



**THE CONSTITUTION
OF
“TANZANIA DEVELOPMENT AND AIDS
PREVENTION ASSOCIATION**

- TADEPA -

**P.O Box 1603,
BUKOKA
Tel/Fax: + 255 – 28 – 2221000
TANZANIA
Email: tadepaprojects@gmail.com
Website: www.tadepa.net**

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PREAMBLE

We, the Founders of Tanzania Development and AIDS Prevention Association (TADEPA) duly registered as a Non Governmental Organization (NGO) operating in Tanzania mainland.

RECOGNIZING current social, economical, political and environmental changes taking place both in Tanzania and the world at large as consequences of globalization;

RECALLING that our role is to complement Government programmes in order to improve the well being of the people in Tanzania especially the marginalized in line with the National Policy to eradicate Poverty and promote livelihoods of Tanzanians;

AWARE that our ability and effectiveness to undertake effective advocacy to influence the policies, programmes and practices of Development Stakeholder, the Government, bilateral, multilateral bodies and the Private Sector for the benefit of the poor and marginalized, has hitherto been greatly hampered.

RECOGNIZING further that; we and our partners have consistently expressed the need for Civil Society Organizations in Tanzania to promote participatory actions while addressing pertinent development issues of a social and economic nature;

DETERMINED and COMMITTED to enhance our effectiveness and efficiency through creating a developing consensus and a collective voice.

We as well recognize that the formation of TADEPA would greatly enhance our efforts and effectiveness.

Nonetheless; we, the members of TADEPA have convened here at Bukoba, on the 16th of March 2013 and resolutely resolved to amend the constitution of TADEPA “**WHOLLY**” in order to pave way for achievement of ambitions stated above basing on the said local and global changes.

TADEPA constitution and amendments thereto is henceforth as stipulated hereunder.

ARTICLE 1: ESTABLISHMENT

1.1 The Title

This organization shall be known as “Tanzania Development and AIDS Prevention Association” hereinafter referred to as “TADEPA”

1.2 Status

TADEPA shall be a Non-Governmental and Non-Partisan Organization and shall be governed by this Constitution.

1.3 Affiliation and Partnership

So far TADEPA is autonomous; however, it may affiliate/partner with any organization; local, Regional or International Organizations with similar or related objectives.

ARTICLE 2: REGISTERED OFFICE, ADDRESS, THE COMMON SEAL AND EMBLEM,

2.1 The Head Office

The Head Office of TADEPA shall be located in Bukoba Township along Market Street–Zam Zam area on Plot No. 3; Block B and when need be, other branch offices shall be established in any region in Tanzania Mainland.

2.2 Address

The address of TADEPA is P.O. Box 1063, Bukoba, Tanzania, East Africa
Tel/Fax 255-28-2221000, E-mail: tadepprojects@gmail.com, web: www.tadepa.net.

2.3 Common Seal.

The common seal of this NGO shall bear the words “Tanzania Development and AIDS Prevention Association” and shall be affixed to all documents in the presence of two Directors and their signatures – one of whom will be the Chairperson and Executive Director. The Seal shall be of the round form. The common seal shall be kept at the Head Office in a safe manner.

2.4 Emblem.

The Emblem of TADEPA shall bear a drawing of “a sun rise over” the waves of Lake Victoria in the centre of the emblem. The words **Maendeleo na Ushauri Nasaha** in white letters on a green background making a circle around the drawing. An acronym of TADEPA is written in big white capital letters at the base of the drawings, in a ribbon shape.

ARTICLE 3: VISION, MISSION & CORE VALUES OF TADEPA

3.1 The Vision of TADEPA

“A Healthy, Wealthy and Just community”

3.2. The MISSION of TADEPA

TADEPA is committed to empower the community to improve their livelihood through active participation in protection of human rights, conservation of environment and promotion of societal socio-economic stance.

