

STATUTES

SECTION 1: Name, duration, head quarters and objectives

Article 1 : Name

The undersigned persons, cited in the annex, decided to create an organization, among themselves and any other persons who are willing to join them, and shall be governed by the Law No: 90/53 of 19 December 1990 on the freedom of association, as well as by the present statutes. The organization is created in Tudig, Mbengwi Subdivision, Momo Division of the North West Region, and is called Organic Farming for Gorillas or OFFGO in short.

Article 2 : Headquarters

OFFGO is a not for profit, non-violent, a-political organization with an unlimited term of existence. The headquarters is located in Tudig, Mbengwi Subdivision, Momo Division of the North West Region.

Article 3 : Objectives

The goal of OFFGO is:

- the promotion and implementation of organic farming, and sale of organic farming products,
- the protection of the environment in which farmers operate,
- the protection of the Cross river gorilla in the North West Region of Cameroon through the implementation of science-based protective organic farming programs as alternative for farmers' activities in valuable areas for the species that might negatively influence the species' survival, distribution or ecology,
- the facilitating, negotiating and participation in mediation in times of farming-related conflicts between individuals or groups of people, whenever the need arises,
- the protection, promotion and safeguarding of the fundamental rights of organic farmers, inscribed in the Universal Declaration of Human Rights, and in the Constitution of the Republic of Cameroon.

SECTION II : Membership

Article 4 : Membership

Apart from the founding members sitting at the General Assembly (GA) of OFFGO, all physical or moral persons are welcome, through a written application, and after positive evaluation by the GA.

Article 5 : Loss of Membership

Membership is lost through resignation, suspension, or dismissal for serious reasons pronounced by the GA on the proposition of the President, and after the favorable opinion of 2/3th of all members of the Board of Directors.

Article 6 : Rights and duties of members

1. Each registered member on the list has the duty to :
 - Respect the Statutes and the Internal Rules and Regulations of OFFGO ,

- Pay its membership fees and contributions ,
 - Respect the decisions of the GA,
 - Respect the non-violent, a-political elements of OFFGO.
2. Each member, after paying its annual dues and contributions is entitled to:
- Benefit from all the services of OFFGO;
 - Elect the members of the General Assembly and Board of Directors (BoD) and also in turn be elected;
 - Take part in voting and take decisions concerning the organization ;
 - Obtain any information they request from OFFGO.
3. The conditions for exercising these duties and benefiting from the rights shall be spelt out in the internal rules and regulations (IRR).

SECTION III : Structures and functioning of OFFGO

Article 7 : Management Organs.

The following organs manage OFFGO :

- General Assembly (GA),
- Board of Directors (BoD)

Article 8 : The General Assembly.

1. The GA is the supreme organ of OFFGO. The GA meets in an ordinary session, at least once every year, on the convocation of the President of the GA and each session cannot hold for more than two days.
2. The Extraordinary General Assembly holds randomly with a clear agenda. It is convened by the President of the GA on the proposal of the BoD or of at least 2/3 of the members of the organization. The extraordinary General Assembly cannot exceed one day.
3. The mission of the GA is to :
 - Set the goals of the organization;
 - Amend the basic texts of the organization where the need is duly justified;
 - Elect the members of the GA, and BoD;
 - Deliberate on the items on the agenda of the day;
 - Approve the accounts of the previous year;
 - Adopt the budget for the next year.

Article 9 : Participants to the General Assembly

All registered members can attend voting sessions. Nevertheless, depending on the agenda of the day, the President may invite experts according to their experience and expertise, and after approval by the BoD.

Article 10 : The Board of Directors

The BoD formalizes decisions taken by the GA and organizes timely execution. It comprises at least four members, who are member by right in the GA and are elected by the GA as representatives in

the BoD and decide among themselves upon the following positions:

- President
- Vice-President
- Technical Advisor farm animals
- Technical Advisor crops

The responsibilities of the BoD are to:

- Orientate and translate the decisions taken by the GA into a workable form, according to the specificities that have been elaborated by the members of the organization,
- Control, monitor and evaluate the implementation of the action plans.

Article 11 : Meetings Board of Directors

The BoD meets every week, and the communication can be in physical appearance, over phone, skype, Wire, WhatsApp messenger or any other communication media. The meeting is valid when half of its members is present. The President or Vice-President chairs the meetings.

SECTION IV : Income and Expenditure

Article 12 : Income

The organization draws its income from:

- Members' registration fees and annual contributions;
- Interest in public and private invitation to tender;
- Publications on all types of media;
- Contribution to consultative or ad-hoc committees;
- Sales of products;
- Gifts and donations.

All members are obliged to pay members' registration fees or compulsory dues, according to modalities laid down in the internal rules and regulations.

Article 13 : Expenditure

Expenditure in the organization is mostly for the:

- Funding of specific programs and activities,
- Functioning of the organization.

Article 14 : Management of Income

1. Management of the income of OFFGO would follow commercial accounting norms used in the CEMAC zone.
2. In order to better secure finances, a bank account shall be opened in the organization's name in an institution endorsed by the headquarters of OFFGO.
3. Conditions for withdrawal and use of the finances of OFFGO shall be laid down by the internal rules and regulations.

