



TUISHI TENA FOUNDATION

 *CONSTITUTION OF TUISHI TENA FOUNDATION*

2026



CONSTITUTION OF TUISHI TENA FOUNDATION

PART I: PRELIMINARY

ARTICLE 1: NAME OF THE ORGANIZATION

The name of the Organization shall be TUISHI TENA FOUNDATION. (TTF)

ARTICLE 2: INTERPRETATION

Unless the context otherwise requires in this Constitution, the following words shall be interpreted as follows:

WORD	INTERPRETATION
Act	Non-Governmental Organizations Act, No. 24 of 2002 as amended from time to time
AGM	The Annual General Meeting of TUISHI TENA FOUNDATION founders in accordance with this constitution
Bank Account	An account for TUISHI TENA FOUNDATION funds as stipulated in this Constitution
Board	A decision-making body created to guide, oversee and direct the conduct and development of TUISHI TENA FOUNDATION
Board Members	Persons appointed to form the TUISHI TENA FOUNDATION Board according to provisions of this Constitution and the Board Charter
Chairperson	A leader appointed by TUISHI TENA FOUNDATION Board to chair Board sessions and official representation
Prisoner	Any person currently serving a sentence or awaiting trial under correctional custody
Ex-Prisoner	Any individual previously incarcerated who has rejoined society but requires reintegration support

WORD	INTERPRETATION
At-Risk Youth	Young people vulnerable to crime, substance dependency, homelessness, or social exclusion
Socially Excluded Persons	Individuals discriminated, abandoned or pushed away from economic and social participation
Families of Prisoners	Spouses, children, parents or relatives with direct dependency or connection to incarcerated persons
Rehabilitation	A holistic transformation process restoring identity, discipline, mindset, income skills & responsible citizenship
Executive Director	Head of TUIISHI TENA FOUNDATION secretariat and the Secretary to the Board
External Auditor	A person or institution entrusted to inspect TUIISHI TENA FOUNDATION financial records and verify fairness of financial statements
Financial Year	A twelve-month implementation of TUIISHI TENA FOUNDATION strategic plan starting January 1st and ending December 31st
NGO	Non-Governmental Organization
Office Bearers	Chairperson, Vice-Chairperson and Secretary to the Board (or Executive Director)
Regional Reintegration Units (RRUs)	A unit appointed by TUIISHI TENA FOUNDATION to coordinate rehabilitation and reintegration matters regionally
Registrar	The Registrar of Non-Governmental Organizations
Secretariat	A management team led by the Executive Director

ARTICLE 3: REGISTRATION

The Organization shall be registered as a Non-Governmental Organization under the Non-Governmental Organizations Act, No. 24 of 2002 as amended from time to time.

ARTICLE 4: HEAD OFFICE

The Head Office of TUIISHI TENA FOUNDATION shall be located where determined by the Board within Tanzania Mainland, with regional coordination units established gradually as operations expand.

ARTICLE 5: SEAL AND LOGO

There shall be a Foundation seal with the name “**TUISHI TENA FOUNDATION**” in capital letters and it shall bear the official Foundation logo.

ARTICLE 6: AREA OF OPERATION

The Foundation shall operate in all regions of Tanzania Mainland, with programs reaching prisons, communities, courts, rehabilitation centres, schools, and vulnerable family households.

PART II: VISION, MISSION, VALUES, GOAL AND OBJECTIVES

ARTICLE 7: VISION STATEMENT

A society where prisoners, ex-prisoners, at-risk youth, socially excluded persons and families affected by incarceration can live restored, empowered and reintegrated lives.

ARTICLE 8: MISSION STATEMENT

TUISHI TENA FOUNDATION exists to rehabilitate, reintegrate and empower individuals affected by imprisonment and social exclusion. The Foundation will work collaboratively with correctional services, government, community networks, families, private sector and justice-reintegration partners to influence policy reforms, improve rehabilitation systems, promote mental transformation, economic empowerment and holistic restoration of lives damaged by incarceration.

ARTICLE 9: VALUES

- a) Respect for human dignity and rights of offenders without discrimination
- b) Protection of prisoners and ex-prisoners from inhumane treatment and social violence
- c) Honesty in recovery and transformation processes
- d) Accountability in rehabilitation and reintegration support
- e) Integrity in service and financial stewardship
- f) Collaboration with families, communities and justice actors
- g) Transparency in governance and program management
- h) Acceptance, empathy and non-judgmental engagement with affected individuals

ARTICLE 10: OVERALL GOAL OF TUISHI TENA FOUNDATION

To coordinate, influence, strengthen and empower national efforts aimed at rehabilitation, mental reform, reintegration, skill development and economic resilience of prisoners, ex-offenders, at-risk youth and socially excluded families.

