

CONSTITUTION OF BUKOBA DEVELOPMENT FOUNDATION (BUDEFO)

PART 1: PRELIMINARY

ARTICLE 1: Short Title and Commencement

This declaration of **BUKOBBA DEVELOPMENT FOUNDATION** hereinafter referred to as “BUDEFO” is made this 3rd day of December 2013 in Dar es Salaam, United Republic of Tanzania, by a meeting of founder members.

ARTICLE 2: Interpretation

In this constitution the following expressions, unless the context requires otherwise, shall have the following meaning:

The Friends of Bukoba means all people who regard Kagera as their home, regardless of where they currently live. This also includes those well-wishers who seriously identify themselves with Kagera’s development.

- **Bukoba** means the regional capital, but in the context of this constitution it also refers to the geographical entity known as Kagera Region.
- **The Foundation** means Bukoba Development Foundation.
- **The Constitution** means the constitution of Bukoba Development Foundation.

The Board of Directors means the elected or temporary appointed body of officials to govern the Foundation.

Ordinary Membership (also Ordinary Member) means membership as defined in Article 14 of this constitution.

ARTICLE 3: Preamble

3.1 We, the Friends of Bukoba, note with great concern that, the 1979-1980 war between Tanzania and Uganda, the 1983 comprehensive crackdown on private businesses, the HIV/Aids epidemic that began in 1983, the unpredictable and often declining price of coffee, the ongoing epidemic of banana wilt disease and the migration of the middle class from the region have left Kagera economically stagnant relative to many parts of Tanzania for more than thirty years.

3.2 We further note that Kagera is facing a number of critical challenges ranging from high levels of unemployment, declining educational and health services and standards, low standard of living and persistent insecurity.

3.3 We, the Friends of Bukoba, take cognizance that, despite being sandwiched among four countries and within short distances of capital cities of Uganda, Kenya, Rwanda and Burundi, have little trade with those countries, leaving the region’s economy to depend almost entirely on subsistence activities.

- 3.4 We, the Friends of Bukoba, are regrettably aware of the limited access by the people of Kagera to loans, a situation which impedes the creation of small businesses needed to generate jobs and enhance the overall contribution of the private sector to the region's economy.
- 3.5 We, the Friends of Bukoba further note that, the absence of large public and private Institutions in Bukoba leads to migration of our middle class to other parts of Tanzania and overseas, thus depriving Kagera of the purchasing power it needs to attract viable businesses in the region.
- 3.6 We, the Friends of Bukoba, consider that the aforementioned challenges can be tackled through collective efforts by the people of Kagera living in Kagera and also in the diaspora, in collaboration with well-wishers who desire to complement our efforts. The Friends of Bukoba believe that this can be achieved through the principle of hard work, dedication, accountability and responsibility based on respect for human rights, social equity and social justice.
- 3.7 The Friends of Bukoba note with great concern the deterioration of educational standards in the region. It recognizes the revamping of education as a top priority, bearing in mind that education remains a cornerstone to any meaningful socio-economic development.
- 3.8 We, the Friends of Bukoba, are keenly aware of the deepening poverty in the region, and its dangerous implications to peace and tranquility. This makes it imperative that we put poverty alleviation on top of our agenda.

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

ARTICLE 4: Constitution

Foundation the constitution of Bukoba Development Foundation sets out the objectives of the Foundation, the strategy for achieving the same, guiding principles on governance and power relationships within the Foundation.

ARTICLE 5: Name of Society

The name of the Foundation shall be registered as **Bukoba Development Foundation** (hereinafter referred to as “**BUDEFO**”

ARTICLE 6: Head Office

The Foundation shall have its registered head office in the Municipality of Bukoba, Kagera Region as well as a subsidiary one in the city of Dar es Salaam.

ARTICLE 7: Area of Operation

The Foundation shall operate within the United Republic of Tanzania. Notwithstanding the Foundation's territorial jurisdiction herein, it stands to facilitate its worldwide membership and operations by granting permission to its members living in different jurisdictions to form and operate local chapters and incorporate them under the jurisdiction of other countries as the case may be.

ARTICLE 8: Core Values

The Foundation recognizes the following as its irreducible core values: respect, honesty, accountability, integrity, dedication to service, inclusiveness.

