

**TANZANIA EVALUATION ASSOCIATION
(TanEA)**

CONSTITUTION

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CONSTITUTION OF TanEA (TANZANIA EVALUATION ASSOCIATION)

PREAMBLE

Tanzania Evaluation Association is a membership organization of monitoring and evaluation professionals and practitioners from public, private, civil society sector and development practitioners working in Tanzania. The association is a result of a series of inspirational conferences on evaluation and development organized by the African Evaluation Association (AfrEA) in 2002, 2004 and 2006. The organization has evolved from the momentous world agenda on sustainable development and governance by evaluation. This is a new policy style where integration (trade-off) and Multi level governance are the major guiding principles. At this interface, monitoring and evaluation becomes an important tool for decision making, legitimization, moderation, learning and accountability to achieve sustainable development.

Article 1: DEFINITIONS

In this Constitution unless the context otherwise requires:

“Board” means the Board of Directors created by Article 10.

“Member” means the member of the organization as described under Article 8.

“Republic” means the United Republic of Tanzania.

“Rules” means rules made by the Board of Directors under the relevant Article of this Constitution.

“Status” means the status of the organization as described under Article 5.

“M&E” means an abbreviated word for Monitoring and Evaluation.

“Chief Executive” means the head of the Secretariat appointed under Article 10 (4) (v).

Article 2: ESTABLISHMENT

There is hereby established an Organization to be known as Tanzania Evaluation Association and in its acronym TanEA (hereinafter referred to as **TanEA**).

1) Affiliation

At its formation TanEA shall be affiliated to African Evaluation Association (abbreviated as **AfrEA**).

2) Emblem.

The Organization shall have a logo bearing the acronym of Tanzania Evaluation Association '**TanEA**'.

Article 3: HEADQUARTERS

The headquarters of TanEA shall be in Dar es Salaam or any other place as may be designated subsequent to registration, provided that the organization may establish and maintain chapter offices at any other place as may be suitable for the affairs of the organization.

Article 4: LANGUAGE

The official language of the Organization shall be English and / or Kiswahili.

Article 5: STATUS

For all intent and purpose TanEA shall be a secular non governmental Organization (NGO), with no partisan political affiliation, autonomous and independent of its members and it shall apply its funds solely in the furtherance of the objects for which it was established.

Article 6: OBJECTIVES

TanEA shall always strive to:

- (a) Promote useful evaluations that support development in Tanzania.
- (b) Encourage development and publication of high quality monitoring and evaluation practice, research and theory development based on Tanzania experience and expertise.
- (c) To advocate the Government of Tanzania to create and maintain an appropriate regulatory framework for M&E in Tanzania
- (d) Advance capacity building in professional monitoring and evaluation in Tanzania.

- (e) Facilitate networking and information sharing on monitoring and evaluation in Tanzania and other parts of the world.
- (f) Remain as strategic reference center for monitoring and evaluation information relevant to all circumstances of Tanzania.
- (g) Promote and share Tanzanian monitoring and evaluation expertise and experience at relevant national, regional and international fora and events.
- (h) Establish synergy and linkages with the government of Tanzania to create and maintain an appropriate regulatory framework for M&E in Tanzania.

Article 7: ENSHRINED MANDATE

- (a) Produce and promote Tanzania Evaluation guidelines in line with M&E best practice
- (b) Constitute itself as forum for sharing knowledge and exchange ideas on best practices of the profession.
- (c) Strengthen and integrate the monitoring and evaluation as profession in Tanzania.
- (d) Ensuring M&E high quality programs in Tanzania
- (e) Publicize the association to the public, private and civil society sectors.
- (f) Network building through the AGM, Conferences, seminars, workshops and any other information channels as may be convenient.

Article 8: MEMBERSHIP

- (a) Membership of TanEA shall be composed of founder members, joining members, ex-officio members, individual monitoring and evaluation practitioners and honorary members.
- (b) Founder members shall be current signatories to the subscription / registration documents.
 - (c) Ex-officio members shall be composed of institutions directly involved in monitoring and evaluation.
- (d) Individual evaluation practitioners shall be comprise of practitioners involved in and have applied knowledge of monitoring and evaluation

- (e) The Board of Directors may invite or nominate any person to be an honorary member.
- (f) Joining members shall comprise of individuals and or institutions affiliated to the organization.

