

A coordination umbrella body for fisheries organizations formed to restore lakes & promote safe water bodies & responsible fishing in Uganda

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THE REPUBLIC OF UGANDA



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Mwesigwa Silverio
MWESIGWA SILVERIO

THE COMPANIES ACT 2012

REGISTRAR OF COMPANIES
KAMPALA

COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE
CAPITAL

THE AMENDED
MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

FEDERATION OF FISHERIES ORGANIZATIONS UGANDA (FFOU)
LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

Incorporated thisday of 2017

DRAWN BY:

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KAMPALA

THE COMPANIES ACT 2012
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL THE
AMENDED
MEMORANDUM OF ASSOCIATION
OF
FEDERATION OF FISHERIES ORGANIZATIONS UGANDA (FFOU)

1: NAME:

The Name of the company shall be “FEDERATION OF FISHERIES ORGANIZATIONS UGANDA (FFOU)

2: REGISTERED OFFICE:

The registered office of the organization or company shall be in the Republic of Uganda.

1. The objects for which the company is established are;
 - a) To have informed fisheries communities on fisheries related policies, regulations and defend human rights of the minority and marginalized groups in Uganda.
 - b) To enhance market linkages and improved access to information relevant to the fisheries business chain through a software mobile application among fishing communities.
 - c) To enhance participation of fishers and lake users in protection of the eco -system and the environment around the lakes in Uganda.
 - d) To enhance capacity of women and youth within fisher communities for better participation in the fisheries Business chain through Business Development Service training among others.

- e) To increase fish production and sustainable development of aquaculture and Aquaponics among fish farming communities in Uganda.
- f) To Scale up comprehensive TB, Malaria and HIV/AIDS services targeting fisher folk and high-risk groups within fishing communities in Uganda.
- g) To promote the fisheries industry through development of fish value chain and ensure safe water bodies
- h) To complement the Government and other non-governmental organizations in sensitizing the masses about their obligation to protect the lakes and promotion of responsible fishing, hygiene and environment management on the lakes in Uganda.
- i) To empower affiliates and other industry players to operate professional, quality- based, legal compliant and profitable businesses.
- j) To urge, promote or oppose or seek to influence current or proposed legislation or other regulations, policies, international standards and other measures and to procure changes or enactments of law, policies and practices affecting or likely to affect the interests of affiliates in market and the entire private sector generally.
- k) To provide continuous professional training and development to affiliates through seminars, mass media, lectures, all aimed at ensuring a minimum standard of professionalism amongst affiliates and other players in the industry.
- l) To compile and submit reports to the Government in regard to the fisheries industry.
- m) To develop a better understanding of the reality of the Fisheries organizations and to spearhead gaining of recognition for its positive contribution to better functioning in Uganda.
- n) To create a platform for discussion of issues concerning fisheries and obligations of both organizations and community members.
- o) To obtain all powers and authorities necessary to carry out or extend any of the above objects.
- p) To implement the above objectives within East Africa, Africa and at the International level
- q) To initiate and support legal action on its own or on behalf of affiliates jointly or severally in all courts of law whether by authorization of affiliates or on its own initiative, regarding all matters affecting affiliates or any fisheries organization or any individual member or a group of them or any community though not directly represented by the organization.

- r) To negotiate and enter into any arrangement with government or authorities at state or national level or public or private bodies that may seem conducive to the organization's objects or any of them and to apply for or obtain from any such Government or authority or organization all rights, concessions and privileges which the organization may think it desirable to obtain and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- s) To encourage, assist and extend knowledge and information connected with responsible fishing and obligations promotion and protection,
- t) private sector development and strengthening etc, either through lectures, seminars, workshops, discussions or correspondences etc. by holding conferences, by the formation of libraries, by the publication of newspapers, periodicals.
- u) To maintain libraries for the use and benefit of affiliates, of the organization in particular with the means of formulating, making known and influencing general policy in regard to economic, financial, commercial, social, technical, legal and educational questions and to act as a national point of reference for those seeking the views in Fisheries sector.
- v) To compile monthly, quarterly, and annually activity reports and submits to the Director of Fisheries and other government departments enforcing responsible fishing to ensure compliancy in the industry
- w) To collect, tabulate and circulate information/knowledge and statistics related to Fisheries sector and market.
- x) To participate in all such other activities that is incidental to or necessary for the achievement of any or all of the above objectives.
- y) To acquire part or all of the undertaking or enter into any partnership with Organization with similar purposes.
- z) To invest the monies of the organization not immediately required in such a manner as may from time to time be deemed consistent with the purpose of the organization.
- aa) To borrow or raise money that may be required by the Organization or organization upon such term and upon such security as may be deemed advisable and in particular by mortgage, charge, or levy upon any or all the assets of the organization both present and in future.
- bb) To be parties in any way to all negotiable or transferable instruments.
- cc) To initiate and organize national and international conferences, seminars and retreats, workshops aimed at promoting the objectives of this federation.

