

**CONSTITUTION  
OF  
THE SARUJA FOUNDATION (TSF)**



**ADOPTED AND DATED: 9<sup>th</sup> July, 2017**

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## **ARTICLE 1**

### **1.0 THE FOUNDATION/Preamble**

The Foundation (hereafter called “**THE SARUJA FOUNDATION (TSF)**” or “**The Foundation**”) was conceived in **July 2015** to address development issues affecting the community of **Saruja**, and the need to foster a strong sense of unity between all “**Sarujankas**” (**Citizens and people of Saruja, and those with strong affiliations to Saruja (e.g. by birth, marriage, origin of parents, friendship, etc.)**) and friends of Saruja both at home and around the world. The foundation is a **Non-Profit, charitable, non-political, non-religious and non-ethnic foundation** which aspires to respond appropriately and urgently to the basic needs of the people and the Saruja community in areas such as **Healthcare, Education, Environmental Protection, Entrepreneurship, Women and Youth Empowerment, Cultural and other forms of Socio-economic developments** that can improve the well-being of the citizens and people of Saruja in order to promote and provide for a **Healthy, Educated and Poverty-Free Rural Saruja Community**. There shall be established branches of the foundation in other regions of the world as the foundation may, from time to time, determine.

Established in **July 2015**, **THE SARUJA FOUNDATION (TSF)** is a **Non-Profit Organization/Non-Governmental Organization (NGO)** that works with citizens and friends of SARUJA Village both at home and around the world to holistically address issues affecting their livelihood in order to promote and provide for a **Healthy, Educated, Poverty-Free and Development-Oriented Rural Saruja Community**.

The founding members are based in **SARUJA** including the **Greater Banjul Area in The Gambia, United States of America (USA), Germany, United Kingdom, Belgium, France, Italy, Holland (The Netherland) including other European Union (EU) countries, Nigeria, and Saudi Arabia, all of whom in one way or the other hailed from SARUJA Village, Lower Fulladou West in the Central River Region, The Gambia**. The foundation is built on strong convictions to lift the community out of vulnerability and poverty in order to attain a **Healthy, Educated and poverty-free Rural Saruja Community**.

We deemed that the members must take the lead in the community through active participation and help initiate or bring projects that will help the children, women and the community at large. We believe that a collective participation shall make us triumph in our endeavours by fostering unity and love regardless of our individual differences.

The constitution shall be our legal document and shall provide us with the rules and regulations, and codes of conduct of any executive or member of this foundation.

### **1.1 PARTICULARS: Name, Address and Area of Operation of the foundation**

#### **1.1.1 Name**

The foundation shall be called “**THE SARUJA FOUNDATION (TSF)**”. It is an initiative which is non-political, established to find innovative and sustainable mechanisms to empower the people of Saruja Village with the view to promoting the socio-economic and cultural progress of the people of Saruja Village, Lower Fulladou West District, Central River Region (CRR), The Gambia, West Africa).

### **1.1.2 Address**

The Registered Address of the foundation shall be:

**THE SARUJA FOUNDATION (TSF)  
Saruja Village  
Lower Fulladou West  
Central River Region (CRR),  
The Gambia, West Africa.**

The Business/Postal Address of the foundation shall be:

**THE SARUJA FOUNDATION (TSF)  
Saruja Village  
Lower Fulladou West  
Central River Region (CRR),  
The Gambia, West Africa.**

The Registered Address of the **USA branch** shall be:

**THE SARUJA FOUNDATION (TSF)  
3310 Sonia Trail, Apt. 207  
Ellicott City, MD 21043  
USA.**

The Business/Postal Address of the **USA branch** shall be:

**THE SARUJA FOUNDATION (TSF)  
3310 Sonia Trail, Apt. 207  
Ellicott City, MD 21043  
USA.**

### **1.1.3 Areas of Operation**

The locations of operation of the foundation shall be in **Saruja Village, Lower Fulladou West District, Central River Region (CRR), The Gambia, West Africa, USA, European Union (EU) including United Kingdom (UK)** and in any other part of the world where the foundation may decide to set up branches.

## **ARTICLE 2**

### **2.0 MISSION AND VISION**

#### **2.1 Mission**

**THE SARUJA FOUNDATION (TSF)'s** overarching mission is to embark on a meaningful partnership for sustainable socioeconomic development as well as social and cultural progress amongst its members and the entire Saruja community. In order to achieve this mission, our mission is to foster a strong sense of unity amongst **"Sarujankas" (Citizens and people of Saruja Village), and those with strong affiliations to Saruja (e.g. by birth, marriage,**

origin of parents, friendship, etc.) and friends of Saruja both at home and around the world in order to promote the individual and collective progress and prosperity of **Sarujankas**.

## **2.2 Vision**

The vision of **THE SARUJA FOUNDATION (TSF)** is borne out of the realisation for the need for sustainable socioeconomic growth and development of Saruja and her people. The foundation's vision is to:

**“Create a united, prosperous and dynamic community by working harmoniously with each other to identify appropriate and innovative solutions to sustainably support all Sarujankas in a way worthy of emulation by others”.**

## **2.3 OBJECTIVES**

The overall objective of the foundation is to improve the socio-economic lives of the inhabitants of **Saruja** and **Sarujankas**, wherever they live, by empowering them to engage in activities that will contribute to their well-being sustainably, and in the wider context, contribute to the socio-economic development of the community and the country they live as a whole. In this regard, the foundation shall endeavour to:

- i. Promote greater understanding and unity between all **Sarujankas**, people of goodwill, and donors who care about development issues;
- ii. Work to support each other, by enabling the active participation of all in development programs;
- iii. Strengthen good public relations between Saruja and other villages, development partners and the Government of The Gambia to enable the effective implementation of the development programs of the Village;
- iv. Contribute to the development of Saruja in collaboration with the **Village Development Committee (VDC)** and other development partners in areas such as agriculture, healthcare, education, women and youth empowerment, environmental protection, and other community-based initiatives;
- v. Encourage and promote educational, cultural and sports exchange programs between the village and other villages and communities within and outside The Gambia;
- vi. Provide both medical assistance (drugs, medical equipment, etc.) and medical aids to individuals with life-threatening and or life-limiting medical conditions so that they are able to fulfil their ambitions and also make a meaningful contribution to the life of the Village and the foundation;
- vii. Act as mentors to youths so that they can be guided to fulfil their lifelong ambitions/dreams;
- viii. Provide support to individuals of demonstrable outstanding promise and /achievement to access secondary and tertiary education;
- ix. Create and promote awareness towards gender equity and sensitive development programs to empower members economically, socially and morally;
- x. Provide seed-corn funding to aspiring/demonstrable entrepreneurs (sustainable vegetable farming, fishing, preservation of locally produced seasonal crops/foods and other enterprises.

