

**CONSTITUTION**

**OF**

**MKAPA FELLOWS ALUMNI  
ASSOCIATION**

**(MFAA)**

Dar es Salaam  
october 2008

## **PART I: PRELIMINARY.**

### **ARTICLE 1: ESTABLISHMENT.**

There is hereby established a not for profit and Non – Governmental Organization to be known as Mkapa Fellows Alumni Association (MFAA)

### **ARTICLE 2: INTERPRETATION**

In this Constitution, unless otherwise stated, the following expressions shall have the following meaning;

**EXECUTIVE COMMITTEE:** Means the executive committee of the association comprising of the officers of the association and three elected members as stipulated in this constitution.

**PRESIDENT:** Means the elected President of Mkapa Fellows Alumni Association (MFAA) subject to tenure of office.

**VICE PRESIDENT:** Means the elected Vice President of the Mkapa Fellows Alumni Association (MFAA) subject to tenure of office.

**TREASURER:** Means the elected Treasurer of the Mkapa Fellows Alumni Association (MFAA) subject to tenure of office.

**SECRETARY:** Means the elected Secretary of the Mkapa Fellows Alumni Association (MFAA) subject to the tenure of office.

**COMMITTEE MEMBERS:** Means the elected Committee Members (s) subject to the tenure of office.

**PATRON:** Means the Patron chosen by the Executive Committee and approved by the Annual general Meeting as an honorary leader of the Association.

### **ARTICLE 3: PREAMBLE**

Mkapa Fellows recognize and honor the efforts of the Benjamin William Mkapa HIV/AIDS Foundation in recruiting, providing comprehensive training on HIV and AIDS and deploying competent and skilled health personnel in order to scale-up HIV/AIDS services in Tanzania. This has enhanced networking and sharing of knowledge, experience and skills among the Mkapa Fellows thus enable them to increase and improve the access and provision of quality health services to the underserved rural or urban communities in Tanzania and beyond, which is of paramount importance.

## **PART II: CONSTITUTION, DENOMINATION, REGISTRATION, HEAD OFFICE, AREA OF OPERATION.**

### **ARTICLE 4: CONSTITUTION.**

The **Mkapa Fellows Alumni Association** (MFAA) instrument (hereinafter referred to as the Constitution) shall become operation upon registration by the relevant Authority.

### **ARTICLE 5: NAME OF THE SOCIETY**

The name of the Society shall be known as **MKAPA FELLOWS ALUMNI ASSOCIATION** (MFAA)

### **ARTICLE 6: REGISTRATION**

The **MKAPA FELLOWS ALUMNI ASSOCIATION** shall be registered under the NGO Act No.24/2002.

### **ARTICLE 7: HEAD OFFICE**

The Head Office of the Association shall be in Dar es Salaam and its postal address is:  
C/O Benjamin Mkapa Pension Towers, Wing B  
P. O. Box 76274  
**Dar es Salaam.**

### **ARTICLE 8: AREAS OF OPERATION**

The MFAA area of operation shall be in Tanzania Mainland and beyond.

### **ARTICLE 9: CORE VALUES**

- 9.1 Quality health services.
- 9.2 Equitable health services.

- 9.3 Respect of human rights.
- 9.4 Confidentiality.
- 9.5 Empathy.
- 9.6 Voluntarism.

## **PART III: VISION, MISSION, OBJECTIVES, PROTECTION OF THE ASSOCIATION**

### **ARTICLE 10: VISION STATEMENT**

MFAA envisages to be a strong leading network, dedicated and committed to improving a quality of health and related services and scaling-up HIV/AIDS services, particularly to under privileged communities.

### **ARTICLE 11: MISSION STATEMENT.**

The Mkapa Fellows Alumni Association is committed to taking a leadership role in the provision of quality, equitable and accessible services in the area of HIV/AIDS, Reproductive and Child Health, and other health related services for the underserved communities in developing countries through care and treatment, counseling/voluntary testing, advocacy, capacity building, and medical/community research as well as to ensure networking among Alumni members.

### **ARTICLE 12: OBJECTIVES**

- 12.1 To establish and sustain a list serve for professionals networking among MFAA members in order to share knowledge on research findings on HIV/AIDS.
- 12.2 To improve capacity building of other health care workers.
- 12.3 To develop collaborations with other health implementing partners in enhancing initiatives of MFAA members and promoting opportunities for consultancy with other health stakeholders, particularly those in the areas of HIV/AIDS.
- 12.4 To advocate through campaigns and development of a web site, directory, plus other channels in order to publicize the work conducted by the MFAA members.
- 12.5 To promote, coordinate and oversee activities being done by MFAA members in their work stations in order to up hold standards in the provision of quality health services, particularly HIV/AIDS services.

