

The Constitution

Of

Tanzania Organic Agriculture Movement

(TOAM)

Version 2005

Preamble:

Whereas the stakeholders of organic agriculture production, processors, marketing, exporters, researchers and educators want to constitute an association which shall deal with the organic agricultural sector in Tanzania

And whereas it would be beneficial for the said stakeholders to constitute an association, which would spearhead the stimulation, development and promotion of the organic sector through its objectives.

NOW THEREFORE the stakeholders of the sector hereby undertake to establish an association for the purpose of furthering the above-mentioned aims in the United Republic of Tanzania.

Interpretation

Whereas the sector means the organic agriculture which all the stakeholders are involved namely producers, traders, exporters, researchers, educators, consumers and other interested parties.

Whereas organic agriculture means a system that promotes environmentally, socially and economically sound production of food, fibre, timber and wild harvests;

PART I

The Association, Its Status and Office

**Establishment,
Name of association
and design of
logo and seal:**

1.
 - i. There is hereby established within the United Republic of Tanzania an association which shall be known as the Tanzania Organic Agriculture Movement or when referred in brief by the acronym TOAM.
 - ii. TOAM shall have a logo and seal that shall be legal property.

**Registered
office:**

2.
 - i. The registered office of the TOAM shall be situated in Dar es Salaam Tanzania.
 - ii. The postal address of the head office of TOAM is P.O.Box 105575 Dar es Salaam.
 - iii. The co-ordination of activities of TOAM shall be conducted from the head office whereas execution of activities shall be country wide in the best interest of TOAM and its members.

**Status and
consequences:**

3. TOAM is established and will remain a non governmental and non profit sharing organization.

PART II

Vision and Mission

**Vision, Mission, Aim
and Objectives
of the association**

4.
 - i. The Vision of TOAM is to see a vibrant sustainable organic sector in Tanzania by 2015 where Tanzanians are benefiting from the organic niche and fast growing market.
 - ii. The mission of TOAM is to develop a sustainable organic sector through promotion, coordination, research and education.
 - iii. TOAM aims at stimulating, developing and promoting organic farming through its objectives.
 - iv. TOAM has the following objectives:
 - (a) To provide authoritative information on organic agriculture and its application
 - (b) To promote and facilitate research, training and extension in organic sector
 - (c) To promote appropriate technologies and infrastructure for the development of the organic sector.
 - (d) To sensitise, lobby and advocate for organic production, processing, marketing and consumption.
 - (e) To facilitate co-operation and networking among its members.

- (f) To establish linkage and networking with regional and international organic bodies

PART III Membership

Membership, Rights and Conditions

5.

i. **Eligibility**

Membership in TOAM shall be on voluntary basis. Members shall be any individual or registered juristic person.

Criteria for acceptance of members shall depend on:

- a) Serious engagement in the development of organic agriculture;
- b) Represents any of the stakeholders: farmers, collectors, processors, traders, consumers, scientists or any other interested parties;
- c) Any national, regional or international body interested in organic agriculture in Tanzania

ii. **Categories of membership**

The movement shall have three categories of membership:

a) **Ordinary membership:**

Shall be open to individuals or any juristic person operating in Tanzania and interested to be a member of TOAM upon agreeing to its objectives.

They shall have the following rights:

1. To vote at any election of TOAM. Every member shall have a single voting right.
2. To be elected to any leadership position
3. To raise for discussion or consideration any matter relevant to the business and affairs of TOAM

b) **Associate membership:**

Shall include individuals or organisations operating or not operating in Tanzania that have regional or international orientation and are interested to be members.

They shall have neither voting nor right to be elected to leadership position.

c) **Honorary membership:**

Those whose membership shall be determined by his/her/its contribution to TOAM or the organic sector. It is a decision of the members to appoint honorary members.

iii. **Admission of members**

a) All persons or juristic person attending the founding meeting of TOAM and qualifies for membership shall be admitted as founding members. The founding members shall sign the document for registering TOAM.

b) Eligible ordinary and associate members shall submit to the Executive secretary a written application for admission. The application shall be scrutinised by the board, which shall have the discretion to admit or reject the application by a simple majority of votes. All applications shall conform to TOAM regulations.

