

**THE CONSTITUTION
OF THE TANZANIA
ENVIRONMENTAL EXPERTS
ASSOCIATION
(TEEA)**



2016

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PREAMBLE

Realizing the obligation we have to the society and the environment, as professional Environmental Expert Practitioners in Tanzania;

Mindful of our position as professionals on Environment and our role to protect the integrity of the profession;

Determined to enhance professionalism, protect our interest and promote sustainable development in Africa generally, and in Tanzania in particular;

Aware that our aspirations can only be realized through a collective struggle by organizing and uniting environmental experts under a properly constituted organization;

Convinced that it is a duty we owe the present and future generations;

We, the Environmental Experts Practitioners assembled on the 20 day of November 2015;

DO HEREBY RESOLVE on this 20 day of November 2015, on behalf of members here present and absent to establish an Association as follow:

BE IT ADOPTED by an Annual General Meeting of the Association as the supreme hand governing this Association.

1. Establishment, Name and Status

- 1.1. A national association of environmental experts is hereby established to be known in English as the “Tanzania Environmental Experts Association (TEEA)” hereinafter referred to as “the Association”.
- 1.2. The Association shall be:
 - (a) An organization with legal personality and full powers to institute and defend legal proceedings, appeals and arbitrations in its own name and to hold, buy, sell, encumber, bank and pledge assets, movable and immovable, and at all times to do all acts necessary to protect and further its interests and all legal processes and documents to give effect thereto, may be signed by the Chairperson or his/her designated Deputy. Such proceedings must be in the name of the Association.
 - (b) A professional association and non-political but which will operate as non-governmental organization
 - (c) A separate entity with independent legal personality from its members.

2. Headquarters and Address of the Association

- 2.1. The Association headquarters shall be based at Dar es Salaam with the following address:

The Tanzania Environmental Experts Association (TEEA),
Wakulima Road, Plot No. 83, Kinondoni - Hananasif
P.O. Box 31517,
Dar es Salaam, TANZANIA,
- 2.2. The Association Headquarters and its address may be transferred as may be subsequently decided upon by the General Meeting.

3. Aims and Objectives

- 3.1. The Aims and Objectives of the Association are:-
 - (a) To promote, coordinate and protect the profession of its members.

- (b) To develop, maintain and enforce a Code of Ethics and Standards of Professional Conduct for its members;
- (c) To promote and encourage a high standard of practice amongst members of the Association in accordance with, but not limited to, the Association's Code of Ethics.
- (d) To promote and encourage amongst members of the Association conduct of their professional duties in an independent, professional, objective and impartial manner;
- (e) To provide a network for experts of environmental assessment for both at national and regional level.
- (f) To work closely and to establish relationships with institutions, local and international organisations having similar objectives to those of the Association in order to promote or advance the protection of the environment.
- (g) To facilitate exchange of specialised information and discussion of matters of common interest among members and environmental researchers, and environmental management practitioners.
- (h) To impart knowledge and skills to the members on matters regarding registration, practice and conduct of environmental impact assessors and environmental auditors
- (i) To promote environmental management in the community through coordination, facilitation, awareness raising, enforcement, assessment, monitoring and research.
- (j) To do such other things that will enhance the above aims and objectives and the development of other related areas.

4. Membership

4.1. Types of Membership

The membership of the Association shall have the following categories:-

The membership of the Association shall have the following categories:-

(a) **Regular Member:** Any person registered by NEMC as an environmental expert.

(b) **Honorary Member:** Awarded by the Executive Committee to any person who has made significant and substantial contribution to the growth and development of the Association, or has made a distinguished contribution to the field of environment in Tanzania.

4.2. The Secretary General shall, subject to the approval of the General Meeting, vary or amend the category of membership. Members of all categories shall enjoy the privileges of the Association but voting rights are restricted to regular members.

4.3. The list of members of the Association shall be maintained at the registered office.

5. Membership Admission Criteria and Mode of Application

5.1. Membership shall be on an individual, personal basis as well as companies for corporate.

5.2. Except for honorary members, any person registered by NEMC as an environmental expert shall be eligible for membership in the Association

5.3. A copy of the Constitution shall be furnished to every approved member upon payment of the registration fee.

6. Application for Membership

6.1. Any person wishing to join the Association shall do so by submitting his/her application in writing on a prescribed form to the Secretary General together with the following:

(a) Certificate of registration as environmental expert issued by NEMC;

(b) Certificates of all relevant academic qualifications;

(c) Prescribed fees; and

(d) Any other information as may be required.

