



CONSTITUTION
OF
ABENA TAY
FOUNDATION LBG

PREAMBLE

Across communities in Ghana, girls and children face significant challenges to their emotional wellbeing, safety and development. Many struggle silently with anxiety, trauma, bullying and distress without access to appropriate support. Schools often lack the resources and training to respond early. Families may not recognise warning signs or may be constrained by stigma and misinformation. Girls confront barriers to confidence, leadership and future readiness due to cultural pressures, harmful norms and insufficient mentorship.

Abena Tay Foundation LBG emerges from a conviction that every girl and child deserves to grow up emotionally resilient, protected from harm and supported to reach their full potential. The Foundation recognises that mental health is foundational to learning, relationships and life success. It believes that early intervention, compassionate support and community engagement can change trajectories and save lives.

This Constitution establishes the legal and governance framework for Abena Tay Foundation LBG. It defines the purpose, structure, powers and accountabilities of the organisation. It ensures that the Foundation operates with transparency, integrity and respect for the dignity and rights of all persons it serves. It commits the organisation to the highest standards of child protection, ethical practice and responsible stewardship.

The Foundation is established as a company limited by guarantee without share capital, dedicated entirely to charitable purposes for the public benefit. No part of its income or assets shall be distributed to members. All resources shall be applied solely to the advancement of its mission.

PART I: ESTABLISHMENT

Article 1: Name and Legal Status

1.1 The name of the organisation is **Abena Tay Foundation LBG**, hereinafter referred to as "the Foundation".

1.2 The Foundation is established as a company limited by guarantee under the laws of Ghana.

1.3 The Foundation is a non-profit organisation operating exclusively for charitable purposes.

1.4 The Foundation shall register with all relevant regulatory authorities including the Registrar General's Department and any other body required by law.

Article 2: Registered Office

2.1 The registered office of the Foundation shall be situated in Ghana at such location as the Board of Directors may from time to time determine.

2.2 The current registered office is: P O Box TA 412 Taifa North Accra, Ghana

PART II: MISSION, VISION, OBJECTIVES AND CORE VALUES

Article 3: Vision

A Ghana where every girl and child is emotionally resilient, protected from harm and empowered to fulfil their potential.

Article 4: Mission

To promote the mental and emotional wellbeing of girls and children through school based and community-based programmes that deliver prevention, early support, protection, empowerment and sustained family resilience.

Article 5: Core Values

The Foundation is guided by the following core values:

- a) **Human Dignity:** Every person deserves respect, safety and opportunity regardless of background or circumstance.
- b) **Compassion:** The Foundation leads with empathy, listens before acting and centres the experiences of those it serves.
- c) **Integrity:** The Foundation operates with transparency, honesty and accountability in all aspects of its work.
- d) **Safety:** Child protection and safeguarding are non-negotiable commitments that guide every decision and action.
- e) **Inclusion:** The Foundation welcomes and serves all without discrimination based on gender, religion, ethnicity, disability or social status.
- f) **Collaboration:** The Foundation works in partnership with families, schools, communities and institutions to multiply impact.
- g) **Learning:** The Foundation measures its work, reflects on experience and improves continuously based on evidence and feedback.

Article 6: Main Objective

The main objective of the Foundation is to strengthen the mental wellbeing, safety and empowerment of girls and children in Ghana through evidence informed, community rooted programmes that prevent harm, provide early support, build resilience and create enabling environments for thriving.

Article 7: Specific Objectives

The specific objectives of the Foundation are to:

- a) Deliver mental health and psychosocial support programmes that improve emotional literacy, coping skills and help seeking behaviour among children and adolescents.
- b) Implement child protection and safeguarding initiatives that prevent abuse, strengthen reporting mechanisms and support survivors with compassion and dignity.
- c) Empower girls through structured programmes that build confidence, life skills, leadership capacity, menstrual health knowledge and access to positive role models.
- d) Strengthen the capacity of teachers, caregivers and communities to recognise early signs of distress, provide appropriate support and refer to professional services when needed.
- e) Reduce stigma and misinformation around mental health through community education, media engagement and advocacy.
- f) Support widows and vulnerable women with trauma healing, parenting skills and livelihood strengthening as a strategic investment in family stability and child wellbeing.
- g) Establish and maintain referral pathways between schools, communities, health services, social welfare departments and child protection systems.
- h) Conduct research, monitoring and evaluation to generate evidence on effective approaches and inform policy and practice.
- i) Advocate for improved policies, resources and services for child mental health, protection and girls' empowerment at local, regional and national levels.
- j) Build partnerships with government ministries, civil society organisations, corporate entities, international agencies and community structures to advance shared goals.
- k) Mobilise financial and material resources to sustain and scale the work of the Foundation.
- l) Maintain high standards of governance, financial management, safeguarding and ethical practice in all operations.
- m) Develop and disseminate knowledge, tools and best practices that can be adopted by other organisations working for the wellbeing of girls and children.

