

NON GOVERNEMENTAL ORGANISATION DZIDZO

STATUTES

PREAMBLE

We, founding members of the DZIDZO NGO;

Aware that certain strata of our communities live in precarious conditions; Aware that this situation is a major concern of the Head of State and his

Government, as reflected in Axis 3 of the National Developing Plan (NDP);

Aware that the development of a country is always based on human development;

Aware that environmental education, health education and awareness-raising on human rights and especially the rights of the vulnerable groups such as children and women contribute to inclusive and sustainable development;

Aware that the development of populations must be a shared concern;

Considering that the efforts made by governments and their development partners for the well-being of the population remain commendable, but very insufficient in view of certain constraints;

Considering that support from other structures in this area will constitute an added value;

In this dynamic and in support of the government's efforts to ensure inclusive development for the people, we, the members of DZIDZO;

Let us set up an association, in accordance with the provisions of Law No. 40-484 of 1st July 1901, to make our contribution to the development of communities.

TILTE I: NAME - HEADQUARTERS - DURATION

Article 1: An apolitical and non-profit-making organization named: "**DZIDZO**" is established between the members of the present articles.

Article 2: Its headquarters are in Lome, TOGO, in the *Agbalepedogan* area; Road Hospice Coco; Telephone: (00228) 92437070 / 98767070. It may be transferred to any other place in the national territory, by decision of the General Assembly.

Article 3: The Organization is established for an unlimited duration.

Article 4: The slogan of the Organization shall be "**well-being for all**".

Article 5: The logo of the association: 2 D's glued together the first D upside down, the second in the right side, they are written in gold yellow color symbolizing joy with written below DZIDZO also the same color all on a green background, symbol of the environment and life.

TITLE II: GOAL - OBJECTIVES - FIELDS OF INTERVENTION – MEANS OF ACTION

Article 6: The purpose of the Organization is to contribute to the improvement of the socio-economic and cultural living conditions of populations in a sustainable and participatory human development process.

Article 7: The objectives of the Organization are to:

- Reduce poverty and misery of the population at the grassroots level, especially in rural areas;
- Work for the self-promotion of grassroots communities ;
- Facilitating women's access to credit ;
- Promote a culture of entrepreneurship among grassroots populations;
- Promote income-generating activities among the grassroots population;
- Contributing to youth employment ;
- Promote an environment conducive to health ;
- Promote universal access to health care at the grassroots level;
- Combating communicable and non-communicable diseases ;
- To encourage mobile clinics for diagnosis and quality health care for indigent populations;
- Promoting Maternal Health ;
- Combating neonatal and child mortality ;
- Supporting vaccination actions for populations ;
- Promoting family planning in community settings ;
- To bring the population to the practice of hygiene and sanitation ;

- Promoting public health ;
- Promote the schooling of children, especially girls;
- Fighting against school drop-out and non-enrolment of children;
- Promote emulation and a culture of excellence in schools ;
- Encouraging women's literacy ;
- Combating environmental pollution ;
- Promoting organic farming ;
- Fighting deforestation ;
- Fighting global warming ;
- Contributing to waste management ;
- Combating the misuse of plastic materials
- To work for the restoration of the vegetation cover, the balance of the ecosystem and the conservation of natural resources ;
- Promoting Reading in Schools ;
- Supporting young musicians, painters and storytellers ;
- Participate in the development of an educational cinema integrating traditional values.

Article 8: The Organization shall intervene in the field of the promotion of social welfare, in particular:

- Fight against poverty
- Health
- Education
- Environment
- Culture

Article 9: With a view to achieving its objectives, the Organization shall, among other means:

- inform, raise awareness and train the population;
- identify, develop, implement and evaluate projects and programs for the benefit of the population;
- organize seminars, workshops, conferences, round tables, meetings, etc.;

- collaborate with public authorities, local communities, national and international NGOs and institutions;
- organize socio-educational activities ;
- provide advisory and financial support to grassroots communities ;
- carry out studies and surveys and set up databases ;
- organize socio-cultural activities ;
- organize medical consultation sessions;
- lobbying and advocacy with development partners ;
- organize environmental education sessions with schools;
- organizing donations and support for deserving students in schools;
- support students in difficulty ;
- initiate projects to support environmental protection and conservation.

