CONSTITUTION

Revised and adopted by the 7th Session of the WIOOMSA General Assembly,
Port Elizabeth, South Africa, 12 October 2022
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PART I: PRELIMINARY

Preamble

1. 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 14th – 16th 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

Interpretation

2. “DONOR” means a person or organization that extends funds to the Organization for project purposes.

“FUNDS” or “GRANT” means monies contributed to or allocated by the organization for a specific project or activity.

“HEAD OFFICE” means an office in a town or municipality established in accordance with this constitution.

“MARINE SCIENCE” Marine science is broadly defined to include natural and social sciences, as well as human dimensions; the infrastructure that supports marine science (observations, data systems etc.); the application of those sciences for societal benefit, including knowledge transfer and applications in countries that are lacking science capacity; and the science-policy/user interface. Marine science integrates local and indigenous knowledge

“WIOMSA” means Western Indian Ocean Marine Science Association

3. Interpretation

This Constitution shall be cited as “The Western Indian Ocean Marine Science Association (WIOMSA) Constitution 2022” and shall come into force soon after adoption by the members of the Organization.
PART II: NAME OF THE ORGANIZATION, REGISTRATION, HEAD OFFICE, AREA OF OPERATION AND CORE VALUES

4. Name of the Association
The name of the organization shall be “The Western Indian Ocean Marine Science Association” whose acronym is WIOMSA (hereinafter referred to as the Association)

5. Character of the Association
The Association is a regional, nongovernmental, independent, non-profit making organization is an autonomous body having perpetual succession and independent legal existence from its members.

6. Affiliates
The Association may allow the establishment of national chapters or affiliations to facilitate the activities of WIOMSA at the national level.

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.

7. Head office
The Association has its registered office in Zanzibar, whose physical location is House Number 734 Mizingani Street, Zanzibar, Tanzania.

8. Area of operation
The Association shall operate in the following areas;

1) Island States: The island countries of the Western Indian Ocean West of Longitude 65°E and including Comoros, Madagascar, Mauritius, Réunion (France) and Seychelles.

9. **Core values**

The Association will adhere to and be defined by the following values:

**Excellence and professionalism:** WIOMSA will deliver work of the highest quality and professional standards. It will be precise in articulating scientific understanding, including its uncertainties, and rigorous in ensuring that what is communicated reflects the best contemporary scientific findings.

**Equality and non-discrimination:** All individuals are equal and are entitled to their human rights without discrimination of any kind, whether based on race, color, sex, ethnicity, age, language, religion, political or other opinion, national or social origin, disability, property, birth or any other factor.

**Accountability:** Center and other duty-bearers are answerable for the observance of human rights and have to comply with norms and standards enshrined in international human rights instruments.

**Dignity:** The dignity of risk, personal satisfaction and freedom of choice are fundamental to providing programs and services for and to all people.

**Transparency:** We demonstrate transparency in decision-making, openness to challenge, responsiveness to emerging needs and efficient use of all resources.

**Excellence:** We are committed to continuous self-evaluation and improvement.

**Innovation and Partnerships:** We are committed to change and prioritize opportunities that build partnerships, mobilize community resources, and empower individuals to work together
PART III: OBJECTIVES AND PROTECTION OF THE ORGANIZATION

10. Objectives
The aim and purpose of the organization 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, multi-disciplinary and transdisciplinary approaches.

1) 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, decisionmakers 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 nongovernmental) 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, if these do not compromise the aims and objectives of the Association.
   g) To undertake any other activities mandated by the General Assembly
   h) The Association can be engaged in activities outside the WIO region for the benefit of the region and the world at large.

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

   a) To ensure the appropriate use of marine science in decision-making by supporting the integration of science-policy-practice at all levels of government, community and the private sector
   b) To collaborate with national, regional or international organizations, whose objectives are consistent with those of the Association
c) To systematically track progress and impact of the Association's activities for both accountability and learning purposes

I. To ensure the appropriate use of marine science in decision-making by supporting the integration of science-policy-practice at all levels of government, community and the private sector

II. To systematically track progress and impact of the Association's activities.

III. To encourage the exchange of information and ideas between those concerned with marine science and management by means of publications, meetings, symposia, and such other methods as may be considered appropriate.

11. Governing laws

The Association shall perform all its duties and functions and shall be governed by the Laws of Zanzibar.
PART IV: MEMBERSHIP AND TYPES OF MEMBERS

12. Membership
The Western Indian Ocean Marine Science Association (WIOMSA) will accept any person to subscribe its membership for the purpose of contributing efforts in fulfilling its objectives.

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.

13. Acquisition of membership
Membership is acquired under the following conditions.

1) Any person wishing to become a member of the Western Indian Ocean Marine Science Association (WIOMSA) shall make an application in writing to the President of the Association.

2) Every application for membership shall be addressed to the Secretariat, and shall be submitted to the meeting of the Board of Trustees for consideration

3) When an application has been accepted by the Board of Trustees in accordance with this constitution, the President shall without delay send notice of the acceptance therefore to the applicant(s) in writing.

