

# Constitution of Bridge to Africa (BTA)

## ARTICLE I

### Name

The name of the organization is Bridge to Africa (BTA).

*BTA*: is a non-governmental, non-profit, non-religious, apolitical voluntary organization.

*BTA*: is based in Uppsala, Sweden and shall work with organizations in Africa.

*BTA*'s business and membership year shall run for a calendar year from October 1<sup>st</sup> to September 31<sup>st</sup>.

## ARTICLE II

### Definitions

In this Constitution:

- “*Member*” means any member of BTA, whether honorary, full or associate, unless specifically stated otherwise.
- “*The Executive Committee*” (EC) shall consist of seven persons as ordinary officers who are elected by the members.
- *The “Annual Meeting (AM)* is an annual meeting for information/discussions and to appoint internal auditors.
- “*Codes of Conduct*” are terms and conditions that each member should agree and abide to in order to have an eligible membership.
- The “*Advisory Board*” (AB) is a network of experts supporting BTA.

## ARTICLE III

### Purpose

The purpose of BTA is to work towards the benefits of vulnerable groups in Africa by participating in and promoting sustainable developmental projects and towards empowerment of women.

### Objectives

1. To raise awareness of the rights and plights of the vulnerable groups in Africa; both locally in the African countries and elsewhere.
2. To facilitate and promote the exchange of experiences and ideas with mutual understanding.
3. To empower women, both in Africa and Sweden, and to enable them to deliberate together and work under democratic forms towards guarding their rights and strengthening their role as active society members.
4. To promote ethnical and cultural diversity both within the organization and within larger communities.

## ARTICLE IV

### Membership

Full membership shall be open to any person above the age of 18 who shares the vision and goals of the organization. A member must submit a written application form, abide by the BTA code of conduct and pay annual membership fees. In order to be eligible to vote the membership fee must be paid at the latest on the day of the AM (2<sup>nd</sup> or 3<sup>rd</sup> week in October) (members located in Africa: 5 Euros, members from all other continents: 200 Swedish kronor (or equivalent), high school and undergraduate students and retired and unemployed people: 50 Swedish kronor (or equivalent). Only full members are eligible for voting and election.

Associate membership shall be open to any person under the age of 18 with an interest in BTA's purpose and objectives.

Honorary membership may be conferred to persons in recognition of meritorious work in the support of the purpose or objectives of BTA. Honorary members are nominated by the executive committee and must be approved by at least 2/3 of full members participating in electronic voting. The number of honorary members should not exceed twenty five (25) persons. Only one person may be awarded honorary membership every year.

### **Termination of Membership**

By decision and written notification from the executive committee membership ends upon any of the following:

- a. Failure to pay membership fees for two years,
- b. Breach of the codes of conduct of BTA,
- c. Own request for resignation,
- d. After written and justified request by others

## **ARTICLE V**

### **Organization**

The constitutional bodies of BTA shall be:

1. Ordinary BTA members participating in electronic voting
2. The executive committee (EC)
3. Subcommittees appointed by the EC for certain tasks
4. The annual meeting (AM, which is an information and discussion forum)

#### **1. Ordinary BTA members participating in electronic voting**

Latest by October 31st each year decisions are made via email/e-voting (instead of physical general assembly meeting). All documents and the invitations to participate in the electronic voting should be sent four (4) weeks prior to voting day. Meanwhile around mid October the annual meeting (AM) takes place in Uppsala to allow members to discuss and query issues. Quorum for the voting is 2/3 of in the e-voting participating members.

By e-voting annually resolutions have to be made on:

1. Approval or disapproval of the executive committee's actions, including its annual report and the annual accounts,
2. Election and removal of the chairperson and other officers of the executive committee (in even years),
3. Election of members of the election committee (uneven years),

By e-voting , when needed, resolutions of the following be made:

1. Approval and amendments of the constitution,
2. The appointment of honorary members,
3. The appointment of AB members
4. Dissolution of BTA,
5. Appropriation of the organisation's assets upon dissolution of BTA,
6. Approval of membership fees for the coming year.
7. Decision on bills (propositions, in Swedish: motioner).

#### **2. Executive Committee**

The executive committee shall be elected for two years (even years). The ordinary officers of the executive committee can sit for a maximum of 3 consecutive terms (except the chairperson who can sit for a maximum of 2 consecutive terms). The executive committee will have the authority to establish subcommittees and ad hoc committees from among the general membership.

