

**THE CONSTITUTION**

**OF**

**THE REGISTERD TRUSTEES**

**OF**

**TANZANIA COMMUNITY EMPOWERMENT ASSOCIATION**

P.O. Box 11430

**DAR ES SALAAM -TANZANIA**

## **INTERPRETATIONS**

In these presents where the context so admits, the following expressions shall have the meaning hereunder assigned to and specific against them:

**“Board of trustees”** shall mean the first Trustees of the association and subsequent Trustees to be registered hereto;

**“Board”** shall mean the Board of Trustees of **TANZANIA COMMUNITY EMPOWERMENT ASSOCIATION**

**“Office bearer”** shall mean Chairman, Vice Chairman, Secretary, Treasure to the Board of Trustees.

**“Fund”** shall mean any other monies from the association or any other sources whatsoever as will be accrued from time to time and paid or managed by the board of trustees as investments or other property for the time being presenting the said funds and all other accretions, however resulting hereto;

**“Trust”** shall mean **The Registered Trustees of TANZANIA COMMUNITY EMPOWERMENT ASSOCIATION**

**“Association”** shall mean **TANZANIA COMMUNITY EMPOWERMENT ASSOCIATION**

**“Members”** shall mean registered members of **TANZANIA COMMUNITY EMPOWERMENT ASSOCIATION.**

**THIS DECLARATION OF TRUST DEED IS MADE** this 28<sup>th</sup> day of October 2021 by the following person:-

1. BENEDICT JAMES KASELE
2. JANETH MWAKATUMA BROWN
3. ELIESH FRANK MWAMIZI
4. FURGENCE MATHIAS FURAHA
5. FLORA FURGENCE MATHIAS
6. JOHNSON JOHASEN RWEASIRA
7. CHESCO ASHERY MWANGOMOLA

(As a first trustees who together with the future trustees or trustee of this deed are referred to as "The Trustees").

#### **ARTICLE 1: ESTABLISHMENT**

There is hereby established a board of trustees of **TANZANIA COMMUNITY EMPOWERMENT ASSOCIATION** to be known as "**THE REGISTERED TRUSTEES OF TANZANIA COMMUNITY EMPOWERMENT ASSOCIATION**" herein referred as the Board

#### **ARTICLE 2: POSTAL ADDRESS**

The Postal Address of the association shall be:-

P.O. Box 11430

**DAR ES SALAAM -TANZANIA**

#### **ARTICLE 3: HEADQUARTERS**

The Headquarters of this Board shall be at Kitunda Kipunguni, however the Trustees shall be free to allocate branches all over the country.

#### **ARTICLE 4: STATUS OF BOARD**

The board is a Non - Governmental, and Non-Political Religious and shall endeavor to fulfill its objectives in the best interests of Association.

#### **ARTICLE 5: OBJECTIVES OF THE ASSOCIATION**

- i. To unite members who are pastoralists, fishermen, miners, the elderly, the disabled, and youth in agricultural and livestock and fisheries activities so that

they can be self-employed in their unity and at a modern technological level to find a common market.

- ii. To train our members to recognize their rights and duties in their business in order to compete in domestic and foreign markets
- iii. To open one bank account of the association that all sales and income of the association will be deposited and all expenditure of the association will be paid through
- iv. To design and implement various projects for our members with the aim of bringing economic development
- v. To mobilize with each member to make various contributions so as to strengthen the association.
- vi. To promote development issues among our member with the view to insure that each member is contributing favorably on the promotion of development and economic issues among all the members.
- vii. To identify and communicate in a way that promotes good relationships among members
- viii. To help each other in social matters in times of trouble and comfort especially at funerals, weddings and sicknesses
- ix. To monitor and implement in association issues.
- x. To collaborate with AIDS stakeholders to educate community and members of the association to avoid the spread of HIV/ AIDS
- xi. To conduct seminars workshops both national and internationally aiming at raising funds that will be used to contribute to the funding's of our association activities.
- xii. To ensure this unity goes from region to region and uplift and unite members of the association by providing them with education and benefits to make their own developments through climate change and by taking advantage of things left undeveloped such as valleys, rivers, forests, lakes, mountains, mountains.

