



# **CONSTITUTION OF THE NATIONAL FISHERIES ASSOCIATION OF GHANA**

**JANUARY, 2024**



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## **PREAMBLE**

**WHEREAS** we the Association Members engaged in the fishing industry of Ghana;

**RECOGNISING** our role in ensuring an ecological fishing industry, best practices and livelihoods security in Ghana;

**REALISING** the need for an efficient and effective management of Ghana's natural resource exploitation and development;

**HAVING AGREED** to form a National Fisheries Association of Ghana to promote the sustainable development of the fishing industry in Ghana, the promotion of our objectives and collective welfare;

**HEREBY ENACT, ADOPT AND PROMULGATE TO OUR MEMBERS THIS**

**CONSTITUTION ON THIS.....DAY OF.....2024**

## **DEFINITIONS**

In this constitution, unless inconsistent with the context, clause headings are for convenience and shall not be used in its interpretation, words which denote the singular include the plural and vice versa (other than a reference to "a company"), words which denote a natural person include an artificial person, words which denote any gender include the other genders and the following words and expressions bear the meanings assigned to them below with cognate words and expressions bearing corresponding meanings:

**"The Act"** means the Fisheries Act, 2002 (Act 625), as may be amended from time to time, and any other Act that may be passed which replaces the Fisheries Act, 2002 (Act 625);

**"Association"** means the National Fisheries Association of Ghana (hereinafter "the Association" or "NAFAG");

**"Constitution"** means the constitution of the Association as may be amended from time to time;

**"Days"** means calendar days;

**“Association Members”<sup>1</sup>** mean the various fisheries sector associations vetted by NAFAG whose membership will then be communicated by NAFAG to the Regulatory Body currently including the Associations listed under Article 14(2) of this constitution.

**“Sector”** means an operational area within the fishing industry of Ghana

**“Fishing license”** means the valid rights, privileges, duties and responsibilities in relation to the fisheries of Ghana duly conferred or imposed in accordance with the Sections 69 to 80 of the Act and other relevant laws of Ghana;

**“Established members”** mean those members who are members of the Association at the date of adoption of this constitution.

**“Member”** means any company that qualifies as a member of the Association from time to time.

**“Member in good standing”** means a fully paid-up registered member of the Association who is in full compliance with the relevant provisions of the Act, other fisheries laws of Ghana and this Constitution;

**“Standing committees”** mean committees that meet regularly

**“Standing orders”** mean rules and procedures issued by the Association for the conduct of its meetings;

## **RECORDAL**

The Association’s first regulation was adopted in September 1971. Mindful that circumstances have changed considerably since the founding of the Association, the established members have decided to adopt a maiden constitution. Accordingly this constitution replaces and supersedes the previous regulation of the Association. Decisions, actions and procedures established under the previous regulation of the Association will remain valid and binding on the parties subject to the provisions of this Constitution.

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<sup>1</sup> “Association members” was redefined to establish the relationship of NAFAG with the Regulatory Body

## **ARTICLE ONE: SUPREMACY**

- I. This Constitution shall be the supreme law of the National Fisheries Association of Ghana referred to as NAFAG.

## **ARTICLE TWO: THE NAME OF THE ASSOCIATION**

- I. The name of the Association is the NATIONAL FISHERIES ASSOCIATION OF GHANA (NAFAG) hereinafter referred to as (“the Association”).

## **ARTICLE THREE: ESTABLISHMENT AND NATURE**

- I. NAFAG is a legally registered establishment as a non-profit body under the relevant laws of Ghana namely the Companies Act 1963 (Act 179)
- II. NAFAG was initiated in 1971 by members in the fishing industry
- III. Having operated actively for over four (4) decades, this NAFAG Constitution is a guided by the Companies Act of Ghana to reflect its current operational requirements.

## **ARTICLE FOUR: REGISTERED OFFICE**

- I. There shall be a registered national office of NAFAG (Headquarters), presently<sup>2</sup> situated in Tema, in the Greater Accra Region of Ghana.
- II. The Association shall consist of all recognized<sup>3</sup> sectors in the fishing industry.

## **ARTICLE FIVE: VISION OF NAFAG**

- I. To lead the realization of a well-coordinated, effective and efficient fishing industry in Ghana and to promote best practices in the fishing industry amongst its members.

## **ARTICLE SIX: MISSION OF NAFAG**

- I. To support professionalism in the fishing industry and promote socio-economic livelihoods amongst members, promote effective, efficient and well-coordinated fishing industry through Capacity Development, Research, Evidenced Based Advocacy, Policy influence, Knowledge development including Science and Local

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<sup>2</sup> We introduced the word “presently” to connote that, the Headquarters could be relocated under prevailing circumstances.

<sup>3</sup> Defined the sectors with “Recognized” in order to assuage the emergence of splinter groups.

Ecological Knowledge (LEK)<sup>4</sup>, Information sharing and other best governance practices in Ghana.

