AND FUNCTIONING

Article 9 : Bodies

The Agency is managed by the following Bodies:

- The General Assembly
- The Technical Committees
- The Executive Secretariat

Article 10 : General Assembly

The General Assembly is constituted by all Agency's Members.

The General Assembly meets once a year in ordinary sessions, and can also meet in Extraordinary General Assembly if necessary. It shall be convened by the Chairman, at least thirty (30) days before the date of the meeting by means of an individual notice stating the date, the venue and the Agenda.

In the event of default or incapacity of the Chairman for any reason whatsoever, the General Assembly may be convened by one of the Vice Chairmen in order of precedence.

The invitation to members must be accompanied by the relevant documents. The sessions of the General Assembly are held at the Agency's Headquarters unless decided otherwise.

The Extraordinary General Assembly is convened in the same way as the Ordinary General Assembly.

Therefore, the $\frac{3}{4}$ of members must call for the Extraordinary General Assembly if the Chairman and the Vice Chairmen could not do so.

Article 11 : General Assembly Competences

The General Assembly has the extreme powers to define the Agency's general policy in all sectors according to the article 2 of the present statutes. For this purpose, it defends the interests of the Agency.

11.1 – Ordinary General Assembly Competences

The Ordinary General Assembly decides in all items concerning the Agency. As such, it:

- Statutes on Agenda Items;
- adopts the moral report presented by the Executive Secretariat;
- Adopts the reports of the Committees;
- Adopts the contributions rates presented by the Executive Secretariat;
- Statutes on the new memberships;
- Adopts the financial reports and budget estimates presented by the Executive Secretariat;
- Adopts the activities planning of the Executive Secretariat;
- Adopts the statute of Personnel and the Administrative and Financial Regulations of the Agency;
- Appoints the Auditor;
- Decides of the recruitment and/or dismissal of statutory staff.

11.2 – Extraordinary General Assembly Competences

The Extraordinary General Assembly is responsible for:

- The adoption and modification of Statutes, Rules and Regulations and Administrative and Financial Rules ;
- The dissolution of ACRAM and Liquidation of Property;
- The transfer of ACRAM's Headquarters.

Article 12 : Quorum and Election

12.1 - Quorum

The quorum required for General Assembly is at least 50% of the members present or represented. If the quorum is not reached, a new session is convened in the following months. In this case, the General Assembly deliberates regardless of the number of members present or represented this number do not being less than 1/3.

12.2 – Election

The decision of the General Assembly are taken by consensus, or if necessary by vote in secret ballot by a simple majority.

The deliberations of the General Assembly are subject of Resolutions signed by the Chairman and the

Reporter, and recorded in a dedicated register kept by the Executive Secretariat.

Article 13 : Bureau of the General Assembly

The General Assembly Sessions are headed by a Bureau structured as follows:

- One Chairman;
- One First Vice Chairman;
- One Second Vice Chairman;
- One Third Vice Chairman;
- One Reporter, the Executive Secretary;
- The Presidents of Technical Committees.

The members of the Bureau are elected for a mandate of two (02) years renewable twice (02).

Article 14 : Remuneration of members of the Bureau of General Assembly

The functions of Bureau's Member are free. However, and depending on the budget availabilities, all the members' expenses as part of their special participation in the Agency's activities will be refund under the notice of the General Assembly.

Article 15: Meetings of the Bureau

Under the notification of its Chairman, the Bureau meets at least once a year in ordinary session. It can also meet in extraordinary session.

The sessions of the Bureau takes place in the sidelines of the General Assembly Meeting, at the Headquarters of the Agency unless the Chairman decides otherwise.

The Chairman can invite any person to participate to the Bureau's meeting, depending on his competences.

Decisions are taken by consensus.

Article 16 : Executive Secretariat

The Executive Secretariat is headed by an Executive Secretary recruited by the General Assembly through a Permanent contract which can be broken if the General Assembly finds it necessary.

The organization and the functioning of the Executive Secretariat are defined by the General Assembly.

Article 17: the duties of the Executive Secretary

The Executive Secretary assures the animation and functioning of the Executive Secretariat.

He is in charge of:

- Preparing General Assembly's Sessions and the Committee's meetings;
- Keeping of Account Books;
- The General Assembly's Sessions , Committees draft report;
- Storing of documents and archives;
- The Examination of membership application within the Agency;
- The Representation of the Agency in its relationship with members and organization by delegation of the Chairman;
- The Implementation of activities programs and Resolutions of the General Assembly;
- Working out ,operating and following up the budget and Accounting;
- And any other missions decided by the Bureau.

Other staff's responsibilities are clarified in the Agency's Rules and Regulations.

Article 18: Technical Committees

Four technical Committees have been instituted , they are in charge of thematic and formulate the proposals and projects in order to promote a proactive approach to public authorities and the coffee sector Stakeholders..

The technical Committees created are:

- The Gender Committee;
- The Co operation and Transfer of Technology Committee;
- The Youth, Promotion and Marketing Committee;
- The Administrative and Finance Committee.

Any other Committee can be created by the Resolution of the General Assembly, under the proposal of the Executive Secretary.

The Technical Committees with between two and five members are constituted in General Assembly. Any other member could be a member of a Committee of his choice. Each Technical Committee designed within a President and a Reporter. The modalities of the Technical Committees Functioning are précised in the Rules and Regulations.

CHAPTER IV : FINANCES

Article 19 : Financial Resources

The resources of the Agency are:

- Annual Members' contributions
- Promotional Events;
- All nature's subsidies;
- Donation, legacies and any other resources authorized by the Law.

Article 20 : Fiscal Year

The Fiscal Year runs from October 1st May to 30th April of the following year.

Article 21 : Certification

The accounting of the Agency is controlled and certified by an Auditor, appointed by the General Meeting on the proposal of the Executive Secretary. The Auditor presents his report to the Executive Secretary and the General Assembly. He informs these bodies, at their request, at any time about the accounting's situation.

The remuneration of the Auditor is set by the General Assembly on the proposal of the Executive Secretary.

CHAPTER V : OTHER ITEMS

Article 22 : Dissolution and liquidation of property

The dissolution of ACRAM can only be decided by an Extraordinary General Meeting convened specifically for this purpose and bringing together $\frac{3}{4}$ of the members. The decision to dissolve is taken by a majority of $\frac{3}{4}$ of the members. In this case, the General Assembly appoints a liquidator and decides on the devolution of the property.

Article 23 : Rules of procedures and Administrative and Financial Rules

The Rules of procedures and administrative and financial rules are approved by the Board of Directors and adopted by the General Meeting. For this purpose, it is an integral part of the statutes of ACRAM.

Article 24 : Formalities

All powers are given to the Chairman and by delegation to the Executive Secretary for the purposes of the completing declaration and publicity formalities required by the legislation in force.