



**WESTERN INDIAN OCEAN  
MANGROVE NETWORK  
(WIOMN)**

**CONSTITUTION**

**2021**

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## PREAMBLE

**WHEREAS** mangroves play an important role by providing many critical ecosystem goods and services to millions of people in the Western Indian Ocean region;

**AND WHEREAS** mangrove ecosystems face a myriad of management challenges that are common across the region, ranging from over-exploitation, conversion to other land uses, pollution and more recently climate change related impacts;

**AND WHEREAS** there is currently no forum which brings together regional mangrove scientists, managers, policy and decision makers to discuss, exchange and share knowledge and experiences on best practices for sustainable conservation and management of mangroves;

**AND WHEREAS** there is a need for establishment of Western Indian Ocean Mangrove Network, which will help the member countries, practitioners and other professionals to coordinate and communicate conservation and management policies, strategies and activities regionally;

**AND WHEREAS** the formation of such a Network was recommended at a Regional Workshop on Vulnerability Assessment of Mangroves to Climate Change and Associated Anthropogenic Pressures, held in Mombasa - Kenya, on 4<sup>th</sup> to 5<sup>th</sup> of October 2011;

**AND WHEREAS** it was recommended that this Network be anchored at one of the regional institutions whose vision engenders the Protection, Management and Development of the Marine and Coastal Environment (and associated resources) of the Eastern Africa Region;

**AND WHEREAS** a decision was reached to register the Western Indian Ocean Mangrove Network in Zanzibar.

**THERE WAS** established on 5<sup>th</sup> October 2011, the Western Indian Ocean Mangrove Network.

# **CHAPTER ONE**

## **INTRODUCTION**

### **1. Short Title and Establishment**

- (i) The name of the Organization shall be known as **WESTERN INDIAN OCEAN MANGROVE NETWORK** (herein after referred to as the **Organization**) is a regional Network, non-governmental, independent and non-profit making.
- (ii) The short version for the Network shall be WIOMN,
- (iii) The Organization 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,
- (iv) The Organization may allow the establishment of national chapters or affiliations to facilitate the activities of WIOMN at the national level,
- (v) All chapters and affiliations so formed must acknowledge their relationship with WIOMN through use of WIOMN logo or statement of affiliation on official correspondence with WIOMN,
- (vi) There shall be a logo for the Organization, which will be approved by the Assembly,
- (vii) The use of this logo in any form requires prior approval of the Board of Trustees.

### **2. The Office of the WIOMN**

#### **Head Office and Sub-office of the Network**

The WIOMN shall have its main office in Zanzibar - Tanzania and shall have power to open a branch in any other member country as may be preferred and appropriate in favour of facilitating efficiency and effectiveness of the Network operations.

### **3. Interpretations**

In this constitution unless the content otherwise requires, the following expressions have the meanings hereby assigned to them is to say;

"*Constitution*" refers to the constitution of Western Indian Ocean Mangrove Network

"*WIO region*" refers to the Western Indian Ocean region

"*Organization*" refers to Western Indian Ocean Mangrove Network, hereafter used interchangeably with the Network

"*WIOMN*" refers to WIO Mangrove Network

"*Member*" refers to any person from the WIO region that may vote and contribute to the Network

"*Mangroves*" are trees and/or shrubs which grows in the tropical and sub-tropical intertidal zones, coastal swamps, having numerous tangled roots that grow above ground and variably form dense and sparse forests and shrubs.

"*Registrar*" means registrar of societies in Zanzibar as provided under section 9 of the Societies Act No 6 of 1995 of Zanzibar.

"*Financial year*" means the period of twelve month ending 31st of December.

"*Quorum*" means the minimum number of people required in order to validate a meeting to take place

"*Act*" means THE SOCIETIES ACT NO. 6 of 1995 of Zanzibar as amended from time to time.

"*Assembly*" means the General Assembly of members of the Network.