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

ARTICLE 9: Vision Statement

To make Kagera Region an ideal place to live, work and invest, as well as an attractive tourist destination. The end result will be poverty eradication and a high standard of living for its residents.

ARTICLE 10: Mission Statement

To work with other stakeholders including central and local governments as well as non-governmental organizations like faith-based institutions, both local and international, to improve education, health, agriculture, livestock, infrastructure, culture and environmental conservation. Also to help promote a climate conducive to trade, with a view to making the region a real gateway for trade in East Africa.

ARTICLE 11: Objectives

- 11.1 To provide primary, secondary, tertiary and adult education through financial, material and technical support to existing and new public and private educational institutions and facilities.
- 11.2 To provide human health care through financial, material and technical support to existing and new public and private health care institutions in addition to carrying out public health awareness campaigns.
- 11.3 To ensure food security through technical support to farmers, public education for prevention and eradication of crop and livestock pests and diseases, and promoting alternative food crops.
- 11.4 To mentor the youth through sports, community services and hand-on skills training to help them grow into responsible citizens.

- 11.5 To promote economic prosperity by investing in/or supporting tourism, commercial agriculture, trade and regional trade with neighbouring countries.
- 11.6 To advocate for Kagera in all matters of public policy that promote infrastructure development, favourable investment climate, lowering of cost of doing business, increasing living standards, increasing access to high quality education, increasing access to high quality healthcare and high regional security.
- 11.7 To preserve the beauty of Kagera by campaigning and/or funding to protect its environment through public education and advocating for environmental protection laws and by laws.
- 11.8 To preserve Bukoba's heritage by supporting the documentation of the Haya language and customs (traditions, practices, conventions, rituals, etc) to make them available to future generations and the current urban-born-and-raised descendants of Bukoba.
- 11.9 To honour the descendants of Kagera who have excellently served or will excellently serve Kagera, Tanzania and the world and are therefore role models for the people of Kagera to emulate.
- 11.10 To fundraise and/or secure funding and/or material and human capital (personnel) from local, regional, national and international institutions and governments both religious and secular and use these resources to support all objectives stated in this constitution and all other objectives **BUDEFO** may establish in the future provided those objectives are in their interpretations consistent with those stated here and lead to support the social and economic development of Kagera.

ARTICLE 12: Application of the Penal Code and Contravening By laws

The Foundation's operations shall be subjected to the provisions of the Penal Code Cap and other relevant laws of the land as the case may be.

PART IV: MEMBERSHIP AND TYPES OF MEMBERS

ARTICLE 13: Membership

- 13.1 Membership shall be granted to individuals 18 years and older with connection to Kagera and Tanzania by birth, ancestry, marriage and naturalization who permanently or temporarily reside in Tanzania or elsewhere in the world.
- 13.2 The foundation may grant membership to an entity that is operating and/or has interest in the development of Kagera.

ARTICLE 14: Types of Members

14.1 Founder Members

14.11 Subject to the Act on which this Foundation and its Constitution are based, Founder Members are members of the Board of Directors that preceded the incorporation of the Foundation.

14.12 All rights, obligations, rules, regulations and procedures governing ordinary members shall exactly apply to the Founder Members.

14.2 Ordinary Members

14.2.1 Ordinary Membership shall be granted to individuals and/or entities upon application as defined in Article 13(1)&(2) of this Constitution who share a common goal as articulated in the Vision, Mission and Objectives of this Constitution.

14.2.2 Ordinary Members shall pay a non-refundable annual membership fee which is established and periodically reviewed by the Annual General Meeting.

14.2.3 Where the Foundation establishes chapters, Ordinary Members shall be bound by all additional provisional provisions and membership fee rates set by respective chapters.

14.3 Honorary Members

14.3.1 Honorary Members shall be individuals 18 years and older or entities that do not meet Membership criteria established in Article 13(1) who in the opinion of the Foundation deserves to be recognized for their excellent work in Kagera and support for Kagera.

14.3.2 Honorary Members shall not pay the annual membership fee unless they voluntarily choose to do so to support the Foundation.

14.3.3 Honorary members shall not be bound by all provisions of the Foundation's Constitution but are expected to uphold the values of the Foundation on which their affiliation with the Foundation are built.

