

THE CONSTITUTION OF WOMEN IN MARITIME OF WEST AND CENTRAL AFRICA ASSOCIATION (WIMOWCA)

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CONSTITUTION OF WOMEN IN MARITIME OF WEST AND CENTRAL AFRICA (WIMOWCA)

ARTICLE 1: DEFINITION OF TERMS

In this Constitution, unless otherwise stated:

“The Association” means Women in Maritime of West and Central Africa Association registered under the Companies Act of Ghana.

“Co-opted member” means an active member of WIMOWCA who is an eminent personality with relevant expertise in the maritime field and has contributed considerably to the development of WIMOWCA. A co-opted member may be a past member of the Governing Council of WIMOWCA.

“Council” means the Governing Council of this Association

“Election” means the process through which management departments of the Association are established in accordance with the Constitution and Bylaws of the Association.

“IMO” International Maritime Organisation.

“Member” means individual, Corporate, Associate, founder and honorary member of the Association as stipulated under Article 4 of this Constitution.

“Member States” means the 23 countries and any other country that shall be defined by the International Maritime Organisation as located within the West and Central African Sub Region.

“Term of Office” means a period of two years before an elected office shall be vacant for an election or re-election for a further term.

“WIMOWCA” means the Women in Maritime of West and Central Africa.

“Singular and Plural” Wherever the singular is used in this Constitution, the same shall be construed as meaning the plural if the context so requires unless otherwise specifically stated.

ARTICLE 2: THE ASSOCIATION

2.1 Name

- a. The Women in Maritime of West and Central Africa (WIMOWCA), (hereinafter referred to as “the Association”), is hereby established and registered under the Companies Act 2019 (ACT 992) of Ghana.
- b. The Association shall be regional and non-political.

2.2 Registered Office and Headquarters

- a. The registered office of the Association shall be situate in Ghana in accordance with the Companies Act 2019 (ACT 992) of Ghana.
- b. The Headquarters of the Association shall be domiciled in ----- until otherwise determined by the Council.

2.3 National Chapters

- a. A National Chapter shall be established in the 23 member States defined by IMO as the West and Central African sub region and shall be affiliated to the Association.
- b. The National Chapters shall operate and be governed by the provisions of this Constitution.

2.4 Membership

The membership of the Association shall be made up of members of the National Chapters.

2.5 Special Interests

The Association may maintain a special and close working relationship with any International or Regional Organization or Association with similar objectives as the Council may determine from time to time.

2.6 Implementation

The Governing Council of WIMOWCA, shall ensure that the constitution is implemented progressively depending on the prevailing circumstances and the availability of resources.

ARTICLE 3: OBJECTIVES

The objectives for which the Association is established are to:

- a. advocate gender equality in the West and Central African Maritime Sector.
- b. integrate women in the mainstream maritime activities.
- c. promote access of women to the maritime sector through education, training and career opportunities.
- d. lobby for increasing the percentage of women at the senior management level within the region's maritime sector.
- e. promote access of women to quality employment in the maritime sector.
- f. enhance inclusion of women in the maritime sector through partnership and collaboration with Development Partners.
- g. promote co-operation, friendship and understanding through exchange of knowledge and dissemination of information.
- h. examine international conventions on maritime and make recommendations aimed at engendering relevant legal frameworks.

ARTICLE 4: MEMBERSHIP AND SUBSCRIPTIONS

4.1 Membership

- a. Membership of the Association shall be open to women working in or retired from the maritime sectors of the Member states and are members of the National Chapters in the country of residence of the Member State. Members' subscriptions shall be paid through the secretariats of their National Chapters.
- b. Membership of the Association shall comprise of-

i. Individual membership

Individual Membership shall include women working in the maritime sectors in the Member States;

ii. Corporate membership

Corporate membership shall include: maritime administrators; port authorities; organizations in the shipping industry; national marine tourism organizations;

seafarers and all maritime affiliated organizations in the member states. A corporate member shall be entitled to one vote at any general or special meeting’;

iii. Associate Membership

Associate membership shall include: tour/travel operators, hotelkeepers/caterers and other companies and institutions engaged in the tourism business. An associate member shall be entitled to one vote at any special or general meeting; and

iv. Founder Members;

Founder members shall include full members who are enumerated in the **First Schedule hereto**

v. Honorary membership

The Association may admit any person recommended by the Council, in accordance with the bye-laws, as an honorary Member, subject to ratification by the Annual General Meeting. Such honorary member shall not pay annual subscription fees.