- dd) To do anything else which in the opinion of the -of NEC is capable or conducive to the carrying out of the above and any other objects of the federation;
- hh) The objects specified in each paragraph of this clause of this Memorandum shall be regarded as independent objects and accordingly shall be in no way be limited or restricted (except when otherwise expressed in such paragraph) by reference to any object indicated in any other paragraph or the same or the company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company;
- ii) In this memorandum (unless the context otherwise requires) words importing to singular shall otherwise than to this company include persons or bodies of persons (whether incorporated or not), partnerships, clubs, societies, and associations whether domiciled in Uganda or not.
- jj) AND it is hereby declared that the word "Federation" in this clause when not used in reference to this Federation shall be deemed to include any partnership or other body or persons whether incorporated or not or whether domiciled in Uganda or elsewhere and the intention is that the objects specified in each paragraph be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Federation;

3: THE LIABILITY OF THE MEMBERS IS LIMITED

Every member organization undertakes to contribute Uganda shillings Five Hundred thousand (UGX 500,000) for development to contribute to the assets of the Federation in the event of the same being winding up while still a member or within one year when ceases to be a member for payment of the debts and liabilities of the Federation contracted before ceases to be a member, and of the costs, charges and expenses of winding up.

DECLARATION

Hence forth, we the National Executive Committee elected members representatives of the fisheries organizations whose names and addresses are herein represented by the **FFOU elected President** are desirous of being formed into a Fisheries Federation/Company Limited by Guarantee in pursuance of this Memorandum of Association.

THE REPUBLIC OF UGANDA
IN THE MATTER OF THE COMPANIES ACT 2012
AND
IN THE MATTER OF A COMPANY LIMITED BY GUARANTEE AND NOT
HAVING SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
FEDERATION OF FISHERIES ORGANIZATIONS UGANDA (FFOU)
LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

ARTICLE 1: PREAMBLE

WE, THE AFFILIATES OF FEDERATION OF FISHERIES ORGANIZATIONS UGANDA (FFOU)

RECALLING our role to compliment Government Programs in order to improve the wellbeing of fisheries Organizations and their members and Ugandan people;

AWARE that our ability and effectiveness to undertake modern policies, Programs and practices of government and other development partners and private sector for the benefit of fisheries Organizations, has not been systematically achieved;

AWARE that destructive fishing and illegal fish trading, exporting and transporting still widespread in Uganda,

RECOGNIZING that the formation of FFOU would greatly enhance our effectiveness to improve on the capacity of the fisheries organizations to effectively protect the lakes and promote ethical and responsible fishing in Uganda.

DETERMINED and COMMITTED to enhance our effectiveness and efficiency through networking with other fisheries Organizations national and international with similar objects for developing consensus and collective voice on common issues;

DO HEREBY RESOLVE TO FORM THIS FEDERATION AND TO BE GOVERNED BY THE FOLLOWING ARTICLES OF ASSOCIATION.

ARTICLE 2: INTERPRETATION

Words in this Constitution if not consistent with the subject matter or the context hereinafter contained and/or unless the context otherwise requires, shall bear the following meaning: -

- a) Affiliation means subscribing to a Global Federation(s), International Confederation or any other Organization as may be determined from time to time by the relevant Organs spelt out in Article of this Constitution.
- b) Affiliation fees means affiliation fees paid by a member or to either the Associate Organization or the Global Federation Federations.
- c) Annual Delegates Conference means Annual Delegates Conference as established by this Constitution.
- d) Associate affiliates mean an associate member established by this Constitution.
- e) Affiliates means any recognized fisheries organization, association or a group recognized by any laws in Uganda or Fisheries Department.
- f) NEC means the top policy making organ of the federation
(6a)
- g) NEC means the National Executive NEC (NEC) established under this Constitution.
- h) Delegates Conference means the supreme organ of the Federation established by Article this Constitution and includes Extra-ordinary and special Delegates Conference.
- i) Secretariat means the National Secretariat running day to day of the federation as established under this Constitution.
- j) Extra-ordinary Delegates Conference means an extra ordinary Delegates Conference established under this Constitution.
- k) Monthly subscription means monthly subscription paid by a member of the federation, as established by this Constitution.
- l) Federation Government means Organs governing FFOU as established by of this Constitution.

ARTICLE 3: AREA OF OPERATION

To secure complete Organization and Affiliation of all Fisheries Organizations formal recognized by the law governing this country and informal minority and marginalized groups countrywide.

ARTICLE 4: NAME

The name of the organization is Federation of Fisheries Organizations Uganda to be termed as FFOU in short hand.

ARTICLE 5: ADDRESS

The registered head office of the Federation shall be situated in Uganda and shall also have regional coordination offices in Western, Eastern, Northern and Central Region.

