

1.0 Name and Definitions

In this section general information will be given about the association such as the name, address and operating area

1.1. Name

Choose a name that is simple, reflects the region in which it will encompass and its purpose.

e.g.:

- West Coast Whale Watch Association.

If it is likely that an abbreviation of the name will be often used, then identify this here.

e.g.:

- West Coast Whale Watch Association, abbreviated to WCWWA.

1.2. Address

- If the Whale Watch Association has a physical office this should be used at the address.
- If No physical office is selected, the address of the Chairperson should be used.

1.3. Extent

This is a description of the area in which the Association will operate; it is also possible to use a map to indicate the area of operation

1.4 Definitions pertaining to the Association

Here a clear explanation will be given of a number of terms used connected to the association

e.g.:

- a) **Operator:** The company that facilitates the whale watching activity.
- b) **Whale Watching:** The practice of observing whales and dolphins and other cetaceans in their natural habitat. Whale watching is mostly an organized tourism activity, but it can also serve scientific and/or educational purposes.
- c) **Member:** The company/operator wishing to join is represented as 1 member only irrespective of number of staff members involved.

2.0 Mission and Objectives

In this section it will be outlined what the Mission and Objectives of the Association are. It is important that this section is very clear as this is the foundation of your Association and will be referred to at all times.

2.1. Mission:

This is your long-term goal.

e.g.:

- To enhance the whale watching industry in the region of XXX in a manner that increases the sustainability of the industry and the welfare of the cetaceans.

2.2. Objectives

These should represent a breakdown of specific goals that help to achieve the Associations overall Aim.

e.g.:

- Agree to and adhere to a scientifically and industry led set of best practice guidelines for whale watching.
- Implement a standardised long-term monitoring program.
- Collaborate with research, education and other organisations and infrastructure which are concerned with the protection and conservation of Marine Mammals and the education of people to ensure this.

3.0 Membership

In this section it will be outlined who can apply as a member of the Association and what they have to comply to. It is possible to have different categories of memberships; this must be decided within the association.

3.1. Members

In this section a description should be given of the people or groups that can become members

e.g:

- Whale watching organizations operating in the area
- NGO's involved in cetacean conservation in the area
- Scientific institutes involved in scientific studies of cetaceans in the area
- Individuals with a great interest cetaceans

3.2. Membership Categories

This section is optional and depends on the decision made by the Association. It is possible to have different membership levels where the members have different levels of involvement. It can also be decided to establish different membership fees for the different membership levels.

e.g:

- Memberships for operators, these must adhere to the rules and regulations developed by the association.
- Memberships for Scientific Institutes and NGO,s, these need not to apply to rules and regulations, they can provide information and assistance to the association and the operators it is therefore advisable to charge them a lower or no fee
- Individual memberships for interested citizens who support the association by performing voluntary tasks, it is advisable to charge a lower fee for individual members

3.3. Membership Fee

In this section a description will be given how the height of the membership fee was established, when the membership fee must be transferred to the association and to which purpose the money collected from fees will be used by the association.

e.g:

- Members should pay a fee to be in the Association. This fee should be appropriate in relation to the income of the operators in the region or the membership category (see section 3.2).
- Membership fees should be non-refundable unless in exceptional circumstances.
e.g.: Whale watching operator has stopped operating
Scientist that has switched working fields
In case of death
- Membership fees must be payable within 30 days of membership start or renewal date. Committee members will give a formal written warning if membership is not paid within this time. Committee members can suspend membership if membership fee is not paid within 14 days of written warning.
- Membership fees may be changed by way of vote at an Annual General Meeting. A 75% majority vote is needed to make such changes,
- The money collected from member fees will be used to fund administrative processes of the Association, including wages for a staff member (e.g. Committee Secretary) if needed.
- Additionally fee money should be used to further the aims of the Association for example by development of educational materials, background research etc.

3.4 Application process

In this section it should be described:

- 1) how interested parties can apply to become a member
- 2) Which criteria members must meet before being able to become a member.

e.g 1:

- At the time of the Association incorporation, members need not apply but must meet the outlined criteria
- Once the Association is established, new members should apply in writing to the Board and should agree to comply and work towards the associations' missions and objectives.
- Board Members should vote on any new member – a quorum should be decided upon for example 75%
- No member can be rejected due to political, ethnic, religious or personal reasons.
- A potential member must meet the following criteria before applying:

e.g. 2:

- Be the owner, operators, lease proprietor or authorised representative of a whale watching company (see **Section 1.3.** for definition).

