DATED THE 6TH OF DECEMBER 2010

THE UNITED REPUBLIC OF TANZANIA
NON-GOVERNMENTAL ORGANISATIONS ACT NO 24 OF 2002

REGISTERED NON-GOVERNMENTAL ORGANISATION ("NGO")

CONSTITUTION

-OF-

MTOTO WA TANZANIA
PART I
PRELIMINARY

1. Short title and commencement

In this constitution, MTOTO WA TANZANIA, herein referred to as MWT refers to that which is bound by this constitution, to be registered as a Non Governmental Organization, hereafter known as NGO under the NGO Act, 2002.

2. Preamble

We, the founder members of Mtoto Wa Tanzania,

Undertaking to support, promote and defend the fundamental human rights of all children irrespective of their status, gender, sex, nationality, religious or political belief,

Reaffirming our responsibility to contribute towards the human development,

And upholding, nurture and abide by the core values of volunteerism, tolerance, gender equality, non-discrimination, participation, transparency and accountability, and strive to become and remain a member driven organization,

Are a network that enables companies and individuals to help in an effective way,

Will work in an efficient way so that the administration costs are kept low and our work and the financial expenditure are transparent at any time.

The non-governmental organisation to be known as MTOTO WA TANZANIA shall be a non profit, non partisan, autonomous organization which shall be organized locally at both the grassroots and national levels.
PART II
CONSTITUTION, DENOMINATION, REGISTRATION, HEAD OFFICE, AREA OF OPERATION

3. Constitution

This is the constitution of **MTOTO WA TANZANIA**.

4. Name of Organization

The name of the non-governmental organization to be registered is **MTOTO WA TANZANIA** hereinafter referred to in this Constitution as MWT.

5. Registration

MWT shall be registered as an international NGO under the Non Governmental Organization Act No 24 of 2002 of the United Republic of Tanzania.

6. Head Office

The head office of MWT will be in Ursino Road, P. O. Box 38655, Dar Es Salaam, Tanzania.

7. Area of Operation

The area of operation shall be all of the United Republic of Tanzania.

8. Core Values

The core values of the organization shall focus on improving lives of children in difficult situations, especially orphans, to encourage the social and cultural growth in Tanzania. This through the promotion of values, formation and support of talents and to reduce poverty that resulted from the loss of parents causing poor families to take care of those kids and the missing chance for those children to receive proper education.
PART III
VISION, MISSION, OBJECTIVES, PROTECTION OF THE ORGANIZATION

9. **Vision Statement**

MWT’s vision is that children live under conditions that help them to grow to be the best they can be, live a healthy and happy life and receive an education that help them achieve their dreams.

10. **Mission Statement**

MWT’s mission is to help children in a difficult environment and improve their standard of living so that their physical, emotional and social needs are satisfied. We are the ambassadors for these children and we ensure their integral human development by being a network for organizations, companies and individuals that gives them opportunities to support the children in an effective way.

11. **Objectives**

The objectives for which MWT is established are to:

- Centralize and monitor activities of orphanages in Tanzania.
- Provide safe environments for the children of the orphanages.
- Educate, coach and guide the orphanages so they can become self-sufficient.
- Identify immediate needs for the orphanages and put up projects to satisfy these needs.
- Put up visions, short term and long term goals together with the orphanages and help them pursue these goals.
- Assure education and support of the children
- Be the orphanages ambassador and connect them to sponsors and donators.
- Manage Public Relations for the orphanages
- Raise funds to sponsor the projects for the orphanages and help them improve their standards.

12. **Application of penal code and contravening by-laws**

Members of MWT are required to perform their obligations in accordance with this constitution and the laws and legislation as in force in the United Republic of Tanzania and are prohibited from contravening the Penal Code, the laws of the United Republic of Tanzania and these by-laws as stated herein.
PART IV
MEMBERSHIP AND TYPES OF MEMBERS

13. Membership

There shall be 10 Founding Members as listed below. Thereafter membership shall be determined. The following 10 persons shall be the Founding Members of MWT:

(1) Innocent Ephraim (Tanzanian)
(2) Johanna Maria Hulatsch (Austrian)
(3) Edmund Huvers (German)
(4) Marlene Larsson (Swedish)
(5) Daniel Maro (Tanzanian)
(6) Mohammed Msingi (Tanzanian)
(7) Marsha Msuya (Tanzanian)
(8) Jerome Munishi (Tanzanian)
(9) Dorothy Mwanyika (Tanzanian)
(10) Paolo Taffuri (Italian)

14. Types of Members

(a) Ordinary Members
Ordinary Members are individuals who are dedicated to the vision and core values of Mtoto wa Tanzania, and who follow the MWT Policy Book.