## **ARTICLE SEVEN: AIMS/OBJECTIVES OF THE ASSOCIATION**

- I. The Association shall concern itself with issues affecting the value chain in the fishing industry in Ghana and shall take such action with respect thereto as may be considered expedient.
- II. The aims and objectives of the Association are: -
  - a) To promote, develop and protect the fishing industry in Ghana and in particular, protect the interest of members of the Association in so far as they carry on the fishing industry in Ghana and the regional community.
  - b) To represent and give effect to the views and opinions of the members in all matters connected with the fishing industry in Ghana.
  - c) To promote legislation or other measures which could or might affect the members in carrying out their business in the fishing industry in Ghana and the fishing environment i.e. seas, rivers, lakes, lagoons and other water bodies<sup>5</sup>.
  - d) To develop, maintain and manage fisheries information system.
  - e) To undertake the settlement by arbitration of all trade disputes.
  - f) To collaborate with all stakeholders in the industry to promote sustainable and responsible fishing activities that will preserve the fisheries resource and be environmentally friendly.
  - g) To develop, promote and maintain product standards and quality codes, procedures and practice regimes in the fishing industry.
  - h) To undertake and support skills development and knowledge building in the fisheries sector.
  - (i) To promote and initiate actions for increasing locally produced fish products on the local and international markets.
  - (ii) To promote schemes for the provision of infrastructure for the handling of locally produced fish products.

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<sup>4</sup> Defined Knowledge development to include the appreciation and acceptance of LEK, in addition to science.

<sup>5</sup> Inserted to widen the scope of the fishing environment/industry

- (iii) To promote welfare schemes for practitioners of the fishing industry.
  - (iv) To establish relations with local and international bodies and organizations relating to the fishing industry.
  - (v) To institute, encourage and support research and similar activities aimed at enhancing technology in the local fishing industry.
  - (vi) To initiate and support activities for the cost effective provision of inputs for the local and regional fishing industry on a sustainable basis.
  - (vii) To undertake any other activities that would enhance the fishing industry.
- III. The Association is established for the object stated above and to represent, express and give effect to the opinion and interest of its members and being instituted solely for these purposes, the Association shall not become affiliated to, endorse, support in any way whatsoever or subscribe any of its funds to any political party.

## **ARTICLE EIGHT: VALUES**

- I. NAFAG shall uphold the core values of **TRANSPARENCY, ACCOUNTABILITY, PROBITY, INTEGRITY, MUTUAL RESPECT, SELF-ESTEEM, HUMILITY IN SERVICE, HONESTY, JUSTICE AND NON-DISCRIMINATION BASED ON GENDER, DISABILITY, ETHNICITY AND PARTISANSHIP.**
- II. The total interest of NAFAG shall be paramount at all times and protected by the National Executives of the Association and all categories of Members.
- III. NAFAG shall promote inclusiveness and participation in its decision making processes.

## **ARTICLE NINE: POWERS OF THE ASSOCIATION**

- I. The Association shall have all powers as are necessary for the proper attainment of the objects set out in this constitution and shall in particular have the power to:
- a) Impose and receive subscriptions, levies and contributions from its members.
  - b) Open and operate bank accounts in the name of the Association.
  - c) Apply funds for any purposes that comply with the objects of or in the interests of the Association and the members.
  - d) Invest and deal with any funds for any purpose related to the objects of the Association.



- e) In such other prudent investments in financial instruments as the Annual General Meeting may approve.

## **ARTICLE TEN: MEMBERSHIP**

- I. Association Members in the fishing industry are entitled to be members of NAFAG and shall pay to NAFAG the Registration fee as approved by the General Council.
- II. There is the need for Association Members to request membership certificates<sup>6</sup> to ensure that proper procedures to acknowledge new membership are adhered to.

## **ARTICLE ELEVEN: MEMBER SUBSCRIBERS**

- I. The subscribers to this constitution shall be admitted to membership in accordance with this constitution and shall be members of the Association.
- II. Ordinary membership of the Association shall be restricted to qualified bodies in Ghana whose application for admission to the Association has been in the manner so prescribed.

## **ARTICLE TWELVE: APPLICATION FOR MEMBERSHIP**

- i. Subject to this Constitution, the Executive Council shall prescribe rules and Procedures for admission of members, the rules and procedures so prescribed or any amendment thereof shall be approved by members at an Annual General Meeting.
- ii. All applications for membership shall be submitted to the Secretariat of the Association in a form and a manner to be prescribed by the Executive Council.
- iii. The applications shall be vetted by the Secretariat of the Association, and it shall be the responsibility of the President of the Association to recommend applicants for approval by the Executive Council.
- iv. The President shall also present to the Executive Council applications that he/she does not recommend together with a reasoned basis for his/her position.
- v. All applications shall be considered within Sixty (60) days of receipt of the application or at the next meeting of the Executive Council whichever event shall occur first in time, provided that if the application is submitted to the Secretariat less than ten (10) days to the next Executive Council meeting it shall not be considered at that meeting.

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<sup>6</sup> Membership Certificates and not cards to convey the sense that membership here is attributed to the association as a body and not card for individuals.

- vi. Every person applying to be a member shall provide such details to the Association as is prescribed by the Executive Council and pay a non-refundable registration fee to be prescribed by the Executive Council.

