

THE TANZANIA ACADEMIC AND NON-FICTION WRITERS' ASSOCIATION



| CONSTITUTION |

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PREAMBLE

WHEREAS taking into account *Recommendations (Viii)* of the Survey on the Status of Academic and Non-fiction Authorship in Tanzania of October 2019,

WHEREAS *Considering* the November *Resolutions* of the Pan African Writers Symposium of 2018,

WHEREAS *respecting* the extensive consultations of the stakeholders throughout the country, and recognizing the existence of lack of Active Association for writers and Publishers in the country,

WHEREAS *desiring* to create strong and active autonomous association and *believing* that is the Tanzania First National Association for authors of general non-fiction works, textbooks and academic books;

AND WHEREAS Authors around the country agreed to form the Tanzania Textbook- Academic and Non-Fiction Writers' Association (TANFWA), to give voice to the interests and concerns of all academic, textbook and non-fiction authors and anticipating it for promoting their works and their status in society, through sharing information and offering advice.

Article 1. NAME OF THE ASSOCIATION

The name of the Association shall be the Tanzania Academic and Non-Fiction Writers Association and its short name shall be TANFWA (hereinafter referred to as the Association).

Article 2. THE REGISTERED OFFICE OF THE ASSOCIATION

The registered office of the TANFWA shall be situated in the United Republic of Tanzania with its head office at the Law School of Tanzania (LST) P. O. Box 9422, Dar es salaam.

Provided that, where the Association changes the office registered in the registry of NGOs, the Association or such other officer responsible shall immediately inform the registrar on the current place and address of the association.

Article 3 INTERPRETATION

In this constitution, unless otherwise stated;

- a) The Act" means the Non-Governmental Organizations Act, No.24 of 2002, as amended from time to time.
- b) "The articles" means the articles of Association.
- c) "General Meeting" means the meeting of the members of the Association.
- d) "Association" means **The Tanzania Academic and Non-Fiction Writers' Association.**
- e) "Secretary" shall mean any person appointed to perform the duties of Secretary of the Association;
- f) The Seal" means official seal of the Association

- g) "Membership" shall refer to registered members who shall be in the categories of: Ordinary Members, Associate and Honorary Members.
- h) "Executive Committee" shall refer to the Association's top administrative organ.
- i) Currency points shall mean the standard value of the local currency of Tanzania Shillings determined on the particular point.
- j) "Tanzanian" shall refer to a person who is a citizen of the United Republic of Tanzania and Zanzibar, or a permanent resident of Tanzania, or who is ordinarily resident in Tanzania even if temporarily resident abroad at the time of joining the Association
- k) Where any provision of the Act is referred to, the reference is to such provision as modified by any law for the time being in force and unless the context otherwise requires, expressions defined in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Association shall have the meanings so defined and the rules in the Act shall apply mutatis mutandis but prevailing if any lacuna found in these articles.

Article 4. GOALS FOR OF THE ASSOCIATION ARE: -

- (a) To provide a forum for advocacy services to its members for continuous interaction and promotion and protection of the members' rights in collaboration and cooperation with all stakeholders in the book chain.

- (b) To promote the recognition and fair remuneration of authors, and respect for their rights.
- (c) To provide a one stop center for members' progressive economic development through partnerships and collaborations.
- (d) To conduct seminars and training on academic and nonfiction writing.

Article 5. TANFWA'S OBJECTIVES

- (a) To promote and protect the intellectual property rights of its members.
- (b) To provide information to all academic and non-fiction authors in Tanzania about their rights.
- (c) To advocate for clear and beneficial professional and legal relationships between authors and publishers in Tanzania.
- (d) To assist authors in negotiating fair publishing contracts.
- (e) To offer general and legal advice and assistance to authors of academic and non-fiction works.
- (f) To promote the personal development of aspiring and emerging academic and non-fiction authors, and to offer guidance in all aspects of such writing.
- (g) To provide a forum for debating issues of interest to academic and non-fiction authors and to provide support and solidarity in interacting with other writers in Tanzania and abroad.
- (h) To facilitate interaction, exchange and collaboration between writers across the different disciplines.
- (i) To liaise and cooperate with local, national, regional

- and international bodies involved in the funding, promotion, development and dissemination of writing.
- (j) To promote members' publications, both nationally and internationally.
 - (k) To promote and protect the members right to freedom of expression.
 - (l) To facilitate the creation, publication and dissemination of quality works by both published and aspiring authors;
 - (m) To create and maintain links with and encourage cooperation between authors and other professionals in the book chain.
 - (n) To generate and invest the Association's revenue for the benefit of members.
 - (o) To acquire property in the name of the Association.

