

AFRICAN UNION  
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Bureau Meeting of the Conference of Ministers Responsible for Mineral  
Resources Development  
11 – 13 August 2014

Addis Ababa, Ethiopia

**[FIRST DRAFT]**

**DRAFT STATUTE OF THE AFRICAN MINERALS  
DEVELOPMENT CENTRE**

## PREAMBLE

### The States, Parties to the Present Statutes

**BEARING IN MIND** the importance of Minerals and other Natural Resources, notably in contribution towards inclusive growth and sustainable development through; job creation especially for the youth and women, wealth creation and poverty eradication thus leading to socio-economic structural transformation of African Economies;

**DEEPLY CONCERNED** about the fact that Africa's abundant mineral resources are not yet contributing equitably and effectively towards improving the living conditions of its populations;

**ALSO CONCERNED** about the increasing competition and demand for Africa's raw mineral resources and the imposition of trade conditionalities, both of which are likely to reduce the continent's policy space to pursue local beneficiation, value addition and resource-based industrialisation;

**AWARE** of the enormous potential that the appropriate development of mineral resources offers to propel Africa towards broad-based socio-economic development and to the achievement of the African Union Agenda 2063;

**RECALLING** the commitment made by our Heads of State and Government in their Solemn Declaration on the occasion of the 50<sup>th</sup> Anniversary of the OAU/AU to take ownership of, use and develop the natural resources endowments and mineral resources, through value addition as the basis for industrialization of the continent;

**ALSO RECALLING** Decision AU/MIN/CAMRMRD/4(I) taken during the 1st Ordinary Session of 13-17 October 2008 of the AU Conference of Ministers responsible for Mineral Resources Development, calling upon AU Member States to work together to ensure that international agreements that they enter into enhance rather than undermine Africa's policy space for integrating mineral resources development into their economies;

**FURTHERRECALLING** Decision Assembly/AU/Dec.175 (X)) adopted by the Assembly of the Union in Addis Ababa, ETHIOPIA on 31st January 2008 that adopted the Action Plan for Accelerated Industrial Development of Africa – Doc. EX.CL/378 (XII)

**MINDFUL of the** Decision EX.CL/Dec.471 (XIV) of the Executive Council held in Addis Ababa, Ethiopia in February 2009 that adopted the African Mining, as well as Decision EX.CL/ Dec.714 (XXI) of the Executive Council held in Addis Ababa, Ethiopia in July 2012 that endorsed the Addis Ababa Declaration on Building a Sustainable Future for Africa's Extractive Industry – From Vision To Action and called for the establishment of a Minerals Development Centre;

**CONVINCED** that the time is now for Africa's Renaissance, for the continent to regain ownership of its natural resources and to implement the Africa Mining Vision, with sound, prudent management and good governance, with a view to maximizing the benefits derivable from mineral resources exploitation for present and future generations while limiting negative environmental and macroeconomic impacts;

**RECOGNISING** that the implementation of the Africa Mining Vision is a joint responsibility of state and non-state actors, including government, the private sector, community based organisation, specialized institutions, organised labour among other stakeholders;

**DETERMINED** to seize the opportunities offered by historically high commodity prices and increased competition for Africa's mineral resources, in order to change the continent's development paradigm and move from a mere reliance on extracting and exporting raw minerals to a more transformational growth trajectory;

**RE-AFFIRMING** the commitment for efficient implementation of the Action Plan of the Africa Mining Vision in order to achieve the goals of the Accelerated Industrial Development of Africa (AIDA), Boosting of Intra-African Trade (BIAT) as well as of the African Union Agenda 2063 for the transformation of the lives of Africa's populations and the integration of Africa into the global economy;

**INSPIRED BY** the decision of the Bahir Dar Ministerial Retreat calling for an effective management, governance and beneficiation of African resources to effect transformation, inclusive growth and industrialisation;

**URGING** that Minerals should play their transformative role in order to contribute to solving the pressing problems of development in the African Continent;

