

**MOTEC-life-UK (West Herts - Koforidua St. Joseph Link  
MOTEC-KOSH**

**Constitution Motec - St. Joseph Link**

adopted on the 17<sup>th</sup> of December, 2006

Introductory page.

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## 13 **Representatives of Other**

### **Bodies(17)**

## **PART 1**

### **1. Adoption of the Constitution.**

- (1) Following the adoption of this constitution the association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.
- (2) In the event that there is a conflict or inconsistency between a provision in part 1 of this constitution and another in part 2 of this constitution the provision in part 1 of this constitution shall prevail over that part to the extent of the inconsistency or conflict.

### **2. Name**

The name of the association is MOTEC – life- UK (short form MOTEC).  
In this document it may be referred to as the Charity.

### **3. Registration details**

The registered office of the MOTEC will be situated in England.

### **4. The Objects.**

- (1) To relieve sickness and to promote and protect good health through the provision of medical services to St Joseph's Hospital, Koforidua, and or other hospitals in Ghana formally linked with motec.
- (2) To advance the education and training of staff at St Joseph's and other hospitals in Ghana officially linked with motec and of medical staff at NHS hospital institutions in England

## **5. Application of the Income and Property.**

- (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity.

This does not prevent:

- (a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
- (b) a Trustee from:
  - (i) buying goods or services from the Charity upon the same terms as other members or members of the public;
  - (ii) receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub-clause (6) of this clause, or as a member of the Charity and upon the same terms as other members;
- (c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:
  - (i) fines;
  - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Trustee or other officer;
  - (iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.

(4) No Trustee may be paid or receive any other benefit for being a Trustee.

(5) A Trustee may:

- (a) sell goods, services or any interest in land to the Charity;
- (b) be employed by or receive remuneration from the Charity
- (c) receive any other financial benefit from the Charity,

**if:**

(d) he or she is not prevented from so doing by sub-clause (4) of this clause;

**and**

(e) the benefit is permitted by sub-clause (3) of this clause;

**or**

(f) the benefit is authorized by the Trustees in accordance with the conditions in sub-clause (6) of this clause.

(6)

- (a) If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub-clause (3) of this clause, he or she must:
  - (i) declare his or her interest in the proposal;
  - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
  - (iii) not be counted in determining whether the meeting is quorate;
  - (iv) not vote on the proposal.
- (b) In cases covered by sub-clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
- (c) The Trustees may only authorize a transaction falling within paragraphs 5(a) - (c) of this clause if the trustee body comprises a majority of Trustees who have not received any such benefit.

- (d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.
- (7) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (8) In this Clause, "Trustee" shall include any person firm or company connected with the Trustee.

## **6. Dissolution.**

- (1) If the members resolve to dissolve the Charity the Trustees will remain in office as charity trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- (2) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- (3) The Trustees must apply any remaining property or money:
  - (a) directly for the Objects;
  - (b) by transfer to any charity or charities for purposes the same as or similar to the Charity;
  - (c) in such other manner as the Charity Commissioners for England and Wales ("the Commission") may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity).

- (1) The Trustees must notify the Commission promptly that the charity has been dissolved. If the Trustees are obliged to send the charity's accounts to the Commission for the accounting period, which ended before its dissolution, they must send to the Commission the charity's final accounts.
- (2) The liability of the members is limited to the details of sub-clause 6(3) below.
- (3) Every member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Charity contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.00.

#### **7. Amendments.**

- (1) Any provision contained in Part 1 of this constitution may be amended **provided that:**
  - (a) no amendment may be made that would have the effect of making the Charity cease to be a charity at law;
  - (b) no amendment may be made to alter the Objects, if the change would not be within the reasonable contemplation of the members of or donors to the Charity;
  - (c) no amendment may be made to Clause 5 without the prior written consent of the Commission;
  - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution must be sent to the Commission within twenty-one days of it being passed.