Article 6. THE LIABILITY

TANFWA is registered as an Association under the Non-Governmental Organization and the liabilities of its members is unlimited.

Article 7 MEMBERSHIP

- (a) The TANFWA's membership shall be open to authors, illustrators, and translators, of Textbooks, Academic and Non-Fiction works including but not limited to: scholarly works, academic textbooks, school textbooks, manuals, biographies, auto-biographies,

histories, works of general interest, scholarly articles and essays; and may extend further as the case may be to include novels, poetry and dramatic works.

- (b) The subscribers to the memorandum of association and such other persons as the general meeting shall admit to membership shall be members of the Association.

Article 8 TYPES OF MEMBERSHIP

- (i) Ordinary membership shall be open to all individual and non-fiction works in all languages;
- (ii) Associate membership shall be open to all Tanzanian literary groups and/or writers' organizations and individuals. This can be either a group/organization, or an individual whose objectives are similar to those of the Association but who is not eligible for ordinary membership.
- (iii) Honorary membership shall be extended to individuals and corporate institutions that have rendered outstanding services or support to the world of writing or to the Association subject to members' approval at the Annual General Assembly.
- (iv) Honorary members shall be distinguished individuals or corporate institutions, nominated by the Executive Committee and approved by the General Assembly.

Article 9 MEMBERS SUBSCRIPTION FEES

- (i) Members shall pay membership and subscription fees determined by the Annual General Assembly.

Article 10 A MEMBER'S RESIGNATION

- (a) A member may resign from the Association by giving one month's written notice of his or her intention.
- (b) Upon the expiration of such notice he or she shall cease to be a member but shall remain liable for payment of arrears of subscription or other monies (if any) due by him or her to the Association at the time of resignation; and a member may in any time re-apply for membership following same procedures.

Article 11 THE RIGHTS AND OBLIGATIONS OF MEMBERS

The ordinary members of the Association are in possession of equal rights and are entitled to: -

- (a) Participate in the General Meeting;
- (b) Nominate candidates to election of members of the organs of the Association;
- (c) Be elected to the organs of the Association;
- (d) Submit proposals to the executive bodies of the Association in issues related to the activities of the Association and to its members;
- (e) Use the services of the Association;
- (f) Use the insignia of the Association;
- (g) Receive information on the activities of the Association;
- (h) Participate in distribution of the assets remaining after dissolution of the Association;
- (i) Leave the Association;
- (j) observe the Articles of Association;
- (k) Observe the Code of Ethics developed by the Association;
- (l) Observe the resolutions of the General Assembly and the Executive Committee being in accordance with the constitution.
- (m) Participate in the activities of the Association in order to achieve the objectives of the Association.
- (n) Participate actively in carrying out research conducted by the Association and present data about itself in the extent which does not damage its economic activities;

- (o) Pay membership fee in due course in the amount and on the date prescribed;
- (p) Store and use the assets belonging to the Association prudently;
- (q) Not to damage and prevent activities that damage or may damage the reputation of the Association;
- (r) Upon a change in the data of the member of the Association (name, personal identification code or registry code or address), to notify the Executive Committee of this in writing in order to make changes in the list of members.
- (s) No other proprietary obligations than the payment obligation of the membership and subscription fees may be imposed on members by a resolution of the General Meeting or the Executive Committee.
- (t) By a resolution and/or proposal of the General Meeting or the Executive Committee a member may assume obligations in relation to organizing events of the Association and/or participating in these provided that a mutual agreement has been reached.

Article 12 ORGANS OF TANFWA

The Association shall have the following organs: General Assembly, Executive Committee and Committees to carry out its activities: -

Article 13 GENERAL ASSEMBLY

The General Assembly shall comprise of all members of the Association and shall:

- (i) Be the supreme body of the Association;
- (ii) Make decisions on matters pertaining to the Association, within the scope of this Constitution;
- (iii) Elect the Executive Committee of the Association;
- (iv) Receive and approve audited financial reports from the Treasurer;
- (v) Make, amend or rescind regulations for the administration of the affairs of the Association, within the scope of this Constitution;
- (vi) Appoint Sub-Committees for such purposes and upon such terms as may be considered desirable, and delegate such powers thereof as may be necessary;
- (vii) Approve the Chairman's and Treasurer's reports;
- (viii) Appoint auditors of the Association.