ARTICLE 6: LEGAL STATUTE

The Federation shall be independent, non-partisan and non-profit making organization. It shall be governed by this constitution and the laws of Uganda, and its activities and funds shall be utilized to achieve its objectives only.

ARTICLE 7: AFFILIATIONS

1) Categories of Affiliation

Full affiliates- Which shall be Fisheries Organizations and other related associations.

2) Eligibility for full Affiliation, Rights and Duties

- i. All fisheries organizations and other related associations providing fish trading shall be eligible for Affiliation provided; they hold licenses to allow them operate and also recognized by the Fisheries department and comply with all requirements set by the Federation, compliant with FFOU Constitution, FFOU code of ethics, rules of procedure and professional conduct and declaring all services being offered by a member relevant to provision of fisheries services.
- ii. Affiliation shall vest in recognized fisheries organizations and associations. Each full member shall appoint 2 representatives who shall represent the member organization's interests in NEC.
- iii. Affiliates' staff may be allowed to participate in FFOU meeting but shall not address meeting unless invited by the chairperson thereof so to do. Only full affiliates' nominated representatives shall vote on any matter. Proxies or deputies may as well be nominated,

for the purpose of representing any member at FFOU meeting, by giving a written notice to the chairperson of that particular meeting.

- iv. The right to Participation in FFOU's meeting and structures in whatever capacity is for all persons nominated by affiliates, irrespective of race, color, gender, social status, marital status, ethnic or social origin, sex orientation, religion, age, disability or any other form of discrimination. The participation shall follow democratic principles.
 - v. All affiliates shall enjoy all the rights and be subjected to all the obligations contained in this constitution equally.
 - vi. Representatives of all Affiliate organization/association shall be obliged to sign on (in) the Affiliates' list/book which shall be regarded as part and partial of this constitution. Where a representative of any member organization/association representative so signs the list/book, the respective member shall be deemed to have agreed to everything stated in this constitution and to have pledged to abide by it.
- 3) Affiliation Fee and Monthly Contribution
- a) Entrance fee for the federation member shall be determined from time to time by the Annual Delegates Conference.
 - b) Affiliates shall be disqualified from federation affiliation and lose all benefits if they are in arrears of the contribution by their own fault for four (4 months (120) days. Affiliates, who are in arrears for no fault of their own making, will continue to be affiliates and enjoy federation benefits as may be determined from time to time by NEC.
- 4) Affiliates Benefits and Obligations
- a) Every member shall be entitled to his/her right in decision making pertaining to the federation matters including the right to reasonable opportunity to vote.
 - b) It is only affiliates who are currently have paid their subscriptions, who shall be entitled to vote or be voted, take part in the federation elections, nomination of officers or Delegates, propose resolutions or generally take part in the democratic process of the federation.
 - c) Each subscribing member organization of the federation is entitled to receive his /her Affiliation Certificate, Federation copy of the reports and any other relevant information pertaining to a member from the National head office.
 - d) Every member shall abide by this Constitution and observe all the rules of the Federation as shall be passed by the NEC and the Select Committees of NEC from time to time.

- e) Copies of the federation Constitution shall be provided to all affiliates.
- f) It is the obligation of the member(s) organization to ensure that her subscription is sent to and received by the federation office on its due date.

5) Application for Affiliation

Application for Affiliation is to be submitted on the prescribed form together with Affiliation fees or entry fee paid in bank on the Federation's Account, for consideration by the Select Committees of NEC.

Applicant for Affiliation shall become affiliates only after approval by the NEC a simple majority vote of the NEC is required for approval of all applications for Affiliation. Should an application for Affiliation be unsuccessful, the Affiliation fee submitted with the application shall forthwith be refunded.

FFOU President is empowered to inspect premises and institute such inquiries as is deemed necessary to evaluate Affiliation applications in accordance with approved Affiliation criterion.

6) Certificate of Affiliation

All affiliates shall be provided with a certificate of Affiliation. Such certificates shall be displayed on their premises. The certificate shall for all intents and purposes remain the property of FFOU.

7) Change in particulars of Affiliate.

Incase affiliates make changes in their particulars such as the name, address or other relevant details, shall notify the head office of FFOU in writing within twenty eight (28) days after the changes.

8) Resignation of Affiliation

- i. A member organization may resign her affiliation by giving a written notice to the President in six months' notice to allow relevant organs take investigate the cause of disaffiliation.
- ii. Affiliation shall be permanent. A member may resign its Affiliation in line with article above except that such resignation shall not take effect if; the member is the subject of any complaint made pursuant to the FFOU Code of ethical and professional practice or, successful completion of the compliance procedures is still outstanding.