ARTICLE 11: OBJECTIVES

TUISHI TENA FOUNDATION shall pursue the following objectives:

- a) Advocate for policies, laws and reforms that improve rehabilitation systems and humane correctional environments.
 - b) Mobilize partners and stakeholders to promote societal acceptance, counselling and reintegration.
 - c) Generate and disseminate knowledge, tools and information on rehabilitation and crime-prevention.
 - d) Strengthen capacity of caregivers, social workers, prison officers and family support groups.
 - e) Provide financial support, grants or micro-funding where capacity and funds allow.
 - f) Act as a bridge between government, correctional institutions and communities for social inclusion.
 - g) Establish and operate a Spiritual and Moral Rehabilitation Center aimed at providing spiritual counselling, inner healing, moral development, mindset transformation and emotional restoration for prisoners, ex-prisoners and other affected individuals without affiliation to any religion or denomination.
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PART III: FOUNDERS, RIGHTS & RESPONSIBILITIES

ARTICLE 12: FOUNDERS OF TUSHI TENA FOUNDATION

The Founders of TUSHI TENA FOUNDATION are:

1. **Saidi Ismail Kinanda**
2. **Boniventure Mwamlipivala Mwamatagi**
3. **Frank Kimambo**

These individuals are recognized as the originating authority responsible for establishing the Foundation, setting its foundational vision, legal formation and long-term strategic direction.

12.1 FOUNDERS' RIGHTS & PRIVILEGES

Founders shall:

- a) Hold permanent honorary recognition in all official records of the Foundation.
 - b) Approve the establishment, suspension or dissolution of the Board.
 - c) Possess priority voting rights on constitutional amendments, governance restructuring and major organizational changes.
 - d) Attend all AGM and Board sessions physically or through official representation.
 - e) Vet, approve or reject the appointment of the Executive Director and top-level leadership.
 - f) Exercise decision priority where Board voting results in a tie.
 - g) Receive full annual reports, including financial statements, audit reports, program performance and strategic assessments.
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12.2 FOUNDERS' DUTIES & RESPONSIBILITIES

Founders shall perform the following duties in compliance with Tanzanian NGO laws and principles of good governance:

a) Strategic Leadership & Vision

Safeguard the mission, vision and long-term strategy of the Foundation.
Ensure alignment of programs with national rehabilitation, reintegration, human rights and crime-prevention frameworks.

b) Governance & Institutional Oversight

Ensure the Foundation operates in compliance with the NGO Act, its Regulations and other relevant laws.

Participate in oversight of the Board and leadership to ensure accountability and ethical governance.

Approve major policies, organizational reforms and governance decisions.

c) Program Oversight

Oversee the ethical and professional execution of programs including legal aid, humanitarian support, reintegration services, economic empowerment and community prevention initiatives. Promote quality, safety, accountability and impact across all programs.

d) Financial Oversight & Final Approval Authority

Founders shall:

1. Serve as **final reviewers and approvers** of all major financial decisions, including:
 - High-value payments
 - Grant agreements
 - Donor-funded commitments
 - Major procurement decisions
 - Financial contracts and obligations
 - Asset disposal or acquisition
2. Act as **mandatory signatories** for all major financial transactions as defined in the Financial Manual, while respecting the dual-signatory structure under Article 42.
3. Review and approve annual financial reports, budgets, audits and compliance documents before submission to the Board or AGM.
4. Ensure transparency, legality, integrity and responsible management of Foundation resources.

e) Final Review Authority on Major Institutional Decisions

Founders shall act as the ultimate reviewers and consent authorities on:

- Strategic plans
- Organizational restructuring
- High-level partnerships (local or international)
- Senior leadership appointments or removals
- Policy reforms affecting the Foundation's mandate
- Any decision with long-term legal, financial or reputational impact

f) Resource Mobilization & Representation

Promote the Foundation nationally and internationally.
Support resource mobilization, donor relations, advocacy and strategic partnerships.
Represent the Foundation in high-level engagements.

g) Capacity Building & Institutional Strengthening

Ensure Secretariat and staff receive adequate professional support, tools and training.
Promote ethical leadership, discipline and institutional stability.

h) Monitoring, Evaluation & Impact Accountability

Oversee performance monitoring and evaluation systems.
Ensure program results guide learning, accountability and continuous improvement.

