



# **COALITION FOR DIALOGUE ON AFRICA (CoDA)**

## **THE STATUTE OF THE COALITION FOR DIALOGUE ON AFRICA**



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#### PREAMBLE

The interim Advisory Board of the Coalition for Dialogue on Africa (CoDA);

**RECOGNISING** the need to establish an inclusive forum for free discussion of issues on Africa's security, peace, governance and socio-economic development;

**RECALLING** the important roles played by the Global Coalition for Africa and the Big Table in this regard;

**REAFFIRMING** the objectives behind the launching, on 6<sup>th</sup> March 2009, in Addis Ababa, Ethiopia, of CoDA as a joint initiative promoted by the African Union Commission (AUC), the African Development Bank (ADB) and the United Nations Economic Commission for Africa (UNECA), (hereinafter referred to collectively as "the Founding Institutions");

**NOTING** the critical need to provide an enabling legal and organisational framework for CoDA;



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**DECIDES** as follows:-

### **Article 1**

#### Establishment and Purpose

- 1 There is hereby established a forum, known as the Coalition for Dialogue on Africa (hereinafter referred to as “CoDA”).
- 2 The purpose of CoDA shall be to promote free dialogue on Africa’s security, peace, governance and socio-economic development.

### **Article 2**

#### Aims and Objectives

The aims and objectives of CoDA shall be, without limitation, to:

- 1 facilitate free discussion among both state and non-state actors for the promotion of peace and security, as well as the political and socio-economic development of Africa;
- 2 influence decision-makers at the highest level in both the public and the private sectors for the advancement of Africa and its people;
- 3 be a think-tank on emerging and critical issues of development;



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- 4 act as a change agent on challenges facing the African continent;
- 5 build strong partnership and synergies with leading African and international think-tanks and research institutions; and
- 6 encourage informal and all-inclusive dialogue on topical issues of concern to Africa among diverse and influential groups of stakeholders including political leaders, policy-makers, civil society organizations, the private sector, the media and academia.

### **Article 3**

#### **Legal Status**

- 1 CoDA is structured as an independent, non-governmental and not-for-profit African association supported by the Founding Institutions, civil society and the private sector. CoDA shall carry out its activities only in accordance with the provisions of this Statute as may be amended from time to time; as well as its internal rules and regulations, having due regard to international law and the laws of any country in which it operates.
- 2 In its capacity as an independent association, CoDA may, through its Board which will act as trustees of all the assets, properties and interests of CoDA, enter into contracts relevant to the achievement of CoDA's purpose, aims and objectives. In particular and without



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prejudice to the generality of the foregoing, the Board may enter into contracts with donors and other parties for the purpose of mobilization, custody and management of the financial and other resources necessary for the execution of the activities of CoDA.

- 3 Any liabilities that the Board may incur in the course of execution of its duties as trustees of the assets, properties and interests of CoDA shall be met out of the financial and other resources of CoDA.

### **Article 4**

#### Governance Structure

The governance structure of CoDA shall consist of a Board which shall be the highest decision-making organ of CoDA, a Secretariat (hereinafter referred to as “the Secretariat”) which shall be hosted by UNECA at its office premises located in Addis Ababa, Ethiopia, and an Executive Director who shall head the Secretariat.

### **Article 5**

#### Composition of the Board

- 1 The Board shall be composed of fifteen (15) members, initially to be chosen and appointed by the interim Advisory Board of CODA as follows:-



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- a. twelve members, who will serve in their personal capacities, and who shall include four personalities chosen from outside Africa; and
  - b. the Chairperson of the AUC, the President of ADB, and the Executive Secretary of UNECA, who will serve in their official capacities.
- 2 A vacancy on the Board may arise through resignation, death or by removal from office by the Board. The Board shall include in the rules of procedure the grounds upon which a Member may be removed from office.
  - 3 Any Member wishing to resign from the Board shall submit a letter to the Chairperson of the Board.
  - 4 Any seats that may subsequently fall vacant on the Board shall be filled through a transparent selection process to be undertaken by the existing members of the Board at the time of such vacancies.

### **Article 6**

#### **Qualification for Membership of the Board**

- 1 Members of the Board shall be selected from among persons of high integrity and independence, who are widely recognized for their



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professional competence and proven experience in fields relevant to the purpose, aims and objectives of CoDA.

- 2 They shall be distinguished personalities who have held high offices either in the public or private sector, civil society or international organisations, and shall also be known for their commitment to the continent of Africa.
- 3 As far as practicable, membership of the Board shall reflect equitable regional and gender representation.

### **Article 7**

#### Term of Office and Chairperson of the Board

- 1 Members of the Board serving in their personal capacities shall serve for a non-renewable term of five years or a term of three years renewable only once, provided however that at least fifty percent of members shall be serving for the non-renewable term of five years. The Board shall draw lots to determine the term of a Member.
- 2 The Board shall elect a Chairperson and Vice Chairperson from among its members.
- 3 Where the Chairperson as well as the Vice Chairperson are simultaneously temporarily absent, the Board shall nominate one of its Members to act as Chairperson during their absence.