- c. Corporate bodies or entities specified in 4.1(ii) and (iii) domiciled or doing business in West and Central Africa may apply for corporate or associate membership as the case may be, directly to the Regional Secretariat and pay members subscription fees thereof, subject to the approval of the Council.
- d. In exceptional circumstances, women in maritime sector residing in Member States where the National Chapters of the Association do not exist may apply for individual membership directly to the Regional Secretariat and pay membership subscription fees thereof, subject to the approval of the Council.

4.2 Mode of Application

Application for the membership of the Association shall be made through the secretariats of the National Chapters on the prescribed form with the exception of the provisions of clauses 4.1(c) and (d) herein.

4.3 Membership Subscription

- a. Membership subscriptions fees shall be paid annually to the Regional Office Secretariat. Such subscriptions fees shall be due on the 1st of January of each year and shall be non-refundable.
- b. National Chapters shall transfer part of the annual subscription fees applicable to various categories of membership, to the regional Office Secretariat and the amounts payable shall be-

- i. Individual member - US\$10
- ii. Corporate member - US\$100
- iii. Associate member - US\$50

- c. Annual subscription shall be reviewed by the Council from time to time subject to the ratification of the Annual General Meeting. Any increase or decrease in the annual subscription fee occasioned by the review shall not be applicable to existing members at the time until the following financial year.
- d. The Council may revoke the affiliation of a National Chapter from the Association in the event of a default in the payment of annual subscription in accordance with the Association by-laws. The aggrieved National Chapter has the right to petition the Council for a review within three (3) months of such revocation.
- e. The Association may join another body or seek observer status in another body subject to ratification by a two-third (2/3) majority of members present and voting at an Annual General Meeting.

ARTICLE 5: RESIGNATION, EXPULSION AND SUSPENSION OF MEMBERSHIP

5.1 Resignation

- a. A member may resign from the Association by giving a written Notice to the Secretary and the Notice shall take effect from the date of receipt by the Secretary.
- b. A member may be deemed to have resigned for failure to pay annual subscription for a period of twenty-four (24) months from the due date. The aggrieved member may appeal to the Council for a review of its decision within three (3) months of the decision of the Council in accordance with the by-laws.

5.2 Expulsion

- a. A member may be expelled from the Association upon the recommendation of the dispute resolution committee supported by a two-third (2/3) majority of members present at an Annual General Meeting on grounds of the conduct of the member within and outside the Association judged to:
 - i. have adversely affected the reputation or dignity of the Association; or
 - ii. have contravened any of the provisions of the Constitution.
- b. Notwithstanding the above, the aggrieved member shall have the right to address the Annual General Meeting prior to its resolution on the allegation for expulsion.

5.3 Suspension:

The Council shall have the power to suspend a member from the register of members following an allegation in clause 5.2 (a) herein until the following Annual General Meeting. Such suspension shall not affect the right of the member to address the Annual General Meeting.

5.4 Termination:

Membership shall be terminated upon death, removal or voluntary resignation.

