

HBR Foundation

Hola Bon Renaissances Empowerment in Africa

“Serving the Continent with reckon quality”



ORGANIZATION CONSTITUTION

Hola Bon Renaissance ‘HBR’ Foundation

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1. Name

The name of the organisation shall be Hola Bon Renaissances Youth and Civil Society Empowerment in Africa. Hereinafter referred to as HBR .

- LOGO: African map in a circle sitting on two branches.
- SCOPE: HBR is continental. It is non-political, non-religious, non-profitable organisation. Membership is open to each and every individual without discriminating against colour, nation, race, creed, religion or political affiliation.

2. Aims & Objectives

2.1 Main objectives:

- a) To improve maths and science skills among the youth.
- b) To develop community skills with the latest Technology
- c) To uplift the spirit of African Renaissance
- d) To encourage Social Investments by Corporates and Government
- e) To foster partnerships between different stakeholders
- f) To act as an intermediary between donors and communities
- g) To act as agents of change not only in South Africa but the Southern African Region and ultimately the continent as a whole
- h) To empower the youth in Africa.
- i) To unite Africa and enhance continental independence.
- j) Skills transfer.
- k) Development of the continent.
- l) Instil discipline and morality.
- m) Transform the image of Africa to the world.

3. Fiscal control

- (a) The organisation shall make payments in good faith to any member in return for their services rendered;
- (b) No portion of income shall be transferred, directly or indirectly, by way of dividends, bonus or otherwise howsoever, to the members of the organisation except with provisions of subsection (a).
- (c) All transactions (debts, payments, etc.) must be issued by means of a cheque. Withdrawal will consist of three signatures:- Chairperson, Treasurer, General Secretary.
- (d) The organisation shall not, directly or indirectly make a loan to any of its members; and shall not provide security to any person concerning any obligation of any such member. Any member of the organisation who authorises or permits or is a party to the making of any loan or the provision of any security contrary to any provisions of this section-

shall be liable to indemnify the organisation and any other person who had no actual knowledge of the contravention against any loss directly resulting from the invalidity of any such loan or security; and
- (e) shall be guilty of an offence

4. Legal Status

- i. HBR shall operate under the non-profit organisations Act No.71, 1997 of Republic of South Africa.
- ii. The organisation shall be a juristic entity distinct from its members, which consequently enjoys perpetual succession.
- iii. HBR shall have the capacity and powers of a legal entity as far as these are appropriate and applicable to non-profit making organisations.
- iv. No shares shall be issued and there shall be no share capital.
- v. HBR shall comply with the requirements of this section in respect to its formation and registration.

5. Vision

To empower, unite, inspire, inform and educate the African youth through skills transfer that are aimed at developing the recipient to take responsibility for personal development, the development of the nation, and to enable them to participate in building the continent according to constitutional and ethical values.

6. Mission Statement

To engage in the liberation of total African youth.

7. Powers of the organisation

- (a) To purchase or acquire in any way stock in trade, plant, machinery, land, buildings, agencies and every other kind of movable and immovable property.
- (b) To manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, turn to account or in any way otherwise deal with its or all or any part of its property and assets.
- (c) To apply for, purchase or by any means acquire, protect, prolong and renew any patents, patent rights, licenses, concessions or other rights and to deal with and alienate them as provided in paragraph (b).
- (d) To appoint a consultant for the purposes of programmes management skills transfer across Africa.
- (e) To borrow money.
- (f) To invest money in any legal manner.
- (g) To open and operate banking accounts.
- (h) To make, draw, issue, execute, accept, endorse and discount promissory notes, bills of exchange and any other kind of negotiable or transferable instruments.

- (i) To enter indemnities, guarantees and sureties and to secure payment there under in any way.
- (j) To affiliate with other non-profit making organisations.
- (k) To form and have an interest in any organisation or organisations for the purpose of acquiring the undertaking or all or any of its assets or liabilities of that organisation or for any other purpose which may seem, directly or indirectly, calculated to benefit HBR and to transfer to any such organisation or organisations the undertaking or all or any of the assets or liabilities of HBR
- (l) To amalgamate with other non-governmental organisations across Africa.
- (m) To take part in the management, supervision and to control of the activities or operations of any other organisation entered into partnership with.
- (n) To remunerate any person or persons, either in cash or in kind for services actually rendered.
- (o) To make donations.
- (p) To undertake and execute any trust.
- (q) To have a seal and to use such seal for any purpose across the continent.
- (r) To enter into contracts throughout Africa and the world and to execute any contracts, deeds and documents in any such country.
- (s) To act as principals, agents, contractors or trustees.

