



CONSTITUTION  
of the Western Indian Ocean Marine Science  
Association (WIOMSA)



## **Preamble**

WHEREAS there is increasing marine and coastal research in the Western Indian Ocean Region,

AND WHEREAS there is a need for a functional association for the marine scientists and other professionals to coordinate and communicate their activities,

AND WHEREAS such an Association would significantly contribute to and enhance the building and development of marine scientific and technological capability of the Region,

AND WHEREAS the formation of such an Association was recommended at a workshop on Marine Sciences in Eastern Africa sponsored by the Swedish Agency for Research Co-operation with Developing Countries (SAREC) and held in Dar es Salaam, Tanzania, on 14<sup>th</sup> – 16<sup>th</sup> November, 1989,

AND WHEREAS a decision was reached on the same by the marine scientific community of the Region,

THERE WAS established on 1989, the Western Indian Ocean Marine Science Association

### 1. Name and Character of the Association

- 1) The Western Indian Ocean Marine Science Association whose acronym is WIOMSA (hereinafter referred to as the Association) is a regional, nongovernmental, independent and non-profit making organization. The Association is an autonomous body having perpetual succession and a legal existence independent of its members, and the liability of its members shall be limited to the amount of their membership fees from time to time.
- 2) The Association has its registered office in Zanzibar.
- 3) The Association may allow the establishment of national chapters or affiliation to facilitate the activities of WIOMSA at the national level.

- 4) All chapters and affiliation so formed must acknowledge their relationship with WIOMSA through use of WIOMSA logo or statement of affiliation on official correspondence with WIOMSA.
- 5) There is a logo for the Association, which is approved by the Assembly.
- 6) The use of this logo in any form requires prior approval of the Board of Trustees.

## 2. Aims and Objectives

- 1) The aim and purpose of the Association is to advance regional co-operation in all aspects of coastal and marine sciences and management and sustainable development in the Western Indian Ocean Region, while promoting interdisciplinary and multi disciplinary approaches.
- 2) The Association shall have the following objectives:
  - (a) To foster research excellence through facilitating the development and updating of a regional research agenda, supporting improvements in research quality, and supporting the development of a critical mass of excellent scientists in all relevant disciplines.
  - (b) To develop expertise for effective management of coastal and marine environments and contribute to sustainable development.
  - (c) To raise public awareness on the importance of coastal and marine science and through targeted educational and outreach activities at primary and secondary schools, attract future marine scientists.
  - (d) To promote and enhance networking, cooperation and access to and exchange of relevant knowledge and information between researchers, managers, decision-makers and the general public at large.
  - (e) To promote and advocate appropriate policies and practices.
  - (f) To seek funding from individuals, the private sector and donor agencies (governmental and non-governmental) to finance research activities and programmes and to set up structures and engage in

activities which will generate income for and promote the long term sustainability of the Association, provided that these do not compromise the aims and objectives of the Association.

- (g) To undertake any other activities mandated by the General Assembly
- 3) The Association will, in exercising its aims and realizing its objectives, collaborate with national, regional or international organizations, whose objectives are consistent with those of the Association
  - 4) The Association is a juristic person and will, acting through its organs, have all the powers and capacity required to carry out its aim and purposes, subject to the restrictions and qualifications set out in this Constitution.

### 3. Membership

Subject to the provisions of this Constitution and payment of prescribed fees, application for membership of the Association shall be open to any person, juristic or otherwise, in the following categories:

- 1)
  - (a) *Individual membership*: Shall be open to nationals of the countries of the Region with an interest in the coastal and marine environment.
  - (b) *Associate membership*: Shall be open to individuals outside the Region with an interest in coastal and marine environment
  - (c) *Student membership*: Shall be open to individuals who are nationals of any of the member states of the Region and registered as full time students at an educational institution.
  - (d) *Institutional membership*: Shall be open to any institution, company, agency, corporation or organisation involved in activities furthering the aims of the Association and whose objectives are not in conflict with the aims of the Association.

- (e) *Corporate membership*: Shall be open to any company, agency, corporation or other business which is committed towards promoting the aims of the Association.
- (f) *Fellow membership*: Shall be awarded biennially to scientists (natural and social scientists) by the Association in recognition of outstanding work or significant contribution to coastal and marine science research in the Region.
- (g) *Honorary membership*: Shall be conferred biennially upon individuals who have rendered outstanding contributions to the conservation, management and sustainable development of the coastal and marine environment in the Region.