**BEING AWARE** of the need for co-operation in this field, particularly in research, development and training

**EMPHASIZING** the urgency of strengthening the Minerals beneficiation capabilities of African Countries;

**RECOGNISING** the important role that the African Minerals Development Centre will play in supporting African Union Member States towards effectively their mineral resources in order to improve the living conditions of Africans;

**APPRECIATING** the initiative taken by our key partners African Development Bank, United Nations Development Programme and the United Nations Economic Commission for Africa for the promotion and preparation of the establishment of such a centre;

**HAVE AGREED AS FOLLOWS:**

**Article 1  
Definitions**

In this Statute:

- “Act”** means the Constitutive Act of the African Union dated 11<sup>th</sup> July; 2000;
- “Annex”** means annex to this Statute
- “Assembly”** means the Assembly of Heads of State and Government of the African Union;
- “Affiliated Centres” means.....???**
- “Advisory Board”** means the Minerals Advisory Board of the Centre;
- “Centre”** means the African Minerals Development Centre;
- “Commission”** means the Commission of the African Union;
- “Continent”** means the Continent of Africa;
- “Conference of the parties”** means the conference of the parties of the Centre”
- “Court”** means the African Court of Justice;
- “Director General”** means the Chief Executive of the Centre and the Head of the Secretariat;
- “Executive Council”** means the Council of Ministers of the African Union;
- “General Convention”** means the General Convention on Privileges and Immunities of the African Union;
- “Members”** means the States Parties;
- “Member State”** means a Member State of the African Union;
- “Obligation”** means States Parties commitments to the Centre;
- “Partners”** means any external entities or organizations that will cooperate with the Centre on issues of mutual interest;
- “Protocol”** means the Protocol on the establishment of the Centre, the Statute and annexes to it;

- “Region”** means the five geographical sections of the African Continent (North, East, South, West and Central);
- “Senior Officials”** the category of staff other than executives as defined by the Centre;
- “Special Operations”** means any other operation that is different from ordinary operations;
- “State Party”** means the Member State which has ratified or acceded to the Protocol of the Centre;
- “Statute”** means the present Statute of the Centre;
- “Supervisory Bodies”** means the Conference of the parties and the Advisory Board which oversees the activities of the Centre;
- “UNECA”** United Nations Economic Commission for Africa
- “Union”** means the African Union established by the Constitutive Act;

**Article 2**  
**Establishment of the Centre**

1. The African Minerals Development Centre (hereafter referred to as “the centre”) is hereby established as a Specialised Institution (Agency) of the Union in conformity with the Act.
2. The Centre shall function in accordance with the relevant provisions of the Constitutive Act, the Protocol and this Statute.
3. The Centre shall have legal personality with capacity and power to enter into contracts, acquire, own or dispose of movable or immovable property and to sue and be sued.
4. In the territory of each State Party, the Centre shall, pursuant to paragraph 3 of this Article, have such legal capacity as is necessary for the proper exercise of its functions and the fulfilment of its purposes.
5. Member states may elect to amend this Statute to permit the incorporation of an appropriate legal entity, as may be necessary in future to achieve the long term aspirations of the Africa Mining Vision.

**Article 3**  
**Purpose and Objectives of the Centre**

1. The purpose for the establishment of the Centre under the monitoring and policy guidance of the AUC shall be to implement the Africa Mining Vision and to foster stability and cooperation in the minerals sector in conjunction with key regional and national mineral development centers so as to facilitate the effective and predictable integration in the African minerals sector.
2. The objectives of the Centre shall be to:
  - a) support AU member States in the mineral sector development and implementation of policies including exploration, licensing, contracting, taxation and regulatory frameworks that are coherent;
  - b) promote the enabling of minerals to play their transformative role for social and economic transformation of African economies in order to contribute towards inclusive growth and sustainable development;
  - c) promote the continent’s policy space to pursue local beneficiation, value addition and resource-based industrialization;