- The company applying must be located within the geographic boundaries as set by the Association.
- Hold the necessary legal approvals to perform their operation including the correct skipper licence for the vessel used where appropriate.
- Be an (scientific) institution or NGO with projects related to whale watching that have a focus on cetaceans in the area of operation
- Be an individual with an interest in the work of the Association

3.5. Duration of Membership

In this section the duration of membership will be described and how this duration was decided upon. The duration of membership may vary depending on the type of membership.

It is advisable to at least offer new members an initial yearly membership.

The advantage of offering a yearly membership is that each consecutive year, members can be assessed to see if they still meet the requirements of the association.

The downside is that each year members have to actively decide if they would like to remain a member and transfer the membership fee.

e.g:

- After membership has been approved it will continue unless, ended by member itself or the association (as outlined in section 3.7)
- A Membership lasts for 1 year unless ended by member itself or the association (as outlined in section 3.7). When the membership is due for renewal, payment and approval must be renewed to become a member for the next year.

3.6. Membership commitments

In this section it must be outlined what the responsibilities and commitments of the members are, these may vary depending on the level of membership if applicable

e.g:

- Follow the code of conduct as developed by the Association
- Actively take part in education of passengers during whale watching tours
- Improve levels of sustainability of tours where possible
- Contribute to scientific knowledge of wildlife in the area
- Contribute to protection of wildlife in the area

3.7. Voting rights

In this section the voting rights of different members and the board members will be described

e.g.:

- It is recommended that all members, including committee members have equal voting rights. Each member has one vote only, irrespective of number of staff members involved.

3.8 Ending the membership

In this section it will be described

- 1: How the Association can end the membership of one of the members by disciplinary procedure
- 2: How members can end their own membership

1: A member can be expelled by the Board for various reasons that have made the Board deem the member unfit

e.g.:

- A member has repeatedly acted against the missions and objectives of the association
- A member has been found to have violated a legislation of importance to the aims of the Association
- Member company is no longer operating in field relevant to the association

In this case the member needs to be informed by written notice from the Board and has a set period of time to respond before being expelled. This must take place in confidentiality.

e.g 2:

- A member wishing to end their membership must notify the Association Board in writing

4.0 Association board

4.1 Board members

In this section the different members of the Board and their responsibilities will be described.

- 1) The board needs to consist of but is not limited to a Chairman, Secretary, Treasurer and Additional officers.

Most commonly a seat on the board is unpaid, however it may be considered to pay expenses of the board member made during activities directly related to the Association.

The tasks of the different board members often consist of, but are not limited to, the following

- Chairman: Head of the board among other responsible for setting the time, date and agenda of meetings, presiding over meetings, checking and signing minutes of meetings
On a committee level the chairman is also responsible for communication with the general board
 - Secretary: responsible for scheduling meetings, record minutes during meetings, drafting correspondence, appropriate filing of documents
 - Treasurer: responsible for the financial management of the Association, responsible for setting budgets for different activities/committees, keeping track of all incoming and outgoing financial activities, preparing an annual financial record, filing financial documents
 - Additional officers eg Committee Secretary, treasurer
- 2) When deemed necessary to further the aims and objectives of the Association, more roles may be allocated by the board members.

These roles shall be defined to meet the current needs of the Association and can be combined where appropriate, but may include:
Website Coordinator, PR / Social media officer, Symposium Secretary, Training & Development Coordinator, Grants Officer, Volunteer Coordinator.

Examples of the tasks of the most common extra allocated roles are described below

- Website coordinator: Updating the website and its content
- PR / Social media officer: Providing information about the Association to potential members but also the general public, Putting messages and updates about the Association on various social media platforms, developing information leaflets, performing interviews with media sources such as newspapers, radio-stations and tv channels,
- Training & Development Coordinator: Providing training to people within the association but possibly also members of the public
- Grants / Fundraising officer: Seeking and identifying potential grants, writing grant proposals, development of fundraising activities
- Volunteer coordinator: Recruiting potential volunteers, maintaining contact with volunteers, training volunteers, keeping track of tasks performed by volunteers

4.2. Election Process

In this section the election process of the Board Members will be described. There can be different manners in which candidates for the different positions in the Board are being proposed. It is most common that the selected candidates are announced before the election takes place.

e.g.:

- A candidate for a position in the board is proposed by (a) member(s)
- A candidate will put him or herself forward as a candidate for a position

The first election of Board Members should occur at the first Annual General Meeting with founding members. Successive elections of Board Members and officers should occur at the Annual General Meeting. It is advisable to decide on a minimum number of members that must be present to vote during the election.