For clarity,

- i. All monies spent by the foundation in payment of fees shall be repaid following successful completion of studies and as soon as one starts to engage in paid work or the venture becomes income-generating;
- ii. Any funds issued as seed-corn money for enterprise development shall be fully refunded. The details of disbursement and repayment modalities shall be defined in a contractual document to be signed by the individual or individuals concerned and the foundation representative(s);
- iii. Projects funded by the foundation, or items purchased by the foundation to help individuals improve economically belong to the foundation until such time the item purchased by The Foundation for such income-generating activity is fully paid;
- iv. Individuals running such activities (**described in section 2.3.x** above) must lodge any money they make from their activities with the Treasurer and ensure that it is witnessed by another member(s) of the foundation. The Treasurer must deposit that money into the foundation's bank account as soon as it is practical to do so. Individuals running such activities shall be paid by the foundation from the proceeds of the work they undertake. Details about payments, payment frequency, etc. will be considered by the Executive and shall be decided on a case-by-case basis.
- v. The General Assembly shall define guidelines for responding to requests for support in above matters. In this regard, the Executive shall draw up/define eligibility criteria for support which shall be presented to the General Assembly for review and ultimately for approval. These approved criteria shall be applied honestly, transparently and strictly.
- vi. The Executive shall not use its discretion to respond to specific calls, without following due process as defined in the constitution and/or the guidelines of the selection criteria.

### **ARTICLE 3**

#### **3.0 FUNCTIONS OF THE FOUNDATION**

In furtherance of the objectives of the foundation, but not otherwise, the foundation may exercise the following powers:

- i. Raise funds and receive contributions in accordance with the provisions of this Constitution and the laws in the respective countries of operation;
- ii. Organise activities, events, lectures, discussions as may be from time to time determined by the Social and Resource Mobilisation Secretary with the approval of the Executive Committee. and
- iii. Collaborate with charitable, voluntary and statutory bodies operating in The Gambia and overseas in furtherance of the objectives of the foundation.

### **ARTICLE 4**

#### **4.0 MEMBERSHIP**

In the interest of unity and the furtherance of our aspirations, membership is open to all "Sarujankas" and other persons who have strong relations with the village through family



ties, friendship or other cultural factors inherent in the traditions of our society. All **Sarujankas** are welcome to be members of the foundation. Membership of the foundation is also open to friends of Saruja or individuals or groups of people who are ready to support the development of Saruja through the foundation.

All members can exercise full right of membership once they pay their annual subscription fees as prescribed in this constitution. For clarity:

- i. People of all ages, sex, religious beliefs, ethnic backgrounds and origin are welcome to be members of the Organization;
- ii. Spouses of “**Sarujankas**” who are NOT natural born citizens of Saruja are also accorded the same privileges and opportunities as citizens of Saruja and, therefore, are automatic members of the foundation, unless expressed otherwise – they can express full membership rights upon payment of their annual subscription;
- iii. In case of insanity, re-admission to full and active membership is automatic upon regaining good health; payment of membership subscription, when it is possible to do so, will allow one to exercise full membership rights;
- iv. People with ill health will not be deprived of their membership, but they may be excused from certain activities (e.g. payment of membership subscriptions) of the foundation incompatible with their health until they regain their health.

#### **4.1 Honorary membership**

The foundation may grant honorary membership to any person it considers fit for that position. Recommendations for honorary membership shall be submitted to the General Assembly for consideration and approval.

#### **4.2 Termination of membership**

Membership of the foundation may be terminated under the following circumstances and when this happens, a member forfeits all contributions made to the foundation during his/her membership:

##### **4.2.1 Voluntary withdrawal**

A member may withdraw his/her membership with the foundation at any time, but no membership fee or donations will be refunded, regardless of years of membership.

##### **4.2.2 Expulsion**

A member may be expelled from the foundation if s/he acts in any way considered to be a serious violation of any article of this Constitution and detrimental to the interests, vision, values and aspirations of THE **SARUJA FOUNDATION (TSF)**, such as bribery (gifts, kickbacks or soliciting something of value with the intent of influencing the action of an executive or any member of The Foundation in the discharge of his or her duties), cheating, fighting, wilful damage or vandalizing of any property belonging to the foundation and being disrespectful or wilfully using foul language towards other members of the foundation.

##### **4.2.3 Natural Termination**

A member automatically ceases to become a member upon death. In the event of insanity, the person regains full membership rights after recovery from the illness, and upon resumption of payment of the annual subscription.

## **ARTICLE 5**

### **5.0 FINANCES OF THE SARUJA FOUNDATION (TSF)**

The Foundation shall mobilise resources both from within and externally to finance its programmes.

