

# **CONSTITUTION OF FREE WORLD FOUNDATION (FWF)**

## **PREAMBLE**

*We the members of the General Assembly of "FREE WORLD FOUNDATION" a legally registered non-profit, non-commercial, non-governmental organisation with tax-exempt status under the Ghanaian Internal Revenue (Registration of Business) Act, 2005 (Act 684), originally called "DIVINE AID MISSION" which name was changed by a Special Resolution on 29<sup>th</sup> August, 2005 and with the approval of the Registrar of Companies (Ghana) on 12<sup>th</sup> September, 2005;*

*In exercise of our desire to serve humanity by subscribing to universal humanitarian values and practices;*

*Conscious of the fact that it is only through collective action and with the help of all that we can effectively respond to the aspirations of the less endowed, the vulnerable and the downtrodden in society;*

*Aware of the conditions that have put these categories of people and their communities at the fringes of the nation's fortunes;*

*Prepared to mobilise ourselves to undertake programmes aimed at developing those communities in particular and the nation in general;*

*Committed in our determination to assist in providing hope for the less endowed, the vulnerable and downtrodden in society;*

*Dedicated in our commitment to the service of humanity and determined to uplift the image of the less endowed, the vulnerable and the downtrodden in Ghana and elsewhere and that of their communities;*

*Do hereby this 1<sup>st</sup> day of November 2005, adopt, enact and give to ourselves this Constitution.*

## **ARTICLE 1: NAME AND MOTTO**

*CLAUSE 1: The name of the organisation shall be known and called "FREE WORLD FOUNDATION" and shall hereinafter be referred to as the "FOUNDATION" for short.*

*CLAUSE 2: The motto of the "FOUNDATION" shall be "MAKING THE WORLD A SAFER PLACE TO LIVE"*

*CLAUSE 3: The "FOUNDATION" shall forever remain a non-profit, non-commercial, non-governmental organisation without any racial, ethnic, cultural, religious and political affiliation whatsoever.*

## **ARTICLE 2: VISION, CORE VALUES, MISSION & OBJECTIVES**

*CLAUSE 1: The vision of the "FOUNDATION" is to strive for a society where the fundamental human rights of every individual are respected, where the rule of law reigns supreme, good governance is guaranteed and adequate measures are put in place to ensure security & peace building. A society, where every citizen can attain quality education that will empower him/her by tackling all the underlying factors in all areas of human endeavour that account for limited opportunities available to the citizenry, a society where economic & trade justice are guaranteed, where the environment is protected and HIV/AIDS, Tuberculosis, Malaria and other diseases are absent.*

*CLAUSE 2: The "FOUNDATION" will seek to achieve its vision, mission and objectives under the culture of co-operative rather than competitive relationship with like-minded organisations, team spirit, hardwork and perseverance, efficient resource utilisation, mutually beneficial community relations and intra-organisational harmony.*

*CLAUSE 3: The mission of the "FOUNDATION" is to promote human rights, good governance, security & peace building, education and youth empowerment. We shall also protect the environment and fight the HIV/AIDS pandemic, tuberculosis and malaria. We will do this by providing care and support for People Living with HIV/AIDS (PLWHAs) and Orphans and Vulnerable Children (OVCs), undertaking advocacy on understanding and challenging HIV stigma, creating awareness on Tuberculosis (TB) and organising malaria control programmes. We will create the platform to promote transparency and accountability, dialogue and conflict resolution. We will also offer capacity building/skills training for the youth and promote education through the provision of school uniforms, exercise books and textbooks.*

*CLAUSE 4: The mission of the "FOUNDATION" shall be reviewed every three (3) years to determine if it is still relevant. The review would address the following concerns:*

*(i) Whether the mission has been fulfilled, either by the organisation or another entity, and thus whether there is a need for the organisation currently constituted to continue to exist.*

*(ii) Whether the mission should be revised to reflect societal changes;  
or*

*(iii) Whether there is a desire for the organisation to address new needs which require a new mission statement.*

*CLAUSE 5: The activities of the "FOUNDATION" shall be critically examined periodically to determine their relevance to the mission, their efficiency and effectiveness, the value of continuing the programmes or revising them and the need for new programmes.*

