



THE CONSTITUTION

Of

Women Of Africa

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1. NAME/REGISTERED OFFICE AND MOTTO

- 1.1 The name of the Organisation is Women Of Africa ["WOA"]
- 1.2 The registered office of WOA is to be in England and Wales
- 1.3 The motto is: Economic & social empowerment of women to end poverty & violence in Africa

2. ADMINISTRATION

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this Constitution by members of the Board of Trustees, constituted as provided by this constitution ("the Board of Trustees")

3. OBJECTS

The organisation's object shall be:

- 3.1. The relief of poverty, sickness, distress and the preservation and promotion of good health among women and children in Africa.
- 3.2. The relief of poverty, sickness, distress and the advancement of education, preservation and promotion of good health among Africans in the UK generally.

4. GOODWILL AMBASSADOR

- 4.1. Anyone connected directly or indirectly is deemed a goodwill ambassador for the charity and its objects.

5. CODE OF CONDUCT

- 5.1. Members are expected to be of high level of professionalism and respect for the charity's objects at all times
- 5.2. Action/s likely to cause the Charity disrepute shall be deemed a breach of membership and shall lead to immediate termination of membership.

6. POWERS

- 6.1. That the Organisation shall not undertake permanent trading activities in raising funds for the said objects.
- 6.2. The Organisation shall invest the monies that are not immediately required for the said objects in or upon such investments, securities or properties as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- 6.3. Do all such other lawful things as are necessary for the attainment of the said objects.

7. MEMBERSHIP

- 7.1. Membership of WOA is open to any individual [or organisation] interested in promoting the Objects irrespective of gender, race, religion, and sexual orientation.
- 7.2. The trustees may establish different classes of membership or Organs and set appropriate rates of subscription as and when it deems fit.
- 7.3. A member may resign by giving four weeks written notice of her/his intentions.
- 7.4. All members are required to pay the membership fees set by the Board of Trustees on an annual basis. Any lapsed fees will constitute a suspension or cancellation of membership with the Charity.
- 7.5. The trustees may terminate the membership of any individual or organisation whose continued membership would in the reasonable view of the Committee, be harmful to the organisation (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 working days after receiving notice).
- 7.6. Membership of WOA is not transferable.
- 7.7. In the case of group Organisational membership, each member organisation or group shall appoint one individual person to represent it and to vote on its behalf at General Meetings of WOA. In the event of

such individual person resigning or otherwise leaving the Organisation, he or she shall forthwith cease to be a representative thereof.

- 7.8. An organisation has the duty to replace its appointed representative if the latter is unable to attend any particular meeting of WOA or has resigned.
- 7.9. Each member organisation may appoint and have:
 - 7.9.1. Observers (who shall not be entitled to vote) may attend meetings.
 - 7.9.2. Honorary members may be appointed at the discretion of the board of trustees. Honorary members shall not be entitled to vote at meetings.
- 7.10. For good and sufficient reason to terminate the membership of any individual or organisation PROVIDED THAT the individual representing such organisation (as the case may be) shall have the right to be heard by the board of trustees before a final decision is made.

8. THE BOARD OF TRUSTEES

- 8.1 The Board of Trustees shall consist of no less than 5 members and not more than 12 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- 8.2 The Board of Trustees may in addition appoint no more than 5 co-opted members but so that no one may be appointed as a co-opted member if, as a result, more than one third of the members of the Board of Trustees would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the board of trustees called under clause 10(1) and shall take effect

from the end of that meeting unless, the appointment is to fill a place which has not been vacated in which case, the appointment shall run from the date when the post becomes vacant.