#### **5.1 Sources of Income**

The Foundation shall derive its income from the following sources:

##### **5.1.1 Membership Registration and Annual Subscriptions of Members**

**Membership registration is free, but one has to pay the annual membership subscription fee (see below) in order to exercise full membership rights (e.g., Voting Rights, Eligibility to hold foundation office, etc.).**

It is envisaged that members and potential beneficiaries of The Foundation see the initiative as a viable strategy in dealing with some of the issues that affect all of us. If the foundation is to enjoy long lasting success, members must have a stake in it. One clear way of ensuring this, is that members must all be fee-paying members, whenever possible. As fee-paying members, we shall all have a stake in monitoring, and overseeing the finances of the foundation, and the projects/programs that the foundation supports, and this collective effort from members shall ensure that the foundation grows sustainably from strength to strength. It is for this reason that all members are encouraged to be active, and to pay up their annual subscriptions in a timely manner so that The Foundation is able to meet its objectives which will help raise the living standards of all in Saruja now and in the future. Each member shall pay an Annual Subscription as set out in this Constitution. All annual subscriptions must be paid not later than the 31<sup>st</sup> March the following year. The subscriptions for the different categories of members shall be as follows, **payable monthly, quarterly, semi-annually or not later than 31<sup>st</sup> December of each year:**

- i. The **foundation members resident in The Gambia** and in income-generating employment or ventures (i.e., full-time or part-time, including self-employment) shall **pay D1, 000.00 (One thousand Dalasis) per annum.**
- ii. The **Annual Subscription of members residing overseas (USA, Europe Union (EU) or other European countries NOT part of EU, Middle East, other African Countries, Asia)** is set at **\$100.00 or equivalent to the currency of one's country of residence;**
- iii. **Students in these countries** shall pay **\$50.00 per year** throughout the duration of their study or nuptial relationship. However, upon completion of their studies and acquiring gainful employment, they shall be expected to pay the annual subscription fee set for those in **Section 5.3 (i) and (ii);**
- iv. **THE SARUJA FOUNDATION (TSF) member** who ceases to be a student and continues to be resident in the developed countries shall pay an **annual subscription of \$100.00;**
- v. **School-going members** (i.e. from grade 10 and above) or those not going to school and without employment (e.g. in full-time education) are exempt from the payment of the annual subscription fee. These youths should be encouraged to play active roles in the Organization and their views should be heard at meetings even if they are not fee-paying members;
- vi. **Members on international appointments** shall pay **\$100.00 annual subscription fee;**

- vii. **Members who are unwell (and unable to engage in income-generating employment or ventured)** shall not pay any membership subscription fee during the period of their illness; and shall not owe any money to the Organization upon regaining full health.

#### **5.1.2 Annual subscription of members residing in Saruja**

The membership subscription of the Villagers shall be **D100.00 per annum for each “Sinkiro” (Household)** in Saruja to be paid during the trade season or after the harvesting of the rice fields but not later than **31<sup>st</sup> March of each year**. The contribution is set to this level in full recognition of many factors, including:

- i. That the Villagers already make significant contributions to the **Village Development Committee (VDC)** funds and towards the maintenance and repairs of the water system;
- ii. To recognise and redress the fact that the villagers shall occasionally partake in developmental activities that may be physical in nature (e.g. manual labour).

#### **5.1.3 Voluntary Subscription**

**Members at their own discretion may decide to make additional contributions of any amount to The Foundation as voluntary contribution.** The recording for voluntary Subscriptions should be separate from the annual membership subscription.

#### **5.1.4 Grants**

The Foundation may receive grants from foundations and individuals to conduct specific development projects within the village. In this case The Foundation together with the grantor may manage and supervise the project being funded. Such funds shall be managed in a transparent manner in accordance with the guidelines set out in this Constitution as well as any other procedures that may be required under the financing agreement with a grantor.

#### **5.1.5 Other sources of funding**

In addition to the above, The Foundation may raise funds by other legal means not specifically stated in this Constitution, **but not through loans or equity**, which may be considered by the Executive Committee as beneficial to the advancement of The Foundation. As such, no such fund-raising activities should be organised without the prior approval of the Executive committee.

#### **5.2 Membership subscriptions upon termination of membership**

In the event of termination of membership under any of the circumstances above, the member forfeits (loses) any payments that were made to the foundation including any subscriptions or contributions.

### **ARTICLE 6**

#### **6.0 MANAGEMENT OF THE SARUJA FOUNDATION (TSF)’S FINANCES**

All monies raised on behalf of the Foundation shall be applied to further the objectives of the Foundation and for no other purpose. To facilitate the management of **THE SARUJA FOUNDATION (TSF)’s** finances:

- i. The **Executive Committee** shall open bank accounts for **THE SARUJA FOUNDATION (TSF)** in The Gambia and a collection point account in a state in USA.
- ii. Contributions and funds raised in The Gambia, USA, Europe and elsewhere shall be deposited in the relevant bank accounts in each country;
- iii. Members resident outside of The Gambia, but not in the USA or Europe, shall have the option to choose which **THE SARUJA FOUNDATION (TSF)** bank account and in which country they wish to make their membership subscriptions to;
- iv. Donor agencies shall also have the same option to choose which bank account they wish to make their grants/donations payable to;
- v. **THE SARUJA FOUNDATION (TSF)** may draw upon the resources held in these accounts, by way of fractional contributions from each account, to fund the programme(s) approved by the members of the Foundation with full membership rights;
- vi. The fractional contributions of each of **THE SARUJA FOUNDATION (TSF)** branches shall be determined by the Executive and communicated to the members;

#### **6.1 Financial Reporting from Branches of the foundation**

- i. Treasurer, the President, Secretary General and other person approved by the executive committee shall be signatories to foundation's banks;
- ii. The **Treasurer** shall provide a report of the financial status of **THE SARUJA FOUNDATION (TSF)** to the Executive and to the members (as stipulated in his/her role);
- iii. Such report will provide detailed information on statement of financial position, receipts and payments of the foundation's finances. Such information shall be provided at the end of every six months or as requested by the executive committee.

#### **6.2 Mismanagement of THE SARUJA FOUNDATION (TSF) Finances**

The Executive and the general membership of THE SARUJA FOUNDATION (TSF) shall ensure that The Foundation's finances are not mismanaged or misappropriated. In the event of an established misappropriation or fraud on the part of an officer or officers of The Foundation, the person or persons responsible shall settle in full the amount involved, notwithstanding any other penalties as may be determined by the Executive Committee. Failure to comply shall lead to prompt legal action.