3.3 Core values:

The TADEPA shall have the following Core Values:

- 3.3.1. Transparency
- 3.3.2. Accountability
- 3.3.3 Responsibility
- 3.3.4. Gender Parity
- 3.3.5. Participatory spirit
- 3.3.6. Voluntarism.
3. 3.7. Commitment
3. 3.8. Independence
3. 3.9. Teamwork
3. 3.10. Dignity

ARTICLE 4: OBJECTIVES OF TADEPA

- 4.1 To collaborate with individuals, organizations and the government in the fight against HIV/AIDS and other related issues.
- 4.2 To promote economic, social and cultural development through evolving appropriate development strategic interventions. `
- 4.3 To improve the quality of lives and care services among HIV/AIDS community members through provision of comprehensive prevention and care services.
- 4.4 To promote human rights among and for the vulnerable groups of people such as widows, orphans and other most vulnerable children (MVC) and elderly people by lobbying and advocacy through the Right Based Approaches (RBA).
- 4.5 To promote Public Health Care programmes with a wide range of community development approaches.
- 4.6 To promote environmental management and climate change adaptation and mitigation measures.

ARTICLE 5: MEMBERSHIP

The membership of TADEPA shall be open to individuals and Registered Organizations/CBOs that abide to the constitution of TADEPA.

5.0. Membership Categories

5.1. Individual membership:

This shall be open to individuals **above the age of maturity** who will be interested to join TADEPA.

5.2. Associate/Affiliate Membership:

There shall be Associate/Affiliate Membership that shall be open to NGOs, Voluntary Development Organizations (VDOs) and CBOs registered in Tanzania and ready to abide to TADEPA constitution.

5.3 Honorary Membership:

Honorary Membership shall be open to Organizations or individuals who would have rendered remarkable services or secured benefits to TADEPA by either rendering advisory services, securing financial assistance in the form of endowments, gifts, or donations and any other well placed personalities whose membership would be beneficial to TADEPA.

5.2: Requirements for Membership

- 5.2.1: Save for honorary membership, all applications for TADEPA membership shall be in writing and shall be approved by the Board, subject to ratification by the General Assembly.
- 5.2.2: Honorary membership shall be proposed by Management and approved by the Board.
- 5.2.3: Each individual or Affiliate/Corporate member shall pay such amount of entrance and annual fees as shall be determined by the Board from time to time subject to approval by the General Assembly.

5.3: Membership Rights

Among others all TADEPA members shall have the following rights:

- 5.3.1: All members shall have equal opportunities in decision making.
- 5.3.2: All members shall have a right to access TADEPA information.
- 5.3.3: Members shall have the right to participate in planning any project and/or initiatives which fits in TADEPA's Vision.
- 5.3.4: All members shall have the right to participate in resource mobilization for the benefit of TADEPA.

5.4: Membership guiding principles

- 5.4.1: Applicants for membership to TADEPA shall pay a non-refundable application fee
- 5.4.2: Each full member, associate or cooperate member of TADEPA, shall pay a membership and Annual subscription fee as shall be determined from time to time by the Board of Directors with the approval of the General Assembly.
- 5.4.3: Annual subscription shall be due and payable by the 28th day of February of each Calendar Year.
- 5.4.4: Members who are in arrears of their Annual Subscriptions shall be given one reminder,

specifying the amount due. Members, who fail to pay their Annual Subscriptions in time despite the reminder; shall not be eligible to attend TADEPA General Assembly and other meetings, unless they clear all their outstanding dues prior to the commencement of the meeting.

- 5.4.6: Additionally; all rights, including the right to seek for elective offices and the right to vote at the meetings, shall be suspended until the respective member clears all arrears due to TADEPA.
- 5.4.7: Associate and Corporate Members who are in arrears of their Annual Subscription payments shall lose the right to attend the General Assembly and other Sector Meetings organized under the auspices of TADEPA. They may not be eligible to stand for any elective position unless they clear all their outstanding dues prior to the beginning of the meeting.
- 5.4.8. Members shall lose their eligibility to participate in TADEPA meetings if such decision to that effect has been made by the Board following the member's proven failure to comply with requirements of this constitution and resolutions of the General Assembly.

