

Statute of Njaboute Foundation
(Supporting women and girls in Gambia)

Established 2020

Article 1 – NAME

The name of the Foundation shall be “*Njaboute Foundation*” supporting women in the Gambia

Article 2 – ADDRESS

The official address of the Foundation is:

Ernst Torulfsgatan 15A,

416 73 Göteborg,

Sweden

Article 3 – MISSION

The mission of this non-profit Foundation is to help the Njaboute foundation – Gambia improve the lives of women and girls through community sensitizations on reproductive health issues, prevention, and control of communicable and vector-borne diseases as well as ending gender-based violence (GBV) in order to combat maternal and child morbidity and mortality.

The Foundation shall not have any political or trade union affiliation and it shall not indulge in partisan politics and religious.

Our Foundation is open to people over 18 years old regardless of background

Article 4 – OBJECTIVES

We aim to support Njaboute Foundation – Gambia group to achieve the following goals:

- 3.1 To provide holistic and comprehensive SRHR services to underprivileged young people (aged 30 years old and lower) through Social Behavioral Change Communication (SBCC) and other Health Promotion and Education strategies to address health challenge(s).
- 3.2 To fight and mitigate the burden of communicable diseases (HIV/AIDS & TB) and vector-borne diseases (Malaria) at the community level (control and eradication of epidemics and diseases of public health concerns and importance).
- 3.3 To fight and end any form of gender based violence (GBV)
- 3.4 To undertake meaningful research for both national and international institutions and publish the research work in renown journals.

Article 5 – GENERAL POLICY

- 5.1. The Foundation shall be autonomous and voluntary.
- 5.2. The Foundation shall be non-profit making and any excess of funds received or generated from its activities must always be reinvested in the same Foundation.
- 5.3. The accounts of the Foundation shall be reviewed or audited and published on a yearly basis.
- 5.4. Provided its autonomy is not affected, the Foundation may collaborate with other entities on a national, regional or international basis in order to further its aims.
- 5.5. The Foundation shall not have any political or trade union affiliation and it shall not indulge in partisan politics and religious.

- 5.6. All prospective Members and Associate Members of the Foundation shall have access to the statute of Foundation upon demand. Prospective Members will be required to state that they are aware of the objectives of the Foundation.

Article 6 – STRUCTURE AND MEMBERSHIP

- 6.1 All persons young or old except those less than 18 years of age are eligible to become Members of the Foundation with full voting rights.
- 6.2 The Affairs of the Foundation, in all matters not in these rules reserved for the Foundation in General Meeting, shall be managed by the Board of the Foundation. Provided that the Executive shall have, as its primary function but not limited to, the management and allocation of the proceeds of all fund-raising activities.
- 6.3 The Board shall comprise of up to *seven* Members who shall be elected every *two years* at a General Meeting. At the expiration of the *two year*-period the Board shall go out of office, however Members of the Board are eligible for re-election.
- 6.4 Any person wishing to join the Board should be a fully subscribed Member of the Foundation for at least six (6) months, otherwise said person can be co-opted and then becomes a full voting Member of the Board at such a date as the Board deemed fit.
- 6.5 In order that a vote can be taken during a meeting of the Board, a minimum of five Members must be present and vote as expected.
- 6.6 In the event of the resignation or termination from the post for other reasons of an Board, the Executive will co-opt other member/s to take his/her place before such elections are held. The other official Members of the Board will pass a vote as to who will be co-opted during a committee meeting. Any member appointed shall retain his/her position only until the next General Meeting, but he shall then be eligible for re-election.

- 6.7 Any Board member who fails to attend the Board meetings for three (3) consecutive times without a very valid reason will automatically have to step down. This will guarantee the continuity of the work of the Board.
- 6.8 The elected members of the Board will elect the Chairperson, Secretary and Treasurer from amongst them upon election.
- 6.9 The Board shall be elected to office for a period of *two years* by secret ballot, electing those Members obtaining the highest number of votes into office.
- 6.10 No person who is not a Member of the Foundation shall be eligible to hold office as a Member of the Board.
- 6.11 Nominations for the Board must be submitted on the set deadline to the appropriate official forms fourteen (14) days before the General Meeting. In the absence of prior nominations reaching the Executive on the set deadline, the outgoing Board may invite nominations from the floor on the day of the Annual General Meeting.

Article 7 – POWERS OF THE BOARD

- 7.1 The activities of the Foundation shall be managed by the Board which may pay all such expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Foundation as they deem necessary.
- 7.2. Legal representation of the Foundation shall vest in the Chairperson, Secretary and the Treasurer.
- 7.3. No regulation made by the Foundation in a General Meeting shall invalidate any prior act of a Board which would have been valid if such regulation had not been made before.
- 7.4. The Members for the time being of the Board may act notwithstanding any vacancy in their constitution.

