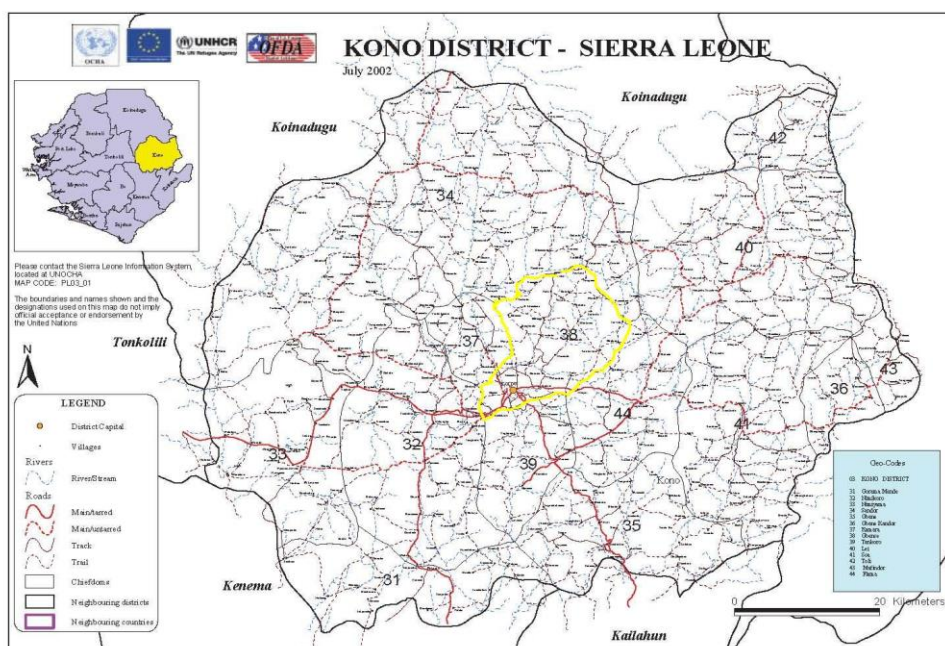




Kono District Development Association UK
Mouth Piece of the Kono People in the United Kingdom



THE 2013 KONO DISTRICT DEVELOPMENT ASSOCIATION UK BYE LAWS

THE 2013 BYE-LAWS OF THE KONO DISTRICT DEVELOPMENT ASSOCIATION UK

Here set forth, in numbered clauses, are the Bye-laws providing for the matters referred to in the 2013 Constitution of the Kono District Development Association UK and any other Bye-laws. Nothing in these Bye-laws shall negate any provision of the Constitution. In the event of a conflict between the provisions of these Bye-laws and the provisions of the Constitution, the Constitution shall prevail.

1. Resolution of lacunas, gaps or omissions

- a) In the event that both the Constitution and these Bye-laws fail to address an issue, the Trustees and members shall defer to the custom, practise and resolutions of previous general meetings of the charity, and
- b) the guidance of the Charities Commission, and
- c) Current established best-practise for charitable unincorporated associations in the UK.

2. Interpretation

In these Bye-laws, unless the context otherwise requires,

- a. "The charity" means the Kono District Development Association UK
- b. "Bye-laws" means the Bye-laws of the charity, which are laid out in this document
- c. "Trustees" means the trustees of the Charity for the time being;
- d. "Members" means all current registered members including Trustees, who are entered in the members register and whose membership has not expired
- e. "Member in good standing" is defined in Clause 9 of these Bye-laws and includes any member who is registered, fully paid up-to-date, whose membership has not expired or been terminated or suspended, or whose rights have not been suspended because of misconduct, and who is entitled to vote.
- f. "Charities Act" means the UK Charities Act from time to time in force and all amendments to it;
- g. "Registered address" of a member means his address as recorded in the register of members;
- h. "Term" means the time between the annual general meeting and the conclusion of the 2nd annual general meeting thereafter;
- i. "Officer term" has the same meaning as "term".
- j. "resolution" means an ordinary resolution of the members present and in good standing at a general meeting or the Trustees present at a Trustees meeting, unless expressed as a "special resolution"

- k. "Special resolution" means a resolution passed by at least two thirds of the members present and in good standing at a general meeting or two-thirds of the Trustees at a Trustees Meeting.

- l. "Constitution" refers to the 2013 constitution of the charity

The definitions in the *Charities Act* on the date these Bye-laws become effective apply to these Bye-laws. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

3. Membership

- a) The members of the Charity are the applicants for incorporation of the Charity, any members who are fully registered and recorded in the Register of Members at that time, and those persons who subsequently have become members in accordance with the Constitution and Bye-laws, and in either case, have not ceased to be members.
- b) The Register of Members shall be the authority /evidence to confirm; membership, validity of membership, members who are or are not in good standing, commencement and expiry of membership, quorum, etc.
- c) The membership criteria are specified in clause 8 of the Constitution.
- d) The Secretary shall act as Membership Officer and shall along with the other Trustees process membership applications, keep a record of applications accepted and refused and shall report these to the members at every general meeting.

4. Applications for Membership

- a) A person may apply to the Trustees and, upon acceptance by the Trustees, that person becomes a member.
- b) Each member shall inform the Membership officer, the Secretary or his designate in writing of his up-to date address and e-mail address (if any) for the purposes of receiving notices from the Charity. This is an ongoing obligation of the member.
- c) Every member shall uphold the Constitution and comply with these Bye-laws.

5. Membership Dues

- a) The members may determine the membership dues of £10 per month.
- b) The membership dues are:
 - i. **Initial registration fee: £20 for membership ID card** (this is also payable if membership lapses for more than 30 days).
 - ii. **2-year membership fee** (also payable on renewal); Membership must be renewed every 2 years with a renewal fee of £10 per person for members with membership ID card, alternatively initial registration fee must paid. (Under 18s do not qualify for full membership and will be

granted Youth Membership, which entitles under 18s to vote on the youth council/group and participate in its activities.)

iii. **Subscriptions:**

iv. Other dues as decided at a general meeting from time to time

6. Cessation of Membership

- a) A person shall cease to be a member of the Charity;
 - i. for any reason specified by clause 9 of the Constitution; or
 - ii. Having not been a member in good standing for a period of more than 4 months.

