

Map of Kono District, Sierra Leone. Source: OCHA/Relief Web.



THE 2026 KONO DISTRICT DEVELOPMENT ASSOCIATION UNITED KINGDOM (KDDAUK) CONSTITUTION & BYLAWS



Table of Contents

KDDAUK Governance Tree:	5
Preamble:.....	5
The Statement of the KDDAUK Constitutional Review Committee:	6
PART I	8
1. Adoption Of the Constitution	8
2. Name	8
3. Objects	8
4 Application of income and property.....	9
5 Benefits and payments to charity Trustees and connected persons	9
5.1 General provisions:.....	9
5.2 Scope and powers permitting Trustees’ or connected persons’ benefits.....	10
5.3 Payment for supply of goods only – controls.....	11
5.4 In sub-Clauses (5.2) and (5.3) of this Clause:	11
5.5 Financial Management and Controls	12
5.6 Fund Management:.....	13
5.7 Payment Authorisation and Procedures:.....	13
5.8 Spending Authority Limits:	13
5.9 General Financial Safeguards.....	15
6 Dissolution	15
7 Amendment of Constitution.....	16
7.11 Consultation on the Reviewed Constitution and Bylaws	18
Part II	18
8 Membership.....	18
8.1 Eligibility:.....	18
8.2 Application and Admission:	19
8.3 Categories of Membership:	20
8.4 Membership Register:	21
8.5 Membership Term and Fees:	22
8.6 Membership Rights and Duties:.....	23
8.7 Bereavement Support:	23



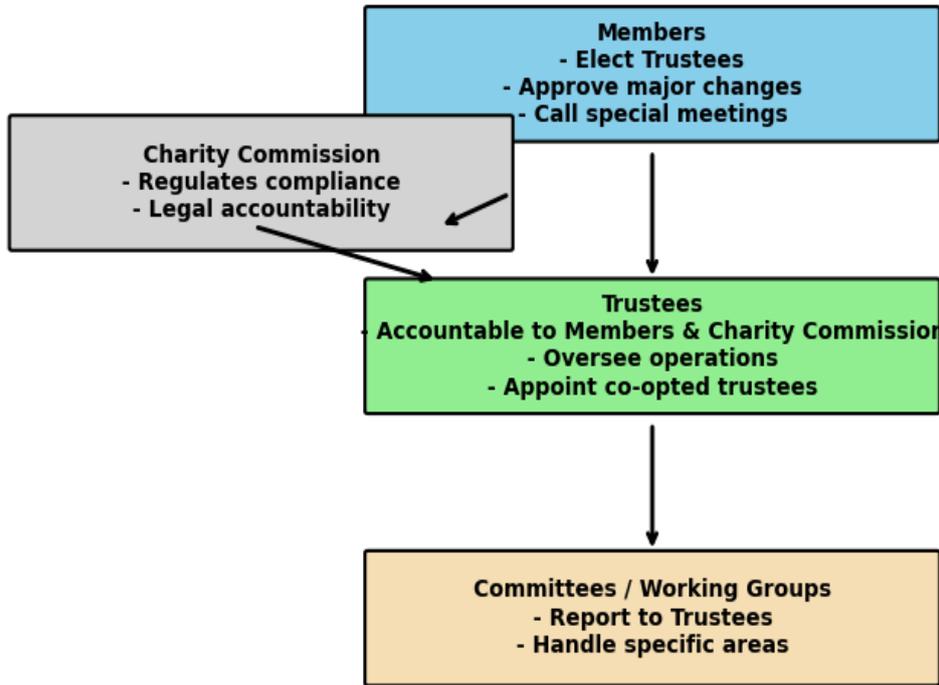
8.8	Cessation and	Expulsion of Membership:	23
8.9	Good Standing:.....		23
9	Termination Of	Membership	24
10	General meetings		25
22	Conflicts of Interest and Conflicts of Loyalty.....		44
23	Saving Provisions		45
24	Delegation.....		46
25	Irregularities in proceedings.....		46
26	Minutes and the Minute Book		47
27	Accounts, Annual Report, Annual Return, financial procedures		48
28	Registered Particulars.....		49
29	Property.....		49
30	Repair And Insurance		50
31	Notices.....		50
32	Rules.....		51
33	Disputes		52
34	Discipline		53
35	Interpretation		59
	PART III.....		62
	THE 2026 BYLAWS OF THE KONO DISTRICT DEVELOPMENT ASSOCIATION UNITED KINGDOM		62
		62
36	Resolution of lacunas, gaps or omissions.....		62
37	Sub-committees of the Trustees		62
38	Establishment of regional branch sub-committees of the charity		63
39	Miscellaneous Matters		63
40	Return of Documents and Property		64
41	Resolutions in Writing.....		65
42	Voluntary Leave of Absence.....		65
43	Seal.....		66
44	Auditor		66
45	Inspection of Documents		67
46	Job Descriptions:		67
47	Copies of Bylaws and Constitution		78
	APPENDIX "A":		79



SAMPLE NOTICE OF proposed).....	79	GENERAL MEETING (and resolution to be
APPENDIX “B”:	80	
KDDAUK Values:	80	
Appendix “C”	81	
KDDAUK Vision:	81	
KDDAUK Motto:	81	
KDDAUK Mission Statement:	81	
Appendix “D” (Non-Operative).....	82	



KDDAUK Governance Tree:



Preamble:

These Constitution and Bylaws constitute “**The 2026 Kono District Development Association United Kingdom (KDDAUK) Constitution and Bylaws**” and set out the governing framework of the Charity. They establish the Charity’s objects, membership classifications, governance structures, the powers and duties of Trustees, financial controls, and the procedures governing meetings, elections, amendments, and dissolution.

The provisions contained in **Part 1** form the operative rules of the Charity and shall be interpreted in accordance with the principles of transparency, accountability, and collective trustee responsibility. Where helpful for interpretation, the Charity’s governance history, consultation records, and supporting materials are compiled in **Appendix D**, which may be consulted as a non-operative contextual reference only.



Nothing contained in any Appendix shall alter, amend, or override the legal effect of the operative clauses of this Constitution and Bylaws. In the event of any inconsistency, the provisions of **Part 1** shall prevail.

The date of adoption of “**The 2026 KDDAUK Constitution and Bylaws**” shall be recorded in the formal resolution of the General Meeting at which it is adopted and in the minutes of that meeting.

The Statement of the KDDAUK Constitutional Review Committee:

(Constitutional Review Committee Certification)

This revised edition of **The 2026 Kono District Development Association United Kingdom (KDDAUK) Constitution and Bylaws** has been formally reviewed, examined, and certified by the Constitutional Review Committee duly appointed by resolution of the General Meeting.

The Committee was constituted for the purpose of:

- conducting a comprehensive review of the 2015 KDDAUK Constitution and Bylaws;
- identifying and resolving inconsistencies, duplications, and governance gaps;
- strengthening the Charity’s compliance with the Charities Act 2011 and relevant Charity Commission guidance;
- incorporating modern standards of financial governance, safeguarding, digital conduct, and trustee accountability;
- ensuring that the governing document reflects the operational realities, risks, and needs of KDDAUK; and
- preparing a harmonised and legally coherent Constitution and Bylaws for adoption by the membership.

The Committee hereby certifies that:

1. All revisions contained in this document were made strictly in accordance with the mandate granted by the General Meeting.
2. The revised Constitution and Bylaws comply with the Charities Act 2011, applicable Charity Commission regulatory expectations, and recognised best practice in UK charity governance.
3. The Committee has acted independently, impartially, and in the best interests of the Charity throughout the review process.
4. The names of the members of the Constitutional Review Committee are recorded below as part of the official constitutional record.



Members of the Constitutional Review Committee (2025–2026)

Committee Members:

- **Mrs Mariama Mafinda** – Review Committee Member
- **Mrs Yei Mani-Bayoh** – Review Committee Member
- **Mr Aiah Bondowa Tondoneh** – Chair & Review Committee Member

Members Who Withdrew from the Committee (for personal reasons)

(Recorded for transparency and historical accuracy)

- **Mr Aroun Kargbo**
- **Mr Max Jimmy**
- **Mr Aiah Mbriwa**



THE **2026** KONO DISTRICT DEVELOPMENT ASSOCIATION UNITED KINGDOM CONSTITUTION

PART I

1. Adoption Of the Constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. Name

The association's name is KONO DISTRICT DEVELOPMENT ASSOCIATION UK (and in this document, it is called the charity).

3. Objects

The charity's objects ('the objects') are

- 3.1 To develop the capacity and skills of the members of the socially and economically disadvantaged community of the Kono District, Sierra Leone and immigrants and their families from the Kono District now living in the UK, in such a way that they are better able to identify, and help meet, their needs and to participate more fully in society.
- 3.2 The relief of poverty of those in the Kono District of Sierra Leone and refugees and immigrants from this district now living in the UK, in particular but not exclusively, by the provision of advocacy, information and advice.
- 3.3 To advance the education of the general public in the history, culture and traditions of the Kono Tribe of Sierra Leone.
- 3.4 The preservation and protection of the environment by the promotion of sustainable development in Kono District, Sierra Leone.
- 3.5 To promote human rights (as set out in the Universal Declaration of Human Rights and subsequent United Nations conventions and declarations) throughout the world, particularly amongst those in the Kono District of Sierra Leone, members of the Kono tribe, refugees and immigrants from this district now living in the UK, by all or any of the following means:



- (a) Monitoring abuses of human rights.
- (b) Relieving need among the victims of human rights abuse.
- (c) Research into human rights issues.
- (d) Providing technical advice to the government and others on human rights matters.
- (e) Contributing to the sound administration of human rights law.
- (f) Commenting on proposed human rights legislation.
- (g) Raising awareness of human rights issues.
- (h) Promoting public support for human rights.
- (i) Promoting respect for human rights among individuals and corporations.
- (j) International advocacy of human rights.
- (k) Eliminating infringements of human rights.

4 Application of income and property

- 4.1 The income and property of the charity shall be applied solely towards the promotion of the objects.
 - (a) A charity Trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
 - (b) A charity Trustee may benefit from Trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 4.2 None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a Trustee from receiving:
 - (a) A benefit from the charity in the capacity of a beneficiary of the charity.
 - (b) Reasonable and proper remuneration for any goods or services supplied to the charity.

5 Benefits and payments to charity Trustees and connected persons

5.1 General provisions:

No charity Trustee or connected person

- (a) may buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public.
- (b) may sell goods, services or any interest in land to the charity.
- (c) Be employed by or receive any remuneration from the charity.



- (d) Receive any other financial benefit from the charity, unless the payment is permitted by sub-Clause 5.2 of this Clause or authorised by the court or the Charity Commission ('the Commission'). In this Clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.
- 5.2 **Scope and powers permitting Trustees' or connected persons' benefits**
- (a) A charity Trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity, provided that a majority of the Trustees do not benefit in this way.
- (b) A charity Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-Clause 5.3 of this Clause, a charity Trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity Trustee or connected person, in adherence to section 188 (1) of the Charities Act 2011.
- (d) A charity Trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate, which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity Trustee or connected person may receive rent for premises let by the Trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity Trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.



5.3 Payment for supply of goods only – controls

The charity and its charity Trustees may only rely upon the authority provided by sub-Clause 5.2 (c) of this Clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity Trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity Trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a charity Trustee or connected person. In reaching that decision, the charity Trustees must balance the advantage of contracting with a charity Trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from any part of any meeting at which there is a discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity Trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity Trustees in the minute book.
- (g) A majority of the charity Trustees then in office are not in receipt of remuneration or payments authorised by Clause 5.

5.4 In sub-Clauses (5.2) and (5.3) of this Clause:

- (a) 'The charity' includes any company in which the charity:
 - i. Holds more than 50% of the shares; or
 - ii. Controls more than 50% of the voting rights attached to the shares; or
 - iii. Has the right to appoint one or more Trustees to the board of the company.
- (b) 'Connected person' includes any person within the definition set out in Clause 35 (Interpretation).



5.5 Financial Management and Controls

5.5.1 The Trustees must establish and maintain robust financial procedures and safeguards, consistent with the Charity's approved financial management and internal control policies. These procedures shall include:

(a) Bank Accounts:

- i. The Charity shall maintain two bank accounts: one savings account and one current account.
- ii. The charity's bank statements and bank correspondence shall be sent to the treasurer's address.

(b) Authorised Signatories:

- i. For all transactions requiring signatures on any of the Charity's bank accounts, a minimum of two authorised signatories are always required.
- ii. To ensure strong financial governance and appropriate separation of duties, the Chairperson and the Secretary of the Charity shall not be authorised signatories by virtue of their offices.

5.5.2 All financial transactions from the charity's bank account must be approved by a **simple majority resolution of the Board of Trustees** recorded in the minutes.

5.5.3 At the first Trustees' meeting following the election of Trustees, the Board shall appoint at least three individuals to serve as authorised signatories. **These appointed signatories shall be:**

- (a) A Trustee (other than the Chairperson or Secretary).
- (b) The Treasurer or Assistant Treasurer, or in their absence, any other Trustee appointed by the board to assist.
- (c) The Vice-Chairperson of the Charity.

5.5.4 The Board of Trustees shall review and formally approve all authorised signatories, in a timely manner, ensuring these arrangements align with best practice for financial controls.

5.5.5 The Charity's bank must be formally notified of all signatory appointments, with the relevant Trustees' meeting minutes provided by the Chairperson.



5.6 Fund Management:

- (a) All funds received by the Charity shall initially be deposited into the **savings account**.
- (b) Funds equivalent to the Charity's estimated monthly expenditure shall be transferred from the savings account to the current account as and when necessary to cover operational costs.

5.7 Payment Authorisation and Procedures:

5.7.1 Payment Requisition:

- (a) All payments must be authorised in writing using a payment requisition form that specifies the expenditure, the reason, and the ledger account. This form must be signed by the Chairperson and two other Trustees who are not bank signatories.
- (b) Any contract or payment to a Trustee or connected person must be authorised in advance by a resolution of the Trustees in which the interested Trustee is absent and recorded in the minutes with reasons for the decision and a declaration of any conflict. For payments above £1,000, Trustees must obtain at **least three(3)** independent quotes and record the procurement rationale

5.7.2 Cheque Signing:

- (a) The Charity's cheques must only be signed by two appointed bank signatories, subject to adherence to **subclauses** 5.5.2 and 5.5.3 above.
- (b) Blank cheques must not be signed;
- (c) Cheques must not be signed in advance;

5.7.3 Budgets:

The Treasurer, in cooperation with the other Trustees, shall create annual and quarterly budgets.