n) Take any lawful action that advances the mission and objectives of the Foundation.

PART III: MEMBERSHIP

Article 8: Categories of Membership

8.1 Membership of the Foundation shall consist of:

a) **Founding Members:** Persons who subscribe to this Constitution at the time of establishment.

b) **Ordinary Members:** Individuals or organisations admitted to membership in accordance with this Constitution.

c) **Honorary Members:** Persons of distinguished service or contribution to the mission of the Foundation as determined by the Board of Directors.

8.2 All members shall support the vision, mission and values of the Foundation and agree to abide by this Constitution and any policies adopted by the Board.

Article 9: Admission to Membership

9.1 Any individual or organisation that supports the objectives of the Foundation and is willing to abide by this Constitution may apply for membership.

9.2 Applications for membership shall be submitted in writing to the Secretary and shall be considered by the Board of Directors.

9.3 The Board of Directors shall have the power to approve or refuse membership applications where it considers such membership would be detrimental to the aims or reputation of the Foundation.

9.4 Successful applicants shall be notified in writing and entered into the register of members.

Article 10: Rights and Responsibilities of Members

10.1 Every member shall have one vote at General Meetings.

10.2 Members shall have the right to receive notice of and attend General Meetings, to receive annual reports and audited financial statements, and to participate in the affairs of the Foundation as provided in this Constitution.

10.3 Members shall support the mission of the Foundation, uphold its values, comply with this Constitution and any policies adopted by the Board, and conduct themselves in a manner consistent with the reputation and integrity of the Foundation.

Article 11: Resignation and Termination of Membership

11.1 Any member may resign by giving written notice to the Secretary.

11.2 The Board of Directors may, by resolution passed at a duly convened meeting, suspend or terminate the membership of any member whose conduct is prejudicial to the interests and objectives of the Foundation.

11.3 Before any decision to terminate membership, the member concerned shall be given notice of the allegations and afforded a reasonable opportunity to respond either in writing or in person at a Board meeting.

11.4 A member whose membership has been terminated may appeal to the next General Meeting, which shall make a final determination.

11.5 Membership shall automatically cease upon the death of an individual member or the dissolution of an organisational member.

Article 12: Register of Members

12.1 The Secretary shall maintain an up-to-date register of all members containing names, addresses, category of membership and dates of admission.

12.2 The register shall be available for inspection by members during normal business hours upon reasonable notice.

PART IV: GOVERNANCE STRUCTURE

Article 13: Governing Bodies

13.1 The governance and management of the Foundation shall be vested in:

- a) The Board of Directors, which is the supreme governing body responsible for policy, strategy and oversight.
- b) The Secretariat, led by the Executive Director, responsible for implementing decisions of the Board and managing day to day operations.

Article 14: The Board of Directors

14.1 The Board of Directors shall be the policy making and governing body of the Foundation.

14.2 The Board shall consist of **five (5) members** comprising:

- a) Chairperson
- b) Vice Chairperson
- c) Treasurer

d) Secretary

e) One (1) Ordinary Member

14.3 The Executive Director shall serve as an ex officio member of the Board without voting rights unless they hold an elected officer position.

14.4 The Founder may serve on the Board in any elected capacity or may attend Board meetings as an observer without voting rights, as determined by the Board.