4.3 Period of office

In this section it will be outlined how long the different members of the Board will hold their position, there are different time frames possible and these time frames may also differ for the different positions in the board.

e.g.:

- A board member will hold its position for at least the period between elections unless their position is terminated due to reasons such as outlined in section 4.4.
- The election period may differ between different members of the board.
The Association must decide a time frame which fits best with the tasks set for the board members within one election period.
- An election for new board members must take place during an Annual General Meeting with a set amount of time in between.
- It is possible to allow for board members to be re-elected, in this case it must be clearly defined how many times a board member is allowed to be re-elected.

e.g:

- A board member may be re-elected for two consecutive years, only unless no other candidate is elected

4.4 Termination of role

In this section it is described under which circumstances the position of a Board Member may be terminated

e.g:

- Board member has failed to attend three consecutive meetings
- Board member has failed to contribute effectively to the furtherance of the aims and objectives of the association (after an appropriate notice of concern and opportunity to address the issue). ^[11]_[SEP]
- In event of death

4.5 Powers of the Board Members

In this section it is described what the powers of the board members are, these can differ between the different board members. Therefore it should be specified which board member has which powers

e.g:

- To convene meetings
- To hold and have custody and control of the funds and other property of the Association.
- To open and have custody of a bank account
- To appoint sub-committees and delegate certain of its powers to such sub-committees
- To publish and approve the publication of any newsletter
- To appoint an auditor to audit the Financial accounts and records of the Association (if necessary*), provided that such auditor need not be a qualified Chartered Accountant but may be any person who the Management Committee considers suitably qualified and impartial.
- Subject to the Constitution for the time being in force, to frame and promulgate regulations for the conduct of the business of the Association and to do all other things that it may consider conducive to the interest or good management of the Association or the promotion of its objects.

5.0 Committees

In this section it will be outlined how committees can be established and to what purpose.

5.1 Establishment of Committees

Committees can be formed when deemed necessary by members of the board to further the aims and goals of the Association. Committees usually have a secretary, can operate semi-independent and

have their own meetings. Members of the association can propose themselves as members of a committee.

5.2 Committee Meetings

It is conventional that committee members can set times and dates for the committee to meet. When deemed necessary an Association board member can be present at a committee meeting. These can take place with different periods of time in between. During the AGM the committee should present their progress.

6.0 Meetings

6.1 Annual General Meeting

In this section it will be described A: what the purpose is of the AMG, B: which matters will be discussed during a AMG, C: how it will be organized, who needs to attend and the quorum D: how often the Annual General Meeting (AMG) must take place

A: The purpose of the AMG is to convene with the members of the association and to discuss:

e.g. B:

- Minutes of the previous Annual General Meeting and any special general meetings.
- Annual report of the Committee Members.
- Audited balance sheets and statements of income and expenditure (if necessary*).
- The auditors' report (if necessary *).
- Election of Board Members.
- Any other business which has been placed on the agenda by the Board Members or other Association members.

In these links more information can be found about the purpose and proceedings during the AMG

<https://www.gov.uk/government/publications/charities-and-meetings-cc48/charities-and-meetings>

<https://www2.canterbury.gov.uk/media/203776/annual-general-meetings.pdf>

<http://www.nzindians.org.nz/asp/pdf/ConCom/FS/No%207%20Preparing%20for%20your%20AGM.pdf>

e.g. C:

- The date and time of the AMG will be determined by the members of the board.
- The members of the Association must be informed well in advance of the meeting date, time and location.
- An agenda of the AMG should be send to Association members in advance. Members should also be notified of the possibility and the format in which discussion topics can be submitted
- A quorum must be established in order for a meeting to proceed and a vote to be valid. The quorum must be low enough to meet but high enough to present a reasonable percentage of the members to validate decisions made during the meeting.
In this link tips are given how to determine a valid quorum
<https://www.wikihow.com/Determine-a-Quorum>

e.g. D:

The first AGM must be held within 15 months of incorporation and once in every calendar year but no longer than 15 months after the last proceeding AGM.

