

The Supreme Constitutional and Governing Document of BCF-SL,2025

BANDAMA CHARITY FOUNDATION SIERRA LEONE

CONSTITUTION

The Supreme Constitutional and Governing Document of BCF-SL

Adopted: 25 August 2023 | Revised: January 2025 | Effective: Upon Adoption

Organisation: Bandama Charity Foundation Sierra Leone (BCF-SL)

Motto: Save Lives

Slogan: Empowering Communities Through Service

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Legal Status: Non-Profit, Non-Governmental, Charitable Organisation — Sierra Leone

Supremacy: This Constitution is the supreme governing document of BCF-SL, superseding all previous instruments. It is binding on all officers, trustees, directors, members, staff, and stakeholders.

PART I: PREAMBLE

We, the Founders and Members of the Bandama Charity Foundation Sierra Leone, inspired by an enduring spirit of compassion, unity, and service to humanity, and fully conscious of the urgent need to uplift vulnerable communities and uphold the dignity of every individual across Sierra Leone and beyond, do hereby establish this Constitution as the supreme and overriding framework for the governance, accountability, and collective action of BCF-SL.

Driven by a shared determination to advance education, health, community development, technology, agriculture, innovation, climate resilience, empowerment, and social justice and steadfastly committed to the principles of transparency, equity, integrity, and inclusive service we adopt this Constitution to ensure that every operation of BCF-SL is conducted with professionalism, responsibility, and unwavering dedication to the welfare of humanity.

With faith in our shared vision, and hope for a transformed Sierra Leone where every individual has the opportunity to live with dignity and purpose, we hereby ordain, enact, and solemnly adopt this Constitution to guide the structure, leadership, mission, and conduct of the Bandama Charity Foundation for present and future generations.

PART II: FUNDAMENTAL PRINCIPLES

Article 1: Supremacy of the Constitution

This Constitution is and shall remain the supreme governing document of the Bandama Charity Foundation Sierra Leone. All decisions, actions, and conduct of BCF-SL its officers, trustees, directors, employees, members, volunteers, and partners must be fully consistent with the provisions of this Constitution. Any resolution, act, or policy that is inconsistent with this Constitution is void and of no legal effect.

Article 2: Accountability and Transparency

All activities, decisions, financial management, and governance of BCF-SL shall be conducted to the highest standards of accountability and transparency. BCF-SL is unconditionally committed to open and honest reporting to its beneficiaries, members, donors, government authorities, and the public. No aspect of BCF-SL's operations may be conducted in a manner that conceals, misrepresents, or obscures its activities or the use of its resources.

Article 3: Non-Discrimination

BCF-SL shall operate without any form of discrimination on the basis of race, gender, religion, disability, age, ethnicity, tribe, national origin, political opinion, marital status, HIV status, sexual orientation, or socioeconomic status. Equal access to BCF-SL's services, employment, leadership, and opportunities is guaranteed for all persons, in accordance with BCF-SL's Anti-Discrimination Policy and applicable Sierra Leone law.

Article 4: Partnership and Collaboration

BCF-SL recognises that its mission cannot be achieved through isolated effort. The Foundation shall actively seek, build, and sustain collaborative relationships with government bodies, national and international NGOs, UN agencies, development partners, academic institutions, the private sector, and community-based organisations pooling resources, expertise, and knowledge to maximise sustained impact for the communities BCF-SL serves.

PART III: IDENTITY AND PURPOSE

Article 5: Name and Legal Identity

The organisation established under this Constitution shall be known as the Bandama Charity Foundation Sierra Leone (hereinafter referred to as "the Foundation", "the Charity", or "BCF-SL"). BCF-SL operates as a non-profit, non-governmental, charitable organisation dedicated to the pursuit of its stated mission and objectives. The full name Bandama Charity Foundation Sierra Leone represents BCF-SL's legal, operational, and public identity in all undertakings, partnerships, correspondence, and activities whether within Sierra Leone or internationally.

Article 6: Crests, Colors, and Symbols

6.1 Official Crest

BCF-SL's official crest features a bold inscription of the organisation's name accompanied by a symbol of two clasped hands, encircled by BCF-SL's official colors green, white, blue, and purple. The crest symbolizes unity, collaboration, solidarity, and BCF-SL's enduring commitment to fostering trust across Sierra Leone's diverse communities. Any modification to the crest requires approval by majority vote of the Governing Board.

6.2 Official Colors and Their Significance

Color	Symbolism	Connection to BCF-SL's Mission
Green	Growth, renewal, and sustainability	BCF-SL's commitment to sustainable development and creating lasting opportunities for underserved communities across Sierra Leone
White	Purity, transparency, and inclusivity	BCF-SL's ethical standards, accountability, and vision of an equitable society where all persons are treated with equal dignity
Blue	Peace, hope, and stability	BCF-SL's aspiration for a harmonious, stable Sierra Leone where vulnerable individuals' children, the elderly, persons with disabilities can thrive with dignity
Purple	Compassion, wisdom, and resilience	BCF-SL's empathy-driven approach to societal challenges and its focus on empowering individuals and communities to overcome adversity

7.1 Mission

To improve lives and transform communities through innovative, sustainable, and inclusive programmes in health, education, empowerment, agriculture, climate change, innovation, disability inclusion, rehabilitation, and social justice leaving no one behind.

7.2 Vision

To build a sustainable, inclusive, and empowered society where all individuals regardless of background, gender, disability, or circumstance have equal access to opportunities for growth, dignity, and wellbeing.