Article 15: Powers and Duties of the Board

15.1 The Board of Directors shall have the following powers and responsibilities:

a) Provide strategic direction and approve strategic plans, annual work plans and budgets.

b) Approve and review policies governing safeguarding, finance, human resources, monitoring and evaluation, and all other operational areas.

c) Ensure compliance with this Constitution, all applicable laws and regulatory requirements.

d) Appoint, supervise, evaluate and if necessary, remove the Executive Director.

e) Approve major contracts, partnerships and agreements.

f) Ensure the financial sustainability of the Foundation through oversight of fundraising and resource mobilisation strategies.

g) Review and approve audited financial statements and annual impact reports.

h) Establish committees as needed to support governance and oversight.

i) Ensure the highest standards of safeguarding, child protection and ethical practice.

j) Monitor organisational performance against agreed objectives and indicators.

k) Represent the Foundation in public and official settings as appropriate.

l) Approve amendments to this Constitution in accordance with the procedures set out herein.

m) Exercise all other powers necessary to fulfil the mission and objectives of the Foundation.

15.2 The Board shall meet at least quarterly and may delegate specific functions to committees or to the Secretariat, while retaining ultimate accountability.

Article 16: Appointment and Tenure of Board Members

16.1 The first Board of Directors shall be appointed by the Founding Members and shall serve until the first Annual General Meeting.

16.2 Subsequent Board members shall be elected by members at the Annual General Meeting for a term of **two (2) years**.

16.3 Board members may serve for a maximum of **two (2) consecutive terms** and shall be eligible for re-election after a break of at least one (1) year.

16.4 In the event of a casual vacancy, the Board may appoint a replacement to serve until the next Annual General Meeting.

Article 17: Qualifications for Board Membership

17.1 A person shall be eligible for appointment or election to the Board if they:

- a) Support the mission, vision and values of the Foundation.
- b) Are at least 18 years of age.
- c) Are of sound mind and good character.
- d) Are not disqualified under Article 18.

17.2 The Board should collectively possess skills and experience in areas including child protection, mental health, education, gender and development, finance, law, governance, fundraising and community engagement.

Article 18: Disqualification from Board Membership

18.1 A person shall be disqualified from serving on the Board if they:

- a) Are declared bankrupt or enter an arrangement with creditors.
- b) Are convicted of a criminal offence involving dishonesty or moral turpitude.
- c) Are found to have committed gross misconduct in relation to children or vulnerable persons.
- d) Are of unsound mind as certified by a qualified medical practitioner.
- e) Fail to attend three (3) consecutive Board meetings without reasonable explanation or apology.
- f) Resign in writing.
- g) Are removed by resolution of the Board or members in accordance with this Constitution.
- h) Die.

Article 19: Removal of Board Members

19.1 The Board may, by resolution supported by at least two thirds of members present and voting, remove a Board member from office if that member:

- a) Engages in conduct that brings the Foundation into disrepute.
- b) Persistently fails to fulfil their duties and responsibilities.
- c) Breaches safeguarding, conflict of interest or other fundamental policies.
- d) Is disqualified under Article 18.

19.2 Before any resolution for removal, the Board member concerned shall be given written notice of the grounds and afforded an opportunity to respond in writing or in person.

19.3 A Board member who is aggrieved by a decision to remove them may appeal to a Special General Meeting convened for that purpose, whose decision shall be final.

Article 20: Officers of the Board

20.1 The officers of the Board are the Chairperson, Vice Chairperson, Treasurer and Secretary.

20.2 Officers shall be elected by the Board at the first Board meeting following the Annual General Meeting.

20.3 Officers shall serve in their respective capacities for one year and may be re-elected provided they remain Board members.

Article 21: Duties of the Chairperson

21.1 The Chairperson shall:

- a) Preside at all meetings of the Board and General Meetings.
- b) Provide leadership to the Board and ensure effective governance.
- c) Serve as the principal public representative of the Foundation alongside the Executive Director.
- d) Support the Executive Director in advancing the mission and strategy of the Foundation.
- e) Ensure the Board functions effectively, upholds high standards and fulfils its responsibilities.
- f) In consultation with the Executive Director, set agendas for Board meetings.
- g) Facilitate constructive debate, decision making and accountability within the Board.

Article 22: Duties of the Vice Chairperson

22.1 The Vice Chairperson shall:

- a) Assist the Chairperson in their duties.
- b) Chair meetings of the Board and General Meetings in the absence of the Chairperson.
- c) Assume the responsibilities of the Chairperson if the Chairperson is unable to serve, until a new Chairperson is elected.

