



**Association for Women in the Maritime Sector in  
East & Southern Africa**

P.O. Box 95076 – 80104

TEL: +254 41 2318398/9, FAX: +254 41 2318397

**MOMBASA, KENYA**

Email: [info@womesa.org](mailto:info@womesa.org) Website: [www.womesa.org](http://www.womesa.org)

*Think Maritime, Think Women*

---

**CONSTITUTION AND RULES OF**  
**WOMEN IN THE MARITIME SECTOR (EAST & SOUTHERN AFRICA)**  
**("WOMESA") ASSOCIATION.**

**1. THE ASSOCIATION**

There is hereby established an association to be known as "WOMESA" (in this constitution referred to as the "Association")

**2. OBJECTS**

2.1 The objectives of the association will be to:-

- Advocate gender equity in the East & Southern African Maritime Sector
- Integrate women in the mainstream maritime activities
- Promote women's access to the maritime sector through education, training & Career opportunities
- Lobby for increasing the percentage of women at the senior management level within the maritime sector
- Promote women's access to quality employment in the maritime sector
- Enhance the inclusion of women in the maritime sector through partnership and collaboration with Development Partners
- Promote co-operation, friendship & understanding through the exchange of knowledge and the dissemination of information
- The association shall be non political.

- The purpose of WOMESA is to actively support the advancement of women to managerial and higher levels in the maritime sector in the East & Southern Africa and thereby strengthen the maritime capacity in the region so as to promote safe, secure and efficient shipping on cleaner oceans.

#### **ARTICLE 1: DEFINITION OF TERMS**

In this Constitution, unless otherwise stated,

- 1.1 “The Association” means the WOMESA Association registered under the Societies Act of Kenya.
- 1.2 “Council” means all elected Governing Council members and the coopted members.
- 1.3 “Members” shall mean individual, corporate, Associate and honorary members of the Association as stipulated under Article 4 of the Constitution.
- 1.4 WOMESA shall mean women in the Maritime Sector (East & Southern Africa) Association.
- 1.5 “Term” shall mean the period of which the governing council shall hold the office.

#### **ARTICLE 2: THE ASSOCIATION**

- 2.1 There is hereby established an association to be known as WOMESA Association
- 2.2 The Association shall be composed of women managers in the maritime sector in East and Southern Africa, stipulated under Article 4 of the Constitution.
- 2.3 The registered office of the Association shall be situated in such a place as Council shall determine. In the interim, the registered office shall be situated in Kenya.
- 2.4 The Association will maintain close working and special relationship with the International Maritime Organization (IMO), Ports Management Association of Eastern and Southern Africa (PMAESA) and the United Nations Development Programme (UNDP).
- 2.5 The Association will have and maintain special relationship with various international organizations involved in ports, shipping, tourism, trade and other related organizations.

#### **ARTICLE 3: OBJECTIVES**

- 3.1 The objectives of the association will be to:-

- Advocate gender equity in the East & Southern African Maritime Sector
- Integrate women in the mainstream maritime activities
- Promote women's access to the maritime sector through education, training & Career opportunities
- Lobby for increasing the percentage of women at the senior management level within the maritime sector
- Promote women's access to quality employment in the maritime sector
- Enhance the inclusion of women in the maritime sector through partnership and collaboration with Development Partners
- Promote co-operation, friendship & understanding through the exchange of knowledge and the dissemination of information

#### **ARTICLE 4: MEMBERSHIP-ADMISSION FEE AND SUBSCRIPTIONS**

Membership shall be voluntary and open to all women in management position in the maritime sector in East and southern Africa.

#### **4.0 Membership**

Membership of the Association shall comprise:-

**(i) Individual membership**

This category shall include Women Managers working in the maritime sector in East and Southern Africa

**(ii) Corporate membership**

Port Authorities, Organizations in the Shipping Industries and National Marine Tourism Organizations in Eastern and Southern Africa shall be eligible for full membership may be allowed to be full members upon payment of subscription fees. Such a member will be entitled to one vote at any general or special meeting.

**(iii) Associate Membership**

Tour / Travel operators, Hotelkeepers / caterers and other companies and institutions engaged in Marine Tourism business shall be allowed this category of membership upon payment of subscription fees .Any Associate member will be entitled to one vote at any special or general meeting.