Article 14 EXECUTIVE COMMITTEE

TANFWA shall have an Executive Committee consisting of the officers of the Association: -

- (i) Chairperson
- (ii) Vice-Chairperson
- (iii) General Secretary
- (iv) Assistant General Secretary
- (v) Treasurer
- (vi) Assistant Treasurer
- (vii) Publicity – Editor Secretary
- (viii) 2 Standing Committees Chairpersons

Article 15 DUTIES OF EXECUTIVE COMMITTEE

The Executive Committee shall carry out those activities that are necessary for the promotion of the objectives of the Association, except such matters as are required by this Constitution to be submitted to the General Assembly of the Association. Among other duties, the Executive Committee shall:

- (a) Be the principal advisor to the General Assembly;
- (b) Formulate the general policy of the Association;
- (c) Scrutinize budget proposals, strategic plans and action programmes before recommending them to the General Assembly;
- (d) Evaluate the performance of the Association;
- (e) Act for and on behalf of the Association in the day-to-day operations of the Association;
- (f) Oversee the implementation and execution of the decisions and policies made by the General Assembly;
- (g) Discuss and decide on all the important matters affecting the Association, and bear collective responsibility on all such matters discussed;
- (h) Mobilize funds for the Association;
- (i) Establish Ad-hoc Committees to carry out specific tasks;
- (j) Convene the General Assembly of the Association;
- (k) Open bank accounts in the name of the Association and determine the manner of operation of such accounts;
- (l) Appoint appropriate staff to run the Secretariat of the Association;
- (m) Perform such other duties as may from time to time be assigned by the General Assembly;

Article 16 ELECTION AND TERMS OF OFFICE

- (a) The officers of the Association shall be elected at the Association's Annual General Assembly that has elections on the agenda, or at any Special General meeting which may be convened for that specific purpose.
- (b) Each officer shall take office at the close of the General Assembly and shall serve for five years and may be re-elected for one more term.
- (c) No officer shall be elected in a position for more than two consecutive terms.

Notwithstanding paragraph(a-c) above, the outgoing Chairperson and General Secretary shall be ex-officio members of the in- coming Executive Committee.

Article 17 ELIGIBILITY

- (i) All ordinary individual members above the age of 18 years shall be eligible for nomination to any office of the Association.
- (ii) Without prejudice to the generality of (i) above, the General Assembly may make a resolution on the qualifications and experiences for all high positions of the Association.

Article 18 VOTING RIGHTS

Only paid up members of the Association shall have the right to vote and Honorary and Associate members shall participate in meetings only as observers.

Article 19 ELECTORAL COMMITTEE

- (a) There shall be an electoral committee consisting of a chairperson, secretary and two members selected among members of the organization.
- (b) Towards the expiry of the term of office, members shall submit nominations for candidates of their choice to the Secretariat one month prior to the General Assembly that shall consider elections on the agenda.
- (c) The above provision does not apply to the constitution of the first Executive Committee of the Association, whose manner shall be determined by the members present at the first General Assembly.

Article 20 VOTING PROCEDURE

- (a) Voting method shall be by secret ballot.
- (b) The candidate who receives the majority votes shall be declared winner.
- (c) In case of a tie, a second vote will be taken for the candidates with the highest votes.

Article 21 VACANT POSTS

In the event that a post falls vacant before the expiry of term of office, the Executive committee shall appoint a member to hold the office in acting capacity until the next sitting of the General Assembly.

Article 22 DUTIES OF OFFICE BEARERS

(a) Chairperson who shall:

- (i) Be the spokesperson and accounting officer of the Association
- (ii) Initiate policies, programmes and projects for the Association
- (iii) Preside over all meetings of the Association and shall perform all duties pertaining to that office.
- (iv) Authorize all payments and/or expenditures made by, for and on behalf of the Association

- (v) Be ex-officio member to all the Sub-committees of the Association.

(b) Vice Chairperson

- (i) Shall deputize the Chairperson.
- (ii) Shall act as Chairperson in the absence of the substantive Chairperson. Shall be responsible for membership mobilization
- (iii) Shall perform all such duties as may be assigned to him/her by the General Assembly.

