

THE TRUSTEES' INCOPORATION ACT

**AFRICAN CHILD WELFARE FOUNDATION
REGISTERED TRUSTEES**

(ACWF)
REGISTERED TRUSTEES

"THE CONSTITUTON"

DRAFT

Incoporated this _____ day of _____, 2010

Drawn by:

**ENG. BERNARD KAVISHE
and
M/S ADELFINA KIMARION
FOUNDER TRESTEES
P. O. Box 377
MOSHI**

DEFINITION OF TERMS

Board of Trustees: In this constitution Board of Trustees means the Founder trustees of AFRICAN CHILD WELFARE FOUNDATION REGISTERED TRUSTEES (ACWF) excluding the Ordinary members and the Associate members, The number of founder members is limited to a two founder trustees

MKUKUTA II: National Strategy for growth and reduction of poverty phase II (2010 to 2015) in Swahili Mpango wa Kukuza Uchumi na Kuondoa Umasikini Tanzania awamu ya pili (2010 mpaka 2015)

VISION 2025: Tanzania Development Vision 2025

INTRODUCTION

We the Founders of ACWF (African Child Welfare Foundation registered trustees) have established a non -governmental, non- political, non religious and non -profit making organization to cater for the need of reducing poverty in Tanzania Communities through Supporting Vulnerable people with a special focus on Tanzanian children and youth, Mitigating HIV/AIDS pandemic, Improving Socio-Economic standards of living and promoting sustainable Earth Environment.

The foundation is aiming at raising social welfare of the Community in question especially the vulnerable groups such as Disadvantaged Children, Orphans, the youth, Widows, Elderly people, HIV/AIDS patients, disabled and hence bring community economic prosperity. Under this enacted constitution, the foundation will prevail with the Tanzanian Laws and Regulations accordingly.

1. ARTICLE:NAME,ADDRESS,LOCATION,EMBLEM,SEAL 1.1NAME

The foundation shall be known as "ACWF" (African Child Welfare Foundation Registered Trustess)"

1.2ADDRESS

The postal Address of ACWF is;
ACWF,
P.O.BOX 1722 ARUSHA
Phone:+255784375815. +255732197501Email:greenkavishe@hotmail.com
Website:www.acwf.or.tz

1.3 LOCATION

The current Head office of ACWF is located at Kwangao Primary School, Kelamfua Village, Kelamfua Mokala Ward at Rombo District, Kilimanjaro

Region Tanzania. The sub office is Located at Plot No. 68, Longuo Block B.
Moshi Municipality.

1:4 EMBLEM,

ACWF's Emblem shall bear one red heart and two red roses depicting Love unity care of community and environment and fruition of it. The emblem will appear in all headed papers and other official documents.

1.5 COMMON SEAL

The seal shall appear as AFRICAN CHILD WELFARE FOUNDATION REGISTERED TRUSTESS (ACWF) and shall be affixed to all official documents. The common seal shall on be affixed by or in the presence of one of the founder trustees.

1.6 RUBBER STAMP

There shall be rubber stamps according to the number of Authorizing Persons and that all letters and other documents from ACWF should be stamped with. The rubber stamp shall be affixed by any trustee, employee or any other person after being authorized and empowered to do so by the one of the board of trustees.

ARTICLE 2: ACWF'S GOAL,MISSION.V ISION

2:1 ACWF'S GOAL

Our goal is to see increased leadership by the intellectuals at grass root level towards reduced poverty in Tanzanian Communities through people's efforts in containment of extreme vulnerability by addressing millennium goals, vision 2025, Mkukuta II and similar initiatives by practical and pragmatic application of theories to solve day to day problems, increased creativity, innovation, entrepreneurship and reducing foreign domination on technology and exploitation of local natural, cultural environmental and human resources. Promoting and nurturing developmental mindset and empowering culture at grass root level.

2.2 ACWF'S MISSION

Our mission is to support people's efforts at grassroots level by promoting social and economic participation.

2:3 ACWF'S VISION

Our vision is to have a community with social and economic prosperity and improved education, health and social welfare standards for all Tanzanians in the most viable and quickest ways possible.