SECTION V : Final and Diverse Dispositions

Article 15 : Internal Rules and Regulations

Internal Rules and Regulations are to be discussed and adopted by the General Assembly and precise, where there is need, issues that are not provided for in the present Statutes, especially on those concerning financial management procedures and the functioning of the structures.

Article 16 : Partnerships and Conventions with other Parties

To realize its activities the organization could, as much as the need arises, sign conventions and partnerships with ministries and local governments in Africa, Europe and the rest of the world; Non Governmental Organizations, business persons and organs of the United Nations system, to carry out joint initiatives.

Article 17 : Litigations and Arguments

All litigations or arguments that could arise between members of the organization or between the members and external third parties, for issues of interpreting the statutes, internal rules and regulations, management or any other question have to be settled amicably by referring to the bylaws of the organization, before referring to a competent jurisdiction. When the need arises, only High Courts are competent to rule on matters concerning the organization.

Article 18 : Revision of the Statutes

The revision of the present statutes can only be done at the General Assembly on the proposal of at least three quarters of the registered members with a written and signed request from all members sent to the President.

Article 19 : Dissolution of the organization

In case there is a proposal for dissolution by at least three quarters of registered members of the General Assembly or by a competent authority, the share capital of the organization, if it exists, is devolved following the rules and regulations in force in the Republic of Cameroon.

Done at Tudig

INTERNAL RULES AND REGULATIONS

The present bylaws are established in application of the statutes. They are the modalities for the implementation of the general statutes of OFFGO and set the dispositions of the:

- organization and functioning of OFFGO;
- management of OFFGO's funds;
- discipline and sanctions.

OFFGO abides by principles of equality between all members, encourages contradictory debate and a democratic selection of its leaders on the basis of dedication, selflessness and efficiency; qualities which promote its growth and development.

OFFGO recognizes the existence of others of the same status and level at the national and international level and positions itself within those ranks, as potential partners ready to develop in synergy all actions which contribute to achieving their objectives.

SECTION ONE: General Assembly

Article 1 : The General Assembly

The General Assembly meets according to modalities laid down by the general statutes.

Article 2 : Participants at the General Assembly

All up-to-date registered and founding members can take part in the deliberations of the General Assembly. Without entitled to deliberations, invitees, observers and some resource persons who could clarify debated points, can also take part. They are invited by the President of the GA, after recommendation by the BoD.

Article 3 : Modalities for invited members

1. The BoD draws up the agenda for the General Assembly.
2. The President of the GA sends invitations to all members, at least two weeks in advance of the General Assembly.
3. All members who wish to add an item for discussion must contact the President of the BoD, at least 3 weeks in advance before the holding of the General Assembly.

SECTION II : Rank, responsibilities and rights of members

Article 4 : Annual contributions

All members of OFFGO must fulfill the following conditions :

- Pay all their registration fees. Membership fee is set at FCFA 6,000, and FCFA 50,000 for members that participated successfully in one of OFFGO's revenue improvement programs. On complete payment of the fees, a membership card, being the receipt is handed to the member. The membership amount can be changed, coherent with the provisions in this IRR.
- Be up-to-date with annual contributions.

Article 5 : Loss of membership

1. Membership is lost through resignation, suspension, or dismissal for serious reasons pronounced by the GA on the proposition of the President after the favorable opinion of two third of the GA's members. In all cases membership dues are not refunded.
2. Membership is immediately lost in case of use of violence, of use of the organisation for political initiatives or for making political statements, in case of misuse of funds, and the use of the name of the organisation for any personal interest that does not benefit the objectives of the organisation. The Board of Directors informs the President of the GA about the immediate dismissal, based on its gathered facts.

Article 6 : Respect of the bylaws of the organization

All members of OFFGO are obliged to respect the present bylaws.

Article 7 : Participation in activities

Members agree to actively take part in the daily life of the organization and to abide by the decisions of the General Assembly and the Board of Directors in order to attain the objectives laid down in the preamble of the Statutes.

Article 8 : Modalities for withdrawal or Dismissal

1. In the case of voluntary resignation, the resigning member is entitled to a refund of his savings in the organization at the end of the year.
2. A refusal to abide by the objectives and bylaws of the organization, despite a call to order ; causes the loss of all the rights of the concerned member and who, is expected to clear all his debts in the organization and/or can face the risk of facing legal proceedings

SECTION III : Organization and functioning

Article 9 : The General Assembly

The supreme organ of OFFGO has the role of :

- Setting the goal and general objectives of the organization ;
- Approve the annual budget;
- Approve the management accounts and accounting ;
- Set the rate of the membership fees ;
- Declare the dismissal of a member ;
- Declare the enrollment of a member;
- Evaluate the realized programs ;
- Appraise the work of members of the Board of Directors ;
- Elect members of the Board of Directors ;
- Decide on the allocation of the assets of the organization in case of dissolution.

