



Tanzania Free and Open Source Software Association C o n s t i t u t i o n

Draft – Version 1.4

WHEREAS Free and Open Source Software (FOSS) plays an increasingly important role in developing cost-effective alternatives to proprietary software;

WHEREAS we recognise the potential impact of FOSS for localised software and in applications development, created by Tanzanian's for their own requirements cost-effectively;

WHEREAS we recognise the increasing advantages inherent in deploying FOSS over and above proprietary software;

WHEREAS an Interim Secretariat for TAFOSSA has been formed in order to further the developmental advantages in deploying FOSS in Tanzania in partnership with a number of institutions and individuals;

NOW THEREFORE WE the TAFOSSA Interim Secretariat resolve to form an Association to be known as the Tanzania Free and Open Source Software Association called TAFOSSA.

1. Preamble

So as to create awareness, build local capacity, and coordinate development of free and open source software while ensuring integrity and conformity to wider national ICT agenda; we draw the following articles to be the fundamental constitution to which all parties related to TAFOSSA must abide.

2. Name of Association

2.1. The association shall be called Tanzania Free and Open Source Software Association in long form, theretofore referred to as “the Association” throughout this constitution.

2.2. The acronym, TAFOSSA shall be used to refer to “the Association” in abbreviated form.

3. Offices and Addresses

3.1. The offices of the Association and its Secretariat shall be at the University Computing Centre located in the University of Dar es Salaam.

3.2. The address of the Association shall be PO Box 35062, Dar es Salaam, Tanzania.

4. Aims and objectives

TAFOSSA aims to offer leadership in the following main areas:

- Promoting FOSS for affordable access, choice and empowerment;
- Build local ICT skills, capacity and content through the use of FOSS;
- Quantify and enhance the economic benefits offered by FOSS;
- Develop and support the community of local FOSS users; and
- Foster the development of a Tanzanian FOSS community.



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TAFOSSA shall develop this leadership through collaboration with other FOSS organisations regionally and globally, and through deploying relevant high-level strategies.

5. *Membership*

5.1. Membership in TAFOSSA will be open to all individuals and institutions interested in developing FOSS in Tanzania as set out in these articles below.

5.2. There shall be three categories of **Individual** membership as follows:

- **Honorary members** are those who are proposed in recognition of their extraordinary contribution towards TAFOSSA and approved at an Annual General Meeting. The members of the Interim Secretariat of TAFOSSA are de facto members of this category. These members are eligible to attend Annual General and Extraordinary Meetings;
- **Ordinary members** who have applied for membership in TAFOSSA and have paid their annual membership dues. These members are eligible to attend Annual General and Extraordinary Meetings; and
- **Observer members** who have access to the web sites, portals and electronic discussion lists and other electronic fora. These members will not be eligible to attend Annual General and Extraordinary Meetings unless they are also Founder or Ordinary members.

5.3. **Institutional Members.** These are public, private, community-based, or not for profit institutions interested in ICT for Tanzania's development, or FOSS in its own right, shall be eligible for consideration for membership. Each institution is eligible to nominate a representative to attend Annual General and Extraordinary Meetings.

5.4. **Voting rights.** The only members who are eligible to vote in Annual General and Extraordinary Meetings are those **Individual Honorary**, **Individual Ordinary** and all **Institutional Members**, whose membership status is in good standing. Each member shall have one vote. A voting member can nominate a proxy whose vote can be cast provided the member is in good standing and has submitted a written proxy nomination to the TAFOSSA Secretary.

5.5. **Application for Membership:**

- **Honorary members** need not apply as they automatically become members following approval at the Annual General Meeting;
- **Individual Ordinary** or **Institutional Membership** shall be sought through completing an application form (preferably electronic) that will be submitted to the Secretary of the Association for consideration; and
- **Observer membership** shall be through requesting the administrators or moderators of discussion lists for membership.

5.6. **Termination of Membership:**



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- The Office Bearers of the Association can, following agreement in an Management Board Meeting, direct the Secretary in writing to terminate the membership of any individual or institutional member.
- The Administrators or Moderators of electronic discussion lists can for any valid reason, moderate or terminate the membership of an observer member.
- Any member can terminate their own membership at any time in accordance with article 15.