6.2. For corporate members wishing to join the association shall do so by submitting application in writing on a prescribed form to the Secretary General together with the following:

- (a) Certificate of registration as environmental expert issued by NEMC;
- (b) Certificates of all relevant academic qualifications;
- (c) Prescribed fees; and
- (d) Any other information as may be required.

7. Membership Fees

- 7.1. Each member shall pay to the Association such membership fees as may from time to time be determined by the Annual General Meeting and may vary from time to time.
- 7.2. Annual subscriptions are payable in advance on or before the 1st day of January in each year except for new members who can pay a proportion of the annual subscription for that year as determined by the Annual General Meeting.
- 7.3. If a member falls into arrears with his subscription or other dues, the Treasurer shall inform him immediately. If he/she fails to settle his/her arrears within three (3) weeks of their becoming due, the Chairperson may order that s/he be denied the privileges of membership until s/he settles his/her account. If s/he falls into arrears for more than six months, s/he will automatically cease to be a member and the Secretary General shall take appropriate action against him provided that they are satisfied that s/he has received due notice of his/her debts.
- 7.4. Any additional fund required for special purposes can be raised from members and/ or any other source with the consent of the Annual General Meeting.

8. Membership Register

- 8.1. The Secretary General shall cause to keep and maintain a Membership Register in which shall be entered the full name, postal address, electronic mail, phone number, membership category and date of entry of the name of each Member and such other particulars as the General Meeting may from time to time prescribe by resolution.
- 8.2. The Membership Register shall be available for inspection by Members at all reasonable times at the office physical address of the Association.
- 8.3. Every Member shall be provided with a Certificate of Membership which shall remain the property of the Association and which shall be returned forthwith by any person who has resigned or whose name has been removed from the Register under the provisions of this Constitution.

9. Membership Rights

- 9.1. To elect, be elected
- 9.2. To air/ share his/her idea with other members
- 9.3. To participate and/or attending sitting of the organization at the level He/her entitled

10. Membership obligations

- 10.1. Respect the Constitution of the Association
- 10.2. Participate in respective meetings of the Association
- 10.3. Pay all membership fees and any other contributions as may be resolved by the Annual General Meeting

11. Cessation of Membership

11.1. Non-Payment of Dues

Any member of the Association shall cease to be a member in the event that his/her dues become six (6) months in arrears.

11.2. Death

A member shall automatically cease to be a member in the event of death.

11.3. Resignation

Any member of the Association who has paid all monies due and payable to the Association may resign from membership by first giving one month's notice in writing to the Secretary General of intention to resign and upon the expiration of that period of notice; the Member shall cease to be a Member.

11.4. Expulsion and Disciplinary Proceedings Thereof

- (a) A member may be expelled or subjected to other disciplinary actions for cause such as violation of any of the provisions of this Constitution or Code of Ethics and Standards of Professional Conduct, or for conduct which in the opinion of the Executive Committee is improper and prejudicial to the best interests of the Association.
- (b) The Executive Committee may temporarily suspend any member from the Association because of professional misconduct, including violation of any of the provisions of this Constitution or Code of Ethics and Standards of Professional Conduct.
- (c) The Executive Committee shall consider proceedings looking toward the expulsion or other discipline of any member upon the recommendation of the Disciplinary Committee.
- (d) Prior to its consideration of any such case, the Executive Committee shall advise the member in writing of the charges, shall notify the member of the time and place of the meeting of the Executive Committee at which the case is to be considered, and shall invite the member to present, at such a time, a defence either in person, or in writing. Evidence supporting the charges shall be presented to the Executive Committee at the meeting and the member charged shall have a full opportunity to reply and present evidence in reply to the charges.