7.3 Charitable Objectives

The primary charitable objectives of BCF-SL are as follows:

- To mobilize resources to ensure equitable access to nutritious and healthy food for vulnerable and food-insecure populations.
- To facilitate educational opportunities for underprivileged children and youth, enabling them to realise their full potential.
- To advocate for and protect the rights of children, fostering environments conducive to their holistic development, safety, and wellbeing.
- To provide substantial aid, resources, and support to alleviate the conditions of impoverished individuals and families.
- To extend assistance to homeless and shelter-deprived individuals, with the aim of restoring dignity and opening pathways to self-sufficiency.
- To offer care, support, and appropriate services to elderly individuals, recognising and honouring their invaluable contributions to society.
- To establish and maintain accessible, affordable medical facilities and healthcare services for economically disadvantaged communities.
- To provide comprehensive rehabilitation and recovery services for individuals struggling with addiction, supporting their reintegration into community life.
- To address the specific needs of persons with disabilities, ensuring their access to essential resources, equal opportunities, and full social inclusion.
- To extend targeted support and assistance to widows, equipping them with resources and opportunities to enhance their quality of life and achieve economic independence.
- To provide care, nurturing, education, and opportunity to orphaned and vulnerable children, giving them the foundation for a brighter and more hopeful future.

All objectives shall serve as the guiding principles for every activity and initiative undertaken by BCF-SL. BCF-SL shall achieve these objectives by mobilising financial, material, and human resources through partnerships with local, national, and international stakeholders conducting all activities in compliance with ethical standards and applicable Sierra Leone law.

7.4 Motto

BCF-SL's guiding motto is: "SAVE LIVES." In alignment with this motto, BCF-SL is committed to addressing the comprehensive needs of widows, orphans, persons with disabilities, individuals in addiction recovery, the elderly, and economically disadvantaged individuals in need of healthcare and education. BCF-SL shall: safeguard the rights and dignity of all beneficiaries; address both the immediate and long-term needs of those it serves; and foster an equitable and inclusive society where all individuals have the opportunity to thrive with dignity.

7.5 Strategies

Strategic Priority	Approach and Commitment
Community-Centred Development	Engage communities directly in identifying needs and co-designing solutions that address social, economic, and environmental challenges. Implement grassroots programmes that empower individuals and families.
Advocacy and Awareness	Champion the rights of vulnerable groups children, the elderly, persons with disabilities to secure their inclusion in national policies. Raise public awareness on social justice, equity, and community solidarity.
Sustainable Programmes	Design and implement long-term projects in education, healthcare, and skills development that create lasting, community-owned impact, integrating environmentally sustainable practices throughout.
Partnerships and Collaboration	Build strategic partnerships with local and international organisations, government bodies, and private sector actors to amplify impact and share resources and best practices.
Capacity Building and Empowerment	Deliver vocational training, capacity-building initiatives, and entrepreneurship support to equip individuals with skills for sustainable self-sufficiency and economic independence.
Transparency and Accountability	Ensure all operations are fully transparent and in compliance with applicable regulations. Report regularly and comprehensively on outcomes, financial management, and performance.
Emergency Support Services	Establish and maintain rapid response mechanisms to support communities during crises natural disasters, health emergencies, and economic hardships with timely, dignified relief.

7.6 Core Values

Core Value	Definition
Compassion	A commitment to care for and uplift the most vulnerable in society, treating every person with dignity and unconditional respect.
Equity	Striving for fairness and justice in all programmes, ensuring equal opportunities and access to resources for all, regardless of background or status.
Integrity	Upholding honesty, transparency, and accountability in all operations, maintaining the trust of stakeholders, beneficiaries, and the public.
Collaboration	Working in active partnership with communities, donors, and organisations to amplify impact and achieve shared development goals.
Empowerment	Providing individuals and communities with the tools, resources, and opportunities needed to foster self-reliance and lasting resilience.
Innovation	Encouraging creative, evidence-based, and adaptive solutions to address emerging societal challenges effectively and efficiently.
Sustainability	Implementing environmentally and socially sustainable practices in all projects, ensuring long-term benefits for current and future generations.
Inclusivity	Embracing diversity and actively dismantling barriers that prevent full participation and representation in BCF-SL's programmes and governance.
Resilience	Supporting individuals and communities in overcoming adversity, building strength and perseverance for a better quality of life.
Service Excellence	Striving for measurable excellence in programme design, implementation, and delivery to generate meaningful and lasting outcomes for beneficiaries.

7.7 Programme Activities

BCF-SL delivers impact through the following categories of activities:

Community Development

Implementing grassroots initiatives to improve living standards in underserved communities; constructing and rehabilitating community infrastructure schools, health centres, water systems; and organizing environmental conservation campaigns.

Education and Training

Providing scholarships and educational materials for vulnerable learners; supporting school infrastructure development; and delivering skills training workshops in tailoring, carpentry, farming, ICT, and small business management.

Healthcare Support

Organizing free medical outreach and health screening programmes; distributing essential health supplies; providing nutritional support to malnourished children and the elderly; and strengthening community health worker networks.

Youth Empowerment

Engaging young people in leadership development and mentorship; offering vocational training and entrepreneurial support; and hosting sports, cultural, and civic events to promote unity, talent development, and mental wellbeing.

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Support for Vulnerable Groups

Assisting orphaned and vulnerable children with food, clothing, and shelter; running support programmes for elderly individuals; and providing rehabilitation, counselling, and reintegration services for persons recovering from addiction.

Emergency and Humanitarian Relief

Delivering timely aid during crises natural disasters, health pandemics, conflict-related displacement including temporary shelter, food supplies, and other essential emergency relief.

Economic Empowerment

Facilitating microfinance and small grants for women and entrepreneurs; promoting sustainable agriculture through training and improved techniques; and supporting cooperative economic development.

Advocacy and Awareness

Promoting awareness of social justice, human rights, gender equality, child protection, and mental health; and advocating for policy changes to include vulnerable groups in national development.

Social and Cultural Engagement

Organizing community and cultural events, festivals, and award ceremonies; and encouraging cultural preservation through storytelling, music, and traditional arts.

Monitoring, Evaluation, and Learning

Regularly assessing programme impact for effectiveness and accountability; and incorporating beneficiary and stakeholder feedback to drive continuous programme improvement.



