

**TANZANIA ECOSYSTEMS
CONSERVATION ORGANIZATION
(TECO)**



CONSTITUTION

10th August 2023

TABLE OF CONTENTS

CHAPTER ONE INTRODUCTION

1. Short title and Establishment
2. The office of the TECO
 - 2.1. Head office and Sub- office of the Organization
3. Interpretations
4. Language of Communication

CHAPTER TWO VISION, MISSION AND OBJECTIVES OF THE ORGANIZATION

5. Vision
6. Mission
7. Objectives

CHAPTER THREE MEMBERSHIP

8. Membership Qualifications
9. Categorization of Membership
10. Procedures for Enrolment of Members
11. Rights and Responsibilities of Members
12. Termination of Membership
13. Fees

CHAPTER FOUR ADMINISTRATION STRUCTURE

14. Administrative Organs
 - 14.1. The General Assembly
 - 14.1.1. Meetings of the General Assembly
 - 14.1.2. Functions of the General Assembly
 - 14.2. Board of Trustees
 - 14.2.1. Composition
 - 14.2.2. Functions of the Board
 - 14.2.3. Meeting of the Board
 - 14.2.4. Tenure of the Office
 - 14.2.5. Remuneration
 - 14.3. Executive Committee
 - 14.3.1. Functions of the Executive Committee

- 14.4. Secretariat
 - 14.4.1. Function of the Secretariat
- 14.5. The Zonal Representative
 - 14.5.1. Tenure of the Office
 - 14.5.2. Subsidiary Bodies

CHAPTER FIVE

LEADERSHIP

- 15. Organization Leaders
- 16. Criteria for Leadership
- 17. Principal Leaders
 - 17.1. Chairperson
 - 17.2. The Organization Vice –Chairperson
 - 17.3. The Treasurer
 - 17.4. The Executive Secretary
 - 17.5. Patron of the Organization
- 18. Termination of Leaders

CHAPTER SIX

MISCELENEOUS PROVISIONS

- 19. General Election And Voting
- 20. Taking of Decisions
- 21. Meetings
- 22. Observers
- 23. Publications
- 24. Awards
- 25. Source of Fund and Expenditure
- 26. The Organization
- 27. Amendments of the Constitution
- 28. Indemnity
- 29. Operation and Commencement
- 30. Records and Reports
- 31. Dissolution

PREAMBLE

WHEREAS, terrestrial and aquatic environment play a crucial important role by providing many critical ecosystem goods and services to millions of people in the Tanzania, East Africa and across the globe in general.

AND WHEREAS terrestrial, coastal and marine ecosystems face an uncountable of management challenges that are common in Tanzania and across Western Indian Ocean region particularly in East Africa, ranging from over-exploitation, aquatic environmental degradation, conversion to other land uses, pollution and more recently climate change related impacts;

AND WHEREAS there is a need for establishment of Ecosystems Conservation Organization, that will help the member of the Organization, managers, practitioners and other professionals to coordinate and communicate conservation and management policies, strategies and activities countrywide;

AND WHEREAS it was recommended that this Organization be attached at one of the country's institutions whose vision stimulates the Protection, Management and Development of the Terrestrial, Coastal and Marine Environment (and its associated resources) of the Tanzania and its transboundary countries;

AND WHEREBY a decision was reached to register the Tanzania Ecosystem Conservation Organization in Dar es Salaam.

THEREFORE, established on 10th October 2023, the Tanzania Ecosystem Conservation Organization.

CHAPTER ONE

INTRODUCTION

1. Short Title and Establishment

- i The name of the Organization shall be known as **TANZANIA ECOSYSTEM CONSERVATION ORGANIZATION** (hereinafter referred to as the **Organization**) is a country's Organization, Non-governmental, Independent and Non-profit making.
- ii The short version for the Organization shall be **TECO**.
- iii The Organization is an independent body having uninterrupted succession and a legal existence independent of its members, and the obligation of its members shall be limited to the amount of their membership fees from time to time.
- iv The Organization may allow the establishment of national chapters or affiliations to facilitate the activities of TECO at the national level.
- v All chapters and affiliations so formed must acknowledge their relationship with TECO through use of TECO logo or statement of affiliation on official correspondence with TECO.
- vi There shall be a logo for the Organization, which will be approved by the Assembly.
- vii The use of this logo in any form or out of organization requires prior approval of the Board of Trustees.

