



BANDAMA CHARITY FOUNDATION

SIERRA LEONE, 2023

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THE CONSTITUTION OF THE BANDAMA CHARITY FOUNDATION SIERRA LEONE, 2023

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CONSTITUTION

Adopted on the 25th August 2023.

PART 1 - CHARITY

1. Adoption of the constitution

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

2. Name

"The entity referred to as 'The Bandama Charity Foundation Sierra Leone' in this document, and hereinafter referred to as 'the charity,' is established with the following mission and objectives."

3. Objectives

"The primary objectives ('the objects') of 'The Bandama Charity Foundation Sierra Leone' shall encompass the following:

- a) To mobilize resources for ensuring access to nutritious and healthy food.
- b) To facilitate educational opportunities for underprivileged children.
- c) To advocate for and protect the rights of children, fostering an environment conducive to their holistic development.
- d) To administer substantial donations to alleviate the plight of impoverished individuals and families.
- e) To extend substantial aid to homeless individuals, with the aim of restoring dignity and providing a pathway to self-sufficiency.
- f) To offer support and assistance to elderly individuals, recognizing their invaluable contributions to society.
- g) To establish and maintain medical facilities that are accessible to economically disadvantaged communities.
- h) To provide comprehensive services for individuals struggling with addiction, with a focus on rehabilitation and reintegration into society.
- i) To address the unique needs of individuals with disabilities, ensuring they have access to essential resources and opportunities for empowerment.
- j) To offer assistance and support to widows, acknowledging the challenges they face in their daily lives.
- k) To extend a helping hand to orphaned children, providing them with care, nurturing, and opportunities for a brighter future.

These objects serve as the guiding principles for the Foundation's activities, reflecting its commitment to creating a positive impact within the communities it serves."

4. The Motto:

- (1) The guiding principle of The Bandama Charity Foundation Sierra Leone is encapsulated in the motto: "Save Lives".
- (2) In alignment with this motto, the charity is dedicated to addressing the comprehensive needs of various segments of society including Widows, Orphans, Individuals with Disabilities, Individuals struggling with addiction, and the Elderly. Additionally, the charity will extend essential medical services to economically disadvantaged individuals and support the educational requirements of underprivileged school-going pupils and students.
- (3) To fulfill its commitment to providing for the national needs, the charity shall:
 - (a) Ensure the rights of beneficiaries are safeguarded across all regions of the country.
 - (b) Endeavor to not only meet the basic needs of the beneficiaries but also provide encouragement and support towards their well-being and progress in Sierra Leone.

5. Ownership

"In the event of my passing or incapacitation due to old age, I hereby designate my first child as the rightful successor and Chief Executive Officer of 'The Bandama Charity Foundation Sierra Leone,' with full authority to oversee its operations, make strategic decisions, and uphold its mission and values in accordance with the established guidelines and principles of the Charity."

6. Utilization of Revenue and Assets

The proceeds and assets of the charity shall be exclusively allocated to furthering the stated objectives.

- (a) A trustee of the charity is entitled to reimbursement for legitimate expenses incurred in the course of representing the charity, which may be drawn from the charity's assets.
- (b) Additionally, a charity trustee may avail themselves of trustee indemnity insurance coverage procured at the expense of the charity, in accordance with the provisions and subject to the stipulations outlined in section 189 of the Charities Act 2011.

None of the earnings or assets of the charity shall be disbursed or transferred, whether directly or indirectly, in the form of dividends, bonuses, or any other means of profit-sharing to any member of the charity. However, this provision does not preclude a member, who does not concurrently serve as a trustee, from receiving:

- (a) Benefits from the charity in the capacity of a designated beneficiary thereof;
- (b) Fair and justifiable compensation for any goods or services rendered to the charity.

7. The commission

The Commission of The Bandama Charity Foundation Sierra Leone will comprise the Chief Executive Officer, a legal advisor (Lawyer), a Chairman, and a Secretary. Additionally, the commission may include other individuals as deemed necessary for the effective governance and operation of the foundation. This diverse team of professionals brings together a range of expertise and perspectives to guide and oversee the foundation's endeavors. Together, they work collectively towards the foundation's mission and objectives, ensuring transparency, compliance, and successful execution of its charitable initiatives.

