



CONSTITUTION

ARTICLE 1: PREAMBLE

- 1.1 The name of this Association shall be the Pacific Women in Maritime Association (PacWIMA) and the vision of PacWIMA is to be the leading network for women empowerment and advancement in the Pacific maritime sector.
- 1.2 PacWIMA shall take necessary steps to:
 - 1.2.1 **URGE** governments to provide the policy, legislative and administrative frameworks required to empower women as stakeholders in the maritime sector and to facilitate their full participation as resources to the maritime sector;
 - 1.2.2 **INVITE** all maritime sector related employers, stakeholders and government entities to recognize and implement the provisions contained in international treaties pertaining to the equal treatment, empowerment and protection of women, particularly as regards to women seafarers on ships engaged in domestic and international trade;
 - 1.2.3 **ENCOURAGE** government entities with responsibility for women, education and employment strategies to address the issues of equal opportunities and career advancement for women to enable them to be active participants in the maritime sector;
 - 1.2.4 **REQUEST** development partners, international and regional organizations to work with PacWIMA in developing collaborative programs to enhance the training opportunities for women in the maritime sector and allow for career progression;
 - 1.2.5 **URGE** all maritime sector employers to recognize the expertise and value of women as managers and personnel at all levels and to enable them to discharge their professional duties without undue hindrances;
 - 1.2.6 **ENCOURAGE** civil society and local communities to provide an enabling environment for women who aspire to train for, and work in, the maritime sector;
 - 1.2.7 **UNDERTAKE** to work with government entities, development partners, international and regional organizations to identify and collect relevant data and statistics on women employed across the different areas of the maritime sector;
 - 1.2.8 **ADVOCATE** for the development and provision of maritime transport services which are energy efficient to remote communities and serve the women who are engaged in Small-Medium Enterprises.

ARTICLE 2: DEFINITIONS

2.1 In this Constitution –

- “Associate Member”** means any women in Maritime Association or Corporate Entity or Maritime Administration that is not a Full Member.
- “Executive Committee”** means the Chairperson, Vice-Chairperson, Public Relations & Communications Officer, Coordinator and 2 Members.
- “Full Member”** means the SPC/IMO funded participant (s) nominated to attend the PacWIMA Biennial Meeting by the Maritime Administration of the Pacific Island Member State.
- “IMO”** The International Maritime Organization.
- “Individuals”** means individuals in the maritime sector.
- “Life Member”** means any person elected at a Biennial General Meeting who in the opinion of the majority of those members present and voting, has rendered outstanding service to PacWIMA and the community.
- “Maritime Administration”** means the authority responsible for administering a State’s obligations under IMO.
- “Member”** means any Full Member, Associate Member and Individuals in the maritime sector who has registered and gained membership into PacWIMA as prescribed in **Article 8** including Life Members.

- “Maritime Sector”** means the shipping sector, shipping or maritime sector and actors associated directly with it, such as shipping companies, maritime communications, maritime services including legal services of law firms and lawyers, maritime education and training, authorities, and organizations and Associations.
- “PacWIMA”** means Pacific Women in Maritime Association.
- “Pacific Island Member State”** means the countries and territories listed in **Annex 1**.
- “Quorum”** The minimum number of members required for the PacWIMA to officially conduct business and to cast votes. The required minimum quorum for holding Biennial and General Meetings, conducting business and casting votes will be 75 percent (3/4) of PacWIMA.
- “SPC”** means the Pacific Community.
- “Trustee”** means the Trustee as defined in the Charitable Trusts Act of Fiji (Cap 67).

ARTICLE 3: PURPOSE

- 3.1 The purpose of the PacWIMA is to enable the visibility of women in the maritime sector and connect, educate and inspire women and promote female maritime professionals in the Pacific.
- 3.2 PacWIMA aims to increase the involvement of women in the Pacific maritime sector by creating a platform and forum to:

- 3.2.1 Advocate gender equity.
 - 3.2.2 Promote education, training and career opportunities for women.
 - 3.2.3 Recognize the social responsibilities relating to women.
 - 3.2.4 Promote cooperation, friendship and understanding through the exchange of knowledge and the dissemination of information.
- 3.3 In realizing these aims, PacWIMA will ensure that they are concerned with the general welfare of the Pacific women in the maritime community.

ARTICLE 4: OBJECTIVES AND MOTTO

- 4.1 The objectives of PacWIMA are to:
- 4.1.1 Create a regional network for women from PacWIMA and women involved in other internationally recognized female Associations in the maritime sector.
 - 4.1.2 Improve levels of competency by focusing on education and knowledge by strengthening educational and training opportunities in the region and international maritime sector.
 - 4.1.3 Be recognized by IMO and enjoy the same status as IMO Regional Support Networks with a view of creating mutual support and sustainability.
 - 4.1.4 Establish partnerships with international and regional organizations, such as IMO, SPC and other government agencies, private companies and regional groups in the implementation of its purpose.
- 4.2 PacWIMA's motto is to be the "*Compass of Innovation and Success*".