Individuals found guilty of fraud in the course of managing THE SARUJA FOUNDATION (TSF) funds shall resign from whatever position they may occupy at the time and shall be barred from occupying positions within The Foundation in the future and will face legal action.

#### **6.3 Financial procedures and policies**

The financial transactions including receipts, payments shall be managed in line with the financial policies and procedures of the foundation. The financial policy of the foundation is marked as addendum to this constitution.

### **ARTICLE 7**

#### **7.0 COMPOSITION OF THE MANAGEMENT ORGANS OF THE SARUJA FOUNDATION (TSF)**

The management of the foundation shall be constituted as follows:

## **7.1 General Assembly**

The supreme authority for the conduct of the affairs of the foundation shall be the **General Assembly**. The General Assembly shall convene at **least once every year**. The Executive Committee may, at any time, call a General Assembly meeting of the foundation to discuss specific matters at hand. Such **meeting must be given within 30 calendar day notice** through the foundation's social media forums, groups and Facebook and twitter pages.

### **7.1.1 The functions of the General Assembly**

The functions of the General Assembly shall include:

- i. Review the annual activity report and audited accounts of the foundation for approval;
- ii. Elect members of the Executive Committee;
- iii. Consider the annual work plan and budget prepared by the Executive Committee;
- iv. Review and approve/disapprove all resolutions put forward by the Executive.
- v. **All Voting Decisions requires 2/3 (Two Third) majority** of the General Assembly, Executive Committee or Individual Committees depending on what is being voted on.

## **7.2 Executive Committee**

The day to day management of the affairs of The Foundation shall be entrusted to the Executive Committee. The Executive Committee shall comprise:

- i. **The President**
- ii. **A Secretary General**
- iii. **A Finance and Investment Adviser**
- iv. **A Treasurer**
- v. **An Auditor**
- vi. **Social and Resource Mobilization Coordinator (Must be a Female)**

**\*\*NOTE\*\*:** All of the above portfolios shall be elected by the General Assembly of The Foundation.

### **7.2.1 Functions of the Executive Committee**

- i. The Executive Committee shall have the responsibility of directing the activities of **THE SARUJA FOUNDATION (TSF)**, ensuring that its structure and governance remain transparent, effective and efficient and that its objectives and purpose remain relevant and streamlined;
- ii. The Executive shall review and reassess **THE SARUJA FOUNDATION (TSF)**'s goals annually or frequently as dictated by conditions on the ground and recommend changes to members for approval;
- iii. **Oversee the work of all the other committees (Agriculture, Education, Health, Women & Youth Empowerment, and Social & Resource Mobilization) EXCEPT the Advisory Committee. It is important for these committees to acknowledge that they are supporting and reporting DIRECTLY to the Executive Committee.**

- iv. The Executive shall develop an annual work programme and budget for consideration and approval of the General Assembly. The annual work programme shall indicate the activities to be undertaken as well as costs for such activities.
- v. Demonstrate a clear understanding of needs of beneficiaries and likely or potential impacts of our actions or lack of action on them;
- vi. Develop a strategic direction for The Foundation to successfully overcome its challenges;
- vii. Ensure clear, honest, transparent and effective communication (orally and in writing) of issues with members i.e. involve them from the beginning to promote ownership and minimise the negative impacts of the Executive's actions;
- viii. Set realistic targets for resources mobilisation to allow **THE SARUJA FOUNDATION (TSF)** to meet its objectives and outline how the resources will be acquired;
- ix. Establish a vision, scope and deliverables for **THE SARUJA FOUNDATION (TSF)** for the present and future – define what has to be achieved and over what time period;
- x. Agree a strategy to successfully carry **THE SARUJA FOUNDATION (TSF)** through any challenge;
- xi. Prepare an annual report to show progress towards **THE SARUJA FOUNDATION (TSF)**'s mission/purpose (i.e. meeting the needs of foundation's beneficiaries);
- xii. Demonstrate and communicate accountability for everything;
- xiii. Establish the roles and responsibilities of members (i.e. who shall take part in what);
- xiv. Accept responsibility and liability of misuse of the foundation's funds and resources, and also understand The Foundational, reputational and legal consequences for their actions;
- xv. Act as role models for the youths, the community and The Foundation at all times.

### ***7.2.2 Term of office of Executive Committee Members***

The **term of office for members of the Executive Committee** shall be **3 (three years)** and the members are eligible for re-election. **However, no member shall serve in the committee for more than two consecutive terms.**

**Notwithstanding, the provision of this section of the Constitution, any member of the Executive Committee may be removed from office by the General Assembly at any time if his/her performance is considered to be unsatisfactory.** Recommendations for such removal shall be forwarded to the General Assembly for urgent consideration. If approved the General Assembly shall elect another member to complete the remaining term of office of the officer concerned.

### ***7.3 Advisory Committee***

**The Advisory Committee** members shall comprise of variable number of **members** as deemed necessary by the General Assembly and among whom there **must be Senior Citizens or Elders of the village** who have the relevant knowledge and experience, to provide guidance to the Executive Committee and the General Assembly. Members of this committee shall be selected by the Executive Committee with the approval of the General assembly. The Advisory Committee may meet as and when it's considered it necessary, at the request of the Executive Committee or the General Assembly.

#### **7.4 Other Committees**

The following Committees shall be established to implement specific projects or tasks. The composition of such committee shall be determined by the general assembly. **At least 2 (two) of these committees must be headed by female members of the foundation.**

- i. **Social and Resource Mobilization Committee**
- ii. **Healthcare Committee**
- iii. **Education Committee**
- iv. **Agricultural Committee**
- v. **Women and Youth Empowerment Committee**

### **ARTICLE 8**

#### **8.0 DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE MEMBERS**

##### **8.1 The President**

###### **8.1.1 Duties and responsibilities of the President**

- i. S/he is the leader of the foundation and shall provide leadership capable of promoting and advocating for the foundation and motivating the members;
- ii. S/he shall closely monitor the members of the Executive as well as those of other committees to ensure that all officials are performing to the expected standards, whilst maintaining the highest ethical standards in the execution of their duties.
- iii. S/he shall preside over meetings of The Foundation and shall help to conduct the affairs (e.g. meetings) of the foundation in an orderly manner as per the agenda;
- iv. S/he shall work closely with the Secretary General to provide the necessary support and guidance to the Treasurer;
- v. S/he shall guide the preparation of the annual activity report to be presented at the Annual General Meeting (AGM).