(c) General Secretary

- (i) Association, and shall be responsible for the professional and general correspondence of the Association.
- (ii) Shall keep record of all correspondences written/ received by him/her on behalf of the Association.
- (iii) She/he shall prepare all minutes of the General Assembly and other meetings of the Association.
- (iv) He/she shall prepare for publication of the proceedings of the General Assembly.
- (v) He/she is the chief custodian of all the property and assets of the Association
- (vi) She/he shall be responsible for supervising the Association's Secretariat and its staff.
- (vii) She/he shall be responsible for the preparation of annual schedules of events such as publicity and promotion activities of the Association.
- (viii) She/he shall, in collaboration with the Publicity Secretary, be responsible for the publicity and promotion of all the affairs of the Association.
- (ix) In doing all the above he/she shall be directed by and answerable to the Executive committee
- (x) He/she shall oversee and chair the Secretariat meetings
- (xi) He/she shall perform all such duties as may be assigned to him/her by the General Assembly.

(d) Assistant Secretary

- (i) She/he will deputize the General Secretary.
- (ii) Shall perform all such duties as assigned on him by the General Assembly

(e) Treasurer

- (i) She/he shall be responsible for the funds of the Association, and shall pay all such bills as may be approved by the Executive Committee.
- (ii) He/she shall prepare and present annual audited Accounts of the Association to the General Assembly
- (iii) He/she shall monitor expenditure and ensure that the Association's finances are in order;
- (iv) Shall perform all such duties as may be assigned to him/her by the General Assembly or the Executive Committee.

(f) Assistant Treasurer

- (i) He/she will deputize the Treasurer
- (ii) Shall perform all such duties as assigned to him/her by the General Assembly or the Executive Committee

(g) Publicity Secretary

- (i) Shall, in collaboration with the General Secretary, undertake publicity and promotion of the Association's activities and programmes.
- (ii) Shall be responsible for the Association's publications, website, list serve and other social media.
- (iii) Shall perform all such duties as assigned to him/her by the General Assembly or the Executive Committee.

Article 23

SECRETARIAT

- (i) The day to day administration of the Association shall be managed by the Secretariat, which shall consist of such employees as may be determined by the Executive Committee.
- (ii) The Secretariat shall: -
 - a) Cater for the day-to-day administration of the Association's office.
 - b) Run and co-ordinate the activities of the Association.
 - c) Raise funds for the Association.
 - d) Work with the Committee in formulating policy, making strategic plans, budgeting and programming; and shall liaise with the funders in the development of budgets and programmes
 - e) Develop the membership through planning and organizing events that minister to members' needs, such as workshops and seminars, meetings with authors' groups, or to academic institutions, within and outside the country;
 - f) shall be the responsibility of individual members to ensure the Association has their correct current contact details)
 - g) Liaise with important national institutions and stakeholders, attend conferences and symposia and, where necessary, make presentations;
 - h) Organize and facilitate Committee meetings, take minutes, write reports and circulate information to Committee Members, and draft reports, leaflets, articles, papers or memoranda as may be required for presentation by TANFWA or for the management and administration of TANFWA;

Article 24 COMMITTEES

The General Assembly shall appoint such Committees as it will deem necessary to conduct the affairs of the Association. The committees shall include:

- (i) Legal committee
- (ii) Education and Research
- (iii) International Relations
- (iv) Disciplinary Committee
- (v) Administrative and finance committee

Article 25 PATRON

The Executive Committee shall appoint a patron who shall be approved by the General meeting to serve as Chief Advisor to the Association

Article 26 SPECIAL INTEREST GROUPS

Members with similar professional interests may form a group to discuss and carry out activities related to their area of interest. The General Assembly will from time to time formulate guidelines to regulate the conduct of special interest groups.

Article 27 PROCEDURE AT MEETINGS

a) Notice

The notice of meeting for Special General Assembly shall be 14 days. The notice of meeting for the Executive Committee Meeting shall be 14 days for the Quarterly meetings and 3 days for any emergence meetings.

b) Quorum

- (i) At any General Assembly of the Association two third of the registered members shall form a quorum.
- (ii) At any meeting of the Executive Committee, five members shall form a quorum provided one of them is the Chairperson or General Secretary.

c) Conduct

At any meeting of the General Assembly or the Executive Committee, the Chairperson or anyone acting in that capacity shall preside over the meeting.

d) Agenda

- (i) Items for the Agenda of the General Assembly may be submitted by individual members. All such items should reach the General Secretary 14 days before the Annual General Assembly and 4 days before the special General Assembly.
- (ii) The final Agenda shall be approved by the Executive Committee.
- (iii) The agenda for the Executive Committee shall be developed by the Secretary General in consultation with the Chairperson.
- (iv) Any member of the Executive Committee can submit an item for inclusion on the agenda. Any such items shall reach the Secretary General 24 hours before the meeting.

