

## **CONSTITUTION OF STOP ILLEGAL FISHING**

### **NAME**

1. This Society, established under the Society Act (Chapter 18:01), shall be known as “Stop Illegal Fishing” hereinafter referred to as the “Society”.

### **INTERPRETATION**

2. The following words and expressions shall have the following meanings:-
  - a) “Act” shall mean the Society Act (Chapter 18:01);
  - b) “Executive Committee” shall mean the governing body of this Society appointed in terms of the constitution;
  - c) “IUU fishing” shall mean illegal, unreported and unregulated fishing;
  - d) “NEPAD” shall mean the New Partnership for Africa’s Development;
  - e) “Secretariat” shall mean the Secretariat of the Society established under section 15 of the constitution;
  - f) “SIF” shall mean Stop Illegal Fishing;
  - g) Words signifying the singular number shall include plural or vice-versa unless they appear otherwise from the context.

### **LEGAL PERSONALITY**

3. The Society shall be a body corporate capable of being sued and suing in its own name, capable of acquiring property and performing or doing such acts and things a body corporate may by law perform or do.

### **HEADQUARTERS OF THE SOCIETY**

- 4.1 The Headquarters of the Society shall be at Gaborone, Botswana. The Society shall carry out its activities in places and premises in Botswana as advised to the Registrar of Societies and as required by the Act.
- 4.2 Members of the General Meeting may, by a decision supported by at least eighty (80) per cent of the voting members attending a duly constituted meeting, elect to change the place and country for hosting the Headquarters.

## **PURPOSE AND OBJECTIVES**

5.1 The primary purpose of the Society is to strengthen cooperation and coordination between governments and partners and to support the African Union's and the NEPAD Planning and Coordination Agency's agendas and other community, national, regional and international processes to stop IUU fishing in African waters.

5.2 The objectives of the Society are to:

- a) Provide evidence based advice to feed into policy reform and improved decision-making to fight IUU fishing in African waters;
- b) Coordinate an African Voice to influence international fishery policy processes;
- c) Facilitate communications and education to create awareness and advocacy for compliant fisheries;
- d) Build, develop and assist with practical and effective cooperation tools, mechanisms and processes to curb IUU fishing;
- e) Provide capacity building to support the fight against IUU fishing;
- f) Facilitate improved information and intelligence exchange to improve the effectiveness and timeliness of states' responses to IUU fishing;
- g) Grow and support a network of professionals, experts and champions to lead the African campaign against IUU fishing;
- h) Any other matters agreed to by the General Meeting.

## **VOTING MEMBERSHIP**

6.1 Voting membership shall be open to any natural person with a recognized expertise in African fisheries or in any other area relevant to African fisheries and useful to advance the Society's purpose and objectives without discrimination based on race, colour, tribe, nationality, sex, religion and political affiliation provided that such a person shall meet the following:

- a) Accept the purpose and objectives of the Society;
- b) Has not conducted in any way activities detrimental to the purpose and objectives of the Society.

6.2 No natural person less than 18 years of age shall be a voting member of the Society.

6.3 The total number of voting members shall not be more than 24.

#### **APPLICATION FOR VOTING MEMBERSHIP**

7.1 A natural person may apply or be invited to apply by the General Meeting to join the Society.

7.2 A natural person wishing to join the Society shall do so by submitting his/her particulars to the SIF Coordinator on a prescribed form and provide such information as may be requested by him/her.

7.3 The SIF Coordinator shall then submit the completed application form together with the requested information to the General Meeting for its consideration at its annual meeting. Upon review of the application and other information, the General Meeting shall advise the Executive Committee on the decision to be made.

7.4 The Executive Committee shall decide by a simple majority vote on membership, taking into consideration any objection raised by the voting members of the General Meeting.

7.5 A copy of the constitution shall be available on the SIF website for all members.

#### **RIGHTS AND OBLIGATIONS OF VOTING MEMBERS**

8.1 Voting members shall comply with and support the purpose and objectives of the Society.

8.2 Voting members shall have the right to elect or be elected as voting member of the Executive Committee.

8.3 Any voting member of the Society shall be entitled to attend and vote at the General Meeting.

8.4 Any voting member of the Society shall have the right to receive an electronic copy of the annual report and the Society's audited financial report.

