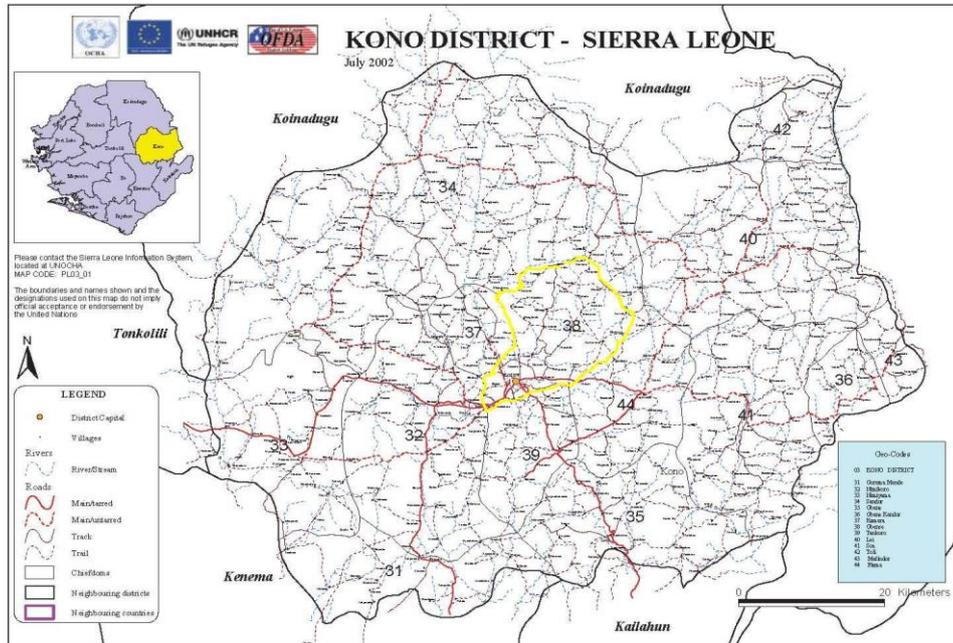




**Kono District Development Association UK**



# THE 2015 KONO DISTRICT DEVELOPMENT ASSOCIATION UK CONSTITUTION & BYE LAWS

# **THE 2015 KONO DISTRICT DEVELOPMENT ASSOCIATION UK CONSTITUTION**

## **PART 1**

### **1. Adoption of the constitution**

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

### **2. Name**

The association's name is KONO DISTRICT DEVELOPMENT ASSOCIATION UK (and in this document it is called the charity).

### **3. Objects**

The charity's objects ('the objects') are

- I. To develop the capacity and skills of the members of the socially and economically disadvantaged community of the Kono District, Sierra Leone and immigrants and their families from the Kono District now living in the UK in such a way that they are better able to identify, and help meet, their needs and to participate more fully in society.
- II. The relief of poverty of those in the Kono District of Sierra Leone and refugees and immigrants from this district now living in the UK, in particular but not exclusively by the provision of advocacy, information and advice.
- III. To advance the education of the general public in the history, culture and traditions of the Kono Tribe of Sierra Leone.
- IV. The preservation and protection of the environment by the promotion of sustainable development in Kono District, Sierra Leone.
- V. To promote human rights (as set out in the Universal Declaration of Human Rights and subsequent United Nations conventions and declarations) throughout the world, particularly amongst those in the Kono District of Sierra Leone, members of the Kono tribe, refugees and immigrants from this district now living in the UK, by all or any of the following means:
  - a. Monitoring abuses of human rights;
  - b. Relieving need among the victims of human rights abuse;
  - c. Research into human rights issues;

- d. Providing technical advice to government and others on human rights matters;
- e. Contributing to the sound administration of human rights law;
- f. Commenting on proposed human rights legislation;
- g. Raising awareness of human rights issues;
- h. Promoting public support for human rights;
- i. Promoting respect for human rights among individuals and corporations;
- j. International advocacy of human rights;
- k. Eliminating infringements of human rights.

VI. In furtherance of that object but not otherwise, the trustees shall have power: To engage in political activity provided that the trustees are satisfied that the proposed activities will further the purposes of the charity to an extent justified by the resources committed and the activity is not the dominant means by which the charity carried out its objects. In doing so, the charity must remain politically neutral and should consider working with other parties to help public perception of neutrality.

#### **4. Application of income and property**

- (1) The income and property of the charity shall be applied solely towards the promotion of the objects.
  - (a) A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
  - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
- (2) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee from receiving:
  - (a) A benefit from the charity in the capacity of a beneficiary of the charity;
  - (b) Reasonable and proper remuneration for any goods or services supplied to the charity.

## **5. Benefits and payments to charity trustees and connected persons**

### **(1) General provisions**

No charity trustee or connected person may:

- (a) Buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) Sell goods, services or any interest in land to the charity;
- (c) Be employed, by or receive, any remuneration from the charity;
- (d) Receive any other financial benefit from the charity; unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

### **(2) Scope and powers permitting trustees' or connected persons' benefits**

- (a) A charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the charity trustees.
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

### **(3) Payment for supply of goods only – controls**

The charity and its charity trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
  - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - (c) The other charity trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
  - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
  - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
  - (f) The reason for their decision is recorded by the charity trustees in the minute book.
  - (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.
- (4) In sub-clauses (2) and (3) of this clause:
- (a) 'The charity' includes any company in which the charity:
    - (i) Holds more than 50% of the shares; or
    - (ii) Controls more than 50% of the voting rights attached to the shares; or
    - (iii) Has the right to appoint one or more trustees to the board of the company.
  - (b) 'Connected person' includes any person within the definition set out in clause 34 (Interpretation).

## **6. Dissolution**

- (1) If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- (2) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- (3) The trustees must apply any remaining property or money:
  - (a) Directly for the objects;
  - (b) By transfer to any charity or charities for purposes the same as or similar to the charity;
  - (c) In such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- (6) The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

## **7. Amendment of constitution**

- (1) The charity may amend any provision contained in Part 1 of this constitution provided that:
  - a) No amendment may be made that would have the effect of making the charity cease to be a charity at law;
  - b) No amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
  - c) No amendment may be made to clauses 4 or 5 without the prior written consent of the Commission;
  - d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members in good standing present and voting at a general meeting (special resolution).
- 2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members in good standing present and voting at a general meeting (ordinary resolution).
- 3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

## Part 2

### **8. Membership**

- (1) (a) Membership is open to individuals over eighteen or organisations, who apply for membership, are approved by the trustees, and who are:
- i. Descendants of the Kono District and/or Kono Tribe of Sierra Leone residing in the UK and their spouses; or
  - ii. Community organisations, NGOs or charitable organisations with permanent offices in the UK who work towards any of the charity's objects and have no conflict of interest with the charity's objects; or
  - iii. Individuals residing in the UK who have demonstrated their commitment to work towards the charity's objects and have no conflict of interest with the charity's objects.
- (b) Youth Membership without voting rights is open to individuals under the age of 18 who apply for membership, are approved by the trustees and who are interested in furthering the objects of the Charity within the Youth Group.
- (2) (a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
- (b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The trustees must consider any written representations the applicant or any member may make about the decision. In the absence of a resolution of the members, the trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (d) The trustees must inform the members of all applicants admitted and refused at the next general meeting following their decisions and give reasons for their decisions.
- (e) The members may resolve at the general meeting to overrule the trustee's decision if, acting reasonably and properly, they consider it to be in the best interests of the charity.
- (3) Membership is not transferable to anyone else.
- (4) The trustees must keep an up to date register of the members, either in a written ledger or on computer, which must be made available to any member upon request, subject to the Data Protection Act.
- (a) The register is the official record of membership of the Charity.
- (b) The register must contain all the following information of members:

name and address, telephone number, email address where available, current membership status, current voting status (i.e.; in good standing or not), date of application, commencement and expiry of membership, payments, subscriptions, dues and donations (both due and paid), equality monitoring data including: chiefdom, gender, age, ethnicity, and any other information required by the rules or bye-laws.

- (c) The register or a printout of the register must be brought to every general meeting.
- (d) The Secretary will maintain the membership register and keep it up to date at all times
- (5) The term of membership is **two years** from the date of commencement of a person's membership and may be renewed by the member every two years, subject to sub clause (1) of this clause.
- (6) Membership is subject to the payment of the membership fees and subscriptions prescribed by the rules or bye-laws.

## **9. Termination of membership**

Membership is terminated if:

- (1) The member dies or, if it is an organisation, ceases to exist,
- (2) The member resigns by written notice to the Secretary or acting Secretary unless, after the resignation, there would be less than two members;
- (3) Any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) The member is removed from membership by a resolution of the members that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) The member has been given at least twenty one days' notice in writing of the meeting of the members at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) The member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.
- (5) **two years** have elapsed since the membership commenced or was renewed and the member has not applied to renew their membership.