ARTICLE 5: ORGANIZATIONAL STRUCTURE

- 5.1 PacWIMA will be comprised of the:
- 5.1.1 Executive Committee;

- 5.1.2 Full Members;
 - 5.1.3 Associate Members;
 - 5.1.4 Individuals in the maritime sector; and
 - 5.1.4 Life Members.
- 5.2 The Executive Committee shall have the power to appoint Standing Committees or any other Committee deemed necessary and may delegate and assign to such Committees such powers, duties and responsibilities as the Executive Committee shall think fit:
- 5.2.1 Voting members of Standing Committees must be members of PacWIMA. The various Standing Committees may co-opt two (2) to three (3) non-members as circumstances require.
 - 5.2.2 Potential members of Standing Committees identified shall be endorsed by the Executive Committee.
 - 5.2.3 There shall be not less than five (5) members on each Standing Committee.
 - 5.2.4 The Standing Committees shall not expend any monies or incur any liabilities:
 - 5.2.4.1 other than in accordance with this Constitution; and
 - 5.2.4.2 unless approved beforehand by the Executive Committee.
 - 5.2.5 Each Standing Committee shall keep minutes of all meetings and forward the same to the Executive Committee within 2 days of the meeting.
 - 5.2.6 The Executive Committee shall have the power to co-opt or make further appointments to a Standing Committee from time to time.
- 5.3 Communications between members of PacWIMA may be sustained through Skype, Facebook, email, post or fax.

ARTICLE 6: TRUSTEES

- 6.1 PacWIMA shall have three Trustees who shall hold office until replaced or removed by due resolution at any Biennial General Meeting.

- 6.2 Duties of the Trustees are as defined in the Charitable Trusts Act of Fiji (Cap 67).
- 6.3 Any Trustee of PacWIMA who wishes to resign shall inform the Coordinator in writing.

ARTICLE 7: REPORTING AND ACCOUNTABILITY

- 7.1 PacWIMA's financial year shall be from the 1st day of January to the 31st day of December of each year.
- 7.2 PacWIMA shall furnish to SPC the Biennial Report on its activities which shall contain, amongst other things, the Auditors Report.

ARTICLE 8: REGISTRATION AND MEMBERSHIP

- 8.1 Registration and membership into PacWIMA is open to all Pacific Island Member States as listed in **Annex 1** and Women in Maritime Associations, Corporate Entities, Maritime Administration, Life Members and Individuals in the maritime sector.

8.2 Full Membership

- 8.2.1 Full Membership of PacWIMA is limited to IMO/SPC funded nominees (who attend the PacWIMA Biennial Meeting) of Maritime Administrations of all Pacific Island Member States as provided in **Annex 1**.

8.3 Associate Membership

- 8.3.1 Apart from members who are eligible under Full Membership, the following groups may apply for associate membership of PacWIMA:

8.3.1.1 Women in Maritime Associations;

8.3.1.2 Corporate Entities; and

8.3.1.3 Maritime Administrations that do not fall under the category of Full Membership.

- 8.3.2 Associate members may attend but shall not be entitled to vote at the Biennial General Meetings or Special General Meetings of PacWIMA.
- 8.3.3 Associate members shall not be eligible to hold a position on the Executive Committee but may become a member of a Standing Committee of PacWIMA.

8.4 **Life Membership**

- 8.4.1 PacWIMA may in a Biennial General Meeting elect to Life Membership any woman or member who in the opinion of the majority of those members present and voting, has rendered outstanding service to PacWIMA and the community.
- 8.4.2 Life members may attend but shall not be entitled to vote at the Biennial General Meetings or Special General Meetings of PacWIMA.
- 8.4.3 Life members shall not be eligible to hold a position on the Executive Committee but may become a member of a Standing Committee of PacWIMA.

8.5 **Individuals**

- 8.5.1 Individuals in the maritime sector are eligible for membership of PacWIMA.
- 8.5.2 Individual members may attend but shall not be entitled to vote at the Biennial General Meetings or Special General Meetings of PacWIMA.
- 8.5.3 Individual members shall not be eligible to hold a position on the Executive Committee but may become a member of a Standing Committee of PacWIMA.

8.6 **Subscription**

- 8.6.1 The annual subscription payable to PacWIMA shall be as follows:
 - 8.6.1.1 Full membership – FJD \$200.00
 - 8.6.1.2 Associate membership – FJD \$200.00
 - 8.6.1.3 Individual membership – FJD \$25.00
- 8.6.2 The annual subscription fee shall be paid by the 31st of January of the year in which it is due.

8.6.3 The amount of subscription fee payable after the first year may be varied by PacWIMA at its Biennial General Meeting.

8.7 **Members Obligations**

8.7.1 State Women in Maritime Associations shall provide an annual report on its activities to PacWIMA.

8.7.2 Members shall provide data on female seafarers, women in the maritime industry and related information at the request of PacWIMA.

8.7.3 Full Members who attend the Biennial General Meeting shall be the national focal points (independent or with the Pacific Island Member State Women in Maritime Association). Should a Full Member not be in attendance, the Full Member shall notify PacWIMA of the focal point within 1 month of the Biennial General Meeting.

8.7.4 Members shall act in good faith and in the best interest of PacWIMA.

8.8 The Coordinator shall maintain a Membership Register in which is entered the names of the members:

8.8.1 The Membership Register shall be kept with the Coordinator and regularly updated on the PacWIMA website.

8.8.2 The Membership Register shall have the names of the members entered upon payment of application fee and approval of membership by the Executive Committee.