8. Notice of Meetings

- a. Meetings called for the passing of a special resolution or for the discussion of any other issue shall be called by not less than seven days' notice in writing

The notice of meeting shall be inclusive of: -

- i. The date, time
- ii. The day
- iii. The place

shall be given in any manner as may be prescribed by members in a meeting, to such persons as are, under these articles, entitled to receive such notices from HBR

Provided that a meeting of HBR shall, notwithstanding the fact that it is called by a shorter notice than that specified in this article, it shall be deemed to have been duly called if it is so agreed by a majority in numbers of the members having a right to attend and to vote at the meeting.

- b. The quorum in meetings will comprise 50% +1 presence.

9. Proceedings at meetings and minute books:

- (a) The members of HBR shall cause minutes in one of the official languages of the continent of all proceedings of meetings of members to be entered in one or more books to be kept for that purpose at the registered office of HBR or at the office where such minutes are made up. The secretary general will be responsible for the availability of minutes in all meetings. The proposed languages are English and French in that order.
- (b) Any resolution of the members of HBR in the form of a written resolution signed by the members shall be deemed to be a minute of that meeting and shall be entered into a book or books provided for in subsection (a) and be noted by the next meeting of the organisation.
- (c) For the purpose of this section loose leaves of paper shall not be deemed to constitute a minute book unless they are bound together permanently without means provided for the withdrawal or insertion of leaves, and the pages or leaves are consecutively numbered
- (d)
- (e) The minutes of any meeting of members of HBR purporting to be signed by the chairman of that meeting or by the chairman of the next succeeding meeting shall be evidence of the proceedings at that meeting.
- (f) If default is made in complying with any requirements of this section HBR and any of its members who knowingly is a party to the default, shall be guilty of an offence.
- (g) Where minutes have been kept in accordance with the provisions of this section, the meeting shall be deemed to have been duly held and convened and all proceedings shall be deemed to have been duly had, and all undertaken resolutions shall be deemed to be valid, until the contrary is proved.
- (h) Every member of HBR present at any meeting shall at the meeting sign his/her name under the date of the meeting in a book complying with the provisions of sub-section (f) to be kept for that purpose.
- (i) Such book shall be kept at the registered office of HBR and shall during business hours be open to inspection by any member without charge.
- (j) Any member who fails to comply with any provision of this section shall be guilty of an offence.
- (k) The annual conference shall deal with and dispose of all matters prescribed by this section including the consideration of the annual statements, the election of new members, the appointment of an accounting officer and changing of the constitution, and may deal with any other issue laid before it.
- (l) No issues shall be finalised at any meeting unless a quorum of 50%+1 of the members is present at the time when the meeting proceeds to discuss such issues.
- (m) If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day not earlier than three days and not later than seven days after the date of the meeting and if at such an adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the members present in person or by proxy shall be a quorum.

- (n) Members not present in any meeting shall be bound by the resolutions of that meeting if such resolutions were taken in accordance with section 9 (k) or (l) above.

10. Procedure for changing the Constitution

The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than 50% + 1 of the members who are present at the annual conference or special general meeting. Members must vote at this conference/meeting to change the constitution.

50% + 1 of the members shall be present at the meeting (the quorum) before a decision to change the constitution is taken. Any annual general meeting may vote upon such a motion if the details of change are set-out in the notice as required by Section 9 (k).

A written notice must go out not less than (7) seven days before the proposed changes to the constitution. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.

No amendments may be made to the constitution which would have the effect of making the organisation cease to exist.

11. Disciplinary measures

The Vice

Chairman head and chair all disciplinary committee proceedings.

When a member is found guilty by the disciplinary committee of any misconduct, as defined in these rules, one or more of the following disciplinary steps or measures may be taken:

- a) A member may be expelled.
- b) A member may be suspended.
- c) A member may be excluded from all premises of the organisation.
- d) A member may be excluded from all or certain activities, permanently, or for a certain period.
- e) A member may be discharged from any office or capacity in which they were appointed or serving.
- f) A member may be admonished and warned.

A fine may be imposed.

A written apology may be required to be made to any person or body.

The costs of repairing any damage done to HBR premises or to any property of any person involved with HBR may be recovered from the guilty person.

Any other appropriate, logical and justifiable penalty may be given. The committee may suspend any sentence imposed by it for a period not exceeding 365 days upon such condition of good behaviour as it deems proper, and the condition that a similar offence is not committed during that period.

Whether the sentence imposed on the member in terms of these rules consists of the payment of a fine, or of reparation of damage caused, or the performance of some other act, the disciplinary committee may exclude the member concerned until the payment is made or action performed.

