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# CONSTITUTION

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Waridi La Matumaini



WARIDI LA MATUMAINI

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## **PART 1: PRELIMINARY**

### **ARTICLE 1: SHORT TITLE AND COMMENCEMENT**

**1.1** Waridi la Matumaini (WLM)

**1.2** This constitution shall commence its operation upon being registered.

### **ARTICLE 2: INTERPRETATION**

In this constitution, unless the context otherwise requires:

“**Chairperson**” shall mean the Head of the Organization duly appointed by the General Meeting.

“**Executive Secretary**” shall mean the chief Executive office duly appointed by the Board.

“**Treasurer**” shall mean the Treasurer duly appointed the Board.

“**Program Coordinator**” shall mean the person duly appointed by the Management Team to oversee all programs being operated by Area Program Coordinators.

“**Project Manager**” shall mean the person duly appointed by the Management Team to operate a project for WARIDI LA MATUMAINI in a specific location.

“**WLM**” is the short form of Waridi la Matumaini, which is the name of the organization.

“**Founding members**” are the people, who had the idea to establish the organization and agreed on founding a NGO.

### **ARTICLE 3: PREAMBLE**

We, the founding members of **WARIDI LA MATUMAINI**, have come in one mind and for the sole purpose, we are devoted in giving children of Tanzania a fair chance in life and help them to make a good basis for their future, assisting children (from the poor and marginalized households, orphans and vulnerable) found in both urban and remote areas of Tanzania, for the purpose of ensuring that they will be in a position to adequately achieve sustainability.

## **PART 11: CONSTITUTION, DENOMINATION, REGISTRATION, HEAD OFFICE, AREA OF OPERATION**

### **ARTICLE 4: CONSTITUTION**

This constitution shall be cited as the constitution of “**WARIDI LA MATUMAINI (WLM)**”

### **ARTICLE 5: NAME OF THE ORGANIZATION**

**5.1** It is hereby established a Non-Governmental Organization to be known as “**WARID LA MATUMAINI**”

**5.2** Its shortened name will be **WLM** (Hereinafter referred to as the organization).

### **ARTICLE 6: REGISTRATION**

The registration of the WARIDI LA MATUMAINI will be on National level.

### **ARTICLE 7: HEAD OFFICE**

The registered office of the NGO shall be situated in Nyamagana, Mwanza, Tanzania and the official contact address is P.O. Box 10031 or any other place as may be decided by the Board from time to time.

### **ARTICLE 8: AREA OF OPERATION**

The activities of the Organization shall be confined to the Tanzanian mainland and the funds of the Organization shall be applied within this area.

### **ARTICLE 9: CORE VALUES**

WLM shall offer to its members:

- Involvement (of the community, government, like minded organizations)
- Transparency
- Equality
- Independence
- Professionalism
- Integrity
- Commitment and accountability

# **PART 11: VISION, MISSION OBJECTIVES, PROTECTION OF THE ASSOCIATION**

## **ARTICLE 10: VISION STATEMENT**

At WARIDI LA MATUMAINI we offer children not only shelter, but a home. The children are not only taken care of, but are loved. They not only have a place to stay, but a family.

Our vision is to raise the children at WLM to become responsible and important members of the society, so after being raised and getting educated they can stand on their own two feet and live a fulfilled life.

## **ARTICLE 11: MISSION STATEMENT**

WLM is a children home, open to all children in Tanzania. WLM takes care of the orphans, street children, children whose parents have major problems like diseases, drug problems, crimes, serious family conflicts etc. and can't take care of them and we also consider all children in need.

Our aim is to always keep in touch with their families and create the right circumstances so that the children can be re-integrated again in their own families. There will be social workers and councilors taking care on those issue in a more professional way.

We need to orient these children with life skills, education and experience that can enable them to realize their FUTURE potentials and be good citizens for a better country.

## **ARTICLE 12: OBJECTIVES**

The aims and objectives for which WARIDI LA MATUMAINI is established throughout Tanzania shall be to:

- Admit vulnerable children.
- Offer a short-term shelter, daily meals, medical care and other basic needs.
- To empower vulnerable children with education and skills to get them used to routine life.
- Contact parents and relatives and do counselling with both parties.
- Re-integrate children in their own families and support them.
- Nurture children at WLM through a local constant caregiver.
- Create a loving environment to vulnerable children for their bright future.
- Enable vulnerable children to go to schools.
- Build an own day care center for small children
- Facilitate intercultural exchange with volunteers.
- Assist children individually (helping with homework, giving them extra lessons and offering useful leisure activities)

## **ARTICLE 13: APPLICATION OF PENAL CODE AND CONTRAVENING BY-LAWS**

The WARIDI LA MATUMINI shall apply the penal code governing the running of the affairs of the organization and all its members shall be bound by the set of code of conduct and respect to the constitution, its content and context and shall obey the rules, regulations, policies and procedures.