e) Convener

Each meeting shall be convened by its Secretary in close collaboration with the Chairperson.

f) Meetings of the Association and Quorum of Members

The Association shall have the following meetings; -

- (i) General Assembly - Annually, whose composition shall be per paragraph (b), (i) above.
- (ii) Executive Committee - Quarterly; whose composition shall be per paragraph (b), (ii) above.
- (iii) Sub-Committees - As need arises whose composition two third of the committee members.
- (iv) Regional Branch meetings - Annually before General Assembly, whose composition shall be two third of the registered members in the respective Region.
- (v) Special Meetings- Whenever need arises; whose composition shall be determined by the Executive Committee.

Article 28 VOTE OF NO CONFIDENCE

A vote of no-confidence can be passed by a three-quarter majority of the members present and voting in the General Assembly meeting; provided that the number of members so voting is not less than 50% of the total members of the Association.

Article 29 DISCIPLINARY ACTION

- (i) The Disciplinary Committee shall handle and decide disciplinary matters involving members of the Committee and ordinary members.
- (ii) The cases handled by the Committee shall include those relating to the performance of duties, and/or behavior that is unsatisfactory or deemed to be prejudicial to the good name of the Association. The recommendations of the Disciplinary Committee shall be reported to the Executive Committee for final decision and action.
- (iii) The Executive Committee may suspend any member in the above categories; and if the member is from the Committee, appoint somebody to act in his/her place. The General Assembly shall be convened to receive and discuss a report on the suspension, within 1 month.

Article 30 DISPUTE SETTLEMENT MECHANISM

- (i) No person shall take any matter to any court of law, before he has firstly referred his matter to the relevant authority of the Association.
- (ii) Every member shall seek amicably settlement of the disputes by mediation, negotiation and conciliation rather than adversarial.
- (iii) No courts of law shall have power to entertain any dispute in any matter relating to the affairs of the Association referred by any member unless it is proved that the complainant referred the matter first to the Authority of the Association competent to deal with and it has failed.
- (iv) Any person who is aggrieved by the decision of the Disciplinary committee may file an application to the court of law with competent

jurisdiction.

Article 31 BOARD OF TRUSTEES

- (i) Subject to the provision of any law for the time in force, the Association shall have a board of trustees whose member shall be proposed at the first Annual General Meeting of the Association.
- (ii) The duties of the board shall be stipulated in the regulations

Article 32 BRANCHES

- (a) Any group of Ordinary Members in a region who wish to establish themselves as a Branch of the Association may make written application to the Association for registration.
- (b) On receipt of such an application, the General Secretary shall present it to the Executive Committee for consideration.
- (c) After approval the Branch members shall elect a Branch Executive Committee consisting of a Chairperson, a Secretary, a Treasurer and two Committee members.
- (d) The Branch Chairperson shall call branch Annual General Meetings prior to the national Annual General Assembly, and shall submit the minutes thereof to the national Annual General Assembly at least a month prior to it.
- (e) The Executive Committee shall allocate funds for the performance of Association activities to duly registered Branches depending on the availability of funds and in proportion to the membership fees paid by members who belong to such a Branch.

Article 33 FINANCIAL MATTERS

- (a) The Association's source of funds shall be, among other sources, membership, subscription, projects and investments.

- (b) The Association shall use all means permitted by the laws of Tanzania to raise funds through subscription, donations and other fundraising activities.
- (c) The Executive Committee shall keep proper books of account with respect to the assets and liabilities of the Association, and sums of money received and spent.
- (d) d) The finances of the Association shall be subject to independent audits, annually. The Treasurer, on behalf of the Executive Committee shall present the Association's audited financial statements to the Annual General Assembly.
- (e) Finances due and owing to the Association shall be payable to the Treasurer of the Association for banking on the account of the Association. Other authorized Committee members collecting funds shall forward it to the Treasurer for banking on the account of the Association.
- (f) The remuneration of the Association's staff shall be determined by the Executive Committee and on the basis of availability of financial resources.

Article 34 INCOME, PROPERTY AND FINANCES

- (a) The main sources of fund of the association will be membership subscriptions, annual fees and support from different actors like donor funds.
- (b) The income, property and monies of the Association, from whatsoever source derived, shall be applied solely towards the promotion of the objectives of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member.
- (c) Nothing contained in sub-clause b) shall preclude the payment to members of travel, subsistence or out-of-pocket expenses, allowances or other remuneration for services rendered by them to or

on behalf of the Association.

