Chamber of Commerce
LUXEMBOURG – DR CONGO

Governance Charter

Public summary of the Chamber's internal rules and governance framework

VERSION 2.0 · PUBLIC SUMMARY · SEPTEMBER 2026

Based on the articles of association of 18 September 2025, which prevail over the Charter

01 About this document

The Governance Charter sets out the internal rules of the Chamber: how decisions are taken, who is accountable for what, and the standards of conduct that apply to everyone who acts in its name. It supplements the articles of association filed with the Luxembourg Trade and Companies Register (RCS).

This summary presents the main provisions of version 2.0 of the Charter for members, partners and institutions. In the event of any difference between the Charter and the articles of association, the articles of association prevail. Members may request the full text of the Charter from the Secretariat.

02 Legal identity

REGISTERED NAME	Luxembourg-RD Congo Chambre de Commerce ASBL, operating as Chambre de Commerce Luxembourg – RDC (CCLUXRDC)
LEGAL FORM	Non-profit association (association sans but lucratif) under the Luxembourg Law of 7 August 2023 on non-profit associations and foundations
REGISTRATION	RCS Luxembourg F15215
CONSTITUTION	Articles of association of 18 September 2025, filed with the RCS on 14 October 2025
REGISTERED OFFICE	14, rue Mathias Hardt, L-1717 Luxembourg. The articles of association allow a branch office in Kinshasa.
DURATION AND FINANCIAL YEAR	Unlimited duration. The financial year runs from 1 January to 31 December.

The Chamber does not pursue profit for distribution to its members. Any surplus is reinvested exclusively in its purpose.

03 Mission and objectives

The Chamber facilitates, promotes and strengthens economic, commercial, financial and institutional ties between the Grand Duchy of Luxembourg and the Democratic Republic of the Congo, for the benefit of its members and of both countries. It acts in complementarity with Luxembourg public authorities and trade-promotion bodies.

- **Trade facilitation** — bilateral trade in goods and services, market access and commercial partnerships.
- **Investment promotion** — connecting Luxembourg's financial centre with responsible investment opportunities in the DRC.
- **Regulatory and legal intelligence** — informing members on Luxembourg, European and Congolese developments, including OHADA.
- **Sustainable finance** — encouraging green, social and sustainability-linked instruments.
- **Institutional diplomacy** — dialogue with ministries, European and international institutions and Congolese public authorities.
- **Diaspora and community engagement** — connecting the Congolese diaspora in Luxembourg with economic opportunity.
- **Capacity building** — events, forums, training and knowledge exchange.

04 Governance architecture

The Chamber operates through five bodies, each accountable to the one above it.

BODY	ROLE
General Assembly	Sovereign authority: elects the Board, approves the accounts, the budget and the annual programme.
Board of Directors	Administers and manages the Chamber; sets strategy; admits members. Called the “Committee” in the articles of association.
Secretary General and Secretariat	Day-to-day operations; records and member register; interface with members and institutions.
Thematic working groups	Member-led groups that deliver content, events and market intelligence.
Honorary Committee	Advisory body of senior figures; no executive authority.

All bodies apply the same principles: accountability, transparency, avoidance of conflicts of interest, balanced Luxembourg–DRC representation, and institutional independence — the Chamber does not act as an agent of any government, political party or commercial entity.

05 General Assembly

- The General Assembly is composed of all full members. Each member present or represented has one vote; members may be represented by proxy.
- It meets in ordinary session once a year, in September, and in extraordinary session when convened by the Board or requested by one-fifth of the active members.
- It elects and removes the members of the Board, approves the accounts of the past financial year, the budget and the annual programme, and adopts the Governance Charter.
- Decisions are taken by a majority of votes; the President has the casting vote in the event of a tie. Amendments to the articles of association require a two-thirds majority.
- Meetings may be held by videoconference. Minutes are kept of every General Assembly.

06 Board of Directors

- The Board has between three and twelve members, elected by the General Assembly for a term of three years and eligible for re-election.
- The Board appoints its officers from among its members: the President, the Managing Director (administrateur délégué), the Secretary and the Treasurer. It also includes a Vice-President and directors in charge of thematic portfolios.
- The current Board — the President, the Vice-President, the Secretary General and the Managing Director — was appointed on 18 September 2025 for a term ending on 18 September 2028.
- The Chamber is bound by the joint signature of two of the following: the President, the Managing Director, the Secretary and the Treasurer.
- The Board meets as often as the interests of the Chamber require and at least four times a year, in person or by videoconference. Decisions are taken by a majority of the members present and recorded in minutes.

Standards that apply to Board members

- **Eligibility.** Board members hold, or have held, a position of responsibility in a company or a socio-economic organisation.
- **No political mandate.** No Board member may hold an elected or appointed political mandate in Luxembourg or in the DRC while in office.
- **Voluntary service.** Board members are not remunerated for their governance role. Only the person in charge of day-to-day management may be remunerated, under a written agreement approved by the Board.
- **One person, one chamber.** The President and the Secretary General may not hold the same office in another bilateral chamber accredited in Luxembourg.
- **Transparent appointments.** Candidates are announced to members before the General Assembly, and election results are recorded in its minutes.