- 7.5 The Board is authorised to consult and seek the advice of any Associate Member at any given time of the Foundation with the aim of improving the welfare or condition of both its members and the Foundation.
- 7.6 The Board is authorised to appoint an External Advisory Committees to support it in its role to improve the image of the Foundation.

Article 8 – CHAIRPERSON

- 8.1 The Chairperson will preside over all Board meetings and General Meetings of the Foundation. The Chairperson and the Deputy Chairperson shall undertake such functions in respect of the Foundation as the Board may determine as deemed necessary.
- 8.2 The Board will also elect from among its members a Deputy Chairperson and may determine for what period he/she is to hold office. The Deputy Chairperson will preside on the Executive with full powers in the absence of the Chairperson.
- 8.3. Provided that in the absence of both the Chairperson and the Deputy, and provided a quorum is available, the Board will have the power to appoint a substitute/s to conduct the meetings at any given time.
- 8.4 The Board may remove any Deputy Chairperson in which case he/she shall remain a Member of the Committee anytime his/her functions diminishes.
- 8.5 No remuneration except by way of reimbursement of out-of-pocket expenses, if any shall be paid to the Chairperson in respect or Deputy of their office.

Article 9 – SECRETARY

- 9.1 The Secretary shall be elected at the General Meeting. The Secretary will be responsible for all the secretarial, communication and administrative work of the Board.
- 9.2 The Board may elect from among its members an Assistant Secretary as necessary. Any Secretary so appointed by the Board may also be removed by them, in which case however he/she shall remain a member of the Board or otherwise.
- 9.3 The Secretary and Deputy shall undertake such functions in respect of the Foundation as the Board may determine from time to time.
- 9.4 No remuneration except by way of reimbursement of out-of-pocket expenses, if any shall be paid to Secretary or Deputy in respect of their office.

Article 10 – TREASURER

- 10.1 The Treasurer shall be elected at the General Meeting. The Treasurer will be responsible for all the Financial and Accounting work of the Board of the Foundation.
- 10.2 The Board may elect from among its members a Deputy Treasurer to assist the Treasurer. Any Deputy Treasurer so appointed by the Board may also be removed by them, in which case however he/she shall remain a member of the Board or otherwise.
- 10.3 The Treasurer and Deputy shall undertake such functions in respect of the Foundation as the Executive determines from time to time.
- 10.4 No remuneration except by way of reimbursement of out-of-pocket expenses, if any shall be paid to the Treasurer or Deputy in respect of their office.

Article 11 – DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE

- 11.0 The office of an Official Member of the Board shall be vacated:
- (a) If he/she ceases to be a member of the Foundation.
 - (b) If by notice in writing to the Foundation, he/she resigns his/her office.
 - (c) If he/she is removed from office by a resolution duly passed pursuant to Clause 12.1 of this Statute.

Article 12 – SUSPENSION

- 12.1. The Foundation may by a resolution taken at an Extraordinary General Meeting remove (expulsion) any Member of the Executive before the expiration of his/her period of office if he/she is: found guilty of breaking the rules of the foundation and/or working against the interests of the foundation. This includes supporting of causes outside the objectives of the foundation (religious, political, corporate or otherwise) and/or hindering the ability of the foundation to function for a sustain period of time.
- 12.2. Suspension is approved if at least 50%+1 agree that suspension is required he/she breaches one of the terms mentioned above.
- 12.3. The Foundation may by the same or another resolution appoint another Member in his/her stead; but any person so appointed shall retain his/her office so long only as the Member in whose place he/she is appointed would have held the same if he/she had not been removed.

Article 13 – PROCEEDINGS OF THE EXECUTIVE

- 13.1. Subject as hereinafter provided, the Board may meet for the dispatch of functions, adjourn and otherwise regulate their meetings as they think fit. The Board shall meet at least once every month.
- 13.2. The quorum necessary for the transaction of any activity of the Board shall be *50%+1 of the number of members on the Executive as indicated in Article 6.3 of this statute* provided that if no quorum is present within half an hour from the time appointed for the meeting, the meeting shall be adjourned to another day within one week. If at such adjourned meeting no quorum is present within half an hour from the time appointed for the meeting, provided three (3) members are present, the meeting shall proceed accordingly.
- 13.3. Matters decided at any meeting of the Board shall be decided by a simple majority of votes. In case of an equality of votes, the Chairperson of the meeting shall ask for a re-vote. In the event of an equality of votes on the revote, the Chairperson of the meeting shall have a casting vote.
- 13.4. On the request of the Chairperson or his/her Deputy, the Secretary shall, at any time, summon a meeting of the Board by notice (stating the time and place of such meeting) served upon the several members of the Board giving a notice of at least five working days. Any accidental failure to give such notice to any member of the Board entitled thereto shall not invalidate any of the proceedings of such meeting so long as a quorum is present there at.
- 13.5. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Foundation for the time being vested in the Board generally.
- 13.6. The Board may delegate any of its powers to sub committees consisting of such member or members of the Board or of such other persons as it thinks fit, and any sub committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board.

