



AUGUST 5, 2025



DRAFT AUTHORITY DECISION TO ESTABLISH THE COMESA AGENCY CODEDSA

THE LATEST PUBLIC PRIVATE PARTNERSHIP ENTITY FOR COMESA

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Draft Authority Decision to Establish the COMESA Digitalisation, Education, and Social Agency (CODESA)

Decision No. [XXXX] of the COMESA Authority

Date: [To be inserted]

1. Preamble and Legal Basis

Recognizing the objectives of the Treaty Establishing the Common Market for Eastern and Southern Africa (COMESA), particularly Articles 3 and 4, which empower the Authority to take binding decisions and establish institutions to advance regional integration, economic development, and cooperation in science, technology, and education;

Recalling the precedent set by the establishment of the Alliance for Commodity Trade in Eastern and Southern Africa (ACTESA) on 9 June 2009 as a specialized unit under COMESA;

Acknowledging the persistent structural challenges in digital infrastructure, educational access, and social equity across COMESA member states, and the need for a dedicated institutional mechanism to address these challenges in a coordinated, scalable, and inclusive manner;

Affirming the principle of budget neutrality and the importance of leveraging public-private partnerships to mobilize external resources and technical expertise;

2. Establishment and Mandate of CODESA

Hereby establishes the **COMESA Digitalisation, Education, and Social Agency (CODESA)** as a specialized unit under COMESA, with distinct legal personality and operational autonomy, co-owned and co-governed by COMESA and the European Social Label (EUSL) under a Public-Private Partnership (PPP) framework.

Mandates CODESA to:

- Design and implement regional programs in digitalisation, inclusive education, and social equity;
- Coordinate with COMESA member states, organs, and institutions to ensure alignment with regional strategies;
- Mobilize external funding and technical partnerships without imposing fiscal obligations on COMESA;
- Report periodically to the Council of Ministers and the Secretariat on progress, compliance, and impact.

3. Relationship to COMESA Organs and Institutions

Directs that CODESA shall operate in coordination with the COMESA Secretariat and relevant technical divisions, while maintaining operational independence under its Charter and Host Country Agreement.

Affirms that CODESA shall not duplicate or override existing mandates of COMESA institutions, and shall enter into formal cooperation agreements to ensure complementarity and strategic coherence.

4. Direction to Council and Secretariat

Requests the **Council of Ministers** to:



- Review and recommend the CODESA Charter for approval;
- Endorse the Host Country Agreement with the designated member state;
- Oversee the operationalization of CODESA through the Secretariat, including legal registration, staffing, and program initiation.

Directs the **COMESA Secretariat** to:

- Facilitate the legal and institutional arrangements necessary for CODESA's establishment;
- Coordinate with EUSL and the host country on implementation logistics;
- Ensure that CODESA's operations are consistent with COMESA's legal and strategic frameworks.

5. Funding and Budget Neutrality Clause

Confirms that CODESA shall be funded entirely through external sources, including bilateral donors, development finance institutions, and private sector co-financing, and that **no financial obligations shall be imposed on COMESA** under this decision.

Requires that all fiduciary arrangements be governed by a jointly administered Development Fund, subject to independent audits and GSIA compliance protocols.

6. Entry into Force and Transitional Arrangements

This Decision shall enter into force upon its adoption by the Authority and shall remain in effect until amended, suspended, or revoked by subsequent decision.

Authorizes the Council of Ministers and the Secretariat to take all necessary transitional measures to operationalize CODESA within twelve months of this Decision.

Draft Council of Ministers Decision Recommending the Establishment of CODESA and Approving the Charter

Decision No. [XXXX] of the COMESA Council of Ministers

Date: [To be inserted]

1. Background and Rationale

The Council of Ministers, acting in accordance with its mandate under the Treaty Establishing the Common Market for Eastern and Southern Africa (COMESA), and in recognition of the persistent structural challenges affecting digital infrastructure, educational access, and social equity across the region, has reviewed the proposal to establish a specialized institutional mechanism to address these deficits in a coordinated and sustainable manner.

The Council acknowledges the precedent set by the establishment of ACTESA in 2009 and other specialized COMESA institutions, which have demonstrated the value of targeted agencies operating under formal legal instruments and with distinct operational mandates. In this context, the Council has considered the proposal submitted by the European Social Label (EUSL), in partnership with Creativa Center, to establish the **COMESA Digitalisation, Education, and Social Agency (CODESA)** as a co-owned Public-Private Partnership Entity (PPP), operating under a Charter and Host Country Agreement.

2. Legal Findings and Recommendation to the Authority

Having reviewed the legal basis for institutional establishment under the COMESA Treaty, and having examined the draft Charter submitted for consideration, the Council finds that the proposed structure of CODESA is consistent with COMESA's legal framework, respects the principle of budget neutrality, and offers a viable mechanism for advancing regional integration and development objectives.

