



THE CONSTITUTION

OF

UNITY IN DIVERSITY FOUNDATION (UDF)

1.0 The name Organization: **UNITY IN DIVERSITY FOUNDATION (UDF)**

2.0 Principal Headquarter: **MBEYA CITY**

ADDRESS: **UNITY IN DIVERSITY FOUNDATION (UDF)**
P.O.BOX 6404,
MBEYA
TANZANIA

3.0 PREAMBLE

UNITY IN DIVERSITY FOUNDATION (UDF) is Non-Governmental Organization and Non-Profit Making and Non Partisan. Founded for the following reasons. To unify, train and empower financially diverse expertise of idle expertise in different trades for the purpose of running their projects effectively.

OUR VISION.

To diverse idle expertise, expertise unified and empowered.

OUR MISSION.

To identify, unify, and offer training in their respective expertise for the purpose of running projects that will contribute towards the increase of the national economy and to procure and manage funds to be provided to the trained grantees for using them in running their projects.

OUR GOAL

Unallocated, trained and idle expertises are contributing to the nation economy and are leaving livelihood lives by the year 2010

4.0 ORGANISATION OBJECTIVES

- (a) To run educational institutes from grass-root level that is Nursery school, primary school, secondary school, vocational training school, secretarial, business/commercial, Tourism etc.
- (b) To carry out research into injustices, and the underlying causes of these and then finding ways of remedying these and giving recommendations based on established facts.
- (c) To carry out research and consultancy on community development and find out causes of underdevelopment and ways to remedy these as well as giving recommendations based on established facts and use these to develop means to eliminate or alleviate causes of underdevelopment
- (d) To encourage the government to commit itself to good governance through ratifying important international human rights instruments and to rededicate itself to its commitment to observe, protect and respect human rights and dignity to individuals.
- (e) To promote and provide immediate relief measures to people suffering from disasters such as epidemics, droughts, hunger, loss of shelter, clothing, etc.
- (f) To bring together stakeholders like CBO'S, NGO'S, researches, foresters, policy makers to enable them to participate in decision-making and working on natural resource management, including the formulation of policy and legislation to create an enabling environment for collaborative natural resource management and to combat desertification.
- (g) To improve access to clean, safe and adequate quantity of water with increased access to sanitary facilities and hygiene education by building the capacities of communities and local groups as well as facilitating availability through promoting drilling bore holes, laying pipes, providing water treatment.
- (h) To promote health and nutrition in rural areas and to improve the standard of living to marginalised and disadvantaged by training them and integrating them into economic and social life.
- (i) To facilitate and provide education to the community on issues related to environmental conservation.
- (j) To conduct seminars, workshops and symposia on socio-economic life of the community for youth and women economic groups, other groups and when necessary for individual persons or a collection of individual persons.
- (k) To document, publish and deliver information and knowledge relevant to the Organisation and the community

- (l) To encourage and build capacity to improve reciprocal accountability between the government, other actors and the populace
- (m) To encourage and promote ethics and values that develop and uphold morality which improves human relationship with good standard and happy living
- (n) To promote and provide counselling services to any person or persons in need of counselling
- (o) To promote and provide knowledge on entrepreneurship and business management
- (p) To promote, facilitate and perform organisational development as well as monitoring and evaluation
- (q) To establish and extend association with local, national and international organisations that are in work that further the objectives of the Organisation
- (r) Conducting seminars and symposium on socio-economic life of the community for youth economic groups, women economic groups, technical groups, and individual persons

5.0 MEMBERSHIP

- 5.1 Every member of the Organization undertakes to pay entry fees, annual contribution and any other contribution to be decided by the Board of Directors annually
- 5.2 At the next meeting of the Board of Directors (hereinafter referred to as Board or Directors) after the receipt of any application of membership, the Board who shall thereupon determine upon the admission or rejection of the applicant shall consider such application. In no case shall the Board give reason for the rejection of an applicant. Membership of the Organisation shall not exceed 12 members; and the Organisation shall seek to maintain the female to male ratio to be or close to 1:1
- 5.3 The Organization shall have the following categories of members:
- a. Founding members
 - b. Active members
 - c. Affiliate members