## **ARTICLE THIRTEEN: CATEGORY OF MEMBERS**

- I. There shall be three (3) categories of members namely:-
- a) Ordinary Members
  - b) Associate Members
  - c) Honorary Members

## **ARTICLE FOURTEEN (ONE): ORDINARY MEMBERS**

- I. The subscribers of this Constitution shall admit to ordinary membership in accordance with this Constitution and shall be Association members provided however that ordinary membership of the Association shall be limited to Association members.
- II. Ordinary membership of the Association shall be restricted only to bodies engaged in fishing industry in Ghana

## **ARTICLE FOURTEEN (TWO) ASSOCIATION MEMBERS**

- I. Unless otherwise admitted, the Association members shall be made up of the following:-
- a) Ghana Tuna Association
  - b) Ghana Inshore Fisheries Association
  - c) Ghana National Canoe Fishermen Council
  - d) National Inland Canoe Fishermen Council
  - e) Ghana Industrial Trawlers Association

## **ARTICLE FIFTEEN: ASSOCIATE MEMBERS**

- I. Associate members shall be institutions/groups engaged directly or indirectly in the fisheries industries.
- II. The Association in General Council meeting shall resolve by ordinary resolution that the Executive Council may admit to associate membership of the Association any person or institution who qualifies to be an Associate member and may prescribe qualifications and responsibilities relating to payment of subscription or otherwise for such Associate members provided that such

Associate members shall not have any vote on any resolution at any general meeting of the Association or be counted towards a quorum.

## **ARTICLE SIXTEEN: HONORARY MEMBERSHIP**

- I. The Association in general meeting shall resolve by ordinary resolution that the Executive Council may admit to honorary membership of the Association any person, or institutions/groups whether or not ordinary or associate members of the Association who in the opinion of the Executive Council has rendered special service to the Association or to any of the objects which the Association is formed to promote.
- II. An Honorary member unless also admitted as an ordinary member of the Association, shall have the same rights as an Associate member and if also admitted as an ordinary member shall have the same rights as an ordinary member but shall not be liable to pay any subscription to the Association.
- III. Honorary members may be permitted to take part in such proceedings and functions of the Association but shall not be members of the Association in its corporate capacity and shall not have any vote on any resolution at any general meeting of the Association or be counted towards a quorum.

## **ARTICLE SEVENTEEN: SUBSCRIPTION**

- I. Ordinary and Associate members shall pay such annual subscription, as the members in General Council meeting on the recommendation of the Executive Council shall be determined by ordinary resolution from time to time.
- II. The subscription shall be due and payable on admission to membership and thereafter on the beginning of a fiscal year or on such other date as the resolution shall provide.
- III. The subscription may differ for different category of members.

## **ARTICLE EIGHTEEN: RIGHTS & PRIVILEGES OF MEMBERSHIP**

- I. The rights and privileges of an Ordinary member will begin on the payment of subscription.
- II. The continuity of rights and privileges of an Ordinary member will be dependent upon payment of the annual subscription at the time prescribed.
- III. The Executive Council shall prescribe the rights and privileges of Associate members.
- IV. The Executive Council shall prescribe the rights and privileges of Honorary members

- V. The rights and privileges of a member may be suspended and the Code of Ethics of the Association shall set out the circumstances under which the rights and privileges of a member may be suspended.

## **ARTICLE NINETEEN: OBLIGATIONS AND DUTIES OF MEMBERS**

- I. No member shall engage or participate in or condone any act that may be detrimental to NAFAG and the laws of Ghana. It shall be the duty of every member to uphold the good name of NAFAG and to do its utmost best to promote the objects of NAFAG.
- II. Every member shall endeavour to perform all such duties as shall be assigned them by the Executive Council or the Annual General Meeting
- i. Every member shall meet all financial obligations as shall from time to time be determined at the Annual General Meeting.
- ii. Every member shall endeavour to attend meetings of NAFAG for which they are eligible and have been duly notified
- iii. Every member of NAFAG shall comply fully with the provisions of this Constitution.

## **ARTICLE TWENTY: NON-PAYMENT OF SUBSCRIPTION**

- I. No Ordinary member whose subscription is more than six months in arrears shall be entitled to exercise the rights or privileges of membership. Any member whose subscription shall be more than one year in arrears shall cease to be a member and the member's name shall be struck off the register of members provided that a member whose name has been struck off may be re-admitted upon payment of the arrears of the subscription arrears, penalty and other conditions that may be imposed by the Executive Council.

## **ARTICLE TWENTY ONE: RESIGNATION OR EXCLUSION OF MEMBERS**

- I. In the case of exclusion from membership, the Executive shall outline the processes to be followed.
- II. Any Ordinary, Associate or Honorary member may resign his membership by notice in writing to the Executive Council.
- III. The Executive Council may exclude from membership of the Association any Ordinary or Associate member, but in so doing must set out the grounds for excluding such a member which must be as a result of the breach of this Constitution.

- IV. The Executive Council may exclude any member from membership of the Association if in the opinion of the Executive Council the continued membership of such a member would be detrimental to the interest of the Association or the furtherance of its objects.
- V. A member so excluded shall forfeit all claim to return of monies paid to the Association in respect of admission or annual subscriptions and shall cease to be a member of the Association.
- VI. A member who has been expelled from the Association may appeal to the Executive Council and if the Executive Council does not consider the appeal favourably, it shall put the appeal before the next general meeting together with its recommendations.
- VII. A simple majority of the members present at a general meeting considering the appeal against exclusion may confirm the decision of the Executive Council or reverse the decision and reinstate the member upon any terms and conditions it shall deem necessary to impose, provided that there is a quorum of Two-thirds of the members of the Association entitled to attend and vote present at the meeting.