- (e) The final action of the Executive Committee shall be by ballot at a meeting of the Executive Committee and the Executive Committee shall notify the accused in writing and, if expulsion is approved, shall drop the person's name forthwith from the Membership Register.
- (f) After a consideration of all evidence presented at the meeting of the Executive Committee at which the case is considered, the Executive Committee may decide that the charges against a member of the Association are not sufficient to justify expulsion. In such case, if charges are sustained or proven, the Executive Committee, at its discretion, may inform the accused of other disciplinary action.
- (g) A finding that the charges against a member have been sustained or proven shall require the affirmative vote of a majority of the entire Executive Committee. If the majority vote is less than two-thirds (2/3) of those voting, disciplinary action shall be restricted to a letter of admonition. Affirmative votes of not less than two-thirds (2/3) of the entire Executive Committee shall be required for expulsion.
- (h) No person who has been expelled from membership and no member who has been suspended shall during the period of the suspension be allowed any of the rights or privileges of membership in the Association. Service on Association committees, at all levels, shall be denied to a person expelled from the Association.

12. Reinstatements

- 12.1. A former member of the Association dropped from the Membership Register because of non-payment of dues may be reinstated by submission of application for reinstatement upon payment of all or part of the current year's dues and any prescribed penalty, depending upon the month of reinstatement.
- 12.2. A former member of the Association separated because of resignation may be reinstated through submission of application for reinstatement upon payment of all or part of the current year's dues, depending upon the month reinstated.

12.3. A former member of the Association separated by expulsion proceedings or by voluntary resignation following charges of alleged unethical conduct shall not be reinstated to membership except by special action of the Executive Committee. Proof that factors that caused expulsion will not be repeated and affirmative votes of not less than three quarters (3/4) of the entire Executive Committee shall be required to effect such reinstatement.

13. Organisational Structure

13.1. The Annual General Meeting involving all members shall be the supreme organ of the Association

13.2. Members of the Association will be served by an Executive Committee which shall be in charge of the daily business of the Association

13.3. Sub-Committees (including Disciplinary Committee) of the Association that will be established by Executive Committee as a need arise.

13.4. The Executive Committee

The Executive Committee shall consist of the following:-

(a) Chairperson;

(b) Vice Chairperson

(c) Secretary General;

(d) Treasurer

(e) Three members elected by the General Meeting.

13.5. The members of the Executive Committee shall hold office for a period of three (3) years and shall be eligible for re-appointment for one more term of three (3) years.

13.6. The Secretary General shall call the meetings of the Executive Committee at such times and places as it shall be resolved, but shall be required to meet once in three (3) months.

13.7. An emergency meeting of the Executive Committee may be called on the basis of a written petition to the Secretary General of at least five members of the Executive Committee.

13.8. Quorum of the Executive Committee shall be four members (out of 7)

13.9. Any position of the Executive Committee falling vacant shall be temporary filled in by a member nominated by the Committee from the full-paid members until the next Annual General Meeting.

14. Duties of the Executive Committee

14.1. The Executive Committee shall be responsible for the proper management of the Association and for that purpose, will give directions to the Secretary General and other officials of the Association as to the manner in which they shall perform their duties.

14.2. The Executive Committee shall have powers to appoint such committees, as it may deem desirable, as long as the committees are for the benefit of the smooth running of the Association.

14.3. The Executive Committee shall ensure all its decisions and directions are in compliance with those of the Annual General Meeting.

14.4. The Executive Committee shall have powers of hiring staff of the Association.

14.5. The Executive Committee shall approve receipt and authorize expenditure of the Association's money.

15. Executive Committee Vacancies

15.1. Any position of the Executive Committee falling vacant shall be filled in by a member nominated by the Executive Committee who shall serve for the unexpired portion of the term of office vacated. (the last bullet under Executive Committee reads: "Three members elected by the General Meeting". temporary filled in by a member nominated by the Committee from the full-paid members until the next Annual General Meeting.)

15.2. For the purposes of this Constitution, the membership of the Executive Committee becomes vacant if the member thereof:-

- (a) Ceases to be a Member of the Association;
- (b) Becomes bankrupt within the meaning of the Bankruptcy Act;
- (c) Resigns his or her office by notice in writing given to the Secretary General;

- (d) Fails to attend three consecutive Executive Committee meetings without notification following which the Executive Committee has resolved that his/her place on the Executive Committee shall be vacant.