N.B. The proceeds from any fine or payment for repair of damage caused, imposed in terms of these rules, shall be paid into the general funds of the organisation.

12. Members' Rights

A member summoned to appear before a disciplinary committee shall have the following rights:

- a) The right to be told (and receive in writing) the nature of the alleged offence.
- b) The right to call witnesses and to cross-examine witnesses.
- c) The right to inspect any document produced as evidence.
- d) The right to receive a copy of this policy when summons are served.
- e) The right to be disciplined timeously.
- f) The right to an interpreter to interpret proceedings in his/her language of preference.
- g) The right to representation by any fellow member.
- h) The right to prepare for and be given adequate notice of the disciplinary hearing –at least 72 hours
- i) The right to state a case in defence.
- j) The right to a ruling.
- k) The right to have any previous disciplinary record considered only after having been found guilty.
- l) The right to present mitigating circumstances before a penalty is decided upon.
- m) The right to appeal.

13. Financial Year

1st August- 31st July of every year.

14. Membership

- a) Membership shall be open to all interested parties and individuals who share the spirit of African development, either by invitation or by application in writing.

- b) Membership certificates shall be issued as confirmation of registration and membership figures shall be confirmed annually by the Secretary General at the conference or upon request by the members.
- c) A member shall have the right of access at all times to the accounting records and all books and documents of HBR ;

be entitled to require from the members such information and explanations as he/she thinks necessary for the performance of his/her duties as a member;

be entitled to attend any meeting of HBR and to receive all notices of and other communications relating to any meeting which any member and executive committee member of is entitled to receive and to be heard at any meeting which he attends or any part of the business of the meeting which concerns him as a member.

- c. The treasurer shall present full financial statements and reports at the annual conference or upon request by HBR or per clause13 © above.

15. Termination of membership

A member of the organisation shall have his/her membership terminated if any of the following conditions apply to him/her:

- a) A member who due to ill health or incapacity beyond his/her control had not been able to attend to his/her duties in the organisation for a total of 90 (ninety days) in any one calendar year.
- b) A member who as a result of abuse of alcohol or any other substance impairing his/her normal faculties has repeatedly and regularly been unable to give his/her normal attention to organisational duties.
- c) A member who is in persistent breach of the provisions of his/her agreement/contract with the organisation.
- d) A member found guilty of transgressing the common law. Examples hereof include theft, fraud, assault, rape, etc.
- e) A member found guilty of damage to HBR property by a wilful or negligent act.
- f) A member found guilty conducting himself/herself in a way, which is or could be prejudicial to the good name of the organisation. The maintenance of order and discipline of HBR or the proper performance of the organisation.
- g) A member found guilty of refusing to submit to the authority or any legitimate decision of the organisation.
- h) A member found guilty of failing to discourage a fellow member from committing an offence, or neglecting to discourage a fellow member from misconduct, when such discouragement could reasonably be expected of him/her.
- i) A member found guilty of conducting himself/herself in an unbecoming, improper or disgraceful way on the organisation's property or elsewhere.
- j) A member found guilty of bringing HBR or any part of it, or a member of its staff into contempt or disrepute.

- k) A member found guilty of interfering with the governance or and proper administration of the organisation.
- l) A member found guilty of using violence against or threatening any person on any premises of HBR or premises controlled by HBR or during participation in any of the organisation's activities.
- m) A member found guilty of failing to attend an investigation in the capacity of a witness, or purposefully submitting false evidence during or in connection with such an investigation.
- n) A member found guilty of intimidating a person who is a witness or potential witness during an investigation or disciplinary hearing.
- o) A member found guilty of participating in an unauthorised action that could disrupt the activities or administrative work of the organisation.
- p) A member found guilty of taking part in an action, which prevented any official or member of the organisation from fulfilling his/her duty.
- q) A member found guilty of deliberately damaging, defacing or removing any property of the organisation.
- r) A member found guilty of taking into possession of or making use of or being present on any property of which HBR is the rightful owner or tenant, after having been requested by the administration to refrain from such an act.
- s) A member found guilty of possessing stolen property on HBR premises.
- t) A member found guilty of passing a worthless cheque or money order in the name of the organisation.
- u) A member found guilty of using language, missives, or behaviour that incites emotions, is insulting in nature or may give offence to others.
- v) A member found guilty of concealing, destroying, mutilating, falsifying, or making any false entry in or, with intent to defraud or deceive, making any erasure in any book (including any minute book), register, document, financial record or financial statement of HBR
- w) A member found guilty of circulating, publishing, concurring in making, circulating or publishing any certificate, written statement, report or financial statement in relation to any property or affairs of HBR which is false in any material.