### **ARTICLE 3: MEMBERSHIP & AFFILIATION**

*CLAUSE 1: Membership categories shall be fixed by the General Assembly and shall initially be two, namely, Organisational Membership and Individual Membership.*

*CLAUSE 2: Organisational Membership shall be opened to civil society organisations whose primary functions are consistent with the mission and vision of the "FOUNDATION".*

*CLAUSE 3: Membership of the "FOUNDATION" shall also be opened to individuals living in Ghana or abroad who support the aims and objectives of the "FOUNDATION", and are willing to abide by the tenets of this Constitution and have no criminal record.*

*CLAUSE 4: Membership may be acquired by application in writing to the Executive Director. If the Executive Director rejects the application, the applicant can lodge a complain within four (4) weeks after receipt of the notice of rejection. The Board of Directors shall decide whether or not the applicant becomes a member. If the application is rejected for the second time, the applicant may appeal to the General Assembly, the highest decision making body for redress.*

*CLAUSE 5: The "FOUNDATION" would maintain ethical, co-operative relationships with other organisations and would affiliate where possible and appropriate for the sake of the greater public good with organisations and individuals that share common values and objectives.*

*CLAUSE 6: Subject to Clause 3 of this article, unless and until a new applicant is able to submit a clearance letter from the Headquarters of the Criminal Investigations Department of the Ghana Police Service or from his home country if he is a non-Ghanaian, he or she will not be admitted.*

*CLAUSE 7: Subject to approval by the Executive Council, the "FOUNDATION" shall admit such organisations into its fold as affiliate organisations, provided they show proof of their "not-for-profit" status and evidence that they have aims similar to that of the "FOUNDATION".*

*CLAUSE 8: Any member who does anything contrary to the aims and objectives of the "FOUNDATION" or is likely to bring the name of the "FOUNDATION" into disrepute loses his/her membership.*

*CLAUSE 9: Members of the "FOUNDATION" would pay annual membership fees. The General Assembly would agree on the fees in accordance with the guidelines for calculating the membership fees. Membership fees are due at the beginning of each calendar year.*

*CLAUSE 10: Membership expires:*

- (i) By dissolution of the "FOUNDATION" or upon institution of the insolvency proceedings on its assets or in case of rejection of opening such proceedings for insufficiency of assets.*
- (ii) In case of the death of the member.*
- (iii) By declaration of withdrawal directed in writing to the "FOUNDATION" within three (3) months of the expiration of its fiscal year.*
- (iv) By expulsion after decision of the "FOUNDATION". A member may be expelled from the "FOUNDATION" for important reasons after decision of the Board of Directors. An important reason can particularly be the fact that a member repeatedly does not pay the membership fee or violates the Constitution or otherwise severely damages the interests of the "FOUNDATION".*
- (v) Within four (4) weeks, the said member may lodge a protest against the Board of Directors' decision and the General Assembly shall take final decision on the case at its next meeting.*



*The leadership of the "FOUNDATION" shall comprise of*

**(a) THE GENERAL ASSEMBLY**

- (1) *It is the highest decision-making body of the "FOUNDATION" and any work done by any officer including the Executive Director shall be subject to review, amendments and alterations, rejection or approval by the General Assembly.*
- (2) *It shall consist of elected representatives of member organisations and individual members in good standing.*
- (3) *The Annual General Meeting (A.G.M) of the "FOUNDATION" shall take place at least once a year. Invitation to the members shall be issued by the Executive Council otherwise known as the Board of Directors in writing at least six weeks in advance. It shall specify time and place of the meeting and must contain the agenda.*
- (4) *The Board shall call an extraordinary Membership Meeting within three months, should at least one-third (1/3) of the members request such a meeting explaining their reasons in writing.*
- (5) *At least three weeks prior to the Membership Meeting, any member may ask in writing to add items to the agenda by stating reasons and may also submit other proposals to the Membership Meeting in written form.*
- (6) *A duly called Membership Meeting is qualified to decide by vote irrespective of the number of members present. Each member has one vote in the Membership Meeting.*
- (7) *Resolutions are taken by simple majority of the votes cast. Abstentions are not counted. In case of a tie, the relevant proposal is deemed rejected.*
- (8) *For Constitutional changes and the decision to dissolve the "FOUNDATION", a majority of two-thirds (2/3) of the valid votes cast shall be required. Voting shall take place in writing, should one-fourth (1/4) of the members present request such a procedure.*
- (9) *In case of elections the following shall apply additionally: if in the first ballot none of the candidates receives the majority of the valid votes cast, a second ballot will take place. The candidate then receiving the majority of the votes is elected.*
- (10) *The Membership Meeting shall be chaired by the Chairperson of the*