ARTICLE 6: RIGHTS AND OBLIGATIONS OF MEMBERS OF THE ASSOCIATION

6.1 Rights of Members:

Members shall have the right to:

- i. enjoy all the benefits and privileges conferred by the membership of the Association;
- ii. identify themselves as members of WIMOWCA;
- iii. participate in activities of the Association;
- iv. participate and vote in meetings and elections;
- v. participate in the organs of the Association;
- vi. be heard on matters of private or general interest to WIMOWCA;
- vii. receive publications and other information disseminated by the Association from time to time; and
- viii. petition the Council in the event of any delay in remitting her/its annual subscription fees to the Regional Office by the National Chapter in accordance with the by-laws

6.2 Obligations of Members:

The obligation of members shall be as follows:

- i. conduct their affairs in a manner consistent with the promotion and defence of the values and integrity of the Association;
- ii. maintain the highest standards of professionalism and ethics in their business dealings within the Association and with other parties or partners;
- iii. discharge their financial obligations towards the Association as and when due;
- iv. participate in the organs and activities of the Association voluntarily in particular, to assist in fund raising activities and contribute towards the achievement of the objectives of the Association;
- v. provide relevant information in support of the objectives of the Association as and when necessary; and
- vi. abide by the rules, regulations and the Constitution of this Association

ARTICLE 7: ORGANISATION AND MANAGEMENT

7.1 The Principal Organs

The Principal Organs of the Association shall be as follows:

- i. the Governing Council (Council);
- ii. the Annual General Meeting;
- iii. The Trustees
- iv. Administrative Council; and
- v. The Secretariat.

7.2 Governing Council:

- a. The Governing Council, (hereinafter referred to as the “Council”), shall be the supreme organ of the Association and shall be responsible for formulating policies and providing strategic direction.
- b. The Council shall meet biannually at a date and place to be determined by it.
- c. The Council shall consist of the following office bearers-
 - i. President;
 - ii. Vice-President;
 - iii. Secretary;
 - iv. Treasurer;
 - v. Monitoring and Evaluation Officer;
 - vi. Communication and Public Relations Officer;
 - vii. One Council Member (elected);
 - viii. One Council Member (co-opted); and
 - ix. Head of Secretariat (Ex Officio)
- d. Office bearers shall be active members of the Association and shall be elected by the Annual General Meeting. Such office bearers shall hold office for a term of two years and are eligible for re-election for a further term. No office bearer shall hold office for more than two consecutive terms.
- e. An office bearer may resign from office for ill-health or personal reasons by giving a-six (6) month written Notice to the Secretary of the Association or for a period to take effect at the following Annual General Meeting whichever shall be shorter.
- f. The President shall be removed by a two third majority (2/3) of members present and voting at a Special General Meeting duly convened for that purpose on grounds of ill-health or other incapacity or other grounds stipulated in Article 5 of this Constitution.

- g. In the event of a mid-term vacancy due to death, resignation or removal of any office bearer, such vacancy shall be filled as follows: -
- i. with respect to the office of the President, the Vice President shall assume the office in an acting capacity for the remainder of the term and until a new President shall be elected;
 - ii. in the case of other offices, the Council may nominate a substitute to hold office for the remainder of the term of office of the office bearer.
 - iii. in the event of a removal under Article 5 of this Constitution, the vacancy shall be filled by an election at the Annual General Meeting that determined the expulsion.
- h. An active member shall be a member in good financial standing and an active participant in the activities of the Association.
- i. Where a member is absent from three consecutive meetings of the Council without justification or prior permission of the President, the position of the member on the Council shall be declared vacant by the Council.
- j. In the election of office bearers, equitable geographical representation shall be taken into consideration. The President and the Treasurer or any other officer responsible for the accounts of the Association shall not come from the same country.

