



TANZANIA RENEWABLE ENERGY  
ASSOCIATION

THE CONSTITUTION

October 2010

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## ARTICLE 1 THE ASSOCIATION

### 1.1 Name

There shall be a renewable energy association (hereinafter referred to as "The Association". The name of the Association shall be **Tanzania Renewable Energy Association (TAREA)**).

### 1.2 Office and Address

The registered Head Office of the Association shall be situated in Dar es Salaam, in the United Republic of Tanzania. The Association will also have Branch Offices. The contact address of the Association is:

P. O. Box 32643  
Dar es Salaam, Tanzania  
E-mail: info@tarea-tz.org  
Website: www.tarea-tz.org

### 1.3 Official Languages

The official languages of the Association shall be English and Swahili.

### 1.4 Definitions

- (a) "Renewable energy" is naturally occurring, non-depletable sources of energy - such as solar, wind, biomass, hydro, tidal, wave, ocean current and geothermal - which can be used to produce electricity, gaseous and liquid fuels, heat or a combination of these energy types.
- (b) "Member" includes a person or institution admitted to and having paid up membership after application in accordance with Article 3.
- (c) "Board of Trustees" (BoT) shall mean the Board of Trustees of TAREA.
- (d) "Executive Committee" (EC) shall mean the Executive Committee of TAREA.
- (e) "General Meeting" (GM) shall mean a meeting of the members of TAREA.
- (f) "Annual General Meeting" (AGM) shall mean the Annual General Meeting of TAREA.
- (g) "Extraordinary General Meeting" means the Extraordinary General Meeting of TAREA.
- (h) "Advisory Committee" (AC) shall mean the Advisory Committee of TAREA.
- (i) "Chairperson" shall mean the Chairperson of the General Meetings and Executive Committee of TAREA.
- (j) "Vice Chairperson" shall mean the Vice Chairperson of the General Meetings and Executive Committee of TAREA.
- (k) "Chairperson of the Advisory Committee" shall mean the Chairperson of the Advisory

Committee of TAREA.

- (l) "Honorary Treasurer" shall mean the Honorary Treasurer of TAREA.
- (m) "Executive Secretary" shall mean the Executive Secretary of TAREA.
- (n) "Secretariat" shall mean all employed/volunteering personnel with TAREA.
- (o) "Returning Officer" shall mean the Member appointed by the Executive Committee to oversee the election of Office Bearers and the counting and reporting of Member votes to the AGM.
- (p) "By-Laws" shall mean the By-Laws of TAREA adopted pursuant to this Constitution.
- (q) "Division" is a section of the Association such as sector specific industries.
- (r) "Branch" shall mean branches of TAREA established in each administrative region of mainland Tanzania.
- (s) "Stakeholder" shall mean a person, group, or organization that can affect or can be affected by TAREA's actions.

## ARTICLE 2

### ARTICLE 2 AIMS, OBJECTIVES AND FUNCTIONS

#### 2.1 Preamble

The Association shall be non-governmental, non-profit making, with no political or religious affiliation, and shall be gender and environmentally sensitive.

#### 2.2 Vision

To be a reputable umbrella association, supporting and enabling the sustainable growth of the Renewable Energy sector throughout mainland Tanzania.

#### 2.3 Mission

To promote and advocate the increased use of Renewable Energy by developing an effective network of members and stakeholders, emphasising the need for quality and best practice throughout the sector.

#### 2.4 Objectives

The objective of the Association shall be to promote the sustainable development of Renewable Energy through the following:

- (a) To advance knowledge and skills.
- (b) To manage knowledge and disseminate information.
- (c) To network members and other key actors in the public and private sector.
- (d) To support the creation of an enabling environment and framework for a sustainable renewable energy market.
- (e) To support and encourage best practice, including development and enforcement of standards and codes of conduct.
- (f) To promote the local manufacture of Renewable Energy products and enterprise development in the Renewable Energy sector.
- (g) To facilitate market development of Renewable Energy technologies, applications and services.

#### 2.5 Activities

The activities of the Association include the following:

- (a) Recruiting and training staff and members.
- (b) Soliciting and managing funding and other resources to achieve objectives.
- (c) Advisory service provision.
- (d) Lobbying and advocacy on policy, legislation, regulations and standards in

Renewable Energy.

- (e) Conducting research, education and training.
- (f) Utilising various media, events and networking activities to disseminate information, raise awareness and build capacity.
- (g) Preparing publications and reports
- (h) Developing and managing an information resource facility.
- (i) Undertaking other activities for the purpose of promoting the objectives of the Association.

## **ARTICLE 3 MEMBERSHIP, FEES AND SUBSCRIPTIONS**

### **3.1 Eligibility for Membership**

Membership shall be open to any law abiding institution and person sharing the Vision, Mission and Objectives of the Association as set out in Article 2 and who undertakes to abide by its Constitution and By-Laws.

### **3.2 Membership Categories**

The membership categories of the Association shall be Corporate, Professional, Associate, Student, Honorary, and International members. The benefits of Member/s of the Association shall be as approved by the General Meeting.

