

**CONSTITUTION OF
TANZANIA
NATURAL RESOURCE FORUM**

10th October 2008



Jumuiko la Maliasili Tanzania

Tanzania Natural Resource Forum

THE CONSTITUTION OF TNRF

CHAPTER ONE

ESTABLISHMENT, OBJECTIVES, FUNCTION AND MEMBERSHIP

ARTICLE 1 NAME

There shall be an organisation named **TANZANIA NATURAL RESOURCE FORUM** and the short title of the Forum shall be **TNRF**.

ARTICLE 2 HEAD OFFICE

The head office of TNRF shall be located at Arusha in the United Republic of Tanzania of P O Box 15605, Arusha.

ARTICLE 3 STATUS

TNRF shall be a Non-Governmental Forum registered under relevant laws of the United Republic of Tanzania, and shall be capable of:

- 3.1 Purchasing, leasing or exchanging, hiring or otherwise acquiring any real or personal property and any rights or privileges which the Forum may think necessary and convenient for the promotion of its social and educational objects maintain and alter any buildings or fixtures for convenience of the organisation's work.
- 3.2 Selling, letting, mortgaging and disposing of all or any of the property or assets of the Forum as may be thought expedient with a view to the promotion of its objects.
- 3.3 Doing anything within the ambits of the law for the purposes of advancing the objectives of the Forum; **PROVIDED** that the objects of the Forum shall not extend to putting up or supporting candidates for any government or local authority, or elections which would make it a political party within the meaning of the laws relating to political parties.

ARTICLE 4 OFFICIAL LANGUAGES

The official languages of the TNRF shall be English and ~~Kiswahili~~Swahili.

ARTICLE 5 OBJECTIVES

The general objectives of the Forum shall be as provided hereunder:

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- 5.1 To engage in the improvement of natural resource and macro-level policies for equitable, sustainable and locally viable livelihoods and land-use outcomes;
- 5.2 To engage in the collection, analysis and dissemination of information on improved natural resources management and governance;
- 5.3 To develop strong communication and collaboration between natural resource management stakeholders nationally and regionally;
- 5.4 To strengthen the capacity of civil society organizations to address rural livelihood and natural resource management issues;
- 5.5 To support the technical management capacity of the Forum's participants through the demand driven development of resource materials and collaborative networking and to promote best practices in natural resource management;
- 5.6 To manage the Forum effectively, accountably and transparently;
- 5.7 To mobilize resources for programme development;
- 5.8 To do all such other things as may be conducive or incidental to the attainment of the above objectives

ARTICLE 6 MEMBERSHIP

- 6.1 The membership of the TNRF shall be open to individuals and non-governmental institutions, which are interested in the equitable, sustainable and transparent management of Tanzania's natural resources for rural livelihoods and national development.
- 6.2 Membership will be governed by Regulations passed by the Steering Committee and approved by the General Assembly.
- 6.3 The obligation of TNRF members shall be to:
 - 6.3.1 Promote an atmosphere of transparency and accountability between and among themselves; Support the creation of a democratic and participatory leadership within the Forum;
 - 6.3.2 Promote and respect equality of all the members;
 - 6.3.3 Respect the autonomy and independence of each member;
 - 6.3.4 Foster constant dialogue and sharing of resources, information, expertise, and responsibilities among the members; Maintain a high standard of professionalism in service;
 - 6.3.5 Promote and preserve the sanctity of this Constitution;

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- 6.3.6 Pay fees and subscriptions as and when designated in Regulations created by the Steering Committee and approved by the General Assembly;
- 6.3.7 Refrain from influencing the Forum or its members in any way or manner, which may appear to prejudice the status of the Forum.

ARTICLE 7 FEES

There shall be no membership fee initially.

ARTICLE 8 DENIAL AND CESSATION OF MEMBERSHIP

Membership to the Forum shall cease upon the occurrence of any the following:-

- 8.1 Upon written resignation by a member;
- 8.2 ~~If there exists any reason why the member's conduct is contrary to the objectives of the constitution~~
member's continued membership is not in the interests of the organisation as set out in the Membership Regulations;
- 8.3 ~~If the General Assembly votes to expel a member whose conduct is deemed contrary to the objectives of the Forum;~~
- ~~8.4 The two-third vote of the Steering Committee shall have the power to deny or remove membership to any applicant though the decision may be overruled by the two-thirds vote of the General Assembly.~~
- ~~8.5~~8.4 If member is deregistered according to the laws of Tanzania (In case a member is an organization).

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CHAPTER TWO

ORGANS OF THE FORUM

ARTICLE 9 ORGANS OF THE FORUM

The organs of the Forum shall be the General Assembly; the Steering Committee and the Secretariat.