ARTICLE 8: FUNCTIONS OF THE GOVERNING COUNCIL ("COUNCIL")

The Council shall be responsible for the formulation of policy and strategic directives of the Association. The functions and powers of the Governing Council shall be to:

- i. convene the Annual General Meeting of members at a date, time and venue to be determined by the Council;
- ii. approve the agenda of the Annual General Meeting, the programme of activities, budget and accounts of the Association for a fiscal year;
- iii. consider the reports of the Administrative Council and the Secretariat on the activities of the Association and the implementation of policies to be presented to the Annual General Meeting for approval;
- iv. consider and approve membership and re-admission applications;
- v. consider issues relating to the removal or expulsion or termination of members and recommend appropriate actions to the Annual General Meeting for approval;
- vi. establish rules in relation to donations, gifts, levies or contributions to the Association;
- vii. issue a journal or other publication of the Association as may be required;
- viii. give directives to the Administrative Council and Head of Secretariat on the implementation of policies;

- ix. review and recommend to the Annual General Meeting applicable annual subscriptions to be paid by members taking into consideration the prevailing circumstances;
- x. constitute relevant sub-committees and working groups;
- xi. approve the by-laws and rules governing the financial, administrative, procedures for meetings and elections, and other activities of the Association and cause same to be published to the members;
- xii. consider and make recommendations on proposals to amend the Constitution; and
- xiii. appoint the senior personnel of the Secretariat upon the recommendation of the Administrative Council.

ARTICLE 9: DUTIES OF OFFICE BEARERS

9.1 President:

The President shall:

- i. convene and preside over meetings including Council meetings, Annual General Meetings and Special General Meeting and functions of the Association in accordance with the by-laws and Constitution;
- ii. oversee the observance of the laws, rules and regulations of the Association by the office bearers and members, and the implementation of the decisions of the Annual General Meeting;
- iii. supervise the management of the Association in general;
- iv. represent the Association in court, administrative bodies and any other dispute resolution institutions.

9.2 Vice President:

The Vice President shall assist in performing the duties and functions of the President in the absence of the President.

9.3 The Secretary:

The Secretary shall:

- i. issue notices of the meetings of the Association as directed by the President;
- ii. take the Minutes of the meeting;
- iii. keep records of all meetings;

9.4 The Treasurer

- a. The Treasurer is responsible for the accounts of the Association and shall:-

- i. maintain books of accounts showing the details of all money received and payments made by the Association and shall present the same for annual auditing by the Auditor of the Association appointed in accordance with Article 18 (a) hereunder;
 - ii. present the audited accounts of the Association to the Council and the Annual General Meeting;
 - iii. receive all funds and make payments on behalf of the Association as may be directed by the Council in accordance with this Constitution;
 - iv. design a strategy to ensure prompt payment of dues by members and for timely detection of defaulters to be implemented by the Head of the Secretariat subject to the approval of the Council;
 - v. prepare half yearly financial statements and annual budget of the Association and submit them to the Council; and
 - vi. prepare and present annual reports of accounts including bank reconciliations, with details of the total funds raised, sources of funds received and expenditure report and remaining balances. A report on outstanding pledges and subscriptions shall be part of the financial reports to be submitted to members during the Annual General Meeting.
- b. The Treasurer or any other officer responsible for the accounts of the Association shall, upon resigning or otherwise vacating her office for any reason render to the Association and its members a full and true account of all moneys received and paid by her during her tenure of office up to and including her last day in office and shall forthwith hand over all the property of the Association in her possession, custody or under her control including the moneys remaining, security, bonds, papers, books and effects provided that if such an account was rendered as required under Article 9.4 (a)(v) and (vi) then the final account shall cover the period from the day after such account was rendered to the last day in office.

9.5 Communication and Public Relations Officer

- a. Communication and Public Relations Officer shall:
- i. act as public relations and spokesperson of the Association;
 - ii. design promotional materials for approval by the council;
 - iii. produce publications aimed for the promotion of the activities of the Association;
 - iv. ensure the website and other social media platforms of the Association are up-to-date;
 - v. develop communication strategies that raise the profile of the Association;
 - vi. disseminate statutory publications; and
 - vii. Perform any other promotional activities as directed by the Council.