Each category is described below:

- (a) **Founding members** are those persons named as "Founding Members" who when this Organization was established, signed the Articles of Association.
 - (b) **Active members** are those natural or juridical persons who join after founding the Organization and assume the obligations in these Articles and those that emanate from membership applications.
 - (c) **Affiliate members** are those natural or juridical persons who will not participate in administration of the Organization but those who show a desire to collaborate in attaining the Organization purposes.
- 5.4 Active and founding Organization members are eligible for election as Directors in the Board except the Executive Director, who is an automatic and full non-elect Director by virtue of his office.
- 5.5 Any member of the organization who shall desire to retire shall signify such desire in writing to the Secretary and thereupon his name shall be removed from list of members and shall be deemed to have retired.
- 5.6 In a case where a founding member retires from the organization by will or by natural cause, there shall be a replacement done in the Directors meeting by picking one among two Active members proposed by the Members' Meeting

6.0 MEMBERS' MEETINGS

- 6.1** The Members' Meetings done annually shall be called Annual General Meetings (hereinafter referred to as the AGM) and all other Members' Meetings of the Organization shall be called Extraordinary Members' Meetings (hereinafter referred to as the EOMM). In this constitution Members' Meeting will refer to any of these two types of meetings.
- 6.2** The first Members' Meeting shall be held at such time, not being less than one month nor more than three months after the registration of the Organization, and at such place, as the Board may determine.
- 6.3** An AGM shall be held once in every year at such time (not later than the month of February of each year) and at such place as may be determined by the Board.

NOTICE OF MEMBERS' MEETINGS

- 6.4** Fourteen (14) days' notice at least (exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of Members' Meeting of the Organization shall notwithstanding that it is called by shorter notice than that specified in the constitution, be deemed to have been duly called if agreed by all the members entitled to attend and vote thereat, provided also that the non-receipt of notice of the meeting by any person entitled to receive such notice shall not invalidate the proceedings of that meeting. The Secretary shall keep proof of dispatch of notice to every member for every Members' Meeting.
- 6.5** Any notice calling Members' Meetings shall be accompanied by the proposed agenda and no other major agenda shall be discussed at such a meeting.

PROCEEDINGS AT MEMBERS' MEETINGS

- 6.6** All Business shall be deemed special that is transacted at an EOMM and also that is transacted at an AGM Meeting with the exception of the consideration of the Accounts and Balance sheets, the Reports of the Board and the Auditors, the election of the Board, the confirmation of appointment and remuneration of the Auditors, provided that no business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two-thirds of members present in person or by proxy shall constitute a quorum
- 6.7** The instrument appointing a proxy shall be in writing, or by e-mail from the appointer's established address. The instrument shall be deposited at

the office or at such other place convening the meeting, not less than 24 hours before the time for holding the meeting or adjourned meeting that the person named in the instrument proposes to attend, in the case of a poll not less than 24 hours before the time appointed for taking the poll, and in default the instrument of the proxy shall not be treated as valid for more than one meeting.

- 6.8** If within an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon requisition of members shall be dissolved, and in any other case it shall stand adjourned to the next day at the same time and place, and if at such adjourned meeting a quorum is not present within an hour from the time appointed, the meeting shall be dissolved.
- 6.9** The Chairperson (hereinafter referred to as Chair), or in his absence the Vice-Chairperson (hereinafter referred to as Vice-Chair) of the Board, if present, shall preside at every Members' Meeting. If there is no such Chair or Vice-Chair, or if at any Members' meeting neither is present within an hour after the time appointed for holding the meeting, the members present shall designate one of the founding members to be the Chair of the meeting.
- 6.10** Where feasible and funds for such purpose were planned and are available, there could be some amount given to members during meetings, to cover part of their costs of attending the Organization meetings for which the rates shall be proposed by the Board and approved by the Members' Meeting every year
- 6.11** The Chair of any meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished. When such adjournment extends to more than 30 days since the original scheduled date of the meeting, notice of the adjournment shall be given as in the case of an original meeting