**(iv) Honorary membership**

The Association may admit any persons as an honorary member.

**4.1 Founder Members**

Full Members who participated to the first meeting held in December 2007, at White Sands Hotel Mombasa will become founder members.

**4.2 Mode of application**

Application for all categories of membership shall be made to the secretariat on the prescribed form and will be considered and approved by the Council meeting.

**4.3 Admission Fee – Subscriptions**

(i) Membership subscription shall be paid upon admission and annually thereafter and subscription so paid shall not be refundable in any event.

(ii) The admission fee shall be Ten dollars (10) for individual members, hundred dollars (100 US Dollars) for corporate members and Fifty dollars (50 US dollars) for associate membership.

(iii) Honorary members shall be admitted free of charge.

(iv) The fees above quoted shall subject to revision from time to time, but no increase or decrease in the Entrance and Annual Membership subscription fee shall affect existing members at the time. In the following financial year, however, every member liable shall pay his Annual subscription fee at the new rate.

(v) The Annual subscription fees shall only be activated and/or revised by a decision of the members of the governing council.

4.4 Any member desiring to resign from the Association shall submit her resignation To the Secretary, this shall take effect from the date of receipt by the Secretary of such notice.

4.5 Any member may be expelled from membership if the committee so Recommends and if a general meeting of the association shall resolve by a two – thirds majority of the members present that such a member should be expelled on the grounds of her /its conduct that has adversely affected the reputation or dignity of the Association, or that her/its conduct has contravened any of the provisions of the constitution of the Society .The governing council shall have the power to suspend member from the membership until the next general meeting

of the Association following such suspension but notwithstanding such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which such expulsion is to be considered.

- 4.6 An existing member who fails to pay the appropriate subscription within – months of due date shall be deemed to have resigned and will lose the rights of membership

#### **ARTICLE 5: ORGANIZATION AND MANAGEMENT**

5.1 The Association shall have the following principal organs:-

- a) The Governing Council
- b) The Secretariat

#### **ARTICLE 6: GOVERNING COUNCIL**

- (a) The Office bearers of the Governing council shall initially consist of minimum of seven members who shall be:-
- (i) The Chairperson
  - (ii) The Vice-Chairperson
  - (iii) The Secretary
  - (iv) The Treasurer
  - (v) Marketing and Communication Officer
  - (vi) Council Member
  - (vi) 2 co-opted members (optional)

All of whom shall qualify to be members of the Association and shall be elected at a biannual general meeting to be held after lapse of a term of two calendar years.(see the clause 1 on definition of the word term)

- (b) All office bearers shall hold office from the date of election until the succeeding bi-annual general meeting subject to the conditions contained in sub-paragraph (c) and (d) of this rule but shall be eligible for re-election a further one term.
- (c) Any office bearer who ceases to be a member of the Association shall automatically cease to be an office bearer
- (d) Office bearers may be removed from office in the same way as is laid down for the expulsion of members of the Association in rule 4.5 and vacancies thus

created shall be filled by persons elected at the general meeting resolving the expulsion.

**ARTICLE 7: DUTIES OF OFFICE BEARERS**

**(a) The Chairperson**

The duties of the Chairperson shall be to convene and preside over Governing Council Meetings, Functions of the Association and generally to supervise the management of the Association.

**(b) The Vice-Chairperson**

The duties of the Vice-Chairperson shall be, in general to assist the Chairperson and to perform any duties of the Chairperson in her absence.