9.6 Monitoring and Evaluation Officer

The Monitoring and Evaluation Officer shall-

- i. monitor and evaluate the activities towards the achievement of the strategic plan of the Association at the National Chapters Level.
- ii. receive activities reports from the National Chapters;
- iii. review and analyse such reports against the objectives of strategic plan of the Association in particular progress, resource reallocation and implementation of strategic plan activities;
- iv. report findings including progress or shortcomings to the Council as well as recommend corrective measures for the inadequacies.
- v. Shall be the chairperson of the administrative council on matters related to the day-to-day operations of the Association

ARTICLE 10: ADMINISTRATIVE COUNCIL

10.0 The Administrative Council shall: -

- a. be responsible for the review of the operations of the Secretariat to ensure timely implementation of policy and compliance of the Constitution.
- b. ensure that all by-laws are established in line with the Constitution.
- c. provide advice to the Council on the efficiency of the administrative activities of the Association.
- d. hold meetings biannually or at such other time as it shall determine.

10.1 The Administrative Council shall consist of:

- i. Chairpersons of National Chapters, excluding those elected/co-opted into the governing council;
- ii. Monitoring and Evaluation Officer (Chairperson)
- iii. Any other person(s) as the Council shall determine.

ARTICLE 11: NATIONAL CHAPTERS

National Chapters:

- a. Every Member State shall establish a National Chapter of the Association in accordance with the relevant local laws and the provisions of this Constitution.
- b. Each National Chapter shall have a Constitution consistent with the aims and objectives of the Association and shall not, in any way whatsoever, be inconsistent or contrary to the provisions of this Constitution.

- c. The membership of the National Chapter shall be drawn from women working in the maritime sectors within the specific geographical jurisdiction of the Member states;
- d. The National Chapters shall operate in a democratic and transparent manner and shall seek to bring together all women working in maritime sectors in their geographical areas for purposes of advancing their career in the maritime field in the spirit of the aims and objectives of the Association and in compliance with the Constitution;
- e. Every National Chapter shall maintain a secretariat and its own bank account in accordance with the by-laws;
- f. Any member of a National Chapter may apply for membership of the Association through the National Chapter in the country of residence of the member and pay the applicable annual subscription as set out in Article 4.3 (b) of this Constitution.
- g. Each National Chapter shall appoint a member who shall liaise regularly with the Secretariat for purposes of advancing the objectives of the Association;
- h. Each National Chapter shall endeavour to raise funds towards the advancement of the aims and objectives of the Association. The National Chapter shall remit twenty percent (20%) of the total money realised from such fund-raising activities to the Regional Secretariat through the bank account of the Association;
- i. National Chapters shall elect officer bearers in accordance with the by-laws and the Constitution and shall adopt the titles of President and Vice President at the National Chapter level.
- j. National Chapters shall conduct their affairs in a manner that promotes the attainment of the objectives of the Association and consistent with the provisions of this constitution and shall refrain from conduct detrimental to the reputation and integrity of the Association;
- k. National Chapters shall provide information promptly as and when requested by the Association;

ARTICLE 12: COUNCIL MEETINGS

- a. The Governing Council of the Association shall meet at least twice a year at a date and time the Council shall determine. The meeting shall be conducted physically or virtually or both as the Council shall deem fit.
- b. The quorum for a valid meeting shall be by a simple majority of members present and voting including the President.
- c. The business of the Council Meetings shall be to:-

- i. consider and approve the programme implementation and financial reports of the Association for the financial year under review;
 - ii. present the Annual Report of the Council for the preceding year;
 - iii. consider and recommend an Auditor who shall be a member of the accounting profession of the country in which the secretariat of the Association is situated to audit the accounts of the Association;

 - iv. pass by-laws or rules of the Association;

 - v. approve the work plans and budgets for the subsequent year;
and
 - vi. conduct any other business provided due Notice has been given.
- d. The Council may decide to hold a Special General Meeting for specific purposes as it deems fit and the meeting shall be held within seven (7) days of notifying its members in writing; The quorum shall be as specified in clause 13.3 of this Constitution.

ARTICLE 13: ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING

The general meeting shall consist of

- i. Annual General Meeting; and
- ii. Special General Meeting.