- iii. A member may be expelled, suspended or take legal action for a just cause. Just cause shall include noncompliance with the FFOU Constitution, violation of any rule within the FFOU code of Ethical and Professional practice or any act or conduct considered prejudicial to the interests of FFOU, its affiliates or the entire industry/ sector. Suspension or expulsion shall be by not less than two-thirds vote of the affiliates of the -present and voting.

A member shall only be suspended or expelled after being given a thirty (30) days written notice regarding the charges against it, and having been given a chance to be heard before NEC.

9) Annual Affiliation Fee

- 1) The annual subscription fee of any category of affiliation shall be determined by the NEC.
- 2) Annual subscription fee shall become payable at the beginning of every financial year, that is July 1st of each year or at any time determined by the NEC.
- 3) In case the annual subscription fee remain unpaid for more than thirty (30) days of the due date, the President shall notify the member organization in writing indicating that should the member fail to pay within thirty (30) days from the date of the notice, it cease to enjoy the rights of affiliation.
- 4) Should a defaulting member re-apply for affiliation again in the future, such Affiliation shall be at the discretion of the NEC, and shall be subject to the full application process including payment of the application fee and any amount in arrears.
- 5) For avoidance of doubt, new affiliates shall submit their application fee together with the application form and annual subscription fee shall thereby be payable from the month of application.

ARTICLE 8: DELEGATES CONFERENCE (DC).

- a) The DC of the federation shall be the supreme organ of the federation held every five (5) years at such time and place as the National Executive Committee (NEC) shall determine.
- b) The DC shall be convened by the FFOU President by giving four (4) weeks' notice in writing to each Affiliate of the Federation.
- c) The DC shall be vested with the powers and obligation to elect the NEC members.

1. The DC shall consider and decide upon: -
 - i. Reports on the activities of the Federation during the period under review;
 - ii. financial reports and budgets;
 - iii. Recommendations for policy formulation by the NEC.
 - iv. Elections of new office bearers of the NEC.

2. Proportionate Representation

Member organizations shall be represented at the DC according to their paid-up membership, under Proportionate basis: -

- i. 1 Delegate Up to 50 members 1 Delegate
- ii. From 51 – 100 members 2 Delegates.
- iii. From 101 – 500 members 3 Delegates.
- iv. From 501 – 1000 members 4 Delegates.
- v. From 1001 – 1500 members 5 Delegates.
- vi. From 1501 – 2000 members 6 Delegates.
- vii. Over 2000 members, every additional 500, 01 other Delegate

3. Quorum:

The quorum of the Delegates Conference shall be 2/3 of the members entitled to vote.

4. Composition

- i. The Delegates Conference (DC): shall be composed of all affiliates as per the paid-up membership register.
- ii. Regional offices: shall be represented by 3 Executive members.
- iii. NEC Members.
- iv. Promoters of the Federation whose names and addresses appears in this Articles and Memorandum of Association.

- v. FFOU District Chairpersons.
 - vi. FFOU Member Organization Chairperson, Treasurer and Secretary on top of Proportionate representation
 - vii. Resolutions for discussions at the DC and motions for amendments to these Articles shall be forwarded to the FFOU President not later than (14) days before the date of the DC.
 - viii. The quorum of the Delegates Conference shall be 2/3 of the affiliates/members entitled to vote.
5. Extra- Special Delegates Conference
- i. At the request of the majority, i.e. (3/4) of the affiliates of the Conference an extraordinary/Special Delegates Conference shall be convened. The NEC shall also be authorized to convene this Conference if specific problems have to be dealt with.
 - ii. The Delegates shall be notified at the earliest possible opportunity of the reasons for convening an extra-ordinary/Special Delegates Conference as well as the venue and time.
 - iii. Other than the issues that caused the convening of the Conference, no other matters shall be discussed.

ARTICLE 9: NATIONAL EXECUTIVE COMMITTEE (NEC)

There shall be a National Executive Committee known as NEC which shall consist of

- i. FFOU President.
- ii. FFOU Vice President.
- iii. National Treasurer.
- v. Secretary for women affairs.
- vi. Secretary for Youth Affairs.

Four (4) Regional NEC members from

Central, Northern, Easterns and

Western

Executive Director shall be the
Secretary to the NEC from the
Secretariat.

