

**THE COMPANIES ACT 2002 (ACT NO. 12 OF 2002)  
(CAP. 212)**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM AND  
ARTICLES OF  
ASSOCIATION  
OF  
POLICY FORUM LIMITED**

**DRAWN BY:**

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**MEMORANDUM OF**

**ASSOCIATION  
OF**

***POLICY FORUM LIMITED***

1. The name of the Company is Policy Forum Limited.
2. The registered office of Policy Forum Limited shall be situated in Tanzania.
3. The objectives for which Policy Forum Limited is established are:-

*I. The main objectives:*

The main objective of Policy Forum Limited is to seek enhanced, transparent and accountable governance and improved quality of life of the Tanzanian people, including effective protection of human rights through the strengthened ability of civil society to constructively influence key policy decisions relating to poverty reduction, equity and democratisation and any other policy issues as may be determined by the Forum from time to time.

*II. Specific Objectives:*

- (a) The implications and impact of policies and their implementation are analysed, monitored independently, and the resulting information is used by a broad base of civil society and advocacy actors to improve the effectiveness and quality of their advocacy
- (b) Analysis and monitoring information produced by Policy Forum and or its members is widely disseminated to policy makers, organised civil society and the general public in a manner that is accessible, interesting, relevant and useful to the intended target audience.
- (c) The capability of civil society organisations to understand, to monitor, and to strategically, proactively and effectively engage with and or influence national and local processes is enhanced.
- (d) Participation by Policy Forum as a network in national policy processes is selective and strategic in order to engage where impact is most likely to be achieved and to enhance the quality of its engagement.
- (e) To organise, hold and/or sponsor conferences, seminars, workshops, advocacy, meetings, public debates, media programs and such other activities with a view of promoting Policy Forum objectives.
- (f) To raise funds in order to support the projects of Policy Forum but on such terms and conditions congruent to the principal aim of Policy Forum.

- (g) To purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Policy Forum may deem necessary and convenient to possess for the promotion of its social and educational and other objects, maintain and alter any building, structures, erections and or convenient to the work of Policy Forum.
- (h) To sell, let, mortgage, dispose of or turn to account all or any of the properties or assets of the Company as may be thought expedient with an intention of promoting its objects.
- (i) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. Every member of Policy Forum undertakes to contribute to its assets in the event of its being wound up, and to payment of the debts and liabilities of Policy Forum contracted, before it ceases to be a member. And the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding two hundred and fifty thousand shillings.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

**Name, Addresses and Description of Subscribers**

<b>NAME, ADDRESSES AND DESCRIPTION OF SUBSCRIBER</b>	<b>SIGNATURE FOR AND SEAL (WHERE APPLICABLE ) OF EACH SUBSCRIBER</b>

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2014

Witness to the above signatures

Name: \_\_\_\_\_

Qualification: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**THE COMPANIES ACT 2002 (ACT NO. 12 OF 2002)  
(CAP 212)**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION  
OF**

***POLICY FORUM LIMITED***

The Regulations underlined in table C of the First Schedule of the Company Act 2002 (Act No. 12 of 2002) (Cap. 212) will not apply unless not varied or reproduced in these Articles of Association.

**Interpretation**

1. In these articles:

"The Act"	means the Companies Act 2002 (Act No. 12 of 2002) (Cap. 212).
"The Company"	means Policy Forum Limited.
"PF"	means Policy Forum Limited.
"Board of Directors"	means the Board of Directors of Policy Forum Limited.
"Member"	means a member organisation of Policy Forum or member of the Board of Directors as the context requires.
"Chairperson"	means the Chairperson of the Policy Forum or Board of Directors or the Chairperson of the Annual General Assembly Board as the context requires otherwise.
"Coordinator"	means the chief executive officer of Policy Forum Limited appointed by the Board of Directors who shall also serve as head of the Secretariat
"The Seal"	means the common seal of Policy Forum Limited.
"The United Republic of Tanzania"	means the former Tanganyika and Zanzibar Republics in the context of their union jurisdiction.