4) All eligible members shall pay entry and subscription fees and other contributions as may be determined and required by the Association from time to time.
TYPES OF MEMBERS

14. 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:

**Individual membership**

a) *Individual membership*: Shall be open to nationals and residents of the countries of the Region with an interest in the coastal and marine environment.

**Associate membership**

b) *Associate membership*: Shall be open to individuals outside the Region with an interest in coastal and marine environment.

**Student membership**

c) Student membership: Shall be open to individuals who are nationals of any of the member states of the Region and registered as full or part time students.

**Institutional membership**

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.

**Corporate membership**

e) *Corporate membership*: Shall be open to any company, agency, corporation, or other business which is committed towards promoting the aims of the Association.

**Fellow membership**

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.

**Life Members**

g) Life Members: Individuals who support the Association's mission, and make a one-time payment for continued, perpetual membership as determined by the Board.

**Emeritus Members**

h) Emeritus Members: Individuals of retirement age or older who have been members of the Association for a substantial period. They are eligible for reduced membership fees. Conditions to become eligible for emeritus status and the aware will be determined by the Board.
15. **Rights and Obligations of Members**

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) Be bound 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 (one person one vote) on elections and other matters submitted to a vote of the membership.
g) Payment of membership fees as determined by the Board
h) Reduced registration fees at the Symposiums and other benefits as determined by the Board.

16. **Cessation of membership**

Membership will only cease on the following reasons;

- Withdraw membership, expressed in writing to the Executive Secretary.
- Ceasing to continue to participate in the activities of the Association or ceasing to pay membership subscription fees.
- Misconduct detrimental to the Association as deemed by the Board on a case-by-case basis.
- If a member is proven to have been found guilty of a crime and sentenced into imprisonment.
- Death of a member or if the Association, is wound up

1) Resignation of any Member shall be communicated to the Assembly as soon as is practicable.
2) No refund, in whole or in part, of membership fees shall be payable to any member upon termination of membership.

17. **Liabilities/obligations of members**

All WIOMSA members will have the following obligations;

- To follow and observe rules and guidelines laid down by the Association
- To respect all members without reservation for gender, race, creed, religion and age
- To participate fully in the activities of the society
- To understand, defend and respect the Constitution of the Association
- To pay all fees, dues and other contributions that will be sanctioned by the Association.
PART V: ORGANIZATIONAL STRUCTURE AND OFFICE BEARERS

18. **Principal organs**

The Western Indian Ocean Marine Science Association shall have the following principal organs of its management:

(1) The General Assembly
(2) The Board of Trustees
(3) The Secretariat

19. **The General Assembly**

The General Assembly is the supreme organ of the Association responsible for the entire goals and work mandate as enshrined in this constitution, which shall be the Governing body of the Association (hereinafter referred to as the Assembly).

20. **Composition of the Assembly**

(1) 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.
   (g) Life Members
   (h) Emeritus Members

(2) 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.
21. **Function of the General Assembly**

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.

(f) It shall have the authority to decide on all issues which any member of the Association or the Board of Trustees submits in accordance with the procedure stipulated out in this constitution.

(g) Two months’ notice in writing of the intention to hold the General assembly together with a copy of the agenda, shall be sent to every member of the Association.

(h) The General Assembly shall decide upon the time and place of the meeting for its next session. Should it not be possible then, the President must do so after consultation with the secretariat of the Association.

22. **Board of Trustees**

1) The Board shall consist of the following members:

   a) The President, Vice President and Executive Director
   b) One representative from the host country (Tanzania)
   c) Four members from amongst the Regional Member states to from the Mainland states (Kenya, Mozambique, Somalia and South Africa) and two from the Island states (Comoros, Madagascar, Mauritius, Reunion and Seychelles)
   d) One Associate Member from amongst the membership actively engaged in marine science activities in the Western Indian Ocean Region
   e) The Board may co-opt any member of the Association on the Board but such co-option shall not exceed two members. Co-opted members shall be non-voting members and shall not qualify for Presidency

2) For the elected Members, there should not be more than one on the Board from any given country.

3) The names and complete addresses of Board members shall be maintained by the Secretariat and made available for inspection where necessary.
23. Functions of the Board

1) The Board shall implement decisions of the General Assembly and shall regulate and supervise the affairs of the Association.

2) 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 Director 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 committees 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
   l) Representing WIOMSA in regional and international meetings taking place within and outside their countries
   m) Appoint a representative, among themselves, to represent the Board in affiliated networks
   n) Make policies, rules and regulations
   o) Approve acceptance of grants, donations, gifts, subscriptions and endowments
   p) The Board may form an advisory committee consisting of past Association Presidents, Vice Presidents and selected Board Members to provide advice as needed for maintaining institutional memory.
24. **Meetings of the Board**

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.

1) 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.

2) More than half of the Members of the Board shall constitute a quorum. Any one or more Board members may participate in and shall be deemed present at any meeting conducted by electronics means of communication whereby all participating members may hear each other during the meeting.