ARTICLE 10 THE GENERAL ASSEMBLY

- 10.1 The General Assembly shall elect a Steering Committee from the active members of the Forum to be a strategic decision making body on their behalf.
- 10.2 The General Assembly shall be the ultimate decision making body of the Forum and shall be composed of all the members of the Forum.
- 10.3 The General Assembly shall have regular general meetings to receive reports and review the progress of the Forum's programmes, and pass all Regulations prepared by the Steering Committee.
- 10.4 An Annual General Assembly meeting shall be held once in every calendar year. The meeting shall be called by at least twenty-one days' notice in writing. The notice shall specify the place, the date, the time and agenda of the General Assembly meeting.
- 10.5 The Annual General Assembly meeting shall be convened by the Steering Committee or by the requisition of not less than 10% of the members of the General assembly.
- 10.6 There shall be the Founding Members of the Forum who shall be the first members of the Forum and shall form part of the General Assembly. Their mandate shall be to appoint Chairperson and the Treasurer of the Forum.
- 10.7 The agenda of the Annual General Assembly shall be to:-
 - 10.7.1 Evaluate and discuss performance of the Forum and of the Steering Committee in the past year; Discuss and deliberate on various policies, vision, and directions for the future;
 - 10.7.2 Discuss and deliberate on structural changes in the other organs of the Forum, previously agreed upon by the Steering Committee; Formulate and recommend criteria to be used in the allocation of funds by the Forum;
 - 10.7.3 Amend or repeal the Constitution;

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- 10.7.4 Approve or disapprove annual report, budget, financial report and audited report; Receive, approve or disapprove Chairman's Report;
- 10.7.5 Elect members of the Steering Committee.
- 10.8 The quorum for the General Assembly Meetings shall be not less than 10% of the active members present in person or by proxy.
- 10.9 There shall be Special or Extraordinary General Meetings of the Assembly to deal with special or extraordinary issues that may arise. The meeting shall be called by at least twenty-one days' notice in writing. The notice shall specify the place, the date, the time and agenda of the General Assembly meeting.

ARTICLE 11 STEERING COMMITTEE

11.1 Purpose, roles and responsibilities

- 11.1.1 The Steering Committee shall direct and oversee the implementation of the strategy and objectives of the Forum.
- 11.1.2 The Steering Committee shall make all final decisions regarding program activities, budgets and expenditure which they will make in the best interest of the Forum.
- 11.1.3 The Steering Committee shall ensure the views and opinions of all members of the Committee are fully and openly articulated.
- ~~11.1.4~~ 11.1.4 ~~The Steering Committee shall provide oversight and guidance to TNRF Secretariat and the Coordinator.~~
- ~~11.1.4~~ 11.1.4 ~~The Steering Committee shall appoint an Executive Director (see Article 17) to direct the Secretariat, whose services may be discontinued through a two thirds vote of the Steering Committee.~~
- ~~11.1.5~~ 11.1.5 ~~The Coordinator~~Executive Director shall serve as Secretary to the Steering Committee and record attendance, take minutes of Committee meetings and keep a record of any votes taken.
- ~~11.1.5~~ 11.1.6 ~~The Steering Committee shall periodically review the performance of the Executive Director not less than once per year.~~
- ~~11.1.6~~ 11.1.7 ~~The Steering Committee shall provide oversight and guidance to TNRF Secretariat and the Executive Director.~~
- ~~11.1.6~~ 11.1.8 ~~The Committee shall have power to establish committees, directorates and other bodies for proper management of the Forum.~~
- ~~11.1.7~~ 11.1.9 ~~The Committee shall have power to do such other lawful things as necessary for the achievement of the goals and objectives of the Forum.~~

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~~11.1.8~~11.1.10 The Steering Committee shall have power to draft regulations for implementation of the objects of the constitution, but such regulation must be approved by the General Assembly.

11.2 Membership

11.2.1 The Steering Committee shall be elected by the General Assembly. Members of the Committee shall be not less than nine (9) and not more than fifteen (15).

11.2.2 Each Steering Committee member upon election will hold office for a three year term after which they may stand for re-election by the Annual General Assembly.

11.2.3 No Steering Committee may hold office for longer than two (2) consecutive three (3) year terms.

11.2.4 A Steering Committee Member consecutively failing to attend less than half the Steering Committee meetings over the course of one year shall automatically cease to hold office and may not stand for immediate re-election.

11.3 Termination of membership

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Membership to the Steering Committee shall be terminated upon the occurrence of any of the following:-

11.3.1 Death or insanity of a member;

11.3.2 Removal by the two-thirds vote of the General Assembly

11.3.3 Written resignation given one month prior to intended date of resignation;

11.3.4 Conviction of a member for criminal offences that leads to sentencing to jail for a minimum of three months;

11.4 Attendance and Participation

11.4.1 The quorum for the Steering Committee meetings shall be not ~~more-less~~ than ~~six (6)~~53 percent members of the committee present in person.

