

**WILDLIFE CONSERVATION SOCIETY OF TANZANIA  
(WCST)**



**CONSTITUTION**

Amended Constitution

September 2017 Edition

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## **PART I: PRELIMINARIES**

### **1. Preamble**

WCST is a voluntary, independent, non-governmental, non-profit making charity and membership-based civil society organization which was established in 1987 with the main aim and commitment of conserving Tanzania flora, fauna and their environment. In achieving this main aim and commitment, WCST is desirous of working with and advising the Government of Tanzania and all other interested parties and stakeholders within and outside Tanzania.

### **2. Definitions**

**Board of registered Trustees** means a sub-organ of the Council and the Society vested with ownership of properties and forming the corporate body of the Society registered under the trustee's incorporation Act CAP 318 Revised Edition, 2002.

**Branch of the Society** means any local office of WCST forming part of, and belonging to the Society located differently from the main office or headquarters of the Society and established by the Council in any region of Tanzania under Paragraph 35 (h) of the Constitution.

**Chairman** means the Chairman of the Society, AGM, Council and Core Committee elected by members of the AGM or the other Chairman of any sub-organ of the Society who is required to perform certain duties in

accordance with the Constitution. The word Chairman refers to both female and male.

**Chief Executive Officer** means the Head of the Secretariat and the Accounting Officer of the Society.

**Committee of the Council** means any sub-organ of the Council mandated by the Council to perform specific functions on behalf of and to be reported to the Council, constitution means the Constitution of WCST and any amendment thereto approved by members at the Annual General Meeting.

**Core committee** means an inner sub-organ of the Council consisting of honorary office-bearers of the Society and Chairman of committees of the Council.

**Council** means the overall governing and overseeing organ of the Society established under paragraph 9 (b) of the Constitution.

**Emergency Meeting** Means any necessary meeting of any organ or sub-organ convened to deal with specific emergency occurrence or situation needing immediate attention or action by the relevant organ or sub-organ.

**Employees' General Meeting** means a sub –organ of the Secretariat constituted by a General meeting of all the Secretariat Staff.

**Extra-ordinary Meeting** means an additional meeting to the AGM convened on request of at least 50 members



of the Society or any meeting of the Council convened on request of at least 3 members of the Council to deal with a specific matter for which the meeting is being convened.

**His** is gender-neutral covering both his and her.

**Honorary office-bearer** means any elected leader of the Council mandated to oversee the implementation of the Councils decisions. Such office-bearers include Chairman of the Society, Vice Chairman, and Honorary Treasurer of the Society.

**Management team** means a sub-organ of the Secretariat comprising of leaders of the Secretariat as provided for under paragraph 32 of the Constitution.

**Ordinary Annual General Meeting** means a normal AGM sitting as an organ of the Society held once a year to deal with all general matters of the Society to the Constitution.

**Organ** means the AGM, the Council and the Secretariat that form the governance structure of the Society under PART VI of the Constitution.

**Regional Branches** means any or a total number of branches, zonal branches or group of members from the branches of the Society and established by the Council or the Constitution.

**Regional branches committee** means a sub-organ of the Council which represents the interests of, stands, acts, and caters for all branches, zonal branches, and groups of members of a branch or branches of the Society.

**The seal** means the common seal of the Society.

**Secretariat means** an organ of the Society comprising of employees established under paragraph 9 (c) of the Constitution to deal with the daily administration and management of the Society.

**Secretariat staff** means all employees of the Society engaged as such to carry out the day to day running of the Society and its projects comprising of senior Secretariat staff who are employed by the Council and other Secretariat staff who are employed by the Chief Executive Officer.

**Society** means the Wildlife Conservation Society of Tanzania WCST.

**Special meeting** means any necessary meeting of any organ or sub-organ convened to deal with specific urgent agenda or matter.

**Sub-organ means** any part of three (3) Organs of the AGM the Council and the Secretariat.

**Trustee** means any registered Trustee of the Board of registered Trustees.

**Year** means the calendar year of the Society which o.

**Zonal Branch** means any branch, cluster of branches or group of members of the Society in a branch or branches of the Society designated by the Council to perform the specific role and functions, *inter alia* of selecting from among themselves their representatives to be elected as members of the Council.

## **PART II: NAME OF THE SOCIETY, POSTAL ADDRESS, HEAD OFFICE AND AREA OF OPERATION**

### **3. Name**

- (1) The name of the Society shall be WILDLIFE CONSERVATION SOCIETY OF TANZANIA, abbreviated as WCST.

### **4. Postal Address**

- (1) According to the provision of this constitution, the postal address of the Society shall be P. o Box 70919 Dar es salaam.

### **5. Head office**

- (1) The Head Office of the WCST shall be at Garden Avenue Plot No. 39, Ilala District, Dar Es Salaam.

### **6. Area of operation**

- (1) The Area of operation of the WCST shall be in the United Republic of Tanzania Mainland in all regions and District

## **PART III: VISION, MISSION, STATUS, OBJECTIVES AND CORE VALUES MORES OF THE SOCIETY**

## **7. Vision**

- (1) The variety of life forms or biodiversity continue to be valued, conserved, propagated and protected as an integral part of the country natural heritage for generations to come.

## **8. Mission**

- (1) Conserve Tanzania Flora, Fauna and the environment for the benefit of humankind.

## **9. Status of the Society**

- (1) The Status of Wildlife Conservation Society of Tanzania (WCST) shall be of a body corporate composed of private individual members and institutions having a common interest in the conservation of wildlife and environment in Tanzania with perpetual succession, the common seal and power to sue and be sued in the name of the board of registered Trustees of WCST.