5.5: Membership Register

There shall be a members' register of TADEPA showing in respect of each member, the following.

- a) The name and address of the member.
- b) Membership number.
- c) Category of Membership.
- d) Date of registration and number for cooperate member.
- e) The date of admission to membership of TADEPA.
- f) Sector/Programmes the member is engaged in for corporate members.

5.6: The Code of Conduct

- 5.6.1: TADEPA shall institute a Code of Conduct, which shall govern the conduct of its Members, Leaders and staff in accordance with this Constitution.
- 5.6.2: A Code of conduct Committee by the Board shall have power to receive and consider concern and complaints made against members of TADEPA and shall propose to the Board enforcement of the same.

5.7: Members suspension

A member may be suspended on any of the following grounds:

- 5.7.1: If that member willfully and continuously fails to comply with the Constitution.
- 5.7.2: If such member shows misconduct that may lead TADEPA to disrepute or detriment.
- 5.7.3: If the Board of directors receive a complaint that a member acted in breach of the Code of Conduct and that the breach warrants the member's suspension.
- 5.7.4: The Board of Directors has the right to suspend a member of TADEPA pending the approval of the General Assembly.
- 5.7.5: The Board of Directors may reverse or confirm the suspension of a Member who has been suspended by the management team for a specified period and on such other terms, as it deems appropriate.
- 5.7.6: A member who has been suspended will have all the rights on completion of the period of suspension.

5.7.7: A member who has been suspended for two consecutive times within a period of five years will not be eligible to apply for reactivation of membership.

5.8: Ceasing of TADEPA Membership

TADEPA membership shall cease if a member:-

- a) Is dismissed for continuously failing to comply with the provisions of this Constitution
- b) Resigns by giving notice in writing to the Chairman of the Board.
- c) Ceases to operate in Tanzania mainland for the case of a cooperate member.
- d) Conducts himself/itself in a manner likely to bring disrepute jeopardy or detriment to TADEPA.
- e) Is suspended for two consecutive times within a period of five years.
- f) Is expelled by a 2/3 majority vote resolution of the General Assembly

ARTICLE 6: LEADERSHIP ORGANS OF TADEPA

6.1 The General Assembly

6.1.1 The control of the affairs of TADEPA shall be vested in the General Assembly which is the supreme body of the Organization.

6.1.2 The General Assembly shall convene at least once a year. However, an extra ordinary General Assembly may be convened as need arises in order to address emergency issues of TADEPA. The agenda for these meetings shall be circulated to the members/delegates.

6.1.3 Notice for the General Assembly shall be circulated to eligible members/delegates at least 21 days, in the case of Annual General Assembly and at least seven (7) days in case of extra ordinary General Assembly. The Board shall determine the time and venue of the meeting.

6.1.4 Quorum for General Assembly shall constitute 2/3 of all eligible members/delegates. If after the expiry of 2 hours from the time appointed for the General Assembly a quorum of members shall not be present, the Assembly, if convened by a requisition of the members shall be dissolved; but in any other case, it shall be adjourned to the afternoon of the same day at the same place. If at the adjourned meeting a quorum of members is not present within two (2) hours from the time appointed, the members present shall constitute a quorum and all decisions made thereafter shall be valid and binding.

6.1.5 All decisions of the General Assembly, except the election of office bearers, shall be decided upon by a show of hands unless otherwise determined by the General Assembly.

6.1.6 The Chairperson may; with the consent of the General Assembly, adjourn the meeting to another time and place, but no new business shall be introduced at the General Assembly of which the adjournment took place; unless the notice thereof has been given to the members in advance.

6.1.7 Minutes of the proceedings of every General Assembly and reports shall be kept and circulated to all members; and if approved by the succeeding General Assembly, shall be signed by the Chairperson and Secretary. The Minutes so signed shall be conclusive and binding.