"*National chapter*" refers to country office or branch which may be established by the Network

#### **4. The Language of Communication**

As the Network recognises the diversity of languages spoken in member countries, it is resolved that the language of communication for the Network shall be English but that communication documents can be translated as the need arises into the other three major languages of the region - French, Portuguese and Swahili. The Network shall, if it so wishes, also serve to promote meaningful dialogue and co-operation with similar organisations in other regions.

## **CHAPTER TWO**

### **VISSION, MISSION AND OBJECTIVES OF THE ORGANIZATION**

#### **5. Vision**

Securing the mangrove ecosystems of the Western Indian Ocean region through creation and application of best practices for sustainable conservation and management.

#### **6. Mission**

To identify new and emergent fields of scientific and practice research in the conservation, including sustainable utilization of mangrove resources, assist in the making of informed policy and management decisions, stimulating high quality science, and lead collaborations at national, regional and international scientific research and conservation programmes.

#### **7. Objectives**

- (i) Expertise sharing and capacity development in mangrove research, conservation and management practices across the region,
- (ii) Standardization of methodologies in conducting mangrove assessments and monitoring,
- (iii) Production and dissemination of regional scientific publications, guidelines and manuals and policy briefs on mangrove research, conservation and management,
- (iv) Raising the profile of mangroves as a critically important ecosystem supporting many livelihoods and matters relating to climate change in the region,
- (v) Development and delivery of training programs for capacity development on sustainable mangrove conservation and management to relevant stakeholders and/or actors.

## CHAPTER THREE

### MEMBERSHIP

#### 8. Membership Qualifications

1. Membership of the Network shall be open to every person who is interested to work with WIOMN. The countries currently represented by the Network are Kenya, Tanzania including Zanzibar, Mozambique, South Africa, Madagascar, Mauritius, Seychelles and Comoros.
2. Membership of the Network shall not be limited to a particular geographical space. A person shall be registered as a member of WIOMN upon fulfilment of the following conditions;
  - (i) Having a sound mind,
  - (ii) Must be willing to work with the Network voluntarily at any time,
  - (iii) Pay the annual membership fee prescribed by the Board of Trustees of the Network,
  - (iv) Members of the Executive Committee must be persons from institutions, organisations and stakeholders involved in marine science, engineering and technology in the WIO region,
  - (v) Complete the required membership registration form.

#### 9. Categorization of Membership

1. Subject to the provision of this Constitution and payment of prescribed fees, application and registration for membership of the Network shall be open to any person, juristic or otherwise, in the following categories:
  - (i) **Individual membership:** Shall be open to nationals of the countries of the region with an interest in the mangroves and associated ecosystems research, conservation and management, and who is fulfilling the conditions under this Constitution,
  - (ii) **Associate membership:** Shall be open to individuals outside the region with an interest in mangroves and associated ecosystems research, conservation and management,
  - (iii) **Institutional membership:** Shall be open to any institution, company, agency, corporation or organization in the region involved in activities

furthering the aims of the Network and whose objectives are not in conflict with the aims of the Network,

- (iv) ***Student membership***: Shall be open to individuals who are nationals of any of the member states of the region with active registration as students at any academic institution,
- (v) ***Corporate membership***: Shall be open to any company, agency, corporation or other business which is committed towards promoting the aims of the Network,
- (vi) ***Fellow membership***: Shall be awarded biennially to scientists by the Network in recognition of their outstanding work or significant contribution to research, conservation and management of mangroves in the region,
- (vii) ***Honorary membership***: Shall be conferred biennially upon individuals who have rendered outstanding contribution to the conservation, management and sustainable development of mangroves in the region.

## **10. Procedures for Enrolment of Members**

- (i) Individuals, institutions, companies, agencies, corporations or organizations wishing to become members of the WIOMN under categories 1(i) to (v) of article 8 of this Constitution shall apply for membership according to procedures approved by the General Assembly from time to time, and the registration will be done through filling of membership application forms which shall be provided via the WIOMN website,
- (ii) Subject to the terms and conditions set by the Network, the Secretariat may approve membership applications of an applicant,
- (iii) Honorary and Fellow membership shall be conferred on a person nominated through a procedure approved by the General Assembly.