Unless the context otherwise requires, expressions defined in the Act or any statutory modifications thereof in force at the date at which these articles become binding on the Company, shall have meanings so defined.

**Membership**

2. The subscribers to the Memorandum and Articles of Association shall be the members of Policy Forum. Other Civil Society Organisations shall become members

of Policy Forum by way of applying in a prescribed form to the Coordinator who shall forward the application to the Board of Directors.

3. The minimum number of members with which Policy Forum proposes to be registered is two, but the Board of Directors may from time to time register an increase of members who shall be subject to endorsement at the Annual General Meeting.
4. Members of Policy Forum shall normally be duly registered not for profit civil society organisations working on and/or interested in policy related issues.
5. Members of Policy Forum shall be required to pay annual subscription fee which will be set and reviewed by the Annual General Meeting from time to time.
6. The General Assembly shall have the powers to expel or suspend any member or member of the Board of Directors by a vote of at least three quarters majority of the members present for violation of these Articles or for otherwise jeopardising objects of Policy Forum provided that the member involved is given a right to be heard.
7. The Board of Directors may, for good and sufficient reason, terminate the membership of any individual provided that such suspension shall be subject to an appeal to the next Annual General Assembly or to an Extraordinary General Assembly.
8. The Board of Directors shall be entitled to elect as sponsors, patrons, supporters or consultants of Policy Forum or such other persons as it thinks fit but such election shall not give any person the status of a member.
9. Any member of Policy Forum who shall if desires to retire as a member of the Company or the Board of Directors shall signify such desire in writing to the Coordinator for the time being of Policy Forum, and such person's name shall be removed from the list of members of Policy Forum and it shall thereupon cease to be a member of the Company.
10. Policy Forum membership shall cease when a member fails to pay the annual subscription fee.

### **Annual General Assembly**

11. The Annual General Assembly shall be the highest organ of Policy Forum and shall determine the overall policies and all other major matters including the powers to amend and repeal these Articles.
12. Policy Forum shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Assembly of Policy Forum and the next; PROVIDED that Policy Forum holds its first Annual General Meeting within eighteen months of its incorporation or in the following year. The Annual General Assembly shall be held at such time and place as they appoint.
13. Annual General Meetings shall be called Ordinary Annual General Meeting and other General Meetings shall be called Extraordinary Annual Meeting.

14. The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened on such requisition or, in default, may be convened by such requisition, as provided by the relevant provisions of the Act.

#### **Notices of the Annual General Assembly**

15. Annual General Assembly shall be called by twenty one days' notice in writing and a meeting of the Policy Forum members other than an Annual General Assembly or a meeting for the passing of a special resolution shall be called by seven days notice in writing. The notice shall be exclusive of the day in which it is served or deemed to be served or the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of a special business, the general nature of that business and shall be given, in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by Policy Forum in general meeting, to such persons as under the articles of Policy Forum, entitled to receive notices from the Company:

PROVIDED that a meeting of Policy Forum shall, notwithstanding that it is called by a shorter notice than that specified in this article, shall be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting.

The accidental omission to give notice of a meeting to or the non-receipt of notice shall not invalidate the proceedings of any meeting.

16. A notice may be given by Policy Forum to any member either personally or by sending it by post or e-mail to its registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.
17. Notice of every general meeting shall be given in the same manner hereinbefore authorised to every member. No other persons shall be entitled to receive notices of general meetings.

#### **Proceedings at the Annual General Assembly**

18. No business shall be transacted at any Annual General Assembly unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, at least one third of the total members shall be a quorum.
19. If within one hour from 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 the same day in the next week, at the same time and place, or to such other day and at such time and place as the Board of Directors may determine, and at the adjourned meeting the quorum is not present within forty five minutes from the time appointed for the meeting the members

present shall be a quorum.