07 Secretary General and Secretariat

The Secretariat ensures continuity between meetings of the Board and of the General Assembly. The Secretary General is responsible for day-to-day management and member services; the preparation of meeting documents and minutes; the member register and the archive; the coordination of the working groups; filings with the RCS; and, unless the Board designates another person, the protection of personal data.

08 Thematic working groups

Working groups are established by the Board. Each is led by a Chair drawn from the membership and sponsored by a Board member. They have no separate legal personality or financial authority, hold at least three meetings or events a year and report to the Secretary General.

01
Finance and Investment

02
Trade and Economic Development

03
Legal, Regulatory and Tax

04
Sustainability and ESG

05
Diplomacy and Institutional Affairs

06
Diaspora, Culture and Emerging Leaders

09 Honorary Committee

The Honorary Committee brings together distinguished figures from diplomacy, public institutions, finance, academia and civil society who lend their experience and networks to the Chamber. Its members are appointed by the Board for a renewable term of three years, advise the President on matters of strategic significance, and hold no executive authority. In the Chamber's membership documents this body is referred to as the Advisory Council.

10 Membership

- **Categories.** Strategic Partners; Corporate Members; Institutional Members; NGOs and Development Organisations; Individual Members and Diaspora; Young Professionals.
- **Admission.** Membership is by application and subject to approval by the Board.
- **Contributions.** Annual contributions are set by the Board and published in the Membership Guide and on the Chamber's website. Institutional membership is by invitation. Strategic Partners choose between three levels of engagement: Silver, Gold and Platinum.
- **Register.** A register of members is kept at the registered office and may be consulted by members.
- **Rights.** Full members vote at the General Assembly and may stand for election to the Board. All members may take part in working groups and have access to the Chamber's events, publications and directory.
- **Obligations.** Members pay their annual contribution, uphold the Chamber's values and refrain from any conduct prejudicial to its interests.
- **End of membership.** Membership ends by written resignation, by non-payment of the annual contribution, or by exclusion decided by the General Assembly by a two-thirds majority for a breach of the articles of association or another serious reason.

11 Financial governance

- **Resources.** Member contributions; grants and subsidies; proceeds of publications and activities; income from invested funds; gifts and donations. All resources serve the Chamber's purpose exclusively.
- **Budget and accounts.** The Treasurer prepares the annual budget with the Secretary General. The General Assembly hears the Board's financial report and decides on the accounts of the past financial year.
- **Controls.** Expenditure follows a written delegation policy with authorisation thresholds and dual signature.

- **Independent review.** The Chamber's financial management is reviewed once a year by an independent professional who is not a member of the Board; the report is presented to the General Assembly.
- **Dissolution.** After settlement of all liabilities, remaining assets are transferred to a charitable organisation. They are never distributed to members.

12 Ethics, conflicts of interest and compliance

- **Conflicts of interest.** Any officeholder with a personal, financial or professional interest in a matter discloses it, withdraws from the discussion and takes no part in the vote. The disclosure is recorded in the minutes.
- **Code of conduct.** Officeholders act with integrity and do not use their position for personal gain. Misuse of the Chamber's name or logo, misrepresentation of its positions or breach of confidentiality are grounds for removal.
- **Raising concerns.** Concerns about financial irregularity or misconduct may be raised in writing with the President or, if they concern the President, with the Treasurer, without fear of retaliation.
- **Financial integrity.** No resource of the Chamber may be used for corruption, money laundering or terrorist financing. The Chamber does not enter into relations with persons or entities subject to international sanctions applicable in Luxembourg or under European Union law.

13 Relationship with the Luxembourg Chamber of Commerce

The Charter is aligned with the accreditation programme of the Chamber of Commerce of the Grand Duchy of Luxembourg for bilateral chambers of commerce and business clubs, under which the Chamber seeks accreditation. In that framework the Chamber commits to maintaining at least thirty active members, to publishing an annual activity programme and an annual activity report, to coordinating its activities with Luxembourg public authorities and trade-promotion bodies, and to informing the Chamber of Commerce regularly of its institutional activities. The two organisations remain independent of each other.

14 Data protection

The Chamber processes personal data as data controller in compliance with Regulation (EU) 2016/679 (GDPR) and Luxembourg law. Data subjects may access, rectify, erase or port their data, restrict or object to its processing, and lodge a complaint with the Commission nationale pour la protection des données (CNPD). The privacy policy is published on the Chamber's website.

15 Review and amendment

The Board reviews the Charter at least every two years and may propose amendments to the General Assembly, which adopts them. The current version is published on the Chamber's website. The Charter is governed by the laws of the Grand Duchy of Luxembourg.

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