11.5 Voting

11.5.1 A vote may be called for by any member of the Committee and the call shall be seconded by another member. The ~~Coordinator~~Executive Director shall thereafter, record the vote.

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The ~~Coordinator~~Executive Director shall not have a vote, but will maintain a record of votes cast.

11.5.2 The votes shall be decided by a simple majority of those present at the Steering Committee meeting.

11.6 Reporting and Evaluation

11.6.1 All minutes of the Steering Committee meetings shall be made public at the discretion of the Steering Committee.

11.6.2 The Steering Committee and the Secretary shall conduct an annual review, evaluation and reporting of TNRF's activities and accomplishments during the Annual General Meeting.

ARTICLE 12 THE SECRETARIAT

12.1 The Secretariat shall be the operational body that runs the day-to-day activities of the Forum and report to the Steering Committee. It shall operate under the direction of the ~~Coordinator~~Executive Director and shall consist of additional staff as shall be appointed/hired by the Executive Director in consultation with the Steering Committee~~Forum~~.

12.2 The members of the Secretariat shall not necessarily be members of the Forum.

12.3 The Secretariat shall carry out the programs and strategy passed by the Steering Committee and approved by the General Assembly.

12.4 The Secretariat shall not be used by any TNRF members for personal gain.

CHAPTER THREE

ADMINISTRATION AND MANAGEMENT

ARTICLE 13 OFFICE BEARERS

The office bearers of the Steering Committee shall be the Chairperson, the Vice-Chairperson and the Treasurer.

ARTICLE 14 THE CHAIRPERSON

- 14.1 There shall be the office of the Chairperson of the Steering Committee.
- 14.2 The Chairperson shall be elected by a majority vote of the Steering Committee and will hold office for a term of ~~two-three~~ (23) years and, upon retirement shall be eligible for re-election.
- 14.3 In the event that the office of the Chairperson is vacated, the Vice-Chairperson shall discharge duties and functions of the Chairperson until another Chairperson is elected.
- 14.4 In the event of the absence of the Chairperson and Vice-Chairperson, the Steering Committee shall appoint person to fill the vacancy.
- 14.5 Subject to the other provisions of this Constitution, the office of the Chairperson shall be vacated by:-
 - 14.5.1 Written resignation of the Chairperson;
 - 14.5.2 Death or insanity of the Chairperson;
 - 14.5.3 Disqualification of the Chairperson from holding the office in accordance with the provisions of this Constitution;
 - 14.5.4 Suspension, impeachment or dismissal from office by the General Assembly;
 - 14.5.5 Any other event or occurrence that may lead to the office of the Chairperson to be vacant.

ARTICLE 15 VICE-CHAIRPERSON

- 15.1 There shall be the office of Vice-Chairperson of the Steering Committee. The Vice-Chairperson shall be elected by a majority vote of the Steering Committee and will hold office for a term of ~~two-three~~ (23) years and, upon retirement shall be eligible for re-election.
- 15.2 The Vice-chairperson shall be the principal assistant to the Chairperson in respect of all matters concerning the Steering

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Committee. He/She shall preside over all duties of the Committee in the event of the absence of the Chairperson.

15.3 His/Her terms of office shall be as those of the Chairperson.

ARTICLE 16 THE TREASURER

16.1 There shall be of the office of the Treasurer who shall serve as the Treasurer of the Steering Committee.

16.2 The Treasurer shall be elected by the Steering Committee and shall hold such post for term of ~~two~~ three (3) years, and upon retirement, shall be eligible for re-election.

16.3 The Treasurer shall report to the General Assembly and the Steering Committee.

16.4 The Treasurer shall:-

16.4.1 Be the chief financial and accounting officer of the Forum and the Steering Committee; Be the custodian of all financial records and books of accounts of the General Assembly and the Steering Committee;

16.4.2 Keep proper books and records with respect to all sums of money received and expended by the Forum and maintain a record of the assets and liabilities of the Forum.

16.4.3 Be responsible for the implementation of financial controls over the operations of the General Assembly and the Steering Committee and ensure that the accounts are prepared and that they reflect a true and accurate position of the Forum's financial position;

16.4.4 Be responsible for the preparation of financial budgets for presentation to the Steering Committee and approval by the General Assembly; Be responsible for the issuance of the Forum's financial reports and statements as and when required;

16.4.5 Make reports on the financial position of the Forum to the General Assembly or the Steering Committee when called upon; And Perform such duties as shall be assigned from time to time by the General Assembly or the Steering Committee.

ARTICLE 17 THE ~~COORDINATOR~~ EXECUTIVE DIRECTOR

17.1 There shall be the office of the ~~Coordinator~~ Executive Director who shall act as the Secretary to the General Assembly and the Steering Committee.

