

Economic Community
Of West African States



Communauté Economique
Des Etats de l'Afrique de l'Ouest

WEST AFRICAN POWER POOL
SYSTEME D'ECHANGES D'ENERGIE ELECTRIQUE OUEST AFRICAIN
General Secretariat / Secrétariat Général

ARTICLES OF AGREEMENT

On
Organisation and Functioning of the
West African Power Pool (WAPP)

First Update

Cotonou, December 2020

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SUMMARY TABLE OF AMENDMENTS

WAPP ARTICLES OF AGREEMENT Initial Version, June 2006	WAPP ARTICLES OF AGREEMENT Updated Version, December 2020	References
Amendment No 1: Establishment of the Distribution and Commercial Committee (DCC).	New Article 6.8: "Distribution and Commercial Committee (DCC)."	Decision WAPP/14/DEC.26/10/07 relating to the Establishment of the Distribution and Commercial Committee (DCC).
Amendment No 2: Amendment of WAPP Membership criteria.	Restatement Article 8.1.1: "Membership Qualifications (Member)." Article 8.2.1: "Membership Qualifications (Member Observer)"	
Amendment No 3: Transmission Using Member.	Restatement Article 2.9: "Transmission Using Member."	
Amendment No 4: Other Member.	Restatement Article 2.11: "Other Member."	
Amendment No 5: Functioning of the General Assembly.	Restatement of Article 4.3: "Functioning of the General Assembly."	Decision WAPP/15/DEC.26/10/07 relating to the Amendment of WAPP Membership criteria.
Amendment No 6: Strategic Planning Committee.	Restatement of Article 6.5: "Strategic Planning and Environmental Committee (SPEC)."	
Amendment No 7: Finance and Human Resources Committee.	Restatement Article 6.6: "Finance Committee (FC) » Article 6.7 "Human Resources and Governance Committee (HRGC)."	
Amendment No 8: Monthly Assessments.	Restatement of Article 13: "Monthly Contributions."	
Amendment No 9: Computation of a Member's Existing Obligations.	Restatement of Article 16.2: "Computation of a Member's Existing Obligations."	

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Amendment N° 10: Structure of WAPP.		Decision WAPP/16/DEC.26/10/07 relating to the Planning, Investment Programming and Environmental Safeguards Department of the WAPP Secretariat.
Article 3: "Structures of WAPP."	Restatement of Article 3: "WAPP Governance Structures."	
Amendment No 11: Planning, Investment Programming and Environmental Safeguards Department.		
Article 7.4: "Planning, Investment Programming and Environmental Safeguards Department."	Restatement of Article 7.4: "Planning, Investment Programming and Environmental Safeguards Department."	
Amendment N° 12: Responsibilities of the Planning, Investment Programming and Environmental Safeguards Department.		
Article 7.4.1: "Responsibilities."	Restatement of Article 7.4.1: "Responsibilities."	
Amendment N° 13: WAPP Information and Coordination Centre.		
Article 8: "WAPP Information and Coordination Centre."	Restatement Article 7.3: "WAPP Information and Coordination Centre."	
Amendment N° 14: WAPP Information and Coordination Centre.		
Article 8.1: "Duties."	Restatement Article 7.3.1: "Responsibilities."	
Amendment N° 15: WAPP Information and Coordination Centre.		
Article 8.2: "Publications and Data Bases."	Restatement: Article 7.3.2: "Publications and Data Bases."	
Amendment N° 16: Renumbering of Articles 8 through 10.		

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<p>Amendment No 17: Restatement of Article 6.1 Structure of Organisational Committees.</p>	<p>Correction of repeated sentences Article 6 (Introductory Paragraph) Article 6.1 (Beginning of paragraph)</p>	<p>Decision WAPP/17/DEC.26/10/07 relating to Textural Changes in the Articles of Agreement.</p>
<p>Amendment N° 18: Textural Changes in the Articles of Agreement</p>	<p>Restatement of the Article 6.5: "Strategic Planning and Environmental Committee (SPEC)."</p>	<p>Decision WAPP/26/DEC.29/10/09 relating to Amendment of WAPP Articles of Agreement to increase number of Members of WAPP Executive Board and have Permanent Membership.</p>
<p>Amendment N° 19: Increase number of Members of WAPP Executive Board and have Permanent Membership.</p>	<p>Restatement of Article 5.2.1: "Composition."</p>	<p>Decision WAPP/28/DEC.29/10/09 adopting the Amendment of WAPP Articles of Agreement with respect to Membership Criteria of the Strategic Planning and Environmental Committee (SPEC) and Finance and Human Resources Committee (FHRC).</p>
<p>Amendment N° 20: Increase number of Members of WAPP Executive Board and have Permanent Membership.</p>	<p>Restatement of Article 5.2.2: "Qualifications."</p>	<p>Decision WAPP/35/DEC.29/10/10 relating to the Amended WAPP Organogram.</p>
<p>Amendment N° 21: Increase number of Members of WAPP Executive Board and have Permanent Membership.</p>	<p>Restatement of Article 5.3: "Term and Election."</p>	<p>Decision WAPP/36/DEC.29/10/10 relating to the Amendment of Articles of Agreement of WAPP relating to the Dissolution of the Finance and Human Resources Committee (FHRC) and the establishment of the Finance Committee and the Human Resources and Governance Committee.</p>
<p>Amendment N° 22: Membership Criteria of the Strategic Planning and Environmental Committee (SPEC).</p>	<p>Restatement of Article 6.5: "Strategic Planning and Environmental Committee (SPEC)."</p>	<p>Decision WAPP/28/DEC.29/10/09 adopting the Amendment of WAPP Articles of Agreement with respect to Membership Criteria of the Strategic Planning and Environmental Committee (SPEC) and Finance and Human Resources Committee (FHRC).</p>
<p>Amendment N° 23: Membership Criteria of the Finance and Human Resources Committee (FHRC).</p>	<p>Restatement of Article 6.6: "Finance and Human Resources Committee (FHRC)."</p>	<p>Decision WAPP/35/DEC.29/10/10 relating to the Amended WAPP Organogram.</p>
<p>Amendment N° 24: Amendment of WAPP Organogram.</p>	<p>Restatement of Article 6.6: "Finance and Human Resources Committee (FHRC)."</p>	<p>Decision WAPP/36/DEC.29/10/10 relating to the Amendment of Articles of Agreement of WAPP relating to the Dissolution of the Finance and Human Resources Committee (FHRC) and the establishment of the Finance Committee and the Human Resources and Governance Committee.</p>
<p>Amendment N° 25: Dissolution of the Finance and Human Resources Committee (FHRC)/Establishment of the Finance Committee and the Human Resources and Governance Committee.</p>	<p>Restatement Article 6.6: "Finance Committee (FC)." Article 6.7: "Human Resources and Governance Committee (HRGC)."</p>	<p>Decision WAPP/36/DEC.29/10/10 relating to the Amendment of Articles of Agreement of WAPP relating to the Dissolution of the Finance and Human Resources Committee (FHRC) and the establishment of the Finance Committee and the Human Resources and Governance Committee.</p>

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<p>Amendment N° 26: Review of the Composition of the Executive Board. Article 5.2.1: "Composition."</p>	<p>Restatement of Article 5.2.1: "Composition."</p>	<p>Decision WAPP/71/DEC.11/11/16 relating to the Adoption of the Report of the Ad hoc Committee for the Review of the Composition of the Executive Board.</p>
<p>Amendment N° 27: Conditions and Modalities of Enrolment into the West African Power Pool. Articles 9.1: "Qualifications." et 9.2: "Membership Procedures."</p>	<p>Restatement Articles 8.1.1: "Qualifications." et 8.1.2: "Membership Procedures."</p>	<p>Decision WAPP/72/DEC.11/11/16 relating to the Adoption of the Conditions and Modalities of Enrolment into the West African Power Pool.</p>
<p>Amendment N° 28: Definition and Conditions of Observer Member.</p>	<p>New Article 8.2.1: "Qualifications." Article 8.2.2: "Membership Procedures." et Article 8.2.3: "Rights and Obligations."</p>	<p>Decision WAPP/73/DEC.11/11/16 relating to the Definition and Conditions of Observer Member of the West African Power Pool.</p>
<p>Amendment N° 29: The new attributions of the Information and Coordination Center (CIC) and the Engineering and Operating Committee (EOC).</p>	<p>Restatement of: Article 8 "WAPP Information and Coordination Centre." Article 8.1: "Duties." et Article 6.4: "Engineering and Operating Committee."</p>	<p>Decision EEOA/76/DEC.03/11/17 relating to the Amendment of WAPP Articles of Agreement on the new attributions of the Information and Coordination Center (CIC) to enable it to assume the functions of Regional System Market Operator during the First Phase of Implementation of the Regional Electricity Market.</p>

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PREAMBLE

THE MEMBERS OF WAPP,

CONSIDERING Articles 7, 8 and 9 of the Economic Community of West African States (ECOWAS) Treaty establishing the Authority of Heads of State and Government and defining its composition and functions;

CONSIDERING the provisions of Articles 3, 26, 28, 31 and 55 of the Treaty of the Economic Community of West African States (ECOWAS) relating to the promotion, cooperation, integration and development of the energy projects and sectors of Member States of the Community;

CONSIDERING Decision A/DEC.3/5/82 of the Authority of the Heads of State and Government of ECOWAS relating to the ECOWAS Energy Policy;

CONSIDERING Decision A/DEC.5/12/99 of the Authority of the Heads of State and Government of ECOWAS relating to the establishment of the West African Power Pool (WAPP);

RECALLING the fact that the responsibility for the economic development of the West African Region rests with the Member States themselves;

DESIROUS to secure efficient and reliable supplies of electricity and other forms of energy in the Region;

CONVINCED that adherence to the terms and principles of the ECOWAS Energy Protocol by Member States of the Community will demonstrate to international investors and capital markets that the ECOWAS Region is a very attractive region for investing in energy projects and infrastructure;

DESIROUS of implementing the basic concept of the ECOWAS Energy Protocol, which is to stimulate economic growth in the ECOWAS Region by means of measures to liberalize energy investment and trade;