## **ARTICLE 6: THE BOARD OF TRUSTEES**

- (i) The property, business and affairs of the Association shall be managed by the Board of Trustees composed of not less than Two (2) and not exceeding Ten (10) Trustees in number.
- (ii) Trustee of the Association shall hold office for the term of FIVE (5) years subject to renewal
- (iii) New Trustee shall be elected in the Annual General meeting of the Association according with the election rules and procedures
- (iv) The Chairman shall preside overall trustees, meetings convened by the Association He/she shall have a casting vote in case of equal votes.
- (v) Board of Trustees of the Association shall be the sole custodian of the assets and other interests of the Association
- (vi) The Board of Trustees shall perform their responsibilities provided that expenses and incidentals incurred on account of or for the benefit of the Association shall be refunded.
- (vii) The Board of Trustees shall elect among them Office Bearers such as, Chairman Vice- Chairman, Secretary ,assistant Secretary and Treasurer.

## **ARTICLE 7: QUALIFICATION OF TRUSTEES**

- i. Registered Member of the Association who has paid all association fees of sound mind, good behavior, honest and devoted to serve the Association can be a trustee of Association.
- ii. Registered Members of the Association who is genuinely interested in general or specific development of the Association and ascribes to the objectives, functions and purpose of the Association may become a Trustee thereof.

## **ARTICLE 7.1: CESSATION OF TRUSTEESHIP**

A Trustee shall cease to act in that capacity upon occurrence of any of the following circumstances:-

- (a) Voluntary resignation
- (b) Dismissal for disgraceful conduct
- (c) Death
- (d) Failure to attend three (3) consecutive meetings without prior notice
- (e) Unsound mind/ mentally incapacitated
- (f) Conviction of a criminal offence punishable upon conviction, by imprisonment for a term of not less than six (6) months.
- (g) Upon expiry of the tenure of office without been re- appointed.
- (h) Incapacitated physically to an extent of not been able to perform his duties as a Trustee

## **ARTICLE 8: POWER AND DUTIES OF THE BOARD OF TRUSTEES**

- i. The Board of Trustees shall have the control and general management of the policies, activities, property and affairs of the Association define their responsibilities and shall determine the manner in which funds, both principal and income shall be applied, all within limitations of the Trustees Incorporation Act, this Trust Deed and the laws of Tanzania.
- ii. Except as herein provided, the Board of Trustees, may adopt such rules and regulations for the conduct of their meetings and the management of the association properties they may deem proper and as shall not be inconsistent with the Trustees Incorporation Act, this Trust Deed and the laws of Tanzania.
- iii. Notwithstanding the generality of the foregoing the Trustees shall have the following powers in additional to all powers given to them by law, that is to say:
  - a. Subject to the requirement of the Act and approval form Annual General Meeting of the association to sell exchange, partition, invest or otherwise dispose of or

deal with the property of the Association or any part thereof or any interest therein as fully as if they were absolute owners;

- b. To raise money on the security of the property of the Association or any part of it or otherwise on such terms or conditions as to the Trustees shall appear desirable;
- c. Subject to the requirement of the Act and approval from Annual General Meeting of the association To invest money in any investment of which they approve or in the purchase or improvement of any land or property or any interest in land or property and to vary and transpose any such investments from time to time;
- d. To pay all expenses and outgoing as maybe incurred in relation by the Association from time to time;
- e. To demise or let the property of the Association for such terms and at such rent or for a gift and subject to such provisions as to the Trustees shall appear desirable;
- f. To appoint and remove or suspend and pay such officers, clerks, research or other staff, servants or persons either for temporary or special services as it may from time to time deem necessary and to determine their duties and powers and to fix their salaries and remuneration and (if considered necessary) to provide residences for all or any of them and to require security of such amount as deemed fit for the proper and efficient discharge of such duties;
- g. To improve, repair and maintain and insure against loss or damage by fire any of the property and to discharge out of income or capital all the outgoing property payable in respect of the property without prejudice to the right of the Trustees to make it a condition of letting any person into the possession of any of the property (whether as tenant at will or otherwise) that such person shall pay and discharge all or any of such outgoings;