20. The members shall elect a Chairperson who shall chair the Annual General Meeting of the Policy Forum, or if he or she shall not be present within one hour or is unwilling to act or the majority of the members present do not want him or her to act, the members of the Board of Directors present shall elect one of their member to be chair of the meeting.
21. If at any meeting the Chairperson of the Annual General Meeting is absent or is not willing to act as chair, the members present shall choose one of their members to be chair of the meeting.
22. The Chairperson of the Annual General Meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
23. At any Annual General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-
  - (a) The Chairperson of the meeting
  - (b) Or at least two members present in person.

Unless a poll so demanded a declaration by the Chairperson of the meeting that a resolution has on a show of hands been carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the meeting shall be conclusive evidence of the fact without proof of the number of persons who voted for such resolution. The demand for a poll may be withdrawn.

24. Except if a poll is duly demanded it shall be taken by secret ballot, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. In the case of equality of votes, whether on show of hands or a poll, the Chairperson of the meeting at which the show of hands take place or at which the poll is demanded, shall be entitled to a second or casting vote.
26. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded pending the taking of the poll.
27. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at the Annual General Assembly shall be as valid and effective as if the same had been passed at an Annual General Assembly of Policy Forum duly convened and held.

### **Votes of Members**

28. Every member shall have one vote which shall be given by an authorised



representative of the member and not by proxy.

### **Quarterly Meetings**

29. Policy Forum shall normally in each month hold a meeting in Dar es Salaam in addition to any other meetings in that year and shall specify it in the notices calling it. The Quarterly Meetings shall be open to all members of Policy Forum and to Observers invited by the Chairperson of the Policy Forum.
30. The Quarterly Meetings shall normally be chaired by the Policy Forum Chairperson or another member of the Board of Directors.
31. The Quarterly Meetings shall:-
  - (e) Deliberate on the main strategies, ` programs and budgets of Policy Forum and provide inputs for improvement.
  - (f) Share information on the work of Policy Forum and the happenings on policy issues in the country.
  - (g) Organise for effective engagement of Policy Forum and its members with policy issues.
  - (h) Establish and foster the functioning of Policy Forum working groups.
  - (i) Advise the Board of Directors.
  - (j) Fulfil any role that may be asked by the Annual General Assembly.
  - (k) Undertake any other activities in furthering Policy Forum objects provided that these are consistent with other provisions of these Articles.

### **Board of Directors**

32. The Policy Forum Board of Directors shall normally be composed of the chief executives of the members of Policy Forum. Members of the Board of Directors shall elect one among themselves to serve as the Chairperson of the Board of Directors who shall also serve as the Chairperson of the Policy Forum.
33. The Policy Forum Board of Directors shall oversee the activities of the Coordinator of Policy Forum to ensure the efficient management of Policy Forum. In particular, the Policy Forum Board of Directors shall:
  - (a) Oversee the activities of the Policy Forum and make decisions in relation to policies, budgets and other major aspects of Policy Forum and their implementation.
  - (b) Make Regulation for the proper management of the personnel, administration, facilities and finances of Policy Forum.
  - (c) Approve Annual Plans and Budgets of Policy Forum and oversee their implementation.
  - (d) Establish and manage Policy Forum bank accounts and authority levels thereof.
  - (e) Approve all major statements made on behalf of Policy Forum.

- (f) Carry out such other activities as are necessary for the proper management and running of activities of Policy Forum.
  - (g) Appoint the Coordinator and other staff of Policy Forum and determine their terms and conditions.
34. Unless otherwise determined by the General Assembly, the number of members who shall constitute the Board of Directors shall not be less than five and not more than nine. The Coordinator of Policy Forum shall be an Ex-Officio member without voting rights and shall also be the Secretary of the Board of Directors.
35. The Board of Directors may from time to time determine to delegate a portion of its powers to the Chairperson of the Board of Directors or the Coordinator as the case may be.
36. After the expiry of the tenure of the Board of Directors the General Assembly of Policy Forum shall appoint members for the Board of Directors.