MINDFUL that the Member States of ECOWAS attach the highest importance to implementing the most favoured nation treatment and that such commitments will make it possible to realize investments in accordance with the ECOWAS Energy Protocol;

HAVING REGARD to the objective of progressive liberalization of international trade and to the principle of avoidance of discrimination in international trade as set out in the Agreement establishing the World Trade Organisation (WTO) and as otherwise provided for in the ECOWAS Energy Protocol;

DETERMINED to progressively remove technical, administrative and other barriers to trade in electricity, gas and other energy materials, products and energy-related equipment, technologies and services;

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RECOGNIZING the necessity for the most efficient operation, generation, conversion, storage, transmission, distribution and use of energy;

ACKNOWLEDGING that environmental safeguard is an essential component of all phases of development and trade in the energy sector;

RECOGNIZING the vital role of the private sector in promoting and implementing energy investments, and intent on ensuring a favourable institutional framework for economically viable investment in energy infrastructure;

CONSCIOUS of the urgent need to promote energy sector investment and energy trade in West Africa;

RECOGNIZING that adoption of the highest international standards is the most efficient means to attract energy sector investors to the ECOWAS Region;

CONSIDERING that Article 31(j) of the ECOWAS Energy Protocol authorizes the Meeting of Energy Ministers to negotiate, consider, approve or adopt Association Agreements;

HAVE AGREED AS FOLLOWS:



CHAPTER I: PURPOSE AND DEFINITIONS

ARTICLE 1: PURPOSE

The purpose of these Articles of Agreement is to institute a management structure for the West African Power Pool (WAPP), its organisation and functioning, in order to establish a good framework of cooperation between its Members to ensure improved efficiency of power supply in ECOWAS Member States and increased access to a stable and reliable electricity supply at competitive cost for its citizens.

The WAPP is an international public interest Organisation whose Members recognize that it operates for the benefit of the bulk electric transmission system and to ensure the reliability of the entire region's power supply. As such, Members are required to act to further these goals by participating in projects implementation, and complying with regulatory requirements. Failure to comply with these provisions will be considered a violation of these Articles of Agreement and the defaulting Member may be removed in accordance with the provisions for Removal of Members set out herein.

ARTICLE 2: DEFINITIONS

As and when used in these Articles of Agreement, the terms and expressions defined below shall have the following meanings.

2.1 Affiliate Relationships

Affiliate Relationships are relationships between Members that have one or more of the following attributes in common:

- (a) are subsidiaries of the same company;
- (b) one Member is a subsidiary of another Member;
- (c) have, through an agreement, handed over the use and control of their generation facilities to another Member;
- (d) have, through an agreement, handed over the use and control of their transmission system to another Member; or
- (e) Ownership by one Member of ten percent (10%) or more of the share capital of another Member.

2.2 Articles of Agreement

These Articles of Agreement on Organisation and Functioning of the WAPP, as filed with the ECOWAS Executive Secretariat, currently ECOWAS Commission, upon endorsement by the Meeting of the ECOWAS Ministers in charge of Energy.

2.3 Member

Any entity, private or public, that has met the eligibility requirements, as set out in Section 8.1 of these Articles of Agreement and has applied for membership.

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2.4 Executive Officers

The Executive Officers consist of the Chairperson and Vice-Chairperson of the Executive Board, the Secretary General, the Director of WAPP Department of Information and Coordination Centre (ICC), the Director of WAPP Department of Planning, Investment Programming and Environmental Safeguards (PIPES), and the Director of WAPP Department of Administration and Finance (DAF). Any Executive Officer must be independent of any WAPP Member.

2.5 Organisational Committee

A committee, comprising representatives of the Members, entrusted with specific responsibilities by the Executive Board towards accomplishing the mission of the WAPP Organisation.

2.6 WAPP Organisation

The association of public and private power utilities that constitute the membership of the West African Power Pool.

2.7 Staff

The staff that is hired by the Executive Officers to accomplish the missions of the WAPP Organisation.

2.8 Transmission Owning/Operating Member

A Member that owns and/or operates transmission facilities operated at a voltage level of 60 kV or above.

2.9 Transmission Using Member

A Member that owns/operates generation facilities of at least 20 MW or larger, and/or distributes and retails electricity.

2.10 Task Force

A working group formed within an Organisational Committee for a specific task.

2.11 Other Member

A Member that does not fit the definition of Transmission Owning/Operating Member and/or Transmission Using Member but has an interest in the electricity sector in the West African Region.



CHAPTER II: ORGANISATION AND FUNCTIONING

ARTICLE 3: WAPP GOVERNANCE STRUCTURES

The governance structures of WAPP are:

- The General Assembly;
- The Executive Board;
- The Organisational Committees;
- The General Secretariat.

ARTICLE 4: THE GENERAL ASSEMBLY

The General Assembly is the highest decision-making body of WAPP's governance structures.

4.1 Responsibilities of the General Assembly

The responsibilities of the General Assembly shall include:

- a) act in accordance with its obligations under these Articles of Agreement;
- b) facilitate, pursuant to the provisions herein, the overall coordination of appropriate measures towards the implementation of the principles of these Articles of Agreement;
- c) enjoin its Members to comply with the prescribed obligations in order to facilitate the implementation of programs and projects in the implementation framework of these Articles of Agreement;
- d) review and adopt the amendments to these Articles of Agreement;
- e) approve any new application for WAPP membership and any removal or reinstatement of a Member;
- f) elect the members of the Executive Board;
- g) review and adopt the Staff and Financial Regulations of WAPP governance structures;
- h) review and adopt the annual activity reports of the WAPP Secretary General;
- i) determine the Headquarters of the WAPP General Secretariat.

In the performance of its duties, the General Assembly may delegate part of its responsibilities to the Executive Board.



4.2 Composition of the General Assembly

The General Assembly comprises representatives of all Members of WAPP.

4.3 Functioning of the General Assembly

The General Assembly shall meet at least once per calendar year upon convocation by the Chairperson of the Executive Board. The sessions of the General Assembly shall be presided over by the Chairperson of the Executive Board.

Decisions of the General Assembly shall be by simple majority rule of Members present and voting, provided that the total weight of the vote of Other Members does not exceed 25%. If the total weight of Other Members' vote exceeds 25%, then the Membership shall be divided into two (for the purposes of voting only), with a weight of 25% assigned to Other Members and 75% assigned to the rest. The results for each category will be multiplied by the corresponding weights to determine the result of that category. The resultants of the two categories for each outcome shall be added to determine the final outcome.

However, for decisions concerning amendments to these Articles of Agreement and the Staff/Financial Regulations, the decisions shall be by simple two-thirds majority vote where the weight of Other Members is less than 25% of the Members present and voting and a weighted two-thirds majority where the weight of the Other Members is more than 25%.

Two-thirds (2/3) of the General Assembly shall constitute a quorum unless a lesser number adjourns the meeting to a later time at which meeting the decisions shall be by a weighted majority of Members present (if the weight for Other Members exceeds 25%) with a weight of 25% assigned to Other Members and 75% assigned to the rest.

ARTICLE 5: THE EXECUTIVE BOARD

The Executive Board is the body in charge of the implementation of the decisions of the General Assembly. By virtue of the overall policy directives adopted by the General Assembly, the WAPP Executive Board is vested with the broadest powers to ensure the development and implementation of initiatives to achieve the mission of the WAPP Organisation.

5.1 Responsibilities of the Executive Board

The Executive Board shall, at all times, act in the best interest of the WAPP Organisation in its management, control and direction of the general business of the WAPP Organisation.

Its responsibilities shall include, but not limited to the following:

- (a) direct activities of all Organisational Committees;
- (b) review and recommend to the General Assembly, the admission, removal and reinstatement of WAPP Members;

- (c) authorize all major contracts and financial/debt instruments;
- (d) select and review the performance of Officers who serve on the Organisational Committees;
- (e) determine positions, duties, qualifications, salaries, benefits and any other necessary matters pertaining to the Executive Officers and Staff of the WAPP General Secretariat;
- (f) review, approve, disapprove or recommend revision to the actions of the Organisational Committees;
- (g) consider and act on appeals pursuant to Section 6.3.6 of these Articles of Agreement;
- (h) approve or revise the operating and capital budgets and any other additional expenditures of the WAPP structures;
- (i) convene the General Assembly at least once annually;
- (j) recommend amendments to these Articles of Agreement for approval by the General Assembly;
- (k) approve Guidelines pertaining to standards and policies of the WAPP Organisation and penalties for non-compliance with such Guidelines; and
- (l) authorize submission of files to relevant regulatory bodies.

5.2 Composition of the Executive Board

5.2.1 Composition

The Executive Board shall consist of fourteen (14) Members including eleven (11) Permanent Members, three (3) Rotating Members.

The Permanent Members of the Executive Board are as follows:

- 1) Transmission Company of Nigeria (TCN);
- 2) Communauté Electrique du Bénin (CEB);
- 3) Société Nationale d'Electricité du Sénégal (Senelec);
- 4) Société Nationale d'Electricité du Burkina (SONABEL);
- 5) Société de Gestion de l'Energie de Manantali (SOGEM);
- 6) Société des Energies de Côte d'Ivoire (CI-Energies);
- 7) Volta River Authority (VRA);
- 8) Société Béninoise d'Energie Electrique (SBEE);
- 9) Electricité de Guinée (EDG);
- 10) Ghana Grid Company (GRIDCo);
- 11) The WAPP Secretary General.

5.2.2 Qualifications

The WAPP Executive Board Members are elected among Managing Directors/Chief Executive Officers of the WAPP Member Utilities.

The Secretary General is appointed by the General Assembly through an open competitive selection process carried out by an independent consulting firm.

5.2.2.1 Permanent Members

For a Member to continue to enjoy the status of a Permanent Member of the Executive Board, it shall meet the following requirements:

- a) shall not have accumulated contribution arrears extending beyond two financial years, as at 31 March of the current year N. The WAPP Secretary General shall advise any Permanent Member of the Executive Board, in default of payment of the years N-1 and N-2 contribution arrears, of the lapse risk that may befall it at the next General Assembly Session of the year N in question. If the General Assembly convenes in the year N and the situation has not been regularized, the Member in default shall be stripped of his status as Permanent Member of the Executive Board;
- b) shall have been a Member of WAPP for at least three (3) years;
- c) shall be operational.