- h. To employ any agent, servant or assistants to transact all or any business of whatever nature required to be done in furthering the purposes of this Association. The Trustees shall not be responsible for the default of any such agent or servant or assistant or any loss occasioned by their employment;
- i. To allow the property of the Association or any part thereof to remain as actually invested so long as the Trustees think fit and to sell, call in and convert into money the same or any part thereof;
- j. To invest or lay out any monies, subject to the Association hereof, in the purchase or upon the security of such stocks, shares, funds securities or other investments or movable property of whatsoever nature and whosoever situated and whether involving liability or not or upon such personal credit and with or without security as the Trustees in their absolute discretion shall think fit and all such investments as aforesaid shall be made by the trustees in their control provided always that the Trustees shall not engage in or carry on any business except in the course of actual execution of the purposes specified in article 5 hereof or except where the work in connection with such business is mainly carried on for beneficiaries under such purpose
- k. To accept property of any kind either for the general purposes of the Association hereby declared or upon any special trusts of a public and charitable nature to be declared by the donor or testator but that the trustees shall not be obliged to accept any such property unless they consider desirable to do so. The powers herein declared and contained concerning the property of the Association shall apply to any property so accepted except in so far as the same may be inconsistent with the Association; and
- l. To do such other lawful acts and things as are incidental to or conducive to the attainment of the general purposes of this Association.

- m. The Trustees shall at all times safeguard the property of the Association and take such legal or other proceedings as they may think necessary for the recovery or protection thereof.

## **ARTICLE 9: DUTIES OF OFFICE BEARERS**

### **DUTIES OF OFFICE BEARERS**

There shall be Office bearers with the following duties

#### **9.1. CHAIRMAN**

He/she shall Preside over all Trustees meetings and:

- (a) Be a representative of the Association in conferences, meetings of other functions that have relevance for the Association.
- (b) Monitor and follow up the use of disbursed funds of the Association.
- (c) In consultation with the Board of Trustees, take appropriate disciplinary action against any employee or committee of the Association.
- (d) Supervise all fund raising activities and programs of the Association.
- (e) Be the spokesperson of the Association.

#### **9.2 VICE-CHAIRMAN**

He/she shall be the assistant to the Chairman and shall take over the role of chairmanship in absence of the Chairman.

#### **9.3 SECRETARY**

The Secretary shall:-

- (i) Be responsible for all correspondences
- (ii) Keep all records, minutes of Trustees meetings, deeds and instruments pertaining to the Association

- (iii) Be responsible for the preparation of all meetings, conferences, seminars, workshops and other related activities.
- (iv) Be a Secretary to all trustees meetings.
- (v) Supervise all activities and projects undertaken by the Association.

### **9.3 ASSISTANT SECRETARY**

- (vi) He/she shall be the assistant to the secretary and shall take over the role of secretary in absence of the secretary.

### **9.4 TREASURER**

The Treasurer shall:

- (i) Be the custodian of all documents including receipt books, invoice books and checkbooks pertaining to the money of the Association
- (ii) To receive, collect and take care all funds in the budget and the income of the Association.
- (iii) Prepare the annual budget and present it to the Board of Trustees for approval.
- (iv) Collect funds and other dues of the Association .
- (v) Prepare and maintain book of accounts, organize the auditing of the accounts and present the audited accounts to the Board of Trustees and the Annual General Meeting.
- (vi) Maintain bank account or accounts for the monies of the Association ..
- (vii) Maintain a comprehensive list of all movable and immovable properties of the Association.

### **ARTICLE 10: MEETINGS**

1. The Annual Meeting of the Board of Trustees shall be held in the month of November each year, or any other time suggested by the Trustees but not later than the month of December each year, at a time and place to be designated in

the notice thereof, upon at least twenty-one (21) days written notice of the meeting to all Trustees;

- i. The Annual meetings of the Board of Trustees shall be called by the Chairman or by two-third (2/3) of the Trustees.
  - ii. Functions of the Annual General Meeting shall be:-
    - (a) To receive and confirm minutes of the previous meeting.
    - (b) To receive, scrutinize and adopt Audited Financial Statements for the previous year.
    - (c) To appoint and fix remuneration of the External Auditor for the financial year.
    - (d) To nominate and terminate committees' trustee when the need of doing so arise.
    - (e) To deliberate on any other issue for deliberation by the Annual General Meeting.
    - (f) To prepare report and activities of the board of trustees of the year and submit it to the Annual General Meeting of the association.
2. **Ordinary meetings** of the Trustees shall be held quarterly at such time and place as the Trustees shall determine;
- i. Ordinary meetings of the Board of Trustees shall be called by the Chairman or by two-third (2/3) of the Trustees.
  - ii. The functions of Ordinary meetings shall be:-
    - a. To receive progress reports on the activities of the Association
    - b. To transact any other business as shall be proposed in the agenda.
3. **Extra-Ordinary meetings** of the Board of Trustees shall be called by the Chairman or by two-third (2/3) of the Trustees.