ARTICLE 16: Termination of Members

16.1 The foundation shall have the right to suspend or terminate the membership of any individual or entity that fails to abide by the Foundation's Constitution or commits a crime and/or public offence that put the Foundation in disrepute. Suspension of rights and privileges of a suspended member shall correspond to the period of membership. Upon termination, a member shall immediately all membership rights and privileges.

16.2 Because the reputation and ability of the Foundation to function depends on the action of its members, it shall be the responsibility of the Foundation through its governing body to determine whether or not the crime or offence committed by its member puts the Foundation in disrepute.

16.3 A suspended or terminated member shall have the right to defend himself/herself by sending a hand-signed letter or an email sent from the email account that is in the Foundation's record to the Foundation's Disciplinary Committee. The Disciplinary Committee shall recommend termination or reinstatement of membership to the Board of Directors.

- 16.4 Any member wishing to terminate his/her membership shall submit to the Foundation's Secretary General a hand-signed letter of resignation or a credible email message written from the account that is in the Foundation's records. Upon resignation, the member shall immediately forfeit all membership rights and privileges.
- 16.5 Any Ordinary Member who voluntarily terminates his/her membership may apply to be reinstated by paying the current membership fee.
- 16.6 Suspension and termination rules governing Ordinary Members shall apply to all membership categories.
- 16.7 The Foundation acting in good faith to preserve its integrity and defending its interests shall reserve the full rights to withdraw the Honorary Membership that has been granted to an individual or entity.
- 16.8 All terminated members shall bear all liabilities to the Foundation that accrued before their termination.

ARTICLE 17: Liabilities/Obligations of Members

- 17.1 All Founder Members and Ordinary Members are required to pay their annual membership fees in time and in the amount set by the Foundation or chapters of the Foundation.
- 17.2 All Founder Members and Ordinary Members are required to fully abide by the Foundation's Constitution and standards, procedures, code of conduct and ethics which the Foundation may establish from time to time.
- 17.3 All Founder Members, Ordinary Members and Honorary Members have obligation to uphold the values of the Foundation. Mission of the Foundation.

PART V: ORGANIZATIONAL STRUCTURE AND OFFICE BEARERS

ARTICLE 18: President

- 18.1 The President shall be ex-officio (by virtue of his/her office or status) member of all committees.
- 18.2 He/she shall preside over all meetings of the Foundation and the Board of Directors.
- 18.3 In the absence of the President the Vice President shall preside over meetings of the Foundation and shall assume all duties of the President
- 18.4 In the absence of both the President and Vice President, the meeting shall elect the chairperson from its members.

ARTICLE 19: Vice President

19.1 The Vice President shall assume the duties of the President when the President is absent, incapacitated or resigns.

19.2 In case of death, permanent incapacitation, or resignation of the President, the Vice President shall assume the duties of the President as Acting President and call an election within three months to elect a new President.

ARTICLE 20: Secretary General

20.1 The Secretary general shall maintain a membership register, ensure that members pay their membership fees consistently and in a timely manner, and hand the membership fee monies to the Treasurer for record and deposit in the Foundation's bank account.

20.2 The Secretary general shall attend all meetings of the Foundation and record and maintain minutes of all meetings of the Foundation including those of the Board of Directors.

20.3 The Secretary general shall keep the Seal of the Foundation which when used shall bear the signature of the President or Secretary General for authentication.

20.4 In the absence of the Secretary General, the Board of Directors shall appoint an official to discharge the duties of the Secretary General.

ARTICLE 21: Treasurer

21.1 The Treasurer shall receive all monies paid to the Foundation and deposit the same in the Foundation's bank account, keep accurate records of all financial transactions and make the accounts available for audit by a qualified auditor appointed by the Annual General meeting for the purpose.

21.2 Following annual auditing of the Foundation's finances, the Treasurer shall prepare and present a report to the Annual General meeting of all monies received and spent by the Foundation.

21.3 The Treasurer shall release monies for any Foundation expenditure only after receiving a written financial requisition bearing the Foundation's stamp and the President's signature. Where the President is to be paid, financial requisitions shall bear the signature of Vice president or Secretary General.