***NB:** All rules pertaining to members shall apply to, and the term 'member' in such rules shall include, any person who was a member at the time his/her alleged misconduct, and any person who became a member after having allegedly committed a breach of discipline or good order, and the person who has consented in writing to the rules and regulation of HBR Failure on the part of a member concerned to attend or remain present during the proceedings of any disciplinary investigation shall not stop such proceedings, and the hearing may be held in the members absence.*

16. Rotation of members

The organisation in meetings may from time to time determine the number of executive committee members, their terms of office and the manner of their retirement. An annual meeting or other meeting of the organisation may fill any vacancy and a retiring executive committee member shall be eligible for re-election.

If at any meeting at which an election of executive committee members ought to take place the vacancies of the retiring executive committee members are not filled, unless it is expressly resolved not to fill such vacancies, the meeting shall stand adjourned to a day not earlier than seven days and not later than twenty-one days after the date of the meeting and if at such an adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present in person or proxy shall be a quorum. If at such an adjourned meeting the vacancies are not filled, the retiring members or such of them as have not had their offices filled shall be deemed to have been re-elected at such adjourned meeting unless a resolution for the re-election of any such office bearer shall have been put to the meeting and opposed.

17. Executive Committee appointments

- (a) The members of HBR may from time to time appoint one or more of their body to the executive committee. The appointment of such members will be for such term and at such remuneration/allowance as they may think fit and may revoke such appointment subject to the terms of any agreement entered into in any particular case. An office bearer so appointed shall, while holding such office, be subjected to retirement by rotation.
- (b) The members may from time to time entrust upon a fellow member, for the time being, such of the powers and authorities invested in them as they may think fit, and may confer such powers and authorities for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think suitable. The members may from time to time revoke or vary all or any of such powers and authorities.
- (c) Each member shall have the power to nominate any person who is a member of the organisation in his/her place during the absence or inability to act as such an office bearer, provided that the appointment of an alternate office bearer shall be approved by the committee, and on such appointment being made, the alternate office bearer shall in all respects, be subject to the terms, requirements, and conditions existing with reference to the other members.
- (d) The alternate members, whilst acting in the stead of the other members who then, shall exercise and discharge all the powers, duties and functions of the members they represent.
- (e) The appointment of an alternate office bearer shall be revoked, and the alternate office bearer shall cease to hold office, whenever the office bearer who appointed him/her ceases to be an office bearer or gives notice to the executive committee that the alternate office bearer representing him/her has ceased to do so.

18. Disclosure of interest in contracts-

- a) Any member who is in any way, whether directly or indirectly, is materially interested in a contract or proposed contract referred to in subsection (b), which has been or is to be entered into by HBR or who so becomes interested in any such contract after it has been entered into, shall declare his/her interest and full particulars thereof as provided in this section.

the provision of subsection 16(a) shall apply to any contract or proposed contract which is of significance in relation to the activities of HBR and which is entered into or to be entered into;

in pursuance of a resolution taken or to be taken at a meeting of the organisation;
or

by a member of HBR who either alone or together with other members and executive committee members has been authorised by the executive committee to enter into such a contract or any contract of similar nature.

- b) For the purpose of subsection 16(a) a general notice in writing shall be given to the executive committee to the effect that he/she is a member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice and before the date of its expiry be made with that company or firm, shall be deemed to be a sufficient declaration of interest in relation to any contract or proposed contract so made or to be made, if-

the nature and extent of the interest of the said member in such a company or firm is indicated in the said notice; and

at the time the question of confirming or entering into the contract in question is first considered or at the time such a member becomes interested in a contract after it has been entered into, the extent of his/her interest in such a company or firm is not greater than is stated in the notice.

a general notice may from time to time be amended and shall not be effective beyond the end of the financial year of the organisation but may from time to time be renewed.

any member, who fails to comply with any provision of this section, shall be guilty of an offence.

19. Manner and time for declaration of interest in contracts-

no declaration of interest by a member shall be of any effect unless it is made at or before the meeting of members at which the question of confirming or entering into the contracts is first taken into consideration and, if in writing, is read out to the meeting or each present member states in writing that he/she has read such declaration.

if for any reason it is not possible for a member to make any such declaration at or before a particular meeting, he/she may make it at the first meeting of the members held thereafter at which it is possible for him/her to do so and shall in that event state the reason why it was not possible to make it at the previous meeting.