Any person, people, groups or friends of this organization who disobey or contravenes any part or parts shall have contravened the constitution and shall be liable for appropriate measures as defined in this constitution, the penal code shall therefore apply and be enforced.

## **PART 1V: MEMBERSHIP AND TYPES OF MEMBERS**

### **ARTICLE 14: MEMBERSHIP**

The founding members of WARIDI LA MATUMAINI shall not be less than FIVE (5). But membership of WARIDI LA MATUMAINI is open to people, who are qualified to be members.

The following eight people shall be the founding members of the NGO:

#### **PERSONAL DETAILS OF FOUNDING MEMBERS**

**Name:** Anna-Theres Wewerka

**Occupation:** Student

**Address:** Pater-Rupert-Mayer-Straße 25,  
84503 Altötting,  
Germany

**Nationality:** German

**Signature:** 

**Name:** Laurent Masalu Sabini


**Occupation:** Teacher and Administrator


**Address:** P.O. BOX. 960 Mwanza  
+255 754 39 30 63 / +255 782 57 68 30  
[laurent2upendo@gmail.com](mailto:laurent2upendo@gmail.com)


**Nationality:** Tanzanian

**Signature:** 



**Name:** Bernard Sunday Madatta  
**Occupation:** Accountant  
**Address:** P.O. BOX. 11359 MWANZA  
+255 713 200 394 / +255 767 200 394  
[madattab@gmail.com](mailto:madattab@gmail.com)  
**Nationality:** Tanzanian  
**Signature:** 

**Name:** Lea Oettinger  
**Occupation:** Student  
**Address:** Uhlandstraße 11,  
71277 Rutesheim  
Germany  
**Nationality:** German  
**Signature:** 

**Name:** Lisa Aue  
**Occupation:** Chemical Laboratory Assistant  
**Address:** Georgenstr. 4,  
84503 Altötting  
Germany  
**Nationality:** German  
**Signature:** 

**Name:** Papias Syridion Katabaro  
**Occupation:** Bussiness Man  
**Address:** Uhuru MWANZA  
+255 755 020 863

Nationality: Tanzanian

Signature:



**Name: John Mugabe Madatta**

Occupation: Economist

Address: P.O. BOX. 11359 MWANZA  
+255 767 266 771  
[johnmadatta05@gmail.com](mailto:johnmadatta05@gmail.com)

Nationality: Tanzanian

Signature:



**Name: Patricia Paul Buswage**

Occupation: Accountant

Address: P. O BOX 10196, MWANZA  
+255 784 563223 OR +255 756 034034  
[paulp.8481@gmail.com](mailto:paulp.8481@gmail.com)

Nationality: Tanzania

Signature:



## **ARTICLE 15: TYPES OF MEMBERS**

The members of WARIDI LA MATUMAINI shall consist of the following:

- a. **Founding members**, these are the founders of WARIDI LA MATUMAINI;
- b. **Ordinary members**, these are individuals, groups, and other related community-based institutions who are admitted to a membership of WARIDI LA MATUMAINI;
- c. **Honorary members**, these are representatives of the community in which WARIDI LA MATUMAINI works, individual or organization with outstanding contribution to the achievement of WARIDI LA MATUMAINI and community at large.

## **ARTICLE 16: RIGHTS OF MEMBERS**

The rights of members will be inter-alia the following:

- a. To vote at any election of the organization;
- b. To be elected to any position of the organization;
- c. To render suggestions, advice which are beneficial to the organization;
- d. To ask for or being informed of all matters as she/he is concerned within the organization provided that all required procedures and channels are followed;
- e. To attend meetings of the organization and to participate fully in deliberations and decision making at the meeting except the board of directors' meetings or executive meetings;
- f. Every member of the organization shall be issued with organization constitution membership card and shall have the rights to access audited and accounts report;
- g. Belong to the organization if he or shall have made a prior application to do so.

