

REPUBLIC OF SIERRA LEONE

**CONSTITUTION  
OF  
THE LEARNING FOUNDATION, SIERRA LEONE**

A Name of the Organization:

The Organization shall be known as the Learning Foundation hereinafter referred to as the Organization.

B Location:

The registered office of the Organization will be situated in Sierra Leone at **148 Wilkinson Road, Freetown.**

C Purpose:

It shall be the purpose of the foundation to further the cause of Public Education in Sierra Leone through the creation and development of school library centres and by providing Supplemental Educational Services and support to school communities.

**“The Directors”** shall be and be referred to as the Members of the Executive appointed annually by the Members of the Organization.

**“The Secretary”** shall be the General Secretary appointed annually by the Members of the Organization.

Words importing the singular number only include the plural and words importing masculine only include feminine.

**MEMBERS**

1. The number of Members with which the Organization proposes to be registered is six but the Executive may from time to time register an increase of Members.
2. The subscribers to the Constitution and such other persons as the Executive shall admit to Membership, shall be Members of the Organization.
3. A Member of the Organization may withdraw from the Organization by giving three (3) months notice in writing to the Secretary of the Organization and on the expiration of the said notice then he/she shall cease to be a Member.
4. There is no limitation on the eligibility to Membership save that Members will commit a total of at least 7 days per annum in taking an active part in the promotion of the objectives of the organization.
5. Every person desirous of becoming a Member of the Organization shall make a written application to the General Secretary of the Organization, and if such application is approved by the Executive the applicant shall thereupon become a Member of the Organization and shall be notified. Every Member shall, from the time of his or her becoming a Member, be subject to the Constitution and all regulations and laws of the Organization.
6. Members of the Organization shall, if they deem fit, elect as an Honorary Member of the Organization any person who has rendered distinguished service in the field of Education or Civil Society .
7. An Honorary Member has no right to vote but shall otherwise be entitled to full Membership of the Organization but shall not be liable for payment of subscription.

## **GENERAL MEETING**

8. The first General Meeting shall be held at such times after the incorporation of the Organization, and at such place, as the Executive may determine. Such time shall not exceed four (4) months from the date of incorporation of the Organization.
9. A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the Organization in general meeting or in default, at such time and place as the Members of the Executive shall appoint.
10. The General Meeting referred to in this Article shall be called the Annual General Meeting. All other meetings shall be called Extraordinary.
11. The Members of the Executive may whenever they think fit convene an Extraordinary General Meeting.
12. The business of the Annual General Meeting shall include the election of the President, Vice President and other Members of the Executive, the reception of Annual Accounts and Report Of Auditors.

## **PROCEEDINGS AT MEETINGS**

13. No business shall be transacted at any General Meeting unless a quorum of Member is present at the time when the meeting proceeds to business, save as herein otherwise provided Three (3) Members personally present shall be a quorum.
14. No business shall be transacted at any Extraordinary Meeting unless a quorum of Members is present at the time when the meeting proceeds to business, save as herein otherwise provided three (3) Members personally present shall be a quorum.

## **CHAIRMAN**

15. The President and, in the case of his or her absence or inability to act, the Vice President, shall be Chairman of the Organization and the Executive thereof.
16. If at any meeting there is no such Chairman present within fifteen minutes after the time appointed for holding such meeting, the Members present shall choose another Member of the Executive as Chairman and if non be present or if all of them present decline to take the Chair then the Member present shall choose one of their number to be Chairman and the Chairman of such meeting shall have a casting vote as well as an original vote.

## **MANAGEMENT**

17. The business of the Organization shall be managed by the Members of the Executive who may exercise all such powers and do on behalf of the Organization all such acts as may be exercised and done by the Organization and are not act required to be exercised or done by this Constitution in General Meeting.

## **THE EXECUTIVE**

18. Members of the Executive shall be elected annually at the Annual General Meeting.
19. The Executive comprises of the following: The President, Vice President, General Secretary, Treasurer, Assistant Treasurer and Public Relations Officer.
20. The President shall continue in office until his/her successor has been elected and accepted office.
21. A Member who has served as President for three consecutive terms shall not be eligible for re-election to the office for the next succeeding term.

22. If the office of President or Vice President shall become vacant, it shall be filled by the holding of a bye-election during an Extraordinary Meeting. Any other vacancy in the Executive shall be filled by the President appointing a Member of the Organization to hold the same.
23. The present Executive prior to the incorporation of the Organization shall be deemed to be the Executive of the Organization until the next General Meeting.
24. The quorum necessary for the transaction of the business of the Executive shall be fixed from time to time by the Executive but unless and until so fixed shall be three.
25. The Executive shall have the power at any time and from time to time to appoint any Member of the Organization in good standing to be a Member of the Executive as an additional Member of the Executive but so that the total number of the Executive shall not at any time exceed a maximum of fifteen (15).
26. The Executive may meet for the dispatch of business, adjourn and so regulate their meeting as they think fit.