13.1 Annual General Meeting:

- a. The Association shall hold the Annual General Meeting of members at a place decided by a simple majority of members present and voting at the Annual General Meeting of the previous year. Each National Chapter present shall be entitled to one vote.
- b. The date shall be determined by the Council and shall not be later than 31st December of the following year.
- c. The quorum shall be fifty percent (50%) of members present.
- d. The Notice for the meeting shall be in writing and accompanied by the annual statement of accounts and the agenda for the meeting and shall be sent to the members not less than twenty-one (21) days before the date of the meeting.
- e. The Agenda for Annual General Meeting shall consist of:
 - i. confirmation of minutes of the previous annual general meeting;
 - ii. consideration of the accounts;
 - iii. annual reports on the programme of activities by the National Chapters;

- iv. election of office bearers, committee members and trustees of the Association where necessary;
- v. appointment of Auditors in accordance with Article 18(a);
- vi. such other matters as the Council may decide provided due Notice has been given by a member or proposer to the Secretary at least thirty (30) days before the date of the meeting; and
- vii. any other business subject to the approval of the President.

13.2 Special General Meeting:

- a. Notwithstanding the provisions of Article 12 (d), the Council may convene a Special General Meeting upon requisition in writing by not less than thirty percent (30%) of active members to the Secretary of the Association. Such meeting shall be held not less than twenty-one (21) days of the receipt of the requisition by the Secretariat and only the issue raised therein shall be discussed at this meeting.

13.3 Quorum for special general meetings

The quorum for a Special General Meeting shall be one-third (1/3) of members present and voting.

ARTICLE 14: PROCEDURES AT MEETINGS

- a. The meetings of the Association shall be chaired by the President or Vice President or a member selected by members present either physically or virtually at the meeting in the absence of the President and the Vice President;
- b. The Resolution shall be by simple voting by a show of hands, electronic means or any other method of voting that the Council shall deem appropriate. In the event of equality of votes, the President or any officer chairing the meeting shall have a second or casting vote.

ARTICLE 15: POWERS AND OBLIGATIONS OF THE GOVERNING COUNCIL

- a. The Council shall constitute sub-committees for specific purposes and determine the terms of reference, mandate, tenure of office and composition including appointment of chairmen and secretaries of such committees
- b. The Council shall recruit a Head of Secretariat with a maritime background and relevant experience to manage and coordinate administrative activities of the Secretariat and act as the ex-officio for the Council. The Head of the Secretariat, Programme Coordinator and any other senior staff of the Secretariat as the Council shall deem fit from time to time, shall be recruited on contract basis for a term of three (3) years with the option of renewal for a further term subject to the needs of the Association and the availability of funds.

- c. In the event of lack of funds, the Council may appoint such officers from among members of the Association it shall consider qualified and willing to take on such responsibilities in the interim and for a period not more than one (1) year.
- d. The Council may enter into an agreement with such members on such terms and conditions of service as it may deem fit, provided that the duration of any such agreement shall not exceed one (1) year.

ARTICLE 16: THE SECRETARIAT

- a. The Association shall have a secretariat to coordinate and facilitate the activities of the various organs of the Association.
- b. The senior staff of the Secretariat shall include:
 - i. Head of Secretariat;
 - ii. Programme Coordinator;
 - iii. Administrative Officer.
- c. The Secretariat shall be located in ----- until otherwise determined by the Annual General Meeting.
- d. The Secretariat shall undertake such tasks as the Council shall assign from time to time.

ARTICLE 17: FUNCTIONS OF THE HEAD OF SECRETARIAT

The Head of the Secretariat shall be recruited and appointed by the Council in accordance with the provisions of Article 15 (b) herein.