The executive committee shall:

1. Manage the affairs of BTA and represent it vis-à-vis other parties. The day-to-day management may be delegated by the executive committee.

2. Check and approve all contracts, projects, formation of subcommittees before any of the above activities are carried out by executive committee officers or BTA members.

3. Be responsible for the finances and annual report of BTA.

The officers (ordinary and reserves) of the executive committee must be full members and should have been elected by full members by e-voting. The number of officers in the executive committee shall not be less than five ordinary (5) plus one (1) reserve. The reserves are to be included in the executive committee upon resignation of any of the ordinary officers of the executive committee.

A certain number of the ordinary officers of executive committee posts and of the reserves is to be given to people with African origin. About half of the EC positions should be given to women.

Officers of the executive committee shall meet no less than six (6) times a year in presence in Uppsala, Sweden.

Officers shall be notified not less than seven (7) working days before the meeting of its time and place. The meeting invitation shall include the purpose and agenda of the meeting.

Responsibilities of the executive committee officers:

**Chairperson:** leads and is responsible for the work of the executive committee, acts as chairperson in the executive committee meetings, represents the BTA outwards and signs contracts after approval from the executive committee. A chairperson should not sit for more than two consecutive terms.

**General Secretary:** does the work of the chairperson whenever she/he is unavailable or unable, handles the association's mail, is responsible for the minutes of the meetings and other administrative issues and is responsible with the chairperson that members are notified of meetings.

**Treasurer:** is the guardian of the association's economy, handles the organisation's financial transactions, is responsible with the chairperson for grant applications, is responsible for writing the association's yearly budget and economic book-keeping according to the Swedish law, handles membership fees and reports regularly to the executive committee about the association's economic situation.

**Fundraising officer:** is responsible with the chairperson for designing fundraising strategies and for the planning and performing of short and long-term fund-raising activities.

**Project Co-ordinator:** is responsible for coordinating projects under the umbrella of the organisation. Each of these projects is run by a project committee led by a project leader according to general guidelines set by the executive committee.

**External relations officer:** is responsible for the contacts of BTA with other independent bodies and organisations and works together with the project coordinator with partner organizations in negotiating and drafting project proposals.

**Information and recruitment officer:** is responsible for spreading information about BTA, recruiting members to the organization, and keeping records of the organization's members.

### **3 Subcommittees**

The executive committee may establish subcommittees composed of full BTA members as appropriate to work on specified tasks related to the work of BTA. Any subcommittee may exercise powers delegated to it by the executive committee and shall conform to any regulations that may be imposed on it by the executive committee. All subcommittees shall develop and regularly update documents regarding standard operation procedures (SOPs).

The following shall be standing subcommittees of BTA:

***Project Committees:*** Each project sponsored by BTA will be run by a project committee. Each project committee will develop and carry out its project, make all necessary arrangements for the project, maintain contacts with (the) partner organization(s) in Africa and conduct evaluations of the project. The project Committees shall work according to BTA and the sponsor's guidelines, report to the project coordinator regularly, gain approval from the executive committee for issues related to each project and write the annual and financial reports of the project.

***Election Committee:*** The election committee consisting of three people, who are full members of BTA and will be elected by e-voting (uneven years). One of them will be identified having convening/chair responsibility.

1. Collect and suggest nominations of persons for election as officers of the executive committee and BTA chairperson for the e-voting in October (even years).

2. Collect and suggest nominations of persons for the election committee (uneven years).

The suggestions should be available to the members and executive committee four (4) weeks in advance to the e-voting (first October). The election committee must receive an updated list of the members eligible for voting/election at the AM. At least one member of the election committee must be present at the AM in Uppsala in order to justify suggestions and give brief oral descriptions of the candidates.

The election committee will receive access to an email account/the e-voting system to arrange the evoting and send out formal mails. The election committee underlies the duty of professional secrecy.

### **4. Annual Meeting**

The annual information meeting (AM) must be held once a year in Uppsala, Sweden during the 2<sup>nd</sup> or 3<sup>rd</sup> week in October.

The function of this meeting is to give information, discuss in detail topics which will have to be decided on latest by end of the month (October 31<sup>st</sup>). Internal auditors are appointed in this meeting but otherwise, no voting is made on this meeting. All members who want to participate in the voting process have the last chance to pay their membership fee for the legitimation to participate in the voting on that day of the AM. All members have already in advance received all documents for voting by email latest four weeks prior to the voting day.