TITRE III: MEMBERS - MODE OF MEMBERSHIP - MEMBERSHIP STATUS

Article 10: The Organization shall be composed of members:

- founders;
- assets ;
- sympathizers;
- of honor.

Article 11: A founding member is any person who took part in the constitutive General Assembly and whose name appears in the minutes.

Article 12: An active member is any member willing to:

- participate fully in the activities of the Organization ;
- be eligible for election to the bodies ;
- work towards the achievement of its goals and objectives ;

- participate in the various meetings ;
- pay their dues on a regular basis;
- comply with the provisions of the statutes and the rules of procedure.

Article 13: A sympathizing member is any natural or legal person who, without being a member of the Association, undertakes to provide it with financial, material, moral and/or technical support in the achievement of its objectives.

Article 14: Honorary membership shall be awarded by the General Assembly, on the proposal of the Board of Directors, to any person who has distinguished himself or herself either by services rendered or by any exceptional action in favor of the objectives pursued by the Organization.

Article 15: Membership of the Organization shall be free and voluntary to all persons, enjoying their civil and moral rights without distinction as to race, sex, religion or political belief, and who adhere to its objectives.

In order to join, the applicant must send an application to the Board of Directors. After study and favorable opinion, he is invited to be registered in the register of the Organization after payment of the membership fee.

Article 16: Membership is lost by:

- resignation;
- exclusion ;
- death.

Article 17: Any resigning member must submit a reasoned letter to the Board of Directors.

Article 18: For any reason deemed serious, any member can be excluded from the Organization in General Assembly by a majority of the $\frac{3}{4}$ members present on the proposal of the Board of Directors. However, the interested party will be invited to answer, beforehand, for the charges against him.

Article 19: Any member who resigns or is expelled cannot claim the reimbursement of his membership fee or his previous contributions. On the other hand, he must pay any debts he may have contracted with the Association.

TITLE IV: ORGANIZATION - OPERATION

Article 20: The Organization is structured into four (04) organs, namely:

- the General Assembly;
- the Board of Directors;
- the Executive Management;
- the Auditor General Officers.

Article 21: The **General Assembly** is the supreme body of the Organization. It constitutes the universality of the members. It meets in ordinary session once (1) a year upon convocation by the President. However, it may meet in extraordinary session when circumstances so require on the proposal of the Board of Directors or on the initiative of at least one third (1/3) of the members. It is competent to:

- adopt the statutes and rules of procedure ;
- to define the main lines of emphasis of the Organization ;
- to elect the members of the Board of Directors ;
- appointing the members of the Statutory Auditors ;
- to hear and deliberate on the activity and financial reports of the Board of Directors ;
- exclude any member for any fault considered serious;
- discharge the Board of Directors ;
- vote the budget and approve the program of activities proposed by the Board of Directors;
- setting the contribution rate ;
- amending the statutes and the rules of procedure ;

- dissolve the Organization and decide on the destination of its property;
- decide on the Association's affiliation with other organizations ;
- decide on all the items on its agenda.

Article 22: The General Assembly takes its decisions by a simple majority of its members. Voting shall take place by secret ballot, by show of hands or by acclamation. In the event of a tie, the President shall have a casting vote. The deliberations of the General Assembly shall be recorded in minutes transcribed in a register signed jointly by the President and the Secretary General.

Proxy voting is permitted. However, a person may not hold more than one proxy.

It must be produced before the start of the work of the General Meeting.

Notices must be sent to members at least one month before the date a session is called and must include the agenda and the location of the session.

The General Assembly can only validly deliberate when a quorum of at least two thirds (2/3) of the members registered on the date of the convocation is reached. If this condition is not met, the General Assembly shall be reconvened with the same agenda within fifteen (15) days and may validly deliberate regardless of the number of members present.

Article 23: The **Board of Directors** is the administrative body of the organization. It is responsible for supervising all the activities and monitoring the development policy, orientations, directives as well as the implementation of the decisions of the General Assembly at the level of the Executive Management. He has extensive powers to manage all the affairs of the association between two sessions of the General Assembly.