- 13.7 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Foundation and of the Executive and of sub committees of the Board.
- 13.8 All activity transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson and Secretary of such meeting, or by the Chairperson and Secretary of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

Article 14 – SUBSCRIPTIONS, FINANCES AND ACCOUNTS

- 14.1. (a) Applications for membership shall not be considered unless accompanied by the subscription fee.
- (b) The subscription fee shall be payable yearly in advance and shall fall due as determined by the Board.
- (c) If the subscription falls due and a Member has not yet paid the previous year's subscription, he/she shall not be entitled to vote in the next General Meeting.
- (d) Any Member who resigns or forfeits his membership shall on rejoining be liable to pay a readmission fee equivalent to one year's subscription.
- 14.2 The funds of the Foundation shall also be collected from voluntary contributions, donations or grants by Members, benefactors, the State, any other institution, and from fundraising activities.
- 14.3 The funds of the Foundation shall be deposited in bank accounts of a reputable local bank in the name of the Foundation and the authorised joint signatories for operating such accounts shall be the Chairperson, Secretary and Treasurer. The signature of all the three are required before any withdrawals are done.

- 14.4. The Treasurer shall keep such proper books of accounts as will enable him/her to present at every General Meeting of the Foundation, or at any other time if required (on reasonable notice to him/her) by the Board, an accurate report and statement concerning the finances of the Foundation.

Article 15 – GENERAL MEETINGS

- 15.1 An Annual General Meeting of the Foundation shall be held in every year. Notice of the day and time of the Annual General Meeting shall be given to each member at least fifteen (15) working days before such day.
- 15.2 Other meetings of the Foundation may be summoned by the Board and shall be so summoned immediately upon a request in writing signed by at least ten per cent of the Members.
- 15.3 At any meeting of the Foundation every member of the Foundation shall be entitled to be present, and every Member shall be entitled to one (1) vote upon every matter raised. In the case of equality of voting, the Chairperson of the meeting (who shall be the outgoing Chairperson of the Board) shall have a second or casting vote. The Secretary shall take minutes of the proceedings at all General Meetings of the Organisation.
- 15.4 The Secretary shall present the Annual Report of the Foundation to the Annual General Meeting.
- 15.5. The quorum for the Annual or any Meeting shall be ten per cent (10%) of the general membership. In the absence of such quorum, the Meeting shall be held, with the same agenda, thirty minutes later and all decisions taken shall be binding on the Foundation as a whole.
- 15.6. The auditors or reviewers of accounts shall be nominated and elected by the members attending and having a right to vote at General Meetings. No auditor or reviewer of accounts who has held office on the Board during the past twelve (12)

months will be eligible for nomination. No auditor or reviewer of accounts shall run for office on the Board during the coming twelve (12) months.

Article 16 – CONDUCT OF MEMBERS

- 16.1 Every Member shall conform to the Foundation's Code of Ethics. Any Member or members alleged to have brought, or attempted to bring disrepute on the Foundation, shall be asked to appear before the Board and if, in the opinion of the Board, the case be found proven, the Member shall be deprived of his/her membership. If the said Member fails to appear before the Board without justification, he/she shall be deprived of membership.

Article 17 – NOTICES

- 17.1 Each Member shall keep the Secretary informed of that Member's private address, email address, or of some other address at which communications may be addressed to him/her.

Article 18 – ALTERATION OF STATUTE

- 18.1 This Statute may be revoked, added to or altered by a vote of at least fifty-one percent of all the registered Members of the Foundation who are entitled to vote at a General Meeting of the Foundation of which notice has been duly given specifying the intention to propose the revocation, addition or alteration, together with full particulars thereof.

Article 19 – DISSOLUTION

- 19.1 If at any time the Foundation shall pass in General Meeting by a majority comprising seventy-five per cent (75%) of all the registered Members present and entitled to vote a resolution of its intention to dissolve, the Board shall take immediate steps to settle any debts and dispose of the monies and property remaining as determined by the General Meeting; and thereupon the Foundation shall for all purposes be dissolved.
- 19.2 In the event of dissolution of the Foundation, any remaining funds and/or property shall be donated to a voluntary non-profit making Foundation or a charitable institution chosen by the outgoing Board.