

DEVELOPMENT FOR HUMANITY



DEH CAMEROON

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JUNE 2008

**MINUTES OF THE CONSTITUENT MEETING OF THE Development For Humanity
(DEH) (ASSOCIATION) IN Cameroon, HELD ON THE 11th January 2006 at
Bamenda.**

Meeting at **Bamenda** on the **11.01.2006** with the intention of forming a non-profit, pro poor development-oriented association, we, the members present, signatories of these minutes and founding members of this common initiative group have adopted the following resolutions:

RESOLUTION 1

On the **11.01.2006** at **Bamenda** was held the general constituent meeting of the non-profit making development oriented common initiative group named the **Development For Humanity** with the nick-name (abbreviation): **DEH** governed by law No 90/053 of 19/12/90.

DEH's mission is to enhance sustainable development in poor Rural and Urban communities, especially for the most underprivileged group by participating in, promoting and encouraging a just, holistic, interdisciplinary, integrated, and multidimensional approach to sustainable human development.

Its area of jurisdiction covers The National Territory of Cameroon. Its head office is situated in **Bamenda** with a Branch Office in **Babungo- Babessi** all in the North West Province of Cameroon. Its contact addresses shall be as follows.

Head Office

P.O Box 5044 Nkwen, Bamenda

Tel: (237)77351605

Email:

Website (in process):

Babungo Branch office

P.O.Box 06 Ndop

Tel: (237)77286969



26 SEPT 2006

RESOLUTION 2

During the meeting, the Articles of Association of the Association were adopted by 6 members out of the 6 members present.

The following person has been designated as Director General adopted by 5 members out of 6 members present.

Name: **Balgah**

First name: **Roland Azibo**

Profession: Socio-economist

Address: P.O Box 5044 Nkwen, Bamenda

Tel: (237)77351603

RESOLUTIONS 3

The following were elected to be officials of the Association adopted by 5 members out of 6 members present:

S/N	Names & First name	Position	Qualification/profession	Signature
1	T.John Tumenta	Deputy Director General	Diploma Nursing (Medical Personnel)	
2	Ndifon Regular Ting	Programs Coordinator	(Socioeconomist)	
3	Achangoh Prisley Akauma	Sustainable livelihood Development Officer	Diploma Vet Med; HND Animal Production (Livestock production Expert)	
4	Nthaka Lucy Thrimemu	Women Empowerment Officer	Diploma Education, HND Tropical Agric (Agricultural Educationist)	
5	Nchang Evangeline	Administrative Secretary	BSC Accounting and Finance (Accountant)	

Done at Bamenda on the 11.01.2006

ARTICLES OF ASSOCIATION FOR DEVELOPMENT FOR HUMANITY (DEH)

ARTICLE1: CREATION AND NAME

- 1.1.An Association is hereby created on this day 11th day of January 2006 amongst the undersigned persons and those who will subsequently become members thereof
- 1.2.The Association shall be governed by the provisions of Law No 90/053 of 19th December 1990 and its subsequent Decree of implementation.
- 1.3.This Association shall be called **Development for Humanity** and abbreviated as **DEH**

ARTICLE 2 OBJECTIVES AND AREA OF JURISDICTION

2.1. The objective of the Association shall be to: **Enhance Sustainable Development in Poor Rural and Urban communities, especially for the most underprivileged groups by participating in, promoting and encouraging a just, holistic, interdisciplinary, integrated, and multi-dimensional approach to Sustainable human development.**

FINANCIAL YEAR: THE FINANCIAL YEAR SHALL BEGIN ON 1ST JANUARY AND END ON 31ST DECEMBER EACH YEAR.

2.2 The area of jurisdiction of the association shall be Cameroon.

ARTICLE 3: LIFE AND HEAD OFFICE

The Association shall exist for 99 years. Its head office shall be situated in **Bamenda with a branch office in Mbenjeh-Babungu, all in the North West Province of Cameroon.**

ARTICLE 4: MEMBERSHIP

Any natural person may become a member of the association provided that:

4.1. His/her written application addressed to the Director General, in which the applicant undertakes to use the services and facilities of the Association or part of the transactions that may be carried out through it, or offering his services for the Development of Humanity is approved by the Board of Directors.

4.2. He/she pays a non-refundable registration fee as well as annual contributions as specified in the internal rules and Regulations.