## **10. General meetings**

- (1) The charity must hold a general meeting within **one** months of the date of the adoption of this constitution and **once a** month thereafter.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings and monthly general meetings shall be called special general meetings.
- (4) The trustees may call a special general meeting at any time.
- (5) The trustees must call a special general meeting if requested to do so in writing by at least ten members or **one tenth** of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members (comprising at least one tenth of the membership) may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

## **11. Notice**

- (1) The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by at least 4 trustees.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the trustees.
- (5) Any general meeting called at shorter notice may not conduct any business which requires an ordinary or a special resolution of the members.

## **12. Quorum**

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
  - (a) **10** members entitled to vote upon the business to be conducted at the meeting; or
  - (b) One tenth of the total membership at the time, whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.

- (4) If:
- (a) A quorum is not present within thirty minutes from the time appointed for the meeting; or
  - (c) During a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
- (5) The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (6) If no quorum is present at the re-convened meeting within thirty minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

### **13. Chair**

- (1) General meetings shall be chaired by the person who has been elected as Chair or in his or her absence by the Vice Chair.
- (2) If there is no such person or he or she is not present within thirty minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within thirty minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their numbers to chair the meeting.

### **14. Adjournments**

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

## **15. Votes**

- (1) Each member who has attended at **least 3 meetings/social gatherings of the charity per year and is up to date with his/her monthly subscriptions (in good standing)** shall have one vote; if there is an equality of votes the person who is chairing the meeting shall not have a casting vote in addition to any other vote he or she may have. A second vote may be taken to resolve an equality of votes; if the second vote is still equal the resolution will be deemed not to have passed.
- (2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.
- (3) An organisation that is a member shall have one vote.

## **16. Representatives of other bodies**

- (1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- (2) The organisation must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.
- (3) Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

## **17. Officers and trustees**

- (1) The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution and the rules and bye-laws. The officers and other members of the committee shall be the trustees of the charity and in this constitution are together called 'the trustees'.
- (2) The charity shall have the following officers & their assistants:
  - a. A chair,
  - b. A secretary,
  - c. A treasurer,
  - d. A Social, Event and Publicity officer
  - e. A Community, Welfare and Outreach officer
  - f. A Programme coordination officer
  - g. Any of the officers specified in clause 18 of the rules and bye-laws of the charity.

- h. Any other officers that may be required for delivery of the objects of the charity.
- (3) A trustee must be a member of the charity or the nominated representative of an organisation that is a member of the charity.
  - (4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 20 of this constitution.
  - (5) The number of trustees shall be **seven** but (unless otherwise determined by a resolution of the charity in general meeting) shall not be subject to any maximum.
  - (6) The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution comes into effect.
  - (7) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.
  - (8) The maximum number of consecutive years that an officer can hold the positions of Chairperson, Secretary or Treasurer, is **four years**, subject to the provisions of clause 18. These trustees shall be eligible for election to any other office, excluding Chairperson Secretary or Treasurer, subject to the provisions of clause 18.
  - (9) A Trustee shall not be eligible for election to the posts of Chairperson, Secretary or Treasurer if he/she has held any combination of these three positions for a total of 4 consecutive years (for example; 2 years as Treasurer plus 2 years as Chairperson, or any other combination) .

## **18. Election of Trustees**

- (1) Members of the charity in good standing are responsible for electing the Trustees on a **biannual basis**.
- (2) The charity in annual general meetings (AGM), or in general meetings in the case of unfilled positions, shall elect the officers and the other trustees in accordance with provisions for elections contained in Clauses 12, 13, 14 and 15 of the bye-laws of the Charity.
- (3) Any of the outgoing trustees standing for election must stand down/resign their position first, as an officer of the charity on the day of the election of new trustees in the Annual General Meeting. This must be done prior to starting the voting and if he or she fails to retire, shall automatically cease to be a trustee with effect from the conclusion of the annual general meeting **two (2) years** after his or her election **or** two years from the date of their election, whichever is sooner. The trustee shall be eligible for re-election at that time.
- (4) To vote in a general election a member must be registered to vote and also only the charity's members who have attended at least three(3) meetings per year and fully paid their membership/loans(i.e. in good standing) may elect any person who is willing to act as a trustee. Subject

to sub-clause 6(b) of this clause 18, the members may also elect trustees to act as officers.

- (5) No-one may be elected as a trustee or an Officer of the charity at any general meeting unless prior to that meeting of the Charity that individual candidate was in good standing in accordance with Clauses 12, 13,14 and15 of the bye-laws of the charity.
- (6) No-one may be elected as a trustee or an officer at any general meeting unless prior to the meeting the charity has given a notice that:
  - (a) is signed by a member entitled to vote at the meeting;
  - (b) No member will be nominated/elected as a Trustee or Officer of the Charity **in absentia**
  - (c) states the member's intention to propose the election of a person as a trustee or as an officer;
  - (d) Is signed by the person who is to be proposed to show his or her willingness to be elected.
- (7) (a) The election of a trustee must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.  
(b) The members may not elect a person to be an officer if a person has already been elected to that office and has not vacated or been removed from that office in accordance with Clause 20 or any other provision of this constitution or the bye-laws of the Charity.
- (8) Upon election, all Trustees will be asked to serve a period of two years before being asked to stand down and stand for election again. Trustees who have already served a four-years term will not be permitted to stand again if there are more new nominees than trustee places in accordance with clause 17 sub clause (8).

## **19. Powers of trustees**

- (1) The trustees must manage the business of the charity and ensuring that the charity's assets and resources are used only for the purposes of the charity and that the charity is run in accordance with its constitution, bye-laws, charity law and have the following powers in order to further the objects (but not for any other purpose):
  - a. To raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - b. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - c. To sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

- d. To borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if they intend to mortgage land;
- e. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- f. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- g. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- h. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- i. to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
- j. to open and operate such bank and other accounts as the members consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the trustee Act 2000;
- k. To do all such other lawful things as are necessary for the achievement of the objects.
  - i. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
  - ii. Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.
  - iii. Charity trustees should be able to show that they are aware of the guidance and have taken it into account when making a decision to which the guidance is relevant. If they have decided to depart from the guidance, they must show that they have good reasons for doing so about how to carry out your charity's purpose for the public benefit and have identified any possible risks of harm and how to minimise risk of harm, making sure any harm that might arise is a minor consequence of carrying out the purpose

## **20. Disqualification and removal of trustees**

A trustee shall automatically cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the charity;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- (4) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees or members resolve that his or her office be vacated;
- (6) reaches the end of his or her term of office; or
- (7) fails to carry out the duties of his or her position as specified in clauses 18 and 29 to 39 of the Rules and Bye-laws for a period of six consecutive months and the trustees or members resolve that his or her office be vacated; or
- (8) Is found guilty of misconduct by a resolution of the members at a general meeting and the members resolve to remove the trustee. The following shall be regarded as misconduct;
  - (a) failure to comply with the provisions of this constitution, the rules or bye-laws;
  - (b) failure to comply with a resolution of the committee or a resolution of a general meeting that complies with the provisions of this constitution, the rules and bye-laws;
  - (c) acting on behalf of the charity without the authority of the trustees or members;
  - (d) failure to declare an interest in compliance with clause 22; or
  - (e) acting in a way that could bring the charity, its members or its beneficiaries into disrepute; or
  - (f) Any other type of misconduct specified in the bye-laws of the charity.

## **21. Proceedings of trustees**

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution and the Rules and Bye-laws of the charity.
- (2) Any trustee may call a meeting of the trustees.
- (3) The secretary must call a meeting of the trustees if requested to do so by a trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be **four** or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the members and specified in the Rules and Bye-laws of the charity.
- (8) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.

- (9) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) There shall be a circulating chair at meetings of the trustees, unless the trustees decide otherwise. Each trustee shall take turns to chair meetings of the trustees.
- (11) If the person whose turn it is to act as chair of the meeting is unwilling to preside or is not present within thirty minutes after the time appointed for the meeting, the trustees present may appoint one of their numbers to chair that meeting.
- (12) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (13) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

## **22. Conflicts of interests and conflicts of loyalties**

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared;
- (2) Absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest). Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter;
- (3) Make declarations of interest to the members at the beginning of every general meeting. Failing to declare an interest will be deemed misconduct;
- (4) Ensure the treasurer reports to each general meeting if any trustee or member receives funds from the charity, or from any outside source to the charity, for goods, services or any other purpose.
- (5) Ensure the members at general meeting approve any contracts for goods or services granted to trustees or members. Any such approval must be recorded in the minutes.