**BANDAMA
CHARITY
FOUNDATION**

Article 8: Governing Board — Establishment, Composition and Authority

BCF-SL shall be governed by a Governing Board, which serves as the highest decision-making authority of the organisation. The Governing Board holds ultimate constitutional authority for BCF-SL's strategic direction, governance, financial stewardship, accountability, and legal compliance. All other governance bodies including the Board of Trustees and the Board of Directors derive their authority from, and are constitutionally accountable to, the Governing Board.

8.1 Composition — Seven Member Board

The Governing Board shall consist of seven (7) members, each holding a defined governance portfolio. Members serve voluntarily as fiduciaries of BCF-SL's charitable mission and may not receive remuneration for their Board service.

Position	Governance Portfolio	Primary Accountability
Chairperson	Strategic leadership; Board facilitation; external representation	BCF-SL members and all stakeholders
Vice Chairperson	Supports the Chairperson; deputises in the Chairperson's absence	Chairperson and Governing Board
Secretary	Records management; compliance calendar; Board communications	Chairperson and Governing Board
Treasurer	Financial oversight; budget review; audit oversight; financial policy	Chairperson; Governing Board; donors
Director of Programs & Strategy	Programme governance; strategy implementation; outcome oversight	Programs Director; Governing Board
Director of Partnerships & Resource Mobilisation	Fundraising governance; partnership policy; donor relations oversight	Executive Director; Governing Board
Director of Monitoring, Evaluation & Compliance	Performance oversight; evaluation governance; legal compliance	M&E Unit; Internal Audit; Governing Board

8.2 Mandate and Responsibilities

- Formulate, review, and approve BCF-SL's organisational policies and governance procedures.
- Develop and approve BCF-SL's strategic plans, annual budgets, and operational priorities.
- Appoint, support, and hold accountable the Executive Director; conduct the annual CEO performance review.
- Monitor and evaluate the effectiveness of BCF-SL's programmes and operations against approved plans.
- Ensure full legal and regulatory compliance, including all statutory filings and notifications.
- Ensure transparency, accountability, and ethical conduct across all of BCF-SL's activities.

8.3 Meetings and Decision-Making

- The Governing Board shall meet at minimum four times per year; the Chairperson may call additional meetings.
- Quorum is a simple majority of serving Board members.
- Decisions are made by majority vote. Each member holds one vote. The Chairperson holds a casting vote on a tie.
- Minutes of all meetings are maintained by the Secretary and confirmed at the following meeting.
- Annual reports on Board activities, including financial statements, are submitted to members and regulatory authorities.

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8.4 Succession and Continuity

- In the event of the Chairperson's temporary incapacity or absence, the Vice Chairperson shall assume all Chairperson responsibilities until the Chairperson recovers.
- In the event of permanent departure, death, or permanent incapacitation, the Vice Chairperson serves as Acting Chairperson for a maximum of three months while the Governing Board appoints a new Chairperson by resolution.

8.5 Amendment of Governing Board Provisions

Any amendment to the provisions governing the Governing Board must be approved by a two-thirds majority of serving Board members. All amendments must remain consistent with BCF-SL's charitable mission and objects.

Article 9: Board of Trustees — Supreme Governance Authority

BCF-SL shall establish and maintain a Board of Trustees as the supreme governing and oversight authority of the organisation. The Board of Trustees integrates the strategic leadership of the Governing Board with the executive oversight of the Board of Directors, providing unified constitutional governance. The Board of Trustees holds ultimate fiduciary responsibility for BCF-SL's mission, resources, reputation, and legal compliance.

9.1 Composition

The Board of Trustees shall comprise all members of the Governing Board and all Directors of BCF-SL. The Board shall consist of a minimum of three (3) Trustees, and shall at all times include BCF-SL's Founding Members as full Trustees.

Role	Held By	Responsibilities
Chairman	Chairperson of the Governing Board (CEO)	Presides over all Board of Trustees meetings; provides overall constitutional leadership; represents BCF-SL at the highest level
Vice Chairman	HR Director (Chairman, Board of Directors)	Supports the Chairman; leads the Board of Directors function; deputises as Chairman when required
Secretary	Secretary of the Governing Board	Maintains all Board of Trustees records, minutes, and constitutional documents

9.2 Functions, Meetings and Removal

- Provide strategic oversight; approve policies; ensure financial stewardship; ensure legal compliance; appoint and evaluate senior leadership.
- Trustee meetings shall be held at minimum twice per year; quorum is two-thirds of serving Trustees.
- Trustees are appointed by resolution of existing Trustees and may be removed for misconduct, non-performance, or inability to serve.

Article 10: Board of Directors — Executive Management Body

BCF-SL shall establish a Board of Directors as the executive management and operational leadership body of the organisation. The Board of Directors is responsible for managing, implementing, and coordinating all BCF-SL programmes, operations, and administrative functions. It operates under the strategic authority of the Governing Board and Board of Trustees, to which it is fully accountable.

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10(a) Composition and Leadership

The Board of Directors shall comprise all Directors of BCF-SL, each leading a defined operational department:

Director	Department	Board of Directors Role
HR Director	Human Resources Management Department	Chairman of the Board of Directors
Internal Risk & Audit Director	Internal Risk & Audits Department	Vice Chairman
Legal & Media Communication Director	Legal & Communication Department	Secretary
Programs Director	Programs Department	Member
Finance Director	Finance Department	Member
IT Director	Information Technology Department	Member
Procurement Director	Procurement Department	Member
Health & Safety Director	Health & Safety Department	Member

10(b) Responsibilities

- Implement all strategies, policies, and programmes approved by the Governing Board and Board of Trustees.
- Manage BCF-SL's day-to-day operations; prepare and execute annual budgets and work plans.
- Ensure compliance with all applicable laws, regulations, and donor requirements at all times.
- Coordinate cross-departmental activities; supervise all staff and field operations; develop internal systems and procedures.
- Submit monthly operational reports and quarterly performance reports to the Board of Trustees.

