

THE CONSTITUTION
OF
HEARING GAMBIA FOUNDATION

PREAMBLE:

Hearing Gambia Foundation in acronym ``HGF`` shall be registered as a corporate body meant to provide assistance to the deaf and hard of hearing and the entire mankind. The Members are cognizant of the challenges in our society and with that regards have deemed it indispensable to emerge under one umbrella and pave a way forward on how to curtail these menaces of great concern .The main target beneficiaries shall be the deaf and hard of hearing especially the children.

HEARING GAMBIA FOUNDATION is a charitable organization which shall be non-political, non-religious entity, non-racial, non-ethnic base and non-gender affiliated.

NAME: The name of this foundation shall be called Hearing Gambia Foundation (“hereinafter called the Foundation”).

LOGO: The Logo of this charity shall be determined by the entire members any time deemed necessary.

ARTICLE I

IDENTIFICATION AND LOCATION

The address of the foundation shall be situated at **Brikama Kombo Central ,WCR, THE GAMBIA.**

ARTICLE 2

AIMS AND OBJECTIVES

- a) To render any amount of possible support to the deaf and hard of hearing including leaning aid.
- b) Teaching sign languages and lip reading .
- c) Build an educational centers for the deaf and hard of hearing.

d) To provide and promote career development initiatives to deaf and bad hearing people in The Gambia.

e) To partner with government and non-governmental organizations and further strengthen the relationship for mutual benefits.

f) To generally carry on any other activity which may seem to the charity capable of being conveniently carried on in connection with any of the foregoing activity or calculated directly or indirectly to render profitable or enhance the value of the organization.

ARTICLE 3

MEMBERSHIP

Anybody wishing to be a member must tender his or her interest through the Executive Committee before acceptance takes effect. Membership is open to both sex and shall abide by the rules and regulations of the charity.

ARTICLE 4

TERMINATION OF MEMBERSHIP

a) Membership shall cease in the event of a member failing to attend three consecutive meetings without justifiable reasons.

b) Failure to pay membership fees to be determined by the charity's general membership.

c) Unlawful acts which might result in legal actions being taken against the member.

d) By death of a member.

ARTICLE 5

MEMBERS RIGHTS AND OBLIGATIONS

a) All members of the foundation are guaranteed freedom of conscience, assembly, association, opinion and religious belief.

b) Members shall have right to actively take part or participate in the running and management of the charity.

c) Regular or punctual at meetings.

ARTICLE 6

THE GENERAL RULES AND REGULATIONS

a) Membership is open to all persons irrespective of gender and religion and shall recognize and abide by the rules and regulations of the foundation .

b) Members are free to ask questions during meetings to clear their doubts

c) No member shall use the name of the charity for direct or personal gains.

d) Good ethics is expected at all times.

ARTICLE 7

THE GENERAL ASSEMBLY

It shall comprise of all members and shall be headed by the Coordinator. It shall have the powers to scrutinize the activities of the Executive Committee as well as advise it accordingly.

In case of controversy there shall be a two- third (2/3) majority support of the decision by members to amend and make binding decisions and shall be in the sole interest of the charity.

ARTICLE 8

FUNCTIONS AND POWERS

a) The General Assembly (GA) shall map out strategies and make general policy decisions for the realization of the objectives of the foundation.

b) It shall provide and explore all sources of financing and obtaining material aid for the charity.

c) It shall arrange to collect, accept donations, bequests, endowments and other benefits on behalf of the foundation .

d) It shall purchase, lease, hire or otherwise acquire moveable and immovable property for the foundation.

e) It shall enter into any legal contract whatsoever, which is beneficial to the foundation or targeted beneficiaries.

ARTICLE 9

THE EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Coordinator as the head and other executive committee members to oversee the day- to – day affairs of the foundation.

ARTICLE 10

THE EXECUTIVE

- a. To uphold and enforce the constitution.
- b. To carry out the policies and programs of the foundation.
- c. To initiate and undertake all such activities as may further strengthen the aims and objectives of the charity.
- d. To execute disciplinary actions against the members.
- e. To identify, plan and manage the charity's activities.
- f. Shall perform their individual responsibilities accordingly.
- g. Shall be answerable to the General Assembly.

ARTICLE 11

Official functions of the executive members

ARTICLE 12

THE COORDINATOR

The head of the foundation shall be the coordinator who shall chair the General Assembly and the Executive Committee meetings.

DUTIES

- (a) He /she shall preside over all General Assembly meetings.
- (b) He/she shall supervise and direct the successful implementation of all projects.
- (c) He/she shall represent the foundation at high profile functions.

ARTICLE 13

THE DEPUTY COORDINATOR

He/she shall assist the coordinator in the execution and performance of the functions of the coordinator and deputize in his/her absence.

ARTICLE 14

SECRETARY

He/she shall handle all secretarial functions of the foundation and shall keep records of all policy decisions taken at any meeting.

- a. He/she shall also be responsible for all correspondence between the foundation and other organizations including international donor agencies etc.

ARTICLE 15

TREASURER

- a. He/she shall be the custodian of the finances of the charity together with the relevant financial records including bank pay-in-slips and withdrawal slips etc.
- b. He/she shall also maintain an impress for (the amount of which shall be determined from time-to-time) for emergency and necessary purposes.

ARTICLE 16

AUDITOR:

- a. The auditor shall audit all the foundation's accounts.

