



BY-LAWS

In accordance with Article 8 (xi), Article 10.0 (b) and Article 12 (c) (iv) of the Constitution, the Governing Council shall approve the bye-laws and cause the same to be published to the members. Article 23 (c) of the Constitution, Bye-laws to facilitate the operationalization of the Constitution shall be developed within six months following its promulgation.

OCTOBER 30, 2023

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RULE 1: INTERPRETATION

“The Association” means the Association of Women in the Maritime Sector in the Eastern and Southern Africa Region (WOMESA)

“WOMESA” means the Association of Women in the Maritime Sector in the Eastern and Southern Africa Region.

“The Constitution” means the Constitution of Women in the Maritime Sector in the Eastern and Southern Africa Region (WOMESA) as adopted on December 31, 2021.

“Council” means The Governing Council of this Association.

A “National chapter” means a member country falling within the jurisdiction of WOMESA duly registered under the laws of their respective country.

Alternatively “Member” may refer to a corporate body/regional or international association as prescribed in 4.1 in the constitution.

In the national chapter a member refers to an individual, national corporate body submitting to the constitution and the Bye-Laws of WOMESA.

“The President” means the President of the Governing Council of this Association (WOMESA).

“The Chairperson” is the Chairperson of a National Chapter who is also the chairperson of the Executive Committee (ExCom)”.

RULE 2: PURPOSE, OBJECTIVES AND GOVERNING INSTRUMENTS

- a) The purpose and objectives of the Association are set forth under the Constitution and these bye-laws.
- b) The Association shall be governed by its Constitution and its bye-laws.
- c) These bye-laws shall be interpreted in accordance with the Constitution and in the event of any contradiction the Constitution shall take precedence.

RULE 3: NON-DISCRIMINATION

The Association will not practice or permit any unlawful discrimination on the basis of sex, age, race, colour, national origin, religion, background, physical handicap or disability or any other basis as prohibited by law.

RULE 4: LIMITATION OF ACTIVITIES

- a) No part of the activities of the Association shall consist of intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Association carry on business with the general public in a manner similar to an organization operated for profit.

- b) A member of the Association who contravenes this rule shall be deemed to have voluntarily resigned from the Association.

RULE 5: MEMBERSHIP

a) Individual membership

- i. Individual membership shall include national chapters which shall be duly registered under the laws of their country where they are domiciled.
- ii. National chapters shall be non-political.

b) Corporate membership

A corporate member shall act in the best interest of the Association and assist to advance the objectives of the Association.

c) Associate membership

An Associate member shall ensure that their business is aligned with advancing the objectives of the Association.

d) Founder members

The Secretariat shall keep a register with the list of the founder members including their current addresses.

e) Honorary members

- i. An honorary member shall be a person who has served the Association in a special capacity but does not meet the criteria for other membership.
- ii. The Governing council shall recommend an honorary member to the Annual General Meeting for ratification.

RULE 6: APPLICATION FOR MEMBERSHIP

- a) Application for membership shall be made using the prescribed form and paying the prescribed fees.
- b) The application for membership and associated fees will be transmitted to the Secretariat as soon as practical.
- c) The application for membership shall be reviewed by the Head of Secretariat and submitted for admission during the Annual General Meeting.
- d) Approval of membership and admission to the Association shall be by a two-third majority of the Council.
- e) The Association will keep a roll of all its members which will be published annually.

RULE 7: SUBSCRIPTION

- i. A National chapter shall set its own local subscription fees for its members subject to Article 4.3 (b) of the Constitution.