- a) The NEC shall be responsible for the General management of FFOU, FFOU Patron, policy formulation on behalf of DC and all powers shall be vested in the NEC.
- b) The NEC shall meet as often as necessary to deliberate on issues recommended by the Delegates Conference, and any other matters vital to the Federation, and ½ shall form a quorum.
- c) The NEC shall take overall responsibility for the finances and staffing of the Federation, direct and co-ordinate the work of standing Committees, through the laid down structures of the Federation.
- d) The NEC through FFOU President shall monitor the administration of the Secretariat, Affiliated Organizations and approve Federation recruitment strategies.
- e) The NEC shall provide the necessary political leadership in respect of member's needs and the requirements of the affiliated organizations, district branches and general workers.
- f) The NEC shall establish working parties to address matters of importance to the Federation or affiliates and ensure efficiency of administration of Federation affairs from time to time.
- g) The NEC shall determine and define the role, power and functions of lower Organs and FFOU officers whose role, power and functions are not defined by this Constitution with the technical assistance of the Select Committees.
- h) The NEC shall have responsibility for ensuring the effective of the Federation Conferences, training and the full democratic involvement of the Affiliation in the decision-making process of the Federation.
- i) The NEC shall represent or cause the Federation to be represented in legal action brought for or against the Federation and shall be responsible for ensuring that the Federation conducts its affairs in accordance with this Constitution and the applicable laws.
- j) The NEC shall have the right to appoint such Committees from amongst its affiliates and shall have power to delegate to such Committees any of its functions as it considers appropriate with the advice of the President.

- k) The NEC shall seek advice from its legal adviser for interpretation of the Constitution's rules and guidelines made there under in the event of doubt, conflict or dispute, provide for any case on which the Constitution is silent, make such regulations, rules and guidelines as it shall deem necessary, subject to approval by the Conference.
- l) The NEC shall give directions to the FFOU President and Treasurer of the Federation as to management the funds and properties of the Federation.
- m) The NEC shall have power to affiliate the Federation to any other appropriate body National and Internationally.
- n) The NEC shall convene meetings, and in particular, Delegates Conference meetings, as they may deem fit.
- o) The NEC shall take all such actions as shall be necessary to ensure that the income, property and funds of the Federation are safe guarded, and the objectives and purposes of the Federation are achieved.
- p) The NEC shall have the power to suspend any affiliated organization, Federation official from office or from entitlement / benefits provided for in this Constitution.
- q) Notwithstanding the above provision, the NEC may in extenuating circumstances extend the holding of the DC by a period not exceeding five (5) months.
- r) Shall be the advisory -and provide direction for the organization has a strategic function in providing the vision, mission and goals of the organization.
- s) Shall settle disputes among fisheries organizations/members and regulate the relationship if needs arise.
- t) Shall establish a policy-based governance system and shall be the responsibility of the -to develop series of policies.
- u) Shall be the duty to protect the federation's assets and member's investment, this includes member's plant, equipment and facilities, including the human capital (people who work for the member organizations.) also play an advisory role to the Federation.
- v) The Chairpersons of the Committees in consultation with the President of the Federation shall agree on the agenda before convening a -meeting and the quorum of the -meeting shall be 1/3 of the -members.
- w) The Chairpersons of all committees shall be appointed by the FFOU President and approved DC.

- x) NEC shall be entitled to a seating allowances and retainer's monthly fees as it will be agreed upon by the DC from time to time

ARTICLE 10: SECRETARIAT

- a) There shall be a National Secretariat, which shall manage and administer the Federation's day-to-day business on behalf of NEC and the Delegates Conference under the Chairpersonship of the Executive Director.
- b) The Secretariat shall be responsible for the proper administration of the Federation affairs and for implementing decisions passed by NEC and the Delegates Conferences.
- c) The Secretariat shall have the power to act on behalf of Committees between meetings, where appropriate, in consultation with the President or chairpersons of the relevant Committees and shall seek the endorsement of the NEC or Committee upon any exercise of such power.
- d) The Secretariat shall where appropriate take on ad-hoc duties as determined by the NEC.
- e) The Secretariat shall determine the schedules, guidelines and duties of regional, district and Affiliate officials whose responsibilities may not be spelled out in this Constitution.

ARTICLE 11: REGIONAL OFFICES

- a) There shall be established regional offices as and when the NEC deems it fit.
- b) The regional offices shall be run by Regional Chairpersons and any other support staff as may be found necessary, which shall be appointed by the Regional Chairpersons and shall report to the office of the President.

ARTICLE 12: AFFILIATES

- a) There shall be established Federation Affiliates from all Fisheries Organizations that fall under the jurisdiction of the Federation as herein embedded in this Constitution.
- b) The Affiliate Annual General Meeting shall be held after one year from the date it was last held. At least two (2) officials shall attend such meetings to make sure that the business of the meeting is constitutionally conducted.

ARTICLE 13: STAFF

- i. There shall be established technical positions for the following Officers and staffs that shall be knowledgeable, experienced and/or educated above diploma level.
- ii. The Department Heads shall at least have attained a minimum qualification of a Bachelor's Degree and Diploma in Business Administration or its equivalent for efficient and effective management of the Federation affairs and fisheries knowledge will be an added advantage such officers or staffs shall not hold office after the retirement age of sixty (60) years.

