



CONSTITUTION

1.0 NAME:

The name of the Association is African Shipowners Association hereinafter referred to as the "Association".

2.0 OBJECTS:

The objects of the Association are:-

- 2.1 To encourage the Development of National Fleet of Vessels and an African Fleet of Vessels.
- 2.2 To ensure the realization of the objectives of the African Maritime Transport Charter 2010, and giving effect to the ideals and aspirations of the African Union Agenda 2063 and particularly the Blue Economy as well as the Lomé Charter on Maritime Safety, Security and Development.
- 2.3 To serve as an Advocacy Platform for Africans who own or operate Vessels, and are operators in the entire African Logistics Chain.
- 2.4 To promote Intra African Trade and carriage of the trade by African Flagged Vessels
- 2.5 To increase Africa's participation in International Maritime Trade

3.0 ATTAINING OBJECTS

The Association shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Association.

4.0 PROPERTY OF THE ASSOCIATION

The Association must apply all property and income of the association towards the promotion of the objects or purposes of the association and

no part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

5.0 POWERS OF THE ASSOCIATION: (as conferred by Section 13 of the Act).

- 5.1 To acquire, hold, deal with, and dispose of any real or personal property;
- 5.2 To open and operate bank accounts;
- 5.3 To invest its money –
 - (i) in any security in which trust moneys may be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
- 5.4 To borrow money upon such terms and conditions as the Association thinks fit;
- 5.5 To give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 5.6 To appoint agents and employees to transact any business of the Association on its behalf for reward or otherwise;
- 5.7 To build construct erect maintain alter and repair any premises building or other structure of any kind and to furnish equip and improve the same for use by the Association;
- 5.8 Accept donations and gifts in accordance with the objects of the Association;
- 5.9 Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the Association;
- 5.10 Provide gifts and prizes in accordance with the objects of the Association;
- 5.11 Organise social events for Members and the promotion of the Association; and
- 5.12 To enter into any other contract the Association considers necessary or desirable.

6.0 MEMBERSHIP:

- 6.1 Membership shall be open to any person who wishes to further the interests of the Association.
- 6.2 Any person seeking membership shall make application to the EXECUTIVE COMMITTEE, and the EXECUTIVE COMMITTEE shall determine whether the application is successful or not.
- 6.3 Each person admitted to membership shall be;
 - 6.3.1 Bound by the Constitution and By-laws of the Association.
 - 6.3.2 Come liable for such fees and subscriptions as may be fixed by the Association.
 - 6.3.3 Entitled to all advantages and privileges of membership.
- 6.4 Membership Categories:
 - 6.4.1 MEMBER
Membership of the Association shall be open to any National Association of Shipowners in any African country, person, partnership, company or other corporate body owning a

ship, or a portion of a ship, registered in any African Country or any recognized key stakeholder in the African Maritime Industry. If a member ceases to own any such ship, he shall immediately cease to be a member of the Association, except the Trustees decide otherwise.

Any person who is a financial member of the Association is entitled to hold any office and enjoy the privileges of the Association.

6.4.2 ASSOCIATE MEMBER

Persons other than ordinary members who are interested in promoting the Association, but who do not wish to participate in the playing activities of the Association, may become an Associate Member.

6.4.3 JUNIOR MEMBER

Any person under the age of 18 years may become a Junior Member. Junior Members shall have no voting rights nor be entitled to hold any office.

6.4.4 LIFE MEMBERSHIP

The EXECUTIVE COMMITTEE may elect any member who has given outstanding service to the Association as a Life Member. Any member may nominate a person to the EXECUTIVE COMMITTEE for consideration for Life Membership.

6.4.5 PATRON

The Association may, at its discretion, elect a patron/s or vice patron/s of the Association for such period as may be deemed necessary. Such patron/s or vice patron/s shall not be eligible to vote unless they are current members of the Association under another category of membership.

