

THE NGO ACT NO.24/2002

**THE CONSTITUTION OF NON GOVERNMENTAL
ORGANIZATION (NGO)**

OF

PROUD OF TANZANIA FOUNDATION (PoTF)

BY

MARCH, 2022

PART I: PRELIMINARY

Short Title and Commencement (ARTICLE 1)

This Constitution shall be cited as the Constitution of **Proud of Tanzania Foundation (PoTF)** of 2022, and shall come into operation after registration.

Interpretation (ARTICLE 2)

Unless the context otherwise requires in this Constitution, the following expression shall have the following meaning that is to say-

“Act” shall mean the Non-Governmental Organizations Act;

“Organization” Shall mean the Organization of Proud of Tanzania Foundation;

“Board” Shall mean Board of Directors;

“Constitution” Shall mean the Constitution of **Proud of Tanzania Foundation;**

“Registrar” Shall mean the Registrar of Non-Governmental Organizations.

Preamble (ARTICLE 3)

We, Friends of **Proud of Tanzania Foundation (PoTF)** note with great concern that, orphans problems are escalating due to many factors such as diseases, accidents and modernization that do away with the functioning of extended family which acted as a safety net for orphans in Tanzania.

PART II: NAME OF THE ORGANIZATION, REGISTRATION, HEAD OFFICE, AREA OF OPERATION, CORE VALUES

ARTICLE 4: Name of the Organization

The name of the Organization shall be **Proud of Tanzania Foundation (PoTF)**

ARTICLE 5: Registration

The Organization shall be registered as a Non-Governmental Organization under the NGOs Act No. 24 of 2002.

ARTICLE 6: Head Office

The head office will be based in Kisongo Arusha District Council within Arusha Region.

ARTICLE 7: Area of Operation

The Organization shall operate in Tanzania Mainland.

ARTICLE 8: Core Values

The core values of the Organization are as hereunder-

1. Commitment;
2. Respect;
3. Transparency;
4. Accountability;
5. Integrity;
6. Innovation;
7. Team work;
8. Volunteerism;
9. Quality;
10. Environment Friendly;
11. Result Focus.

PART III: VISION, MISSION, OBJECTIVES, PROTECTION OF THE ORGANIZATION

ARTICLE 9: Vision Statement

Alleviate poverty to Orphans and increase access to a guaranteed health insurance plan and Self-reliance activities.

ARTICLE 10: Mission Statement

To support poor Orphans on education and health by assisting in developing skills through networking with vocational training, individuals, organization of similar concern and providing sustainable health insurance.

ARTICLE 11: Objectives

1. Promote self-reliance projects
2. Release Orphans from poverty
3. Increase youth involvement into community outreach works.
4. Facilitate access to a guaranteed health insurance services and education linkage

5. Connection to assured markets, livelihood assets and resources.

ARTICLE 12: Application of Laws

The Organization shall operate in accordance with this Constitution, Rules and Regulations made under it, but shall not exclude in any way the application of the Penal Code and any other laws of Tanzania.

PART IV: MEMBERSHIP AND TYPES OF MEMBERS

ARTICLE 13: Membership

Membership to the Organization shall be voluntary and open to any Tanzanian who has attained 18 years and above, sound mind and who is ready to join hands in supporting and promoting vision, mission and objectives of the Organization.

ARTICLE 14: Types of Members

There shall be three types of members-

1. **Founder members:** These are members who made the initiatives to establish this Organization;
2. **Ordinary members:** These are members who join the Organization after its establishment;
3. **Honorary members:** are members who are appointed by the General Meeting as the recognition of their outstanding contribution to the Organization. Honorary members shall not have voting rights.

ARTICLE 15: Rights of Members

1. To elect/vote and be elected/voted in the leadership of the Organization except for honorary members;
2. To defend him/her and to be given a chance to answer to any charges that might be logged against him/her before termination of membership;
3. To attend General Meeting;
4. Participate in all Organization activities as he/she may be required to do so;
5. Receiving information of the Organization progress by any means of communication.

ARTICLE 16: Cessation of Members

Members shall cease if any the following happens-

1. By resignation;
2. Expulsion for misbehavior, failure to adhere to Organization's resolutions and these constitutions;
3. Failure to attend three consecutive General Meeting without reasonable information;
4. Incapability to perform his/her obligations due to mental disorder;
5. Failure to pay fee for two (2) years;
6. Death.

ARTICLE 17: Liabilities/Obligation of Members

1. To pay fees that is prescribed by the Organization Meetings;
2. To attend all meetings that requires his/her presence;
3. To participate in all the activities of the Organization as planned;
4. To keep secret all matters and decisions of the Organization.

PART V: ORGANIZATION STRUCTURE AND OFFICE BEARERS

ARTICLE 18: Chairperson

1. Shall preside over General Meeting of the Organization;
2. Be the spokesman for the Organization;
3. Shall be a signatory to the bank account.

ARTICLE 19: Executive Secretary

1. Shall call meetings in consultation with the Chairperson;
2. Shall arrange schedule of duties in the office;
3. Shall receive all letters including application letters from new members and to submit them to the General Meeting for approval;
4. Shall keep all documents of the Organization;
5. Shall be a signatory to the Organizations bank account;
6. Shall keep records of all assets of the Organization.

Treasurer (ARTICLE 20)

1. Shall receive and keep all the money of the Organization;
2. Shall prepare the annual budget and estimates of the Organization to be presented to the General Meeting;
3. Shall keep all records of assets, records of accounts and books of account;

4. Shall prepare financial records of statements of income and expenditure and submit the said documents together with audited report to the General Meeting;
5. Shall be a signatory to the bank account.