- d) enhance the capacities of regional and national geological institutions;
- e) increase regional mapping and exploration activities to upgrade mineral inventories and geoscientific information data bases;
- f) improve geological information management systems on the continent;
- g) strengthen and develop governance instruments in order to create an inclusive and responsible mining sector in which all stakeholders have a voice and environment protected;
- h) serve as a forum of exchange of information , experience and know-how among countries of the Parties to this Statute;
- i) harness the potential of artisanal and small-scale mining by integrating it into regional and global value chains for inclusive growth and sustainable social and economic development;
- j) contribute to the Plan of Action for Accelerating Industrial Development of Africa (AIDA) through promotion of beneficiation, industrial linkages, responsible investments, innovation and diversification;
- k) build human skills and institutional capacities across the continent in areas of applied research and development, science and technology , in order to support a range of aspects such as policy direction, contract negotiation and licensing, geosciences and geo data collection, analysis and management, governance and small-scale mining;
- l) improve social and economic cohesion and development through a free flow of information among all stakeholders along the minerals value and supply chains with focus on improving transparency and participatory processes that involve communities;
- m) earmark resources to building regional and international partnerships and synergies aimed at improving the efficiency of its operations; and
- n) maintain working relationships with other organs of the Union in achieving its objectives;

#### **Article 4**

#### **Functions and Activities of the Centre**

1. For the realization of its objectives, the Centre shall function in accordance with the provisions of this Statute and its annexes.
2. The functions and activities of the Centre shall be to:
  - a) Provide, upon request, technical assistance and policy advice, to RECs and States Parties;

- b) Support and cooperate with Regional Minerals Development Centres to achieve its objectives;
- c) To conduct periodic consultations with State Parties on their Minerals policies and to conduct a diagnostic studies on the Human resources and Institutional capacity and to identify the needs of States Parties to achieve the objectives of the Centre;
- d) convene expert meetings for an exchange of ideas to strengthen the activities of the centre;
- e) identify and promote without delay the initial network of highly qualified research centres to serve as Affiliated Centres, promote existing national, sub-regional, regional, and international networks of Minerals Development, as well as promote the establishment of new highly qualified research centres;
- f) facilitate technical assistance programmes for the Affiliated Centres from multilateral and bilateral donors to strengthen their capacities and ensure these institutions serve the continent effectively;
- g) ensure the collection, analysis and dissemination of qualitative and quantitative statistical data and methods and dissemination of results periodically for a better understanding of the mineral sectors of States Parties;
- h) support the establishment of a financing mechanism for the implementation of the AMV as endorsed by the Conference of Parties and adopted by the Assembly.
- i) collect and disseminate information on fields of activities of concern to the Centre and Affiliated Centres;
- j) carryout any other functions or activities as may be required by the Conference of the parties.

#### **Article 5**

#### **Headquarters of the Centre**

1. The Headquarters and offices of the Centre shall be established upon approval by the Conference of the parties.
2. The centre shall conclude a Hosting Agreement with the Host Government with facilitations and requirements needed to be available in the host country. The provisions of such agreement shall be subject to the approval of the Advisory Board.



**Article 6**  
**Membership**

3. Membership of the Centre shall be open to all Member States of the African Union which have signed and ratified or acceded to the statute.
4. Founding Members of the Centre shall be all Members that have signed these Statutes before their entry into force.

**Article 7**  
**Organs of the Centre**

The Centre shall have the following organs:

- a) The conference of the parties;
- b) The Minerals Advisory Board ; and
- c) The Secretariat.

**Article 8**  
**The Conference of the Parties**

1. The Conference of the Parties shall consist of a representative of each member of the Centre, the AU Commissioner of Trade and Industry, the Chairperson of the Advisory Board and the chairpersons of the Collaborating Institutions, the Executive Head of AMV implementing Partners or their representative and the Director General of the Centre serving in an ex officio capacity without the right to vote.
2. The Parties shall be represented by Ministers responsible for Minerals issues or their duly authorised representatives.
3. In nominating their representatives, Parties shall pay due regard to their administrative capability, Minerals policy and development background.
4. The Conference of the Parties shall meet at least once every year in ordinary session and at such other times as may be requested in writing by at least two-thirds of the Parties or by the Advisory Board of the Centre.
5. The Conference of the Parties shall elect a Bureau composed of at least a Chairperson, and two Vice-Chairpersons from among the representatives of the Parties taking into account the principle of geographical rotation; the members of the Bureau shall hold office for one year with the possibility of renewal for one additional term.
6. The quorum for the Conference of the Parties shall be a simple majority of the Parties of the Centre.