6.4.6 AFFILIATED ASSOCIATIONS

An organisation desirous of becoming an affiliate must make an application in accordance with the by-laws of the Association. Such application must be lodged with the Association Secretary on or before a date as determined by the EXECUTIVE COMMITTEE of the Association. Each affiliate shall appoint or elect a delegate as his or her representative to meetings of the EXECUTIVE COMMITTEE.

6.5 The EXECUTIVE COMMITTEE shall appoint a member of the EXECUTIVE COMMITTEE to maintain an up to date register of members of the Association.

6.6 A member may at any reasonable time inspect the records and documents of the Association.

7.0 SUBSCRIPTIONS:

7.1 (to be paid by different classes as and when they are due)

8.0 TERMINATION OF MEMBERSHIP

8.1 Any person's membership may be terminated by the following events;

- 8.1.1 Resignation
- 8.1.2 Expulsion
- 8.1.3 a Member's annual membership fee remains unpaid after 3 months of falling due;
- 8.2 The EXECUTIVE COMMITTEE shall have the power to suspend or expel any member of the Association for:
 - 8.2.1 any of the events in Item 8.1
 - 8.2.2 False or inaccurate statements made in the member's application for membership of the Association,
 - 8.2.3 breach of any rule, regulation or by-law of the Association and
 - 8.2.4 by any act detrimental to the Association.After having undertaken due inquiry.
- 8.3 Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

9.0 EXECUTIVE COMMITTEE

- 9.1 Management of the Association shall be vested in the EXECUTIVE COMMITTEE elected by the members at the Annual General Meeting and consisting of:
 - 9.1.1 President
 - 9.1.2 Vice President
 - 9.1.3 Secretary
 - 9.1.4 Treasurer
 - 9.1.5 5 Committee Members (To represent every part of Africa)
 - 9.1.6 Former Presidents
- 9.2 No person shall hold more than one position on the EXECUTIVE COMMITTEE at any one time. A person shall cease to be a member of the EXECUTIVE COMMITTEE at the conclusion of the Annual General Meeting which follows his/her election and he will be eligible for re-election.
- 9.3 A quorum of the EXECUTIVE COMMITTEE shall be half of its members plus one.
- 9.4 If the President or Vice President is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.
- 9.5 A member of the EXECUTIVE COMMITTEE may lose his or her seat on the committee for either of the following;
 - Absence from three or more meetings without leave of absence.
 - Found not to be a financial member.

10.0 POWERS OF THE EXECUTIVE COMMITTEE

- 10.1 The EXECUTIVE COMMITTEE shall carry out the day-to-day running of the Association and shall have the power to:
 - 10.1.1 Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to

- transfer funds from one account to another, and to close any such account;
- 10.1.2 Fix the manner in which such banking accounts shall be operated upon, providing the EXECUTIVE COMMITTEE passes all payments;
 - 10.1.3 Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
 - 10.1.4 Adjudicate on all matters brought before it which in any way affect the Association.
 - 10.1.5 Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;
 - 10.1.6 Make, amend and rescind rulings and By-laws;
 - 10.1.7 Have the power to form and appoint any sub committee/s as required for specific purposes;
 - 10.1.8 May at their discretion employ a person or persons to carry out certain duties required by the Association, at salaries or remunerations for such period of time, as may be deemed necessary.
 - 10.1.9 Should a vacancy occur on the EXECUTIVE COMMITTEE during the season, the EXECUTIVE COMMITTEE shall appoint a successor until the next Annual General Meeting.
 - 10.1.10 Appoint an officer/s or agent of the EXECUTIVE COMMITTEE to have custody of the Association's records, documents and securities.

11.0 AUDITOR

- 11.1 The Annual General Meeting shall elect or appoint an Auditor or Auditors.
- 11.2 The Auditor/s shall examine and audit all the books and accounts of the Association annually, and have the power to call for all books, papers, accounts, receipts etc., of the Association and report thereon to the Annual General Meeting.