VOTES OF MEMBERS

- 6.12** Active and founding Members may attend and vote at a meeting, in person or by proxy, provided that no person shall act as proxy for more than one member, and the proxy need not be a member of the organization.
- 6.13** All active and founding Members shall be eligible to vote and every member shall have one vote, provided that when any matter affecting a member personally comes before the meeting, although they may be

present at such meeting, they shall not be entitled to vote on the question and the Chair may require them to withdraw during the discussion, and they shall in that case withdraw accordingly.

- 6.14** At any Meeting resolutions put to the vote shall be decided by secret ballot, provided that unless a vote is demanded, a declaration by the Chair that a resolution has been reached shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against such a resolution. A demand for a vote may be made before or after a resolution and may also be withdrawn.
- 6.15** In case of equality of votes, the Chair of the meeting at which the vote is taken shall cast the deciding vote.

CORPORATION ACTING BY REPRESENTATIVES AT MEETINGS

- 6.16** Any organization/corporation or Non Governmental Organisation which is affiliated to the Organization may be allowed representation at an AGM or some other meetings and may in such cases by resolution of its Directors or other governing body or by notification in writing under the hand of some officer of such organization as may be duly authorized in that behalf, authorize such person it thinks fit to act as its representative at such meetings of the organization, and the persons authorized shall be entitled to exercise the same power on behalf of the organization which they represent as the organization could exercise if it were an individual member of the Organization.

7.0 BOARD OF DIRECTORS

- 7.1** Until otherwise determined by Members' meeting, the number of directors shall not be less than two (2) or not more than seven (7). The Organisation shall seek to maintain the female to male ratio of Board of Directors members to be or close to 1:1. The first Board of the Organization will be authorized to open and operate Bank Account in all organizational matters.

POWERS AND DUTIES OF DIRECTORS

- 7.2** Directors shall appoint a Chairperson, Secretary and treasurer among themselves
- 7.3** A resolution in a Board meeting consisting of at least 2 founding members shall appoint signatories of this Constitution. The constitution signed shall be as valid and effectual as if it had been passed at a meeting of Directors dully called and constituted.

- 7.4** The business of the Organization shall be managed by the Directors themselves or through the Executive Director with the assistance of such other officers including a Secretary as the Directors deem fit. And the Directors shall have power to make rules and regulations for the management of business and properties of the Organization.
- 7.5** The Directors shall cause minutes to be made in books provided for the purpose of:
- a. all appointments of officers made by the Directors
 - b. the names of Directors present at each meeting of Directors and attendance at any Directors' committee meeting
 - c. all resolutions and proceedings at all meetings of the Organization, and of the Directors and of committees of Directors

PROCEEDINGS OF THE BOARD MEETINGS

- 7.6** The Board shall meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that there shall be at least two meetings per annum, but there must be one meeting between January and February while another between July and August for deliberating on Annual and semi-annual plans and reports. Meetings conducted through teleconferencing shall be as valid as any other meeting of the Board. The quorum necessary for the transactions of business shall be not less than half the number of members of the Board. Questions arising at any meeting shall be decided by a majority of votes unless otherwise specified in this constitution. In case of any equality of votes the Chairperson shall have a deciding or second vote.
- 7.7** Where feasible and funds were planned for, there shall be a honoraria paid to Board members attending Organization meetings for which the rates shall be proposed by the Board and approved by the AGM.
- 7.8** The Secretary, acting in consultation with the Chairperson, by giving at least fourteen (14) days notice, shall summon normal meetings of the Board provided that a shorter notice may apply if all members of the Board are in agreement.
- 7.9** Any notice calling Board Meetings shall be accompanied by the proposed agenda and no other major agenda shall be discussed at such a meeting. The Secretary shall keep proof of dispatch of notice to every Board member for every Board Meeting.
- 7.10** The Board may delegate any of their powers to committees consisting of such members of the Board as they think fit, and its appointees and any committee so formed shall, in the exercise of the powers so delegated,

conform to any regulations stipulated by the Board. The Board may review actions of all committees so appointed.