7. Decisions of the Conference of the Parties shall be taken by a two-thirds majority of the Parties present and voting.
8. The Conference of the Parties shall have the right to invite stakeholders as observers to attend its meetings without the right to vote.

#### **Article 9**

#### **Functions of the Conference of the Parties**

1. The Conference of the Parties is the supreme organ of the Centre and shall have the power to undertake such function as are provided for in this Agreement and as may otherwise be necessary to achieve the objectives of this Statute;
2. The functions of the Conference of the Parties, without prejudice to the generality of the foregoing, shall in particular be to:
  - a) adopt the Rules of Procedure for the Conference of the Parties;
  - b) determine the criteria and the scale of assessment for membership fees for Parties;
  - c) appoint and dismiss the Director General of the Centre;
  - d) appoint external auditors and decide on their mandate and remuneration;
  - e) elect and dismiss for cause the Members of the Advisory Board of cause;
  - f) dissolve the Advisory Board if necessary;
  - g) determine the headquarters location of the Centre in accordance with the Criteria for Hosting the Centre and its organs as adopted by the 7<sup>th</sup> Ordinary Session of the Executive Council and endorsed by the 5<sup>th</sup> Ordinary Session of the Assembly held in Sirte, Libya in 2005; (See annex1)
  - h) decide on the necessity of establishing or causing to be established, or dissolving or causing to be dissolved any Centre Subsidiary or Affiliated Entity and whether such entities should be established under national law;

- i) decide on the location of any Centre, Subsidiary or Affiliated Entity to be established;
- j) propose a sustainable financial mechanism and the annual contribution of members for the centre to be adopted by the AU summit.
- k) decide and prioritise the activities of the Centre relating to extreme issues affecting minerals development in different parts of the continent;
- l) amend this Agreement in accordance with Article 27;
- m) dissolve the Centre , if deemed necessary, in accordance with Article 24;
- n) settle disputes regarding the interpretation and or application of this Statute, in accordance with Article 23.

**Article 10**  
**The Minerals Advisory Board**

1. The Advisory Board shall consist of not more than the following 20 members:
  - a) The AU Director of Trade and Industry of the shall be an expert in Minerals Development;
  - b) One representative from each country member in the Bureau of the AU STC's of the Trade, Industry and Mineral Resources of the five AU sub-regions of Africa,
  - c) One Representative from each RECs
  - d) The representatives of the Collaborating Institutions and Implementing Partners;
  - e) The Director General, who shall be appointed by the AU Chairperson who shall concurrently serve as the representative of the Centre; and
  - f) One additional member with specific Minerals development expertise may be appointed by the Conference of the Parties.
2. Prospective members of the Advisory Board shall be nominated by Parties for endorsement and approval by the conference of the parties.

3. The Board Members shall have experience, qualifications and recognized competence in the disciplines related to the objectives of the Centre. They shall not be members of the Secretariat except for the Director General.
4. All Board Members, other than the Director General, shall be appointed for three year terms which term may be renewed for one further term of three years
5. The Board Members shall serve as representatives of their organisations and shall serve on a part-time basis as required to carry out their functions.
6. When the office of a Board Member becomes vacant by reason of retirement, death, incapacity, or other such cause, or when the term expires, the party whom he represents may, as may be appropriate, appoint a new representative for the remainder of the term or the same person for a further term.
7. The Advisory Board shall meet at least twice a year in ordinary session in accordance with its rules of procedures and shall also be convened upon request, by one half of its members, or upon the request of the Secretariat.
8. The Board shall elect annually from among its members, a Chairperson, Vice Chairperson and for other positions on regional rotational basis;
9. The Advisory Board may invite observers to attend its meetings without the right to vote. Invitations to attend as observers may be extended in particular to organizations with which the Centre is maintaining close working relationships.
10. Decisions of the Advisory Board shall be taken based on the provisions in the Rules and Regulations of the Centre. In case of a tie, the Chairperson of the Board shall have the casting vote. The Rules of Procedures of the Advisory Board shall lay down the conditions for applying this provision.
11. The members of the Advisory Board shall not be remunerated. However, the members of the Advisory Board shall be reimbursed for any costs incurred as a result of attending Board meetings.
12. During the initial period before Parties have signed this Statute the members of the Advisory Board shall be elected from :
  - a) Representatives of the AU Commission;