8. Financial Matters:

- (a) All funds acquired by the Charity shall be allocated exclusively for the benefit of the Charity.
- (b) Any bank accounts established for The Charity must be registered under the name of the Charity.
- (c) The issuance of any checks shall require the signatures of both the Treasurer and one other designated official.

9. Benefits and Compensations for Charity Trustees and Affiliated Individuals

(1) General Provisions:

No charity trustee or affiliated person may:

- (a) Obtain or accept goods or services from the charity under terms more favorable than those available to the general public;
- (b) Engage in the sale of goods, services, or any vested interest in real estate to the charity;
- (c) Assume employment with, or receive any form of remuneration from, the charity;
- (d) Acquire any form of financial advantage from the charity;

Unless such payment is expressly allowed under sub-clause (2) of this clause or has received explicit authorization from the court or the Charity Commission ('the Commission'). In this context, a 'financial benefit' refers to any direct or indirect advantage, including those with monetary value.

Furthermore, it is explicitly stated that no provision within this clause permits trustees to receive payment for their service as a trustee, whether in monetary form or possessing monetary value.

(2) Scope and Powers Permitting Benefits to Trustees or Affiliated Individuals:

- (a) A charity trustee or affiliated 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 manner. This benefit must also be generally available to the beneficiaries of the charity.
- (b) A charity trustee or affiliated person may enter into a contract for the provision of services, or for goods supplied in connection with the provision of services, to the charity.
- (c) With adherence to sub-clause (3) of this clause, a charity trustee or affiliated person may provide goods to the charity that are not supplied in connection with services rendered to the charity by the said trustee or affiliated individual.
- (d) A charity trustee or affiliated person may receive interest on money lent to the charity at a reasonable and proper rate, which must not exceed the Bank of Sierra Leone rate (commonly known as the base rate).
- (e) A charity trustee or affiliated person may receive rent for premises leased by the trustee or affiliated person to the charity. The rent amount and other lease terms must be reasonable and proper. The concerned charity trustee must abstain from any meeting where such proposals or lease terms are discussed.

- (f) A charity trustee or affiliated person may participate in the regular trading and fundraising activities of the charity under the same terms as members of the public.

(3) Payment for the Supply of Goods - Controls:

The charity and its trustees may rely on the authority provided in sub-clause 2(c) of this clause only if the following conditions are met:

- a. The amount or maximum amount for the goods is stipulated in a written agreement between the charity and the supplying trustee or affiliated person.
- b. The amount or maximum amount for the goods is reasonable in the circumstances for the supply in question.
- c. The other charity trustees are convinced that contracting with the supplier, rather than a non-affiliated party, is in the best interests of the charity. This decision must weigh the advantages and disadvantages of such a contract.
- d. The supplier is absent during discussions regarding the contract or arrangement concerning the supply of goods to the charity.
- e. The supplier does not partake in any voting on the matter and is not counted towards establishing a quorum of charity trustees at the meeting.
- f. The rationale for their decision is documented by the charity trustees in the official minute book.
- g. A majority of the charity trustees presently serving do not receive remuneration or payments authorized 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 40 (Interpretation).

10. Dissolution

In the event that the members resolve to dissolve the charity, the trustees shall continue to serve as charity trustees and will be tasked with overseeing the orderly conclusion of the charity's affairs in accordance with the provisions of this clause.

The trustees are obligated to gather all the assets belonging to the charity and must, in turn, settle or make provisions for all outstanding liabilities of the charity.

Subsequently, the trustees must allocate any remaining property or monetary assets as follows:

- a. Directly for the furtherance of the charitable objectives;
- b. By transfer to any other charity or charities whose purposes are akin to or in alignment with those of the charity;

- c. In any other manner as pre-approved in writing by the Charity Commission in Sierra Leone ('the Commission').

The members may pass a resolution, either prior to or concurrent with the resolution to dissolve the charity, delineating the method by which the trustees are to dispense the remaining property or assets of the charity. The trustees are bound to adhere to this resolution as long as it aligns with the parameters outlined in paragraphs (a) - (c) inclusive, under sub-clause (3) above.

