CONSTITUTION

of

SAFUAYE

A Charitable Incorporated Organisation (CIO)
Association Model Constitution

Prepared in accordance with the model constitution published by the Charity Commission for England and Wales.

Date of adoption: 19 April 2026

CONSTITUTION

of a Charitable Incorporated Organisation with voting members other than its charity trustees

(‘Association’ model constitution)

Date of constitution (last amended): 19 April 2026

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is **SAFUAYE**.

2. National location of principal office

The principal office of the CIO is in **England**.

3. Objects

The objects of the CIO are, for the public benefit:

(a) The prevention or relief of poverty anywhere in the world, in particular but not exclusively in the town of Atakpamé and its surrounding communities in Togo, by providing, or assisting in the provision of, education, training, healthcare projects, food, clothing, shelter, financial assistance and such other items, services and facilities as are deemed necessary for people in need, hardship or distress, especially orphans, widows, elderly persons, persons with disabilities, and other socially or economically vulnerable individuals or groups;

(b) The advancement of amateur sport, in particular but not exclusively association football, anywhere in the world, with a particular focus on supporting former players of the club Ifodjè d'Atakpamé (Togo) and other retired amateur sportspersons, by providing facilities, equipment, coaching, medical assistance, pensions or welfare benefits, and by promoting community participation in healthy recreation.

Nothing in this constitution shall authorise an application of the property of the CIO for purposes which are not charitable in accordance with section 2 of the Charities Act 2011.

4. Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO has power to:

(1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;

(2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(3) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

(4) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;

(5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

(1) The income and property of the CIO must be applied solely towards the promotion of the objects.

(2) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.

(3) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(4) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO or connected person. This does not prevent a member or connected person who is not also a charity trustee:

(a) receiving a benefit from the CIO as a beneficiary of the CIO;

(b) buying or receiving goods and/or services from the CIO on reasonable and proper terms;

(c) selling goods, services or any interest in land to the CIO on reasonable and proper terms;

(d) being employed by, or receiving remuneration from, the CIO on reasonable and proper terms;

(e) receiving interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);

(f) receiving rent for premises let by the member or connected person to the CIO. The amount of rent and the other terms of the lease must be reasonable and proper;

(g) taking part in the normal trading and fundraising activities on the same terms as members of the public.

(5) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. Benefits and payments to charity trustees and connected persons

General provisions

(1) No charity trustee or connected person may:

(a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the CIO;

(c) be employed by, or receive any remuneration from, the CIO;

(d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained.

Scope and powers permitting trustees' or connected persons' benefits

(2)(a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.

(2)(b) A charity trustee or connected person may enter into a contract for the supply of services and/or goods to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

(2)(c) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(2)(d) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal is discussed.

(2)(e) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) In clauses 5 and 6, "connected person" includes any person within the definition set out in clause 30 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

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

(2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any personal financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members to contribute to the assets of the CIO if it is wound up

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the CIO

Admission of new members – Eligibility

(1)(a) Membership of the CIO is open to anyone aged 18 or over, or any corporate body, who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause. A member may be an individual or a corporate body.

Admission procedure

(1)(b) The charity trustees:

(i) may require applications for membership to be made in any reasonable way that they decide;

(ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;

(iii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;

(iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and

(v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

Transfer of membership

(2) Membership of the CIO cannot be transferred to anyone else.

Duty of members

(3) It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

Termination of membership

(4)(a) Membership of the CIO comes to an end if:

(i) the member dies, or, in the case of an organisation, that organisation ceases to exist;

(ii) the member sends a notice of resignation to the charity trustees;

(iii) any sum of money owed by the member to the CIO is not paid in full within six months of its falling due;

(iv) the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.

(4)(b) Before the charity trustees take any decision to remove someone from membership of the CIO they must:

(i) inform the member of the reasons why it is proposed to remove him, her or it from membership;

(ii) give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;

(iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;

(iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and

(v) allow the member, or the member’s representative, to make those representations in person at that meeting, if the member so chooses.

Membership fees

(5) The CIO may require members to pay reasonable membership fees to the CIO.

10. Members’ decisions

General provisions

(1) Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution in accordance with sub-clause (3).

Taking ordinary decisions by vote

(2) Subject to sub-clause (4), any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

Taking ordinary decisions by written resolution without a general meeting

(3)(a) Subject to sub-clause (4), a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

(i) a copy of the proposed resolution has been sent to all the members eligible to vote;

(ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date.

(3)(b) Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.

Decisions that must be taken in a particular way

(4)(a) Any decision to remove a trustee must be taken in accordance with clause 15(2).

(4)(b) Any decision to amend this constitution must be taken in accordance with clause 28 (Amendment of Constitution).

(4)(c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 (Voluntary winding up or dissolution).

11. General meetings of members

Types of general meeting

(1) There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts and trustees' annual report, elect trustees as required, and consider any other matter specified in the notice of the meeting.

(2) Other general meetings of the members of the CIO may be held at any time.

Calling general meetings

(3)(a) The charity trustees must call the AGM and may call any other general meeting at any time.

(3)(b) The charity trustees must, within 21 days, call a general meeting if they receive a request to do so from at least 10% of the members of the CIO, authenticated by those members and stating the general nature of the business.

Notice of general meetings

(4) The charity trustees must give at least 14 clear days notice of any general meeting to all members, and to any charity trustee of the CIO who is not a member.

Chairing of general meetings

(5) The person nominated as chair by the charity trustees under clause 19(2) shall, if present and willing to act, preside as chair. Subject to that, the members present shall elect one of their number to chair the meeting.