3) 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.

4) Minutes of the Board shall be kept in a proper form by the Executive Director and shall be corrected and confirmed at the next meeting and signed by the President.

5) Subject to the above provisions, the Board may regulate its own *modus operandi*. All Board members will be required to sign a conflict-of-interest statement, revealing all potential conflicts of interest, during their tenure.

6) The minutes of the Board may, upon request, be made available to any Member of the Association. The Board, as deemed necessary, may invite in its meetings expert(s) to provide advice on strategic issues.

25. **Votes and decision making**

At any meeting of the Board of Trustees and General Assembly, half and above of members attendance shall constitute a quorum. Decisions shall be passed by majority of votes of the members present and voting. In the event of a tie, the President shall have a casting vote. Votes may be in secret ballot or by show of hands as the meeting may deem fit to vote in each case.

1) Online or telecommunications discussion tools and voting interfaces may be used for meetings of the Association’s organs, committees, and members, for discussions and voting, when a face-to-face meeting of all attendees is not possible or practicable.
26. **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 Director 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 provisions of this Constitution.

**Remuneration**

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.

27. **The Secretariat**

1) 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 Director.

2) The Secretariat shall be based at the headquarters of the Association as stipulated in Article 7 of this Constitution.

3) The Secretariat shall consist of staff of the Association, who will be employed according to the needs and workload of the Association.
28. **Functions of the Secretariat**

Functions of the Secretariat

1) General administration of the Association
2) Implementation of the decisions of the General Assembly and the Board of Trustees
3) Organization and management of the Association’s meetings

29. **The Country Coordinators**

1) There shall be country coordinators who provide a role in the day-to-day operations of the Association as they provide a critical link between the WIOMSA and its membership. They are also the face of the Association in the country.

2) The country coordinators shall have the following responsibilities:
   a) Promote WIOMSA with the view of raising awareness of the aims and objectives amongst other stakeholders and keeping them 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) In collaboration with WIOMSA Secretariat organize elections of country coordinators.
   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.

30. **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.
PART VI: PRINCIPAL OFFICERS

31. 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 Director.
4) The President shall delegate the Custodianship of the emblem of the Association to the Executive Director.

32. The Vice President

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

34. The Treasurer

The Treasurer shall be responsible for oversight of and strategies for, the Association’s resource mobilization and sustainable financing.

33. The Executive Director

The main task of the Executive Director 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 Director shall:

1) be the executive officer responsible for all matters of the Association including administration, management, financial and resource mobilization.
2) He/she shall be responsible for keeping official documents and publications pertinent to the Association.
3) attends meetings of the General Assembly and the Board and shall be responsible for the production of the minutes.
4) Coordinate all activities of the Association and of the office bearers.

The Director to the Association shall be responsible for discharging Secretariat functions to the Association or any other functions assigned to him/her by the decisions of the Association’s meetings.
35. **Patron**

1. The Association may appoint a prominent individual 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 reappointment for up to one additional term.
PART VII: FINANCIAL, MANAGEMENT, SOURCES OF FUNDS AND USES OF FUNDS

36. *Financial year*
The financial year of the Organization shall be between 1st January and 31st December of the calendar year.

37. *Sources of funds*
The sources of funds for the Organization shall be-
(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.

38. *Fees*
The Association shall prescribe fees to be paid for each of categories stipulated in article 14 of this Constitution.

39. *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.
40. **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.

41. **Uses of funds**

Funds however obtained shall solely be applied towards the promotion of the goals/objectives of the Association for the purpose of resolving challenges encountered in the implementation of Association objectives.

42. **Bank account**

There shall be a bank account opened in the name of the Association. The names and number of signatories of the Account shall be proposed by the Board of Trustees. Signatories can be changed and/or replaced as it deems fit for the board of trustees to do so for the benefit of the Association.

43. **Annual reports**

There will be Annual Reports consisting Annual Audited Financial Report and Annual Activities report prepared by the office bearers under supervision of the Board of Trustees.

44. **Audit and control**

The appointed External Auditor(s) shall annually audit and verify the financial accounts of the Association in accordance with the best practice principles of Accounting and Auditing.
PART VIII: CONSTITUTIONAL AMENDMENTS, DISSOLUTION AND COMMON SEAL

46. Constitutional amendments

Any part or clause of this Constitution may be removed, added or amended by the General Assembly Meeting through majority votes of eligible voters held for that purpose.

47. 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 non-profit institution or institutions nominated by the members which have as their principal object an object like that of the Association.

48. Common seal

There shall be Common Seal bearing the Organization Name and shall be only fixed for all Organization Documents.
PART IX: MISCELLANEOUS DISPOSITION

49. Conflict resolution
   1. Whenever arises a conflict within the Organization; the Board of Trustees will be responsible to settle the dispute.

50. 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.

52. Regulations
The Association will create Regulations (also can be called Standard Operating Procedures) that will enable the function of the constitution in the day-to-day activities.