ARTICLE 22: Director of Finance and Economic Empowerment

22.1 The Director of Finance and Economic Empowerment shall be the head of the Finance and Economic Empowerment Section.

- 22.2 The Director and the Finance and Economic Empowerment Section shall be responsible for planning and implementing fundraising activities: budgeting and reviewing the Foundation's investment strategies; advising the Board of Directors and the Foundation on the acquisition and disposal of assets.
- 22.3 The Director of Finance and Economic Empowerment shall identify competent, honest and committed individuals and recommend them for appointment to the Finance and Economic Empowerment Section by the Board of Directors.
- 22.4 It shall be the responsibility of the Director of Finance and Economic Empowerment to determine the number of people in the Finance and Economic Empowerment Section.

ARTICLE 23: Director of Education

- 23.1 The Director of Education shall be the head of the Education Section
- 23.2 The Director and the Education Section shall be responsible with studying and reviewing the current and changing educational needs of Bukoba; and how these needs are integrated into the Foundation's goals and supported by the Foundation.
- 23.3 The Director and the Education Section shall advise the Board of Directors on candidates to receive educational scholarships and/or professorial award programs administered by the foundation.
- 23.4 The Director of Education shall be the main link of the Foundation with schools, colleges and universities.
- 23.5 The Director of Education shall identify competent and committed individuals and recommend them for appointment to the Education Section by the Board of Directors.

ARTICLE 24: Director of Public Relations and Policy

- 24.1 The Director of Public Relations and Policy shall be the head of the Public Relations and Policy Section.
- 24.2 The Director and the Public Relations and Policy Section shall be with responsible with gathering and disseminating public policy-related information that affects Bukoba and the Foundation should be aware of.
- 24.3 As appropriately determined, the Director and the Public Relations and Policy shall prepare and/or review briefings to be made by the Board of Directors to higher level government officials and other individuals with whom the image and integrity of the Foundation must be carefully managed.

- 24.4 The Director and the Public Relations and Policy Section shall coordinate publication of all materials of the Foundations that are to be made available to non-members.
- 24.5 The Director and the Public Relations and Policy Section shall identify and/or review the ability of individuals to be considered for Honorary Membership.
- 24.6 The Director and the Public Relations and Policy Section shall identify areas of the Tanzanian public policy where the Foundation has to lobby appropriate authorities and/or institutions for the benefit of Bukoba, and developing a lobbying/advocacy strategy toward a preferred public policy outcome.
- 24.7 The Director of Public Relations and Policy shall identify competent and committed individuals and recommend them for appointment to the Public Relations and Policy Section by the Board of Directors.
- 24.8 It shall be the responsibility of the Director of Public Relations and Policy to determine the number of people in the Public Relations and Policy Section.

ARTICLE 25: Director of Public Health

- 25.1 The Director of Public Health shall be the head of the Public Health Section.
- 25.2 The Director and the Public Health Section shall be responsible for acquisition or material and information for promoting public health in Bukoba.
- 25.3 The Director and the Public Health Section shall identify emerging health problems in Bukoba, designing the plan to combat them and sensitizing the public before the problems get worse.
- 25.4 The Director of Public Health shall be main link of the Foundation with hospitals and other health care institutions.
- 25.5 The Director of Public Health shall identify competent and committed individuals and recommend them for appointment to the Public Health Section by the Board of Directors.
- 25.6 It shall be the responsibility of the Director of Public Health to determine the number of people in the Public Health Section

ARTICLE 26: Director of Community Service Programmes

- 26.1 The Director of Community Service Programmes shall be the head of the Community Service Programmes Section.
- 26.2 The Director and the Community Service Programmes Section shall be responsible for the Foundations activities such as youth mentoring programs, sports, outreach and assistance during emergencies or crises.

- 26.3 The Director and the Community Service Programmes Section shall identify and plan how the Foundation should participate and assist in major community events in the Bukoba Municipality and rural areas.
- 26.4 The Director of Community Service Programmes shall identify competent and committed individuals and recommend them for appointment to the Community Service Programmes Section by the Board of Directors.
- 26.5 It shall be the responsibility of the Director of Community Service Programmes to determine the number of people in the Community Service Programmes Section.

