

PART I: PRELIMINARY

**ARTICLE 1: Name of the Organization**

The name of the Organization shall be The Shield Foundation

**ARTICLE 2: Interpretation**

Unless the context otherwise requires in this Constitution

"**Act**" shall mean the Non-Governmental Organizations Act, No. 24 of 2002 as amended from time to time;

"**Organization**" shall mean The Shield Foundation (Name of the Organization);

"**Board**" shall mean Board of Directors of the Organization;

"**Registrar**" shall mean the Registrar of the Non Governmental Organizations;

"**Office bearers**" shall mean Chairperson, Executive Secretary , Treasure .

"**Vulnerable, marginalized, voiceless, underprivileged or disadvantaged group**" shall include children, women and elders (e.g Women, Children)

**ARTICLE 3: Preamble**

We, the founding members of Shield Foundation, united by a shared commitment to the well-being and advancement of our community, hereby establish this organization in response to the pressing challenges facing our society. Faced with economic stagnation, cultural erosion, environmental degradation, social inequality, rampant crime, and a lack of respect for human rights and good governance, we recognize the urgent need for concerted action.



**ARTICLE 4: Registration**

The Organization shall be registered as a Non Governmental Organization under the Non Governmental Organizations Act, No. 24 of 2002 as amended from time to time.

**ARTICLE 5: Head Office**

The head office will be based at Retco street, nearby TFA, GANGILONGA ward, Iringa District, Iringa Region  
P. O BOX P.O Box 200 .

**ARTICLE 6: Area of Operation**

The Organization shall operate in National.

PART II: VISION, MISSION AND OBJECTIVES

**ARTICLE 7: Vision Statement**

A Tanzania where children, women and elders are safe, educated and empowered and free from all forms of violence and discrimination.

**ARTICLE 8: Mission Statement**

To protect and empower children, women and elders in Tanzania, ensuring their rights are respected and upheld through advocacy, education, and economic support.

**ARTICLE 9: Objectives**

1. To promote the rights of children and women through advocacy and lobbying efforts aimed at influencing policies, legislation, and programs that protect and advance their well-being.

2. To enhance awareness and understanding of issues affecting children and women, including but not limited to education, health, safety, and economic empowerment, through targeted campaigns and community engagement.
3. To protect children and women from all forms of abuse, exploitation, and discrimination, by advocating for and supporting the implementation of laws and policies that ensure their safety and security.
4. To advocate for the provision of quality healthcare, education, and social services for children, women and elders.
5. To empower children and women to participate in decision-making processes that affect their lives, by providing them with the necessary skills, knowledge, and resources.

### PART III: MEMBERSHIP AND TYPES OF MEMBERS

#### **ARTICLE 10: Membership**

Membership to the Organization shall be voluntary and open to any individual who has attained the age of 18 years and above, of sound mind and who is ready to join hands in supporting and promoting vision, mission and objectives of the Organization.

(In case of local NGO membership shall compose of Tanzanians, and for an International NGO membership shall composed of not less than three members two of whom shall Tanzanian being founder members)

#### **ARTICLE 11: Types of Members**

There shall be two types of members-

- 1. Founder members:** These are members who made the initiatives to establish this Organization;
- 2. Ordinary members:** These are members who join the Organization after its establishment.



#### **ARTICLE 12: Rights and Obligation of Members**

1. To elect/vote and be elected/voted in the leadership of the Organization except for honorary members
2. Right to be heard
3. To attend General Meeting
4. Participate in all Organization activities as he/she may be required to do so
5. Receiving information of the Organization progress by any means of communication
6. To pay fees that is prescribed by the General Meeting
7. To attend all meetings that requires his/her presence;
8. To participate in all the activities of the Organization as planned
9. To keep secret all matters and decision of the Organization

#### **ARTICLE 13: Cessation of Members**

Members shall cease if any of the following happens-

1. By resignation;
2. Expulsion for misbehavior, failure to adhere to Organization's resolutions and this Constitution;
3. Failure to attend three consecutive General Meeting without reasonable information;
4. Incapability to perform his/her obligations due to mental disorder;
5. Failure to pay subscription fees for -1 years;
6. Death.