- ii. Membership subscription fees shall be paid annually to the Secretariat by bank/ swift or electronic transmission to a registered account.
- iii. The Secretariat will electronically transmit a receipt of the fees received together with a stamped and approved roll of recognized members.
- iv. Delay in remittance
 - a) Pursuant to Article 6.1 (viii) a member may petition the Council in writing for a delay in remittance of annual subscription fees to the Regional Office.
 - b) The Council may accept or deny a petition for a delay in remittance of annual subscription to the Regional Office in writing within fourteen (14) working days of receipt of the petition.
- v. Review of the annual subscription shall be subject to ratification by two-thirds majority of members voting at an Annual General Meeting.
- vi. Revocation for unpaid subscription
 - a. Subject to Article 4.3 (a) of the Constitution, a National Chapter shall be deemed to have defaulted on their annual subscription if their subscription fee has not been received by the 31st day of June in a calendar year.
 - b. A National Chapter that has defaulted on their annual subscription shall attract a fine to be determined by the AGM.
 - c. The aggrieved member may appeal to the Council for a review of its decision by writing a letter to the Head of Secretariat within one (1) month of the decision.
 - d. The Secretary will convene a meeting of the Council within fourteen (14) working days of receipt of the request for appeal and the aggrieved party will be invited to present their appeal.
 - e. The Council will review the appeal and communicate their decision to the aggrieved party within fourteen (14) working days.
 - f. An appeal from a decision of the Council shall be made to the Dispute Resolution Committee which shall be final.
 - g. The Council will table a recommendation for revocation of membership for ratification by a two-thirds majority at an Annual General Meeting.

RULE 8: RESIGNATION, SUSPENSION AND EXPULSION OF MEMBERSHIP

a) Resignation

- i. A member may be deemed to have resigned for failure to pay annual subscription for a period of twelve (12) months from the due date.

A member wishing to resign from the Association shall submit to the Secretariat a notice of resignation.

- ii. On receipt of a notice of resignation, the Secretary shall publish the notice to all members within seven (7) working days.
- iii. A member will be deemed to have resigned from the Association after one (1) month from the date of publish of the notice of resignation.
- iv. A member shall surrender all assets of the Association before resignation is accepted.

b) Suspension

- i. A member may submit a proposal for suspension of a member to the Secretary in writing stating the grounds for suspension of the member.
- ii. The Secretary shall invite the concerned party to submit a response to the proposal for suspension in writing within seven (7) working days of receipt of the proposal.
- iii. The Secretary shall notify the Dispute Resolution Committee who will convene a meeting to consider the proposal for suspension within one (1) month of receipt of the proposal and response.
- iv. The Dispute Resolution Committee shall make a recommendation on the proposal for suspension of a member to the Council.
- v. Suspension of a member shall be complete upon ratification by two-thirds majority voting at an Annual General Meeting.
- vi. Upon suspension a member will lose all rights and obligations under the Constitution for the period of suspension.

c) Expulsion

- i. A member may submit a proposal for expulsion of a member to the Secretary in writing stating the grounds for expulsion of the member.
- ii. The Secretary shall invite the concerned party to submit a response to the proposal for expulsion in writing within seven (7) working days of receipt of the proposal.
- iii. The Secretary shall notify the Dispute Resolution Committee who will convene a meeting to consider the proposal for expulsion within one (1) month of receipt of the proposal and response.
- iv. The Dispute Resolution Committee shall make a recommendation on the proposal for expulsion of a member to the Council.
- v. Expulsion of a member shall be complete upon ratification by two-thirds majority voting at an Annual General Meeting.
- vi. Upon expulsion a member shall lose all rights and obligations under the Constitution.

RULE 9: RIGHTS AND OBLIGATIONS OF MEMBERS OF THE ASSOCIATION

- i. A member shall be entitled to enjoy all the benefits and privileges conferred by the membership of the Association and these shall be lost upon expulsion or suspension of such membership in accordance with Rule 8.