#### **ADMISSION FEES AND OTHER DUES**

9. Unless otherwise provided in this constitution, there shall be no admission fee or any other dues payable by members.

#### **TERMINATION OF VOTING MEMBERSHIP**

10. A natural person shall cease to be a voting member of the Society if any of the following occurs:

- a) Voluntary resignation;
- b) Death;

- c) If one's conduct has adversely affected the reputation of the Society or is contrary to the provisions and spirit of this constitution;
- d) Dismissal for conduct or activities incompatible with the purpose and objectives of the Society;
- e) If one acts dishonestly;
- f) If one is not actively engaged in the work of the Society.

For the purpose of this section the expression "not actively engaged" shall mean not providing proxy, not engaging in essential issues or performing tasks when asked by the General Meeting, not attending annual and extraordinary general meetings, or not answering emails.

#### **AFFILIATE MEMBERSHIP**

- 11.1 The Society may have affiliate members who shall have no voting rights.
- 11.2 Affiliate membership shall be open to bona fide natural persons or organisations that support the purpose and objectives of the Society.
- 11.3 The Executive Committee, in consultation with the General Meeting, may, through the Secretariat, invite any natural person or organisation to become an affiliate member.
- 11.4 Affiliate membership may be terminated in writing by withdrawal by the natural person or organisation or by a simple majority of the Executive Committee.

#### **SUPREME AUTHORITY AND GENERAL MEETINGS**

- 12.1 The supreme authority of the Society is vested in the General Meeting of the voting members.
- 12.2 The General Meeting shall consist of all the members of the Society.
- 12.3 The General Meeting shall be convened at least once a year and be held in Gaborone, Botswana or in any other location that may have been agreed upon by the General Meeting and approved by the Executive Committee.
- 12.4 The General Meeting shall determine the overall direction of the Society's activities.
- 12.5 The General Meeting shall approve the annual report of the Society.
- 12.6 The General Meeting may amend the Society's constitution in accordance with section 18 of this constitution.

12.7 At other times, an extraordinary General Meeting shall be called by the Chairperson upon request in writing by not less than 1/4 of the total voting membership and may be called at any time by order of the Executive Committee. The notice in writing shall be given to the Secretariat setting forth the business that is to be considered. The extraordinary General Meeting shall be convened within 3 months from receiving this request to convene the extraordinary General Meeting.

12.8 If the Executive Committee does not within 3 months after the date of the receipt of the written request proceed to convene an extraordinary General Meeting, the voting members who requested for the extraordinary General Meeting shall convene the extraordinary General Meeting by giving a 14 days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Society's website.

12.9 At least 2 months' notice shall be given of an annual General Meeting and at least 30 days' notice of an extraordinary General Meeting. The Secretariat shall send notice of meeting to all voting members stating the date, time and place of meeting and post detail on the Society's website. The particulars of the agenda and relevant documentation shall be made available to the voting membership no later than 14 days in advance of the meeting.

12.10 Unless otherwise stated in this constitution, voting by proxy or electronic mail shall be allowed at all General Meetings.

12.11 The following items shall be considered at the annual General Meeting:

- a) The previous financial year's accounts;
- b) Annual report of the Executive Committee;
- c) Where applicable, the election of office-bearers for the following term.

Any voting member who wishes to place an item on the agenda of a General Meeting may do so provided he/she gives notice to the Secretariat 30 days before the meeting is due to be held.

12.12 A simple majority of the total voting membership present at a General Meeting shall form a quorum. Proxies shall be constituted as part of the quorum.

12.13 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for 2 hours and should the number then present be insufficient to form a quorum, the meeting shall be adjourned. At adjournment of the meeting, those present will decide on the date of the meeting. In the event the proposed meeting fails to attract the necessary quorum, those present shall be considered a quorum but shall have no power to amend any part of the existing constitution.

12.14 In the event of an equality of votes in the General Meeting, the Chairperson shall exercise a casting vote.

12.15 The General Meeting is empowered to approach the Executive Committee if necessary and ask for a general meeting where they are entitled to put their deliberations about their dissatisfaction about an office-bearer, the SIF Coordinator or an ordinary member or any other matter affecting the Society. The majority's decision shall be binding, they may discipline or expel anyone from the Society if they so wish, provided that it does not in any way contravene the provision of any law in Botswana.

### **EXECUTIVE COMMITTEE**

13.1 There shall be an Executive Committee comprised of eight (8) voting members elected by voting members at the annual General Meeting.

13.2 The administration of the Society shall be entrusted to the Executive Committee consisting of:

- a) a Chairperson;
- b) one or two Vice-Chairpersons;
- c) a Secretary, who shall be the SIF Coordinator;
- d) a Vice-Secretary;
- e) a Treasurer; and
- f) two or three other Executive Committee members.