2. The Office of the TECO

2.1 Head Office and Sub-office of the Organization

The TECO shall have its main office in Dar es Salaam - Tanzania and shall have power to open a branch in any other region in both mainland Tanzania and Zanzibar Island as may be preferred and appropriate in favour of facilitating efficiency and effectiveness of the Organization operations.

3. Interpretations

In this constitution unless the content otherwise requires, the following expressions have the meanings hereby assigned to them is to say;

“Constitution” refers to the constitution of Tanzania Ecosystem Conservation Organization

“Organization” refers to Tanzania Ecosystem Conservation Organization hereafter used interchangeably with the Organization.

“TECO” refers to Tanzania Ecosystem Conservation Organization

“Member” refers to any person of Tanzania nationals who may vote and contribute to the Organization

“Ecosystem” refers to all flora ranging from macro algae, corals, sea grasses, mangrove forest to terrestrial trees or shrubs which found in the tropical and sub-tropical regions in both aquatic and terrestrial environment.

“Registrar” means Registrar of societies in Tanzania as provided under PART III of the Non-Governmental Organizations Act No. 24 of 2002 and its amendments.

“Financial year” means the period of twelve month ending 31st of December.

“Quorum” means the minimum number of people required in order to validate a meeting to take place.

“Act” means Non-Governmental Organizations Act. no. 24 of 2002 of Tanzania as amended from time to time.

“Assembly” means the General Assembly of members of the Organization.

“National Chapter” refers to head, central or zonal office which may be established by the Organization.

4. The Language of Communication

As the Organization recognises the diversity of languages spoken in Organization members, it is resolved that the language of communication for the Organization shall be English and/or Swahili. However, in a special case the document may be translated into the other languages like French or Chinese. The Organization shall, if it so wishes, also serve to promote meaningful dialogue and cooperation with similar organisations in other country

CHAPTER TWO

VISSION, MISSION AND OBJECTIVES OF THE ORGANIZATION

5. Vision

Securing the Land, Coast and Marine ecosystems of Tanzania through creation and application of best practices for sustainable conservation, management and utilization.

6. Mission

To identify new deforested / degraded resources or services, emergent fields of scientific and practice research in the conservation and management, including sustainable utilization of terrestrial and aquatic resources, assist in the making of informed policy and management decisions, stimulating high quality science, and lead collaborations at national, regional and international scientific research and conservation programmes.

7. Objectives

The Organization will have the following objectives:

- i Expertise sharing and capacity development in ecosystem research, conservation and management practices across the country as well as Western Indian Ocean and great lakes region;
- ii Standardization of methodologies in conducting ecosystems goods and services assessments, monitoring and evaluation;
- iii Production and dissemination of country's scientific publications, guidelines and manuals, and policy briefs on ecosystem research, conservation, management and utilization;
- iv Raising the profile of ecosystem conservation of critically important environment initiative in supporting many livelihoods and matters relating to climate change in the country and across the East African region;
- v Development and delivery of training programs for capacity development on sustainable ecosystem conservation, management and utilization;
- vi To provide training on ecosystems conservation and participation on community services.

CHAPTER THREE

MEMBERSHIP

8. Membership Qualifications

- a) Membership of the Organization shall be open to every person who is interested to work with TECO.
- b) Membership of the Organization shall not be limited to a particular geographical space. A person shall be registered as a member of TECO upon fulfilment of the following conditions:
 - i Having a sound mind,
 - ii Must be willing to work with the Organization voluntarily at any time,
 - iii Pay the annual membership fee prescribed by the Board of Trustees of the Organization,
 - iv Members of the Executive Committee must be persons from institutions, co-founders of the Organization, organisations and key stakeholders / actors involved in forest and marine sciences, engineering and information technology, in Tanzania,
 - v Complete the required membership registration form.

9. Categorization of Membership

- a. Subject to the provision of this Constitution and payment of prescribed fees, application and registration for membership of the Organization shall be open to any person, juristic or otherwise, in the following categories:
 - i ***Individual membership***: Shall be open to Tanzania nationals of the with an interest in ecosystems conservation, research, and management, and who is fulfilling the conditions under this Constitution,
 - ii ***Associate membership***: Shall be open to any individuals outside the country's institutional jurisdiction with an interest in terrestrial and aquatic ecosystems, and he/she is associated with ecosystems conservation, research, and management,
 - iii ***Institutional membership***: Shall be open to any institution, company, agency, corporation or organization in the Tanzania or outside the country involved in activities furthering the objectives of the Organization and whose objectives are not in conflict with the objectives of this Organization,
 - iv ***Corporate membership***: Shall be open to any company, agency, corporation or other business which is committed towards promoting the objectives of the Organization,