### **Powers and Duties of Board of Directors**

37. The business of Policy Forum shall be managed by the members, who may pay all expenses incurred in the setting up and registering of Policy Forum, and may exercise all such powers of Policy Forum, as provided by the Act, or by these articles, required to be exercised by Policy Forum through the General Assembly, subject nevertheless to the provisions of these articles, to the provisions of the Act, and to such Regulations being not inconsistent with the aforesaid provisions, as may be prescribed by Policy Forum in the General Assembly. No Regulations made by Policy Forum through General Assembly shall invalidate any prior act of the members which would have been valid if the Regulation had not been made.
38. The members shall cause minutes to be made in books provided for the purpose:-
- (a) Of appointments of officers made by the members.
  - (b) Of the names of the members present at each meeting of the members and any committee of the members.
  - (c) Of all resolutions and proceedings at all meetings of Policy Forum, and of members, and of committees of members and every authorised representative of member present at any meeting of the members or committee shall sign his or her name in a book to be kept for that purpose.
39. The Chairperson of the Board of Directors, or an officer delegated by the Chairperson, shall be the Chief spokesperson of Policy Forum.

### **Disqualification of Members of the Board of Directors**

40. Any member of the Board of Directors who has been properly informed about the Board of Directors meeting and fails to attend for three consecutive meetings without adducing the reasons to the Coordinator will automatically cease to be a member of the Board of Directors of Policy Forum.
41. Any member if directly or indirectly interested in any contract with Policy Forum and fails to declare the nature of his or her interest in manner required by the relevant

provisions of the Act, will cease to be a member of the Board of Directors of Policy Forum.

42. A member shall not vote in respect of any contract or matter in which it is interested or any matter arising thereof, and if it does so vote his or her vote shall not be counted.

### **Rotation of Members of the Board of Directors**

43. At the first Annual General meeting after the incorporation of Policy Forum, all the members of the Board of Directors shall retire from office, and at the Annual General Meeting in every subsequent year fifty percent of the Board of Directors members at the time being shall retire.
44. The Board of Directors members to retire in every year shall be those who have been longest in office since their last election but as between persons who become members of the Board of Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
45. A member of the Board of Directors shall not be eligible for re-election after holding two consecutive terms in office prior to at least nine months having elapsed since it was last a member.
46. Policy Forum at the Annual General Meeting at which a member of the Board of Directors retires in a manner aforesaid may fill up the vacated office by electing another member thereto and in default of the retiring member of the Board of Directors shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up such vacated office or unless a resolution to the re- election of such member shall have been putting to the meeting and lost.
47. Policy Forum may from time to time by ordinary resolution increase or reduce the number of members of the Board of Directors, and may also determine in what rotation to increase or reduced number to go out of office, provided that the number of members of the Board of Directors shall never be less than three or more than thirteen.
48. The Board of Directors shall consist of two Policy Forum members who are based outside of Dar es Salaam.
49. Any casual vacancy occurring in the Board of Directors may be filled by the election of a new member to the Board of Directors at the Quarterly Meeting but the members so chosen shall be subject to retirement at the same time as if he or she had become a member on the day on which the member on whose place he or she is appointed was last elected a member.
50. Policy Forum may by ordinary resolution of the Board of Directors, of which special notice has been given, remove any member before the expiration of its period of office, and may by ordinary resolution appoint another member instead. The member so appointed shall be subject to retirement at the same time as if it had become a member on the day on which the member in whose place appointed was last elected member.

## **Proceedings of Meetings of the Board of Directors**

51. Members of the Board of Directors shall normally meet quarterly each year and more often when needed together for the transaction of business, adjourn and otherwise regulate their meetings as they think fit.
52. Decisions at the Board of Directors meeting shall be decided by a majority vote. In the case of equality of votes, the Chairperson of Policy Forum shall have a second or casting vote.
53. The Coordinator shall convene meetings at regularly scheduled periods and at other times when he or she determines it to be needed or on the requisition of any member of the Board of Directors.
54. The quorum necessary for the transaction of the business of the Board of Directors shall be fifty percent of the serving number of members of the Board of Directors.
55. The Chairperson shall chair meetings of the Board of Directors provided that if at any meeting the Chairperson is not present within twenty minutes after the time appointed for holding the same, the Vice Chairperson shall chair or else the members present may choose another member of the Board of Directors to chair the particular meeting.
56. A resolution in writing, signed by all members of the Board of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held.