It is expressly forbidden, under any circumstances, to disburse the net assets of the charity to or among the members of the charity (except in the case of a member that itself qualifies as a charity).

The trustees are under obligation to promptly inform the Commission of the charity's dissolution. If the trustees are required to submit the charity's accounts to the Commission for the accounting period that concluded prior to its dissolution, they must furnish the Commission with the charity's final accounts.

11. Amendment of Constitution

(1) The charity retains the authority to modify any provision outlined in Part 1 of this constitution, under the following conditions:

- (a) No amendment shall be enacted that would result in the charity losing its legal status as a charitable organization;
- (b) No alteration may be made to the objectives if such a change would undermine or contradict the original aims of the charity;
- (c) No adjustments may be made to clause 3 (Objectives), 5 (Utilization of Revenue and Assets), clause 7 (Benefits and Compensations for Charity Trustees and Affiliated Individuals), clause 8 (Dissolution), or this very clause, without the prior written consent of the Commission;
- (d) Any resolution aiming to amend a provision within Part 1 of this constitution must be endorsed by no less than a two-thirds majority of the members in attendance and participating in a general meeting.

(2) Amendments to any provision within Part 2 of this constitution may be carried out, provided that such amendments are ratified by a resolution passed by a simple majority of the members present and voting at a general meeting.

(3) A copy of any resolution effecting an alteration to this constitution shall be promptly submitted to the Commission within twenty-one days of its adoption. This ensures transparency and compliance with regulatory standards.

PART 2 – MEMBERSHIP AND POLICY GUIDANCE OF THE CONSTITUTION

12. Membership

(1) Eligibility for membership is extended to individuals above the age of eighteen and organizations, subject to approval by the trustees.

(2)

- (a) The trustees may only decline a membership application if, acting reasonably and in the best interests of the charity, they deem it necessary to do so.
- (b) The trustees are obligated to provide the applicant with written explanation for the refusal within a period of twenty-one days from the date of the decision.
- (c) The trustees shall duly consider any written representations submitted by the applicant regarding the decision. The final decision of the trustees, subsequent to the consideration of such representations, shall be communicated to the applicant in writing and shall be conclusive.

(3) Membership is non-transferrable to any other party.

(4) Membership shall be accessible to all, without discrimination based on gender, race, nationality, disability, sexual orientation, religion, or belief.

(5) The Management Committee reserves the right to terminate the membership of any member for substantial reasons. However, the concerned member shall be granted an opportunity to present their case before a final decision is reached by the Management Committee.

(6) Each individual member and every organization shall possess one voting right at General Meetings.

(7) Each member organization shall designate a representative to attend Group meetings and shall duly inform the Group's Secretary of the appointed individual's name. This ensures effective representation and participation in organizational affairs.

13. Termination of Membership

Membership may cease under the following circumstances:

(1) In the event of the member's demise or, if an organization, its dissolution.

(2) Upon the member's voluntary resignation, communicated through written notice to the charity, unless such resignation would result in fewer than two remaining members.

(3) Failure to settle any outstanding dues owed to the charity within six months of their due date.

(4) Removal of the member from membership as per a resolution passed by the trustees, deemed to be in the best interests of the charity. Such a resolution can only be enacted if:

(a) The member has been provided with a minimum of twenty-one days' prior written notice regarding the trustees' meeting at which the resolution will be presented, along with a detailed explanation of the grounds for its proposal.

(b) The member, or alternatively, the member's appointed representative (who need not be a member of the charity), has been afforded the opportunity to present their case at the meeting.

14. General meetings

- (1) The charity is obligated to convene an inaugural general meeting within twelve months from the date of adopting this constitution.
- (2) Following the inaugural meeting, an annual general meeting must be held in each subsequent year. No more than fifteen months should pass between consecutive annual general meetings.
- (3) Any general meeting apart from the annual general meeting shall be referred to as a special general meeting.
- (4) The trustees hold the authority to convene a special general meeting at any given time.
- (5) Upon written request by at least ten members or one-tenth of the membership (whichever is greater), the trustees are obliged to call a special general meeting. This request must outline the nature of the business to be discussed. Should the trustees fail to organize the meeting within twenty-eight days of the request, the members have the right to independently call a special general meeting. In doing so, they must adhere to the provisions outlined in this constitution.
- (6) The agenda of the Annual General Meeting (A.G.M.) shall encompass:
 - (i) Receipt of a report from the Chairperson regarding the charity's activities throughout the year.
 - (ii) Receipt of a financial report from the Treasurer detailing the charity's financial status.
 - (iii) Election of a new Management Committee.
 - (iv) Consideration of any other matters as deemed appropriate. Additional items may be proposed and discussed by the members present.