16. Office Bearers

16.1. The office bearers shall be:-

- (a) The Chairperson;
- (b) The Vice Chairperson
- (c) The Secretary General; and
- (d) The Treasurer.

17. Elections and Tenure of Office Bearers

17.1. All office bearers shall be elected from full paid up members of the Association during the General Meeting.

17.2. There shall be (self?) nominations of candidates to be elected as members of the Executive Committee.

17.3. All nominations must be submitted to the Secretary General and they must indicate in writing their willingness to stand for election.

17.4. The Secretary General shall prepare a list of eligible candidates to be elected for the Executive Committee membership and a list of eligible voters for circulation at least two (2) months before the General Meeting.

17.5. There shall be a returning officer appointed by the General Meeting to oversee the election of members of the Executive Committee.

17.6. The elections shall be by secret ballot. Vote counting shall be open and the returning officer shall announce the results.

17.7. The office bearers shall hold office from the date of their election by the General Meeting for three (3) years and shall be eligible for re-election for one more term after the first three (3) years' duration.

17.8. All office bearers are expected to be of good conduct and have all professional skills required for their tasks.

18. Cessation and Suspension of Office Bearers

18.1. Any office bearer who ceases to be a member of the Association shall automatically cease to be an office bearer thereof.

18.2. Any office bearer may be suspended from the Association in the same manner as laid down for the suspension of members in this Constitution.

19. **Duties and Responsibilities of Office Bearers**

19.1. The **Chairperson** shall be responsible as:-

- (a) The overseer of the overall performance of the Association;
- (b) The chief spokesman for the Association;
- (c) The supervising the chief accounting officer of the Association and should be One of the signatories of the accounts of the Association.
- (d) Chair all Executive Committee Meetings and the General Meetings

The Vice Chairperson

- (a) Assistant to the Chairperson
- (b) Chair all meetings in the absence of the Chairperson

19.2. The **Secretary General** shall be responsible for:

- (a) Being the chief accounting officer of the Association;
- (b) The implementation of policies and decisions made by General Meeting;
- (c) Dealing with all correspondences, the general servicing of meetings, taking minutes and preservation of all records of the Association
- (d) Coordinating proposal for annual work plan and budget for presentation at the General Meeting for consideration and approval.
- (e) Keeping of a Membership Register;
- (f) Notifying members of the Association of meetings of the Association and members of the Executive Committee of their meetings;
- (g) One of the signatories of the Association; and
- (i) Perform such other duties as may be prescribed by the Executive Committee or the Chairperson.

19.3. The Treasurer shall be responsible for:

- (a) Banking or cause to be banked in the name of the Association all monies received;
- (b) Keeping the books of account and prepare the necessary financial accounts and statements;
- (c) Preparation of an annual budget for the approval of the Executive Committee;
- (d) Keeping records of all membership fees received by the Association;
- (e) Receiving and disbursing, under the direction of the Executive Committee all moneys belonging to the Association;
- (f) Preparation of financial reports for submission to the members through relevant forums;
- (g) The Principal signatory of the Association; and
- (h) Perform such other duties as may be prescribed by the Executive Committee or the Chairperson.

20. **Sub-Committees of the Association**

There shall be Sub-Committees whose members shall be appointed by the Executive Committee as a need may arise

20.1. Disciplinary Committee

Disciplinary committee shall be responsible to:

To hear charges brought against any Member;

To refer the matter to General Meeting if the charges may lead to the expulsion

To fix a date for the disciplinary hearing and instruct the Secretary to serve the notice of the disciplinary hearing upon the member charged

To summon the Member charged to attend before to give evidence in relation to the charges made against Him/her.

To consider and determine, after conclusion of the hearing, whether or not each charge has been proved;

20.2. Financial and planning Committee

Shall be responsible to;

Ensure the implementation of the annual operating budget

Review the Annual Audit each fiscal year and Quarterly monitoring of the Investment Policy

Create a draft annual budget for General meeting approval

21. Annual General Meeting

21.1. The Association shall in each calendar year convene an Annual General Meeting of Members.

21.2. The Annual General Meeting shall be held on such a day as the Executive Committee determines provided that not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.