4. The Board of Trustees may permit any or all Trustees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication including telephone or video conferences or which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.
5. With the exception of the Annual Meeting, notice in writing of all meetings of the Board of Trustees shall be given to each Trustee at least twenty one (21) business days prior to the day designated. Notice shall be given either personally or by mail; if by mail, it shall be mailed to the Trustee at his or her last known residence, unless the Trustee shall request the Board of Trustees that notice intended for him be sent to some other address in which event it shall be mailed to the address designated in such request.
6. Whenever any meeting of the Board of Trustees which a notice was duly served adjourned to a definite time and place, it shall not be necessary to give notice of the said adjourned meeting, other than such announcement of the time and place at which such adjourned meeting will be held.
7. The Trustee may waive any notice required under this Trust Deed before or after the date and time stated in the notice. The waiver shall be in writing, signed by the trustees entitled to the notice and filed with the minutes of Association records. Notwithstanding the foregoing, a Trustee's attendance at or, participation in a meeting waives any required notice to him of the meeting unless the Trustee at the beginning of the meeting, or promptly upon his arrival, objects to the holding of the meeting or transacting business at the meeting and does not thereafter vote for or accept to the action taken at the meeting.
8. Unless otherwise stated, any action required or permitted to be taken at a Board of Trustees meeting may be taken without a meeting if the action is taken by all trustee of the Board of Trustees. The action shall be evidenced by one or more written consents describing the action taken, signed by each Trustee and

included in the minutes or filed with the corporate records reflecting the action taken. Action, taken without a meeting is effective when the last trustee signs the consent, unless the consent specified a different effective date. Such consent shall have the effect of a meeting duly held and may be described as such in any document.

9. The Board of Trustees may create one or more committees. Each committee shall have two or more trustees, who serve at the pleasure of the Board of Trustees.
10. The creation of a committee shall be approved by a simple majority of all the Trustees in office when the action is taken.
11. The Board of Trustees may also establish Standing Committees from among trustee of the Board and or others subject to the approval of the Board of Trustees. The Board of Trustees may, at its discretion, appoint a committee Chairman or delegate the selection to a Chairman

#### **ARTICLE 11: COMMITTEES**

- (i) The Board of Trustees may create one or more committees. Each committee shall have two or more members, who serve at the pleasure of the Board of Trustees.
- (ii) The creation of a committee shall be approved by a simple majority of all the Trustees in office when the action is taken.
- (iii) The Board of Trustees may also establish Standing Committees from among members of the Board of Trustees or others. The Board of Trustees may, at its discretion, appoint a committee Chairman or delegate the selection of a Chairman to the committee itself, unless otherwise specified in this Trust Deed such Standing committees shall be responsible for supervising administration of different aspects of the

Association and its purpose, scope, powers and duties shall be determined by the Board of Trustees.

- (iv) Unless otherwise specifically designated, any committee created by the Board of Trustees shall serve in an advisory capacity only, and no such committee shall have any authority over the activities, property and affairs of the Association. Under no circumstances shall any committee:-
  - (a) Approve or recommend to members action that requires approval by board members;
  - (b) Fill vacancies on the Board of Trustees or on any of its committees.
  - (c) Adopt, amend or repeal the Trust Deed, or
  - (d) Approve a plan of merger; approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Association other than in the usual and regular course of affairs of the Trust or approval of a proposal to dissolve the Association.
  
- (v) Any committee established pursuant to this **ARTICLE 11** may be **abolished by the Board of Trustees at any time.**
  
- (vi) A Trustee shall discharge his or her duties as a Trustee, including his or her duties as a member of a committee: (a) in good faith, (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner he or she reasonably believes to be in the best interests of the Association.
  