**(c) Secretary**

The Secretary shall issue all the notices convening all the meetings of the Association and shall be responsible for keeping minutes of all such meetings and for preservation of all the records of the Association and of the Governing Council

**(d) Treasurer**

The Duties of the Treasurer shall be-

- i. To receive all monies due to the Association and to issue official receipt for same and to subject to the authority of the council, to make the payments on behalf of the Association in accordance with the sanctioned estimates and obtaining proper discharge of such payments as provided in article 15b;
- ii. To take reasonable steps by circulation of monthly lists of dues or otherwise, to facilitate the collection of revenue;
- iii. To keep all accounts and submit same to the council;
- iv. To prepare half yearly and yearly statements of account and draw up balance sheets;
- v. To submit an up to date list of defaulters to the council;
- vi. To send reminders regarding arrears of dues ;
- vii. To keep and record transactions in the books of account which the council may direct her to maintain;

- viii. To pay into the association bank account all monies received;
- ix. To keep an inventory of the property of the association;
- x. To prepare the annual budget of the association

**(e) Marketing and Communication Officer**

The duties of the Marketing and Communication Officer shall be –

- i. To act as spokesperson regarding the marketing affairs;
- ii. To design the promotional programmes for approval by the council;
- iii. To evolve publications aimed for promotion of the association activities;
- iv. To disseminate statutory publications;
- v. To represent the association at international events and meetings;
- vi. To perform any other promotional activities as agreed by the council

**ARTICLE 8: FUNCTIONS OF THE GOVERNING COUNCIL**

8.0 The Governing Council shall meet annually.

8.1 Subject to the directions of the General Meeting, the Governing Council shall have the following powers and functions:

- (a) To issue notices concerning meeting of the association and take minutes of the proceedings thereof;
- (b) To consider and submit for the approval of the annual council meeting the programme of activities, the budget and accounts of the Association;
- (c) To publish to the members of the Association By-laws passed by general meeting, regulating amounts of subscription in times and methods of payments thereof, quorums for and proceedings at the meeting of the association, forms of nominations and other documents required for the conduct of affairs of the association and such other matters as may, in the opinion of the committee from time to time be appropriate;
- (d) To issue a journal or other publication of the Association as required;

- (e) To present to the General meeting reports and the activities of the association and on the implementation of policies;
- (f) To give directives to the Secretariat on the implementation of policies of the association;
- (g) To recommend for the approval of the General Meeting the subscriptions to be paid by members;
- (h) To approve the rules governing the financial, administrative and other activities of the association;

**ARTICLE 9: MEETINGS OF THE COUNCIL**

- (a) The Governing Council of the Association shall meet annually on such date, at such time and such place that the Council shall determine.
- (c) The chairperson shall convene the Council Meeting and in her absence the vice-chairperson;
- (d) The Chairperson shall preside at all kinds of meeting of the association. If the Chairperson is absent, the vice-chairperson shall preside. In the event of the absence of both, the governing council meeting shall elect one of its members to preside.
- (e) The business of the Council Meetings shall include:
  - (a) To consider the Accounts of the Association for the last Financial Year and Balance Sheet as at the close of that Financial Year;
  - (b) To present the Annual Report of the Council for the preceding year;
  - (c) To consider the Accounts and propose the budget of the Association for the next Financial Year;
  - (d) To have the accounts of the association audited annually by a reputable Accountant firm;
  - (e) To pass By-laws of the Association;
  - (f) To do any other business of which due notice has been given.
- (f) The Council shall deliberate and approve the work plan for the subsequent year.
- (g) The Governing Council may decide to hold an extraordinary meeting
- (h) The quorum for such meetings shall be 50% plus one of the members of the Council

**ARTICLE 10: GENERAL MEETINGS**



- (a) There shall be two classes of general meetings-biannual general Meeting and special general meetings;
- (b) (i) The biannual special general meeting shall be held not later December in each year. Notice in writing of such general meeting, accompanied by the annual statement of accounts and the agenda for the meeting shall be sent to all members not less than 21 days before the date of such meeting.
  - (ii) The agenda for any biannual general meeting shall consist of the following:-
    - i. Confirmation of the minutes of the previous annual general Meeting;(b) Consideration of the accounts
    - ii. Election of the office bearers and the committee members and trustees where necessary
    - iii. Appointment of Auditors in accordance with article 12
    - iv. Such other matters as the council members may decide or as to which notice shall have been given in writing by a member or members to the secretariat at least four weeks before the date of the meeting
    - v. Any other business with chairperson's approval
- (c) The Governing Council shall convene a general meeting for all members once every two years (biannual) on such date, at such time and such place that the Council shall determine;
- (d) The Governing Council may convene a special general meeting for special purposes should the need arise; Notice in writing shall be sent to all members not less than seven days before the meeting date thereof .No matter shall be discussed other than what is stated in the requisition notice;
- (e) A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary of not less than 30 percent of registered members and such meeting shall be held within 21 days of the date of requisition. The notice of such a meeting as indicated in rule 9d above and no matter shall be discussed other than what is stated in the requisition
- (f) The quorum for such meetings shall be a third (1/3) of members present