#### 4. Application for Membership

- 1) Persons wishing to become members of the Association under categories 1(a) to (e) of Article 3 of this Constitution shall apply for membership according to the procedures approved by the General Assembly from time to time.
- 2) Subject to the terms and conditions set by the Association, the Secretariat may approve the membership application of an applicant.
- 3) Honorary and Fellow membership shall be conferred on a person nominated through a procedure approved by the General Assembly.

#### 5. Rights and Obligations of Members

- 1) Each member of the Association shall have such rights and perform such duties as may be prescribed by the General Assembly of the Association, including but not limited to the following:
  - (a) Participate fully in the activities of the Association.
  - (b) Avail him/herself of the facilities of the Association.
  - (c) Undertake such obligations and duties as may be assigned by the General Assembly or Board of Trustees.

- (d) Abide by the terms of this Constitution, which shall be the basic guide for the operation of the Association.
- (e) Enjoy privileges of the Association afforded to all Members.
- (f) Exercise the right to vote by each Member (one person one vote).

## 6. Termination of Membership

- 1) A person shall cease to be a member upon his/her own decision to withdraw membership, expressed in writing to the Executive Secretary.
- 2) Any person who without any reasonable cause ceases to continue to participate in the activities of the Association or ceases to pay membership subscription fees shall cease to be a member.
- 3) A person shall cease to be a member of the Association because of misconduct detrimental to the Association as deemed by the Board on a case by case basis.
- 4) The resignation of any Member shall be communicated to the Assembly as soon as is practicable.
- 5) No refund, in whole or in part, of membership fees shall be payable to any member upon termination of membership.

## 7. Fees

- 1) The Association shall prescribe fees to be paid for each of categories 1(a) to 1(e) of Article 3. This would include a fee associated with:
  - (a) Membership subscription;
  - (b) Any extraordinary contribution by members as approved by the Association at the General Assembly;

## 8. Finance

- 1) The finances of the Association shall be derived from the following sources:
  - (a) Membership fees,

- (b) Support from national, regional and international organisations,
  - (c) Donations from the members' and public and private parties who support the aims and objectives of the Association,
  - (d) Sales of the Association's publications,
  - (e) Support from any other structures set up to sustain the work of the Association, and
  - (f) Consultancies, the terms and conditions of which shall not in any way constrain the pursuit of the WIOMSA objectives or defeat the purpose of the Association as stipulated in Article 2 of this Constitution.
- 2) The income and property of the Association, whatever its source, shall be applied solely towards the promotion of the objectives of the Association and may not be distributed to Members or office bearers of the Association, except as reasonable compensation for services rendered. Members or office bearers of the Association shall have no rights to the property or assets of the Association solely by virtue of their membership or office.
  - 3) Funds shall be spent in a manner approved by the Assembly as stipulated in Article 9.1.3(2)(b).
  - 4) All funds of the Association shall be transacted through and kept in a Bank or Banks approved by the Board of Trustees, or such other investment vehicles as may be designated by the Board from time to time.
  - 5) The Board of Trustees shall approve the authorized signatories to the financial transactions of the Association and the authorised electronic code holders for electronic banking and payments, subject to such restrictions and stipulations as the Board determines from time to time.
  - 6) All transactions entered into on behalf of the Association shall be in the name of the Association.
  - 7) Books of accounts shall be kept at the headquarters of the Association and all financial accounts and audited reports shall be submitted to the Board of Trustees annually and to the Assembly triennially.



- 8) The financial year of the Association shall be twelve calendar months, commencing on the 1<sup>st</sup> day of January and ending on the 31<sup>st</sup> day of December of each year.
- 9) An auditor shall be appointed by the Board of Trustees with the duty to audit all accounts of the Association and perform all duties as may be imposed by the Law in force.
- 10) No member or employee of the Association or its Board of Trustees shall be eligible to act as, or be appointed to perform the functions of an auditor to the Association, or have any association with the Auditor that brings direct or indirect gains to either party.

## 9. Organs

- 1) The Organs of the Association shall be the General Assembly, the Board of Trustees, the Secretariat, and the Country Coordinators.

### 9.1 The General Assembly

#### 9.1.1 The Assembly

- 1) There shall be a General Assembly of members of the Association, which shall be the Governing body of the Association (hereinafter referred to as the Assembly).
- 2) The Assembly shall be composed of the following members:
  - (a) Individual members;
  - (b) Associate members;
  - (c) Student members;
  - (d) Representatives of institutional members;
  - (e) Corporate members;
  - (f) Fellow members; and
  - (g) Honorary members.
- 3) The Assembly may invite participants as observers, guests and representatives from other institutions and organizations, but they shall not have the right to vote or engage themselves in activities that may influence the vote.