## **10. Objectives**

- (1) The main objective of the Society is to realize in practical terms its Vision and Mission by doing any of the following activities, *inter alia*-
  - (a) To build coalitions and liaise with partners and other organizations in Tanzania and elsewhere in the world, which have objectives similar to those of the Society.

- (b) To engage in fundraising activities and further implementation of the Society's conservation activities.
- (c) To provide technical and other information to the Government and other interested parties on natural resources management, wildlife, and environmental conservation.
- (d) To participate in the formulation and implementation of wildlife and environmental policies to enhance the achievement of intended objectives.
- (e) To act as a vehicle for communicating with stakeholders in wildlife conservation and environmental education within Tanzania, thereby awakening an active interest in support, upkeep, wise use and enjoyment of wildlife.
- (f) To mobilize public opinion in support of wildlife conservation.
- (g) To conduct and support wildlife research aimed at the proper management and sustainable use of wildlife resources.
- (h) To provide a forum by which people may learn and express opinions on wildlife and the environment in Tanzania through the Society's publications.
- (i) To provide, own or support sanctuaries, orphanages, and biodiversity refuges to sustain wildlife and environment in situ or transit or enable the same be conserved in any area within Tanzania.

## 11. Core values

- (1) The core value of the Society shall be, *inter alia*;-
  - (a) To Inherit from past, progressively develop forward and bequeath to the future, with historic assimilation into progressive developments for future benefits.
  - (b) To create, innovate, inculcate, act with and sustain;-
    - i) Good behavior, personality, and integrity, free of conflicting personal or group interests, prejudice or bias of any kind.
    - ii) Genuine individuals' and organized voluntary spirit and actions, cohesive solidarity and dynamics self –reliance.
    - iii) Good governance, transparency and democratic decision–making processes with full respect for minority views, gender equality and tolerance to diversity.
    - iv) Candid, fair balanced wildlife and conservation advocacy, education and positive activism.
    - v) Intelligent, timely and effective planning, programming and performance.
    - vi) Exemplary accountability and full answerability for anything done, omitted or uncompleted and in the proper, safe and secure acquisition, keeping custody and use properties of Society.
    - vii) Focused resilience and ingenuity and
    - viii) Unflinching collective responsibility

- (c) The core values stipulated above in this paragraph shall bind and guide every member, staff, office-bearers, organ, sub-organ or agency of the Society and transcend the entire structural spectrum of WCST.
- (d) Any flouting of or failure to abide by or uphold any core values or other provision of the constitution shall attract action and sanction against any person involved under regulations to be made by the Council meeting or Council as the case may be, for a specific purpose.

## **PART IV: MEMBERSHIP, CATEGORIES OF MEMBERSHIP, RIGHTS OF MEMBERSHIP, DUTIES OF MEMBERSHIP AND TERMINATION OF MEMBERSHIP**

### **12. Membership**

- (1) Membership to the Society shall be open to persons and organizations with good character and conduct and who are law-abiding, committed and desirous of observing the core values and furthering the aim and objectives of the Society.

### **13. Categories of Membership**

- (1) Categories of membership shall be as follows;-
  - (a) Ordinary members
  - (b) Supporting members
  - (c) Student, primary and secondary school members.



- (d) Educational institutions members
- (e) Any other lawful institution, organization, or group members
- (f) Ordinary corporate members
- (g) Special corporate members
- (h) Overseas members
- (i) Overseas corporate members
- (j) Life ordinary members
- (k) Life support members
- (l) Prominent donor members
- (m) Honorary members

#### **14. Annual Membership Fees**

- (1) Any member of the Society, apart from honorary members, shall be required to pay an annual subscription fee at the rate to be determined by the Annual General Meeting and shall be reviewed from time to time. Any honorary member shall not be liable to pay annual membership fees but may make contributions to the Society as they may wish.

#### **15. Rights of Membership**

- (1) All members of the Society shall have the following rights:-
  - (a) Right to be given notice, attend, speak and vote or to be voted for *inter alia*, in any meeting or election of the organs or sub-organs of the Society in accordance with the constitution.
  - (b) Right to communicate or publish in and receive any publication of the Society.

- (c) Right to be respected and treated equally.
- (d) Right to elect and to be elected as a leader of the Society whichever post he/she contests.
- (e) Right to give his opinion about the development of the Society.
- (f) Right to benefit with all privilege available in the Society.
- (g) Right to participate in various seminars, conferences, all sponsorship, and training.

## **16. Duties of membership**

- (1) All members shall have the following duties
  - (a) Duty to pay annual fees, any contribution and to participate in fundraising activities of the Society according to the decision reached by the AGM, the Council or relevant organ, sub –organ or authority.
  - (b) Duty and responsibility to uphold and adhere to the Society’s Constitution and abide by the laws of Tanzania.
  - (c) With the consent or by the nomination of the relevant authority of the organ or sub–organ of the Society, and where the Society is involved, may attend and participate in an outside forum and a duty and responsibility to represent the Society or relevant authority, organ or sub-organ, accordingly.

## **17. Application for membership**

- (1) Application for membership shall be submitted to the Society after filling the standard membership form.
- (2) The Secretariat shall scrutinize all membership applications and forward the names of applicants and recommendations to the Council for approval.
- (3) The Council may approve or reject any application for membership on grounds of non-conformity with the requirements of the Constitution of the Society which, on request, shall be communicated to such rejected applicant.
- (4) Any Applicant whose application for membership has been rejected shall have the right to appeal against such decision to the Annual General Meeting, whose decision shall be final and conclusive.