Accordingly, the Council **recommends to the Authority** the formal establishment of CODESA as a specialized unit under COMESA, with legal personality and operational autonomy, co-governed by COMESA and EUSL under a PPP framework.

3. Approval of the CODESA Charter (Annex I)

The Council hereby **approves the CODESA Charter**, annexed to this Decision as **Annex I**, as the founding statute of the agency. The Charter sets forth the mandate, functions, governance structure, decision-making protocols, financial provisions, and legal capacity of CODESA, and shall serve as the constitutional instrument governing its operations.

The Council notes that the Charter includes provisions for reporting to COMESA organs, compliance with regional legal standards, and safeguards to ensure transparency, accountability, and institutional integrity.

4. Request to the Secretariat on Operational Steps

The Council requests the COMESA Secretariat to:

- Facilitate the legal and administrative arrangements necessary for the operationalization of CODESA;
- Coordinate with EUSL and the designated host country to finalize the Host Country Agreement;
- Support the initial implementation phase, including liaison with member states, donor engagement, and institutional onboarding;



- Ensure that CODESA's activities are harmonized with existing COMESA programs and do not create mandate duplication.

5. Reporting Requirements and Timelines

The Council directs that CODESA shall submit its first operational report within twelve months of its formal establishment, detailing progress on legal registration, staffing, program initiation, and stakeholder engagement.

Subsequent reports shall be submitted annually to the Council and the Authority, and shall include financial statements, MEL data, and strategic updates. The Secretariat shall ensure that these reports are reviewed and disseminated in accordance with COMESA's institutional protocols.

Charter of CODESA

Annex I to Council Decision No. [XXXX]

1. Definitions and Legal Personality

This Charter establishes the **COMESA Digitalisation, Education, and Social Agency (CODESA)** as a specialized unit under the Common Market for Eastern and Southern Africa (COMESA), with distinct legal personality, institutional autonomy, and operational capacity. CODESA shall be co-owned and co-governed by COMESA and the European Social Label (EUSL) under a Public-Private Partnership (PPP) framework.

Terms used in this Charter shall be interpreted in accordance with the COMESA Treaty and relevant legal instruments.

2. Purpose, Mandate, and Functions

CODESA is mandated to design, implement, and coordinate regional programs in:

- Digital infrastructure and governance,
- Inclusive education and vocational training,
- Social equity and public-private development models.

Its functions shall include:

- Programmatic implementation across COMESA member states;
- Technical assistance and capacity building;
- Resource mobilization and partnership coordination;
- Monitoring, evaluation, and compliance reporting;
- Strategic alignment with COMESA and AU frameworks.

3. Organs of CODESA

CODESA shall operate through the following institutional organs:

- **Governing Council:** Comprising representatives from COMESA, EUSL, and member states, responsible for strategic oversight and policy approval.
- **Executive Directorate:** Responsible for day-to-day operations, program management, and Secretariat functions.
- **Advisory Panels:** Thematic expert groups providing technical guidance and stakeholder input.

Each organ shall operate under formally adopted rules of procedure.

4. Decision Making, Quorum, Voting

Decisions of the Governing Council shall be made by consensus or, where necessary, by qualified majority. Quorum shall require representation from both COMESA and EUSL, and at least one-third of participating member states.

Voting rights shall be allocated in accordance with the PPP structure, ensuring balanced representation and institutional equity.

5. Relationship with COMESA Organs and Institutions

CODESA shall report to the COMESA Council of Ministers and coordinate with the COMESA Secretariat. It shall enter into formal cooperation agreements with relevant COMESA institutions to ensure mandate complementarity and strategic coherence.

CODESA shall not impose financial obligations on COMESA and shall operate under a principle of budget neutrality.

6. Financial Provisions and Audits

CODESA shall be funded through external sources, including bilateral donors, development finance institutions, and private sector co-financing. All funds shall be managed through the CODESA Development Fund, jointly administered by EUSL and an independent fiduciary agent.

Annual audits shall be conducted by independent auditors and reviewed by GSIA. Financial reports shall be submitted to the Governing Council and COMESA Secretariat.

7. Privileges, Immunities, and Legal Capacity

CODESA shall enjoy legal personality and capacity to enter into contracts, acquire property, and initiate legal proceedings. Privileges and immunities shall be defined in the Host Country Agreement, including tax exemptions, customs privileges, and inviolability of premises and archives.

Staff privileges shall be governed by the Host Country Agreement and applicable national laws.

8. Amendments, Suspension, and Dissolution

This Charter may be amended by decision of the Governing Council, subject to endorsement by the COMESA Council of Ministers. Suspension or dissolution of CODESA shall require a formal decision of the COMESA Authority, following consultation with EUSL and relevant stakeholders.

9. Entry into Force

This Charter shall enter into force upon approval by the COMESA Council of Ministers and shall remain in effect until amended, suspended, or revoked in accordance with Article 8.