## **ARTICLE TWENTY TWO: GOVERNANCE STRUCTURE OF NAFAG**

To ensure effective consensus building from the grassroots, the Association shall be structured as follows:

- a) General Council
- b) The Executive Council
- c) Advisory Council
- d) The National Secretariat
- e) Sectors in the Industry

## **ARTICLE TWENTY THREE: THE ANNUAL GENERAL MEETING**

- I. The Council shall hold Annual General meeting by the end of each fiscal year or such other month thereafter as may be determined by the Executive Council
- II. All qualified members in good standing of the NAFAG shall have the right to attend and speak at the Annual General Council Meeting except that members disqualified by reason of non-payment of subscription fee or for any other reason shall not have the right to vote or receive notice of meetings;

- III. The Reports and Financial Statement of the Association shall be submitted by the President and Financial Secretary;
- IV. The Annual General Meeting shall:
  - a) Receive the Report and Financial Statement of the Association for the preceding year
  - b) Elect the Executive Council members
  - c) Consider any matter affecting the interest of the Association
  - d) Select the venue for the next Annual General Council meeting
  - e) Transact such other business as may be necessary
- V. **Annual General Meeting:** The Annual General meeting shall be held not later than six (6) months after the end of the Association's financial year, at which the business shall be transacted.
- VI. **Notice to Annual General Meetings:**

A written notice not less than Twenty One (21) days shall be circulated in advance in respect of Annual General Council meeting, specifying the venue and agenda for the meeting

## **VII. QUORUM**

At any Annual General meeting, the quorum shall be two-thirds of qualified members and at any Special General Meeting; the quorum shall be one-third of qualified members. If no quorum is available at the expiration of one hour from the time appointed for the commencement of any Annual General meeting, the meeting shall be deemed adjourned to a date to be determined by the Executive Council.<sup>7</sup>

- i. If no quorum is available at the expiration of one hour from the time appointed for the commencement of any Special General Meeting then the meeting shall still proceed.

## **ARTICLE TWENTY FOUR: ORDINARY GENERAL MEETINGS**

- I. **Ordinary General Meetings:** Ordinary General Meetings shall be held at least twice a year to update members of on-going developments in NAFAG. Such meetings will be called to deliberate on matters involving status of on-going activities and opportunities for members to take advantage of.
- II. Ordinary General Meetings are deemed relevant to encourage frequent face-to-face meeting of members, training and information sharing in the sector to

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<sup>7</sup> For financial considerations, there will not be waiting periods in days as previously provided for.

enhance cohesion, networking and discussion of matters that may not necessarily be very urgent.

- III. Such meetings shall be held as and when necessary subject to availability of resources

## **ARTICLE TWENTY FOUR (ONE) NOTICE TO ORDINARY GENERAL MEETING**

- I. A written notice of not less than fourteen (14) working days shall be circulated in advance specifying the agenda and venue for the meeting
- II. The quorum at all ordinary general meetings shall be at least one third (1/3) of those present who are eligible to attend the Ordinary General Meeting

## **ARTICLE TWENTY FIVE: EMERGENCY MEETINGS**

- I. Emergency meetings may be called to discuss urgent matters relating to the affairs of NAFAG.
- II. The Executive Council with its own motion or upon receiving a written demand by simple majority of the eligible ordinary members of NAFAG shall call for emergency meetings.
- III. Notice of not less than four days shall be circulated in advance in respect of an emergency meeting specifying the agenda and venue of the meeting
- IV. For all purposes, the quorum for an emergency meeting shall be by majority of those present who are registered members eligible to attend the meeting

## **ARTICLE TWENTY SIX: SPECIAL GENERAL MEETINGS**

- I. Upon a requisition signed by not less than fifty members of the Association, a special General meeting shall be called within ten days of filing of such requisition with the Executive Council by giving each member fifteen days' notice in writing or by any other means considered expedient in the circumstances.
- II. The Executive Council may convene a special General Meeting at any time upon notice given in the manner indicated in the preceding paragraph of this Constitution but in the event of extreme urgency the Executive Council shall call a meeting giving shorter notice (5 days).
- III. Every requisition shall specify the nature of the business for which the meeting is required to be called.
- IV. If the Executive Council fails to call a special General Meeting within Twenty-one days of the receipt by the National President of a requisition for such a meeting the

requisitioners shall themselves convene a meeting and elect a chairman to preside over the meeting.

## **ARTICLE TWENTY SEVEN: THE GENERAL COUNCIL**

- I. There shall be a body called the General Council which shall have the following functions;
  - a) The highest decision making body of NAFAG
  - b) To approve the Annual Work Plan and Budget of NAFAG;
  - c) To endorse the appointment of the Executive Secretary of NAFAG;
  - d) To endorse decisions or otherwise of the Executive Council to admit new members, suspend or expel any member of the Association;
  - e) Decide on all other matters which affect the finances and growth of NAFAG but not otherwise planned for or approved by way of the annual work plan and budget of the Association;
  - f) Endorsement of sitting allowance for Committees of NAFAG as referred to it by the Executive Council
  - g) Decide on any other matter put before it that inures to the benefit of NAFAG

## **ARTICLE TWENTY EIGHT: COMPOSITION OF THE GENERAL COUNCIL**

- I. The members of the General Council shall be qualified members in good standing who will be composed of:-
  - Ten (10) representatives from each of the various associations