## **ARTICLE 17: TERMINATION OF MEMBERS.**

Any member of WARIDI LA MATUMAINI shall cease to be a member of the same in the incidence of one or more of the following:

- a. He or she becomes of un-sound mind;
- b. He or she fails to pay the monthly/annual subscription fees;
- c. He or she is being imprisoned for a term of 3 years in jail;
- d. He or she fails to attend three (3) consecutive meetings without reasonable cause;
- e. He or she abuses his or her powers as a member to further his personal interest at the detriment of WARIDI LA MATUMAINI;
- f. He or she steals or damages or destroys or confiscates without lawful cause the property of WARIDI LA MATUMAINI.

## **ARTICLE 18: LIABILITIES/OBLIGATIONS OF MEMBERS**

The members of WARIDI LA MATUMAINI shall be liable to make payments and receipts required by the organization as stated by CONSTITUTION of this

organization and shall share the same liabilities as shall be those of other irrespective of status or position in the organization, shall not misuse the name of the organization for personal gain, shall not seek credit or loans in the name of the organization for personal gains. The members shall be under obligations to follow and to adhere to rules in this organization, to attend and to participate in the deliberations and activities of the annual general meeting and other meetings.

## **PART V: ORGANIZATIONAL STRUCTURE AND OFFICE BEARER**

### **ARTICLE 19: CHAIRPERSON**

**19.1** There shall be the Chairperson of the Board who shall be the head of WARIDI LA MATUMAINI.

**19.2** The Chairperson shall be elected by the Board from among the members of Board of WARIDI LA MATUMAINI.

**19.3** The Board shall nominate and elect one name among the proposed names by the members of the Board for the Chairperson's position.

**19.4** Due to the nature of WARIDI LA MATUMAINI; the position of Chairperson is a non-Salary paying position but shall be eligible for allowances, upkeep and moving costs (if need be) depending on the nature of commitment at a given time.

**19.5** Functions of the Chairperson:

- a. Shall be the head of WARIDI LA MATUMAINI;
- b. Shall preside over Board meetings;
- c. Shall ensure that WARIDI LA MATUMAINI and all its organs function and run smoothly according to this constitution and various policy documents that will be approved by the Board;
- d. Shall oversee implementation of all the decisions reached at meetings in the overall interest of WARIDI LA MATUMAINI;
- e. Shall organize board meetings in consultation with the secretary of the Board;
- f. Shall have power to delegate any of his functions as he/she may deem fit;
- g. Shall be the spokesperson of WARIDI LA MATUMAINI;
- h. Shall have power to do such other things to promote the aims and objectives of WARIDI LA MATUMAINI as provided by this Constitution.

## **ARTICLE 20: EXECUTIVE SECRETARY**

**20.1** The Executive Secretary of WARIDI LA MATUMAINI shall have an obligation to perform the day to day activities. His/her obligations are as stated in this constitution.

**20.2** The Executive Secretary will be employed by the board of Waridi la Matumaini. Anyone can apply for the job as the Executive Secretary, either a member of the organization or not. As soon as he/she is employed for the organization he/she loses the right to vote at the General Assembly or the Board meetings.

**20.3** Functions of the Executive Secretary:

- a. To be the Chief Executive Officer of the organization.
- b. To convene meetings in consultation with the Chairperson.
- c. To be Secretary to the Board Meetings of the organization.
- d. To prepare the agenda for all meetings of the organization in collaboration with the Chairperson.
- e. To supervise, prepare financial and narrative reports on all activities of the organization and submit them to the Board of Directors and General Meetings.
- f. To keep all records of all transactions of the organization.
- g. Develop, propose and coordinate policies and strategies of the organization
- h. To implement all decisions of the General Meeting and the Board.
- i. To facilitate programs/projects design and coordinate programs/projects implementation.
- j. To be one of the signatories into the contracts and documents for agreements and payments.
- k. Shall be answerable to the Board and General Meeting.
- l. Shall prepare regular reports of organization's activities.
- m. Shall initiate plans of actions of the Organization.
- n. Shall work out plans for fundraising and capacity building of the Organization.
- o. Shall be the Chairperson of the Management Team.

**20.4** The Executive Secretary shall be removed from office upon termination by the Board, according to underperforming or other reasons.

## **ARTICLE 21: THE TREASURER**

**21.1** The Treasurer of the organization shall be employed by the Board. Anyone can apply for the job as the Treasurer, either a member of the organization or not. As soon as he/she is employed for the organization he/she loses the right to vote at the General Assembly or the Board meetings.