10(c) Leadership Continuity

In the event of the Chairman's (HR Director's) temporary incapacity or absence, the Vice Chairman (Internal Risk & Audit Director) shall serve as Acting Chairman until the Chairman resumes duties. In the event of a permanent vacancy, the Governing Board shall appoint a new Chairman within three months.

Article 11: Executive Director — Chief Executive Officer

The Executive Director is BCF-SL's chief executive and primary accounting officer, appointed by the Governing Board and accountable to both the Governing Board and the Board of Trustees. The Executive Director is responsible for: implementing all Board-approved policies and strategies; managing BCF-SL's day-to-day operations, staff, and resources; external representation and stakeholder engagement; and submitting regular, comprehensive reports to the Governing Board and Board of Trustees.

11.1 CEO Succession and Continuity

- The Founder/CEO may nominate a successor or Acting CEO in the event of incapacity, resignation, or death. Such nomination shall be presented to the Board of Directors for formal ratification.
- In the absence of a nominated successor, the Board of Directors shall appoint an Acting CEO from among the Directors or Senior Managers within five working days.
- The Acting CEO shall serve until a permanent CEO is appointed through the constitutional recruitment and appointment process.

Article 12: Covenant Council — Ethical Governance and Sacred Oaths

BCF-SL shall maintain a Covenant Council as its ethical governance body, responsible for administering and upholding the sacred oaths of the Foundation, safeguarding BCF-SL's foundational values, and ensuring the highest standards of integrity and ethical conduct across the organisation. The Covenant Council operates as an independent body within BCF-SL and reports directly to the Governing Board.

12(a) Composition

- I. The Covenant Council shall be composed of three (3) members referred to as Guardians of the Covenant.
- II. BCF-SL's Legal Advisor shall automatically serve as the head of the Covenant Council, titled the Covenant Chancellor.
- III. The Covenant Chancellor shall nominate two (2) additional Trustees to serve as Guardians, subject to Governing Board approval.

12(b) Responsibilities

- I. Administer Sacred Oaths to all trustees, Board members, senior staff, and relevant stakeholders of BCF-SL.
- II. Uphold the moral and ethical obligations of BCF-SL's vision, mission, and foundational values.
- III. Enforce compliance with the Sacred Oaths and recommend action to the Governing Board in cases of violations.
- IV. Maintain a formal record of all oaths administered; meet quarterly or as required; quorum is two members.

PART V: DEPARTMENTAL GOVERNANCE

Article 13: Establishment of Departments

BCF-SL hereby establishes and recognises the following eight (8) departments as the official operational arms of the organisation. Each department carries out its functions in alignment with BCF-SL's mission, strategic objectives, humanitarian values, and donor compliance requirements. All departmental activities are subject to oversight by the Governing Board.

Department	Primary Operational Function
Human Resources Management Department	Workforce planning, recruitment, staff development, performance management, and employee welfare
Finance Department	Financial management, budgeting, accounting, donor fund management, payroll, and financial reporting
Programs Department	Programme planning, design, implementation, M&E, community engagement, and impact evaluation
Internal Risk & Audits Department	Internal audit, risk assessment and management, fraud detection, compliance, and governance oversight
Health & Safety Department	Workplace safety, evacuation planning, resilience, disaster management, and infection control
Information Technology (IT) Department	Systems management, cybersecurity, data protection, digital transformation, and IT support
Legal & Communication Department	Legal compliance, policy review, public communications, documentation, and media management
Procurement Department	Transparent, competitive procurement of goods, services, and works; asset and vendor management

Article 14: Appointment, Tenure, Oath and Conduct of Department Directors

Each Department shall be led by a Director appointed by the Governing Board through a merit-based evaluation of qualifications, leadership integrity, and commitment to BCF-SL's humanitarian values. Directors serve a term not exceeding four (4) years per department, renewable once based on performance evaluation. A Director may serve in a different department after rotation, subject to fresh appointment.

14.1 Director's Oath of Office

Upon appointment, every Director shall take the following Oath of Office before assuming duties. Failure to take the oath renders the appointment incomplete and without effect.

DIRECTOR'S OATH OF OFFICE

I, [Full Name], having been duly appointed as Director of [Department Name] of Bandama Charity Foundation Sierra Leone, do solemnly affirm:

That I shall execute my duties with honesty, dignity, and unwavering respect for humanity.

That I pledge to uphold transparency, safeguard donor funds, and act at all times in the best interest of beneficiaries without discrimination.

That I commit to protecting the confidentiality of sensitive information, safeguarding children and vulnerable persons from harm, and rejecting corruption, fraud, or any abuse of authority in any form.

That I accept full accountability to the Governing Board and affirm my loyalty to BCF-SL's mission, vision, and core values.

So, help me God / So I affirm.

14.2 Grounds for Suspension or Removal

- Breach of ethical conduct or violation of BCF-SL's humanitarian principles.
- Mismanagement of resources or violation of donor or organisational trust.
- Failure to comply with oversight obligations or refusal to submit required reports.
- Any action that brings BCF-SL into disrepute or undermines its charitable reputation.

Article 15: Roles and Duties of Department Directors

15.1 Director of Human Resources Management

- Lead merit-based recruitment, staff evaluation, and ethical workforce development across BCF-SL.
- Enforce child and vulnerable persons protection policies in all staffing and volunteer engagements.
- Design and maintain welfare, disciplinary, and grievance redress systems for all personnel.
- Ensure gender equity, non-discrimination, and inclusive employment practices at all levels.
- Submit quarterly HR compliance and workforce development reports to the Governing Board.

15.2 Director of Finance

- Oversee all financial operations, budgeting, donor fund management, and financial reporting.
- Ensure accurate accounting, full transparency, and audit-ready documentation at all times.
- Implement fraud-prevention internal control systems across all financial transactions.
- Present annual audited financial statements for Governing Board approval and public accountability.

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- Ensure all programme expenditures comply with approved financial policies and donor conditions.