4.3. He/she must be mentally and or physically fit.

4.4. He/she accepts to respect the internal rules and regulations.

4.5. Founding members are not subjected to the provisions of article 4.1 above.

Non-member users shall not part in the management or administration of the Association

The non-member users shall not receive bonuses on allowances but may benefit from the services provided by the organization.

ARTICLES 5: RIGHTS OF MEMBERS

Any member duly registered in the updated register of members shall have the rights to:

- Attend general meetings; participate in decisions taken at such meetings.
- Use the services and facilities of the Association in strict conformity with the objectives of the organization.
- Withdraw from the Association at the end of the period of his/her commitment, thereto.
- Defend his/her self in the event of a suspension or an expulsion
- Vote and be voted in a democratic manner into bodies/committees of the subject to the provisions of law No 90/053 of 19/10/90. Voting shall be by one member, one vote, and by proxy
- Share in the surpluses and bonuses arising from the operations of the association

ARTICLE 6: MEMBERS OBLIGATION

Each member duly registered in the updated register of members is obligated to

- Comply to the articles of associations, internal rules and regulations, the law and Decrees relating with the formation and existence of non-profit, non-governmental organizations.
- Attend all meetings duly convened for its members, participate fully without discrimination in decision making and abide by the decision duly arrived at by the majority of members present.
- Make use of the services and facilities of the Association in accordance with the commitment he/she made at the time of registration as a member.
- Pay any statutory fines resulting from non-compliance with the article of association, internal rules and regulations or from non-fulfilment of business commitments
- Not to become a member of another Non-Governmental Organization with similar objectives as those of DEH, within the same area of jurisdiction.
- Annual dues of **25,000 FRS CFA**, payment provided for in article of association/internal regulations.
- Share in the liability for the debts incurred by the Association even on refusal to continue as a member before the expiring of the member's contract. Such a liability for the debts shall be in proportion to the member's accrued benefits.



ARTICLE 7: WITHDRAWAL OR TERMINATIONS OF MEMBERSHIP

A member shall cease to be a member:

- In the event of death or proven permanent mental illness.
- When the duration of existence of the Association expires or is liquidated.
- Through expulsion or termination by a majority decision of the general meeting of members.

Nevertheless any member may withdraw from the Association at the end of the period of his/her commitment thereto. If he/she wishes to renew, he/she will have to:

Re-apply to the Board of Directors.

Meet up with the current conditions for registration.

However, if any member wishes to withdraw before the end of his/her period of commitment, he/she must fulfil the following conditions:

- Give at least a two months' notice in advance addressed through the Director General to the Board of Directors of the organization.
- Clear all his/her financial obligations vis-à-vis the organization.



ARTICLE 8: EXPULSION AND SUSPENSION

The management of the Association shall decide on the expulsion or suspension of a member after a notice period of two months, which shall be written and must specify the reasons thereof. However, for a decision to expel or suspend a member to be valid, two-thirds of the association's executive must be present and the decision shall be validated or repealed by at least two-thirds majority of the voting members present during the expulsion meeting.

ARTICLE 9: LIABILITY OF THE RESIGNED OR EXPELLED MEMBER

Any member who ceases to be a member of DEH for whatever reason(s) shall be held liable for a period of 2 years for all debts existing at the time he/she left the Association

A member who withdraws or is expelled shall be entitled to the refunding of his/her dues subject to the deduction of any debts contracted with the association or fines and penalties provided for by the articles of association, the internal rules and regulations or as may be decided by the general meeting of members of at least 2/3 (two-thirds) majority of voting members present.

ARTICLE 10: FINES

Offences committed by members and corresponding fines shall be specified in the internal rules and regulations as decided on by the general meeting of members or the delegated administrative unit.


ARTICLE 11: ORGANIZATION AND FUNCTIONING

11.1. The general meeting of members shall comprise all registered members and be the supreme organ of the (Association). Its decision shall be binding on all members. It shall be convened by the Director General, or at the written request to the latter, of at least two-thirds of the Executive or two-thirds of its members.

Besides the Constituent General Meeting the Association members may hold an ordinary general meeting, which shall be convened at least once yearly, or an extra-ordinary general meeting which shall be convened for specific purposes.

The term of office of each official shall be three years and renewable once. This does not hold true for staff members.