5.7. **Membership fees** and their structure are set out in articles 5.8 and 5.9, but are subject to review from time to time by the Management Board with the approval of the Annual General Meeting.

5.8. **Individual Membership fees** (note that non-payment of fees automatically terminate the membership of that individual):

- Entrance fee of Tzs. 10,000.00
- Annual fee of Tzs. 20,000.00

5.9. **Institutional Membership fees** (note that non-payment of fees automatically terminate the membership of that institution):

- Entrance fee of Tzs. 100,000.00
- Annual fee of Tzs. 500,000.00

6. *Organs of Association*

- 6.1. The Association shall have five main organs namely, the Annual (or Extraordinary) General Meeting, The Strategic Advisory Panel, the Management Board, the Secretariat and the Forum.
- 6.2. The functions of the Annual General Meeting are defined by article 10.1, and those of the Extraordinary General Meeting are defined by article 10.2. Each General Meeting shall be comprised of all eligible Voting members as defined in article 5.4.
- 6.3. The Strategic Advisory Panel is defined by article 10.3
- 6.4. The Management Board is defined by article 10.4.
- 6.5. The Secretariat is defined by article 10.5.
- 6.6. The Forum shall consist of all members (individual and institutional) which will be the largest part of the Association. However the Observer Members will have their membership restricted to the electronic parts of this forum, namely websites, portals and electronic discussion lists. Participation in the Forum shall be exclusively electronic through Association web portals and mailing and / or discussion lists.

7. *Decision making procedures*

- 7.1. The ultimate decision-making body is the Annual (or Extraordinary) General Meeting. This body is the highest level of the organisation, and is advised by the Executive Secretary of the Management Board under the chairmanship of the Chairperson of the Management Board. Decisions are taken following the votes of members of the General Meeting.



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- 7.2. The Strategic Advisory Panel has no decision-making authority, but serves to advise the Management Board and the General Meeting on various matters, particularly related to vision, strategy and policy.
- 7.3. The Management Board has strategic oversight of the running of the Association. The Secretariat reports to the Management Board. In the periods between General Meetings, all decisions related to the Association, with the exception to any decisions assigned to the Annual General or Extraordinary Meetings shall be enacted by the Chairperson.
- 7.4. The Secretariat is delegated authority by the Management Board for the day-to-day running of the Association.
- 7.5. The Forum has no decision making authority, but may have an advisory role to the Secretariat.

8. *Rights responsibilities and obligations*

- 8.1. Responsibilities and obligations for each member of the General Meeting are set out below:

Each member shall have the following obligations:

- Attend convened General Meetings; and
- Pay fees approved by the Association or as they may be reviewed by the Association from time to time.

Each member shall enjoy the following rights:

- Have the right to participate in official activities of the Association;
- Attend public events (including workshops, exhibitions, seminars etc.) organised by the Association; and
- Be a member of the Forum.

- 8.2. Each member of the Forum shall enjoy the following rights:

- Participate in discussions held on the Forum;
- By invitation of the Management Board, be able to participate in official activities of the Association; and
- Attend public events (including workshops, exhibitions, seminars etc.) organised by the Association.

9. *Office bearers*

The Association shall have Office-bearers elected for three year periods. The member eligible for bearing office are those who are voting members as designated in article 0 and who specifically have voting rights as set out in article 5.4. The office bearers are set out hereunder.

9.1. Chairperson

The Chairperson shall be the executive head of TAFOSSA, and when present shall preside at all meetings of the Management Board.



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The Chairperson shall exercise general supervision of the affairs of TAFOSSA and shall be responsible for the enforcement of the Bylaws and the carrying out of all orders and resolutions of the Annual General Meeting.

The Chairperson shall keep the Management Board fully informed and shall frequently consult it concerning the business and activities of the Association and shall make, on behalf of the Management Board, an annual report to the members of the Annual General Meeting.

The Chairperson shall have such additional duties as may be delegated by the Annual General Meeting.