- c) Honorary members shall not be required to submit any written application.
- iv. **Fees.**
Members shall pay to TOAM a membership fee and annual subscription approved by the Annual General Meeting (AGM) and as prescribed in TOAM regulations.
- v. **Members Obligations.**
 - a) To pay annual subscription fees and contributions as determined by the AGM
 - b) Understand and adhere to TOAM constitution and regulations
 - c) To attend and participate in TOAM meetings and implement any role as required.
 - d) To promote and defend the interests of TOAM and the organic sector.
- vi. **Rights and Benefits of members.**
 - a) Access relevant organic information, documents and materials available at TOAM resource centre.
 - b) Participate in training, workshops, meetings and fora organised for exchange of experience and sharing.
 - c) Receive consultancy services at reasonable cost.
 - d) Set priority agenda for organic sector development to be addressed by TOAM (i.e. research, marketing, learning needs and advocacy issues)
- vii. **Cessation of membership**
A membership shall cease upon:
 - a) Resignation by written notice to the Executive Secretary
 - b) Failure to attend three consecutive AGM without convincing reasons
 - c) Deliberate violation of the constitution and regulations
 - d) Failure to pay annual subscription for two consecutive years.
 - e) Cessation of the member institution or NGO.
 - f) Insanity and death of individual member.
- viii. **Conditions for membership**
 - a) Annual subscription fee shall be paid in full during the first quarter of the fiscal year of TOAM.
 - b) A member who has not paid the annual subscription shall not have the right to vote or be voted.
 - c) Monies paid to TOAM by a ceasing member shall not be refunded.

PART IV

Governance of TOAM

General assembly
of the Movement:
6.

- i. There shall be an Annual General Meeting here in after referred to as ‘AGM’ that shall be the supreme body of TOAM.
- ii. The AGM shall be convened by the board through a 21 day notice towards the end of the fiscal year. The notification shall include the agenda.
- iii. **Functions of the AGM:**
The AGM shall perform the following duties:
 - a) Approve alterations and amendments of the constitution.
 - b) Elects the chairperson and members of Board;
 - c) Receives and adopt annual and other reports prepared by Board;

- d) Receives and adopt audited financial reports.
- e) Adopts annual programme, financial plans and annual budget.
- f) Conducts any other business relevant to TOAM objectives.
- g) Sacking members and leaders/ board members in case of misconduct.

Quorum and decision-making:

7.

- i. The quorum of the AGM shall be at least one third (1/3) of the members and all decisions shall be made by approval of the voting of the majority of the members present except in case of alteration of the constitution where the decision shall be made by the approval of two thirds (2/3) of all members of TOAM.
- ii. The AGM shall not preside any matter under circumstance of quorum below one third (1/3) of the members. The AGM shall be adjourned and a notice for the next meeting shall be provided not less than 30 days.
- iii. In case the quorum is still below 1/3 of member in this other AGM, the constitution mandates it to preside the meeting pertaining ordinary matters but not constitutional amendments.
- iv. There shall be proxy representation subject to request of the concerned member in writing prior to the AGM.
- v. The attending members of the AGM shall elect from amongst themselves a person to preside the business of the AGM as a chairperson.
- vi. The Executive secretary of TOAM shall provide all the logistics and secretarial support to the AGM.

Extra ordinarily general assembly:

8.

An extraordinary AGM may be convened if:

- i. One third or more of all members request for the meeting in writing with their signature and submit to the Executive secretary not less then 30 days before the meeting is convened.
- ii. There exist issues that are, in the opinion of the Board, so pressing to wait for the next AGM

The Board:

9.

- i. There shall be a Board of TOAM, which shall consist of not less than five members and not more than nine members elected by the AGM.
- ii. The term of board is three years with one third of board members shall resign and election shall be conducted to fill the vacancy every year. A resigned board member can be re- elected.
- iii. Upon elected as Board members, every one shall pick a card that have a secret number that shall mean a period for serving in the board. This will be a democratic way of removing 1/3 of board members in the board every year.
- iv. A board member shall serve in the board for consecutive two terms and shall only be eligible for re- election after a period of six years from the last term
- v. The Executive Secretary of TOAM shall serve as the secretary of the board without voting power.
- vi. Employee of TOAM shall not qualify for election or appointment as a member of the Board.