12.0 GENERAL MEETINGS:

- 12.1 Annual General Meeting
 - 12.1.1 The Annual General Meeting of the Association must be held within four months of the end of the financial year.
 - 12.1.2 The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting, to members.
 - 12.1.3 All financial members may attend the Annual General Meeting.
 - 12.1.4 The quorum at the Annual General Meeting, shall be a minimum of 2/3rd of members. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.
 - 12.1.5 The agenda for an Annual General Meeting shall be;

- Opening of Meeting
- Apologies
- Confirmation of Minutes of previous Annual General Meeting
- Presentation of Annual Report
- Adoption of Annual Report
- Presentation of Treasurer's statement
- Election of New Executive and appointment of Auditor
- Vote of thanks to outgoing Executive
- Determination of Annual Membership Fee
- Notice/s of Motion
- Urgent general business
- Closure

12.2 General Meetings

12.2.1 General Meetings may be called by the EXECUTIVE COMMITTEE or at the request of the President and Secretary or on the written request of 1/3rd members of the Association.

12.2.2 The Secretary shall give at least seven (7) days notice, in writing, of the date of the General Meeting to the members. Notice of General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.

12.2.3 The quorum at the General Meeting shall be a minimum of 1/3rd of members.

13.0 VOTING

13.1 Voting powers at the Annual General Meeting and General Meetings:

13.1.1 The President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.

13.1.2 Each individual financial member present shall have one (1) vote.

13.2 Voting powers at EXECUTIVE COMMITTEE Meetings;

13.2.1 The President shall be entitled to a deliberate vote, and, in the event of a tied vote, the President shall exercise a casting vote.

13.2.2 Each individual committee member present shall have one (1) vote.

14.0 FINANCE:

14.1 All funds of the Association shall be deposited into the Association's accounts at such bank or recognised financial institution as the EXECUTIVE COMMITTEE may determine.

14.2 All accounts due by the Association shall be paid by cheque after having being passed for payment at the EXECUTIVE COMMITTEE Meeting and when immediate payment is necessary, account/s

shall be paid and the action endorsed at the next EXECUTIVE COMMITTEE Meeting.

- 14.3 The Secretary shall not spend more than a set amount Petty Cash without the consent of the EXECUTIVE COMMITTEE, and shall keep a record of such expenditure in a Petty Cash Book.
- 14.4 A statement showing the financial position of the Association shall be tabled at each EXECUTIVE COMMITTEE Meeting by the Treasurer.
- 14.5 A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
- 14.6 The financial year of the Association shall commence on 1st March each year. The accounts, books and all financial records of the Association shall be audited each year.
- 14.7 The signatories to the Association's account/s will be the Treasurer and any one (1) from the following;
 1. President
 2. Vice President
 3. Secretary
 4. Treasurer
- 14.8 All property and income of the Association will apply solely to the promotion of the objects of the Association and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.

15.0 COMMON SEAL

The common seal of the Association shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the EXECUTIVE COMMITTEE and in the presence of at least the President and two members of the Committee, both of whom shall subscribe their names as witnesses.

16.0 ALTERATIONS TO THE CONSTITUTION AND BY-LAWS:

- 16.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.
- 16.2 The Secretary shall forward such notices of motion to each EXECUTIVE COMMITTEE member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.
- 16.3 Alterations to the By-laws can be made only at EXECUTIVE COMMITTEE Meetings provided notice of the proposed alteration/s has been duly notified to Committee Members.
- 16.4 Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special

Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or EXECUTIVE COMMITTEE Meeting, as the case may be.

16.5 Within one month of the passing of a Special Resolution, the Secretary shall notify the relevant authorities of the amendment.

17.0 SECRETARY GENERAL

- a) The Secretary General shall be a lifetime position for the founder of the Association until her resignation
- b) The Secretary General shall be head of the Association Secretariat.

18.0 DISSOLUTION

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed

- (a) another incorporated association having objects similar to those of the Association; or
- (b) for charitable or benevolent purposes, which incorporated Association or purposes, as the case requires, shall be determined by resolution of the members.