The general meeting of members shall be responsible for:

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- a. Declaring the status of its self.
 - b. Freely mending, adopting its agenda, internal rules and regulations, Bye-laws and democratically electing its officials in a general meeting of at least 2/3(two-thirds) majority of the voting members, as specified in the internal rules and regulations.
 - c. Properly managing, funding and controlling the activities of the organization.
 - d. Fixing the investment and placement ceiling for the Association
 - e. Deciding on the volume of transaction the Association may carry out with non-members, partners and beneficiaries.
 - f. Spreading the activities of different sectors in Sustainable Development on basis of the interest of members, partners and beneficiaries.
 - g. Imposing equitable fines or other forms of sanctions on the members for any violations of the by-laws or contracts entered into within the frame work of the group activities.
 - h. Freely determine the area of jurisdiction, head office, according to activities and interest of the group, independently of administrative boundaries.
 - i. Ratifying and amending the by-laws which have been duly rejected by the Registry owing to noncompliance with the law and regulations in force.
 - j. Requesting and investigation where necessary.

- k. Adopting the budget for the association.
- l. Electing a committee of internal auditors of at least three members as need arises.
- m. Deliberating and resolving on any other issues(s) submitted to it by the staff or the members.

The General meeting shall be convened by Director General, at least 21 (twenty-one) days before the date it is expected to hold.

Notwithstanding the provisions of the paragraph above, the extra-ordinary general meeting:

- May be convened at least 10(ten) days before the day it is expected to hold;
- Or hold immediately if at least two-thirds of the day it is expected to hold.

The convening notice shall mention the date, time and place of the meeting. The notice shall be displayed at the head office and branch offices of the association. Members may also be notified of the meeting individually or through all the usual means of information or public broadcasting.

The General Meeting shall require a quorum of at least 2/3 of the registered members on the date of the meeting, and decisions shall be taken by a simple majority.

Extra-Ordinary General Meeting

Extra-ordinary General Meeting shall be convened for special purpose as when necessary. The extra-ordinary General Meeting shall require a quorum of at least half of the registered members on the date of the meeting while decisions shall be taken by two-third majority.

If the quorum is not attained, a second meeting shall be convened within 15 (fifteen) days following the first meeting. In such a case, it may validly conduct business, regardless of the number of members present or having a proxy.

The majority rules provided for, in each case shall remain applicable.

Ad hoc Management committee may be set up within the association to counsel, assist or carry out specific assignments for one or more purposes for a given period.

Members appointed to the Ad hoc committee Management committee shall be on the basis of their competence in the management and administration of the association's undertakings as well as consultants chosen as a result of their competence.

This committee shall report on its mission in writing to the executive or general meeting within the prescribed time limit.

11.2. Absent members. The condition for representing absent members at General Meetings shall be as follows:

- The number of absent member(s) that a member may represent shall be only one.
- An absent member may be represented by another registered member only.
- Proof of representation shall be in writing, addressed to the Director General of the Association.

11.3. ASSOCIATION OFFICIALS.

- The officials of the Association shall be employed, appointed or democratically elected, from amongst the members through a secret ballot or show of hand, agreed upon by members before voting commences.
- They shall have specific contracts with the duration indicated in the contract agreement. They may keep their jobs for as long as is deemed necessary for the interest of the association.
- The officials may meet as often as required by volume of work, and not less than once every 3 (three) months.
- In the event of death, resignation or withdrawal for any reason of one or more officials, the Board of Directors shall replace them provisionally. The Association executive may not exercise such right unless the members of posts. Such provisional replacement shall be subject to ratification by the next general meeting and the members(s) appointed shall complete the term of the official he/she replaces.

They shall be designated as follows:

- Director General
- Deputy Director General
- Administrative Secretary
- Programs coordinator
- Program officers



11.4. The responsibility of each Association official shall be as follows:

11.4.1. THE DIRECTOR GENERAL

- Be of good temperament, honest, with leadership qualities and having good knowledge of all areas of operation and missions of the associative.
- Must keep an up to date contacts with partners.
- Shall represent the Association in all of civil life

d. Maintain accounts of individuals' member contribution and donations received, as well as write reports

e. Must within 2(two) months following the decision or approval, forward in writing to the board of directors:

- Any changes within the staff situation of the association

- The reports and accounts of the financial position of the group drawn up periodically

f. Convenes and Chairman all General/ Extra-ordinary general meetings and other meetings as deemed necessary

g. Must inform members and BODs regularly as concerns the management of the Association's activities as well as ensure the smooth functioning of the Association.

