



Business Law of
Francophone African
Countries

Mandessi Bell Lawfirm



Ohada Legis
www.ohadalegis.com



Nowadays more than ever, any investment shall be made in the safest conditions





Mandessi Bell Law Firm is a law firm involved in the implementation of various investment and development schemes, alone or in collaboration with other professionals.

This brochure shall give our present and future clients the opportunity to know us better.

It presents :

- . the different fields in which we are involved
- . and the range of services we are able to provide
- . as well as some of our past achievements.

If you need additional information about us, please contact **Dr MANDESSI BELL Evelyne**:

- in our office located 239 Rue Surcouf, Bonanjo, Douala, Cameroon,
- or by email at cabmandessi@ohadalegis.com, cabmandessi@yahoo.fr
- or by fax or telephone (237) 33 43 19 65. Cell : (237) 99 56 41 06.



▣ **AMONG THE FIELDS IN WHICH WE ARE INVOLVED :**

Business Law (notably Ohada Business Law), securities law, real estate and land law.

▣ **THE RANGE OF OUR SERVICES**

We provide our clients with legal and fiscal advice and assistance in order to enable them to better meet the various requirements in connection with the starting of their business, the consequences of situations occurring in the normal course of their business as well as the one related to the expansion of their activities, and, should the occasion arise, those encountered when it becomes necessary for them to close their business.

■ *Advice and assistance when business starts*

- We help our clients to choose the most appropriate structure with regard to the business they want to be involved in, taking into account the restraints and opportunities of business legal and fiscal environment,
- We ensure the incorporation of our clients' companies, draft the various contractual documents they have to enter into, review and, if need be, modify our clients' conventions with their partners, employees, clients, suppliers etc ..., in compliance with the laws and regulations in force,
- We assist our clients and represent them in the framework of the starting of their activities.

■ *Advice and assistance in the normal course of their activities*

- We advise our clients on the possible solutions to overcome the consequences of situations occurring in the normal course of their activities.
- We draft the contractual documents needed in that connection, including the minutes of company meetings.
- We review, and if need be, modify in the interest of our clients, the contractual documents proposed by their partners etc ... in the framework of the company's activities.
- We assist our clients and represent them during the normal course of their activities.

■ *Advice and assistance in connection with the expansion of clients' activities*

- We advise our clients on the possible solutions to meet the requirements and overcome the consequences of situations resulting from the expansion of their activities so as to keep under reasonable control the legal and fiscal repercussions related thereto.
- We draft the contractual documents needed in that connection.
- We review, and if need be, modify in the interest of our clients, the contractual documents proposed by their partners etc ... at this stage of the companies' activities.

- We assist our clients and represent them during this expansion phase.

■ **Follow-up of the pre-contentious and contentious matters resulting from the clients' activities.**

■ **Legal and fiscal audit.**

■ *Advice and assistance when it is necessary for the clients to slow down or stop their activities*

- We advise our clients on the possible solutions in the event of decline of business or when it becomes necessary to close the company, so as to keep under reasonable control the legal and fiscal repercussions related thereto, draft the documents required and comply with the various formalities in that connection.

- We assist our clients and represent them during this critical phase.

■ **Professional Training**

We ensure the training of the clients' employees on the legal environment in the framework of informative and practical seminars and workshops as well as the training of extension staff ...

■ **Sundry**

The conception of handbooks, booklets, informative and procedural guides, for internal use (for ex. for the employees) or external use (for ex. for the customers).

▣ **AMONG OUR ACHIEVEMENTS ...**

1. Studies and setting up of investment schemes : Examples :

- The setting-up of ex Meridien Biao Cameroon Bank.

• « Feasibility Study for the setting-up of Lokoundje Palm tree Scheme » in view of giving a new impetus to investment in this sector. Ministry of agriculture. Yaounde. Cameroon..Status : Sofreco. Legal consultant 92. Clichy. France.

• « *Extension of Alucam Investment Scheme* ». Legal assistance in the framework of the extension of an investment scheme. Status : legal adviser. Tasks included : the review of the related legal schemes and documents, notably the basic investment convention with Cameroon State, and providing legal advice in this connection. Douala. Cameroon.

2. Backing up in the field of securities

Legal advice to the Cameroonian banking sector in connection with credits on the security granted : example : ex Paribas Cameroun, ex CCEI (Afriland) Bank, ex Meridien Biao Cameroon Bank

3. Legal assistance in the framework of financial backing schemes in favour of micro-finance structures

Legal assistance in Oikocredit financial backing scheme. Douala. Cameroon. Status : legal adviser. The tasks included the review of the contemplated granting schemes and corresponding legal documents, compliance checking of the said documents as well of the borrowing structure with regard to the legislation in force in Cameroon.