8.2 Admission

Admission of individual monitoring and evaluation practitioners and ex officio members shall be governed by Admission Rules to be made by the Board.

8.3 Rights of Members

A member shall be entitled to:-

- (a) Attend in person or proxy and vote at General Meetings.
- (b) Procure member's name be published in any official list of members.
- (c) Receive publications of the Organization on such concessions as may be determined by the Board.
- (d) Inspect and / or upon written request to the Chief Executive obtain copies of all published documents of the Organization
- (e) Participate in all activities of the Organization save for Associate and Honorary Members, any member shall be eligible to vote or hold an office in the Organization through election.

8.4 Duties of Members

All members shall:

- (i) Uphold the Constitution and Rules made there under.
- (ii) Endeavor to participate in all of the activities of the Organization.
- (iii) Pay fees and subscriptions when due and contributions when called upon.
- (iv) Refrain from influencing the Organization or its office bearers in any way or manner which may appear to prejudice the status and/or activities of the Organization.

8.5 Termination and Re-admission to membership

- (a) Membership may cease through resignation, expulsion, death, and for a non-citizen, upon cessation of the right to work. And in case of honorary Member by withdrawal of Membership by the Board.

- (b) A member who without sufficient reasons as the Board may determine fails to meet his/her obligation or who undermines the objectives and functions of TanEA or who conducts her/himself in prejudice to the Organization may have his/her membership withdrawn upon Special Resolution of the Board subject to the approval or otherwise of the General Meeting. Terminated membership may be restored provided that two years shall have elapsed from the date of termination.
- (c) No member shall be terminated without prior written warning and being afforded a right unless he/she has previously been warned in writing and have had an opportunity to submit defense.
- (d) The Board may suspend any Honorary member from the Organization for misconduct which otherwise attracts expulsion.

ARTICLE 9: ANNUAL GENERAL MEETING (AGM)

- 1) There shall be an Annual General meeting which shall be held within the first half of each calendar year.
- 2) A notice of twenty one (21) days shall be given to each member of the Organization specifying the nature of the business to be transacted in the meeting. Notwithstanding the notice requirement as above provided, in a matter calling for extreme urgency the Chief Executive may convene an extraordinary general meeting at such short notice it being not less than seven working days.
- 3) Any member desiring to propose a resolution upon any subject other than those specified in the notice shall give fourteen days notice of the same in writing to the Chief Executive, which resolution shall be circulated to members for not less than seven (7) days prior to the date of the meeting.

4) Functions of the General Meeting

- (i) Annual General Meeting shall be presided by the Chairperson or in his / her absence any Board Member appointed by members in attendance.
- (ii) The quorum of the Annual General Meeting shall be one third (1/3) or 15 registered members whichever is less. If at the time appointed for the meeting a quorum is not present, the meeting shall be adjourned for seven (7) days and at such adjourned meeting if the quorum is not present then members present shall constitute a quorum and may transact the business for which the meeting was called.
- (iii) The Annual General Meeting shall have unfettered power over but not limited any and all of the following:

- a) Establish and relinquish any portfolio of the Organization
 - b) Approve the audited accounts of the Organization for the year just ended.
 - c) Deliberate and decide on any matter referred to it by the Board
 - d) Elect the Chairperson for the Meeting, that of the Board and approve names of nominated Board members
 - d) Amend any provision of this Constitution
 - e) Approve Regulations and Rules tabled by the Board
 - e) Any other matter calling for the ultimate decision of the Organization.
- 5) **Voting**
 Unless otherwise provided, voting in all meetings shall be by secret ballot. Each member, other than honorary member, shall have one vote.
- 6) **Extra Ordinary General Meeting**
 An extra ordinary meeting may be called at any time by the Board on its own motion or at the request in writing of one half (1/2) of members then current.
- 7) **Board Meetings**
 Members of the Board shall meet at least four times per year. Meetings shall be called by the Chairperson or the Chief Executive acting on the directions of the Chairperson. One half of subsisting board members including the Chairperson shall constitute a quorum for a valid Board Meeting.
 Notwithstanding the generality of this provision any three Directors may at any time call for special Board meeting for a cause of sufficient importance or concern.
- 8) **Failure to attend meeting**
 Failure of any Director to attend three consecutive Board meeting without, in the opinion of the attending directors, sufficient reason may warrant the portfolio of the non attending director be declared vacant. Provided that notice of all meetings shall have been adequately communicated.