ARTICLE 9: EXECUTIVE COMMITTEE

9.1 A delegate nominated by a Maritime Administration of a Pacific Island Member State and who attends the Biennial General Meeting is eligible and competent to be nominated and appointed as a member of the Executive Committee based on her individual competence, ability and merits. Accordingly, States cannot object to a delegate, who had been nominated by the Maritime Administration to attend the PacWIMA Biennial General

Meeting, from being appointed to the Executive Committee. This is to ensure and maintain continuity in the membership of the Executive Committee and decision made only in the interest of PacWIMA rather than the States. Furthermore, should the member of the Executive Committee cease employment with the Maritime Administration during the tenure of appointment, such member shall, subject to Clause 9.5, continue in her capacity in the Executive Committee until the next election.

9.2 The Executive Committee shall consist of the following:

9.2.1 Chairperson;

9.2.2 Vice Chairperson;

9.2.3 Coordinator;

9.2.4 Public Relations & Communications Officer; and

9.2.5 2 Members.

9.3 All Biennial General Meetings are to be governed by the Executive Committee.

9.4 Any decisions and acts taken by the Executive Committee are solely based on the best decision and interests of PacWIMA in line with its vision and objectives and shall be regarded as the decisions and acts of PacWIMA.

9.5 The Executive Committee will be elected at the Biennial General Meeting and unless the member has been removed from office, resigns or dies, they will hold office until the next election.

9.6 The Executive Committee shall meet (including through electronic means) at least quarterly, immediately prior to the Biennial General Meeting and at such other time as the Chairperson shall require.

9.7 The Executive Committee shall at its first meeting following the Biennial General Meeting appoint, or confirm the appointment of members of the Standing Committee specified in Clause 5.2.

- 9.8 In the event that a member of the Executive Committee is removed from office, resigns or dies, the Executive Committee shall have the power to co-opt from the Full membership of PacWIMA to fill the vacancy and the person or persons so appointed shall retire at the next Biennial General Meeting of PacWIMA, but shall be eligible for election.
- 9.9 The function and control of the affairs of PacWIMA shall be vested in the Executive Committee subject to the provisions of this Constitution and resolutions made at the Biennial and Special General Meetings of PacWIMA.
- 9.10 The Executive Committee shall have the following powers and shall be accountable to the members for the exercise thereof:
- 9.10.1 Generally to administer and manage the affairs of PacWIMA including the appointment of an Auditor who shall be a Chartered Accountant.
 - 9.10.2 To implement and administer the programmes and objectives of PacWIMA.
 - 9.10.3 To enter into contracts, agreements and Memorandum of Understanding (MOU) provided that such contracts, agreements and MOUs do not conflict with the provisions of this Constitution.
 - 9.10.4 To receive donations and subscriptions (the solicitation of all monies shall not be inconsistent with the provisions of the Constitution).
 - 9.10.5 To purchase, acquire or sell in the name of PacWIMA any real or personal property and to borrow money upon the security of any property of PacWIMA PROVIDED HOWEVER that where the expenditure of funds involved or undertaking exceeds FJD \$10,000.00, the Executive Committee shall consult the members and obtain prior approval by the majority of its members approving such expenditure by majority resolution passed at an Biennial General Meeting or Special General Meeting called for this purpose.
 - 9.10.6 To expend the funds of PacWIMA in a manner as it shall consider most beneficial for the purposes and objectives of PacWIMA and in accordance with the provisions of this Constitution.

- 9.10.7 To make provisions for the signing or endorsing of cheques or other negotiable instruments on behalf of PacWIMA and to open such accounts as the Executive Committee may think fit.
 - 9.10.8 To invest the funds of PacWIMA in such securities for the time being authorized by law for the investment of trust funds in Fiji and from time to time vary any such investment.
 - 9.10.9 To co-opt from time to time persons with special expertise to serve on the Executive Committee or any Standing Committee upon such conditions as the Executive Committee may determine. Their appointments shall be reviewed annually at the first Executive Committee Meeting following the Biennial General Meeting.
 - 9.10.10 To undertake appropriate programmes, projects and activities which conform to the spirit, aims and objectives of PacWIMA.
- 9.11 The duties of the Executive Committee are to:
- 9.11.1 To act in good faith and in the best interests of PacWIMA.
 - 9.11.2 Exercise their powers for a proper purpose.
 - 9.11.3 Comply with the Charitable Trusts Act of Fiji (Cap 67) and Constitution of PacWIMA.
 - 9.11.4 Avoid reckless trading by carrying out the business of PacWIMA in a manner that does not create a substantial risk of serious loss to PacWIMA's creditors.
 - 9.11.5 Not agree to PacWIMA incurring obligations where there are no reasonable grounds to believe that PacWIMA will be able to perform the obligation when required to do so.
 - 9.11.6 Refrain from disclosing or making use of information obtained in her capacity as a Member of the Executive Committee other than for the purposes of PacWIMA.
 - 9.11.7 Exercise reasonable care, diligence and skill.
- 9.12 In relation to conflict of interest:
- 9.12.1 A member of the Executive Committee must not place herself in a position where their personal interests may conflict with the interest of PacWIMA.