- a. The Head of Secretariat shall be responsible for the conduct of the day-to-day operation of the Association including: -
 - i. providing secretarial services for the meetings of the Association including committee that may be established by the Council from time to time;
 - ii. preparing and presenting the financial statements, draft work programme and budget of the Association on at the Council meetings for its consideration and approval in consultation with the Treasurer;
 - iii. carrying out the directives of the the Council, Administrative Council and Annual General Meeting and ensure implementation of the policies and decisions arrived at their respective meetings;
 - iv. ensuring proper conduct of the administrative and financial matters of the Association;

- v. carrying out duties and research related to the objectives of the Association on her own initiative or as the Council or general meetings may direct;
 - vi. keeping up-to-date with current developments concerning the objectives of the Association and advise members of such development;
 - vii. preparing and submitting to the Council annual reports on the activities of the Association;
 - viii. submitting to the Council draft rules and regulations governing the financial and administrative activities of the Association;
 - ix. preparing and submitting reports to the Council on paid and unpaid subscriptions as well as any financial assistance received in line with the strategy put in place by the Treasurer;
 - x. Preparing and presenting annual activity and operations budget to the Council;
 - xi. presenting annual budget to the Council in consultation with the Treasurer;
 - xii. handle the banking transactions as shall be directed by the Treasurer;
 - xiii. preparing and securing minutes of the proceedings and promptly transmit copies thereof to the members of the general meeting or Council or any committee, as the case may be;
 - xiv. preparing the provisional Agenda of the Annual General Meetings and Council meeting in consultation with the President;
 - xv. preparing the provisional Agenda of any committee as may be established from time to time; and
 - xvi. Safeguarding and maintaining an updated inventory of the property of the Association;
 - xvii. undertaking other assignments as the Council shall direct from time to time.
- b. The Head of Secretariat may determine and request the Council to hire support staff to assist in the day to day running of the Association.

ARTICLE 18: AUDITOR

- a. Appointment of an Auditor shall be upon recommendation of the Council and ratification by Annual General Meeting by a two-third (2/3) majority of members present and voting provided the person shall be a certified member of the accounting or auditing profession of the country in which the Headquarters of the Association shall be located.
- b. The Auditor shall examine the financial records and statements of accounts of the Association for the fiscal year and prepare a report which shall be annexed to the Notice of the Annual General Meeting;

- c. The Auditor may be paid an honorarium for his/her duties as may be determined at the Annual General Meeting during the ratification of his/her appointment.
- d. An office bearer or a member of the Association shall not be an Auditor.

ARTICLE 19: ASSOCIATION FUNDS

- a. The sources of finance of the Association shall consist of:
 - i. entrance or admission fees as shall be determined by the Council from time to time;
 - ii. annual subscriptions fixed by the Council from time to time;
 - iii. donations, grants and ex-gratia contributions to the Association;
 - iv. fund raising activities;
 - v. savings and interest on income;
 - vi. levies imposed on members as and when necessary;
 - vii. borrowings;
 - viii. representations or consultancy allowances; and
 - ix. any other income received by the Association which shall be consistent with the objectives of the Association and the by-laws
- b. The Treasurer shall receive and deposit the money realised to the bank account of the Association for safe keeping and for the advancement of the aims and objectives of the Association as espoused in this Constitution.
- c. No funds of the Association shall be distributed among members or used for any other purpose other than as provided in this Constitution.

ARTICLE 20: ASSOCIATION'S BANK ACCOUNT

- a. The Council shall by a general resolution keep a bank account in a stable and credible financial institution and all financial transactions shall be carried out in the name of the Association.
- b. The Association shall operate digital and mobile banking applications such as online banking and M-Pesa subject to the approval of the Council.
- c. All the cheques of the Association shall be signed by three (3) officers: The Treasurer, Head of secretariat and a member of the Council as authorised by the Council. The signature of the Head of secretariat shall be mandatory.

ARTICLE 21: TRUSTEES- ASSOCIATION'S PROPERTY

- a. The Trustees shall consist of not more than three (3) members of the Association appointed at an Annual General Meeting and shall hold office for a term of three (3) and shall be eligible for re-election.
- b. The Annual General Meeting shall have the power to remove any Trustee and to fill any vacancy created by the removal or death or resignation of a Trustee.
- c. All land, buildings and other immoveable properties and investments and securities acquired by the Association shall be vested in the names of the Trustees.
- d. The Trustees shall pay all income received from the property of the Association to the Treasurer and submit claims for reimbursements in relation to the property to the Council for consideration and reimbursement as the Council shall determine.