- ii. A member has a right to actively participate in the affairs and activities of the Association in accordance with the Constitution, these by-laws and the Strategic Plan of the Association.
- iii. A member has the right to vote in an Annual General Meeting on any motion brought forward for adoption and each member shall be entitled to 1 (one) vote. (at the regional level one vote denotes a national chapter while at the National chapter it denotes individual member).
- iv. In the event of a member being absent, that member can register a vote through a proxy by notifying the Secretariat at least 3 days prior to the Annual General Meeting and filling in the proxy form.
- v. Failure of a member to carry out their obligations under the Constitution may lead to expulsion or suspension in accordance with Rule 7.

RULE 10 ELECTIONS: ORGANISATION AND MANAGEMENT

a) The Governing council

The Governing Council is the highest executive body of the Association;

- i. Election of office bearers to the Governing Council shall be elected every two years by the Annual General Meeting.
- ii. In the election of office bearers (7.2. J), equitable geographical representation shall be taken into consideration so as to ensure that the Governing Council truly reflects the face of the region.
- iii. The offices of President and Vice President should as much as practicable be held on rotational basis.
- iv. Office bearers will be from different nationalities, save for co-opted council member (or immediate past president)
- v. Office bearers shall be elected for a term not exceeding 2 years and are eligible for a further 2 year term subject to being re-elected.
- vi. A member who has served as the President of the Association shall not be nominated for election to a lower office but only co-opted as a Council member.
- vii. The Head of Secretariat shall issue a one (1) months' notice call for nominations for office bearers three (3) months prior to the Annual General Meeting.
- viii. Nominations of members shall be done by National Chapters by filling and duly signing a nomination form and submitting the form to the Head of Secretariat not later than the period issued in the notice.
- ix. A nomination form shall be accompanied by an updated Curriculum Vitae (CV) of the nominated member.
- x. The Head of Secretariat shall nominate an independent person as a returning officer for the purpose of conducting the elections and verification of results.

- xi. The returning officer shall be endorsed and appointed by the Governing Council in a meeting.
- xii. The Election of office bearers shall be done by each National chapter Chairperson or her proxy casting a vote in the election of each office.
- xiii. The nominee with the largest number of votes will be declared the winner and in the event of a tie, the electoral process will be repeated until a winner is decided.
- xiv. A nominee who is unopposed shall be declared the winner by default within seven (7) days of the close of the electoral process.
- xv. The Secretariat shall facilitate a free and fair election.
- xvi. Any perceived malpractice should be brought to the attention of the Governing Council still in office.
- xvii. The Governing Council may set up a Dispute Resolution Committee to address matters arising.

b) **Administrative Council**

The Administrative shall oversee the activities of the Secretariat and will be responsible for the drafting of the Association's bye-law's for approval by the Governing Council.

- i. The Chairperson of the Administrative Council shall be the Monitoring and Evaluation Officer.
- ii. Notwithstanding Rule 10(b)(i) members of the Administrative Council shall be Chairpersons of National Chapters who are not members of the Governing Council.
- iii. Any member may send a proposal for amendment of the bye-laws to the Chairperson, the Administrative Council for consideration.
- iv. The Administrative Council may propose amendments to the bye-laws to the Governing Council for approval.

c) **Committees**

In execution of its functions the Governing Council shall constitute relevant committees and in performance of its functions;

- i. The Governing Council shall constitute committees when necessary to advance the objectives of the Association.
- ii. Committees shall be formed in areas such as Legal, Finance, Technical and Disciplinary among others when deemed necessary.
- iii. The Administrative Council shall be tasked with preparing Terms of reference for a Committee.
- iv. A Committee shall be made of not less than 5 members of a National Chapter who aren't members of the Governing Council.
- v. A Committee shall be chaired by a member of the Administrative Council.

d) **The Secretariat**

The Secretariat is responsible for running the day to day activities of the Association and shall provide quarterly reports to the Administrative Council on the operations of the Secretariat.