### **23. Saving provisions**

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
  - (a) Who is disqualified from holding office;
  - (b) Who had previously retired or who had been obliged by this Constitution to vacate office;
  - (c) Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if, without the vote of that charity trustee and that charity trustee are being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

### **24. Delegation**

- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The trustees may impose conditions when delegating, including the conditions that:
  - (a) The relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) No expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

### **25. Irregularities in proceedings**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
  - (a) Who was disqualified from holding office;
  - (b) Who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if, without:
  - (d) The vote of that trustee; and
  - (e) That trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.
- (3) No resolution or act of
  - (a) The trustees
  - (b) Any committee of the trustees
  - (c) The charity in general meeting shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

## **26. Minutes**

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the members;
- (2) proceedings at all meetings of the charity including:
  - (a) The names of the members present at the meeting;
  - (b) Declarations of interest;
  - (c) The decisions and resolutions made at the meeting;
  - (d) Where appropriate the reasons for the decisions and resolutions;
  - (e) Actions decided and who will lead on the actions; and
  - (f) Reports and information presented at the meeting;
- (3) meetings of the trustees, committees of trustees and all subcommittees and working parties including:
  - (a) The names of the trustees present at the meeting; and
  - (b) All items in sub clauses 2(b) to 2(f) above.

## **27. Accounts, Annual Report, Annual Return**

- (1) The trustees must comply with their obligations under the Charities Act in force from time to time with regard to:
  - (a) The keeping of accounting records for the charity;
  - (b) The preparation of annual statements of account for the charity;
  - (c) The transmission of the statements of account to the Commission;
  - (d) The preparation of an Annual Report and its transmission to the Commission;
  - (d) The preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

- (3) The charity will have a written finance policy. The finance policy will specify, among other things, the procedures and protocols for: signatories, bank accounts, spending authority and procedures, requisitions, petty cash, spending levels, financial reporting at general meetings, budgets, projects, operations, service delivery, specified and non-specified donations, fundraising and other income, bookkeeping, accounts, auditing, reporting requirements and any other financial matters. The finance policy will be reviewed annually and adopted by the members at a general meeting. The finance policy may be contained within the Rules and Bye-laws of the charity.

### **28. Registered particulars**

The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

### **29. Property**

- (1) The trustees must ensure the title to:
- (a) All land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and
  - (b) all investments held by or on behalf of the charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.
- (3) The trustees may remove the holding trustees at any time.

### **30. Repair and insurance**

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

### **31. Notices**

- (1) Any notice required by this constitution to be given to or by any person must be:
- (a) In writing; or
  - (b) Subject to the person's written consent, may be given using electronic communications.
- (2) The charity may give any notice to a member either:
- a. Personally; or

- (b) By sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (e) By leaving it at the address of the member; or
  - (d) Subject to the member's written consent, by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- (4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5) (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

### **32. Rules**

- (1) The members may from time to time make rules or bye-laws for the conduct of the charity's business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
- a. the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - b. the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - c. the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - d. the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
  - e. The keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

- f. Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
  - (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
  - (5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

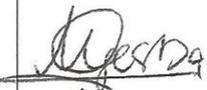
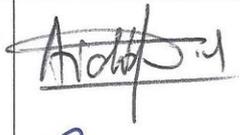
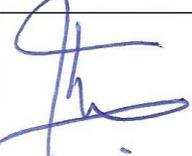
### **33. Disputes**

- (1) If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.
- (2) If the dispute has not been resolved by negotiation within 3 months, a final and binding decision on the dispute must be made by the members at the next general meeting.
- (3) If one or both parties do not accept the decision of the general meeting, the parties will, within 14 days, initiate and attempt to resolve the dispute in good faith through an agreed Alternative Dispute Resolution (ADR) procedure, or in default of agreement, through an ADR procedure as recommended to the parties by the President or the Deputy President, for the time being, of the Chartered Institute of Arbitrators.
- (4) If the matter has not been resolved by an ADR procedure within 60 days of the initiation of that procedure, or if any party will not participate in an ADR procedure, the dispute may be referred to arbitration by any party. The seat of the arbitration shall be England and Wales. The arbitration shall be governed by both the Arbitration Act 1996 and Rules as agreed between the parties. Should the parties be unable to agree on an arbitrator or arbitrators, or be unable to agree on the Rules for Arbitration, any party may, upon giving written notice to other parties, apply to the President or the Deputy President, for the time being, of the Chartered Institute of Arbitrators for the appointment of an Arbitrator or Arbitrators and for any decision on rules that may be necessary.
- (5) Nothing in this clause shall be construed as prohibiting a party or its affiliate from applying to a court for interim injunctive relief.
- (6) Nothing in this clause shall be construed as preventing the members from conducting the business of the charity at a general meeting.

### **34. Interpretation**

1. In this constitution 'connected person' means:
  - (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
  - (2) the spouse or civil partner of the trustee or of any person falling within paragraph (1) above;
  - (3) a person carrying on business in partnership with the trustee or with any person falling within paragraph (1) or (2) above;
  - (4) an institution which is controlled –
    - (a) By the trustee or any connected person falling within paragraph (1), (2), or (3) above; or
    - (b) By two or more persons falling within sub-paragraph (4) (a), when taken together
  - (5) a body corporate in which –
    - (a) The charity trustee or any connected person falling within paragraphs (1) to (3) has a substantial interest; or
    - (b) Two or more persons falling within sub-paragraph (5) (a) who, when taken together, have a substantial interest.
  - (6) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this clause.
2. In this constitution 'Descendants of the Kono District and Kono Tribe of Sierra Leone' means a person who is;
  - (a) Kono by tribe (by descent); or
  - (b) Born or raised in Kono and who publicly considers Kono as his/her first or second home; or
  - (c) A descendant of (a) or (b) above; or
  - (d) Married to (a), (b) or (c) above; or
  - (e) An honorary member of the Kono Tribe as resolved at a general meeting by the trustees and members.
3. "Member in good standing" is defined in Clause 9 of the Bye-laws and includes any member who is registered, fully paid up-to-date, whose membership has not expired or been terminated or suspended, or whose rights have not been suspended because of misconduct, and who is entitled to vote.
4. "Officer" means a trustee who also holds a position as Chair, Vice Chair, Secretary or any of the positions specified in clause 18 of the byelaws or elsewhere in this constitution.

We the named witnesses below are satisfied with the adoption and amendment of this 2015 KDDA UK Constitution on the 31<sup>st</sup> Day of January 2015.

	Signatures	Print Name & telephone number		Signatures	Print Name & telephone number
1.		KAI NGEGBA 02077036580	4.		AIAH B. TONDONEH 07961726773
2.		AIAH SODENGBE 07904942268	5.		DR MONDEH 07950550860
3.		Dian Fasuluku 07518989247	6.		Amadu S. Bach 07456809785

# **THE 2015 BYE-LAWS OF THE KONO DISTRICT DEVELOPMENT ASSOCIATION UK**

Here set forth, in numbered clauses, are the Bye-laws providing for the matters referred to in the 2013 Constitution of the Kono District Development Association UK and any other Bye-laws. Nothing in these Bye-laws shall negate any provision of the Constitution. In the event of a conflict between the provisions of these Bye-laws and the provisions of the Constitution, the Constitution shall prevail.

## **1. Resolution of lacunas, gaps or omissions**

- a) In the event that both the Constitution and these Bye-laws fail to address an issue, the Trustees and members shall defer to the custom, practise and resolutions of previous general meetings of the charity, and
- b) the guidance of the Charities Commission, and
- c) Current established best-practise for charitable unincorporated associations in the UK.

## **2. Interpretation**

In these Bye-laws, unless the context otherwise requires,

- a. "The charity" means the Kono District Development Association UK
- b. "Bye-laws" means the Bye-laws of the charity, which are laid out in this document
- c. "Trustees" means the trustees of the Charity for the time being;
- d. "Members" means all current registered members including Trustees, who are entered in the members register and whose membership has not expired
- e. "Member in good standing" is defined in Clause 9 of these Bye-laws and includes any member who is registered, fully paid up-to-date, attended at least 3 meetings/social gatherings of the charity per year and whose membership has not expired or been terminated or suspended, or whose rights have not been suspended because of misconduct, and who is entitled to vote.
- f. "Charities Act" means the UK Charities Act from time to time in force and all amendments to it;
- g. "Registered address" of a member means his address as recorded in the register of members;
- h. "Term" means the time between the annual general meeting and the conclusion of the 2<sup>nd</sup> annual general meeting thereafter;
- i. "Officer term" has the same meaning as "term".
- j. "resolution" means an ordinary resolution of the members present and in good standing at a general meeting or the Trustees present at a Trustees meeting, unless expressed as a "special resolution"

- k. "Special resolution" means a resolution passed by at least two thirds of the members present and in good standing at a general meeting or two-thirds of the Trustees at a Trustees Meeting.
- l. "Constitution" refers to the 2013 constitution of the charity.
- m. The definitions in the *Charities Act* on the date these Bye-laws become effective apply to these Bye-laws. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

### 3. Membership

- a) The members of the Charity are the applicants for incorporation of the Charity, any members who are fully registered and recorded in the Register of Members at that time, and those persons who subsequently have become members in accordance with the Constitution and Bye-laws, and in either case, have not ceased to be members.
- b) The Register of Members shall be the authority /evidence to confirm; membership, validity of membership, members who are or are not in good standing, commencement and expiry of membership, quorum, etc.
- c) The membership criteria are specified in clause 8 of the Constitution.
- d) The Secretary shall act as Membership Officer and shall along with the other Trustees process membership applications, keep a record of applications accepted and refused and shall report these to the members at every general meeting.