ARTICLE 10: THE BOARD OF DIRECTORS

- 1) There shall be formed a Management Board constituted of such directors as may be elected by members in a General Meeting whose number may not be less than seven but not more than ten. Board Members shall carry out their functions diligently in the interest of the Organization and in so doing they shall not seek or receive instructions from any person other than the General Meeting.
- 2) The following shall compose the first members of the Board of Directors
 - (i) Dr. Cyprian Mpemba
 - (ii) Prof. Samwel Wangwe
 - (iii) John Ulanga
 - (iv) Dr. Evelyne Lazaro
 - (v) Mr. Emmanuel Kwiligwa
 - (vi) Dr. Esther Dungumaro
 - (vii) Eng. Aloyce Mwamanga
 - (viii) Dr. Mary Shetto

3) Responsibility of the Management Board.

The Management Board shall be legal custodian of the assets and liabilities of the Organization and shall be entrusted with the responsibility and powers of governance.

4) Rights and powers of the Board of Directors:

The Board of Directors shall have the power to make decisions concerning policy, use of assets-including financials, staff, and effective management of the Organization.

Notwithstanding the generality of the foregoing provision, the Management Board shall be vested with the following specific powers:

- (i) Do or cause to be done such actions as may permit the achievement of the objectives of the Organization.
- (ii) Raise funds by way of borrowing, donations, sale of publications or gift of money or other property for furtherance of the Organization's objectives.
- (iii) Purchase assets and or take on lease property for the furtherance of the Organization's objectives.
- (iv) Sell, let, mortgage, dispose of or otherwise deal with any of its property or asset or any part thereof for such consideration or in such manner as it may consider necessary for the performance of objectives of the Organization.
- (v) Employ or cause to be employed and supervise the Chief Executive and such other staff members on such terms and conditions and remuneration as it deems desirable to ensure efficient and effective management of the Organization.
- (vi) Enter into contracts arrangements with persons or corporate bodies as necessary for the promotion of the Organization's objectives.
- (vii) Do all such things that any corporate body may by law perform in the furtherance of the Organization's objectives.
- (viii) Approve audited accounts for the preceding financial year and budgets for the forthcoming financial year.

- (ix) Ensure that assets of the Organization are applied and kept in good order within and in the furtherance of the objectives of the Organization.
- (x) Ensure that any decision in respect of the Organization's income, expenditure and borrowing are such that overall financial stability of the Organization is not jeopardized.

For the avoidance of doubt the Management Board may at its discretion call on any member of staff for sight or interview and conduct inspection of any papers, minutes, correspondence, accounts or document whatsoever produced to promote effective governance.

5) Tenure of Office of Board

All members to the Management Board shall hold office for a basic term of three years from the date of appointment and shall remain eligible for re-appointment after the expiry of the full term of three years provided herein.

6) Remuneration.

The members of the Board shall not be entitled to receive any remuneration for serving as such but may be reimbursed for any expenses incurred by them in the performance of their respective duties as provided in Rules approved by the General Meeting.

Article 11: ROLE AND DUTIES OF THE CHAIRPERSON

1) The Chairperson shall:

- (i) Bear the symbol of the Organization.
- (ii) Build participation of the board members.
- (iii) Acquire and communicate information to the Board.
- (iv) Lead the evaluation of the performance of the Board.
- (v) May delegate responsibility for specific tasks.
- (vi) Be the spoke person for the Board.
- (vii) Preside over Board meetings.
- (viii) Act as a principal supervisory contact for the Chief Executive.
- (ix) Motivate other Board members to take active role in the board.
- (x) Hold other Board members accountable.