*Board of Directors. Should the Chairperson be unable to attend, it should be chaired by the Deputy Chairperson or another member of the Board. In case of elections the Membership Meeting is chaired for this item on the agenda by an election officer suggested by the Board and elected by the Membership Meeting.*

- (11) *Minutes of the Membership Meeting shall be taken in written form, signed by the Chairperson and the Secretary (the latter shall be appointed by the Chairperson).*

**(b) THE EXECUTIVE COUNCIL / BOARD OF DIRECTORS**

- (1) *The members of the Board of Directors shall be elected by the Membership Meeting to serve a maximum of three-year terms and three consecutive terms, with at least one year required before a member becomes eligible for re-election after completing the maximum number of consecutive terms. The term of office ends as soon as the Membership Meeting's next ordinary elections have taken place.*
- (2) *The Board shall have, including the Executive Director, a minimum of five members and a maximum of nine. Family relationships will be accepted between two members at most, but then the Board should have more than five but not exceed the maximum number of nine members.*
- (3) *Board members may be elected individually or the entire Board en bloc. Among resources they may bring to the governing body are experience and wisdom; prestige; the ability to raise money for the organisation; and professional skills, such as legal, accounting, management, fundraising and marketing.*
- (4) *Each Board member shall disclose all potential and actual conflicts of interest; including each institutional affiliation he or she has that might possibly involve a conflict of interest (such as sitting on a Board of another NGO with overlapping goals and mission). Such disclosure does not preclude or imply ethical impropriety.*
- (5) *The members of the Board are to serve in a voluntary capacity for no pay. They may within reasonable limits receive reimbursement for expenses directly related to their Board duties if these expenses are not reimbursed by third parties.*
- (6) *Each year, the Board of Directors shall submit for approval by the General Assembly a financial report and a provisional budget showing the projected revenue and expenditure. At each meeting of the Board*

*of Directors, the Secretariat shall present a statement of expenses and of the current balance.*

- (7) It shall also exercise control over the finances of the "FOUNDATION" and ensure that proper books of accounts and records are kept on all financial matters of the "FOUNDATION" and an Income and Expenditure Account and a Balance Sheet is prepared and audited.*
- (8) The Board shall be responsible for proper performance of the "FOUNDATION's" tasks and shall appoint an Executive Director to head the Secretariat.*
- (9) The Board shall employ the services of a Human Resource Management Consultant for the determination of allowances, salaries and other service packages commensurate with the qualification of all persons engaged by the "FOUNDATION".*
- (10) The Board shall meet for the dispatch of business at such times and places as the Chairperson may determine, but shall meet at least once every three (3) months.*
- (11) The Chairperson shall preside over meetings of the Board. In the absence of the Chairperson, the Deputy Chairperson shall act and in the absence of both; the members shall elect one of the members present to preside.*
- (12) The quorum for a meeting of the Board shall be two-thirds (2/3) of the membership, including the Chairperson.*
- (13) The Board of Directors may co-opt any person(s) or professional(s) whose expertise might be needed to act as advisor at a meeting of the Board, except that a co-opted person does not have the right to vote on any matter before the Board for decision.*
- (14) The validity of the proceedings of the Board shall not be affected by a vacancy among its members.*
- (15) Except as otherwise expressly provided, the Board shall determine the procedure for its meetings.*
- (16) A Board member shall cease to be a member if:*
  - (i) He/she resigns.*
  - (ii) He/she no longer has an employer who is supportive of the time commitment required.*

- (iii) *He/she is unable to perform the agreed upon tasks.*
- (iv) *He/she is unable to work with the other NGO Board members as part of a team.*
- (v) *A conflict of interest is declared or.*
- (vi) *He/she completes his/her term.*