7. Expulsion of Members Generally

- a) The members or the Trustees may only expel a member according to these Bye-laws by the method described below.
- b) The Trustees may temporarily suspend a member from all meetings and gatherings of the charity pending the findings of a disciplinary subcommittee if it is considered by the Trustees to be in the best interests of the charity, its members or beneficiaries to do so.

8. Expulsion of Members by the Members

- a) The members may, by an ordinary resolution, permanently expel a member subject to clause 9 of the Constitution.
- b) The notice of resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.
- c) A member subject to a vote for removal must be given at least 21 days written notice of such a meeting, and a brief description of the reason(s). He will also be given the opportunity to defend in person or by agent prior to the vote.

9. Members and Good Standing

- a) All members are in good standing except a member who;
 - i. has failed to pay his/her current two-yearly membership fee when due; or
 - ii. has failed to pay any other subscription, debt, or fee due and owing by him/her to the Charity within 14 days of it falling due; or
 - iii. Has had his or her membership or membership rights suspended as a result of disciplinary action for misconduct.
- b) Unless the Trustees otherwise decide, a member who has not paid their membership fee may up to 30 days after it has fallen due, bring them self into good standing by paying their membership fee even though it is past due.

Meetings and decision making

10. Trustees

- a) Trustees will be collectively responsible for the acts and decisions of other trustees
- b) All trustees shall act democratically within and outside of meetings and ensure the agreement of the majority of trustees before acting
- c) Decisions at trustees meetings shall be made by simple majority show of hands
- d) All trustees opinions shall be heard, noted and given equal consideration prior to any vote
- e) All decisions of the trustees should comply with the policies and objects of the charity and with the wishes of the members.
- f) Where it is not possible to hold an emergency trustees meeting, executive action may be taken by the chairperson or, in his or her absence the assistant chairperson or, in their absence the secretary provided they have obtained authorisation by telephone or email from at least 5 trustees for such action to take place. A written record of all such authorisations shall be kept by the secretary.
- g) The person who took the authorised emergency executive action shall seek ratification of the action at the next trustee meeting and shall report the action to the members at the next general meeting.
- h) Trustees who act without the authority of the majority of trustees shall be subject to disciplinary action

11. Proceedings at General Meetings

- a) A member in good standing present at a meeting of members is entitled to one vote.
- b) Voting is by show of hands, except for elections, unless the members present decide otherwise.
- c) Any member in good standing may make a motion at a general meeting. If the motion is seconded it must be voted on at the meeting subject to the provisions of the Constitution and these Bye-laws.
- d) All members opinions shall be heard, noted and given equal consideration prior to any vote.

12. Preparations for the Annual General Meeting (AGM)

- a) The following will be sent to all members at least 14 days prior to the AGM;
- b) notice of the AGM together with the Agenda and any resolutions to be voted on;
- c) annual financial statement and the auditor's report (if one exists);
- d) Nominations for Trustees must be in writing and signed by the nominator and the nominee and submitted to the Secretary at least 14 days prior to

the AGM. The nominee must write a supporting statement on their nomination form showing how their particular skills and experience match the job description for the role(s) they are applying for. Statements must be written in good faith. Any false or fraudulent statements made shall be considered gross misconduct and may result in criminal prosecution.

- e) An electoral subcommittee shall be elected by members in good standing at the general meeting preceding the annual general meeting.
- f) The outgoing officers shall deliver the Records of the charity to the Secretary prior to the AGM

13. Annual General Meetings

- a) Minutes will be taken by the outgoing Secretary or delegated
- b) The Trustees will read out their annual report to the members, followed by discussions
- c) The Trustees will present the annual financial statement and the auditor's report (if one exists); followed by discussions and adoption by resolution of the statement and report
- d) Any further information or business that is required by law or by these Bye-laws.

14. Elections at Annual General Meeting

- a) Election procedures at the annual general meeting shall be determined by these Bye-laws and, in the case of vacant positions shall also apply to general meetings.
- b) At the conclusion of agenda items 13(a) to 13(d) above, the Trustees shall hand over the meeting to the electoral subcommittee who shall preside over the election of Trustees and Officers.
- c) The minutes of the elections proceedings shall be taken by one of the electoral subcommittee or a person they nominate.
- d) No member of the electoral subcommittee or their agent may be elected as a Trustee at the same AGM.
- e) No member will be nominated/elected as a Trustee or officer of the Charity in absentia
- f) Written nominations must be received at least 14 days prior to the AGM, and shall be read out and nominees must briefly speak of their qualifications and experience suited to the roles of Trustee and Officer in the particular role they are standing for. The trustees shall send copies of nominees' supporting statements to the members before the AGM.
- g) A secret ballot shall be held to elect the Trustees and Officers, supervised by the electoral subcommittee. Where a candidate is

nominated unopposed; the voters will be given the choice to either vote for the candidate or for 'none of the above'.

- h) The Electoral subcommittee or their agent shall count the ballot and inform the AGM of the results.
- i) A win shall be by a simple majority
- j) In the event of a tie or a win by 'none of the above'; nominations for that position shall be re-opened and the nomination and election process shall be repeated at the next general meeting to fill that position
- k) The new Trustees will then sign the necessary Charities Commission forms for new Trustees.
- l) The outgoing Secretary shall bring the Records of the charity and the documents of the outgoing trustees to the AGM and shall hand them over to the new Secretary or Chairperson.
- m) At the conclusion of the AGM the Secretary shall distribute the Records of the charity delivered to him by the outgoing officers to the respective new officers

15. After the Annual General Meeting

- a) Within **14** days after the AGM
 - i. the outgoing Secretary shall prepare the minutes of the AGM and send the minutes to the new Secretary
 - ii. The electoral subcommittee shall prepare minutes of the elections and send the minutes to the new Secretary
- b) Within thirty 30 days after the AGM, the new Secretary shall send an Annual Report to the Charities Commission containing:
 - i. the date and location of the AGM;
 - ii. the full names and residential addresses of the Charity's Trustees;
 - iii. the number of voting and non-voting members of the Charity;
 - iv. A copy of the financial statements.