- vii. A person shall cease to be a Board member and the position shall be declared vacant upon-
 - a) Resignation from office or death
 - b) Absence from three consecutive board meetings.
 - c) The organisation s/he represents ceases to be legally recognised
- viii. In the event that the chairperson's position falls vacant, board members shall elect amongst themselves a person to fill the position until next AGM.

Functions of the Board

- 10.
 - i. The Board shall, subject to laws in force in the United Republic of Tanzania, and this Constitution and the rules of TOAM, be responsible for efficient management of assets and investment of the funds of TOAM.
 - ii. The Board shall be overall in charge of the management and conduct of the affairs and business of TOAM and shall for that purpose;
 - a). Approve and enforce policies, rules, regulations.
 - b). See to the proper and efficient management of the funds, properties and other resources.
 - c). Approve the annual plans budget and other financial plans.
 - d). Give appropriate direction and guidelines to members regarding the incurring of expenditure in furtherance of the objects of TOAM
 - e). Review annual plans and financial reports and present them to the AGM
 - f). Hire and fire of the Executive secretary and other senior staff.
 - g). Establish committees as need may arise.
 - h). Do all such lawful acts and things for the purpose of ensuring effective and efficient operation and discharge of the objects and purpose of TOAM.
 - i). Ensure financial sustainability of TOAM
 - iii. Duties of board members shall be offered on voluntary basis. Only expenses incurred by the board member for TOAM are reimbursable as per standing regulations.

Meeting of Board members:

- 11.
 - i. There shall be held an ordinary meeting of the Board in every three-months but not less than twice a year.
 - ii. The Board shall meet at such places as it may from time to time determine by the Executive secretary.
 - iii. The quorum at any meeting of the Board shall be at least half of the members.
 - iv. The Board shall conduct its business in pursuance of the provisions of this Constitution and the rules of TOAM.

Roles of a Board Chairperson

- 12.
 - i. To chair all meetings of the Board and in case of absence members shall elect among themselves a chairperson to preside matters for that particular meeting.
 - ii. Spokes person for the movement in matters related to policy and decisions made on behalf of the members, s/he may delegate responsibilities as deemed necessary.

PART V

Management of TOAM

Staff

- 13.
- i. There shall be a management team of the TOAM headed by the Executive Secretary who shall be Chief Executive Officer.

Roles of the Executive Secretary

- 14.
- The roles of Executive Secretary shall include;
- i. Supervise and manage staff, finances and properties.
 - ii. Solicit and generate funds to ensure sustainability of TOAM
 - iii. Prepare the annual plans and budget.
 - iv. Ensure implementation of the annual plans.
 - v. Prepare progress, annual physical and financial reports.
 - vi. Lead the drafting of policies and regulations.
 - vii. Convene the meetings of the Board and AGM in consultation with the chairperson of the board
 - viii. Represent TOAM in all technical fora.
 - ix. Undertake any other functions as determined by the board
 - x. Sign all official and legal documents.

Finance:

- 15.
- i. The finances of TOAM shall be made of membership fees, subscriptions and donations. Also may include income from the sale of assets, properties, services and funds received from any legal sources.
 - ii. The financial year of TOAM shall start on the 1st day of January and end on the 31st of December.
 - iii. All the funds/resources of TOAM shall be entrusted to the Executive Secretary.
 - iv. The Executive Secretary and other person decided by the board can be signatories to endorse cheques for payment.

Contracts and Loans:

- 16.
- i. The Board may authorise any officer or officers, to enter into any contract or execute and deliver any instrument in the name of or on behalf of TOAM and such authorisation may be general or confined to specific instances.
 - ii. No loans shall be contracted on behalf of TOAM without approval of the majority of the Board members.

Accounts and audit:

- 17.
- i. The Executive Secretary shall subject to the general or specific directions of the Board and the decisions of the general assembly cause to be kept and maintained such books and records of accounts as may be desired or necessary for the purpose of safeguarding the funds and property of TOAM.
 - ii. The board shall, with the prior approval of the AGM, appoint a competent and proper person or body of persons to be the external auditor(s) of TOAM.

- iii. The management shall provide for the appropriate procedure and conditions to facilitate the annual external audit of TOAM and submission of the report to the board.

Investment:

18.
 - i. Any property purchased or otherwise acquired by TOAM shall be vested in TOAM.
 - ii. TOAM shall not be seeking profit, shall not declare dividend and no profit or benefit from activities and operations shall accrue to any and all members, unless hired as employee.

