**Association**

**\*OFFAP\***

**Observatory of Fauna, Flora and Protected Areas of Togo**

LOGO

**ARTICLES**

**PREAMBLE**

Currently Togo is developing at a rapid pace. In the short term, this development shows positive aspects for the daily lives of many Togolese. But its impacts on the environment are very often very negative and too little considered, which leaves fear a serious ecological and human crisis in the medium term.

The Togolese territory, however, is very rich in natural sites and biodiversity, and is very conducive to hosting sustainable development projects in many economic sectors such as agriculture in many forms, ecotourism or renewable energy. The protection and enhancement of its natural resources (plant and animal) have often been abused over the years, and the unsuitable exploitation of its lands is already showing alarming signs of degradation affecting the balance of wildlife and wildlife. flora, and consequently the sustainability of the quality of life of the populations.

It is in light of this observation that we naturalists and cosmopolitan scientists of good will living in Togo, we constitute an association governed by the law n ° 40-484 of July 1st, 1901 whose content of the statutes follows:

**TITLE I: NAME-SIEGE-DURATION**

**Article 1**: It is constituted between the adherents to the present statutes an apolitical and non-profit organization called "OFFAP": Observatory of Fauna, Flora and Protected Areas.

**Article 2**: Its head office is located in Lomé district Hedzranawoe, 59, 199 LOME TOGO street.Tel: (228) 90 27 52 03/91 12 10 00. It can be transferred, if necessary, to any other place of the territory by decision of the General Assembly.

**Article 3**: The Association is created for an unlimited period.

 **TITLE II: GOAL-OBJECTIVES-MEANS OF ACTION**

**Article 4**: The Association aims to safeguard biodiversity and natural resources in Togo, specifically species and natural sites and / or heritage threatened.

**Article 5**: The association aims to:

* Conduct a review and monitoring of Togo's biodiversity.
* Organize and coordinate the collection and analysis of biological data
* To pool the naturalistic observations to make accessible the relative knowledge of the natural heritage in Togo.
* Participate in programs to safeguard vulnerable species.
* Rehabilitate threatened sites, including sacred forests, and contribute to the development of protected areas.
* Valorize nature and its resources in the context of sustainable development.
* Inform, educate, and train grassroots populations on the conservation and enhancement of environmental resources.
* Support rural populations, specifically those close to protected areas or in relation to the safeguarding of species, by developing income-generating activities.
* Involve local populations in conservation projects for threatened species and sites, and in sustainable socio-economic development projects.
* Promote the development of ecotourism.
* Undertake various consultations in the field of environment and sustainable development.
* To connect naturalists and / or scientists.
* Undertake research on potential biodiversity sites.
* Rehabilitate degraded natural and agricultural sites following human intervention.
* Promoting sustainably profitable agriculture for rural populations and their environment, through the implementation of adapted agricultural practices (agroforestry, associated crops, composting, and irrigation).
* Involve and support young Togolese university students (doctoral students, masters) carrying out research related to biodiversity and the environment by providing them with technical and scientific support.

**Article 6**: To achieve its objectives, the Association intends among other means:

* Collect environmental and naturalistic data.
* Disseminate information on naturalistic observations or scientific data.
* Promote interactions and facilitate exchanges between scientists, amateurs, the administration and the general public.
* Collaborate with public authorities, local authorities, NGOs, national and international associations and institutions and resource persons.
* Standardize, archive and manage biological data collected through conventions or grants.
* Participate and contribute to the promotion of international conventions on biodiversity.
* Write reports
* Raise awareness and train grassroots people (in villages, schools ...).
* Develop and implement projects for local communities.
* Create and manage awareness and protection centers for vulnerable species.
* Organize and guide outings and naturalist trips.
* Train naturalist guides.
* Organize and animate eco-volunteering courses.
* Organize conferences, seminars, seminars, workshops, round tables.
* Organize school events.
* Organize cultural events promoting respect and protection of the environment.

**TITLE III: MEMBERS-METHOD OF MEMBERSHIP-QUALITY OF MEMBER**

**Article 7**: The Association is composed of members:

* Founders.
* Assets.
* Sympathizers.
* Of honor.

**Article 8**: Is a founding member, anyone who took part in the Constitutive General Assembly and whose name appears in the minutes.

**Article 9**: Is an active member, any member willing to:

- Participate fully in the activities of the association;

- To be eligible within the bodies;

- Work towards the achievement of its goals and objectives;

- Participate in the various meetings;

 - Regularly pay contributions \*;

 - To comply with the provisions of the statutes and the rules of procedure.

**Article 10**: A sympathizing member, any natural or legal person sharing the same ideals as the Association who, without being an active member of the Association, undertakes to provide its financial, material, moral and / or technical support in the realization of her goals.