ARTICLE 22: LEGAL STATUS

The Association shall acquire legal status under the laws of the country in which the Headquarters of the Association shall be situate including the power to:

- i. sue and be sued in the name of the President or Secretary or Trustees as shall be determined by the by-laws of the Association and in default of such determination, in the names of such members as shall be appointed by the Council for the occasion;
- ii. enter into contract;
- iii. acquire and dispose of movable and immovable property; and
- iv. have a common seal.

ARTICLE 23: AMENDMENT OF CONSTITUTION AND BY-LAWS

- a. This Constitution may be amended by two- third (2/3) majority of members present and voting at an Annual General Meeting or Special General Meeting called by the Council subject to the written consent of the Registrar of Society.
- b. The application to the Registrar for amendment shall be in writing signed by three office bearers including the President and the Secretary.
- c. The proposal to modify or review the Constitution shall comply with the by-laws and Article 13 of this Constitution as the case may be;
- d. Notice for the amendment shall be sent to members not less than thirty (30) days before the date of the meeting or as stipulated in Article 13.1 (e)(vi);

- e. By-Laws to facilitate effective operationalization of this constitution shall be developed with six month following its promulgation;
- f. This constitution shall be implemented progressively.

ARTICLE 24: DISSOLUTION

- a. The Association shall be dissolved by a two-third (2/3) majority of the members present and voting at an Annual General Meeting subject to the written consent of the Registrar. The quorum for the meeting shall be in accordance with the by-laws of the Association.
- b. In the absence of a quorum, a Special General Meeting shall be convened thirty (30) days from the date of the previous meeting to consider the proposal for dissolution. The Notice shall be sent to members fourteen (14) days before the date of the meeting and the quorum shall be the number of members present and voting at this meeting.
- c. The application to the Registrar for amendment shall be in writing and signed by three office bearers including the President and the Secretary.
- d. In the event of dissolution, the assets and liabilities of the Association shall be dealt with in accordance with the decision of the Annual General Meeting that ratified the dissolution.

ARTICLE 25: INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

Any registered member of the Association may inspect the books of accounts and all documents relating thereto, and the register of members of the Association at the Secretariat upon giving a Notice in writing to the Secretary at least seven (7) days before the date of the proposed inspection.

ARTICLE 26: DEPOSITORY

This Constitution shall be deposited with the Secretariat of the Association and the certified true copies thereof shall be transmitted to all members through the website of the Association with an option to download.

FIRST SCHEDULE

FOUNDER MEMBERS

The founding members of the Association is as follows:

NAME	COUNTRY	POSITION
Ms. Sylvia Asana Dauda OWU	GHANA	PRESIDENT Anglophone
Ms. Maria Jesus ADA OBIAGA MANGUE	EQUATORIAL GUINEA	VICE PRESIDENT Luxophone
Ms. Yvonne MOYU'TAGNE	CAMEROON	SECRETARY Francophone
Mrs. Nneka Ogochukwu OBIANYOR	NIGERIA	SECRETARY Anglophone
Mrs. Oritseματοςan EDODO EMORE	NIGERIA	TREASURER Anglophone
Ms. Prisca BEKALE	GABON	MEDIA OFFICER2 Francophone
Ms. Euridice SEMEDO	SAO TOME AND PRINCIPE	MEDIA OFFICER3 – Luxophone
Mrs. Mfon Ekong USORO	NIGERIA	Trustee
Caroline MAWANDJI	DR CONGO	Trustee
Mrs. Jemilat MAHAMA	GHANA	Trustee
Ms. Sandra OPOKU	GHANA	1 ST INTERIM PRESIDENT