12.3 LIMITATIONS (Compliance Requirement)

To safeguard accountability and prevent abuse of authority:

- a) Founders shall not override lawful Board decisions without due process.
 - b) Founders shall not use their position for personal gain or financial interest.
 - c) Founders must declare any conflict of interest in decisions involving personal, family or business benefit.
 - d) Founders shall not interfere with audits, investigations or transparency mechanisms.
 - e) Founders' authority must operate strictly within the NGO Act and this Constitution.
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12.4 FOUNDER REPLACEMENT PROTECTION

A Founder may be removed only if:

- a) He/she voluntarily resigns in writing; **OR**
 - b) He/she is legally prohibited from serving due to fraud, corruption or financial crimes; **OR**
 - c) By unanimous decision of the remaining Founders **plus** a two-thirds (2/3) vote of the AGM.
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ARTICLE 13: TYPES OF PARTNERSHIPS

Although TUISHI TENA FOUNDATION shall not have general membership, it may enter into formal **partnership arrangements** with organizations, institutions and groups whose work is aligned with its objectives. For the purposes of coordination, the following categories shall apply:

13.1 Regular Partners

These are partners whose primary objectives and functions are consistent with the overall goal of **TUISHI TENA FOUNDATION**, particularly in rehabilitation, reintegration, crime-prevention, mental transformation, legal aid and socio-economic empowerment for:

- Prisoners
- Ex-prisoners
- At-risk youth
- Socially excluded persons
- Families of prisoners

Regular partners may include local NGOs, CBOs, faith-based organizations, legal aid clinics, counselling centres and community-based reintegration initiatives from different regions of Tanzania Mainland.

They shall have the right, upon invitation, to participate fully in **TUISHI TENA FOUNDATION**'s consultative meetings, joint activities and forums relating to the Foundation's work.

13.2 Affiliate Partners

These are organizations, community groups or initiatives that support rehabilitation and reintegration activities at grassroots, district, regional and national level in Tanzania, but whose primary mandate may not exclusively focus on the target groups of TUISHI TENA FOUNDATION.

They may:

- Apply to be recognized as Affiliate Partners; or
- Be invited by **TUISHI TENA FOUNDATION** due to the relevance of their work.

Representatives from each Affiliate Partner shall have the right to participate in meetings and activities when invited, but they shall **not** have any voting rights over internal governance of the Foundation and shall **not** hold elective office in the Organization.

13.3 Strategic Partners

These are organizations or entities that may be accorded strategic partnership in recognition of their contribution to the vision, mission and/or objectives of **TUISHI TENA FOUNDATION**.

They may include:

- International NGOs
- Government departments and agencies in the justice, correctional and social welfare sectors
- Professional organizations (e.g., law, psychology, social work, corrections, education)
- Media and academic institutions
- Development partners and philanthropic foundations

Strategic Partners shall have the privilege to participate by invitation in the Foundation's high-level forums, consultations and activities, but they shall **not** have the right to vote or to hold elective office in **TUISHI TENA FOUNDATION**.

ARTICLE 14: QUALIFICATIONS OF A PARTNER

An applicant will be accepted as a partner if:

- i. The goals or objectives of the group, organization, community or institution conform to issues of **rehabilitation, reintegration, crime prevention, social justice and the socio-economic empowerment of prisoners, ex-prisoners, at-risk youth, socially excluded persons and families of prisoners**.
 - ii. The organization agrees to comply with the terms and conditions as set out in this Constitution and any relevant partnership policy or framework adopted by **TUISHI TENA FOUNDATION**.
 - iii. Its existence is recognized in accordance with the laws establishing groups, organizations and institutions in Tanzania.
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ARTICLE 15: MODE OF APPLICATION FOR PARTNERSHIP WITH TUISHI TENA FOUNDATION

- i. A partnership application form will be submitted to the **TUISHI TENA FOUNDATION** Secretariat headquarters.
- ii. The applicant should present at least two (2) referees, who may be questioned about information, conduct and traits of the applicant organization whenever necessary.
- iii. For all applications, the referee may be a private or public institution, community, a group or other recognized organization.

Other modes and conditions for partnership applications can be found in the **Partnership Policy** and the application form, which shall be developed by **TUISHI TENA FOUNDATION** and shall form part of the governance framework of this Organization.

ARTICLE 16: RIGHTS AND PRIVILEGES OF PARTNERS

16.1 Rights

- i. Regular partners will have the right to attend **TUISHI TENA FOUNDATION** Annual General Meeting (AGM) sessions **when invited**, in accordance with guidelines set by the Board and Founders.
- ii. Regular partners may have the right, when so provided by policy, to propose agenda items, recommendations and programmatic ideas related to rehabilitation, reintegration and support to the Foundation's target groups.