In the light of the responsibilities highlighted above, it is recommended that the President shall have the following profile:

- a) S/he shall work to ensure that the mission and objectives of the foundation remain relevant;
- b) S/he must be easily accessible to the members and the people we seek to support and inspire;
- c) S/he must be able to stay upbeat and create a positive outlook for the future of the foundation;
- d) S/he must have experience of web-enabled communications and have high standard of communication skills (both orally and in writing) and analytical skills;
- e) S/he must have a good grasp of the job functions of people below him/her;
- f) S/he must be able to review the performance of people directly reporting to him/her to see whether the person has improved in their roles;
- g) Must have a vision and provide a strategic plan (e.g. future spending, objectives, etc.) for the foundation to follow on an annual basis;
- h) In his/her annual report, s/he must provide an account of whether the foundation is staying on target of its strategic plan or veering off track. Although the President may require the input of specific officials to drive the strategic plan of the foundation, all

members must see the critical need for them to help successfully drive the strategic plan of the foundation;

- i) The President must be proactively developing and maintaining the key objectives of the foundation;
- j) S/he must be able to keep ahead of developments undertaken by the foundation and areas of need and also recognising issues which may potentially negatively impact on the activities of the foundation;
- k) S/he must be a good listener and a patient individual; be amenable to suggestions and also be able to assist and or work with colleagues to devise and deliver appropriate strategies that will mitigate negative issues which may impact on the foundation's activities;
- l) S/he must possess outstanding interpersonal skills and be able to establish affinity and credibility with members and outside agencies;
- m) S/he must have the ability to lead and inspire members, as well as the capacity to command respect from members and outside bodies;
- n) S/he must show the ability to focus inwards so that s/he can identify things that will position us to be able to get the funds we require to meet our objectives;
- o) Must work with members to improve our activities, financial position and also keep the members upbeat about the work of the foundation;
- p) Working in strong partnership with the Treasurer and Secretary General s/he must be able to act quickly to respond to the need to authorise payments;
- q) In the exercise of his/her role, the President may receive assistance and input from his/her next in line (e.g. Secretary General, etc.);

## **8.2 The Secretary General**

### **8.2.1 Duties and responsibilities of the Secretary General**

The Secretary General shall be responsible for all correspondence of the Organization including letters, minutes, memos, reports, etc. other than financial reports.

- i. Record minutes of the meetings of the General Assembly as well as the Executive Committee and ensuring that they as well as all other documents of the foundation other than those relating to financial transactions are properly kept and readily available for reference or inspection;
- ii. Prepare minutes and all relevant reports, and circulate them to members in a timely manner;
- iii. Prepare end of year report on the activities of the foundation on behalf of the Executive Committee for presentation at the General Assembly;
- iv. In the absence of the President s/he shall act as the head of the foundation;
- v. Ensure that all correspondence of the Organization are appropriately filed for easy access;
- vi. Circulate the notice for meetings on time and through the best means of communication to ensure wider publicity and attendance of the meetings, and
- vii. Perform all other things that may be incidental to the requirements of his/her office as may be directed by the Executive Committee.

It is expected that the **Secretary General** shall be someone who can:



- a) Project a positive image of the Organization and act professionally at all times;
- b) Be courteous and must be an effective and clear communicator (both orally and in writing);
- c) Have an excellent knowledge of the Organization's vision and its objectives;
- d) Have the practical ability to perform basic administrative duties;
- e) Have the capacity to do multiple tasks effectively and efficiently and in a timely manner;
- f) Have good organizational skills – this ensures that all correspondence of the Organization is appropriately filed and can be easily accessed. S/he must be able to gather and keep track of all of the Organization's activities which s/he shall have to prepare into a report for the members. Such a report must be available within two (2) months of the Auditor's report;
- g) Be able to use a computer – must have an email account and or be ready to embrace technology to help run the affairs of the Organization effectively and efficiently.

### **8.3 Finance and Investment Adviser**

#### **8.3.1 Duties and responsibilities of the Finance and Investment Adviser**

- i. Work with executive team to formulate financial strategies and plans;
- ii. Ensure organizational budgeting processes are carried out and reviewed prior executive spending;
- iii. Serve as a special adviser to executive committee on finance and accounting matters;
- iv. Develop and manage finance policies and procedures of the organization;
- v. Guide and advise the executive committee in the approval of budgets, accounts and financial statements, within a relevant policy framework;
- vi. Advise the committees and general body on the financial implications of plans and key assumptions included in management's operational plan and annual budget;
- vii. Recommend and coordinate the investment of the foundation's excess liquidity upon the approval of executive committee.

### **8.4 The Treasurer**

#### **8.4.1 Duties and responsibilities of the Treasurer**

The Treasurer shall be responsible for the proper management of all the finances of the foundation. Duties of the Treasurer shall be to:

- i. Put in place a system of proper internal control mechanism for security and control of the funds of the foundation.
- ii. Maintain all the records relating to financial transactions of the foundation. In this regard, the Treasurer shall be responsible for receiving all monies and making all payments authorised by the President and Secretary General of the foundation. S/he shall have all financial transactions properly recorded in a book or in the file provided by the foundation for this purpose. Such information may also be entered electronically;
- iii. Liaise with the focal persons and the elected Executive members in other countries/regions to determine monies received and paid by members in those areas, the amount remitted in the local account of the foundation towards foundation-