**(c) ADVISORY COUNCIL**

- (1) *The "FOUNDATION" shall have an Advisory Council.*
- (2) *Members of the Advisory Council would from time to time advise the Board of Directors.*
- (3) *Based on the recommendation of the Board of Directors, the General Assembly will elect a twelve member Advisory Council.*
- (4) *The eligibility criteria for election are one's expertise or technical know-how and commitment.*
- (5) *Members of the Advisory Council shall be elected to serve for a term of three years and two consecutive times.*
- (6) *Members of the Board of Directors may not simultaneously be members of the Advisory Council.*

**(d) BOARD OF PATRONS**

- (1) *The "FOUNDATION" shall have a Board of Patrons, otherwise known as Honorary Directors.*
- (2) *For the avoidance of doubt, an Honorary Director or a Patron is anyone who is not a founding Director of the "FOUNDATION" but is willing to contribute his/her time, energy and resources to the "FOUNDATION" and expecting no reward or favour in return whether directly or indirectly.*
- (3) *An Honorary Director may be elected to serve for a term of three years and two consecutive times.*
- (4) *Notwithstanding subsection 3 of this Section, the General Assembly reserves the right at anytime to terminate the appointment of an Honorary Director if his/her actions are likely to bring the name of the "FOUNDATION" into disrepute or if his/her services are no longer*

*needed.*

- (5) *The eligibility criteria for election are one's expertise or technical know-how, commitment and resourcefulness.*

**(e) THE EXECUTIVE DIRECTOR**

- (1) *The Executive Council shall appoint him/her and he/she shall report to it.*
- (2) *He/she shall be the Chief Executive Officer (CEO) and the Head of the "FOUNDATION's" administration.*
- (3) *The Executive Director on orders from, or in consultation with the Executive Council, implements the aims and objectives of the "FOUNDATION".*
- (4) *He/she shall be responsible for all disciplinary action and shall be responsible for the custody of the "FOUNDATION's" seal and for fixing it to the documents of the "FOUNDATION".*
- (5) *He/she shall ensure effective and efficient management of the "FOUNDATION's" human, technical, material and financial resources.*
- (6) *He/she shall ensure the highest degree of corporate governance and controls and shall assist in the selection and recruitment of high caliber and competent staff as shall be needed for the administrative functions of the "FOUNDATION's" Secretariat.*
- (7) *He/she shall ensure the regular and prompt preparation and submission of annual and relevant management reports to the Board of Directors.*
- (8) *He/she shall be the head of the Fundraising and Media Committees of the "FOUNDATION".*
- (9) *He/she shall be the Press Spokesperson of the "FOUNDATION" and shall manage and be the editor of the newsletter of the "FOUNDATION".*
- (10) *He/she shall perform other such duties as may be assigned by the Executive Council provided such duties are in accordance with this Constitution.*

### **(f) DIRECTOR OF OPERATIONS**

- (1) *He/she shall be responsible for the core operations of the "FOUNDATION".*
- (2) *He/she shall ensure strict compliance with operational policies and procedures that shall be approved by the Board of Directors and as shall be stipulated in this Constitution.*
- (3) *He/she shall manage, supervise and coordinate the functions and activities of the volunteers and all the sub-committees of the "FOUNDATION".*
- (4) *He/she shall perform other functions that may be assigned by the Executive Director.*
- (5) *He/she shall report directly to the Executive Director.*

### **(g) DIRECTOR OF FINANCE AND ADMINISTRATION**

- (1) *He/she shall provide overall leadership, coordination, directions and supervision of the administrative structures and functions of the Secretariat.*
- (2) *He/she shall be in charge of the administrative affairs of the Secretariat.*
- (3) *He/she shall ensure compliance with all accounting and financial management regulations, policies and procedures of the "FOUNDATION".*
- (4) *He/she shall develop, manage and improve the "FOUNDATION's" accounting and financial processes and systems.*
- (5) *He/she shall chair the Fundraising and Media Committees of the "FOUNDATION" in the absence of the Executive Director.*
- (6) *He/she shall administer the fixed assets of the "FOUNDATION".*
- (7) *He/she shall prepare on timely basis regular management reports and monthly financial statements.*
- (8) *He/she shall assist with budget preparation, implement budgetary control systems and manage the budgets of all committees and sub-committees of the "FOUNDATION".*

