



Saviours Of Wildlife

Save Wildlife Forever

DATED THE 6TH OF AUGUST 2015

**THE UNITED REPUBLIC OF TANZANIA
NON-GOVERNMENTAL ORGANISATIONS ACT NO 24 OF 2002**

REGISTERED NON-GOVERNMENTAL ORGANISATION (“NGO”)

CONSTITUTION

-OF-

SAVIOURS OF WILDLIFE

PART I PRELIMINARY

1. Short title and commencement

In this constitution, Saviours Of Wildlife, herein referred to as SOW refers to that which is bound by this constitution, to be registered as a Non-Governmental Organization, hereafter known as NGO under the NGO Act, 2002.

2. Preamble

We, the founder members of Saviours Of Wildlife

Undertaking to support, promote and defend the fundamental of Wildlife and the environment conservation,

Reaffirming our responsibility to contribute towards the wildlife and environmental conservation,

And upholding, nurture and abide by the core values of volunteerism, tolerance, nondiscrimination, participation, transparency and accountability, and strive to become and remain a member driven organization,

Are a network that enables other international and national organizations and individuals to help in an effective way activity related to wildlife and environmental conservation,

Will work in an efficient way so that the administration costs are kept low and our work and the financial expenditure are transparent at any time.

The non-governmental organization to be known as **Saviours Of Wildlife** shall be a nonprofit, nonpartisan, autonomous organization which shall be organized locally at both the grassroots and national levels.

PART II
CONSTITUTION, DENOMINATION, REGISTRATION, HEAD OFFICE,
AREA OF OPERATION

3. Constitution

This is the constitution which will be known as the constitution of **Saviours Of Wildlife**.

4. Name of Organization

The name of the non-governmental organization to be registered is **Saviours Of Wildlife** hereinafter referred to in this Constitution as **SOW**.

5. Registration

SOW shall be registered as an international NGO under the Non-Governmental Organization Act No 24 of 2002 of the United Republic of Tanzania.

6. Head Office

The head office of SOW will be in Moshi, P. O. Box 3031, Kilimanjaro, Tanzania.

7. Area of Operation

The area of operation shall be all of the United Republic of Tanzania.

8. Core Values

The core values of the organization shall focus on empowering, promoting and raising awareness to youth on wildlife conservation and environmental conservation in Tanzania. This through the promotion of values, formation and support of skills and volunteering in conservation matters and making them to receive proper conservation education

PART III

VISION, MISSION, OBJECTIVES, PROTECTION OF THE ORGANIZATION

9. Vision Statement

SOW's vision is to be the center for increasing community commitment to conservation of terrestrial and aquatic habitats and health ecosystem, disaster risk reduction, increasing public awareness to environmental concerns and raising public awareness towards conserving wildlife and their habitats.

10. Mission statement

SOW's mission is to be able to plan for and provide effective and orderly mitigation measures to climate change that affects wildlife, integrating and sustaining the interdependent values of a healthy environment, participating as ambassadors for wildlife conservation and ensuring the youth participates effectively in making the world a better place for wildlife.

To integrate resource management strategy sharing stewardship responsibility with citizens and partners to manage for multiple interests, conserving the diversity of natural lands, waters, and wildlife, disasters alertness, and coordinate emergency operations within the scope of Tanzania practically or through social networks and mass media.

11. Objectives

The objectives for which SOW'S is established are to:

- Gather youth with ambition of conservation to unite their efforts towards wildlife conservation.
- To be able to run the organization channel or Television that will impart conservation awareness to the community
- Provide safe environments for the wildlife and their habitats.
- Educate, coach and guide the youth and the community in general in conservation matters related to wildlife and their habitats.
- Assure education and support of the wildlife conservation is attained to youth
- Be the wildlife conservation ambassador through volunteering bases

- Be connected with international organization in promoting conservation.
- Enhancing good public relations and participations towards wildlife conservation
- Raise funds to sponsor the projects for the promoting conservation activities.
- Joining youth towards rescuing the destructed environments that act as habitats to wildlife

11.1. Linkages

The organization will link with other organizations operating on the international, national, district or rural community levels (on the similar programs) when necessary. The organizations of United Republic of Tanzania, other national and international No Government organization, United Nations and bilateral aid/donor communities or individuals from elsewhere in order to ensure proper support and knowledge of the SOW. This also in order to learn from other competent organizations.

