

CONSTITUTION

OF

MALAIKA CHILDREN'S FRIENDS

2018

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PART I: PRELIMINARY

ARTICLE 1: SHORT TITLE AND COMMENCEMENT

This constitution shall be cited as the constitution of **MALAIKA CHILDREN'S FRIENDS** of 2018 and shall come into operation upon being adopted by the founding members at a General Meeting and after registration.

ARTICLE 2: INTERPRETATION

Unless the context requires otherwise;

Board – means the Board of Directors as set in the constitution in terms of executing activities of the Organization.

Chairperson – means a person who will lead the Board of Directors on the powers of the constitution.

Constitution – Means the constitution of the Organization.

Directors – means members of the board of Directors appointed in accordance with this constitution.

Executive Director – means the chief Executive Officer of the Organization and a member of the Board in- charge of day to day operations and activities of the Organization and appointed in accordance with this constitution.

Members – include Founder members, Applicant members and Honorary members registered in the Organization.

Organization– means Non – Government Organization, herein to be known as **MALAIKA CHILDREN'S FRIENDS**.

Secretary – Means the Secretary to the board of Directors appointed in accordance with his constitution.

ARTICLE 3: PREAMBLE

Rural communities are being faced with many problems including poverty, diseases and inadequate education. This necessitates the founder members to initiate and form an organization to be known as **Malaika Children's Friends** as here under:-

The Organization aims at creating childcare institutions which are meant to provide a safe and stable environment to children whose families are unable to do so.

PART II: CONSTITUTION, DENOMINATION, REGISTRATION, HEAD OFFICE, AREA OF OPERATION.

ARTICLE 4: NAME OF THE ORGANIZATION

The name of the organization shall be **MALAIKA CHILDREN'S FRIENDS**.

ARTICLE 5: REGISTRATION

This organization will be registered according to the Non- Governmental Organization Act 2002.

ARTICLE 6: HEAD OFFICE

The head office of the organization shall be in Arusha P.O.Box 1708 Arusha – Tanzania.

ARTICLE 7: AREA OF OPERATION

The organization shall operate in Tanzania Mainland.

PART III: VISION, MISSION, OBJECTIVES, AND PROTECTION OF THE ORGANIZATION**ARTICLE 8: VISION STATEMENT**

To have improved children welfare with economically stable community.

ARTICLE 9: Mission Statement

To promote and support development projects for local economies in favor of childhood and adolescence.

ARTICLE 10: Objectives

The objectives of this organization are exclusively for enhancing or promoting the welfare of the children, economy and social development and include but are not limited to the following:

1. To provide education advancement to communities through schools of various levels from nursery, primary, secondary and vocational training for the purposes of improving skills and knowledge.
2. To promote, empower and establish child care institutions.
3. To relieve communities from poverty or distress of the public;
4. To provide education, general public health and water.
5. To build and operate schools.

ARTICLE 11: NO PRIVATE BENEFITS

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable, to its members, directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE 12: Application of Penal Code and Other Contravening by-laws

This organization shall not exclude by any means the application of Penal Code, Cap 16 R.E 2002 and other Laws having similar effects.

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PART IV: MEMBERSHIP AND TYPES OF MEMBERS

ARTICLE 13: Membership

Membership of the organization shall be both foreign and Tanzanian individuals aged 18 and above and of sound mind.

ARTICLE 14: Types of members

i. Founder Members:

These are members who in various respects have led to the formation and registration of the ORGANIZATION. By virtue of their participation and due to the great effort and contribution made during the formative period of the foundation, they shall be called Founder Members.

ii. Applicant Members:

These are members who have applied to join the organization and paid membership fees upon approval of the members at the general meeting.

iii. Honorary Members:

There shall be honorary membership which shall be given to a person which has played a great role in advising, supporting and facilitating the implementation of the activities of the organization. They shall have no membership rights accorded to the founder members or Applicant members under this Constitution or any subsequent Rules and Regulation to be made from time to time.

ARTICLE 15: Rights of members

- i. Active participation to contribute and strengthen organization functions mission and vision.
- ii. Active participation to strive and promote solidarity in order to fulfill the organization's objectives.
- iii. Active participation in the activities of the organization where the need arise.
- iv. Active Participation to protect and safeguard the organization's constitution and members rights.
- v. Active participation in contributing towards funding schemes to be established.
- vi. Active participation in meetings called upon by the organization.
- vii. To be reimbursed of all out of pocket expenses incurred for and on behalf of the organization.
- viii. To have right to elect and be elected into office of the organization save for honorary members.

ARTICLE 16: Cessation of Membership

16.1 A person shall cease to be a Member in the following circumstances.

- i. Death.
- ii. Resignation.
- iii. Termination by vote during the General meeting.
- iv. Insanity.

- v. Failure to attend three organization's meeting without sufficient reason.
- vi. Failure to pay prescribed fees for 24 months consecutively.

16.2 No membership fees will be returned to any member whose membership has been ceased in any of the aforementioned circumstances or any other reasons other than the above mentioned.

