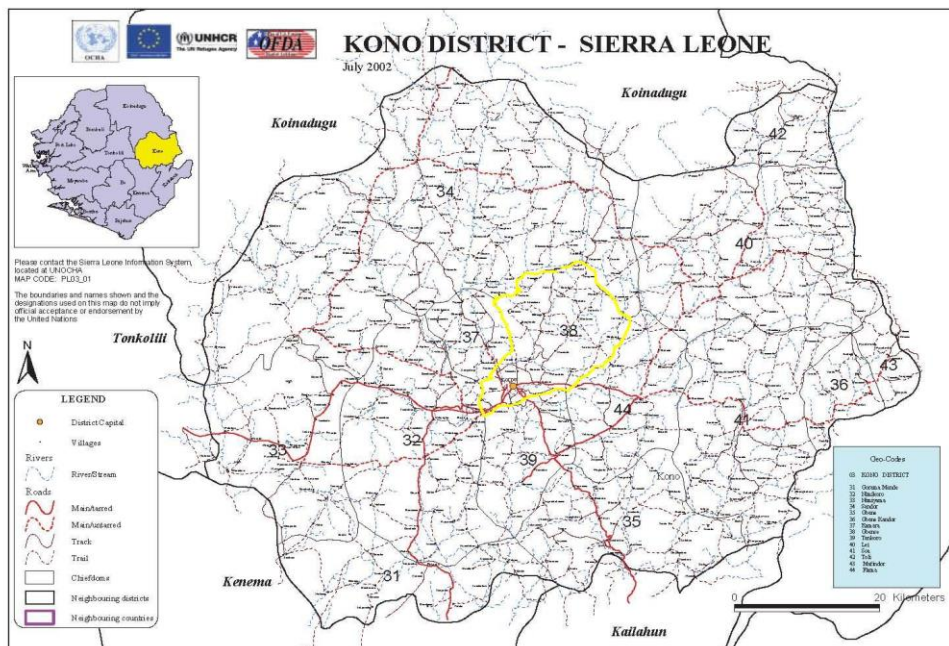




Kono District Development Association UK
Mouth Piece of the Kono People in the United Kingdom



THE 2013 KONO DISTRICT DEVELOPMENT ASSOCIATION UK CONSTITUTION

2013 KONO DISTRICT DEVELOPMENT ASSOCIATION CONSTITUTION

Adopted on the 6th of April 2013, comes into effect at the first general meeting of the association thereafter

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 implement projects and community services in the Kono District of Sierra Leone; for the relief of poverty, the advancement of education, reduction of social disadvantage and exclusion, the advancement of civil society participation and the advancement of Kono culture, traditions and customs.
- ii. To assist in capacity building of, and provision of resources to; community organisations in Sierra Leone that benefit the Kono District, the Descendants of the Kono District and the Kono Tribe of Sierra Leone.
- iii. To promote good governance, accountability, transparency and best practise in the Kono District of Sierra Leone.
- iv. To promote the responsible and sustainable development of the Kono District, the peoples and communities of the Kono District and the Kono Tribe of Sierra Leone, and work in partnership with community organisations, NGO's, charities and other agencies towards this objective.
- v. To raise awareness, advocate on behalf of, and campaign for; the Human Rights, minority rights, community rights, and rights to their natural resources of; the peoples and communities of the Kono District and Kono Tribe of Sierra Leone.

- vi. To preserve the ecology and natural resources of the Kono District of Sierra Leone.
- vii. To implement projects and community services in the UK to benefit the Descendants of the Kono District and Kono Tribe of Sierra Leone present or residing in the UK for the relief of poverty, the advancement of education, reduction of social disadvantage and exclusion, and the advancement of their culture, traditions and customs.
- viii. To assist Descendants of the Kono District and Kono Tribe of Sierra Leone present, residing in or in transit through the UK with advocacy, information, advice and signposting to resources and assistance.
- ix. To preserve, promote and teach the language, traditions, culture, history and knowledge of the Kono Tribe of Sierra Leone.
- x. To provide forums for discussions, seminars, teaching and learning, community and social events in the UK pertaining to the Kono District and Kono Tribe of Sierra Leone.
- xi. To assist academics, individuals, news or other agencies; with reliable research and information on the Kono District and Kono Tribe of Sierra Leone.
- xii. To establish UK regional committees of the charity to further the charities objects throughout the UK.
- xiii. To promote under 18s civil society participation, inclusion and citizenship and establish an under 18s youth council, youth groups and youth projects in the UK and Sierra Leone.

[Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008. Nothing in this constitution shall authorise the charity to engage in, support or endorse any political party or party political activities.]

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.
 - (c) 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.
 - (d) The register or a printout of the register must be brought to every general meeting.
 - (e) 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

- (b) 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 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:
 - 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' **titles/offices** 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) The charity in annual general meetings, 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.
- (2) The members may elect any person who is willing to act as a trustee. Subject to sub-clause 5(b) of this clause, the members may also elect trustees to act as officers.
3. Each of the trustees shall retire 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. No-one may be elected a trustee or an officer at any general meeting unless prior to the meeting the charity is 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.
- (5) (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.

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 absencing 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 meetingshall 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;
 - (e) 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
 - (c) 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

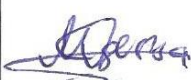

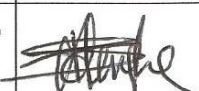

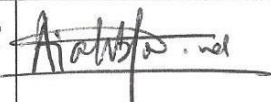
- (1) If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute

- 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.

	Signatures	Print Name & telephone number		Signatures	Print Name & telephone number
1.		IAAH NGEGBA 0777657754	4.		07956065293 ELIZABETH TONDONKHT
2.		IAAH YORNIC SODENGBE 07904942268	5.		07506516063 Tamba Gborie
3.		IAAH B. TONDONKHT 07961726773	6.		