Article 10 : Decision making

The decisions of the General Assembly are taken by a simple majority except for cases which are expressly stated in the bylaws.

Article 11 : The Board of Directors

The Board of Directors realizes day to day support in the execution and daily management of

OFFGO and, by this, it:

- Organizes the daily activities of the organization ;
- Ensures the management of OFFGO ;
- Inform the President of the GA about the dismissal of a member, coherent with article 5, para 2;
- Elaborate and submit project proposals ;
- Organizes work and action plans ;
- Evaluate work and action plans ;
- Present evaluations to the General Assembly ;
- Elaborate the budgets and accountings to be presented to the Assembly ;
- Seek ways and means for the realization of the said activities.

The Board of Directors is bound by the rules of efficiency, and efficacy. It is managed by a team of at least a 4-man bureau comprising:

- President
- Vice-President
- Technical Advisor farm animals
- Technical Advisor crops

Article 12 : The President of the Board of Directors

- The President of the BoD, who can be the President of the General Assembly, manages the organisation and represents it in all public and private activities. He directs all board meetings of the bureau and the General Assembly, and oversees the smooth running of the organization and respect of the articles of the bylaws.
- The President and Vice-President are mandated to carry out bank transactions, and monetary operations ordered by the General Assembly.
- The President allows the Vice-President to replace him in all his attributions during his absence or request.
- The President is custodian of the furniture and buildings of the organization.

Article 13 : The Vice-President

The Vice President is under the authority of the President and assists him in his functions. For this purpose, he is delegated powers. In case of absence or temporal unavailability of the President, duly notified, the Vice-President replaces him to discharge the daily activities. During this replacement, he could engage in financial activities. At the same time, he cannot indulge in any action which could destroy the general policy and smooth running of the organization.

Article 14 : Treasurer and accounting Officers

1. The treasurer and accounting officers who are : the President and Vice-President control all financials in the organisation. They sign vouchers for all outgoing liquid and verifies the regularity and effectiveness of expenditures. They keep the books of all cash, received and spent and communicate to each BoD and GA all other gifts coming and leaving the organization.
2. The accounting officers write a financial report which they present to participants of the General Assembly meeting at the end of the financial year, and which recapitulates the main lines of the ending financial year.

3. The President is accountable for the funds of the organization, and is charged with collecting the contributions of the organization and to collect funds from all sources destined for the organization. He keeps a distinct account for each safe. He is required to table a financial report during every General Assembly. He is personally responsible for the disbursement of all funds in his accounts.

Article 15 : Advisors

They are the experts, for support in implementation of the programs at the organization.

SECTION IV : Financial management

Article 16 : Bank Accounts

The funds of OFFGO are deposited in a bank account. Before the withdrawal of money, the president and/or Vice-President of the organization must countersign.

Article 17 : Management of Accounts

1. At the beginning of the financial year, which begins from 1st January to 31st December, an audit is done for the revision and verification of the accounts of the organisation during the previous financial year ;
2. The auditor has access to all relevant accounting books. He examines the records and annual accounting extracts.

SECTION V :Discipline

Article 19 : Disciplining of officials

Officials of the statutory organs of OFFGO are all, without exception, subject to the discipline prescribed in the bylaws.

It is strictly forbidden for all members of the organization to:

- Use of physical or mental violence,
- Use of the organization for political statements or initiatives,
- Use of the name of the organization for personal interests, that does not meet the objectives of the organization,
- Embezzle the funds, as well as the materials of the organization ;
- Fail to pay their annual contributions on time ;
- Fail to carry out an activity envisaged in the action plan of the organization;
- Absent meetings and encounters without reasons.

Article 20 : Discipline in realisation of projects

In the case of realization of the projects of the organization, it is strictly forbidden of a member of the organization to want to impose its opinions on the others.

SECTION VI : Sanctions

Article 21 : Members

For all members in OFFGO's management organs, sanctions could be from warning, legal actions, payment of fines, temporal suspension and permanent dismissal to a request for resignation.

Article 22 : Other sanctions

Sanctions not mentioned here, as well as, the amounts of the fine are decided by the approved offices like the General Assembly.

Article 23 : Litigations

In case of litigations between members of the organisation, the Board of Directors resolves the conflict. In case of resistance, the concerned members are taken to the General Assembly as a last resort, which settles the conflict. The General Assembly judges only matters deemed important by the management organs.

SECTION VII : Final Dispositions

Article 24 : Bylaws

The present bylaws can only be amended by the General Assembly, by at least 2/3 of the registered members.

Article 25 : Amendment of bylaws

Any amendment of the present bylaws would have to be proposed by the Board of Directors of the General Assembly representing at least 2/3 the registered members.

Article 26 : Taking Decisions at the General Assembly

The General Assembly could decide if a quorum of at least 2/3 of its up-to-date members is reached. Decisions are taken by a simple majority. All the same, in the case of a tie in the vote, the vote of the President is preponderant.

If the above legal quorum is not attained, another meeting is called within 15 days and if this time around the quorum is still not reached, the General Assembly hence called takes a valid decision.

Done in Tudig