15. Special General Meeting

A Special General Meeting can be convened either by the Management Committee or at the request of any members in order to address pressing matters. The Secretary is responsible for providing all members with a notice of any Special General Meeting at least fourteen days in advance, along with an agenda outlining the topics to be discussed. Every member holds the right to participate in the meeting and exercise their voting privileges. This ensures that all members are well-informed and have the opportunity to contribute to the discussion of important issues.

16. Notice

- (1) To convene any general meeting of the charity, a minimum notice period of fourteen clear days is required, starting from the date when the notice is considered to have been delivered.
- (2) In the event that all members entitled to attend and vote unanimously agree, a general meeting may be called with a shorter notice period.
- (3) The notice must explicitly state the date, time, and location of the meeting, as well as provide a brief overview of the main topics to be addressed. In the case of an annual general meeting, this designation must be explicitly mentioned in the notice.
- (4) The notice must be distributed to all members and the trustees, ensuring that all relevant parties are well-informed and prepared for the meeting. This promotes transparency and allows for effective participation in the discussions and decisions to be made.

17. Quorum

- (1) No proceedings shall take place at any general meeting unless a quorum is in attendance.
- (2) A quorum is defined as:
 - (a) Twenty-five (25) members who are entitled to vote on the matters to be discussed at the meeting; or
 - (b) One-tenth of the total membership at the time, whichever is greater.
- (3) The appointed representative of a member organization shall be included in the quorum count.
- (4) If:
 - (a) A quorum is not present within thirty minutes from the designated meeting time; or
 - (b) At any point during the meeting, a quorum ceases to be present, the meeting shall be adjourned to a time and place determined by the trustees.
- (5) The trustees are responsible for reconvening the meeting and must provide a minimum of seven clear days' notice for the rescheduled meeting, indicating the date, time, and location.
- (6) In the event that no quorum is present at the rescheduled meeting within fifteen minutes of the specified start time, the members present at that time shall constitute the quorum for that meeting. This ensures that the proceedings can continue even if the initial quorum requirements are not met.

18. Chairperson

- (1) The individual duly elected as Chair shall preside over general meetings.
- (2) In the event that there is no such person available or they are not in attendance within fifteen minutes of the designated meeting time, a trustee selected by the rest of the trustees shall assume the role of chair.

- (3) Should only one trustee be present and willing to take on the responsibility, they shall serve as the chair of the meeting.
- (4) If no trustee is present and willing to take on the role of chair within fifteen minutes after the scheduled start time, the members present and eligible to vote must collectively designate one of their own to act as the chair of the meeting. This ensures that proceedings can proceed smoothly even in the absence of a designated Chair.

19. Adjournments

Quorate meeting - when the meeting is reconvened it must be quorate. This provision differs from the adjournment provisions in Clause 17 which are not discretionary and must be used where a general meeting is not quorate.

- (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.

20. Votes

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) A resolution in writing signed by each member (or in the case of a member that is an organization, by its authorized 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.

21. Representatives of other bodies

- (1) Any organization that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- (2) The organization must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organization at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organization 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 organization 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 organization.

22. 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. 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. The Chairperson,
- b. The Secretary,
- c. The Treasurer.
- d. The Auditor
- e. The Financial Analyst
- f. The ICT Specialist
- g. The Lawyer

(3) A trustee must be a member of the charity or the nominated representative of an organization 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 21.

(5) The number of trustees shall be not less than three 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 is adopted.

(7) A trustee may not appoint any one to act on his or her behalf at meetings of the trustees.

23 Duties of the Officers

(a) Chairperson:

- Preside over meetings of both the Committee and the Charity.
- Act as the official representative of the Charity at functions and meetings to which the Charity has been invited.
- Serve as the spokesperson for the Charity when necessary.