20. Governing structure

An executive committee with the necessary powers and duties to execute its duties shall in perpetual succession govern HBR The executive committee may pay all expenses incurred in promoting and running the affairs of the organisation and may exercise all powers as invested in them by the constitution.

Procedure for appointment of the executive committee: -

At a meeting of the organisation a motion for the appointment of two or more persons as members by a single resolution shall not be moved, unless a resolution that it shall be so moved has first been agreed to by the meeting with a vote being given it.

Subject to the provision of subsection (d), a resolution moved in contravention of that subsection should be void, whether or not its being moved was objected to at the time.

For the purpose of this section, a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment.

21. Removal of members and procedures in regard thereto-

- (a) HBR shall notwithstanding anything in its constitution or in any agreement between it and any of its office bearer shall by a resolution remove an office bearer before the expiration of his/her period of office.
- (b) Special notice shall be lodged with the executive committee as well as the affected office bearer of any resolution to remove the particular individual under this section or to appoint any person in the stead of an office bearer so removed at the meeting at which he/she is removed, and, on receipt of notice of such a proposed resolution, HBR shall forthwith deliver a copy thereof to the office bearer concerned.

22. Organisational disqualification rules

- (a) No one shall be qualified from being elected to the position of an office bearer or from holding office if any of the following applies to that particular individual:
- (b) Any member removed from office of trust on account of **misconduct**.
- (c) Any member who at any time has been convicted (whether in Africa or elsewhere) of theft, fraud, forgery or uttering a forged document.
- (d) Perjury, or any offence involving dishonesty or in connection with the promotion, formation or management of a company, and has been sentenced therefore to the imprisonment without the option of a fine exceeding one thousand rand.
- (e) any person who has otherwise been guilty whilst holding office in any organisation or company of fraud in relation to that organisation or of any breach of his duty to that particular organisation/company.

23. Register of members: -

HBR shall keep in one of the official languages of Africa, a Register of members with particulars entered in the following manner:

In respect of every member:

- (a) his/her full forenames and surname and any former forenames and surname, an identity number or, if he/she has no such number, his/her date of birth, his/her nationality if not South African, his/her portfolio, his/her residential and postal addresses and the date of his/her appointment.

- (b) any changes occurring from time to time in the particulars referred to in (a) and the date and nature of such changes shall be entered accordingly in the said register.
- (c) there shall in addition be entered in the said register the name and date of appointment of the accounting officer and the date and particulars of any change of such name and date of appointment.

24. Duties of the Management

A. The Chairman

The duties of the *Chairman* shall be the following: -

- a) Chair meetings convened by the Executive committee.
- b) Supervise members of the Executive Committee.
- c) Convene meetings through the Secretary General.
- d) Provide direction and control mechanisms to the organisation in a manner that would fulfil the objectives set out in the constitution.
- e) Act as a nodding point for the implementation of organisational policy.
- f) Manage strategic management, planning and control processes
- g) Evaluate all inputs/ influences, which could affect the overall policy of the organisation.
- h) Ensure that working programs, resources and infrastructures are arranged in order to ensure productivity.
- i) Report regularly to the Central Committee (various task groups)
- j) Present a report and the State of HBR at the Annual Conference

B. The Secretary

Duties of the SG.

- a) Notify members of the HBR Executive and Central Council Committee meetings to be held.
- b) Distribute the agenda of the Particular meetings
- c) Keep all the records of the HBR
- d) Liaise with other organisations and institutions across Africa.
- e) Prepare reports on the work of HBR
- f) Report regularly about progress to the executive and central committee.
- g) Present a report on the growth of the organisation at Annual conference.

C. Treasurer General

Duties of the Treasurer General

- a) Be the chairperson of the Fund raising Task Group
- b) Be responsible for the finances of HBR
- c) Together with the Chairperson and the SG, operate the organisation's bank account.
- d) Keep books of accounts and other bookkeeping records necessary to clearly reflect the financial position of the organisation.
- e) Present audited financial statements or managerial accounts to the central committee as and when requested.
- f) Execute the organisation's plans for fund raising.

D. The Project Co-ordinator

The duties of the *Project Co-ordinator*

- a) act as *chief of policy & planning*.
- b) establish and build the capacity of the *policy & planning division* to function to its best and to produce the required results.
- c) create a positive culture, which leads to constructive work relations
- d) design, develop and revise training programs & workshops and to monitor their progress.
- e) ensure that all programs are reviewed and updated annually.
- f) Keep an updated skills database from the continent.
- g) Allocate personnel and promote a positive culture of the true skills transfer and development across the continent.