5.2.2.2 Rotating Members

The Rotating Members shall be elected for a term of two (2) years on a rotational basis. These Rotating Members must always consist of one (1) private operator, while the other two (2) shall be selected based on the following criteria:

- a) field of activity (power generation, transmission or distribution);
- b) country of origin.

Conditions for obtaining the status of a Rotating Member are as follows:

- a) shall be up to date with its contributions;
- b) shall have been a Member of WAPP for at least three (3) years;
- c) shall be operational.

In the event that a re-structuring involves changing the legal status of a Member (Permanent or Rotating) of the Executive Board, the Member's participation in the Board shall be suspended pending the time the Authorities of the country designate a new structure that would be required to adhere to WAPP before gaining a seat on the Board in replacement of the restructured Member.

5.2.2.3 Honorary Members

The Executive Board may coopt Honorary Members to serve within it, in view of their distinguished services to the Institution.

5.2.3 Election and Term

The process for the election of the Executive Board Rotating Members shall be as follows:

- (a) At least three months prior to the General Assembly Session when election of Rotating Members of the Executive Board is required; the Secretary General shall commence the process to nominate persons equal in number to the members of the Executive Board to be elected.
- (b) At least one month prior to the General Assembly Session, the Secretary General shall notify the Membership in writing of the persons nominated for election to the Executive Board, specifying the nominee for any vacancy to be filled. The Secretary General shall prepare the ballot accordingly leaving space for additional names, and shall deliver same to Members at least two weeks prior to the General Assembly Session.
- (c) At the General Assembly Session, no additional nominee shall be added to the ballot unless a motion is made and seconded by Members present.
- (d) At the General Assembly Session, the required number of Members of the Executive Board shall be elected by secret ballots. Each category of the Membership votes separately with the result for that category being a percent of approving votes to the total number of Members voting. Each Member shall be entitled to cast a number of votes equal to the number of Executives to be elected. A Member shall not cumulate votes. The candidates receiving the highest percent of the average of approving vote ratios within each Membership category, shall fill the vacancy.

Rotating Members of the Executive Board are elected for a two-year term, effective from their election until the assumption of duties of their successors.

5.3 Resignation and Removal of Board Members

Any member of the Executive Board may resign by written notice to the Secretary General noting the effective date of the resignation. The Membership may remove a member of the Executive Board with cause by the vote of a majority of each Membership category at a General Assembly Session. Removal proceedings may only be initiated by a petition signed by not less than twenty percent (20%) of the Members. The petition shall state the specific grounds for removal and shall specify whether the removal vote is to be taken at a special General Assembly Session or at the next Regular General Assembly Session. A member of the Executive Board who is the subject of removal proceedings shall be given at least fifteen (15) days to respond to the Member petition in writing to the Secretary General.

5.4 Post Vacancies

If a vacancy occurs during the tenure of any the Executive Board Member, the Secretary General will present to the Executive Board, for consideration and election, an interim member of the Executive Board to serve until a replacement member of the Executive Board is elected by the General Assembly. A special election shall be held at the next General Assembly Session to fill the vacancy for the unexpired term. The replacement member of the Executive Board shall take office immediately following the election.

5.5 Functioning of the Executive Board

In reaching any decision and in considering the recommendations of any Organisational Committee or Task Force, the Executive Board shall abide by the provisions of these Articles of Agreement.

5.5.1 Meetings and Notice of Meetings

The Executive Board shall meet at least three (3) times per calendar year and additionally upon the call of the Chairperson or upon concurrence of at least four members of the Executive Board. At least fifteen (15) days written notice shall be given by the Secretary General to each member of the Executive Board and the Chairpersons of Organisational Committees. The Chairperson shall grant any member's request to address the Executive Board.

5.5.2 Chairperson and Vice-Chairperson

The Executive Board shall elect from its membership a Chairperson and Vice-Chairperson for a three (3)-year term commencing upon election and continuing until their duly elected successors take office or until their term as a member of the Executive Board expires.

The Vice-Chairperson shall act for the Chairperson:

- (a) at the request of the Chairperson;
- (b) in the event the Chairperson should become incapacitated and unable to discharge the functions of the office; or
- (c) if the Office of Chairperson becomes vacant, following the expiry of the tenure of the Chairman, until the next Executive Board Meeting, at which meeting a new Chairperson shall be elected by the Executive Board.

In the event of a vacancy of the Vice-Chairpersonship, the Chairperson shall appoint a member of the Executive Board to fill the vacancy until the next Executive Board Meeting, at which meeting a new Vice-Chairperson shall be elected.

5.5.3 Quorum and Voting

Nine (9) members of the Executive Board shall constitute a quorum, unless a lesser number adjourns the meeting to a later time. Decisions of the Executive Board shall be by simple majority vote of the members present and voting.

Members of the Executive Board must be present at the meeting in order to vote; no votes by proxy are permitted. Voting will be by secret ballot.

The Secretary General will collect and tally the ballots and announce the results of a vote. Only voting results will be announced and recorded in the minutes. Individual votes will not be announced or recorded.

5.5.4 Compensation of Executive Board Members

Members of the Executive Board shall receive sitting allowances as approved by the General Assembly and shall be reimbursed for actual expenses reasonably incurred or accrued in the performance of their duties.

5.5.5 Corporate Sessions

Corporate Sessions (open only to members of the Executive Board, the Secretary General and to parties invited by the Chairperson) shall be held as necessary upon agreement of the Executive Board to safeguard confidentiality of sensitive information regarding employee, financial, or legal/regulatory matters.

ARTICLE 6: ORGANISATIONAL COMMITTEES

The Organisational Committees shall provide support and advice to the Executive Board on all matters concerning collective policy formulation functions for developing, maintaining and updating common “rules of practice” on technical, operational, environmental, planning and governance aspects of WAPP. The Organisational Committees shall be composed of technical experts drawn from the WAPP membership. Member input on decision-making would take place primarily through active participation in the Organisational Committees.

6.1 Composition of Organisational Committees

Members are expected to provide representation to Organisational Committees as requested. Representation in an Organisational Committee will be appointed by the Executive Board, who shall consider the various types and expertise of Members and their geographic locations, to achieve a widespread and effective representation of the Membership.

The Chairperson of any Organisational Committee may appoint any Task Forces as necessary to fulfill its specific missions. These Task Forces appointments under the

auspices of any Organisational Committee shall be made with due consideration of the various types and expertise of Members and their geographic locations.

Representatives on all Organisational Committees shall be registered in a Directory of the WAPP Organisation to be maintained by the WAPP General Secretariat. The Chairperson of the Executive Board shall provisionally fill Organisational Committees' vacancies until new appointments are made in accordance with the procedure defined in the first paragraph of the current Article.

If a Member's designated representative is unable to attend an Organisational Committee meeting, it may in writing appoint a substitute representative who shall have such rights to participate and vote as the Member specifies.

6.2 Committee Chairpersonship

6.2.1 Appointment

The Chairpersons of all Organisational Committees shall be nominated by the Secretary General for consideration and appointment by the Executive Board. A Vice-Chairperson shall be elected by the members of an Organisational Committee, unless provided otherwise in these Articles of Agreement.

A Vice-Chairperson may act for the Chairperson:

- (a) at the request of the Chairperson;
- (b) if the Chairperson becomes incapacitated and unable to discharge the functions of the position; or
- (c) if the position of the Chairperson becomes vacant, until a new Chairperson is appointed and takes office.

6.2.2 Tenure

The terms of the Chairperson and Vice Chairperson of all Organisational Committees shall coincide with the three-year term of the Executive Board Chairperson. Representation within the Organisational Committees will be annually reviewed by the WAPP Secretary General.

6.2.3 Vacancies

In the event of the inability of a Chairperson of any Organisational Committee to serve for the term specified, a replacement shall be nominated by the Secretary General and approved by the Chairperson of the Executive Board for the unexpired term.

6.3 Functioning of Organisational Committees

6.3.1 Meetings

Meetings of the WAPP Organisational Committees shall be public. They shall meet as necessary. However, any Organisational Committee may exceptionally limit

attendance at a meeting by a vote of the majority of the attending Members as necessary to safeguard confidentiality of sensitive information, included but not limited to commercial, contractual, personal, financial, legal or judicial matters.

Committee Members shall be given at least fifteen (15) days written notice of the date, time, place and purpose of each regular or special meeting. Teleconference meetings may be called as appropriate by the Chairperson of any Committee with at least one-day prior notice.

6.3.2 Management of meetings

The Executive Board will issue and maintain “Rules” that will apply generally for the governance of all meetings of the Organisational Committees on any point not specifically covered in these Articles of Agreements.

6.3.3 Expenses

Travel costs and per diem of members of the Organisational Committees incurred during participation in Organisational Committee meetings shall be addressed by the WAPP General Secretariat.

6.3.4 Quorum

The quorum for any Organisational Committee or Task Force shall be one-half of the membership thereof, but not less than three members; unless a lesser number adjourns the meeting to a later date.

6.3.5 Voting

Each participant in an Organisational Committee shall have one vote. Upon joining, Members shall be assigned to one of the three following Membership categories for the sole purpose of voting: “Transmission Owning/Operating” and/or “Transmission Using Members”, and/or “Other Members who have an interest in the electricity sector in the West African Region”, in accordance with Article 8.1.

A simple majority of participants present or represented by proxy shall be required for all Organisational Committees and Task Forces decisions.

6.3.6 Appeal

Should any WAPP Member disagree on an action taken or a recommendation made by any Organisational Committee, such Member may, in writing, appeal and submit an alternate recommendation to the Executive Board prior to the meeting at which consideration of the action by the Board is scheduled.



6.4 Engineering and Operating Committee (EOC)

Each WAPP Member shall appoint a representative drawn from its staff to the Engineering and Operating Committee (EOC) at the regular meeting of the Executive Board immediately following each annual session of the General Assembly.