## PART 2

### 8. Membership.

- (1) Membership is open to individuals or organizations that subscribe to the Constitution of the Charity.
- (2) Membership shall be at the discretion of the Executive Trustees only.
- (3) The Executive Trustees shall from time to time
  - (a) specify the categories of persons or groups of persons (including corporate bodies) who are eligible for membership of the **MOTEC** being medical, nursing, para-medical or dental practitioners, teachers, students and others involved in or with the practice of medicine or dentistry, and practitioners, teachers, students or managers of or in other professions and sciences.
  - (b) subject to the clauses 8(4) – 8(11), lay down the conditions and terms on which such persons shall be eligible for membership and may lay down such different terms or conditions (including the rate, frequency and method of payment of subscriptions and/or that the period of any membership is to be for a fixed period of time or is to terminate automatically upon the occurrence of any event) for such different categories or groups (including of associate members) as they may seem fit.
- (4) Any person or member of a group of persons of or in a category specified by the Executive Trustees as eligible for membership may, subject to the following Clauses and any conditions or terms laid down by the Executive Trustees become a member of the Charity.
- (5) Applications for membership shall be made by completion of such forms to be submitted to such persons or bodies as the Executive Trustees may from time to time approve and different forms persons or bodies may be approved for different categories of persons or groups of persons who are eligible for membership.
- (6) Every application shall include an address to which notices to be given pursuant to these Clauses are to be sent and it shall be the obligation of every member of the Charity or (as the case may be) group of members to notify the Charity of any changes in the address to which such notices are to be sent.

- (7) On receipt by the approved person or body of the appropriate application form duly completed the applicant or applicants shall be deemed to have agreed to become members of the Charity.
- (8) If the Executive Trustees or any committee or sub-committee to which the Executive Trustees may delegate its powers in this respect passes a resolution accepting an applicant or group of applicants as member or members of the Charity the name and address of the applicant or applicants (provided in accordance with sub-clause 8(6) shall be entered in the register of members of the Charity (with a note, if appropriate, that the member is an associate member) and membership shall be deemed to have commenced as from the date on which the application was received or from such other date as the Executive Trustees or such committee or sub-committee may decide.
- (9) The rights and privileges of every member and applicant for election to membership shall be personal to himself and they shall not be transferable.
- (10) The decision of the executives are final however the applicant can re-apply if he feels there is a change in circumstances or if he has reason to believe that some important details had been overlooked.
- (11) For the purposes of carrying on the objectives of the charity the executive trustees can from time to time grant temporary membership for specified periods.

#### Subscriptions

- (12) Save insofar as the Executive Trustees may otherwise determine every member shall pay or cause to be paid to the Charity in such amount and manner and on such date or dates as the Executive Trustees may from time to time determine a subscription.
- (13) The Executive Trustees may determine different rates, frequencies and methods of payment of subscriptions for members or for such categories or groups of members, whether for a year or any other period, and according to such criteria as to it may seem fit.

#### **9. Termination of Membership.**

Membership is terminated if:

- (1) the member dies or, if it is an organization, ceases to exist;
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due unless otherwise determined by the Executive Trustees
- (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. No subscription shall be refunded in such circumstances.
- (5) A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed;

- and**
- (b) the reasons for the proposed resolution;
  - (c) invited to make an oral or written submission to the Trustees during this meeting either by the member or his appointed representative;
- (6) If such a resolution as is specified in sub-clause 9(5) is adopted by the Executive Committee in line with the provisions of sub-clause 9(5)a-c);
- (a) such a Member shall be given written notice of the resolution and of the facts relied on by the Executive Committee in reaching its decision.
  - (b) Such a decision would be final.
- (7) The Executive Trustees shall be entitled in its absolute discretion
- (a) and subject only to giving 42 clear days' prior notice to the member of its intention to do so, to refuse to renew the membership of any member with effect from the date on which that member's current subscription expires ("the expiry date") and in such event at the end of the expiry date such member shall cease to be a member of the Charity
  - (b) to terminate the membership of any member by not less than 21 clear days' notice given at any time and, in such circumstances, a due proportion of that member's subscription (if any), reflecting the period from the date of such termination until the expiry date, shall forthwith be refunded to that member by the Charity.
- (8) Without prejudice to Sub-clause 9(7)
- (a) Any member whose name having previously appeared therein is erased from any professional register or whose license or entitlement to practice the profession previously carried on by him in any place is withdrawn or cancelled shall, unless the Executive Trustees otherwise determines, ipso facto forthwith cease to be a member of the Charity.
  - (b) Any member whose registration in any register or license to practice the profession previously carried on by him in any place is suspended or restricted or made subject to conditions, whether or not as an interim measure, shall unless the Executive Trustees otherwise determines ipso facto forthwith cease to be a member of the Charity.
  - (c) Any member whose fitness to practice has been found to be impaired or who has been found guilty of serious professional misconduct in disciplinary proceedings in any jurisdiction (whether in those words or not and whether or not any sanction or penalty may have been imposed) or who has been given a warning by a registration body regarding his conduct or performance (whether in those words or not) shall unless the Executive Trustees otherwise determines ipso facto forthwith cease to be a member of the Charity.