## **11. Rights and Responsibilities of Members**

1. Each member of the Network shall have such rights and perform duties as may be prescribed by the General Assembly of the Network, including but not limited to the following: -
  - (i) Participate fully in the activities of the Network,
  - (ii) Undertake such obligations and duties as may be assigned by the General Assembly or Board of Trustees,

- (iii) Abide by the terms of this Constitution, which shall be the basic guide for the operation of the Network,
  - (iv) Exercise the right to vote and be elected as appropriate (one person one vote),
  - (v) Protect the property of the Network,
  - (vi) Build good image and reputation of the Network,
  - (vii) Pay membership dues in a timely basis.
2. The duties and obligations mentioned under this section shall not be entitled to the fellow and honorary members.

## **12. Termination of Membership**

1. Membership may be terminated or suspended for reasons including, but not limited to the following;
- (i) Voluntary resignation by writing notice to the Secretariat not less than 30 days,
  - (ii) Any person who without any reasonable cause ceases to continue to participate in the activities of the Network or ceases to pay membership subscription fees shall cease to be a member,
  - (iii) Violate the Constitution and/or by-laws of the Network,
  - (iv) Embezzlement of property of the Network,
  - (v) Committing a criminal offence and/or being sentenced for imprisonment of more than 6 months as approved by the Court of law,
  - (vi) A person shall cease to be a member of the Network because of misconduct detrimental to the Network as deemed so by the Board of Trustees on a case-by-case basis.
2. The termination or suspension of any member shall be communicated to the General Assembly and the member will be given notice in writing from the Chairperson.
3. A member shall not be terminated/suspended his/her membership unless he/she is offered an opportunity to be heard before the General Assembly.
4. A refund, in whole or in part, of membership fees shall not be payable to any member upon termination of membership.

**13. Fees**

1. The Board of Trustees shall prescribe fees to be paid for each of the categories 2(i) to (v) of Article 8. This shall include a fee associated with;
  - (i) Membership subscription, and
  - (ii) Any extraordinary contribution by members as approved by the General Assembly.

## **CHAPTER FOUR**

### **ADMINISTRATION STRUCTURE**

#### **14. Administrative Organs**

The organs of the Network shall be; -

- (i) The General Assembly,
- (ii) Board of Trustees,
- (iii) Executive Committee,
- (iv) Secretariat,
- (v) Country Representatives,
- (vi) Subsidiary Bodies.

#### **14.1 The General Assembly**

1. There shall be a General Assembly of all members of the Organization, which shall be the governing body of the Organization
2. The Assembly shall be composed of the following members;
  - (i) Individual members,
  - (ii) Student members,
  - (iii) Representatives of institutional members,
  - (iv) Associate members,
  - (v) Corporate members,
  - (vi) Fellow members, and
  - (vii) Honorary members.
3. The Assembly may invite participants as observers (guests and representatives from other institutions and organizations), but they shall not be entitled to participate in taking decisions, nor have the right to vote or engage themselves in activities that may influence the vote. They can only participate fully in discussions on issues of the Network.

### **14.1.1 Meetings of the General Assembly**

1. The Assembly of the Network shall meet once every three (3) years with an invitation giving two (2) months' notice.
2. The Assembly may meet as extraordinary at any time when need arises.
3. The quorum required at any Assembly meeting shall be  $\frac{3}{4}$  of voting members personally present or represented by proxy, and for extraordinary meeting described by category 5 of article 14.1.1 of this Constitution,  $\frac{1}{2}$  of the members shall be required.
4. All general meetings shall be called by the Regional Chairperson and organized by Regional Secretary in collaboration with Country Representatives.
5. Voting at meeting shall be by show hands or by secret ballot (any methods as agreed by the members at the meeting). 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.
6. The Regional Chairperson, with the consent of the Board of Trustees, may summon an Extraordinary session of the General Assembly to resolve on any special or emergency issue(s) that the board deems so. He or She is also obliged to do so if requested in writing by at least one third of the Network's voting members. Such extraordinary meeting may be called with one (1) month notice.

