

# **Friends of the Deaf of Tanzania**

## **FoDoT**

### **CONSTITUTION**

As amended at General Meeting held on 12<sup>th</sup> July 2008

#### **NAME**

- (1) The Society shall be called "The Friends of the Deaf of Tanzania" hereinafter referred to as "the Society".

#### **REGISTERED OFFICE**

- (2) The Registered office of the Society shall be situated in the United Kingdom.

#### **OBJECT**

(3)

- (i) The charity's objects ("the objects") are the relief of deaf people (which expression shall include persons who are totally or profoundly deaf or who are partially deprived of hearing or who are threatened with deafness) in Tanzania, East Africa.
- (ii) The object of the Society shall be achieved:-
  - (a) By awakening public interest and fostering an informed public opinion in the welfare of the Deaf in Tanzania.
  - (b) By undertaking or assisting action relevant to the audiological assessment, education, training, employment, welfare and social integration of the Deaf in Tanzania.
  - (c) By working in co-operation with Tanzanian Government Departments, religious or other Tanzanian groups or individuals who are or could be concerned with assessment, education, training, employment, welfare & social integration of the Deaf in Tanzania.
  - (d) By co-operating with the Tanzania Society for the Deaf, CHAVITA (the Association of the Deaf), the Commonwealth Society for the Deaf and the World Federation for the Deaf and with similar organizations for the Deaf and for the alleviation of Deafness and by taking part in relevant consultations, seminars, etc. which may take place.
- (iii) In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:
  - (a) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
  - (b) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
  - (c) power subject to any consents required by law to sell, lease or dispose of all or any part of the property;
  - (d) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with the repayment of the money so borrowed;
  - (e) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
  - (f) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
  - (d) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
  - (h) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
  - (i) power to do all such other lawful things as are necessary for the achievement of the objects.

#### **MEMBERSHIP**

(4)

- (i) Membership of the Society shall be open to all persons over the age of 18 who pay such admission fee, annual or life membership subscription as the Executive Committee of the Society may from time to time decide.
- (ii) Associations of persons approved by the Executive Committee may become members also of the Society by payment of such special admission fee and annual subscription as may from time to time be decided for the Society by the Executive Committee.

#### **PATRONS**

(5)

- (i) There shall be such Patrons of the Society as may from time to time with their consent be elected as such by the Society in a General meeting.
- (ii) All Patrons will be members of the Society without payment of any admission fee or subscription.

#### **EXECUTIVE COMMITTEE**

**(6)**

- (i) The Society shall be managed generally by the Executive Committee.
- (ii) The Executive Committee may consist of both elected and appointed members, the elected members to outnumber the appointed members in a ratio of two to one.
- (iii) The elected members, who shall be elected at an Annual General Meeting of the Society, shall hold office but shall be eligible for re-election and shall be eight in number. Of this number five shall be elected as Chairperson, Vice-Chairperson, Hon. Treasurer, Hon. Vice Treasurer, and Hon. Secretary and the remainder shall be ordinary members of the Executive Committee.
- (iv) The Executive Committee may co-opt any member of the Society to fill any vacancy among the elected members of the Executive Committee which occur during the year, and such co-opted member shall become a member of the Executive Committee until the next Annual General Meeting.
- (v) The appointed members shall be representatives of organizations working with or for the Deaf worldwide, or representatives of any groups in the U.K. having a special interest in helping Deaf people in Tanzania. The Executive Committee will be empowered to invite suitable organizations or groups to appoint representatives to the Executive Committee and these members shall have their places in the Executive Committee reviewed by members at the Annual General Meeting.
- (vi) Any member of the Executive Committee who fails to attend three consecutive meetings of the Executive Committee without satisfactory reason will be deemed to have resigned and the Executive Committee may fill the vacancy so created in accordance with the provisions of Section (iv) of the Article 6.

#### **OFFICE BEARERS OF THE EXECUTIVE COMMITTEE**

**(7)**

Any vacancy which occurs among office bearers of the Executive Committee shall be filled by appointment of a replacement from among its members at the next meeting of the Executive Committee after the vacancy has occurred.