## **18. Termination of Membership and Replacement**

- (1) Any person shall cease to be an office-bearer, a trustee or member, deemed member or a co-opted a member of the Society, any organ or sub organ of the Society, in the event or happening of any of the following:-
  - (a) Resignation
  - (b) Death
  - (c) Is found lunatic or becomes of unsound mind.
  - (d) Being voted out by a simple majority of the Council where such a person is found to be working contrary to the core values, interest, aims or objectives of the Society.
  - (e) Convicted for any offense connected with Wildlife and environmental conservation, provided that such a person may be suspended

for a period not exceeding one (1) year after which shall make the necessary recommendation for endorsement by the next Annual General Meeting (AGM).

- (f) Non-payments of membership dues.
  - (g) Occasioning a substantial loss to the Society which is deemed by the Council to merit termination from the relevant membership; or
  - (h) Found by the relevant authority, organ or sub-organ to have committed a disciplinary offense or misbehavior or flouted any provision of code of conduct, ethical etiquette or professional guidelines.
- (2) Any person detrimentally affected by any decision made under this paragraph may appeal to the AGM or relevant higher, authority, or organ or sub-organ of the Society.
- (3) Where a vacancy occurs under any circumstances in respect of an office-bearers, Council or Committee member, Trustee, the Council shall select a person from among members of the relevant organ, or sub-organ or elsewhere as the case may be, and as stipulated for under the constitution, regulations or otherwise, who shall immediately act in the vacant position until endorsement is done by the AGM or other relevant authority.

## **PART V: THE COUNCIL**

### **19. Composition of the Council**

- (1) The Council shall comprise not more than 25 members including the four (4) honorary office-bearers and twenty-one (21) other members, six (6) of them shall be representatives of branches, groups of members of branches and Zonal branches of the Society and other six (6) members shall be elected from members of the Society proposed from the floor of the particular AGM in session.
  - (a) The office-bearer and all other members of the Council shall be elected or endorsed by members of the Society at the AGM.
  - (b) For the avoidance of any doubt it is hereby clarified that any election in, endorsement of or approval by the AGM entails a unanimous decision or voting by secret ballot.
  - (c) The Chief Executive Officer shall be an *ex-officio* member of the Council without voting rights and shall also be the Secretary to the Council.

## **20. Duties of Honorary Office-Bearer**

- (1) The Society shall have the following office-bearers
  - a) The Chairman / Vice-Chairman
  - b) The Honorary Secretary / Deputy Honorary Secretary
  - c) The Honorary Treasurer

## **21. Duties of the Chairman**

- (1) The Chairman of the Society shall perform the following duties;

- (a) Be a leader and main spokesman for the Society.
- (b) Preside at the meetings of the Annual General Meeting, the Council, and the Core Committee and have a casting vote at such meetings and on any matter of the Society, organ or sub-organ as the case may be in which votes tie.
- (c) May attend and participate in any meeting of the Society and its organs and sub-organ convene special general meetings as he deems Necessary for any organ or sub organ of the Society provided that written notice is given within reasonable convene extraordinary meetings of the Council.
- (d) Confer the duties of any of the honorary office-bearer to another honorary office-bearer in the event of a temporary absence.
- (e) Perform any other duty conferred on him by the constitution, regulations and good norms of the Society.

## **22. Duties of Vice-Chairman**

- (1) The Vice-Chairman of the Society shall perform the following duties;
  - (a) Assume the duties of the Chairman in his absence
  - (b) Assume acting and on the temporary capacity of any position of an office-bearer in his/her absence assigned by the proper authority.
  - (c) Be among the Society's bank signatories of Group A.

### **23. The Honorary Secretary**

- (1) The Honorary Secretary of the Society shall perform the following duties:-
  - (a) To facilitate the convening of the AGM, and meetings of the Council, the Secretariat, and sub-organ of the Society.
  - (b) Keep and monitor the records of all meetings of the Society and its organs or sub-organs, and act as Secretariat to the core committee or other organ or sub – organ whenever there is such need in a meeting being held in camera.
  - (c) Give a full report of the Society’s activities at the Annual General Meeting.
  - (d) Keep records of all the Society’s contracts and activities.
  - (e) Coordinate any matter or meeting among or between the organs and sub organs of the Society.
  - (f) Perform any other special duty assigned to him by the Chairman, Vice-Chairman, organ or sub-organ of the Society on an ad hock basis as the case may be shown in the resolution or instrument of such assignment.
  - (g) Honorary Secretary shall be the Secretary to the board of the Registered Trustees and in so doing he may be assisted by the Secretary staff.

### **24. Deputy Secretary**

- (1) The Deputy Secretary shall be chosen by the members in the AGM and shall perform all duties in

absence of the General Secretary and shall assist him to perform all the duties.

## **25. The Honorary Treasurer**

- (1) The Honorary Treasurer of the Society shall perform the following duties:-
  - (a) Oversee the budget and expenditure of the Society.
  - (b) Oversee the Society compliance to financial and procurement regulations and international accounting standards in case of donor-supported projects.
  - (c) Keep records and inventory of all movable and immovable properties of the Society and avail them to the Board of registered Trustees for verification purpose.
  - (d) Be one (1) of the Bank signatories in group A.
  - (e) Report on the Society finances to the Annual General Meeting.
  - (f) Assist and advice the board of the registered Trustees on matters of funds and assets of the Society.

## **26. Power of the Council**

- (1) The Council shall have the powers to govern and to set the strategic direction of the Society to ensure the efficient and effective running of the Society. Such powers shall include the following:-
  - (a) Ensure the Society and its organs and sub-organs uphold and adhere to all the laws and policies of



Tanzania, including those concerning wildlife, natural resources, environment and non-governmental organizations.