**21.2** The Treasurer is under the command of the Executive Secretary.

**21.3** Functions of the Treasurer:

- a. He or she shall be responsible for all organization funds.
- b. He or she shall be answerable to the Executive Secretary in the operation of the organization.
- c. He or she shall keep all financial records of the organization.
- d. He or she shall be responsible of the organization's bank account(s) and other financial transactions.
- e. He or she shall plan for the raising of the organization's funds.
- f. He or she shall be responsible for budgeting preparations and the implimitation.

**21.4** The Treasurer shall be removed from office upon termination by the Board, according to underperforming or other reasons.

## **ARTICLE 22: MANAGAMENT TEAM**

There shall be established a Management Team of the Organization.

**22.1** Composition of the Management Team should be:

- Executive Secretary – Chairperson
- Treasury – Secretary
- Project managers/Heads of department/ Program Coordinator - Members

**22.2** Functions and powers of the Management Team

The administration of the organization shall be entrusted to the Management Team which coordinates the day to day activities. The Management Team shall:

- a. Be the executing organ primarily responsible for overseeing implementation of the activities done by the management, and the deliberations that are made by the Board of Directors and General Meetings.
- b. Be headed by the Executive Secretary.

- c. Be responsible for organizing activities and outputs of the organization.
- d. To run and coordinate the organization's regular development programs' activities including ad-hoc committee appointed for specific purposes.
- e. To report to the Chairperson on the program and finances of the organization.
- f. Ensure effective implementation of its work plans.
- g. Prepare annual reports, annual plans and annual budgets for review and approval by the Board of Directors and General Meeting of members.
- h. Keep minutes of all the Board of Directors and General Meetings (GM).
- i. Maintain and update register of members at all times.
- j. Facilitate communication among members of the organization.
- k. Organize meetings of the Board of Directors and General Meeting (GM).
- l. Execute any duty on behalf of the organization that may be assigned to it by the Board of Directors or General Meeting (GM), and
- m. Be accountable to the Board of Directors.
- n. Recruiting and hiring middle and lower level staff.
- o. Taking disciplinary actions against middle and lower staff.

## **PART V1: ELECTIONS AND TERMS OF LEADERSHIP**

During the General Meeting, the members will elect the Board members, if their working term has expired. The following are the rules and guidelines for the members regarding the election of Board members of the organization when elections are required by the By-Laws.

- a. The Presiding officer shall preside over the initial part of the General meeting to elect Members of the Board.
- b. All voting members (Part IV, Article 15, clauses a, b, c) who are present at the meeting may vote in the elections. Members who participate remotely via electronic means such that they can contemporaneously hear all other members at the meeting and be heard by all other members at the meeting shall be deemed to be present at the meeting. Pre-voting and voting by proxy are not permitted for election of Board members.
- c. Nominations, including self-nominations, must be submitted to the General meeting by a member in office or who will take office at the start of the meeting of the board in which this election process is to be used, in writing or by electronic mail, or orally at the meeting.

- d. Nominations for a position are accepted until the start of voting for that position. A nomination will only be valid if the candidate declares orally at the meeting, or in writing or by electronic mail prior to the meeting, that the candidate is willing to take office if elected.
- e. A candidate who fails to be elected for a position may be nominated for a subsequent position.
- f. Any candidate may make a statement to the General meeting regarding their candidature. The presentation of such a statement shall take no longer than five minutes. The order of candidates' statements shall be determined by the Officer presiding over the election using a random selection process.
- g. To be elected, a candidate must receive votes marked with his or her name from a majority of the members present." Ballots should be cast marked with the name of an announced candidate or with the word "abstain." A candidate can withdraw at any time from subsequent votes.
- h. In the case there are more than two candidates running and none receives a majority of affirmative votes in a vote, the vote is rerun with only the candidates receiving the two highest vote counts eligible. (This may result in more than two candidates being eligible.) The vote is retaken in the case of a tie for first place. The presiding officer uses a coin toss to choose which candidate is to remain eligible if the tie persists after the fifth vote or upon the request of the majority of the trustees voting. A new call for candidates is made and the voting process restarts in the case where there is a single candidate, but that candidate does not receive enough affirmative votes.
- i. Voting will be by secret ballot. Two people, who must not be members, selected by the Officer presiding over a vote will act as election officers.
- j. Members who participate remotely in a manner such that they can hear the proceedings of the meeting and be clearly heard by all other attendees shall vote by privately conveying their vote to election officers.