11.2. PROJECTS

The SOW will do work with three classes of projects:

11.2.1. Partaker Projects

- These are projects which are independent of SOW, but who take an interest in joining with other projects in order to ensure a good community as well as knowledge of project making and fundraising.
- These organizations have a big responsibility in supplying SOW and the members will be information about their proceedings.
- For this SOW will be a forum for exchange of knowledge and contact with donors.

11.2.2. Client Projects

- These are small projects, which can apply SOW for different kind s of support, especially knowledge.

11.2.3. Internal Projects

- These are projects started by SOW, which are under the direct control of the General Assembly and the Board.

12. Application of penal code and contravening by- laws

Members of SOW's are required to perform their obligations in accordance with this constitution and the laws and legislation as in force in the United Republic of Tanzania and are prohibited from contravening the Penal Code, the laws of the United Republic of Tanzania and these by-laws as stated herein.

PART IV

MEMBERSHIP AND TYPES OF MEMBERS

13. Membership

There shall be 10 Founding Members as listed below. Thereafter membership shall be determined. The following 10 persons shall be the Founding Members of SOW:

- 1) **Brighton Mbilinyi** (Tanzanian)
- 2) **Bakari Mtili** (Tanzanian)
- 3) **Anisia Kajole** (Tanzanian)
- 4) **Patricia Kayaga** (Tanzanian)
- 5) **Benedict Kanyama** (Tanzanian)
- 6) **Pamela Maganga** (Tanzanian)
- 7) **Jason Kigula** (Tanzanian)
- 8) **Brighton Nelewi** (Tanzanian)
- 9) **Samwel Masha** (Tanzanian)
- 10) **Athuman Mathayo** (Tanzanian)

14. Types of Members

Membership to the organization is open to all persons and organizations who/

which support the objectives of the SOW organization . Generally members will be regarded as;

14.1. (a) Ordinary Members

Ordinary Members are individuals who are dedicated to the vision and core values of Saviours Of Wildlife, and who follow the SOW Policy Book.

14.1. (b) Members of the Board of Directors

The Members of the Board of Directors are individuals who make strategic decisions and install the operational management, whose goal is to further the organization's vision.

There shall be no less than four and no more than seven Members of the Board of Directors at any given time.

14.2. Membership will be further categorized in various categories as follows;

- (a) Individual members
- (b) Family members
- (c) Student members
- (d) Institutional members

- (e) Corporate members
- (f) Life members
- (g) Honorary members

14.3. Description of membership categories

- (a) INDIVIDUAL MEMBERS: These are individuals who apply for membership and will be eligible in their own individual rights.
- (b) FAMILY MEMBERSHIP: This category shall be open to families as a group.
- (c) STUDENT MEMBERSHIP: This category shall be open to only those persons under the age of 18 or students undertaking course of study up to and including undergraduate level but in any case not above the age of 25 years.
- (d) INSTITUTIONAL MEMBERSHIP: This category shall be open to bodies, or institutions, which are duly registered, educational, public and associations.
- (e) CORPORATE MEMBERSHIP: This category shall be open to corporate bodies or entities, which support the objects of the organisation.
- (f) LIFE MEMBERS: Individuals who having been subscription paying members for at least ten (10) years, may on the attainment of the age of sixty (60) years, apply for life membership. Life Members, on enrolment, shall be required to pay a lump of five (5) years' ordinary subscriptions
- (g) HONORARY MEMBERS shall be nominated by the Executive Committee on the basis of outstanding contribution to the objectives for which the organization stands and the nominations shall be endorsed by the annual general meeting.

15. Liabilities and Obligations of Ordinary Members

- (a) The Ordinary members are obliged to respect the present statutes and policies of the organization.
- (b) Every two years the Ordinary Members shall have the responsibility of voting in the election of the Board of Directors. Each Ordinary Member has one vote.
- (c) The Ordinary Members shall keep up to date on the organization's activities and attend all meetings or notify the Board of Directors of their absence in advance.