- b) parties that have notified in writing to the Chairperson of the Conference of Parties their intention to accede to this Statute; and
- c) Members of the current AMDC Technical Committee.

**Article 11**  
**The Functions of the Minerals Advisory Board**

The functions of the Advisory Board shall be to:

- a) Prepare its own rules of procedure;
- b) approve the Programme of Work of the Centre submitted by the Director General and make recommendations to the Conference of the Parties;
- c) Propose the Budget of the Centre for consideration and adoption by **Conference of the Parties**;
- d) propose 3 independent auditors of the Centre for consideration of **Conference of the Parties to select one of them**;
- e) Draw up the strategic plans for adoption by the Conference of the Parties and set the general policy direction of the AMDC in implementation of the decisions of the Conference of the Parties and monitor their performance;
- f) Establish the timing and mode of payment of contributions;
- g) Establish, or cause to be established, such Centre Subsidiary or Affiliated Entities, including Subsidiary or Affiliated Entities established under national law, as the Conference of the Parties may deem necessary to carry out the functions of the Centre;
- h) To report to the **Conference of the Parties on** the performance of the Director General and the Subsidiary(ies) or Affiliated Entity(ies) of the Centre;
- i) Submit to the Conference of the Parties nominations for the post of Director General in accordance with guidelines set by the Conference of the Parties;
- j) determine the remuneration to be paid to the Director General and other Senior Officials of the Centre;
- k) Appoint the Senior Officials of the Centre;

- l) Review regular reports will be made by the Director General;
- m) In the event of the death, resignation, incapacity, or other inability of the Director General to perform his or her functions during the period between sessions of the Conference of the Parties, appoint an interim Director General of the Centre for a period of no more than one year pending the appointment of a new Director General by the Conference of the Parties;
- n) Submit reports on its work to the Conference of the Parties;
- o) Approve the Financial and Staff Regulations of the Centre and amendments to those Regulations;
- p) Approve policies relating to exceptional and significant acquisition of moveable or immovable property not provided for in the Strategic Plan, Programme of Work and Budget;
- q) Set guidelines regarding the receipt of grants, donations and proceeds for the activities of the Centre from international organizations, governments, foundations and other entities;
- r) Prepare meetings of the Conference of the Parties;
- s) recommend amendments to the Protocol and Statute of the Centre;
- t) consider the solvency position of the Centre and propose to the Assembly, if necessary, the liquidation of the Centre;
- u) Perform such other functions as may be directed by the Conference of the parties for the attainment of the objectives of the Centre.

**Article 12**

**Meetings of the Minerals Advisory Board**

1. The Advisory Board shall meet:
  - a) in regular session twice a year one of which is to immediately precede the Conference of the Parties, and
  - b) as often as necessary in extraordinary session at the request of the Chairperson of the Advisory Board or as otherwise requested by the Secretariat.
  - c) at the seat of the Centre, unless otherwise determined by the Conference of the parties.

2. The quorum for meetings of the Advisory Board shall be a two-thirds majority of the members of the Advisory Board.
3. The decisions of the Advisory shall be taken by consensus. However, if all attempts to reach a consensus fail, decisions may be taken by a two-thirds majority of the Members of the Advisory Board.
4. Senior staff members of the Secretariat may attend the sessions of the Advisory Board, if so requested.