Invitations to the AM should be sent no later than two (2) weeks prior to the meeting.

## **ARTICLE VI**

### **Amendments to the constitution**

This constitution may be amended and approved by a 2/3 majority of e-vote participating full members. The proposal for amendments must be circulated to all members at least 4 weeks before the e-voting deadline.

## **ARTICLE VII**

### **Contracts**

Only the chairperson of BTA or members of the executive committee who have been delegated by the

chairperson are authorized to enter into contracts on behalf of the organization, when approved by the executive committee.

## **ARTICLE VIII**

### **Finance and Fees**

The resources of BTA shall consist of:

1. Annual membership fees.
2. Subsidies from public authorities.
3. Grants, donations, and bequests made to BTA.
4. Fundraising activities.
5. Any other sources which do not violate the codes of conduct of BTA.

No member shall use her/his membership or any office held with BTA as a means of promotion of her/his personal business or aims. All expenditure on behalf of BTA must be approved by the executive committee.

## **ARTICLE IX**

### **Dissolution**

In circumstances where BTA is dissolved by a decision by e-voting (2/3 majority of participating full members) the assets of the organization shall be distributed exclusively to charitable organizations whose purpose is consistent with the purpose and objectives of BTA.

## **ARTICLE X**

### **The advisory board**

**The Advisory Board** is an international network of experts/supporters who have agreed to give the BTA meaningful help on regular basis in different areas including organization, development, technology, policy, and outreach.

The Advisory Board (AB) is made of up to ten members who are not BTA members. The AB shall be appointed for a period of three (3) years at a time, confirmed by e-voting from full members (Article V, 1; simple majority of participating BTA full members). AB members can be reappointed. AB members are selected depending on their abilities, experience, and knowledge and their particular competence relevant to BTA's activities and projects. AB members should be convinced with the goals, objectives, and code of conduct of BTA. The AB nominates a chairperson and a secretary. The biographies of the AB members should be available on the website of BTA.

The responsibilities of the advisory board include

1. To promote BTA development and success.
2. To provide advice and support BTA's executive committee regarding funding, collaborations and identification of potential supporters.

The AB chairperson should coordinate a joint annual feed-back report for BTA. The AB will directly contact the EC.

## **ARTICLE XI**

### **Regulations**

*Auditing:* BTA has two internal auditors appointed at the annual meeting for each fiscal year and at least 1 external auditor agreed upon between the internal auditors and the EC. The internal auditors monitor all documentation and book-keeping. The external auditor monitors bills, receipts and book-keeping and that the association is not breaking the law. The auditors must give a written report to the general assembly and give suggestions to the members whether to approve the executive committee during the past year or not.

*Terms of Officers:* Any officer (i.e. executive committee member) may be removed from office by the affirmative vote of a majority. Said officer must be notified by mail not less than five (5) working days before the executive committee meeting at which removal is to be voted upon. Said officer shall be entitled to appeal before and be heard at such meetings.

*Resignation:* The officers of the executive committee and the members of the subcommittees may resign at any time by giving written notice of resignation to the Chairperson of the executive committee at least three (3) weeks before the date of resignation.

*Vacancies:* Any vacancy in the executive committee lasting more than six (6) weeks occurring during the year will be filled primarily by the one of the reserves. Otherwise, the vacancy will be filled by appointment of the executive committee from among the membership willing to serve, seeking first those candidates who agree to serve.

*Quorum:* At all meetings of the executive Committee, at least five (5) officers shall be physically present and that will be sufficient to constitute a quorum for the transactions of business. The act supported by a simple majority of the executive committee members present at any meeting at which there is a quorum shall be the act of the executive committee, unless otherwise provided by this constitution. In the case of equal votes the chairperson shall have the decisive vote.

*Annual Report:* The executive committee shall provide to the general assembly a written annual report which includes the activities of the past year, a financial statement, a statement of current membership; and a list of activities sponsored by the organization. The executive committee shall provide the current plan of action and how the activities should proceed and be monitored in the coming year.

*Transition between the outgoing and incoming executive committees:* The incoming committee members shall hold their respective offices at the commencement of the first meeting after elections. The members of the new executive committee shall call the first meeting and the new executive committee will be responsible for applying for funding for the following year. In order to provide an effective transition, outgoing committee members shall be required to meet with incoming committee members and hand over their respective responsibilities and documents. The succession should be secured by signature of the incoming committee members.

Uppsala, 28<sup>th</sup> September 2010