- v ***Fellow membership***: Shall be awarded biennially to scientists by the Organization in recognition of their outstanding work or significant contribution to conservation, research and management of ecosystem.
- vi ***Honorary membership***: Shall be conferred biennially upon individuals who have rendered outstanding contribution to the conservation, management and sustainable development of forests, mangroves, sea grasses, corals and other marine resources in the country and /or across transboundary countries

10. Procedures for Enrolment of Members

- a) Individuals, institutions, companies, agencies, corporations or organizations wishing to become members of the TECO under categories a (i) to (v) of article 8 of this Constitution shall apply for membership according to procedures approved by the General Assembly from time to time, and the registration will be done through filling of membership application forms which shall be provided via the Organization website,
- b) Subject to the terms and conditions set by the Organization, the Secretariat may approve membership applications of an applicant,
- c) Honorary and Fellow membership shall be conferred on a person nominated through a procedure approved by the General Assembly.

11. Rights and Responsibilities of Members

- a) Each member of the Organization shall have such rights and perform duties as may be prescribed by the General Assembly of the Organization, including but not limited to the following:
 - i Participate fully in the activities of the Organization,
 - ii Undertake such obligations and duties as may be assigned by the General Assembly or Board of Trustees,
 - iii Abide by the terms of this Constitution, which shall be the basic guide for the operation of the Organization,
 - iv Exercise the right to vote and be elected as appropriate (one person, one vote),
 - v Protect the properties of the Organization,
 - vi Build good image and reputation of the Organization,
 - vii Pay membership dues in a timely basis.
- b) The duties and obligations mentioned under this section shall not be entitled to the fellow and honorary members.

12. Termination of Membership

Membership may be terminated or suspended for reasons including, but not limited to the following:

- i Voluntary resignation by writing notice to the Secretariat not less than 30 days,
- ii Any person who without any reasonable cause ceases to continue to participate in the activities of the Organization or ceases to pay membership subscription fees shall cease to be a member,
- iii Violate the Constitution and/or by-laws of the Organization,
- iv Misuse of Organization properties and funds,
- v Committing a criminal offence and/or being sentenced for imprisonment of more than 6 months as approved by the Court of law,
- vi A person shall cease to be a member of the Organization because of misconduct detrimental to the Organization as deemed so by the Board of Trustees on a case-by-case basis.
- vii The termination or suspension of any member shall be communicated to the General Assembly and the member will be given notice in writing from the Chairperson.
- viii A member shall not be terminated / suspended his/her membership unless he / she is offered an opportunity to be heard before the General Assembly.
- ix No refund, in whole or in part, of membership fees shall not be payable to any member upon termination of membership.

13. Fees

The Board of Trustees shall prescribe fees to be paid for each of the category's b (i) to (v) of Article 8. This shall include a fee associated with:

- i Membership subscription, and
- ii Any extraordinary contribution by members as approved by the General Assembly.

CHAPTER FOUR ADMINISTRATION STRUCTURE

14. Administrative Organs

The organs of the Organization shall be; -

- i The General Assembly,

- ii Board of Trustees,
- iii Executive Committee,
- iv Secretariat,
- v Zonal Representatives,
- vi Subsidiary Bodies.

14.1 The General Assembly

- a) There shall be a General Assembly of all members of the Organization, which shall be the governing body of the Organization
- b) The Assembly shall be composed of the following members:
 - i Individual members,
 - ii Associate members,
 - iii Corporate members,
 - iv Fellow members, and
 - v Honorary members.
- c) The Assembly may invite participants as observers (guests and/or representatives from government institutions and /or other organizations), but they shall not be entitled to participate in any decisions, nor have the right to vote or engage themselves in activities that may influence the vote. However, they can only participate fully in the discussions on issues of the Organization.

14.1.1 Meetings of the General Assembly

- a) The Assembly of the Organization shall meet once every two (2) years with an invitation of one (1) months' notice.
- b) The Assembly may meet as extraordinary at any time when there are an urgently issues.
- c) The quorum required for any Assembly meeting shall be $\frac{3}{4}$ of voting members personally present or represented by proxy, and for extraordinary meeting described by category (e) of article 14.1.1 of this Constitution, $\frac{1}{2}$ of the members shall be required.
- d) All zonal meetings shall be called by the Zonal Chairperson and organized by Executive Secretary in collaboration with Zonal Representatives.
- e) Voting during meeting shall be by secret ballot or any methods as agreed by the members at the meeting. A 50+% majority of votes shall be required in order to pass a resolution. Minutes shall be kept of all meetings of the General Assembly.