- 9.12.2 A member of the Executive Committee who has a continuing conflict of interest of a material nature should consider resignation as a Member of the Executive Committee of PacWIMA.
- 9.12.3 A member of the Executive Committee has a duty to disclose any conflict of interest and refrain from participating in the consideration of any matter in which the member has a conflict of interest.
- 9.12.4 A member of the Executive Committee is required to disclose to the Executive Committee any interest in a transaction or proposed transaction with PacWIMA from which the Member of the Executive Committee or her parent, sibling, spouse or child will or may derive a material financial benefit.
- 9.12.5 The member of the Executive Committee must disclose the nature and extent of the interest and, if quantifiable, the monetary value.
- 9.13 A member of the Executive Committee shall not accept a personal commission, gift or profit which arises in connection with her position as a member of the Executive Committee. A member of the Executive Committee must ensure that any such benefit gained through PacWIMA activities goes to PacWIMA and not to herself.
- 9.14 In terms of confidentiality:
- 9.14.1 All matters concerning PacWIMA which are not known to the general public are confidential. Members of the Executive Committee must not use the confidential information for their personal advantage.
- 9.14.2 The rules regarding confidential or insider information also apply after the member of the Executive Committee has either left or been removed as a member of the Executive Committee of PacWIMA.
- 9.14.3 The office of a member of the Executive Committee carries with it both legal and moral responsibilities. The legal responsibilities are addressed in legislation and common law, whereas best practice extends to include moral responsibilities.

ARTICLE 10: EXECUTIVE COMMITTEE POSITION DESCRIPTION

Clause 10.1 – 10.5 is not exhaustive. The detailed descriptions of the Executive Committee's responsibilities and functions are listed in Annex 2.

10.1 The Chairperson:

10.1.1 The Chairperson of PacWIMA will preside over all Executive, Biennial General Meetings and Special General Meeting when present and shall be an ex-officio member of all Standing Committees and shall have general and active management responsibilities and shall see that all resolutions of the Executive Committee are carried into effect.

10.1.2 Shall be the official spokesperson of PacWIMA and in performing this role will be responsible for creating, communicating, and implementing PacWIMA's purpose, objective, and overall direction.

10.1.3 Will be responsible for leading, guiding, directing, and evaluating the work of members of the Executive Committee.

10.1.4 Shall be responsible for reviewing and implementing strategies and contributing to the development and review of PacWIMA's Strategies and Constitution, in consultation with the Executive Committee and members.

10.1.5 Shall be responsible for ensuring the general health, effectiveness and productivity of PacWIMA.

10.2 The Vice Chairperson:

10.2.1 Shall assist the Chairperson in the general running of PacWIMA and oversee matters in the Chairpersons absence.

10.2.2 The Vice Chairperson may be called upon to perform other duties or responsibilities on instruction from the Chairperson.

10.2.3 Monitoring and evaluation of the progress of PacWIMA's work plan.

10.2.4 Monitoring the progress and performance of projects and provide PacWIMA with status reports reflecting this progression.

10.2.5 Shall automatically assume the office of the Chairperson if the latter office, for any reason, should become vacant.

10.3 **The Coordinator:**

10.3.1 Shall be responsible for recording the minutes of all Biennial and Special General Meetings of PacWIMA and any Meetings of the Executive Committee. The recorded minutes must be sent to all members of PacWIMA.

10.3.2 Keep all records, including financial, of PacWIMA and shall be responsible for their correctness.

10.3.3 Prepare the agendas for all Biennial or Special General Meeting and Executive Committee meetings after consolidating with members of the Executive Committee.

10.3.4 Send notices to the members concerning meetings as instructed by the Chairperson. The Coordinator is responsible for sending any other notices which may be required by the Chairperson.

10.3.5 Shall communicate with international, regional and national organizations to maintain support to PacWIMA.

10.4 **The Public Relations & Communications Officer:**

10.4.1 Shall be responsible for monitoring the public image of PacWIMA and dealing with enquiries from the public, the press, and related organizations.

10.4.2 Provide information about new promotional opportunities and current PR campaigns progress.

10.4.3 Update and maintain PacWIMA's contact details on all relevant media platforms.

10.4.4 Designing, writing and/or producing presentations, press releases, articles, leaflets, 'in-house' journals, reports, publicity brochures, information for web sites and promotional videos.

10.5 **The Two (2) Members:**

- 10.5.1 Shall be responsible for developing, coordinating and administrating programs within the area of sustainability of PacWIMA.
- 10.5.2 Will be responsible for encouraging and facilitating sustainability programs initiated by members of PacWIMA.
- 10.5.3 Shall foster and coordinate new ideas and concepts for sustainability programming themes and identify materials and resources to supplement, expand or replace existing sustainability programming.
- 10.5.4 Shall be co-opted by the Chairperson, Vice-Chairperson, Coordinator and Public Relations & Communications Officer to assist with their functions.

ARTICLE 11: ELECTIONS

- 11.1 Only a Full Member is qualified to be elected as a member of the Executive Committee.
- 11.2 The elections for the Executive Committee of PacWIMA shall be conducted in the following manner:
 - 11.2.1 The Executive Committee shall be nominated by the Full Members of PacWIMA present at the Biennial General Meeting at the time of elections.
 - 11.2.2 The membership of a nominee must be valid for the preceding year prior to elections and during the year of the elections.
 - 11.2.3 The membership of the nominating and seconding members must be valid for the preceding year prior to elections and during the year of the elections and such members shall be from another Pacific Island Member State from the nominee.
 - 11.2.4 Voting for the Executive Committee shall be by consensus at the Biennial General Meeting and is limited to Full Members only with 1 vote per Pacific Island Member State.
 - 11.2.5 The results of the elections for the Executive Committee shall be announced during the Biennial General Meeting.