**Article 11**: The quality of Honorary Member is awarded by the General Assembly, on the proposal of the Board of Directors, to any person who has distinguished himself either by his services rendered or by any exceptional action in favor of the objectives pursued by the association.

**Article 12**: A member of the Association, any physical or moral person without distinction of sex, religion, concerned with the justification of the protection and the conservation of the biodiversity and enjoying his civil and moral rights.

 The applicant sends an application for membership to the Board of Directors. After study and favorable opinion, it is invited to register in the register of the Association after payment of the membership fee \*.

**Article 13**: Membership is lost by:

 Resignation

 Exclusion

 Death

\*: Cost of membership and contributions available in Article 5 of the Rules of Procedure

**Article 14**: Any resigning member must refer to the Board of Directors by motivated letter.

**Article 15**: For any reason deemed serious, any member may be expelled from the Association at a General Assembly by a majority of ¾ of the members present at the proposal of the Board of Directors. However, the interested party will be invited by letter and must be able to answer, beforehand, the charges against him before the General Assembly.

**Article 16**: Any member who resigns or is excluded cannot claim a refund of his membership fee or his previous contributions. On the other hand, he must pay any debts he may have incurred vis-à-vis the Association.

**TITLE IV: ORGANIZATION-OPERATION**

**Article 17**: The Association has the following organs:

- The general Assembly;

- Board of directors;

- The Executive Bureau;

- The Statutory Auditors.

**Article 18:** The General Assembly is the supreme authority of the association. It constitutes the universality of the members. It meets in ordinary session once a year upon convocation of the president. It may, however, meet in extraordinary session when circumstances so require. It is competent to:

 - define the main orientations of the association;

 - elect the members of the Board of Directors;

 - appoint the members of the statutory auditors;

 - hear and deliberate on the activity and financial reports of the Board of Directors;

 - exclude any member for any fault considered serious;

 - give discharge to the Board of Directors;

 - vote the budget and approve the program of activities proposed by the Board of Directors;

 - set the contribution rate;

- to modify the statutes and the rules of procedure;

 - dissolve the Association and decide on the destination of its property;

 - decide on the affiliation of the Association to other organizations;

- Rule on all items on its agenda.

**Article 19**: The General Assembly takes its decisions by a simple majority of its members. Voting shall be by secret ballot, by show of hands or by acclamation. The General Assembly can validly deliberate only when the quorum of two-thirds (2/3) of the members is reached. If this condition is not fulfilled, the General Assembly is convened again, with the same agenda, within a period of fifteen (15) days and can validly deliberate regardless of the number of members present.

 **Article 20**: The Association is administered by a Board of Directors of four (4) members elected at General Assembly for a term of five (5) years renewable. It includes:

 - A President

 - A Vice President

 - A Secretary

 - A Treasurer

**Article 21**: The board of directors is the organ of follow-up of the decisions of the General Assembly at the level of the Executive Bureau. He has the most extensive powers to manage all affairs of the Association. It draws up the rules of procedure which it submits for the approval of the General Assembly. It is responsible in particular for:

 - deliberating on the financial and activity reports of the Executive Board;

- make decisions on the problems that arise between two General Assemblies and report to him;

 - vote the budget of the following year;

- propose to the General Assembly new orientations and actions aimed at the aims and objectives of the Association;

- submit to the General Assembly, the annual program of activities;

 - receive and study membership applications and letters of resignation from members;

 - manage the assets of the Association and ensure together with the Executive Office, the proper functioning of banking and financial operations;

 - appoint the Executive Director and draw up the terms of reference and revoke it;

- answer the work of the Executive Board to the General Assembly;

 - open and operate any bank account or current account;

 - take legal action on behalf of the association;

 - create, as necessary, Commissions and Working Groups and ensure their proper functioning;

 - represent the Association before the public authorities and third parties;

 - acquire and exchange any building, contract any loan that does not entail the solidarity guarantee of the members;

 - to draw up the situation reports, the inventories, the balance sheets and the accounts which must be submitted to the General Assembly, to rule on all the proposals to submit to it and to set the agenda of its sessions.

**Article 22**: The Board of Directors meets once a quarter in ordinary sessions. It may, however, meet in extraordinary session when circumstances so require.

It can validly deliberate only if at least two thirds (2/3) of its members are present. Its decisions are made by simple majority.

The Board of Directors may be assisted by members of the Association or any resource person in an advisory and non-deliberative capacity.

**Article 23**: The members of the Board of Directors do not receive any compensation because of their function. However, they are reimbursed for their mission, travel or entertainment expenses.

**Article 24**: Any member of the Association is authorized to carry out a remunerated activity provided that this activity fits with the field of intervention of the OFFAP. It must be mandated by the OFFAP by an Order of Mission from the President or the Executive Director.