- f) The Chairperson of the Organization, with the consent of the Board of Trustees, may summon an extraordinary session of the General Assembly to resolve on any special or emergency issue (s) that the board deems so. He / She is also obliged to do so if requested in writing by at least one third of the Organization's voting members. Such extraordinary meeting may be called with one (1) months' notice.

14.1.2 Functions of General Assembly

- a) The General Assembly shall be a supreme organ of the Organization and shall be empowered to take decisions on all matters affecting the membership and activities of the Organization
- b) The Assembly shall have the functions to:
- i Formulate the general policy of the Organization,
 - ii Discuss and endorse the programmes, reports and budget of the Organization,
 - iii Elect members of the Board of Trustees,
 - iv Receive appeals provided to the Board of Trustees, after receiving the recommendation from the Executive Committee to make decision,
 - v Direct the Board of Trustees to carry out any other duties it may deem necessary for attaining the objectives of the Organization,
 - vi Make rules and regulations governing the Organization's operational procedures for its activities such as meetings and those of the other organs of the Organization,
 - vii Make necessary amendments to the Constitution after fulfilling all the conditions and submit them to the Registrar and,
 - viii . Perform any other functions for benefit of the Organization.

14.2 Board of Trustees

14.2.1 Composition

- a) There shall be the Board of Trustees of the Organization (herein referred to as the Board) and it shall be made up by not more than ten (10) members.
- b) The Board shall consist of the following members:
- i One representative from the National Environmental council (NEMC),
 - ii One member of Tanzania Forest Services Agency (TFS),
 - iii One members of Executive committees of the Organization,
 - iv one member from amongst the zonal representatives (as described in the category (a) of Article 8 of this Constitution,

- v One Associate member from amongst the membership actively engaged in ecosystem conservation, research / activities in Tanzania,
- vi Two co-founders members of the Organization,
- vii An appointed patron of the Organization,
- viii One member from international organization that is concerned with ecosystem conservation issues,
- ix Executive Director who shall also be the secretary for the Board meetings,
- c) The names and complete addresses of the Board members shall be maintained by the Secretariat and made available for the inspection where necessary.

14.2.2 Functions of the Board

- a) The Board shall be the Executive organ of the Organization,
- b) The Board shall regulate decisions of the General Assembly and shall have overall mandate to oversee (regulate and supervise) the affairs / functions of the Organization.
- c) The Board shall have the functions to:
 - i. Elect the Chairperson and Vice-Chairperson of the Organization who shall be amongst themselves,
 - ii. Elect a Treasurer of the Organization from amongst themselves,
 - iii. Appoint the Executive Secretary,
 - iv. Initiate and maintain programmes and projects designed to meet the Organization's objectives, advise the Secretariat on various activities conducted by the Organization,
 - v. Receive and discuss audited financial reports as presented by the Secretariat,
 - vi. Assist the Secretariat in arrangement for Assembly meetings,
 - vii. Appoint sub-committees from members of the Organization to perform any assigned duties, as it deems necessary to do,
 - viii. Conduct and organising fund raising events.

14.2.3 Meetings of the Board

- a) The Board shall meet twice a year, but it may also make an emergency (extraordinary) meeting if required to do so,
- b) Meetings of the Board shall be convened and chaired by the Board Chairperson. In the absence of the Chairperson or Vice Chairperson, the members of the Board shall elect one (1) amongst themselves to chair the meeting,
- c) More than half of the members of the Board shall constitute a quorum,

- d) Decisions of the Board shall be made by voting and shall be on the basis of simple majority, provided that, in the event of an equality of votes. Minutes of the Board meetings shall be kept in a proper form by the Executive Secretary, and shall be corrected and confirmed at the next meeting and signed by the Chairperson.