**Article 13**  
**The Secretariat**

1. The Director General shall be the Head of the Secretariat.
2. In particular the Secretariat shall have the following specific responsibilities:
  - a) Develop a business plan which must be approved by the Conference of the parties;
  - b) control and coordinate all technical and administrative activities of the Centre;
  - c) recruit, supervise, manage, discipline and when necessary dismiss, the staff of the Secretariat, and supervise staff seconded to work with the Secretariat of the Centre in accordance with arrangements agreed with the seconding entity;
  - d) prepare and submit for the approval of the Advisory Board the Programme of Work and Budget of the Centre;
  - e) prepare evaluations of the operations of the Centre Subsidiary and Affiliated Entities for consideration by the Conference of the parties;
  - f) organize and carry out capacity building activities related to the functions of the Centre;
  - g) make recommendations to the Advisory Board;
  - h) issue and withdraw, with the approval of the Advisory Board, Certificates of Good Standing certifying that individual Parties are in compliance with their financial and other obligations under this Statute;

- i) implement the programme of activities of the Centre as approved by the Advisory Board;
  - j) prepare the Financial Regulations and Rules of the Centre and its Staff Regulations and Rules, for approval by the Advisory Board, which regulations shall be drawn up to internationally accepted standards, and shall be applied provisionally until adopted by the Conference of the Parties;
  - k) prepare annual reports and such other reports regarding the activities of the Centre and its performance as may be requested by the Advisory Board;
  - l) represent the Centre in its relations with States, individuals, corporations and other bodies or entities, and enter into agreements with such States, individuals, corporations and other bodies and entities in accordance with the mandate given by the Conference of the Parties;
  - m) provide such other services to the Conference of the Parties and sessions of the Advisory Board as those organs may require and be present at such meetings.
  - n) set up special sub-committees to assist the Centre in carrying out the day-to-day administration of the Centre. Members of such Sub Committees shall serve on a voluntary basis, without any remuneration.
3. The staff shall comprise a Deputy Director General, Heads of Departments, technical, administrative and clerical personnel including manual workers as the centre may require.
4. The Director shall be:
- a) Appointed from among the candidates of Member States by the Conference of the parties after consultation with the advisory Board for a term of 5 years, renewable once upon approval by the Conference of the parties;
  - b) the Chief Executive and legal representative of the Centre
  - c) a person of demonstrated competence, leadership ability and integrity, expertise and experience in the subject matter of this Statute or related issues in Africa;
  - d) a national of a State Party appointed by the Conference of the Parties;



- e) be responsible for the day-to-day operations of the Centre, subject to the policy guidance of the Advisory Board; and
  - f) attend the meetings of the Advisory Board and participate in the deliberations but shall not have the right to vote.
5. The Conference of the Parties shall, if necessary, appoint an interim Director General pending the appointment of a regular Director General.
  6. In the performance of their duties the Director and the staff shall not seek or receive instructions from any government or from any authority external to the Centre. They shall refrain from any action that might reflect of their position as international officials responsible only to the Centre.
  7. The general staff shall be appointed by the Director under regulations approved by the Advisory Board. The conditions of service of staff shall conform as far as possible to those of the African Union Commission common system and other International Organisations.
  8. The paramount consideration in the employment of the staff of the centre and in determining the conditions of service shall be the necessity of securing the highest standards of efficiency, competence and integrity.

#### **Article 14**

#### **Subsidiary or Affiliated Entities of the Centre**

1. There shall be such subsidiary or affiliated entities of the Centre as the Conference of the Parties may decide it is necessary to establish for the purposes of carrying out the functions of the Centre
2. Such entities may include, where the Conference of the Parties deems so appropriate, subsidiary or affiliated entity or entities to be established under the national laws.
3. Such entities may be established under the national laws of a Member State of the African Union, unless decided otherwise by the Conference of the Parties, in order to benefit from more effective legal and regulatory conditions and until such time that an equally favourable legal and regulatory regime exists in an AU Member State.

#### **Article 15**

#### **Provisional administrative structure of the Centre**

Pending the commencement of the Centre operations a provisional administrative structure approved by the Conference of the Parties shall commence with immediate effect.

**Article 16**  
**Temporary domicile of the resources of the Centre**

The resources of the Centre shall be domiciled at AUC Department of Trade and Industry or any other credible Continental institution approved by the Conference of the Parties pending the commencement of operations of the Centre.