#### **3.2.1 Corporate Member**

Corporate Members shall be any legally recognised company or organisation with a registered office in mainland Tanzania. The Chief Executive Officer of the Corporate Member or his/her nominee shall represent the organisation. A Corporate Member of the Association shall be entitled to exercise one vote and shall be eligible for election as an Office Bearer of the Association. Corporate membership sub-categories shall be as approved by the General Meeting.

#### **3.2.2 Professional Member**

Professional Members shall include engineers, scientists, economists, sociologists, environmentalists and other professions. A Professional Member of the Association shall be entitled to exercise one vote and shall be eligible for election as an Office Bearer of the Association. Professional membership sub-categories shall be as approved by the General Meeting.

#### **3.2.3 Associate Member**

Associate Members shall be any person or organisation resident or registered in mainland Tanzania interested in renewable energy. An Associate Member of the Association shall be entitled to exercise one vote and shall be eligible for election as an Office Bearer of the Association.

#### **3.2.4 Student Member**

Student Members shall be any person who is undergoing formal education or training at a recognised institution. A Student Member shall neither have any right to vote nor be

eligible for election as an Office Bearer of the Association.

### **3.2.5 Honorary Member**

Honorary Members shall be any person whom the Association wishes to honour by reason of exceptional service rendered to the Renewable Energy Industry. A proposal to award Honorary Membership shall be made by individual Members to the Executive Committee. The Executive Committee shall recommend the proposal to the General Meeting for approval. Honorary Members of the Association shall be entitled to exercise one vote and shall be eligible for election as an Office Bearer of the Association.

### **3.2.6 International Member**

International Members shall be any person or organisation not normally residing in Tanzania. An International Member of the Association shall be entitled to exercise one vote but shall not be eligible for election as an Office Bearer of the Association.

### **3.3 Application for Membership**

A prospective Member shall submit an application form, whereby the applicant agrees to abide by the Constitution and By-Laws of the Association. Membership shall become effective on payment of the appropriate prescribed membership fees and after approval by the Executive Secretary or relevant Branch Secretary.

### **3.4 Fees and Subscriptions**

- (a) A non-refundable Application Fee shall be paid by the applicant on submission of completed application forms.
- (b) All members of the Association with the exception of Honorary Members shall be responsible to pay application fees and annual subscriptions.
- (c) Annual subscription shall be paid once membership has been approved.
- (d) Application fees and annual subscriptions shall be defined in the By-Laws and be subjected to review as the Executive Committee may determine from time to time.
- (e) The annual subscription shall become due and payable in January for the respective year.
- (f) New members shall be liable for the appropriate pro-rata annual subscription for that year as defined in the By-Laws.
- (g) A member whose subscription is not paid by 31<sup>st</sup> March of the respective year shall not be entitled to any membership rights and privileges after the expiration of this period.
- (h) Any member whose annual subscription is twelve months in arrears shall be liable to the termination of the membership by resolution of the Executive

Committee.

- (i) Any member whose annual subscription is twelve months or more in arrears but whose membership has not been terminated by the Executive Committee shall be liable to pay all outstanding arrears to re-institute his/her membership rights and privileges.
- (j) A member who has been terminated for non-payment of subscriptions shall need to apply as a new member.

### **3.5 Membership Certificate**

- a) Every Member shall be issued with a membership certificate indicating the appropriate membership category and signed by the Chairperson and either the Executive Secretary or the relevant Branch Secretary.
- b) The membership certificate is valid only when supported with proof of payment for current annual subscription.

### **3.6 Rights and Obligations of Members**

- a) All members shall exercise such rights and bear such duties as prescribed by this constitution, and these include the right to:
  - i. Participate in the functions of the Association as per their membership categories defined in Section 3.2.
  - ii. Have access to facilities and services under agreed arrangement with the Association.
- b) All members shall have the following obligations:
  - i. Respect the Association and abide by the Constitution and By-Laws.
  - ii. Pay the prescribed fees, subscription or any other dues.
  - iii. At all times conduct themselves in a manner befitting the Vision, Mission and Objectives of the Association.
  - iv. Desist from using the Association's facilities or influence contrary to the objectives of the Association.
  - v. Participate in the functions of the Association such as General Meetings.

### **3.7 Voting**

- a) Voting rights of members are as prescribed in Article 3.2.
- b) Voting shall be by secret ballot or any other method agreed upon by the members involved.
- c) Voting by proxy is allowed.

### **3.8 Termination of Membership**

Membership to the Association shall cease in the event of any of the following:

### **3.8.1 Resignation**

- (a) A Member may resign from the Association by giving a written notice to the Executive Secretary or relevant Branch Secretary.
- (b) A resigning Member shall pay all outstanding dues before tendering the resignation.
- (c) Paid subscriptions of a resigning Member are non-refundable.