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### **Article 8**

#### **Meetings of the Board**

- 1 The Board shall hold an annual meeting during which it shall approve the audited financial statement, approve the budget, and appoint an external auditor for CoDA. The Board may hold other sessions at the invitation of the Chairperson, after due consultation with other members of the Board.
- 2 The quorum for a meeting of the Board shall be a simple majority of members.
- 3 Except as otherwise provided herein decisions of the Board shall be taken by consensus or a simple majority of the members present at the meeting.
- 4 The Chairperson shall vote as a member and shall also have the casting vote in case of a tie on the Board.
- 5 The official and working languages of CoDA shall be English and French.



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### **Article 9**

#### **Powers and Functions of the Board**

The Board shall:

- a. provide the strategic direction as well as develop the general policies and programmes of CoDA;
- b. appoint, suspend or terminate the appointment of the Executive Director in accordance with the applicable procedures;
- c. approve the budget of CoDA;
- d. approve fund raising strategies of CoDA;
- e. appoint an external auditor for CoDA;
- f. approve CoDA's audited annual financial statement after reviewing the report of the auditors;
- g. exercise general supervision and control over the Executive Director and the Secretariat in the implementation of policies and programmes of CoDA;
- h. adopt procedures and regulations, as may be required, including its own rules of procedure;



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- i. adopt the Staff Rules and Regulations which shall set out, *inter alia*, the terms and conditions of service of Executive Director and the other staff of the Secretariat.

### **Article 10**

#### The Secretariat

- 1 The Secretariat shall be the administrative organ of CoDA. It shall be headed by the Executive Director who shall be assisted by a staff complement determined by the Board, taking into account CoDA's work programme.
- 2 The Executive Director shall be responsible for the recruitment of CoDA staff in accordance with the applicable rules and regulations.

### **Article 11**

#### The Executive Director

- 1 The Executive Director, as the administrative head of CODA, will be in charge of the day-to-day running of the Secretariat. He/she will be accountable to the Board and shall work under the guidance and direction of the Chairperson of the Board.



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- 2 He/she must be a citizen of an African country, recruited at the level of qualifications, experience and benefits as determined by the Board.
- 3 The Executive Director shall:-
  - a. be the Secretary of the Board;
  - b. take responsibility for fund raising activities of CoDA within guidelines established by the Board;
  - c. submit annual and financial reports to the Board;
  - d. be the accounting officer of CoDA;
  - e. be the legal representative of CoDA;

### **Article 12**

#### Sources of Funding

- 1 CoDA's financial resources shall derive from:-
  - a. contributions and donations from the private sector, philanthropic foundations and civil society organizations and individuals;
  - b. contributions and donations from African governments, regional and sub-regional organizations and business communities provided that the conditions of such contributions are consistent with the purpose, aims and objectives of CoDA as provided for in this Statute;



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- c. contributions and donations from donor agencies and institutions;
  - d. revenues generated from its activities;
- 3 In carrying out its activities, programmes and policies, CoDA shall not receive instructions from or be subject to control of any individual, body, government or organization whatsoever, regardless of their financial or other relationship with CoDA.

### **Article 13**

#### Financial Year, Annual Budget and Report of Accounts

- 1 CoDA's financial year shall run from 1st January to 31st December of each year.
- 2 The Board shall:
  - a. approve the annual budget of CoDA for a financial year latest by the 1<sup>st</sup> day of December of the preceding year;
  - b. receive the annual report and the audited financial statement of CODA before the end of the first quarter of the next year;
- 3 The annual report and the audited financial statement of CoDA shall be published and made available to donors and contributors by the end of the second quarter of the next year;



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- 4 The annual report and the audited financial statement shall be accompanied by the auditor's report referred to in Article 10 (6) of this Statute.

### **Article 14**

#### Interpretation

The interpretation of this Statute shall be done in accordance with the general principles of international law. In the event of a controversy concerning the meaning of any provision of this Statute, the Board's interpretation of the said provision shall be final and binding.

### **Article 15**

#### Amendment and Dissolution

1. Decisions concerning the amendment of the provisions of this Statute or the dissolution of CoDA shall be taken by not less than two-thirds numerical majority of the members of the Board.
2. A decision to dissolve CoDA shall enter into effect on the date of its adoption by the Board or on any other subsequent date determined by the Board.



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3. On the effective date of its dissolution CoDA shall cease all activities except for those required for the orderly realization and preservation of its assets and settlement of its obligations.
4. At the time of dissolution, the Board shall make arrangements for the disposal of the assets including by contribution to worthy African charitable organizations.

### **Article 16**

#### Transition

Decisions taken by the interim Advisory Board on behalf of CoDA before the entry into force of this Statute shall remain valid to the extent that they are consistent with the provisions of this Statute.

### **Article 17**

#### Entry into Force

This Statute shall enter into force upon its adoption by resolution supported by at least a two-thirds numerical majority of the members of the interim Advisory Board of CoDA.