Article 23: Duties of the Treasurer

23.1 The Treasurer shall:

- a) Oversee the financial management and reporting of the Foundation.
- b) Present financial statements to the Board and Annual General Meeting.
- c) Ensure adherence to proper accounting standards and financial controls.
- d) Advise the Board on financial sustainability, investment and resource allocation.
- e) Work with the Executive Director and Finance Officer to ensure timely budgeting, reporting and audit.
- f) Ensure bank accounts are properly maintained, and signatories are up to date.

Article 24: Duties of the Secretary

24.1 The Secretary shall:

- a) Maintain accurate and complete records of all Board and General Meetings.
- b) Ensure timely distribution of meeting notices, agendas and supporting documents.
- c) Keep custody of the Constitution, policies and official records.
- d) Maintain the register of members.
- e) Manage official correspondence as directed by the Board and Chairperson.
- f) Ensure compliance with statutory filing and reporting requirements.

24.2 The Executive Director may perform the functions of the Secretary where they are elected to that position or where the Board so decides.

PART V: THE SECRETARIAT

Article 25: Establishment of the Secretariat

25.1 The Secretariat is the operational arm of the Foundation responsible for implementing Board decisions and managing day to day operations.

25.2 The Secretariat shall be led by the Executive Director and shall comprise professional staff and volunteers as needed to deliver the mission of the Foundation.

Article 26: The Executive Director

26.1 The Executive Director is the chief executive officer of the Foundation and head of the Secretariat.

26.2 The Executive Director shall be appointed by the Board of Directors following a competitive and transparent process.

26.3 The Executive Director shall serve under terms and conditions of employment as determined by the Board.

26.4 The Executive Director reports to and is accountable to the Board of Directors.

Article 27: Powers and Duties of the Executive Director

27.1 The Executive Director shall:

- a) Provide overall leadership and strategic direction to the Secretariat.
- b) Implement policies, strategies and decisions approved by the Board.
- c) Prepare annual work plans, budgets and reports for Board approval.
- d) Manage programmes, projects and operational activities in accordance with approved plans.
- e) Recruit, supervise, appraise and develop staff and volunteers.
- f) Establish and maintain partnerships with government, civil society, corporate entities and international organisations.
- g) Represent the Foundation publicly and in official forums.
- h) Ensure compliance with all applicable laws, regulations and donor requirements.
- i) Ensure the highest standards of safeguarding, child protection and ethical conduct.
- j) Mobilise resources through fundraising, grant writing and donor engagement.
- k) Ensure timely financial reporting, accounting and audit compliance.
- l) Report regularly to the Board on progress, challenges and emerging opportunities.
- m) Perform any other duties as may be assigned by the Board.

27.2 The Executive Director may delegate responsibilities to senior staff but shall remain accountable to the Board for overall performance.

Article 28: Staff Structure

28.1 The Foundation may employ such professional staff as are necessary to fulfil its mission, subject to budgetary approval by the Board.

28.2 The organisational structure shall include positions such as:

- a) Programme Manager for Girls and Children
- b) Mental Health and Psychosocial Support Lead
- c) Child Protection and Safeguarding Officer
- d) Monitoring, Evaluation and Learning Officer
- e) Finance and Administration Officer
- f) Community Outreach Coordinator
- g) Other positions as determined by the Board upon recommendation of the Executive Director.

28.3 All staff shall be subject to screening, reference checks and safeguarding protocols prior to appointment.

28.4 Terms and conditions of employment shall be set out in contracts approved by the Board and consistent with applicable labour laws.

Article 29: Volunteers

29.1 The Foundation may engage volunteers to support its programmes and operations.

29.2 All volunteers shall be screened, trained in safeguarding and bound by codes of conduct.

29.3 Volunteers shall work under the supervision of staff and shall not have unsupervised access to children without appropriate training and clearance.

PART VI: MEETINGS AND QUORUMS

Article 30: Board Meetings

30.1 The Board shall meet at least **four (4) times per year** at intervals of approximately three months.

30.2 The Chairperson, in consultation with the Executive Director, shall convene Board meetings and set agendas.

30.3 At least **fourteen (14) days' notice** shall be given for ordinary Board meetings, accompanied by the agenda and relevant supporting documents.

30.4 A **quorum** for Board meetings shall be **three (3) members**, representing a simple majority of the Board.

30.5 If a quorum is not present within thirty (30) minutes of the scheduled start time, the meeting shall be adjourned to a date not later than seven (7) days hence.