6.1.8 The duties of the General Assembly shall include the following:-

- a) Acceptance or rejection of new members.
- b) Election or removal of members of the Board of Directors.
- c) To receive, consider and approve TADEPA Plan, reports and Programmes.
- d) To receive, consider and approve Annual Budgets and financial reports, contracts and agreements.
- e) Consideration for acquisition or disposal of movable and immovably property of TADEPA as may be recommended by the Board.
- f) To consider any other business as the Board may deem appropriate.

6.1.9 The General Assembly shall be attended by:

- a) All registered members of TADEPA
- b) Executive Director
- c) Honorary members
- d) All members of the Board
- e) Invited guests who shall not vote.

6.2: Board of Directors

- 6.2.1 There shall be a Board of Directors of TADEPA who shall be not more than 10 and Not less than 7. The Board of Directors shall be elected by the General Assembly.
- 6.2.2 The Board of Directors shall elect a Chairperson from amongst themselves for a period of three years; after which, he/she can be re-elected.
- 6.2.3 The Board of Directors shall be the highest executive organ of the Organization
- 6.2.4 The Board of Directors shall meet at least once every four months, but if and when the need arises, a Special Board Meeting shall be convened. The motion to call a Special Board Meeting shall be made or presented by any one of the Directors. In such an event, the proponent Director shall present a letter to the Chairperson explaining the particular need for convening such a meeting
- 6.2.5 The Board of Directors shall have powers subject to Labour Laws, to be the employing authority of the management team and staff of the Organization
- 6.2.6 The Board of Directors shall appoint a firm of qualified Auditors, to serve as external auditors of the organization for each year.
- 6.2.7 The Board of Directors shall form Departments and all such departments shall be headed by Co-ordinators who will be answerable to the Management team.
- 6.2.8 Directors shall hold office for a period of three years after which they will be eligible for re-election.

6.2.9: Functions of the Board members shall be:

- a) To be acquainted with and support the vision and mission of TADEPA
- b) To ensure good governance
- c) To attend Board meetings
- d) To offer informed and impartial guidance
- e) To participate in committees and special events
- f) Support the Executive Director and other Senior staff in planning and management
- g) Take part in resource mobilization and to monitor proper resource utilisation.
- h) Promote TADEPA in the community.

- i) Enforce the Code of conduct that shall be established as provided under article 5.6 of this constitution.

6.2.10: Ceasing to be a Board Member

Any Member of the Board shall cease to be a Director if:

- a) She/he decides to resign voluntarily by submitting a letter of intention to the Chairperson who shall present the same to the General Assembly for approval.
- b) She/he dies.
- c) The Board of Directors votes him/her out of post.
- d) She/he is medically certified insane or of unsound mind.
- e) She/he is sentenced to imprisonment for a period of not **less more?** than six months.
- f) She/he is absent for 3 consecutive meetings without cause acceptable to the board.
- g) She/he cannot fulfil her/ his duties as per constitution or due to any plausible reason.

6.3: The Management Team.

6.3.1 TADEPA shall institute staff regulations which shall govern all workers' affairs.

6.3.2 TADEPA shall establish a management team for the better and efficient running of its plans and programmes under the general supervision of the Board of Directors

6.3.3 The management team shall be responsible for the day-to-day activities of TADEPA and shall perform all such other duties as the Board of Directors may from time to time direct.

6.3.4 The Management team Staff shall be appointed on such terms as the Board of Directors may determine.

6.3.5 The Management team shall be constituted by; Executive Director, Programmes Manager, Accountant and Administrator, who shall individually and collectively be:-

- a) The Executives and Accounting Officers of TADEPA at each positions and levels of management and supervisors of day to day functions of the organization.
- b) Responsible for mobilizing and generating civil society contribution to policy development and advocacy.
- c) Responsible for spearheading creative networking and information exchange among the Government, Donors, NGOs, the private sector and other development partners.
- d) Responsible, under the general direction of the Board of Directors and the specific direction respectively, for the maintenance of the Members' register, collection of membership and annual subscription fees, keeping proper books of accounts, maintaining proper control of assets and such other duties as the Board of directors may from time to time decide.