E. Committee members & Task Group Heads

The Committee members & T.G. heads shall:

- a) Assist the chairperson and S.G. in carrying out their duties.
- b) Supervise various task groups allocated to them by the chairperson.

F. Finance Secretary

G. Operations Co-ordinator

The duties of the *Operations Co-ordinator* shall be to:

- devise the implementation methods of all multimedia projects i.e. print, audio, visual etc.
to select and manage contractors/volunteers/participants and to oversee the timely delivery of projects.
- a) compile information on training aids and methods as well as to maintain an inventory of educational related training providers and recipients.
 - b) to identify the needs of the community and advise the executive committee on all programs to be implemented.
 - c) execute any other role that may be entrusted to him/her.

H.B.R Project Researcher

The duties of the *Project Researcher* shall be to:

- a) formulate and interpret organisational policy on skill development on preparation; selection and recruitment of possible participants/volunteers from the community.
- b) analyse, interpret and research population trends at grassroots level for HBR to enhance targeted service delivery.
- c) facilitate country by country training committee activities.
- d) liaise with other skills development related and educational training providers in each country to improve and implement training courses and workshops.

I. Administrator

The duties of the *Administrator* shall be the following:

- a) to develop, implement and review administrative policies.
- b) implement strategic resources management.
- c) develop challenging and realistic admin goals for HBR
- d) obtain and maintain a full understanding of economic development in furthering HBR 's objectives.
- e) ensure short and long term viability of HBR activities
- f) ensure formulation and implementation of all funding and stakeholder relations and strategies.
- g) liase with *the policy and planning division* in policy formulations.

J. Public Relations Officer

The *Public relations officer* shall:

- a) liase and arrange meetings with the sponsors, media, social partners, business and community organisations on behalf of HBR
- b) collect any information, visual and literary that could benefit HBR and its programs
- c) arrange/ organise press conferences, information sessions and interviews with the media and donor companies as well as issue press statements.
- d) inform the organisation about possible projects sponsors
- e) inform other organisations across the continent and individuals about HBR

K. Committees

Task Groups

- 1) Central Task Group (Main Committee)
- 2) Continental Task Group
- 3) Fundraising Task Group
- 4) Strategic Planning & Policy Formulation Group
- 5) Political Development & Current Affairs
- 6) Disciplinary Task group
- 7) Recruitment Task group
- 8) New Projects Task Group
- 9) Research & Development Task Group
- 10) Database & Support Task Group
- 11) Publication Task group
- 12) HIV / AIDS Task Group
- 13) Constitutional Task Group.

(a) Legal Officer

The post of *Legal Officer* shall entail the following:

- a) serving as in-house legal adviser to HBR
- b) rendering formal legal opinions.
- c) drafting, editing, amending legal framework applicable to HBR
- d) formulating and editing legal documents.
- e) liaising with State Law Advisers country by country on the interpretation of legal documents.

- f) ensuring a balanced and holistic approach/efforts in managing HBR activities

25. Indemnify, offences and relief of members and accounting officer:

Subject to the provisions of subsection 16(b), any provision, whether contained in the articles of HBR or in any contract with the organisation and whether expressed or implied, which purports to exempt any member or accounting officer from any liability which by law would otherwise attach to him/her in respect of any negligence, default, breach of duty or breach of trust of which he/she may be guilty in relation to HBR or to indemnify him/her against any such liability, shall be void.

The provision of subsection 16(a) shall not be construed as prohibiting HBR from indemnifying any member or accounting officer of HBR in respect of any liability incurred by him/her in defending any proceedings, whether civil or criminal, if judgement is given in his/her favour or in which he/she is acquitted or in respect of any such proceedings which are abandoned or in connection with any application under subsection 16(c) in which relief is granted to him/her by the Court.

If in any proceedings for negligence, default, breach of duty or breach of trust against any member or accounting officer it appears to the disciplinary committee or the Court that the person concerned is or may be liable in respect of the negligence, default, breach of duty or breach of trust, but that he/she has acted honestly reasonably, and that, having regard to all the circumstances of the case, including those connected with his appointment, he/she ought fairly to be excused for the negligence, default, breach of duty or breach of trust, HBR may relieve him/her, either wholly or partly, from his/her liability on such terms as the organisation may think.

Any member, or accounting officer who has reason to apprehend that any claim will be made against him/her in respect of any negligence, default, breach of duty or breach of trust, may apply to the Court for relief, and the Court shall on any such application have the powers to grant relief as by subsection 16(b) conferred upon it by reference to proceedings referred to in that subsection.