## **ARTICLE 23: CHAIRPERSON**

**23.1** The Chairperson will be elected pursuant of procedures in Part IV.

**23.2** Office Tenure for Chairperson shall be three (3) years, but s/he may be re-elected to another term of three (3) years, upon approval of the Annual General Meeting.

## **ARTICLE 24: EXECUTIVE SECRETARY**

The secretary will be employed by the Board after recruitment procedures.



## **ARTICLE 25: TREASURER**

The treasurer will be employed by the Board after recruitment procedures.

## **ARTICLE 26: MODALITIES OF RENEWAL**

**26.1** The Executive Secretary does not assume powers of the Board members, but he/she notifies about expiration of term of service three months prior to the dept and the arrangement of appointment for the new Board begins. If there is a delay in this process for any reason, the term of service may be extended by six months to accommodate administrative delays.

**26.2** As anniversary of service for Board members term comes close, a Board member will decide if he/she will run for another term or choose not to run in writing. If he/she chooses to be re-elected, he/she will be considered for another term of service by the General meeting and if that request is affirmed by at least 2/3 vote of the members of the General meeting, he/she will be retained for another term of service as stipulated. If the Board member chooses not to be re-elected, or there is not a 2/3 affirmation of that members, then the Board member's term will end.

**26.3** If a member chooses to not re-run, he/she will send the return response to the Executive Secretary which will be delivered at the next meeting, and the member will attend any meetings that occur before their term expires. Other members will be notified at the next meeting by the Executive Secretary of the Board member's decision.

## **ARTICLE 27: BOARD MEMBERS**

- a. At least two thirds (2/3) of the Board Members shall be individuals elected by the Assembly at the Annual General Meeting from candidates nominated by members. Each Member may nominate up to two candidates for the Board.
- b. No more than one third (1/3) of the Board Members shall be elected by the Board itself, to ensure that the Board acquires the necessary balance of gender, expertise, representation or other diversity.
- c. The Board consists of at least five Members.
- d. Forty percent (40%) of Board Members shall be women.
- e. A member of staff may not be a candidate for election as a Board Member.
- f. If a Staff is elected to the Board, she or he has to step down as a Staff.
- g. No person may be elected as a Board Member:
  - (a) If she or he is less than eighteen (18) years old; or

- (b) In circumstances such that, she or he has already served as Board Member she or he could have been disqualified under this Constitution.
- h. The term of service for Board Members shall be three years commencing on the date of appointment. Board Members are eligible to serve a maximum of two consecutive terms. No individual who has served as a Board Member for two consecutive terms can be eligible for re-election to the Board until two years after her or his retirement.
- i. The office of the Board Member shall fall vacant when the holder:
  - i. Dies.
  - ii. Is discharged from office by resolution of the Board, if she or he is elected by the Board, or a by Special Resolution of the Assembly;
  - iii. Tenders her or his written resignation to the Association;
  - iv. Without good cause fails to attend three (3) consecutive meetings of the Board and the Board resolves that she or he be removed for this reason;
  - v. Is reasonably believed by the Board to be suffering from lack of mental capacity and to be incapable of acting, and the Board resolves that she or he be removed from office;
  - vi. Has been judged bankrupt by a competent court of law;
  - vii. Becomes a member of staff of the Association.

#### **27.1 Removal from Office**

The board member will be terminated from service, if he/she

- a. Falls under the items as reflected in article 27(h) from i to vii.
- b. Abuses his/her power as a member to further his/her personal interest at the detriment of WLM.
- c. Demonstrates any other serious attempts leading to the destruction of the status or reputation of WLM.

#### **27.2 Vacancies**

If an office is vacated, the position may be filled during a regular meeting of the Board of using the election procedures.

### **ARTICLE 28: FUNCTIONS AND DUTIES OF BOARD MEMBERS.**

The BOARD shall have the following functions:

- a. To meet for the dispatch of business for the organization.