ARTICLE 7: LEADERS

7.1: Chairperson

- a) There shall be a Chairperson of the Board of Directors who shall be elected by the Board of Directors amongst themselves
- b) The Chairperson shall hold his/her post for a period of three years after which He/She may be eligible for re-election.

- c) The Chairperson shall preside over all Board and General Assembly meetings and in his/her absence, the Board or General Assembly shall appoint a member from amongst themselves to chair the meeting.
- d) The Chairperson shall be the chief spokesman of TADEPA
- e) Ensuring the board performs its job well and evaluates its own performance
- f) Representing the organization in the public and other local and international forums.

7.2: Executive Director

- 7.2.1 There shall be the Executive Director of TADEPA who shall be responsible to the Board of Directors; and shall be the overall in charge of TADEPA activities for all regional and district branches.
- 7.2.2 Selection criteria and Qualifications of the Executive Director shall base on qualifications and experience in organisation management, preferably NGO management and holding a degree in social, management and public health.
- 7.2.3 The main responsibility of the Executive Director shall be establishment and maintaining of TADEPA services through Team building, staff motivation, resource mobilization and management with great emphasis on enabling TADEPA as an organization to achieve the intended Vision, Mission and Objectives.
- 7.2.4 The Executive Director shall hold the office for a period of 5 years which is renewable annually.
- 7.2.5 The Executive Director shall be the chief spokesman of TADEPA in consultation with the Chairperson of the Board of Directors.
- 7.2.6 The Executive Director shall have powers subject to the labour laws, to discipline any employee.
- 7.2.7 The Executive Director shall oversee all TADEPA branches wherever established.
- 7.2.8 In collaboration with the Programmes Manager, the Executive Director shall, develop the organizational strategic plans, look for new partners, sign all contracts and shall be the liaison officer between the organisation, the Government and other Development partners for furtherance of TADEPA interventions
- 7.2.9 Shall develop, compile and present the working policies of the organisation to the Board of Directors for approval.
- 7.2.10 Shall keep and maintain all TADEPA legal documents and articles in a safe custody
- 7.2.11 Shall prepare and present annual activity and financial reports to the Board of Directors at every end of a financial year
- 7.2.12 Shall be the Secretary to the Board and General Assembly meetings.

7.3: Programmes Manager

- 7.3.1 There shall be a Programmes Manager who shall be appointed by the Board of Directors to be a team leader and coordinator of all of programmes.
- 7.2.2 The Programmes Manager shall be selected according to relevant qualifications; particularly good experiences in NGO management,
- 7.3.3.1 In collaboration with the management team, the Programs Manager shall be responsible for resource mobilization and fund raising.
- 7.3.4 He/she shall facilitate various trainings, which are undertaken by TADEPA and other NGOs/CBOs.

- 7.3.5 The Programmes Manager shall be employed on contractual Basis and renewable yearly for a period of 5 years.
- 7.3.6 The Programmes' Manager shall be responsible for strategic management and planning through facilitation of programme coordinators to develop tangible plans
- 7.3.7 Shall compile relevant reports and present the same to the Executive Director.
- 7.3.8 Shall provide technical assistance, supportive supervision and backstopping to programme coordinators and other stakeholders.

7.4: Accountant

- 7.4.1 The Board of Directors shall appoint a qualified person with good repute and integrity to be an Accountant.
- 7.4.2 The Accountant shall be the head of finance and accounts department and shall execute the following:-
- a) To establish and maintain financial, administrative and management procedures as per required standards.
 - b) Advisor to Executive Director, Management team, Programmes Manager and the Board of Directors on financial matters.
 - c) To ensure all relevant books of accounts are instituted and properly and safely kept.
 - d) In collaboration with other Management team members, to prepare the annual budget for the proceeding year and ensure that all expenditures adhere to approved annual budget.
 - e) Preparation and timely submission of quarterly, mid-year and annual financial reports.
 - f) Preparation of final accounts for auditing
 - g) To ensure that TADEPA financial regulation and internal financial control/ mechanisms are adhered to
 - h) To perform any other duties as the Executive Director or the Board of Directors may direct.