### **3.8.2 Termination**

- (a) Any Member that has been found guilty by the Executive Committee of the following shall have his/her membership terminated:
  - i. Violation of the Association's Constitution or By-Laws.
  - ii. Involvement in events and initiatives placing into disrepute the good name of the Association or that of the Renewable Energy profession.
- (b) A Member terminated on grounds (i) and (ii) above may appeal to the General Meeting.
- (c) A Member whose termination is being considered shall have the right to be heard.
- (d) The Executive Secretary shall notify the Member of the date of the meeting of the Executive Committee, at which the Member's case shall be heard.
- (e) Such notice shall be not less than 30 days before the meeting, and shall contain the charges against the Member.
- (f) If the Member so desires, he/she may submit a defence, either in person, in writing or by a representative.

### **3.8.3 Death and Dissolution**

- (a) In the event of death of an individual or dissolution of a Corporate member, membership shall automatically cease. Any outstanding dues shall be written off.

## **ARTICLE 4 ORGANISATION AND MANAGEMENT OF THE ASSOCIATION**

### **4.1 Organs of the Association**

There shall be the following organs of the Association:

- (a) General Meeting
- (b) Board of Trustees
- (c) Executive Committee
- (d) Advisory Committee
- (e) Executive Secretariat
- (f) Branch Committee
- (g) Branch Secretariat
- (h) Division Committee

**Note:** Each of these organs may form Sub-committees as need arises.

### **4.2 Governance of the Association**

- 4.2.1 The Board of Trustees provides custody to the property and assets of the Association and overall strategic guidance, and reports to the General Meeting.
- 4.2.2 The overall direction and supervision of the Association in conformity with the Constitution and By-Laws shall be vested in the Executive Committee. The day to day running of the Association's affairs is vested in the Executive Secretary.
- 4.2.3 The Advisory Committee provides technical support to both the Secretariat and the Executive Committee.
- 4.2.4 The Branch Secretariat is responsible for the day to day running of the Branch affairs and reports to the Branch Committee. The Branch Committee reports to the Executive Secretary.

### **4.3 Office Bearers**

The following shall be the officers of the Association:

- (a) Chairperson
- (b) Vice Chairperson
- (c) Honorary Treasurer
- (d) Executive Secretary

The Office Bearers, who also sit on the Executive Committee, shall be appointed by Members eligible to vote, except for the Executive Secretary who shall be an employee of TAREA and shall be recruited and appointed by the Executive Committee.

#### **4.4 Functions and Responsibilities of the Office Bearers**

Office Bearers of the Association as described in Article 4.3 shall individually and collectively be accountable to the Association through the General Meeting.

Office Bearers of the Association shall be accountable only in respect of their own acts, and shall not be accountable for acts done other than expressly assented by them. No Office Bearer shall incur any personal liability in respect of any loss or damages incurred through an act of or an event suffered by them, while done in good faith for the benefit of the Association.

##### **4.4.1 The Chairperson**

- (a) The Chairperson shall preside at all General Meetings and over the Executive Committee and shall be the principal spokesperson of the Association.
- (b) The Chairperson shall ensure the smooth and proper running of the activities of the Association.
- (c) Should the Chairperson vacate the office during his/her term, the Vice-Chairperson shall accede to the office for the remainder of that term.

##### **4.4.2 The Vice Chairperson**

The Vice Chairperson shall be the principal assistant to the Chairperson and, in the absence of the Chairperson, shall preside over all meetings enumerated in clause 4.4.1. In addition to the foregoing, he/she shall perform any of the functions of the Chairperson as the Chairperson may assign.

##### **4.4.3 Honorary Treasurer**

The Honorary Treasurer shall have the following functions, powers, and duties:

- (a) Ensure proper management of finance and accounts of the Association.
- (b) Play advisory role to the Association's financial activities.
- (c) Present Annual Financial Reports to the Annual General Meeting for scrutiny and approval.

##### **4.4.4 Executive Secretary**

The Executive Secretary is the Chief Executive Officer of the Association and shall serve as the Secretary to the Executive Committee.

The Executive Secretary shall:

- (a) In consultation with the Chairperson, prepare agenda and give notice of all General Meetings and Executive Committee meetings.
- (b) Serve as Secretary at meetings of the Association mentioned in (a) above.

- (c) Prepare and present the Annual Report to the Annual General Meeting.
- (d) Prepare and submit quarterly financial statements to the Executive Committee for scrutiny and approval.
- (e) Prepare annual plan and budget of the Association and submit to the Executive Committee for consideration and approval.
- (f) Be in charge of the day to day running of the Association.
- (g) Ensure proper daily management of finances and books of accounts.
- (h) Ensure the central coordination and facilitation of Branch activities.

## **ARTICLE 5 THE EXECUTIVE COMMITTEE**

The authority and responsibility for managing the affairs of the Association in conformity with the Constitution and By-Laws shall be vested in the Executive Committee.

### **5.1 Executive Committee Members**

The Executive Committee of TAREA shall consist of the following:

- (a) The Office Bearers of the Association as described in Article 4.3.
- (b) Four Nominees of the General Meeting representing different membership categories and representing the broad objectives, interests and technical scope of the Association, taking into account gender consideration.
- (c) Not more than five Branch Chairpersons representing the TAREA Branches.