11.2.6 Where there is a tie between two nominees, the Chairperson shall have a second casting vote. In the event the Chairperson or the Vice Chairperson is one of the nominees, then the Coordinator shall have a second casting vote.

11.2 The rules regarding nomination above do not apply to the election of the Executive Committee of PacWIMA at the Meeting in Tonga in April 2016.

ARTICLE 12: TERMINATION OF MEMBERSHIP

12.1 Any member of PacWIMA may resign their membership in writing by giving the Coordinator of PacWIMA written notice to that effect.

12.2 The Executive Committee may by resolution passed at an Biennial General Meeting terminate or suspend the membership of any member, if their conduct is:

12.2.1 Prejudicial to the interests and objectives of PacWIMA; and

12.2.2 Not in accordance with the purpose and objectives of PacWIMA.

12.3 Prior to the termination / removal from office or suspension of membership, the member shall have the right to hear the reasons for termination or suspension of their membership or removal from office. The member will be given the opportunity to be heard by the Executive Committee at a hearing prior to the Biennial General Meeting before the matter is voted on:

12.3.1 A meeting will be held for the member to hear reasons for termination or suspension of their membership within 10 working days of notification of the termination or suspension.

12.3.2 At the meeting, the Executive Committee shall explain to the member the reasons for their termination or suspension.

12.3.3 The member must be given the opportunity to answer any allegations which have been made against him or her.

- 12.3.4 The member must be given the opportunity to ask any questions, present evidence and call on any relevant witnesses to the meeting.
- 12.3.5 If any witnesses have been called upon, the member must be given advance notice, within 5 working days, before the meeting to the Executive Committee of his or her intention to do this.
- 12.4 Membership will be terminated and / or a member will be removed from office or suspended if no less than 75 percent (3/4) of the quorum are present at the Biennial General Meeting, vote in support of the termination of membership or removal from office or suspension.
- 12.5 If a member is of the opinion that their termination / removal from office or suspension was unfair they will have the right to appeal to an independent arbitrator appointed within 10 working days of the Appeal being lodged to the Executive Committee, by mutual agreement between the member and PacWIMA:
- 12.5.1 The Appeal hearing must be held within 5 working days of the appointment of the independent arbitrator.
- 12.5.2 The independent arbitrator must not have been involved in the process prior to the Executive Committee's decisions being made or party to making the decision.
- 12.5.3 The mutually nominated independent arbitrator must ensure that s/he receives the minutes of the prior meetings or hearings relevant to the decision. S/he must inform both the member and the Executive Committee of the date and time of the Appeal Hearing.
- 12.5.4 The member may request to be assisted by a representative, who shall be a fellow member, at the Appeal Hearing and an interpreter (as applicable).
- 12.5.5 The member must provide the Executive Committee and the independent arbitrator with advance notice that they will have assistance.
- 12.5.6 At the Appeal Hearing, the independent arbitrator must consider the grounds of appeal, the circumstances, new evidence or witness testimony and assess whether

such process was conducted in a procedurally fair manner and whether a substantially fair decision was made.

12.5.7 The independent arbitrator shall inform the Executive Committee of the decision within 5 working days of the Appeal Hearing and the decision shall be final.

12.6 The mode of hearing the appeal may be by way of video conferencing, Skype or other similar mode if the parties are limited by physical distance.

ARTICLE 13: MEETINGS

13.1 Biennial General Meeting

13.1.1 PacWIMA shall be controlled by the Executive Committee and its members in the Biennial General Meeting called by the Executive Committee.

13.1.2 There shall be at least one (1) Biennial General Meeting once every 2 years at a time and place to be notified by the Executive Committee.

13.1.3 The time, place and agenda of the Biennial General Meeting in the form of written notice, communicated by way of email, post and fax or in person, will be sent to all members, at least 60 days in advance, by the Coordinator of PacWIMA.

13.1.4 The Biennial Report and Audited Financial Reports shall be circulated to the members two weeks prior to the Biennial General Meeting. At the Biennial General Meeting, the following business shall be transacted:

13.1.4.1 Receive and consider the Biennial Report of the Executive Committee and PacWIMA.

13.1.4.2 Receive and consider the audited Annual Financial Report from the Coordinator.

13.1.4.3 The appointment of an Auditor, who shall be a Chartered Accountant.

13.1.4.4 The consideration of such other business as may be accepted by permission of the majority of members present and with power to vote at the Biennial General Meeting.