The Executive Board shall appoint the Chairperson of the EOC. Each member of the EOC may continue to be a member thereof until the successor is appointed. The EOC shall meet at least three (3) times per calendar year, and additionally as needed. The EOC shall report to the Executive Board following each EOC meeting with respect to its activities and issue recommendations, as it deems necessary.

The responsibilities of the EOC shall be to:

- (a) recommend appropriate practices for the protection of the regional system, planning, interconnection adequacy, operation, and operational capacity to ensure a reliable and adequate supply of electric power;
- (b) review Member operating plans and problems that are pertinent to WAPP planning and operation;
- (c) maintain an annual series of load flow and short circuit models and associated stability data bases representing the current and planned electric network of the region, and maintain a data base of all generation, transmission, and supporting facilities within WAPP;
- (d) review and assess the current and planned power system of the region;
- (e) make use of studies available from other regions;
- (f) recommend to the Executive Board criteria for operational planning, and to assist in the efficiency and vitality of the cross-border electricity trading;
- (g) coordinate inter-zonal and intra-zonal plans and facilitate planning, information exchange, and operations between inter-zonal and intra-zonal groups;
- (h) develop a coordinated plan for intra-regional transmission for greater efficiency and reliability of electric power supply;
- (i) recommend to the Executive Board and Members, individually or collectively, actions to improve the operation of the WAPP electrical systems and the functioning of the Regional Electricity Market;
- (j) respond to activities as requested by the Strategic Planning and Environmental Committee (SPEC) and the Executive Board;
- (k) monitor the current state and evolution of the power industry and proactively recommend commercial practices that meet industry needs and promote commerce;
- (l) work with all WAPP Organisational Groups to promote a high standard of operational reliability;
- (m) complete a self-assessment annually to determine how effectively the EOC is meeting its responsibilities; and
- (n) perform such other functions as the Executive Board may delegate or direct from time to time.

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6.5 Strategic Planning and Environmental Committee (SPEC)

The Strategic Planning and Environmental Committee (SPEC) shall be comprised of eleven (11) representatives: three (3) representatives shall be from the Executive Board, one of whom shall serve as Chairperson; while the other eight (8) representatives shall be nominated by the Secretary General from the WAPP Membership excluding those already represented in the Executive Board.

The Executive Board shall annually appoint the representatives of the SPEC at the regular meeting of the Executive Board immediately following each annual General Assembly Session.

Each representative of the SPEC shall continue to be a member thereof until the Executive Board appoints the successor. Where a vacancy occurs, the Executive Board Chairman shall appoint a member on an interim basis until the next meeting of the Executive Board.

The SPEC shall meet at least twice per calendar year, and additionally as needed, provided that a quorum, as defined in these Articles of Agreement, is present. The SPEC shall report to the Executive Board following each SPEC meeting with respect to its activities, and issue recommendations, as it deems necessary.

The responsibilities of the Strategic Planning and Environmental Committee shall be to:

- (a) gather information from Members, staff, regulatory bodies, investors, financial institutions and legislative bodies on power industry trends, forecasts and directions;
- (b) assess the industry environment in which the WAPP Organisation will be functioning;
- (c) assess capabilities and competencies of the WAPP Organisation against the industry environment, including coordination with neighboring entities;
- (d) formulate strategies to ensure achievement of the mission statement, goals, objectives, and responsibilities of the WAPP Organisation, and recommend necessary modifications to the internal processes of the WAPP Organisation to carry out these strategies;
- (e) work with other Organisational Committees in developing related action plans, schedules and budgets;
- (f) review annually the structure and charters of each of the Task Forces (Technical, Environmental and Investment Programming) of the SPEC, and together with the Chairpersons of the Task Forces, recommend changes to the Executive Board, as appropriate;
- (g) review the self-assessments of the Task Forces to assure that they are being done on a systematic and consistent basis;
- (h) complete a self-assessment annually to determine how effectively the SPEC is meeting its responsibilities; and



- (i) perform such other functions as the Executive Board may delegate or direct from time to time.

6.6 The Finance Committee (FC)

The Finance Committee (FC) shall comprise six (6) members: two (2) representatives shall be from the Executive Board, one of whom shall serve as the Chairperson; and the remaining four (4) from Member utilities as nominated by the Secretary General and approved by the Executive Board.

The Executive Board shall appoint the representatives of the FC at the regular meeting of the Executive Board immediately following each annual General Assembly Session. Each representative of the FC shall continue to be a member thereof until the Executive Board appoints the successor. Where a vacancy occurs the Executive Board Chairman shall appoint a member on an interim basis until the next meeting of the Executive Board.

The FC shall meet at least three (3) times per calendar year and additionally as needed, provided quorum as defined in these Articles of Agreement is present. The FC shall report to the Executive Board following each FC meeting with respect to its activities and issue recommendations, as it deems necessary.

The FC's purpose is to assist the Executive Board in its oversight of the WAPP financial affairs, including WAPP's financial condition, financial planning, operational and capital budgeting, external audit issues and other significant financial matters regarding WAPP's operations

The FC has some primary duties and responsibilities that include Financial Planning, Risk Management and Performance Evaluation.

In this respect, the FC's specific responsibilities shall be to:

- **Regarding the Budget:**

- (a) review and recommend to the Executive Board for approval the annual operating budget and capital expenditures budget for WAPP. If deemed appropriate by the Committee, review and recommend to the Board for approval projected capital expenditures budget for one or more succeeding years;
- (b) review the annual budget and make necessary recommendations to the Executive Board for its adoption. Said recommendations shall include comments on expense levels, revenue structures, Members' contribution, adequacy of proposed funding levels of programmes, and adequacy of provision of reserves;
- (c) review the form, content and frequency of WAPP management accounts comprising both financial and non-financial information necessary for it to fulfil its responsibilities. When required, the Finance Committee shall advise the Executive Board and WAPP General Secretariat regarding key financial information and performance indicators required for the evaluation of the Institution;

(d) review WAPP's quarterly reports and year-end financial statements before submission to the Executive Board, focusing particularly on:

- changes in or implementation of major accounting policy changes;
- significant and unusual events;
- significant adjustments or rectifications arising from the audit;
- compliance with accounting standards and other legal requirements.

(e) review quarterly financial statements consisting of current year-to-date: (1) statement of financial position, (2) income statement, (3) operating statement and key financial benchmarks that the committee deems relevant. These financial statements will be accompanied by a narrative from the WAPP General Secretariat highlighting any financial issues and, where necessary, management actions related thereto.

• **Regarding Auditing:**

- (a) receive and review external auditors' reports to ensure adequate internal controls and management of resources and, make appropriate recommendations to the Executive Board for consideration and necessary action;
- (b) review with the external auditors on the following and report the same to the Executive Board:
 - i. Audit plan;
 - ii. Audit report;
 - iii. Evaluations of the internal controls system;
 - iv. External auditors' Management Letter and Management's Response thereto;
 - v. Any significant audit findings, reservations, difficulties encountered or material weaknesses reported by the external auditor.
- (c) recommend appointment or re-appointment of external auditor and its audit fees to the Executive Board for approval.

• **Regarding Risk Management:**

- (a) review and recommend a WAPP Risk Management Policy Framework which specifies key policies and strategies thereon, for approval by the Executive Board;



- (b) review together with other Committees, the WAPP Management, Internal Audit and External Audit, existing significant risks and assess the steps that the Management has taken to minimize such risks;
- (c) review reports on compliance with risk management policies and make recommendations where necessary.

- **Regarding Performance Evaluation:**

- (a) prepare and review with the Executive Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the responsibilities or duty requirements;
- (b) perform any other responsibilities that may be delegated to the Committee by the Executive Board from time to time.

6.7 The Human Resources and Governance Committee (HRGC)

The Human Resources and Governance Committee (HRGC) shall be comprised of six (6) members: two (2) representatives shall be from the Executive Board; one of whom shall serve as Chairperson; while the other four (4) representatives shall be nominated by the Secretary General from the WAPP Membership excluding those already represented in the Executive Board.

The Executive Board shall appoint the representatives of the HRGC at the regular meeting of the Executive Board immediately following each General Assembly Session. Each representative of the HRGC shall continue to be a member thereof until the Executive Board appoints his/her successor. Where a vacancy occurs the Executive Board Chairperson shall appoint a member on an interim basis until the next meeting of the Executive Board.

The HRGC shall meet at least three (3) times per calendar year, and additionally as needed, provided that a quorum, as defined in these Articles of Agreement, is present.

The HRGC shall report to the Executive Board following each HHRC meeting with respect to its activities and issue recommendations as it deems necessary.

The HRGC is responsible for ensuring manpower planning, the formulation, review and compliance of Staff Regulations and Code of Conduct, whilst facilitating performance evaluation of Executive Board and WAPP General Secretariat. The HRGC shall advise the latter on overall corporate governance issues and formulate relevant human resource policies.

In addition to any other responsibilities that may be assigned to it on an ad hoc basis by the Executive Board, the responsibilities and tasks of the Human Resources and Governance Committee (HRGC) shall be to:



- **Regarding Human Resources:**

- (a) review the Staff Regulations and Code of Conduct and recommend any changes deemed necessary to the Executive Board for consideration and adoption;
- (b) review and recommend to the WAPP compensation policies and benefits in general. Specifically:
 - ensure that the remuneration offered is performance-based and proportional to responsibilities, in line with market practice;
 - review WAPP's remuneration policy and ensure that the remuneration is aligned with the institution's performance.
- (c) periodically review market data with respect to staff compensation to ensure that it is reasonable and competitive with similar Organisations and make recommendations if any changes to the compensation system are required, for any appropriate corrective measures by the Executive Board;
- (d) periodically review WAPP's safety and health policies and make recommendations to the Executive Board as appropriate.