5.7.4 Financial Statements:

The Treasurer shall prepare statements of sources of revenue (e.g., donations, gift aid, membership fees), receipts and disbursements, and assets and liabilities from the last fiscal period.

5.7.5 Security for Duties:

The Trustees may require a Trustee or an Officer to provide necessary security (e.g., a bond) to ensure the faithful discharge of their financial duties.

5.8 Spending Authority Limits:

5.8.1 Petty Cash (Amounts below £51):



Petty cash vouchers must be signed by the person receiving the amount and countersigned by one other Trustee. The Imprest system shall be used for petty cash management.

5.8.2 Payments Requiring Two Non-Signatory Trustee Authorisation (£201 to £500):

- (a) Payment up to £200 shall be authorised by three Trustees, one of whom shall be the treasurer of the charity or their assistant in the treasurer's absence, in adherence with subclause 5.5.1 above
- (b) Payments between £201 and £500 shall be authorised by two Trustees and the chairperson, who are not bank signatories, on a payment requisition form. Such payments are also subject to the collective responsibility and democratic decision-making processes of the Trustees, as outlined in Clauses 21.6, 21.15, 21.16, and 21.17.
- (c) All signed and properly completed payment requisition forms for this category must be presented at the next General Meeting for members' formal approval.
- (d) Internal payment requisitions require approval by the Chair and Treasurer (up to £200)

5.8.3 Payments Requiring General Meeting Resolution (£501 and above):

- (a) All expenditures of £501 or greater require **two-tier approval**: initial approval by a simple majority of Trustees (subject to Clauses 21.6, 21.16 and 21.17 **and** then by a resolution of a General Meeting, specifically a simple majority vote of members in good standing present and voting at that meeting in accordance with Clause 8.6.
- (b) A written record of such a resolution must be maintained by the Treasurer.

5.8.4 Bank Notification for Large Transactions:

- (a) Approval for transactions exceeding £500 from the Charity's bank account is conditional upon the timely submission to the bank of duly signed minutes from the pertinent general or special meeting.
- (b) These minutes must include the names of all individuals present and be received by the bank no later than seven (**7**) calendar days following the date of the meeting. This submission is a prerequisite for the bank's processing and approval of the aforementioned transactions.



5.8.5 Contract Member Information:

- (a) Charity members must be informed of all contracts at a General Meeting before a contract is formally signed on behalf of the Charity.

5.9 General Financial Safeguards

- (a) No Personal Use of Funds: Trustees and bank signatories are strictly prohibited from transferring Charity funds from the Charity's bank account to their personal bank accounts for holding or safekeeping. Such a transaction is classified as gross misconduct.
- (b) The Charity's bank account shall not be used for an individual's or any third party's private or personal use.
- (c) Payments to Trustees/Staff: Any online payments, cheque payments, or financial transfers to current Trustees or staff members must be agreed upon and voted on at a General Meeting as defined in Clause 15(1). The minutes of such a meeting, including a list of attendees, must be signed by the Secretary and Chairperson.
- (d) Two-Factor Authentication: All incoming and new Trustees must ensure that the Charity's bank account has at least two-factor authentication enabled for account access and for all types of bank or card payments.

6 Dissolution

- 6.1 If the members resolve to dissolve the charity, the Trustees will remain in office as charity Trustees and be responsible for winding up the affairs of the charity in accordance with this Clause.
- 6.2 The Trustees must collect all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- 6.3 The Trustees must apply any remaining property or money:
 - (a) Directly for the objects.
 - (b) By transfer to any charity or charities for purposes the same as or similar to the charity.
 - (c) In such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- 6.4 The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the Trustees are to apply the remaining property or assets of the charity, and the Trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-Clause (6.3) above.



- 6.5 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- 6.6 The Trustees must notify the Commission promptly that the charity has been dissolved. If the Trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.
- 6.7 The Board of Trustees must notify the Commission within 21 days and file final accounts on dissolution

7 Amendment of Constitution

As provided by sections 224–227 of the Charities Act 2011, this constitution may be amended only in accordance with the provisions set out below.

7.1 Proposals for Amendment

- (a) An amendment to this Constitution, excluding Clauses 3 and 4 of Part 1, may be proposed by:
 - i. the Board of Trustees by formal resolution; or
 - ii. at least **15** members or **15% of members in good standing (whichever is greater)** submitting a written proposal to the Secretary.
- (b) All proposals must be submitted in writing and must include the full text of the amendment and a brief rationale.

7.2 Notice Requirements

- (a) The full text of any proposed amendment must be circulated to all members in good standing **not less than 14 days** before the general meeting at which it will be considered.
- (b) No amendment may be considered unless proper notice has been given in accordance with this clause.

7.3 Compliance Review

- (a) Before being presented to members, all proposed amendments must be reviewed by the trustees to ensure compliance with:
 - (a) the Charities Act 2011; and any further amendments
 - (b) Charity Commission guidance;
 - (c) KDDAUK's charitable objects; and
 - (d) the trustees' legal duties.
- (b) Trustees must declare any actual or potential conflict of interest relating to the proposed amendment and must not participate in decision-making where such conflict exists.



7.4 Amendments to Part 1 (Governing Provisions)

- (a) The charity may amend any provision contained in **Part 1** of this constitution, provided that:
- (a) no amendment may be made that would have the effect of making the charity cease to be a charity at law;
 - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
 - (c) no amendment may be made to **Clauses 3 (Objects) or 4 (Application of Income and Property)** without the prior written consent of the Charity Commission; and
 - (d) any resolution to amend a provision of Part 1 is passed by **not less than two-thirds** of the members in good standing present and voting at a general meeting (special resolution).

7.5 Amendments to Part 2 (Administrative Provisions)

- (a) Any provision contained in **Part 2** of this constitution may be amended by resolution passed by a **simple majority** of the members in good standing present and voting at a general meeting (ordinary resolution).

7.6 Protection of Purpose

- (a) No amendment may be made that would materially prejudice the charity's ability to carry out its charitable purposes for the public benefit.

7.7 Digital and Hybrid Participation

- (a) Members participating in a general meeting via an approved digital or hybrid meeting platform shall be deemed present and eligible to vote on constitutional amendments.

7.8 Transitional Arrangements

- (a) Where an amendment affects the structure, roles, or procedures of the charity, the trustees may adopt reasonable transitional arrangements to ensure continuity of governance and operations.

7.9 Record-Keeping and Transparency

- (a) All amendments to this constitution must be:
- i. recorded in the minutes of the meeting at which they were approved;
 - ii. incorporated into the master copy of the constitution; and
 - iii. made available to members upon request.

7.10 Notification to the Charity Commission

- (a) A copy of any resolution amending this constitution, together with KDDAUK's constitution as amended, must be sent to the Charity Commission of England and Wales **within twenty-one (21) days** of it being passed.



(b) The amendment does not take effect until it has been recorded in the Register of Charities.

7.11 Consultation on the Reviewed Constitution and Bylaws

- (a) The Charity shall circulate the draft revised Constitution and Bylaws to all **members of the charity, on the charity website and all social media platforms** for consultation.
- (b) **Only registered members** shall have the right to submit comments, proposed amendments, or feedback during the consultation period.
- (c) The consultation period shall remain open for a minimum of **[30–60] days**, during which members may provide written submissions through the official communication channels designated under Clauses 8.4.4 and 11
- (d) The Trustees and the constitutional Review Committee shall review all submissions received from members and may incorporate amendments where appropriate and consistent with the Charity's objectives and legal obligations.
- (e) The draft Constitution and Bylaws may be made publicly accessible for transparency; however, **the right to participate in the consultation process is restricted to registered members only**. The consultation process ensures that transparency is upheld whilst safeguarding the integrity of the charity's governance.
- (f) Following the consultation period, a final draft shall be presented to the General Meeting for approval in accordance with the voting procedures set out in **Clause 15.1 and 8.9**.

Part II

8 Membership

8.1 Eligibility:

- (a) Membership of the Charity is open to:
- Any individual aged 18 years or over;
 - Any organisation (whether incorporated or unincorporated);



- (b) who meets one or more of the following criteria:
 - i. Is a descendant of the Kono District and/or Kono Tribe of Sierra Leone **with a residing address in the United Kingdom;**
 - ii. Is a friend, spouse, or associate of such individuals;
 - iii. Has a demonstrable interest in the development and advancement of the Kono District of Sierra Leone.
 - iv. All members must:
 - v. Support the Vision and Objects of the Charity;
 - vi. Act in good faith and in the best interests of the Charity;
 - vii. Not hold interests or engage in activities that conflict with the purposes of the Charity.
- (c) An applicant shall not be entered into the Charity's membership register until they have fully complied with Clause 8.5(b)
- (d) Applicants must consent to membership to be entered in the Register of Members

8.2 Application and Admission:

- (a) All applicants must submit a completed application form for consideration and approval by the Trustees/interim Trustees within fourteen (14) days.
- (b) KDDAUK will not discriminate against membership on the grounds of sex, race (including colour, ethnic or national origin), sexual orientation, disability, gender reassignment, religious or political belief, pregnancy or maternity, marital status or age, as the charity must be compliant with the Equality Act 2010.
- (c) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
- (d) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (e) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision, following any written representations, must be notified to the applicant in writing and shall be final.
- (f) Membership is **not** transferable to anyone else.
- (g) The Trustees must inform members of all admissions and refusals at the next general meeting following their decisions and give reasons for their decisions.



- (h) Trustees must uphold the principles of transparency and accountability by ensuring that **all registered members**, irrespective of membership status, are provided with regular and accessible information about the charity's governance and finances. In particular, Trustees via the elected Secretary of the charity shall:
- i. Publish minutes of all general meetings and special meetings promptly after approval, and **members' personal data must be redacted** in accordance with the UK GDPR and the Data Protection Act 2018.
 - ii. Provide members with monthly financial reports that set out income, expenditure, and the charity's overall financial position.
 - iii. Include the charity's bank balance in quarterly financial reporting.
 - iv. Make these records and reports available through the charity's official website, social media platforms, and direct email circulation.
 - v. Ensure that all communications are accurate, complete, signed by the secretary and chairperson and issued in a timely manner, in line with Charity Commission guidance on accountability and good governance.
- (i) Members may, by resolution at that general meeting, overturn Trustees' refusal or acceptance if deemed in the Charity's best interests.

8.3 Categories of Membership:

- (a) **Active Member:** An individual or organisation fully registered, **in good standing**, and current with all membership fees. Active Members may vote at meetings, stand for election, and receive bereavement support as outlined in the Bereavement Payment Policy and subject to Clause 15.1 of this constitution. Upon the death of an Active Member, a lump sum is paid to the named beneficiary, and funeral details are communicated to the wider membership for voluntary contributions, which are transferred in full with no administrative deduction.



- (b) **Dormant Member:** A member with unpaid fees for over **three (3)** months. Dormant Members may attend meetings and events, but cannot vote or stand for office until reinstated to good standing. Voluntary funeral publications issued by the Charity, together with voluntary donations made in respect of Dormant Members, shall be subject to a **20%** administrative fee deduction as per the charity's Bereavement Payment Policy.
- (c) **Associate Member:** An *Associate Member* shall be defined as any individual who:
- i. has a personal interest in, or a close family relationship with, an Active KDDAUK Member; or
 - ii. has a connection to the Kono District or Tribe, whether by descent, marriage, or recognised affiliation;
 - iii. but who is not formally registered as a Member of the Charity.
 - iv. Associate Members may be permitted to participate in social and community events at the discretion of the Trustees.
 - v. Associate Members are not entitled to vote at General Meetings, nor to stand for election to any office within the Charity.
 - vi. Voluntary funeral publications by the charity and voluntary donations apply as for Dormant Members, including the administrative fee deduction.
- (d) **Youth Member:** Individuals under the age of 18, with the consent of their parents/guardians/carers, who wish to support the Charity's objectives through participation in the Youth Group and are subject to approval by the Trustees. Youth Members do not possess voting rights. In the event of an Active Youth Member's death, a lump sum shall be paid to the designated beneficiary, and funeral information will be communicated to the wider membership. Voluntary contributions may be collected, which will be transferred in full to the beneficiary without any administrative deductions.

8.4 Membership Register:

- 8.4.1 The Trustees or interim Trustees must maintain an up-to-date Register of Members in analogue or electronic form. The Register must include full name, address, contact details, membership status, voting status, relevant dates (application, commencement, expiry), payment records, and equality monitoring data (such as chieftom, gender, age, ethnicity), as required by the rules or bylaws.



- 8.4.2 The Register shall be accessible to members on request, subject to applicable data protection laws, and made available at general meetings as needed.
- 8.4.3 The Secretary shall be responsible for maintaining the Register.
- 8.4.4 Trustees, acting through the Secretary, must obtain the **explicit and informed consent** of all registered members before using their personal data, including names and telephone numbers, in any charity communications. This applies to:
- a) Publications relating to membership records, monthly subscriptions, and other charity activities, but do not publish individual bank payment records on bank statements in accordance with UK data protection legislation.
 - b) Content shared via the charity's official social media platforms, website, and email communications.
 - c) Personal data may only be processed and disclosed for the purposes of furthering the charity's legitimate activities. Trustees must ensure that:
 - i. Consent is freely given, specific, informed, and properly recorded.
 - ii. Members are informed of their right to withdraw consent at any time, without detriment.
 - iii. Data is used solely for charity-related communications and is not shared with unauthorised third parties.
 - iv. All processing complies with the UK General Data Protection Regulation (UK GDPR), the Data Protection Act 2018, and Charity Commission guidance on safeguarding personal information.
 - d) Trustees are collectively responsible for maintaining these standards and for demonstrating accountability in the handling of members' personal data.
- 8.4.5 The Treasurer must ensure that a record of all members' subscriptions and membership statuses is maintained and published **at least monthly** in accordance with the Charity's requirements in accordance with Clause 8.1.
- 8.5 Membership Term and Fees:
- (a) Membership shall run for a period of **two (2) years** from the date an applicant is admitted to membership. Membership may be renewed for further two-year periods upon payment of the prescribed renewal fee.