30.6 Decisions shall be made by consensus where possible. Where a vote is necessary, decisions shall be made by simple majority of members present and voting.

30.7 In the event of a tie, the Chairperson shall have a casting vote.

30.8 Minutes shall be recorded by the Secretary and circulated within seven (7) days of the meeting.

Article 31: Special Board Meetings

31.1 A special meeting of the Board may be convened by the Chairperson or upon written request of at least **two (2) Board members**.

31.2 At least **seven (7) days' notice** shall be given for special meetings, stating the purpose.

31.3 Only business specified in the notice may be transacted at a special meeting.

Article 32: Participation by Electronic Means

32.1 Board members may participate in meetings by telephone, video conference or other electronic means provided all participants can hear and be heard.

32.2 Participation by electronic means shall constitute presence for purposes of quorum and voting.

Article 33: Resolutions in Writing

33.1 A resolution in writing signed by at least **four (4) Board members** shall be as valid as if passed at a duly convened meeting.

33.2 Such resolutions shall be recorded in the minutes of the next Board meeting.

Article 34: Annual General Meeting

34.1 The Foundation shall hold an Annual General Meeting (AGM) within **six (6) months** of the end of each financial year.

34.2 The AGM shall:

- a) Receive and consider the annual impact report and audited financial statements.
- b) Receive reports from the Chairperson and Executive Director.
- c) Elect members of the Board of Directors as necessary.

- d) Appoint or reappoint auditors and approve their remuneration.
- e) Consider and approve amendments to the Constitution if proposed.
- f) Transact any other business of which due notice has been given.

34.3 At least **twenty-one (21) days' notice** shall be given for the AGM, specifying the date, time, venue and agenda.

34.4 A **quorum** for the AGM shall be **at least one third of registered members** present in person or by proxy.

34.5 If a quorum is not present within one hour of the scheduled start time, the meeting shall be adjourned to the same day in the following week. If a quorum is still not present at the adjourned meeting, those present shall constitute a quorum.

Article 35: Special General Meetings

35.1 A Special General Meeting (SGM) may be convened by the Board or upon written request of at least **one third of members**.

35.2 The request shall state the purpose of the meeting and be submitted to the Secretary.

35.3 At least **twenty-one (21) days' notice** shall be given for an SGM.

35.4 Only business stated in the notice may be transacted.

35.5 The quorum for an SGM shall be the same as for the AGM.

Article 36: Proceedings at General Meetings

36.1 The Chairperson shall preside at General Meetings. In their absence, the Vice Chairperson shall preside. If neither is present, members shall elect a Chairperson for that meeting.

36.2 Every member shall have one vote.

36.3 Voting shall be by show of hands unless a poll is demanded by at least **two (2) members**.

36.4 Decisions shall be made by simple majority except where this Constitution requires a special resolution.

36.5 In the event of a tie, the person chairing the meeting shall have a casting vote.

36.6 Members may appoint proxies in writing to vote on their behalf. A proxy need not be a member, but no person may hold more than **two (2) proxies**.

36.7 Minutes shall be taken and made available to members.

PART VII: COMMITTEES

Article 37: Establishment of Committees

37.1 The Board may establish committees to support its work and may delegate specific functions to such committees.

37.2 Committees shall operate under terms of reference approved by the Board and shall report regularly to the Board.

37.3 Committees shall consist of at least two Board members and may include co-opted members with relevant expertise.

37.4 The following standing committees are established:

- a) Finance and Audit Committee
- b) Programmes and Safeguarding Committee
- c) Resource Mobilisation and Partnerships Committee

Article 38: Finance and Audit Committee

38.1 The Finance and Audit Committee shall:

- a) Review financial statements, budgets and cash flow projections.
- b) Oversee internal controls and financial policies.
- c) Liaise with auditors and review audit findings and management responses.
- d) Monitor compliance with donor and regulatory financial requirements.
- e) Advise the Board on financial sustainability and investment.
- f) Report to the Board at least quarterly.

38.2 The Treasurer shall chair this committee.

Article 39: Programmes and Safeguarding Committee

39.1 The Programmes and Safeguarding Committee shall:

- a) Review programme strategies, plans and performance.
- b) Ensure all programmes uphold the highest standards of safeguarding and child protection.
- c) Monitor implementation of safeguarding policies and incident management.