- (d) Any member who becomes the object of bankruptcy or insolvency proceedings or enters or proposes to enter into a voluntary arrangement with creditors or, being a corporate member, is placed in liquidation or receivership (whether in respect of the whole or part of its assets) or applies for the appointment of an administrator (including in any jurisdiction matters having a similar effect) shall unless the Executive Trustees otherwise determines ipso facto forthwith cease to be a member of the Charity.
- (9) A member or any group of members may at any time withdraw from Membership by giving at least 90 clear days' notice to the Membership Secretary or such lesser notice as the Executive Trustees may agree.
- (10) If any member or applicant for election to membership or any group to which the member belongs makes default in any payment of whatsoever nature due to the Charity then if such default shall continue for 30 days after such payment shall become due the member shall, unless the Executive Trustees at any time otherwise determines, cease to be a member.
- (11) Any person who shall by any means cease to be a member shall nevertheless remain liable for, and shall pay to the Charity, all moneys which shall, at the time of his ceasing to be a member, be due from him to the Charity
- (12) For the avoidance of doubt no membership dues are refundable in the event of termination of membership at the initiative of the member or as a result of provisions in sub-clauses 9(8) – 9(11)

#### **GENERAL MEETING**

- (1) The Charity must hold its first annual general meeting between eleven and fifteen months of the date of the adoption of this constitution.
- (2) Thereafter an annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- (4) The Trustees may call an extraordinary general meeting at any time.
- (5) The Trustees **must** call an Extraordinary general meeting if requested to do so in writing by at one quarter of the membership.
- (6) If the Trustees fail to schedule the Extraordinary General meeting referred to in sub-clause 10(5) within twenty-eight days of the request, for a date not longer than three months of the original request, the members may proceed to call an Extraordinary General Meeting but in doing so they must comply with the provisions of this constitution.
- (7) If at any time there are not within the United Kingdom a quorum of the Executive Committee any two Members of the Executive may convene an Extraordinary General Meeting.
- (8) With the exception of the situation referred to in sub-clause 10(6) **all** General Meetings shall be held at such time and place as the Executive Committee shall appoint.

## 11. Notice.

- (1) The minimum period of notice required for any general meeting of the Charity is twenty-eight clear days from the date on which the notice is deemed to have been given.
- (2) A meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting, general nature of the business to be transacted and whether it is an annual or an extraordinary general meeting.
- (4) If other than routine business is to be transacted, the notice shall specify the general nature of such business; and, if any resolution is to be proposed at an Extraordinary General Meeting as a Special Resolution, the notice shall contain a statement to that effect.
- (5) Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes:
  - (a) Considering the income and expenditure account and balance sheet and the reports of the Executive Committee and of the Auditors.
  - (b) Elections to the executive Committee in place of those officers retiring.
  - (c) Appointing Auditors and fixing the remuneration of the Auditors and / or determining the manner in which such remuneration is to be fixed.
  - (d) Approving regulations concerning subscriptions made by the Executive Committee in accordance with sub-clause 7(6).
- (6) For an Extraordinary General Meeting **no other business** shall be transacted other than the specific reason or reasons for which the meeting has been called.
- (7) The notice must be given to all the members and to the Trustees via their last registered postal and/ or email addresses.
- (8) The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- (9) The minimum period for members to give notice of resolutions to be put before the Annual General Meeting is 56 days before the date of the AGM.
- (10) The minimum period for the acceptance of amendments to resolutions to be put before the Annual General Meeting is 40 days before the date of the Annual General Meeting.