**ARTICLE 11: PROCEDURES AT MEETINGS**

- (a) At all meetings of the Association ,the Chairman and in her absence the vice chairperson or in the absence of both these officers, a member selected by the meeting shall take the chair;

- (b) The Chairperson may at her discretion limit the number of persons permitted to speak in favour of or against any motion;
- (c) Resolution shall be decided by simple voting by a show of hands. In case of equality of votes ,the chairperson shall have a second or casting vote

#### **ARTICLE 12: POWER AND OBLIGATION OF THE GOVERNING COUNCIL**

12.1 The Governing Council shall appoint Sub-committees for special purpose and determine their tenure of office and composition thereof including chairperson and secretary of such sub-committees;

12.2 The Governing Council may appoint such paid officers as may be required or appoint from among members of the association agents for special services and remunerate them on a salary or commission basis as deemed necessary from time to time. It can enter into such agreement for that purpose on such terms and conditions of service as the committee may think fit provided that the duration of any such agreement such agreement shall not exceed one year.

#### **ARTICLE 13: FUNCTIONS OF THE SECRETARIAT**

The Secretariat shall be responsible for the day to day conduct of the affairs of the association and without prejudice to the generality of the foregoing shall –

13.1 issue notices convening meetings of the association and take minutes of the proceedings thereof;

13.2 submit annual budget estimates of the association and table same for consideration by the Governing Council and recommend for approval by the annual council meeting;

13.2 be subject to the directives of the annual council meeting and the governing council, ensure implementation of the decisions of the general meeting and governing council;

13.4 ensure the proper conduct of the administrative and financial matters of the association;

13.5 carry out duties and research related to the objectives of the association on own initiative or as the governing council or the general meeting may determine;

13.6 keep up to date with current developments concerning the objectives of the association and advise the members of such development;

- 13.7 submit to the governing council the audited accounts of the association;
- 13.8 submit to the governing council the draft work programme and budget of the association;
- 13.9 prepare and submit to the governing council annual reports on the activities of the association;
- 13.10 submit to the governing council draft rules and regulations governing the financial and administrative activities of the association;
- 13.11 reports to the governing council paid and unpaid subscriptions as well as any assistance received;
- 13.12 provide secretarial services for the meetings of the general meeting, the governing council or any committee that the annual council meeting or the governing council may establish from time to time; and cause minutes of the proceedings to be kept and as soon as possible transmit copies thereof to the members of the general meeting or governing council or any committee, as the case may be;
- 13.13 in consultation with the Chairperson prepare the provisional agenda of the meeting o the annual council meeting;
- 13.14 prepare the provisional agenda of any committee as may be established from time to time.

#### **ARTICLE 14: RIGHTS AND OBLIGATIONS OF MEMBERS**

- 14.1 The rights of the members shall be:-
- (a) To identify themselves as members of the association;
  - (b) To attend the meetings of the council and other meetings that may be called by the association and exercise the right to vote;
  - (c) To be heard and request and obtain information and assist on matters of private nature or of general interest to the association;
  - (d) To receive publications and other information that may be distributed by the association ;
  - (e) To collaborate in the formation of the association, commit and undertake any assignments as may be required by the association.
  - (f) To provide all information whenever requested by the association voluntarily;
- 14.2 The obligations of all categories of members shall be –
- (a) to have a positive duty, to observe the highest standards in the business of the association and to deal fairly and honestly with partners;

- (b) not to engage in any practice nor be seen to conduct itself in any manner detrimental to the reputation of the association or the reputation of the business of the association;
- (c) to settle the financial obligations towards the association;
- (d) to collaborate in the formation of technical committees of the association and undertaken any assignments as may be required by the association;
- (e) to provide promptly all information whenever requested by the association;
- (f) to abide by the articles of the constitution, fulfill the association's objectives and accord to the association facilities which may be deemed essential for the essential function of the association;

14.3 In the event of termination of membership by any member in whatever manner such member shall remain liable for direct and contingent financial and other obligations of the association to which it was subjected at the date of the effectiveness of the termination.