- (b) The initial membership fee is **£30**, comprising a **£20 two-year registration fee and a £10 initial subscription**, followed by a monthly subscription of £10.
- (c) A £20 renewal registration fee is payable every two years. This fee also applies where a membership has lapsed for more than three (3) months, and the individual seeks reinstatement.
- (d) Additional dues or changes to the fee structure may be approved by members at a General Meeting.

8.6 Membership Rights and Duties:

- (a) Members in good standing are entitled to attend, vote, and stand for office at general meetings, and are classified as Active Members and subject to Clause 15.1 of this constitution.
- (b) All members must uphold the Vision, Values, and Objectives of the Charity and pay fees as prescribed.
- (c) Members failing to renew or pay fees within six months may be reclassified as Dormant Members.
- (d) All members are required to promptly report to the Charity Trustees any allegations, incidents, or suspected criminal activities, in accordance with their obligations under this constitution.

8.7 Bereavement Support:

- (a) Bereavement support is provided according to the Bereavement Payment Policy, including eligibility and the handling of funeral donations for members and their families, along with any applicable administrative deductions.

8.8 Cessation and Expulsion of Membership:

- (a) Membership ceases for reasons specified in Clause 9 of this Constitution or when a member has not been in good standing for more than three months.
- (b) Members or Trustees shall expel a member only by the procedures outlined in this Constitution, including temporary suspension pending disciplinary or safeguarding review if it is in the best interests of the Charity, its members, or beneficiaries.
- (c) Members must, by ordinary resolution, expel a member subject to the procedures in Clause 9, with at least 21 days' written notice and an opportunity for the member to respond before a vote is taken.

8.9 Good Standing:

- (a) All members are in good standing **except** any member who:



- i. Has failed to attend **at least three (3)** Charity meetings or social gatherings per year **and has not paid the current two-yearly membership fee when due.**
- ii. Has failed to pay any required subscription, debt, or fee in full within **three (3) months** of its due date.
- iii. Has had membership or membership rights suspended or expelled due to disciplinary action for misconduct.
- iv. Unless otherwise decided by the Trustees, a member who has not paid their membership fee may, up to three months after it has fallen due, restore their standing by paying the overdue fee.

8.10 Use of Membership Numbers for Publications

- (a) Every Registered member shall be allocated a lifetime unique personal membership number
- (b) For the purposes of privacy, data protection, and transparency, KDDAUK shall publish membership-related information, such as payment records, eligibility lists, and notices, using the official KDDAUK Membership Number assigned to each member, rather than the member's personal name.
- (c) The Membership Number shall serve as the primary identifier for all public-facing documents, while full names shall be retained only in internal administrative records accessible to authorised officers and committees. The membership number alone cannot grant voting access.

9 Termination Of Membership

Membership is terminated if:

9.1 Membership of the Association shall terminate if a member:

- (a) submits a written resignation to the Secretary;
- (b) dies;
- (c) fails to pay the prescribed membership fees within the period set out in Clause 8.5;
- (d) ceases to satisfy the eligibility requirements set out in Clause 8.1; or
- (e) is expelled following a disciplinary process conducted under Clause 34.



- 9.2 Where termination is proposed under sub-clause 9.1(e), the Association shall follow the disciplinary and appeals procedures set out in Clause 34. A member may not be removed unless they have been given:
- (a) written notice of the allegations against them;
 - (b) a reasonable opportunity to respond; and
 - (c) the right to appeal as prescribed under Clause 34.
- 9.3 The Secretary shall update the Membership Register (Clause 8.4) upon termination of any member's status.
- 9.4 A member whose membership has been terminated under Clause 9.1(e) may re-apply for membership only in accordance with the rehabilitation provisions and timeframes established under Clause 34.

10 General meetings

10.1 Compliance and Frequency

All General Meetings must be convened and conducted in accordance with this Constitution, the Bylaws, and Charity Commission guidance CC48 (including the Model Constitution principles on transparency, member participation, and proper notice).

The charity must hold a general meeting within **one** month of adopting this Constitution and **once a month** thereafter.

10.2 Types of Meetings

- (a) **Annual General Meetings (AGMs)**: Held annually, with no more than fifteen (15) months between successive AGMs, consistent with Charity Commission expectations.
- (b) **General Meetings (GMs)**: Routine monthly meetings other than AGMs.
- (c) **Special General Meetings (SGMs)**: Non-routine meetings convened for specific urgent matters.
- (d) **Emergency General Meetings (EGMs)**: Meetings convened under exceptional circumstances requiring immediate action.

10.3 Authority to Call Meetings

- (a) Trustees or Interim Trustees may call an SGM or EGM at any time.



- (b) Trustees must call an SGM upon receiving a valid written request in accordance with Clause 12.3, and the request must state the nature of the business that is to be discussed.
- (c) If Trustees fail to convene the meeting within twenty-eight **(28)** days of a valid request, the requesting members may convene the meeting themselves, provided all notice and procedural requirements of this Constitution are followed.

10.4 Member-Initiated Meetings

- (a) Only a member in good standing (as defined in Clauses 8.1, 8.3(a), 8.9) may request an SGM by submitting a written notice to the Chairperson or Trustees with at least twenty-eight (28) days' notice.
- (b) If the Chair declines to act, the request proceeds under Clauses 10.3 and 12.

10.5 EGMs: Grounds and Procedures

EGMs may be called by:

- (a) The Chair, with approval of at least 60% of Trustees;
- (b) The Secretary, upon receiving a written request from at least fifteen (15) or 15% of members in good standing;
- (c) A majority resolution of the Board of Trustees.

10.6 Valid Grounds for EGMs

- (a) Grounds include:
- Financial crisis or insolvency risk;
 - Imminent legal or regulatory breaches;
 - Safeguarding concerns;
 - Sudden resignation or incapacity of key officers;
 - Reputational threats;
 - Requests from dignitaries;
- (b) Any EGM or SGM agenda, including a vote of no confidence, must comply with Clause 18.11.

10.7 Attendance, Format and Participation

- (a) Meetings may be held in person, virtually, or in hybrid format, with identity verification for all participants.



- (b) Trustees must ensure that electronic or hybrid meetings allow full participation.
- (c) All meetings shall be minuted and may be recorded where proportionate and necessary, subject to a Data Protection Impact Assessment (DPIA). Written minutes remain the authoritative record and must be kept and made available to members upon request.
- (d) Recordings must be stored in accordance with UK data protection law and the charity's retention policy.

10.8 Decision-Making and Voting

- (a) Only agenda items specified in the notice may be discussed or voted on at SGMs or EGMs.
- (b) Voting must follow Clause 15.
- (c) No "Any Other Business (AOB)" is permitted at EGMs.
- (d) Voting in absentia is not permitted.

10.9 Special General Meetings Notice & Procedure (SGMs):

- (a) May be called **more rapidly** but still must comply with this constitution and the bylaws' rules.
- (b) Often initiated by a **minimum number of Trustees or members** (e.g., 15% of membership).

10.10 Record-Keeping

Minutes must be recorded and shared within fourteen (14) days. A summary of decisions must be communicated to all members and filed with governance records.

10.11 Proceedings at General Meetings

- (a) Members in good standing present at a meeting are entitled to one vote (Clause 15.1).
- (b) All voting must use the eligible voters list in accordance with Clauses 8.9, 12 and 15.1.
- (c) Any member in good standing may make a motion; if seconded, it must be voted on.
- (d) All members' views must be heard and given equal consideration.



11 Notice of Meetings

- 11.1 The minimum period of notice required to hold any general meetings of the charity is fourteen (**14**) clear days from the date on which the notice is deemed to have been given via WhatsApp and email, or post or other approved communication channels.
- 11.2 A general meeting may be called by shorter notice if it is so agreed by at least four (**4**) Trustees.
- 11.3 The Notices must specify the date, time, and place of the meeting and the general nature of the business to be transacted; If the meeting is to be an AGM, this must be clearly say so.
- 11.4 Notice must be given to all members and Trustees.
- 11.5 Meetings called on shorter notice may not conduct business requiring an ordinary or special resolution.
- 11.6 SGMs and EGMs require written notice, approved by at least four (**4**) Trustees, stating the agenda, reasons, venue, and virtual access details in adherence with clauses 11.7(a) and 11.7(d).
- 11.7 Emergency and Special Notices must clearly state the urgency and may be issued via approved communication channels.
 - (a) SGMs may be convened to consider significant **but non-routine** matters requiring member approval outside the Annual General Meeting. These may include, but are not limited to, further discussion and updates from the general meeting's agenda; constitutional amendments, Trustee removals, mergers, or major financial decisions in accordance with Clause 10.9 of this constitution. SGMs shall follow a notice period of **up to 7 days**, require a quorum in accordance with Clause 12.3 and adhere to the voting procedures as set out in this constitution.
 - (b) **Notice & Procedure:**
 - i. Must follow the **notice period, quorum, and voting rules** set out in Clause 12.3 and Clause 15.1 of this constitution.
 - ii. Typically requires a **clear agenda** and formal documentation.
 - (c) **Authority:**
 - i. Has the **same powers as an AGM**



- ii. Decisions made are binding if the quorum and voting thresholds are met.

(d) **Emergency General Meetings (EGMs):**

- i. EGMs may be convened in response to **urgent or unforeseen events** that materially affect the charity's governance or operations, such as but not limited to: Trustee misconduct, financial crises, Trustees' safeguarding concerns or legal threats, sudden resignation. EGMs may be called with a shorter notice period up to 72 hours if permitted by this constitution and must be initiated by at least 15 members in good standing or a **majority of the Trustees for a Trustees' meeting**.
- ii. EGMs shall require a quorum as per Clause 12.3 and follow the same voting procedures as SGMs unless otherwise specified.

12 Quorum

- 12.1 No business may be transacted unless a quorum is present throughout the meeting.
- 12.2 **Quorum for General Meetings (GMs) and AGMs:**
 - (a) **Ten (10)** members in good standing; or
 - (b) 10% of the total membership, whichever is greater.
- 12.3 **Quorum for SGMs and EGMs:**
 - (a) **Fifteen (15)** members in good standing; or
 - (b) 15% of the total membership, whichever is greater.
- 12.4 Representatives of member organisations count toward quorum.
- 12.5 If a quorum is not present within **thirty (30) minutes**, or is lost during the meeting, the meeting must be adjourned and no decisions taken.
- 12.6 Trustees must reconvene the meeting with at least **seven (7)** clear days' notice.
- 12.7 If no quorum is present at the reconvened meeting within thirty (30) minutes of the time specified for the start of the meeting, the members present shall constitute the quorum.



13 Chairing of Meetings

- 13.1 General meetings shall be chaired by the elected Chair or, in his or her absence, by the Vice Chair.
- 13.2 If there is no such person or he or she is not present within thirty minutes of the time appointed for the meeting, a Trustee nominated by the Trustees shall chair the meeting.
- 13.3 If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- 13.4 If no Trustee is present and willing to chair the meeting within thirty minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

14 Adjournments

- 14.1 The members present at a meeting may resolve that the meeting shall be adjourned.
- 14.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 14.3 No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 14.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

15 Votes

- 15.1 Each member in good standing who has attended **at least three (3) meetings or social gatherings per year and is up to date with membership fees** (as stated in Clauses 8.1, 8.3(a), 8.9) has one vote. Decisions are determined by a simple majority.
If votes are equal, the Chair **does not** have a casting vote. A second vote may be taken; if still equal, the resolution fails.



- 15.2 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies, each signed by or on behalf of one or more members.
- 15.3 An organisation that is a member shall have one vote.
- 15.4 Voting at any General Meeting shall be conducted in person, online, or through an approved hybrid method, as determined by the Trustees. All voting processes must uphold the principles of fairness, transparency, and integrity. Where appropriate, voting shall be carried out by secret ballot, whether administered physically or through a secure and verifiable digital platform that enables eligible members to participate and vote remotely. All voting methods adopted under this Clause shall carry equal legal effect
- 15.5 Where voting is conducted online or through any web-based platform, the identity of each voter **must** be verified at the start of the voting meeting
- 15.6 Voting by SMS text message is not permitted.

16 Representatives of Other Bodies

- 16.1 Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- 16.2 The organisation must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.
- 16.3 Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

17 Officers and Trustees

- 17.1 Officers and Trustees shall be elected in accordance with Clause 18.



- 17.2 Trustees must act collectively and in accordance with the Charity's Objects and governance framework.
- 17.3 The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution and the rules and bylaws. The officers and other members of the committee shall be the Trustees of the charity and in this constitution are together called '**the Trustees**'.
- 17.4 Where a dispute arises within the Charity, the members in a quorate General Meeting or Special General Meeting may appoint **Interim Trustees** for a fixed term. Their mandate and duration must be set out in the resolution. Interim Trustees must comply with this Constitution, the Bylaws, and all Charity rules.
- 17.5 Service as an Interim Trustee does **not** count toward term-limit calculations.
- 17.6 The charity shall have the following Trustees and officers & their assistants:
- i. The Chairperson (Trustee)
 - ii. Vice Chairperson (Trustee)
 - iii. Secretary (Trustee)
 - iv. Assistant Secretary (Trustee)
 - v. Treasurer (Trustee)
 - vi. Assistant Treasurer (Trustee)
 - vii. Events and Publicity Trustee
 - viii. Two **(2)** Assistant Event and Publicity Trustee
 - ix. Community, Welfare and Outreach Trustee
 - x. Two **(2)** Assistant Community Welfare and Outreach Trustees
 - xi. Programme Coordinator Trustee
 - xii. Assistant Programme Coordinator Trustee
 - xiii. Safeguarding Lead Trustee
 - xiv. Assistant Safeguarding Lead Trustee
 - xv. Auditing officers (non-Trustee), appointed only by the Board of Trustees
- 17.7 A Trustee must be a member of the charity or the nominated representative of an organisation that is a member of the charity.