15.3 Director of Programs

- Lead all programme planning, implementation, and community impact strategies.
- Ensure all programme activities are inclusive, ethically grounded, and aligned with humanitarian need.
- Coordinate with the M&E Unit for impact tracking, results reporting, and adaptive programme management.
- Foster productive partnerships with communities, institutions, and sector stakeholders.
- Report programme effectiveness to the Governing Board with integrated beneficiary feedback.

15.4 Director of Internal Risk & Audits

- Oversee internal audits and supervise BCF-SL's risk assessment and management frameworks.
- Investigate and formally report suspected fraud, misappropriation, or policy violations.
- Review financial and operational processes for compliance with donor standards and BCF-SL policies.
- Maintain confidential audit records and escalate matters of concern to the Governing Board.
- Recommend corrective and preventive measures for institutional risk control.

15.5 Director of Health & Safety

- Design and enforce safety protocols for all BCF-SL field and office activities.
- Ensure mandatory compliance with child and vulnerable adult safeguarding standards.
- Conduct training on health awareness, risk prevention, emergency response, and evacuation procedures.
- Document and report incidents, health risks, and safety compliance to the Governing Board.
- Liaise with health institutions and government bodies for community safety collaboration.

15.6 Director of Information Technology

- Oversee all digital assets, cybersecurity systems, and data protection policies.
- Ensure confidential storage and ethical use of donor, staff, and beneficiary data.
- Drive digital innovation, process automation, and IT-based reporting and management systems.
- Monitor cyber threats and implement digital risk mitigation strategies proactively.
- Provide quarterly IT security assessments and updates to the Governing Board.

15.7 Director of Legal & Communication

- Provide legal advisory services and ensure BCF-SL's compliance with national and international laws.
- Oversee public communications, media relations, and BCF-SL's public reputation management.
- Ensure that no BCF-SL communication compromises beneficiary dignity or data confidentiality.
- Review all contracts, policies, partnership frameworks, and donor agreements before execution.
- Ensure that BCF-SL's communications promote accountability, truthfulness, and institutional integrity.

Article 16: Performance Oversight, Reporting and Evaluation

Each Department Director shall submit Quarterly Performance and Compliance Reports to the Governing Board, detailing activities, risks, challenges, and recommendations. All Directors shall appear before the Governing Board for Annual Strategic Review Sessions to assess departmental impact and alignment with humanitarian objectives. Performance is evaluated against: compliance with donor and regulatory standards; impact and transparency of departmental operations; ethical conduct and adherence to BCF-SL's values; and responsiveness to Board directives and community needs. A Director found negligent or in non-compliance may be issued a formal Warning Notice, placed under Performance Improvement Review, or removed from office by Governing Board resolution with written justification.

Article 17: Standing Committees and Subcommittees

BCF-SL recognises the following Standing Committees of Trustees, each operating under delegated authority from the Governing Board. All committee actions, resolutions, and recommendations must be formally documented and submitted to the Governing Board for ratification. No committee shall act independently of Board-approved mandates.

Committee	Purpose	Key Members
Planning Committee	Strategic oversight of project planning, coordination, and resource allocation	HR Director (Chair); Internal Risk & Audits Director; Project Planning Manager (Secretary); Budgeting Unit Manager; PR Manager
Technical Committee	Systems, technical procedures, and operational evaluations	Donor Funds Manager; Internal Audit Director; Technical Support Manager; M&E Manager
Subject Matter Committee	Expert guidance on legal, risk, safety, compliance, and community welfare	Legal Compliance Manager; WS&ER Manager; Health Training Manager; Risk Assessment Manager; Fraud Detection Manager (Chair)

The following Subcommittees are hereby established under Governing Board oversight:

Subcommittee	Mandate
Audit Subcommittee	Handles internal audits, compliance checks, and fraud investigation support.
Human Resources Subcommittee	Oversees staffing standards, staff welfare, and ethics in employment practices.
Capacity Building Subcommittee	Drives institutional development, leadership training, and strategic organisational growth.
Finance Subcommittee	Responsible for financial planning, budget review, and donor fund allocation compliance.

Article 18: Code of Professional Conduct and Ethical Standards

All Directors, Committee Members, staff, and volunteers of BCF-SL shall adhere without exception to a Zero-Tolerance Policy covering: fraud, misappropriation, or corrupt practices of any kind; exploitation, abuse, or discrimination against beneficiaries, staff, or community members; and unauthorized disclosure of confidential donor, staff, or beneficiary information. Any act of abuse, child endangerment, discrimination, or harassment shall result in: immediate suspension pending investigation; referral to relevant authorities where legally required; and permanent disqualification from all leadership roles within BCF-SL.

PART VI: OFFICERS, TRUSTEES AND MEMBERSHIP

Article 19: Appointment of Officers and Trustees

1. Officers and trustees are appointed at a general meeting of BCF-SL, by resolution of the members, in accordance with this Constitution.
2. The trustees may appoint any person willing to act as trustee or officer, subject to the conditions of this Constitution.
3. Each trustee shall retire at the conclusion of the fifth Annual General Meeting following their appointment, but shall be eligible for re-election for one additional term.
4. No person may be elected as trustee or officer at any Annual General Meeting unless BCF-SL has received prior written notice signed by a member entitled to vote, stating the intention to propose that appointment, and signed by the nominee confirming willingness to serve.
5. The appointment of a trustee must not cause the total number of trustees to exceed any maximum fixed in this Constitution.