**ARTICLE 15: TRUSTEES**

- (a) All lands, building and other immoveable properties and all investments and securities which shall be acquired by the association shall be vested in the names of not less than three trustees who shall be members of the society and shall be appointed at an annual general meeting for a period of three years. On retirement such trustees shall be eligible for re-election. A general meeting shall have the power to remove any of the trustees and all vacancies occurring by removal, resignation or death shall be filled at the same time at the general meeting:
- (b) The Trustees shall pay all income received from property vested in the trustees to the Treasurer. Any expenditure in respect of such property which in the opinion of the trustees is necessary or desirable shall be reported to the governing council by the trustees. The council shall authorize such expenditure as it thinks fit.

**ARTICLE 16: AUDITOR**

- (a) An Auditor shall be appointed for the following term by the biannual general Meeting. All Associations account, record and documents shall be opened to the inspection of the auditor at any time. The Treasure shall produce an account of his receipt and payments and a statement of asset and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the annual general meeting. The auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to

the society in what respect they are found to be incorrect, unvouched or not in accordance with the law.

- (b) A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice convening the annual general meeting is sent out. An auditor may be paid such honorarium for his duties as may be resolved by the annual general meeting appointing him.
- (c) No auditor shall be an office bearer or a member of the committee of the society.

#### **ARTICLE 17: FUNDS**

(a)The Association's sources of finance shall consist of:

- i entrance of admission fees as shall be assessed by council meeting from time to time;
- ii annual contribution fixed by the council from time to time;
- iii donations, grants and ex-gratia contributions to the association;
- iv borrowings;
- v any other income received by the association.

(Note.-These purpose should be as concise as possible and must be consistent with the objects set out in rule 2)

- (b) All moneys and funds shall be received by and paid to the Treasure and shall be deposited by her
- (c) All funds shall be applied for the purpose of giving effect to the objects of the Association in accordance with this constitution.

#### **ARTICLE 18: LEGAL STATUS**

To enable the Association to fulfill its objectives and carry out its functions, the association shall, in accordance with the law of the country where its offices are located, seek and acquire legal capacity;

- 18.1 To sue and be sued
- 18.2 To contract
- 18.3 To acquire and dispose of movable and immovable property
- 18.4 To have a common seal.

#### **ARTICLE 19: AMENDMENTS OF THE CONSTITUTION AND BYLAWS**

19.1 The amendment to this Constitution of the society must be approved by at least a two-thirds majority of members at a general meeting of the society. They cannot, however, be implemented without the prior consent in writing of the registrar, obtained upon application to him made in writing and signed by three of the office bearers.

#### **ARTICLE 20: DISSOLUTION**

- a) The society shall not be dissolved except by a resolution passed at a general meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule 8 (e). If no quorum is obtained, the proposal to dissolve the society shall be submitted to a further general meeting which shall be held one month later. Notice of this meeting shall be given to all members of the society at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.
- b) Provided, however, that no dissolution shall be effected without prior permission in writing of the registrar, obtained upon application to him made in writing and signed by three of the office bearers.
- c) When the dissolution of the society has been approved by the registrar, no further action shall be taken by the committee or any office bearer of the society in connection with the aims of the society other than to get in and liquidate for cash all the assets of the society. Subject to the payment of all the debts of the society, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

#### **ARTICLE 21: INSPECTION OF ACCOUNTS AND LIST OF MEMBERS**

The books of account and all documents relating thereto and a list of members of the Association shall be available for inspection at the registered office of the Association by any officer or member of the Association on giving not less than seven days notice in writing to the Association. (This rule applies to registered Associations only.)

#### **ARTICLE 22: ENTRY INTO FORCE AND ACCESSION**

This constitution shall come into force when 10 or more eligible members shall have signed up to enable the formation of the Association

#### **ARTICLE 23: DEPOSITORY**

These articles of Association shall be deposited with the Secretariat of the Association who shall transmit certified true copies to all members