Article 24: The Board of Directors is competent to:

- deliberate on the financial and activity reports of the Executive Directorate ;
- take decisions on problems arising between two General Assemblies and report to it;
- vote the budget for the following year ;
- propose to the General Assembly new orientations and actions aimed at the aims and objectives of the Organization ;
- submit to the General Assembly the annual program of activities;
- receive and consider membership applications and resignation letters from members ;

- managing the Organization's assets and ensuring, together with the Executive Directorate, the smooth running of banking and financial operations;
- appoint the Coordinator and draw up his terms of reference and dismiss him if necessary ;
- be accountable to the General Assembly for the work of the Executive Directorate;
- go to court;
- to set up commissions and working groups as necessary and to ensure their proper functioning ;
- represent the Organization in dealings with the Public Authorities and third parties,
- to acquire and exchange all buildings, to take out all loans that do not involve the joint and several guarantee of the members;
- to adopt the statements of position, inventories, balance sheets and accounts to be submitted to the General Assembly, to decide on all proposals to be submitted to it and to adopt the agenda of its sessions.

Article 25: The Board of Directors shall meet once a trimester in ordinary session. However, it may meet in extraordinary session when circumstances so require.

It can only validly deliberate if at least two-thirds (2/3) of its members are present. Its decisions are taken by simple majority.

The Board of Directors may be assisted by members of the Organization or by any resource person according to their competence and availability. These persons shall have a consultative and non-voting vote.

Article 26: The Board of Directors is made up of five (05) members elected at the General Assembly, by secret ballot and simple majority of votes, for a renewable term of three (03) years. They are:

- a President;
- a Vice President;
- a Secretary General;

- a Deputy Secretary General
- a Treasurer General;
- a Deputy Treasurer General
- three Councilors.

Article 27: The **President** is the chief executive officer of the Organization. In this capacity, he represents it in all civil and legal acts at the national and international level. He ensures that the decisions taken by the General Assembly are respected and applied. The Chairman convenes and chairs the meetings of the Board of Directors. He is the authorizing officer of the budget and expenditure. He is co-signatory of the Association's cheques with the Treasurer General and the Executive Director. He signs, jointly with the Secretary General, the minutes of the General Assembly sessions and the meetings of the Board of Directors. He signs the decisions taken by the Board of Directors. He may, under his responsibility, delegate some of his powers to other members of the Board of Directors, as well as to the Executive Director of the association.

In the event of the absence or incapacity of the President, the Vice-President shall act as interim President.

Article 28: The **Vice-President** assists the President in his functions and acts in the event of the latter's absence or impediment.

Article 29: The **Secretary General** shall be the depositary of the archives of the Organisation. He shall draw up the notices of the various meetings and sessions which he shall send to the members of the Organisation. In agreement with the President, he prepares the agenda of the meetings of the Board of Directors and the sessions of the General Assembly, the minutes of which he draws up. At the end of the term of office of the Board of Directors, he presents an activity report.

Article 30: The **Deputy Secretary General** shall assist the Secretary General in his functions and act in the event of the latter's absence or impediment.

Article 31: The **Treasurer General** is responsible for collecting the funds of the Organization which he manages. He shall keep the regular accounts and financial documents of the Organization. He disburses on the order of the President with whom he jointly signs the financial documents of the Organization. He shall also manage the Organization's

material assets. He presents annual financial reports and the financial balance sheet at the end of the term of office of the Board of Directors.

Article 32: The **Deputy Treasurer General** assists the Treasurer General in his functions and ensures the interim in case of absence or impediment of the latter.

Article 33: The **Councilors** shall assist, enlighten and guide the Executive Bureau in the accomplishment of the tasks entrusted to it.

Article 34: The members of the Board of Directors do not receive any remuneration for their function. However, they shall be reimbursed for their mission, travel or representation expenses.

Article 35: In the event of a vacancy due to absence without notification for at least one (1) month, death, resignation or exclusion of a member of the Board of Directors, a replacement shall be filled within three (3) months. The term of office of this new member shall end on the date of expiry of the member he replaces.