## **ARTICLE TWENTY NINE: THE NATIONAL EXECUTIVE COUNCIL**

- II. There shall be a body called the Executive Council which shall have the following functions:
- III. To approve the Annual Work Plan and Budget of the Association;
- IV. To confirm the appointment of the Executive Secretary of the Association;
- V. To admit to membership, suspend or expel any member of the Association;
- VI. To approve all other appointments made by the Executive Secretary
- VII. Through its standing committees, to review Executive Secretary's decisions and actions, conduct disciplinary proceedings leading to the suspension or expulsion of any member and adjudicate disputes between members and or staff of the secretariat;



- VIII. Decide on all other matters which affect the finances and growth of the Association but not otherwise planned for or approved by way of the annual work plan and budget of the Association;
- IX. To appoint and confirm two (2) members from artisanal and industrial to represent NAFAG on the Fisheries Commission Board. This is in accordance with the requirement of the Fisheries Act 2002 (Act 625). The two appointed shall not be below a Vice Chairman or its equivalent from the Associations or National Executive Council. The members appointed and confirmed to serve on the Fisheries Commission Board shall be knowledgeable in the respective industry.
- X. Issue Standing Orders for the conduct of all meetings of the Association
- XI. Determination of sitting allowance for Committees of the Association

## **ARTICLE THIRTY: COMPOSITION OF THE EXECUTIVE COUNCIL**

- I. The Board of Directors of the Association shall be known as the Executive Council.

The members of the Executive Council are:-

- 1. One (1) President (Artisanal or Industrial Sector)
  - 2. One (1) Vice President (Artisanal or Industrial Sector)
  - 3. One (1) Board secretary
  - 4. One (1) Treasurer
  - 5. One (1) Financial secretary
  - 6. One (1) Executive secretary (non-voting members)
  - 7. Five (5) Representatives, one from each member association.
  - 8. Five Trustee(s), one from each member association.
  - 9. Two (2) Co-opted members that represent NAFAG on Fisheries Commission Board.
- II. Members of the Executive Council of the Association shall be sixteen (16) comprising three(3) representatives from each of the established members and the Executive Secretary. Two co-opted members that represent NAFAG on the Fisheries Commission Board shall be included when they are not part of Executive Council.
- III. Nominations shall be made from among the fifteen representatives and then voted upon to fill the positions of President, Vice President, Board Secretary, Treasurer and Financial Secretary. These positions shall not be dominated by any singular association member. If the president nominated is from artisanal sector then the vice president shall be nominated from the industrial sector and vice versa to enhance fair representation.

- IV. The Executive Council shall be representative of the different sectors that form the Association.
- V. The members of the Executive Council may notwithstanding any vacancy in their body, but if and for so long as their number is reduced below eight (8) may act for four (4) weeks after the number is reduced, but thereafter may act only for the purpose of increasing their number to eleven (11) by summoning a general meeting of the Association for that purpose.
- VI. The Executive Council shall have a four-year term provided however, that if a general meeting has not been held and their term has come to an end the Executive Council shall remain in office until the next annual general meeting which should be held not later than Six (6) months after the term of the Executive Council has come to an end.
- VII. Where a member is removed or vacates the position the replacement shall represent the Association Member that the member represented.
- VIII. Minutes of the Executive Council and any committee of the Executive Council shall be kept at the secretariat of the Association.

## **ARTICLE THIRTY ONE: MEETINGS OF THE EXECUTIVE COUNCIL**

- I. The Executive Council shall meet quarterly for the transaction of business for the Association in addition to any emergency meetings.
- II. There shall be deemed to be a quorum present at any meeting of the Executive Council where not less than Two-thirds of the members are present

## **ARTICLE THIRTY TWO: TENURE OF OFFICE OF THE EXECUTIVE COUNCIL**

- I. The members of the Executive Council are eligible for re-election to serve NOT more than two (2) terms of four (4) years each. A vote of "No Confidence" shall be applied to Executive Council members who are not performing. A member of the Executive Council is eligible for re-election after being out of office for one (1) term.

## **ARTICLE THIRTY THREE: ADVISORY COUNCIL**

- I. There shall be the establishment of an Advisory Council for the Association.
- II. The Advisory Council for the purpose of this constitution shall be a body that will provide strategic advice to the Executive Council on any matter as and when necessary

## **ARTICLE THIRTY FOUR: COMPOSITION OF THE ADVISORY COUNCIL**

The members of the Advisory Council shall be composed of five (5) persons nominated by The Executive Council and approved at the Annual General Meeting;

1. Immediate Past President of the Association
2. A Maritime Lawyer
3. A person with vast industry knowledge in Fisheries sector
4. A person with Accounting/Auditing background
5. A representative from Academia

## **ARTICLE THIRTY FIVE: MEETINGS OF THE ADVISORY COUNCIL**

- I. The Advisory Council shall meet once every quarter to deliberate on issues brought before it by the Executive Council in addition to any emergency meeting.

## **ARTICLE THIRTY SIX: TERM OF OFFICE FOR THE ADVISORY COUNCIL**

- I. The Term of office for the Advisory Council shall be coterminous to that of the Executive Council.