6.2 Committee Meetings

In this section it will be described when committee meetings will take place. Committees may be established by board members when deemed necessary to further the aims of the Association, as outlined in section 4.5.

e.g.:

- The committees must meet on a regular basis and report on their actions and progress during the AMG.
- The times and dates for committee meetings can be determined by committee members.
- These meetings can take place with irregular time intervals. On request a board member can be present during a committee meeting.

6.3 Special General Meetings

In this section it is described what the definition is of an: A) Special General Meeting (SGM) and B): when an SGM takes place.

e.g. A):

- An SGM is a meeting called by a member of the Association, meant for all other members of the Association.

e.g. B):

- An SGM must be requested in writing to the Board Members and the request must be signed by a certain percentage of the members.
The meeting must take place within 14 days of the request

6.4 Rules of procedure for meetings

In this section it will be described what the most conventional rules are for the procedure of a meeting. These rules can be adapted when a need arises or when better suited to the meetings run by the Association.

The links below explain more about AGM preparation and procedures

<http://www.nzindians.org.nz/asp/pdf/ConCom/FS/No%207%20Preparing%20for%20your%20AGM.pdf>

<https://www2.canterbury.gov.uk/media/203776/annual-general-meetings.pdf>

http://communitydoor.org.au/sites/default/files/Factsheet_5_Meeting_Formats_and_Procedures.pdf

7.0 Finances

In this section it will be outlined how the finances of the Association can be dealt with. It is very advisable to draw up very clear and extensive agreements when it comes to the finances of the Association. It must be taken into account that it is also advisable to draw up clear agreements in case the Association will be dissolved.

e.g.:

- A bank account can only be opened by the appointed treasurer
- Any bank account must be managed by several members of the board and any transfer must be signed for by all account managers
- A record of all financial transactions must be presented during the AGM

8.0 Property

During its existence it is possible the Association will obtain different types of property. It must be clearly outlined who has the power to acquire and sell property and what will happen to property after dissolution.

e.g.:

- The Board Members shall have the power if authorized by the Association at a General Meeting, in the name of the Association to acquire, sell, exchange, mortgage, lease or take leases on any land or buildings to further the objectives of the Association.
- Any equipment, resources, merchandise, publications and website, etc., purchased or produced for the Association, and records pertaining to the work of and communication with the Association remains the property of the Association and the Board Members will decide who is authorized to hold such property on its behalf. Such property must be surrendered back to the Board Members upon request.
- The Board Members may liquidate any assets of the Association only after a majority vote at a General Meeting of the membership and any surplus (profit) raised, once costs or debts have been paid, must be used to further the objectives of the Association.

9.0 Constitution

9.1 Development of the constitution

This entire template can be used as a guideline to develop a constitution. It is advisable to agree upon a number of people who will draft up the constitution.

The draft constitution can then be presented to the other members/founders of the Association. The document must be signed by several members / founders.

Amendments can be made to the constitution under previously agreed upon terms outlined in section 9.2

9.2 Amendments to the constitution

Amendments can be made to the constitution under previously established conditions.

It is advisable to agree upon these conditions when establishing the constitution.

It is also advisable to decide upon a quorum that must be met when a vote is proposed about an amendment to the constitution.

e.g.:

- This constitution may only be rescinded, amended or added to by a two-thirds majority of votes of members present at an annual general meeting or special general meeting (or other agreed mechanism of communication) provided that a copy of such proposed rescission, amendment or addition has been circulated with the notice of such a meeting and/or proposed changes.

- Thirty (30) days notice of motion must be given to the Honorary Secretary by any five (5) members of any proposed rescission, amendment or addition to the constitution. A copy thereof shall be sent to the members with the notice convening the meeting.

10.0 Dissolution of the Association

10.1 Dissolution procedure

In this section it will be described how the Association might be dissolved

e.g.:

- The Association might be dissolved during an AGM or SGM, called especially for this purpose by the Board members, or a percentage of the Association members.
- All members must be notified in advance of the purpose of the AGM or SGM.
- The dissolution of the Association will only become effective after a majority of the members is in agreement.
- The exact procedure and the percentage of members that must be in agreement must be decided upon with the establishment of the Association.

10.2 Distribution of funds and assets

It can be determined with the establishment what would happen with the funds and assets of the Association when it is dissolved

e.g:

- After dissolution funds and assets of the Association will be distributed to NGO's operating in the area promoting welfare of cetaceans
- Alternatively members of the board can distribute the funds and assets of the Association. In this scenario it is advisable to present the plan for the distribution of assets and funds during an SGM or AGM and have a vote.