



## CONSTITUTION

### A. NAME

The name of the Association is MALAWI HEALTH CARE SUPPORT (UK) ("The Charity")

### B. ADMINISTRATION

The Charity and its property shall be managed and administered by a Board of Trustees comprising the Officers and other Board Members elected in accordance with this Constitution and the Rules of the Charity (also known as Trustees).

### C. OBJECTS

The Charity's objects ("the objects") are to relieve sickness and preserve good health among Hospitals, Health Clinics, Surgeries and other places where Primary Health care is dispensed in Malawi (hereinafter called the "area of benefit") by the provision of medical and other equipment and of medical expertise, training and personnel.

### D. POWERS

In furtherance of the objects but not otherwise the Trustees may exercise the following powers:

1. power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
2. power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
3. power subject to any consents required by law to sell, lease or dispose of all or any part of the property to the Charity;
4. power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money borrowed;
5. power to employ such staff (who shall not be members of the Trustees) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
6. power to co-operate with other Charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
7. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
8. power to appoint and constitute such advisory committees as the Trustees may think fit;

9. power to do all such lawful things as are necessary for the achievement of the objects.
10. The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.
11. The Trustees may impose conditions when delegating, including the conditions that:
  - i. The relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - ii. No expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
12. The Trustees may revoke or alter a delegation.
13. All acts and proceedings of any committees must be fully and promptly reported to the Trustees.
14. Power to review and amend the Rules of the Charity in accordance with the procedures laid down in Clause J.

## **E. MEMBERSHIP**

1. Membership of the Charity shall be open to any person over the age of 18 years and organisations that are interested in furthering the objects of the Charity.
2. Every member or member organisation has full participatory rights and voting rights and shall have one vote.
3. The Trustees must keep a register of names and addresses of all the members
4. The Trustees may by a vote of 75% of those attending at the relevant meeting, acting reasonably and properly and for good reason, refuse an application or terminate the membership of any individual; provided that the individual concerned shall have the right to be heard by the Trustees, accompanied by a friend, before a final decision is made.

## **F. TRUSTEES**

1. A Trustee must be a member of the Charity or the nominated representative of an organisation that is a member of the Charity.
2. The Trustees shall comprise the Officers and other elected members. The Officers shall be:
  - A chairperson,
  - A Vice Chairperson,
  - A secretary,
  - A treasurer.
3. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause H.
4. The number of Trustees shall be not less than four but (unless otherwise determined by a resolution of the Charity in general meeting) shall not be subject to any maximum.

5. The first Trustees (including Officers) shall be those persons elected as Trustees at the meeting at which this constitution is adopted.
6. A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

## **G. THE APPOINTMENT OF TRUSTEES**

1. The Charity in general meeting shall elect the Officers and the other Trustees.
2. The Trustees may appoint any person who is willing to act as a Trustee. Subject to sub-clause 5(b) of this clause, they may also appoint Trustees to act as officers.
3. Each of the Trustees shall be eligible to continue as a Trustee unless at a general meeting the members vote to replace a Trustee.
4. No-one may be elected a Trustee or an Officer at any Annual General Meeting unless prior to the meeting the Charity is given a notice that:
  - (a) Is signed by a member entitled to vote at the meeting;
  - (b) States the member's intention to propose the appointment of a person as a Trustee or as an officer;
  - (c) Is signed by the person who is to be proposed to show his or her willingness to be appointed.
  - (d) Nominee is present at the General Meeting unless he provides an acceptable reason, preferably in writing, for his absence.
  - (e) Is aged over 18.
5. (a) the appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not, cause the number of Trustees to exceed any number fixed in accordance with the constitution as the maximum number of Trustees.  
(b) The Trustees may not appoint another person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

## **H. DETERMINATION OF TRUSTEESHIP**

A member of the Trustees shall cease to hold office if he or she

1. Is disqualified from acting as a Trustee by virtue of Section 45 of the Charities Act 1992 (or by any statutory re-enactment or modification of that provision);
2. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
3. Is absent without permission of the Trustees from two consecutive meetings and the Trustees resolve that his or her office be vacated; or
4. Notifies to the Trustees a wish to resign (but only if at least four members of the Trustees will remain in office when the notice of resignation is to take effect).

## **I. TRUSTEES NOT TO BE PERSONALLY INTERESTED**

1. Subject to the provision of sub-clause 2 of this clause no Trustee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the

Charity) or receive remuneration or be interested (otherwise than as a Trustee) in any contract entered into by the Trustees.