Article 20: Powers of Trustees

The trustees must manage the business of BCF-SL and hold the following powers, exercised only in furtherance of BCF-SL's charitable objects:

- To raise funds through lawful means, without undertaking any taxable permanent trading activity and in compliance with relevant statutory regulations.
- To acquire, lease, purchase, or otherwise obtain property and to maintain and equip it for the Foundation's charitable use.
- To sell, lease, or otherwise dispose of property belonging to BCF-SL, in accordance with applicable law.
- To borrow money and charge BCF-SL's property as security for repayment, in accordance with this Constitution.
- To cooperate with other charities, voluntary bodies, and statutory authorities, and to exchange information and expertise in furtherance of BCF-SL's objects.
- To establish or support charitable trusts, associations, or institutions formed for any of BCF-SL's charitable purposes.
- To acquire, merge with, or enter into partnership or joint venture arrangements with other charities formed for BCF-SL's charitable objects.
- To set aside income as a reserve against future expenditure, only in accordance with a written reserves policy approved by the Governing Board.
- To obtain and pay for goods and services necessary for carrying out BCF-SL's charitable work.
- To open and operate bank and investment accounts as required and to manage funds in accordance with applicable law.
- To do all such other lawful things as are necessary for the achievement of BCF-SL's charitable objects.

Article 21: Disqualification and Removal of Trustees

A trustee shall cease to hold office if they: are disqualified from acting as trustee by virtue of any applicable statutory provision; cease to be a member of BCF-SL; become physically or mentally incapable of acting as trustee for more than three months, confirmed in writing by a registered medical practitioner; resign by written notice to BCF-SL (provided at least two trustees will remain in office); or are absent without permission from all trustee meetings held within any five consecutive months and the trustees resolve that the office be vacated.

Grounds for Immediate Suspension of Officers

Any officer found to have committed the following acts shall face immediate suspension pending investigation: misappropriation of BCF-SL's funds; violation of BCF-SL's rules and regulations; acts of insubordination or disrespect toward fellow officers; physical altercations within the organisation; professional misconduct or unethical conduct in office; or sustained failure to perform assigned duties. An innocent officer shall be reinstated without delay. If permanently suspended, the Board of Directors shall appoint a temporary replacement within two months, followed by a formal appointment or recruitment process.

Any officer who is absent from office for 30 or more consecutive days without providing valid reasons or prior notice to the Board of Directors shall face immediate suspension pending review.

Article 22: Membership

Eligibility for membership is extended to individuals aged eighteen (18) years or above, and to organisations, subject to approval by the trustees. Any member of BCF-SL may be referred to as a Trustee. Membership is non-transferable. The trustees may only decline a membership application if, acting reasonably and in BCF-SL's best interests, they deem it necessary to do so and must provide a written explanation within 21 days. Membership is open to all without discrimination. Each individual member and every member organisation hold one voting right at general meetings. Each member organisation shall designate a named representative to attend meetings and inform the Secretary accordingly.

22.1 Termination of Membership

Membership ceases upon: the member's death, or dissolution if an organisation; voluntary resignation by written notice (unless it would leave fewer than two members); failure to settle outstanding dues within six months; or removal by trustee resolution where it is in BCF-SL's best interests provided the member has received at least 21 days' written notice and has been given the opportunity to present their case at the meeting.

PART VII : MEETINGS AND DECISION-MAKING

Article 23: Annual General Meeting

BCF-SL must convene an inaugural general meeting within twelve months of adopting this Constitution. An Annual General Meeting (AGM) must be held each subsequent year, with no more than fifteen months between consecutive AGMs. The AGM agenda shall include: a Chairperson's report on BCF-SL's activities; a Treasurer's financial report; election or re-election of the Management Committee; and any other appropriate matters.

Article 24: Special General Meetings

Any general meeting other than the AGM is a Special General Meeting (SGM). The trustees may convene an SGM at any time. Upon written request by at least ten members or one-tenth of the membership whichever is greater the trustees must call an SGM within 28 days. If they fail to do so, the requesting members may independently call the meeting in accordance with this Constitution. The Secretary must provide all members at least fourteen days' written notice, with an agenda, before any SGM.

Article 25: Notice Requirements

A minimum of fourteen clear days' written notice is required to convene any general meeting. Notice must state the date, time, location, and a clear overview of the matters to be addressed; for AGMs, this designation must be explicitly stated. Notice must be distributed to all members and trustees by post, personal delivery, or approved electronic communication. A notice shall be deemed given 48 hours after posting or electronic transmission.

Article 26: Quorum

No proceedings shall take place at any general meeting unless a quorum is present defined as twenty-five (25) members entitled to vote, or one-tenth of the total membership at the time, whichever is greater. If quorum is absent within thirty minutes of the scheduled start, or if quorum ceases to exist during the meeting, the meeting shall be adjourned. The adjourned meeting must be reconvened with at least seven clear days' notice. If quorum is still not achieved at the reconvened meeting within fifteen minutes, those present shall constitute the quorum for that meeting.

Article 27: Chairing of Meetings, Adjournments and Voting

The duly appointed Chairperson shall preside over general meetings. If the Chairperson is absent within fifteen minutes of the scheduled start, a trustee selected by the other trustees shall assume the role; if no trustee is willing and able, eligible members present shall collectively designate a chair.

Members present may resolve to adjourn a meeting. The chair sets the date, time, and place for reconvening. No business shall be conducted at an adjourned meeting beyond what could properly have been conducted at the original meeting. If adjourned for more than seven days, at least seven clear days' notice must be given of the reconvened meeting.

Each member holds one vote. In the event of a tie, the chair holds a casting vote in addition to their own. A written resolution signed by all members entitled to vote is equally effective as a resolution passed at a general meeting. Any member organisation may nominate a named representative to vote on its behalf, subject to written notice being received by BCF-SL.

Article 28: Utilization of Revenue and Assets

All proceeds and assets of BCF-SL shall be applied exclusively towards the furtherance of the charitable objectives set out in this Constitution. No earnings, income, or assets of BCF-SL shall be distributed directly or indirectly in the form of dividends, bonuses, or profit-sharing to any member, trustee, or officer. Trustees are entitled to reimbursement for legitimate, properly documented expenses incurred in the course of representing BCF-SL. Trustees may also avail themselves of trustee indemnity insurance procured at BCF-SL's expense, covering legal liabilities incurred in the performance of their duties.