### **14.1.2 Functions of General Assembly**

1. The General Assembly shall be the supreme organ of the Network and shall be empowered to take decisions on all matters affecting the membership and activities of the Network.
2. The Assembly shall have the functions to; -
  - (i) Formulate the general policy of the Network,
  - (ii) Discuss and endorse the programmes, reports and budget of the Network,
  - (iii) Elect members of the Board of Trustees,
  - (iv) Receive appeals provided to the Board of Trustees, after receiving the recommendation from the Executive Committee to make decision,
  - (v) Direct the Board of Trustees to carry out any other duties it may deem necessary for attaining the objectives of the Network,

- (vi) Make rules and regulations governing the Network's operational procedures for its activities (including meetings) and those of the other organs of the Network,
- (vii) Make necessary amendments to the Constitution after fulfilling all the conditions and submit them to the Registrar. and
- (viii) Perform any other functions for benefit of the Organization.

## **14.2 Board of Trustees**

### **14.2.1 Composition**

1. There shall be the Board of Trustees of the Network (herein referred to as the Board) and it shall be made up by not more than nine 9 members.
2. The Board shall consist of the following members; -
  - (i) One representative from the host country (Zanzibar),
  - (ii) Four members from amongst the Regional member states (as described in the category 1 of Article 8 of this Constitution,
  - (iii) One Associate member from amongst the membership actively engaged in mangrove conservation research/activities in the WIO region,
  - (iv) The Board may co-opt any member of the Network but such co-option shall not exceed two members, co-opted members shall be non-voting members and shall not qualify for chairing the meeting,
  - (v) Regional Secretary who shall also be the secretary for the Board meetings
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 the Board members shall be maintained by the Secretariat and made available for the inspection where necessary.

### **14.2.2 Functions of the Board**

1. The Board shall be the Executive organ of the Network.
2. The Board shall regulate decisions of the General Assembly and shall have overall mandate to oversee (regulate and supervise) the affairs/functions of the Network.
3. The Board shall have the functions to;

- (i) Elect the Regional Chairperson and Regional Vice Chairperson of the Network who shall be amongst themselves,
- (ii) Elect a Treasurer of the Network from amongst themselves,
- (iii) Appoint the Regional Secretary,
- (iv) Initiate and maintain programmes and projects designed to meet the Network's objectives, advise the Secretariat on various activities conducted by the Network,
- (v) Receive and discuss audited financial reports as presented by the Secretariat,
- (vi) Assist the Secretariat in arrangement for Assembly meetings,
- (vii) Prepare schemes, terms of references and terms and conditions of service for the staff of the Network,
- (viii) Appoint sub-committees from members of the Network to perform any assigned duties, as it deems necessary for its work,
- (ix) Conduct fund raising events.

### **14.2.3 Meetings of the Board**

1. The Board shall meet twice a year, but it may also make emergency (extraordinary) meetings if required to do so.
2. Meetings of the Board shall be convened and chaired by the Regional Chairperson. In the absence of the Chairperson or Vice Chairperson, the members of the Board shall elect one amongst themselves to chair the meeting.
3. More than half of the members of the Board shall constitute a quorum.
4. 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 Chairperson of the meeting shall have a casting vote in addition to his/her deliberative vote.
5. Minutes of the Board meetings shall be kept in a proper form by the Regional Secretary and shall be corrected and confirmed at the next meeting and signed by the Regional Chairperson.

#### **14.2.4 Tenure of Office**

1. The Regional Chairperson and members of the Board shall hold the office for the term of three (3) years, but may be eligible to be elected for another term of three 3 years. The Regional Chairperson and members of the Board shall not hold office for more than 6 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 election Assembly.
3. Any member of the Network that has served on the Board for two consecutive terms may be re-elected (or co-opted) after the lapse of one term of three years.
4. Any member of the Board may, at any time, resign from office by giving notice in writing to Regional Chairperson of not less than 30 days, and if the Regional Chairman, may at any time resign from office by giving notice in writing to the Regional Secretary.
5. 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.
6. If membership of the Board ceases through death, resignation, incapacity or dismissal, the Board shall have the power to fill the vacancy for the unexpired term subject to the stipulation in article 14.2.1 (2) of this Constitution.