- 8.3 All members of the Board of Trustees shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- 8.4 The proceedings of the Board of Trustees shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 8.5 Nobody shall be appointed as a member of the Board of Trustees who is aged under 18 or who if appointed be disqualified under the provisions of the following clause.
- 8.6 No person shall be entitled to act as a member of the Board of Trustees whether on a first or on any subsequent entry into office until after signing in the minute book of the board of trustees a declaration of acceptance and of willingness to act in the trusts of the Charity.
- 8.7 Determination of Membership of Board of Trustees
 - 8.7.1 A member of the board of trustees shall cease to hold office if he or she:
 - 8.7.1.1 Is disqualified from acting as a member of the Board Of Trustees by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
 - 8.7.1.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 8.7.1.3 Is absent without the permission of the Board of Trustees from all their meetings held within a

- 8.7.1.4 period of six months and the Board of Trustees resolve that his or her office be vacated; or notifies the Trustees of a wish to resign (but only if at least three members of the Board of Trustees will remain in office when the notice of resignation is to take effect).

9. HONORARY OFFICER

In furtherance of the objects but not otherwise the Board of Trustees may exercise the following powers:

- 9.1. Appoint a President who shall be a ceremonial head of the Organisation.
- 9.2. Appoint Friends of the Organisation who share a common vision with Women Of Africa and able to further the Vision of the Organisation.
- 9.3. Employ and pay person or persons who are not members of the Board of Trustees, to supervise, organise and carry on the day to day running of the Organisation (hereafter known as the Management team)

10. THE MANAGEMENT TEAM

- 10.1. The management team would be headed by a Chief Executive Officer who will be responsible to the Board of Trustees and supervised by the chair of the Board.
- 10.2. The Chief Executive Officer shall be the administrative head of the organisation. She/he shall manage projects geared towards the said objects of the

organisation on a day to day basis; and shall advice and assist the Board of Trustees to:-

- 10.2.1. Establish where necessary Chapters (which could be autonomous or not).
- 10.2.2. Bring together in conference representatives of voluntary organisation government departments, statutory authorities and individuals.
- 10.2.3. Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof.
- 10.2.4. Arrange and provide for or join in arranging and providing for exhibitions, meetings, lectures, classes, seminars and training courses.
- 10.2.5. Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas.
- 10.2.6. Undertake, execute, manage or assist any charitable trusts, which may lawfully be undertaken, executed or assisted by the Organisation.
- 10.2.7. Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects.

- 10.2.8. Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Organisation.
- 10.2.9. Make for any property or properties as may be acquired.
- 10.2.10. Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Organisation.
- 10.2.11. Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.
- 10.2.12. At the Annual General Meeting hereinafter mentioned the Organisation, shall elect a chair, a vice-chair, a treasurer and such other Honorary Officers as the Organisation shall from time to time decide necessary.
- 10.2.13. The Chair and the Honorary Officers of the Organisation shall hold office until the conclusion of the Annual General Meeting of the Organisation next after their election but shall be eligible for re-election PROVIDED THAT no Honorary Officer shall hold office for more than two consecutive years. On the expiration of such period, two further years must elapse before any former Honorary Officer shall be eligible for re-election.
- 10.2.14. The Chair and the Honorary Officers of the Organisation shall be ex-officio members of the

Organisation, the said board of trustees and any other trustees.

11. BREACH OF TRUST AND CONFIDENTIALITY

11.1. Affairs of the Charity, any Organisations, members or individuals connected with the charity are to be kept confidential at all times. Without limiting this obligation, in addition to common law obligations to keep confidential information secret, you must not use or disclose to any person, Organisation, charity, Commission, or other establishment whatsoever, otherwise than in the proper course of your duties or with the written consent of the Management Team, any Confidential Information of the Charity, or that of any actual or prospective Affiliate, Organisation, person, beneficiary or members of the Charity (or any similar information of any Charity).

12. DATA PROTECTION

12.1. consent to the Charity and its or their duly authorised agents, employees, volunteers and members holding and processing both electronically and manually the data (including sensitive personal data and information contained in email and email attachments) it collects, stores or processes which relates to you, in the course of your membership, for the purposes of the administration and management of its business in furtherance of its objects and for compliance with applicable laws, procedures and regulations. It may also be necessary for the Charity and/or any Affiliated Organisation to forward such data outside the European Economic Area and Africa where the charity

or organisation has offices for storage and processing for administrative purposes and you consent to the Charity doing so as may be necessary from time to time.