14.2.4 Tenure of Office

- a) The Board Chairperson and members of the Board shall hold the office for the term of three (3) years, but may be eligible to be elected for another term of three (3) years,
- b) The official terms of the members of the Board shall commence with the close of the General Assembly that elected them and continue until the next election Assembly,
- c) Any member of the Organization that has served on the Board for two consecutive terms may be re-elected (or co-opted) after the lapse of one (1) term of three (3) years,
- d) Any member of the Board may at any time resign from office by giving notice in writing to Organization Chairperson of not less than 30 days. If the Organization Chairperson wishes to resign from office at any time shall give notice in writing to the Executive Secretary,
- e) Any member of the Board who fails to attend three (3) consecutive Board meetings shall cease to be a member of the Board upon approval of the Board,
- f) If membership of the Board ceases through death, resignation, incapacity or dismissal, the Board shall have the power to fill the vacancy for the unexpired term subject to the stipulation in article 14.2.1 (b) of this Constitution.

14.2.5 Remuneration

- a) A payment shall not be made to the members of the Board except in respect of the direct cost incurred and related to their activity undertaken in support of the Organization as deemed necessary by the Board.

14.3 Executive Committee

- a) There shall be an Executive Committee,
- b) The Committee shall be composed of the Organization Chairperson, Organization Vice Chairperson, Treasurer, all founders (n=7) of the Organization as a co-opted member, and Executive Secretary,
- c) The Committee shall be responsible for monitoring and supporting the routine operations of the Secretariat,
- d) The Committee shall report to and take decisions on behalf of the Board on urgent matters.

14.3.1 Functions of the Executive Committee

- a) Advise and support the Secretariat on general administration of the Organization.
- b) Recruit staff (s) of the Organization,
- c) Formation of Sub-zonal Committees when the need arises,
- d) Prescribe the Terms of Reference (ToRs) for Sub-Committees,
- e) Appoint the leaders of the sub-Zonal Committees,
- f) In observance to Article 17.5 of this Constitution, appoint a Patron of the Organization and subsequently refer the same to the Board of Trustees and General Assembly for confirmation,
- g) Prepare schemes, terms of references, terms and conditions of service for the staff (s) of the Organization,
- h) The Executive Committee shall suspend the membership of any Member or Leader of the Organization if it is found that he/she has violated the principles of leadership or this Constitution or distrusted him/her, pending the decision of the General Assembly,
- i) The Executive Committee may be dissolved if half of its members will resign and/or two-thirds (2/3) of the members of the General Assembly shall vote of no confidence in the Committee.

14.4 Secretariat

- a) There shall be a Secretariat
- b) The Secretariat shall be responsible for the day-to-day operations of the Organization and will be led by the Executive Secretary.
- c) The Secretariat shall be based at the headquarters of the Organization in Dar es Salaam - Tanzania.
- d) The Secretariat shall consist of staff of the Organization, who will be employed according to the needs and workload of the Organization.

14.4.1 Functions of Secretariat

- a) General administration of the Organization,
- b) To maintain an updated list of members of the Organization,
- c) To maintain communication links between the members of the Organization and between the members of the Executive Committee,
- d) To call for items and set the agenda for meetings and special sessions and to communicate this to the Executive Committee and members for comments,
- e) To document the findings and decisions from Organization meetings,

- f) To provide support to any projects initiated by the Organization. As a general rule, the Secretariat and Organization subsidiary bodies shall make use of the facilities of the Organization for the fulfilment of their functions,
- g) Organization and management of the Organization's meetings.

14.5 The Zonal Representatives

- a) Zonal Representatives play an important role in providing a link between the Secretariat and Members of the Organization,
- b) The Zonal Representatives shall have the following responsibilities:
 - i. Promote TECO with the view to increasing its membership and keep members informed of the important activities of the Organization,
 - ii. Communicate with the Secretariat as the need arises,
 - iii. Facilitate the establishing of formal or informal country / local chapters, and development of memorandum of understanding within / between the Organization groups and /or regional and international partners in their respective countries,
 - iv. Facilitate election of z representatives in their respective region/zones every three years,
 - v. Initiate and facilitate electronic discussions among/between Organization groups, vi. Report to Secretariat on actions taken towards promoting, in their regions, the resolutions and recommendations of the General Assembly,
 - vii. Act as Zonal focal points for projects implemented by the Organization.

14.5.1 Tenure of Office

- a) The tenure of office for the Zonal Representatives shall be three years, eligible for one more re-election. The Zonal Representative shall not hold office for more than two (2) consecutive terms years. Election of Zonal Representatives shall be done at the same election Assembly as for the Board.
- b) Any member of the Organization that has served as a Zonal Representative for two consecutive terms may be re-elected after the lapse of one term,
- c) If any Zonal Representative post falls vacant through death, resignation, incapacity or dismissal, the Board shall have the power to fill the vacancy for the unexpired term.