#### **14.2.5 Remuneration**

1. A payment shall not be made to the members of the Board except in respect of the direct cost incurred and related to their activity undertaken in support of the Network as deemed necessary by the Board.

#### **14.3 Executive Committee**

1. There shall be an Executive Committee.
2. The Committee shall be composed of the Regional Chairperson, Regional Vice Chairperson, Treasurer and Regional Secretary.
2. The Committee shall be responsible for monitoring and supporting the routine operations of the Secretariat.
3. The Committee shall report to and take decisions on behalf of the Board on matters of urgency.

### **14.3.1 Functions of the Executive Committee**

1. Advise and support the Secretariat on general administration of the Network.
2. Recruit staff of the Network.
3. Formation of Sub-Committees when the need arises.
4. Prescribe the Terms of Reference for Sub-Committees.
5. Appoint the leaders of the Sub-Committees.
6. In observance to Article 17.5 of this Constitution, appoint a Patron of the Network and subsequently refer the same to the Board of Trustees and General Assembly for confirmation.
7. The Executive Committee shall suspend the membership of any Member or Leader of the Network if it is found that he/she has violated the principles of leadership or this Constitution or distrusted him/her, pending the decision of the General Assembly.
8. The Executive Committee may be dissolved if half of its members will resign and two-thirds (2/3) of the members of the General Assembly shall vote no confidence in the Committee

### **14.4 Secretariat**

1. There shall be a Secretariat
2. The Secretariat shall be responsible for the day-to-day operations of the Network and will be led by the Regional Secretary.
3. The Secretariat shall be based at the headquarters of the Network in Zanzibar - Tanzania.
4. The Secretariat shall consist of staff of the Network, who will be employed according to the needs and workload of the Network.

#### **14.4.1 Functions of Secretariat**

1. General administration of the Network.
2. To maintain an updated list of members of the Network.

3. To maintain communication links between the members of the Network and between the members of the Executive Committee.
4. To call for items and set the Agenda for meetings and special sessions and to communicate this to the Executive Committee and members for comments.
5. To document the findings and decisions from Network meetings.
6. To provide support to any projects initiated by the Network. As a general rule, the Secretariat and Network subsidiary bodies shall make use of the facilities of the Network for the fulfilment of their functions.
7. Organization and management of the Network's meetings.

#### **14.5 The Country Representatives**

1. Country Representatives play an important role in providing a link between the Secretariat and Members of the Network.
2. The country representatives shall have the following responsibilities;
  - (i) Promote WIOMN with the view to increasing its membership and keep members informed of the important activities of the Network,
  - (ii) Liaise with the Secretariat as the need arises,
  - (iii) Facilitate the establishing of formal or informal country/local chapters, and development of memoranda of understanding with institutions in their respective countries,
  - (iv) Facilitate election of country representatives in their respective countries every three years,
  - (v) Initiate and facilitate electronic discussions among/between network groups,
  - (vi) Report to Secretariat on actions taken towards promoting, in their countries, the resolutions and recommendations of the General Assembly,
  - (vii) Act as national focal points for projects implemented by the Network.

##### **14.5.1 Tenure of Office**

1. The tenure of office for the Country Representatives shall be three years, eligible for one more re-election. The Country Representative shall not hold office for more than six consecutive years. Election of Country Representatives shall be done at the same election Assembly as for the Board.

2. Any member of the Network that has served as a Country Representative for two consecutive terms may be re-elected after the lapse of one term.
3. If any Country Representative post falls vacant through death, resignation, incapacity or dismissal, the Board shall have the power to fill the vacancy for the unexpired term.