### 4. Applications for Membership

- a) A person may apply to the Trustees and, upon acceptance by the Trustees, that person becomes a member.
- b) Each member shall inform the Membership officer, the Secretary or his designate in writing of his up-to date address and e-mail address (if any) for the purposes of receiving notices from the Charity. This is an ongoing obligation of the member.
- c) Every member shall uphold the Constitution and comply with these Bye-laws.

### 5. Membership Dues

- a) The members may determine the membership dues of £10 per month.
- b) The membership dues are:
  - i. **Initial registration fee: £20 for membership ID card** (this is also payable if membership lapses for more than 30 days).
  - ii. **2-year membership fee** (also payable on renewal); Membership must be renewed every 2 years with a renewal fee of £10 per person for members with membership ID card, alternatively initial registration fee must be paid. (Under 18 years old do not qualify for full membership and will be granted

Youth Membership, which entitles under 18s to vote on the youth council/group and participate in its activities.)

iii. **Subscriptions:**

Other dues as decided at a general meeting from time to time

**6. Cessation of Membership**

- a) A person shall cease to be a member of the Charity;
  - i. for any reason specified by clause 9 of the Constitution; or
  - ii. Having not been a member in good standing for a period of more than 4 months.

**7. Expulsion of Members Generally**

- a) The members or the Trustees may only expel a member according to these Bye-laws by the method described below.
- b) The Trustees may temporarily suspend a member from all meetings and gatherings of the charity pending the findings of a disciplinary sub-committee if it is considered by the Trustees to be in the best interests of the charity, its members or beneficiaries to do so.

**8. Expulsion of Members by the Members**

- a) The members may, by an ordinary resolution, permanently expel a member subject to clause 9 of the Constitution.
- b) The notice of resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.
- c) A member subject to a vote for removal must be given at least 21 days written notice of such a meeting, and a brief description of the reason(s). He will also be given the opportunity to defend in person or by agent prior to the vote.

**9. Members and Good Standing**

- a) All members are in good standing except a member who;
  - i. has failed to attend the charity's meetings/social gatherings at least 3 times per year and has failed to pay his/her current two-yearly membership fee when due; or
  - ii. has failed to pay any other subscription, debt, or fee due and owing by him/her to the Charity within 14 days of it falling due; or
  - iii. Has had his or her membership or membership rights suspended as a result of disciplinary action for misconduct.
- b) Unless the Trustees otherwise decide, ***a member who has not paid their membership fee may up to 30 days after it has fallen due***, bring them self into good standing by paying their membership fee even though it is past due.

## **Meetings and decision making**

### **10. Trustees**

- a) Trustees will be collectively responsible for the acts and decisions of other trustees
- b) All trustees shall act democratically within and outside of meetings and ensure the agreement of the majority of trustees before acting
- c) Decisions at trustees meetings shall be made by simple majority show of hands
- d) All trustees opinions shall be heard, noted and given equal consideration prior to any vote
- e) All decisions of the trustees should comply with the policies and objects of the charity and with the wishes of the members.
- f) Where it is not possible to hold an emergency trustees meeting, executive action may be taken by the chairperson or, in his or her absence the assistant chairperson or, in their absence the secretary provided they have obtained authorisation by telephone or email from at least 5 trustees for such action to take place. A written record of all such authorisations shall be kept by the secretary.
- g) The person who took the authorised emergency executive action shall seek ratification of the action at the next trustee meeting and shall report the action to the members at the next general meeting.
- h) Trustees who act without the authority of the majority of trustees shall be subject to disciplinary action

### **11. Proceedings at General Meetings**

- a) A member in good standing present at a meeting of members is entitled to one vote.
- b) Voting procedures must carried out using the eligible voting list of members of who have attended at least 3 meetings/social gatherings per year and all monthly subscriptions are paid up.
- c) Voting is by show of hands, except for elections, unless the members present decide otherwise.
- d) Upon election, all Trustees will be asked to serve a period of two years before being asked to stand down and stand for election again. Trustees who have already served a four-years term will not be permitted to stand again if there are more new nominees than trustee places
- e) Any member in good standing on the signed voters list may make a motion at a general meeting. If the motion is seconded it must be voted on at the meeting subject to the provisions of the Constitution and these Bye-laws.
- f) All members opinions shall be heard, noted and given equal consideration prior to any vote.

## **12. Preparations for the Annual General Meeting (AGM)**

- a) The following will be sent to all members at least **14** days prior to the AGM;
- b) Notice of the AGM together with the Agenda and any resolutions to be voted on;
- c) Annual financial statement and the auditor's report (if one exists);
- d) Nominations for Trustees must be in writing and signed by the nominator and the nominee and submitted to the Secretary at least 14 days prior to the AGM. The nominee must write a supporting statement on their nomination form showing how their particular skills and experience match the job description for the role(s) they are applying for. Statements must be written in good faith. Any false or fraudulent statements made shall be considered gross misconduct and may result in criminal prosecution.
- e) An electoral sub- committee/commission shall be elected by members in good standing at the general meeting preceding the annual general meeting.
- f) The electoral sub-committee members shall be functional **ONLY** on the day of the election in the AGM to conduct the elections of trustees and publish the results of the election to all the general members and the public.
- g) A signed voting list (compiled by the treasurer and secretary of the charity) of eligible members must be published by the secretary at least 7 days prior to the AGM
- h) The Secretary and Treasurer or the assistant treasurer must countersign the Charity's membership and eligible voters' lists to ensure the members are in good standing.
- i) The outgoing officers shall deliver the Records of the charity to the Secretary prior to the AGM

## **13. Annual General Meetings**

- a) Minutes will be taken by the outgoing Secretary or delegated
- b) The Trustees will read out their annual report to the members, followed by discussions
- c) The Trustees will present the annual financial statement and the auditor's report (if one exists); followed by discussions and adoption by resolution of the statement and report
- d) Any further information or business that is required by law or by these Bye-laws.

## **14. Elections at Annual General Meeting**

- a) Election procedures at the annual general meeting shall be determined by these Bye-laws and, in the case of vacant positions shall also apply to general meetings.

- b) At the conclusion of agenda items 13(a) to 13(d) above, the Trustees shall hand over the meeting to the electoral sub-committee who shall preside over the election of Trustees and Officers.
- c) A voting list of eligible members must be clearly displayed in the venue of the election prior/during to the AGM
- d) The minutes of the elections proceedings shall be taken by one of the electoral subcommittee or a person they nominate.
- e) No member of the electoral subcommittee or their agent may be elected as a Trustee at the same AGM.
- f) No member will be nominated/elected as a Trustee or officer of the Charity in absentia
- g) All outgoing trustees or officers of the charity must stand down/vacant their positions/posts on the day of election in the annual general meeting prior to commencement of the election proceedings in the AGM by the electoral subcommittee.
- h) Written nominations must be received at least 14 days prior to the AGM, and shall be read out and nominees must briefly speak of their qualifications and experience suited to the roles of Trustee and Officer in the particular role they are standing for. The trustees shall send copies of nominees' supporting statements to the members before the AGM.
- i) Upon election, all Trustees of the charity will be asked to serve a period of two years before being asked to stand down and stand for election again. Trustees of the charity who have already served a four-years term will not be permitted to stand again if there are more new nominees than trustee places.
- j) A secret ballot shall be held to elect the Trustees and Officers, supervised by the electoral subcommittee. Where a candidate is nominated unopposed; the voters will be given the choice to either vote for the candidate or for 'none of the above'.
- k) The Electoral subcommittee or their agent shall count the ballot and inform the AGM of the results.
- l) A win shall be by a simple majority
- m) In the event of a tie or a win by 'none of the above'; nominations for that position shall be re-opened and the nomination and election process shall be repeated at the next general meeting to fill that position
- n) The new Trustees will then sign the necessary Charities Commission forms for new Trustees.
- o) The outgoing Secretary shall bring the Records of the charity and the documents of the outgoing trustees to the AGM and shall hand them over to the new Secretary or Chairperson.

- p) At the conclusion of the AGM the Secretary shall distribute the Records of the charity delivered to him by the outgoing officers to the respective new officers

## **15. After the Annual General Meeting**

- a) Within 14 days after the AGM
- i. the outgoing Secretary shall prepare the minutes of the AGM and send the minutes to the new Secretary
  - ii. The electoral subcommittee shall prepare minutes of the elections and send the minutes to the new Secretary
- b) Within thirty 30 days after the AGM, the new Secretary shall send an Annual Report to the Charities Commission containing:
- i. the date and location of the AGM;
  - ii. the full names and residential addresses of the Charity's Trustees;
  - iii. the number of voting and non-voting members of the Charity;
  - iv. A copy of the financial statements.

## **16. Removal of Trustees or Officers by Membership**

- a) The provisions for the removal of officers or trustees are specified in clause 20 of the constitution and elsewhere in the constitution and these bye-laws.
- b) The members may, by resolution, remove a Trustee or Officer before the expiration of his term in office and may elect, by simple majority vote, a successor to serve to the next annual general meeting.
- c) The notice of resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.
- d) The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the general meeting before the resolution is put to a vote.