ARTICLE 3: OBJECTIVES

ACWF is the community and social based organization founded by Multi disciplinary professionals who focus on the following objectives;

3:1 GENERAL OBJECTIVE

To expose challenges facing the bulk of African Children by raising awareness on their plight and attempt to show the way out in the context of prevalent ignorance by the intellectuals and the middle class graduating from the same and the new realities emanating from the effects of HIV/AIDS pandemic, to address the Millennium Goals to TANZANIAN Communities, Vision 2025 and MKUKUTA II and similar initiatives by promoting HIV/AIDS Awareness and prevention, Environmental Sanitation and protection, Gender Empowerment and Sensitization and poverty Reduction through Community Participation, and taking an active and leadership role in changing the approach and laws limiting quick achievement of ACWF goals in a current dispensation.

3: SPECIFIC OBJECTIVES.

On Reflecting the General Objective ACWF is specifically aiming at;

3:2.1 To mitigate the health problems that lead to diseases like HIV/AIDS/TB, Malaria STI's and other diseases.

3:2.2 To support Orphans, needy and vulnerable children through promoting primary and vocational education for their self independence.

3:2.3. To support Orphans, by creating and supporting orphanages as a temporary means of care, to promote and facilitate local legal fostering and adoption of children.

3:2:4 To support Orphans and other vulnerable children in need by promoting, assisting and facilitation of international legal adoption, fostering and sponsorship.

3:2.3. Mainstreaming adoption as one of the means to contain the problem of Orphans resulting from effects of HIV/AIDS and extreme poverty and therefore Research and advocate review of laws impeding or retarding adoption, fostering and sponsoring children (both locally and internationally). It must be noted here that current laws were enacted many years prior to 1983 when realities on of HIV/AIDS had not set in and therefore not expedient to the current situations

3:2.4. Research and advocate to reduce existing international obstacles to free movement of peoples of the world including advocating multiple citizenship as a mitigation of social consequences of international adoption.

3:2.5 Promotion of economic and sustainable projects for widows, orphans and people living with HIV/AIDS through provision of micro finance assistance and later establish financial institution for the purpose of empowering vulnerable people as an end in itself also to enable parenting that will benefit African children.

3:2.4 Care and support for peoples Living with HIV/AIDS

3:2.5 To provide Legal support to vulnerable groups protect their civil and human rights.

3:2.6 Establish the Voluntary Counseling and Testing Programmes as mean of preventing HIV/AIDS spread.

3:2.7 Conduct Research programmes, Academic and Professional Debates on issues touching the African Children in the present context, carrier guidance on young graduates, parenting, family and Environment Conservation.

3:2.8 Studying and improving learning environment for public elementary and secondary education and sponsorship of tertiary education for disadvantaged families

3:2.9 Promoting entrepreneurship and leadership qualities among the young graduates from secondary, vocational education and higher education.

3:2:10 Supporting and facilitating international student exchange, practical training placements for foreign students and organizing volunteering for foreigners wishing to come this country and reciprocating with similar arrangements for Tanzanians wishing to travel abroad for training, industrial exposure, volunteering, cultural exchange etc. All with the motive of promoting international understanding while supporting the wider objectives of ACWF.

ARTICLE4: TRUSTSHIP

There shall be 3types of membership with which every category is described by its own characteristics;

4:1 FOUNDER TRUSTEES

1. Those who found and subscribed the idea and objectives of the foundation
2. Shall be the life members of the foundation except when stated otherwise by this constitution.
- 3 .On his/her death or health disability the founder trustee shall be able to be succeeded by pre-declared persons of not less than 18 years old to be the next kin.
4. Have the right to elect or be elected a leader of any position in the Organization.
5. Have a supreme Mandate over the foundation.