### 9.1.2 Meetings of the General Assembly

- 1) The Assembly of the Association shall meet once every three years. The Board of Trustees shall declare the place and date of the ordinary session. The quorum required at any General Assembly shall be one third of the Members personally present or represented by proxy.
- 2) The President of the Association shall preside over the General Assembly meetings. Voting at meeting shall be by show of hands or by secret ballot. A 51% majority of votes shall be required in order to pass a resolution. Minutes shall be kept of all meetings of the General Assembly.
- 3) Between meetings, the General Assembly may vote by mail or secure electronic ballot. An absolute majority vote of the membership is required for the passage of any act by mail or electronic ballot.
- 4) The President, with the consent of the Board of Trustees, may summon an Extraordinary Session of the General Assembly. He or She is also obliged to do so if requested in writing by at least one third of the Association's members. Add commass before 'with' and after 'Trustees'

### 9.1.3 Function of the General Assembly

- 1) The General Assembly shall be the supreme organ of the Association and shall be empowered to take decisions on all matters affecting the membership and activities of the Association.
- 2) The Assembly shall have the following functions:
  - (a) Formulate the general policy of the Association.
  - (b) Discuss and endorse the programmes, reports of the Association and budgets of the Association.
  - (c) Elect the members of the Board of Trustees. Their election shall be by mail ballot.
  - (d) Direct the Board of Trustees to carry out any other duties it may deem necessary for attaining the objectives of the Association.

- (e) Make rules and regulations governing its own procedures for its meetings and those of the other organs of the Association.

## 9.2 Board of Trustees

### 9.2.1 Composition

- 1) There is hereby established a board to be known as the *Board of Trustees* (hereinafter referred to as the Board).
- 2) The Board shall consist of the following members:
  - (a) One representative from the host country (Tanzania).
  - (b) Four members from amongst the Regional Member states – two from the Mainland states (Kenya, Mozambique, Somalia and South Africa) and two from the Island states (Comoros, Madagascar, Mauritius, Reunion and Seychelles).
  - (c) One Associate Member from amongst the membership actively engaged in marine science activities in the Western Indian Ocean Region.
  - (d) The Board may co-opt any member of the Association on the Board but such co-optation shall not exceed two members Co-opted members shall be non-voting members and shall not qualify for Presidency.
- 3) For the elected Members, there should not be more than one on the Board from any given country.
- 4) The names and complete addresses of Board members shall be maintained by the Secretariat and made available for inspection where necessary.

### 9.2.2 Functions of the Board

- 1) The Board shall be the executive organ of the Association.
- 2) The Board shall implement decisions of the General Assembly and shall regulate and supervise the affairs of the Association.
- 3) The Board shall, without prejudice to the foregoing provisions, have the following functions:

- (a) Appoint a President of the Association from amongst themselves.
- (b) Appoint a Vice President of the Association from amongst themselves.
- (c) Appoint a Treasurer of the Association from amongst themselves.
- (d) Appoint an Executive Secretary and staff of the Association.
- (e) An overall overseer mandate over the functioning of the Association.
- (f) To initiate and maintain programmes and projects designed to meet the Associations' objectives.
- (g) Receive and discuss audited financial reports as presented by the Secretariat.
- (h) Arrange for Assembly meetings.
- (i) Prepare schemes, terms of reference and terms and conditions of service for the staff of the Association.
- (j) Appoint sub-committees from Members of the Association to perform any assigned duties, as it deems necessary for its work.
- (k) Appoint the editor in chief of the Western Indian Ocean Journal of Marine Science.

### 9.2.3 Meetings of the Board

- 1) The Board shall meet at least once a year but the President may, if necessary or expedient, call a meeting of the Board for the transaction of business.
- 2) Meetings of the Board shall be convened and chaired by the President of the Board. However, in the absence of President's or the Vice President's, the Members of the Board shall elect one from amongst themselves to chair the meeting.
- 3) More than half of the Members of the Board shall constitute a quorum.
- 4) The decisions of the Board shall be made by voting and shall be on the basis of simple majority, provided that, in the event of an equality of votes, the President of the meeting shall have a casting vote in addition to his deliberative vote.

- 5) Minutes of the Board shall be kept in a proper form by the Executive Secretary and shall be corrected and confirmed at the next meeting and signed by the President.
- 6) Subject to the above provisions, the Board may regulate its own *modus operandi*.
- 7) The minutes of the Board may, upon request, be made available to any Member of the Association.