h. Approves all expenditures

i. Signs bank cheques

j. Casts a second vote in case of tie of votes casts



11.4.2. THE DEPUTY DIRECTOR GENERAL

a. In case of absence or inability, to preside over any meeting duly convened by the director, his deputy shall chairman or preside over the said meeting

b. Shall assist the director on administrative matters and shall be directly responsible for the smooth functioning of the Branch Office in Babungo

11.4.3. ADMINISTRATIVE SECRETARY

a. Shall maintain a clear financial record of all financial transactions of the Association and statement of accounts/financial reports to partners.

b. Shall prepare other administrative documents for the association (brochures, reports, invitations etc.) upon assignment by Director General

c. Act as the general secretary in the association's main office and a secretary to the Director General.

d. Shall handle all administrative matters of the association (Salaries, NSIF, Taxes, etc.)

e. Shall be one of the signatories to the organization's Bank account

11.4.4. PROGRAMS COORDINATOR

- a. Shall be directly involved in the formulation of project with communities for funding by partners
- b. Upon delegation negotiate with partners and communities on behalf of the organization
- c. In charge of elaborating a plan and overseeing together with the Director General, the successful implementation hitherto.
- d. Shall set up and implement a monitoring system for the association and its projects
- e. Oversee the activities of different projects officers

11.4.5 Projects officers

- Shall be responsible for the effective implementation, monitoring and reporting of their different projects

11.5. Decisions for investments or placements shall be subject to the approval of the Board of Directors of at least 2/3 (two-third) majority of voting members present.

11.6. The procedure for changing the legal status of the Association shall be decided at the statutory meeting for at least 2/3 (two-thirds) majority voting members present convened for that purpose and shall comply with the regulations in force.

11.7. The decision to expand its area of jurisdiction shall be taken in a general meeting of at least 2/3 (two-thirds) majority voting members present convened for that purpose.

ARTICLE 12: NETWORKING OR COLLABORATION WITH OTHER PARTNERS (CIGS, CBOS, NGOS, GOVERNMENT, MULTILATERAL ORGANIZATIONS, ETC).

The decision to Network with any other partner shall be taken by the Director General.

However, the BODs must be informed and has the right to accept or reject such a decision.

ARTICLE 13: SPLITTING MERGING TRANSFORMATION AND DISSOLUTION

13.1. The Association may in the interest of its members, or for the purpose of achieving its objectives, decide to merge with another group, split, be transformed into another type of society/organization/institution or decide on an early dissolution. Such a decision shall be taken during an Extra-ordinary general meeting of at least 2/3 majority of voting members expressly convened for that purpose.

13.2. Such a decision shall at the same time decide on the transfer of assets and liabilities of the association to another charitable social organization within the Republic of Cameroon that has similar objectives.

13.3. The procedures for merging or spitting shall be implemented as laid down in the relevant sections of the law and in the Decree of implementation.

13.4. The Association may be dissolved by a decision taken in a statutory meeting of at least 2/3 majority of voting members convened expressly for that purpose in the event of:

- Expiry of the contractual period of the Association except where an extension is decided on by the said meeting.
- Cessation of all main regular activities of the Association for a long period of time.
- For any other reason deemed valid by the general meeting of members

13.5. In case of voluntary dissolution the statutory meeting of members shall hand over the properties to the qualified government service with similar responsibilities, after paying off any existing debts or claims.

ARTICLE 14: FINANCIAL RESOURCES




The financial resources of the Association shall be derived from:

- Registration fees.
- Members' Annual dues

ARTICLE 15: MEMBERS ACCESS TO THE NGO RECORDS

Members shall be free to consult the records/documents of the Association upon a written application addressed to the Director General, stating the reasons for the verification exercise. Otherwise information will be provided in annual meeting or via the internet.

Signatures of founding members.

N°	NAME	ID CARD NUMBER	SIGNATURE
1	Balgah Roland Azibo	100870050	
2	Ndifon Regular Ting	102283835	
3	Achangoh Prisley	105130791	
4	Nthaka Lucy Thrimemu	101466282	
5	Nchang Evangeline	102740939	
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FOR THE PREFECT OF MEZAM
AND BY DELEG
THE 2nd ASSISTANT PREFECT




Numa Charles
Executive Officer

26 SEP 2008