ARTICLE 8: REMUNERATIONS

8.1 Remuneration of Office bearers

The Executive Director, Programme Manager, Administrator/Accountant shall be paid such remunerations by way of salaries, honorariums, allowances and gratuity or terminal benefits as shall be determined from time to time by the Board of Directors.

8.2 Remunerations of other Employees

Other employees of TADEPA, shall subject to the provisions of the relevant law, be paid such remunerations by way of salaries allowances, bonus and gratuity or terminal benefits, as shall be determined from time to time by the Board of Directors.

ARTICLE 9: TADEPA BRANCHES

9.1 As a national organisation, TADEPA shall be at liberty to operate in all regions of Tanzania mainland by opening branches in any part of Tanzania mainland depending on need and availability of resources.

9.2 The Executive Director shall coordinate and oversee all operations of TADEPA branches.

9.3 The branches will be run by the TADEPA Management team.

ARTICLE 10: FINANCIAL PROVISIONS

- 10.1 The financial year of TADEPA shall commence on the 1st day of January and end on 31st December of the calendar year.
- 10.2 TADEPA shall establish financial regulations which shall govern management of financial transactions.
- 10.3 TADEPA shall open and maintain Bank account(s) in its name and ensure that all monies belonging to and received by TADEPA is paid into the Bank Account(s) before its expenditures. PROVIDED that the Accounts department shall be permitted to retain such petty cash as shall be determined by the Board of Directors from time to time to cater for petty cash payments. These monies shall be accounted for accordingly.
- 10.4 All cheques drawn on TADEPA's accounts shall be signed by the following: the Chairperson, Executive Director, Accountant, Programmes Manager, and one more board member. Two signatures shall withdraw money from the bank.
- 10.5 The annual budget prepared by the Accountant in collaboration with the management team shall make provision for all the estimated expenditure of TADEPA for the respective financial year, and in particular:-
 - a) For the approved recurrent and development expenditures.
 - b) For the payment of salaries, allowances and other charges.
 - c) For the payment of pensions, gratuities and other charges, if any, in respect of any retirement benefits which may be payable out of the funds of TADEPA
 - d) For the proper development and maintenance of the properties of TADEPA
 - e) For the proper maintenance, repair and replacement of the equipment and other movable property of TADEPA
 - f) For the creation of such reserve funds to meet future and contingent liabilities in respect of retirement benefits or insurance or in respect of such other matters as TADEPA may deem fit.
 - g) The Board of Directors shall present annual estimates to the General Assembly for approval.
 - h) No expenditure shall be incurred except in accordance with the Annual estimates approved by the Board of directors
 - i) The Accountant shall ensure that all books of accounts are dully audited and the audited financial reports shall be presented to the General Assembly after being approved by the Board of directors
 - j) The Board of Directors shall at its meeting appoint a firm of auditors to audit the books of Accounts at the end of each financial year.
 - k) Any funds of TADEPA contributed by members and not required for allocation or application shall, on the direction of the Board of Directors be invested in the name of TADEPA.
 - l) Funds that need to be invested shall be deposited in an interest earning account, at a bank to be determined by the Board of Directors on behalf of members.
 - m) All books of accounts and other official records of TADEPA will be open for inspection at TADEPA offices during ordinary working hours by any member of TADEPA. However members must give at least seven (7) days' written notice to the Secretary of the Board.

ARTICLE 11: INCOME TO TADEPA

11.1 Source of Income:

The income to this organization shall be derived from all or any of the following sources;

- 11.1.1 Voluntary contributions by the Directors and members.
- 11.1.2 Grants, or donations from partners, Governmental and Non-Governmental Organizations and/or Financial Institutions
- 11.1.3 Income generating activities within the organization.
- 11.1.4 Voluntary contributions from individuals.
- 11.1.5 Using expertise of employees and Directors to carry out consultancy.