- (vii) A Trustee shall not be liable for any Action taken as a Trustee or any failure to take any action, if he or she performed the duties of his or her office in compliance with ARTICLE 8.

## **ARTICLE 12: FINANCE**

The sources of funds shall be:

- a. Association Fees.
- b. Voluntary contributions from members of the Association and other persons, donors, governmental agencies, embassies and charitable organizations.
- c. Loans from financial institutions
- d. Fund raising programs
- e. Income from projects undertaken by the Association
- f. All cheques and orders for the payment of money from Association accounts shall be signed by at least two (2) Trustees, all being office bearers.

#### **ARTICLE 13: FINANCIAL YEAR**

- i. Financial year of the Association shall start 1st January to December 31st of every calendar year. Financial statement shall be prepared at the end of the year and be presented before the annual general meeting.
- ii. The annual budget of income and expenditure for the Association will be prepared in accordance with the financial year.
- iii. The Board of Trustees having prepared the financial aspect of the annual report shall submit the same to a qualified and competent auditor for auditing the accounts of the Association in accordance with the standard/ international financial management standards.
- iv. The Chairman shall keep and maintain proper records of accounts and other important information recommended by the auditor

#### **ARTICLE 14: BANK ACCOUNTS.**

The Trustees may from time to time open and maintain in the name of the Association bank accounts at such bank or banks as they shall from time to time decide and may at any time pay any monies forming part of the Association to the credit of any such accounts and all cheques and orders for payments or money shall be signed by at least two (2) of the Trustees or as may otherwise be resolved by the Trustees. All payments, donations, and subscriptions to the association shall be paid into the association bank account (s).

#### **ARTICLE 15: THE COMMON SEAL**

- a) The Common Seal of the Board shall bear the inscription: **“THE REGISTERED TRUSTEES OF THE REGISTERED TRUSTEES OF TANZANIA COMMUNITY EMPOWERMENT ASSOCIATION**
- b) The Seal shall be affixed and appear in all legal instruments.
- c) The affixing of the Common Seal shall be witnessed by at least two (2) trustees.
- d) The seal shall be kept in the custody of the Chairman.

#### **ARTICLE 16: DISPUTE RESOLUTION**

- i) In case of any disputes/conflicts arising they shall be resolved amicably between the parties concerned in line with Trustees procedures, if they fail to resolve it shall be forwarded to the Discipline Committee and the court of law shall be the last resort.
- ii) Where any dispute arises with regard to the interpretation on any matter in this Constitution, the General Meeting shall have powers to resolve that dispute and its decision shall be binding upon all the organs of organization

#### **ARTICLE 17: AMENDMENT OF THE CONSTITUTION**

- i) Subject to approval of the Administrator General of the Trustees the Trustees may amend the provision of this Constitution.
- ii) Any amendment shall be made through the authority of a resolution passed at a Special General Meeting of the Association

- iii) The Trustees shall immediately send to the Administrator General a copy of any amendment of the Constitution made under this clause.

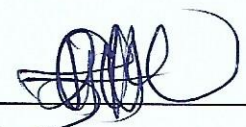
**ARTICLE 18: DISSOLUTION**

- (i) The Board of Trustees of the Association shall not be dissolved by any resolution except that only the general / special meeting of the association shall be subject to this provision;
- (ii) The Board of Trustees shall be dissolved by a resolution of not less than three fourths of the trustees present voting at the general/ special meeting/ of association and a notice therein of the proposal to dissolve the board shall be communicated to all Trustees and members of the association at least sixty days (60) prior to the general/special meeting that dissolves the same. The general/special meeting passing the resolution to dissolve the board shall appoint person or charity having the same objectives to be the liquidator or liquidators and shall make provisions for the final disposal of assets and properties. All assets shall be sold and cash balances remaining after paying liabilities-shall be used for purposes to be decided by the Board of trustee in the special/ general meeting


**ATTESTATION**

IN WITNESS WHEREOF the parties here to have put their respective hands in the abovementioned date in the matter appearing:

**SIGNED AND DELIVERED** at Dar es Salaam  
By **BENEDICT JAMES KASELE** Who  
is known to me personally/ who is Identified by  
the said .....the Later  
being known to me personally In my presence  
this ..... day of ....., 2021