- i. Appointment of personnel of Secretariat
 - a. The Governing Council shall seek to appoint personnel of the Secretariat depending on need and availability of finances for remuneration.
 - b. The Governing Council shall recruit personnel of the Secretariat by publishing a notice of vacancy to all members.
 - c. Personnel of the Secretariat shall be recommended by members of the Association.
 - d. The Governing Council shall constitute an independent panel to interview suitable candidates for the positions advertised and recommend the best candidate for the position.
- ii. All personnel of the Secretariat shall be offered contracts of employment by the Association duly signed by the President and witnessed by the Secretary.
- iii. The Staff of the Secretariat shall not be engaged in active politics during their employment by the Association.

RULE 12: DUTIES OF OFFICE BEARERS

a) **The President**

- i. The President shall be the overall head of the Association and shall represent the Association at all times.
- ii. In the event of her absence, the President shall issue the Vice President with a Power of Attorney or any other instrument with the stamp or seal of the Association delegating the duties and functions of the President.
- iii. The instrument of power mentioned above shall specify the assignment(s) and time frame within which the Vice President will perform the duties and functions of the President in the absence of the President.

b) **The Vice President**

- i. The Vice President shall deputize the President and perform the duties and functions of the President in her absence.
- ii. The Vice President to provide a report to the President on the performance of the duties and functions of the President in her absence.

c) **The Secretary**

- i. The Secretary shall issue notices of meetings of the Association in accordance with the Constitution and by-laws of the Association.
- ii. Notices shall be deemed to have been duly served by sending to the official emails of members or Chairpersons of National Chapters.

- iii. The Secretary will ensure that all minutes are reviewed, duly signed and circulated to all members of the Association within reasonable time.
- d) **The Communications and Public Relations Officer**
The Communications and Public Relations Officer shall develop a Communications strategy to be implemented subject to the approval of the Council.
- e) **The Monitoring and Evaluations Officer**
The Monitoring and Evaluations Officer shall receive activities reports from National Chapters, review and analyze such reports and present findings to the Council every 6 (six) months.
- f) **Council members**
The Association shall elect two (2) council members as the AGM may determine to be co-opted to the Governing Council.

RULE 13: NATIONAL CHAPTERS

- i. A National Chapter shall adopt the Objectives and Constitution of the Association customized according to the laws of their country.
- ii. A National Chapter shall have a democratically elected executive committee (ExComm) including and not limited to a Chairperson, Vice Chairperson, Secretary, Treasurer and at least one other member in accordance with their Constitution.
- iii. National chapters to facilitate inclusivity and diversity so as to ensure that the entire spectrum of the maritime industry is brought on board.
- iv. A National Chapter shall notify the Association through the Secretariat of any election of executive committee members.
- v. Chairpersons of National Chapters shall be the recognized representatives of National Chapters by the Association and shall have voting rights in accordance with the Constitution and the by-laws.
- vi. Each National Chapter shall maintain a roll of its fully paid-up or subscribed members and shall share a list of its members with the Secretariat annually.
- vii. Each National Chapter shall have a Secretariat or at least a designated office(r) to run the day to day activities of the National Chapter.
- viii. Each National Chapter shall maintain its own Bank Account in accordance with their Constitution.

RULE 14: COUNCIL MEETINGS

- i. The Secretary shall cause a notice of the Governing Council meeting to be published and circulated to all members at least 21 days prior to the date.
- ii. The proposed Agenda and accompanying documents for the Council Meeting shall be circulated to all members at least 21 days prior to the Annual General Meeting.

- iii. Members shall propose any amendments or additions to the Agenda for approval 7 days prior to the Council Meeting.
- iv. The Secretary shall before the start of any council meeting carry-out roll call to ensure that the quorum is sufficient for a meeting.
- v. Any business of the Association shall be passed or approved by the majority of members present.