14.5.2 Subsidiary Bodies

- a) There will be sub-Committees of the Organization that will be formed by the Executive Committee when the need arises.
- b) Sub-committee leaders will be appointed by the Executive Committee,

- c) Sub-committees will meet and hold their meetings as prescribed in the Terms of Reference for their appointment.
- d) Decisions will be by a simple majority of the votes of the members present.
- e) The members' quorum is more than half of the members.
- f) The leaders of the Sub-committees shall act as directed by the rules of the Organization or as instructed by the Executive Committee or the General Assembly.

CHAPTER FIVE

LEADERSHIP

15. Organization Leaders

Every member trusted with the Executive Committee and the Board of Trustees shall be recognized as the leader of the Organization in accordance with this Constitution.

16. Criteria for Leadership

The following are criteria for leadership:

- a) Be a member of the Organization as provided for by Articles 8, 9 and 10 of this Constitution.
- b) Be able to lead.
- c) Be healthy and mentally fit.
- d) Be well aware of his / her responsibilities.
- e) Abide by the terms and conditions of this Constitution and the rules of the Organization.
- f) Be able to write and read in any or all of the two major languages of the country – English and Swahili.

17. Principal Leaders

17.1 Chairperson

- a) There shall be a Chairperson of the Organization who shall be elected by the Board and shall hold that post for a period of three years,
- b) The Chairperson shall not be re-elected to the post for more than two terms,
- c) The Chairperson and Vice Chairperson shall not be the representatives of the same institution (s).
- d) The duties of the Chairperson shall be;
 - i Convene, open, preside at, and close each meeting of the Organization,

- ii Make rulings on point of order raised at meetings of the Organization, provided that each representative retains the right to request that any such decisions be submitted to the Organization for approval,
- iii Put questions and notify the Organization of decisions reached and the results of votes,
- iv Approve a provisional agenda for the meeting after consultation with Zonal Representatives and the Secretariat,
- v Sign, on behalf of the Organization, the reports of each meeting for dissemination as official documents of the proceedings,
- vi Exercise other powers and responsibilities as provided in these Rules and make such decisions and give such directions to the Secretariat as will ensure that the business of the Organization is carried out effectively and in accordance with its decisions.

17.2 The Organization Vice-Chairperson

Duties of the Organization Vice - Chairperson shall include assuming the duties of the Organization Chairperson when he / she is temporarily or permanently unable to act.

17.3 The Treasurer

- a) There shall be a Treasurer of the Organization, who shall be elected by the Board and shall hold such post for three years but maybe re-elected to this post for another term depending on his / her performance. The Treasurer shall be responsible for oversight of, and strategies for, the Organization's resource mobilization and sustainable financing. Either the Treasurer shall have the following duties:
 - i Prepare budgets of the Organization in consultation with Executive Committee,
 - ii Will be a cashier of the Organization Funds,
 - iii Responsible for procurement and purchasing of the Organization in consultation with the Executive Committee,
 - iv Prepare financial reports of the Organization and submit to the General Assembly,
 - v Prepare long-term financial plans of the Organization and submit them to the General Assembly for approval.

17.4 The Executive Secretary

- a) There shall be an Executive Secretary of the Organization, who shall be appointed by the Board from time to time as it finds necessary and appropriate.
- b) The main task of the Executive Secretary is to implement policy and action plans established by the Board and approved by the General Assembly and ensure the efficient and effective conduct of the business of the Organization. More specifically, the Executive Secretary shall:
 - i Be the administrative officer responsible for all official correspondence of the Organization,
 - ii Be responsible for the general conduct and control of the work of the Organization, including accounts and finances. He / she shall be responsible for keeping official documents and publications pertinent to the Organization,
 - iii Serve as secretary to meetings of the General Assembly and the Board and shall be responsible for the production of the minutes,
 - iv In collaboration with Chairperson calling and organizing meetings of the Organization,
 - v Coordinate the sub-Committees of the Executive Committee,
 - vi Keep records and minutes of the meetings of the Organization.

17.5 Patron of the Organization

- a) The Organization may appoint a prominent individual from within or outside the country as its Patron. The patron's role shall purely be advisory with respect to raising the visibility of the Organization,
- b) The patron shall be a person who has both country and international recognition, and who is willing to promote the aim and objectives of the Organization as well as advancement of research, conservation and management of mangroves, terrestrial forests, sea grasses and corals reefs conservation as well as marine creatures in the country,
- c) The Patron will be appointed by the Executive Committee and confirmed by the Board and the General Assembly and shall serve for a four-year period and may be eligible for re-appointment for up to one (1) additional term.