16. Removal of Trustees or Officers by Membership

- a) The provisions for the removal of officers or trustees are specified in clause 20 of the constitution and elsewhere in the constitution and these bye-laws.
- b) The members may, by resolution, remove a Trustee or Officer before the expiration of his term in office and may elect, by simple majority vote, a successor to serve to the next annual general meeting.
- c) The notice of resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.

- d) The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the general meeting before the resolution is put to a vote.

17. Quorum

- a) The provisions for a quorum are provided for in Clauses 12 and 21 of the Constitution
- b) The Members may from time to time change the quorum necessary for the transaction of business by ordinary resolution at a general meeting

18. Composition of Officers

- a) The following shall be Officers of the Charity and shall be elected at the annual general meeting:
 - i. The Chairperson;
 - ii. Vice Chairperson;
 - iii. Secretary;
 - iv. Assistant Secretary,
 - v. Treasurer.
 - vi. Assistant Treasurer
 - vii. Social, Event and Publicity officer
 - viii. Two (2) assistant Social, Event and Publicity officers
 - ix. Three (3) Community, Welfare and Outreach officers
 - x. Programme coordination officer
 - xi. Assistant Programme coordinator officer
 - xii. Auditing officers to be appointed by trustees
- b) An Officer must be a Trustee and ceases to be an Officer when he ceases to be a Trustee.
- c) Officers shall serve for one term upon election but shall be eligible for re-election.
- d) The members may at any time appoint an existing Trustee to fill any Officer vacancy.
- e) Any Officer so appointed shall serve the unexpired term of the Officer he is replacing.
- f) In the absence of sufficient trustees, or where a member is unwilling to become a Trustee, the roles described in sub clause (b) above may be carried out by volunteers and/or sub-committees. The volunteer carrying out the role will be neither an Officer nor a Trustee of the Charity and will not have a vote on the Trustees committee. Volunteers or representatives of sub-committees who carry out the roles in sub clause (b) will be allowed to attend Trustee meetings as observers

and, at the invitation of the Trustees, may provide information or reports to the Trustees at the meeting.

19. Sub committees of the Trustees

- a) The Trustees may delegate tasks to sub committees or working parties consisting of such persons as they think fit, and may name the sub committees or working parties.
- b) A subcommittee or working party so formed shall conform to any rules that may, from time to time, be imposed on it by the Trustees, and shall report every act or thing done to the Trustees.
- c) Subject to directions of the Trustees, these Bye-laws and the Constitution, the sub committees or working parties shall determine their own procedure.
- d) The members of a subcommittee or working party may meet and adjourn as they think proper.

20. Committee of the Trustees

- a) Proceedings of the Trustees are laid out in Clause 21 of the Constitution.

21. Establishment of regional branch sub committees of the charity

- a) The Trustees shall work to create regional branch subcommittees of the charity in the Midlands, Home Counties, North of England, Scotland, Wales, Northern Ireland, and other areas.
- b) 5 or more members resident in these regions may convene a local subcommittee meeting and conduct local elections to select the Secretary, Chair and Vice Chair of a regional subcommittee.
- c) Representatives of regional subcommittees shall report the minutes of their meetings to the Trustees
- d) The Trustees shall report the minutes of regional subcommittee meetings to the members at each general meeting
- e) Regional subcommittees shall submit proposals for local projects to the Trustees, which shall be presented to the members for consideration at the next general meeting.
- f) The Members shall only approve projects that promote the objects of the charity.
- g) The Trustees shall support and coordinate approved local projects

22. Miscellaneous Matters

- a) Each Trustee shall inform the Secretary or his/her designate in writing of his/her up-to-date address and e-mail address (if any) for the purposes of receiving notices regarding the affairs of the Charity. This is an ongoing obligation.

- b) Notices may be given to Trustees in the same manner as notices are given to members.
- c) Questions arising at any meeting of the Trustees and subcommittee of Trustees shall be decided by a majority of votes.
- d) In case of an equality of votes at a Trustees meeting, the Chairperson has a second or casting vote.
- e) The Chairperson does not have a second or casting vote at general meetings.
- f) No resolution proposed at a meeting of Trustees or subcommittee of Trustees need be seconded, and the Chairperson of a meeting or any trustee may move or propose a resolution.

23. Minutes and the Minute Book

- a) The secretary shall keep the Minute Book of the charity using a standard company minute book and shall insert the charity's:
 - i. Charities Commission Certificate;
 - ii. certified Constitution and Bye-laws;
 - iii. banking resolutions;
 - iv. members' meeting minutes;
 - v. Trustees' meeting minutes;
 - vi. Subcommittees' and working parties' meeting minutes.
- b) The charity's meeting minutes should include the following information:
- c) the name of the charity, the type of meeting (members, Trustees, subcommittee or working party)
- d) date, time and place of the meeting;
- e) list of attendees and their membership status
- f) a summary of the general discussions which took place at the meeting;
- g) A concise statement regarding motions and resolutions passed at the meeting. This includes:
 - i. the name of the person who made a motion;
 - ii. the name of the person who seconded the motion (if necessary);
 - iii. the exact wording of the motion; and
 - iv. the disposition of the motion (whether it was passed or was not passed by the meeting);
- h) The time the meeting was adjourned; and
- i) The signatures of;
 - i. the person taking the minutes at the meeting; and
 - ii. The meeting's chairperson.

24. Return of Documents and Property

- a) At any time the Trustees or members may require a Trustee, Officer, member, or a former Trustee, Officer or member to return any property or documents belonging to the Charity that happens to be in the control or possession of such Trustee, Officer, member.