- 17.8 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 20 of this constitution.
- 17.9 The number of Trustees must be not less than **seven (7)**, but (unless otherwise determined by a resolution of the charity in a general meeting) shall not be subject to any maximum.
- 17.10 The first Trustees (including officers) shall be those persons elected as Trustees and officers at the meeting at which this constitution comes into effect.
- 17.11 A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.
- 17.12 Subject to the provisions of Clause 18, **no individual may serve more than four (4) consecutive years** in any of the following offices:
- Chairperson
 - Secretary
 - Treasurer
 - Events and Publicity Trustee
- 17.13 A Trustee (excluding Interim appointment) who has served a **cumulative total of four (4) consecutive years in any combination** of Chairperson, Secretary, or Treasurer roles is not eligible for re-election to any of these three offices until at least one full term has elapsed.
- 17.14 To be eligible for election as Chairperson (excluding interim appointments), a candidate must have held an active Trustee in good standing for **at least two (2) years immediately preceding the election**.
- 17.15 A Trustee may be removed before the end of their term if found incompetent or in breach of this Constitution, following the procedure in Clause 18.11 and subject to Clause 20.

18 Election of Trustees

18.1 General Provisions

- (a) All elections must be conducted in accordance with the procedures set out in this Clause 18.



- (b) Members in good standing are responsible for electing the Trustees biannually at an Annual General Meeting (AGM) or, for unfilled positions, at a subsequent General Meeting convened for that purpose.
- (c) **No Concessions, deviation or amendment of adherence with Clauses 8.1, 8.3, 8.9 and 15.1 at least six (6) months before** the date of the trustees' election approved in a quorum general meeting
- (d) The General Elections for the Trustees of the Kono District Development Association United Kingdom (KDDAUK) shall be held on the last Saturday in August of the election year.
- (e) All election-related activities, including nominations, verification of members in good standing, and publication of the final voter register, shall be completed in accordance with the election timetable issued by the Electoral Committee in accordance with clause 18.6(c).
- (f) Notice of the General Elections shall be issued to all members in good standing with a minimum of 28 days to the last Saturday in August.

18.2 Resignation and Rotation

- (a) Trustees serve a term of **two (2) years**.
- (b) Outgoing Trustees shall remain in office until the declaration of election results. Each Trustee must resign with effect from the conclusion of the AGM. If a Trustee fails to resign, they shall automatically cease to be a Trustee at the conclusion of the AGM two years after their election.

18.3 Eligibility Requirements

- (a) **Voters:** No one may be elected as a Trustee or an officer at any general meeting unless, prior to the meeting, the charity has given a notice that:
 - i. is signed by a member entitled to vote at the meeting;
 - ii. is compliant with Clauses 8.1, 8.3(a), 8.9 and 15.1;
- (b) **Candidates:** No person may be elected as a Trustee or Officer unless they:
 - i. Are compliant with Clauses 8.1, 8.3(a), 8.9 and 15.1;
 - ii. Are not disqualified under Charity Commission rules or the Charities (Protection and Social Investment) Act 2016;



- iii. Ensure their election does not exceed any maximum number of Trustees fixed by this Constitution; and
 - iv. Are not filling a position currently occupied by an incumbent who has not vacated office.
- (c) **Term Limits:** Officers serve a two-year term and may be re-elected strictly in accordance with the term limits and cooling-off periods defined in Clauses 17.11 through 17.15.

18.4 Nomination Process

- (a) No person may be elected unless a valid nomination is submitted via email to the Chair of the Electoral Commissioners by the published deadline.
- (b) Each submission must include:
 - i. A signed notice by a voting member proposing the nominee;
 - ii. A signed Candidate Statement confirming willingness to serve and disclosing conflicts of interest; and
 - iii. Two Letters of Support from members in good standing.
- (g) Incomplete or improperly formatted nominations must be rejected.
- (h) No member may be nominated or elected in **absentia**.

18.5 Electoral Commissioners

- (a) **Appointment:** Between three (3) and five (5) independent Electoral Commissioners must be nominated at the meeting where the election date is confirmed.
- (b) **Independence:** Commissioners must act impartially, independent of the Trustees, and may not engage in general Charity management during the election period. They (and their agents) are ineligible to stand for election or vote.
- (c) **Responsibilities:**
 - i. They are solely responsible for administering the election;
 - ii. ensuring adherence to election modalities;
 - iii. ensuring adherence with Clause 18.1;
 - iv. Verifying Chair eligibility (per Clause 17.13 and 17.14), and
 - v. chairing candidate debates.



18.6 Election Timeline and Notification

- (a) **Convening:** Outgoing Trustees must convene a meeting to set the election date (minimum 28 days later) and agree on modalities.
- (b) **Notice:** Three notices regarding the election must be issued to members starting 28 days prior to the election via approved channels (email, WhatsApp, SMS, etc.).
- (c) **Pre-Election Procedures:**
 - i. **28 Days Prior:** A special pre-election meeting/debate must be held where candidates canvas members.
 - ii. **14 Days Prior:** A General Meeting must be called to present candidates and the election roadmap. Notice of the AGM, agenda, financial reports, and the signed voting list (compiled by Treasurer/Secretary) must be sent to members.
 - iii. **Records:** Outgoing officers must deliver records to the Secretary prior to the AGM.

18.7 Election Voting Procedures

- (a) **Handover:** The Trustees shall hand over the meeting to the Electoral Commissioners to preside over the election.
- (b) **Method:** Voting shall be by secret ballot (SMS voting is prohibited).
- (c) **Majority:** A simple majority of valid votes cast by members in good standing is required.
- (d) **Ties/Unopposed:** In a tie, lots shall be drawn. If an unopposed candidate receives fewer votes than "None of the Above," the position remains vacant, and the process repeats at the next GM.
- (e) **Counting:** Ballots must be counted in the presence of the candidate's representatives.

18.8 Results and Handover

- (a) **Announcement:** Results must be announced within four (4) hours of the final vote.
- (b) **Assumption of Office:** Newly elected Trustees assume office immediately upon declaration or upon the expiry of their predecessor's term, whichever is later.
- (c) **Handover Meeting:** A collective handover must occur within 3 to 14 days.



(d) **Secretary's Duties:** The incoming Secretary must send AGM minutes to members (within 14 days), file the Annual Report and election minutes with the Charity Commission and Bank (within 21 days), and manage the transfer of records.

(e) **Digital Access:**

- i. Incoming Trustees shall be granted access to all official KDDAUK digital platforms, accounts, and communication channels for a transitional period of one (1) to two (2) weeks, during which they shall operate alongside the outgoing Trustees. This transition period is intended to ensure continuity of governance, proper handover of responsibilities, and the secure transfer of administrative control
- ii. Outgoing Trustees must be removed from all platforms within 7–14 days of the completed handover.

18.9 **Dispute Resolution**

- (a) Where an election is disputed, or irregularities are alleged, the appointed Electoral Commissioners must conduct an impartial investigation, preserve all relevant evidence, and issue a written determination setting out their findings and any corrective measures required within 72 hours to issue determinations for contested matters.
- (b) During any such investigation, the outgoing Trustees must remain in office and shall continue to exercise all trustee powers and responsibilities necessary for the lawful and effective operation of the Charity.
- (c) Outgoing Trustees must act neutrally, cooperate fully with the Electoral Commissioners, and refrain from any conduct that may influence the outcome of the investigation.
- (d) Electoral Commissioners must not assume governance authority over the Charity. Their role is limited to the oversight, review, and determination of electoral matters.
- (e) Incoming Trustees must not assume office or exercise trustee powers until the election has been validated and the Electoral Commissioners have confirmed the result. A transitional handover may occur in accordance with the Constitution.



18.10 **General Safeguards**

- (a) Elections must be recorded (audio/video/written) per data protection laws. Accurate minutes must be kept.
- (b) Financial and annual reports must be presented and adopted prior to the election.
- (c) The electoral commissioners and subcommittee members are **prohibited** from engaging in general Charity management during the election period.
- (d) No member of the Electoral Commissioners' subcommittee or their agent may be elected as a Trustee at the same AGM or be allowed to vote for any candidate.

18.11 **Vote of No Confidence / Vote of Confidence**

- (a) **Definition:** A vote of no confidence (or confidence) is a formal governance process by which members in good standing may express a lack of trust (or continued support) for a Trustee or Officer after mediation has failed.
- (b) **Grounds:** Grounds must be substantive and documented, including:
 - i. unethical conduct,
 - ii. breach of fiduciary duty,
 - iii. dereliction of duty (e.g., failure to convene meetings or publish financial reports),
 - iv. financial impropriety,
 - v. strategic misalignment with the Charity's values, vision and objectives.

18.12 **Initiation of No confidence/Vote of confidence:** A motion must be supported by:

- (a) A formal petition signed by twenty-five (**25**) members in adherence with Clauses 8.1, 8.3(a), 8.9 and 15.1
- (b) Evidence of consensus through informal consultations.

18.13 **Notice and Submission**

- (a) The motion must be submitted in writing to the Secretary and identify the Trustee(s), reasons, evidence, and names and signatories of all initiating members in strict adherence to Clauses 8.1, 8.3(a), 8.9 and 15.1.



- (b) The Secretary must acknowledge receipt within 7 days.
 - (c) The Board must meet within 14 days to validate the request. The Board **cannot block** a valid motion and must convene a Special General Meeting (SGM).
 - (d) The subject of the motion must be served with written notice at least 14 days before the meeting.
- 18.14 **Right of Reply:**
- (a) The subject has 14 days to respond in writing or by speaking at the SGM (with a supporter).
 - (b) If they do not respond, the vote proceeds in their absence.
- 18.15 **Voting Procedure:**
- (a) The SGM follows standard meeting structure in adherence with Clauses 8.1, 8.3(a), 8.9, 10.2(c); 10.8, 12.3, and 15.1.
 - (b) Voting is by **secret ballot** of members in good standing
- 18.16 **Outcome:**
- (a) **Motion Passed:** If supported by **two-thirds** ($\frac{2}{3}$) of members present and voting, the Charity must take action, which may include removal/reassignment of the individual, updating bank mandates, and notifying the Charity Commission.
 - (b) **Motion Failed:** The individual retains their position. The concerns are recorded, but the matter is closed.
- 18.17 **Post-Vote Documentation:** Within 10 working days, signed minutes (redacted for personal data) and results must be provided to the Charity Commission, the Bank, the website, and the general membership.

19 Powers and Administrative Duties of Trustees

- 19.1 All Trustees must share collective responsibility for safeguarding and must ensure that KDDAUK maintains a culture of safety, transparency, and accountability in all its operations



19.2 Trustees must fulfil their fiduciary duties in accordance with this Constitution and applicable law.

The Trustees must manage the business of the charity and ensure that the charity's assets and resources are used only for the purposes of the charity and that the charity is run in accordance with its constitution, bylaws, charity law and have the following powers in order to further the objects (but not for any other purpose):

- (a) Trustees must act in the charity's best interests and act with reasonable care and skill, and should exercise in a way that aligns with the UK Equality Act 2010.
- (b) To raise funds. In doing so, the Trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
- (c) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (d) To sell, lease, or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the Trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
- (e) To borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if they intend to mortgage land;
- (f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (g) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (h) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- (i) to set aside income as a reserve against future expenditure, but only in accordance with a written policy about reserves;
- (j) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;



- (k) to open and operate such bank and other accounts as the members consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000.
 - (l) To do all such other lawful things as are necessary for the achievement of the objects;
 - (m) All Trustees must share collective responsibility for safeguarding and must ensure that KDDAUK maintains a culture of safety, transparency, and accountability in all its operations.
- 19.3 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 19.4 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- 19.5 Trustees must consider Charity Commission guidance when making decisions.
- 19.6 In furtherance of the charitable purposes but not otherwise, the Trustees shall have power: To engage in political activity to incidental, non-party political campaigning provided that the Trustees are satisfied that the proposed activities will further the purposes of the charity and proportionate to an extent justified by the resources committed and the activity is not the dominant means by which the charity carries out its objects. In doing so, the charity must remain politically neutral and should consider working with other parties to help public perception of neutrality
- 19.7 Trustees may delegate tasks but remain accountable for accuracy, completeness, and compliance.
- 19.8 All officers are accountable to the Trustees and the general membership for the timely execution of their administrative duties.



20 Disqualification and Removal of Trustees

A Trustee must cease to hold office if he or she:

- 20.1 is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 20.2 ceases to be a member of the Charity in accordance with Clause 10.1(a) of this Constitution.
- 20.3 in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- 20.4 resigns as a Trustee by notice to the charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- 20.5 is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months, and the Trustees or members resolve that his or her office be vacated.
- 20.6 In the provisions for the removal of officers or Trustees are specified in Clause 20 of the constitution and elsewhere in these bylaws.
- 20.7 by resolution, the members may remove a Trustee or Officer before the expiration of his or her term in office and may elect, by two-thirds majority vote, a successor to serve until the next annual general meeting.
- 20.8 The notice of resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.
- 20.9 Who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the general meeting before the resolution is put to a vote.
- 20.10 Reaches the end of his or her term of office as defined in Clause 18.2;
or
- 20.11 fails to carry out the duties of their role as specified in Clause 17 of this constitution, and Clause 8.9 is not adhered to, for a period of six consecutive months, and the Trustees or members resolve that his or her office be vacated;



21 Proceedings of Trustees

- 21.1 The Trustees may regulate their proceedings as they consider appropriate, subject always to this Constitution and the Bylaws.
- 21.2 Any Trustee may call a meeting of the Trustees.
- 21.3 The Secretary must call a meeting of the Trustees if requested to do so by any Trustee.
- 21.4 Questions arising at a meeting must be decided by a majority of votes.
- 21.5 In the case of an equality of votes, the person who chairs the meeting shall **not** have a second or casting vote.
- 21.6 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- 21.7 The quorum shall be **four (4)** Trustees or the number nearest to **one-third** of the total number of serving Trustees, whichever is greater, or such larger number as may be decided by the Trustees.
- 21.8 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 21.9 If the number of Trustees is less than the number fixed as the quorum, the remaining /continuing Trustee(s) may act only for the purpose of filling vacancies or of calling a General Meeting.
- 21.10 The person elected as the Chair shall chair meetings of the Trustees.
- 21.11 If the Chairperson is unwilling to preside or is not present within thirty **(30) minutes** after the time appointed for the meeting to start, the Trustees present may appoint one of their number to chair that meeting.
- 21.12 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Trustees.
- 21.13 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.