- d) Review monitoring, evaluation and learning reports.
- e) Advise on programme quality, innovation and expansion.
- f) Report to the Board at least quarterly.

Article 40: Resource Mobilisation and Partnerships Committee

40.1 The Resource Mobilisation and Partnerships Committee shall:

- a) Develop and oversee fundraising strategies.
- b) Identify and cultivate relationships with donors, corporate partners and philanthropic entities.
- c) Review partnership agreements and sponsorship opportunities.
- d) Support grant applications and donor reporting.
- e) Advise on communications, branding and visibility.
- f) Report to the Board at least quarterly.

Article 41: Ad Hoc Committees

41.1 The Board may establish ad hoc committees for specific tasks or time-limited purposes.

41.2 Ad hoc committees shall dissolve upon completion of their mandate or as determined by the Board.

PART VIII: FINANCE AND RESOURCE MOBILISATION

Article 42: Financial Year

42.1 The financial year of the Foundation shall run from **1st January to 31st December**.

Article 43: Sources of Income

43.1 The Foundation may receive income from:

- a) Grants from foundations, bilateral and multilateral donors.
- b) Corporate social responsibility partnerships.
- c) Individual donations and philanthropy.
- d) Fundraising events and campaigns.
- e) Service fees where consistent with charitable purposes.
- f) Investments and interest.

g) Any other lawful source consistent with the mission and values of the Foundation.

43.2 The Foundation shall not engage in partisan political activities or support any political party.

Article 44: Application of Funds

44.1 All income and assets of the Foundation shall be applied solely towards the promotion of its objectives.

44.2 No portion of funds or assets shall be paid or transferred to members by way of dividend, gift, bonus or profit.

44.3 The Foundation may pay reasonable remuneration to staff and consultants for services rendered.

44.4 Board members shall serve without remuneration but may be reimbursed for reasonable out of pocket expenses incurred in the course of their duties, upon presentation of receipts.

44.5 No Board member shall be appointed to a salaried position within the Foundation.

Article 45: Banking and Financial Controls

45.1 The Foundation shall open and maintain bank accounts in its name with reputable financial institutions approved by the Board.

45.2 Authorised signatories shall be the **Executive Director, Treasurer and Finance Officer**. Any **two (2) signatories** shall be required for transactions.

45.3 The Board shall approve annual budgets and may set limits for expenditure requiring Board approval.

45.4 The Foundation shall maintain proper books of account in accordance with accepted accounting standards.

45.5 Financial policies and procedures shall be documented and reviewed annually.

Article 46: Auditors

46.1 The Foundation shall appoint independent auditors at each AGM to hold office until the next AGM.

46.2 Auditors shall be qualified accountants registered with a recognised professional body in Ghana.

46.3 Auditors shall examine the books and accounts and prepare an audit report for presentation at the AGM.

46.4 Auditors shall have access to all financial records and may request information from the Executive Director and staff.

46.5 The remuneration of auditors shall be determined by the Board.

46.6 No Board member or employee of the Foundation shall serve as auditor.

Article 47: Financial Reporting

47.1 The Executive Director shall present quarterly financial reports to the Board.

47.2 Audited financial statements shall be prepared annually and presented at the AGM.

47.3 Financial statements shall be prepared in accordance with applicable accounting standards and shall include:

- a) Statement of Income and Expenditure
- b) Statement of Financial Position (Balance Sheet)
- c) Cash Flow Statement
- d) Notes to the Accounts

47.4 Copies of audited accounts shall be made available to members at least fourteen (14) days before the AGM.

PART IX: SAFEGUARDING AND CONDUCT

Article 48: Safeguarding Commitment

48.1 The Foundation is committed to safeguarding and promoting the welfare of all children and vulnerable persons with whom it works.

48.2 Child protection and safeguarding are non-negotiable priorities that guide all decisions, policies and practices.

48.3 The Foundation adopts a zero-tolerance approach to abuse, exploitation, neglect and harm.

Article 49: Safeguarding Policy

49.1 The Board shall approve and regularly review a comprehensive safeguarding policy covering:

- a) Definitions of harm and abuse.
- b) Standards of behaviour for staff, volunteers and associates.