- 12.6 To solicit and mobilize funding from different sources including government, development partners and other donors to facilitate the implementation of the MFAA objectives as per strategic plan.

**ARTICLE 13: APPLICATION OF PENAL CODE AND CONTRAVENING BY-LAWS.**

- 13.1 MFAA shall apply the Penal Code and other By-laws

**PART IV: MEMBERSHIP AND TYPES OF MEMBERSHIP.**

**ARTICLE 14: MEMBERSHIP.**

- 14.1 Membership for the Alumni shall be open and automatic to all Mkapa Fellows and other types of membership as per article 15 of this constitution.
- 14.2 Every member upon joining the association shall be obliged to pay a subscription fees which shall be determined and fixed by the Executive Committee from time to time.
- 14.3 There shall be a maintained register of all members which shall contain the following information:-
- (a) The full name and address of each member
  - (b) The date of admission to membership of each member.
  - (c) The date on which membership ceased and reason thereon.

**ARTICLE 15: TYPES OF MEMBERS.**

The membership of MFAA shall be comprised of:

- 15.1 Ordinary members who shall be in such Mkapa fellows alumni are individuals who ascribe to the objectives and eager to actively participate in functions of MFAA
- 15.2 Honorary members who shall be the Patron of MFAA and all staff of the Benjamin William Mkapa HIV/AIDS Foundation, and any such other persons elected as honorary members by the Executive Committee as it may think fit.

- 15.3 Co-opted members shall be all those people who have worked with the Benjamin William Mkapa HIV/AIDS Foundation and others who would add value to MFAA as an Association.

**ARTICLE 16: RIGHTS OF MEMBERS**

- 16.1 Every ordinary member shall be entitled to vote in the elections of the Association and to be elected, nominated or appointed to any position or office of the Association.
- 16.2 Every member of the Association shall have the right to express opinion, conscience and ideas subject to the provisions of this Constitution and to the legal and social order of the State.

**ARTICLE 17: TERMINATION OF MEMBERS.**

A member shall cease to enjoy membership of the Association upon:-

- (a) Expulsion by the General meeting for misconduct or otherwise;
- (b) Death;
- (c) Failure to pay contribution fees for a consecutive period of two years;
- (d) Insanity - unsound mind;
- (e) Failure to participate fully to the activities of the Association without reasonable cause, including non - participation to the meetings for consecutively three times without good reason.
- (f) Disqualification by the Professional Boards.

**ARTICLE 18: LIABILITIES AND OBLIGATIONS OF MEMBERS.**

- 18.1 Members shall be obliged to contribute financially to the Association in the form of annually subscription as may from time to time be agreed to by the members of the Association.
- 18.2 Members shall be obliged to abide by the letter and spirit of this Constitution and give unreserved loyalty and service to the association in so far as that does not contravene the legal and social order of the State.
- 18.3 Members shall be obliged to attend meetings of the Association as and when such meetings have been called or otherwise convened.

18.4 Members shall be obliged to adhere to professional and ethical code of conduct and ready to participate and volunteer.

**PART V: ORGANIZATIONAL STRUCTURE AND FUNCTIONS OF OFFICE BEARERS**

**ARTICLE 19: EXECUTIVE COMMITTEE.**

19.1 There shall be an Executive Committee of the Association elected at Annual General Meeting. The Executive Committee shall be composed of 9 (nine) members in the following order:

- (a) President of the association.
- (b) Vice President.
- (c) Secretary.
- (d) Vice Secretary.
- (e) Treasurer.
- (f) Assistant Treasurer
- (g) Three elected members.

19.2 The Executive Committee shall manage the affairs and conduct the business of the Association, and it shall in particulars:-

- a) Formulate the policies, plans, programs and activities of the Association and table them for approval by the Annual or Special General meeting.
- b) Direct and supervise the activities of the Association.
- c) Uphold, observe and adhere to this Constitution or to any regulations made there under.
- d) Monitor the Association's revenue and expenditure estimates and thereafter submit reports of the same to the Annual General Meeting for deliberation and approval.
- e) Prepare Agenda and appropriate write up for Annual or Special General Meeting.

- f) Suspend a member or an officer of the Association, as may be appropriate pending decision of the Annual General meeting.
- g) Undertake any or such other activity as will be deemed beneficial to the association.