- (b) Approve the cooperate strategy of the Society.
- (c) Employ and disengage all the senior Secretariat staff, except for the Secretariat staff employed by the Chief Executive Officer and determine employment and disciplinary appeals from decisions of the CEO or Secretariat.
- (d) Approve and adopt the work plans, the annual budget, and expenditures of the Society.
- (e) Approve the acquisition and disposition of any movable and immovable property of the Society.
- (f) Approve operation-manuals, financial policy, human resource policy and amendments thereto and other related policies required for the smooth running of the Society.
- (g) Receive, discuss, and approve quarterly and annual progress and financial reports of the Society from the Secretariat or any other relevant reports from other organs or sub-organs of the Society.
- (h) Establish and approve the formation and closure of any branch, zonal branch or group of members of the Society in a branch or branches of the Society and designate any of them as a forum for selecting their representatives for being elected as their members to the Council. The Council shall make guidelines on the establishment and running of the branches.
- (i) Nominate any person to be a patron of the Society.

- (j) Co-opt any member of the Society who is willing to act as a Council member, to fill a vacancy, subject to the total number of Council members set out in the Constitution, provided that nomination under this subparagraph shall be for a specific period and shall be approved by the next Annual General Meeting.
- (k) Appoint sponsors and supporters of the Society and any other person as deemed fit but such appointments shall not give any person the status of a member.
- (l) At its convenience may pass the resolution and make decisions on any urgent or necessary matters of the Society provided that, where necessary, such resolutions or decisions shall be ratified at the next Annual General Meeting.
- (m) Approve all major recurrent and non-recurrent expenditures and fix monetary scales within which authorization may be made by the Chief Executive Officer or any other authority, or sub organs of the Society.
- (n) Grant where necessary any deserving person the status of an honorary member of the Society or any past member of the Council or Executive Committee the status of an Honorary Member of the Council who shall have all the rights privileges and obligation of the Society member or Council member respectively but without the right of voting.
- (o) Make a code or codes of conduct, ethical etiquette, professional guideline or disciplinary

matters relating to any or all organs and sub-organs in the structure of the Society.

- (p) Perform or oversee any other duty delegated to the Council by the AGM or other organ or sub-organ or arising under circumstances needing the intervention of the Council.

## **27. Election of members of the Council**

- (1) Any ordinary, supporting or student member of the Society of good standing law-abiding and respecting the constitution may apply to become a member of the Council by filling in and submitting to the CEO the prescribed form, fourteen (14) days before the date of the AGM.
- (2) Any ordinary, supporting or student member of the Society of good standing, law-abiding and respecting the constitution may apply to become an honorary office-bearer and indicate the position of the office-bearer he applies for by submitting to the CEO the prescribed form, fourteen (14) days before the date of the Annual General Meeting.
- (3) Any incumbent member of the Council may declare interest to become an honorary office-bearer as provided by this constitution at a time and mode agreed by the current Council.
- (4) The Chief Executive Officer shall submit application forms of candidates for Council's members and office-bearers to the core committee which shall deliberate on the applications and submit its recommendations to the Council for endorsement

and onward tabling before the next AGM for election.

- (5) One-third of the incumbent members of the Council shall vacate or relinquish membership in the next Council but may be re-elected into the Council after the elapse of two (2) terms in between. The names of the one-third vacating or relinquishing incumbent member shall be volunteered by the incumbent member, identified or chosen by the Council, and submitted for endorsed by the AGM.
- (6) The Council shall propose names of prospective members of the Council and office bearers earmarked for the next Council from among the applicant and candidates for such position who shall be tabled before the next AGM for election.
- (7) Any elected member of the Council shall serve the Council for period of two (2) years renewable and may be eligible for a third term of two (2) years and onwards, only after securing two-thirds (2/3) majority votes by secret ballot at the AGM or after elapse of two (2) terms of non-membership in the Council.

## **28. Establishment of the Core Committee and other Committee of the Council**

- (1) The Council shall be comprised of the Core Committee and any number of the committees established by the Council all of which shall be sub-organs of the Council together with the Board of registered trustees

## 29. The Core Committee

- (1) The Core Committee shall be composed of a minimum of eight (8) members including the four (4) office-bearers as permanent members and four (4) optional members to witness.
  - (a) The Chairman of the programmers and project committee.
  - (b) Membership and fundraising committee.
  - (c) Conservation education and editorial board committee and
  - (d) Regional branches committees and any such members shall be required and called upon to attend participate in the meeting or other business of the core committee according to the particular needs at the relevant occasion business or meeting of the Society committee
  - (e) The Chairman and the Vice-Chairman of the Society and Council shall be the Chairman and Vice-Chairman of the Core Committee, respectively.
  - (f) The Chief Executive Officer shall be an *ex-officio* member and the Secretary to the Core committee without any voting right.
- (2) The Core committee's main function shall be to inspire and provide institutional leadership and inject corporate and functional unity of all organs, sub-organs and the human resources of the Society.
- (3) The core committee shall oversee and get the report from the Secretariat and the other organ and sub-organs on all financial and administrative matters of the Society, *inter alia*.

- (4) The Council shall establish the following committees to support the necessary running of the Council subject to being reviewed as deemed fit.
  - (a) The programs and projects committee
  - (b) The Membership and fundraising committee
  - (c) The conservation education and editorial board committee
  - (d) The regional branches committee
  - (e) Any ad-hoc committee to deal with the specific matter of the Society as assigned by the Council
  - (f) Member of the committees shall be selected by the Council from among the member of the Council as deemed fit.
  - (g) The committee shall perform duties according to the term of reference made by the Council
  - (h) The committees shall prepare a report as require and present them to the Council.

## **PART VI: GOVERNANCE STRUCTURE**

### **30. Organs of Society**

- (1) The key institutional governance structure of the Society shall be constituted by the following:-
  - (a) The Annual General Meeting (AGM).
  - (b) The Council.
  - (c) The Secretariat.