16.2 Privileges

Partners may:

- i. Participate in meetings and activities organized by **TUISHI TENA FOUNDATION** upon invitation and based on the availability of resources;
- ii. Receive and provide technical support in the areas of rehabilitation, counselling, legal aid, psychosocial care, economic empowerment and community re-entry;
- iii. Be provided or informed of any relevant information relating to the development, protection and empowerment of prisoners, ex-prisoners, at-risk youth, socially excluded individuals, families of prisoners and the Foundation's work in general;
- iv. Participate upon invitation in empowerment trainings, capacity building workshops, joint campaigns and research initiatives organized by **TUISHI TENA FOUNDATION**.

ARTICLE 17: ROLES AND RESPONSIBILITIES OF PARTNERS

- i. Respect and protect the Constitution of **TUISHI TENA FOUNDATION**.
- ii. Share progress reports of joint interventions implemented in collaboration with **TUISHI TENA FOUNDATION**, where applicable.
- iii. Implement various rules and/or guidelines of the Foundation when participating in joint programs or funded initiatives.
- iv. Share all necessary information for the benefit of the Foundation, its target beneficiaries and other stakeholders, subject to confidentiality and data protection principles.
- v. Where financial or material arrangements exist, partners shall have the obligation to comply with agreed financial accountability and reporting standards.
- vi. Carry out activities related to rehabilitation, reintegration, crime prevention and empowerment of the Foundation's target groups and share information at the appropriate level with **TUISHI TENA FOUNDATION**.
- vii. Promote public education and awareness about the rights, dignity, reintegration and potential of prisoners, ex-prisoners, at-risk youth, socially excluded persons and families affected by imprisonment.

ARTICLE 18: CESSATION AND RESTORATION OF PARTNERSHIP

(a) Cessation of Partnership

A partner may cease to be a recognized partner of **TUISHI TENA FOUNDATION** if:

- i. They voluntarily resign whereby the partner must notify **TUISHI TENA FOUNDATION** in writing.
- ii. They fail to honour agreed obligations (including financial or reporting obligations where applicable) without notification.
- iii. They fail to submit progressive reports for three consecutive years for jointly funded or jointly implemented projects, where such reports are required.
- iv. They misconduct or conduct activities that lead to violation of human rights of prisoners, ex-prisoners, at-risk youth, socially excluded persons or families of prisoners, or that seriously contradict the Foundation's values.

v. A partner fails to attend three (3) consecutive key coordination meetings of the Organization without prior notice where their presence is essential to a joint initiative.

vi. They fail to adhere to **TUISHI TENA FOUNDATION**'s policies, regulations including the Partnership Policy which forms part of this Constitution.

(b) Restoration of Partnership

Any partner whose partnership was terminated or ceased in accordance with the provisions of article 18 (a) above, may apply to restore its partnership:

i. By reapplying in writing confirming that they have been able to rectify their mistakes that led to their dismissal. Its application will be discussed by the **TUISHI TENA FOUNDATION** Board and presented to the next AGM for approval where necessary.

ii. If approved to be restored, they shall agree to all conditions that will be set forth by the Board.

PART IV: OFFICE BEARERS, ELECTION AND TERM OF LEADERSHIP

There shall be three (3) office bearers for the Foundation who are the **Chairperson, Vice-Chairperson** and the **Secretary to the Board (who is also the Executive Director)**.

ARTICLE 19: CHAIRPERSON

There shall be a Chairperson of the Foundation who shall:

1. Preside over all **TUISHI TENA FOUNDATION** AGMs and Board meetings;
 2. Be the spokesperson for the Organization at high-level representation;
 3. Act as a link person for high-level governance representation or engagement with government, development partners and justice sector stakeholders.
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ARTICLE 20: VICE-CHAIRPERSON

There shall be a Vice-Chairperson of the Organization who shall (upon delegation or in the absence of the Chairperson):

1. Preside over all **TUISHI TENA FOUNDATION** AGMs and Board meetings;
 2. Be the spokesperson for the Organization when delegated;
 3. Act as a link person for high level governance representation or engagement.
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ARTICLE 21: EXECUTIVE DIRECTOR OR THE SECRETARY TO THE BOARD

There shall be an Executive Director of the Organization who shall:

