

OHADA

**AGREEMENT BETWEEN THE GOVERNMENT OF THE REPUBLIC OF
CAMEROON AND THE ORGANIZATION FOR THE HARMONIZATION OF
BUSINESS LAW IN AFRICA (OHADA) RELATING TO THE HEADQUARTERS
OF THE PERMANENT SECRETARIAT OF OHADA IN CAMEROON**

The Government of the Republic of Cameroon, hereinafter referred to as the "Government", represented by the Minister in charge of External Relations, on the one hand,

and

The Organization for the Harmonization of Business Law in Africa, hereinafter referred to as "OHADA", represented by the Permanent Secretary of OHADA, on the other hand,

Considering that their belonging to the franc zone is a factor of economic and monetary stability and constitutes a major asset for the progressive economic integration of the Contracting States, parties to the Treaty on the Harmonization of Business Law in Africa (OHADA), signed in Port-Louis on 17 October 1993;

Considering that the attainment of that objective which must be pursued within a broader African context requires the putting in place in the contracting States of a harmonized business law that is simple, modern, and adapted so as to enhance business;

Considering that it is essential for such law to be applied diligently and under conditions that ensure the legal security of economic activities so as to promote their expansion and enhance investment;

Considering that Article 3 of the said Treaty provides in particular that "the Council of Ministers shall be assisted by a Permanent Secretariat to which shall be attached a Regional Higher Institute of Magistracy";

Desirous of laying down by this Agreement provisions relating to the setting up of the Headquarters of the Permanent Secretariat of OHADA in Yaounde and to set forth its privileges and immunities in the Republic of Cameroon.

HAVE AGREED AS FOLLOWS:

**PART I
LEGAL STATUS AND HEADQUARTERS OF
THE PERMANENT SECRETARIAT OF OHADA**

Article 1

The Government of the Republic of Cameroon accepts to host the headquarters of the Permanent Secretariat of OHADA on its territory.

Article 2

The Government recognizes the legal status of the Permanent Secretariat of OHADA. In this regard, the Permanent Secretariat shall be empowered to:

- initiate contracts,
- acquire and dispose of movable and immovable property,
- go to court.

Article 3

The Headquarters of the Permanent Secretariat shall comprise the land and buildings it

occupies for its activities, as well as the residences of the Permanent Secretary and Deputy Permanent Secretary.

Article 4

The Government shall guarantee the Permanent Secretariat of OHADA the peaceful enjoyment of land and premises granted to it, acquired by it, rented by it or leased to it for its activities.

Article 5

The Government shall ensure protection of the premises of the Permanent Secretariat of OHADA and provide assistance from the forces of law and order at the request of the Permanent Secretary, his deputy or any person deputizing for them, to maintain law and order within the Headquarters where necessary.

Article 6

The Permanent Secretariat of OHADA shall refrain from allowing its Headquarters to serve as a place of refuge for anyone being searched in connection with the execution of a court decision, for a flagrante delicto offence, or against whom a warrant has been served, or deportation order issued by the competent Cameroonian Authorities.

Article 7

The Headquarters of the Permanent Secretariat shall be inviolable: the employees or civil servants of the Government may not enter therein to perform their official duties except upon request or the consent of the Permanent Secretary, his deputy or their representative. Such consent shall be deemed to be automatic in case of serious disaster requiring immediate protection measures.

Article 8

The Permanent Secretariat of OHADA shall enjoy immunity from jurisdiction except where expressly waived by the Permanent Secretary or his deputy. Such waiver shall not include measures of execution.

Article 9

The property, funds and assets of the Organization shall be exempted from any seizure, confiscation, requisition or expropriation or from any form of administrative or legal measure of constraint.

Article 10

The records of the Permanent Secretariat, and in general, all documents belonging to it or in its keeping shall also be inviolable within the premises of the headquarters.

Article 11

Inviolability of the official correspondence of the Permanent Secretariat shall be guaranteed.

Article 12

The Permanent Secretariat of OHADA, without being subjected to any control, regulation or financial moratorium, may

- a) keep funds in local currency or open bank accounts in any currency;
- b) transfer its funds or foreign currency and convert same in any other currency in accordance with regulations on the matter, on condition that the local competent authorities are informed thereof.

Article 13

The Permanent Secretariat of OHADA, its assets, revenue and other property shall be exempted from:

- (a) all taxes, except indirect taxes and taxes corresponding to services supplied;
- (b) all customs duties, all import and export prohibitions and restrictions with respect to articles intended for the official and exclusive use of OHADA such as computers, and office equipment and, in general, all equipment necessary for its functioning.

Article 14

No provision of this Agreement shall be construed to mean that the Government is prohibited from assessing, where necessary, whether such and such article falls within or outside the category of goods or articles that may be exempted from taxes as provided under Article 12 above.

Furthermore, the Government reserves the right to limit the quantities of goods imported by OHADA free of customs duties so long as it deems that such quantities are not reasonable.