4. Restructuring, privatization of companies of the public and para-statal sector, restructuring of economic sectors.

• **Privatizations** : legal advice and audit in the privatization schemes of Cameroonian agro-industrial companies. Technical Committee for the Rehabilitation of Enterprises of the Public and Parastatal Sector. Yaounde. Privatization of:

- . Ngaoundere Milk Pilot-Scheme
- . Société Camerounaise de Tabac (SCT)
- . Régie Nationale des Chemins de Fer du Cameroun (Regifercam)
- . Société des Hévées du Cameroun (Hévécam)
- . Société Camerounaise de Palmeraies (Socapalm)
- . Société Camerounaise de Développement du Coton (Sodecoton)
- . Cameroon Sugar Company (Camsuco).

• **Restructuring** : Examples :

- Audit of Yaounde Palais des Congrès. Committee for the Rehabilitation of Enterprises of the Public and Para-statal Sector. Yaounde.
- Feasibility Study on the Assistance Scheme for the Agricultural Development of Tobacco in East Cameroon. Ministry of Agriculture. Yaounde. Cameroon.

In this connection, have been carried out :

- a technical and organizational audit of the tobacco industry in Cameroon in order to gather the relevant information for the drafting of a new policy and back-up strategy for the revival of this sector,
- and a thorough review of the legal environment in Cameroon to update it in view of such objectives.

5. Sundry. Audit-Appraisal

- Involvement in the Institutional and Scientific Appraisal of Carpap (Centre Africain de Recherches sur le Bananiers et plantains), institutional aspects. The tasks included : the review and appraisal of the institutional framework of this sub-regional structure, and the drafting of proposals in view of its restructuring. Status : legal consultant. Financing by European FED. Njombe. Cameroon.
- Appraisal of the Backing Scheme For the Reform of Ethiopian legal environment (notably business environment) (FSP n°2000-ARDE.). Financing by French Cooperation. Status : legal consultant. Addis Ababa. Ethiopia.

6. Assistance in the winding-up of companies and Winding-up of companies

- Assistance in the winding-up of the company Cellulose du Cameroun (Cellucam),
- Winding-up of Meridien Bank Cameroon.

7. Stock Option Plans

Legal assistance in the setting up of stock option plans, drafting of stock option plans, audit of stock option plans of parent companies or subsidiaries for their staff in Africa since 1995 notably for Pfizer, NCR, Mobil, Schlumberger, Microsoft Corp., Lafarge ...

8. Study of the Special debt collection scheme in favour of the Cameroonian banking sector when the Treasury's preferential right was extended to commercial banks. Douala. Cameroon.

- *Audit of the Cameroonian legal system relating to the winding-up of the enterprises of the public and para-statal sector in connection with the Rehabilitation Programme of that Sector. Committee for the Rehabilitation of the Entreprises of the Public and Para-statal Sector. Yaounde.*
- *Assessment of Cameroon legal business environment (bank law) in the framework of the CFA Franc devaluation and paper on « The banker's liability in the execution of bank transfers in the framework of the 1994 CFA Franc devaluation ». French Legal magazine Penant n° 816 Oct-Dec. 1994. Editor : Editions d'Iéna. Ediana. Paris.*

9. Consultant services in professional training.

Among the seminars, training sessions and workshops organized and managed :

- Seminars for the banking sector on the extension of the Treasury's preferential right to the banks to facilitate banks' debt recovery (1989).
- Information Seminars to the business community at large on the new Cameroonian Labour Code (1992).
- Seminars to the business community on new Ohada Debt collection Law on insolvent debtors (1999).
- . Updating Seminars for Cameroon lawyers and sollicitors, notaries and bailiffs on Ohada business law. Yaounde-Douala-Garoua. (2008). Financed by ADB.

10. Publishing of the legal and fiscal newsletter « *Panorama* » (1989-2000).

■ DR MANDESSI BELL EVELYNE

Lawyer registered with Cameroon Bar Association. Consultant

Since 1989, Legal adviser and consultant.

Special fields of interest :

• business law, bank law, land and real estate law, international law of contracts and investment, audit in the legal field.