6. Shall be the Directors of the Board of Trustees and the final decision makers on matters concerning the organization.
7. The founder trustees must respect organization rules and regulations as started by this constitution with no sense of exception with other members in case of any constitutional misconduct.
8. Photographs and short resumes of the founder trustees shall be published in the official website of ACWF and the official profile of ACWF.
9. Can dissolve the Organization as per the Laws and Regulations of the Country

4.2 ORDINARY TRUSTEES.

1. Those who join the organization after inauguration of the foundation.
2. Shall not be the life members unless started otherwise by this constitution.
3. Cannot be succeeded after death.
4. Shall attend the General Assembly Meeting but will be banned to vote, elect or be elected the leader of the Board of Trustees.
5. Can contest for the managerial positions of the Organization.
6. Have paid the entrance fee and other contributions as required by the organization, the Board of trustees may waive this fee by taking into account the practicability of the trustee to pay the fee and the value to the ACWF emanating from his being a trustee and activities there from.
7. Obtain membership according to the requirements set forward by the founder members.
8. May be appointed as members of subcommittees if the Board of Trustees found necessary to do so.
9. The number of Ordinary trustees shall be limited to four.
10. The maximum tenure of ordinary trustees shall be three years, the term may be renewed by the board of trustees, The board of trustees may terminate the tenure of an ordinary trustee.
11. Photographs and short resumes of the ordinary trustees shall be published in the official website of ACWF and official profile of ACWF.

4.3 ASSOCIATE TRUSTEES.

1. These are honorary trustees who believe in the foundation objectives, mission and vision and are committed in supporting the foundation financially, morally or materially.
2. Are not necessarily Active trustees.
4. Membership is awarded by the board of trustees.
5. The maximum tenure of ordinary trustees shall be three years, the term may be renewed by the board of trustees, The board of trustees may terminate the tenure of an ordinary trustee.

5. Attend the meeting of Board of Trustees as the invited guests
7. Have no right to elect, vote or to be elected as a leader of the Board of Trustees.
8. Are advisors on concerned matters of the Board of Trustees
9. The number of Ordinary trustees shall be limited to four.
10. Photographs and short resumes of the associate trustees shall be published in the official website of ACWF and official profile of ACWF.

4.4 CEASETION OF TRUSTEESHIP

Trusteeship of all categories (Founders, Ordinary and Associate Trustee) shall cease when;

1. He/she Voluntary resigns.
2. She/he dies (and hence inherited incase of founder members)
3. She/he fails to attend meeting for 3 consecutive sittings without written excuse or apology.
4. She/he is found with criminal offenses and sentenced to jail.
5. She/he fails to pay required contributions for more than 3 consecutive months.
6. Dismissed by the Board of Trustees. This action is taken after a warning letter from the Board Chairperson there in advance.
7. She/he is found guilt of misconduct.
8. She/he is unable to discharge assigned duties fully.
9. Termination of duration of membership in case of Ordinary or Associate Membership.
10. On basis of dissolving the organization.

ARTICLE 5: POWERS AND RESPONSIBILITIES.

There shall be the following structures assigned with different responsibilities and duties stated as below;

5.1 BOARD OF TRUSTEES

1. It shall be the highest body of decision-making of the organization.

2. Comprised of 2 founder Trustees that are therefore known as Trustees.
3. Concerns with general matters of the foundation including administration, finances and decision making.
4. Have mandate to purchase,borrow,lease,acquire,sell,mortgage,let hire, dispose off or otherwise deal with lands and Buildings, movable properties of all kind to construct and use the same for all or any of the purpose of the foundation .Enter into,grant,sign,and make or execute all agreements,contracts and powers of attorney as expedient necessary.
5. Collect and receive contributions, funds, grants, and donations in cash or kind for any of the purpose.
6. Institute, conduct, or defend, abandon or compound any lawsuit action or proceeding instituted by laws for /or against the foundation in any court of law.
7. Supervise all activities of the foundation and under it, delegate authorities.
8. The Chairperson,Co-Chairperson,Chief Executive officer, Secretary, Deputy Secretary, Treasurer and Assistant Treasurer and the Organization Patron are the Prime Executives of the Board of Trustees each assigned and delegated duties under him.
9. Approve the recruited foundation staffs and assign them with managerial duties according to Organization recruitment policies.
10. Shall review progress, approve budgets, evaluate and formulate organizational policies.

5.2 THE ANNUAL GENERAL ASSEMBLY.

1. This is the annual meeting of the organization which brings together the founder trustees, Ordinary trustees and Associate trustees, and other invited organizational stakeholders and well wishes to discuss various matters pertaining the organization, The AGM may be held on line provided resolutions are later signed by at least one founder trustees and at least the simple majority among the ordinary and associate trustees.