#### **14.6 Subsidiary Bodies**

1. There will be Sub-committees of the Network that will be formed by the Executive Committee when the need arises.
2. Sub-committee leaders will be appointed by the Executive Committee.
3. Sub-committees will meet and will hold their meetings as prescribed in the Terms of Reference for their appointment.
4. Decisions will be by a simple majority of the votes of the members present.
5. The members' quorum is more than half of the members.
6. The leaders of the Sub-committees shall act as directed by the rules of the Network or as instructed by the Executive Committee or the General Assembly.

## **CHAPTER FIVE**

### **LEADERSHIP**

#### **15. Network Leaders**

1. Every member entrusted with the Executive Committee and the Board of Trustees shall be recognized as the leader of the Network in accordance with this Constitution.

#### **16. Criteria for Leadership**

- (i) Be a member of the Network as provided for by Articles 8, 9 and 10 of this Constitution.
- (ii) Be able to lead.
- (iii) Be healthy.
- (iv) Be well aware of his/her responsibilities.
- (v) Abide by the terms and conditions of this Constitution and the rules of the Network.
- (vi) Be able to write and read in any or all of the four major languages of the region – English, French, Portuguese and Swahili.

#### **17. Principal Leaders**

##### **17.1 Regional Chairperson**

1. There shall be a Regional Chairperson of the Network who shall be elected by the Board and shall hold that post for a period of three years.
2. The Regional Chairperson shall not be re-elected to the post for more than two terms.
3. The Regional Chairperson and Regional Vice Chairperson shall not be the representatives of the same country and/or institution.
4. The duties of the Regional Chairperson shall be; -
  - (i) Convene, open, preside at, and close each meeting of the Network,

- (ii) Make rulings on point of order raised at meetings of the Network, provided that each representative retains the right to request that any such decisions be submitted to the Network for approval,
- (iii) Put questions and notify the Network of decisions reached and the results of votes,
- (iv) Approve a provisional agenda for the meeting after consultation with Country Representatives and the Secretariat,
- (v) Sign, on behalf of the Network, the reports of each meeting for dissemination as official documents of the proceedings,
- (vi) Exercise other powers and responsibilities as provided in these Rules and make such decisions and give such directions to the Secretariat as will ensure that the business of the Network is carried out effectively and in accordance with its decisions.

## **17.2 The Regional Vice Chairperson**

1. Duties of the Regional Vice Chairperson shall include assuming the duties of the Regional Chairperson when he/she is temporarily or permanently unable to act.

## **17.3 The Treasurer**

1. There shall be a Treasurer of the Network, who shall be elected by the Board and shall hold such post for six years.
2. The Treasurer shall be responsible for oversight of, and strategies for, the Network's resource mobilization and sustainable financing. Specifically, the Treasurer shall have the following duties; -
  - (i) Prepare budgets of the Network in consultation with Executive Committee.
  - (ii) Will be cashier of the Network Fund
  - (iii) Responsible for procurement and purchasing of the Network in consultation with the Executive Committee.
  - (iv) Prepare financial reports of the Network and submit to the General Assembly.
  - (v) Prepare long-term financial plans of the Network and submit them to the General Assembly for approval.

#### **17.4 The Regional Secretary**

1. There shall be a Regional Secretary of the Network, who shall be appointed by the Board from time to time as it finds necessary and appropriate.
2. The main task of the Regional Secretary is to implement policy and action plans established by the Board and approved by the General Assembly and ensure the efficient and effective conduct of the business of the Network. More specifically, the Regional Secretary shall;
  - (i) Be the administrative officer responsible for all official correspondence of the Network,
  - (ii) Be responsible for the general conduct and control of the work of the Network, including accounts and finances. He/she shall be responsible for keeping official documents and publications pertinent to the Network,
  - (iii) Serve as secretary to meetings of the General Assembly and the Board and shall be responsible for the production of the minutes,
  - (iv) In collaboration with Regional Chairperson calling and organizing meetings of the Network,
  - (v) Coordinate the Sub-committees of the Executive Committee,
  - (vi) Keep records and minutes of the meetings of the Network.