Quorum at general meetings

(6)(a) No business may be transacted at any general meeting unless a quorum is present when the meeting starts.

(6)(b) The quorum for general meetings shall be the greater of 5% or three (3) members.

Voting at general meetings

(7)(a) Any decision other than one falling within clause 10(4) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.

(7)(b) In the event of an equality of votes, the chair of the meeting shall have a second, or casting vote.

Adjournment of meetings

(8) The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place.

12. Charity trustees

Functions and duties of charity trustees

(1) The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

(a) to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and

(b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to any special knowledge or experience that he or she has or holds himself or herself out as having.

Eligibility for trusteeship

(2)(a) Every charity trustee must be a natural person.

(2)(b) No individual may be appointed as a charity trustee of the CIO if he or she is under the age of 16 years, or if he or she would automatically cease to hold office under the provisions of clause 15(1)(f).

(2)(c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(2)(d) At least one of the trustees of the CIO must be 18 years of age or over.

Number of charity trustees

(3)(a) There must be at least three (3) charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(3)(b) The maximum number of charity trustees is twelve (12). The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

First charity trustees

(4) The first charity trustees of the CIO are:

- Kokou Ognakotan APEDO
- Yao APEDO
- Ablavi APEDO

13. Appointment of charity trustees

(1) At the first annual general meeting of the members of the CIO all the charity trustees shall retire from office.

(2) At every subsequent annual general meeting, one third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one third shall retire from office.

(3) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment.

(4) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5).

(5) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15, or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded.

(6) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (2) and (3). A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting following the appointment.

14. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

(1) a copy of this constitution and any amendments made to it; and

(2) a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

15. Retirement and removal of charity trustees

(1) A charity trustee ceases to hold office if he or she:

(a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

(b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;

(c) dies;

(d) in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

(e) is removed by the members of the CIO in accordance with sub-clause (2);

(f) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011.

(2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly

convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of those voting.

(3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been afforded a reasonable hearing.

16. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.

17. Taking of decisions by charity trustees

Any decision may be taken either:

(1) at a meeting of the charity trustees; or

(2) by resolution in writing or electronic form agreed by a majority of all of the charity trustees, provided that a copy of the proposed resolution has been sent to all trustees and the majority have signified agreement.

18. Delegation by charity trustees

(1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made.

(2) A committee may consist of two or more persons, but at least one member of each committee must be a charity trustee; the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of charity trustees

Calling meetings

(1) Any charity trustee may call a meeting of the charity trustees. Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

Chairing of meetings

(2) The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, the trustees present shall elect a chair for the meeting.

Procedure at meetings

(3)(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater.

(3)(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(3)(c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

Participation in meetings by electronic means

(4) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants. Any charity trustee participating in such a meeting shall qualify as being present at the meeting.

20. Saving provisions

(1) Subject to sub-clause (2), all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee who was disqualified from holding office, had previously retired, was not entitled to vote on the matter, or for whom there is a technical defect in their appointment of which the trustees were unaware at the time; if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees if, but for sub-clause (1), the resolution would have been void.

21. Execution of documents

(1) The CIO shall execute documents either by signature or by affixing its seal (if it has one).

(2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

22. Use of electronic communications

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

(1) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

(2) any requirements to provide information to the Commission in a particular form or manner.

23. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees.

24. Minutes

The charity trustees must keep minutes of all:

(1) appointments of officers made by the charity trustees;

(2) proceedings at general meetings of the CIO;

(3) meetings of the charity trustees and committees of charity trustees including the names of the trustees present, the decisions made, and where appropriate the reasons for the decisions;

(4) decisions made by the charity trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

(1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns.

(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye-laws must not be inconsistent with any provision of this constitution.

27. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. Amendment of constitution

As provided by sections 224-227 of the Charities Act 2011:

(1) This constitution can only be amended:

(a) by resolution agreed in writing by all members of the CIO; or

(b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.

(2) Any alteration of the CIO's objects, of any provision directing the application of property on its dissolution, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members or persons connected with them, requires the prior written consent of the Commission.

(3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.

29. Voluntary winding up or dissolution

(1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made at a general meeting of the members of the CIO called in accordance with clause 11, of which not less than 14 days' notice has been given to those eligible to attend and vote, by a resolution passed by a 75% majority of those voting, or by a resolution agreed in writing by all members of the CIO.

(2) Subject to the payment of all the CIO's debts, any resolution for the winding up of the CIO may contain a provision directing how any remaining assets of the CIO shall be

applied. If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets shall be applied. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

(3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities.

30. Interpretation

In this constitution:

“connected person” means:

(a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee or member;

(b) the spouse or civil partner of the charity trustee, member or of any person falling within sub-clause (a);

(c) a person carrying on business in partnership with the charity trustee, member or with any person falling within sub-clause (a) or (b);

(d) an institution which is controlled by the charity trustee, member or any connected person falling within sub-clauses (a), (b), or (c), or by two or more such persons taken together;

(e) a body corporate in which the charity trustee, member or any connected person falling within sub-clauses (a) to (c) has a substantial interest, or in which two or more such persons taken together have a substantial interest.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

“Communications Provisions” means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.

“charity trustee” means a charity trustee of the CIO.

“poll” means a counted vote or ballot, usually (but not necessarily) in writing.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

Adoption of this constitution

This constitution was adopted on the date shown below by the persons whose signatures appear below. They are the first charity trustees of the CIO.

Name: Kokou Ognakotan APEDO
Signature: ______________________________ Date: ________________

Name: Yao APEDO
Signature: ______________________________ Date: ________________

Name: Ablavi APEDO
Signature: ______________________________ Date: ________________