ARTICLE 17: Liability and Obligation of Members

- i. To attend all meetings duly convened by the organization.
- ii. To participate fully in the activities of the organization.
- iii. To pay membership fees as prescribed by the Board.
- iv. To carry out fundraising and resource mobilization for the organization and
- v. To respect and adhere to the organization's constitution.

PART V: ORGANIZATIONAL STRUCTURE AND OFFICE BEARER

ARTICLE 18: The Chairperson

There shall be chairperson of the organization who shall preside over all meetings. The Chairperson shall:

- i. Be the main link between the organization and other stakeholders
- ii. Sign official documents of the organization
- iii. Be among bank signatories of the organization

ARTICLE 19: Executive Secretary

There shall be the Executive secretary of the organization who shall oversee the management of the organization and shall:

- i. Prepare quarterly and annual progress report of the organization for the members' approval.
- ii. Make all communication with external stakeholders.
- iii. Sign all organization's proceedings and general meeting minutes for references.
- iv. Be the signatory of the organization and sign all official documents.
- v. Implement all deliberations made by the board and during general meetings.

ARTICLE 20: Treasurer

There shall be a Treasurer who shall be part be the main instrument responsible for financial matters who shall:

- i. Keep accurate and up to date the organization's accounts.
- ii. Record genuine receipt for all expenditures.
- iii. Implement approved strategic plan and annual work plans.
- iv. Prepare Annual work plans and budgets for review and approval by the Board and during general meetings.
- v. Mobilize and coordinate all correspondences.
- vi. Identify and address challenges in a timely and cost effective manner
- vii. Ensure sustainability plan is in place and realized
- viii. Identify development partners for specific programs and projects

PART VI: ELECTION AND TERM OF LEADERSHIP

ARTICLE 21: Chairperson

The Chairperson shall be elected every five (5) years among members at the general meeting.

ARTICLE 22: Executive Secretary

The executive secretary shall be elected every five (5) years among members at the General Meeting.

ARTICLE 23: Treasurer

The Treasurer shall be elected every five (5) years among members at the General Meeting.

ARTICLE 24: Modality of Renewal

The Chairperson, Executive Secretary and Treasurer after completion of five years term, they may be eligible to be re-elected for another term they may not serve more than five consecutive terms.

ARTICLE 25: Board Members

- i. There shall be The Board of Directors of the Organization composed of not less than five (5) members elected by the Members of the Organization basing on the skills and experiences that have merit to the organization. The chairperson, Executive secretary and treasurer shall be members of the Board by virtue of their position.
- ii. For the case of the first board of directors, Founder members shall form the first Board of Directors and shall appoint a Chairman of the Board. The first Board of Directors shall operate for up to Five Years after the constitution comes into operation.
- iii. Where the position of a Board Member falls vacant the board of directors shall appoint a provisional member who will fill the position until the next General Meeting.

ARTICLE 26: Functions and Duties of the Board of Directors

The Board of directors shall:

- i. Be the chief advisory organ and overseer of the Organization.
- ii. Plan and recommend on the ways the Organization can raise its funds.
- iii. Be the disciplinary organ of the Organization.
- iv. Be the policy making organ.
- v. Review constitution amendments recommendations.
- vi. Review and make rules and regulations including prescribing membership fees.
- vii. Propose external Auditor.
- viii. Advise on general administrative and proper management of the Organization.
- ix. Advise on the budget, program and projects of the Organization.
- x. Shall perform any other lawful duty as directed by the General Meeting.

ARTICLE 27: Meetings of the Board of Directors

- i. The board of directors shall meet at least three times in a year except where there is urgent issue that will necessitate the special meeting

- ii. At least 1/2 of board members must be present as a quorum for the board meeting to take place.
- iii. All board members shall be given at least twenty one (21) days' notice of a meeting unless it is deemed an emergency.
- iv. All Board Members shall be elected to serve a term of five years. Board members may serve a maximum of four consecutive terms.
- v. In case of any vacancy in board membership, board members can appoint a provisional member until next general meeting.

PART VII: GENERAL MEETING (ORDINARY AND EXTRA ORDINARY GENERAL MEETING)

ARTICLE 28: Composition of the general meeting

General meeting shall compose of all members as stipulated in this constitution.

ARTICLE 29: Powers/Function of the general meeting

- i. Consideration, approval and acceptance of the report of the Board relating to the activities and progress made by the organization in the course of the year.
- ii. Consideration, approval and acceptance of the audit report for the previous year.
- iii. Approve appointment of Auditor for the new fiscal year;
- iv. Conduct an election.
- v. Appoint board members.
- vi. Amend constitution.
- vii. Dissolve the organization.
- viii. Consideration and transaction of any other business, which in the discretion of the Board is necessary in the interest of the organization.
- ix. Providing strategic directions of the organization

ARTICLE 30: Delegation of power

The General Meeting may delegate its powers to the Board of Directors in a specific matter and the Board of Directors will then be required to submit a report to the next general meeting.