25. Resolutions in Writing

- a) The provisions relating to resolutions in writing are laid out in Clauses 15 and 21 of the Constitution

26. Meetings Generally

- a) The Trustees or sub committees may meet together at such times and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that such regulations are not inconsistent with the Constitution of the Charity and these By- Laws. The meetings may be held in whole or in part, by telephone or other communications medium if all participating in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other.

27. In Camera Meetings

- a) The Trustees and sub committees may hold Trustee and Subcommittee meetings in private without other members present. The Trustees and subcommittee members shall take minutes of these meetings, shall report these minutes to the members and shall keep copies of these minutes in the minute book.

28. Voluntary Leave of Absence

- a) A leave of absence must be at the voluntary request of the Trustee or Officer concerned. A request for leave of absence must be in writing.
- b) A short leave of absence may be granted by the Chairperson or Vice Chairperson as described below.
- c) The Trustees may grant a regular leave of absence also described below.
- d) Subject to any directions from the Trustees or members, the Chairperson may grant a short leave of absence to any Trustee or Officer on terms and conditions. The Chairperson shall then assign the duties and powers of that Trustee or Officer to another Trustee or Officer or to the Chairperson. Such short leaves of absence and transfer of duties and powers shall last no longer than 3 months,

unless extended by resolution of a general meeting. A full report shall be given by the Chairperson at that meeting.

- e) Subject to any directions from the Trustees, the Vice Chairperson may grant a short leave of absence to the Chairperson on terms and conditions. The Vice Chairperson shall then assume the duties and powers of the Chairperson. Such short leave of absences and assumption of duties and powers shall last no longer than 3 months, unless extended by resolution of a general meeting. A full report shall be given by the Vice Chairperson at that meeting.
- f) The Trustees may grant a regular leave of absence to any Trustee or Officer on terms and conditions. The Trustees shall then assign the duties and powers of that Trustee or Officer to another Trustee or Officer.
- g) In case of a conflict between the powers of the Chairperson and Vice Chairperson to grant short leave of absences and to assign or assume duties and powers and the Trustees' powers to grant a regular leave of absence and to assign duties and powers, the Trustees' powers shall prevail.
- h) Nothing in the preceding sections dealing with types of leave of absences impairs the power of the Trustees under the Bye-laws to transfer duties and powers among the various Trustees or Officers. Such power to transfer duties and powers supersedes the Bye-laws dealing with leaves of absence.
- i) A Trustee or Officer on an authorised leave of absence need not be sent any notice of meetings of the Trustees or Sub committees.
- j) During a regular leave of absence, but not a short leave of absence, the Trustees or Officers absent shall not be counted towards any quorum of the Trustees or Subcommittee of the Trustees. The necessary quorum shall therefore be reduced by one.

Job Descriptions

29. The Chairperson;

- i) Chairs all general meetings of the charity
- ii) is the chief representative and spokesperson for the charity;
- iii) is the coordinator of the other Trustees or Officers, and all Trustees or officers are answerable to the chairperson of the charity;
- iv) provides leadership of the trustees, encourages cohesion and collaboration and ensures the trustees' effectiveness in all aspects of their role including regularity and frequency of meetings;
- v) sets the trustees' agenda in collaboration with the other trustees taking into account the issues and concerns of all trustees and members,

- vi) Ensures the agenda is forward looking and concentrates on strategy and the promotion of the charity's objects;
- vii) Is responsible for ensuring the efficient use of the trustee's time;
- viii) Ensures there is sufficient time to discuss complex or contentious issues and if necessary arranges for pre-meeting preparation;
- ix) Ensures that the trustees receive accurate, timely and clear information;
- x) Ensures effective communication with and participation of members of the charity and that all members are heard and treated fairly;
- xi) Encourages community cohesion and inclusion of all parts of the community;
- xii) Facilitates the effective contribution of non-officer trustees and ensures constructive relations between officer trustees and non-officer trustees;
- xiii) Monitors performance of the charity and trustees by reference to the objects, and acts on the results of performance evaluation by recognising strengths and addressing the weaknesses; and
- xiv) Where appropriate, proposes new members be appointed to the board or seeks the resignation of inactive or ineffective trustees subject to the approval by the membership at a general meeting;
- xv) Ensures that there is appropriate delegation of authority from the trustees to subcommittees and volunteers;
- xvi) Ensures induction, training and development of trustees;
- xvii) Arranges for the trustees and chairmen of subcommittees to be available to answer questions at the AGM and delivering the annual report to members;
- xviii) Ensures the vice chairperson is kept abreast at all times with the activities of the Trustees and is fully briefed to step in at any moment when the chair is absent or unavailable.
- xix) Provide development support to the Trustees, members and volunteers, which includes organisational capacity building, funding, governance and other required support;
- xx) research and keep abreast of funding and tendering opportunities from various bodies ensuring all staff are aware of potential opportunities;
- xxi) Promote and raise awareness of all the chargeable services available from the charity and build up a portfolio of chargeable work to ensure sustainability;
- xxii) Support the development of the Trustees, the charity, projects, regional branches of the charity in the UK and civil society organisations in Sierra Leone; including quality assurance, good governance, sound financial management and good business planning;

- xxiii) assist the Trustees, the charity, its projects, regional branches of the charity in the UK and civil society organisations in Sierra Leone; to develop links with other key strategic networks locally, regionally and internationally;
- xxiv) assist the Trustees, members and volunteers in developing projects and business opportunities;
- xxv) provide support to the Trustees in addressing weaknesses and developing policies and procedures;
- xxvi) ensure sharing of good practice among the Trustees, members, volunteers, projects , etc.;
- xxvii) provide support to projects, working groups and others in tendering & contracting for delivery of public services;
- xxviii) signpost to the charity and to other training opportunities;
- xxix) work and liaise with the public agencies, and other agencies to identify opportunities for bidding for grants;
- xxx) where appropriate facilitate the creation of consortia (partnerships) of organisations to bid for grants;
- xxxi) Support key stakeholders to engage with the voluntary and community sector and the Kono community.