ARTICLE 27: Director of City of Bukoba Liaison

- 27.1 The Director of the City of Bukoba Liaison shall be the head of the City of Bukoba Liaison Section.
- 27.2 The Director and the City of Bukoba Liaison Section shall be responsible for coordinating the activities of the Foundation with greater involvement of the Municipality of Bukoba.
- 27.3 The Director shall be a resident of the Municipality of Bukoba with better understanding and connections in the Municipal administration.
- 27.4 The Foundation's Board of Directors and the Director of the City of Bukoba Liaison Section shall jointly determine the staffing requirements and composition of the City of Bukoba Health Section.

ARTICLE 28: Advisory Council

- 28.1 There shall be an Advisory Council that is independent of the Board of Directors.
- 28.2 Under this constitution, membership in the Advisory Council shall not be construed to represent a specific geographic and demographic constituency and members of the Advisory Council shall not be appointed as such.
- 28.3 It shall be the responsibility of the Board of Directors to appoint members of the Advisory Council, and in doing so, the Board of Directors may consult the Ordinary Members as appropriately determined.
- 28.4 Membership of the Advisory Council shall not exceed five and as appropriately determined, gender representation may be considered without prejudicing Article 29.1 or 29.2.
- 28.5 The Chairperson of the Advisory Council shall be appointed by members of the Advisory council from among themselves.

28.6 The Advisory Council shall play an advisory role to the Foundation and its leadership by bringing the wisdom of those appointed to serve in the Council to bear on the balanced actions of the foundation and its leaders. The Advisory Council shall not be construed to appear or act as another administrative layer of the Foundation superimposed over the Board of Directors.

ARTICLE 29: Patron

29.1 There shall be a single Patron (male or female) whose role is to advise the Foundation on a personal level; to link the Foundation with important individuals and organizations the Foundation needs to implement its mission.

29.2 The Patron shall be a competent, nationally and internationally recognized individual from Bukoba who has a firm knowledge of Bukoba and is deeply committed to advancing the future of Bukoba.

29.3 After extensive consultation and as it sees fit, the Board of Directors shall appoint the Patron.

PART VI: ELECTION AND TERM OF LEADERSHIP

ARTICLE 30: Electing Members of the Board of Directors

30.1 The President, Vice President, Secretary General, Treasurer, Director of Finance and Economic Empowerment, Director of Education, Director of Public Relations and Policy, Director of Public Health, Director of Community Service Programmes and Director of the City of Bukoba Liaison shall be elected at the Annual General Meeting by a simple majority where two candidates are running. Where more than two candidates are running, a second ballot between the two top candidates from the first ballot shall be held.

30.2 Candidates for leadership positions may voluntarily put forward their names for electoral candidacy or may be nominated by voting members or a nomination committee specifically established by the previous Annual General Meeting to oversee the next election. Where the candidate has been nominated, he/she shall consent to the nomination before voting can proceed.

30.3 Authentic emails sent from email addresses that are in the Foundation's membership register, electronic surveys set up by the Foundation, mailed ballots and genuinely written/documented proxies shall be considered legitimate ballots.

30.4 During elections, an Ordinary Member that is an organization rather than an individual person shall be represented by a single vote that carries the same weight as the vote of a single individual voter.

30.5 Elections for all members of the Board of Directors shall be by secret ballots.

ARTICLE 31: Modalities of Renewal

- 31.1 The President, Vice President, Secretary General, Treasurer, Director of Finance and Economic Empowerment, Director of Education, Director of Public Relations and Policy, Director of Public Health, Director of Community Service Programmes and Director of the City of Bukoba Liaison shall be elected biennially (every two years).
- 31.2 There shall be no leadership term limit for all positions of the Foundation.
- 31.3 The President, Vice President, Secretary General, Treasurer, Director of Finance and Economic Empowerment, Director of Education, Director of Public Relations and Policy, Director of Public Health, Director of Community Service Programmes and Director of the City of Bukoba Liaison may be removed from office by a simple majority vote of eligible voting members in attendance due to misconducts against the Foundation constitution, standards, code of conducts and ethics, and public offenses that makes it impossible for them to lead the foundation with public trust.
- 31.4 Any elected or appointed officer of the Foundation may voluntarily resign from his/her position by submitting a written resignation notice to the President specifying the reason for resignation and the date the resignation will take effect.
- 31.5 Any officer of the Foundation who loses Ordinary Membership shall automatically resign from his/her leadership position.