### **5.2 Duties and Responsibilities of the Executive Committee**

**5.2.1** The Executive Committee shall devote itself to attaining the objectives of the Association and to its development and growth. The Executive Committee shall, subjected to the general direction and control of General Meetings and to the provisions of the Constitution, and shall without any diminution of the rights, powers, functions and duties of General Meetings, have the following powers and duties:

- (a) Supervise, direct, control and discipline the Secretariat and Members of the Association.
- (b) Serve as the governing body of the Association.
- (c) Supervise expenditure, prepare and submit to the General Meeting for scrutiny and approval, the annual audited accounts of the Association.
- (d) Nominate the Chairperson, Secretary and other members of the Advisory Committee.
- (e) Make recommendations to its Members and/or the respective Divisions and Branches in line with TAREA objectives.
- (h) Appoint from time to time such sub-Committees/standing committees as it may deem fit for purpose of investigating and reporting on matters referred to them.
- (i) Perform such other duties as may be directed by the General Meeting.

- 5.2.2** The Executive Committee may by resolution make By-Laws consistent with the Constitution for the conduct of the business and affairs of the Association and may amend such By-Laws provided that not less than 14 days of notice shall be given of the meeting at which the resolution is to be considered, and two-thirds of the members of the Executive Committee present at the meeting are in favour of the resolution.
- 5.2.3** Members of the Executive Committee shall ordinarily and collectively be responsible to the General Meeting.
- 5.2.4** The Executive Committee shall ordinarily meet once every three months. An extraordinary meeting may be convened by the Chairperson, or at the request of not less than one third of the members of the Executive Committee.
- 5.2.5** The quorum at all meetings shall be half of present bona fide Executive Committee members and matters shall be decided on the basis of a simple majority vote.
- 5.2.6** Each Executive Committee member present at a meeting of the Executive Committee shall be entitled to exercise one vote. The Chairperson of the meeting may also exercise a further or casting vote if necessary.
- 5.2.7** The Executive Committee shall have the power to co-opt additional members to the Committee as required for a specific task.
- 5.2.8** The Executive Committee may hire and remunerate such employees as may be required for conducting the business of the Association.
- 5.2.9** Members of the Association may be remunerated for conducting the business of the Association subject to the approval of the Executive Committee.
- 5.2.10** Executive Committee members who do not attend three consecutive meetings will be released from their appointment to the Executive Committee. The Executive Committee member has the right to appeal the decision of removal to the Chairperson in writing.

### **5.3 Election of the Executive Committee**

- 5.3.1** The Executive Committee shall be drawn from the following constituencies:
- (a) The Past-Chairperson (ex-officio).
  - (b) The past Office Bearers with only one term in office for the same position.
  - (c) Branch Chairpersons.
  - (d) Paid up members, eligible to be elected.

- 5.3.2** The retiring Chairperson, who is not available for re-election, shall become the Past-Chairperson, if he is willing to serve on the Executive Committee, failing which the most recently retired Chairperson, who is willing to serve shall become the Past-Chairperson respectively for that term.
- 5.3.3** The Executive Committee, including the Office Bearers of the Association, but excluding the Executive Secretary, the Past Chairperson and the representative Branch Chairpersons, shall be elected by the General Meeting every three years.
- 5.3.4** Not later than 90 days before the General Meeting at which the term of office of the Executive Committee ends, the Executive Secretary shall submit to the Executive Committee a written notice to inform about the date upon which the election is due. The Chairperson shall then instruct the Executive Secretary to initiate the process of elections.
- 5.3.5** The Executive Committee shall appoint a Returning Officer and a Deputy Returning Officer from among the Members of the Association.
- 5.3.6** Not later than 75 days before the General Meeting, the Executive Secretary shall request Members to nominate candidates for the Executive Committee.
- 5.3.7** Nomination for candidates for the Executive Committee, by Members eligible to vote, shall be returned to the Executive Secretary not later than 45 days before the General Meeting.
- 5.3.8** Within seven days after the closing date for nominations, the Executive Secretary shall draw up and send to all members a suitable ballot paper showing the nominations in alphabetical order. The profile of each nominee shall also be included.
- 5.3.9** Should the number of nominated candidates be greater than four for each of the Office Bearing position and greater than 20 for the non-Office Bearing positions, the number of nominated candidates shall be limited based on the number of nominations received.
- 5.3.10** The election shall be by secret ballot. Ballot papers must reach the Returning Officer within seven days before the General Meeting. The Returning Officer appointed by the Executive Committee shall count the votes.
- 5.3.11** The Returning Officer shall announce the results at the General Meeting.
- 5.3.12** If positions are not filled during the election or should vacancies occur in the Executive Committee between two Annual General Meetings, the Executive Committee shall have power to fill the vacancies temporarily by co-option until the next General Meeting.

**5.3.13** The office bearers shall commence their term of office immediately after being elected and remain in office for a period of three years unless terminated, resigned, deceased or otherwise failing to discharge their duties. The Office Bearers shall not serve more than two consecutive terms in any particular position.