#### **DUTIES OF THE EXECUTIVE COMMITTEE**

**(8)**

- (i) The Executive Committee shall hold a meeting at least three times per calendar year.
- (ii) The Executive Committee shall cause Minutes of every Executive Committee meeting to be properly recorded and kept.
- (iii) The Executive Committee shall keep or cause to be kept a full and correct account of all monies and assets sold, expended, or otherwise dealt with, and shall at the Annual General Meeting submit to members of the Society a report of the operations of the Society accompanied by statements of assets liabilities and revenue and expenditure.
- (iv) The accounts of the Society shall follow the calendar year.
- (v) The Executive Committee shall cause the Society's accounts to be audited by a professional auditor or examined by an independent examiner at least once in every year, as required by the Charities Act, 1992.
- (vi) The Executive Committee shall call a General meeting of members of the Society:
  - (a) at least once in every period of fourteen months;
  - (b) if requested in writing to do so by not less than six members of the Society.

## **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

**(9)**

- (i) At any meeting of the Executive Committee three members of the Committee shall constitute a quorum for the transaction of business.
- (ii) A decision of the majority of the members of the Executive Committee present at any meeting of the Committee shall be deemed to be the decision of the Committee. If upon any question the voting shall be equal the Chairperson or person presiding shall have a second casting vote.
- (iii) The Executive Committee may appoint any committee for any purpose it may deem expedient, and such Committee may co-opt any person to be a member of it.
- (iv) The Executive Committee may from time to time make rules for the transaction of the business of the Executive Committee or any committee of the Executive Committee.
- (v) Any member of the Society may attend as an observer of a meeting of the Executive Committee.

## **GENERAL MEETINGS**

**(10)**

- (i) The Chairperson of the Executive Committee, or in his/her absence a member of the executive Committee chosen by members of the Executive Committee present, shall preside.
- (ii) The Agenda for General Meetings of members of the Society shall be prepared by the Executive Committee but any paid-up member of the Society may require a matter to be placed on the Agenda by giving ten days notice in writing to the Hon. Secretary.
- (iii) The quorum at all General Meetings shall be six members personally present; if no quorum is present the meeting shall be adjourned to such date as the Chairperson shall nominate and at that adjourned meeting no quorum shall be necessary.
- (iv) Any Association of persons which is a member of the Society may be represented at a General Meeting by one of its own members appointed in writing for the purpose.
- (v) Except as otherwise provided by Article 14 all decisions of General Meetings shall be by show of hands.
- (vi) Except as otherwise provided by Article 14 all decisions of General Meetings shall be by simple majority vote.
- (vii) In all other respects procedure at General Meetings shall be as the Executive Committee may from time to time prescribe; or, in respect of any matter not so prescribed, as the Chairperson of the Meeting may decide.
- (viii) Notice of every General Meeting shall be sent to members not less than 21 days before the date of the Meeting.

## **ANNUAL GENERAL MEETING**

**(11)**

- (i) The Annual General Meeting of the Society shall be held every year in the second quarter of such calendar year or as soon as practicable thereafter.
- (i) At an Annual General Meeting the members shall consider the following:
  - (a) Receive a Report on the activities of the Society for the past year.
  - (b) Consider the Annual Accounts of the Society.
  - (c) Such other business as the Outgoing Executive Committee may approve.
  - (d) In every year elect the Chairperson, Vice-Chairperson, Hon. Treasurer, Hon. Vice-Treasurer, Hon. Secretary and three members who shall hold office for one year.
- (iii) Items no. (i), (ii), (iii), (iv), (v), (iv), (viii) of Article (10) General Meetings shall apply to Annual General Meetings also.

**TRUSTEES**

**(12)**

- (i) There shall be four Trustees who shall be the elected Chairperson, Hon. Treasurer, Hon. Vice-Treasurer and Hon. Secretary of the Society.
- (ii) All movable and immovable property of the Society together with such funds as may be agreed by the Executive Committee from time to time shall be vested in the Trustees.
- (iii) The Trustees if so authorized by the Executive Committee may open a Banking Account which shall be operated by any two of the Trustees.
- (iv) The Trustees if so authorized by the Executive Committee may borrow money and may pledge or mortgage any movable or immovable property of the Society as security for such a loan.
- (v) The Trustees may with the approval of the Executive Committee invest any moneys not required for immediate use and may realize also any moneys so invested in order to meet the current liabilities of the

**AMENDMENTS OF CONSTITUTION**

**(13)**

- (i) Subject to the following provision of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (ii) No amendment may be made to clause (1), clause (3), clause (14) or this clause without the prior consent in writing of the Commissioners.
- (iii) No amendment may be made which would have the effect of making the charity cease to be a Charity at law.
- (iv) The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

**DISSOLUTION**

**(14)**

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realize any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statements of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.

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