18. Termination of Leaders

- a) A leader of the Organization shall cease holding his / her office for any of the following reasons:
 - i He / she dies,
 - ii He / she becomes of unsound mind,

- iii Guilty of misappropriation of Organization properties / funds,
 - iv Spreading false information about the Organization,
 - v Failure to fulfil duties in a satisfactory manner,
 - vi Omitting or committing any act contrary to this Constitution or By-laws / rules of the Organization,
 - vii Guilty on breaching of any other enacted law, regulations as well as country's constitution,
- b) A leader shall not be terminated on disciplinary grounds from his / her position unless he / she is being given the right to be heard,
- The discussion and resolution on termination shall be made at the General Assembly meeting.

CHAPTER SIX

MISCELLANEOUS PROVISIONS

19. General Election and Voting

- a) There shall be an election of the Board of Trustees of the Organization that shall be held after every three (3) years, whereas the electoral process shall be handled democratically, where voting will be by secret ballot,
 - b) Every member who wishes to become a member of the Board as provided for by Article 14.2.1, shall be required to complete a request form for leadership and submit it to the Executive Secretary who shall submit it to the Executive Committee of the Organization,
 - c) All members of the Board of Trustees, except the Executive Secretary who is appointed by the Board, shall be voted on through the General Assembly meeting,
 - d) The Organization leaders shall be re-elected in the next term of office and hold the same post; provided that, no such person shall be re-elected to hold the very post for more than two (2) consecutive terms,
 - e) The Executive Committee shall have the power to appoint the General Election Committee to oversee the elections,
 - f) The election committee will expire 28 days after the election,
- All the Organization founder and co-founders will be permanent co-opted member of Executive committee.

20. Taking of Decisions

The Chairperson shall put to all Members of the Organization questions and proposals requiring decisions. Decisions shall be taken according to the following provisions:

- i Decisions of the Organization on matters of substance shall be taken by consensus,
- ii Decisions on matters related to the appointment of office bearers shall, as far as possible, be taken in accordance with paragraph (i) above. In the event that consensus cannot be reached, such decisions shall be taken by a majority vote of the Members of the Organization present at the meeting and voting,
- iii In the making of decisions pursuant to (ii) above, each Member shall have only one vote and votes shall be taken by a secret ballot.

21. Meetings

- a) Regular meetings of the Organization shall normally be every three years,
- b) The Secretariat shall prepare, in consultation with the Organization Chairperson, a provisional agenda for each meeting of the Organization. The provisional agenda shall include:
 - i All items which the Organization has previously decided to include in the provisional agenda,
 - ii All items the inclusion of which has been requested by any Member of the Organization,
 - iii The proposed date for the next regular meeting following the one to which the provisional agenda relates,
- c) The Secretariat shall transmit to all Members of the Organization, at least fourteen (14) days in advance of the Organization's meeting, the provisional agenda and exploratory memorandum or reports related thereto.

22. Observers

- a) Individuals have the right to participate in the Organization's meetings as observers. For practical purposes, observers should inform the Secretariat of their intention to attend a Organization Meeting at least fourteen (14) days in advance prior meeting day.
- b) Observers may participate fully in the discussions on various issues of the Organization unless a Member of the Organization objects.
- c) Observers are not entitled to participate in the taking of decisions.
- d) Observers may submit documents to the Secretariat for distribution to Members of the Organization. Such documents shall be relevant to matters under consideration by the Organization.

23. Publications

The Organization shall publish and disseminate information through the following:

- i The Organization websites www.TECO.co.tz
- ii The TECO Annual Reports,
- iii Policy briefs
- iv Organization blog
- v Fliers
- vi The TECO News Brief, containing Organization news, business and articles of the general interest to the membership, which will be published quarterly,

- vii Other publications, which will be produced as authorized by the Board of Trustees,

24. Awards

- a) The Organization shall authorize and sponsor awards; to be given at specific times to recognize achievements in, and contribution to, terrestrial, coastal, and marine ecosystem conservation and management in the Country.
- b) All Tanzanian nationals are eligible for awards of the Organization depending on the area of interest.
- c) No individual may receive the same award more than once.