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- | 17.2 The ~~Coordinator~~Executive Director shall be responsible for the maintenance of all documents and records and shall report to the General Assembly and the Steering Committee.
- | 17.3 The ~~Coordinator~~Executive Director shall also be the head of Secretariat and shall be responsible for the execution and coordination of activities, programmes and plans of the Forum.
- | 17.4 The ~~Coordinator~~Executive Director shall be responsible to take notes, minutes or record speeches of the General Assembly and Steering Committee meetings.
- | 17.5 The ~~Coordinator~~Executive Director shall submit quarterly written progress reports to the Steering Committee for review.
- | 17.6 The ~~Coordinator~~Executive Director shall be responsible for coordinating TNRF's representation at invitation events, and may be called upon to represent TNRF in the absence of other Steering Committee members.

CHAPTER FOUR

ALTERATION OF THE CONSTITUTION AND FINANCIAL ADMINISTRATION

ARTICLE 18 ALTERATION OF THE CONSTITUTION

This constitution may be altered by the General Assembly as follows:-

- 18.1 By passing a special resolution at a General Meeting.
- 18.2 The meeting shall be called by at least twenty-one days' notice in writing. The notice shall specify the place, the date and the time of such meeting and shall give the particulars of the article to be amended, repealed, enacted or added.
- 18.3 For the purposes of amending, repealing or adding any article to this Constitution, the special resolution will be deemed passed by a two thirds (2/3) majority of the votes of the members present and entitled to vote at the General Assembly Meeting. The quorum to alter Constitution shall be 15% of the General Assembly.

ARTICLE 19 BANK ACCOUNTS & AUDITING

19.1 BANK ACCOUNTS

The Forum shall operate bank account(s) and the signatories shall be the Chairperson, Vice-Chairperson, Treasurer and other two members appointed by the Steering Committee.

Any transaction will require **two** of the above **five** signatories **signing jointly**.

19.2 AUDITING

- 19.3.1 The Steering Committee shall in every year recommend to the General Assembly for appointment a reputable audit firm to act as the independent auditor to conduct an audit of the Forum's financial records annually and submit to the General Assembly an annual audit report in writing.
- 19.3.2 The Forum accounts, records and documents shall be availed for inspection by the Auditor during the audit.
- 19.3.3 The Auditor shall remain an independent party and the Audit Report issued by the Auditor shall be made public.

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ARTICLE 20 FINANCIAL ADMINISTRATION

- 20.1 The funds of the Forum shall be sourced from contributions, donations and grants from both local and international donors. TNRF shall accept funds from any source, provided that the funds are legitimate and the receipt thereof is not contrary to the general philosophy and principles governing the Forum.
- 20.2 A Memorandum of Understanding shall be executed between TNRF and donors making contributions to the Forum.
- 20.3 Upon the recommendation of the Steering Committee and the approval by the General Assembly, funds may be sourced from members by way of subscription fees and members' annual contributions.
- 20.4 The Funds received or generated by TNRF shall be applied to the activities of the Forum only.
- 20.5 The Secretariat shall prepare an appropriate annual budget that will be approved by the Steering Committee. The budget shall make a provision of the estimated expenditure of the Forum for the relevant financial year and provide for reserve funds to cater for any contingent liability.
- 20.6 No expenses shall be incurred for the purposes of any activity except in accordance with the annual budget or in any other circumstances for which authorisation has been given by the Steering Committee.
- 20.7 The books of accounts shall be kept at the registered office or head office of the Forum, or at such other place or places as the Steering Committee may deem fit, and shall always be open to the inspection by the members.
- 20.8 A copy of the Auditor's Report shall be served to all persons entitled to attend the Annual General Conference not less than seven days before the date of the meeting.

CHAPTER FIVE

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MISCELLANEOUS

ARTICLE 21 COMMON SEAL

- 21.1 The Forum shall have a Common Seal that shall bear the name **TANZANIA NATURAL RESOURCE FORUM (TNRF)**.
- 21.2 The Common Seal of the Forum shall be affixed in presence of at least two members of the Steering Committee, one of who must be the Chairperson or Vice-Chairperson.
- 21.3 The custodian of the Common Seal shall be the Secretary.
- 21.4 The Steering Committee will keep a record of the use of Common Seal to be maintained by the ~~Coordinator~~ Executive Director.

ARTICLE 22 DISSOLUTION

- 22.1 Upon dissolution of the Forum, the Steering Committee shall supervise the cessation and the disposal of the liabilities. Assets of the Forum shall be distributed to other organization with similar objectives.

ARTICLE 23 COMMENCEMENT DATE

This Constitution shall come into force immediately, after having been passed by the meeting sitting to pass it.