9.2. Vice Chairperson

The Vice Chairperson shall report to the Chairperson. In the absence or disability of the Chairperson, the most immediate Past Chairperson serving on the Annual General Meeting, or failing him or her the other Past Chairperson serving on the Management Board, shall assume the duties of the Chairperson until the next Annual General Meeting, or for the duration of such absence or disability. At the next Management Board meeting, the Annual General Meeting will appoint one of its officers to assume the duties of the Chairperson for the duration of such absence or disability, or until the new Chairperson has been duly elected and taken office.

The Vice Chairperson shall assume duties as may be assigned by the Annual General Meeting and/or Chairperson.

9.3. Executive Secretary

The Executive Secretary shall report to the Chairman and head the Secretariat. The Executive Secretary will be responsible for the day-to-day administration and operations of the Association, including of its finances.

In addition the Executive Secretary will brief the Management Board, coordinate the advice of the Strategic Advisory Panel, and be responsible for administrative and secretarial duties with respect to General Meetings giving notice of meetings and recording the minutes.

9.4. Deputy Secretary

The Deputy Secretary will act for the Secretary in his or her absence.

9.5. Treasurer

The Treasurer shall report to the Chairman and be responsible for the treasury function and the financial affairs of the Association, for the performance of all incidental duties, and such other duties as may from time to time be assigned by the Management Board or Annual General Meeting. He/ She shall have the power to receive and to disburse such funds of the Association as shall be required in the conduct of its affairs and the carrying on of its activities.

No deficit operating budget shall be approved by the Annual General Meeting or Management Board.

10. Organisation structure

The Association shall have the following organizational structure:

10.1. The Annual General Meeting:



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This body, which shall be the highest authority in TAFOSSA, is vested with powers to deliberate on all matters pertinent to the Association, shall have the entire membership as it is defined under article 0 of this Constitution as its delegates. The Annual General meeting shall be responsible for overall formulation of policy, annual plans and strategies to achieve objectives set out in annual plans.

The Annual General Meeting of the Association shall be convened once a year.

10.2. The Extraordinary General Meeting:

This body, which shall have the same powers and composition as the Annual General Meeting mentioned in article 10.1 of this Constitution shall be convened by not less than half of the members recognized under article 0 of this Constitution, by signing against their names enlisted under such a call for an Extra-ordinary General Meeting addressed to the Chairperson;

10.3. Strategic Advisory Panel:

Members of the Management Board will have access to the services of a Strategic Advisory Panel, which will initially consist of the Interim Secretariat. Subsequently the Panel, of not more than 10 panellists, may include members of the General Meeting elected during Annual General Meetings to serve on a rotational basis. Their role is to assist the Management Board through consultation and advice on strategy or policy matters. As members of the General Meeting, they will also have the authority to call for an Extraordinary General Meeting by a simple majority vote.

10.4. Management Board:

TAFOSSA will be led by a Management Board of seven members, consisting of a Chair, Vice Chair, Treasurer (who will preferably be a qualified professional auditor), Secretary (who will also be the Executive Secretary of the TAFOSSA Secretariat) and three other Board Members.

Except for the Executive Secretary who shall be recruited on a competitive basis for renewable five-year contracts, all members of the Management Board will be elected for a tenure of three years by the Annual General Meeting. The Board will report on regular basis to an Annual General Assembly consisting of all eligible members of TAFOSSA in accordance to the Constitution.

10.5. Secretariat:

In carrying out the core functions of TAFOSSA, there will be a Secretariat headed by an Executive Secretary, reporting to the Chairman of the Management Board. In addition the functions of the Secretariat will be performed by designated staff with various units. These units will be Finance, Community Administration, Awareness and Capacity Building, and Technology and Support.

The Secretariat, under the leadership of the Executive Secretary, will be responsible for the day-to-day operations and administration of TAFOSSA.

11. Functions of the Annual General Meeting

As noted in as appropriate in articles 6.2 and 10.1, the Annual General Meeting, which is the highest authority of the Association, shall be responsible for overall approval of policy, annual plans and strategies to achieve objectives, and initiating thereof.