- (9) *He/she shall provide effective and professional financial reports and recommendations to the Executive Director.*
- (10) *He/she shall be responsible for the preparation of payroll, handling of "Pay As You Earn" (P.A.Y.E) tax and other statutory obligations of the "FOUNDATION" and members of staff.*
- (11) *He/she shall perform any other functions that may be assigned by the Executive Director and shall report directly to him/her.*

#### **(h) REGIONAL AND DISTRICT COMMITTEES**

*The "FOUNDATION" shall establish offices in all the administrative capitals of the Districts and Regions of the Republic of Ghana. These offices shall be managed by District and Regional Committees. These Committees shall report directly to the Director of Operations.*

*The District and Regional Committees shall:*

- (1) *Assist the Secretariat to inform and sensitise the public on the activities of the "FOUNDATION" in their respective districts and regions.*
- (2) *Assist in the organisation of fora and seminars on the thematic areas of the "FOUNDATION's" vision, in collaboration with the Secretariat, in their respective districts and regions.*
- (3) *Prepare and submit bi-annual reports on the general affairs and operations of the "FOUNDATION" in their respective districts and regions.*
- (4) *Carry out any other functions and directives of the Secretariat through the Director of Operations.*

#### **(i) FUNDRAISING COMMITTEE**

- (1) *The "FOUNDATION" shall have a Fundraising Committee that shall be responsible for solicitations and making individual contributions.*
- (2) *The "FOUNDATION" shall only accept funding that is consistent with its mission, does not compromise its core principles, and does not restrict its ability to address relevant issues freely, thoroughly, and objectively.*
- (3) *The "FOUNDATION" shall design programmes to meet its mission and never design simply to meet the needs of a funding source.*

- (4) *The "FOUNDATION" will not encourage any unethical activities such as double funding for one project, diversion of dedicated funds to uses other than the project for which funds were approved, or overstatement of achievements.*
- (5) *Fundraising shall be for the purpose of the "FOUNDATION's" mission, and free of coercion, improper motive, inaccurate conduct, unreasonable reward, or personal inurement.*
- (6) *The "FOUNDATION's" average expenditure on fundraising activities should be one-third (1/3) or less of the amount of revenue generated from these activities, and ideally the fundraising costs should be less than 25% of fundraising income.*
- (7) *At least 65% and ideally more than 80% of all revenue generated shall be used in the execution of programmes and projects of the "FOUNDATION".*
- (8) *The "FOUNDATION" shall respect a donor's privacy and safeguard any confidential information regarding the donor or gift.*
- (9) *The "FOUNDATION" shall not provide compensation to fundraisers that is based on a percentage of charitable contributions raised or expected to be raised, nor would it provide a finder's fee.*
- (10) *The "FOUNDATION" may provide compensation based on skill, effort and time expended, and performance-based compensation, such as bonuses, provided such bonuses are in accordance with the "FOUNDATION's" practices and not based on a percentage of charitable contributions raised.*
- (11) *This Committee shall be headed by the Executive Director. In his/her absence, the Director of Finance & Administration shall head it.*

#### **(j) MEDIA COMMITTEE**

- (1) *It shall provide overall leadership, coordination, directions and supervision of the works of the "FOUNDATION".*
- (2) *It shall prepare, design and plan educational and orientation programmes tailored to the needs of members of the public in general and the "FOUNDATION's" stakeholders in particular.*
- (3) *It shall ensure the development, upgrading and maintenance of the "FOUNDATION's" newsletter and website.*

- (4) *It shall be headed by the Executive Director. In his/her absence, the Director of Finance & Administration shall act.*

#### **(k) MEMBERS OF STAFF**

- (1) *The "FOUNDATION" shall seek capable and responsible employees and volunteers (collectively called, "staff"), who are committed to its mission.*
- (2) *The "FOUNDATION" shall provide proper training and orientation for new staff, and provide them with suitable working conditions.*
- (3) *The "FOUNDATION" shall provide opportunities for individual growth and staff development, and foster an atmosphere whereby supervisors encourage personal growth of staff.*
- (4) *Staff members shall refrain from using their official position, either regular or volunteer, to secure special privilege, gain or benefit for themselves.*