ARTICLE 12: APPLICATION OF SURPLUS

Any audited financial surplus realized from the operations of the Organization after taking into account all financial charges to the Organization such as un-exempted taxes, if any, salaries, allowances, bonuses, gratuity or terminal benefits, audit fees etc. shall be applied or invested toward the fulfilment of the objectives of TADEPA and no profits, dividends or any form of investments income shall be paid to any individual person out of such surplus. This interpretation is made pursuant to and subject to schedule 4 in the event of any conflict, the Constitution shall prevail.

ARTICLE 13: AMENDMENT OF THE CONSTITUTION

This Constitution shall be amended wholly or partly if two thirds (2/3) of the General Assembly will positively vote for such amendment. Provided that notice of a proposal for such an amendment, shall be given to all members at least thirty days prior to the date of such meeting.

ARTICLE 14: DISSOLUTION OF TADEPA

Subject to the provisions of the general law applicable to NGOs, TADEPA may be dissolved by the two-thirds majority vote of members/delegates entitled to attend and vote at an extra ordinary General Assembly meeting specifically summoned for that purpose.

14.1 Notice of at least 90 days shall be given to all members of TADEPA in the member’s Register, prior to consideration of the motion to dissolve the organization.

14.2 Where such a resolution is passed, the Board Meeting shall appoint a person or firm to be the liquidator(s) and shall make provision for the final disposal of the Assets of the Organization. Proceeds shall be given to any other NGO having similar objectives, and/or related activities.

14.3 The General Assembly shall establish a Committee to ensure the orderly dissolution of TADEPA. Such committee shall include at least two members of the Board of Directors.

ARTICLE 15: SCHEDULES OF INTERPRETATION

SCHEDULE 1: Interpretation of the Vision statement

Since the Vision of TADEPA is; “*A Healthy, Wealthy and Just community*” TADEPA strives to build a society with people-centre policies and programmes that guarantee and protect the rights of and empower the marginalized to increase their choices, in order for them to realize their full potentials.

The term “**Society**” encompasses both the local and international communities that the constitution envisages to render services.

The phrase “**people-centered**” connotes involvement, participation and ownership of programmes and projects in the development process.

The term “**marginalized**” refers to those people who are disadvantaged and secluded in the mainstream of decision making, equitable resource utilization and dishonored human dignity.

SCHEDULE 2: Interpretation of TADEPA’s Mission

Given the fact that the Mission of TADEPA is; “*to empower the community to improve their livelihood through active participation in protection of human rights, conservation of environment and promotion of societal socio-economic stance*” it is therefore expected to be a leading organization operating in Tanzania to effectively influence people’s development through dialogue, partnership development, research, lobbying, advocacy, networking, information exchange, monitoring and evaluation.

The phrase “a leading organization” connotes collective voice, through which the common views, opinions and concerns of the community in Tanzania are heard by the duty bearers.

SCHEDULE 3: Position falling vacant before expiry of term

In the event that a position becomes vacant by reason of resignation, death or dismissal before the new Board is due, the Board of Directors shall nominate a member from the category of the members whose position is vacant to fill that vacancy, pending the approval of the General Assembly.

SCHEDULE 4: Conflict of interest statement for board members and staff

Neither a board member, committee, staff nor any member of his/her family should accept any gift, entertainment, service, loan, or promise of future benefits from any person who either personally or whose employees might benefit or appear to benefit from such board or committee member’s connection with TADEPA, unless the facts of such benefit, gift, service, or loan are disclosed in good faith and are authorized by the board.

No board or committee members and staff should perform for any personal gain to any supplier of goods or services, as employee, consultant, or in any other capacity which promises compensation of any kind, unless the fact of such transaction or contracts are disclosed in good faith and the board or committee authorizes such a transaction.