#### 9.2.4 Tenure of Office

- 1) The tenure of office for the President and Members of the Board shall be three years, after which they shall be eligible for one re-appointment. Accordingly, the President and Members of the Board shall not hold office for more than six years consecutively.
- 2) The official terms of the Members of the Board shall commence with the close of the General Assembly that elected them and continue until the next Assembly.
- 3) Any Member of the Association that has served on the Board for two consecutive terms may be re-elected (or co-opted) after the lapse of one term.
- 4) A Member of the Board may, at any time, resign from office by giving notice in writing to the President and shall, from the date specified in the notice or, if no date is so specified from the date of the receipt of such notice by the President, cease to be a Member of the Board.
- 5) The President of the Board may at any time resign from office by giving notice in writing to the Executive Secretary and from the date of approval by the Board of such notice, cease to be President and member of the Board.
- 6) Any member of the Board who fails to attend 3 consecutive Board Meetings shall cease to be a member of the Board upon approval of the Board.
- 7) If membership to the Board of Trustees ceases through death, resignation, incapacity or dismissal, the Board shall have the power to fill the vacancy for the unexpired term subject to the stipulations in 9.2.1(2) and (3).

### 9.2.5 Remuneration

- 1) No payment shall be made to the Trustees except in respect of the direct cost incurred and related to their activity undertaken in support of the Association as deemed necessary by the Board.

### 9.3 The Secretariat

There shall be a Secretariat that will be responsible for the day-to-day operations of the Association and will be led by the Executive Secretary

- 1) The Secretariat shall be based at the headquarters of the Association, i.e. Zanzibar, Tanzania
- 2) The Secretariat shall consist of staff of the Association, who will be employed according to the needs and workload of the Association.

#### 9.3.1 Functions of the Secretariat

- a) General administration of the Association
- b) Implementation of the decisions of the General Assembly and the Board of Trustees
- c) Organization and management of the Association's meetings

### 9.4 The Country Coordinators

#### 9.4.1 Roles

- 1) Country Coordinators play an important role in providing a link between the Secretariat and the Members.
- 2) The country coordinators shall have the following responsibilities:
  - (a) Promote WIOMSA with the view to increasing its membership and keep members informed of important activities of the Association.
  - (b) Facilitate the establishing of formal or informal local chapters, and development of Memoranda of

Understanding with institutions in their respective countries.

- (c) Liaise with the Secretariat to convene annual meetings of national WIOMSA Members and inform the Secretariat of the meeting outcomes.
- (d) Facilitate election of a Country Coordinator in their respective countries every three years.
- (e) Initiate and facilitate electronic discussion and network groups.
- (f) Report to the Secretariat on actions taken towards promoting, in their countries, the resolutions and recommendations of the General Assembly.
- (g) Act as national focal points for projects implemented by WIOMSA.

#### 9.4.2 Tenure of Office

- 1) The tenure of office for the Country Coordinator shall be three years, eligible for one more re-election. The Country Coordinator shall not hold office for more than six consecutive years.
- 2) Any member of the Association that has served as a Country Coordinator for two consecutive terms may be re-elected after the lapse of one term.
- 3) If any Country Coordinator post falls vacant through death, resignation, incapacity or dismissal, the Board shall have the power to fill the vacancy for the unexpired term.

### 10. Principal Officers

#### 10.1 The President

##### 10.1.1 Duties of the President

- 1) The President shall be the spokesperson of the Association and shall oversee the conduct of business and organization of the Association.
- 2) The President shall preside over the General Assembly and the meeting of the Board and its technical meetings.

- 3) The President may, in consultation with the Board, delegate powers and responsibilities of the Association to the Executive Secretary.
- 4) The President shall delegate the Custodianship of the emblem of the Association to the Executive Secretary.

## 10.2 The Vice President

### 10.2.1 Functions of the Vice President

- 1) The Vice-President shall assume the duties of the President when he/she is temporarily or permanently unable to act.

## 10.3 The Treasurer

### 10.3.1 Functions of the Treasurer

- 1) The Treasurer shall be responsible for oversight of, and strategies for, the Association's resource mobilization and sustainable financing.

## 10.4 The Executive Secretary

The main task of the Executive Secretary is to implement policy and action plans established by the Board and to ensure the efficient and effective conduct of the business of the Association. More specifically, the Executive Secretary shall:

- 1) be the administrative officer responsible for all official correspondence of the Association.
- 2) be responsible for the general conduct and control of the work of the Association, including accounts and finances. He/she shall be responsible for keeping official documents and publications pertinent to the Association.
- 3) attend meetings of the General Assembly and the Board and shall be responsible for the production of the minutes.