### **31. Patron**

- (1) The Society shall have a patron as a symbolic head

## **32. Annual General meeting**

- (1) The Annual General Meeting is an organ which is constituted by members of all categories of the Society and shall be the ultimate decision-making body and the most supreme authority having the final mandate in all matter of the Society as prescribed by the constitution and relevant regulations.
- (2) The AGM exerts its existence and functions through and by holding ordinary Annual General Meetings.
- (3) The Society shall also hold the following sub-organ meetings as provided for by the constitution:-
  - (a) Extraordinary general meeting
  - (b) Special general meeting
  - (c) Emergency general meeting
  - (d) Any other ad hoc sub-organ meeting or otherwise which may be created by the AGM for a specific purpose.

## **33. Council**

- (1) The Council is an organ consists of persons elected at the AGM as provided for under paragraph 36 of the constitution. The Council shall have the overall responsibility of governing, overseeing and answering for the proper execution and effective function of all matters, organ, and sub-organs of Society in accordance with the constitution and policies and regulations of the Society and the laws of Tanzania.
- (2) The Council being an organ of the Society, consists of the following sub-organs:-

- (i) **The Core committee**
- (a) The committee of Council
  - (b) The regional branches committee
  - (c) Any other ad hoc sub-organ of the Council or otherwise created by the Council for a specific purpose

### **34. Secretariat**

- (1) The Secretariat being an organ consists of all personnel employed in the administration, management, and operation of the Society commonly known as the Secretariat staff as per terms of each one (1) written employment contract.
- (2) The Secretariat shall be responsible, accountable and answerable for running of the administration and management of financial, logistical and property matters and for the day to day requirement of the Society described to the Secretariat by the constitution, regulations guidelines or as directed by higher organs or sub organs within the structure of the Society
- (a) the Secretariat being an organ of the Society consist of the following sub-organ:-
- the management team
  - employees general meeting (EGM)
  - Any other ad-hoc sub-organ of the Secretariat or otherwise create by the Secretariat through the EGM with approval of the Council or the AGM or by operation of the laws of Tanzania form of workers or master-workers.



## **PART VII: MEETINGS OF THE SOCIETY AND ORGANISERS OF THE MEETINGS**

### **35. Validation of meetings**

- (1) For any meeting of the Society to be valid and able to exercise its role, powers, and functions, it shall abide by the core value of paragraph 8(b) (iii) of the constitution and be properly convened with the required composition and a minimum quorum of the member meeting accordingly.

### **36. Convening meetings**

- (1) Any meeting of any organ or sub-organ of the Society shall be convened by the proper authority by giving the prescribed or sufficient prior notice to any member or person constituting the organ or sub-organ and such meeting shall be provided with adequate facilities

### **37. Quorum of meetings**

- (1) No business shall be transacted at any meeting of the Society or its organs and sub-organs unless there is a minimum quorum of one-third (1/3) of all members of that organ or sub-organ who have confirmed notification, provided that where the quorum has not been attained, the meeting shall be called off and new date fixed for another meeting, for which requisite notice shall be given to member in which

case any number of member of the meeting in attendance shall constitute a quorum

### **38. Voting at the meeting**

- (1) At any meeting of the Society and its organ or sub-organ, any decision that needs voting shall be made by secret ballot and a simple majority. The simple majority result of the poll shall be the decision of the meeting, provided that votes tie, the Chairman of Society or the relevant organs or sub-organs shall have a casting vote.

### **39. The voting right of members**

- (1) Any live (active) member of the Society the particular organ or sub-organ shall be entitled to vote at any such meeting of the Society, its organ or sub-organ in which the vote is called for.
- (2) Every individual, member present shall have one (1) vote on any matter and every corporate member present shall be entitled to cast one (1) vote only through its one (1) representative present.
- (3) Where a secret ballot is required, voting shall be monitored by any person selected from the floor y the relevant organ or sub- organ.

### **40. Annual General Meeting**

- (1) The annual general meeting being the highest organ of the Society on general lines of policy and all other matters of Society including the power to amend the

constitution, *inter alia*, shall exert its existence and function through and by holding ordinary general meetings.

#### **41. Ordinary Annual General Meeting**

- (1) The Ordinary Annual General Meeting shall be convened by the Chief Executive Officer in the constitution in consultant with the Chairman of the Society and shall be held once in a year which shall be preceded by 30 days written notice. It should preferably, be held in the first quarter of the fiscal year.

#### **42. Extra Ordinary General Meeting**

- (1) Any extraordinary meeting of the Society may be called for a good and bonafide cause by the Council or by at least any fifty members (50) of the Society in a written request signed by members to Chairman who shall convene the meeting within twenty one (21) days and shall give notice of attendance to all members of the Society.

#### **43. Special or Emergency General Meeting**

- (1) Special and the emergency general meeting may be called on particular occasions as provided under paragraphs 11(b) of the constitution.

#### **44. Meetings of the Council**

(1) The Council shall make its decision at the meetings of the members of the Council.

- (a) The meetings of the Council shall be called by the Chief Executive Officer in consultation with the Chairman and shall be preceded by at least seven (7) days written notice;
- (b) The Council shall be meeting once in a quarter of the year;
- (c) Minutes of the meetings of the Council shall be recorded, kept, maintained and availed to members of the Core committee by the Chief Executive Officer;
- (d) An extraordinary meeting of the Council may be called for good and bonafide cause by written petition of not less than three (3) members of the Council addressed to the Chairman of the Society who shall convene the Council meeting within seven (7) days, preceded by at least three (3) days written notice of attendance;
- (e) Members of the committee of the Council shall meet bi-monthly or at any other time as directed by the Council and shall select their respective Chairman and Secretary to this sub-organ in the first meeting or soon thereafter.