13. INTERLECTUAL PROPERTY

13.1. Subject to the provisions of the Patents Act 1977, the Registered Designs Act 1949 and the Copyright Designs and Patents Act 1988, if at any time in the course of, or in connection with, membership under this Constitution, one creates or discovers or participates in the creating or discovery of any Intellectual Property directly or indirectly relating to, or capable of being used in, the charity carried on by the Charity or by any Organisation, member, or Affiliate full details of the Intellectual Property shall immediately be disclosed in writing to the Charity and the Intellectual Property shall be the absolute property of the Charity immediately upon the creation of such Intellectual Property. At the request and expense of the Charity, the one shall give and supply all such information, data, drawings and assistance as may be necessary or in the opinion of the Charity desirable to enable the Charity to exploit the Intellectual Property and shall execute all documents and do all things which may be necessary or in the opinion of the Charity desirable for obtaining patent or other protection for the Intellectual Property in such parts of the world as may be specified by the Charity and relevant law and for vesting the same in the Charity or as it may direct.

13.2. To the extent that title to any Intellectual Property does not automatically vest in the Charity as a consequence of one's relationship, one hereby assign

to the Charity with full title guarantee and with effect from its creation, all future Intellectual Property created or discovered by you during the course of one's relationship with the Charity, whether during charity activities or using any information obtained through the relationship with the Charity. You hereby waive any and all moral rights you may have in respect of the Intellectual Property.

14. CONFLICT OF INTEREST

- 14.1. No member of the Board Trustees shall acquire any property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Board of Trustees) in any contract entered into by the Board of Trustees.

- 14.2. Any Trustees who is a professional for example: being a solicitor, accountant or other person engaged in a professional function, may charge and be paid all the usual professional charges for business done by him or her or his firm when instructed by the Board of Trustees to act in a professional capacity on behalf of the Charity:

- 14.3. At no time shall a majority of the members of the Board of Trustees benefit under this provision

- 14.4. A trustee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

15. PROCEEDINGS AT BOARD MEETINGS

- 15.1. The Board of Trustees shall hold at least two Ordinary Meetings each year. A special meeting may be called at any time by the chairperson or by any two members of the Board upon not less than 4 days notice being given to the other members of the matters to be discussed but if the matters include an appointment of a co-opted member, then not less than 21 days notice must be given.
- 15.2. The chairperson shall act as chairperson at meetings of the Board of Trustees. If the chairperson is absent from any meeting, the members of the Board of Trustees present shall choose one member present to chair the meeting before any other business is transacted.
- 15.3. There shall be a quorum when at least one third of the number of members of the Board of Trustees for the time being or three members of the Board of Trustees, whichever is the greater, are present at a meeting.
- 15.4. Every matter shall be determined by a majority of votes of the number of members of the Board of Trustees present and voting on the question but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.
- 15.5. The Board of Trustees shall keep minutes in writing in a file kept for the purpose, of the proceedings at meetings of the Board of Trustees and any sub-committee.

- 15.6. The Board of Trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 15.7. The Board of Trustees may appoint one or more sub-committees consisting of three or more members of the Board of Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board of Trustees.

16. CHAPTER/SUBSIDIARIES/ORGANISATIONS/COMMISSION

- 16.1. The Trustees shall have power to establish local branches for the furtherance of the said objects. Each branch so established shall comply with and be subject to the following regulations:
- 16.1.1. The branch or subsidiary organisation shall act in pursuance of the objects and of the policy of the Organisation and shall be subject to such conditions as may from time to time be laid down by the Board of Trustees.
- 16.1.2. A subsidiary Organisation & or Commission shall be deemed to exist as an independent Body

although subject to the overall control of the Board of Trustees.

- 16.1.3. The Subsidiary Organisation thus constituted shall have its Constitution to reflect the local community and hence environment where it is operating.
- 16.1.4. The branch will be deemed to have adopted the model rules for branches as prescribed from time to time by the Committee unless it has, with the prior approval of the Board of Trustees, adopted other rules.
- 16.1.5. The branch may publish other literature solely in the name of the branch for local purposes but such literature shall not contain any statement contrary to the said objects or to the policy of the charity.
- 16.1.6. Representations of whatever kind to other bodies and/or individuals may only be made by the branch through or with the prior approval of the Board of Trustees.
- 16.1.7. The Treasurer shall receive all legacies bequeathed to the charity or other appropriate officer of the charity but subject to any special "trusts" by which such legacies may be affected, the Board of Trustees shall have power to direct that any legacy or the income there from shall be paid to a particular branch.