21.3. Invitation for the Annual General Meeting, which shall accompany the Agenda, shall be communicated to the members three (3) months before the date of the meeting by the Secretary General. Such communication shall be through the member's current known address on the Register. The Chairperson of the Executive Committee shall not be liable to any delay that may occur in the delivery of the invitation.

21.4. The ordinary business of the Annual General Meeting shall be;

- (a) Confirming the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
- (b) Considering and approving the general policy of the Association;
- (c) Considering and approving the programme of action of the Association;
- (d) Considering and approving the annual work plan and budget of the Association;
- (e) Considering and approving financial and progress reports of the Association;
- (f) Considering and approving audited accounts
- (g) Appointing auditors for the following year;
- (h) Make amendment to the Constitution;
- (i) Considering and/or approving any other issue relating to the Association; and
- (j) Approve any Member of the Executive Committee temporarily nominated to fill in a vacant position of the Committee

- 21.5. All resolutions of the Annual General Meeting shall be decided by a simple majority by way of raising hands. However, sensitive issues may be decided on through the secret ballot. Each full member shall have one vote. Only fully paid-up, *bona fide* members of the Association may vote.
- 21.6. The quorum for the Annual General Meeting shall not be less than two-thirds of the voting members at the meeting.
- 21.7. The Chairperson or the Vice Chairperson shall preside at the meeting or in their absence any member elected by the Members present.
- 21.8. Extra-Ordinary General Meeting of the Association can be called up at any time if;
- (a) At least twenty-five percent of the members of the Association in a written request, signed by all of them, specifying the object of the proposed meeting and sent by post or delivered to the Executive Secretary of the Association, and thereupon an extraordinary general meeting of the Association shall be convened;
 - (b) At least two-thirds of the Executive Committee members pass the resolution or 50 percent of all fully paid-up regular members sign a petition to that effect. Upon the receipt of the request for an **Extra-Ordinary** General Meeting, the Executive Committee shall cause the meeting to be held within 30 days.
- 21.9. Discussions held and resolutions passed at the **Extra-Ordinary** General Meeting shall be confined to only those points listed in the request.
- 21.10. Members should be notified in writing by, post or emails seven (7) days prior to that Special General Meeting.
- 21.11. Quorum of the Extra-Ordinary General Meeting shall be half of the eligible members

21.12. If the Executive Committee does not cause a Extra-Ordinary General Meeting to be held within one month after the date on which the requisition is sent to the Secretary General, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.

21.13. A Special General Meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Executive Committee.

22. Electoral Committee:

Every Member of the Organization wishing to contest for a post/position in the Executive Board shall be required to find not less than three other members to nominate him/her and such nomination shall be scrutinized by the election committee whose members, not exceeding five, shall be elected at the proceeding electoral General Meeting.

23. Sources of Funds

23.1. The Funds for the Association shall come from:-

- (a) membership registration fees,
- (b) annual subscription fees paid by members,
- (c) fees from services that the Association may render from time to time;
- (d) Grants, gifts, legacies, trust funds and donations that the Association may receive,
- (e) Returns from activities carried out within the framework of its objectives; and
- (f) Financial support from Government or any other source.

23.2. The Association shall use the funds acquired under this provision only for the furtherance of the objectives of the Association and to meet the costs incurred in its operations and shall use any surplus accrued for such purpose as it may determine.

23.3. The Treasurer shall be responsible for all funds withdrawal, receipts and operations of expenses.

24. Financial Year

The financial year of the Association shall be a period of twelve (12) months, in accordance with the financial year of the government of Tanzania.

25. Bank Account

Funds allocated for the functioning of the Association and implementing its activities shall be deposited into a bank account selected by the General Meeting of the Association.

The Chairperson shall open a bank account in the name of the Association.

25.1. All cheques, agreements and other documents requiring signature on behalf of the Association must be signed in such manner as the Executive Committee resolves from time to time, on condition that all such documents must be signed by at least three (3) duly authorised people, one of whom shall be the Treasurer who shall be the principal signatory .

25.2. Bank signatories shall involve the Treasurer, the Chairperson, the Secretary General, and any other member of the Executive Committee appointed by the Executive Committee.