- 21.14 The resolution in writing may comprise several documents containing the text of the resolution in like form, each signed by one or more Trustees.
- 21.15 Trustees must be given a fair opportunity to express their views; such views must be recorded.
- 21.16 All decisions must align with the Charity's Objects and policies.
- 21.17 Trustees are jointly and severally accountable for governance.
- 21.18 Trustees acting without authority are subject to disciplinary procedures.
- 21.19 Urgent action may be taken by the Chair, Vice Chair, or Secretary with prior approval from at least five (5) Trustees.
- 21.20 Emergency actions must be recorded, reported, and ratified.
- 21.21 The Charity's official social media platforms shall be administered by the Secretary (lead Administrator), Vice Chair, and Events/Publicity Trustee.
- 21.22 The social media platforms' Administrators must obtain consent before adding members to platforms and must comply with UK data protection law.
- 21.23 No member may be removed from a platform without the written approval of a simple majority of Trustees.
- 21.24 Breaches of Clauses 21.15–21.17 may result in disciplinary action.
- 21.25 The Trustees may collectively seek professional advice, including legal, financial, or property-related counsel, where such expertise is required. Reasonable costs may be met by the Charity where the advice furthers the Charity's purposes for public benefit.

22 Conflicts of Interest and Conflicts of Loyalty

A charity Trustee must:

- 22.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and



- 22.2 Absent himself or herself from any discussions of the charity Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest). Any charity Trustee absenting himself or herself from any discussions in accordance with this Clause must not vote or be counted as part of the quorum in any decision of the charity Trustees on the matter.
- 22.3 Make declarations of interest to the members at the beginning of every general meeting. Failing to declare an interest will be deemed misconduct.
- 22.4 Ensure the treasurer reports to each general meeting if any Trustee or member receives funds from the charity, or from any outside source to the charity, for goods, services or any other purpose.
- 22.5 Ensure the members at the general meeting approve any contracts for goods or services granted to Trustees or members. Any such approval must be recorded in the minutes.
- 22.6 The board of trustees is to ensure there is a register of interests maintained and published (or available on request) and a clear process for authorising any trustee benefit consistent with statutory requirements.

23 Saving Provisions

- 23.1 Subject to sub-Clause (23.2) of this Clause, all decisions of the charity Trustees, or a committee of the charity Trustees, shall be valid notwithstanding the participation in any vote of a charity Trustee:
 - (a) Who is disqualified from holding office
 - (b) Who had previously retired or who had been obliged by this
 - (c) Constitution to vacate office;
 - (d) Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if, without the vote of that charity Trustee and that charity Trustee is being counted in the quorum, the decision has been made by a majority of the charity Trustees at a quorate meeting.
- 23.2 Sub-Clause (23.1) of this Clause does not permit a charity Trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity Trustees or of a committee of charity Trustees if, but for sub-Clause (23.1), the resolution would have been void, or if the charity Trustee has not complied with Clause 22 (Conflicts of interests and conflicts of loyalties).



24 Delegation

- 24.1 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees, but the terms of any such delegation must be recorded in the minute book.
- 24.2 The Trustees may impose conditions when delegating, including the conditions that:
- (a) The relevant powers are to be exercised exclusively by the committee to whom they are delegated;
 - (b) No expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Trustees.
- 24.3 The Trustees may revoke or alter a delegation.
- 24.4 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

25 Irregularities in proceedings

- 25.1 Subject to sub-Clause (25.2) of this Clause, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- (a) Who was disqualified from holding office?
 - (b) Who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if, without:
- (d) The vote of that Trustee; and
 - (e) That Trustee being counted in the quorum,
- the decision has been made by a majority of the Trustees at a quorate meeting.
- 25.2 Sub-Clause (25.1) of this Clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.
- 25.3 No resolution or act of
- (a) The Trustees
 - (b) Any committee of the Trustees



- (c) The charity in the general meeting shall be invalidated by reason of the failure to give notice to any Trustee or member or because of any procedural defect in the meeting, unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

26 Minutes and the Minute Book

The Trustees must keep minutes of all:

- 26.1 Appointments of officers and Trustees made by the Trustees;
- 26.2 proceedings at all meetings of the charity;
- 26.3 meetings of the Trustees and committees of Trustees/members, including:
- (a) The names of the members, Trustees and committees present at the meeting;
 - (b) The decisions and resolutions made at the meeting;
 - (c) Where appropriate, the reasons for the decisions and resolutions;
 - (d) Declarations of interest;
 - (e) Actions decided and who will lead on the actions; and
 - (f) Reports and information presented at the meeting;
- 26.4 The secretary must keep the Minute Book of the charity using a standard company minute book and shall insert the charity's:
- (a) Charities Commission Certificate;
 - (b) certified Constitution and Bylaws;
 - (c) banking resolutions.
 - (d) Members' meeting minutes;
 - (e) Trustees' meeting minutes;
 - (f) Subcommittees' and working parties' meeting minutes.
- 26.5 The charity's meeting minutes should include the following information:
- (a) the name of the charity, the type of meeting (members, Trustees, subcommittee or working party);
 - (b) date, time and place of the meeting;
 - (c) List of attendees and their membership status
 - (d) A summary of the general discussions which took place at the meeting;
- 26.6 Minutes of all meetings involving members must be signed in accordance with Clause 26.9 and published promptly on the charity's website, social media platform, and emailed to the registered members of the charity.



- 26.7 A concise statement regarding motions and resolutions passed at the meeting. This includes but Individual's personal data, which must be redacted in accordance with the UK GDPR and the Data Protection Act 2018:
- (a) The name of the person who made a motion.
 - (b) the name of the person who seconded the motion;
 - (c) the exact wording of the motion; and
 - (d) The disposition of the motion (whether it was passed or not passed by the meeting);
- 26.8 The time the meeting was adjourned; and
- 26.9 The signatures of;
- (a) the person taking the minutes at the meeting; and
 - (b) The meeting's chairperson.

27 Accounts, Annual Report, Annual Return, financial procedures

- 27.1 The Trustees must comply with their obligations under the Charities Act 2011 and any future updates with regard to:
- (a) The keeping of accounting records for the charity.
 - (b) The preparation of annual statements of account for the charity;
 - (c) The transmission of the statements of account to the Commission;
 - (d) The preparation of an Annual Report and its transmission to the Commission.
 - (e) The preparation of an Annual Return and its transmission to the Commission.
 - (f) The Annual Return report to the Charity Commission for England and Wales or any authority must be signed by either the Chairperson, the Treasurer or any Trustee in the absence of the Chairperson and Treasurer.
- 27.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.
- 27.3 The charity must have a written policy for financial management and internal control procedures, in adherence with Clause 5.5-5.9 and in addition to Clause 3 of this constitution.



27.4 Borrowing:

- (a) To carry out the purposes of the Charity, the Trustees may, on behalf of and in the name of the Charity, borrow money or secure the payment or repayment of money in such manner as they decide, including (but not limited to) the issue of debentures, loans, mortgages, or other financial instruments.
- (b) No borrowing exceeding 10% of the Charity's gross annual income (based on the most recent audited accounts) shall be entered into without the sanction of an ordinary resolution of the members.
- (c) No borrowing exceeding 25% of the Charity's gross annual income shall be entered into without the sanction of a special resolution of the members.
- (d) The members may, by resolution, by a simple majority of members in good standing, restrict or vary the borrowing powers of the Trustees.
- (e) In exercising these powers, the Trustees must act prudently, ensure that borrowing is in the best interests of the Charity, and obtain appropriate professional advice where significant financial commitments are proposed.

28 Registered Particulars

The Trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

29 Property

29.1 The Trustees must ensure the title to:

- (a) All land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and
- (b) All investments held by or on behalf of the charity are vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees.

29.2 The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so, they will not be liable for the acts and defaults of the Trustees or the members of the charity.

29.3 The Trustees may remove the holding Trustees at any time.



30 Repair And Insurance

The Trustees must keep in repair and ensure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also ensure suitability in respect of public liability and employers' liability.

31 Notices

31.1 Any notice required by this constitution to be given to or by any person must be:

- (a) In writing, or
- (b) Subject to the person's written consent, may be given using electronic communications.

31.2 The charity may give any notice to a member either:

- (a) Personally, or
- (b) By sending it by post (first Class or next day delivery post) in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member, or
- (d) by giving it using electronic communications to the member's address.

31.3 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom must not be entitled to receive any notice from the charity.

31.4 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

31.5 (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(c) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

(d) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent as per clause 31.2(b).



32 Rules

- 32.1 The members may, from time to time, make rules or bylaws for the conduct of the charity's business.
- 32.2 The bylaws may regulate the following matters, but are not restricted to them:
- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, membership fees, and other fees or payments to be made by members;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Trustees, so far as such procedure is not regulated by this constitution;
 - (e) The keeping and authenticating of records. (If regulations made under this Clause permit records of the charity to be kept in electronic form and require a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - (f) Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- 32.3 The charity in a general meeting has the power to alter, add to or repeal the rules or bylaws.
- 32.4 The Trustees must adopt such means as they think sufficient to bring the rules and bylaws to the notice of members of the charity.
- 32.5 The rules or bylaws shall be binding on all members of the charity. No rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.
- 32.6 The charity must not establish a new social media platform without the approval of at least two-thirds of the members in good standing. Any such platforms must also comply with the UK General Data Protection Regulation (GDPR) and the Data Protection Act 2018.
- 32.7 Policies and Procedures:
- (a) The Charity shall maintain and timely review comprehensive policies and procedures, including but not limited to:
 - i. Equality, Diversity, and Inclusion Policy



- ii. Trustees' Code of Conduct
- iii. Safeguarding Policy for adults
- iv. Safeguarding Policy for children.
- v. and children.
- vi. Bereavement payment policy
- vii. Risk Management Policy
- viii. Expenses and Reimbursement Policy
- ix. Social Media Policy
- x. Financial Management and Internal Control Procedures Policy.
- xi. Data Protection Policy.
- xii. Expenses and Remuneration Policy
- xiii. Fundraising Policy
- xiv. Health and Safety Policy
- xv. Volunteer Recruitment and Selection Policy
- xvi. Bullying and Harassment Policy
- xvii. Complaints, Grievances and Disciplinary Procedure Policy.
- xviii. Conflict of interest policy
- xix. Volunteer Policy.

(b) These policies, while not fully embedded in this constitution, are integral to the Charity's operation and are referenced herein.

33 Disputes

- 33.1 All disputes, complaints, grievances, and disciplinary matters involving the Charity or its members must initially be managed in accordance with the Charity's approved Complaints, Grievance, and Disciplinary Policy.
- 33.2 If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution and bylaws, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by confidential mediation before resorting to litigation.
- 33.3 If mediation is successful, none of the party may take the matter to court.
- 33.4 If mediation does not resolve the dispute, **within 4 to 8 weeks maximum**, the Trustees may, having considered proportionality, cost, and the best interests of the Charity, determine whether the matter should be:



- (a) referred to the next General Meeting for discussion (subject to appropriate **confidentiality safeguards**), or
- (b) referred directly to an Alternative Dispute Resolution (ADR) procedure.
- 33.5 Where ADR is pursued, the procedure shall be mutually agreed upon by the parties or, failing agreement, recommended by the chairperson or vice chairperson (for the time being) of the Chartered Institute of Arbitrators.
- 33.6 If ADR does not resolve the dispute **within 4 to 8 weeks**, any party may refer the matter to arbitration under the Arbitration Act 1996. The seat of arbitration shall be England and Wales.
- 33.7 After 8 weeks of mediation or ADR, this Clause does not prevent any party from applying to a court for urgent interim injunctive relief.
- 33.8 The existence of a dispute must not prevent the Charity from conducting its ongoing business.
- 33.9 No legal proceedings (other than interim injunctive relief) may be initiated in the name of the Charity unless:
- (a) The Trustees have obtained appropriate legal advice on the merits, risks, costs, and likely impact on the Charity; and
 - (b) A resolution approving such action has been passed at a quorate General Meeting.
- 33.10 The signed minutes of such a meeting, including the names of attendees, must be retained as evidence for submission to the court if required.
- 33.11 In all cases, Trustees and members must act in good faith, in the best interests of the Charity, and in accordance with Charity Commission CC3 and CC38 guidance on disputes and litigation.

34 Discipline

- 34.1 A member shall be subject to disciplinary action, including suspension (minimum six months) or termination of membership, when so decided by a resolution at a general meeting, if found guilty of any of the following misconduct carried out at meetings, gatherings, trips, events or on any KDDAUK-approved digital or social-media platform in accordance with clause 9.1(e).



- 34.2 Social media or digital conduct policies shall be advisory, and disciplinary action shall follow the procedure above. Any retention of digital evidence must comply with the Data Protection Act 2018 and UK GDPR; screenshots and recordings shall be stored securely and deleted when no longer necessary
- 34.3 Any disciplinary process shall be fair, proportionate and confidential. The subject shall receive written notice of allegations, access to evidence, the right to be accompanied, and the right to appeal to an independent panel of members not involved in the original decision.
- (a) Misconduct shall be:
- i. A general display of any unacceptable behaviour where the reputation and image of the charity are expected to be maintained at their highest.
 - ii. Personal engagement in activities on behalf of the charity without the approval and authority of the Trustees and members, especially but not limited to actions not in the interest of the charity, its members or its beneficiaries.
 - iii. Any action that could bring the charity, its members or its beneficiaries into disrepute.
 - iv. Any act described as misconduct in the Constitution or the Bylaws, or the KDDAUK Complaint, Grievance and Disciplinary Policy.
 - v. Any action contrary to the Constitution and Bylaws that is not gross misconduct.
 - vi. Misconduct committed on KDDAUK digital platforms, including but not limited to bullying, harassment, discrimination, misinformation, or disruptive behaviour.
- (b) Gross Misconduct refers to serious actions or omissions:
- i. Aggressive, threatening or abusive behaviour, physical or verbal assault, fighting.
 - ii. Breach of trust or duty.
 - iii. Mismanagement in the administration of a charity, such as but not limited to not calling meetings as stated in Clause 10(1) of this constitution; transferring charity funds to a personal account without approval in a quorate general meeting in accordance with Clause 12 of this constitution.