(b) Members of the Board of Directors
The Members of the Board of Directors are individuals who make strategic decisions and install the operational management, whose goal is to further the organization’s vision. There shall be no less than four and no more than seven Members of the Board of Directors at any given time.

15. Liabilities and Obligations of Ordinary Members

(a) The Ordinary members are obliged to respect the present statutes and policies of the organization.

(b) Every two years the Ordinary Members shall have the responsibility of voting in the election of the Board of Directors. Each Ordinary Member has one vote.

(c) The Ordinary Members shall keep up to date on the organization’s activities and attend all meetings or notify the Board of Directors of their absence in advance.

(d) Only those who commit themselves to carrying out voluntary work aimed at pursuing the organization’s goal may be an Ordinary Members of MWT.
(e) An Ordinary Member who for any reason is no longer part of the organization shall not enjoy any property rights, nor can he claim any payment for the work done at any title, as each contribution even economic is done for charitable purposes.

(f) The Ordinary Members shall have the duty of respecting the mission, vision and core values as enumerated in this Constitution.

16. Liabilities and Obligations of Members of the Board of Directors

(a) The Members of the Board of Directors shall be responsible for the overall management of MWT and all strategic decisions shall be made by a majority vote at any meeting or meetings convened by the Chairperson or Vice Chairperson of the Board of Directors.

(b) The Members of the Board of Directors shall meet quarterly or and whenever so convened by the Chairperson.

(c) The representatives of the orphanages, that serve as Ordinary Members cannot be part of the Board of Directors.

(d) The Members of the Board of Directors shall also have the duty of fulfilling the liabilities and obligations of Ordinary Members.

(e) The Members of the Board of Directors shall be responsible to appoint a certified Auditor.

17. Termination of Ordinary Members

Any Ordinary Member may be removed upon occurrence of one of the following events:

(a) Death;

(b) Majority vote of the Ordinary Members for any reason whatsoever;

(c) Failure to respect statutory norms;

(d) Violation of the policies of the organization;

(e) Behaviour contrary to reaching the associative goal;

(f) Unworthy action and absence or lack of participation in the life of the organization;

(g) Conviction of any penal code offense in Tanzania or felony crime; or

(h) Voluntary withdrawal given three months of written noticed.

18. Termination of Members of the Board of Directors

Any Member of the Board of Directors may be removed upon occurrence of any of the events aforementioned in Section 17 applicable to Ordinary Members. A member of the Board of Directors may be removed from the Board but still hold their seat as an Ordinary Member. A Member of the Board of Directors may be removed if he or she fails to attend two consecutive Board Meetings without written notice.
PART V
APPOINTMENTS AND TERM OF BOARD OF DIRECTORS

19. Appointment of Ordinary Members

(a) Individuals shall become members following their submission of a written application and
   i. Their approval by the Board of Directors
   ii. Their confirmation by 2/3 of the Ordinary Members

(b) The amount of Ordinary Members shall not be below 10 nor exceed 25 people and shall include
   the following:
   i. The Board of Directors
   ii. Two representatives from the orphanages
   iii. Appointed Members

20. Appointment of the Members of the Board of Directors

There shall be a Board of Directors established which will comprise of those persons so appointed by all
Ordinary Members and elected by more than half of the vote in an Annual General Meeting or Special
General Meeting. The Board of Directors shall be elected according to the procedures outlined in MWT’s
Policy Book.

The term of the Board of Directors shall commence on the day they are elected for a term of two years.
A Board Member shall only be permitted to serve for four terms overall on the Board of Directors,
regardless of the positions that he/she has held.

The Members of the Board of Directors will elect among themselves by majority vote the Chairperson,
Vice Chairperson, Secretary and Treasurer.

21. Modalities of Renewal

The Modality of Renewal of a member of the Board of Directors shall be at the Annual General Meeting
or Special General Meeting by way of more than half vote of the Ordinary Members. In the event of a
vacancy prior to the calling of an Annual General Meeting, a Special General Meeting may be called with
the express purpose of filling such vacancy in which case the vacancy so filled shall be for a term from
election to the next Annual General Meeting.
PART VI
DUTIES OF BOARD OF DIRECTORS

22. Chairperson

The Chairperson shall have the following duties:

(a) Shall be the representative of MWT;

(b) Shall chair all the meetings of the Board of Directors or appoint a Member of the Board of Directors to chair the meeting on his behalf;

(c) Shall in consultation with the Secretary convene the meetings of the Board of Directors, the Annual General Meeting, and any Special General Meetings.