#### **45. Meetings of the Core Committee of the Council**

(1) The Core Committee shall meet once monthly and shall hold any other additional meeting as deemed necessary;

- (2) The Chairman of the Society and the Council shall be the Chairman of the Core Committee and preside over its meetings;
- (3) In the absence of the Chairman of the Core committee, his Vice-Chairman shall preside over the meeting; and in the absence, the CEO, the deputy CEO, or next senior Secretariat staff shall act for CEO;
- (4) The Core committee main role shall be to inspire and provide institutional leadership and inject corporate and functional unity of all organs, sub-organs and the human resources of the Society;
- (5) It shall meet once monthly to receive all the due operational report of the Secretariat through the CEO and oversee the execution of the decision of the AGM Council and the Secretariat and their respective sub-organs.

#### **46. Meetings of the Committees of the Council**

- (1) Any committee which is sub-organ of the Council shall hold meetings bi-monthly or at any other time as directed by the Council.
- (2) In its first meeting or soon thereafter, the committee nominates the Chairman and Secretary to the committee from amongst themselves: the members of the committee;
- (3) The Chief Executive Officer or his nominee shall be an *ex-officio* member of the committee and assist the Secretary to the committee.

## **47. Meetings of the Secretariat Staff**

- (1) The Secretariat staff meeting shall comprise the following:-
  - (a) Employees' drivers' meetings.
  - (b) The Secretariat staff may hold any number of the meetings as deemed necessary by the CEO or as directed by the AGM or Council.
  - (c) Employees' general meeting.
  - (d) All the Secretariat staff shall hold an employees' general meeting at least once annually to deliberate and advise the Council on general affairs and wellbeing of the Society.
  - (e) Management team meetings.
  - (f) The Secretariat's management team comprising of the CEO, DCEO, Financial manager or his equivalent, the project manager or his equivalent and heads or representatives of sections or sectors in the Secretariat shall hold a meeting at least once every two (2) weeks to deal with consultations, briefing on business activities, reporting, and guidance orientation.
  - (g) Meeting of branches of the Society.
  - (h) Meeting of branches of the Society shall be held in accordance with guidelines that the Council shall formulate on the establishment and running of branches as provided under paragraph 35 (h) of the constitution.
  - (i) Any meeting of the Secretariat shall be chaired by the CEO who shall convene and prescribe its conduct of business.

#### **48. Special or Emergency meetings of the organs or sub-organs of the Society**

- (1) The Chairman of Society may convene any special or emergency meetings, as deemed necessary, of an Annual General Meeting or any other organ or sub-organ within the structure of the Society at any convenient time provide that its written notice is given within the reasonable time and the quorum of the meeting for such organ is constituted.

#### **49. Miscellaneous Provisions on Meetings**

- (1) Where there is no leadership, convening a meeting or otherwise any meeting of the Society or any of its organs or sub-organs, it is hereby stipulated as follows;
  - (a) Every organ or sub-organ of the Society shall essentially have a Chairman, Secretary and any other not less than one (1) or more than three (3) members of the particular organ or sub-organ and any other additional number of such organ or sub-organ except in the AGM organ, the Council organ and core committee sub-organ in which the Honorary office bearers of the Society shall lead.
  - (b) In the first meeting, or soon thereafter, the Honorary Secretary to the Society shall convene the meeting which shall be chaired by the Chairman or Vice-Chairman of the Society after giving a prior three (3) days written notice to relevant members constituting the organ or sub-

organ and conduct the selection of the leaders to manage such organ or sub-organ.

- (2) In all meeting of the organs and sub-organs the chief executive officer or his nominee shall be the ex-official member and Secretary to organ or sub-organ, except in the board of registered trustees or where a meeting is being held in camera; in which case the Secretariat staff may be excluded and the Honorary Secretary or Secretary to the relevant organ or sub-organ shall take up the role of the CEO or Secretariat without losing any right to vote.

#### **50. Absence from Meetings**

- (1) Any member, office-bearer or Trustee of the Council relevant organ or their respective sub-organ who is absent from meetings consecutively or in divers' meeting three (3) times within four (4) called meetings without notice or good cause satisfactory to the Council relevant organ or respective sub-organ which called the meeting shall lose membership in the Council or relevant organ or sub-organ for the relevant life span of the Council organ or sub-organ as the case may be.

### **PART VIII: BOARD OF REGISTERED TRUSTEES**



## **51. Incorporation of the Society's Board of Registered Trustees**

- (1) Notwithstanding the provision of the constitution, the Council shall propose the name of the board of registered trustees to the AGM for endorsement. The board of registered trustees shall be the body corporate of the Society with perpetual succession and the common seal having the power to sue and be sued in its body corporate name upon whom shall vest all movable and immovable properties of the Society. The board shall comprise not less than three (3) and not more than five (5) registered trustees of the Society.
- (2) The Council, any member of the Society or both can propose names of person being of impeccable credentials, integrity and rectitude from within or outside the Society to be a trustee of the board of registered trustees.
- (3) The person so proposed shall be endorsed by a simple majority of the members present at the AGM; provided that where the name is proposed other than from the member of the Council such name shall be submitted to the Council for approval prior being table before the AGM for endorsement.
- (4) Where a trustee is a non-member of the Society, he shall from the day of nomination be deemed to be eligible to be co-opted of the Society who shall consent in writing in his nomination before being approved by the Council and being by the annual general meeting (AGM).

- (5) Any co-opted trustees once so approved and endorsed shall become a member of the Society with all requisite rights, privileges, and obligations.
- (6) The Chairman of the Society, in consultation with the Council, shall nominate a Chairman of the board of registered trustees who shall immediately assume office subject to being endorsed by the next AGM.
- (7) The Honorary Secretary, in performing her/his duties as Secretary to the Board of Trustees, may be assisted by the Secretariat.
- (8) A Trustee of the Board of Registered Trustees shall be registered by the Registrar of Trusts RITA before assuming his duties. He shall hold office for a term of five (5) years, but shall be eligible for any consecutive re-election or any other divers' re-election in future at the expiration of any such particular served term or terms.