13.3 At least two (2) of the Executive Committee members shall be Botswana residents.

13.4 Except for the position of Secretary, all office-bearers and the other members of the Executive Committee shall be elected for a two-year term and are the candidates receiving the most votes of the voting members. Names for the posts of Chairperson and Vice-Chairperson shall be proposed and seconded at the annual General Meeting.

13.5 Election will be by a secret ballot. In the event of a tie, a re-vote shall be taken and if it still results in a tie, a lot shall be drawn to determine who shall be the successful candidate unless the contesting candidate(s) withdrew in favour of one of themselves.

13.6 An Executive Committee Meeting shall be held at least once every 12 months after giving 30 days' notice to the Executive Committee Members. The Chairperson may call a Committee Meeting at any time by giving 30 days' notice. At least 4 members of the Executive Committee shall be present for its proceedings to be valid.

13.7 The first meeting of the Executive Committee shall be convened by the Chairperson no later than 12 months after the adoption of the constitution.

13.8 A member of the Executive Committee shall cease to hold office when he/she –

- a) voluntarily resigns or retires;
- b) is absent from three consecutive meetings of the Executive Committee without satisfactory explanations;
- c) is removed from the position of Executive Committee member by a recommendation of a majority of the Executive Committee members on the ground that the member has conducted himself/herself in a manner that in the opinion of the majority of the Executive Committee members renders him/her unsuitable to hold the position of Executive Committee member;
- d) becomes incapable of performing his/her duties because of ill health;
- e) dies;

13.9 Where a vacancy arises under section 13.8, members shall elect a new Executive Committee member at the next General Meeting or at an extraordinary General Meeting in accordance with the terms of this constitution. A successor may be co-opted by the Executive Committee to serve until the next General Meeting.

13.10 Any changes in the Executive Committee shall be notified to the Registrar of Societies within two weeks of the change.

13.11 The duties of the Executive Committee shall be to –

- a) oversee all activities of the Society;
- b) supervise the activities of the Secretariat;
- c) exercise custody of all assets of the Society;
- d) review and approve the work plans, reports and budgets prepared by the Secretariat;
- e) approve the budget of the Secretariat;
- f) appoint sub-committees when necessary;
- g) make, amend or repeal by-laws or regulations for the Society;

- h) settle any disputes and problems that may arise in the Society;
- i) purchase, take on lease or otherwise acquire, sell, mortgage, let, hire and dispose of or otherwise deal with land and buildings, moveable property of all kinds and to construct and use the same for the purpose of the Society;
- j) enter into, grant, sign, make or execute all such agreements, contracts, powers of attorney, deeds and other instruments that may be deemed expedient or necessary;
- k) institute, conduct or defend, abandon or compound any lawsuit, action or proceedings instituted by law for or against the Society in any court of law.

to undertake any contractual obligations required for the furtherance of the objectives of the Society.

#### **DUTIES OF OFFICE-BEARER**

- 14.1 The Chairperson shall chair all General and Executive Committee meetings.
- 14.2 The Vice- Chairperson shall assist the Chairperson and deputise for him/her in his/her absence.
- 14.3 The Secretary shall keep all records, except financial, of the Society and shall be responsible for their correctness. He/she will keep minutes of all General and Executive Committee meetings. He/she shall maintain an up-to-date Register of Members at all times.
- 14.4 The Vice-Secretary shall assist the Secretary and deputise for him/her in his/her absence.
- 14.5 The Treasurer shall keep all funds, collect and disburse all moneys on behalf of the Society and shall keep an account of all monetary transactions and shall be responsible for their correctness.
- 14.6 Other Executive Committee members shall assist in the general administration of the Society and perform duties assigned by the Executive Committee from time to time.
- 14.7 All members of the Executive Committee shall promote the Society in its dealings with outside persons.

#### **SECRETARIAT**

- 15.1 There shall be a Secretariat of the Society which shall coordinate the activities of the Society.
- 15.2 The Secretariat shall comprise the SIF Coordinator and the Deputy Coordinator and any other staff that may be required for its operation.

15.3 The Secretariat shall be under the direction of the SIF Coordinator assisted by the Deputy Coordinator.

15.4 The SIF Coordinator and other members of the Secretariat shall represent the Society in its dealings with outside persons.