- b. To formulate policy and analysis.
- c. To give directions to office bearers as the way within law they shall perform duties.
- d. To appoint sub-committees, regional offices and other branch offices as it may deem desirable to carry out certain duties of the organization and report back to it for further action, subject to receiving approval of the annual meeting.
- e. It shall meet at such places as and times as it shall resolve but shall meet not less than once in any six months.
- f. Recruit promote and discipline senior staff (Executive Secretary, Treasurer).
- g. Monitoring and evaluation.
- h. Resource mobilization and management.
- i. The Board shall be empowered to sign any document relating to immovable and movable property of the organization; provided that the signatures of any three of them shall be necessary and sufficient at any one time.
- j. To establish office country wide.
- k. Strategic development and planning.
- l. Link with donors, sponsors and government.
- m. Delegate duties to the Executive director.
- n. Approving the budget and the strategy plan.
- o. Shall report to the general meeting.

### **28.1 Removal of Body members**

The board of directors of WARIDI LA MATUMAINI may by resolution remove any member of their body from office, but if such member shall aggrieve at his/her removal, he/she may appeal to general meeting to be called for this purpose. In the meantime, he/she shall cease to act as a member of the Board of directors and to hold any other office under the organization, provide also that the officials may co-opt any person or persons to the same board to maintain the number required at the board of directors.

### **28.2 Disqualification of members of the Board**

The office of the Board shall be vacated:

- a. If a receiving order is made against him/her, he/she arranges of composition with his/her creditors
- b. If he becomes of unsound mind.

- c. If he fails to attend the meeting of the Board for a period of one year, except by special leave of the board and members of the General meeting.
- d. If by notice in writing to the organization, he/she resigns his office.
- e. If he/she is removed from membership of the organization pursuant to resolution of the organization.

## **PART V11: GENERAL MEETING**

### **ARTICLE 29: COMPOSITION OF THE GENERAL MEETING**

The general meeting will be composed of the following:

- a. The Chairperson
- b. The Executive Secretary
- c. The Treasurer
- d. Board members
- e. Registered Members

### **ARTICLE 30: POWERS AND FUNCTIONS OF THE GENERAL MEETING**

- a. It shall be supreme decision-making body of WARIDI LA MATUMAINI on all matters regarding the discharge of the right members and organs of the organization;
- b. Read and confirm minutes of the previous General Meeting held in the previous year;
- c. The approve the replacement or removal of a Board member or an ordinary member
- d. To approve annual audited financial reports and project implementation and reports.
- e. Approval of acquisition (such as buying of assets) or alienation of immovable and movable assets.
- f. Work for the alteration, enlargement or improvement of the organization.
- g. To approve the construction of buildings for the organization.
- h. Amending the constitution.
- i. Making changes to the destination of the immovable asset;

- j. The alienation of the common portions the retention of which is necessary to maintain the destination of the immovable asset;
- k. To fix remuneration for external auditors, it shall approve appointments of the Board of Directors.
- l. Approve the appointment of external auditors

## **ARTICLE 31: DELEGATION OF POWER**

General Meeting may delegate its functions to the Board pending approval of the decision to the subsequent General Meeting.

**31.1** The power which is delegated includes to:

- a. Provide oversight of the organization
- b. Speak on behalf of the organization to the media
- c. Negotiate on behalf of the organization with external stakeholders (e.g. regulators, landlords, collaborating organization, etc)
- d. Monitor legislative and contractual compliance.
- e. Incurring expenditure
- f. Taking disciplinary action against staff.
- g. Formation of sub committees (at least a board member must be a member)

**31.2** The annual meeting also has the right to revoke any delegations.

## **ARTICLE 32: ANNUAL GENERAL MEETING**

**32.1** There shall be an Annual General Meeting of WARIDI LA MATUMAINI which shall be composed of all the members of WARIDI LA MATUMAINI.

**32.2** The business year shall begin on 1<sup>st</sup> January and end on 31<sup>st</sup> December of each year.

**32.3** The Annual General Meeting shall be held as soon as practicable after that date, and in any case, within six months thereof.

**32.4** Reports of the various aspects of the work shall be presented at the Annual General Meeting.

**32.5** Written notice of any General Meeting shall be given to the members at least fourteen days prior to the proposed meeting.

**32.6** The quorum necessary for the conduct of business at an Annual General Meeting and any Special General Meeting shall be ten (10) of the registered members personally present.

### **ARTICLE 33: SPECIAL GENERAL MEETING**

A Special General Meeting shall be called by the Executive Secretary of the Organization if, and when, such a meeting is requested in writing by not less than the half of the members of the Organization whose signatures shall appear on such request; provided the subject matter is submitted in writing so that it may be considered by the Management Committee prior to the meeting. Such Special General Meeting shall be called within one month of the receipt of a request in Terms of this sub-clause.