ARTICLE 14: FFOU PRESIDENT

- i. The President shall be elected by secret ballot at the Delegates Conference by the Delegates, his term of office shall be five years from the date thereof, and he /she shall be eligible for reelection not more than three terms.
- ii. He/she must have been a member of the Federation for at least 10 years in active leadership at a recognized level of Federation administration or above the Affiliate level or a vision bearer of the Federation.
- iii. He/she shall convene, chair DC, NEC and shall be the Chief spokesperson of the Federation at the Conferences and meetings of all relevant Organs and conduct all correspondences of FFOU.
- iv. He/she shall ensure the efficient functioning of NEC, Secretariat and Committees by ensuring that the agendas are circulated in advance of meetings and that venue are booked in good time.
- v. He/she shall ensure that the Federation operates according to its policies and Constitution and shall protect the interest of the Federation.
- vi. Shall have powers when necessary to convene a meeting of the Secretariat to consider the matter at hand in accordance with the provision of the Constitution should prima facie case be established, this shall apply where the Executive Director unreasonably fails or refuses to convene such a meeting according to the Constitutional provisions or fails to account for any fund given to FFOU as a project.
- vii. He/she shall be responsible for the proper conduct of business on all occasions and shall sign the minutes together with the Executive Director as Secretary at the time they are approved and shall in conjunction with the National Treasurer or any other officer authorized by the NEC sign cheques and other financial documents.

- viii. The President shall make recommendations DC for improvement.
- ix. The President shall attend all negotiates with outside bodies or affiliates.
- x. He/she shall have his or her office at the Federation's Headquarters as supervisor and he will be reporting any irregularities detected at the Secretariat to DC and NEC.
- xi. He will be the principal signatory along with the Executive Director and National Treasurer.
- xii. Shall be responsible for issuing statements on behalf of the Federation.
- xiv. Shall constitutionally convene DC, NEC and other Committees with the view of taking final decisions.

ARTICLE 15: VICE PRESIDENT

- i. He/she must have been a member of the Federation for at least five years in active leadership at a recognized level at or above the Affiliate or one of the Director/promoters.
- ii. The National vice chairperson shall deputize the President in all functions as and when required and shall carry out his duties in accordance with this Constitution.
- iii. Shall be nominated, seconded and elected among the delegates.
- iv. May where necessary accompany the President on official duties to establish an understanding of work.

ARTICLE 16: EXECUTIVE DIRECTOR

- a) The Executive Director shall be appointed by the FFOU President and approved by the NEC.
- b) Shall be the principal officer /Chief Executive officer of the Federation and shall be a full-time officer.
- c) The Executive Director shall be the secretary to all organs of the Federation.
- d) Shall have duties, rights and powers and responsibilities commensurate with the post of the principal accounting officer and shall be responsible for all Federation affairs and properties.
- e) Shall act under the supervision of FFOU President.

- f) Shall transact the day-to-day business of the Federation in accordance with the rules and provisions of this Constitution.
- g) Shall superintend the General administration of the affairs of the Federation and shall endeavor to secure observance of these Articles by all concerned.
- h) Shall coordinate and supervise the operations of the Secretariat and also be the Chairperson of the Secretariat.
- i) Shall prepare organizational reports to the FFOU President and relevant organs of the Federation.
- j) Shall convene the Secretariat meetings to discuss the business on instructions of the NEC, he/she shall engage lower staff salaries as shall be determined by the NEC.

ARTICLE 17: NATIONAL TREASURER

- a) Shall be elected by secret ballot from amongst the Delegates at the DC for a five year term, and shall be entitled for re-election.
- b) Must have been a member of the Federation for at least three years in active leadership at a recognized level at or above the Affiliate or one of the Promoters.
- c) Shall be the Chief Finance Officer of the Federation and custodian of relevant financial documents and shall be responsible for all moneys received by the Federation and for their expenditure.
- d) Shall be responsible for ensuring that the Federation's finances are accounted for and managed according to this Constitution and any other law in force affecting the sector and the Federation and for ensuring that Federation's auditors are provided with relevant financial information to prepare the quarterly and annual accounts for the National Conferences.
- e) Shall convene regular meetings of the finance Committee to assess and monitor performance and to make relevant recommendations to the NEC for consideration.
- f) Shall be the principles signatory on all Federation's bank accounts and ensure that all payments made by the Federation and all expenditure incurred are in accordance with the budget agreed at the NEC or as may be revised from time to time by the ENC.
- g) Shall ensure that Regional NECs and affiliates operate financial systems in conformity with Federations financial regulations and standards and operate on budget approved by the NEC.

- h) Shall liaise closely with the Federation President, Secretariat and other Organs of the Federation to assist in ensuring that the National office operate the most efficient subscription collection system possible and advise the NEC on any changes so required.
- i) Shall advise the NEC and DC on the best use, investments and accounting of the Federation funds.

ARTICLE 18: DEPUTY NATIONAL TREASURER

- a) Shall be elected by secret ballot from amongst the Delegates of the DC for a five year term, and shall be entitled for re-election.
- b) He/she must have been a member of the Federation for at least five years in active leadership at a recognized level at or above the Affiliate or one of the founder members.
- c) Shall be a person with sound knowledge of financial controls and conversant with the accepted accounting procedures.
- d) His/her allowances shall be determined by the NEC from time to time.