- iv. Fraud, theft, dishonesty or deliberate misuse of charity funds.
 - v. Embezzling or diverting the finances of the charity, including but not limited to personal use.
 - vi. Serious insubordination or neglect of duty.
 - vii. Persistent failure to comply with legal duties (e.g. filing accounts, safeguarding).
 - viii. Acting outside the charity's governing document or legal powers.
 - ix. Poison-pen letters, slander or libel against any member or non-member.
 - x. Where no proper and evidential account is given of the use of the charity's funds, but the member has not been found guilty of embezzlement or diversion of funds, and the funds are repaid promptly by the member.
 - xi. Any serious contravention of the Constitution or Bylaws or any unlawful act.
 - xii. Any other act described as gross misconduct in the Constitution or the Bylaws.
 - xiii. Serious digital misconduct, including malicious misinformation, defamation, targeted harassment, or publication of confidential information on KDDAUK platforms.
- 34.4 The members present shall immediately elect a three-person disciplinary subcommittee made up of members in good standing to investigate the matter and present their decision within 14 days to the Trustees. The members of the subcommittee may, at the same meeting, if they have witnessed the incident and are satisfied that the accused member is guilty, waive their investigation and present their decision immediately to the members.
- 34.5 Where the member is guilty of misconduct as defined above, members in good standing at a general meeting shall then decide by resolution either to terminate or suspend membership rights and/or membership, or issue a written warning, and shall decide the length of any suspension and the severity of any warning.



- 34.6 Where the member is guilty of serious misconduct as defined above, the members in good standing at a general meeting shall then decide by resolution either to terminate or suspend membership rights and/or membership and shall decide the length of any suspension.
- 34.7 Nothing in the disciplinary procedure shall prevent the Trustees from reporting a criminal, safeguarding offence to the police or, where appropriate, taking court action.
- 34.8 A member whose membership has been terminated for misconduct may not be admitted as a member for a period of 5 years.
- 34.9 A member whose membership has been terminated for gross misconduct may not be admitted as a member for a period of 10 years or may receive a lifetime ban.
- 34.10 A Trustee whose membership has been terminated will automatically cease to be a Trustee.
- 34.11 A person whose membership has been terminated shall not be entitled to any claims for refunds or reimbursements, and he/she shall be obliged to return any property/asset owned by the charity in his/her possession or control.
- 34.12 Digital and Social-Media Conduct:
All members, Trustees, Officers and volunteers must conduct themselves respectfully and lawfully on all KDDAUK digital platforms, including WhatsApp forums, social-media pages, websites, and any other communication channels authorised under Clause 32. Misconduct on these platforms shall be treated as misconduct under Clauses 34.1–34.9.
- 34.13 Prohibited Online Behaviour
The following behaviours constitute misconduct or gross misconduct depending on severity:
- (a) Bullying, harassment, intimidation, or targeted hostility, including repeated argumentative or overwhelming messaging that causes distress or creates a hostile environment.
 - (b) Poison-pen behaviour, including malicious, defamatory, slanderous or libellous statements about Trustees, members, beneficiaries, or partners.



- (c) Spreading misinformation or unverified allegations about the charity's finances, governance, Trustees, or members.
- (d) Incitement of conflict or persistent disruption of discussions on KDDAUK platforms.
- (e) Unauthorised publication or misuse of confidential information, including screenshots or internal documents.
- (f) Digital harassment, including excessive posting, spamming, or unreasonable tagging.
- (g) Discriminatory or hateful content in breach of the Equality Act 2010.

34.14 Safeguards for Members Affected by High-Volume Digital Discussions

Where a member reports that the volume, tone, or intensity of online discussions is overwhelming or harmful:

- (a) Administrators must intervene promptly to de-escalate.
- (b) Members may request temporary muting, removal from a thread, or alternative communication formats.
- (c) Trustees must ensure that essential governance information remains accessible to all members, including those who opt out of WhatsApp discussions.

34.15 Responsibilities of Platform Administrators

Administrators appointed under Clause 21 must:

- (a) enforce these rules impartially,
- (b) issue warnings where appropriate,
- (c) remove harmful content when directed by Trustees and refer serious breaches to the disciplinary process.
- (d) Administrators may not remove members from digital platforms without the written approval of a simple majority of Trustees.

34.16 Evidence and Escalation

Where alleged misconduct occurs on digital platforms:

- (a) Screenshots, message logs, and recordings may be submitted as evidence, subject to data-protection law.
- (b) Anonymous evidence may be considered only where safety concerns justify it and where Trustees deem it reliable.



- (c) The disciplinary subcommittee must consider context, intent, and impact.

34.17 Financial Misconduct and Reputational Harm

- (a) Any online allegation of financial impropriety must be reported immediately to the Trustees and must not be circulated publicly unless verified.
- (b) Malicious or reckless allegations shall constitute gross misconduct.

34.18 Interim Digital Restrictions

Pending investigation, Trustees may impose temporary restrictions on a member's participation in KDDAUK digital platforms where necessary to:

- (a) prevent escalation,
- (b) protect vulnerable members,
- (c) safeguard the charity's reputation,
- (d) maintain order.

Such restrictions do not constitute disciplinary sanctions unless confirmed by a general meeting under Clauses 34.3-34.4.

34.19 Restorative and Preventive Measures

Where appropriate, Trustees may require:

1. mediation between parties,
2. written apologies,
3. attendance at governance or conduct briefings,
4. temporary communication boundaries,
5. removal from specific WhatsApp groups while retaining membership rights.

34.20 Right of Appeal

- (a) A member subject to disciplinary sanction shall have the right to appeal. Appeals must be submitted in writing within **14 days** of receiving the decision.
- (b) The Trustees shall convene an Appeal Panel, which must not include any individual who participated in the original hearing.

- 34.21 The Appeal Panel may uphold, vary, or overturn the original decision. Its decision shall be final.



- 34.22 Where expulsion is recommended or upheld, the procedure in this Clause shall be treated as the exclusive mechanism for determining whether a member may be removed.
- 34.23 Any termination of membership arising from this process shall be recorded and implemented in accordance with Clause 9.
- 34.24 The Secretary shall keep accurate records of all disciplinary proceedings, decisions, and appeals. These records shall be retained securely and confidentially.
- 34.25 An anonymised summary of the number and type of disciplinary matters considered each year may be included in the Trustees' Annual Report, provided it does not identify any individual member.
- These measures may be used alongside or instead of disciplinary sanctions, provided they are proportionate and recorded in the minutes.

35 Interpretation

- 35.1 In this Constitution and the Bylaws, unless the context otherwise requires, the following expressions shall have the meanings assigned to them in this Clause.
- 35.2 "Connected person" has the meaning given by sections 350–352 of the Charities Act 2011 and includes:
- (a) a child, parent, grandchild, grandparent, brother or sister of a Trustee;
 - (b) the spouse or civil partner of a Trustee, or of any person listed in 35.2(a);
 - (c) a person carrying on business in partnership with a Trustee or with any person listed in 35.2(a) or (b);
 - (d) an institution controlled:
 - i. by a Trustee or any person listed in 35.2(a)–(c); or
 - ii. by two or more such persons when taken together;
 - (e) a body corporate in which
 - i. a Trustee or any connected person listed in 35.2(a)–(c) has a substantial interest; or
 - ii. two or more such persons together have a substantial interest.
- 35.3 In this constitution, "Descendants of the Kono District and Kono Tribe of Sierra Leone" means a person who is:



- (a) Kono by tribe (by descent); or
- (b) born or raised in Kono and who publicly regards Kono as their first or second home; or
- (c) a descendant of a person described in 35.3(a) or (b); or
- (d) married to a person described in 35.3(a)–(c); or
- (e) an honorary member of the Kono Tribe, conferred by resolution at a General Meeting.

35.4 “Charity” means the Kono District Development Association United Kingdom (KDDAUK).

“Officer” means a person who has been delegated a task to be carried on behalf of the charity

35.5 “Trustees” means the individuals elected or appointed to serve as the charity trustees of KDDAUK, such as Chair, Vice-Chair, Secretary, Treasurer, or any other office established under this Constitution or the Bylaws.

35.6 “Member” means an individual admitted into membership in accordance with Clause 8.

35.7 “General Meeting” includes Annual General Meetings and any other properly convened meeting of the membership.

35.8 Where the context permits, words in the singular include the plural, and words in the plural include the singular.

35.9 Any reference to a statutory provision includes any modification or re-enactment of that provision for the time being in force.

35.10 If any ambiguity, lacuna, or inconsistency arises in interpreting this Constitution or the Bylaws, the Trustees shall resolve the matter by applying:

- (a) the Objects set out in Clause 3 as the primary guiding principle;
- (b) relevant provisions of Charity Commission guidance; and
- (c) any applicable rule in the Bylaws, provided it does not contradict this Constitution

35.11 “Constitution” refers to the 2026 constitution of the charity.

35.12 The definitions in the *Charities Act* on the date this constitution becomes effective apply to these Bylaws.

35.13 Words importing the singular include the plural and vice versa; words importing one gender include all genders; references to persons include bodies corporate.

35.14 **Key Differences in Meetings**



Feature	Special General Meeting (SGM)	Emergency General Meeting (EGM)
Trigger	Planned significant issues	Urgent, unforeseen issues
Frequency	Occasionally, as needed	Rare, only in emergencies
Legal Standing	Defined in the constitution	May be undefined or treated as SGM
Notice Requirements	Standard (e.g., up to 14 days)	Up to 7 days or maybe shorter, if allowed
Emotional Tone	Formal, strategic	Reactive, high-stakes

We, the named witnesses below, are satisfied with the adoption and amendment of this 2015 KDDAUK Constitution on the **31st Day of April 2026 and** now name the 2026 KDDAUK Constitution and bylaws.

	Print Name & Telephone Number	Signature	#	Print Name & Telephone Number	Signature
1			4		
2			5		
3			6		



PART III

THE **2026** BYLAWS OF THE KONO DISTRICT DEVELOPMENT ASSOCIATION UNITED KINGDOM

Here set forth, in numbered Clauses, are the Bylaws providing for the matters referred to in the **2026** Constitution of the Kono District Development Association UK and any other Bylaws. Nothing in these Bylaws must negate any provision of the Constitution. In the event of a conflict between the provisions of these Bylaws and the provisions of the Constitution, the Constitution must prevail.

36 Resolution of lacunas, gaps or omissions

36.1 Where any lacuna, ambiguity, or omission is identified in this Constitution, or where any matter arises for which no explicit provision exists, the Trustees shall have authority to interpret the Constitution in a manner consistent with:

- (a) the charitable purposes of KDDAUK;
- (b) the law of England and Wales; and
- (c) relevant guidance issued by the Charity Commission;
- (d) the Trustees and members shall defer to the customs, practices and resolutions of previous general meetings of the charity.

36.2 The Trustees may adopt an interim procedure, make a decision, or issue supplementary guidance to address such matters, provided that any action taken is reasonable, proportionate, and does not conflict with any statutory requirement or mandatory regulatory obligation.

36.3 Any decision made under this Clause must be recorded in the Trustees' minutes and reported to members at the next General Meeting.

36.4 Where a lacuna indicates a structural deficiency in this constitution, the Trustees shall bring forward a constitutional amendment in accordance with Clause 7.

37 Sub-committees of the Trustees

37.1 The Trustees may delegate tasks to sub-committees or working parties consisting of such persons as they think fit and may name the sub-committees or working parties and not class them as Trustees of the charity.



- 37.2 A subcommittee or electoral committee or working party so formed shall conform to any rules that may, from time to time, be imposed on it by the Board of Trustees, and shall report every act or thing done to the Board of Trustees.
- 37.3 Sub-committees and electoral commissioners may establish their own procedures, subject to this Constitution, the Bylaws, and any directions issued by the Board of Trustees, and must follow the mandate and road map agreed upon by the members.
- 37.4 Sub-committees may meet and adjourn as required to fulfil their delegated responsibilities.

38 Establishment of regional branch sub-committees of the charity

- 38.1 The Board of Trustees may establish regional branch sub-committees in England and Wales, or any other area where members reside, if they abide by the Charity Commission laws.
- 38.2 5 or more members resident in these regions may convene a local subcommittee meeting and conduct local elections to select the Secretary, Chair and Vice Chair of a regional subcommittee.
- 38.3 Representatives of regional subcommittees must report the minutes of their meetings to the Trustees
- 38.4 The Trustees must report the minutes of regional subcommittee meetings to the members at each general meeting
- 38.5 Regional subcommittees may submit proposals for local projects to the Board of Trustees, which shall be presented to the members for consideration at the next general meeting.
- 38.6 The Members must only approve projects that promote the objects of the charity.
- 38.7 The Trustees must support and coordinate approved local projects

39 Miscellaneous Matters

- 39.1 Each Trustee must provide the Secretary (or their nominee) with their current postal and email address for the purpose of receiving notices. This obligation is ongoing.
- 39.2 Notices may be given to Trustees in the same manner as notices are given to members.



39.3 Decisions at meetings of the Trustees or their sub-committees shall be made by a majority vote.

39.4 In case of an equality of votes, the Chairperson does not have a second or casting vote at general meetings or Trustees' meetings.

39.5 Resolutions at meetings of the Trustees or their sub-committees do not require a seconder. The Chairperson or any Trustee may propose a resolution.

39.6 The Charity shall maintain open digital communication platforms, including but not limited to a general and Trustees WhatsApp forums and official Facebook pages accessible to all categories of KDDAUK members. These platforms shall provide inclusive spaces for members to express views, engage in dialogue and contribute to discussions relevant to the Charity's objectives and beneficiaries.

39.7 Where the Trustees establish an additional WhatsApp forum for official updates, posting rights shall be restricted to administrators. The creation of such a forum requires prior approval by a democratic vote of the active membership, with documented consent.