PART II FACILITIES, PRIVILEGES AND IMMUNITIES

Article 15

The Cameroonian Authorities shall facilitate for the Representatives of the Permanent Secretariat of OHADA, access to public utilities necessary for its functioning, in particular, postal, telephone, telegraph and telex services, water and electricity, refuse disposal and water drainage as well as fire-fighting services.

In the event of a partial or total interruption of the above services, the Permanent Secretariat of OHADA shall, for its needs, be accorded the same priority as that given to International Organizations accredited to the Republic of Cameroon, or to Cameroonian government services.

Article 16

The Government undertakes to authorize and facilitate the entry and stay in Cameroon of the personnel of the Permanent Secretariat as well as of members of their families on condition that the latter are not subject to a prior persona non grata measure in Cameroonian territory.

Article 17

The non-Cameroonians referred to in Article 14 above shall be likened to civil servants of international bodies of a technical, industrial and commercial nature and shall be entitled to the following privileges and immunities during their stay in Cameroon while performing their duties:

I - IMMUNITIES

- (a) immunity from arrest, imprisonment or seizure of personal luggage;

(b) immunity from jurisdiction for acts done by them, including spoken words and official writing;

(c) exemption for themselves, their spouses and dependent family members from all restrictive measures as concerns immigration, and from all national service obligations in Cameroon.

II - PRIVILEGES

Furthermore, the Permanent Secretary of OHADA, his deputy and their non-Cameroonian collaborators shall:

(a) enjoy the same exchange facilities as members of International Organizations in accordance with the regulations in force;

(b) together with their spouses and dependent members of their families, benefit from the same facilities as members of diplomatic missions in time of international crisis;

(c) within a period of 6(six) months with effect from the date of assumption of duty, have the right, during their first installation, to import or purchase their furniture or personal effects locally free of import duties and taxes.

(d) have the right to import or purchase locally with temporary suspension of import duties and taxes, motor vehicles up to two each for the Permanent Secretary and his deputy, and one each for their collaborators;

(e) be exempt from the payment of taxes on their salaries and emoluments by dint of their duties within the Permanent Secretariat of OHADA.

Article 18

Without prejudice to the provisions of the foregoing Articles, the Permanent Secretary of OHADA shall, by reason of his residence in Cameroon, enjoy the status granted in Cameroon to Heads of Mission of international bodies of a technical, industrial and commercial nature.

Article 19

Notwithstanding the preceding provisions, the persons referred to in Article 14 above may not, throughout their entire tour of duty be compelled by the Cameroonian authorities to leave the national territory save where such persons abuse the privileges granted to them during their stay by engaging in activities incompatible with their office or mission within the Permanent Secretariat of OHADA.

Article 20

The privileges and immunities mentioned above, granted in the interest of OHADA, may be lifted by the Cameroon Government which shall then give prior notification to the Permanent Secretary of OHADA whenever they constitute an obstruction of justice or are misused.

Article 21

The Permanent Secretary of OHADA shall co-operate at all times with the Cameroonian Authorities with a view to facilitating the proper administration of justice, ensuring policing regulations and avoiding any abuses that would distort the spirit of this Agreement.

Article 22

For the application of this Agreement, the Government of Cameroon shall issue to the Permanent Secretary, his deputy and to other non-Cameroonian officials of the OHADA Permanent Secretariat, identity cards of international bodies of a technical, industrial and commercial nature to cover the duration of their stay in Cameroon.

Article 23

Experts or Advisers other than the staff members mentioned in Article 14 above shall, when on a mission in Cameroon on behalf of OHADA, enjoy the privileges and immunities mentioned in Article 15 throughout such mission.

PART III SETTLEMENT OF DISPUTES

Article 24

Any dispute between the Permanent Secretariat of OHADA and the Government arising from the interpretation or application of this Agreement shall, where such dispute is not settled through negotiation or by any other means agreed upon by the parties, be referred at the request of either party to an arbitration court comprising three arbitrators, one of whom shall be appointed by the Permanent Secretariat of OHADA, another by the Government, and the third who shall be president shall be appointed by mutual agreement of the parties and shall not be an agent of either party.

The court thus composed shall itself lay down the rules of procedure. Its rulings shall be binding on all parties and shall not be subject to appeal.

**PART IV
FINAL PROVISIONS**

Article 25

The provisions of this Agreement may be revised at the request of one of the parties. The clauses shall enter into force after applying the provisions of Article 27 below.

Article 26

This Agreement which is concluded for an unlimited duration may be terminated at any moment by either contracting party.

Such termination shall be notified to the other party by the party terminating the agreement through a registered letter with acknowledgement of receipt.

Termination shall take effect 6(six) months following the date of receipt of such notification.

Article 27

This Agreement shall enter into force on the date of signature by the duly appointed representatives of both parties.

Done at Yaounde on 30 July 1997
in two original copies in French

For the Republic of Cameroon,

For the Organization for the Harmonization of
Business Law in Africa (OHADA)

Ferdinand Leopold OYONO
Minister of External Relations

Aregba POLO
Permanent Secretary