**Article 25**: The President is the first person in charge of the Association. It represents it in all the acts of the life and before the thirds and ensures the application of the decisions taken in General Assembly. He convenes and chairs the sessions of the General Assembly and the meetings of the Board of Directors. He signs letters and all contracts and agreements that are in line with the Association. He orders the expenses and signs jointly with the Treasurer and the Executive Director, the checks of the Association and the minutes with the Secretary General.

**Article 26**: The Vice-President replaces the President in the event of his or her absence.

**Article 27**: The Secretary General is the depositary of the archives of the Association. He is responsible for the correspondence and administrative affairs of the Association. He gives the opinions of the various meetings. He prepares, in agreement with the President, the agenda of the meetings and the session of which he writes the minutes. At the end of the term of office of the Board of Directors, he presents a report of activities.

**Article 28:** The Treasurer General is in charge of the collection of the funds of the Association which he manages. He keeps the regular accounts and the accounting documents. He disburses on the order of the President with whom he signs jointly the financial documents of the Association. He is the custodian of the material heritage of the Association. It presents an annual financial report and a financial statement at the end of the Board of Directors.

**Article 29**: The Executive Board is the organ of animation and daily management of the Association. It implements the decisions in accordance with the directives set by the General Assembly and the Board of Directors. It is responsible in particular for:

 - preparing all the proposals to be submitted to the Board of Directors;

 - inform all development bodies of the activities of the Association;

 - prepare a quarterly report of activities to the Board of Directors;

 - develop funding application files.

**Article 30**: The Executive Director is the hierarchical leader of all the staff of the Association. It proposes to the Board of Directors the commitment of the necessary staff. It is responsible for:

 - managing all administrative and financial activities of the Executive Board;

 - To represent the Board of Directors within the limits of the powers conferred upon it;

 - participate in the preparation of the sessions of the General Assembly and the writing of the minutes;

 - Coordinating and managing projects and programs;

 - prepare the activity reports of the Association for the Board of Directors;

 - make suggestions to the Board of Directors regarding the life and activities of the Association;

 - propose a draft budget to the Board of Directors;

- take any decision necessary and useful to the proper functioning of the Association in the interval between meetings of the Board of Directors and report to it;

 - maintain relations with other organizations and institutions;

 - co-sign with the President and the Treasurer General the checks of the Association;

- Sign all contracts and agreements resulting from these allocations.

**Article 31**: The General Assembly elects for a mandate of one year renewable once, two Auditors responsible for:

 - checking the books, the funds, the portfolios and the values ​​of the Association;

- check the regularity and fairness of the inventories and balance sheets as well as the accuracy of the information given on the accounts and the financial situation;

They operate unexpectedly and the Treasurer General is obliged to make available to them all the parts necessary for their work.

They regularly report to the General Meeting any inaccuracies identified in the management act. They submit an annual report to the General Meeting on the basis of which a vote is taken on the Board of Directors.

**TITLE V: FINANCIAL PROVISIONS**

**Article 32**: The resources of the Association consist of:

 - Contributions; -

Offerings, voluntary subscriptions;

 - Loans; - interest earned on investments;

 - Income from its activities;

 - Project financing contracts.

**Article 33**: The President and the Treasurer duly mandated open on behalf of the Association, any account of postal checks or account in bank. Their joint signatures are required for any withdrawal transaction on this account.

**Article 34**: For current expenses, the General Treasurer keeps by roll him a cash fund amounting to twenty thousand (20,000) CFA Francs at the most. Any surplus must be paid into the account of the Association.

**Article 35**: The Association manages the resources made available by the partners in the form of aid for the benefit of development projects previously approved by the donors. In general, these resources will be used to:

 - cover administrative and secretarial costs and remunerate the human resources used technically;

 - fund all activities related to its operation and the promotion of the Association and to achieve its corporate purpose.

**TITLE VI: FINAL PROVISIONS**

**Article 36**: The provisions of the present statutes can be modified only in General Assembly by the majority of the members present on proposal of the Board of directors or at the request of the third at least of the members.

**Article 37**: The Association may be dissolved only in an extraordinary General Assembly specially convened for this purpose by virtue of a decision taken by a majority of ¾ of the members present.

In the event of dissolution, one or more liquidators are appointed who, after clearing the liabilities, allocate the net assets to a charity by decision of the same Assembly.

**Article 38**: The Board of Directors draws up rules of procedure which it submits for the approval of the General Assembly. He will determine if necessary the details of execution of the present statutes.

**Article 39**: The present statutes enter into force as from the date of their adoption.

 Done in Lomé on 05/04/2014 Modified and validated during the General Assembly of 15/02/2016 Modified and validated during the General Assembly of 18/06/2019

  **THE GENERAL ASSEMBLY CONSTITUTIVE**

 **LOGO**