- c) Safe recruitment and screening procedures.
- d) Reporting and response procedures.
- e) Survivor centred support and referral.
- f) Confidentiality and information management.
- g) Training and awareness requirements.
- h) Roles and responsibilities.

49.2 All Board members, staff, volunteers and partners shall be required to sign the safeguarding policy and comply with its provisions.

49.3 Breaches of safeguarding policy shall result in disciplinary action up to and including dismissal or termination of association.

Article 50: Child Protection Officer

50.1 The Foundation shall designate a Child Protection and Safeguarding Officer responsible for:

- a) Leading implementation of safeguarding policies.
- b) Receiving and managing reports of concern.
- c) Liaising with authorities including social welfare and police.
- d) Providing safeguarding training and guidance.
- e) Monitoring incidents and ensuring appropriate follow up.

50.2 The Child Protection Officer shall report directly to the Executive Director and the Programmes and Safeguarding Committee.

Article 51: Code of Conduct

51.1 The Board shall approve a code of conduct setting out standards of behaviour for all persons associated with the Foundation.

51.2 The code of conduct shall address:

- a) Respect and dignity for all persons.
- b) Prohibition of discrimination, harassment and abuse.
- c) Professional boundaries.
- d) Confidentiality.
- e) Conflicts of interest.

f) Use of Foundation resources and property.

g) Communications and social media.

51.3 All Board members, staff and volunteers shall sign the code of conduct upon appointment or engagement.

Article 52: Complaints and Whistleblowing

52.1 The Foundation shall maintain a complaints and whistleblowing policy enabling any person to raise concerns about wrongdoing, abuse, fraud or misconduct.

52.2 The policy shall provide for:

- a) Multiple reporting channels including anonymous reporting.
- b) Protection from retaliation for persons reporting in good faith.
- c) Fair and timely investigation.
- d) Appropriate remedial action.

52.3 Serious complaints shall be reported to the Board and relevant authorities as required by law.

PART X: CONFLICT OF INTEREST

Article 53: Duty to Disclose

53.1 Board members and staff shall disclose any direct or indirect interest in any contract, transaction or decision involving the Foundation.

53.2 Disclosure shall be made in writing to the Board as soon as the interest is known.

53.3 Interests include personal, financial, family or business relationships that could reasonably be perceived to influence judgment.

Article 54: Management of Conflicts

54.1 A Board member with a declared conflict of interest shall:

- a) Absent themselves from discussion of the matter.
- b) Not participate in any vote on the matter.
- c) Not be counted in the quorum for that part of the meeting.

54.2 The conflict and the manner of management shall be recorded in the minutes.

54.3 Undisclosed conflicts discovered after a decision may render the decision voidable at the discretion of the Board.

Article 55: Register of Interests

55.1 The Secretary shall maintain a register of interests declared by Board members and senior staff.

55.2 The register shall be reviewed annually and updated as necessary.

PART XI: MONITORING, EVALUATION, LEARNING AND ACCOUNTABILITY

Article 56: MEL Framework

56.1 The Foundation shall maintain a monitoring, evaluation and learning (MEL) framework aligned to its strategic plan and theory of change.

56.2 The framework shall include:

- a) Clear objectives, outputs and outcomes for each programme.
- b) Indicators to measure progress and impact.
- c) Data collection methods and tools.
- d) Reporting schedules and formats.
- e) Mechanisms for learning and adaptation.

Article 57: Data Management

57.1 The Foundation shall collect, store and use data in accordance with applicable data protection laws and ethical standards.

57.2 Personal data, particularly data concerning children, shall be handled with strict confidentiality and security.

57.3 Consent shall be obtained before collecting sensitive information or using stories, images or testimonials.

Article 58: Reporting and Accountability

58.1 The Executive Director shall present quarterly progress reports to the Board covering programme performance, financial status, risks and emerging issues.

58.2 An annual impact report shall be prepared and shared with members, donors, partners and the public.

58.3 The Foundation shall be transparent about its work, finances and governance, subject to confidentiality and safeguarding requirements.

58.4 The Foundation shall establish feedback mechanisms enabling beneficiaries, partners and communities to share views and raise concerns.