## **17. Quorum**

- a) The provisions for a quorum are provided for in Clauses 12 and 21 of the Constitution
- b) The Members may from time to time change the quorum necessary for the transaction of business by ordinary resolution at a general meeting

## **18. Composition of Officers**

- a) The following shall be Officers of the Charity and shall be elected at the annual general meeting:
  - i. The Chairperson;
  - ii. Vice Chairperson;
  - iii. Secretary;
  - iv. assistant Secretary,
  - v. Treasurer.
  - vi. Assistant Treasurer
  - vii. Social, Event and Publicity officer
  - viii. Two **(2)** assistant Social, Event and Publicity officers
  - ix. Community, Welfare and Outreach officer
  - x. Two **(2)** assistant Community Welfare and outreach officers
  - xi. Programme coordination officer
  - xii. Auditing officers to be appointed by trustees
- b) An Officer must be a Trustee and ceases to be an Officer when he ceases to be a Trustee.
- c) Officers shall serve for one term upon election but shall be eligible for re-election.
- d) The members may at any time appoint an existing Trustee to fill any Officer vacancy.
- e) Any Officer so appointed shall serve the unexpired term of the Officer he is replacing.
- f) In the absence of sufficient trustees, or where a member is unwilling to become a Trustee, the roles described in sub clause (b) above may be carried out by volunteers and/or sub-committees. The volunteer carrying out the role will be neither an Officer nor a Trustee of the Charity and will not have a vote on the Trustees committee. Volunteers or representatives of sub-committees who carry out the roles in sub clause (b) will be allowed to attend Trustee meetings as observers and, at the invitation of the Trustees, may provide information or reports to the Trustees at the meeting.

## **19. Sub committees of the Trustees**

- a) The Trustees may delegate tasks to sub committees or working parties consisting of such persons as they think fit, and may name the sub committees or working parties.
- b) A subcommittee or working party so formed shall conform to any rules that may, from time to time, be imposed on it by the Trustees, and shall report every act or thing done to the Trustees.

- c) Subject to directions of the Trustees, these Bye-laws and the Constitution, the sub committees or working parties shall determine their own procedure.
- d) The members of a subcommittee or working party may meet and adjourn as they think proper.

## **20. Committee of the Trustees**

- a) Proceedings of the Trustees are laid out in Clause 21 of the Constitution.

## **21. Establishment of regional branch sub committees of the charity**

- a) The Trustees shall work to create regional branch subcommittees of the charity in the Midlands, Home Counties, North of England, Scotland, Wales, Northern Ireland, and other areas.
- b) 5 or more members resident in these regions may convene a local subcommittee meeting and conduct local elections to select the Secretary, Chair and Vice Chair of a regional subcommittee.
- c) Representatives of regional subcommittees shall report the minutes of their meetings to the Trustees
- d) The Trustees shall report the minutes of regional subcommittee meetings to the members at each general meeting
- e) Regional subcommittees shall submit proposals for local projects to the Trustees, which shall be presented to the members for consideration at the next general meeting.
- f) The Members shall only approve projects that promote the objects of the charity.
- g) The Trustees shall support and coordinate approved local projects

## **22. Miscellaneous Matters**

- a) Each Trustee shall inform the Secretary or his/her designate in writing of his/her up-to-date address and e-mail address (if any) for the purposes of receiving notices regarding the affairs of the Charity. This is an ongoing obligation.
- b) Notices may be given to Trustees in the same manner as notices are given to members.
- c) Questions arising at any meeting of the Trustees and subcommittee of Trustees shall be decided by a majority of votes.
- d) In case of an equality of votes at a Trustees meeting, the Chairperson has a second or casting vote.
- e) The Chairperson does not have a second or casting vote at general meetings.
- f) No resolution proposed at a meeting of Trustees or subcommittee of Trustees need be seconded, and the Chairperson of a meeting or any trustee may move or propose a resolution.

### **23. Minutes and the Minute Book**

- a) The secretary shall keep the Minute Book of the charity using a standard company minute book and shall insert the charity's:
  - i. Charities Commission Certificate;
  - ii. certified Constitution and Bye-laws;
  - iii. banking resolutions;
  - iv. members' meeting minutes;
  - v. Trustees' meeting minutes;
  - vi. Subcommittees' and working parties' meeting minutes.
- b) The charity's meeting minutes should include the following information:
- c) the name of the charity, the type of meeting (members, Trustees, subcommittee or working party)
- d) date, time and place of the meeting;
- e) list of attendees and their membership status
- f) a summary of the general discussions which took place at the meeting;
- g) A concise statement regarding motions and resolutions passed at the meeting. This includes:
  - i. the name of the person who made a motion;
  - ii. the name of the person who seconded the motion (if necessary);
  - iii. the exact wording of the motion; and
  - iv. the disposition of the motion (whether it was passed or was not passed by the meeting);
- h) The time the meeting was adjourned; and
- i) The signatures of;
  - i. the person taking the minutes at the meeting; and
  - ii. The meeting's chairperson.

### **24. Return of Documents and Property**

- a) At any time the Trustees or members may require a Trustee, Officer, member, or a former Trustee, Officer or member to return any property or documents belonging to the Charity that happens to be in the control or possession of such Trustee, Officer, member.

### **25. Resolutions in Writing**

- a) The provisions relating to resolutions in writing are laid out in Clauses 16 and 23 of the Constitution

### **26. Meetings Generally**

- a) The Trustees or subcommittees may meet together at such times and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that such regulations are not inconsistent with the Constitution of the Charity and these By- Laws. The meetings may be held in whole or in part, by telephone or other communications medium if all participating

in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other.

## **27. In Camera Meetings**

- a) The trustees and sub committees may hold trustee and Subcommittee meetings in private without other members present. The Trustees and subcommittee members shall take minutes of these meetings, shall report these minutes to the members and shall keep copies of these minutes in the minute book.

## **28. Voluntary Leave of Absence**

- a) A leave of absence must be at the voluntary request of the Trustee or Officer concerned. A request for leave of absence must be in writing.
- b) A short leave of absence may be granted by the Chairperson or Vice Chairperson as described below.
- c) The Trustees may grant a regular leave of absence also described below.
- d) Subject to any directions from the Trustees or members, the Chairperson may grant a short leave of absence to any Trustee or Officer on terms and conditions. The Chairperson shall then assign the duties and powers of that Trustee or Officer to another Trustee or Officer or to the Chairperson. Such short leaves of absence and transfer of duties and powers shall last no longer than 3 months, unless extended by resolution of a general meeting. A full report shall be given by the Chairperson at that meeting.
- e) Subject to any directions from the Trustees, the Vice Chairperson may grant a short leave of absence to the Chairperson on terms and conditions. The Vice Chairperson shall then assume the duties and powers of the Chairperson. Such short leave of absences and assumption of duties and powers shall last no longer than 3 months, unless extended by resolution of a general meeting. A full report shall be given by the Vice Chairperson at that meeting.
- f) The Trustees may grant a regular leave of absence to any Trustee or Officer on terms and conditions. The Trustees shall then assign the duties and powers of that Trustee or Officer to another Trustee or Officer.
- g) In case of a conflict between the powers of the Chairperson and Vice Chairperson to grant short leave of absences and to assign or assume duties and powers and the Trustees' powers to grant a regular leave of absence and to assign duties and powers, the Trustees' powers shall prevail.
- h) Nothing in the preceding sections dealing with types of leave of absences impairs the power of the Trustees under the Bye-laws to transfer duties and powers among the various Trustees or Officers. Such power to

transfer duties and powers supersedes the Bye-laws dealing with leaves of absence.

- i) A Trustee or Officer on an authorised leave of absence need not be sent any notice of meetings of the Trustees or Sub committees.
- j) During a regular leave of absence, but not a short leave of absence, the Trustees or Officers absent shall not be counted towards any quorum of the Trustees or Subcommittee of the Trustees. The necessary quorum shall therefore be reduced by one.