Article 32: The Board of Directors

- 32.1 The governing body of the Foundation shall be called the Board of Directors comprised of the Foundation's President, Vice President, Secretary General, Treasurer and Section Directors whose duties are defined in PART V (Article 19 through 28).
- 32.2 The Board of Directors shall be governed by all provisions of this constitution and drawn it all guidance it needs to govern the Foundation.
- 32.3 The Board of Directors shall be subordinate to the decisions of the Annual General Meeting on matters of policy, procedures, and programs but shall retain reasonable flexibility to adjust programs, plans and expenditures as the conditions dictates provided the decisions have been made according to the procedures established under this constitution and the decisions are documented in the minutes of the meetings of the Board of Directors.
- 32.4 It shall be the duty of the Board of Directors to initiate programs; advise the Foundations membership on borrowing; disposal of assets; investments; hiring and/or termination of non-elections.
- 32.5 As an external image of the Foundation, members of the Board of Directors shall at all times observe high standards of corporate and personal integrity and ethics than expected of regular members.

32.6 Recognizing the difficulty of convening an extraordinary general meeting for the Foundation with a global membership, the Board of Directors may by a two-third majority vote terminate membership of any individual or entity it finds unworthy of the association and notify other membership of the decision as soon as possible.

32.7 Recognizing the difficulty of convening an extraordinary general meeting for the Foundation with a global membership, the Board of Directors may by a two-third majority vote terminate cause a member of the Board of Directors to resign for the good happens, it shall be the duty of the Board of Directors to seek a replacement for the vacant position as soon as possible.

PART VII: GENERAL MEETING (ORDINARY AND GENERAL)

ARTICLE 33: Composition of General Meeting

33.1 The General Meeting shall be composed of Founder Members, Ordinary Members, Honorary Members and any non-member observer the Foundation may choose to invite. Only Founder Members and Ordinary Members in good standing shall vote in all decision.

33.2 Recognizing the limitation of gathering members scattered across the world for the General Meeting, the quorum for the general meeting shall be 20% of the Ordinary Members in good standing plus Founder Members.

33.3 The General Meeting may be convened any time when there is a better chance for good attendance.

33.4 The President or Secretary General shall call the General Meeting and circulate the agenda at least 30 days prior to the general meeting.

33.5 To increase the legitimacy of the decisions made by the General Meeting, the Board of Directors may use an online poll to collect votes from Ordinary Members in good standing who did not attend.

33.6 The Foundation may convene as may General Meetings as practically possible.

33.7 Recognizing the limitation of gathering members scattered across the world for the General Meeting, any large meeting convened in a place (country or city) where a significantly large number of the members live shall be considered a legitimate General Meeting provided the meeting is supported by the Foundation's Board of Director and agenda of the meeting is intended to advance the mission of the Foundation. For the General Meeting convened this way the 20% autumn requirement shall be waived.

ARTICLE 34: Powers/Functions of the General Meeting

- 34.1 The General Meeting shall receive, review and approve the report on the state of the Foundation prepared by the Board of Directors for a period beginning after the last General Meeting or Annual General Meeting whichever comes first.
- 34.2 The General Meeting shall review and approve any update of budget spending projections the Board of directors might be planning
- 34.3 The General Meeting shall review and approve all policy decisions honorary Membership proposals submitted by the Board of Directors, and all new programmers Proposed by the Board of Directors or any Ordinary Member in Good standing.
- 34.4 The Conduct of the General Meeting shall follow the Robert's Rules of Order

ARTICLE 35: Delegation of Powers

Powers vested in any organ created by this Constitution may be delegated, but delegation of the same shall be limited to functions and not responsibilities.

ARTICLE 36: Annual General Meeting

- 36.1 The annual General Meeting shall be convened once every year prior to the end of the Foundation's financial year
- 36.2 Recognizing the limitation of gathering members scattered across the world the quorum for the Annual General Meeting shall be 20% of the Ordinary Members in good standing plus Founder Members.
- 36.3 Presidents or Secretary General shall call the meeting at least 90 days prior to the meeting date. If desired, the Foundation may fix the date for the Annual General Meeting to coincide with annual events when many members are likely to attend in person.
- 36.4 At the Annual General Meeting, the Board of Directors shall give the annual report accounting for the state of the Foundation for since the last Annual General Meeting; provide an audited financial report; and provide projected estimates of the budget spending and/or revenue for the following year.
- 36.5 The Annual General Meeting shall debate motions and pass resolutions on policy issues, new Proposed programmes, Honorary Membership proposals, and any other issue that may be brought forward by the Board of Directors or raised by Ordinary Members in good standing during the meeting.
- 36.6 Where the Annual General Meeting coincide with an election year, the meeting shall elect The President, Vice President, Secretary General, Treasurer, Director of Finance and Economic Empowerment, Director of Education, Director of Public Relations and Policy, Director of

Public Health, Director of Community Service Programmes and Director of the City of Bukoba Liaison.