ARTICLE 31: Annual General Meeting

- i. The Organization shall have its Annual General Meeting once a year every calendar year.
- ii. Notice of the meeting shall be issued to members (30) thirty days before the date of the meeting and shall specify the agenda of the meeting, venue and time for the meeting.
- iii. Annual General Meeting shall make binding decision when two third (2/3) of all members will be present. If the meeting will be rescheduled for want of a quorum, the decision of members attending such meeting shall be binding if a quorum is present.

ARTICLE 32: Special / Extra Ordinary General Meeting

- i. There shall be special General meeting which will be convened by the Executive Committee or 2/3 of members requiring the Executive Secretary to convene the meeting when urgent matter that requires members' decision arises and cannot wait for Annual General Meeting.

- ii. The notice for the meeting shall be issued not later than seven (7) days before the date scheduled for the Meeting. And Special General Meeting shall make binding decision when half (1/2) of all members will be present.

PART VIII: FINANCIL MANAGEMENT, SOURCES OF FUNDS AND USE OF FUNDS

ARTICLE 33: Financial Year

The financial year of the organization shall be from January 1st to 31st December each year.

ARTICLE 34: Sources of Fund

Sources of fund of the organization shall be,

- i. Contributions from the Members.
- ii. Donations from External Non- Governmental Organizations and other Organizations.
- iii. Fund Raising.
- iv. Subsidies from the Government, regions, local entities, institutions or public entities.
- v. Contribution from the European Union and International bodies.
- vi. Heredities, donations and bequests.
- vii. Small projects that shall be initiated and governed by the NGO
- viii. Such other sources as shall be determined by the General Meeting from time to time.

ARTICLE 35: Uses of funds

The revenue of the organization shall be used to cover expenses which are aligned with organization objectives only.

ARTICLE 36: Bank account

The organization shall open a bank account in a reputable Bank. Signatories to the bank shall be from three office bearers and one member that shall be appointed by the members. Proper books of accounts shall be kept at the office of the organization at all times.

ARTICLE 37: Annual report

Office bearers shall prepare and share annual progress report for renewal and approval by members at the general meeting. The report shall consist of organization's activities and an audited financial position that can then be shared to other stakeholders and government authorities.

ARTICLE 38: Audit and control

Office bearers together with the appointed statutory auditors shall prepare and share annual audited report and submit to the board for deliberation and the general meeting for approval.

PART IX: CONSTITUTIONAL AMENDMENTS, DISSOLUTION AND COMMON SEAL

ARTICLE 39: Constitutional amendments

This constitution can be amended by 2/3 majority vote of members at the general meeting.

ARTICLE 40: Dissolution

- i. The organisation shall not be dissolved unless by a resolution passed by 2/3 of all members of the organisation in the General Meeting called specifically for that purpose or by operation of law.
- ii. Upon dissolution and after payments of the debts owed by the Organization (if any), the remaining assets shall be transferred to other Organization having similar objectives to this organization provided that no part of the net earnings of that organization inures to the benefit of any private individual, or any shareholder, member, officer, or director of that organization.

ARTICLE 41: Common seal

The organization shall have a common seal bearing its name to be under the custody of the organization Executive secretary. It shall be used on concluding contracts, agreements and other official documents


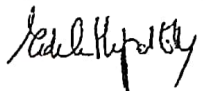
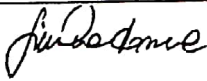
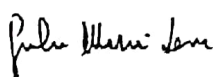
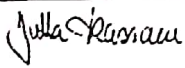

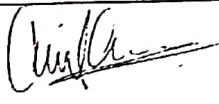
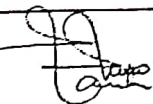
PART X: MISCELLANEOUS DISPOSITION

ARTICLE 42: Conflict Resolution

All disputes within the Organization shall be settled by the Board of Directors and the aggrieved party on the decision of the Board shall be allowed to present the matter to the General Meeting. The General Meeting shall determine which step to be taken for justice to be served to the parties that will include but not limited to referring the matter to the Registrar of Non-Governmental Organisation.

ARTICLE 43: Conflict of Interest. Directors, officers, and voting members shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

LIST OF FOUNDER MEMBERS

NO	NAME	SIGNATURE	ADDRESS
1.	FRANCESCO TISO		Via Spinola 8E, Milano - Italy
2.	MICHAELA HAYMAR D'ETORY		Via Stelline 1, Milano - Italy
3.	SIMONA DOSSENA		Via Moncucco 16/D, Arona (Novara) - Italy
4.	GIULIA MARIA LEONE		Via Spinola 8E, Milano - Italy
5.	JUTTA KASSAM		Farm 1877, Olkereyan Village Moshono, P. O. Box 1708, Arusha - Tanzania
6.	BEATE MICHEL ALLARD		Within Blue Heron Restaurant, Haile Selassie Road, P. O. Box 1708, Arusha - Tanzania
7.	ASIF NIZARALI KASSAM		Plot number 35, Thembi Hill, P. O. Box 1708, Arusha - Tanzania
8.	TANISA CUTHBERT TOWO		Plot No. 60, Ingira Road, Arusha - Tanzania