- **Regarding Governance:**

- (a) develop, maintain and review the development policies of the members of the Executive Board, including the selection, tenure, leadership, structure, composition, and assessment of the Executive Board;
- (b) facilitate the performance assessment process of the WAPP Executive Board and General Secretariat, and prepare performance evaluation reports for submissions to the Executive Board;
- (c) establish a set of quantitative performance criteria to assess the performance of each member of the Executive Board, the entire Board, and the Secretary General;
- (d) review WAPP management and staff compliance with the Code of Conduct and inform the Executive Board of any potential violations;
- (e) prepare and recommend a WAPP Governance Manual;
- (f) assess the committee's performance and report to the Board on its achievements and failures.

6.8 Commercial and Distribution Committee (CDC)

The Commercial & Distribution Committee (CDC) shall comprise eight (8) representatives from power distribution utilities; and four (4) representatives from power transmission/generation utilities and Other Members.

The Executive Board shall appoint the representatives of the CDC at the regular meeting of the Executive Board immediately following each annual General Assembly Session. Each representative of the CDC shall continue to be a member thereof until the Executive Board appoints the successor. Where a vacancy occurs,



the Executive Board Chairman shall appoint a member to fill the vacancy on an interim basis until the next meeting of the Executive Board.

The CDC shall meet at least twice per calendar year, and additionally as needed, provided that a quorum, as defined in these Articles of Agreement, is present. The CDC shall report to the Executive Board following each CDC meeting with respect to its activities, and with such recommendations, as it deems necessary.

The responsibilities of the Commercial & Distribution Committee shall be to:

- a) develop and recommend best practices for distribution network operation and planning, supply standards and commercial activities;
- b) maintain an annual series of historical and forecast peak and annual demand data for the system as a whole, for each utility and by customer sector, based on Greenwich Mean Time (GMT);
- c) respond to activities as requested by the Strategic Planning and Environmental Committee (SPEC) as well as the Executive Board;
- d) monitor the current state and evolution of the electric energy supply industry and proactively recommend commercial practices that meet industry needs and promote commerce;
- e) complete a self-assessment annually to determine how effectively the CDC is meeting its responsibilities; and
- f) perform such other functions as the Executive Board may delegate or direct from time to time.

ARTICLE 7: THE WAPP GENERAL SECRETARIAT

The WAPP General Secretariat is the administrative organ tasked to support the Executive Board in the accomplishment of its duties and the day-to-day management of WAPP. The WAPP General Secretariat shall be in charge of the coordination of a team of independent professionals, permanent core staff of the General Secretariat, responsible for the implementation of day-to-day tasks required to accomplish the mission of WAPP. In this respect, the staff of the WAPP General Secretariat shall perform the secretariat function for all meetings of WAPP Organisational Committees and any Task Forces.

The Secretary General shall assume the role of Secretary at the meetings of the Executive Board and would also facilitate and maintain international cooperation standards with “power pool” Organisations in other parts of the world and liaise with other relevant power sector stakeholders in ECOWAS Member States and throughout Africa.

7.1 Mandate of WAPP General Secretariat

The General Secretariat shall ensure the rights, duties, and obligations of the WAPP Organisation pursuant to the authority granted by the Executive Board.



The staff of the General Secretariat shall execute, upon employment, abide by the Code of Conduct which outlines the requisite operational independence for all WAPP staff members.

The General Secretariat shall be empowered to:

- (a) employ qualified technical and administrative employees;
- (b) engage/rent office space;
- (c) employ outside technical and professional service Organisations;
- (d) execute contracts;
- (e) provide day-to-day administration of the WAPP Information and Coordination Centre (ICC);
- (f) provide day-to-day administration of the Department of Planning, Investment Programming and Environmental Safeguards (PIPES);
- (g) provide day-to-day administration of the Department of Administration and Finance (DAF);
- (h) serve as the representative of the WAPP Organisation before the ECOWAS Regional Electricity Regulatory Authority (ERERA), other regulatory bodies of ECOWAS Member States and in other public forums/fora;
- (i) incur reasonable expenses; and
- (j) make General Secretariat Staff resources available to individual Members on a non-firm, non-priority, first-come-first-serve basis so as not to interfere with current or future needs and priorities established by the WAPP Organisation.

The General Secretariat shall ensure project monitoring and evaluation function and, as necessary, provide appropriate support to Members for such function through an independent contractor possessing the requisite experience and qualifications.

7.2 Autonomy of WAPP General Secretariat

Staff members shall abide by the Code of Conduct upon employment and annually thereafter. The Code of Conduct outlines the requisite operational independence for WAPP employees.

The Secretary General shall assign to each Organisational Committee a staff member, who shall attend all meetings and act as secretary to the working group and any Task Forces of that group. Staff assigned as secretaries of Organisational Committees and Task Forces shall be non-voting.

Minutes shall be kept by the secretary of pertinent discussions, business transacted, decisions reached, and actions taken at each meeting of Organisational Committees or Task Forces. Minutes shall be considered as official documents upon their approval by the Organisational Committee or Task Force concerned.



7.3 WAPP Information and Coordination Center

The WAPP Information and Coordination Center (ICC) is an organ of the WAPP General Secretariat responsible for promoting operational coordination between Transmission Owning/Operating Members through actual day-to-day information exchange between WAPP Operational Coordination Members.

The ICC shall also be responsible, within the framework of the Regional Electricity Market, for carrying out the functions of the System and Market Operator (SMO) in compliance with the rules of the Regional Electricity Market.

7.3.1 Responsibilities

The responsibilities of the Information and Coordination Center shall be to:

- a) collect, analyze and disseminate the information needed considering WAPP's current situation and its future development;
- b) monitor the development of the national electric power sector in ECOWAS Member States with particular focus on national power systems in emergency situations to forewarn them on the risks of performance deficiencies and provide them with corrective measures to the crisis situations;
- c) periodically analyze the economic and technical viability and feasibility of cross-border electricity trading arrangements among Transmission Using Members;
- d) facilitate the development of technical norms and standards for the collection and treatment of useful information for the efficient operation of the national and interconnected electric networks;
- e) support and monitor the technical performances of power utilities.

The ICC, in its capacity as System and Market Operator, shall:

- f) coordinate the schedules of pool interconnectors in collaboration with the national Transmission System Operators (TSOs) and control areas;
- g) monitor load flows and address inadvertent deviations (coordinating control area centers' efforts to maintain flows);
- h) carry out settlement activities (even if clearing is settled in kind);
- i) carry out operational planning of the interconnectors;
- j) allocate transmission capacity to contracts;
- k) administer contracts;
- l) manage disputes at operational level (first resort for solving operational disputes);
- m) administer meter readings;
- n) administer commercial databases.

In addition, the ICC as System Market Operator (SMO), in close collaboration with the respective control area operators and national TSOs, shall:

- o) provide operational planning of interconnectors;
- p) coordinate the use of interconnectors;
- q) monitor flows in interconnectors and collaborate with control areas to maintain the scheduled flows;
- r) allocate the transmission capacity in interconnectors in case of more requirements than available capacity.

7.3.2 Publications and Data Bases

The WAPP Information and Coordination Center shall publish and distribute printed reports as necessary to fulfill the mission of the WAPP Organisation. The ICC shall also develop and maintain electronic databases of relevant technical information as approved by the Executive Board.

The release of information in databases containing Member-specific technical data considered proprietary in nature shall be governed by the “Code of Conduct” and administered by the ICC Staff. In the event Member specific non-proprietary technical data is being distributed, the WAPP Information and Coordination Center shall provide written notice of the specific data submitted, to whom it is being submitted and the purpose of such submittal to the respective Member at the same time the data is provided to the requesting party.

Publications and technical data shall be made available at no charge to Members, statutory institutions of ECOWAS Member States and the ECOWAS Commission. Other parties requesting publications or technical data of the WAPP Organisation will be charged an amount equivalent to production, handling and delivery costs.

7.4 Planning, Investment Programming and Environmental Safeguards Department

The WAPP Planning, Investment Programming and Environmental Safeguards (PIPES) Department is an organ of the WAPP General Secretariat responsible for facilitating the timely anticipation, development and realization of projects to permit the unhindered development of WAPP.

7.4.1 Responsibilities

The responsibilities of the Planning, Investment Programming and Environmental Safeguards Department are to:

- a) coordinate information gathering from Members, regulatory bodies, investors, financial institutions and legislative bodies on power industry trends, forecasts and directions;



- b) assess the strengths, weaknesses, opportunities and threats (SWOT) of the WAPP Organisation in relation to the industry environment and neighboring entities.
- c) assess the industry environment in which the WAPP Organisation is functioning;
- d) implement strategies recommended by the Strategic Planning and Environmental Committee (SPEC) to achieve the mission, goals, objectives and responsibilities of the WAPP Organisation and periodically review the internal processes of WAPP to align them to the adopted strategies;
- e) work with other Departments of WAPP in developing related action plans, schedules and budgets;
- f) complete a self-assessment annually to determine how effectively the Department is meeting its responsibilities; and
- g) perform such other functions as the Secretary General may delegate or direct from time to time.

7.5 Department of Administration and Finance

The Department of Administration and Finance (DAF) is an organ of the WAPP General Secretariat responsible for organizing and supervising all of WAPP's activities pertaining to human resources, administration, internal finance, budgeting, accounting, and procurement.

7.5.1. Responsibilities

The responsibilities of the Department of Administration and Finance are to:

- a) assist the Secretary General in establishing, implementing and periodically evaluating/updating Administration, Finance and Human Resources related policies, procedures, and all programs and systems; recommend changes to the Secretary General;
- b) prepare, recommend and monitor the implementation of WAPP's annual budget;
- c) manage WAPP's banking, supplier, and other stakeholders' relationship and liaise with funding agencies to facilitate disbursements of approved funds for WAPP's investment projects and programs;
- d) prepare WAPP Financial Statements, carry out associated analysis and report on the WAPP's financial performance and operations to the Secretary General;
- e) establish and ensure financial records and reporting systems are in accordance with generally accepted auditing standards and accounting policies, with appropriate internal controls;
- f) plan and supervise the activities of WAPP's human resources function, including employment conditions, staff relations, performance management, training, promotion, benefits, etc.;

- g) oversee internal reporting and performance management of the WAPP General Secretariat;
- h) plan and supervise activities related to WAPP assets, rental of property and equipment, and insurance;
- i) prepare a procurement plan and facilitate the timely procurement of materials requirement for WAPP operations;
- j) participate in the development and implementation of the WAPP long-term plans and strategies;
- k) work with other Departments of WAPP to develop action plans, work schedules and budgets;
- l) perform such other functions as the Secretary General may delegate or direct from time to time.