36.7 Prior to elections, all officers whose positions are due to election shall officially resign from their positions allowing the election session to be chaired by the nomination committee that may have been formed at the last Annual General Meeting, a regular General Meeting or at least 60 days prior to the election date.

36.8 The conduct of the Annual General Meeting shall follow the Robert's Rules of Order.

ARTICLE 37: Special General Meeting

37.1 As used in this constitution, a Special General Meeting (also understood as an Extraordinary General Meeting) shall be a General Meeting convened for a specific event or topic that cannot wait for a regular General Meeting or Annual General Meeting whichever comes first.

37.2 At least 20% of Ordinary Members in good standing may petition the President to call a Special General Meeting by providing the reason and the agenda for the meeting. The President shall call a meeting in 21 days.

37.3 Because the Special General Meeting is convened to handle a specific subject, the Board of Directors shall have the right to accept or refuse to include in the meeting agenda, any issue unrelated to the subject for which the meeting was convened.

ARTICLE 38: Ordinary Meeting

38.1 Under this constitution, an Ordinary Meeting is the meeting of the Board of Directors. The Ordinary Meeting shall include all members of the Board of Directors and anyone the Board of Directors may choose to invite.

38.2 The Ordinary Meeting shall be convened as often as may be required, but at least once every month. The President shall call these meetings at a date agreed upon by most of the members of the Board of Directors.

38.3 Ordinary Meetings may be conducted with members present in a room, teleconferencing, email exchanges and video conferencing provided the proceedings of the meeting are documentable.

38.4 Because the Ordinary Meeting is the meeting of a small group of people with specific duties in the administration of the Foundation, the quorum of 50% at these meeting shall be required to make binding decisions. Where the 50% quorum is not met, the meeting shall proceed but decisions made shall not be binding until the President has sought opinions of absent members to meet the quorum.

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

ARTICLE 39: Financial Year

The financial year the Foundation shall be January 1st to December 31st.

ARTICLE 40: Sources of Funds

- 40.1 The source of funds to run the Foundations and its programmes shall come from legally Organized fundraising activities in and outside Tanzania; membership annual fees; grants and donations from individuals, families, governments and local and international organizations in and outside Tanzania that support the mission of the Foundation.
- 40.2 The Foundation shall invest in various derivatives and resulting profit used to support its programmes.
- 40.3 The Foundation may accept donations of assets such buildings, machinery, automobiles and land designed to further its mission.
- 40.4 The Foundation may borrow money or take other forms of loans to undertake its activities such as building offices provided that such borrowing is approved by the Annual General Meeting and there is a clear plan to repay the loan.

ARTICLE 41: Uses of Funds

- 41.1 The Foundation's funds shall be used strictly to support the implementation of approved programmes. These include payment for actual costs of the programmes, cost of approved travels, services and legal fees, office rents, communication and other bills required for the proper functioning of the Foundation.
- 41.2 The Foundation shall ensure that all financial transactions are authorized by the Board of Directors and documented following the best accounting practices in the country.
- 41.3 All cheques shall be co-signed by the President and Treasurer to be valid for payment. In the absence of the President, the Vice President or Secretary General shall co-sign the cheque with Treasurer. The signing officers shall ensure that the expense for which the voucher or cheque is being requested is a legitimate expense approved by the Board of directors. All expenditure and expense claims shall be accompanied by official invoices or receipts.
- 41.4 Under no circumstances shall the Foundation's cheque be co-signed by a person who is to be paid (payee/recipient/beneficiary/receiver) by that cheque.
- 41.5 While the Foundation encourages volunteerism in implementing its missions, it may pay allowances to selected positions of its leadership with the rates corresponding with the burden the bearers of these positions carry to do the work of the Foundation, and provided that the rates are within the financial ability of the Foundations. Such allowance shall first be approved by the Annual General Meeting.