**Article 17**  
**Resources of the Centre**

1. The resources of the Centre shall include:
  - a) any equipment and other facilities owned by the Centre;
  - b) contributions of the members of the Centre; and donations to the Centre,
2. Member States undertake to pay annual contributions to the budget of the Centre.
3. The Centre shall devise innovative ways of resource mobilization. The Centre may also accept donations from any source in accordance with the guidelines of the Advisory Board and provided that the acceptance of such donations is compatible with the objectives of the Centre.

**Article 18**  
**Expenses**

1. The Secretariat may incur expenses for administrative, operational and investment purposes in accordance with the approved Programme of Work, Budget and Financial Regulations and Rules of the Centre as adopted by the Advisory Board.
2. Expenses incurred by representatives of Parties in attending meetings of the Conference of the Parties shall be borne by their respective governments.
3. Expenses incurred by Members of the Advisory Board in the course of their official duties for the Centre shall be borne by the Centre.
4. The Centre finances and accounts shall be audited by an independent auditor appointed by the Advisory Board.

**Article 19**  
**Transparency and Accountability**

The Centre shall operate in accordance with generally accepted international standards of governance, transparency and accountability.

**Article 20**  
**Legal Status, Immunities and Privileges**

1. The Centre shall be an autonomous intergovernmental organization, having the capacity of a legal person to perform any legal act that is necessary or useful for the carrying out of its functions or for the exercise of its powers under this Convention. The Centre shall also have the capacity to contract, acquire and dispose of immovable and movable property, and to be a party to legal proceedings.
2. Each Member State shall, having regard to the diplomatic rules governing international organizations and to the extent possible under its national legislation, grant to:
  - a) the Centre and its property, assets and funds, such immunities, privileges and facilities as may be appropriate to enable the Centre to perform its functions and
  - b) representatives of any State or intergovernmental organization performing official duties in connection with the work of the Centre, and the Director and staff of the Centre, such immunities, privileges and facilities as may be appropriate to enable them perform their official duties.

**Article 21**  
**Relationship with the African Union and RECs**

1. As an African Union Specialised Agency, the AUC through the Department of Trade and Industry shall maintain overall leadership and shall assist the Centre in the achievement of its objectives.
2. The Centre shall present a written annual report on its activities to the AU Assembly through the Executive Council through the Department of Trade and Industry

**Article 22**  
**Relations with RECs, other Organizations and Agencies**

1. The Centre shall establish cooperative relationships with RECs, Regional and national organizations and institutes of Member States of the AU

whose interests and activities are relevant to its objectives, and are in particular charged with the responsibility of promoting Minerals research, including government ministries, universities, agricultural research and training institutes, and Minerals development and policymaking bodies.

2. The Centre shall also establish cooperative relationships with such national, regional and international organizations engaged in research of Minerals problems, as the Centre may consider necessary for the realization of its objectives or for the furtherance of international minerals development research in Africa.

### **Article 23 Settlement of disputes**

1. Any dispute that may arise concerning the interpretation and/or application of any of the provisions of this Agreement, which cannot be settled by the parties to the dispute, shall be submitted to the Conference of the Parties.
2. If the Conference of the Parties does not reach a decision on the dispute, or if the decision of the Conference of the Parties is not accepted by the parties to the dispute concerned, either party to the dispute may request that the matter be submitted for arbitration by a Tribunal composed of three members selected in the following manner:
  - a) Each party shall nominate an arbitrator;
  - b) The third arbitrator, who shall be the Chairperson of the Arbitration Tribunal, shall be chosen by common agreement between the arbitrators nominated by the parties to the dispute.
  - c) If there are more than 2 parties to a dispute, then each of the parties shall be entitled to select one arbitrator, and the arbitrators shall nominate another arbitrator who shall serve as the Chairperson of the Arbitration Tribunal.
3. If the Arbitration Tribunal is not formed within a period of three months from the date of the request for arbitration, either of the parties to the dispute may request the Chairperson of the Conference of the Parties to make the necessary nominations, except when the Centre itself is a party to the dispute, in which case nominations shall be made by the Chairperson of the AU Commission.
4. The decisions of the Arbitration Tribunal shall be binding on the parties to the dispute.
5. The provisions of paragraphs 2 and 3 of this Article shall be without prejudice to the choice of any other mode of settlement that the parties concerned may decide upon.