## 11. Patron

- 1) The Association may appoint a prominent individual from within or outside the region as the Patron of WIOMSA. The Patron's role would be purely advisory with respect to raising the visibility of the Association.
- 2) The Patron shall be a person who has both regional and international recognition, and who is willing to promote the aim and objectives of the Association as well as advancement of research, conservation, management and development of coastal and marine environment in the region
- 3) The Patron will be selected by the Board of Trustees and will serve for a three-year period and may be eligible for re-appointment for up to one additional term.

## 12. Publications

The Association shall publish the following.

- 1) A journal titled: Western Indian Ocean Journal of Marine Science, containing articles primarily related to coastal and marine environments and published twice yearly or as appropriate. The Journal shall have an editorial board, chaired by an Editor-in-Chief, appointed by the Board of Trustees for a renewable three-year term. The editorial board will be responsible for the formulation and discharge of editorial policy of the Journal as well as for the content and scientific quality of the journal.
- 2) The WIOMSA Newsbrief, containing Association news, business and articles of general interest to the membership, which will be published quarterly.
- 3) Other publications, which will be produced as authorized by the Board of Trustees.

## 13. Awards

- 1) The Association shall authorize and sponsor awards; to be given at specified times to recognize achievements in, and

- contributions to, coastal and marine science and management in the region.
- 2) Individuals are eligible for awards of the Association regardless of nationality or place of residence.
  - 3) No individual may receive the same award more than once.

#### 14. Organisation

- 1) The Association shall be incorporated and registered under the Laws of Zanzibar.
- 2) The Trustees shall perform all duties and functions as may be provided for under the provisions of this Constitution and Laws applicable in Zanzibar.

#### 15. **Indemnity**

- 1) No officer or employee of the Association shall be liable for any loss or damage occasioned by any error of judgment or oversight on his/her part; or any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office, or in relation thereto, unless the same happened through his/her own negligence, default, breach of duty or wilful misconduct or wilful breach of trust.
- 2) Every member of the Board of Trustees, every officer and every other person (whether an officer of the association or not) employed by the association shall be indemnified out of the funds of the Association against all liability incurred by them in such capacities, in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted.

#### 16. Operation and Commencement

- 1) This Constitution shall come into operation on such date as the Assembly approves the provisions of this Constitution.
- 2) Notwithstanding the above, this Constitution shall be valid for the purpose of registration.

## 17. Amendments to the Constitution

- 1) A member may propose any amendment to this Constitution. Such proposed amendment shall be submitted initially to the Executive Secretary, at least one month before the General Assembly is convened, for onward transmission to the Board for its approval, and, if approved, to be presented to the Assembly for its consideration. Approval of changes will require a two thirds majority of votes present or represented by proxy.

## 18. **Dissolution**

- 1) The Association may be dissolved upon a vote of 75% of members present at the General Assembly or a meeting called for the purpose and of which written notice shall have been given, detailing reasons for the meeting.
- 2) A resolution for the dissolution of the Association shall provide that after payment is made of the liabilities of the association, the whole of the remaining capital shall be paid to a nonprofit institution or institutions nominated by the members which have as their principal object an object similar to that of the Association.

## 19. Interpretation

- 1) Where any dispute arises with regard to the interpretation of any matter in this Constitution, the Assembly shall have power to resolve the dispute.
- 2) Unless the context otherwise requires, the following meanings apply:

**Assembly:** General Assembly of the Western Indian Ocean Marine Science Association.

**Constitution:** The Constitution of the Western Indian Ocean Marine Science Association 1993 and as Amended in 2001, 2005 and 2013.

**Host:** The country in the Region in which the Association is registered, and in this case it is Tanzania.

**The Western Indian Ocean Region includes:**

- i) Island States:** The island countries of the Western Indian Ocean West of Longitude 65°E and including Comoros, Madagascar, Mauritius, Réunion (France) and Seychelles.
- ii) Mainland States:** The maritime countries of the Eastern Coast of the African Continent, including Kenya, Mozambique, Somalia, South Africa, and Tanzania.

**Marine science:** As used by the Association refers to all biophysical and social sciences as applied to matters derived relevant to the marine and coastal environment.

16 Title

- 1) The Official title of this constitution is the Constitution of the Western Indian Ocean Marine Science Association, 1993, as amended 2013.