39.8 Members participating in the general WhatsApp forum or official Facebook pages, or any social media platform, shall be deemed to have provided informed consent in accordance with the Data Information Act and the Data (Use and Access) Act 2025.

39.9 The Charity may use members' names and telephone numbers, limited to those voluntarily provided on the platforms, for issuing periodic updates on membership status and identifying members in good standing. Such use must comply with applicable data protection legislation and be strictly for legitimate governance and communication purposes.

40 Return of Documents and Property

40.1 At any time, the Trustees or members may require a Trustee, Officer, member, or a former Trustee, Officer or member to return any property or documents belonging to the Charity that happen to be in the control or possession of such Trustee, Officer, member.



41 Resolutions in Writing

- 41.1 The provisions relating to resolutions in writing are laid out in Clauses 16 and 23 of the Constitution
- 41.2 A resolution approved by email shall be valid as if passed at a duly convened meeting, provided that:
- (a) all Trustees entitled to vote approve the resolution by email;
 - (b) approval is sent to the individual nominated in advance to receive such responses (“the Recipient”); and
 - (c) each Trustee sends their approval from an email address previously notified in writing (not electronically) to the Charity for this purpose.
- 41.3 Once all responses have been received, the Recipient shall circulate an email to all Trustees confirming whether the resolution has been formally approved.
- 41.4 The date of a resolution shall be the date of the email from the Recipient confirming formal approval.

42 Voluntary Leave of Absence

- 42.1 A leave of absence must be at the voluntary request of the Trustee or Officer concerned. A request for leave of absence must be in writing.
- 42.2 A short leave of absence may be granted by the Chairperson or Vice Chairperson as described below.
- 42.3 The Trustees may grant a regular leave of absence, also described below.
- 42.4 Subject to any directions from the Trustees or members, the Chairperson may grant a short leave of absence to any Trustee or Officer on terms and conditions. The Chairperson shall then assign the duties and powers of that Trustee or Officer to another Trustee or Officer or the Chairperson. Such short leaves of absence and transfer of duties and powers shall last no longer than 3 months, unless extended by resolution of a general meeting. A full report shall be given by the Chairperson at that meeting.
- 42.5 Subject to any directions from the Trustees, the Vice Chairperson may grant a short leave of absence to the Chairperson on terms and conditions. The Vice Chairperson shall then assume the duties and powers of the Chairperson. Such short leave of absences and assumption of duties and powers shall last no longer than 3 months, unless extended by resolution of a general meeting. The Vice Chairperson shall give a full report at that meeting.



- 42.6 In case of a conflict between the powers of the Chairperson and Vice Chairperson to grant short leave of absences and to assign or assume duties and powers, and the Trustees' powers to grant a regular leave of absence and to assign duties and powers, the Trustees' powers shall prevail.
- 42.7 Nothing in the preceding sections dealing with types of leave of absences impairs the power of the Trustees under the Bylaws to transfer duties and powers among the various Trustees or Officers. Such power to transfer duties and powers supersedes the Bylaws dealing with leaves of absence.
- 42.8 A Trustee or Officer on authorised leave of absence need not be sent any notice of meetings of the Trustees or Sub-committees.
- 42.9 During a regular leave of absence, but not a short leave of absence, the Trustees or Officers absent shall not be counted towards any quorum of the Trustees or Subcommittee of the Trustees. The necessary quorum shall therefore be reduced by one.

43 Seal

- 43.1 The Trustees may provide a common seal for the Charity, and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 43.2 The common seal shall be affixed only when authorised by a resolution of the Trustees and then only in the presence of not less than two Trustees.

44 Auditor

- 44.1 This part applies only where the charity is required or has resolved to have an auditor.
- 44.2 The first auditor shall be appointed by the Trustees, who shall also fill all vacancies occurring in the office of the auditor.
- 44.3 At each annual general meeting, the Charity may appoint an auditor to hold office until he/her is re-elected, or his or her successor is elected at the next annual meeting.
- 44.4 An auditor may be removed by ordinary resolution.
- 44.5 An auditor shall be informed forthwith in writing of appointment or removal.
- 44.6 No Trustee and no employee of the Charity shall be an auditor.
- 44.7 The auditor may attend general meetings.



45 Inspection of Documents

45.1 Subject to *the Data Protection Act*:

- (a) The books and records of the charity shall be open to inspection by members at all general meetings and on reasonable notice at the office of the charity, but no copies can be made unless authorised by the Trustees.
- (b) Subject to a resolution of the Trustees or any law requiring otherwise, all documents of the Charity, including its accounting records, must be open to the inspection of all Trustees.

46 Job Descriptions:

46.1 **General Principle:** All Trustees of the charity act under the authority of the Board of Trustees. Trustees provide administrative, financial, programme, facilitative, or specialist in nature and fundraising support to enable Trustees to fulfil their collective legal responsibilities under the Charities Act 2011 and Charity Commission guidance. Trustees do not hold executive authority independent of the Board, and Trustees remain collectively accountable for governance, compliance, and the charity's activities.

46.2 The Chairperson of the Charity shall:

- (a) Chair all general meetings and lead the Board of Trustees in ensuring effective governance and operation of the charity in accordance with its charitable objects and for the public benefit.
- (b) Facilitate inclusive Trustee decision-making, ensuring compliance with the governing document and applicable law.
- (c) Collaborate with Trustees to prepare agendas and oversee the performance of the Board as a whole.
- (d) Support Trustee induction, training, and the sharing of best practices.
- (e) Act as the principal representative and spokesperson of the charity, liaising with members, staff, and external stakeholders in consultation with the Board.
- (f) Promote cohesion and effective working relationships across Trustees, members, volunteers, and partners.



- (g) Exercise delegated authority only where expressly conferred by resolution of the Board or members and never act unilaterally beyond such authority.
- (h) Support the development of projects, partnerships, and funding opportunities, ensuring alignment with charitable purposes.
- (i) In the absence of the Chairperson, the vice Chairperson must continue the duties of the Chairperson and shall chair all meetings and affairs of the Charity during that period.

46.3 The Vice Chairperson shall:

- (a) Assist and deputise for the Chairperson when required, ensuring continuity of leadership.
- (b) Carry out the duties and exercise the powers of the Chairperson during any absence or unavailability of the Chairperson
- (c) Oversee the operations of the charity's website, WhatsApp, Facebook, Zooms, Microsoft Teams, e-presence and any social media platforms.
- (d) manage the charity's PR aspects of crisis situations and reputation-building efforts.
- (e) Lead on marketing and PR strategies, ensuring alignment with Trustee-approved communications policies.
- (f) Oversee implementation of marketing strategy
- (g) Oversee all campaign marketing, promotional, groups and events activity for the charity
- (h) In consultation with the Treasurer and Trustees, Oversees, sets and approves all income targets and event prices
- (i) Commission and direct the work of designers and publishers of printed material produced by the charity, including, but not limited to, campaign and event print, event programmes, adverts and display materials
- (j) Commission a photo shoot of the image of the charity portrayed in photo shoots to support marketing campaigns in consultation with the Trustees. Commission research into extending beneficiaries, projects, programmes and media channels; and



- 46.4 The Secretary, or an individual appointed by the Trustees, shall:
- (a) Act as the principal administrative Trustee of the charity, reporting to the Board under the direction of the Trustees.
 - (b) Maintain the Register of Members in accordance with the Constitution, ensuring accuracy, security, and compliance with statutory requirements.
 - (c) Trustees, acting through the Secretary, must:
 - i. **Ensure all charity's meetings must be recorded electronically** via Zoom, WhatsApp, Microsoft Teams and any other secure system used by Trustees and the charity's members in accordance with UK Data Protection laws and regulations.
 - ii. Ensure accurate recorded minutes are taken for all meetings, reflecting decisions, actions, and attendance.
 - iii. Circulate/distribute approved minutes promptly to all Trustees and registered members, **in accordance with Clause 8.4.4 of this constitution.**
 - iv. Maintain minutes and related records in a secure and accessible format, whether electronic or physical, in compliance with data protection requirements.
 - v. Provide timely and properly documented notices of meetings and other official communications, ensuring compliance with constitutional requirements and Charity Commission expectations of transparency.
 - vi. Oversee all official correspondence of the charity, ensuring records are retained, managed, and accessible in line with legal and regulatory obligations.
 - (d) Preserve governance documents and constitutional amendments, and collaborate with the Treasurer on statutory filings and membership registers.
 - (e) Monitor compliance with the Constitution, bylaws, and relevant legislation, advising Trustees on governance and regulatory matters.



- (f) Lead on Trustee training in governance procedures and Charity Commission guidance.
 - (g) Serve as the charity's Data Protection (GDPR) lead, ensuring lawful processing of personal data and safeguarding members' privacy.
 - (h) Manage membership applications, eligibility assessments, and related communications.
 - (i) Prepare and publish reports for meetings and collaborate with the Treasurer to maintain eligible voters' lists, ensuring both Trustees sign off on these as confirmation of good standing.
 - (j) Shall prepare and publish monthly reports of all General Meetings, Trustees' Meetings, and any Special Meetings. The general and special meeting reports shall be made available on the Charity's official social media platforms to promote transparency, uphold accountability, and ensure that the membership is fully informed of the Charity's governance and decision-making, but Members' personal data **must be redacted** in accordance with the UK GDPR and the Data Protection Act 2018.
 - (k) This role is central to the charity's governance, membership management, and compliance, supporting the chairperson and Trustees in fulfilling KDDAUK's constitutional requirements.
- 46.5 The Assistant Secretary or a person designated by the Trustees shall:
- (a) Assist the Secretary in his or her duties at all times; and
 - (b) Carry out the duties and exercise the powers of the secretary during any absence or unavailability of the secretary
 - (c) Carry out other duties as assigned by the board of trustees to pursue the objects of the charity
- 46.6 The Treasurer, or a duly appointed Trustee, shall:
- (a) Manage and oversee the charity's financial affairs in accordance with the Constitution, UK law, and Charity Commission regulations.
 - (b) Maintain accurate accounting records and prepare budgets, management accounts, and statutory reports for Trustees' approval.
 - (c) Collaborate with the Secretary to sign off on membership and eligible voters' lists, ensuring transparency and good standing for publication to ensure the members are in good standing from time to time.



- (d) Present financial statements at Trustees and general meetings and oversee independent examination or audit of accounts as required by law.
- (e) Ensure timely filing of statutory financial documents and safeguard the charity's assets against fraud or irregularity.
- (f) Act as one of the authorised bank signatories and liaise with banks on resolutions and signatory changes.
- (g) Support Trustees in identifying funding opportunities, preparing applications, and managing donor relations.
- (h) Work with programme officers to develop project budgets and ensure transparent management of institutional funding.
- (i) Exercise delegated authority only as recorded in Trustee minutes and always act in the charity's best interests.
- (j) The Treasurer shall serve as the **principal signatory** on all bank accounts and financial instruments held in the name of the charity and shall authorise all financial and business transactions in accordance with this charity's constitution and applicable UK law.
- (k) The Treasurer is responsible for the preparation and submission of annual budgets, financial reports, and statutory accounts in compliance with the Charity Commission's regulations and all legal requirements.
- (l) The Treasurer must oversee and, where necessary, approve the independent examination or audit of accounts as required by law, and respond promptly to requests from members or the public for access to financial information as permitted under the charity's constitution.
- (m) The Treasurer must prepare and publish **monthly financial reports** detailing all membership payments. Prior to publication, all personal data must be fully redacted in accordance with applicable data protection requirements. These reports shall be made publicly accessible on the charity's official website and designated social media platforms to ensure transparency and accountability.
- (n) The Treasurer is to support and, where appropriate, lead the identification and pursuit of funding opportunities, including grants and donations, while maintaining relationships with donors and funding organisations.



- (o) Where relevant, the Treasurer shall facilitate knowledge sharing and skills development in fundraising and donor relations, including with UK and Sierra Leone programme officers.
 - (p) The Treasurer or Assistant Treasurer must be one of the three appointed bank signatories.
 - (q) The Treasurer shall be authorised to make enquiries with the bank, receive information, and inform the bank of banking resolutions and changes to authorised signatories.
 - (r) The Treasurer, or any other Trustee, may be duly appointed to act, to hold the delegated authority to engage with relevant stakeholders and partners for verifying and obtaining approval for invoices. Such invoice approval is a prerequisite for any payment disbursement.
- 46.7 The Assistant Treasurer or a person designated by the Trustees shall:
- (a) Assist the Treasurer in his or her duties at all times; and
 - (b) Carry out the duties and exercise the powers of the Treasurer during any absence or unavailability of the Treasurer.
- 46.8 The Programme Coordinator Trustee, or such person or sub-committee as may from time to time be designated by the Board of Trustees (hereinafter “the Trustees”), shall:
- (a) Plan, coordinate, and oversee charity programmes and projects in line with Trustee-approved strategic objectives.
 - (b) Maintain communication with Trustees, partners, and stakeholders to ensure effective delivery and collaboration.
 - (c) Develop monitoring and evaluation frameworks to assess project outcomes and report findings to Trustees.
 - (d) Manage programme resources transparently, subject to Trustees’ oversight and financial controls.
 - (e) Liaise with donors and funding partners to secure resources, and support Trustees in preparing funding proposals.
 - (f) Foster strategic relationships with governmental and non-governmental bodies to advance the charity’s mission.
 - (g) Support fundraising and events organisers in delivering campaigns and activities.