Article 29: Constitutional 60% / 40% Financial Allocation Rule

BCF-SL operates a mandatory financial allocation rule embedded in this Constitution and binding on all financial planning, budgeting, and reporting:

"The Bandama Charity Foundation Sierra Leone shall allocate a minimum of sixty percent (60%) of its total annual income directly to charitable programmes and beneficiary support, while not more than forty percent (40%) shall be utilized for administrative, operational, and staff capacity expenses. This allocation shall be strictly adhered to in all financial planning and reporting."

60% — Programme & Beneficiary Allocation (Minimum)

- Education support: scholarships and learning materials
- Healthcare programmes: medical aid, malaria prevention, outreach
- Community development: water, sanitation, infrastructure
- Support for vulnerable groups: orphans, widows, elderly, PWDs
- Agriculture, technology, and climate initiatives
- Child advocacy and gender programmes
- Disability inclusion and rehabilitation services

40% — Operations & Administration (Maximum)

- Staff salaries and employment costs
- Office rental, utilities, and facilities
- Administrative supplies and equipment
- Transport and logistics
- Communications and technology infrastructure
- Training and capacity building
- Audit, legal, and compliance costs

Article 30: Financial Controls and Banking

All BCF-SL bank accounts shall be registered in the name of Bandama Charity Foundation Sierra Leone and used solely for BCF-SL's charitable activities. The issuance of any cheques or financial instruments on behalf of BCF-SL requires the signatures of two designated officials: the Treasurer and one other official appointed by the Governing Board. All transactions must be transparent and in the best interests of BCF-SL's beneficiaries.

Article 31: Benefits and Compensation for Trustees

No trustee or connected person may, without explicit authorisation under this Constitution or from the relevant Commission, obtain goods or services from BCF-SL on more favorable terms than those available to the general public; sell goods, services, or property to BCF-SL; assume paid employment with BCF-SL; or receive any financial advantage from BCF-SL. Trustees serve voluntarily and may not be paid for their service as trustees. Where legitimate arrangements such as loans, rent for premises, or interest on loans are entered into with trustees, the full conditions and controls set out in this Constitution must be strictly observed.

31.1 Saving Provisions

All decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation of a trustee who was disqualified, had previously retired, or was not entitled to vote on the matter provided the decision would still have been made by a majority of remaining trustees at a quorate meeting without that trustee's vote or presence in the quorum. This saving provision does not permit any trustee to retain any benefit conferred by a resolution that would otherwise have been void.

PART IX : LEGAL AND OPERATIONAL PROVISIONS

Article 32: Dissolution

In the event that the members resolve to dissolve BCF-SL, the trustees shall oversee the orderly winding up of the charity's affairs. All assets shall be collected and all outstanding liabilities settled or provided for. Any remaining property or assets shall be transferred to one or more charitable organisations in Sierra Leone with objects similar to those of BCF-SL, as approved in writing by the Sierra Leone Charity Commission. Under no circumstances may the net assets of BCF-SL be distributed to or among its members, trustees, or officers. The trustees must promptly notify the Commission of the dissolution and file BCF-SL's final audited accounts as required.

Article 33: Conflicts of Interest and Loyalties

Every trustee must declare fully and promptly the nature and extent of any direct or indirect interest they hold in any proposed or existing transaction or arrangement involving BCF-SL. A trustee with a conflict of interest must withdraw from all discussions on that matter and may not vote or be counted as part of the quorum for any decision on that matter. BCF-SL maintains a Conflicts of Interest Register, updated at every Board meeting and maintained by the Company Secretary.

Article 34: Delegation and Committees

The trustees may delegate any of their powers or functions to a committee of two or more trustees, provided the terms of such delegation are recorded in the minute book. Delegated powers may include conditions, including expenditure limits within pre-approved budgets. The trustees may revoke or alter any delegation at any time. All acts and proceedings of any committee must be fully and promptly reported to the full body of trustees.

Article 35: Irregularities in Proceedings

All acts done at a meeting of trustees, or a committee of trustees, shall be valid notwithstanding the participation of a trustee who was disqualified, had previously retired, or was not entitled to vote provided the decision was made by a majority of remaining trustees at a quorate meeting without that trustee's vote. No act or resolution of the trustees, a committee, or the charity in general meeting shall be invalidated by reason of any procedural defect or failure to give notice, unless the failure or defect materially prejudiced a member or the beneficiaries of BCF-SL.

Article 36: Minutes and Records

The trustees must keep full and accurate minutes of all: appointments of officers and trustees; proceedings at general meetings; and meetings of the trustees and committees recording the names of all trustees present, the decisions made, and where appropriate the reasons for those decisions. Minutes shall be securely stored and made available to trustees upon request.

PART X: PROPERTY, ASSETS AND COMPLIANCE

Article 37: Property and Assets

The trustees must ensure that the title to all land, investments, and property held by or in trust for BCF-SL is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed as holding trustees. Holding trustees may act only in accordance with the lawful directions of BCF-SL's trustees and shall not be liable for the acts and defaults of BCF-SL's trustees when acting in compliance with those directions. The trustees may remove holding trustees at any time. All BCF-SL buildings must be kept in good repair and insured to their full replacement value against fire, usual risks, public liability, and employer's liability.

Article 38: Accounts, Annual Report and Regulatory Compliance

The trustees must comply with all statutory and regulatory obligations including: maintaining accurate accounting records; preparing annual financial statements; transmitting statements to the Commission; preparing and submitting the Annual Report; and preparing and submitting the Annual Return. Accounts must be prepared in accordance with applicable accounting standards and any relevant Statement of Recommended Practice. The trustees must notify the Commission promptly of any changes to BCF-SL's registration particulars on the Central Register of Charities.

PART XI: RULES, BYE-LAWS AND DISPUTES

Article 39: Rules and Bye-Laws

The trustees may from time to time make rules or bye-laws to regulate: the admission and rights of members; the conduct of members in relation to each other, BCF-SL's employees, and volunteers; the use of BCF-SL's premises; general meeting and trustee meeting procedures; and the keeping and authentication of records. The charity in general meeting has the power to alter, add to, or repeal such rules. No rule or bye-law shall be inconsistent with this Constitution. The trustees must bring rules to the attention of all members.