Article 35 PARTNERSHIPS AND COLLABORATIONS

TANFWA shall enter into agreements and contracts for instance with Collecting Societies and other actors for partnerships and collaborations for in the matter of interest to the members of the Association.

Article 36 FINANCIAL YEAR OF THE ASSOCIATION

The financial year of the Association shall run from the first day of January to the last day of December in the same year.

Article 37 BOOKS OFF ACCOUNTS

- (a) Books of account of the Association shall be kept by the Treasurer and such books, with all other papers and documents connected with or relating to the business or the affairs of the Association, shall at all times be accessible to the Committee of the Association; and a statement of the financial affairs of the Association shall be prepared annually.
- (b) The yearly accounts shall be closed on 31st December. The accounts shall be audited, printed and copies shall be provided to all members at least one week prior to the General Assembly.
- (c) The Auditors shall be appointed at every Annual General Assembly to hold office from the conclusion of that General Assembly, until the conclusion of the next General Assembly.
- (d) The remuneration of auditors shall be decided by the Executive Committee.

Article 38 BANK ACCOUNTS

- (e) The funds of the Association shall be deposited in the names of the Association with a bank/ banks approved by the Executive Committee.
- (f) All monies paid to the Association shall, on receipt, be deposited with a Bank and shall be

withdrawn in accordance with the financial guidelines.

- (g) All Cheque or withdraw forms shall be signed and endorsed by such persons as shall be authorized by the Executive Committee from time to time.
- (h) The Executive Committee may from time to time specify amounts that the Treasurer is authorized to retain for use as petty cash.
- (i) All withdrawals of money from the bank shall be done in accordance with guidelines laid down by the Executive Committee and with the joint signature of any two of the Treasurer, the Chairperson or the General Secretary.
- (j) The Chairperson shall authorize all the financial transactions of the Association

Article 39 THE SEAL

- (a) There shall be a seal for the Association, the design of which shall be approved by the Executive Committee.
- (b) The seal shall be kept by the General Secretary of the Association and it shall be used to authenticate the official documents of the Association or documents to which the Association is party, by its duly authorized officers.

Article 40 INTERPRETATION AND AMENDMENT OF THIS CONSTITUTION

(a) Interpretation

Where questions arise as to the interpretation of the Constitution, the decision of the General Assembly shall be final, unless challenged in a court of law. Amendment of the Constitution

- (i) The Executive Committee may propose amendments to the Constitution, for approval by the General Assembly.
- (ii) Non-Executive members may propose amendments to be discussed by the General

Assembly, by giving written notice to the General Secretary, at least thirty (30) days prior to the meeting at which it is to be tabled.

- (iii) No proposal for an amendment shall be considered by any meeting unless it is included on pre-prepared agenda.
- (iv) The Constitution may be amended by a vote of not less than 75% of the Ordinary voting members present at a duly convened General Assembly.

Article 41

REGULATIONS AND RULINGS

- (i) The Regulations and Rulings issued by General Assembly shall be binding upon members, unless they contradict provisions of this constitution.
- (ii) In case of doubt as to the meaning of the Regulations and Rulings, the interpretation of the General Assembly shall be binding until such time as the Association may otherwise determine at a General Assembly.

Article 42

INDEMNITY

- (iii) Every member of the Executive Committee and of any Committee acting on behalf of the Association shall be entitled to recompense, subject to availability of resources, for any reasonable cost or expense incurred on behalf of the Association or in the execution of his or her office, except where such cost or expense is incurred by his or her willful act in default of his or her duty.
- (iv) Neither the Association nor any Member thereof shall be liable for any loss or misfortune sustained as referred to in clause a), where such loss or misfortune is not a concomitant part of his or her duty.
- (v) Subject to the responsibility of the Association

as set out in clause (i), no member of the Association shall be answerable for any act or default of any other member, save insofar as complicity would, in law, render any such Member answerable.

Article 43 DISSOLUTION

The Association may be dissolved if such resolution is passed by two third majority of the paid-up registered members at that material time and present at the general Assembly.

- (a) The resolution shall be upheld provided that the number of members so voting is not less than 75% of the total members of the Association.
- (b) The monies of the Association's account and all assets shall be disposed of as directed by the same meeting.

These Articles and Memorandum of Association have been approved and adopted by members of TANFWA at a General Assembly held on 14th Day of August 2020 at the Law School of Tanzania.