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CHAPTER III: MEMBERSHIP QUALIFICATIONS, REMOVAL AND RE-INSTATEMENT

ARTICLE 8: MEMBERSHIP

8.1: WAPP Members

8.1.1 Membership Qualifications

The quality of WAPP Membership is obtained after an effective membership.

The membership in WAPP Organisation is voluntary and is open to any entity, public or private, which:

- (a) owns/operates generation facilities with a capacity of at least 20MW or more, and/or which distributes and retails electricity (the “Transmission Using Members”); and/or
- (b) owns/operates “the major transmission facilities in the region”, if such facilities are physically interconnected and have an impact on the coordination of the operating system in the West African Region (“the Transmission Owning/Operating Members”); and/or
- (c) has an interest in the electricity sector in the West African Region but does not fit the definition of either the “Transmission Using Members” or “Transmission Owning/Operating Members”.

8.1.2 Membership Procedures

Membership shall be obtained upon meeting the following requirements:

- (a) meet the membership qualifications in these Articles of Agreement;
- (b) provide an application for membership to the Secretary General; and
- (c) execute the WAPP Articles of Agreement.

The Secretary General shall review applications and recommend those meeting membership qualifications to the Executive Board for recommendation to the General Assembly.

In conducting the review of applications, the Secretary General shall take into account the following points:

- (a) the verification of the legal status of the applicant company under the laws of the country of residence/establishment;
- (b) the verification of the assets base and presence of employees of the applicant company;



- (c) the verification of the operational and technical capacity of the applicant company;
- (d) the formal commitment of the applicant company to pay its contributions in a timely and regular basis;
- (e) the opinion or recommendation possibly of a Member from the same country as the applicant company;
- (f) the conduct, if need be, of a mission of the General Secretariat in the country of the applicant company to form an opinion on its candidacy.

The Executive Board shall review any dispute arising as to the qualifications or the membership procedures relating to the applicant company.

Membership shall commence at the beginning of the next calendar month following complete satisfaction of these requirements.

8.2: WAPP Member Observer

8.2.1 Membership Qualifications

The quality of WAPP Observer Member is obtained after an effective membership.

The membership in WAPP Organisation is voluntary and is open to any entity, public or private which has an interest in the electricity sector in Africa.

8.2.2 Membership Procedures

Membership shall be obtained upon meeting the following requirements:

- (a) meet the membership qualification in these Articles of Agreement;
- (b) provide an application for membership to the Secretary General; and
- (c) execute the WAPP Articles of Agreement.

The Secretary General shall review applications and recommend those meeting membership qualification to the Executive Board for recommendation to the General Assembly.

In conducting the review of applications, the Secretary General shall take into account the following points:

- (a) the verification of the legal status of the applicant company under the laws of the country of residence or establishment;



- (b) the verification of the assets base and presence of employees of the applicant company;
- (c) the verification of the operational and technical capacity of the applicant company;
- (d) the formal commitment of the applicant company to pay its contributions in a timely and regular basis;
- (e) the opinion or recommendation possibly of a Member from the same country as the applicant company;
- (f) the conduct, if need be, of a mission of the General Secretariat in the country of the applicant company to form an opinion on its candidacy.

The Executive Board shall review any dispute arising as to the qualifications or the membership procedures relating to the applicant company.

Membership shall commence at the beginning of the next calendar month following complete satisfaction of these requirements.

8.2.3 Rights and Obligations

Regarding rights and obligations, the Observer Member participates in the General Assembly activities, but without voting rights. He is a member of the Engineering and Operating Committee (EOC), and is required to contribute a minimum of 50% of the amount of the least paying Member.

ARTICLE 9: REMOVAL AND RE-INSTATEMENT

9.1 Removal

The Executive Board may recommend to the General Assembly the removal of any Member, in accordance with the provisions of these Articles of Agreement. The Secretary General shall promptly give written notice of removal to the Member concerned and to all other WAPP Members.

The grounds for removal are:

- a) Non-compliance with the Membership Qualifications set out in Article 8.1 of these Articles of Agreement;
- b) failure to meet its financial obligations;
- c) Non-compliance with the provisions of these Articles of Agreement;
- d) in any event the Executive Board deems that a Member can no longer serve as Member of WAPP for legitimate and objectively verifiable reasons.

9.2 Re-instatement

Any former Member seeking to rejoin the WAPP Organisation shall apply to the Executive Board for reinstatement and shall:



- a) provide evidence that it has fully paid any accrued financial obligation to the WAPP Organisation;
- b) provide evidence that it has remedied the causes of its removal;
- c) establish that it shall henceforth comply with the provisions of these Articles of Agreement.

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CHAPTER IV: FINANCIAL PROVISIONS

ARTICLE 10: ACCOUNTING YEAR

The Accounting Year shall coincide with the calendar year.

ARTICLE 11: OPERATING BUDGET

The relevant Staff in conjunction with the Finance Committee (FC) shall prepare the annual budget of WAPP for each fiscal year and an estimate budget for the next two years. The proposed budget shall be submitted to the Executive Board not less than two weeks prior to the meeting at which the budget is to be considered for approval. Once approved by the Executive Board, the budget shall constitute the instrument authorizing required by the Officers for expenditures for the ensuing year.

Modifications to the budget during the fiscal year must be recommended to the Executive Board by the FC.

The Secretary General shall have the authority to approve unbudgeted expenditures of up to US\$25,000 individually or in the aggregate per fiscal year. Unbudgeted expenditures in excess of US\$25,000 but less than \$100,000 may be expended solely upon the approval of the FC. Unbudgeted expenditures in excess of US\$100,000 require prior approval of the Executive Board.

ARTICLE 12: ANNUALLY ASSESSMENTS

All Members shall be subject to an annually assessment to recover costs associated with the performance of the functions of the WAPP Organisation as determined by the Executive Board. The annually assessment will be charged to Members per the assessment formula outlined below:

$$A = [0.25(1/N) + 0.75(B/C)] X$$

Where: A = Member's share of WAPP assessment

N = Total number of Members

B = Energy sold by the Member two years –prior to the year of assessment

C = Total of factor B for all Members

X = Annually Costs

For Other Members, each shall be given a factor B equal to that of the Member with the lowest share.

Each Member shall deposit its assessment with WAPP General Secretariat's account no later than thirty (30) days after receipt of such notification.

ARTICLE 13: AUTHORIZING OFFICER

The Secretary General shall serve as the Expenditure Authorizing Officer of the WAPP Organisation. The Secretary General shall keep an up-to date record of receipts and disbursements and provide reports to the Executive Board and the Finance Committee (FC).

ARTICLE 14: AUDIT

The Executive Board shall annually engage an independent certified public accounting firm to perform an annual audit of WAPP Financial Statements and prepare a report on the financial situation of the WAPP Organisation. Upon completion, the Finance Committee (FC) shall present the audit report to the Executive Board for adoption.

ARTICLE 15: FINANCIAL OBLIGATION OF WITHDRAWING MEMBERS

15.1 Existing Obligations

“Existing Obligations” are defined as follows:

- (a) Member’s unpaid dues, yearly assessments, and other amounts charged under these Articles of Agreement, including the Member’s share of WAPP costs that are customarily included in such dues, assessments or other charges, but which as of the date of removal had not been included.
- (b) Member’s share (computed in accordance with the WAPP Financial Regulations) of the entire principal amounts of all outstanding Financial obligations of the WAPP Organisation as of the date removal. “Financial obligations” are all long-term financial obligations of the WAPP Organisation (exceeding six (6) months), including but not limited to the following:
 - i. liabilities of all forms comprising loans, loan agreements, borrowings, promissory notes, bonds, and credit lines, including principal and interest;
 - ii. all payment obligations under equipment leases, financing leases, capital leases, real estate and office space leases, consulting contracts, and contracts for outsourced services;
 - iii. any unfunded liabilities of WAPP staff pension funds, whether or not liquidated or due; and
 - iv. the general and administrative overhead of the WAPP Organisation for a period of one (1) year.
- (c) Any costs, expenses or liabilities incurred by the WAPP Organisation directly due to the removal, regardless of when



incurred or payable, including without limitation prepayment premiums or penalties arising under financial obligations of the WAPP Organisation.

- (d) Member's share (computed in accordance with the WAPP Financial Regulations) of all interest that will become due for payment with respect to all interest-bearing financial obligations after the removal date and until the maturity of all financial obligations in accordance with their respective terms ("future interest"). In the event that a financial obligation carries a variable interest rate, the interest rate in effect at the removal date shall be used to calculate the applicable future interest. In determining the Member's share of future interest, the WAPP Organisation shall take into account any reduction of financial obligations due to mitigation under this Chapter.

15.2 Computation of a Member's Existing Obligations

For the purpose of computing the existing obligations of any withdrawing or removed Member in accordance with the Articles of Agreement, the following formula shall be applied:

$$A = 100 [0.25(1/N) + 0.75(B/C)]$$

Where: A = Member's share (expressed as a percentage)

N = Total number of Members

B = Energy sold by the Member two years –prior to the year of assessment

C = Total of factor B for all Members

For Other Members, each will be given a factor B equal to that of the Member with the lowest share.

The Finance Committee (FC) shall have the discretion to reduce the existing obligations of any withdrawing or excluded Member, to reflect any WAPP costs or expenses that may be mitigated in connection with such Member's withdrawal or exclusion.

CHAPTER V: DISPUTE RESOLUTION

These procedures are established for the equitable, efficient and expeditious resolution of disputes. These procedures are intended to facilitate dispute resolution, notably:

- between two or more WAPP Members,
- between WAPP Members and consenting non-Members, or
- between the WAPP Organisation and any Member(s) or consenting non-Member(s).

The WAPP Organisation and its Members are strongly encouraged to abide by these procedures for the resolution of their disputes prior to any arbitration or other dispute resolution procedures.