**ARTICLE 20: PRESIDENT**

20.1 **The President** shall be:

- a) The Head of the Executive Committee and the Executive Head of the Association.
- b) Chairperson of all meetings of the Association including those of the Executive Committee
- c) Have powers to delegate responsibilities to any member of the Executive Committee of Association.
- d) Have a casting vote in the deliberations and resolutions of the Executive Committee where necessary.
- e) The spokesperson of the Association.

20.2 **Vice President**

The Vice President shall

- (a) Deputize for and Assist the Chairperson in all matters pertaining to the Association.
- (b) Do all functions as directed by the Chairperson from time to time.

**ARTICLE 21: SECRETARY:**

21.1 **The Secretary** of the association shall:-

- (a) Handle all matters of correspondence pertaining to the Association.
- (b) Serve as a Secretary to the Executive committee and the Meetings of the Association and in particular compile/ take and read minutes at all meetings of the Executive Committee of the Association.

- (c) Call meetings of the Executive Committee of the Association after consultation with the Chairperson.
- (d) Be the custodian of the records, minutes and resolution of the Executive Committee and General Meeting of the Association.
- (e) Deal with all liaison matters

21.2 **Vice Secretary**

Shall deputize for and assist the secretary in all matters pertaining to the Association and act publicity secretary

**ARTICLE 22: TREASURY**

22.1 The Treasurer shall handle all matters pertaining to the finances of Association and in particular:-

- (a) Take charge of all money and resources belonging to the Association.
- (b) Have overall responsibility for the proper up keep of all financial books of accounts of the Association.
- (c) Receive and disburse all monies of the Association, subject to the approval and direction of the Executive Committee.
- (d) Prepare ad present an annual balance sheet and related financial statements at the Annual General Meeting of the Association.

22.2 **Assistant treasury.**

Shall deputize for and assist the Treasury in all matters pertaining to the Association.

**ARTICLE 23 : ALUMNI SECRETARIAT.**

23.1 There shall be the **Alumni Secretariat** which shall be comprised of employed personnel who shall run and conduct the day to day activities of the Association.

**ARTICLE 24: PATRON**

24. 1 There shall be **the Patron** who shall be chosen by the Executive Committee and approved by the Annual General Meeting.
- a) The patron must be a person who has shown great concern and efforts in the war against HIV/AIDS in our society.
  - b) The patron must be a person of high integrity and commands high respect in our society and outside Tanzania
  - c) The patron shall be a honorary post.
  - b) The patron shall be the advisor of the Association in all matters - pertaining to the development of the association.

## **PART VI: ELECTIONS AND TERM OF LEADERSHIP.**

### **ARTICLE 25: MODALITIES OF RENEWAL.**

25. 1 Elections of the Association shall be held after every three years at the Annual General Meeting of the Association.
25. 2 The members at the Annual General Meeting will vote by secret ballot after the nomination of names of candidates from amongst the members.
25. 3 The officers elected for any office shall hold office for a term of three years unless one ceases sooner to be an officer for any reason.
25. 4 An officer elected for any office may be eligible for re-election in a subsequent election, provided that no officer shall serve more than three terms in the same capacity.
25. 5 An office bearer shall cease to hold his office upon:-
- a) Resigning from office.
  - b) Removal from membership of the Association by the General Meeting for misconduct.
  - c) Incapacity on account of illness.
  - d) Death.
25. 6 A member who is in default of the subscriptions shall not be entitled to vote or be elected to any elective post in the Association.

## **PART VII: MEETINGS (ORDINARY AND GENERAL)**

### **ARTICLES 26: MEETINGS OF THE ASSOCIATION.**

- 26 : 1 The Annual General Meeting of the Association shall be held once every year on such date and at such place or venue as may be agreed by members at a general meeting to transact the following business:-
- a) To receive a technical and financial reports and statement of accounts of the preceding year.
  - b) To discuss the affairs of the Association as per Agenda, and transact any other business, which shall be duly submitted to the meeting.
  - c) To carry out appropriate and due elections; provided that all General Meetings other than the Annual General meeting shall be called Extra Ordinary meetings.
- 26: 2 The executive Committee shall meet at least once in every three months or as and when the need to do so arises, provided that sub-committees; if any, shall regulate their own proceedings as appropriate.
- 26: 3 Resolutions of the meeting of the Executive Committee or the Association shall be carried by a simple majority where voting shall be by a show of hands/ surest ballot provided that the Chairperson shall retain the right of the casting vote in the event of a tie.
- 26: 4 One half ( $1/2$ ) of the Executive members shall form a quorum for the Executive Committee meetings while one half ( $1/2$ ) of members shall form a quorum for general Meetings. Provided that if an Annual General Meeting has been rescheduled for want of quorum the next scheduled meeting shall proceed irrespective of the number of members in attendance, and resolutions passed there at shall bind all members.
- 26: 5 In the event of the Executive committee or secretary failing neglecting or refusing to call the Annual General Meeting, upon a resolution signed by ten members requesting for the convening of a special general meeting, then the members of the Association shall convene such meeting chaired by an ad hoc Chairperson.

