**CONSTITUTION**

**BASIC NEEDS FOR ALL**

**ABBREVIATED AS BNA**

**ADOPTED IN MARCH 2018**

**Article 1.**  **Name of the organization**

This constitution establishes a charitable organization by the name of  **Basic Needs for All** and shall be abbreviated as **BNA**. The organization shall be registered under the Non Governmental Organizations Act No. 16 of 2009.

**Article 2. Postal/Physical address**

The organization (BNA) shall have its headquarters in Lusaka Zambia. The following shall be the interim physical address for the organization: 142 Chimukoko Road ,Mwanachingawala flats ,Emasmasdale , Lusaka

**Article 3: Objectives**

**3.1. General Objective**

To positively contribute to socio-economic development of most vulnerable people in areas of Water and Sanitation, Health, Education

**3.2. Specific Objectives**

1. To provide education and education opportunities to Orphans and Vulnerable Children including contributing to building and operating of schools.
2. To provide social welfare services (basic needs) for the care of orphans and poor and needy children and widows
3. To provide health services including conducting health outreaches to address the specialized health needs and targeted local communities;
4. To provide water and sanitation solutions in local communities (such as borehole drilling)
5. To contribute to the social and economic development of local communities;
6. To cooperate and coordinate with government and other organizations that has similar goals and objectives.

**Article 4. Governance (Management and Board)**

**4.1. Advisory Board**

1. There shall be an advisory board that shall provide advisory services to the management of the organization
2. The Board shall be composed of not less than five (5) and not more than 10 members with the following positions: Chairperson, Treasurer, Secretary and Committee members or any other position that the board or organization may create.
3. The organization shall identify various professionals in different sectors of the economy and request them to serve on the board.
4. Board members shall serve for three years renewable on availability of the members.
5. The board shall receive annual and financial reports from management for approval and advisory services
6. The board shall be the policy making body of the organization and provide policy direction and guidance to the management of the organization
7. All programmes to be undertaken by the organization will be approved by the board through annual work plans and budgets.

**3.2: Management/Secretariat**

Basic Needs for All shall establish a management office which shall be headed by the Executive Director. The Executive Director shall be responsible for the day to day operations of the organization (BNA). The office of the Executive Director shall serve as the secretariat to the advisory board of BNA.

Under the office of the Executive Director, there shall be other officers that shall support the day today running of the organization. Among other positions that will be created based on need, the following positions have been identified; **Administration Manager, Operations Manager, Accountant and Administration Officer.**

The Management will implement the policies of the Advisory board in line with the objectives of the organization. Management will report to the board on a quarterly basis during board meetings or on such times as the board may determine.

**Article 5. Duties of Office Bearers**

The Advisory Board shall be composed of not less than 5 and not more than 10 members;

* 1. Chairperson
  2. Treasurer
  3. Secretary
  4. Members

**5.1. Duties of the Board Chairperson**

**5.1.1.** Shall through the secretary call for board meetings

5.1.2. Shall preside over all board meetings (In his absence, the Vice chairperson or any other member chosen during a particular meeting shall chair the meeting)

**5.1.3.** Shall be one of the signatories to the bank account and financial expenditures;

**5.1.4.** Appoint/ Recommend Chairpersons of the Board Sub- Committees

5.1.5. Shall provide overall leadership of the organization

**5.2. Functions of the Treasurer**

**5.2.1.** Shall support the timely preparation of annual financial reports by management of BNA.

5.2.2. Shall provide technical support to management to ensure that all financial procedures are followed during the implementation of programmes

5.2.3. Shall ensure that financial reports for the organization are audited.

5.2.4. Shall be one of the signatories to BNA bank account

**5.3. Functions of Board Secretary**

**5.3.1.** Shall prepare the agenda and call for board meetings on behalf of the Chairperson

**5.3.2.** Shall ensure that meetings of the board take place as scheduled and on regular intervals

**5.3.3.** Shall keep a proper record of minutes of all board meetings and ensure that the distribution of such minutes to all the board members is done in time.

**5.3.4.** Shall support the Secretariat/Management in ensuring proper and accurate record keeping

**5.4. Board Members**

**5.4.1.** Shall attend board meetings and participate in decision making. The number will vary depending on the obtaining situation at any given time.

**Article 6. Tenure of Office of Board Members**

The Members of the board shall serve in the board for period of three (3) years. The term of office shall be a period of 3 years and can be renewed based on availability and performance of the respective members.

**Article 7. Meetings**

The board shall meet on a quarterly basis (four times in a year). The meetings shall be called by the Chairperson through the secretary. Notice of not less than 14 days shall be given for a meeting. Emergency or extraordinary meeting can be called by the chairperson on varying circumstances of need.

**Article 8. Quorum at Board meetings**

The quorum requirement for a board meeting to take place shall be 50% plus one members present (more than 50% of the members should be present).

**Article 9. Elections**

Positions such as Chairperson, Treasurer, Secretary or any other position shall be elective amongst the board members. Any member of the board can stand to be elected for such positions within the board. Every member shall have one vote.

**Article 10. Discipline**

There shall be developed a Code of Conduct for Board Members. All members will be expected to abide by the provisions of the Code of Conduct. It shall contain guidelines on how Board members should conduct themselves as well as proceedings of board meetings. Penalties will also be contained in the Code of Conduct.

Another Code of Conduct will also be developed for Management.

**Article 11. Finance**

The financial year for the organization shall run from 1st January to 31st December. The organization shall raise its resources from membership contributions and donations from various stakeholders. The organization shall operate a bank account(s) in the name of Basic Needs for All where all donations and contributions shall be channeled through.

All cheques and other financial documents shall only be signed by designated office bearers of the organization as shall be determined by the board and management (Panels or sets of signatories will be determined and set out in the financial guidelines manual).

All funds that belong to Basic Needs for All shall only be used towards the achievement of the objectives of the organization and as approved by the Board.

Financial reports for all the transactions of the organization shall be prepared and audited according to the requirements of the law and financial regulatory requirement in Zambia. These will be presented to the board for consideration and approval.

The organization will produce a financial guidelines manual which will provide details of how financial resources will be raised, spent and account for.

**Article 11. Amendments**

This constitution may be amended by a majority vote of the board, provided prior notice is given of the proposed amendment in the notice of the meeting for this purpose.

**Article 12. Dissolution**

The organization shall be dissolved if 75% of the members of the board, in a meeting called to discuss the matter, vote to dissolve the organization. Further, the organization may be dissolved if it becomes insolvent and unable to undertake the objectives for which it was created. The Registration authorities will be informed of such a decision and the certificate surrendered.

**Article 13. Disposal of Assets upon Dissolution**

The assets of the organization will be applied towards settlement of verifiable and lawful liabilities and debts of the organization. If there remains some assets, after settlement of liabilities and debts, the same shall not be distributed among board members or management staff, but shall be donated to another charitable organization (that prohibits distribution of assets amongst member) with similar objects as those of BNA or to a Government Department.

**Adoption of the Constitution**

1. **Name Position Date Signature**