## **52. Functions of the Board of Registered Trustees**

- (1) The board of Trustees of the Society shall have the following duties.
  - (a) The Board of Registered Trustees shall have and exercise all the powers vested in it under the Constitution and any other power conferred on Registered Trustees under Tanzanians laws CAP.318, Revised Edition 2002 or anybody corporate laws and the Non –Governmental Organization Act 2002, *inter alia*.
  - (b) Oversee all properties of the Society, whether movable or immovable and shall, whenever

necessary, verify the assets and funds of the Society.

- (c) The Board shall be the legal custodian of all assets and their inventory and records and the monetary books of accounts of the Society.
- (d) All members of the board shall be *ex-officio* members of the Council without the voting right and all members or one (1) of them may attend, participate in and address a meeting of any organ or sub-organ whenever such need arises relating matters of the board.
- (e) The Board of Trustees shall hold any number of meetings as deemed necessary by the Board or the Council, provided that it's hall hold at least one (1) meeting every six (6) months. Any two (2) Registered Trustees shall constitute a quorum. The Chairman of the Board shall have a casting vote
- (f) Where the Chairman of the Board is unable to attend any of its convened meetings, the trustees present shall nominate one (1) of them to preside over the meeting.

## **PART IX: THE SECRETARIAT**

### **53. Composition of the Secretariat**

- (1) The Secretariat being an organ consists of all the employees of the Society composed of the Chief Executive Officer, Deputy Chief Executive Officer Senior Secretariat Staff employed by the Council and

other Secretariat staff engaged by the Chief Executive Officer altogether commonly known as the Secretariat staff. It shall deal, act, facilitate, assist, and advise on administrative and management of financial, logistics, and property matters in pursuant of provisions of the Constitution and the Society's day-to-day and long-term requirements.

#### **54. Agencies of the Society**

- (1) Any person or organization engaged in a project or performing any activity of by or for the Society for gain, valuable interest or consideration whether on a contract or otherwise shall be deemed to be an agent of the Society under the auspices of the Secretariat.
- (2) Where the deemed agency relation is sustainable continuously or on aggregate for a total period exceeding four (4) months within twelve (12) months such a deemed to be a member of the Society in whatever category befitting him.

#### **55. Deemed Member of the Society**

- (1) Any Secretariat staff, co-opted member of any organ or sub-organ or agent of the Society shall be deemed to be a member of the Society with all rights, privileges, and obligations of a member in the respective equivalent category except being a member of the Council and its sub-organs.

#### **56. The Chief Executive Officer**

- (1) The Society shall be administered and managed by the Chief Executive Officer employed by the Council.
  - (a) Employment of the Chief Executive Officer
  - (b) The Chief Executive Officer (CEO) shall be a person knowledgeable on wildlife, natural resources management and the environmental conservation who shall be employed by the Council on terms of periodic contractual service signed by both the CEO and the Chairman on behalf of the Council.
  - (c) Functions of the Chief Executive Officer
  - (d) The Chief Executive Officer shall be the Head of the Secretariat and the Chief administrator, manager, and executor of all decisions of the Society and its organs and sub-organs and he shall be required to perform the following duties *inter alia*:-
    - i) To do all things as are necessary for the achievement of the objectives of the Society
    - ii) To be the focal person for communication and correspondence on technical issues of the Society within and outside Tanzania that will be addressed to him and Vice versa.
    - iii) To supervise and be the accounting officer of the Society and one (1) of the cheque signatories of group B.
    - iv) To manage the operation of regional branches formed with the approval of the Council
    - v) To prepare annual work plans and budgets for the approval by the Council and endorsement by the AGM, as appropriate.

- vi) To manage and maintain a proper record of funds and assets for the Society and avail them to the Board of Registered Trustees for verification.
- vii) To report and be accountable and answerable to the Council for all matters of the Secretariat and the implementation of decision and directives of any organ or sub-organ of the Society.
- viii) To perform any other duty assigned by the Council or other higher organ and sub-organ.

## **PART X: THE PATRON**

### **57. Symbolic Head**

- (1) There shall be a Patron of the Society who shall be the Symbolic Head of the Society.
- (2) The name of the Patron shall be proposed by the Core Committee, submitted to the Council for approval and laid at the AGM for endorsement.
- (3) The patron may call or address the Society, organ, sub-organ or part of any one (1) of them at his convenience.

## **PART XI: FUNDS AND ASSETS OF THE SOCIETY**

### **58. Sources and upkeep of funds and Assets**

- (1) The Society, being a non-profit making body-corporate with a charitable purpose shall acquire, own and keep all funds/ assets in the custody and account of the Society. Such Funds and assets shall be accepted from the following sources;-
  - (a) Members recruitment and annual subscription fees;
  - (b) Members solicited and unsolicited contributions;
  - (c) Donations and grants to support activities of the Society;
  - (d) Fundraising activities within and outside Tanzania and;
  - (e) Any source whatsoever provided that, such same assets and funds are legitimate and the Society receipt thereof is not contrary to the mores and the relevant provisions of the Constitution and principles governing the Society.
- (2) The Society shall maintain bank accounts in the Society name in which all funds of the Society shall be deposited.

## **59. Accounting Officer**

- (1) Chief Executive Officer shall be the Accounting Officer and shall ensure that funds are kept in the Banks in the Society name and funds received are properly recorded, banked and expended in accordance with the objectives and financial policy and manuals of the Society.