- funded projects and the balance of physical cash not deposited to enable him/her to update his/her accounts.
- iv. Prepare an end of year report on the financial activities of the foundation and provide such reports to the Executive Committee subject to verification by the Auditor and to present the report to the General Assembly on behalf of the Executive Committee.
  - v. Maintain accurate, honest and transparent financial records of The Foundation. In this regards, s/he should not be expected to remember who has given him/her what and when or who s/he has paid what amount and when. S/he must not over estimate his/her ability to remember details of financial transactions. All transactions must be entered electronically;
  - vi. Regularly obtain bank statements to reconcile with the cash book so that discrepancies and errors can be identified and corrected in a timely manner in line with financial policies.
  - vii. Work in collaboration with the financial adviser, President and Secretary General, for effective implementation of foundation-sponsored projects.
  - viii. Ensure that The Foundation's funds are spent in accordance with the Constitution and approved budget;
  - ix. Provide guidance and support the Executive, in the preparation of the draft budget for The Foundation, to be presented by the Executive at the General Assembly for consideration and approval.
  - x. Prepare and submit any statutory returns (e.g. tax returns, VAT returns, etc.) on behalf of foundation to the relevant authorities;
  - xi. Operate a petty impress system to pay for minor expenditures. All funds disbursed under this arrangement shall be satisfactorily retired and confirmed by the auditor before any replenishment.
  - xii. The Treasurer must be able to provide electronic information of all transactions recorded in the books for the Auditor and all members via the Secretary General;
  - xiii. S/he must know how to manage money (e.g. how to make the most out of small sums of money) and how to make more money for foundation;
  - xiv. S/he must remember that financial control and planning are the life blood of a foundation
  - xv. S/he must therefore keep proper, accurate and honest accounts of foundation's finances and prepare regular statements of its financial status;
  - xvi. All items purchased by the foundation remain the property of The Foundation and must be used as such and with respect.

## **8.5 Social & Resource Mobilization Coordinator**

### **8.5.1 Duties and responsibilities of a Social & Resource Mobilization Coordinator**

It will be desirable and or essential if the post of **Social & Resource Mobilization Coordinator** can be filled by someone who is:

- i. A good team players, who are committed to working with each other to enable deliver the foundation's objectives;
- ii. Charismatic, energetic, inspirational and upbeat in going about their duties – this is for a worthy course;
- iii. Has an excellent interpersonal skills, with the ability to inspire and engage a wide range of funders and stakeholders;

- iv. A good communicator, with the ability to communicate the vision and objectives of the foundation to a range of audiences;
- v. Shows the ability to take decisions and responsibilities for their own actions or decisions;
- vi. Organisationally skilful with the ability to deliver results during their term of office.

## **8.6 The Auditor**

### **8.6.1 Duties and responsibilities of an auditor**

The Auditor shall be responsible for scrutinising the accounts of the foundation. The Auditor must audit the accounts of the foundation yearly, and provide written report to the Executive Committee and the General Assembly via the Secretary General detailing out his/her findings. **The Auditor shall be a member but independent of the Executive Committee and shall be answerable directly to the General Assembly.** The Auditor's report must be submitted to the Secretary General by **30<sup>th</sup> April** each year and **at least 1 month before the Annual General Assembly (AGM)**. Acting independently the Auditor shall:

- i. Identify risks of theft or loss from the foundation and ensure that the it's funds are managed in accordance with sound accounting principles;
- ii. Provide an honest assessment of the foundation's financial standing and indicate whether the financial statements accurately show the financial condition of foundation;
- iii. Report any deficiencies in accounting policies and procedures of the foundation as well as cases of fraud and any other concerns arising out of the audit;
- iv. Present his/her Report at the AGM for consideration and approval;
- v. Work to discover any potential weaknesses in foundation's financial reporting systems.

## **8.7 Advisory Committee (The Advisers)**

### **8.7.1 Duties and responsibilities of the Advisers (Advisory Committee)**

- i. Although not essential, this post must be occupied by elders who have the wisdom of age and experience, capacity to listen patiently and bring people of diverse opinions together through diplomacy, persuasive dialogue and perseverance in putting an alternative view forward. Their duties and responsibilities shall include:
- ii. Provide diverse perspectives to every challenge foundation and its members face;
- iii. They shall help support The Foundation in making realistic and informed choices/decisions so that foundation is better able to effectively manage risks and improve its performance;
- iv. Provide support in developing a clear and relevant vision for the foundation and help to convey the right messages to the relevant bodies;
- v. Help The Foundation understand the rewards of our actions – there must be open and frank communication between the advisers (the advisory committee).

In the interest of bringing people together and portray a genuine positive image of the foundation, the Advisory Committee:

- a) Must demonstrably show the ability to liaise and negotiate with members and outside agencies on behalf of the foundation so that foundation is able to turn its strategy into reality;
- b) Show some ability to have their words of wisdom be interpreted and transmitted far and wide;
- c) Must have the patience to work with and help young people achieve their goals, e.g. in areas such as helping them draw up plans for employment, education, entrepreneurship, and training;
- d) Shall support and guide the foundation to develop a clear and relevant vision for the future and convey the right messages to the relevant bodies;
- e) Shall help the foundation to better define and plan the effective execution of its strategic plan and vision;
- f) Shall advise the foundation on ways to translate its strategic plan into lasting success;
- g) May advise the foundation on how to streamline its activities in order to bring services to the people it seeks to support in a timely manner.

### **8.8 The Social and Resource Mobilization committee**

The Social and Resource Mobilisation committee shall be responsible for the mobilisation of The Foundation including fundraising. **The head of this committee is reserve for a female and member of Executive Committee.**

#### **8.8.1 Duties of the Social & Resource Mobilization committee**

- i. Raise awareness among members of the financial needs of the foundation and suggest appropriate ways these needs can be supported via annual subscriptions, fundraising activities, etc.;
- ii. Organise income generating programmes and activities for The Foundation.
- iii. Provide guidance and support to the Executive Committee in developing a robust fund raising strategy for resource mobilisation for the foundation using a variety of techniques such as appeals, charity shows, sale of memorabilia, twinning with similar development organisations and communities in and out of The Gambia and any other innovative measures that can generate funds for The Foundation;
- iv. Work with members to bring welcome publicity for the foundation in all strands of its work including fundraising;
- v. Keep members informed of the social and cultural events of individual members and the foundation.
- vi. Identify potential donors to support the foundation;
- vii. Work with members to apply for grants from donor agencies;
- viii. Carry out the duties of the post within the laws of the state they operate with respect to legal ways of raising funds;
- ix. Effectively communicate to the members the need for funds to enable the foundation to fulfil its aspirations.