2. In the General meeting only the Founder Members has the right to vote.

5.3 ADVISORY BOARD

1.ACWF Foundation shall have an Advisory Board appointed by the Board of Trustees and shall remain in office for the term of 3 years before the Board of Trustees revise the membership.

2. This is selected from the team of Professionals, Government officials, Activities, Academicians, Business Entrepreneurs and politicians who can effectively advice on matters pertaining the Organization.
3. A maximum of Four persons shall be selected and be awarded Associate membership to become Advisory Board of Trustees.
4. Among themselves shall choose the Secretary of the Advisory Board.
5. Advice without interfering powers of the Board of Trustees.
6. The member can be re-appointed for another 3 years term if the Board of Trustees wishes to do so.
7. The Advisory Board is independent and shall advice on all matters concerning the Board of Trustees.
8. The meetings of the Advisory board may be convened by one of the founder trustees on line by exchange of memorandum among the Associate trustees provided the resolutions are later signed and delivered to the Board of trustees by a simple majority among the members of the Advisory Board.

5.4 THE EXECUTIVE COMMITTEE

1. Is the second decision making organ after the Board of Trustees. The Board of Trustees Chairperson, Co-Chairperson, Secretary, The Chief Executive Officer, Deputy Secretary, Treasurer, Assistant Treasurer and the Organization Patron are the members of this Committee.
2. Shall do all duties on behalf or as delegated to them by the Board of Trustees.
3. Approved and disburse payments not exceeding Tshs.3,000,000/=Suggest to the Board of Trustees about work reports done by different organs in the Organization.
4. Suggest to the Board of Trustees on disciplinary matters and therefore measures to be taken on questionable behaviors of members.
5. Shall stay in office for 5 years term.
6. The Board Chairperson shall be the Chairperson of the committee, the secretary and the Chief Executive Officer shall both be the Secretariat of this committee.

5.5 BRANCHES AND SUB COMITEES

ACWF shall function by forming branches, Branches shall be formed by the Board of trustees only at areas where ACWF have projects or activities, the branches shall be responsible for

5.5.1 Representing the ACWF in their prescribed jurisdiction

5.5.2 Supervising projects in their area of jurisdiction

5.5.3 Research and suggest new projects according to the Objectives, Mission and Vision of ACWF.

5.5.3 The Board of trustees may close any branch when its projects are concluded, or when the beneficiary communities cease to cooperate or become hostile or when in the opinion of the Board of trustees the branch no longer represents the interest of ACWF.

5.5.4 The Board of trustees shall either employ or assign volunteers, volunteers shall be both Tanzanians and foreigners or form sub committees preferably comprised of the local citizens to carry out and execute projects at the branch level.

There shall be at least four sub committees as below, The Board of Trustees may form other committees based on or merge activities of committees below depending on actual needs at the Branch.

The Head office shall have similar committees to coordinate Branches

5. ADMINISTRATION.FINANCE COMMITTEE.

1. Is comprised of 5 members including the Chairperson,Co-Chairperson,Secretary,Treasurer,Chief Executive Officer..

2. Shall deal with Finance, planning, Management and Administration of Organization.

3. Prepare the Foundation Annual Budget.

4. Control overall financial system of the Branch.

5. The Chairperson of the Board of Trustees shall be Chairperson of the Committee and Board Treasurer shall be the secretary of this committee.

6. Shall also invite any member when deemed necessary to do so.

7. Seek donors, grants, and prepare fund raising activities on behalf of the organization.
8. Shall stay in office for the period of 3 years.
9. The Committee shall deal with recruiting the programmer staffs.

5.5.2. HIV/AIDS COMMITTEE.

1. Deal with all matter concerning with HIV/AIDS issues and plan for the overall purpose.
2. Prepare the Minibudget for the Committee activities.
3. Prepare the Committee Strategic plans and lay down the working schedules.
4. Perform all duties as assigned to it by The Board of Trustees.
5. The members for this committee include 5members selected by the Board of Trustees.programme staffs related to the project supervised by this committee shall be invited to the meeting of this committee.
6. Shall hold office for 3 years.