## **ARTICLE 6 GENERAL MEETINGS OF THE ASSOCIATION**

### **6.1 The General Meetings of the Association**

- 6.1.1** A General Meeting is the supreme authority of the Association and brings together all TAREA members.
- 6.1.2** The Annual General Meeting of the Association shall ordinarily be convened annually.
- 6.1.3** Notice of the meeting and a copy of the agenda should reach each member at least 30 days before the Annual General Meeting, but the fact that not all members may have received a copy of the agenda shall not invalidate the proceedings.
- 6.1.4** Annual General Meetings shall be held not later than the end of December of each year, but the new Executive Committee shall only be appointed every third year, except in the case of temporarily co-opted Executive Committee members as provided in Article 4.3.

### **6.2 Duties of the General Meeting**

#### **6.2.1** The purpose of the general meeting is:

- (a) To conduct elections to appoint officers of the Association after every three years.
- (b) To elect members of the Executive Committee and members of the Board of Trustees.
- (c) To determine the general policies of the Association and to lay down directions for the Executive Committee and its officers.
- (d) To consider and approve the Association's Annual Report as submitted by the Executive Committee.
- (e) To appoint an authorised, competent institution to audit the Association's accounts and to receive and approve the audited accounts of the Association.
- (f) To approve of the membership fee structure as proposed by the Executive Committee.
- (g) To approve of the date for the next Annual General Meeting.
- (h) To perform any other duties connected with or incidental to the aims and objectives of the Association.

**6.2.2** Any matter for inclusion in the agenda for the AGM must be submitted to the Executive Secretary for consideration by the Executive Committee not later than 30 days before the date of such meeting.

**6.2.3** Business which is not included in the agenda may be discussed at the meeting only if the majority of members present are in favour thereof, and if such business does not fall within the terms of Article 6.2.

**6.2.4** The following items shall be included at each AGM:

- (a) The Honorary Treasury shall present to the AGM a full duly audited financial statement of the accounts of the Association for the previous financial year.
- (b) The Executive Secretary shall present a report on the activities of the Association of the past year to the AGM.
- (c) The Returning Officer shall report on the results of the election of the Executive Committee members and Officer Bearers of the Association when an election has taken place.
- (d) An auditor shall be appointed to audit the accounts of the Association.
- (e) Any resolution, which was submitted in accordance with clause 6.2.2, shall be discussed.

### **6.3 Quorum of the Annual General Meeting**

**6.3.1** The quorum at all Annual General Meetings shall be one third of bona fide members, and decisions on non-procedural matters will have to enjoy the affirmative votes of no less than a half of the members present.

**6.3.2** Should the quorum of the Annual General Meeting be lacking, the Executive Committee shall convene a deferred AGM within the following 60 days but not less than 21 days ahead, at which those eligible to vote in attendance shall constitute a quorum.

### **6.4 Extraordinary General Meeting**

- 6.4.1** The Executive Committee may convene an Extraordinary General Meeting at any time.
- 6.4.2** TAREA may convene an Extraordinary General Meeting in between Annual General Meetings to deliberate on important and urgent issues requiring the attention of the General Meeting. The Executive Committee shall convene an Extraordinary General Meeting within 60 days of receiving a written application signed by at least one third of paid up members eligible to vote, provided that the business for which the meeting is to be called is specified in the application. A quorum at such an Extraordinary General Meeting shall be one-third of the members, including proxy votes, of whom at least ten shall be among the signatories of the application.
- 6.4.3** Only the business specified in the notice convening such a meeting shall be transacted at the meeting.

## **ARTICLE 7 THE ADVISORY COMMITTEE**

The Advisory Committee is the Association's body that shall provide technical support and advice to both the Executive Committee and the Executive Secretary of the Association on matters pertaining to smooth running of TAREA.

### **7.1 Members of the Advisory Committee**

**7.1.1** The Advisory Committee of TAREA shall consist of seven members selected as follows:

- (a) Chairperson: Appointee of the Executive Committee
- (b) Secretary: Appointee of the Executive Committee
- (c) Four Members: Appointees of the Executive Committee
- (d) The Executive Secretary of TAREA

**7.1.2** Members of the Advisory Committee shall represent the broad objectives and technical scope of the Association, taking into account gender consideration.

### **7.2 Chairperson of the Advisory Committee**

**7.2.1** The Chairperson of the Advisory Committee shall:

- (a) Oversee the implementation of the functions of the Advisory Committee.
- (b) Convene and chair the meetings of the Advisory Committee.

### **7.3 Secretary of the Advisory Committee**

**7.3.1** The Secretary of the Advisory Committee shall be:

- (a) Secretary to the Advisory Committee meetings.
- (b) Advisor to the Chairperson of the Advisory Committee.

**7.3.2** The Advisory Committee Meetings shall ordinarily be convened on a monthly basis.

**7.3.3** The Chairperson of TAREA Advisory Committee may convene an extraordinary committee meeting in between the monthly meetings, to deliberate on important and urgent issues requiring the attention of the Committee.