PART XII: AMENDMENTS TO THE CONSTITUTION

Article 59: Procedure for Amendments

59.1 This Constitution may be amended by **special resolution** passed at a General Meeting.

59.2 A special resolution requires the support of at least **two thirds (2/3)** of members present and voting.

59.3 Proposals for amendment shall be submitted in writing to the Secretary at least **forty-two (42) days** before the General Meeting at which they are to be considered.

59.4 Notice of the proposed amendment shall be circulated to all members at least **twenty-eight (28) days** before the meeting.

59.5 No amendment shall be made that would:

- a) Alter the charitable purposes of the Foundation.
- b) Cause the Foundation to cease to be a non-profit organisation.
- c) Permit distribution of income or assets to members.

59.6 Amendments shall take effect immediately upon approval unless the resolution specifies otherwise.

59.7 Amended versions of the Constitution shall be filed with relevant regulatory authorities as required by law.

PART XIII: DISSOLUTION

Article 60: Dissolution Procedures

60.1 The Foundation may be dissolved only by **special resolution** passed at a General Meeting convened specifically for that purpose.

60.2 The resolution must be supported by at least **two thirds (2/3)** of members present and voting.

60.3 At least **twenty-eight (28) days' notice** of the meeting shall be given, clearly stating that dissolution is to be considered.

60.4 The quorum for a dissolution meeting shall be **at least half of all registered members**.

60.5 If a quorum is not present within one hour, the meeting shall be adjourned for **twenty-eight (28) days**. At the adjourned meeting, those present shall constitute a quorum.

Article 61: Disposal of Assets upon Dissolution

61.1 Upon dissolution, all debts and liabilities of the Foundation shall be settled.

61.2 Any remaining assets shall not be distributed to members but shall be transferred to one or more organisations having objectives similar to those of the Foundation and which prohibit distribution of income and assets to members.

61.3 The receiving organisation(s) shall be determined by resolution of the members at the dissolution meeting or, failing such resolution, by the Board.

61.4 If it is not possible to transfer assets to a similar organisation, assets shall be transferred to a charitable organisation approved by the Board and members.

61.5 No dissolution shall take effect without prior written consent from the relevant regulatory authorities.

PART XIV: INDEMNITY

Article 62: Indemnity of Board Members and Officers

62.1 Every Board member, officer and employee of the Foundation shall be indemnified against costs, losses and expenses reasonably incurred in the performance of their duties, provided they acted in good faith and in the best interests of the Foundation.

62.2 The Foundation shall not indemnify any person for wilful misconduct, fraud, gross negligence or breach of trust.

PART XV: GENERAL PROVISIONS

Article 63: Interpretation

63.1 In this Constitution, unless the context requires otherwise:

- a) "Board" means the Board of Directors.
- b) "Member" means a registered member of the Foundation.
- c) "General Meeting" means either an Annual General Meeting or Special General Meeting.

d) "Special resolution" means a resolution passed by at least two thirds of members present and voting.

e) "In writing" includes electronic communication.

f) Words importing the singular include the plural and vice versa.

g) Words importing the masculine include the feminine and neuter.

63.2 Headings are for convenience only and do not affect interpretation.

Article 64: Notices

64.1 Any notice required by this Constitution may be given in person, by post, by email or by other electronic means.

64.2 Notice sent by post shall be deemed received **three (3) days** after posting.

64.3 Notice sent by email shall be deemed received on the day of sending if sent before 5:00 pm, otherwise on the next business day.

Article 65: Validity of Acts

65.1 All acts done in good faith by the Board, any committee or any person acting as a Board member shall be valid notwithstanding any defect in appointment or qualification.

Article 66: Seal

66.1 The Foundation may have a common seal bearing its name.

66.2 The seal shall be kept in the custody of the Secretary and used only by authority of the Board.

66.3 Documents requiring the seal shall be signed by two Board members or by one Board member and the Executive Director.

PART XVI: ADOPTION

This Constitution was adopted by the Founding Members of Abena Tay Foundation LBG on the dates set out below.

SIGNED by the Founding Members:

Name: Rev Dr Abena Tay

Position: Founder and President

Signature: _____

Date: _____

Name: Sena Tay

Position: Executive Director

Signature: _____

Date: _____

Name: _____

Position: Founding Member

Signature: _____

Date: _____

Name: _____

Position: Founding Member

Signature: _____

Date: _____

Name: _____

Position: Founding Member

Signature: _____

Date: _____

END OF CONSTITUTION