Article 40: Dispute Resolution

If a dispute arises between members of BCF-SL about the validity or propriety of anything done under this Constitution, and the dispute cannot be resolved by mutual agreement, the parties must first attempt in good faith to settle the dispute through mediation before resorting to any legal authority within Sierra Leone. This commitment to principled resolution reflects BCF-SL's core value of collaboration and its responsibility to protect institutional resources from avoidable legal proceedings.

PART XII: THE SACRED OATHS

Article 41: Purpose and Administration of Sacred Oaths

BCF-SL's Sacred Oaths constitute a solemn and binding framework of ethical commitment that all trustees, Board members, senior staff, and relevant stakeholders are required to uphold. The Covenant Council administers the oaths in a public or private ceremony and maintains a formal record of all oaths taken. The oaths reflect BCF-SL's core values of integrity, accountability, and service, and are updated periodically by the Covenant Council to reflect the Foundation's evolving goals.

THE TRUSTEE AND BOARD MEMBER OATH

The Covenant Chancellor shall read each clause aloud. The oath-taker shall repeat each clause with right hand raised:

I, [Full Name], freely and solemnly swear:

That I accept the office of [Trustee / Board Member] of Bandama Charity Foundation Sierra Leone, and I fully understand the weight of the responsibilities entrusted to me.

That I will at all times act in the best interest of the Foundation, its beneficiaries, and the communities it serves — placing their welfare above my personal interests.

That I will uphold the Constitution, mission, vision, and values of BCF-SL with fidelity and without compromise.

That I will exercise my duties with honesty, transparency, and accountability, and will not engage in any act of fraud, corruption, or misuse of the Foundation's resources.

That I will treat all members, staff, partners, beneficiaries, and stakeholders with dignity, fairness, and respect.

That I will maintain the confidentiality of sensitive information entrusted to me and will not disclose it to any unauthorized person.

That I will comply with the laws of Sierra Leone — including those governing charitable organisations, governance, data protection, and employment — in all my actions on behalf of the Foundation.

That if I am ever in doubt, I will seek guidance rather than act alone, and I will report any concern about wrongdoing to the appropriate authority without fear or favor.

That I make this oath willingly and without coercion, and accept that any breach may result in disciplinary action by the Covenant Council and the Governing Board.

So I solemnly swear.

THE STAFF COMMITMENT OATH

For all senior staff and programme officers:

I, [Full Name], in accepting the position of [Job Title] at Bandama Charity Foundation Sierra Leone, solemnly commit:

To carry out my duties with professionalism, dedication, and a genuine commitment to the mission of this Foundation.

To act with integrity in all financial, programmatic, and interpersonal matters entrusted to me.

To protect and respect the dignity of every beneficiary, community member, and colleague I encounter in the course of my work.

To comply with all policies, procedures, and codes of conduct of the Foundation and the laws of Sierra Leone.

To report any suspected fraud, misconduct, or violation of Foundation policies through the appropriate channels without delay.

To maintain confidentiality of all sensitive information I access in the course of my service.

To represent the Foundation honestly and ethically in all external interactions.

I make this commitment freely and understand that it is binding for the full duration of my service to this Foundation.

PART XIII: INTERPRETATION AND AMENDMENTS

Article 42: Interpretation

In this Constitution, 'connected person' means: a child, parent, grandchild, grandparent, brother, or sister of the trustee; the spouse or civil partner of the trustee or of any such person; a person carrying on business in partnership with the trustee or any connected person; an institution controlled by the trustee or any connected person, or by two or more such persons together; or a body corporate in which the trustee or any connected person holds a substantial interest, or in which two or more such persons together hold a substantial interest.

Article 43: Amendment of the Constitution

- No amendment shall be enacted that would cause BCF-SL to lose its legal status as a charitable organisation.
- No alteration may be made to BCF-SL's charitable objectives if such change would undermine or contradict its original charitable aims.
- No amendments may be made to the clauses on Objectives, Utilization of Revenue and Assets, Trustee Benefits, Dissolution, or this Amendment clause itself, without the prior written consent of the Sierra Leone Charity Commission.
- Amendments to Part I of this Constitution require endorsement by no less than a two-thirds majority of members present and voting at a general meeting.
- Amendments to Part II of this Constitution may be made by simple majority resolution of members present and voting at a general meeting.
- A copy of any amendment resolution must be submitted to the Commission within twenty-one days of adoption.
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Article 44: Adoption of the Constitution

This Constitution is hereby adopted as the supreme and fundamental governing document of the Bandama Charity Foundation Sierra Leone. All properties, resources, activities, and operations of BCF-SL shall be administered in strict compliance with the provisions set forth herein. All members, officers, trustees, directors, staff, volunteers, and stakeholders of BCF-SL are bound by this Constitution and shall act in full accordance with its principles, rules, and provisions. This Constitution takes effect immediately upon its adoption by the Board of Trustees.

Signed this _____ day of _____ at _____, Sierra Leone.

Covenant Chancellor

Covenant Council — BCF-SL

Chairperson

Governing Board — BCF-SL

Signature & Date

HR Director (Chairman, Board of Directors)

Board of Directors — BCF-SL

Signature & Date

Executive Director / CEO

Bandama Charity Foundation Sierra Leone

Signature & Date

Signature & Date

Article 45: Founding Members — Signatures

This Constitution was originally adopted on 25 August 2023 and revised in January 2025. The following are the founding members of BCF-SL who have solemnly subscribed to this Constitution and shall serve as Trustees until the Annual General Meeting, to be held within one year of adoption.

Name: _____ Signature & Date: _____

Name: _____ Signature & Date: _____

Name: _____ Signature & Date: _____

Name: _____ Signature & Date: _____

Name: _____ Signature & Date: _____

Name: _____ Signature & Date: _____

Name: _____ Signature & Date: _____

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