Additional activities :

- Editor-in-Chief of the monthly Cameroonian legal and fiscal newsletter Panorama until 2000.
- Senior Consultant Senior in the design and management of seminars, workshops and training sessions.
- Author of the business law website « Ohada Legis » (www.ohadalegis.com) on line continuously since 2001, and Head of Ohada Legis Lawyers Network.

■ *Academic profile*

. September 1984. Ph D in Law, with special emphasis on International Trade Law. Law Faculty. Dijon. France.

February 1981. Master's degree in company management (CAAE. Institut d'Administration des Entreprises (IAE). University of Paris I. Paris. France.

. 1977 : BA in English . UER des Pays Anglophones. University of Paris III. Sorbonne Nouvelle. Paris. France.

■ *Languages*

French : read, written, spoken : well.

English : read, written, spoken : well.

■ *Among the numerous publications*

• **Books (in French) :**

- - « Recueil des décisions de la Cour Suprême du Cameroun en matière de contentieux fiscal. Braine ». 1987.

- - « Guide de la nouvelle réglementation camerounaise sur les marchés publics ». Braine. 1987.
- - « Droit camerounais du recouvrement des créances et exercice des privilèges ». Form'action. 1989.
- « Nouvelle législation économique du Cameroun commentée » (Zone franche industrielle, législation sur les investissements ...). Braine. 1992.
- « Le nouveau Code des Investissements du Cameroun ». Braine. 1992.
- « Le statut des entreprises du secteur public et para-public au Cameroun ». Form'action. 1995.
- Précis de gestion du pré-contentieux et du contentieux de l'entreprise. Ohada Legis. 2000.
- Le nouveau Code pétrolier. Ohada Legis 2000.
- « Manuel pratique du recouvrement des créances sur les entreprises en difficulté en Afrique. Normes Ohada ». Manuel à l'usage des créanciers. Ohada Legis. 2005.
- « Manuel pratique des procédures collectives d'apurement du passif des entreprises en difficulté en Afrique. Normes Ohada. ». Manuel à l'usage des syndics, liquidateurs et contrôleurs. Ohada Legis. 2005.
- « Manuel pratique de gestion des procédures collectives d'apurement du passif des entreprises en difficulté en Afrique. Normes Ohada ». Manuel à l'usage des greffes et tribunaux. Ohada Legis. 2005.
- « Manuel pratique de gestion des entreprises en difficulté en Afrique. Normes Ohada. Manuel à l'usage des entreprises en difficulté. Normes Ohada ». Ohada Legis. 2005.
- and participation, within Ohada Legis Lawyers, to “Doing Business in 2004” and “Doing Business in 2005”, copublications of the World Bank, The International Finance Corporation and Oxford.

Books to be published in 2012 :

- Cartographie des risques juridiques et judiciaires liés à l'application du droit des affaires Ohada. 6 Tomes. English version included : Legal and Judicial Risk Mapping in the Framework of the Implementation of Ohada Business Law.
Spécial notaires : T. 2 et 3. *Spécial établissements financiers* : T. 3 et 4. *Spécial Avocats-huissiers de justice* : Optimisez la sécurité des procédures de recouvrement simplifié et des voies d'exécution en zone Ohada.
- Kit de gestion du contentieux fiscal au Cameroun.
- Panorama de la Jurisprudence de la Chambre Administrative de la Cour Suprême du Cameroun en matière de Contentieux Fiscal - 1981-2010.
- Formulaire de gestion du Contentieux Fiscal au Cameroun.

• Among the papers (in French) :

- « Le recouvrement des créances commerciales au Cameroun » (co-auteur) in Guide pratique du recouvrement des créances et du renseignement commercial dans les pays ACP. Association des Organismes d'Assurance-Crédit à l'Exportation et de Promotion du Commerce Extérieur « Union de Dakar ». 1989.

- « Le nouveau régime d'incitations fiscales en matière de rachat d'entreprises en difficulté institué par la Loi de finances 1989-1990 ». Panorama n° 1 p. 1-15.

- « Investissements étrangers et Codes des Investissements. La pratique camerounaise en matière de conventions d'établissement ». Panorama n° 2.

- « La responsabilité du banquier en matière d'exécution d'ordres de virement en rapport avec la dévaluation du Franc CFA ». Revue Penant n° 816 Oct-Déc. 1994. Editions d'Iéna. Ediana. Paris. France.

■ *Professional membership and sundry*

. Member of the Cameroon Bar Association.

. Head of Ohada Legis Lawyers and in charge of Ohada Business law Website "Ohada Legis".

. Member of Paris IAE (Institut d'Administration des Entreprises) Fellowship.