30. The Vice Chairperson shall:

- a) assist the Chairperson in his or her duties at all times; and
- b) carry out the duties and exercise the powers of the Chairperson during any absence or unavailability of the Chairperson; and
- c) keep abreast of all the Chairperson's and the Trustee's activities and participate fully in all meetings
- d) set the strategic marketing direction for the charity, planning income and expenditure budgets and scheduling marketing activity, in order to ensure that marketing campaigns efficiently and appropriately support the work of the charity in the UK and in Sierra Leone
- e) be accountable to the chairperson and directed by chairperson of the charity
- f) create marketing plans for all campaigns
- g) oversee implementation of marketing strategy
- h) oversee all campaign marketing, promotional, groups and events activity for the charity
- i) in consultation with the Treasurer and Trustees, set and approve all income targets and events prices
- j) commission and direct the work of designers and publishers of printed material produced by the charity including, but not limited to, campaign print, events programmes, adverts and display material

- k) manage external key suppliers and internal relationships, including advertising and design agencies, printers and publishers, merchandise, media buyers, on-line publishing and other emerging technologies
- l) write and oversee writing of copy for marketing materials, in agreement with PR officer, professional designers and the Trustees
- m) commission photo shoots and supervise the image of the charity portrayed in photo shoots to support marketing campaigns in consultation with PR officer and the Trustees
- n) liaise with the Development Officer to ensure full support of sponsorship initiatives through marketing activity
- o) represent the charity at public events and meetings
- p) prepare regular reports for the Trustees
- q) commission research into extending beneficiaries, projects, programmes and media channels; and
- r) Oversee the Company's website and e-presence.

31. **The Secretary**, or person designated by the Trustees, shall:

- a) conduct the correspondence of the Charity;
- b) issue notice of meetings of the Charity and Trustees as directed by the chairperson of the charity;
- c) be accountable to the chairperson and directed by chairperson of the charity
- d) keep minutes of all meetings of the Charity and Trustees and maintain the Minute Book;
- e) have custody of all records and documents of the Charity except those required to be kept by the Treasurer and keep them up to date;
- f) have custody of the common seal (if any) of the Charity;
- g) ensure compliance with all reporting requirements to the charities commission, inland revenue and others;
- h) ensure the Trustees' and members' compliance with the Constitution, rules, Bye-laws and any legal obligations;
- i) together with the Development officer, ensure training of trustees on Charities Commission rules, legal requirements of trustees, governance good practise, etc.;
- j) ensure that the relevant officers have the following items:
 - i. (Secretary) a standard "Company" minute book, preferably in loose leaf form;
 - ii. (Secretary) members register and/or computerised membership database;
 - iii. (Treasurer) a ledger book with at least 18 columns;
 - iv. (Treasurer) a double entry ledger book;

- v. (Treasurer) a cash book;
- vi. (Treasurer) a journal;
- vii. (Chairperson/ Treasurer, etc.) the duplicates of all donation receipts issued by the Charity;
- viii. (Chairperson/ Treasurer, etc.) "sufficient" records to enable the donation receipts issued, income received and any disbursements made to be verified; and
- ix. any other documents or resources necessary for the Officers to carry out their tasks
- k) provide support and customer care to new and rejoining members;
- l) deal with member and prospective member enquiries and ensure that all membership packs are posted out in a timely manner;
- m) process all applications for membership, including their assessment against the membership criteria;
- n) prepare a written report to the Trustees with recommendations on the suitability of each applicant;
- o) inform applicants of the Trustee's decision and any special requirements;
- p) regularly update the membership register and membership database;
- q) ensure that all payments, fees, subscriptions and dues are accurately and efficiently processed and recorded and receipts issued, and support the Treasurer in preparing reports;
- r) undertake one-off tasks, as required, relating to existing memberships including action on non-compliance with membership requirements;
- s) keep and maintain the membership register, records and undertake administration arising from membership;
- t) provide advice, guidance and direction to Officers and Members of the Board, as required on general membership matters including 'good standing';
- u) Produce a monthly report for the general meeting.

32. Assistant Secretary or a person designated by the Trustees shall

- a. Assist the Secretary in his or her duties at all times; and
- b. Carry out the duties and exercise the powers of the secretary during any absence or unavailability of the secretary.

33. The Treasurer, or person designated by the Trustees, shall (with the assistance of a bookkeeper or accountant if necessary);

- i) Keep 'sufficient' accounting records to explain all transactions and show the charity's financial position;

- ii) be accountable to the chairperson and directed by chairperson of the charity
- iii) Together with the Marketing officer, prepare an annual budget for the following 3 years taking into account expected allocated and non-allocated donations and grant funding and variances, operations and project funds, etc;
- iv) prepare an annual report and statutory accounts meeting legal requirements;
- v) formally approve the Trustees' Annual Report and accounts;
- vi) ensure that accounts are subjected to any external scrutiny required by law or by the charity's governing document;
- vii) ensure that the Trustees' Annual Report, accounts and annual return are filed on time with the Charity Commission where filing is required by law;
- viii) meet requests from the public and from members for copies of the charity's most recent trustees' annual report and accounts;
- ix) safeguard the assets of the charity and ensure proper application of resources;
- x) take steps for the prevention and detection of fraud, financial abuse and other irregularities
- xi) Keep such financial records, including books of account, and perform financial functions as are necessary to comply with the *Charities Act*, the Constitution and the Bye-laws and shall keep them up to date.
- xii) Assist the Programmes coordination Officer in the development of project and programme budgets and proposals
- xiii) Present a financial report to the Trustees in collaboration with auditing officers of the charity and members at every Trustees meeting and general meeting and when required. The *financial report* shall contain as a minimum;
 - i. the latest management accounts;
 - ii. a comparison of budget to actual figures;
 - iii. an explanation for variances between forecasts and what actually happened; and;
 - iv. Details of cash flow and closing bank balances.
- xiv) Research and develop a portfolio of potential donors, grants and funds and match objects of donors with objects of the charity, in cooperation with the Vice Chairperson, and chairperson;
- xv) coordinate global relationships with a portfolio of donors ;
- xvi) develop donor relationships and support proposals;
- xvii) work with teams within the charity to build capacity and access/manage institutional funding;
- xviii) assist in the development of a strategic approach to fundraising;