The administrative involvement of the WAPP Organisation in these procedures is to coordinate the assembly of a non-biased and independent dispute resolution panel and facilitate meeting coordination and facilities. If the WAPP Organisation is a party to the dispute, its administrative duties shall be turned over to an independent facilitator mutually selected by the disputing parties.

These procedures do not apply to disputes that are covered by the dispute resolution procedures of any specific commercial agreement between Members.

ARTICLE 16: INITIATIVE OF THE PROCEDURE

Any Member may trigger off these dispute resolution procedures by making a request in writing to the WAPP Secretary General. The Secretary General will forward copies of this request to the Executive Board. This written request must contain the authorized signatures of all parties to the dispute. The request must contain:

- (a) a statement of the issues in dispute;
- (b) the positions of each of the parties relating to each of the issues;
- (c) the specific dispute resolution procedure desired; and
- (d) any modifications agreed-upon or specific additions to the proceedings described in these Articles of Agreement by which the dispute may be resolved.

ARTICLE 17: DISPUTE RESOLUTION PANEL

The WAPP Secretary General shall immediately provide to each party to the dispute a list of candidates to be used in forming a three-person dispute resolution panel. This list shall be maintained by the WAPP General Secretariat and can be added to at any time by any Member. This list shall contain at least seven (7) persons meeting the requirements established by the Executive Board.

The Secretary General shall then call a telephone conference meeting or any other means that is adjudged appropriate. During such meeting, each party shall take turns

to strike out names from the list until those remaining constitute the dispute resolution panel. This panel shall select a chairperson from its membership. Should any candidate decline to serve or resign from a current appointment for any reason, the candidate whose name was last struck from the list shall automatically be contacted to serve.

The Secretary General shall assign a staff representative to assist the panel as secretary. The Secretary General shall administer the panel selection process to ensure its completion within one week from receipt of the request.

ARTICLE 18: DISPUTE RESOLUTION PROCEDURES

The types of proceedings available for the resolution of disputes are:

- (a) **An advisory proceeding** to assist each party through negotiations and advice, on a separate and individual basis without active participation in the joint discussions and negotiations, to resolve the dispute informally by mutual agreement;
- (b) **A mediation proceeding** to assist the parties through active participation in the joint discussions and negotiations (including specific recommendations of the issues in dispute) through which the parties indirectly attempt to resolve the dispute informally by mutual agreement;
- (c) **A non-binding dispute resolution proceeding** to hear formal evidence on factual matters related to the issues submitted, make written findings and conclusions of fact, and issue specific written recommendations for resolution of each issue in dispute;
- (d) **A binding dispute resolution proceeding** to hear formal evidence on factual matters related to the issues submitted; make written findings and conclusions of fact; and issue directives and awards for resolution of each issue in dispute.

The panel chairperson shall determine meeting arrangements and format necessary to efficiently expedite the resolution of the dispute. The General Secretariat' Staff shall notify the parties of these details. Each party to the dispute must have at least one representative present at all related meetings; such representative shall have full authority to take any decision related to the settlement of the dispute.

Upon conclusion of this process, the panel chairperson shall notify the Secretary General of its outcome. After consultation with the parties to the dispute and the panel chairperson to determine the completion of the process as described herein, and/or as modified by the parties, the Secretary General shall discharge the panel, and notify the results to the Executive Board.

The parties to the dispute agree to complete the process within 90 days from selection of the panel. The secretary from the General Secretariat staff shall maintain minutes of the panel meetings, which shall become part of the historical records of the WAPP Organisation.



ARTICLE 19: DISPUTE RESOLUTION EXPENSES

The parties to the dispute shall share equally all reasonable charges for the meeting premises, administrative costs, and related travel expenses of panel members. The parties to the dispute shall also share equally all reasonable compensation for time and service of panel members and related incremental expenses of the Staff secretary.

The Secretary General shall determine reasonableness of time and service costs for panel members prior to process implementation. The staff secretary shall account for these expenses. Each party to the dispute shall be responsible for their respective associated expenses.

ARTICLE 20: WAIVER OF LIABILITY

The parties to any dispute which is the subject of these dispute resolution procedures shall hold harmless the WAPP Organisation, its Members, Organisational Committees and each of their executive officers, staff, employees, agents or other representatives, and the panel members from any liabilities, claims, or damages resulting from any agreement or lack of agreement as a result of the dispute resolution proceedings. The foregoing right to hold harmless shall not be extended to the parties to any given dispute or to their executive officers, staff, employees, agents or other representatives.



CHAPTER VI: MISCELLANEOUS PROVISIONS

ARTICLE 21: LIABILITY, INSURANCE AND INDEMNIFICATION

For purposes of this Section, “WAPP Organisation” refers to the WAPP Organisation and its Executive Board, General Secretariat, executive officers, staff, employees or agents, and “Member” refers to the Members of the WAPP Organisation as defined in these Articles of Agreement. None of the provisions of this Section, including the waiver of liability in Section 22.1 below, absolving the WAPP Organisation or its Members, Executive Board, executive officers, staff, employees, agents or other representatives of liability or any provisions for insurance or indemnification shall apply to actions which are unlawful, undertaken in bad faith, or are the result of gross negligence or willful misconduct.

21.1 Waiver of Liability

- (a) WAPP Organisation shall not be liable to any Member for damages arising out of or related to any directive, order, procedure, action, or requirement of the WAPP Organisation, under these effective Articles of Agreement and WAPP Code of Conduct.
- (b) No Member shall be liable to any other Member or to the WAPP Organisation for damages arising out of or related to any action by the Member pursuant to any directive, order, procedure, action or requirement of the WAPP Organisation, under these effective Articles of Agreement and WAPP Code of Conduct.
- (c) Each Member waives any future claim it might have against the WAPP Organisation or other Members arising out of or resulting from any directive, order, procedure, action or requirement of the WAPP Organisation, under these effective Articles of Agreement and WAPP Code of Conduct.
- (d) The WAPP Organisation waives any future claim it might have against any Member arising out of or resulting from any actions taken by a Member pursuant to any directive, order, procedure, action or requirement of the WAPP Organisation, under these effective Articles of Agreement and WAPP Code of Conduct.

21.2 Insurance

The Secretary General is authorized to procure insurance to protect the WAPP Organisation, its Governance Structures, its Executive Board, executive officers, staff, employees, agents or other representatives against damages suffered by a third party arising out of or related to any directive, order, procedure, action or requirement of the WAPP Organisation, under these effective Articles of Agreement and WAPP Code of Conduct.



21.3 Indemnification of Members of the Executive Board, Executive Officers, Staff, Agents and Employees

Except for actions which are unlawful, undertaken in bad faith, or are the result of gross negligence or willful misconduct, the WAPP Organisation shall indemnify its Executive Board, executive officers, staff, employees, agents or other representatives to the maximum extent allowed by law consistent with the provisions of these Articles of Agreement.

Each member of the Executive Board, executive officer, staff, employee, agent or other representative of the WAPP Organisation shall be indemnified by the WAPP Organisation against all settlements, penalties, fines, and reasonable expenses. These reasonable expenses include, among others, legal fees, incurred as a result of, or in connection with, any threatened, pending or completed civil, criminal, administrative, or investigative proceedings to which the incumbent may be made a party by reason of acting or having acted in official capacity as a member of the Executive Board, executive officer, staff, employee, agent or representative of the WAPP Organisation, or in any other capacity which the incumbent may hold at the request of the WAPP Organisation, as its representative in any other Organisation. The indemnification is subject to the following conditions:

- (a) Such executive officer, staff, employee, agent or other representative must have acted in good faith and, in the case of criminal proceedings, have had no reasonable cause to believe that conduct was unlawful; provided, that the WAPP Organisation shall not provide indemnification of any conduct judged unlawful in criminal proceedings. When acting in official capacity, the incumbent must have reasonably believed that conduct was in the best interests of the WAPP Organisation, and, when acting in any other capacity, must have reasonably believed that conduct was at least not opposed to the best interests of the WAPP Organisation.
- (b) If the proceeding was brought by or on behalf of the WAPP Organisation, however, indemnification shall be made only with respect to reasonable expenses referenced in the paragraph (a) above. No indemnification of any kind shall be made in any such proceeding in which the member of the Executive Board, executive officer, staff, employee, agent or other representative shall have been adjudged liable to the WAPP Organisation.
- (c) In no event, however, will indemnification be made with respect to any proceeding described above which charges or alleges improper personal benefit to a person concerned (member of the Executive Board, executive officer, staff, employee, agent or other representative) and where liability is imposed on the basis of the receipt of such improper personal benefit.
- (d) In order for any person concerned (member of the Executive Board, executive officer, staff, employee, agent or other representative) to receive indemnification under this provision, the person shall rigorously assert and pursue any and all defenses to those claims, charges, or proceedings covered herein which are reasonable and legally available and shall fully cooperate with the WAPP Organisation or any attorneys involved in his/her defense.



- (e) No indemnification shall be made in any specific instance until it has been determined by the WAPP Organisation that indemnification is permissible in that specific case, under the standards set forth herein and that any expenses claimed or to be incurred are reasonable. These two (2) determinations shall be made by a majority vote of at least a quorum of the Executive Board consisting solely of members of the Executive Board who were not party to the proceeding for which indemnification or reimbursement of expenses is claimed. If such a quorum cannot be obtained, a majority of at least a quorum of the full Executive Board, including members of the Executive Board who are parties to said proceeding, shall designate a special legal counsel who shall make said determinations on behalf of the WAPP Organisation.
- (f) Any reasonable expenses, as shall be determined above, that have been incurred by any person concerned (member of the Executive Board, executive officer, staff, employee, agent or other representative) who has been made a party to a proceeding as defined herein, may be paid or reimbursed in advance upon a simple majority vote of a quorum of the full Executive Board, including those who may be a party to the same proceeding. However, such concerned person shall have provided the WAPP Organisation with (i) a written affirmation under oath that the incumbent, in good faith, believes the conditions of indemnification herein have been met; and (ii) a written undertaking that the incumbent shall repay any amounts advanced, with interest accumulated, calculated at a reasonable rate, if it is ultimately determined that such conditions are not met.