## **ARTICLE THIRTY SEVEN: THE NATIONAL SECRETARIAT**

### **Functions**

- i) The Executive Council shall establish a fully functional Secretariat of the Association headed by the Executive Secretary of the Association who shall be appointed and confirmed in accordance with the terms of this Constitution, and whose duties, powers and remuneration shall be defined by the Executive Council from time to time.
- ii) The Executive Secretary shall administer the day-to-day affairs of the Secretariat and shall be assisted in the performance of that function by staff employed upon the approval of the Executive Council.
- iii) The Secretariat shall be funded in accordance with the approved Annual Work Plans and Budget of the Executive Council.
- iv) The maintenance of a Register of all members of the Association.

- v) The National Secretariat shall be the planning, implementing and coordinating center of the Association.
- vi) It shall be located within the premises of the Headquarters of the Association.
- vii) The National Secretariat shall be headed by the Executive Secretary who is accountable to the Executive Council.

## **ARTICLE THIRTY EIGHT: NATIONAL PRESIDENT**

- i. He shall be the overall Head of the Executive Council and preside over the meetings of the Executive Council and the Annual General Meeting.
- ii. He/ She shall provide direction and keep the general morale of the membership and the management high at all times.
- iii. He/ She shall serve as the mouth piece for the Association on all national issues
- iv. The Vice-President shall assist and preside over meetings in the absence of the President.
- v. In the event where both the President and the Vice President are absent, the Board Secretary shall preside over the meetings.
- vi. If the Secretary should be absent, the members present may elect any experienced member to Chair the meeting.
- vii. The President shall have oversight responsibility for the administration of the affairs of the Association.

## **ARTICLE THIRTY NINE: THE EXECUTIVE SECRETARY**

- i. He/ She shall be nominated, vetted and appointed by the Executive Council.
- ii. He/ She shall be a full-time employee of the Association and shall be eligible for re-appointment. He shall be removed from office by two-thirds (2/3) majority vote of the members of the Executive Council on proven dishonesty, incompetence, gross misconduct, abuse of office or infirmity of mind, etc.
- iii. He/ She shall conduct the business of the Association in accordance with the rules and carry out decisions of the Executive Council and shall record or cause to be recorded the minutes and shall have the right to speak but shall not vote at the Executive Council meetings and the Annual General Meetings.
- iv. The Executive Secretary shall in conjunction with the National President sign the minutes at the time they are approved.
- v. He/ She shall be the Executive Secretary of the National Secretariat and shall be responsible for the general administration of the Association and the National Secretariat.

- vi. The Executive Secretary shall have the power to appoint and terminate the appointment of staff at the National Secretariat.
- vii. Senior staff appointments and terminations shall, however, be referred to the Executive Council.
- viii. He/ She shall act in the absence of the National President and vice and liaise with the National President to prepare the Report and Agenda for Executive Council meetings.
- ix. He/ She shall prepare or cause to be prepared the Annual returns in accordance with the laid down regulations
- x. He/ She shall be fully literate with extensive knowledge of the fishing industry and a computer literate. Preferably a person of fifteen years (15) experience with at least five (5) years at senior management position of fisheries administration in Ghana.

## **ARTICLE FORTY: FUNCTIONS OF THE SECRETARY**

- 1. Maintain National Executive Council Documentation, including providing new Board members with a copy of this constitution and all other policy documents
- 2. Record/Transcribe all National Executive Council minutes, including proof reading minutes
- 3. Send out National Executive Council minutes to all members of the Association fourteen (14) days after every meeting
- 4. Schedule National Executive Council meetings
- 5. Call for agenda items and agenda preparation for National Executive Council members in consultation with the president.
- 6. Securing venue for National Executive Council meetings
- 7. Ensuring all National Executive Council members are provided adequate notice of meetings and ensure meetings are attended
- 8. Serve as a point of contact for all members of the National Executive Council
- 9. Assist with planning and organizing Annual General Council and any special meetings
- 10. Maintain a list of National Executive Council members' contact list
- 11. Ensure records are filed appropriately
- 12. Any other duty assigned by the Executive Council from time to time

## **ARTICLE FORTY ONE: TREASURER**

- i. Shall be responsible for launching fund-raising programmes and resource mobilization for the Association.
- ii. Shall facilitate the payment of the Association's financial obligations and any other payments as may be directed by executive decision.
- iii. Shall be responsible for keeping proper records of the Association's accounts.
- iv. Shall be responsible for the regular presentation of the financial standing of the Association to key stakeholders
- v. Shall liaise with the Executive Secretary in operating the Association's bank account and other bank transactions.
- vi. Shall keep records of all income and expenditure and property of the Association.
- vii. Shall assist the Secretariat and undertake any other duties assigned by the National President

## **ARTICLE FORTY TWO: SUB-COMMITTEES**

- I. Sub- Committees may be established by the Executive Council to assist with its work or undertake work in-between meetings when necessary. The Executive Council shall determine the composition of each committee with a maximum of three (3) members per committee. Members and chair of the committee shall be appointed by the Executive Council for a specific term. The standing sub- committees are as follows;
  1. Legal and Mediation Committee
  2. Finance and Fundraising Committee
  3. Audit and Accountability Committee
  4. Research and Advocacy Committee
  5. Disciplinary Committee
  6. Elections Committee
- II. Sitting Allowance shall be paid for work of these Sub-Committees and Board

## **ARTICLE FORTY THREE: ELECTIONS**

1. At any Annual General meeting or special General Meeting, voting shall be by secret ballot unless otherwise decided by the Association.