- 16.1.8. The branch may be empowered by the Board of Trustees to receive donations and any money received or raised by it may be expended by the branch in its area solely for the furtherance of the said objects. The branch shall make returns to the charity in such form as may from time to time be determined by the Board of Trustees.
- 16.1.9. Subject to this regulation, the branch may generally manage its own affairs and shall be solely responsible for its own debts and liabilities and shall not pledge the credit of the charity or that of the Committee or any individual member of the Board of Trustees.

17. MEETINGS

- 17.1. The first General Meeting of the charity shall be held not later than June and once each year thereafter an Annual General Meeting of the charity shall be held at such time (not being more than 15 months after the holding of the proceeding Annual General meeting) and venue as the committee shall determine.
- 17.2. The Secretary shall give at least 21 clear days notice in writing to each member. At such Annual General Meeting the business shall include the election of Honorary Officers; the election of full members to serve on the Board of Trustees; the appointment of an auditor(s); the consideration of Annual Report to the work done by or on behalf of the Board of Trustees and of the audited accounts; and the transaction of such other matters as may from time to time be necessary.

17.3. The Chairperson of the Board of Trustees may at any time at his/her discretion and the Secretary shall within 21 days of receiving a written request to do so, signed by not less than three full members, whether individual or representative, and giving reasons for their request, call a Special General Meeting of the charity.

18. NOMINATION OF OFFICERS AND COMMITTEE MEMBERS

18.1. Only members or co-opted members of the charity shall be eligible to serve in the Committee.

19. RULES OF PROCEDURE AT ALL MEETINGS

19.1. **Quorum:** Subject to a minimum of three, the quorum at a meeting of the charity or of the Committee or any appointed under clause 5(h) hereof shall be one third of the total actual membership of the charity for the time being, the Committee or Committees (as the case may be) or such other number as the charity may in General Meeting from time to time determine.

19.2. **Voting:** Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. Arrangements for proxy voting may from time to time be made by the Committee **PROVIDED ALWAYS THAT** no such arrangement shall be made with regard to clauses 12 and 13 hereof. No person shall have more than one vote notwithstanding that he/she may have been appointed to represent two or

more interests, but in case of an equality of votes the Chair of the meeting shall have a second vote.

19.3. **Minutes:** The Board of Trustees and all other Committees shall keep Minutes in writing, and the appropriate secretary shall enter therein a record of all proceedings and Resolutions.

19.4. **Standing Orders and Rules:** The Board of Trustee shall have powers to adopt and issue standing orders and/or rules for the charity, such standing orders and/or rules are subject to review by the charity in General Meeting and shall not be inconsistent with the provisions of this Constitution.

20. FINANCE

20.1. All monies raised by or on behalf of the charity shall be applied to further objects of the charity, and for no other purpose PROVIDED THAT nothing herein contained, shall prevent the payment in good faith of reasonable and proper remuneration to any employee or volunteer of the charity, or the repayment to members of the Board or of any Committee of reasonable out of pocket expenses.

20.2. The Honorary Treasurer shall keep proper accounts of the finances of the charity.

20.3. The Accounts shall be examined and certified by an independent accountant in line with charity law for England and Wales.

20.4. The Treasurer as aforesaid shall present a certified statement of the accounts for the previous financial year to the Annual General Meeting

20.5. A Bank Account shall be opened in the name of the Organisation with any Bank or Building Society. No less than two signatories shall sign all cheques.

21. TRUST PROPERTY

21.1. The Title to all real or personal property which may be acquired by or, on behalf of the Organisation shall be vested in the Board of Trustees lawfully entitled to act as Custodian Trustees.