(b) Secretary:

- Record and maintain accurate minutes of meetings.
- Collaborate with the Chairperson to formulate meeting agendas for both the Committee and the Group.
- Manage the membership roster.
- Handle correspondence on behalf of the Charity.
- Gather and disseminate pertinent information within the Charity.

(c) Treasurer:

- Oversee the financial operations of the Charity.
- Maintain comprehensive accounts reflecting all funds received and disbursed by the Charity.

(d) Financial Analyst:

- Analyze financial reports to ensure efficient allocation of resources for goods and services.
- Conduct financial assessments to prevent any shortage of funds within the charity.

(e) ICT Specialist:

- Enhance the utilization of cloud-based systems to advance the charity's objectives.
- Monitor and maintain web and other internet services essential for the charity's operations.

(f) Lawyer:

- Provide legal counsel on the adherence to constitutional laws in running the charity.
- Act as a committee member for constitutional amendments.
- Act as a representative in any charitable initiatives, both within and outside the country, for the success of the charity.

(g) Auditor:

- Conduct thorough audits of the financial records and the treasurer's handling of income and expenditures.
- Present the final audit report to the commission at the conclusion of each fiscal year.

Additionally, each officer shall work collaboratively with the rest of the Committee and the Group to ensure the effective and lawful functioning of the charity in accordance with its constitution and the applicable legal framework.

24. Appointment of trustees

- (1) The charity in general meeting shall elect the officers and the other trustees.
- (2) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause 5(b) of this clause, they may also appoint trustees to act as officers.
- (3) Each of the trustees shall retire with effect from the conclusion of the third annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected a trustee or an officer at any annual 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) states the member's intention to propose the appointment of a person as a trustee or as an officer;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

(5) (a) The appointment of a trustee, whether by the charity in general meeting or by the other trustees, 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 trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

25. Powers of trustees

- (1) The trustees must manage the business of the charity 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.
 - (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.
 - (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 trustees 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.
 - (k) to do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) 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.

26. Disqualification and removal of trustees

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

- (1) is disqualified from acting as a trustee by virtue (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the charity;
- (3) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

- (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); or
- (5) is absent without the permission of the trustees from all their meetings held within a period of five consecutive months and the trustees resolve that his or her office be vacated.

27. Proceedings of trustees

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (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 two 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 trustees.
- (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) The person elected as the Chair shall chair meetings of the trustees.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number 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.

28. Conflicts of interests and conflicts of loyalties on managing

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; and
- (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.

29. 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 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 28 (Conflicts of interests and conflicts of loyalties).

30. 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.

31. 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 25(2) - see clause 9 (and (2) in particular sub-clauses 9(2) and 9(3)) which sets out the restrictions on trustee benefits and the procedures to be followed if a benefit is to be allowed to a trustee.
- (3) 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.
 - No resolution or act of
 - (a) the trustees
 - (b) any committee of the trustees
 - (c) the charity in general meeting

32. Minutes

The trustees can decide in what format the minutes should be. The trustees must keep minutes of all: kept and how to validate them.

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at meetings of the charity;
- (3) meetings of the trustees and committees of trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

33. Accounts, Annual Report, Annual Return

- (1) The trustees must comply with their obligations under the 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.
 - Charities Act 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.

34. Registered particulars

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

35. 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.

36. 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.

37. Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications (Emails, website , what Sapp).
- (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) 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 Africa 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.

38. Rules

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their 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 organizations 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.

39. Disputes

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.

40. Interpretation

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 sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled -
 - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above;
or
 - (b) by two or more persons falling within sub-clause (4)(a), when taken together
- (5) a body corporate in which -
 - (a) the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5) (a) who, when taken together, have a substantial interest.

41. Developing up the Charity

The constitution was adopted on August 25th, 2023 by whose signatures appear below. They are the first members of the charity and will be the trustees until the AGM, which must be held within one year of this date.

NAMES

Signatures

This image shows a full page of white paper with horizontal dashed lines, typical of primary school handwriting practice paper. The lines are evenly spaced and run across the entire width of the page. There are no margins, text, or other markings present.