- (d) Only those who commit themselves to carrying out voluntary work aimed at pursuing the organization's goal may be an Ordinary Members of SOW
- (e) An Ordinary Member who for any reason is no longer part of the organization shall not enjoy any property rights, nor can he claim any payment for the work done at any title, as each contribution even economic is done for charitable purposes.
- (f) The Ordinary Members shall have the duty of respecting the mission, vision and core values as enumerated in this Constitution.

16. Liabilities and Obligations of Members of the Board of Directors

- (a) The Members of the Board of Directors shall be responsible for the overall management of SOW and all strategic decisions shall be made by a majority vote at any meeting or meetings convened by the Chairperson or Vice Chairperson of the Board of Directors.
- (b) The Members of the Board of Directors shall meet quarterly or and whenever so convened by the Chairperson.
- (c) The representatives of any other institution, that serve as Ordinary Members cannot be part of the Board of Directors.
- (d) The Members of the Board of Directors shall also have the duty of fulfilling the liabilities and obligations of Ordinary Members.
- (e) The Members of the Board of Directors shall be responsible to appoint a certified Auditor.

17. Termination of Ordinary Members

Any Ordinary Member may be removed upon occurrence of one of the following events:

- (a) Death;
- (b) Majority vote of the Ordinary Members for any reason whatsoever;
- (c) Failure to respect statutory norms;
- (d) Violation of the policies of the organization;
- (e) Behaviors contrary to reaching the associative goal;
- (f) Unworthy action and absence or lack of participation in the life of the organization;
- (g) Conviction of any penal code offense in Tanzania or felony crime; or
- (h) Voluntary withdrawal given three months of written noticed.

18. Termination of Members of the Board of Directors

Any Member of the Board of Directors may be removed upon occurrence of any of the events above-mentioned in Section 17 applicable to Ordinary Members. A member of the Board of Directors may be removed from the Board but still hold their seat as an Ordinary Member. A Member of the Board of Directors may be removed if he or she fails to attend two consecutive Board Meetings without written notice.

PART V APPOINTMENTS AND TERM OF BOARD OF DIRECTORS

19. Appointment of Ordinary Members

- (a) Individuals shall become members following their submission of a written application and
 - i. Their approval by the Board of Directors
 - ii. Their confirmation by 2/3 of the Ordinary Members
- (b) The number of Ordinary Members shall not be below 10 nor exceed 25 people and shall include the following:
 - i. The Board of Directors
 - ii. Two representatives from the any wildlife institution
 - iii. Appointed Members

20. Appointment of the Members of the Board of Directors

There shall be a Board of Directors established which will comprise of those persons so appointed by all Ordinary Members and elected by more than half of the vote in an Annual General Meeting or Special General Meeting. The Board of Directors shall be elected according to the procedures outlined in SOW's Policy Book.

The term of the Board of Directors shall commence on the day they are elected for a term of two years. A Board Member shall only be permitted to serve for five terms overall on the Board of Directors, regardless of the positions that he/she has held.

The Members of the Board of Directors will elect among themselves by majority vote the Chairperson, Vice Chairperson, Secretary and Treasurer and information officer.

21. Modalities of Renewal

The Modality of Renewal of a member of the Board of Directors shall be at the Annual General Meeting or Special General Meeting by way of more than half vote of the Ordinary Members. In the event of a vacancy prior to the calling of an Annual General Meeting, a Special General Meeting may be called with the express purpose of filling such vacancy in which case the vacancy so filled shall be for a term from election to the next Annual General Meeting.

PART VI DUTIES OF BOARD OF DIRECTORS

22. Chairperson

The Chairperson shall have the following duties:

- (a) Shall be the chief Executive responsible for overall running of SOW.
- (b) Shall chair all the meetings of the Board of Directors or appoint a Member of the Board of Directors to chair the meeting on his behalf;
- (c) Shall in consultation with the Secretary convene the meetings of the Board of Directors, the Annual General Meeting, and any Special General Meetings.
- (d) Shall be the principal speaker of the organization
- (e) Shall be answerable to the General meeting
- (f) Shall be a chairman of all board meetings.
- (g) Shall be one of the signatories of the organization's Bank account.
- (h) Shall confirm the minutes of the previous meeting as the yearly report together with the members
- (i) Shall be major overseer of the use of money and other values of the organization.