5.5.3. ENVIRONMENT COMMITTEE.

1. Shall deal and analyze all issues concerning with environmental problems and lay down plans to deal with them.
2. Prepare Strategic plans, Minibudget and working schedules concerning with the particular activities done by this committee.
3. Shall be responsible for all matters related to conservation of the natural and the built environment and culture and promote and coordinate tourism of both the natural and built environment including cultural tourism.
4. Do all duties as assigned and delegated to them by the board of Trustees or Executive committee
5. The Members of this committee include five Members appointed by the Board of Trustees and program staffs undertaking the related project shall attend meeting of this committee.
6. Hold office for 3 years term

6.5.4. POVERTY ALLEVIATING COMMITTEE.

1. Shall centrally analyze activities and duties to be performed in order to reduce poverty in the focused communities.
2. Prepare logistic plans, budget and schedules in a way that they meet the purpose of alleviating poverty.
3. Do other duties as assigned to it by the Board of Trustees
4. The members of this committee include 5 members appointed by the Board of Trustees.
5. Like other committees, hold offices for 3 years.
6. The programme staffs who undertake the project supervised by this committee shall be invited to the committee as members.

6.5.5. PRESIDENT

1. Shall be the head of the Board of Trustees and posses a VETO vote to decide on organization matters.
2. Shall preside over all meeting of the Board.
3. Shall the Chairperson of the Executive Committee and the administration and Financial committee.
4. Be Chief spokesman and General overseer of foundation.
5. Control and manage Organization financial and properties. Be the signatory of the foundation Main account (titled African children welfare foundation) including the secretary, The Treasurer and the Chief Executive Officer. Either 3 of them shall execute the Organization Main Account. The Board Chairperson and Co- Chairperson who is also the Chief Executive Officer being compulsory signatories.
6. Elected by the Board of Trustees among themselves and shall stay in office for 5 years and may be re-elected again.

6.5.6. CO-CHAIRPERSON

1. Undertake all responsibilities on behalf of the Chairperson.

2. Like other premier Executive the Co-Chairperson shall be elected by the Board of Trustees, among its members and shall hold office for a period of 5 years and may be re-elected again.
3. Shall be the Chief Executive Officer of the Organization.
4. Undertake same powers like the Organization Chairperson.

5.5.7 SECRETARY

1. Be secretary of the Board of Trustees
2. Supervise executive and management responsibilities of the organization
3. Convene meeting of Executive Committee and Board of Trustees and coordinate meeting of other Subcommittees.
4. Take and publish minutes of the Board of Trustees meeting and Executive Committee.
5. Is one of the signatories of the organization Main Account?

5.5.8. THE CHIEF EXECUTIVE OFFICER (C.E.O)

1. Shall be the Chief Executive Officer of the Organization
2. Shall be only answerable to the Organization Board of Trustees
3. Elected among the Board of Trustees and become a Co-Chairperson of the organization.
4. Shall undertake day to day Organizational activities on behalf of the Board of Trustees
5. Supervise the daily activities done by the programmer staffs.
6. Shall be the financial overseer on behalf of the Board of Trustees and be one of the Compulsory Signatories of the Organization Main Account. Shall also be the Signatory of the Organizational Mini Account (Tattled ACWF?)
7. Report to the Board of Trustees Meeting.
8. In case the Chairperson of Board of Trustees is elected to be the Chief Executive Officer the Co-Chairperson of Board of Trustees shall take the charge of being the Chairperson of the Board of Trustees and C.E.O become a Co-Chairperson.
9. The organization chairperson and C.E.O shall be the Compulsory Signatories of the Organization Main Account.

10. The CEO has a VETO vote to all decisions.

5.5.9. PROGRAMME STAFF.

1. There shall be the Programmed Staff who are responsible to undertake various projects that are established and implemented by the Organization from time to time.

2. The Programme Staff recruitment depend on the needs and requirements of time and when recruited shall work on contract basis depending on the duration on the projects. The recruitment may necessarily include the Programme officer, the Project Coordinators, Project F