- xix) prepare proposals, budgets and reports;
 - xx) submit and manage applications to grant making institutions for grant funding; in cooperation with the Programmes officer, Development officer, Marketing officer, Treasurer and Trustees;
 - xxi) facilitate start-up workshops for new funding contracts – promoting best practice;
 - xxii) update all parties on funding opportunities;
 - xxiii) work with UK and Sierra Leone programme officers to develop knowledge and skills re: funding and donors;
- 34. The Assistant Treasurer** or a person designated by the Trustees shall
- a. assist the Treasurer in his or her duties at all times; and
 - b. carry out the duties and exercise the powers of the secretary during any absence or unavailability of the treasurer
- 35. The Auditing officer** or person or sub- committee designated by the trustees to perform the tasks, shall
- a. be accountable to the chairperson and directed by chairperson of the charity
 - b. Collating, checking and analysing spreadsheet data if the charity.
 - c. Examining charity accounts and financial control systems.
 - d. Gauging levels of financial risk within charity.
 - e. Checking that financial reports and records are accurate and reliable.
 - f. Ensuring that assets are safeguarded.
 - g. Identifying if and where processes are not working as they should, and advising on changes to be made.
 - h. Preparing reports, commentaries and financial statements.
 - i. Liaising with treasurers, The Social, Fundraising and Events Publicity Officer and the chairperson of the charity and presenting findings and recommendations.
 - j. Ensuring procedures, policies, legislation and regulations are correctly followed and complied with.
- 36. The Programme Coordination Officer**, or person or sub-committee designated by the Trustees to perform the tasks, shall;
- a) be accountable to the chairperson and directed by chairperson of the charity
 - b) together with the Assistant Programme coordinator officer and Marketing officer formulate the charity's strategy for the delivery of its objects as directed by chairperson of the charity;

- c) be responsible for implementation of the charity's strategies in the UK and Sierra Leone as directed by chairperson of the charity;
- d) prepare project documents, project work plans and project strategies in coordination with the other Trustees and key stakeholders;
- e) supervise the implementation of the charity's programme activities as outlined in the projects' work plans;
- f) maintain regular communication with the projects' implementing partners, and key stakeholders, ensuring their active participation, involvement and support of the project's objectives and activities;
- g) in coordination with the Trustees and project managers, develop a unified and systematic process of monitoring and documenting the implementation of the projects, viable indicators and lessons learned;
- h) identify, recruit and supervise consultants as deemed necessary for implementation of projects, in coordination with the Trustees and project managers;
- i) supervise and manage the administration and finances of projects according to the Constitution and byelaws, to ensure accountability and high performance as directed by chairperson of the charity;
- j) manage programme resources and administration to ensure accountability;
- k) liaise with donors and partner organisations on Programme implementation and mobilising resources;
- l) in cooperation with the Trustees and project managers, design and implement a resource mobilisation strategy for both immediate and long-term objectives of the Programme in UK and Sierra Leone;
- m) build partnerships with government and nongovernmental stakeholders;
- n) develop strategies for building capacity of partners in Sierra Leone;
- o) develop advocacy material and oversee dissemination of these materials;
- p) in coordination with Project managers, the Program Coordinator will play a vital role to support the project managers in the UK and the Programme manager in Sierra Leone ;
- q) participate as a member of the Trustees committee; and
- r) Perform other duties required by the Trustees as deemed necessary.
- s) Explore opportunities and coordinate relationships with a range of donors to maximise their funding for work in Africa, work with several of the programmes, develop proposals and support grant management from a wide range of institutional donors.

37. **The Assistant Programme Coordination Officer** or a person designated by the Trustees shall
- a. Assist and work jointly with the Programme Coordinator officer in his or her duties at all times; and
 - b. carry out the duties and exercise the powers of the Programme Coordinator officer during any absence or unavailability of the treasurer
38. **The Social, Fundraising and Events Publicity Officer**, or person or sub-committee designated by the Trustees to perform the tasks, shall;
- i) Create and manage a social, fundraising and events subcommittee in cooperation with the Trustees;
 - ii) be accountable to the chairperson and directed by chairperson of the charity
 - iii) identify and research potential fundraising opportunities;
 - iv) develop a two-year fundraising strategy;
 - v) liaise with various stakeholders for profile raising and fund raising events;
 - vi) Implement fundraising campaigns;
 - vii) develop and enhance the charity's donor-giving program;
 - viii) identify and research potential income revenue through grants;
 - ix) assist the Trustees with the sales of products for fundraising;
 - x) research markets to identify opportunities for events;
 - xi) produce detailed proposals for events (e.g. timelines, venues, suppliers, legal obligations, staffing and budgets);
 - xii) Agree to and manage a budget;
 - xiii) Secure and book suitable venues or locations;
 - xiv) ensure insurance, legal, health and safety obligations are adhered to;
 - xv) Coordinate venue management, caterers, volunteers, stand designers, contractors and equipment hire;
 - xvi) Organise facilities for car parking, traffic control, security, first aid, hospitality and the media.
 - xvii) Identify and secure speakers or special guests.
 - xviii) Plan room layouts and the event programme.
 - xix) Coordinate staffing requirements and staff briefings.
 - xx) Sell sponsorship/stand/exhibition space to potential exhibitors/partners.
 - xxi) Liaise with marketing, PR and fundraising colleagues, the Trustees and designers to promote the event, to create a brand for the event and to organise. The production of tickets, posters, flyers and any other promotional materials.