26. Accounts and Financial Audit

26.1. The Association shall keep and maintain proper books of accounts and records of accounts in respect of every financial year relating to the assets, liabilities, income and expenditure of the Association, and shall prepare in each financial year a statement of such accounts.

26.2. The accounts of the Association in respect of each financial year shall, within three (3) months of the end thereof, be audited by a Registered Auditor appointed by the Annual General Meeting for one (1) year. At the end of the year, such an Auditor shall be eligible for reappointment.

26.3. The Executive Committee Members shall not be eligible for appointment as auditors.

26.4. The Treasurer shall provide to the Auditor, an account of his/her receipts and payments and a statement of assets and liabilities made up to date which shall not be less than three (3) months before the date of Annual General Meeting.

- 26.5. The Auditor appointed under the provisions of this Constitution shall examine such accounts and statements and either certifies them as correct, duly vouchered and in accordance with the law or report to the Association in what respect they are found to be incorrect of each financial year, in addition to any other matter on which the auditor considers it necessary to comment on, whether or not:
- 26.6. A copy of the auditor's report on the audited accounts and statements, together with such accounts and statements, shall within fourteen (14) days of the completion thereof be forwarded to the Association by the auditor and then made available to all members at the same time as the invitation to the Annual General Meeting is sent out.
- 26.7. The Auditor statement shall be presented to the Annual General Meeting.

27. Payments for Duties

- 27.1. An Auditor will be paid such agreed fee for his/her duties as shall be approved by the Executive Committee.
- 27.2. The duties of all Executive Committee members shall not be remunerated. Nonetheless, expenses incurred by these officials in executing activities of the Association shall be borne by the Association.

28. Seal

- 28.1. The Common Seal of the Association shall contain the words "ENVIRONMENTAL ASSESSMENT EXPERTS ASSOCIATION OF TANZANIA."
- 28.2. The Common Seal of the Association shall be kept and applied by the Secretary General and shall be affixed to any document relating to the Association.
- 28.3. Any contract or instrument which, if entered into, or executed by a person except the Secretary General, will not be required to be under seal, and may be entered into or executed without seal on behalf of the Association by the Secretary General or any other person generally or specifically authorized by the Association on their behalf.

29. Logo

The Association shall establish a logo that identifies and publicizes it to its members and non-members for recognition. The logo shall be adopted after approval of the Annual General Meeting.

30. Website

The Association shall establish a website or any other medium of communication, which shall contain all the information relevant and necessary to the functioning of the Association and the members.

31. Amendment of the Constitution

31.1. Any members can propose amendment to the Constitution by writing to the Secretary General with support of at least 2/3 members

31.2. Any proposed amendments to the Constitution shall be discussed by the Executive Committee and upon agreement on the proposal, shall be circulated in writing to members at least thirty days in advance of the meeting.

31.3. Amendments shall be made by the Annual General Meeting

31.4. Amendment to the Constitution of the Association shall be approved by at least two-thirds majority of members at an Annual General Meeting or at a special meeting of the Association called for that purpose.

32. Conflict Resolution

Conflict arising between a member(s) and any member of Executive Committee shall be addressed by the Disciplinary Committee

If not resolved then will be taken to the Executive Committee

If not satisfied the matter shall be taken to Ward Executive Officer (Serikali ya Mtaa)

Finally to the Registrar of Associations where each side shall respect the given resolution

33. Trustees Of The Organization:

There shall be a Council of Trustees who shall act as custodians of the Organization assets.

The Council shall be appointed at every third Annual General Conference/Meeting from which such appointment was done.

The Council shall consist of three persons from amongst Organization members and shall perform duties according to the provisions of this constitution'

34. **Dissolution**

The Association shall not be dissolved except with the consent of not less than two-third of the Ordinary Members attending with voting rights in an General Meeting called for the purpose. In the event of dissolution, the association shall adhere the following

- To settle all debts and satisfy liabilities legally incurred on its behalf
- Shall be fully discharged in accordance with provisions under THE SOCIETIES ACT CAP 337 R.E 2002.
- Notice of dissolution shall be forwarded to the Registrar of Societies within fourteen (14) days from the date of dissolution.
- 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 Association as the Committee may decide.