15.5 The functions of the Secretariat are to:

- a) carry out the tasks assigned to it by the Executive Committee;
- b) prepare budgets and work plans for the Society;
- c) perform the financial and other administrative services required for the proper and efficient operation of the Executive Committee and the Secretariat;
- d) arrange and support the annual and extraordinary General Meetings of the members and the meetings of the Executive Committee;
- e) implement the work plan approved by the Executive Committee;
- f) seek funding to support the activities of the Society.

15.6 The Secretariat functions shall be exercised by NFDS Africa through a framework agreement to be signed between the Society and NFDS Africa based upon the terms and conditions earlier used by NEPAD.

#### **LIABILITY OF OFFICE BEARERS**

16. The Society indemnifies office bearers against personal liabilities incurred as a result of their pursuing the objectives of the Society in good faith.

#### **AUDIT AND FINANCE**

17.1 The Executive Committee shall prepare an audited statement of accounts to be presented at the annual General Meeting.

17.2 The financial year shall be from 1 January to 31 December.

17.3 The funds of the Society shall consist of any monies from -

- a) grants;
- b) donations;

- c) loans;
- d) consultancies and services rendered;
- e) income earned from sales of publications and merchandise;
- f) fund-raising activities.

17.4 The Secretariat shall have power to open a bank account or accounts for the proper discharge of the day-to-day activities of the Society. Details shall be submitted to the Executive Committee.

17.5 There shall be at least two signatories to accounts of the Society including the SIF Coordinator and the Treasurer of the Executive Committee. The Chairperson of the Executive Committee shall have oversight of the accounts of the Society.

17.6 The Executive Committee may, in its absolute discretion, transfer such sums of money as they deem fit into the bank accounts operated by the Secretariat to meet the expenses of the Society in accordance with this constitution.

17.7 The Secretariat shall engage an independent auditor or auditing firm, approved by the Executive Committee, who shall audit the finances and accounts of the Society. The auditor shall have access to all books of accounts and other financial documents related to all transactions made during the past financial year.

#### **PROHIBITIONS**

18.1 The funds of the Society shall not be used to pay personal fines of members who have been convicted in a court of law for issues not related to the work of the Society.

18.2 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Executive Committee or members unless with the prior approval of the relevant authorities.

#### **AMENDMENTS TO CONSTITUTION**

19. No alteration, addition or deletion to this constitution shall be made except at a General Meeting by a decision supported by at least eighty (80) per cent of the voting members present at the General Meeting, and they shall not come into force without the written approval of the Registrar of Societies.

#### **DISCRETIONARY POWERS**

20. In the event of any question or matter pertaining to day-to-day administration, which is not expressly provided for in this constitution, the Executive Committee shall have power to use its own discretion. The decision of the Executive Committee shall be final unless it is reversed at a General Meeting of members.

### **DISPUTES**

21. In the event of any dispute arising amongst voting members, they shall attempt to resolve the matter at an annual or extraordinary General Meeting in accordance with this constitution. The decision of the annual or extraordinary General Meeting shall be deemed final.

### **NO CONFIDENCE**

22.1 There shall be a vote of no confidence in the event the majority of the voting members are aggrieved by a decision of, or are at variance with, the Executive Committee.

22.2 Pursuant to a vote of no confidence, the Executive Committee shall vacate the office in favour of some other natural persons nominated by the voting members in accordance with the terms of this constitution.

### **DISSOLUTION**

23.1 The General Meeting shall decide on the dissolution of the Society's assets. Support by eighty (80) per cent of the total membership is required to give consent for dissolution of the society. Upon dissolution, the certificate of registration should be returned to the office of Registrar of Societies for cancellation.

23.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds shall be donated to an approved charity or charities registered in Botswana.

23.3 A Certificate of Dissolution shall be given within 7 days of the dissolution to the Registrar of Societies.

This Constitution of Stop Illegal Fishing was adopted at Mokolodi Nature Reserve, Botswana on the 21<sup>st</sup> March 2013 by the following voting members of the Society.



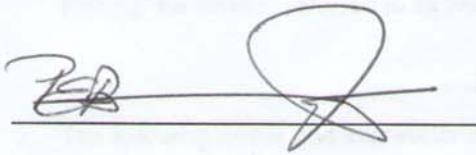
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Richard Ball



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Michael Fitt



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Per Erik Bergh



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Deborah Fourie



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Markus Burgener



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Marcel Kroese



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Philippe Cacaud



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Geoffrey Nanyaro



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Sandy Davies



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Mark Ssemakula