- 13.1.4.5 The membership of any new members to PacWIMA must be confirmed or rejected by the members at the start of the Biennial General Meeting.
- 13.1.4.6 Any motion raised by a member must be transmitted to the Coordinator at least thirty (30) days before the Biennial General Meeting. Any such motion will be circulated to the members of PacWIMA at least ten (10) days before the Biennial General Meeting by the Coordinator.
- 13.1.5 The Chairperson of PacWIMA will chair the Biennial General Meeting.
- 13.1.6 If the Chairperson is unable to chair the Biennial General Meeting, then the Vice Chairperson will chair the Biennial General Meeting.
- 13.1.7 If both the Chairperson and the Vice Chairperson are unable to chair the Biennial General Meeting, then members of the Executive Committee will elect a member of the Executive Committee to chair the meeting.
- 13.1.8 The Chairperson, on discussion with Executive Committee, may invite observers to attend the Biennial General Meeting.

13.2 **Special General Meeting**

- 13.2.1 A Special General Meeting of PacWIMA may be held at any time that the Executive Committee may appoint.
- 13.2.2 A Special General Meeting to be convened by the Executive Committee may be requested by 75% of the Full Members of PacWIMA. The request must be in writing and the purpose of the Special General Meeting must be outlined in the request to be submitted to the Coordinator. Upon receipt of a signed request, the Chairperson shall instruct the Coordinator to call such a meeting within twenty one (21) days of the Coordinator receiving the request. The business to be dealt with at such a meeting shall be limited to the matters stated in the request and notice of such meeting shall be sent to all members fourteen (14) days prior to the holding of the Special General Meeting.
- 13.2.3 Special General Meetings may be conducted by electronic communication.

13.3 Quorum

- 13.3.1 The quorum at the Biennial and Special General Meetings of PacWIMA shall consist of 75% of the Full Members.
- 13.3.2 The quorum for other meetings shall be as follows:
- 13.3.2.1 Executive Committee: 4 members of the Executive Committee;
 - 13.3.2.2 Standing Committee: 75 per cent of the members.
- 13.3.3 No business may be conducted at a Biennial or Special General Meeting unless a quorum of members is present when the meeting proceeds to business.
- 13.3.4 If a quorum is not present within 30 minutes after the time fixed for a Biennial General Meeting or Special General Meeting called on the request of members of the Executive Committee or PacWIMA, the meeting lapses.
- 13.3.5 If a quorum is not present within 30 minutes after the time fixed for a Biennial General Meeting or Special General Meeting called other than on the request of members of the Executive Committee or PacWIMA, the meeting is to be adjourned to:
- 13.3.5.1 The same day, time and place in the next week; or
 - 13.3.5.2 A day, time and place decided by the Executive Committee.
- 13.3.6 If at an adjourned meeting, a quorum is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- 13.3.7 The Chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 13.3.8 If a meeting is adjourned, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 13.3.9 The Coordinator is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 13.3.10 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- 13.3.11 In this rule: - "member" includes a person attending as a proxy that is a member.

13.4 Voting at Biennial and Special General Meetings

- 13.4.1 Decision-making shall be by consensus except where a secret ballot is called for by this Constitution.
- 13.4.2 The method of voting at all meetings of PacWIMA shall be on the voices, show of hands unless a secret ballot is requested by a member present and voting.
- 13.4.3 A Full Member who is entitled to vote at a Biennial General Meeting or Special General Meeting may vote in person or by proxy and on a show of hands. Every person present who is a Full Member or a representative of a Full Member shall have one vote and in secret ballot every Full Member present in person or by proxy shall have one vote:
- 13.4.3.1 The instrument appointing a proxy (**Annex 3**) shall be in writing, in the form under the hand of the appointer. A proxy must be a voting member of PacWIMA. The instrument appointing a proxy shall be deemed to confer authority to cast a vote.
 - 13.4.3.2 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in accordance with **Annex 3**.
 - 13.4.3.3 The instrument appointing a proxy shall be deposited with the Coordinator at least ten (10) days prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposed to vote by proxy and will be verified with the scrutineers prior to the voting;
- 13.4.4 A matter will be decided upon if a majority of votes cast by the Full Members of PacWIMA are in favor of the matter.
- 13.4.5 In the case where equal votes have been cast, then the individual chairing the meeting will, only for the purpose of breaking the deadlock, be given a second casting vote.

- 13.5 Any member of PacWIMA can request to see the records of PacWIMA at any time provided that ten (10) days' notice has been given to the Executive Committee. The records include the Minutes of the Meetings and Financial records.
- 13.6 The Minutes of the proceedings of every Executive Committee meeting shall be taken and circulated to each member.

ARTICLE 14: AMENDMENTS TO THE CONSTITUTION

- 14.1 The Provisions of the PacWIMA Constitution can be amended by vote at a Biennial General Meeting.
- 14.2 All members must be notified at least 30 days before the Biennial General Meeting at which there will be a motion to amend the Constitution.
- 14.3 Valid reasons must be submitted in writing to all members of PacWIMA explaining the purpose of amending provisions of the Constitution.
- 14.4 The Constitution may be amended by no less than seventy five percent (two - thirds) of the votes cast by members of PacWIMA in good standing and in attendance at the Biennial General Meeting.

ARTICLE 15: CONTRIBUTION

- 15.1 Any additional fund required for special purposes may only be raised from members with the consent at the Biennial General Meeting.
- 15.2 PacWIMA may accept subscriptions, donations, gifts and endowments and to make drives for funds by way of appeals to the public and promoting events and other forms of entertainments subject to approval from the relevant authorities.
- 15.3 Any contributions and / or gifts shall be the property of PacWIMA.