**PART VIII: FINANCIAL MANAGEMENT, SOURCES OF FUNDS, AND USES OF FUNDS.**

**ARTICLE 27: FINANCIAL YEAR.**

- 27.1 The financial year of MFAA shall be the period of twelve months commencing from the 1<sup>st</sup> of July and ending on the last day of June in each year.

**ARTICLE 28: SOURCES OF FUNDS.**

The Association shall derive its funds for its operations from the following sources.

- 28.1 Membership fees.
- 28.2 Members' contributions.
- 28.3 Grants and donations.

**ARTICLE 27: USES OF FUNDS.**

- 27.1 The uses of the fund shall be controlled by Executive Committee.

**ARTICLE 29: BANK ACCOUNT.**

- 29: 1 The Association shall open operate and maintain a bank account in a reputable bank to be agreed upon by the members during the General Annual Meeting.
- 29: 2 The Executive Committee shall cause true accounts to be kept of the sums of money received and expended by the Association, and cause to be prepared a balance sheet and accompanying financial statements of Association.
- 29: 3 Proper books of accounts shall be kept at the office of the Association.
- 29: 4 The signatories to the bank account shall be two of the four officers (chairperson, Secretary, treasury and Executive member

**ARTICLE 30: ANNUAL REPORT.**

- 30.1 The executive committee shall cause an annual report of the income and expenditure of the Association.

**ARTICLE 31: AUDIT AND CONTROL.**

- 31.1 The Executive Committee shall appoint reputable Auditors for auditing the books of accounts of Association by both internal and external auditors. The Audit Report shall be presented at the Annual General Meeting.

## **PART IX: LEGAL STATUS, CONSTITUTIONAL AMENDMENTS, DISSOLUTION AND COMMON SEAL.**

### **ARTICLE 32: LEGAL STATUS:**

In order to enable the Association to achieve its objectives and perform its functions, the Association shall operate in accordance with the Laws of Tanzania:

- 32: 1 To own movable and immovable properties;
- 32: 2 To sue and to be sued in courts of law;
- 32: 3 To enter into contract;
- 32: 4 To dispose off movable and immovable properties;
- 32: 5 To support and be supported in terms of money, expertise and material.

### **ARTICLE 33: COSTITUTIONAL AMENDMENTS**

- 33: 1 Amendments to and repeal of this constitution may be done by a two thirds ( $2/3$ ) majority vote of all members at the Annual General Meeting.
- 33: 2 The quorum in Annual General Meeting shall be two thirds of all eligible members.

### **ARTICLE 34: DISSOLLUTION**

- 34: 1 A motion or vote to dissolve the Association shall be taken at a Special General Meeting and shall require the support of at least two thirds ( $2/3$ ) of all the members voting in favor of such dissolution.
- 34: 2 Upon dissolution of the Association, all its assets shall be transferred to a Non-Governmental Organization with similar objectives.

### **ARTICLE 35: COMMON SEAL**

- 35.1 There shall be a common seal in the name of Mkapa Fellows Association (MFAA).

## **PART X: MISCELLANEOUS PROVISIONS**

### **ARTICLE 36: CONFLICT RESOLUTION**

- 36: 1 A motion to solve the conflict shall be taken at a special general meeting and shall require the support at least two thirds (2/3) of all members voting in favor of such resolution.
- 36: 2 In case of any failure to solve the conflict, members shall resort to mediation.

### **DECLARATION**

We the undersigned, as interim secretariat on behalf of **Founders** of the MKAPA FELLOWS ALUMNI **ASSOCIATION** do hereby declare that we have duly adopted this CONSTITUTION to govern, rule, and bind the functioning of this ASSOCIATION

This .....day of .....in Dar - Es - Salaam.

- |  |            |
|--|------------|
| 1. Dr Alexander Christopher - Chairman | Date ..... |
| 2. Dr Joseph Gasper - Secretary        | Date ..... |
| 3. Dr Edwin Kilimba - Member           | Date ..... |
| 4. Dr Kusirye Ukio - Member            | Date ..... |
| 5. Sister Elice Seka - Member          | Date ..... |