### PART IV: OFFICE BEARERS, ELECTION AND TERM OF LEADERSHIP

#### **ARTICLE 14: Chairperson**

There shall be Chairperson of the Organization who;

- 1.Shall preside over General Meeting of the Organization;
- 2.Be the spokesman for the Organization;
- 3.Shall be a signatory to the bank account;
- 4.Shall be overseer of the Organization's daily activities;

**ARTICLE 15: Executive Secretary**

There shall be Executive Secretary of the Organization who;

- 1.Shall call meetings in consultation with the Chairperson;
- 2.Shall arrange schedule of duties in the office;
- 3.Shall receive all letters including application letters from new members and to submit them to the General Meeting for approval;
- 4.Shall keep all documents of the Organization;
- 5.Shall be a signatory to the Organizations bank account;
- 6.Shall keep records of all assets of the Organization;



**ARTICLE 16: Treasure**

There shall be Treasure of the Organization who;

- 1.Shall receive and keep all the money of the Organization;
- 2.Shall prepare the annual budget and estimates of the Organization to be presented to the General Meeting;
- 3.Shall prepare the financial records of assets,records of accounts and books of account;
- 4.Shall prepare financial records of statements of income and expenditure and submit the said documents together with audited report to the General Meeting;
- 5.Shall be a signatory to the bank account;

**ARTICLE 17:Election and term of leadership of office bearers**

The office bearers of the Organization shall be elected by the General Meeting among the members and hold office for a period of -2 years and may be re elected for another term of -2 years

**PART V: BOARD OF DIRECTORS**

**ARTICLE 18:Establishment of the Board of Directors**

- 1.There shall be a Board of Directors composed of the Chairperson, Executive Secretary, Treasurer and other -2 members appointed by General Meeting;
- 2.Members of the Board shall hold the office for a period of -3 year and may be re-appointed for another term of -3 years;
3. The Chairperson of the Board shall be elected by the General Meeting among Board members while the Chairperson of the Organization shall be Secretary to the Board;
- 4.Board of Directors shall hold the meeting twice a year or at any time in case of emergency;
- 5.Quorum shall be 2/3 of the Board members;

**ARTICLE 19:Functions and Duties of Board of Directors**

1. To make Rules and Regulations;
2. To protect and advance the image of the Organisation;

3. To recruit staffs;
4. To participate in developing Organisation's Strategic plans;
5. To appoint auditor(s);
6. To convene projects to be carried out by Organisation, conduct or cause to be conducted feasibility studies for such project and submit the same for approval by the General Meeting;
7. To form different committees of the Organisation where necessary;

**PART VI: GENERAL MEETING**

**ARTICLE 20:Composition of General Meeting**

- 1.General Meeting shall be a supreme organ of the Organization composed of all members of the Organization;
- 2.The decision in this meeting shall be by majority vote of members attended the meeting;

**ARTICLE 21:Powers/function of the General Meeting**

1. Discuss new members for admission and discipline and expel members;
2. Discuss and approve annual budgets, plans, physical and financial implementation reports;
3. Amend the Constitution;
4. Electing office bearers of the Organisation;
5. Approve issues originated from the Board of Directors;
6. To appoint Board of Directors;



**ARTICLE 22:Annual General Meeting**

- 1.There shall be Annual General Meeting of the Organization held once a year;
- 2.Notice shall be given to all members -5 days before the meeting;
- 3.Quorum shall be 2/3 of members;

**ARTICLE 23: Extra-Ordinary General Meeting**

- 1.The Extra-Ordinary General Meeting shall be held whenever there is an emergency;
- 2.Notice shall be given to all members -5 days before the meeting;
- 3.Quorum shall be 2/3 of members;

**PART VII: FINANCIAL MANAGEMENT, CONSTITUTIONAL AMENDMENT,DISSOLUTION AND CONFLICT RESOLUTION**

**ARTICLE 24:Financial Year**

The Financial year of the Organization shall be between 1st January and 31st December of the calender year;

**ARTICLE 25: Sources of Funds**

The sources of funds for the Organization shall be-

1. Entry and annual fees;
2. Fundraising;
3. Legal gifts from friends;
4. Grants, donations;
5. Income generating activities;

**ARTICLE 26:Uses of Funds**

Funds however obtained shall solely be applied towards the promotion of the objectives of the Organization;

**ARTICLE 27:Bank Account**

There shall be a bank account opened in the name of Organization. The office bearers shall be the signatories of the Bank Account of the Organization. For any transaction to be effected there must be signatures of two signatories among the three signatories.

**ARTICLE 28:Constitutional Amendments**

Any part,clause of this Constitutional may be removed, added or amended by the General Meeting by the majority vote of eligible voters held for that purpose.

**ARTICLE 29: Dissolution**

1.The Organization may be dissolved by resolution passed at the General Meeting, by at least a two thirds majority of members eligible to vote or by operation of law;

2. In the event Organization is dissolved, all assets remain after payment of debts shall be transferred to another Non-Governmental Organization registered under the Act with similar objectives with this Organization.



**ARTICLE 30: Conflict Resolution**

1.Whenever arises a conflict within the Organization;the Board will be responsible to settle the dispute

2.If the Board fails to handle the dispute, the matter will be referred to the General Meeting