PART VI: ELECTION AND TERMS OF LEADERSHIP

Chairperson (ARTICLE 21)

The Chairperson of the Organization shall be elected among the members by at General Meeting and hold office for two (2) years.

Executive Secretary (ARTICLE 22)

The Executive Secretary of the Organization shall be elected among the members at the General Meeting and hold office for two (2) years.

Treasurer (ARTICLE 23)

The Organization shall have a Treasurer who shall be elected among the members at the General Meeting and hold office for two (2) years.

Modalities of Renewal (ARTICLE 24)

The Chairperson, Executive Secretary and Treasurer after completion of two(2) years they may be re-elected for the last term of two(2) years.

PART VII: BOARD OF DIRECTORS

Establishment of the Board of Directors (ARTICLE 25)

1. There shall be a Board of Directors composed of the Chairperson, Executive Secretary, Treasurer and other Board members appointed by General Meeting;
2. Members of the Board shall hold the office for two (2) year and may be re-appointed for the last term of two (2) years;
3. The Chairperson of the Board shall be elected by the General Meeting among Board members while the Chairperson of the Organization shall be Secretary to the Board;
4. Board of Director shall hold the meeting twice a year but may meet at any time in case of emergency;

5. Quorum shall be 2/3 of the Board members.

Function and Duties of Board of Directors (ARTICLE 26)

1. To make Rules and Regulations;
2. To protect and advance the image of the Organization;
3. To recruit staffs;
4. To participate in developing Organization's Strategic plans;
5. To appoint auditor(s);
6. To convene projects to be carried out by Organization, conduct or cause to be conducted feasibility studies for such project and submit the same for approval by the General Meeting;
7. To form different committees of the Organization where necessary.

PART VIII: GENERAL MEETING

Composition of General Meeting (ARTICLE 27)

1. General Meeting shall be a supreme organ of the Organization composed of all members of the Organization;
2. The decisions in this meeting shall be by majority vote of members attended the meeting.

Powers/function of the General Meeting (ARTICLE 28)

1. Discuss new members for admission and discipline and expel members;
2. Discuss and approve annual budgets, plans, physical and financial implementation reports;
3. Amend the Constitution;
4. Dissolve Organization;
5. Electing office bearers of the Organization;
6. Approving the by-laws, Rules and Regulations, Manuals, decisions and other issues originated from the Board of Directors;

7. To approve appointment of Auditors;
8. To appoint Board of Directors.

Delegation of Power (ARTICLE 29)

General Meeting may delegate some of its powers to the Board of Directors. Board shall be required to report to the General Meeting to approve.

Annual General Meeting (ARTICLE 30)

1. There shall be Annual General Meeting of the Organization held once a year;
2. Notice shall be given to all members 14 days before the meeting;
3. Quorum shall be 2/3 of members.

Extra-Ordinary General Meeting (ARTICLE 31)

1. The Extra-Ordinary General Meeting shall be held whenever there is an emergency;
2. Notice shall be given to all member seven days before the meeting;
3. Quorum shall be 2/3 of members.

PART IX: FINANCIAL, MANAGEMENT, SOURCES OF FUNDS AND USES OF FUNDS

Financial Year (ARTICLE 32)

The financial year of the Organization shall be between 1st January and 31st December of the calendar year.

Sources of Funds (ARTICLE 33)

The sources of funds for the Organization shall be-

1. Entry and annual fees;
2. Fundraising;
3. Legal gifts from friends;
4. Grants, donations;
5. Income generating activities.

Uses of Funds (ARTICLE 34)

Funds however obtained shall solely be applied towards the promotion of the objectives of the Organization.

ARTICLE 35: Bank Account

There shall be a bank account opened in the name of the Organization. The signatories of the Account shall be any two among the three signatories (the Chairperson, the Executive Secretary and the Treasurer).

ARTICLE 36: Annual Reports

There will be Annual Reports consisting Annual Audited Financial Report and Annual Activities Report prepared by the Board of Directors and presented to the General Meeting for discussion and approval.

ARTICLE 37: Audit and Control

The appointed External Auditor(s) shall annually audit and verify the financial accounts of the Organization in accordance to the best practice principles of Accounting and Auditing. The audited financial statement shall be submitted to the General Meeting for securitization and approval.

PART X: CONSTITUTIONAL AMENDMENTS, DISSOLUTION AND COMMON SEAL

ARTICLE 38: Constitutional Amendments

Any part, clause of this Constitution may be removed, added or amend by the General Meeting by the majority vote of eligible voters held for that purpose.

ARTICLE 39: Dissolution

1. The Organization may be dissolved by resolution passed at the General Meeting, by at least a two thirds majority of members eligible to vote or by operation of law;

2. In the event Organization is dissolved, all assets remain after payment of debts shall be transferred to another Organization with Similar objectives with **Proud of Tanzania Foundation**.

ARTICLE 40: Common Seal

The Organization shall have Common Seal with the words of **Proud of Tanzania Foundation** under custody of the Executive Secretary. The Organization seal shall be used in all Organization official documents.

PART XI: MISCELLANEOUS DISPOSITION

ARTICLE 41: Conflict Resolution

1. Whenever arises a conflict within the Organization; the Board will be responsible to settle the dispute;
2. When the Board fails to handle the dispute, the matter will be referred to the General Meeting and if the General Meeting fails to settle the dispute it will be referred to the court.