#### **POWERS OF THE EXECUTIVE**

27. The Executive shall have and exercise the powers and perform the duties which may from time to time be conferred and imposed upon the Executive by the Organization.
28. The Executive shall (without in any manner restricting the powers conferred by these Articles) have the following powers:
  - a. To manage and administer the affairs of the Organization and to work towards attaining its objects contained in the constitution.
  - b. To enforce professional conduct, etiquette and disciplinary matters.
  - c. To appoint such committees as the Executive may from time to time decide and to delegate to such committees such powers as the Executive may think fit. Such committees may consist of Members of the Executive and/or the Organization and may be given powers to co-opt additional Members.
  - d. To make rules in relation to the Organization and from time to time amend any such rule, law, bye-law including those regulating Membership fees, subscriptions or payments to be made by the Members of the Organization, the suspension and/or expulsion of Members from the Membership of the Organization. Every such rule shall be submitted to the next Annual General Meeting of the Organization which may by resolution amend or revoke the same.
  - e. To maintain a library and encourage the publication of literature relating to Education in Sierra Leone.
  - f. To nominate a representative of the Organization to the Ministry of Education, National Union of Teachers, Police Council and any other committee, council or body making a request for such representation.
  - g. To request annual or periodical *subscription the functions* of each Member of the Executive.
  - h. To establish and maintain under its management and control, accounts at reputable banks within and without Sierra Leone into which all monies received by the Organization shall be paid and out of which shall be paid all expenses and liabilities.
  - i. To present an account to the Members annually.
  - j. To secure the well-being and advancement of the Education profession.

#### **DISQUALIFICATION OF A MEMBER OF THE EXECUTIVE**

Any Member of the Executive may be disqualified if he/she;

- a. Resigns his/her office by notice in writing to the Organization; or
- b. Is punished with imprisonment for a term exceeding one year without the option of a fine; or
- c. Is found lunatic or becomes of unsound mind; or
- d. Is impeached by two-thirds of the Members of the Organization.

#### **ELECTIONS AND VOTES**

29. Elections of the Members of the Executive, any other body or issue shall be determined by simple majority unless otherwise decided by the Members of the Organization.
30. Only fully paid up Members of the Organization are eligible to contest or vote in elections for the Executive.
31. Any such Member who desire to be elected to the Executive shall be nominated by a Member of the Organization and seconded by another Member of the Organization.
32. Where there is more than one candidate nominated for any vacancy, a poll shall be conducted to determine who is elected to fill the vacancy.
33. All election shall be by the secret ballot.
34. Elections shall be conducted by a senior Member of the Organization appointed by the Members. In the event of equality of votes, the senior Member conducting the election shall have the casting vote.

### **Property and Finance**

The Organization may use the following means to accomplish its goals:

- (a) Collect funds and control their investment and expenditures for the stated purpose of the organization.
- (b) Purchase, take on lease, exchange, hire or otherwise acquire any interest in lands, buildings, easements, privileges, concessions or moveable and immovable property of any kind or tenure, necessary or convenient for carrying out the object of the Organization and to construct, provide, maintain, repair and alter any buildings, works, stores, plants and things which may from time to time be deemed requisite for any of the purposes of the Organization, and also to sell, lease, mortgage, dispose of, turn to account, or otherwise deal with the whole or any part of the property and rights of the Organization.
- (c) Receive and accept donations, endowments and gifts of money, land, buildings stocks, funds, shares, securities and any other property of any organization, whether incorporated or not, carrying on work similar to any work being carried on by the Association and provided these donations, etc. do not carry provisions contrary to the constitution.
- (d) Grant, maintain, continue and pay such wages, salaries, gratuities, contributions toward provident funds or other sums in recognition of services.
- (e) Devote all or a part of the income and any or all of the principal of any property, real or personal, to the furtherance and support of projects which are exclusively educational.
- (f) No part of the net earnings of the Association shall inure to the benefit of any individual or Member except as reasonable compensation for services actually rendered to the Organization.

## **Dissolution**

(a) This Organization may be dissolved and its activities terminated only if approved by majority of the members of the Organization present at the general meeting.

(b) In the event of termination and dissolution, the assets shall be distributed as decreed by the governing body of the Organization, provided that none of the assets of the Organization shall be distributed to or made available in any way to any individual or corporation, except to a corporation or other organization itself organized and operated exclusively for charitable, educational or scientific purpose, no part of the net earnings of which inures to the benefit of any private shareholder or individual; no part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; and which does not participate in, or interfere in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

WE THE PERSONS WHOSE NAMES AND ADDRESSES ARE SUBSCRIBED ARE DESIROUS OF BEING FORMED INTO A ORGANIZATION IN PURSUANCE OF THIS ARTICLE OF ORGANIZATION

Name: Ndye Njie  
Designation: *President*  
Address: 22 Spur View Estate, Off Spur Road,  
Freetown, Sierra Leone

Name: Bidemi Carrol  
Designation: *Vice President*  
Address: 87b, Main Motor Road, Wilberforce,  
  
Freetown, Sierra Leone

Name: Fatmata Caulker  
Designation: *General Secretary*  
Address: 22 College Road, Congo Cross  
Freetown, Sierra Leone

Name: Sidratu Koroma  
Designation: *Treasurer*  
Address: Taylor Woodrow Compound, 5 Loop Road, Wilberforce  
Freetown, Sierra Leone

Name: Ann Janneh  
Designation: *Asst Treasurer*  
Address: 2a Scan Drive  
Freetown, Sierra Leone

Name: Adrian Labor  
Designation: *Public Relations*  
Address: 87b, Main Motor Road, Wilberforce,  
Freetown, Sierra Leone