PART VI

Miscellaneous Provisions

Disputes and settlements.

19.
 - i. Wherever there occurs a dispute or other form of disagreement amongst the members of TOAM, the matter shall first be submitted to the Board, should it fail to resolve, the matter shall be submitted for resolution by the next general assembly.

Termination of Membership or Leadership:

20.
 - i. A member may be terminated his/her membership when:
 - a). Expulsion from TOAM for a sufficient reason or reasons.
 - b). Deregistered by the Registrar of such particular organisation
 - c). Severe misconduct and violation of this constitution and regulations.
 - d). Misuse of funds. Under such circumstance a case may be filed to a court as may be advised by the lawyer.

Winding up:

21.
 - i. TOAM shall not be voluntarily wound up except after a resolution passed by the votes of three quarters of all members at a general assembly convened for that purpose.
 - ii. By operation of the law.
 - iii. The AGM shall then appoint a liquidator who shall ensure that the assets of the movement are used to pay the liabilities of TOAM and any surplus thereof shall be transferred to any organization in Tanzania, which has similar aims and objects to that of TOAM. This exercise shall be carried in accordance to existing laws.

Rules and Procedures:

22. The board shall approve appropriate rules and procedures to determine the details of application of this constitution. The AGM and members will be informed on such rules.

**Amendments
of the
Constitution**

23.

- i. This Constitution may be amended by the general assembly upon proposal by members and the Board.
- ii. Executive secretary shall send an amendment intended to be proposed at a general assembly at least fourteen days prior to the date of the meeting.
- iii. An amendment so made shall be effective immediately upon acceptance by the registrar unless a later effective date is specifically adopted at the time of the amendment.

Approval

24.

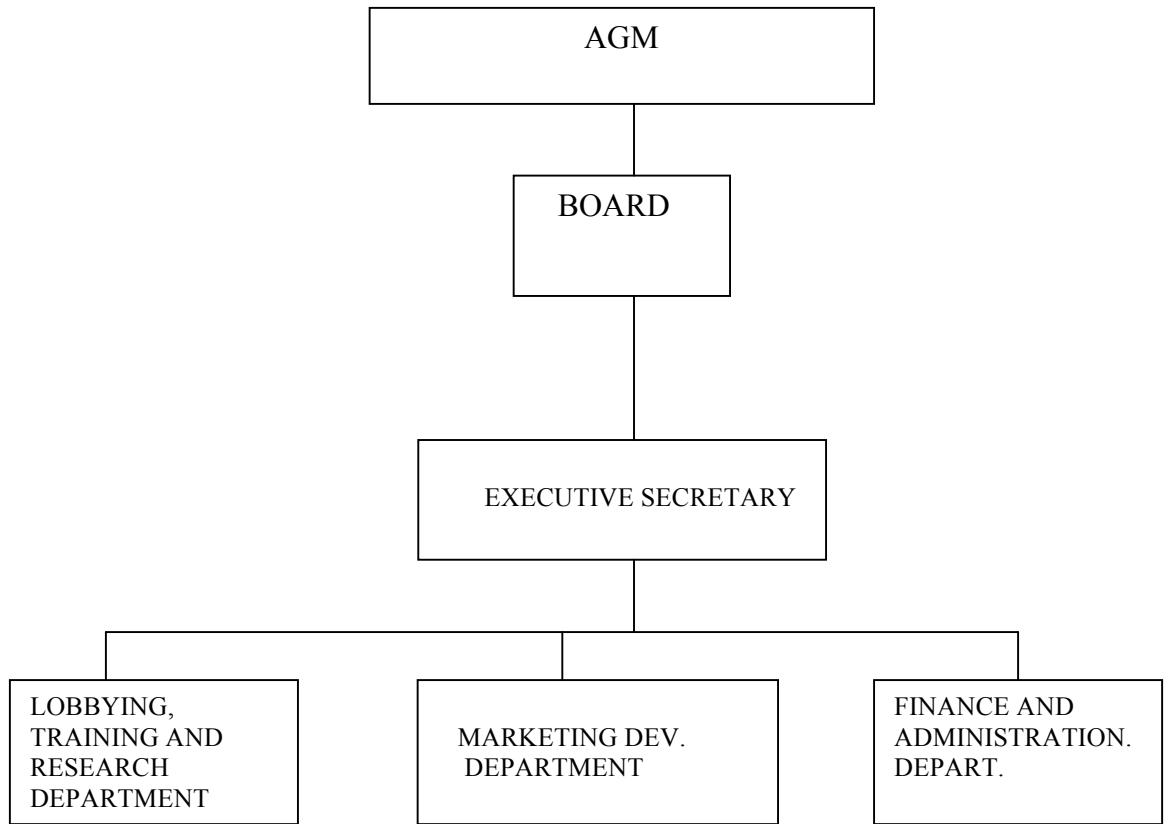
This Constitution has been approved on the 14th day of May 2005 by a resolution of the first General Assembly of TOAM held in Dar es Salaam.