23. Vice Chairperson

The Vice Chairperson shall have the following duties:

- (a) Shall be the representative of SOW in the case of the Chairperson's absence and upon written delegation by the Chairperson;
- (b) Shall act in the Chairperson's place upon the resignation or removal of the Chairperson until another Chairperson is elected.
- (c) Shall hold all responsibilities stipulated in 22 above on the absence of chairperson

24. Secretary

The Secretary shall have the following duties:

- (a) Shall prepare the annual calendar of events for SOW and submit it to the Board of Directors in their first calendar meeting;
- (b) Shall convene the meetings of the Board of Directors, the Annual General Meeting and Special General Meetings, if any, subject to the consultation with and approval of the Chairperson;
- (c) Update Ordinary Members about the organization's activities and strategic decisions that has been made;
- (d) Communicate meeting minutes to all the Members of the Board of Directors and assure that the minutes are signed.
- (e) Shall be one of the signatories in the Bank account.

25. Treasurer

The Treasurer shall have the following duties:

- (a) Shall oversee the finances of the organization;
- (b) Shall prepare or cause to prepare the annual financial report of the organization and present it in the Annual General Meeting or Special General Meeting;
- (c) Shall have the duty to demand from the administration of SOW any financial information pertaining to the financial transactions of the organization as and when he deems it fit;
- (d) Shall have duty to raise queries concerning any doubt he may have on any financial information given to him by the management pertaining to the financial transactions of the organization;
- (e) Shall prepare or cause to prepare a budget for SOW and present it to the Members of the Board of Directors before the start the fiscal year;
- (f) Shall give financial budget updates to all Ordinary Members twice per annum.
- (g) Shall be one of the signatories in the Bank account.

PART VII GENERAL MEETINGS

26. Annual General Meeting

- (a) The Annual General Meetings of the organization shall be held annually.
- (b) Thirty days' notice in writing of the intention to hold the Annual General Meeting, together with a copy of the agenda, shall be sent to every Ordinary Member of SOW by the Secretary under the signature of the Chairperson. For the avoidance of doubt, electronic delivery of notice, e.g., by email or facsimile, is permissible.
- (c) Two-thirds of the existing Members shall represent a quorum. For the avoidance of doubt, attendance and voting by way of teleconference or voting by way of written proxy shall be permissible.
- (d) For a majority vote, 51% of the Members present at the meeting (whether in person or by telephone) shall be required.
- (e) The business to be dealt with at the Annual General Meeting shall not necessarily be restricted to that mentioned in the agenda.
- (f) The Chairperson of SOW shall preside over the Annual General Meeting.
- (g) Only SOW Members shall be allowed to attend the Annual General Meetings unless otherwise stated by the Board of Directors.

27. Functions of the Annual General Meeting

The Annual General Meeting shall have the following functions:

- (a) It shall have the authority to decide on all questions which any member of the Board of Directors may submit to it in writing upon notice of the Annual General Meeting.
- (b) To elect from among its members the Board of Directors every second year.
- (c) To receive the Annual Report from the Chairperson.
- (d) To confirm the Audited Annual Financial Statements of the Treasurer.
- (e) To receive the report of any member of the Board of Directors created for the Annual General Meeting.
- (f) To confirm the budget presented by the Treasurer for the following financial year. The Members can agree on suggested changes by making friendly amendments.

28. Special General Meeting

The Special General Meeting shall have the functions which are similar to the functions of the Annual General Meeting. The Special General Meeting shall abide by the following procedures:

- (a) The Secretary shall, if so requested in writing by at least one-third of the Board of Directors or on request of the Chairperson convene a Special General Meeting of the organization.
- (b) Ten days' notice in writing of the intention to hold a Special General Meeting, together with a copy of the agenda, shall be sent to every Ordinary Member of the organization.
- (c) The business to be dealt with in the Special General Meeting shall be restricted to that mentioned in the agenda.
- (d) The Chairperson shall preside over the Special General Meeting.
- (e) Only Ordinary Members shall be allowed to attend the Special General Meetings unless otherwise stated by the Board of Directors.