23. Vice Chairperson

The Vice Chairperson shall have the following duties:

(a) Shall be the representative of MWT in the case of the Chairperson’s absence and upon written delegation by the Chairperson;

(b) Shall act in the Chairperson’s place upon the resignation or removal of the Chairperson until another Chairperson is elected.

24. Secretary

The Secretary shall have the following duties:

(a) Shall prepare the annual calendar of events for MWT and submit it to the Board of Directors in their first calendar meeting;

(b) Shall convene the meetings of the Board of Directors, the Annual General Meeting and Special General Meetings, if any, subject to the consultation with and approval of the Chairperson;

(c) Update Ordinary Members about the organisation’s activities and strategic decisions that has been made;

(d) Communicate meeting minutes to all the Members of the Board of Directors and assure that the minutes are signed.

25. Treasurer

The Treasurer shall have the following duties:

(a) Shall oversee the finances of the organization;

(b) Shall prepare or cause to prepare the annual financial report of the organization and present it in the Annual General Meeting or Special General Meeting;

(c) Shall have the duty to demand from the administration of MWT any financial information pertaining to the financial transactions of the organization as and when he deems it fit;

(d) Shall have duty to raise queries concerning any doubt he may have on any financial information given to him by the management pertaining to the financial transactions of the organization;
(e) Shall prepare or cause to prepare a budget for MWT and present it to the Members of the Board of Directors before the start the fiscal year;

(f) Shall give financial budget updates to all Ordinary Members twice per annum.
PART VII
GENERAL MEETINGS

26. Annual General Meeting

(a) The Annual General Meetings of the organization shall be held annually.

(b) Thirty days’ notice in writing of the intention to hold the Annual General Meeting, together with a copy of the agenda, shall be sent to every Ordinary Member of MWT by the Secretary under the signature of the Chairperson. For the avoidance of doubt, electronic delivery of notice, e.g., by email or facsimile, is permissible.

(c) Two-thirds of the existing Members shall represent a quorum. For the avoidance of doubt, attendance and voting by way of teleconference or voting by way of written proxy shall be permissible.

(d) For a majority vote, 51% of the Members present at the meeting (whether in person or by telephone) shall be required.

(e) The business to be dealt with at the Annual General Meeting shall not necessarily be restricted to that mentioned in the agenda.

(f) The Chairperson of MWT shall preside over the Annual General Meeting.

(g) Only MWT Members shall be allowed to attend the Annual General Meetings unless otherwise stated by the Board of Directors.

27. Functions of the Annual General Meeting

The Annual General Meeting shall have the following functions:

(a) It shall have the authority to decide on all questions which any member of the Board of Directors may submit to it in writing upon notice of the Annual General Meeting.

(b) To elect from among its members the Board of Directors every second year.

(c) To receive the Annual Report from the Chairperson.

(d) To confirm the Audited Annual Financial Statements of the Treasurer.

(e) To receive the report of any member of the Board of Directors created for the Annual General Meeting.

(f) To confirm the budget presented by the Treasurer for the following financial year. The Members can agree on suggested changes by making friendly amendments.
28. Special General Meeting

The Special General Meeting shall have the functions which are similar to the functions of the Annual General Meeting. The Special General Meeting shall abide by the following procedures:

(a) The Secretary shall, if so requested in writing by at least one-third of the Board of Directors or on request of the Chairperson convene a Special General Meeting of the organization.

(b) Ten days’ notice in writing of the intention to hold a Special General Meeting, together with a copy of the agenda, shall be sent to every Ordinary Member of the organization.

(c) The business to be dealt with in the Special General Meeting shall be restricted to that mentioned in the agenda.

(d) The Chairperson shall preside over the Special General Meeting.

(e) Only Ordinary Members shall be allowed to attend the Special General Meetings unless otherwise stated by the Board of Directors.

32. Board of Director’s Meetings

(a) There shall be a minimum of four Board of Director’s Meetings held within the course of a year.

(b) The Chairperson shall be responsible for coordinating these meetings and shall give at least 10 days’ notice prior to holding a Board of Director’s Meeting.