**7.3.4** The Extraordinary Advisory Committee meeting shall be convened by a decision of the Committee Chairperson, following a directive of the Executive Committee and/or an application of a meeting by one third of the bona fide members of the Advisory Committee.

#### **7.4 Functions and Responsibilities of the Advisory Committee**

The Advisory Committee shall have the following functions and responsibilities:

- (a) Assist and advise the Executive Secretary and the Executive Committee on all matters pertaining to the realization of TAREA mission, vision and objectives.
- (b) Assist and advise the Executive Secretary and the TAREA Secretariat on day to day administrative matters of the Association.
- (c) Devise and implement strategies on increasing and sustaining membership levels.
- (d) Support networking and information dissemination activities of the Association

## **ARTICLE 8 BOARD OF TRUSTEES**

The Board of Trustees of TAREA provides custody to the property and assets of the Association and overall strategic guidance.

### **8.1 Members of the Board of Trustees**

The Board of Trustees shall consist of:

- (a) Chairperson: Appointee of the General Meeting
- (b) Two Members: Appointees of the General Meeting
- (c) Current Chairperson of TAREA

### **8.2 Functions of the Board of Trustees**

**8.2.1** The Board of Trustees shall have the following functions and responsibilities:

- (a) Provide custody to the property and assets of the Association.
- (b) Dispose of property and assets of the Association in the event of dissolution as the provision of this constitution.
- (c) The Board of Trustees shall support the Association with a high level strategic advisory and patronage role.
- (d) Assistance and advice in resource mobilisation and fund raising.

**8.2.2** The Board of Trustees shall be elected every 3 years. The Board of Trustees shall ordinarily convene on an annual basis. This meeting should precede the Annual General Meeting, whereby the Board of Trustees provide a report to the Annual General Meeting.

## **ARTICLE 9 BRANCHES OF THE ASSOCIATION**

### **9.1 Establishment and Dissolution of Branches**

- 9.1.1** A Branch of TAREA is a semi-autonomous organisational sub-division of the Association based in administrative regions throughout mainland Tanzania and shall conduct its own affairs subject to the terms of the Constitution and By-Laws.
- 9.1.2** The Executive Committee can, on receipt of a request to this effect from members of the Association within a specified region, create new Branches, and may also, after consulting with the Committee of a Branch, authorise the dissolution of a Branch at any time after it has been founded, if such a step is regarded as being in the interests of the Association. The Annual General Meeting shall be informed and ratify the dissolution.
- 9.1.3** To establish a Branch, it is required that an application is submitted to the Executive Committee by not less than 20 paid up TAREA Members residing in the region specified. The application must specify how the Branch will be governed and managed and that the Branch will have the capacity and ability to manage the finances in an appropriate manner.
- 9.1.4** The Branch will establish a registered office, which is a physical address.
- 9.1.5** The Branch will have a bank account in the name of the Branch.
- 9.1.6** The Branch may have employees to support the implementation of activities.

### **9.2 Organisation and Management of Branches**

- 9.2.1** The Branch will establish a Branch Committee, comprising:
- Branch Chairperson
  - Branch Treasurer
  - Branch Secretary
  - A minimum of two Branch Members

- 9.2.2** The Branch Committee shall be appointed by Members of the Branch eligible to vote.
- 9.2.3** The management of a Branch is deemed to be weak and detrimental to the Members and overall Association where:
- (a) A Branch ceases to function effectively.
  - (b) There is flagrant violation of the Constitution of TAREA, e.g. failing to conduct meetings or election of leaders when due or to submit audited accounts to the Headquarter.
  - (c) A Branch has failed after due notice to provide important information to the Headquarter to the satisfaction of the Executive Committee.
  - (d) A Branch has persistently defaulted to remit the prescribed part of membership dues to the Headquarters.
  - (e) A request in writing to express concern has been received from at least one half of the Members registered with the Branch.
  - (f) Other activities which are in conflict with the Constitution or have the potential to bring the name of TAREA into disrepute.
- 9.2.4** In the event of 9.2.3, the Executive Committee may dissolve the Branch Committee and assume direct responsibility for management of the Branch pending new elections.
- 9.2.5** The Branch office bearers so removed shall not be eligible for re-election for a period of two years. However, if upon agreement by the Executive Committee particular Branch office bearers had performed well, these shall be exempted from this disqualification and may be re-elected, subject to voting by Branch Members.
- 9.2.6** Detailed guidelines on the operational structure and reporting for the Branch will be drawn up and approved by the Executive Committee.

### **9.3 Functions and Responsibilities of the Branch Committee**

- 9.3.1** The Branch Committee shall individually and collectively be accountable to the Association through the Executive Committee.
- 9.3.2** Branch Committee Members shall be accountable only in respect of their own acts, and shall not be accountable for acts done other than expressly assented by them. No Branch Committee Member shall incur any personal liability in respect of any loss or damages incurred through an act of or event suffered by them, while done in good faith for the benefit of the Association.