RULE 15: GENERAL MEETINGS

a) Annual General Meeting

- i. The Secretary shall cause a notice of the Annual General meeting to be published and circulated to all members at least 21 days prior to the date.
- ii. The proposed Agenda and accompanying documents for the Annual General Meeting shall be circulated to all members at least 21 days prior to the Annual General Meeting.
- iii. Members shall propose any amendments or additions to the Agenda for approval 7 days prior to the Annual General Meeting.
- iv. A member may raise a motion to dispense with quorum and will be adopted on secondment by two (2) other members.
- v. The President may in consultation with other office bearers approve any other business to be included on the Agenda of the Annual General Meeting not later than 7 days prior to the Annual General Meeting.

b) Special General Meeting

- i. A requisition for a Special General Meeting shall be accompanied by signatures of not less than thirty percent (30%) of active members of the Association.
- ii. The Secretary shall verify the signatures on the requisition within 7 days before issuing a 14-day notice of the Special General Meeting.

RULE 16: ASSOCIATION FUNDS

- a) The Treasurer shall declare any income received by the Association and shall also declare its source.
- b) The Treasurer shall provide quarterly report to the Council of all finances received by the Association during the period.
- c) Donations, gifts, levies, or contributions to the Association
 - i. All donations, gifts, levies or contributions received for and on behalf of the Association shall be for the purpose of advancing the objectives of the Association.
 - ii. All donations, gifts, levies or contributions shall be declared to the Secretariat within 14 days of receipt of the same.
 - iii. The Secretariat shall notify the President of the donation, gift, levy or contribution to the Association.

- iv. The Governing Council shall approve the receipt of the donation, gift, levy or contribution and cause it to be published to all members.
 - v. The donation, gift, levy or contribution shall be recorded among the assets of the Association and shall be included in the accounts of the Association where relevant.
- d) Review of annual subscriptions
- i. The Governing Council shall constitute a Finance committee or working group to prepare a report on review of annual subscriptions of members.
 - ii. The Governing Council shall receive a report on the review of annual subscriptions from the Finance committee or working group for approval.
 - iii. The Governing Council shall present the report on review of annual subscriptions to the Annual General Meeting for adoption.
 - iv. The Annual General Meeting shall adopt a motion for review of annual subscriptions by two-thirds majority vote.

RULE 17: TRUSTEES

- i. Trustees of the Association's property shall be persons of good standing and shall not have been declared bankrupt.
- ii. Trustees shall be voted by a two-thirds majority of members at an Annual General Meeting and shall be eligible for re-election for one more term.

RULE 18: LEGAL STATUS

- i. The Association shall acquire legal status and have the power to sue and be sued in the name of the President or Secretary or Trustees.
- ii. The President shall represent the Association in any legal proceedings and her representation shall be deemed as consent to be bound by any outcome of such legal proceedings.
- iii. The President may appoint the Secretary or Trustees by power of attorney to represent the Associations in any legal proceedings.
- iv. The Trustees shall have the power to acquire and dispose of movable and immovable property.

RULE 19: AMENDMENT OF CONSTITUTION AND BY-LAWS

a) Amendment of the Constitution

- i. The Secretariat shall receive and compile any proposals for amendment to/of the Constitution and present them to the Governing Council.

- ii. The Governing Council shall review the proposal for amendment and constitute a sub-committee or working group to prepare the proposed amendments.
- iii. Amendments to the Constitution shall be adopted by a two-thirds majority of members voting at an Annual General Meeting.

b) Amendment of by-laws and rules

- i. The Administrative Council shall prepare and update the by-laws and rules of the Association annually.
- ii. The by-laws and rules or any amendment proposed by the Administrative Council shall be approved by the Governing Council.
- iii. The by-laws of the Association shall be adopted by two-thirds majority voting at an Annual General Meeting.

RULE 20: DISSOLUTION

- i. The Association shall be dissolved by an Annual General Meeting of all members of the Association present and voting either in person or virtually.
- ii. The Governing Council shall present a report on dissolution to the Annual General Meeting for adoption.
- iii. The Annual General Meeting shall adopt a motion for dissolution by two-thirds majority vote.

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