8.0 ACCOUNTS

- 8.1** The Board of Directors shall cause proper book of accounts to be kept and in particular regards:
- a) The sums of money received and expended by the Organization and the matters in respect of which such receipts and expenditures take place;
 - b) The assets and liabilities of the Organization
 - c) All sales and purchases of goods and services by the Organization.
- 8.2** The books of accounts shall be kept at the office or at such other place or places as the Board thinks fit.
- 8.3** A proper Annual Balance Sheet, Income and Expenditure Account and Cash flow as at the end of each financial year shall be prepared and laid before the members present at the Members' Meeting. Every Balance Sheet so presented shall be accompanied by a proper report of the Board and the Auditors.
- 8.4** Copies of the Income and Expenditure Account; Balance Sheet and Reports, all of which shall be framed in accordance with any statutory requirements for the time being in force, and of any other documents required by law to be annexed or attached thereto or to accompany, the same shall, not less than ten (10) clear days be laid before the persons entitled to receive notices of such meetings in the prescribed manner.
- 8.5** The income of the Organization shall be applied solely towards the promotion of the objectives of the Organization as set forth in its Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of surplus to members of the Organization.

AUDITORS

- 8.6** The Board of Directors shall appoint Auditors and their duties regulated in accordance with the ordinance.

9.0 THE SEAL

The seal of the Organization shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of the Executive Director and of the Secretary or such other person as the Board of Directors may appoint for the purpose, and that

Director and the Secretary or other person aforesaid shall sign every instrument to which the seal of the Organization is so affixed in their presence.

10.0 WINDING UP

Every member of the Organization undertakes to contribute to the assets of the Organization in the event of it being wound up while s/he is a member or within one year after s/he ceases to be a member, for the payment of the debts and liabilities of the Organization contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for adjustment of rights of the contributors among themselves, such amount as may be required, but not exceeding Tanzanian shillings thirty thousand (30,000/=) per member.

11.0 INDEMNITY

Every director, manager, agent auditor, secretary and other officer of the Organization shall be indemnified out of the assets of the Organization against any liability incurred, all costs, losses and expenses, any such persons may incur or become liable for by reason of any contract entered into, or act or thing done by such person in good faith in the capacity aforesaid, in any way in discharge of his duties, including travelling expenses.

12.0 AMENDMENTS OF THE CONSTITUTION

Amendments or additions to this constitution shall only be effected when approved by members not less than two thirds (2/3) of all active members and founding members in the EOMM convened for that purpose.

13.0 BANK ACCOUNT

Bank accounts shall be operated with three signatories but two signatories will be allowed to withdraw the funds in absence of one signatory. Withdrawals shall be only be through cheques and the Board shall appoint one of them to be the essential signatory for each cheque.

14.0 DISSOLUTION CLAUSE

The organization may be dissolved by a resolution passed to the effect by 2/3 majority votes of all voting members at an EOMM called for that purpose.

Such a resolution shall provide the disposal of assets of the organization after satisfaction of all debts and liabilities provided that such assets shall

not be paid or disbursed among members of the organization but shall be transformed to such other institutions with similar objectives.

15.0 DISAGREEMENT BETWEEN MEMBERS

Any conflict on the interpretation or application of any provision of this Constitution shall be amicably resolved by members, failure of which voting members shall submit to arbitration before an arbitrator to be appointed with mutual consent of the voting members. The award of the arbitrator shall be binding and final.