### **8.9 Healthcare Committee**

#### **8.9.1 Duties of the Healthcare Committee**

- i. Facilitate in addressing the health needs of the entire village with the help of health providers and health institutions;
- ii. Monitoring of the health care services through community monitoring mechanism;

- iii. Make recommendations relating to health and safety of the village;
- iv. Perform any other functions that are agreed between the executive and the committee.

### **8.10 Education Committee**

#### **8.10.1 Duties of the Education Committee**

- i. Provide support to the function of the schools in the village;
- ii. Supervise and monitor activities and facilities sponsored by the foundation and its partners on education;
- iii. In Organize educational seminars and forum for youths and women of the village.

### **8.11 Agricultural Committee**

#### **8.11.1 Duties of the Agricultural Committee**

- i. Organize awareness and training program for farmers;
- ii. Serve as liaison between the committee and the village on agriculture matters;
- iii. Advocate for agricultural support from partners and government;
- iv. Develop plan for agricultural development in the village;
- v. Supervise and monitor events and facilities sponsored by the foundation and its partners on agriculture.

### **8.12 Women & Youth Empowerment Committee**

#### **8.12.1 Duties of the Women & Youth Empowerment Committee**

- i. To examine and recommend measures that secure for women and youths active participation in the village and economic development.
- ii. To examine such other matters as may seem fit to the Committee or are specifically referred to it by the executive committee.
- iii. Develop and review strategic plan that will support youth and women empowerment.
- iv. Work with other committees to encourage and support Youth and Women Education, Entrepreneurship, Skills Training, Sports Development, Agriculture, Horticulture and Vegetable Gardening as well as Culture Preservation and Promotion, etc.

## **ARTICLE 9**

### **9.0 MEETINGS**

The General Assembly shall meet at least once a year. The Executive Committee may, at any time, call a general meeting of The Foundation to discuss specific matters at hand. In convening such meetings the Executive shall prepare an agenda stating the business to be discussed.

The proceedings at such meetings shall include, in addition to face to face discussions, other forms of communication such as via skype or other web-based media. In the absence of a consensus, the particular matter shall be put to a vote and a simple majority shall be needed to approve the proposal.

- i. The decision(s) reached by committees shall be reviewed and ratified by the members of the General Assembly before they could be implemented;
- ii. Major decisions (activities or projects that have long lasting and consequential) impact on the lives of the villagers shall be ratified by the members of The Foundation before it could be implemented;
- iii. Long-lasting and consequential activities and projects shall be determined and defined by the Executive of The Foundation and support for such activities shall be approved by the members of The Foundation.

### **9.1 Quorum**

The quorum shall determine the legitimacy of the decisions taken by the various organs of The Foundation or the General Assembly. The quorum for the meetings of the various organs of The Foundation shall be as follows:

- i. For all matters to discuss and make decisions on issues concerning foundation and its activities, a simple majority of those present and or those who take part in the discussion by any means possible (e.g. email exchange, cell phone communications, any web-based exchanges, etc.) shall be required.

### **9.2 Notice of Meetings**

- i. **Timing:** Notice of each meeting must be delivered by or at the direction of the Secretary to each Trustee at least **fifteen (15) days**, but not more than **sixty (60) days**, before the day on which the meeting is to be held.
- ii. **Delivery:** Notice may be given electronically via facsimile, e-mail, or other electronic delivery methods permitted by law.

### **9.3 Participation at Meetings by Conference Telephone or VOIP**

- i. Committee or members may participate in and act at any committee meeting by telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently.
- ii. Telephonic or electronic committee member participation in a meeting will constitute attendance and presence at the meeting.

### **9.4 Proceedings at meetings**

Where possible, proceedings at meetings shall include face to face discussions and other forms of communication such as Skype or other web-based media to facilitate participation from the Diaspora. Executive members resident in The Gambia should be able to call meetings (frequency to be decided), to discuss, among other things, how to monitor and evaluate ongoing projects, address issues raised by the General Assembly, etc. and later share any information with all the foundation members.

### **9.5 Amendments**

- i. Any amendment to the Constitution shall require the approval of two-thirds majority of those present at the General Assembly. This Constitution may be repealed and or amended in part or in whole as may be decided by the General Assembly following due process as set out herein;

- ii. Proposals for amendments must be submitted to the Secretary General at least 30 days before the meeting of the General Assembly at which it would be discussed.
- iii. The Secretary General shall prepare a draft resolution to the effect and bring it to the attention of the Executive Committee for review and adoption.
- iv. Once the Executive Committee adopts the passing of the resolution for discussion at the General Assembly, the resolution must be circulated to members at least one week before the General Assembly meeting. The decision of the General Assembly on the resolution shall be final and conclusive. Such decision would require a quorum.
- v. The amended clause shall be attached as addendum to the main Constitution and a copy filed for backup.

#### **9.6 Construction**

If any portion of this Constitution is found to be invalid or in operative, then so far as is reasonable and possible:

- i. The remainder of these Constitution will be considered valid and operative; and
- ii. Effect will be given to the intent manifested by the portion held invalid or inoperative.

#### **9.7 Constitutional Status**

The validity of this constitution shall be immediately put into effect upon approval by the foundation's General Assembly.

#### **9.8 Dissolution of THE SARUJA FOUNDATION (TSF)**

In the unlikely event that The Foundation is to be dissolved, its surplus funds and any material/assets it owns shall be given or transferred to any Village Development Organisation in Saruja or other charitable Organisations with similar ambitions. Transfer of the foundation's assets or funds to a new beneficiary after dissolution, will require a quorum.