1. Be an Ex-officio member of the Board of Directors (as Secretary) with no voting rights;
 2. Have a seat as Secretary to the Board and AGM;
 3. Call for Board meetings in consultation with the Chairperson;
 4. Oversee the Organization's daily activities and implementation of rehabilitation, reintegration and support programs;
 5. Receive all letters including partnership applications and other official correspondence and submit them to the Board for decision where required;
 6. Implement lawful decisions of the Board of Directors;
 7. Keep all documents of the Organization in safe custody;
 8. Be a co-signatory to the Organization's bank account(s);
 9. Keep records of all assets of the Organization and update the Board on their status;
 10. Be the Head of the Secretariat;
 11. Be the spokesperson for the Foundation in matters delegated by the Chairperson and Board, especially in programmatic and operational issues.
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ARTICLE 22: ELECTION AND TERM OF LEADERSHIP OF OFFICE BEARERS AND SECRETARIAT

The Chairperson and Vice-Chairperson of the Foundation shall be elected or confirmed by the AGM, upon recommendation from the Founders and/or the Board, to hold office for a period of three (3) years and may be re-elected for another term of three (3) years.

Their appointment shall always take into account integrity, experience in governance, commitment to the rehabilitation and reintegration agenda, and readiness to serve.

ARTICLE 23: THE EXECUTIVE DIRECTOR

There shall be an Executive Director of **TUISHI TENA FOUNDATION** who will be recruited through a competitive process led by the Board of Directors after following all proper recruitment procedures.

The Executive Director shall hold office for such period and under such conditions as determined by a contract of service between him/her and **TUISHI TENA FOUNDATION**. The recruitment process of the Executive Director shall further be provided under the Organization's Human Resources Manual.

The tenure of the Executive Director shall not exceed ten consecutive years of service but can be below ten years depending on other factors such as performance, disciplinary issues and availability of resources.

ARTICLE 24: LEADERSHIP ROLE OF THE EXECUTIVE DIRECTOR

The role and responsibilities of the Executive Director who is also the Secretary to the Board are outlined in Article 21 of this Constitution.

Further to Article 21, the Executive Director of **TUISHI TENA FOUNDATION** will be recruited through a competitive process led by the Board of Directors after following all proper recruitment procedures and the Organization's HR policy.

The Executive Director shall hold office for such period and under such conditions as determined by a contract of service between him/her and the Foundation. The tenure of the Executive Director shall not exceed ten consecutive years of service but can be below ten years depending on other factors such as performance, disciplinary issues and availability of resources.

ARTICLE 25: FINANCE MANAGER

There shall be the Finance Manager of the Organization who shall be one of the officers of **TUISHI TENA FOUNDATION** recruited by the Executive Director and approved by the Board of Directors through a competitive process, working and reporting to the Executive Director.

The Finance Manager shall:

1. Analyse and present financial reports in an accurate and timely manner; clearly communicate monthly and annual financial statements; collate financial reporting materials for all donor segments, and oversee all financial, project/program and grants accounting.

2. Coordinate and lead the annual audit process, liaise with external auditors and be a Secretary to the Finance Committee of the Board of Directors; assess any changes necessary.
 3. Oversee and lead annual budgeting and planning process in conjunction with the Executive Director.
 4. Administer and review all financial plans and budgets; monitor progress and changes; and manage organizational cash flow and forecasting.
 5. Implement a robust contracts management and financial management/reporting system; ensure that the contract billing and collection schedule is adhered to and that financial data and cash flow are steady and support operational requirements.
 6. Update and implement all necessary business policies and accounting practices; improve the finance department's overall policy and procedure manual.
 7. Be a co-signatory to the bank account.
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ARTICLE 26: PROGRAM MANAGERS

There shall be Program Managers of the Foundation who shall be officers of **TUISHI TENA FOUNDATION** recruited by the Executive Director and approved by the Board of Directors, working and reporting to the Executive Director. Their tenure will be guided by the contract of service from the Foundation.

The Program Managers shall:

1. Report to the Executive Director and be responsible for the operational success of **TUISHI TENA FOUNDATION**, ensuring seamless team management and development, and program delivery in prisons, communities and reintegration settings.
2. Develop and implement strategies that will maximize the synergies among program areas such as counselling, legal aid, vocational training, mental support, family support and community reintegration.
3. Work with staff to develop objective performance measurements across programs, to ensure consistent, high-quality implementation and goal setting for all employees.
4. Perform other duties as described in the Organization's Human Resources Manual.

The recruitment process of other secretariat staff and supporting staff shall be done by the Executive Director as provided under the Organization's Human Resources Manual.