#### **(l) VOLUNTEERS**

*The "FOUNDATION" shall need the services of volunteers in the communities it operates in. A prospective volunteer must complete an application form at the "FOUNDATION's" offices together with a clearance letter from the Headquarters of the Criminal Investigations Department of the Ghana Police Service or from his/her home country if he/she is a non-Ghanaian and his/her application shall be subject to approval or rejection by the Executive Council of the "FOUNDATION". Persons who serve as Volunteers of the "FOUNDATION" may be paid honoraria at the end of projects well executed.*

#### **(m) COMMUNITIES**

*Communities in which the "FOUNDATION" operates shall form an integral part of the "FOUNDATION". Consideration will be given to the views of these communities who are the direct beneficiaries of the "FOUNDATION's" projects and where possible opinion leaders in these communities will be made part of sub-committees working on projects.*

### **ARTICLE 5: FINANCES**

*CLAUSE 1: There shall be a Fund into which shall be paid:*

- (a) *All revenues or other monies raised or received for the purposes of the "FOUNDATION" and on behalf of the "FOUNDATION".*

(b) *All monies raised or received in trust for or on behalf of the "FOUNDATION"*

*CLAUSE 2: The Fund shall include annual membership subscriptions, special dues or levies, affiliation fees, fundraising, donations from the private sector, donations or grants from Foundations, government grants or donations, gifts, sales of publications, returns on investments and bequests.*

*CLAUSE 3: The revenue and property of the "FOUNDATION", whensoever derived shall be applied solely towards the promotion of the objects of the "FOUNDATION" and shall never under any circumstance be paid or transferred wholly or partly, or transferred directly or indirectly by way of dividend, bonus or profit or any such benefit to any person or persons within or outside the "FOUNDATION".*

*CLAUSE 4: Notwithstanding the provision of clause 3, nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer of the "FOUNDATION" or any member of the "FOUNDATION" in return for any services legitimately, actually and satisfactorily rendered to the "FOUNDATION".*

*CLAUSE 5: Notwithstanding the provisions of clause 3, nothing therein contained shall be deemed to apply to any member or officer of the "FOUNDATION" who stands to legitimately benefit from any grant, scholarship or bursary whose purpose is to further the vision of the "FOUNDATION"*

*CLAUSE 6: The provision of clause 3 shall also not exclude any member or officer from receiving a prize or other recognition that may be awarded him or her.*

*CLAUSE 7: The "FOUNDATION" shall operate accounts at reputable bank(s) and the signatories of the "FOUNDATION's" bank account(s) shall be three officers, namely:*

*(a) Chairperson, Board of Directors*

*(b) The Executive Director and*

*(c) The Director of Finance & Administration*

*CLAUSE 8: Any two of the officers referred to in clause 7 of this article shall act jointly to withdraw monies from, or transact any other business with the bank(s)*

*CLAUSE 9: A team of independent auditors shall be appointed to audit the accounts of the "FOUNDATION", copies of which shall be made available to members at the Annual General Meeting (AGM) of the "FOUNDATION" and to other relevant agencies that may request for copies.*

*CLAUSE 10: The fiscal year of the "FOUNDATION" shall be the calendar year.*

#### **ARTICLE 6: PROPERTY OF THE FOUNDATION**

*CLAUSE 1: The "FOUNDATION" shall have the power to acquire and hold any movable or immovable property, to sell, lease or otherwise dispose of any such property and to enter into any lawful contractual transactions.*

*CLAUSE 2: The provision of clause 1 shall strictly be in accordance with the provisions of this Constitution.*

#### **ARTICLE 7: THE SEAL**

*CLAUSE 1: A common seal shall be adopted for use by the "FOUNDATION".*

*CLAUSE 2: The Executive Director shall provide for safe custody of the seal.*

#### **ARTICLE 8: AMENDMENT TO THE CONSTITUTION**

*CLAUSE 1: This Constitution, or any part thereof may be repealed, amended or new provisions made thereto by resolution carried by two-thirds (2/3) majority of members of the General Assembly present and voting thereon.*

*CLAUSE 2: Any proposal for the repeal, amendment or for a new provision to any part of this Constitution shall be made in the form of a notice and such notice shall be submitted to the General Assembly not later than a month before the date for the General Assembly meeting.*

*CLAUSE 3: The notice shall specify details of the proposed repeal, amendment or new provision.*

*CLAUSE 4: The proposed repeal, amendment or new provision when adopted by the General Assembly takes immediate effect.*