26. Purposes for which funds may be used

In fulfilling its said objectives HBR shall seek to apply its funds in the following manner:

- i. As reasonable compensation to any member in return for services actually rendered.
- ii. Reasonable spending for the purpose of enabling the organisation to perform its administrative duties. Expenditure shall be upon the following items amongst others e.g. stationery, computers, telephone accounts, faxes, web pages etc.
- iii. Purchase of immovable property and or any other applicable payment relating to the lease/rental of property for the purposes of conducting business.
- iv. Purchase and or rental of movable property, provided that the organisation is within its financial means to do so.
- v. Holding educational workshops and training seminars.
- vi. Purchase of educational or any other relevant materials that shall be necessary for the organisation to fulfil its constitutional objectives e.g. videos, videocassette recorders, books, television sets etc.

- vii. Purchase of First-Aids kits.

27. Acquiring and control of assets

- (a) HBR shall keep in one of the official languages of the Republic such records as are fairly necessary to present the financial state affairs and fiscal transactions of the company and to explain the manner in which assets were acquired and controlled; records showing assets and liabilities of HBR ;

a register of fixed assets showing the respective dates of acquisition and the cost thereof, depreciation, if any, the date of any revaluation and the revealed amount, the respective dates of any disposals and the consideration received in respect thereof.

records containing entries from day to day in sufficient detail of all cash received and paid out and of the matters in respect of which receipts and payments took place;

- (b) The accounting records referred to in subsection (a) may be kept either by making entries in bound books or by recording the matters in question in any other manner, and where such records are not kept by making entries in bound books, adequate precautions shall be taken for guarding against falsification and facilitating its discovery.
- (c) The accounting records shall be kept at the registered office of HBR or at such other place as the members think fit and shall at all times be open to inspection by the members.
- (d) The members of HBR shall in respect of every financial year cause to be made out in one of the official languages of the Republic annual financial statements and shall lay them before the annual meeting of the organisation.
- (e) The annual financial statements required under subsection (h) shall consist of a balance sheet, including any notes thereon or document annexed thereto providing all the necessary information including an income statement and any notes thereon or document.
- (f) Minute book kept under subsections (a & b) shall be open to inspection during business hours by any member of HBR without charge, at the registered office of the organisations or the office where it is made up, subject to such restrictions as may be provided for in the articles or imposed by the members in a meeting, but so that not less than two hours in each day shall be allowed for inspection.
- (g) Any member of HBR shall be entitled to be furnished, within seven days after he/she has made a written request therefor to HBR with a copy of the minutes of the proceedings at any meeting, certified by the secretary or an office bearer as correct, at a charge not exceeding an amount of twenty-five cents for every copy of the page required.
- (h) If any inspection required under this section is refused or if any copy required under this section is not furnished within the proper time;
- (i) The Court may on application order that the minutes in question be made available for inspection or that the copy required be furnished immediately or within such period as the Court may direct and may order the costs of the application to be paid by the member of the organisation who is responsible for the default; and every member thereof who knowingly became party to the default, shall be guilty of an offence.

28. Accounting officer

HBR shall at every annual meeting appoint an accounting officer or accounting officers to hold office from the conclusion of that meeting until the conclusion of the next annual meeting.

It shall be the duty of accounting officer:-

- a) to examine the annual financial statements to be laid before it's annual meeting
- b) to satisfy himself /herself that proper accounting records have been kept by and that proper returns adequate for the purposes of his/her audit have been received.
- c) to satisfy himself/herself that the minute books and attendance registers in respect of meetings of members have been kept in proper form.
- d) to satisfy himself that a register of disclosure of interests in contracts has been kept and that the entries therein are in accord with the minutes of the members' meetings;
- e) to satisfy himself/herself as to the existence of securities of HBR ;
- f) to obtain all the information and explanations which to the best of his/her knowledge and belief are necessary for the purposes of carrying out his/her duties;
- g) to satisfy himself/herself that the annual financial statements are in agreement with the accounting records and returns;
- h) to examine the accounting records of HBR and carry out such tests in respect of such records and such other auditing procedures as he/she considers necessary in order to satisfy himself/herself that the annual financial statements fairly present the financial position of HBR and the results of its operations in conformity with generally accepted accounting practices applied on a basis consistent with that of the proceeding year;
- i) to satisfy himself/herself that statements made by the members in their report do not conflict with a fair interpretation or distort the meaning of the annual financial statements and accompanying notes;
- j) to comply with any applicable requirements of the Public Accountants' and Accounting officers Act.