PART V: BOARD OF DIRECTORS AND GOVERNANCE

ARTICLE 28: ESTABLISHMENT OF THE BOARD OF DIRECTORS

1. There shall be a Board of Directors composed of the Chairperson, Vice-Chairperson, Secretary to the Board (who is also the **TUISHI TENA FOUNDATION** Executive Director) and other co-opted members endorsed by the AGM and/or Founders.
 2. Members of the Board shall hold office for a period of three (3) years and may be re-elected/appointed for another term of three (3) years, provided that no member of the Board shall serve more than two (2) consecutive terms and no member shall be selected to the Board before completing one year of active engagement with the Foundation as a supporter, advisor, partner representative or founder.
 3. Both the Chairperson and Vice Chairperson of the Board shall be selected among Board members as prescribed in the Board Charter while the Executive Director of the Organization shall be Secretary to the Board.
 4. The Board of Directors shall have at least 3 and not more than nine (9) members elected/co-opted to serve in any one tenure.
 5. They shall hold their meetings at least four times in a financial year or at any other time where deemed necessary.
 6. The quorum shall be two-thirds (2/3) of the Board members.
 7. The composition of the Board shall always take into consideration inclusivity including but not limited to the issues of gender equity and persons with disabilities, and individuals with lived experience of social exclusion or working closely with prisoners and their families.
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ARTICLE 29: FUNCTIONS AND DUTIES OF BOARD OF DIRECTORS

1. The Board is the final decision maker on the policies and programmes of the Organization.
2. The Board deliberates the annual plans and budgets of the Organization.
3. The Board also ensures the provision of facilities necessary for the proper governance and direction of the Organization.
4. The Board shall employ the Executive Director and other senior management/staff.
5. The Board makes regulations for the proper management of personnel, facilities and finances of the Organization.
6. To protect and advance the image of the Organization.
7. Participate in developing the Organization's Strategic Plans.
8. Appoint auditor(s) and recommend the name of an external auditor of **TUISHI TENA FOUNDATION** for final approval by the AGM.

9. Prepare agenda for AGM and present a report including annual audited financial statements for AGMs.
 10. Mobilize resources and/or recommend alternative and sustainable sources of funds and other resources for implementation of the **TUISHI TENA FOUNDATION** Strategic Plan.
 11. Create sub-committees in accordance with the requirements as provided for in the Board Charter.
 12. Confidentiality and Conflict of Interest policies will be provided in the Board Charter, which forms part of this Constitution.
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ARTICLE 30: QUALIFICATION OF BOARD MEMBERS

A Board member shall have either of the following qualifications:

- i. Must be a leader of any organization which is a recognized partner of **TUISHI TENA FOUNDATION** or has strong relevance to the rehabilitation and reintegration sector;
 - ii. A co-opted member by the Board of Directors for any special reason including ensuring at least one-third (1/3) of the Board Members are not within any direct partner organization as prescribed in the Board Charter;
 - iii. One Board Member must have professional background on financial matters;
 - iv. Experience in leadership and willingness to work for the rehabilitation, reintegration and social reinclusion of prisoners, ex-prisoners, at-risk youth, socially excluded persons and families of prisoners;
 - v. Demonstrating readiness, dedication and commitment to the implementation of the Foundation's activities;
 - vi. Motivated to learn and share experiences with others;
 - vii. Must have at least a degree or an advanced diploma in either of the following fields of law, finance, social science, criminology, psychology, social work, special needs, business administration or any other related qualifications;
 - viii. More than five years' experience in management of a national/international institution or program with objectives similar to **TUISHI TENA FOUNDATION**;
 - ix. Other qualifications and modes of selection are provided for in the **TUISHI TENA FOUNDATION** Board Charter which forms part of this Constitution.
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ARTICLE 31: BOARD LEADERSHIP AND SELECTION OF BOARD MEMBERS

Selection, Eligibility and Procedure are provided for in the Board Charter.

a) Board Leadership

- i. Board Leaders are the Chairperson and the Vice-Chairperson.
 - ii. These are to be elected by the Board of Directors after their first sitting.
 - iii. In the absence of the Chairperson, the Vice-Chairperson assumes the role of Chairperson for 90 days until when the Board elects another Chairperson.
 - iv. If the post of the Vice-Chairperson is vacant it will remain until the selection of a new office holder to be held within 90 days, unless ordinary selections are due within six months.
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ARTICLE 32: CESSATION OF A BOARD MEMBER

A Board Member may cease to be a member due to one of the following reasons:

- i. Voluntary resignation.
 - ii. In the event of death.
 - iii. In the event that **TUISHI TENA FOUNDATION** has been dissolved voluntarily or legally.
 - iv. In the event of a member being convicted and imprisoned for a criminal offence, especially where such conviction undermines the integrity required of the position.
 - v. If a member has not attended three consecutive meetings without notice to the Chairperson.
 - vi. Completed his/her tenure.
 - vii. In case of a serious verified conflict of interest as specified in the Conflict of Interest Policy (and/or form).
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PART VI: ANNUAL GENERAL MEETINGS