2. Any Trustee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other Trustees to act in a professional capacity on behalf of the Charity: provided that at no time shall a majority of Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

## **J. MEETINGS AND PROCEDURES OF THE TRUSTEES**

1. The Trustees shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two Trustees upon not less than four days' notice being given to the other Trustees of the matters to be discussed, but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
2. The chairperson shall chair meetings of the Trustees. If the chairman and vice chairman are absent from any meeting, the members of the Trustees present shall choose one of their number to be chairman of the meeting before any other business is transacted.
3. There shall be a quorum when at least one third of the Trustees for the time being or three Trustees, whichever is greater, are present at a meeting.
4. Every matter shall be determined by a majority of votes of the Trustees present and voting on the question, but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.
5. The Trustees shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Trustees and any sub-committee.
6. The Trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
7. The Trustees may appoint one or more sub-committee members of the Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a subcommittee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Trustees.

## **K. RECEIPTS AND EXPENDITURE**

1. The funds of the Charity, including all donations and contributions and bequests, shall be paid into an account operated by the Trustees in the name of the Charity at such a bank, as the Trustees shall from time to time decide. All cheques drawn on the account must be signed by at least two of the Trustees.
2. The funds belonging to the Charity shall be applied only in furthering the objects.

## **L. PROPERTY**

1. Subject to the provisions of sub-clause 2 of this clause, the Trustees shall cause the title to
  1. all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities and
  2. All investments held by or on behalf of the Charity To be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Trustees at their pleasure and shall act in accordance with the lawful directions of the Trustees. Provided that they act only in accordance with the lawful directions of the Trustees, the holding trustees shall not be liable for the acts and defaults of its members.
2. If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the Charity, the Trustees may permit any investments held by or in trust for the Charity to be held in the name of the clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Trustees, and may pay such a nominee reasonable and proper remuneration for acting as such.

## **M. ACCOUNTS**

The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory reenactment or modification of the Act) with regard to

1. the keeping of accounting records for the Charity;
  2. the preparation of annual statements of account for the Charity;
  3. the auditing or independent examination of the statements of account of the Charity;
- and
4. the transmission of the statements of account of the Charity to the Commissioners.

## **N. ANNUAL REPORT**

The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory reenactment or modification of the Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## **O. ANNUAL RETURN**

The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory reenactment or modification of the Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## **P. ANNUAL GENERAL MEETING**

1. There shall be an annual general meeting of the Charity which shall be held between January and March each year or as soon as is practicable thereafter.
2. Every annual general meeting shall be called by the Trustees. The secretary shall give at least 21 days' notice of the annual general meeting to all members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
3. Before any other business is transacted at the first annual general meeting the persons present shall appoint a Chairperson of the meeting. The Chairperson shall be the Chairperson of subsequent annual general meetings, but if he or she is not present or the vice Chairperson is not present, before any other business is transacted, the persons present shall appoint a Chairperson of the meeting.
4. The Trustees shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
5. Nominations for election to a Trustee must be made by members of the Charity at the annual general meeting.

## **Q. SPECIAL GENERAL MEETING**

The Trustees may call a special general meeting of the Charity at any time. If at least 10% of eligible members request such a meeting in writing stating the business to be considered, the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

## **R. PROCEDURE AT GENERAL MEETINGS**

1. The secretary or other person specially appointed by the Trustees shall keep a full record of proceedings at every General Meeting of the Charity.
2. There shall be a quorum when at least one tenth of members of the Charity for the time being or ten members of the charity, whichever is the greater, are present at any general meeting.

## **S. NOTICES**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary of the Charity on any member either personally or by sending it through the post in a prepaid letter addressed to such a member at his or her last known address in the United Kingdom, and any letter sent shall be deemed to have been received within 10 days.

## **T. ALTERATIONS TO THE CONSTITUTION**

Subject to the following provisions of this clause the constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general

meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

No amendment may be made to clause A (the name of the charity clause), clause C (the objects clause), and clause I (Trustees not to personally be interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

The Trustees should promptly send to the Commissioners a copy of any amendment made under this clause.

## **U. DISSOLUTION**

If the Trustees decide that it is necessary to advise to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a 75% majority of those present and voting the Trustees shall have the power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts or account and statement for the final accounting period of the Charity must be sent to the Commissioners.

## **V. ADOPTION OF THE CONSTITUTION**

This constitution was amended and adopted on the -(insert the next AGM date here) – by the persons whose signatures appear at the bottom of this document.

### **SIGNED**

Dr Milika Matiti – Chairperson  
Mr Prescott Kaliati – Vice Chairperson  
Dr Edward Lizi – Board Member

Also

Miss Camille Makunganya – treasurer  
Mr Harry Mabaso – secretary  
Ken Kasambara – Board Member  
Yaxley Chitalo – Board Member

Registered as a Charity by The Commission of England and Wales on the 12th September 1996.