- xxii) Coordinate suppliers; handle Trustees queries and troubleshooting on the day of the event to ensure that all runs smoothly.
- xxiii) Oversee the dismantling and removal of the event and clear the venue efficiently.
- xxiv) Conduct post-event evaluation (including data entry and analysis and producing reports for event stakeholders).
- xxv) Use all forms of media and communication to build, maintain and manage the reputation of the charity.
- xxvi) Communicate key messages of the charity, including by third party endorsements, to defined target audiences in order to establish and maintain Goodwill and understanding between the charity and its target audiences in the UK and in Sierra Leone (target audiences include but are not limited to; Beneficiaries, potential donors and donor agencies, potential partners, governmental and non-governmental organisations, members, the general Public in the UK and Sierra Leone, youths, settled families, the international community and the international Diaspora, etc.) ;
- xxvii) monitor publicity and conduct research to find out the concerns and expectations of the charity's stakeholders, report and explain findings to the Trustees and members;
- xxviii) plan, develop and implement PR strategies;
- xxix) liaise with Trustees and key spokespeople;
- xxx) liaise with and answer enquiries from media, individuals and other organisations, including via telephone and email;
- xxxi) research, write and distribute press releases approved by the Trustees, to targeted media;
- xxxii) collate and analyse media coverage;
- xxxiii) write and edit in-house newsletters, case studies, speeches, articles and annual reports;
- xxxiv) prepare and supervise the production of publicity brochures, hand-outs, direct mail leaflets, promotional videos, photographs, films and multimedia programmes;
- xxxv) devise and coordinate photo opportunities;
- xxxvi) organise events including press conferences, exhibitions, open days and press tours;
- xxxvii) maintain and update information on the organisation's website;
- xxxviii) source and manage speaking and sponsorship opportunities;
- xxxix) commission market research;
- xl) Manage the PR aspect of a potential crisis situation.

39. Two Assistant Social, Fundraising and Events Publicity Officers
or two (2) persons designated by the Trustees shall

- a. assist the Social, Fundraising and Events Publicity Officer in his or her duties at all times; and
- b. carry out the duties and exercise the powers of the Social, Fundraising and Events Publicity Officer during any absence or unavailability of the Social, Fundraising and Events Publicity Officer

40. Three Community, Welfare and Outreach Officers, three(3) persons or sub-committee designated by the Trustees to perform the tasks, shall;

- a) Identify and contact those in need in the community
- b) be accountable to the chairperson and directed by chairperson of the charity
- c) Visit sick, bereaved, vulnerable and elderly and offer support
- d) Liaise between those affected, the Kono Community and the Charity
- e) Provide signposting, advocacy and other assistance as the members may deem necessary from time to time
- f) Put forward proposals for welfare projects to the Trustees where necessary and keep Trustees informed of social need in the community
- g) foster community relations through events and through involvement in community initiatives

41. Other Officers shall perform such duties as the members may decide from time to time at a general meeting may be required for delivery of the objects of the charity.

42. The Trustees or members may add additional duties or roles to any Trustee or Officer or transfer duties or roles among Trustees or Officers. However, the Secretary, Chairperson and Treasurer positions may not be shared by the same person.

43. Seal

- a) The Trustees may provide a common seal for the Charity and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- b) The common seal shall be affixed only when authorised by a resolution of the Trustees and then only in the presence of not less than two Trustees.

44. Financial Procedures

The Trustees shall incorporate the following financial procedures and safeguards;

- a) Open two bank accounts (one savings and one current account), each of which require the signatures of two Trustees to withdraw funds;
- b) be accountable to the chairperson and directed by chairperson of the charity
- c) Trustees authorised to sign for one account are not authorised to sign for the other;
- d) all funds received shall be placed in the Charity's savings account;
- e) an amount of money equivalent to the estimated monthly expenditure of the charity shall be transferred from the savings account to the current account as and when necessary;
- f) blank cheques shall not be signed;
- g) cheques shall not be signed in advance;
- h) payments must be authorised in writing by two Trustees who are not bank signatories, on a payment requisition form specifying the expenditure, reason for expenditure, ledger account, and signed by them;
- i) cheques shall only be signed by the signatories once they have received a requisition form authorised for payment;
- j) the Treasurer shall not be a bank signatory;
- k) the Treasurer shall be authorised to make enquiries with the bank, receive any information from the bank and inform the bank of banking resolutions and changes to authorised signatories;
- l) the Trustees may require a Trustee or an Officer to give the necessary security (e.g. a bond) to ensure the faithful discharge of his or her duties;
- m) the Treasurer in cooperation with the other trustees shall create annual and quarterly budgets;
- n) The Treasurer shall set-out sources of revenue (e.g. donations, membership fees, etc.) and a copy of a statement of receipts and disbursements and a statement of assets and liabilities from the last fiscal period.
- o) Spending authority limits
 - i. Petty Cash: amounts below £300. Petty cash vouchers to be signed by the person receiving the amount and by one other trustee. The IMPREST system shall be used.
 - ii. Payment Requisition authorised by two non-signatory Trustees: amounts between £300 and £999. Such payments are subject to clause 10 of these bye-laws regarding collective responsibility and democratic decision making of trustees. Signed and properly completed payment requisition forms shall be presented at the next general meeting for the members' approval.

- iii. Resolution of General Meeting: amounts from £1000 and above. A written record of the resolution shall be kept by the Treasurer

45. Borrowing

- a) In order to carry out the purposes of the Charity, the Trustees may, on behalf of and in the name of the Charity, raise or secure the payment or repayment of money in such a manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of a debenture (an unsecured debt certificate acknowledging or creating a debt).
- b) No debenture above £3000 shall be issued without the sanction of a resolution of the members.
- c) No debenture above £5000 shall be issued without the sanction of a special resolution of the members.
- d) The members may, by resolution, restrict the borrowing powers of the Trustees.

46. Auditor

- a) This part applies only where the charity is required or has resolved to have an auditor.
- b) The first auditor shall be appointed by the Trustees, who shall also fill all vacancies occurring in the office of the auditor.
- c) At each annual general meeting, the Charity may appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual meeting.
- d) An auditor may be removed by ordinary resolution.
- e) An auditor shall be informed forthwith in writing of appointment or removal.
- f) No Trustee and no employee of the Charity shall be auditor.
- g) The auditor may attend general meetings.