ARTICLE 33: THE ANNUAL GENERAL MEETING

1. The Annual General Meeting is the highest authority of **TUISHI TENA FOUNDATION** and the final decision maker in matters relating to the activities and the conduct of the Foundation.
 2. The AGM shall be held once a year on the date, time and place as determined by the Board of Directors and endorsed by the Founders.
 3. Notice of the Annual General Meeting shall be given by the Secretariat in writing at least twenty-one (21) days prior to the date of the meeting. This notice shall be repeated at least seven (7) days before the date of the meeting.
 4. The quorum for the Annual General Meeting is two thirds (2/3) of all legitimate voting participants (Founders and any other category granted voting rights under this Constitution).
 5. No proceedings relating to the AGM shall be permitted to take place until the quorum is reached within the time frame for the commencement of the meeting.
 6. Each eligible voting participant will have only one vote. In the event of equal votes, voting will be repeated, and in the event of equal votes again, the Chairperson shall cast the deciding vote.
 7. Voting in the Annual General Meeting shall be by secret ballot and the decision shall be by a majority vote unless otherwise stated in this Constitution.
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ARTICLE 34: POWERS/FUNCTIONS OF THE ANNUAL GENERAL MEETING

1. Discuss new strategic partners for recognition and support, and deliberate on disciplinary issues or cessation of partnership where presented by the Board.
 2. Discuss and approve annual budgets, plans, physical and financial implementation reports.
 3. Amend the Constitution in accordance with Article 43.
 4. Confirm or endorse office bearers of the Organization where applicable.
 5. Approve issues originating from the Board of Directors.
 6. Approve the Board of Directors and any major restructuring of governance.
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ARTICLE 35: EXTRA-ORDINARY GENERAL MEETING

1. The Chairperson may convene an Extra-Ordinary Meeting on the basis of the written request from at least one third (1/3) of the eligible voting participants of the Annual General Meeting or upon a collective request from Founders.

2. The Executive Director of **TUISHI TENA FOUNDATION** shall give notice of seven (7) days before the date of the Extra-Ordinary Meeting.
 3. Extra-Ordinary Meetings shall be conducted in the same manner as the Annual General Meeting in accordance with the agenda of the meeting.
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ARTICLE 36: THE COMPOSITION OF THE AGM

The Annual General Meeting shall consist of the following:

- i. All Founders of **TUISHI TENA FOUNDATION**;
 - ii. Board Members of **TUISHI TENA FOUNDATION**;
 - iii. Representatives of Regular Partners and Strategic Partners may also participate as observers and without any voting rights unless otherwise granted by a specific resolution;
 - iv. The Executive Director of **TUISHI TENA FOUNDATION** as the secretary and non-voting member;
 - v. Invited guests from among stakeholders, as the Board may deem fit and who will not have the right to vote.
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ARTICLE 36 (bis): FUNCTIONS OF THE ANNUAL GENERAL MEETING

The Annual General Meeting will have the following functions:

- i. To approve the appointed Board Members;
 - ii. To hold the Board accountable for governance, financial stewardship and program results;
 - iii. To approve the external auditor of **TUISHI TENA FOUNDATION**;
 - iv. To set out new rates for any relevant fees, contributions or internal levies as may be required;
 - v. To amend this Constitution as may be required by Founders or legal authorities;
 - vi. Adopt policies and approve rules and guidelines of **TUISHI TENA FOUNDATION**;
 - vii. To approve the Board of Directors' reports, including strategic and financial reports.
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PART VII: REGIONAL REINTEGRATION COORDINATION UNITS

ARTICLE 37: REGIONAL REINTEGRATION COORDINATION UNITS (RRUs)

- i. For smooth coordination of **TUISHI TENA FOUNDATION** work from across the country, the Foundation shall establish **Regional Reintegration Coordination Units (RRUs)** in each region of Tanzania Mainland where feasible.
 - ii. In each region, there shall be one selected organization or focal person that will be responsible for coordination of all matters relating to rehabilitation, reintegration and family support at Regional Level in collaboration with **TUISHI TENA FOUNDATION**.
 - iii. The RRUs will coordinate all matters relating to rehabilitation and reintegration under the supervision of **TUISHI TENA FOUNDATION** Secretariat as provided for in the RRU Guidelines.
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ARTICLE 38: SELECTION OF THE REGIONAL REINTEGRATION COORDINATION UNITS