ARTICLE 16: INTERPRETATION

- 16.1 In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Executive Committee shall have power to use its own discretion.
- 16.2 The decision of the Executive Committee shall be final unless it is reversed at the Biennial General Meeting.

ARTICLE 17: DISSOLUTION

- 17.1 PacWIMA may discontinue its operations, settle its affairs, and voluntarily dissolve upon the affirmative vote of not less than seventy five percent (two thirds) of the votes entitled to be cast by its members present in person or by proxy at the Biennial or Special General Meeting.
- 17.2 PacWIMA shall designate a committee of three of its members, who shall on behalf of PacWIMA and within the time fixed in their designation, or any extension thereof, liquidate PacWIMA's assets, pay its debts and expenses.
- 17.3 The Coordinator shall be involved in the dissolution and winding up of PacWIMA.

THIS CONSTITUTION WAS ADOPTED BY PACWIMA ON 13TH SEPTEMBER 2016.



**MAVIS JOSEPH
CHAIRPERSON**



**DINAH OMENEFA
VICE CHAIRPERSON**



**SIDNEY LUI-IKIUA
COORDINATOR**



**JORDANNA MAREKO
PUBLIC RELATIONS &
COMMUNICATIONS OFFICER**



**TANNY SAEPIO
MEMBER**



**KELELA TONGA
MEMBER**



PACIFIC WOMEN IN MARITIME ASSOCIATION

PACIFIC ISLAND MEMBER STATES

1. American Samoa
2. Cook Islands
3. Federated States of Micronesia
4. Fiji
5. French Polynesia
6. Guam
7. Kiribati
8. Marshall Islands
9. Nauru
10. New Caledonia
11. Niue
12. Northern Mariana Islands
13. Palau
14. Papua New Guinea
15. Pitcairn Islands
16. Samoa
17. Solomon Islands
18. Tokelau
19. Tonga
20. Tuvalu
21. Vanuatu
22. Wallis & Futuna



EXECUTIVE COMMITTEE POSITION DESCRIPTION

1. CHAIRPERSON

The responsibilities of the **Chairperson** include the following:

- a. Presiding over all Executive, Special and Annual General Meetings when present and shall be an ex-officio member of all Standing Committees and shall have general and active management responsibilities and shall see that all resolutions of the Executive Committee are carried into effect.
- b. Being the official spokesperson of PacWIMA and in performing this role will be responsible for creating, communicating, and implementing PacWIMA's purpose, objective, and overall direction.
- c. Leading, guiding, directing, and evaluating the work of members of the Executive Committee.
- d. Shall have the authority to fill vacant Executive Committee positions by appointment. Appointments into vacant positions shall be reviewed by members of the Executive Committee.
- e. Shall be responsible for calling meetings of the organization.
- f. May select the matters to be addressed and/ discussed in the next Annual General Meeting Agenda.
- g. Shall delegate event-planning responsibilities to the Executive Committee members or members and determine what events will be sponsored each year. Events selected to be sponsored may be reviewed by members of the Executive Committee.
- h. Implementing the work plan that guides the direction of PacWIMA.
- i. Overseeing the complete operation of PacWIMA in accordance with the direction established in its objectives and purpose.
- j. Maintaining awareness of PacWIMA in the international Maritime Sector, opportunities for expansion and ensuring that PacWIMA's purpose and objectives reflect new industry developments and standards.
- k. Responsible for ensuring the general health, effectiveness and productivity of the organization.
- l. Contributing to the development and review of PacWIMAs Strategies and Constitution, in consultation with the Executive Committee and members.

- m. Providing information and advice to PacWIMA on legislative provisions which may affect the Executive Committees powers, operations and responsibilities.
- n. Guiding policy development aimed at ensuring that the members of PacWIMA fulfill their commitments.
- o. Encouraging the members and the Executive Committee of PacWIMA to be credible and accountable in completing all tasks and responsibilities in their respective roles.
- p. Leading development of PacWIMA's policy and advocacy strategies.
- q. Monitoring any developments in international maritime policy and provide regular updates to support PacWIMA's members to engage with major maritime issues effecting the role of women in maritime education and training and nondiscrimination programs.
- r. Responding to external policy developments and opportunities relating to the purpose and objectives of PacWIMA.
- s. Coordinating the elections, announcing the new Executive Committee Biennially.
- t. Contributing to the development of strategies which will enable the PacWIMA to be adequately resourced to undertake appropriate roles and responsibilities and to deliver efficient and effective services to its members and others involved in the Maritime Sector.
- u. Assisting in the progression of enhanced relationships between the PacWIMA and other organizations within the Maritime Sector.
- v. Providing timely and accurate advice and information to PacWIMA.
- w. Undertaking research and assisting in the preparation of responses, submissions and reports on matters relating to matters of PacWIMA.
- x. Contributing to the coordination of major events and conferences held by PacWIMA.
- y. Monitoring and evaluating program effectiveness, document performance trends, and recommend and implement modifications to improve program effectiveness.
- z. Attending professional meetings as appropriate; interface with external organizations in the maritime sector to ensure cooperative efforts are enhanced and available resources are utilized.
- aa. Assisting with the development of papers, briefings, reports or project briefs.