### **ARTICLE 10**

#### **10.0 Governing Instrument**

- i. The foundation shall be registered as Non-Profit, Charitable, Non-Political, Non-Religious organisation under the company's act of the Gambia 1955 and limited by guaranty.
- ii. The foundation shall be purely Non-Partisan, with NO Ethnic, Religious or Political interference. All activities shall be geared towards the Socio-Economic Development of Saruja village and shall be sanctioned by the Executive Committee with final approval by the General Assembly.

#### **10.1 Execution of Documents**

- i. Every contract entered in the name of or on behalf of the Foundation must be authorized or ratified by a resolution of the Executives.
- ii. Except as otherwise provided by law, all checks, drafts, promissory notes, and other evidence of indebtedness issued in the name of the Foundation and all contracts, deeds, mortgages, and other instruments executed in the name of and on behalf of the Foundation must be executed and attested by such Officer or Officers, or agent or agents, of the Foundation and in such manner as shall periodically be determined by resolution of the Executives.

## **ARTICLE 11**

### **11.0 Miscellaneous**

#### **111 Financial Year**

The financial year of the foundation shall be **1<sup>st</sup> January to 31<sup>st</sup> December** of each year.

#### **11.2 Remunerations**

No remuneration may be paid to any of the office bearers unless otherwise recommended by the Executive Committee and approved by the General Assembly. However, out of pocket expenses directly relating to the activities of the foundation may be refunded (at the discretion of the Executive Committee). Receipts for reimbursements must be submitted to the Treasurer before payments are made.

#### **11.3 Compensation**

- i. No member, executive or Officer of the foundation will receive, directly or indirectly, any income, profit, or other pecuniary benefit from the Foundation, except reimbursement from the Foundation's funds for reasonable expenses incurred that, in the opinion of the Executives, were properly incurred in performance of their duties on behalf of the Foundation, upon submission of proper documentation to the Executives.

#### **11.4 Loans to Management**

The foundation will make no loans to any of its Executives, Members or Officers.

#### **11.5 CODE OF CONDUCT FOR THE MEMBERS OF THE SARUJA FOUNDATION (TSF)**

The foundation members know that adverse socio-economic factors can negatively impact on social progress. Members vouch to use their energies to empower the people of Saruja to become more self-supporting to help drive individual and communal progress. The foundation will strive to offer initial seed-corn support that allows people to access among many things, basic Healthcare, Education, Skills Training, Entrepreneurship, Sports Development, Agriculture, Horticulture and Vegetable Gardening, Culture Preservation and Promotion and jobs creation or allow people to engage in income-generating activities. It is The Foundation's strong believe that its activities will drive up the social progress of the people, who will consequently have the unique opportunity to reposition the foundation's strategic mission, vision and core values to continue to sustainably meet the new and varied future developmental needs of Saruja and her people. The foundation members aspire to work harmoniously and purposefully as a team in delivering the mission and values of the foundation: to promote unity amongst members, to empower people to be self-reliant, preserve our environment, upgrade skills, to increase the socio-economic progress and enhance the educational attainment of the people of Saruja – Members are acutely aware that these are not only vital for individuals, but also for the community, The Gambia and the rest of the world. We will conduct ourselves and our activities by ensuring that we:



- i. Uphold and pursue successfully the aims and objectives of this foundation and in this regard the members commit themselves to observe the following code of conduct:
- ii. Do not use any of the activities/assets of the foundation for individual or group political advancement;
- iii. Uphold the values and objectives of the foundation;
- iv. Give adequate time and energy to the duties of being a member of the foundation and a citizen of Saruja;
- v. Maintain high degree of discipline for the upkeep of the foundation's integrity.
- vi. Maintain unity of purpose among members;
- vii. Act reasonably and respectably in the sole interest of the foundation and its beneficiaries.
- viii. Pay up our annual subscriptions within the timeline agreed so that the foundation is able to meet its objectives in a timely manner;
- ix. Ensure that the foundation does not operate without a budget for the purpose of preventing financial difficulties in project(s) implementation.
- x. Must be tolerant of all and should work to communicate to all the foundation's aims and objectives and allow everyone the opportunity to assume the position of responsibility when they demonstrate the values and skills required for the position.

In spite of the geographical distance separating the members, the Executive Committee shall endeavour to work closely on every issue affecting the foundation and to strive and ensure that this physical barrier does not become a handicap for the achievement of the objectives of the foundation.

#### ***12.0 Date of Adoption***

The constitution is hereby adopted on the **9<sup>th</sup> day of July in the year 2017 (Date of Adoption)**.

## **APPENDICES: Executive and Ad-hoc Committee Members**

**THE SARUJA FOUNDATION (TSF)** elected Executive Committee and Ad-hoc Committee Members for **2017-2020** as follows:

### ***APPENDIX A: Executive Committee Members***

- 1. President: MUSTAPHA NYABALLY**
- 2. Secretary General: ANSUMANA KONATEH**
- 3. Treasurer: YANKUBA SANNEH**
- 4. Finance & Investment Adviser: EBRIMA SAWANEH**
- 5. Auditor: MAMMA SAWANEH**
- 6. Resource Mobilization Coordinator: NDEY SAIDY**

### ***APPENDIX B: Social & Resource Mobilization Committee Members***

- 1.
- 2.
- 3.

### ***APPENDIX C: Healthcare Committee Members***

- 1.
- 2.
- 3.

### ***APPENDIX D: Education Committee Members***

- 1.
- 2.
- 3.

### ***APPENDIX E: Agricultural Committee members***

- 1.
- 2.
- 3.

### ***APPENDIX F: Women & Youth Empowerment Committee Members***

- 1.
- 2.
- 3.

***APPENDIX G: Advisory Committee Members***

**1.**

**2.**

**3.**

**4.**

**5.**

**6.**

**7.**

**8.**

**9.**

**10.**

**11.**

**12.**