2. Except as otherwise provided by this constitution, all questions submitted to a meeting shall be decided by a simple majority of votes of members present and are entitled to vote
3. In the event of a tie, another round of voting shall occur until an eventual winner emerges.
4. Election of National Officers shall take place at the Annual General meeting of the Association.
5. Any member who is not disqualified for any reason shall be eligible for election at the Annual General meeting
6. There shall be a nomination and vetting process for all positions at the Executive Council Level. The vetting committee shall consist of a member each from all the five associations and the secretary to the committee shall be a staff of the national secretariat as an ex-officio member.
7. Unless otherwise decided by the Association, voting shall be by secret ballot and conducted by the Electoral Commission.
8. All elections (to executive positions) shall be conducted by the Electoral Commission with the support of a 5-member election committee comprising one member from each association and a secretary as an ex-officio member who shall be a staff from the national secretariat of NAFAG.
9. Any member who is in arrears with his subscriptions at the time of the elections shall not be entitled to vote.
10. All elections shall be carried out in an open, free, fair and transparent manner by the membership and Election committee supervised by the Electoral Commission to ensure transparency and efficient coordination of the electoral process.
11. Each member present and voting, shall be entitled to one vote.
12. For any office in respect of which elections are to be held, the Electoral Officer shall first call for nominations from members through the approved communication structure of NAFAG.
13. Interested candidates for executive positions must be nominated on the prescribed form. A candidate's nomination must be supported by two (2) individual members who belong to paid up associations as proposer and seconder.
14. No member shall propose and second for more than one candidate on the same position.
15. Nomination forms shall be submitted in person or by a supporter in duplicate (2) or through emails or post, addressed to the Election Committee through the Secretariat within the specified period by the call for nomination.

16. A person may be nominated and voted for in absentia provided he/she has indicated interest and consent in writing addressed to the Election Committee through the Secretariat.
17. The candidate with the highest number of votes shall be deemed elected to the respective post.
18. In case of a tie, the two leading candidates shall be voted on and the candidate with the highest number of votes shall be deemed to have been elected.
19. A by-election for any office shall be carried out within 30 days of official announcement of the vacancy.
20. There shall be no proxy voting.

## **ARTICLE FORTY-FOUR: PETITIONS**

- I. Any member desiring to submit a petition for redress may do so by sending it in writing to the Secretary at least thirty days before the date of Annual General meeting. The Annual General meeting may admit a petition notwithstanding that it is submitted outside the time limit provided in this constitution

## **ARTICLE FORTY FIVE: EXCLUSION**

- i. The Executive Council may in its discretion exclude (revoke or suspend) from membership of NAFAG any Ordinary, Associate or Honorary member
- ii. If the subscription payable by such ordinary or associate member has been unpaid for a period of six (6) months
- iii. If in the opinion of the Executive Council, the continued membership of such person would be detrimental to the interest of NAFAG or to the furtherance of its objects.
- iv. Such a person shall have the right to be given a hearing and to defend himself before the Executive Council before a decision is taken
- v. A member who is aggrieved and or dissatisfied with the decision of the Executive Council shall reserve the right to appeal against the decision within Fourteen (14) days in writing
- vi. A member who ceases to be a member of NAFAG shall be struck off from the register of members but any subscription fees and membership dues that may have been paid shall not be refunded
- vii. Termination of membership shall be confirmed in writing by the President of the Executive Council.



## **ARTICLE FORTY SIX: DISCIPLINARY ACTION AND TERMINATION OF MEMBERSHIP**

1. The Executive Council shall appoint standing sub-committees to which Non-Council members may be co-opted to deal with matters affecting discipline
2. The Sub-committee appointed under paragraph (1) of this article shall be known as the “The Disciplinary Committee”.
3. The members of the Committee shall be appointed by the Executive Council from among members of not less than ten years standing as an industry Player.
4. The Chairman of a sub-committee shall be appointed by the Executive Council
5. The Committee shall meet at least twice a year at times determined by the chairman appointed by Executive Council
6. The Committee shall consist of not more than Nine(9) members
7. For the purpose(s) of hearing disciplinary proceedings the committee shall sit in panel of three or five members
8. The Executive Council may for good reason (s) cause the removal of any member of the Disciplinary Committee
9. The Committee shall inquire into any alleged professional misconduct of any member of the Association.
10. The Committee shall notify a member in writing whose conduct an inquiry is to be held of the following;
  - a. Specifying in the form of a complaint, the subject matter of the inquiry
  - b. Stating the day/ time and place of which the inquiry is proposed to be heard
11. Except with the agreement of the parties involved, the inquiry shall not be fixed for any date earlier than twenty-eight days after the date on which the notice is served on the member
12. If the member upon whom allegations have been made does not appear at the time and place appointed by the notice, the inquiry shall not proceed in his/her absence unless the Committee is satisfied that the notice was received by the member and that he has had reasonable opportunity to appear.
13. An enquiry into the conduct of a member shall be held in camera
14. The Committee may receive any such oral or other evidence as would be receivable in any Traditional Court of the land
15. After holding any inquiry into a disciplinary case, the Committee shall decide whether the allegations enquired into are proven and if they decide that these allegations are proven they shall advice the taking of any disciplinary measures as are specified below and make such further orders as are reasonably necessary;
  - i. A member who has committed any act declared to be misconduct is liable