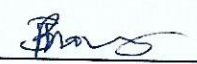
}   
Trustee

**BEFORE ME:**


Name JANE GERALD  
Signature   
Postal Address P.O. Box 11430 DSM  
Qualification NOTARY PUBLIC

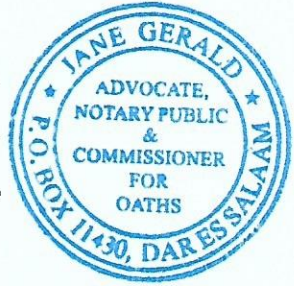


**SIGNED AND DELIVERED** at Dar es Salaam  
By **JANETH MWAKATUMA BROWN** Who  
is known to me personally/ ~~who is identified by~~  
the said ..... the Later  
being known to me personally In my presence  
this 28th day of October, 2021

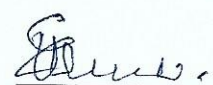
  
Trustee

**BEFORE ME :**


Name JANE GERALD  
Signature   
Postal Address P.O. Box 11430 DSM  
Qualification NOTARY PUBLIC



**SIGNED AND DELIVERED** at Dar es Salaam  
By **ELIESH FRANK MWAMIZI** Who  
is known to me personally/ ~~who is identified by~~  
the said ..... the Later  
being known to me personally In my presence  
this 28th day of October, 2021

  
Trustee

**BEFORE ME:**

Name JANE GERALD  
Signature   
Postal Address P.O. Box 11430 DSM  
Qualification NOTARY PUBLIC




**SIGNED AND DELIVERED** at Dar es Salaam  
By **FURGENCE MATHIAS FURAHA** Who  
is known to me personally/ ~~who is identified~~ by  
the said ..... the Later  
being known to me personally In my presence  
this 28<sup>th</sup> day of October, 2021



**Trustee**

**BEFORE ME:**

Name JANE GERALD  
Signature   
Postal Address P.O. Box 11430 DSM  
Qualification NOTARY PUBLIC




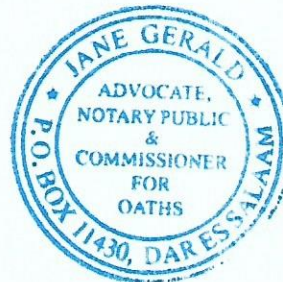
**SIGNED AND DELIVERED** at Dar es Salaam  
By **FLORA FRUGENCE MATHIAS** Who  
is known to me personally/ ~~who is identified~~ by  
the said ..... the Later  
being known to me personally In my presence  
this 28<sup>th</sup> day of October, 2021



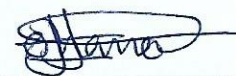
**Trustee**

**BEFORE ME:**

Name JANE GERALD  
Signature   
Postal Address P.O. Box 11430 DSM  
Qualification NOTARY PUBLIC



**SIGNED AND DELIVERED** at Dar es Salaam  
By **JONSON JOHASEN RWEGASIRA** Who  
is known to me personally/ ~~who is identified~~ by  
the said ..... the Later  
being known to me personally In my presence  
this 28<sup>th</sup> day of October, 2021



**Trustee**

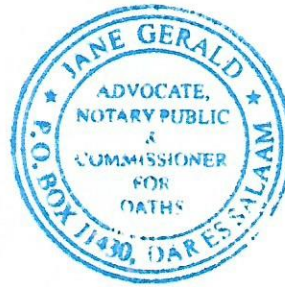
**BEFORE ME:**

Name JANE GERALD

Signature 

Postal Address P.O. Box 11430 DSM

Qualification NOTARY PUBLIC



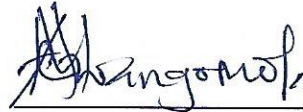
**SIGNED AND DELIVERED** at Dar es Salaam

By **CHESCO ASHERY MWANGOMOLA** Who

is known to me personally/ who is identified by  
the said ..... the Later

being known to me personally In my presence

this 28th day of October, 2021



**Trustee**

**BEFORE ME:**

Name JANE GERALD

Signature 

Postal Address P.O. Box 11430 DSM

Qualification NOTARY PUBLIC