- i. The recruitment of RRUs shall follow criteria through advertisements by **TUISHI TENA FOUNDATION** Secretariat whereas partners and stakeholders in respective regions will meet to propose three (3) candidates as potential RRU organizations or focal institutions from among active reintegration actors in that particular region. The Secretariat will then verify and recommend one organization/focal person for approval by the **TUISHI TENA FOUNDATION** Board.
 - ii. Selection and approval of RRUs shall be conducted after every three years and the selected RRUs shall be eligible to be re-appointed for two consecutive terms.
 - iii. The Head of the organization that has been selected as **TUISHI TENA FOUNDATION**'s RRU will automatically become the Regional Coordinator of the Foundation or any other person as provided for in the RRU Guidelines.
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PART VIII: FINANCIAL MANAGEMENT, CONSTITUTIONAL AMENDMENT, DISSOLUTION AND CONFLICT RESOLUTION

ARTICLE 39: FINANCIAL YEAR

The financial year of the Organization shall be between 1st January and 31st December of the calendar year.

ARTICLE 40: SOURCES OF FUNDS

The sources of funds for the Organization shall be:

1. Contributions or agreed support from Founders;
 2. Fundraising;
 3. Legal gifts from friends and well-wishers;
 4. Grants and donations;
 5. Income generating activities;
 6. Proceeds of the sale of its property or services of its programs;
 7. Interest and profits accruing from property and investments of its funds;
 8. Any other funds which may be raised in accordance with the aims and objectives of
TUISHI TENA FOUNDATION.
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ARTICLE 41: USES OF FUNDS

Funds however obtained shall solely be applied towards the promotion of the objectives of the Organization, including direct and indirect costs of rehabilitation, reintegration, research, advocacy, capacity building and related program activities.

Where sub-grants or financial transfers to partners are involved, a separate financial manual on sub-granting shall be developed to regulate the sub-granting process.

ARTICLE 42: BANK ACCOUNT

There shall be a bank account (or bank accounts) opened in the name of **TUISHI TENA FOUNDATION**.

The Executive Director and any designated Program Managers shall be the signatories to the Bank Account of the Organization with an addition of one Board member.

The Finance Manager shall initiate all payments related to **TUISHI TENA FOUNDATION** Bank Accounts. For any transaction to be affected there must be signatures of two signatories among the four signatories and one should come from Block A (Executive Director and Board member) and another should come from Block B (**TUISHI TENA FOUNDATION** Managers).

No person shall be allowed to use the name of **TUISHI TENA FOUNDATION** to open and operate another bank account.

ARTICLE 43: CONSTITUTIONAL AMENDMENTS

Any part or clause of this Constitution may be removed, added, or amended by the General Meeting by the majority vote of eligible voters held for that purpose by:

- a. The General Meeting by the majority vote of eligible voters held for that purpose;
 - b. It can also be amended or changed due to current needs arising out of existing findings based on research or other emergency requirements;
 - c. This Constitution may also be amended or changed by the order of other governmental and legal authorities.
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ARTICLE 44: DISSOLUTION

1. The Organization may be dissolved by resolution passed at the General Meeting, by at least a two-thirds (2/3) majority of members eligible to vote or by operation of law.
 2. In the event that the Organization is dissolved, all assets remaining after payment of debts shall be transferred to another Non-Governmental Organization registered under the Act with similar objectives to **TUISHI TENA FOUNDATION**, particularly working on rehabilitation, reintegration and social inclusion of affected populations.
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ARTICLE 45: CONFLICT RESOLUTION AND ACCOUNTABILITY

1. No person shall be held personally liable for acts, negligence, or violations of the rules of one of the other members of staff or partners or any loss or damage resulting from the implementation of duties related to **TUISHI TENA FOUNDATION**, unless proven to be an act or negligence due to the will or gross negligence of that person.
 2. Whenever a conflict arises within the Organization, the Board will be responsible to settle the dispute.
 3. If the Board fails to handle the dispute, the matter will be referred to the General Meeting for a final decision.
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ARTICLE 46: TRANSITION PERIOD AND PROMULGATION OF THIS CONSTITUTION

This Constitution shall come into force upon its adoption by the Founders and its endorsement by the relevant legal authorities.

A reasonable transition period shall be allowed for:

- Alignment of existing structures, policies and manuals with this Constitution;
- Formal establishment of governance organs (Board, Secretariat, RRUs);
- Registration updates where required by law.

Upon completion of the transition period, all previous internal governing documents inconsistent with this Constitution shall be considered null and void to the extent of their inconsistency, and **TUISHI TENA FOUNDATION** shall henceforth be governed under this Constitution.