21.4 Limitations

The provisions of this Section are subject to applicable laws of ECOWAS Member States and the provisions of the ECOWAS Energy Protocol, if any, which limit the ability of a Member to waive liability or enter into agreements of indemnity. Any benefits under this Section shall not extend to any Member so limited by applicable laws of an ECOWAS Member State or the ECOWAS Energy Protocol in complying with the provisions thereof.

ARTICLE 22: RELATIONS WITH REGULATORY AUTHORITIES

Any regulatory agency having utility rates or services jurisdiction over a Member may participate fully in all activities of the WAPP Organisation, including participation at the sessions of the General Assembly. These representatives shall have all the same rights as Members except the right to vote. Participation includes the designation of representatives by each of the regulatory jurisdictions to participate in any meeting of the Members Advisory Committee.

22.1 Retention of Member States' Regulatory Jurisdiction

Nothing in the establishment or operation of WAPP Organisation under the auspices of the ECOWAS Energy Protocol is in any way intended to limit existing regulatory jurisdiction and authority of the regulatory bodies of ECOWAS Member States or the ECOWAS Regional Electricity Regulatory Authority established pursuant to

the Supplementary Act A/SA.2/01/08 of the Authority of Heads of State and Government of ECOWAS. The regulatory bodies of each ECOWAS Member State expressly reserve the right to exercise all lawful means available to protect their existing jurisdiction and authority.

22.2 Relations with Other Regulatory Jurisdictions

Nothing in the establishment or functioning of the WAPP Organisation under the auspices of the ECOWAS Energy Protocol is in any way intended to limit the jurisdiction or authority of any other regulatory body.



CHAPTER VII: FINAL PROVISIONS

ARTICLE 23: AMENDMENTS TO THE ARTICLES OF AGREEMENT

These Articles of Agreement may not be modified except by the General Assembly only upon thirty (30) days written notice to the Membership of the proposed modifications.

Approval of amendments to these Articles of Agreement by the General Assembly must be by two-thirds (2/3) majority vote of the Members present and voting. Two-thirds (2/3) of the General Assembly shall constitute a quorum, unless a lesser number adjourns the meeting to a later time.

ARTICLE 24: STATUTE

The WAPP Organisation is created within the framework of the provisions in the revised ECOWAS Treaty as an International Public Organisation and shall benefit from all the diplomatic privileges and immunities in the performance of its functions within the territory of ECOWAS Member States.

The Member States collectively confer international legal personality to WAPP.

The WAPP will possess in each Member State:

- the necessary legal capacity to perform its functions under these Articles of Agreement;
- the capacity to conclude contracts and acquire tangible and intangible assets, and to use and dispose of them;

In the exercise of its legal personality defined in these Articles of Agreement, the WAPP shall be represented by the Secretary General.

The Secretary General shall undertake the necessary formalities to ensure recognition of the WAPP legal statute in all the Member States.

ARTICLE 25: EFFECTIVE DATE AND TRANSITIONAL PROVISIONS

25.1 Effective Date

These Articles of Agreement shall become effective upon adoption by the Authority of Heads of State and Government of ECOWAS.

These Articles of Agreement hereby cancel and supersede WAPP Inter-Utility Agreement dated March 2001, provided that these Articles of Agreement do not relieve any Member from any previous financial obligation incurred.



25.2 Transitional Provisions

During the transitional period, which period commences from the date of coming into force of these Articles of Agreement until the appointment of a Secretary General, the ECOWAS Executive Secretariat shall second one of its permanent staff members to serve on a full-time basis as Interim Secretary General for the WAPP Organisation.

The Staff and Financial Rules and Regulations of the ECOWAS Executive Secretariat shall govern the WAPP structures during the transitional period.

In order to reduce the cost of implementation of WAPP structures, the ECOWAS Energy Observatory Headquarters currently based in Cotonou (Benin) will serve as the provisional Headquarters of the WAPP General Secretariat and its Information and Coordination Centre.

The financial resources of the WAPP General Secretariat will be put into a WAPP account to be opened in the host country and in WAPP's name.

A Headquarters Agreement will be signed between WAPP and the Republic of Benin.

During the period of establishment of its structures, WAPP will be funded by:

- contributions from the Utilities;
- contributions from the ECOWAS Executive Secretariat;
- contributions from WAPP donors; and
- any other resources including legacies and donations.

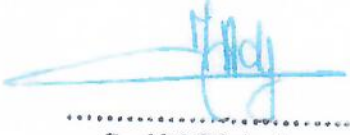
Binding obligations entered into by WAPP Executive Officers or the Executive Board under these Articles of Agreement are hereby assumed, and confirmed, as obligations of the WAPP Organisation.

***SIGNATURE PAGES OF WAPP
MEMBER UTILITIES***

Handwritten initials in blue ink, possibly "Kak" and "NS".

Done in good faith on this 6th day of July 2006 by .

La Directrice Générale



.....
Société Béninoise
d'Energie Electrique
(SBEE)

Le Directeur Général



.....
Société Nationale
d'Electricité du Burkina
(SONABEL)

Le Directeur Général



.....
Société d'Opération
Ivoirienne d'Electricité
(SOPIE)

Le Directeur Général



..... 18/02/2013
Compagnie
Ivoirienne d'Electricité
(CIE)

Le Directeur Général

.....
AZITO - ENERGIE
Côte d'Ivoire

Le Directeur Général


.....
CIPREL
Côte d'Ivoire

Le Directeur Général



.....
Société de Gestion du Patrimoine
du Secteur de l'Electricité
(SOGPE)

The Managing Director



.....
Electricity Company Limited
(NAWEC)



The Managing Director



Electricity Company
of Ghana
(ECG)

The Chief Executive



Volta River Authority
(VRA)

Le Directeur Général

Electricité de Guinée
(EDG)

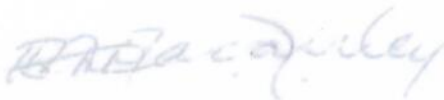
P.O. 

Le Directeur Général

Empresa Publica de Electricidade
e Agua de Guine-Bissau
(EAGB)



The Managing Director



Liberia Electricity
Corporation
(LEC)

Le Directeur Général *Adigun*

Energie du Mali-SA
(EDM)



Le Directeur Général

Société Nigérienne d'Electricité
(NIGELEC)


N.D. 04 mai 2010 

The Managing Director

Power Holding Company
Of Nigeria
(PHCN)



The Chief Operating Officer

Le Directeur Général

.....
Transmission Company
of Nigeria
(TCN)

.....
Société Nationale
d'Electricité du Sénégal
(SENELEC)

The General Manager

Le Directeur Général

.....
National Power
Authority
(NPA)

.....
Compagnie Energie
Electrique de Togo
(CEET)

Le Directeur Général

Le Directeur Général

.....
Communauté Électrique
du Bénin
(CEB)

.....
Société de Gestion
de l'Energie de Manantali
(SOGEM)

Kal

Done in good faith on this 2nd day of March 2009 by:

The Chief Executive



.....
Ghana Grid Company Limited
(GRIDCo)



Done in good faith on this 9th day of August 2011 by:

Le Directeur Général



.....
ContourGlobal S.A.



Done in good faith on this 2nd day of November 2012 by:

The Chief Executive Officer



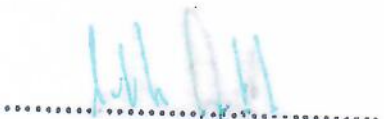
.....
CENI Energy Limited

The Managing Director



.....
GTG Energy Limited

The Managing Director



.....
GTS Engineering Services



Done in good faith on this 22nd day of May 2015 by:

The Managing Director / CEO



.....
Mainstream Energy Solutions Limited



Done in good faith on this 25th day of November 2015 by

The Managing Director/CEO

21/11/15
Nigerian Bulk Electricity Trading (NBET) PLC

The Managing Director



Northern Electricity Distribution Company (NEDCo) Ltd

PP The Regional Coordinator - West Africa



KARPOWERSHIP Ghana Company Limited (KGCL)

Handwritten initials/signatures at the bottom left corner

Done in good faith on this 3rd day of November 2017 by

The Chairman,

.....*Zioha L.*.....
Sunon Asogli Power (Ghana) Limited.

Hol *ni*

Done in good faith on this 9th day of November 2018 by:

The Country Manager


Murat Kartus

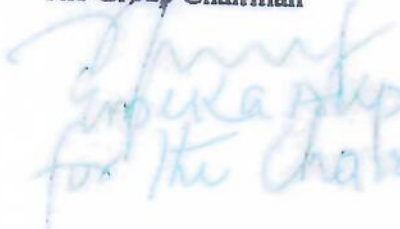
.....
AKSA Energy Company Ghana Limited

The Executive Vice-Chairman/CEO


Murat Kartus

.....
Executive Vice Chairman/CEO
.....
North South Power Company Limited

The Group Chairman


Empika Suparasa
for the Chairman

.....
Pacific Energy Company Limited

The Managing Director



YASHWANT KUMAR

.....
Paras Energy & Natural Resources
Development Limited

The Chairman


CHIRUK DHANU
for CHAIRMAN

.....
Sahara Power Group Limited



Done in good faith on this 8th day of November 2019 by:

The Chief Executive Officer

Le Directeur Adjoint des Ventes,
Afrique de l'Ouest et du Centre

A handwritten signature in black ink, consisting of a small 'f.' followed by a stylized, cursive signature, positioned above a dotted line.
SAPELE Power PLC (SPP)

A handwritten signature in black ink, appearing to be 'Laminou', positioned above a dotted line.
APR Energy LLC

The Managing Director/
Chief Executive Officer

The Chief Executive Officer

A handwritten signature in black ink, consisting of a cursive signature with a horizontal line through it, positioned above a dotted line.
Transcorp Power Limited

A handwritten signature in black ink, consisting of a cursive signature, positioned above a dotted line.
Cummins Power Generation (Nigeria) Limited

A handwritten signature in blue ink, located in the bottom left corner of the page.

A handwritten signature in blue ink, located in the bottom center of the page.