### **9.3.3 The Branch Chairperson**

- (a) The Branch Chairperson shall preside at all Branch General Meetings and the Branch Committee and shall be the principal spokesperson of the Branch.
- (b) The Branch Chairperson shall ensure the smooth and proper running of the activities of the Branch and supervise the work of the Branch Secretary.

### **9.3.4 Branch Treasurer**

The Branch Treasurer shall have the following functions, powers, and duties:

- (a) Ensure proper management of finance and accounts of the Branch.
- (b) Prepare quarterly Branch accounts for submission to the Executive Committee.
- (c) Present Annual Branch Financial Reports to the Branch General Meeting for scrutiny and approval and for submission and approval by the Executive Committee.

### **9.3.5 Branch Secretary**

The Branch Secretary is the Executive Officer of the Branch and shall serve as the Secretary to the Branch Committee.

The Branch Secretary shall:

- (a) In consultation with the Branch Chairperson, prepare agenda and give notice of all Branch General Meetings and Branch Committee meetings.
- (b) Serve as Secretary at meetings of the Branch mentioned in (a) above.
- (c) Prepare and present the Branch Annual Report to the Branch General Meeting.
- (d) Prepare and submit quarterly progress reports to the Branch Committee and the Executive Committee.
- (e) Prepare and submit quarterly financial statements to the Branch Committee for scrutiny and approval.
- (f) Assist in preparing annual plan and budget of the Branch and submit to the Branch Committee for consideration and approval.
- (g) Maintain the relations between the Branch and the Headquarters of the Association.
- (h) Dispatch copies of all minutes of meetings, papers and news items to the Executive Secretary of the Association, which may then, at the discretion of the Executive Committee, be published in the transactions of the Association.

### **9.3.6 The duties and responsibilities of the Branch Committee may include:**

- (a) To assist the Central office in handling all matters relating to the Association as it may be delegated by the Executive Committee.
- (b) To organise and co-ordinate various activities that are relevant to the Vision, Mission and Objectives of the Association.

- 9.3.7** The Branch Committee shall be locally responsible for the promotion of the objectives of the Association as described in the Constitution.
- 9.3.8** The Branch Committee shall submit quarterly reports on their activities to the TAREA Headquarters.
- 9.3.9** The Branch Committee shall submit annually to the Executive Committee a report concerning the activities of the Branch and a financial statement for inclusion in the Annual Report of the Association.

#### **9.4 Election of the Branch Committee**

- 9.4.1** Each Branch shall elect the Branch Committee every three years at the Branch Annual General Meeting.
- 9.4.2** The Branch Committee shall be drawn from the following constituencies:
- (a) The Past-Branch Chairperson (ex-officio).
  - (b) The past Branch Committee with only one term in office for the same position.
  - (c) Paid up Branch Members, eligible to be elected.
- 9.4.3** The retiring Branch Chairperson, who is not available for re-election, shall become the Past-Branch Chairperson, if he is willing to serve on the Branch Committee, failing which, the most recently retired Branch Chairperson, who is willing to serve shall become the Past-Branch Chairperson respectively, for that term.
- 9.4.4** The Branch Committee shall commence their term of office immediately after being elected and remain in office for a period of three years unless terminated, resigned, deceased or otherwise failing to discharge their duties. The Branch Committee shall not serve more than two consecutive terms in any particular position.
- 9.4.5** If the office of the Branch Chairman shall fall vacant by reason of resignation or death or for any other reason, an Extraordinary Meeting of the Branch Committee shall be called to elect an interim Chairman pending the next Branch General Meeting.
- 9.4.6** A Branch General Meeting shall include both Annual Branch General Meetings and Extraordinary Branch Meetings.

#### **9.5 Financial Management**

- 9.5.1** The Executive Committee may allocate such funds and/or assistance, as it finds necessary to promote satisfactory functioning of the affairs of the Branch.
- 9.5.2** The Branch shall manage its own financial affairs, however budgets and financial reports must be provided to the Executive Committee on an annual basis. The audit of the Branches will be centralised
- 9.5.3** The Branch shall reimburse a percentage of the subscription and application fees received to the Headquarters and shall retain the balance for sustaining local activities. The ratio of this split will be approved by the General Meeting.
- 9.5.4** The Branch will retain the Application Fee received from application of Members to the Branch.

## **ARTICLE 10 DIVISIONS OF THE ASSOCIATION**

### **10.1 Divisions**

The Association shall consist of as many Divisions (e.g. affiliated Industries Associations, academic institutions or sector bodies) as the Executive Committee considers necessary.

### **10.2 Establishment and Dissolution of Divisions**

The Executive Committee can, at its discretion, or on receipt of a request to this effect from Members of the Association, create new Divisions, and may also after consulting with the Committee of the Division authorise the dissolution of a Division at any time after it has been founded, if such a step is regarded as being in the interests of the Association. The Annual General Meeting shall be informed and ratify the dissolution.

### **10.3 Officers**

Each Division shall elect a Committee every three years and shall conduct its own affairs in accordance with the Constitution and By-Laws.