### **ARTICLE 34: ORDINARY GENERAL MEETING**

**34.1** An ordinary general meeting will be any general meeting of the members that is not the annual general meeting. The ordinary general meeting will be held at any time of the year to discuss urgent matters which require the approval (authority) of the members.

**34.2** Running an ordinary general meeting will have similar rules to running an annual general meeting.

**34.3** The chairperson must chair all of the ordinary general meetings that they attend.

**34.4** If there is no chairperson or the chairperson is not at the meeting, the people at the meeting who have a right to vote can choose another person to chair the meeting.

**34.5** The Executive Secretary may advise and help the chairperson. However, they must not chair the meeting unless:

- a. the people at the meeting who have a right to vote choose them or
- b. they are the only person forming a quorum at the meeting.

## **PART VIII: FINANCIAL MANAGEMENT, SOURCES OF FUNDS AND USES OF FUNDS**

### **ARTICLE 35: FINANCIAL YEAR**

The financial year will begin on 1<sup>st</sup> of January of every year and end on 31<sup>th</sup> of December every year.

## **ARTICLE 36: SOURCES OF FUNDS**

- a. Members contributions
- b. Grants
- c. Investments
- d. Fundraising
- e. Donations
- f. Gifts
- g. Loans and credits
- h. Proceeds

## **ARTICLE 37: USE OF FUNDS**

No portion of the income or property of the Organization is required to be utilized other than solely in the furtherance of its aims and objectives and the Organization is prohibited from transferring any portion thereof directly or indirectly in any manner whatsoever so as to profit any person other than by way of payment in good faith of reasonable remuneration to any other officer or employee of the Organization for any services actually rendered to the Organization.

## **ARTICLE 38: BANK ACCOUNT**

- a. All monies shall be deposited by the Management Team into the recognized banks or finance companies as the General Meeting may direct. The bank accounts shall be in the name of the organization.
- b. The organization shall appoint such signatories of which shall be elected by the Board of Directors.
- c. The Board of Directors shall determine the way the bank account shall be operated.

## **ARTICLE 39: ANNUAL REPORT**

The organization shall submit annual report every year as per the financial year provided under this constitution. Both activity report as well as financial audited report shall be submitted to Registrar of NGOs.

## **ARTICLE 40: AUDIT AND CONTROL**

- a. A firm of Certified Public Accountants shall be proposed by the Board of Directors and be approved by the General Meeting to audit the accounts of the organization for a term of one (1) year;
- b. The Auditors may be re-appointed from year to year not exceeding three (3) years consecutively;
- c. The Auditors will be required to audit each year's accounts and present a report upon them to the Board of Directors and General Meeting;
- d. The Auditors may be required by the Chairperson to audit the Organization's accounts for any period within their tenure of office at any date and make a report to the Board of Directors

## **PART IX: CONSTITUTIONAL AMENDMENTS, DISSOLUTION AND COMMON SEAL**

### **ARTICLE 41: CONSTITUTIONAL AMENDMENTS**

Any proposals to alter this constitution shall be put forth to the General Meeting. It is agreed by consensus that a decision shall be taken on the proposed amendment; the proposal shall be approved by the Registrar of NGOs and afterwards the decision shall require a majority vote taken at a meeting of the General Meeting whereby at least two third (2/3) of voting members of the Organization are present and they shall come into force immediately.

### **ARTICLE 42: DISSOLUTION**

- a. The organization can decide on its dissolution. The decision shall require a majority vote taken at a meeting of the General Meeting whereby at least two third (2/3) of voting members of the Organization have voted.
- b. In the event of the organization being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Organization shall be fully discharged, and the remaining funds and other assets shall be disposed of to another organization having similar objectives.
- c. No member, officer of staff of the Organization shall benefit in any manner from the dissolved assets of Organization.

### **ARTICLE 43: COMMON SEAL**

The organization shall have its common seal bearing the words "WARIDI LA MATUMAINI (WLM)", to be under the custody of Executive Secretary.



The Logo of WLM shall be:



## **PART X: MISCELLANEOUS DISPOSITION**

### **ARTICLE 44: DISPUTES RESOLUTION**

In the event of any dispute arising amongst members, they shall resolve the matter at an Extraordinary General Meeting in accordance with this constitution. Should the members fail to resolve the matter, they should involve the Registrar of NGOs.

**Passed by the Board on .....**

.....

**Board Chairperson**

.....

**The Executive Secretary**