2. VICE CHAIRPERSON

The responsibilities of the **Vice Chairperson** shall include the following:

- a. Assisting in carrying out the duties of the Chairperson as may be required by the Chairperson.
- b. Assisting the Chairperson in the general running of PacWIMA and oversee matters in the Chairpersons absence.
- c. Presiding at any Executive, Special or Annual General Meeting where the Chairperson is absent.
- d. Automatically assuming the office of the Chairperson if the latter office, for any reason, should become vacant.
- e. Shall have the responsibility to review the state of the physical facility and property held by PacWIMA for its use and to determine any existing needs, maintenance, development and any other aspects concerned with any facility and any property.
- f. Managing project deliverables in line with the work plan.
- g. Ensuring that the project is delivered on time, to budget and to the required quality standard.
- h. Monitoring the progress and performance of any projects and provide PacWIMA with status reports reflecting this progression.
- i. Managing, allocating and utilizing resources in an efficient manner and maintaining a co-operative, motivated and successful team.
- j. Managing co-ordination of the partners and working groups engaged in project work.
- k. Soliciting members of PacWIMA to serve in a Committee.
- l. Monitoring and evaluation of the progress of PacWIMA's work plan.

3. COORDINATOR

The responsibilities of the **Coordinator** shall include:

- a. Recording the minutes of all Annual and Special General Meetings of PacWIMA and Meetings of the Executive Committee. The recorded minutes must be sent to all members of PacWIMA.
- b. Keeping all records, including financial, of PacWIMA and shall be responsible for their correctness.

- c. Maintaining a file of such minutes, as approved by PacWIMA members, in good order and for transfer to the next elected Coordinator for continuity of the affairs of PacWIMA.
- d. Keeping minutes of all Annual, Special and Executive Committee meetings and shall maintain an up-to-date Register of Members at all times.
- e. Preparing the agendas for all Annual or Special General Meeting and Executive Committee meetings after consolidating with members of the Executive Committee.
- f. Sending notices to the members concerning meetings as instructed by the Chairperson. The Coordinator is responsible for sending any other notices which may be required by PacWIMA.
- g. Maintaining copies of the Constitution and amendments thereto with appropriate dates, the reports of Committees, and other relevant documentation of PacWIMA. These files must be retained in good order by the Coordinator until the election of the new Coordinator is made.
- h. If the Coordinator is unable to attend an Annual or Special General Meeting or the Executive Committee Meeting, the Executive Committee may appoint an Acting Coordinator for that meeting and the Acting Coordinator must assume all responsibilities of the Coordinator for the purpose of the Meeting held.
- i. Keeping all funds and collecting and disbursing all moneys on behalf of PacWIMA and keeping an accurate account of all monetary transactions and shall be responsible for their correctness.
- j. Keeping record of any sponsorships and other financial support received by PacWIMA.
- k. Maintaining all bank records and reporting the bank finances of PacWIMA to the Executive Committee as directed.
- l. Communicating with international, regional and national organizations to maintain support to PacWIMA.

4. PUBLIC RELATIONS & COMMUNICATIONS OFFICER

The responsibilities of the **Public Relations & Communications Officer** shall include:

- a. Being responsible for monitoring the public image of PacWIMA and dealing with enquiries from the public, the press, and related organizations.
- b. Providing clients with information about new promotional opportunities and current PR campaigns progress.
- c. Updating and maintaining the PacWIMA's contact details on all relevant media platforms.
- d. Analyzing media coverage of the PacWIMA.
- e. Commissioning or undertaking relevant market research.
- f. Designing, writing and/or producing presentations, press releases, articles, leaflets, 'in-house' journals, reports, publicity brochures, information for web sites and promotional videos.
- g. Planning and organizing events hosted by the PacWIMA and ensure that they are well planned and efficiently run.
- h. Planning the theme, time, date and venue for the event and consult this information to the Coordinator, as the Coordinator need to ensure that all interested persons, organizations and members of PacWIMA have received invitations and are aware of the event.
- i. Selecting the entertainment and food to be served at the event once the venue for the event has been established.
- j. Negotiating the type and costs of services to be provided, in line with a budget, to be consulted with the Coordinator.
- k. Setting up registration tables for conferences as well as meeting rooms, reception areas and meals.
- l. Finding solutions to any problems that arise concerning services or programs provided.
- m. Ensuring that any equipment and technology is set up properly for a formal presentation to be delivered by PacWIMA.
- n. Soliciting and invite members to be serve on a Committee and assist with upcoming events.

5. 2 MEMBERS

The Responsibilities of the **2 Members** shall include:

- a. Developing, coordinating and administrating programs within the area of sustainability of PacWIMA.
- b. Being responsible for encouraging and facilitating sustainability programs initiated by members of PacWIMA.
- c. Fostering and coordinating new ideas and concepts for sustainability programming themes and identify materials and resources to supplement, expand or replace existing sustainability programming.
- d. Shall be co-opted by the Chairperson, Vice-Chairperson, Coordinator and Public Relations & Communications Officer to assist with their functions.



Proxy Form

Pacific Women in Maritime Association

I,..... of
....., being a member of the
above named Association, hereby appoint

.....of
.....,as my proxy vote to
vote for me on my behalf at the Annual/Special General Meeting of the Association, to be held on
the ____ day of _____, 20____, and at any adjournment thereof.

Signed this day of, 20.....

Signature