#### **17.5 Patron of the Network**

1. The Network may appoint a prominent individual from within or outside the region as its Patron. The patron's role shall purely be advisory with respect to raising the visibility of the Network.
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 Network as well as advancement of research, conservation and management of mangroves in the region.
3. The Patron will be appointed by the Executive Committee and confirmed by the Board and the General Assembly and shall serve for a four-year period and may be eligible for re-appointment for up to one additional term.

#### **18. Termination of Leaders**

1. A leader of the Network shall cease holding his/her office for any of the following reasons; -

- (i) He/she dies,
  - (ii) He/she becomes of unsound mind,
  - (iii) Guilty of misappropriation of Network property/funds,
  - (iv) Spreading false information about the Network,
  - (v) Failure to fulfil duties in a satisfactory manner,
  - (vi) Omitting or committing any act contrary to this Constitution or Bylaws/rules of the Network.
- 2 A leader shall not be terminated on disciplinary grounds from his/her position unless he/she is being given the right to be heard.
- 3 The discussion and resolution on termination shall be made at the General Assembly meeting.

## **CHAPTER SIX**

### **MISCELENEOUS PROVISIONS**

#### **19. General Election and Voting**

1. There shall be an election of the Board of Trustees of the Network that shall be held after every three (3) years, whereas the electoral process shall be handled democratically, where voting will be by secret ballot.
2. Every member who wishes to become a member of the Board as provided for by Article 14.2.1, shall be required to complete a request form for leadership and submit it to the Regional Secretary who shall submit it to the Executive Committee of the Network.
3. All members of the Board of Trustees, except the Regional Secretary who is appointed by the Board, shall be voted on through the General Assembly meeting.
4. The Network leaders shall be re-elected in the next term of office and hold the same post; provided that, no such person shall be re-elected to hold the very post for more than two consecutive terms.
5. The Executive Committee shall have the power to appoint the General Election Committee to oversee the elections.
6. The election committee will expire 28 days after the election.

#### **20. Taking of Decisions**

1. The Regional Chairperson shall put to all Members of the Network questions and proposals requiring decisions. Decisions shall be taken according to the following provisions:
  - (i) Decisions of the Network on matters of substance shall be taken by consensus,
  - (ii) Decisions on matters related to the appointment of office bearers shall, as far as possible, be taken in accordance with paragraph (i) above. In the event that consensus cannot be reached, such decisions shall be taken by a simple majority vote of the Members of the Network present at the meeting and voting.
  - (iii) In the making of decisions pursuant to (ii) above, each Member shall have only one vote and votes shall be taken by a secret ballot.

## **21. Meetings**

1. Regular meetings of the Network shall normally be every three years.
2. The Secretariat shall prepare, in consultation with the Regional Chairperson, a provisional agenda for each meeting of the Network. The provisional agenda shall include:
  - (i) All items which the Network has previously decided to include in the provisional agenda,
  - (ii) All items the inclusion of which has been requested by any Member of the Network,
  - (iii) The proposed date for the next regular meeting following the one to which the provisional agenda relates.
3. The Secretariat shall transmit to all Members of the Network, at least fourteen (14) days in advance of the Network's meeting, the provisional agenda and exploratory memoranda or reports related thereto.

## **22. Observers**

1. Individuals have the right to participate in the Network's meetings as observers. For practical purposes, observers should inform the Secretariat of their intention to attend a Network Meeting at least fourteen (14) days in advance of said meeting.
2. Observers may participate fully in the discussions on various issues of the Network unless a Member of the Network objects
3. Observers are not entitled to participate in the taking of decisions.
4. Observers may submit documents to the Secretariat for distribution to Members of the Network. Such documents shall be relevant to matters under consideration by the Network.

## **23. Publications**

1. The Network shall publish and disseminate information through the following; -
  - (i) The Network websites [www.wiomn.org](http://www.wiomn.org) and [www.wiomrtf.org](http://www.wiomrtf.org),
  - (ii) The WIOMN Annual Reports,

- (iii) The WIOMN News Brief, containing Network news, business and articles of the general interest to the membership, which will be published quarterly,
- (iv) Other publications, which will be produced as authorized by the Board of Trustees,
- (v) The Network shall endeavour to establish a Mangrove Journal of the Western Indian Ocean, containing articles primary related to mangroves conservation and management and published twice yearly or as appropriate.