ARTICLE 19: TERMS OF REFERENCES OF NEC MEMBERS

- i. During the DC, there shall be elected 9 NEC members whose terms of references shall from time to time be determined by the DC.
- ii. NEC member shall help to coordinate activities of their respective organizations and the regions under the Federations' jurisdiction.
- iii. Affiliates shall conduct their general business in accordance with the FFOU policies under this Constitution.

ARTICLE 20: BANKERS AND SIGNATORIES

The bankers of the federation shall be determined by the NEC.

ARTICLE 21: SOURCES OF FUNDS

- a) Affiliation fee which shall be payable by every member.
- b) Annual subscription fees as shall be determined by the governing NEC.
- c) Grants, gifts and donations from the government(s), International Associations, Nongovernmental Associations, donors, well-wishers, other companies or Associations with similar objectives from anywhere in the world and affiliates of the Federation.

- d) The Federation shall accept assistance but without diversionary motives attached, hitherto.
- e) The Federation shall receive donations, gifts or grants in acceptable situations and to deserving causes as decided by its Governing NEC.
- f) Gifts, donations/grants shall be accepted on behalf of the organization by the representatives of the federation.
- g) All donations, gifts, grants whether in cash or kind shall be entered in the Gifts/Donations/Grants Register.
- h) The names and address of the donor, the description and the value or an estimate thereof, the date of the donations shall be entered for future reference.

ARTICLE 22: APPLICATION OF FUNDS

- a) Subject to the provisions of this Articles and Memorandum of Association, after mobilization and acquisition of funds, the Federation shall utilize them to achieve the objectives and activities as herein stipulated.
- b) Notwithstanding the declaration above, the funds shall be utilized for: -
 - i. Support services for attaining the objectives of the Federation.
 - ii. Organizing workshops, seminars and other activities. iii. administrative expenses.
 - iv. Any other purposes geared at promoting the objects, programs and activities of the organization.
 - v. All fees, subscriptions, incomes, donations, grants or any other funds shall be held on bank account(s) in the name of FFOU.
 - vi. Funds not immediately required for the purposes of FFOU may be invested as directed by the Governing NEC.
 - vii. The Governing NEC may not Commit FFOU to any expenditure or liability in excess of the funds available at the time of such decision except with the approval of majority of affiliates present at a General Meeting.

ARTICLE 23: VACANT POSTS

Any post which falls vacant during the year shall be filled by the Federation Chairperson temporarily until the next Annual Delegates Conference, and/or special Annual Delegates Conference for approval.

ARTICLE 24: FUNDS OF THE FEDERATION

- a) The Federation will derive its funds from collection of Affiliation registration fees, monthly subscriptions and may also receive any grants or subventions, donations, gifts, bequeaths and other, miscellaneous funds i.e. from sales of assets, special levies, consultancy services, publications, fund- raising activities and any other lawful means such as borrowing, among others.
- b) The NEC shall cause a bank account(s) to be opened and maintained in the name of the Federation and shall ensure that all funds belonging to the Federation are received by the National Treasurer and paid into the said bank account(s) within seven days of receipt of such money, provided that the National Treasurer shall be permitted to retain a cash impressed which shall be determined by the NEC or -to pay minor expenses.
- c) All cheques for withdrawal of money shall be signed by the President, National Treasurer and Executive Director as the NEC shall determine.
- d) The Federation Head office shall remit five 5% to the Affiliate monthly contributions back to Affiliates for its operational costs and/or as shall be determined by the NEC from time to time.
- e) The National Treasurer shall be permitted to receive and account for any cash impressed or Affiliate operational funds as shall from time to time be determined by the NEC.
- f) The Federation shall operate a separate bank account in case of any contributory provident fund or pensions fund scheme for the Federation in consultation with the President.
- g) Loans or overdrafts may be obtained by three principal officers from commercial banks or from any other financial institutions subject to the maximum approved by the NEC.
- h) For the necessary securing of loans or overdraft accepted by the Federation under paragraph (6) the Federation may grant a charge over the assets of the Federation or charging of the funds of Federation in its savings account(s).

ARTICLE 25: THE FEDERATION AUDITORS

- i. The Federation's accounts shall be audited each year by a professional auditor appointed by the NEC and approved by the Delegates Conference (DC).
- ii. The audited accounts and balance sheet for the previous financial year shall be presented to the Annual Delegates Conference for approval and adoption.
- iii. The rules of financial procedures adopted by the NEC shall include provision for the audit of the Federation's accounts at all levels of its operations.