### **10.4 Duties and Responsibilities of the Divisions**

**10.4.1** Apart from promoting and protecting the interest of the Division, the Division shall overall promote the objectives of the Association as contained in the Constitution.

**10.4.2** The Division Committee shall submit annually to the Executive Committee a report concerning the activities of the Division and a financial statement, for inclusion in the Annual Report of the Association.

**10.4.3** The Executive Committee may allocate such funds and/or assistance, as it finds necessary to promote satisfactory functioning of the affairs of the Division.

**10.4.4** The Executive Committee shall prepare guidelines for the structure and operation of Divisions.

## **ARTICLE 11 RESOURCES AND FINANCIAL MATTERS**

### **11.1 The Financial Year**

The financial year of the Association shall be from 1 January to 31 December.

### **11.2 Source of Finance**

TAREA's sources of finance shall consist of:

- (a) Registration fees paid by members in accordance with the By-Laws and resolutions of the Executive Committee.
- (b) Annual subscriptions and ad-hoc contributions by members in accordance with the By-Laws of the Association.
- (c) Grants, donations and ex-gratia contributions to TAREA.
- (d) Proceeds from sale of publications.
- (e) Proceeds from seminars, conferences, workshops, symposia, and exhibitions.
- (f) Proceeds from investments.
- (g) Any other income lawfully acquired by TAREA.

### **11.3 Accounts and Audit**

**11.3.1** TAREA is permitted to purchase, sell or rent premises or equipment.

**11.3.2** The Executive Committee shall cause proper books of accounts to be kept in respect of:

- (i) All sums of money received and expended by TAREA and the matters in respect of which receipts and expenditure take place.
  - (ii) All sales and purchases made by TAREA.
  - (iii) Assets and liabilities of TAREA.
  - (iv) All Branches and Divisions of the Association.
- (a) "Proper books of accounts" shall mean such books as are necessary to give a true and fair view of the state of the Associations affairs and to explain its transactions.
  - (b) The books of accounts shall be kept at the registered office of TAREA.
  - (c) Within three months after the close of each fiscal year of TAREA, a qualified and experienced independent auditor shall make an audit of the books of accounts of TAREA.
  - (d) A copy of the balance sheet (including every document required by law to be annexed there to) together with a copy of the Auditors report, are to be presented to the Annual General Meeting.

## **11.4 Financial Provisions**

**11.4.1** The signatories shall comprise Office Bearers where any two signatories shall sign cheques and instruments on behalf of the Association.

**11.4.2** The Executive Committee shall prepare and approve an accounting, procurement and financial control guideline.

## **ARTICLE 12 LEGAL AND OTHER CONSTITUTIONAL MATTERS**

### **12.1 Legal Status**

To enable it to fulfil its objectives and perform its functions TAREA shall, in accordance with the laws of Tanzania, seek and acquire full legal capacity to:

- (a) Institute legal proceedings.
- (b) Contract.
- (c) Acquire and dispose of immovable and movable property.

### **12.2 Amendment of Constitution**

**12.2.1** This constitution may be amended provided that such amendments shall be supported by not less than two thirds of those present and voting at the General Meeting.

**12.2.2** Proposals for an amendment shall be presented to the Executive Committee, which shall deliberate and forward recommendations to members no less than three months before the General Meeting convenes.

**12.2.3** Proposals to alter, add to, or delete from the Constitution may be initiated by the Executive Committee, or submitted in writing by not less than one third of members, and shall be considered at an Annual General Meeting, or an Extraordinary General Meeting, called for that specific purpose. Such proposals, either in the original or amended form, require a two-thirds majority of members present for acceptance.

### **12.3 Interpretation of Constitution and By-Laws**

In case of any doubt as to the meaning and implication of any portion of the Constitution and By-Laws, the interpretation of the Executive Committee shall be final and binding.

### **12.4 Dissolution of TAREA**

**12.4.1** The Association shall not be dissolved except by a resolution of two thirds of all members after giving a notice of at least three months. Voting shall be by secret ballot.

**12.4.2** The Association may be dissolved by an Extraordinary General Meeting convened by the Executive Committee, or on the written request proposal by the Board of Trustees to the Executive Secretary signed by a majority of the members. The same notification to the Executive Secretary and to the members of the Association shall apply as indicated in clause 6.2.2. A quorum at this Extraordinary General Meeting shall be two-thirds of the Association membership including voters by proxy.

**12.4.3** In the event, the Association shall cease to exist, the residual funds after satisfying all debts and liabilities, all property, or assets of the Association shall be put under the custody of the Board of Trustees. They may be disposed of at the discretion of the Executive Committee, but not for the personal gain of members of the Executive Committee, or any individual person/s in accordance with the Laws of Tanzania.

## **12.5 Entry into Force of the Constitution**

This Constitution of TAREA was approved by the Annual General Meeting on xxx 20xx and came into force on the same day.

SOLEMNLY ADOPTED:

*THIS..... ..DAY OF ..... 2010 AT DAR ES SALAAM, TANZANIA.*