- (h) Undertake additional duties assigned by Trustees, provided they further the charity's objectives.
- 46.9 The Assistant Project Coordinator, Trustee, or a person designated by the Trustees shall:
- (a) Assist the Project Coordinator Trustee in his or her duties at all times; and
 - (b) Carry out the duties and exercise the powers of the Project Coordinator Trustee during any absence or unavailability of the Project Coordinator Trustee.
 - (c) Carry out the duties assigned to them by the social fundraising and events publicity Trustee.
- 46.10 The Fundraising and Events Publicity Trustee, or person or sub-committee designated by the Trustees to perform the tasks, shall:
- (a) Develop and implement fundraising strategies and event plans to support the charity's financial sustainability.
 - (b) Create and manage a fundraising subcommittee, and identify opportunities for grants, donations, and sponsorship.
 - (c) Organise fundraising events, ensuring compliance with legal, health, and safety requirements.
 - (d) Prepare and present three **(3)** quotes, cost breakdowns for **ALL** fundraising activities in line with the charity's finance policy, subject to Trustees' discussion and approval before disbursement of funds.
 - (e) Collaborate with the Treasurer and Programme Coordinator Trustee on event budgets and resource allocation.
 - (f) Manage event logistics, publicity, and stakeholder engagement, reporting outcomes to Trustees.
 - (g) Support Trustees in reputation management and PR, including crisis communications where required.
 - (h) Conduct post-event evaluations and reporting.
 - (i) Monitor publicity and stakeholder expectations, reporting findings to Trustees.
 - (j) In consultation with the vice chairperson, manage PR aspects of crisis situations and reputation-building efforts.



- 46.11 Assistant Fundraising and Events Publicity Trustees (Two) or Two (2) persons designated by the Trustees shall:
- (a) assist the Fundraising and Events Publicity Trustee in his or her duties at all times; and
 - (b) Carry out the duties and exercise the powers of the Fundraising and Events Publicity Trustee during any absence or unavailability of the Fundraising and Events Publicity Trustee.
- 46.12 Community, Welfare and Outreach Trustees - The person or a subcommittee designated by the Trustees to perform the tasks shall:
- (a) Provide operational and advisory support to the charity's beneficiaries and community. Their duties are carried out under the authority of the Board of Trustees and do not replace or diminish the Trustees' collective accountability under the Charities Act 2011. Visit the sick, bereaved, vulnerable and elderly, acknowledge members' celebrations /anniversaries and offer support. However, all Trustees remain legally responsible for ensuring that all welfare and outreach activities comply with the charity's governing document, safeguarding policies, and applicable UK laws.
 - (b) Identify and maintain contact with individuals and families in need within the community, ensuring that Trustees are informed of emerging welfare issues.
 - (c) Provide practical and emotional support to the sick, bereaved, vulnerable, and elderly, in line with the charity's objectives and policies approved by the Trustees.
 - (d) Support bereaved families with publicity and voluntary fundraising, consistent with the charity's bereavement payment policy and subject to Trustees' oversight.
 - (e) Coordinate community outreach gestures (e.g., postcards or messages) for ***those who are ill, bereaved, or celebrating birthdays, special occasions, fostering inclusion and compassion.***
 - (f) Act as a liaison between affected individuals, the Kono Community, and the charity, ensuring clear communication and appropriate referral to Trustees where governance decisions are required.



- (g) Provide signposting, advocacy, and assistance to beneficiaries, ensuring that any advice or referrals are consistent with Trustee-approved policies and safeguarding standards.
 - (h) Submit proposals for welfare projects to the Trustees, keeping them informed of social needs and community priorities, and supporting Trustees in their strategic decision-making.
 - (i) Foster community relations by organising or participating in events and initiatives that promote cohesion, inclusion, and the charity's public benefit mission.
- 46.13 Assistant Community, Welfare and Outreach Trustees Two (2) persons designated by the Trustees shall:
- (a) assist the Community, Welfare and Outreach Trustee in his or her duties at all times; and
 - (b) Carry out the duties and exercise the powers of the Community, Welfare and Outreach Trustee during any absence or unavailability of the Community, Welfare and Outreach Trustee.
- 46.14 Safeguarding Lead (Designated Safeguarding Trustee – DST)
- (a) The Safeguarding Lead is responsible for ensuring that the charity provides a safe, supportive, and protective environment for children, young people, and vulnerable adults. The role ensures that safeguarding policies are implemented, concerns are responded to appropriately, and the Charity meets its legal and ethical obligations.
 - (b) Maintain, update, and oversee the implementation of the charity's Safeguarding Policy.
 - (c) Ensure the constitution and organisational practices comply with UK safeguarding legislation and statutory guidance.
 - (d) Lead on safeguarding risk assessments for the charity's activities, events, and programmes.
 - (e) Report safeguarding matters to the board of trustees and advise on improvements.
 - (f) Act as the first point of contact for safeguarding concerns or disclosures.
 - (g) Record, assess, and manage safeguarding concerns in line with the charity's safeguarding procedures.



- (h) Escalate concerns to external agencies (e.g., local authority, police, NSPCC) when required.
- (i) Maintain confidential safeguarding records securely and in accordance with data protection laws.
- (j) Ensure all volunteers, committee members, and staff receive appropriate safeguarding training.
- (k) Provide guidance and support to members on recognising and responding to safeguarding concerns.
- (l) Promote a culture of safety, respect, and accountability within the charity.
- (m) Liaise with statutory agencies, safeguarding boards, and partner organisations when necessary.
- (n) must ensure that all trustees and volunteers engaged in regulated activity undergo appropriate DBS checks and are recruited in accordance with safer-recruitment procedures.
- (o) Communicate safeguarding updates, changes in legislation, and best practice to the Board of Trustees.
- (p) Ensure safeguarding information is accessible to all members, including reporting procedures.
- (q) Conduct annual reviews of safeguarding practices and report findings to the Board of Trustees.
- (r) Ensure safer recruitment procedures are followed (DBS checks, references, role descriptions).
- (s) Monitor safeguarding risks at events and activities, ensuring appropriate supervision and controls.
- (t) The Safeguarding Lead has the authority to:
 - i. Pause or stop any KDDA UK activity if safeguarding risks are identified.
 - ii. Request information from committee members or volunteers relevant to safeguarding.
 - iii. Recommend disciplinary or corrective actions where safeguarding breaches occur.
- (u) The Safeguarding Lead is accountable to the Board of Trustees



- (v) The Safeguarding lead must act with impartiality, confidentiality, and in the best interests of vulnerable individuals.
 - (w) Oversee safeguarding policies, training, vetting procedures, and incident response, supporting Trustees in fulfilling their collective duty of care.
 - (x) Support the charity's communications and digital presence, ensuring safeguarding and reputational standards are upheld.
- 46.15 Assistant Safeguarding Lead (Designated Safeguarding Officer – DSO)
- (a) assist the Safeguarding Lead Trustee in his or her duties at all times;
 - (b) Carry out the duties and exercise the powers of the Safeguarding Lead Trustee during any absence or unavailability of the Safeguarding Lead Trustee, and
 - (c) Carry out other duties as assigned by the board of trustees to pursue the objects of the charity
- 46.16 The Auditing officer (**a non-Trustee role**) or person or sub- subcommittee designated by the Trustees to perform the tasks shall:
- (a) Be accountable to the Board of Trustees and directed by the Trustees of the charity
 - (b) Collate, check and analyse spreadsheet data for the charity.
 - (c) Examine charity accounts and financial control systems.
 - (d) Gauging levels of financial risk within a charity.
 - (e) Check that financial reports and records are accurate and reliable.
 - (f) Ensure that assets are safeguarded.
 - (g) Identify if and where processes are not working as they should, and advise on changes to be made.
 - (h) Preparing reports, commentaries and financial statements.
 - (i) Liaising with treasurers, the Fundraising and Events Publicity Trustee and the chairperson of the charity and presenting findings and recommendations.
 - (j) Ensuring procedures, policies, legislation and regulations are correctly followed and complied with.
- 46.17 **Other Officers** shall perform such duties as the members may decide from time to time at a general meeting may be required for the delivery of the objects of the charity.



(a) The Trustees or members may add additional duties or roles to any Trustee or Officer, or transfer duties or roles among Trustees or Officers. However, the Secretary, Chairperson and Treasurer positions must not be shared by the same person.

47 Copies of Bylaws and Constitution

a) After being admitted, a registered member is entitled to a hard copy of the Constitution and Bylaws upon paying a reasonable fee fixed by the members from time to time. If the Constitution and Bylaws are available in electronic format, the member is entitled to an electronic copy of the Constitution and Bylaws at no cost.

We, the named witnesses below, are satisfied with the adoption and amendment of this 2015 KDDAUK Bylaws on the **31st Day of April 2026** and now name the 2026 KDDAUK Constitution and Bylaws.

	Print Name & Telephone Number	Signature	#	Print Name & Telephone Number	Signature
1			4		
2			5		
3			6		



APPENDIX "A":

SAMPLE NOTICE OF GENERAL MEETING (and resolution to be proposed)

THE KONO DISTRICT DEVELOPMENT ASSOCIATION United Kingdom
(KDDAUK) GENERAL MEETING OF MEMBERS

TAKE NOTICE that a General Meeting of the members of the KDDAUK (hereinafter referred to as the charity) will be held at _____ on _____ day of _____ at _____ pm and that it is intended that the following business will be transacted:

1. Reports by the Chairperson of the Finance Subcommittee
2. Reports by the Chairperson of the Board of Trustees.

ALSO TAKE NOTICE that it is intended to propose the following resolution as an ordinary resolution to [amend Bylaws _____]-:

RESOLVED, as an ordinary resolution, that the Bylaws of the Charity be altered by deleting _____ and substituting the following:
" _____]"

DATED at _____, (address) _____ day of _____, 20____.

Signed (and printed)
("Secretary")



APPENDIX “B”:

KDDAUK Values:

Values are not only created through people; they are co-created through people inspired by a common purpose. The KDDA UK aspires to earn respect and be valued in the execution of its excellence drive to deliver outstanding functions/duties and demonstrate best practice as a charity and as a public organisation.

The values of the organisation, as listed below, will inform the rest of this plan and will influence the performance of our role as a charity:

Independent: We will maintain our independence in decision-making within our communities, empowering people and making voices heard, acting respectfully for social justice without fear or favour, in the public interest.

Accountability and Integrity: We will be proactive in achieving our mission and accountable to all our stakeholders, which will include involving others on a continuous and appropriate basis and taking responsibility for our decision-making with strong moral principles.

Togetherness: We will reach out, engage and unite with our communities, work as a caring and respectful organisation, to all our beneficiaries and stakeholders with fairness, consistency and clarity in everything we do.

Respect and Dignity: We place respect for others and kindness at the centre of what we do, working to make giving simpler and fairer for everyone, because we believe all people are of equal worth.

Impartial and Inclusive: We will exercise our powers and discretion in a way which is non-partisan, non-discriminatory, politically neutral and even-handed.

Transparent: We will communicate with and listen to our stakeholders/beneficiaries, and we are wise in our use of funds and will be clear about our actions, intentions and expectations.

Promote and Partnership: We work with others to help strengthen families and communities' values and promote human rights as set out in the Universal Declaration of Human Rights and subsequent UN conventions and declarations.



Appendix “C”

KDDAUK Vision:

“Together, the descendants of Kono will make Kono a better place to live”

KDDAUK Motto:

“**Kwedondoya**”- this word is taken from the Kono Language, which, when translated to the English Language, means “Unity- with one voice”.

KDDAUK Mission Statement:

“Sustainable development programmes in Kono District and the UK and togetherness within the Kono Descendants’ communities”



Appendix “D” (Non-Operative)

History of Review

Purpose

This Appendix records the institutional history of the constitutional review that produced the 2026 KDDAUK Constitution and Bylaws. It is included as a non-operative preamble and reference record so that the reasons, process, major decisions, and approvals that led to the 2026 text are preserved for transparency and institutional memory.

Executive summary

Review title: The 2015 KDDAUK Constitution and Bylaws — Review and Consolidation into the 2026 KDDAUK Constitution and Bylaws.

Scope: Consolidation of duplicated provisions; clarification of membership and electoral procedures; alignment with Charity Commission guidance; integration of financial controls and key policies; clarification of Trustee roles and safeguards.

Outcome: Adoption of the 2026 KDDAUK Constitution and Bylaws, repealing the 2015 version in full.

Timeline of key events

May 2025 — Drafting and mapping of 2015 clauses; duplication identified.

29 May 2025 — Charity Commission model constitution consulted.

02 August 2025 — General Meeting mandates governance review.

December 2025 — Member consultations and feedback sessions.

31 January 2026 — draft presented to members in the general meeting for consideration.

04 February 2026 — Working document prepared for Constitutional Committee review.

Xx February 2026 - draft presented to members in the general meeting for consideration.

[Date of adoption] — General Meeting resolution to adopt the 2026 Constitution and Bylaws.



Reasons for the review

Key drivers: Repetition and ambiguity across constitution and bylaws; unclear membership categories and subscription rules; ambiguous electoral procedures and role of Electoral Commissioners; Trustee role confusion and inconsistent decision-making language; missing or scattered policy references, including financial management, safeguarding, bereavement and equality; inconsistent terminology and regulatory misalignment.

Summary of significant changes

Consolidation: Membership, general meetings, and electoral provisions merged into single coherent sections.

Financial governance: Financial procedures updated and moved into the constitution; spending thresholds and signatory rules clarified.

Trustee governance: Job descriptions clarified; collective decision making reinforced; disqualification and removal procedures revised.

Electoral reform: Pre-election Constitution procedures, nomination rules, Vote of non-confidence procedures and Electoral Commissioners formalised.

Compliance and formatting: Clauses reworded to align with Charity Commission guidance; table of contents and renumbering added for clarity.

Use and status of this record:

Interpretive aid only: This Appendix is **non-operative** and does not create rights or obligations; it is intended to explain context and intent.

Reference: Trustees and members may consult this Appendix when interpreting the 2026 Constitution and Bylaws or preparing future amendments.

Publication: A copy shall be published with the constitution on the KDDAUK website and included in governance packs.



Retention and amendment of the review record

Storage: The Secretary shall keep the master copy with the minute book and in the charity's secure governance folder.

Corrections: Factual corrections may be made by resolution of the Board of Trustees and recorded in the minutes.

Substantive additions: Any substantive additions to this history must be approved by a General Meeting and appended as a dated addendum.

Approval and sign off

Resolution: The members of KDDAUK resolved to adopt the 2026 Constitution and Bylaws and to attach this Appendix as the official History of Review on the date of adoption.

Chairperson

Name: _____ Date: _____ Signature: _____

Secretary

Name: _____ Date: _____ Signature: _____

Treasurer

Name: _____ Date: _____ Signature: _____

A Member in good Standing

Name: _____ Date: _____ Signature: _____

Member

Name: _____ Date: _____ Signature: _____