Article 36: The Executive Directorate is the organ of animation and daily management of the Organization. It implements the decisions in accordance with the directives set by the General Assembly and the Board of Directors. In particular, it is in charge of :

- prepare all proposals to be submitted to the Board of Directors;
- inform all organs of the development of the activities of the Organization ;
- to draw up a quarterly activity report to the Board of Directors ;
- develop funding application packages.

The Executive Management is headed by an Executive Director.

Article 37: The **Executive Director** shall be the hierarchical head of all staff of the Organization. He recruits the necessary staff and submits them to the Board of Directors for approval. He shall be responsible for:

- manage all administrative and financial activities of the Executive Directorate
- represent the Board of Directors within the limits of the powers granted to it;

- participate in the preparation of the sessions of the General Assembly and in the drafting of the minutes;
- ensure the coordination and management of projects and programs ;
- to prepare the financial and activity reports of the Organization for the Board of Directors ;
- representing the Organization in regional , national and international bodies;
- to make suggestions to the Board of Directors concerning the life and activities of the Organization;
- propose a draft budget to the Board of Directors;
- to take any decision necessary and useful for the proper functioning of the Organization in the interval between meetings of the Board of Directors and to report to it;
- maintain relations with other organizations and institutions ;
- co-sign with the President and the Treasurer General the Organization's cheques;
- sign all contracts and agreements arising out of these awards.

Article 38: The General Assembly elects for a term of three (3) years, renewable only once, two Statutory Auditors in charge of:

- audit the books, cash, portfolios and securities of the Association ;
- checking the regularity and fairness of inventories and balance sheets and the accuracy of the information given on the accounts and the financial situation.

They operate unexpectedly and the Treasurer General is required to provide them with all the necessary documents for their work.

They regularly report to the General Meeting of Shareholders on any inaccuracies in the management report. They present an annual report to the General Meeting on the basis of which a discharge vote is taken by the Board of Directors.

TITLE V: FINANCIAL PROVISIONS

Article 39: The resources of the Organization shall consist of:

- donations, legacies, voluntary subscriptions, grants ;

- membership fees ;
- contributions ;
- interest earned on investments.

Article 40: The President, the Secretary General and the Treasurer General, duly authorised, shall open in the name of the Organisation, any postal check account or bank account. Their joint signatures shall be required for any withdrawal from this account.

Article 41: For current expenses, the Treasurer General shall maintain a cash fund, the maximum assets of which shall be determined by the General Assembly. Any surplus shall be paid into the Organization's account.

Article 42: The Organization shall manage the resources placed at its disposal by the partners in the form of aid for the benefit of development projects previously approved by the donors. Generally speaking, these resources shall be used for:

- to cover administrative and secretarial costs and to remunerate the human resources used at technical level ;
- to finance all activities related to its operation and the promotion of the Organization and to achieve its corporate purpose.

TITLE VI: FINAL PROVISIONS

Article 43: The provisions of the present statutes can only be modified in General Assembly by a majority of two (2/3) of the members present and up to date with their subscriptions on the proposal of the Board of Directors or at the request of at least one third of the members.

Article 44: The Organization may only be dissolved at an Extraordinary General Assembly specially convened for this purpose by a decision taken by a majority of three- quarters (3/4) of the members present and up to date with their subscriptions.

In the event of dissolution, one or more liquidators shall be appointed who, after settlement of the liabilities, shall allocate the net assets to an Association pursuing identical aims.

Article 45: The Organization may affiliate or establish cooperative relations with partners or organizations pursuing similar goals both in Togo and abroad, upon a decision taken in the General Assembly by a two-thirds (2/3) majority of the members.

Article 46: The Organization's assets alone shall be responsible for its commitments entered into without the members or administrators being personally liable.

Article 47: The Board of Directors shall draw up internal regulations which it shall submit to the General Assembly for approval. It determines, if necessary, the details of the execution of the present statutes.

Article 48: The present statutes shall enter into force as from the date of their adoption.

Done at Lome, 14th March 2020

THE CONSTITUENT GENERAL ASSEMBLY