ARTICLE 42: Bank Account

The Foundation shall operate legally established bank accounts at recognized Banks or other financial institutions in Tanzania. Due to its worldwide membership, the Foundation may establish bank accounts in other countries to served its overseas members and maximize fundraising opportunities.

ARTICLE 43: Annual Report

At the end of each financial year, the Board of Directors shall prepare a comprehensive annual financial and asset report and submit it to the Ordinary Members at least 21 days prior to the Annual General Meeting. This report shall be reviewed and discussed at the Annual General Meeting alongside audited statements of the bank accounts.

ARTICLE 44: Audit and Control

44.1 All financial expenditures and assets of the Foundation shall be audited annually prior to the Annual General Meeting by a professional auditor or any other knowledgeable Ordinary Member in good standing nominated by the previous Annual General Meeting or a regular General Meeting whichever comes first.

44.2 Under no circumstances shall be the Annual General Meeting or the regular General Meeting appoint a sitting member of the Board of Directors to serve as an auditor.

PART IX: CONSTITUTIONAL AMENDMENTS, DISSOLUTION AND COMMON SEAL

ARTICLE 45: Constitutional Amendments

45.1 Any section of this constitution may be amended or repealed provided the decision to amend or repeal is supported by 60% of Active Members in good standing. The Board of Directors shall provide Ordinary Members with all suggested amendments and/or repeals for review at least 21 days prior to the Annual General Meeting or any other General Meeting convened for that purpose.

45.2 If any section of this constitution was deemed ambiguous, originators of this constitution, or living members of the founding Board of Directors, or any other individual(s) deemed to have been closest privy to the drafting of this constitution and incorporation of the Foundation shall provide the correct interpretation. If all these individuals are already dead or living but no longer members of the Foundation and it is determined that consulting them is not in the interest of the Foundation, the seating Board of Directors shall consult at least three longest

members of the Foundation to provide the interpretation in lieu. Otherwise, the Board of Directors shall initiate the amendment or repeal of the ambiguous sections.

ARTICLE 46: Dissolution

46.1 The Foundation may be dissolved only if 75% of Ordinary Members in good standing vote in favour of dissolution. Because of the grave nature of such a decision, a stricter procedure and voting system is hereby imposed:

- (i) All eligible voters must vote in-person
- (ii) Where a voter cannot be personally present, he/she shall send in a hand-signed mail vote that includes pertinent personal information as a proof of identity.
- (iii) Hand-signed mail specified in (ii) may be scanned and emailed to the Board of Directors provided such an email is sent from an Email account that is in the records of the Foundation.
- (iv) An investigation to seek alternative ways of reforming the Foundation shall precede the dissolution process.
- (v) The Patron and the Advisory Council shall be consulted prior to initiating a dissolution process.

46.2 After the organization's satisfaction of its liabilities, the organization shall be required to pay its debts if any and the remaining assets shall be transferred to another organization with objectives similar to Bukoba Development Foundation.

ARTICLE 47: Common Seal

47.1 The Common Seal of the Foundation shall be in the custody of the General Secretary of the Foundation and shall bear the name of Bukoba Development Foundation Registered Board of Directors.

47.2 The Common Seal shall be affixed to all official documents of the Foundation in the presence of the chairperson and the Secretary General of the Foundation.

PART X: MISCELLANEOUS DISPOSITION

ARTICLE 48: Conflict Resolution Clause

48.1 Members of the Board of Directors and all members of the Foundations shall not act as conflict mediators in the name of the Foundation unless the conflict for which mediation is being sought is strictly the business of the Foundation.

48.2 Conflicts involving matters of the Foundation shall be resolved through a mediation team of three or five (even number not permitted) Ordinary Members selected by the Advisory Council and the Patron. Members of the Mediation team shall be those known to be impartial and not privy to the source of conflict.

- 48.3 As appropriately determined, the Foundation may create a permanent Disciplinary Committee to handle matters involving disciplinary issues among Ordinary Members. Otherwise the Foundation shall create temporary Disciplinary Committees on case by case basis.
- 48.4 In case of conflict which involves the Foundation, the matter be referred to the arbitrator for resolution of conflict.