2) Absence of the Chairperson

In the event that the Chairperson is not present at a meeting of the board those members present shall at the beginning of the meeting appoint an interim Chairperson who shall remain in chair for the duration of that meeting only.

Article 12: ROLE AND DUTIES OF THE SECRETARY

The Chief Executive shall be Secretary to all Board Meetings.

The Secretary shall:

- (i) Take or Cause to be taken Minutes of Board meetings.
- (ii) Maintain Records of the Board and custodian of all records of the Organization.
- (iii) In liaison with the Chairperson compile and circulate Meetings agenda.
- (iv) In consultation with the chairperson convene Meeting of the Board.
- (v) Provide a functional link between the Secretariat and the Board.

ARTICLE 13: SECRETARIAT

The Secretariat of the Organization shall be composed of the Chief Executive and such other members of staff and shall professionally and diligently implement all Board decisions and directives and shall always remain accountable to the Board.

Article 14: FINANCIAL PROVISIONS

1) Responsibility on Funds

The Chief Executive shall be responsible for the overall management and disbursement of funds or grants available to the Organization under directives and superintendence of the Board.

2) Bank Accounts

The Board of Directors shall cause to be opened and operate such bank accounts into which all funds of the Organization shall be kept.

3) Cheque Transactions

All cheques drawn by the Organization shall be signed by at least two persons as designated by the Board.

4) Annual Audit

The Board shall appoint qualified auditors to audit the Organization's accounts at the end of the financial year. The audit report shall be submitted to the General Meeting within the first quarter year following the year-end.

5) Financial Year

The financial year of the Organization shall begin on the 1st day of January and end on the 31st day of December.

6) **Financial Reporting**

The Organization shall adopt and maintain efficient financial systems and controls which may allow transparent accounts and international financial reporting at all times.

7) **Openness**

The Organization shall produce regular reports on work done and accounting statements and these shall be made available to members and stakeholders at request.

8) **Accountability**

The Organization shall be accountable to members in respect of finance entrusted to its care. It will ensure that assets are used effectively and efficiently and with "value for money" as a key concept.

9) **Power to Make Regulations**

The Board may make Rules and Regulations to guide its operations, modalities and extent of fees for its services and membership as it may be deemed expedient. Provided all Regulations concerning powers and privileges of members of the Board shall be approved by the General Meeting to be valid

Article 15: DISSOLUTION OF THE ORGANIZATION

1) **Procedure for Dissolution**

The Organization may be dissolved upon a special resolution passed at the Annual General Meeting specifically convened for the purpose.

Notification of the proposed resolution shall be sent to the members with notice of the meeting twenty – one days prior to the meeting. A unanimous vote for all members present in the meeting constituting the quorum will be required for the resolution to be valid

2) **Non Sharing of the remains of the assets**

If upon dissolution of the Organization there remains after the satisfaction of all liabilities, any property or assets, the same shall not be distributed amongst members of the Organization. Assets shall be given to some other NGOs in equal share or otherwise, having objectives similar to those of the Organization who shall prohibit the distribution of the said assets amongst their members.

If such NGOs cannot be identified then assets shall be transferred to some other charitable organizations that shall accept to prohibit distribution of the said assets among their members.

Article 16: AMENDMENT OF CONSTITUTION

Amendment Procedures

This Constitution of the Organization may be amended by Special Resolution of the General Meeting. Notification of the wording of the proposed amendments shall be sent to the members with notification of the meeting fourteen days prior to the

meeting. Two thirds of members of the Organization shall be required to vote in favour of amendments for any amendment to be valid. Implementation of the constitutional changes shall come into force following the meeting at which the amendments have been agreed.

Article 17: THE COMMON SEAL

The Organization shall have a common seal consisting of an embossed stamp with formal name of the organization. The seal shall be kept in a safe place and shall be endorsed on all official dealings.

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