32. Board of Director's Meetings

- (a) There shall be a minimum of four Board of Director's Meetings held within the course of a year.
- (b) The Chairperson shall be responsible for coordinating these meetings and shall give at least 10 days' notice prior to holding a Board of Director's Meeting.
- (c) The purpose of this meeting shall be for the Board of Directors to make strategic decisions in order to further the visions of SOW.

PART VIII

FINANCIAL MANAGEMENT, SOURCES OF FUNDS AND USES OF FUNDS

29. Financial Year

The Financial Year shall end on the 31st of December.

30. Sources of Funds

SOW, its office and chapter networks will seek funds and in-kind gifts for its program, staff and operational costs from individual, corporate, foundation, and other donors in Tanzania and internationally.

31. Uses of Funds

The Funds of SOW shall be used solely for the purposes of expounding and achieving its objectives. All activities of SOW shall be non-profit and the income and property of SOW, however derived, shall be applied solely towards the promotion of the objectives of SOW as set forth in this constitution. No portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of SOW; provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer, servant, or member of SOW, in return for any professional services actually rendered to SOW.

32. Bank Account

The Board of Directors shall have the power to open a Bank Account(s) for SOW as they deem fit and, for the avoidance of doubt, shall have the power to delegate the authority to operate any such bank account to the Management with the chairperson, general secretary and treasurer as the signatories..

33. Annual Report

The Board of Directors shall ensure Annual Reports as required by the NGO Coordination Unit and any other regulatory body in Tanzania are regularly completed and lodged together with payment of any relevant statutory and it shall be the ultimate responsibility of the Chairperson to ensure that these are carried out in a timely and accurate manner.

34. Audit and Control

The Board of Directors shall ensure that accounts audits are regularly conducted on the SOW's finances and it shall be the ultimate responsibility of the Chairperson to ensure that these are carried out in a timely and accurate manner.

35. Policies

All Ordinary Members, employees and stakeholders are obliged to follow the policies which are set forth by the Board of Directors.

PART IX CONSTITUTIONAL AMENDMENTS, DISSOLUTION AND COMMON SEAL

36. Constitutional Amendments

This Constitution may be amended by more 2/3 of the Ordinary Members at any Annual or Special General Meeting provided that such amendments to not contravene the laws of Tanzania nor the laws relating to the operations of NGOs in Tanzania.

37. Dissolution

In the event of dissolution of SOW:

- (a) Every member of SOW must contribute to the assets of SOW in the event of its dissolution while he/she is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of SOW contracted before he ceased to be a member, and of the costs, charges and expenses of SOW's dissolution, and for the adjustment of the rights of the contributors among themselves. The amount that may be required must not exceed twenty-five dollars (\$30).
- (b) If upon the winding up or dissolution of SOW there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of SOW, but shall be given or transferred to some other institution or institutions having objectives similar or cognate to the objects of SOW, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on SOW under or by virtue of this constitution hereof, such institution or institutions to be determined by the majority of Ordinary Members of SOW at or before the time of dissolution.

38. Common Seal

The Members of the Board of Directors shall ensure that a common seal of SOW is produced and kept safe to be used by the Board of Directors and Management.

PART X MISCELLANEOUS DISPOSITION

39. Conflict Resolution

In the event of conflict all parties shall seek to harmoniously resolve their problems. In the event of conflict between any Member and the Members of Board of Directors, the decision of the majority of the members of the Board of Directors shall be final. In the event of conflict between the members of the Board of Directors where amicable discussions have not resolved the conflict, the parties shall agree to go seek arbitration.

40. Transmission of Membership

Each member will be granted with the membership card as identity.

It shall not be permissible for any member to transfer or transmit his or her membership in any way. Upon the death of any member, such membership shall immediately be considered as cancelled and no longer existing.

41. Non-Discrimination

No person shall be denied membership on account of their race, ethnicity, color, sex, sexual orientation, or religion.

WE, the persons whose names are subscribed, are desirous of being formed into a NGO, in pursuance of this Constitution:

DATED the 6th of August 2015

NAME	SIGNATURE	PASPORTSIZE
Brighton Mbilinyi		
Bakari Mtili		
Anisia Kajole		
Patricia Kayaga		
Benedict Kanyama		
Pamela Maganga		
Jason Kigula		
Brighton Nelewi		
Samwel Masha		
Athuman Mathayo		