## **60. Signatories to the Bank Accounts**

- (1) The Honorary Treasurer and the Vice-Chairman shall be the Society bank signatories of group A; whereas the Chief Executive Officer, Deputy Chief Executive Officer and the Financial Manager or their equivalent Secretariat staff respectively shall be the Society bank signatories of group B.
- (2) The Honorary Treasurer or any other signatory from group A and anyone signatory from group B shall be required to validate each cheque provided that where necessity and good cause demand, any two (2) out of group A signatories may validate a cheque.

## **61. Audited Accounts**

- (1) The Financial records of the Society shall be audited annually by independent external auditors appointed by the Annual General Meeting and the audited accounts shall be open for inspection by any member of the Society and other public institutions upon written demand at least seven (7) days before the inspection. Such audited financial records shall be presented to the AGM.

## **62. Assets of the Society**

- (1) There shall be fixed register of movable and immovable assets of the Society maintained by the Honorary Treasurer of the Society and verified periodically by the board of registered trustees.
- (2) The Council may make regulations and guidelines dealing with funds, assets and any financial matters of the Society.



## **PART XII: THE SEAL AND LOGO**

### **63. The Seal and Logo of the Society**

- (1) The Society shall have a seal with a logo of the Society which bears a sketch map of Tanzania and the following inscription.
- (2) Wildlife Conservation Society of Tanzania (WCST) and such other necessary inscriptions surrounding a Black and White Colobus Monkey.

### **64. Safe Custody of the Seal**

- (1) The Chief Executive Officer shall provide for the safe custody of the seal which shall only be used by the Authority of the Council in that behalf and every instrument to which the seal shall be affixed and shall be signed by the Chairman or a member of the Core Committee and the Chief Executive Officer or his Deputy.

### **65. Official Documents**

- (1) All official documents of the Society shall bear the name and the logo, *inter alia* of the Society.

## **PART XIII: CONSTITUTION AMENDMENTS, DISPUTE RESOLUTION, AND DISSOLUTION OF THE SOCIETY**

## **66. Amendments to the Constitution**

- (1) Amendments to this Constitution shall be proposed by a petition of any five (5) members of the Society or any member of the Council and submitted in writing to the Chairman of the Council and shall be considered by the Council before being tabled to the Annual General Meeting.
- (2) Any such amendments shall be approved by at least two-thirds (2/3) of voting members presents at the Annual General Meeting, which shall in the interim, take effect after being signed by the Chairman and the Honorary Secretary and the Chief Executive Officer pending statutory notification of the same Constitution amendments to the relevant authorities.
- (3) Any note of acknowledgment on the Constitution amendments by the relevant authorities or any other proof to the same effect shall be laid at AGM after which the AGM itself or the Council shall set the effective date of the same Constitutional amendments.
- (4) Any amendments to the Constitution or revised edition of the Constitution shall be signed by the Chairman of the Society, Honorary Secretary, and the Chief Executive Officer.

## **67. Dispute resolution**

- (1) In any case, if the disputes arise in the Association and outside the association it shall be solved amicably.

- (2) There shall be a dispute resolution committee as provided in this Constitution comprised of 5 members who shall be elected by the Council and approved by AGM.
- (3) The Council shall solve the dispute and give recommendation and present it in the AGM for discussion and approved.
- (4) Where the dispute failed to be solved within the AGM the Secretary shall inform the registrar of societies in writing who shall solve the dispute.
- (5) In case the dispute in the eyes of the registrar is above his control he/she can inform the Honorary Secretary in writing to open the case in the court of law for more legal procedures.

## **68. Dissolution of the Society**

- (1) The Society shall be dissolved in the event of membership falling below 10 members or upon the vote of two-thirds (2/3) majority of members voting at the Annual General Meeting convened to consider the same matter.
- (2) Upon a resolution being passed in accordance with its constitution at the AGM the net assets or property any funds available after satisfying debts and liabilities shall upon determination by the members of the Society be handed over to some other Societies or Organization having objectives similar to and have constituents with documentation which prohibits the distribution of its income and property among its members.

- (3) A resolution or decision to dissolve this Society shall be signed by the Chairman of the Society, the Chairman of the board of Registered Trustees, the Chief Executive Officer and any supporting or ordinary member of the Society.

## **PART XIV: MISCELLANEOUS PROVISIONS**

### **69. Language**

- (1) The Official language for the transaction of the Society's business shall be bilingual in either Kiswahili or English or both and any official communication with the Society shall be in writing in the language of the Society.

### **70. Publications**

- (1) The official newsletter of the Society shall be called "*Miombo*" provided that the Society may have other publications.
- (2) Articles for publication in *Miombo* shall have the name and relevant identity of their authors who shall bear full responsibility for the Articles contents and such articles shall be selected and edited by the Environment Education and the Editorial Board Committee of the Council.
- (3) Authors of articles submitted to the Society for publication may declare that their articles belong to the Society or otherwise; whereby there shall be a prior approval of the Council where the articles are

declared to belong to the Society before such a declared article is published.

**71. Affiliations**

- (1) The Council on the proposal made by any interested party may enter into affiliation with Societies or Organization with similar interest or aims within or outside Tanzania and which have good record subject to the approval of the Annual General Meeting as appropriate.

**PART XV: TRANSITION PROVISION**

**72. Transition Period**

- (1) During the Transitional Period, the status quo of the Society to with; its structural organs and sub-organs and all its human resources, funds, and assets, functions and business *inter alia* shall prevail as it was immediately before making the amendments to the Constitution and until the earmarked effective date becomes operational.

Adopted and Approved by the Annual General Meeting of Members held this.....Day of.....2017 at.....

**Chairman**

Name.....

Signature.....

Date.....

**Honorary Secretary**

Name .....

Signature.....

Date .....

**Chief Executive Officer**

Name .....

Signature .....

Date .....

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