- a. To have his name struck off the Register of members of the Association.
  - b. To be fined
  - c. To be censured or admonished
- ii. In determining which sanction to impose in any particular case the Executive Council through its disciplinary committee shall have regard to the circumstances and gravity of the particular act constituting the misconduct.
- iii. Disciplinary action may be taken against any member, representative or officer of NAFAG who may abuse his/her position or role.
- iv. Inappropriate conduct while representing NAFAG may be grounds for instituting disciplinary actions
- v. A complaint against a member in relation to a breach shall be presented in writing for review by a Committee through an open and deliberative process and procedure
- vi. The affected member of NAFAG shall be given adequate opportunity to respond in writing to the allegation
- vii. Actions recommended by the Committee shall be endorsed by the Executive Council before its implementation
- viii. Decisions of the Executive Council shall be final and binding

## **ARTICLE FORTY SEVEN: COMPLAINTS PROCEDURE AND DISPUTE RESOLUTION**

- 1. Any Member of NAFAG can make a formal complaint in writing addressed to the Executive Council through the President
- 2. The complaint shall be responded to by the Executive Council within Fourteen (14) days
- 3. Any member who is not satisfied with the response can petition in writing addressed to the Executive Council through the President
- 4. Complaints shall be referred to a Committee established for review and action
- 5. Complaints received by the Executive Council shall be acknowledged in writing within three (3) weeks
- 6. Complaints shall be addressed in writing within a maximum of three (3) months
- 7. In case the complaint is against the President, the matter shall be referred to the Legal and Mediation Sub-Committee
- 8. At the regular meeting of the Executive Council, the Executive Secretary shall report all complaints received and the actions taken

9. Any Dispute that could not be resolved by this Constitution shall be resolved through Alternative Dispute Resolution (ADR) or arbitration, where necessary in accordance with the laws of Ghana.
10. Unless provided otherwise by the laws of Ghana, the Executive Council shall reserve the right to choose arbitrators to serve on the ADR from within NAFAG or externally in consultation with the parties involved.
11. The decision of the arbitrators on any matter before it shall be final.

## **ARTICLE FORTY EIGHT: RULES AND REGULATIONS**

- i. The Executive Council shall make such rules and regulations which are not inconsistent with the provisions of this constitution as may be expedient for governing of NAFAG and conducting its affairs in accordance with its objects
- ii. Such rules and regulations as made by the Executive Council shall be subject to approval at the Annual General Meeting.

## **ARTICLE FORTY NINE: AMENDMENTS TO THE CONSTITUTION**

- i. This Constitution or any part thereof may be amended by Executive Council upon passing of a special resolution to that effect supported by two-thirds of the members present through secret voting
- ii. This Constitution may be reviewed on a formal basis as and when necessary in consultation with the members and updated or revised as appropriate
- iii. For the avoidance of doubt, the quorum for the meeting at which the motion for amendment is to be tabled shall not be less than two-thirds of all the paid-up NAFAG members eligible to attend
- iv. A notice for a motion to have the Constitution amended shall be served on the President at least three (3) months before the meeting at which it is proposed to move the motion
- v. The amended Constitution shall be approved at an Annual General meeting of the Association.

## **ARTICLE FIFTY: DISSOLUTION**

- i. The Association may be dissolved or wound-up only by a resolution passed by two-thirds of all the members of the General Council in good standing present and voting in person at a special meeting, convened for that purpose, of which the required notice has been given

- ii. For the avoidance of doubt, the quorum for the meeting at which the motion for dissolution shall be tabled by two thirds (2/3) of all registered members of NAFAG in good standing present.
- iii. A notice for a motion to have NAFAG dissolved shall be served on the President at least three (3) months before the meeting at which it is proposed to move the motion
- iv. If, upon dissolution of the Association, there remains any funds and property whatsoever, after the satisfaction of all debts and liabilities, the same shall be donated to a similar Association/Organization that has been approved as a tax-exempt entity under Ghana laws, in such manner as may be determined at such general meeting

## **ARTICLE FIFTY ONE: TRANSITIONAL PROVISIONS**

- i. Where the tenure of office of the Executive Council is over, the same shall act as interim Executive members until new executives are elected into office.
- ii. However, the interim Executive members shall exist for not more than six (6) months within which new elections should be conducted to elect new executives to the Executive Council.
- iii. Any interim Committee(s) in existence before the coming into office of this constitution shall continue until new Executive members are elected in accordance with the provisions of this constitution
- iv. Any interim Committee(s) shall as far as practicable, exercise its powers and functions in such a manner with such modifications as may be necessary to bring them in conformity with the provisions of this constitution
- v. Any interim Committee(s) shall take such measures that are necessary or practical to give effect to the provisions of this constitution
- vi. The address and location of the interim Committee (s) shall be the National Secretariat of NAFAG.

## **ARTICLE FIFTY TWO: MISCELLANEOUS**

- i. All matters, which are not specifically provided for in this constitution, shall be dealt with in accordance with the powers vested in the Executive Council

## **ARTICLE FIFTY THREE: ADOPTION**

- i. This Constitution is adopted as the CONSTITUTION of NAFAG and the signatures of the Interim President, and six (6) heads of the Association members attest to its approval

## ORGANOGRAM OF THE NATIONAL FISHERIES ASSOCIATION OF GHANA