Declaration

25.

The declaration is hereby made that this constitution has been approved and adopted by founder members. Thus no alteration shall be allowed by any person except by the provision of this constitution.

TOAM ORGANOGRAM



Participants to the General Assembly of Founding Tanzania Organic Agriculture Movement Held at Msimbzi Centre, Dar es Salaam, May 14, 2005.

| S/n | Full name of participant | Name and address of ORGANISATION | Signature of participants |
|-----|--------------------------|----------------------------------|---------------------------|
| 1 | Mwatima Juma | Tancert / IFAD | |
| 2 | Jordan Gama | Tancert | |
| 3 | Fred Machange | TOFO | |
| 4 | Gabriel Mhagama | KIHATA | |
| 5 | Abbasi A. Rehani | KIHATA | |
| 6 | Sewna Njau | MOA | |
| 7 | Abdulla Mhanga | Uhai | |
| 8 | Patrick M. Shirima | KNCU (1984) Ltd. | |
| 9 | Khamis Issa Mohammed | TAZOP Ltd. | |
| 10 | Hussein Nzao Nassoro | SUA | |
| 11 | Mwadhini O. Myanza | IRTECO | |
| 12 | James A. Amo | Kihasi Kilolo Iringa | |
| 13 | Dickson Mwalubandu | Tagrode, Iringa | |
| 14 | Peter J.M.B. | Rufiji District Council | |
| 15 | Misuzi Tobias | Kigoma District | |
| 16 | Monica Minja | Envirocare | |
| 17 | Janet Mlowe | Ndula Products | |
| 18 | M. Kilasara | SUA | |
| 19 | Deu Jani | UDSM | |
| 20 | Mohammed Kanji | PCI Ltd. | |
| 21 | Jaffer Pardhan | PCI Ltd & Fida Hussein | |
| 22 | Haji H. Saleh | Kilimo Zanzibar | |
| 23 | Dr R. Haider | Biosustain, Tanzania | |
| 24 | Mary Kilawe | TAWLAE | |
| 25 | Melllanin N.N. | Tancert | |
| 26 | Miriam Ng'maryo | Bonde la chemchem | |
| 27 | Janeth Shariff | DED Pangani/ Tancert | |
| 28 | E.S. Mwashu | Wizara ya Maji na Mifugo | |
| 29 | C.K. Bupamba | C.T. Agencies | |
| 30 | Suleiman Hamad | Njia Moja, Pemba | |
| 31 | Ruth Minja | Mikocheni A.R.I. | |
| 32 | Hawa Kimolo | Kihata | |
| 33 | Caroline Swai | Kihata | |
| 34 | Betty Chalamila | Mikocheni A.R.I. | |
| 35 | Murungi G. | EPOPA | |
| 36 | Shirati M. S. | Grauates Synergy | |
| 37 | Canute Hyande | Envirocare | |
| 38 | Mary Kibiriti | TAFOPA | |
| 39 | Ruth B. Madulu | Mikocheni A.R.I. | |
| 40 | A. Mwashu | MAFS | |
| 41 | Simon Mwang'onda | IRDTF/MIICO | |
| 42 | G. Charles | UDSM | |
| 43 | M.Njaja | T.P.R.S. | |
| 44 | N.Mtupili | TAWLAE | |
| 45 | H. Luambana | Kigamboni Farm Systems | |
| 46 | Cathy Shekan | Tancert | |
| 47 | Leonard Mtama | Tancert | |
| 48 | Marg Leijdens | EPOPA | |
| 49 | Britta Wyss | IMO Switzerland | |