ARTICLE 26: INSPECTION OF BOOKS OF ACCOUNTS

- a) The Internal Auditor and National Treasurer or any other officer delegated by any Donor(Funding Development Partner) or NEC, shall have powers under these rules to conduct on spot audit inspection of Affiliate books of accounts and bank accounts and shall have powers to take preventive measures on behalf of the NEC.
- b) Any interested person may be accorded access to inspect the books and names of affiliates of the Federation upon a prior request to the Federation President in a manner prescribed by the Secretariat.

ARTICLE 27: FINANCIAL YEAR

The financial year for the Federation's financial operations shall begin 1st January and end 31st December every calendar year.

ARTICLE 28: EDUCATION FUND

- a) There shall be establishment within the Federation a separate fund known as "Development and Education Fund" skilling the fishing community and marginalized groups and sustainability projects of the Federation including fixed assets.
 - i. The purpose of the Fund shall be to facilitate the Federation Education and Training programs and Development projects for sustainability of the Federation.
 - ii. The sources of funds for this established Fund shall come from Federation contributions.
 - iii. Affiliates contributions.
 - iv. Donations from development partners

- v. Fundraising.
- vi. Education levy
- b) The monies from this fund shall be spent on the following:
 - i. Study materials.
 - ii. Participants allowances (subsistence).
 - iii. Tutors' transport and subsistence.
 - iv. Library facilities.
 - v. Scholarship sponsorship.
 - vi. Procuring fixed assets including FFOU Land and construction of its permanent home and commercial buildings for sustainability.
 - vii. Miscellaneous coordinating expenses.
 - viii. The Executive Director and Director Programs shall be accountable for all the expenditures incurred in executing the education programs under this fund.
 - ix. The Federation shall be always open a Development and/or Projects bank account(s) or any other account for the funds that are earmarked for a particular objective or project as shall be determined by the NEC from time to time.

ARTICLE 29: MINUTES

- i. Minutes of all Meetings shall be recorded, kept and dispatched by the Executive Director or any Person appointed by the NEC.
- ii. Minutes of all Meetings shall be dispatched to all members, NEC members, Promoters and Affiliates within one (1) calendar month after the meeting.
- iii. Minutes of NEC Meetings and committee meetings shall be dispatched within a reasonable time of the Meeting.

ARTICLE 30: AFFILIATIONS

FFOU shall be an independent nonpartisan Federation and shall freely affiliate to any other Organizations, local and international, as the NEC shall determine from time to time.

ARTICLE 31: PUBLICITY

- 1) The Federation shall have a logo and flag which design shall be approved by the NEC.
- 2) The Federation shall also have badges, T-shirts, caps and similar items available to affiliates at subsidized prices obtainable from the head office to promote solidarity.

ARTICLE 32: OFFICIAL JOURNALS

The official journal of the Federation shall be the Federation News published by the Secretariat at least twice a year and any other such periodical publications as may be approved by the Secretariat.

ARTICLE 33: DISCIPLINARY CODE OF PRACTICE

- i. NEC shall establish ethical code of practice for purposes of instilling discipline in the Federation provided that such a code shall ensure that all Federation officials, officers, staff and affiliates are not unfairly disciplined.
- ii. All affiliates of the Federation shall have a duty to follow the Constitution of the Federation together with other regulations and guidelines made there under.

ARTICLE 34: RULES

- i. The NEC shall formulate Policies and the Annual Delegates Conferences or Special Delegates Conferences shall approve the standing orders for the conduct of the leaders and affiliates of the Federation during their participation in Federation activities.
- ii. The Federation's special rules and standing orders as shall be formulated by the -shall also be circulated to all affiliates.

ARTICLE 35: AMENDMENTS OF THE CONSTITUTION

- 1) This Constitution may be amended on the recommendation of the -to the Delegates Conference through President by two-thirds majority of those present voting Delegates and only if the proposed changes have been included in the notice and agenda of the meeting.
- 2) The amendment to the Constitution will be issued and circulated to all promoters and units of the Federation within two months of the amendment of the Constitution at Delegates Conference.

ARTICLE 36: DISSOLUTION OF THE FEDERATION

- i. The Federation shall only be dissolved with the consent of three quarters $\frac{3}{4}$ of the Federation Affiliates and promoters by means of secret ballot.
 - a. In the event of the Federation being dissolved, all debts and liabilities legally incurred on behalf of the Federation shall be fully discharged and the remaining funds shall be divided amongst affiliates in equal proportional.
 - b. Henceforth we the undersigned representatives of the member Organizations whose names, addresses, occupations and signatures are herein subscribed are desirous of being formed into company Limited by Guarantee in accordance with these Articles of Association;

DECLARATION

Hence forth, we the National Executive Committee elected members representatives of the fisheries organizations whose names and addresses are herein represented by the **FFOU elected President** are desirous of being formed into a Fisheries Federation/Company Limited by Guarantee in pursuance of this Memorandum of Association.