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11.1. Notice of General Meeting

Notice specifying the mode and/or place, the day and the hour of every Annual or Extraordinary General Meeting and the general nature of the business to be transacted at that meeting shall be given in the manner hereinafter prescribed, or in such other manner as may be prescribed by the Management Board to those members as prescribed in article 5.4 will be entitled to receive such notice. Non-receipt of notice by any member shall not invalidate the proceedings of any meeting. Notice may be given to any person or member either personally, or by electronic means.

Where the notice is sent by email, service of the notice shall be deemed to have been effected 48 hours after the mail was sent and in the absence of any return messages to the effect that problems were experienced. Notice shall be exclusive of the day on which it is served or deemed to have been served and of the day for which it is given.

11.2. Agenda of the Annual General Meeting shall include:

- Confirmation of minutes of the previous meetings;
- Matters arising from the minutes;
- Consideration of reports and all matters referred to it by the Management Board or any other matters relevant to the activities of the Association;
- Consideration of the Treasurer's Audited Statement of Accounts;
- Consideration of any proposed amendments for the Constitution. The proposal shall be amended by a resolution of two-thirds (67%) or more of the members present and voting;
- Appointment of an External Auditor;
- Election of members of the Management Board;
- Approval of proposed policies, annual action plans and strategies to achieve those plans; and
- Any relationships with other national and international organizations or international development partners as brought to its attention by the Management Board.

11.3. Quorum of the Meeting:

Unless otherwise stated, the quorum for the Association's Annual General Meetings shall be at least one-third (1/3) of the officially recognised membership as set out in article 5;

11.4. Presiding Officers:

In the event that the Chairperson and the Vice-Chairperson are both absent at an official meeting, the presiding Chair for that particular meeting shall be nominated by the meeting from amongst the members attending the said meeting.

11.5. Minutes of the General Meeting:

The Executive Secretary of the Meeting shall be responsible for the taking of, and presentation of, minutes of the General Meeting.



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12. Finance

12.1. The Association's sources of income shall include:

- Membership fees;
- Voluntary subscriptions, grants, gifts and donations from individuals, governments, international organizations, and international development partners etc.
- Fees generated through public events such as workshops, seminars, conferences etc.
- Consultancy fees; and
- Contractual assignments.

12.2. External Auditors

The Association's Annual General Meeting shall appoint the External Auditor who shall be responsible for verification of the Association's annual revenues and expenditures.

13. Patron

The Management Board shall propose to the Annual General Meeting for approval, a willing and high-profile national, who will become TAFOSSA's Patron to champion the cause of FOSS in Tanzania. The Patron will also support the development of TAFOSSA, to deepen its impact in promoting FOSS in Tanzania's ICT landscape and international links.

14. Dissolution

14.1. Notwithstanding any of the aforesaid, the Annual General Meeting shall not voluntarily dissolve the Association except upon an adoption of a resolution, or an Extraordinary General Meeting convened for that purpose.

14.2. Any resolution for voluntary dissolution of the Association is only valid if it is approved by not less than two-thirds (67%) majority of the official membership by secret ballot at the Annual General Meeting or Extra-Ordinary General Meeting.

14.3. Upon resolution of the dissolution of the Association, all assets and liabilities shall be divided / distributed in a manner so agreed and adopted at the Annual General Meeting or Extraordinary General Meeting convened for that purpose. In so doing all actions must conform to the relevant Tanzanian laws in force at that time.

15. Cessation of membership

15.1. A person or institution shall cease to be a member of the Association by submitting to the Secretary a signed letter of resignation.

15.2. A person or institution shall cease to be a member of the Annual General Meeting if they fail to meet all the obligations stipulated in this Constitution set out in article 8.1, and in addition for non-payment of fees and annual subscriptions including non-attendance of three consecutive convened Meetings without notification to the Secretary;



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- 15.3. A member of the Forum can terminate their membership at any time by communicating electronically with the administrators or moderators.

16. Founder Members List

- 16.1. The Founder Members List annexed hereto shall constitute an integral part of the Association's Constitution;
- 16.2. Founder Members List (see Annex 1).

Adopted in Dar es Salaam on XXXXXXXXXX