22. ALTERATION TO THE CONSTITUTION

22.1. Any alteration to this Constitution shall be consistent with the founding principle of this charity.

22.2. Any alteration to this Constitution shall receive the assent of no less than two thirds of the full membership of the Organisation for the time being, whether individual or representative present and voting at a meeting specially called for the purpose, PROVIDED THAT notice of any such alteration shall be received by the General Secretary in writing no less than 21 clear working days before the meeting at which the alteration is to be proposed.

22.3. At least 14 days' notice in writing of such a meeting, setting forth the terms of the alteration shall be sent

by the Secretary to each member of the charity **PROVIDED THAT** no alteration shall be made which would have the effect of causing the Organisation to cease to be a Charity at Law. No alteration shall be made to clauses 3, 18 or this clause without prior written permission of the Charity commission.

23. DISSOLUTION

23.1. If the Board of Trustees by simple majority decide at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the charity, it shall call a meeting of all members of the charity who have the power to vote, of which meeting no less than 21 days notice (stating the terms of the resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a simple (two-thirds) majority of those present and voting at such meeting, the Committee shall have power to dispose of any assets held by or on behalf of the Organisation. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable Institution or institutions having objects similar to the objects of the charity as the Board of Trustees may determine.

24. NOTICES

24.1. Any notice may be served by the Secretary on any member either personally or on its appointed representative as the case may be, or by sending it

through the post in a prepaid letter addressed to such member at the last known address in the United Kingdom, or abroad and any letter sent shall be deemed to have been received within ten days of posting if within the United Kingdom or within a reasonable time if the destination is outside the United Kingdom.

25. FOUNDER'S GIFT TO WOMEN AND HUMANITY

25.1. Proviso:

The Existence of Women Of Africa is its creator's Gift to Women and Humanity, thus, its intellectual properties, its philosophy, its ethos and its material properties are vested in its founding objects. No individual or groups of individuals acting alone or in groups shall extinguish the charity under this Constitution for as long as its objects shall exist and protected by existing relevant laws.

26. INTERPRETATIONS

26.1. For the interpretation of the Constitution, the Interpretation Act 1978 shall, as it applies to the interpretation of an Act of Parliament or, a similar Act in force in a Common Law country of operation of the Organisation.

27. DEFINITIONS

27.1. Charity means Women Of Africa (Charity registration number 1056329)

27.2. Confidential Information shall include (but is not limited to) all and any information (whether or not recorded in documentary form or on computer disk or tape) which may be imparted in confidence or which is of a confidential nature or a trade secret concerning the Charity or prospective Affiliates, Organisations, members, plans or internal affairs of the Charity or any of its members, including, without prejudice to the generality of the foregoing, all know how, technical information, reports, interpretations, forecasts, records and business plans and accounts, business/charity methods, financial details, projections and targets, remuneration and personnel details, planned products, planned services, marketing surveys and research reports, budgets, fee levels, computer passwords, the contents of any databases, all and any confidential information or trade secrets relating to the Charities software including without limitation software specifications and functions, source and object codes, designs, drawings, logic diagrams, flow charts, coding sheets, listings, testing procedures and other material related to such software), commissions, commission charges, pricing policies and all information about research and development, the Charity or any members, beneficiaries' and related Affiliates and Organisations' names, addresses, telephone, facsimile or other contact numbers and contact names, the nature of their objects and operations, their requirements for services supplied by

the charity and all confidential aspects of their relationship with the Charity where such information is not already legitimately in the public domain.

27.3. Intellectual Property” means inventions (whether patentable or not, and whether or not patent protection has been applied for or granted), developments, proprietary information, trademarks, trade names, logos, art work, slogans, know-how, database rights, processes, designs (whether or not register-able and whether or not design rights subsist in them), utility models, works in which copyright may subsist (including computer software and preparatory and design materials therefore), philosophy historical interpretation, adaptations, applications, ethos and concepts of various creations and all works protected by rights or forms of protection of a similar nature or having equivalent effect anywhere in the world.

Amendment adopted on 1st December 2014



Alice Ukoko
Founder & CEO