## **The Coordinator**

57. The day-to-day activities of Policy Forum shall be administered and managed by the Coordinator through the overseeing authority of Board of Directors.
58. The Coordinator of the Policy Forum shall be appointed by the Policy Forum Board of Directors and be subject to confirmation by the General Assembly of Policy Forum.
59. The Coordinator of Policy Forum shall be accountable to Policy Forum's Board of Directors.
60. The qualifications, terms and conditions of the Coordinator of Policy Forum shall be determined by the Board of Directors and be subject to confirmation by the General Assembly.
61. The Coordinator shall do all such things as are reasonable and necessary for the achievement of the objectives of Policy Forum.
62. The Coordinator shall be responsible for the appointment of support staff in consultation with and approval of the Board of Directors.
63. The Coordinator of Policy Forum shall be the Secretary of the Policy Forum Board of Directors and shall not have voting rights.

## **The Finance Provisions**

64. Policy Forum shall accept funds from any source whatsoever, provided the same is legitimate and the receipt thereof is not contrary to the general philosophy and principles governing Policy Forum.
65. The Funds received or generated by policy Forum shall be applied only to the activities of Policy Forum provided that such funds may be invested by the Policy Forum Board of Directors for the well-being of the programme.
66. The Board of Directors shall ensure that the funds and assets of Policy Forum shall be used and accounted for in conformance with the highest levels of ethical and professional practice.
67. The Board of Directors shall cause proper books of account to be kept with respect to:
  - (a) All sums of money received and expended by Policy Forum and the manner in which the receipt and expenditure takes place.
  - (b) All sales and purchases and of the property, credits and liabilities of Policy Forum.
  - (c) The assets and liabilities of Policy Forum.
68. The keeping of books of accounts will be subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with Regulations of Policy Forum for the time being.
69. At least once in every year the accounts of Policy Forum shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
70. The books of account shall be kept at the registered office of Policy Forum, or at such other place or places as the Board of Directors think fit, and shall at all reasonable times be open for inspection by members.

## **The Seal**

71. The Board of Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Board of Directors or its Chairperson authorised by the Board of Directors in that behalf, and

Every instrument to which the seal shall be affixed shall be signed by the Chairperson and shall be counter-signed by the Secretary to the Board of Directors Meeting or by a second Board of Directors member or by some other person appointed by the Board of Directors for the purpose.

## **Winding up**

72. Upon the winding up of Policy Forum the members and the Board of Directors shall supervise the dissolution and after disposal of liabilities, the assets remaining shall be distributed to other not for profit sharing organisations with objects similar to or

related to those of Policy Forum for charitable purposes. No member, officer or staff of Policy Forum shall benefit in any manner from the dissolved assets of Policy Forum.

### **Dispute Resolution**

73. All matters of dispute between members shall be resolved amicably, through negotiations and after taking into consideration the views and opinions of the Quarterly Meeting the decision of the Board of Directors shall be final and binding until and unless repealed by the Annual General Assembly.

### **Interpretation**

74. Where any dispute arises with regard to interpretation on any matter in this document, the Board of Directors shall have the power to resolve it, after consultation with the Quarterly Meeting where necessary and if appealed it will be taken to the General Assembly who shall have the power to resolve that dispute and its decision shall be final.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

**Name, Addresses and Description of Subscribers**

<b>NAME, ADDRESSES AND DESCRIPTION OF SUBSCRIBER</b>	<b>SIGNATURE FOR AND SEAL (WHERE APPLICABLE ) OF EACH SUBSCRIBER</b>
Legal and Human Rights Centre Kijitonyama P.O. Box 75254 Dar es Salaam Tanzania	
HakiElimu P.O. Box 79401 Dar es Salaam Tanzania	

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2014

Witness to the above signatures:

Name: \_\_\_\_\_

Qualification: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_