(c) The purpose of this meeting shall be for the Board of Directors to make strategic decisions in order to further the visions of MWT.
PART VIII
FINANCIAL MANAGEMENT, SOURCES OF FUNDS AND USES OF FUNDS

29. Financial Year

The Financial Year shall end on the 31st of December.

30. Sources of Funds

MWT, its global office and chapter networks will seek funds and in-kind gifts for its program, staff and operational costs from individual, corporate, foundation, and other donors in Tanzania and internationally.

31. Uses of Funds

The Funds of MWT shall be used solely for the purposes of expounding and achieving its objectives. All activities of MWT shall be non-profit and the income and property of MWT, however derived, shall be applied solely towards the promotion of the objectives of MWT as set forth in this constitution. No portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of MWT; provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer, servant, or member of MWT, in return for any professional services actually rendered to MWT.

32. Bank Account

The Board of Directors shall have the power to open a Bank Account(s) for MWT as they deem fit and, for the avoidance of doubt, shall have the power to delegate the authority to operate any such bank account to the Management.

33. Annual Report

The Board of Directors shall ensure Annual Reports as required by the NGO Coordination Unit and any other regulatory body in Tanzania are regularly completed and lodged together with payment of any relevant statutory and it shall be the ultimate responsibility of the Chairperson to ensure that these are carried out in a timely and accurate manner.

34. Audit and Control

The Board of Directors shall ensure that accounts audits are regularly conducted on the MWT’s finances and it shall be the ultimate responsibility of the Chairperson to ensure that these are carried out in a timely and accurate manner.

35. Policies

All Ordinary Members, employees and stakeholders are obliged to follow the policies which are set forth by the Board of Directors.
PART IX

CONSTITUTIONAL AMENDMENTS, DISSOLUTION AND COMMON SEAL

36. Constitutional Amendments

This Constitution may be amended by more 2/3 of the Ordinary Members at any Annual or Special General Meeting provided that such amendments to not contravene the laws of Tanzania nor the laws relating to the operations of NGOs in Tanzania.

37. Dissolution

In the event of dissolution of MWT:

(a) Every member of MWT must contribute to the assets of MWT in the event of its dissolution while he/she is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of MWT contracted before he ceased to be a member, and of the costs, charges and expenses of MWT's dissolution, and for the adjustment of the rights of the contributors among themselves. The amount that may be required must not exceed twenty-five dollars ($25).

(b) If upon the winding up or dissolution of MWT there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of MWT, but shall be given or transferred to some other institution or institutions having objectives similar or cognate to the objects of MWT, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on MWT under or by virtue of this constitution hereof, such institution or institutions to be determined by the majority of Ordinary Members of MWT at or before the time of dissolution.

38. Common Seal

The Members of the Board of Directors shall ensure that a common seal of MWT is produced and kept safe to be used by the Board of Directors and Management.
PART X
MISCELLANEOUS DISPOSITION

39. Conflict Resolution

In the event of conflict all parties shall seek to amicably resolve their problems. In the event of conflict between any Member and the Members of Board of Directors, the decision of the majority of the members of the Board of Directors shall be final. In the event of conflict between the members of the Board of Directors where amicable discussions have not resolved the conflict, the parties shall agree to go seek arbitration.

40. Transmission of Membership

It shall not be permissible for any member to transfer or transmit his or her membership in any way. Upon the death of any member, such membership shall immediately be considered as cancelled and no longer existing.

41. Non-Discrimination

No person shall be denied membership on account of their race, ethnicity, color, sex, sexual orientation, or religion.

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WE, the persons whose names are subscribed, are desirous of being formed into a NGO, in pursuance of this Constitution:

DATED the 6th of December 2010.

X
Daniel Maro
Founding Member Mtoto wa Tanzania

X
Edmund Huvers
Founding Member Mtoto wa Tanzania

X
Johanna Maria Hulatsch
Founding Member Mtoto wa Tanzania

X
Mohammed Msingi
Founding Member Mtoto wa Tanzania

X
Marlene Larsson
Founding Member Mtoto wa Tanzania

X
Innocent Ephraim
Founding Member Mtoto wa Tanzania

X
Marsha Msuya
Founding Member Mtoto wa Tanzania

X
Paolo Taffuri
Founding Member Mtoto wa Tanzania

X
Dorothy Mwanyika
Founding Member Mtoto wa Tanzania

X
Jerome Munishi
Founding Member Mtoto wa Tanzania

WITNESS to the above signatures:

X
Agnes Leandri
Coordinator, Radio Maria Tanzania