47. Inspection of Documents

- a) Subject to *the Data Protection Act*:
 - i. the books and records of the charity, shall be open to inspection by members at all general meetings and on reasonable notice at the office of the charity, but no copies can be made unless authorised by the trustees;
 - ii. Subject to a resolution of the Trustees or any law requiring otherwise, all documents of the Charity, including its accounting records, must be open to the inspection of all trustees.

48. Notices to Members

The provisions for notices are laid out in Clause 11 of the Constitution and elsewhere in the Constitution

49. Discipline

- a) A member shall lose their membership or be suspended for a specified period of time (minimum 6 months) when so decided by a resolution at a general meeting, if found guilty of any of the following misconduct carried out at meetings, gatherings, trips or events;

i. **Misconduct shall be;**

1. A general display of any unacceptable behaviour where the reputation and image of the charity is expected to be maintained at it's highest;
2. Personal engagement in activities on behalf of the charity without the approval and authority of the Trustees and members, especially but not limited to actions not in the interest of the charity, its members or its beneficiaries;
3. Any action that could bring the charity, its members or its beneficiaries into disrepute;
4. Any act described as misconduct in the Constitution or the Bye-laws; or
5. Any action contrary to the Constitution and byelaws that is not gross misconduct.

ii. **Gross Misconduct shall be;**

1. Aggressive, threatening or abusive behaviour, physical or verbal assault, fighting;
2. Embezzling or diverting the finances of the charity, including but not limited to personal use;
3. Poison-pen letters, slander or libel against any member or non-member;
4. Where no proper and evidential account is given of the use of the charity's funds, but the member has not been found guilty of embezzlement or diversion of funds and the funds are repaid promptly by the member;
5. Any serious contravention of the Constitution or Bye-laws or any unlawful act;

6. Any other act described as gross misconduct in the Constitution or the Bye-laws.
- b) Any member in good standing may propose a motion for disciplinary action to be taken against a member if seconded by another member in good standing.
 - c) The members present shall immediately elect a three-person disciplinary subcommittee made up of members in good standing to investigate the matter and present their decision within 14 days to the Trustees. The members of the subcommittee may at the same meeting, if they have witnessed the incident and are satisfied that the accused member is guilty, waive their investigation and present their decision immediately to the members.
 - d) **Where the member is guilty of serious misconduct as defined above** the members in good standing at a general meeting shall then decide by resolution either to terminate or suspend membership rights and/or membership and shall decide the length of any suspension.
 - e) **Where the member is guilty of misconduct as defined above** members in good standing at a general meeting shall then decide by resolution either to terminate or suspend membership rights and/or membership, or issue a written warning, and shall decide the length of any suspension and the severity of any warning.
 - f) Nothing in the disciplinary procedure shall prevent the Trustees reporting a criminal offence to the police or, where appropriate, taking court action.
 - g) A member whose membership has been terminated for misconduct may not be admitted as a member for a period of 5 years.
 - h) A member whose membership has been terminated for serious misconduct may not be admitted as a member for a period of 10 years or may receive a lifetime ban.
 - i) A Trustee whose membership has been terminated will automatically cease to be a Trustee.
 - j) A person whose membership has been terminated shall not be entitled to any claims for refunds or reimbursements and he/she shall be

obliged to return any property/asset owned by the charity in his/her possession or control.

50. Copies of Bye-laws and Constitution

- a) After being admitted, a member is entitled to a hard copy of the Constitution and Bye-laws upon paying a reasonable fee fixed by the members from time to time. If the Constitution and Bye-laws are available in electronic format, the member is entitled to an electronic copy of the Constitution and Bye-laws at no cost.

DATE: 15/07/2013


Chairperson (1.), Secretary (2.) and Witnesses (trustees/members) (3.to 5.)

1.

(Signature)

Print Full Name

Address

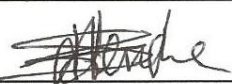

 AISHA D. NIGEBAH
 99 CHANDLER WAY, LONDON, SE 15 6GP

2.

(Signature)

Print Full Name

Address

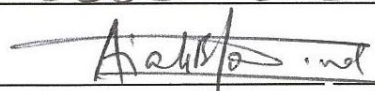

 AIAH YORNIE SODENGBE
 32 CRAIGEN GARDENS
 ILFORD
 ESSEX IG3 9FG

3.

(Signature)

Print Full Name

Address

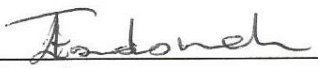

 Mr AIAH BONBOWA TONBOMEH
 12 THE SPIRES.
 SELDEN HILL, HEMEL HEMPSTEAD
 HERTFORDSHIRE. HP2 4FS

4.

(Signature)

Print Full Name

Address



 Mrs ELIZABETH N. TONBOMEH
 12 THE SPIRES
 SELDEN HILL, HEMEL HEMPSTEAD
 HERTFORDSHIRE. HP2 4FS

5.

(Signature)

Print Full Name

Address


 Tamba GBORIE
 19 Chelsfield House
 Congreve Street
 London. SE17 1SX

APPENDIX "A": SAMPLE NOTICE OF GENERAL MEETING (and resolution to be proposed)

THE KONO DISTRICT DEVELOPMENT ASSOCIATION UK (KDDA UK)
GENERAL MEETING OF MEMBERS

TAKE NOTICE that a General Meeting of the members of the KDDA UK (hereinafter referred to as the charity) will be held at _____ on _____ day of _____ at _____ pm and that it is intended that the following business will be transacted:

1. Reports by the Chairperson of the Finance Sub committee
2. Reports by the Chairperson of the Executive Committee.

ALSO TAKE NOTICE that it is intended to propose the following resolution as an ordinary resolution to [amend Bye-law _____]-:

RESOLVED, as an ordinary resolution, that the Bye-laws of the Charity be altered by deleting _____ and substituting the following:
" _____"

DATED at _____, (address) _____ day of _____, 20____.

Signed (and print)
("Secretary")