## **Job Descriptions**

### **29. The Chairperson;**

- i) Chairs all general meetings of the charity
- ii) is the chief representative and spokesperson for the charity;
- iii) is the coordinator of the other Trustees or Officers, and all Trustees or officers are answerable to the chairperson of the charity;
- iv) provides leadership of the trustees, encourages cohesion and collaboration and ensures the trustees' effectiveness in all aspects of their role including regularity and frequency of meetings;
- v) sets the trustees' agenda in collaboration with the other trustees taking into account the issues and concerns of all trustees and members,
- vi) ensures the agenda is forward looking and concentrates on strategy and the promotion of the charity's objects;
- vii) is responsible for ensuring the efficient use of the trustee's time;
- viii) ensures there is sufficient time to discuss complex or contentious issues and if necessary arranges for pre-meeting preparation;
- ix) ensures that the trustees receive accurate, timely and clear information;
- x) ensures effective communication with and participation of members of the charity and that all members are heard and treated fairly;
- xi) encourages community cohesion and inclusion of all parts of the community;
- xii) Is responsible for communication or appointing a trustee to make sure the Charity's bank account authority are notified of any changes/amendments of the charity's details
- xiii) Is responsible and accountable for safe keeping of all trustees and the charity's confidential details/information.
- xiv) facilitates the effective contribution of non-officer trustees and ensures constructive relations between officer trustees and non-officer trustees;
- xv) monitors performance of the charity and trustees by reference to the objects, and acts on the results of performance evaluation by recognising strengths and addressing the weaknesses; and

- xvi) where appropriate, proposes new members be appointed to the board or seeks the resignation of inactive or ineffective trustees subject to the approval by the membership at a general meeting;
- xvii) ensures that there is appropriate delegation of authority from the trustees to subcommittees and volunteers;
- xviii) ensures induction, training and development of trustees;
- xix) arranges for the trustees and chairmen of subcommittees to be available to answer questions at the AGM and delivering the annual report to members;
- xx) Ensures the vice chairperson is kept abreast at all times with the activities of the Trustees and is fully briefed to step in at any moment when the chair is absent or unavailable.
- xxi) provide development support to the Trustees, members and volunteers, which includes organisational capacity building, funding, governance and other required support;
- xxii) research and keep abreast of funding and tendering opportunities from various bodies ensuring all staff are aware of potential opportunities;
- xxiii) promote and raise awareness of all the chargeable services available from the charity and build up a portfolio of chargeable work to ensure sustainability;
- xxiv) support the development of the Trustees, the charity, projects, regional branches of the charity in the UK and civil society organisations in Sierra Leone; including quality assurance, good governance, sound financial management and good business planning;
- xxv) assist the Trustees, the charity, its projects, regional branches of the charity in the UK and civil society organisations in Sierra Leone; to develop links with other key strategic networks locally, regionally and internationally;
- xxvi) assist the Trustees, members and volunteers in developing projects and business opportunities;
- xxvii) provide support to the Trustees in addressing weaknesses and developing policies and procedures;
- xxviii) ensure sharing of good practice among the Trustees, members, volunteers, projects , etc.;
- xxix) provide support to projects, working groups and others in tendering & contracting for delivery of public services;
- xxx) signpost to the charity and to other training opportunities;
- xxxi) work and liaise with the public agencies, and other agencies to identify opportunities for bidding for grants;
- xxxii) where appropriate facilitate the creation of consortia (partnerships) of organisations to bid for grants;
- xxxiii) Support key stakeholders to engage with the voluntary and community sector and the Kono community.

**30. The Vice Chairperson shall:**

- a) Assist the Chairperson in his or her duties at all times; and
- b) Carry out the duties and exercise the powers of the Chairperson during any absence or unavailability of the Chairperson; and
- c) Keep abreast of all the Chairperson's and the Trustee's activities and participate fully in all meetings
- d) Set the strategic marketing direction for the charity, planning income and expenditure budgets and scheduling marketing activity, in order to ensure that marketing campaigns efficiently and appropriately support the work of the charity in the UK and in Sierra Leone
- e) Be accountable to the chairperson and directed by chairperson of the charity
- f) Create marketing plans for all campaigns
- g) Oversee implementation of marketing strategy
- h) Oversee all campaign marketing, promotional, groups and events activity for the charity
- i) In consultation with the Treasurer and Trustees, set and approve all income targets and events prices
- j) Commission and direct the work of designers and publishers of printed material produced by the charity including, but not limited to, campaign print, events programmes, adverts and display material
- k) Manage external key suppliers and internal relationships, including advertising and design agencies, printers and publishers, merchandise, media buyers, on-line publishing and other emerging technologies
- l) Write and oversee writing of copy for marketing materials, in agreement with PR officer, professional designers and the Trustees
- m) Commission photo shoots and supervise the image of the charity portrayed in photo shoots to support marketing campaigns in consultation with PR officer and the Trustees
- n) liaise with the Development Officer to ensure full support of sponsorship initiatives through marketing activity
- o) represent the charity at public events and meetings
- p) prepare regular reports for the Trustees
- q) commission research into extending beneficiaries, projects, programmes and media channels; and
- r) Oversee the Company's website and e-presence.

**31. The Secretary, or person designated by the Trustees, shall:**

- a) Conduct the correspondence of the Charity;
- b) Issue notice of meetings of the Charity and Trustees as directed by the chairperson of the charity;

- c) Be accountable to the chairperson and directed by chairperson of the charity
- d) Keep minutes of all meetings of the Charity and Trustees and maintain the Minute Book;
- e) Have custody of all records and documents of the Charity except those required to be kept by the Treasurer and keep them up to date;
- f) have custody of the common seal (if any) of the Charity;
- g) Ensure compliance with all reporting requirements to the charities commission, inland revenue and others;
- h) Ensure the Trustees' and members' compliance with the Constitution, rules, Bye-laws and any legal obligations;
- i) Together with the Development officer, ensure training of trustees on Charities Commission rules, legal requirements of trustees, governance good practise, etc.;
- j) Ensure that the relevant officers have the following items:
  - i. (Secretary) a standard "Company" minute book, preferably in loose leaf form;
  - ii. (Secretary) members register and/or computerised membership database;
  - iii. (Treasurer) a ledger book with at least 18 columns;
  - iv. (Treasurer) a double entry ledger book;
  - v. (Treasurer) a cash book;
  - vi. (Treasurer) a journal;
  - vii. (Chairperson/ Treasurer, etc.) the duplicates of all donation receipts issued by the Charity;
  - viii. (Chairperson/ Treasurer, etc.) "sufficient" records to enable the donation receipts issued, income received and any disbursements made to be verified; and
  - ix. Any other documents or resources necessary for the Officers to carry out their tasks
- k) Provide support and customer care to new and re-joining members;
- l) Deal with member and prospective member enquiries and ensure that all membership packs are posted out in a timely manner;
- m) Process all applications for membership, including their assessment against the membership criteria;
- n) Prepare a written report to the Trustees with recommendations on the suitability of each applicant;
- o) Inform applicants of the Trustee's decision and any special requirements;
- p) Regularly update the membership register and membership database;
- q) Ensure that all payments, fees, subscriptions and dues are accurately and efficiently processed and recorded and receipts issued, and support the Treasurer in preparing reports;

- r) Undertake one-off tasks, as required, relating to existing memberships including action on non-compliance with membership requirements in collaboration of the treasurer;
- s) Together with the Treasurer or the assistant treasurer the secretary of the charity to keep and maintain the membership and voting register, records and undertake administration arising from membership;
- t) Provide advice, guidance and direction to Officers and Members of the Board, as required on general membership matters including 'good standing';
- u) Produce and publish a monthly report for the general meeting.
- v) The secretary and the treasurer or the assistant treasurer must both sign the Charity's membership and eligible voters' lists for publication to ensure the members are in good standing for time to time.

**32. Assistant Secretary** or a person designated by the Trustees shall

- a. assist the Secretary in his or her duties at all times; and
- b. carry out the duties and exercise the powers of the secretary during any absence or unavailability of the secretary

**33. The Treasurer**, or person designated by the Trustees, shall (with the assistance of a bookkeeper or accountant if necessary);

- i) Keep 'sufficient' accounting records to explain all transactions and show the charity's financial position;
- ii) Be accountable to the chairperson and directed by chairperson of the charity
- iii) Together with the Marketing officer, prepare an annual budget for the following 3 years taking into account expected allocated and non-allocated donations and grant funding and variances, operations and project funds, etc.;
- iv) Together with the General secretary must both sign the Charity's membership and eligible voters' lists for publication to ensure the members are in good standing for time to time.
- v) Prepare an annual report and statutory accounts meeting legal requirements;
- vi) Formally approve the Trustees' Annual Report and accounts;
- vii) Ensure that accounts are subjected to any external scrutiny required by law or by the charity's governing document;
- viii) Ensure that the Trustees' Annual Report, accounts and annual return are filed on time with the Charity Commission where filing is required by law;
- ix) Seek requests from the public and from members for copies of the charity's most recent trustees' annual report and accounts;

- x) Safeguard the assets of the charity and ensure proper application of resources;
- xi) Take steps for the prevention and detection of fraud, financial abuse and other irregularities
- xii) Keep such financial records, including books of account, cheques and perform financial functions as are necessary to comply with the *Charities Act*, the Constitution and the Bye-laws and shall keep them up to date.
- xiii) Assist the Programmes coordination Officer in the development of project and programme budgets and proposals
- xiv) Present a financial report to the Trustees in collaboration with auditing officers of the charity and members at every Trustees meeting and general meeting and when required. The *financial report* shall contain as a minimum;
  - i. the latest management accounts;
  - ii. a comparison of budget to actual figures;
  - iii. an explanation for variances between forecasts and what actually happened; and;
  - iv. Details of cash flow and closing bank balances.
- xv) Research and develop a portfolio of potential donors, grants and funds and match objects of donors with objects of the charity, in cooperation with the vice Chairperson, and chairperson;
- xvi) Coordinate global relationships with a portfolio of donors ;
- xvii) Develop donor relationships and support proposals;
- xviii) Work with teams within the charity to build capacity and access/manage institutional funding;
- xix) Assist in the development of a strategic approach to fundraising;
- xx) Prepare proposals, budgets and reports;
- xxi) Submit and manage applications to grant making institutions for grant funding; in cooperation with the Programmes officer, Development officer, Marketing officer, Treasurer and Trustees;
- xxii) Facilitate start-up workshops for new funding contracts – promoting best practice;
- xxiii) Update all parties on funding opportunities;
- xxiv) Work with UK and Sierra Leone programme officers to develop knowledge and skills re: funding and donors;