**Article 24**

**Withdrawal and Dissolution of the Centre**

1. At any time after the expiration of five years from the date when it becomes a Party to this Convention; any State Party may give notice of its withdrawal from the Centre to the Chairperson of the AU; such withdrawal shall take effect one year after the date when notice thereof was given.
2. Where withdrawal by a State Party results in there being less than five original State Parties, and in the absence of the deposit of more instruments of ratification or accession, a meeting of all the State Parties shall be convened by the Chairperson of the AU Commission with the specific purpose of considering the dissolution of the Centre.
3. At such a meeting, the Centre may be dissolved by a resolution to that effect adopted by a majority of two-thirds of all the State Parties.
4. The Advisory Board, by a vote of not less than three-fourths of the Advisory Board, may submit a communication to the Conference of the parties requesting the Parties to convene a meeting for the specific purpose of considering the dissolution of the Centre, on the grounds that the Centre is no longer able to function efficiently.
5. For the purpose of the aforesaid dissolution, the land provided by the Host State shall be returned to it, including any buildings and fixtures thereon; and any unused balance of donated funds shall be returned to the respective donors. Any remaining assets shall be sold and the proceeds of the sale and any other funds of the Centre shall, after all obligations, including liquidation costs, have been met, be distributed among the States that were Members of the Centre at the time when notice of withdrawal was given, in proportion to the contributions that they had made, for the year during which the said notice was given.

**Article 25**

**Signature, Ratification, Accession**

1. All Member States of the African Union may become parties to this Convention by the:
  - a) signature of this Convention followed by the deposit of an instrument of ratification; or
  - b) deposit of an instrument of accession.
2. This Convention shall be open for signature on \_\_\_\_\_ and

thereafter, at the Headquarters of the AU Commission, Addis Ababa, Ethiopia.

3. Instruments of ratification or accession shall be deposited with the Secretary General of the AU Commission as depositary.

**Article 26**  
**Entry into Force**

This Convention shall enter into force, with respect to all Member States that have ratified or acceded to it, on the date when instruments of ratification or accession have been deposited by the Host Government and by the Governments of at least five other States. Any other Member State of the African Union shall become a party to this Convention on the date of the deposit of its instrument of ratification or accession.

**Article 27**  
**Amendments**

1. This Convention may be amended by a two-thirds majority of all the State Parties who have ratified or acceded to this Convention. This Convention may not be amended unless a written notice of a proposed amendment shall have first been submitted to the AU Secretary General who shall, not less than three months after, convene a meeting for the specific purpose of considering the proposed amendment.
2. Amendments shall take effect, with respect to all State Parties, on the sixtieth day after their adoption by a meeting of the States Parties.
3. The adoption of any amendment shall promptly be notified to the Secretary General of the AU as the depositary.

**Article 28**  
**Depositary**

1. The Secretary General of the AU Commission shall be the depositary of this Convention. The depositary shall:
  - a. send certified copies of this Convention to State Parties;
  - b. arrange for the registration of this Convention, upon its entry into force, with the Secretariat of the United Nations in accordance with Article 102 of the Charter of the United Nations; and
  - c. inform Member States of the AU of:
    - i. the signature of this Convention and the deposit of

instruments of ratification or accession in accordance with Article 25 of this Convention;

- ii. the date of entry into force of this Convention in accordance with Article 26 of this Convention;
  - iii. proposals for the amendment of this Convention, and the adoption of amendments, in accordance with Article 27 of this Convention;
  - iv. notices of withdrawal from the Centre in accordance with Article 24 of this Convention; and
  - v. any notification of dissolution received in accordance with Article 24 of this Convention.
2. One original copy of this Convention in the English, French and Arabic languages shall each be deposited in the archives of the AU and of the Centre