25. Source of Funds and Expenditure

- a) There shall be a Organization revenue and expenditure which shall be collected and used for the benefit of the Organization as follows:
 - i Membership fees.
 - ii Support from national, regional and international organizations.
 - iii Donations from the members, public and private parties who support the aims and objectives of the Organization.
 - iv Sales of the Organization publications,
 - v Support from any other structures set up to sustain the work of the Organization.
 - vi Consultancies, where the term and conditions of which shall not be in any way constrain the pursuit of the TECO objectives as stipulated in the Article 8 of this Constitution.
- b) The income and property of the Organization, whatever its source, shall be applied solely towards the promotion of the objectives of the Organization and may not be distributed to Members or office bearers of the Organization, except as reasonable compensation for services rendered. Members or office bearers of the Organization shall have no rights to the property or assets of the Organization solely by virtue of their membership or office
- c) Funds shall be spent in a manner as approved by the Assembly.
- d) All funds of the Organization shall be transacted through and kept in a Bank or Banks approved by the Board of Trustees, or such other investment vehicle as may be designated by the Board from time to time.
- e) The Board shall approve the authorized signatories to the financial transactions of the Organization and the authorized electronic code holders for electronic banking and

payments, subject to such restrictions and stipulations as the Board determines from time to time.

- f) All transactions entered into on behalf of the Organization shall be in the name of the Organization.
- g) Books of accounts shall be kept at the headquarters of the Organization and all financial accounts and audited reports shall be submitted to the Board of Trustees annually and to the Assembly triennially.
- h) The financial year of the Organization shall be twelve calendar months, commencing on the 1st day of January and ending on the 31st day of December of each year.
- i) An auditor shall be appointed by the Board of Trustees with the duty to audit all accounts of the Organization and perform all duties as may be imposed by the law in force.
- j) A member or employee of the Organization or its Board of Trustees shall not be eligible to act as, or be appointed to perform the functions of an auditor to the Organization, or have any association with the Auditor that brings direct or indirect gains to either party.
- k) Each member of the Organization shall meet own expenses arising from attendance at meetings of the Organization/subsidiary bodies.

26. The Organization

- i The Organization shall be incorporated, and registered as non-governmental organization under non-governmental organizations act. no. 24 of 2002 of Tanzania.
- ii The Trustees shall perform all duties and functions as may be provided for under the provision of this Constitution and the Act and other laws applicable in Mainland Tanzania.

27. Amendments of the Constitution

- a) A member may propose any amendment to this Constitution. Such proposed amendment shall be submitted initially to the Executive Secretary, at least one month before the General Assembly is convened, for onward transmission to the Executive Committee and the Board for approval, and if approved, to be presented to the Assembly for its consideration.
- b) Approval of changes will require a two thirds (2/3) majority of votes present or represented by proxy at the Assembly.

28. Indemnity

- a) An officer or employee of the Organization shall not be liable for any loss or damage occasioned by any error of judgement or oversight on his / her part; or any loss, damage or misfortune whatever which shall happen in the execution of the duties of his / her office, or in relation thereto, unless the same happened through his/her own negligence, default, breach of duty or wilful misconduct or wilful breach of trust.
- b) Every member of the Board, every officer and every person employed by the Organization shall be indemnified out of the funds of the Organization against all liability incurred by them in such capacities, in defending any proceedings, whether civil or criminal, in which judgement is given in their favour, or in which they are acquitted.

29. Operation and Commencement

The Constitution shall come into operation after being registered by the Registrar of Non-Government Organizations of the United Republic of Tanzania.

30. Records and Reports

- a) At each meeting of the Organization, the Secretariat shall prepare a report of the meeting. Such report shall summarise the discussions and deliberations of the Organization.
- b) The report shall include and provide the rationale for all findings and recommendations and shall include any conflicting views made known to the Chairperson.
- c) A copy of the report shall be transmitted to all representatives of the members and all individuals present at the meeting of the Organization in question, to the members of the TECO Executive Committee and to each stakeholder/sponsor and may be published in the Organization website as appropriate.

31. Dissolution

- a) The Organization shall be dissolved in any of the following:
 - i Upon a vote of 75% of the members present at the General Assembly or a meeting called for the purpose and of which written notice shall have been given, detailing reason for the meeting,
 - ii By the court order, or
 - iii Any other reason impending future progress of the Organization.

- b) After the dissolution of Organization, the remaining funds shall be allocated to another organization doing similar activities. The decision as to which organization shall receive the funds shall be made by the Registrar in collaboration with the Board, if the Board is not involved / being the source of the dissolution.