## **24. Awards**

1. The Network shall authorize and sponsor awards; to be given at specific times to recognize achievements in, and contribution to, mangrove conservation and management in the region.
2. Individuals are eligible for awards of the Network regardless of nationality or place of residence.
3. No individual may receive the same award more than once.

## **25. Source of Funds and Expenditure**

1. There shall be Network revenue and expenditure which shall be collected and used for the benefit of the Network as follows; -
  - (i) Membership fees,
  - (ii) Support from national, regional and international organizations,
  - (iii) Donations from the members and public and private parties who support the aims and objectives of the Network,
  - (iv) Sales of the Network publications,
  - (v) Support from any other structures set up to sustain the work of the Network,
  - (vi) Consultancies, where the term and conditions of which shall not in any way constrain the pursuit of the WIOMN objectives as stipulated in the Article 7 of this Constitution.
2. The income and property of the Network, whatever its source, shall be applied solely towards the promotion of the objectives of the Network and may not be distributed to Members or office bearers of the Network, except as reasonable

compensation for services rendered. Members or office bearers of the Network shall have no rights to the property or assets of the Network solely by virtue of their membership or office.

3. Funds shall be spent in a manner as approved by the Assembly.
4. All funds of the Network shall be transacted through and kept in a Bank or Banks approved by the Board of Trustees, or such other investment vehicle as may be designated by the Board from time to time.
5. The Board shall approve the authorized signatories to the financial transactions of the Network and the authorized 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 Network shall be in the name of the Network.
7. Books of accounts shall be kept at the headquarters of the Network 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 Network 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 Network and perform all duties as may be imposed by the law in force.
10. A member or employee of the Network or its Board of Trustees shall not be eligible to act as, or be appointed to perform the functions of an auditor to the Network, or have any association with the Auditor that brings direct or indirect gains to either party.
11. Each member of the Network shall meet own expenses arising from attendance at meetings of the Network/subsidiary bodies.

## **26. The Organization**

1. The Network 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 provision of this Constitution and the Act and other laws applicable in Zanzibar.

## **27. Amendments of the Constitution**

1. A member may propose any amendment to this Constitution. Such proposed amendment shall be submitted initially to the Regional Secretary, at least one month before the General Assembly is convened, for onward transmission to the Executive Committee and the Board for 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 at the Assembly.

## **28. Indemnity**

1. An officer or employee of the Network shall not be liable for any loss or damage occasioned by any error of judgement or oversight on his/her part; or any 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, every officer and every person employed by the Network shall be indemnified out of the funds of the Network against all liability incurred by them in such capacities, in defending any proceedings, whether civil or criminal, in which judgement is given in their favour, or in which they are acquitted.

## **29. Operation and Commencement**

1. The Constitution shall come into operation after being registered by the Registrar of Societies of the Revolutionary Government of Zanzibar.

## **30. Records and Reports**

1. At each meetings of the Network, the Secretariat shall prepare a report of the meeting. Such report shall summarise the discussions and deliberations of the Network.
2. The report shall include and provide the rationale for all findings and recommendations and shall include any conflicting views made known to the Chairperson.
3. A copy of the report shall be transmitted to all representatives of the members and all individuals present at the meeting of the Network in question, to the members of the WIOMN Executive Committee and to each stakeholder/sponsor and may be published in the Network website as appropriate.

**31. Dissolution**

1. The Network shall be dissolved in any of the following;
  - (i) Upon a vote of 75% of the members present at the General Assembly or a meeting called for the purpose and of which written notice shall have been given, detailing reason for the meeting,
  - (ii) By the court order, or
  - (iii) Any other reason impending future progress of the Network.
2. After the dissolution of Network, the remaining funds shall be allocated to another organization doing similar activities. The decision as to which organization shall receive the funds shall be made by the Registrar in collaboration with the Board, if the Board is not involved/being the source of the dissolution.