- b. All audited accounts shall be in his/ her custody and shall be presented to the General Assembly during Annual General Meetings.
- c. The audited accounts shall be scrutinized and members shall have the right to raise queries.

ARTICLE 17

THE PRO

Shall be the official spokesperson of the foundation and the public by extension .

ARTICLE 18

Apart from the Executive Committee there may be also a Board of Directors:

THE BOARD

There shall be a Board of Directors tasked with the responsibilities of presiding over the affairs of the charity.

The Board may co-opt other people for specific functions.

The Board shall consist of six (6) members .It shall have the following Members:

- I. Chairperson
- I. Vice chairperson
- 2. Secretary
- 3. Financial Adviser and other members

CONDUCT:

Board members are expected to show exemplary character and to conduct themselves in a manner that would enhance the image of the foundation .

ARTICLE 19

FUNCTIONS OF THE BOARD

The Board shall provide oversight, advice and guidance on polices of the foundation as may be required.

The Board shall be responsible for overall planning and policy formulation of the foundation and shall conduct meetings and take decisions relating to the smooth running of the foundation.

It may enter into negotiations and agreements to support the foundation and shall also engage into raising funds for and on behalf of the foundation.

It shall also be responsible for the appointment of senior staff of the foundation .

OTHER FUNCTIONS OF THE BOARD

I. Review and approve the charity's annual budget.

2. Assist in the appointment of auditors or to confirm the re-appointment of existing ones, and agree on the fees of the auditors.

3. Monitor the implementation of the foundation`s programs, and receive and review reports and information from the secretary.

4. To contribute in the formation of major policies.

5. Assume ultimate responsibility for the administration of foundation's assets and liabilities.

ARTICLE 20

MEETINGS OF THE BOARD:

I. The Board shall meet on quarterly basis and may meet in special sessions upon the request of the chairperson or at least three Board members, as and when necessary.

2. Notice of any ordinary or special meeting of the Board shall be in writing, specifying the time, place and business to be conducted at the meeting not less than 10 days before the scheduled date of the meeting.

3. The Board shall adopt rules of procedure as necessary for its smooth functioning.

4. Decisions shall be taken by a majority of the members present and voting at a meeting.

5. In the absence of the chairperson and the vice chairperson, the Board shall elect a temporary chairperson from the members present for any particular meeting.

ARTICLE 21

QUORUM OF THE BOARD

A quorum shall be constituted by five (5) of the members of the Board.

VOTING:

Individuals of high integrity will be elected to the foundation`s Board on the basis of their expertise, personal experience and professional qualities.

ACCEPTANCE OF BENEFITS

The foundation may request and as well receive gifts and donations from any philanthropist, individuals, and organizations. Such gifts and items shall be channeled through the treasurer and the coordinator. No member shall request for any assistance without the prior knowledge and authorization from the coordinator.

ARTICLE 22

FUNDING SOURCES

The charity shall obtain funds from the following:-

- a. Raised monies from members contributions and donations from well wishers
- b. Proceeds from the foundation`s activities and
- c. Any lawful source or means.

ARTICLE 23

BANK ACCOUNT AND SIGNATORIES

The charity shall open an account with any bank deemed fit by it and the signatories shall be the coordinator and the auditor.

ARTICLE 24

MEETING PROCEDURES

Two –third of the members of the foundation shall form a quorum for meeting thereof.

- a. Binding decisions shall be based on 2/3 majority with the coordinator exercising the power of casting vote.
- b. Issues of a controversial or sensitive nature shall be passed by two-third (2/3) majority decision of all existing members.

ARTICLE 25

MEETINGS

Meetings may be held monthly, quarterly or at such time as may be necessary. An Extraordinary meeting can be held anytime and anywhere by the order of the coordinator .

ARTICLE 26

TENURE OF OFFICE

The tenure of office for each officer shall be five (5) years and subject to be reinstated provided that such person has performed well during his or her tenure and willing to accept.

ARTICLE 27

FINANCIAL MANAGEMENT

Proper books of account shall be kept and an income and expenditure accounts and balance sheet prepared, audited and certified by a qualified auditor at the end of each financial year.

ARTICLE 28

REMUNERATION OF MEMBERS

The members shall not be entitled to any form of remuneration for the Performance of their duties as members. However, any trustee hired by the charity shall be entitled to a reasonable remuneration agreed between that trustee and the Executive Committee.

Trustees shall be reimbursed for any expenses incurred on its behalf.

ARTICLE 29

AMMENDMENTS

- a. Any article or clause in this constitution shall be amended or repealed only at a General Assembly and executive committee meeting attended by not less than two-thirds (2/3) of existing members.
- b. Amendment(s) so made, shall take immediate effect, if the motion of amendment has the support of two-third (2/3) of the members present at that meeting.

ARTICLE 30

QUORUM

- a. The quorum for any meeting should hold 2/3 of the members except on emergency issues.
- b. Any decision taken without a quorum shall be null and void.

ARTICLE 31

DISSOLUTION

A written application shall be prepared by the secretary through the directives of the coordinator and signed by 2/3 members of the General Assembly.

- a. Provide a copy of the minutes authorizing the dissolution.
- b. Provide an inventory of all assets of the charity and clearly outline a plan for transferring the said assets to an organization with similar objectives which had been chosen by the General Assembly.
- c. Surrender the original certificate of registration to the coordinator.