- 34. The Assistant Treasurer** or a person designated by the Trustees shall
- a. assist the Treasurer in his or her duties at all times; and
  - b. carry out the duties and exercise the powers of the secretary during any absence or unavailability of the treasurer

- 35. The Auditing officer** or person or sub- committee designated by the trustees to perform the tasks, shall
- a. be accountable to the chairperson and directed by chairperson of the charity
  - b. Collating, checking and analysing spreadsheet data if the charity.
  - c. Examining charity accounts and financial control systems.
  - d. Gauging levels of financial risk within charity.
  - e. Checking that financial reports and records are accurate and reliable.
  - f. Ensuring that assets are safeguarded.
  - g. Identifying if and where processes are not working as they should, and advising on changes to be made.
  - h. Preparing reports, commentaries and financial statements.
  - i. Liaising with treasurers, The Social, Fundraising and Events Publicity Officer and the chairperson of the charity and presenting findings and recommendations.
  - j. Ensuring procedures, policies, legislation and regulations are correctly followed and complied with.

- 36. The Programme Coordination Officer**, or person or sub-committee designated by the Trustees to perform the tasks, shall;
- a) be accountable to the chairperson and directed by chairperson of the charity
  - b) together with the Marketing officer formulate the charity's strategy for the delivery of its objects as directed by chairperson of the charity;
  - c) be responsible for implementation of the charity's strategies in the UK and Sierra Leone as directed by chairperson of the charity;
  - d) prepare project documents, project work plans and project strategies in coordination with the other Trustees and key stakeholders;
  - e) supervise the implementation of the charity's programme activities as outlined in the projects' work plans;
  - f) maintain regular communication with the projects' implementing partners, and key stakeholders, ensuring their active participation, involvement and support of the project's objectives and activities;
  - g) in coordination with the Trustees and project managers, develop a unified and systematic process of monitoring and documenting the implementation of the projects, viable indicators and lessons learned;
  - h) identify, recruit and supervise consultants as deemed necessary for implementation of projects, in coordination with the Trustees and project managers;

- i) supervise and manage the administration and finances of projects according to the Constitution and byelaws, to ensure accountability and high performance as directed by chairperson of the charity;
- j) manage programme resources and administration to ensure accountability;
- k) liaise with donors and partner organisations on Programme implementation and mobilising resources;
- l) in cooperation with the Trustees and project managers, design and implement a resource mobilisation strategy for both immediate and long-term objectives of the Programme in UK and Sierra Leone;
- m) build partnerships with government and nongovernmental stakeholders;
- n) develop strategies for building capacity of partners in Sierra Leone;
- o) develop advocacy material and oversee dissemination of these materials;
- p) in coordination with Project managers, the Program Coordinator will play a vital role to support the project managers in the UK and the Programme manager in Sierra Leone ;
- q) participate as a member of the Trustees committee; and
- r) Perform other duties required by the Trustees as deemed necessary.
- s) Explore opportunities and coordinate relationships with a range of donors to maximise their funding for work in Africa, work with several of the programmes, develop proposals and support grant management from a wide range of institutional donors.

**37. The Social, Fundraising and Events Publicity Officer**, or person or sub-committee designated by the Trustees to perform the tasks, shall;

- i) create and manage a social, fundraising and events subcommittee in cooperation with the Trustees;
- ii) be accountable to the chairperson and directed by chairperson of the charity
- iii) identify and research potential fundraising opportunities;
- iv) develop a two-year fundraising strategy;
- v) liaise with various stakeholders for profile raising and fund raising events;
- vi) implement fundraising campaigns;
- vii) develop and enhance the charity's donor-giving program;
- viii) identify and research potential income revenue through grants;
- ix) assist the Trustees with the sales of products for fundraising;
- x) research markets to identify opportunities for events;
- xi) produce detailed proposals for events (e.g. timelines, venues, suppliers, legal obligations, staffing and budgets);
- xii) agree to and manage a budget;
- xiii) secure and book suitable venues or locations;
- xiv) ensure insurance, legal, health and safety obligations are adhered to;

- xv) coordinate venue management, caterers, volunteers, stand designers, contractors and equipment hire;
- xvi) Organise facilities for car parking, traffic control, security, first aid, hospitality and the media.
- xvii) Identify and secure speakers or special guests.
- xviii) Plan room layouts and the event programme.
- xix) Coordinate staffing requirements and staff briefings.
- xx) Sell sponsorship/stand/exhibition space to potential exhibitors / partners.
- xxi) Liaise with marketing, PR and fundraising colleagues, the Trustees and designers to promote the event, to create a brand for the event and to organise the production of tickets, posters, flyers and any other promotional materials.
- xxii) Coordinate suppliers; handle Trustees queries and troubleshooting on the day of the event to ensure that all runs smoothly.
- xxiii) Oversee the dismantling and removal of the event and clear the venue efficiently.
- xxiv) Conduct post-event evaluation (including data entry and analysis and producing reports for event stakeholders).
- xxv) Use all forms of media and communication to build, maintain and manage the reputation of the charity.
- xxvi) communicate key messages of the charity, including by third party endorsements, to defined target audiences in order to establish and maintain goodwill and understanding between the charity and its target audiences in the UK and in Sierra Leone (target audiences include but are not limited to; beneficiaries, potential donors and donor agencies, potential partners, governmental and non-governmental organisations, members, the general public in the UK and Sierra Leone, youths, settled families, the international community and the international Diaspora, etc.) ;
- xxvii) monitor publicity and conduct research to find out the concerns and expectations of the charity's stakeholders, report and explain findings to the Trustees and members;
- xxviii) plan, develop and implement PR strategies;
- xxix) liaise with Trustees and key spokespeople;
- xxx) liaise with and answer enquiries from media, individuals and other organisations, including via telephone and email;
- xxxi) research, write and distribute press releases approved by the Trustees, to targeted media;
- xxxii) collate and analyse media coverage;
- xxxiii) write and edit in-house newsletters, case studies, speeches, articles and annual reports;

- xxxiv) prepare and supervise the production of publicity brochures, hand-outs, direct mail leaflets, promotional videos, photographs, films and multimedia programmes;
- xxxv) devise and coordinate photo opportunities;
- xxxvi) organise events including press conferences, exhibitions, open days and press tours;
- xxxvii) maintain and update information on the organisation's website;
- xxxviii) source and manage speaking and sponsorship opportunities;
- xxxix) commission market research;
- xl) Manage the PR aspect of a potential crisis situation.

**38. Two Assistant Social, Fundraising and Events Publicity Officers** or two (2) persons designated by the Trustees shall

- a. assist the Social, Fundraising and Events Publicity Officer in his or her duties at all times; and
- b. carry out the duties and exercise the powers of the Social, Fundraising and Events Publicity Officer during any absence or unavailability of the Social, Fundraising and Events Publicity Officer

**39. Three Community, Welfare and Outreach Officers,** three(3) persons or sub-committee designated by the Trustees to perform the tasks, shall;

- a) Identify and contact those in need in the community
- b) be accountable to the chairperson and directed by chairperson of the charity
- c) Visit sick, bereaved, vulnerable and elderly and offer support
- d) Liaise between those affected, the Kono Community and the Charity
- e) Provide signposting, advocacy and other assistance as the members may deem necessary from time to time
- f) Put forward proposals for welfare projects to the Trustees where necessary and keep Trustees informed of social need in the community
- g) foster community relations through events and through involvement in community initiatives

**40.** Other Officers shall perform such duties as the members may decide from time to time at a general meeting may be required for delivery of the objects of the charity.

**41.** The Trustees or members may add additional duties or roles to any Trustee or Officer or transfer duties or roles among Trustees or Officers. However, the Secretary, Chairperson and Treasurer positions may not be shared by the same person.

## 42. Seal

- a) The Trustees may provide a common seal for the Charity and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- b) The common seal shall be affixed only when authorised by a resolution of the Trustees and then only in the presence of not less than two Trustees.