29. Accounting officers' Report-

When the accounting officer of HBR has complied with the requirements of, and has satisfied him/herself as to the matters stated in, section 7, and has carried out his/her audit free from any restrictions whatsoever, he/she shall make a report to the members of HBR to the effect that he has examined the annual financial statements and that in his/her opinion they fairly represent the financial position of HBR and the results of its operations in the manner required by the Law.

In the event of the accounting officer being unable to make such a report, he/she shall include in his/her report a statement to that effect and set forth the facts or circumstances, which prevent him/her from so making his report.

The accounting officers' report under subsection shall, unless all the members present agree to the contrary, be read out at the annual meeting.

30. A retiring accounting officer shall be deemed to be re-appointed at any annual meeting without any resolution being passed, unless-

- a) he/she is not qualified for re-appointment;
- b) or a resolution has been passed against his/her re-appointment;
- c) or he/she has given HBR notice in writing of his/her unwillingness to be re-appointed at the next annual meeting.

31. No person shall be qualified for appointment as accounting officer of HBR if he/she is-

- a) an executive committee member of HBR
- b) a member performing secretarial work for HBR
- c) a person who by himself/herself or through a partner or a member habitually or regularly performs the duties of secretary or bookkeeper of HBR ;
- d) a person who at any time of the financial year was on the executive committee.
- e) not qualified to act as such by the current Public Accountants' and Accounting officers Act.

32. Resignation of accounting officer -

The accounting officer appointed by HBR may at any time during the period of his office resign as such provided the following requirements have been complied with:

an accounting officer intending to resign shall deliver to HBR a written notification to the effect that he/she has no reason to believe that in the conduct of the affairs of HBR a material irregularity has taken place or is taking place which has caused or is likely to cause financial loss to HBR or to any of its members, creditors, sponsors, other than an irregularity (if any) which has been reported to the Public Accountants' and Accounting officers' Board in terms of the applicable Acts. The members of HBR shall forthwith upon receipt of the said written notification appoint another accounting officer to fill the vacancy.

Should the members fail to appoint an accounting officer to fill the vacancy within three months after the receipt of the written notification referred to in subsection (b),

any person who at the expiration of that period of two months any person who was on the executive committee or became a member of the executive committee after that period has expired and before filling of the vacancy;

was aware of the vacancy but failed to take all reasonable steps to ensure that it would be filled in accordance with subsection (d), shall altogether with HBR be jointly and severally be liable for all debts incurred by HBR during the existence of the vacancy.

33. Removal of accounting officer and appointment of new accounting officer:-

HBR may subject to the provisions of subsection (b), at an annual meeting by a resolution remove any accounting officer appointed by the members before the expiration of his term of office and at the same meeting appoint another person as accounting officer in his place;

Provided that where an accounting officer has reason to believe that in the conduct of the affairs of HBR a material irregularity has taken place or is taking place which has caused or is likely to cause financial loss to HBR or to any of its members, creditors or sponsors, and he/she has made a report thereon in writing to the members of HBR he/she may not be removed from office until the provisions of the Public Accountants' and Accounting officers' Act, have been complied with.

34. Winding up

- a) The organisation shall be wound up voluntarily if all its members so resolve at a meeting called for the purpose of considering the winding up of the organisation, and sign a written resolution that the organisation be wound up voluntarily by members, creditors, or the Court as the case may be.
- b) The organisation shall be wound up if it has not commenced its activities within a year from its registration, or has suspended its activities for a whole year;
- c) If it is unable to pay its debts;
- d) It appears on application to the Court that it is just and equitable for the organisation to be wound up.
- e) Upon its winding up, de-registration or dissolution the assets of HBR remaining after the satisfaction of all its liabilities shall be given or transferred to some other organisation or other institution or organisations or institutions having objectives similar to its own, to be determined by the Court.

35. Assets & Liabilities upon winding-up

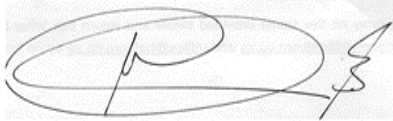
Upon its winding-up, de-registration or dissolution the assets of HBR remaining after the satisfaction of all its liabilities shall be given or transferred to some other organisation or other institution having objectives similar to its own, to be determined by the Court, members and office-bearers have no rights in the assets of the organisation.

36. Adoption of the constitution

This constitution was approved and accepted by members of

Hola Bon Renaissance (HBR) Foundation

At a special (general) meeting held on __01____ Day/ __02__ Month/ __2020____
Year.

A handwritten signature in black ink, appearing to be a stylized 'P' followed by a flourish.

Chairperson