## 43. Financial Procedures

The Trustees shall incorporate the following financial procedures and safeguards;

- a) Open two bank accounts (one savings and one current account), each of which require the signatures of two Trustees to withdraw funds;
- b) Any two (2) trustees plus the treasurer or his/her assistant should be appointed by elected trustees to be signatories to any of the charities' bank account and these three signatories are accountable to the chairperson and directed by chairperson of the charity. These 3 trustees must appointed in the first trustees' meeting of the charity after the election of trustees and the *Charity's bank authority must be informed with the minutes by the elected chairperson of the charity.*
- c) Three Trustees authorised to sign for one account are not authorised to sign for the other;
- d) all funds received shall be placed in the Charity's savings account;
- e) an amount of money equivalent to the estimated monthly expenditure of the charity shall be transferred from the savings account to the current account as and when necessary;
- f) blank cheques shall not be signed;
- g) cheques shall not be signed in advance;
- h) payments must be authorised in writing by two Trustees who are not bank signatories, on a payment requisition form specifying the expenditure, reason for expenditure, ledger account, and signed by them;
- i) The charity's cheques shall only be signed by two appointed signatories once they have received a requisition form authorised for payment with 2/3 of the elected trustees' awareness and given approval for the payments to be carried out from the Charity's account.
- j) the Treasurer or the assistant Treasurer shall be one of the three(3) bank signatories;
- k) the Treasurer shall be authorised to make enquiries with the bank, receive any information from the bank and inform the bank of banking resolutions and changes to authorised signatories;

- l) the Trustees may require a Trustee or an Officer to give the necessary security (e.g. a bond) to ensure the faithful discharge of his or her duties;
- m) the Treasurer in cooperation with the other trustees shall create annual and quarterly budgets;
- n) The Treasurer shall set-out sources of revenue (e.g. donations, membership fees, etc.) and a copy of a statement of receipts and disbursements and a statement of assets and liabilities from the last fiscal period.
- o) Spending authority limits
  - i. Petty Cash: amounts below £300. Petty cash vouchers to be signed by the person receiving the amount and by one other trustee. The IMPREST system shall be used.
  - ii. Payment Requisition authorised by two non-signatory Trustees: amounts between £300 and £999. Such payments are subject to clause 10 of these bye-laws regarding collective responsibility and democratic decision making of trustees. Signed and properly completed payment requisition forms shall be presented at the next general meeting for the members' approval.
  - iii. Resolution of General Meeting: amounts from £1000 and above. A written record of the resolution shall be kept by the Treasurer

#### **44. Borrowing**

- a) In order to carry out the purposes of the Charity, the Trustees may, on behalf of and in the name of the Charity, raise or secure the payment or repayment of money in such a manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of a debenture (an unsecured debt certificate acknowledging or creating a debt).
- b) No debenture above £3000 shall be issued without the sanction of a resolution of the members.
- c) No debenture above £5000 shall be issued without the sanction of a special resolution of the members.
- d) The members may, by resolution, restrict the borrowing powers of the Trustees.

#### **45. Auditor**

- a) This part applies only where the charity is required or has resolved to have an auditor.
- b) The first auditor shall be appointed by the Trustees, who shall also fill all vacancies occurring in the office of the auditor.

- c) At each annual general meeting, the Charity may appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual meeting.
- d) An auditor may be removed by ordinary resolution.
- e) An auditor shall be informed forthwith in writing of appointment or removal.
- f) No Trustee and no employee of the Charity shall be auditor.
- g) The auditor may attend general meetings.

#### **46. Inspection of Documents**

- a) Subject to *the Data Protection Act*:
  - i. the books and records of the charity, shall be open to inspection by members at all general meetings and on reasonable notice at the office of the charity, but no copies can be made unless authorised by the trustees;
  - ii. Subject to a resolution of the Trustees or any law requiring otherwise, all documents of the Charity, including its accounting records, must be open to the inspection of all trustees.

#### **47. Notices to Members**

The provisions for notices are laid out in Clause 11 of the Constitution and elsewhere in the Constitution

#### **48. Discipline**

- a) A member shall lose their membership or be suspended for a specified period of time (minimum 6 months) when so decided by a resolution at a general meeting, if found guilty of any of the following misconduct carried out at meetings, gatherings, trips or events;
  - i. Misconduct shall be;**
    - 1. A general display of any unacceptable behaviour where the reputation and image of the charity is expected to be maintained at its highest;
    - 2. Personal engagement in activities on behalf of the charity without the approval and authority of the Trustees and members, especially but not limited to actions not in the interest of the charity, its members or its beneficiaries;
    - 3. Any action that could bring the charity, its members or its beneficiaries into disrepute;
    - 4. Any act described as misconduct in the Constitution or the Bye-laws;  
or

5. Any action contrary to the Constitution and byelaws that is not gross misconduct.
- ii. **Gross Misconduct shall be;**
1. Aggressive, threatening or abusive behaviour, physical or verbal assault, fighting;
  2. Embezzling or diverting the finances of the charity, including but not limited to personal use;
  3. Poison-pen letters, slander or libel against any member or non-member;
  4. Where no proper and evidential account is given of the use of the charity's funds, but the member has not been found guilty of embezzlement or diversion of funds and the funds are repaid promptly by the member;
  5. Any serious contravention of the Constitution or Bye-laws or any unlawful act;
  6. Any other act described as gross misconduct in the Constitution or the Bye-laws.
- b) Any member in good standing may propose a motion for disciplinary action to be taken against a member if seconded by another member in good standing.
- c) The members present shall immediately elect a three-person disciplinary subcommittee made up of members in good standing to investigate the matter and present their decision within 14 days to the Trustees. The members of the subcommittee may at the same meeting, if they have witnessed the incident and are satisfied that the accused member is guilty, waive their investigation and present their decision immediately to the members.
- d) **Where the member is guilty of serious misconduct as defined above** the members in good standing at a general meeting shall then decide by resolution either to terminate or suspend membership rights and/or membership and shall decide the length of any suspension.
- e) **Where the member is guilty of misconduct as defined above** members in good standing at a general meeting shall then decide by

resolution either to terminate or suspend membership rights and/or membership, or issue a written warning, and shall decide the length of any suspension and the severity of any warning.

- f) Nothing in the disciplinary procedure shall prevent the Trustees reporting a criminal offence to the police or, where appropriate, taking court action.
- g) A member whose membership has been terminated for misconduct may not be admitted as a member for a period of 5 years.
- h) A member whose membership has been terminated for serious misconduct may not be admitted as a member for a period of 10 years or may receive a lifetime ban.
- i) A Trustee whose membership has been terminated will automatically cease to be a Trustee.
- j) A person whose membership has been terminated shall not be entitled to any claims for refunds or reimbursements and he/she shall be obliged to return any property/asset owned by the charity in his/her possession or control.

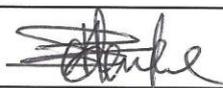
#### **49. Copies of Bye-laws and Constitution**

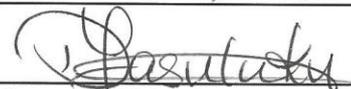
- a) After being admitted, a member is entitled to a hard copy of the Constitution and Bye-laws upon paying a reasonable fee fixed by the members from time to time. If the Constitution and Bye-laws are available in electronic format, the member is entitled to an electronic copy of the Constitution and Bye-laws at no cost.

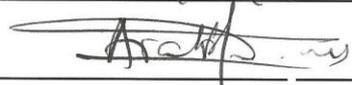
DATE of adoption/amendment: 31/01/2015

Chairperson (1), Secretary (2) and Witnesses (trustees/members) (3 to 5)

1.   
(Signature)  
Print Full Name PR. KAI N. GERGO  
Address 99 CHANDLER WAY, LONDON. SE15 6GB

2.   
(Signature)  
Print Full Name AI AH SODENGBE  
Address 32 CRAIGEN GARDENS  
ILFORD, IG3 9FG

3.   
(Signature)  
Print Full Name Dian Fasuluku  
Address 81 Falkirk House, 165 Maida Vale  
London W9 1QX

4.   
(Signature)  
Print Full Name AI AH B. TONDONOH  
Address 12 THE SPIRES, SELDEN HILL  
HENEL HEMPSTEAD, HERTS HP2 4FS

5.   
(Signature)  
Print Full Name DR. JOSEPH MONPET  
Address 7 BIGNELL CROFT  
COLCHESTER, ESSEX CO4 9TX

**APPENDIX "A": SAMPLE NOTICE OF GENERAL MEETING (and resolution to be proposed)**

THE KONO DISTRICT DEVELOPMENT ASSOCIATION UK (KDDA UK)  
GENERAL MEETING OF MEMBERS

TAKE NOTICE that a General Meeting of the members of the KDDA UK (hereinafter referred to as the charity) will be held at \_\_\_\_\_ on \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_ pm and that it is intended that the following business will be transacted:

1. Reports by the Chairperson of the Finance Sub committee
2. Reports by the Chairperson of the Executive Committee.

ALSO TAKE NOTICE that it is intended to propose the following resolution as an ordinary resolution to [amend Bye-law \_\_\_\_\_-:

RESOLVED, as an ordinary resolution, that the Bye-laws of the Charity be altered by deleting \_\_\_\_\_ and substituting the following:  
" \_\_\_\_\_ ]

DATED at \_\_\_\_\_, (address) \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Signed (and print)  
("Secretary")