## 12. Quorum.

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is one tenth of the total membership or 3 members eligible to vote on the issue being discussed at the time whichever is greater.
- (3) The authorized representative of members shall be counted in the quorum.
- (4) If:
  - (a) a quorum is not present within 30 minutes from the time appointed for the meeting;

**or**

- (b) during a meeting a quorum ceases to be present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such time and place as the Trustees shall determine.
- (5)
  - (a) If the adjournment is longer than 8 days then, the Trustees must give at least twenty-eight clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
  - (b) For the avoidance of doubt reconvening up to 8 or less days' adjournment require no notification but the chair should fix the time and place for the reconvened meeting prior to the adjournment.
- (6) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

### **13. CHAIR**

- (1) General meetings shall be chaired by the person who has been elected as Chair(PRESIDENT).
- (2) if there is no Chairperson or if the chairperson is unable or unwilling to chair within fifteen minutes after the appointed time for the holding of the meeting, the Vice Chairman(President) shall be the chair the general meeting.
- (3) If sub-clauses 13(1) and 13(2) cannot apply for any reason within fifteen minutes of the appointed time for the meeting other members of the Trustees / Executive Committee present shall elect one of their numbers to be Chairperson of the meeting.
- (4) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (5) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their numbers to chair the meeting.

### **14. Adjournments.**

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (4) If a meeting is adjourned by a resolution of the members for more than eight days, notice of the adjourned meeting shall be given as in the case of an original meeting **except** that it shall not be necessary to give notice of the business to be transacted at an adjourned meeting.

#### **15. Votes.**

- (1) Subject to sub-clause 15(7) each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) Subject to provisions of Clause 7 of this constitution, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Charity duly convened and held. It may comprise several copies each signed by or on behalf of one or more members.
- (3) Subject to provisions of Clause 7 of this constitution, a resolution put to vote of a meeting shall be approved by a simple majority of those present, on a show of hands, unless before or on the declaration of the result of a show of hands a ballot is duly demanded.
- (4) (a) At least two Members having the right to vote at the meeting may demand a ballot.  
(b) A demand by a person as proxy for a Member shall be the same as a demand by that Member.
- (5) At any general meeting, unless a ballot is duly demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or lost and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact, subject to sub-clauses 15(3) and 15(4).
- (6) (a) If a ballot is demanded in manner aforesaid in sub-clauses 15(3) and 15(4) the same shall be taken at such time and in such manner as the Chairperson of the meeting directs,  
(b) However a ballot demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.  
(c) **In all cases** and subject to Clause 7 of this constitution the result of such ballot shall be deemed to be the resolution of the Association in general meeting,  
(d) The demand for a ballot may be withdrawn but only before the ballot has commenced.
- (7) No Member shall be entitled to vote at any general meeting unless all moneys presently payable by them to the Association have been paid.

#### **16. Proxy**

- (1) The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorized in writing. A proxy need not be a Member of the Charity.

- (2) The signed instrument appointing a proxy and the power of attorney or other authority, if any, or a copy of that power of authority certified by a solicitor shall be deposited, in a sealed envelope marked "Proxy Vote Confidential", at such place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a ballot, not less than twenty-four hours before the time appointed for the taking of the ballot
- (3) Failure to follow the procedure in sub-clause 16(2) would result in the instrument of proxy being invalidated.
- (4) Sealed envelopes containing the number and nature of proxy votes shall only be opened and revealed by the Secretary in the presence of the Chairperson at the commencement of the Annual General Meeting or Extraordinary General Meeting after reading the notice to convene the meeting.
- (5) An instrument appointing a proxy may be on a form supplied by the Charity for the purpose.
- (6) A vote given in accordance with the terms of an instrument of proxy shall be valid provided there was no irrefutable confirmation of death, insanity, or coercion in obtaining the instrument, or revocation available to GDDA-UK at the time of the vote or ballot.

#### **Representatives of Other Bodies**

- (1) Any organization that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organization must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organization at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organization until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organization or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organization.

#### **18. Officers and Trustees.**

- (1) The Charity and its property shall be managed and administered by an Executive Committee comprising the Officers and other members elected in accordance with this constitution. The Officers and other members of the Executive Committee shall be the trustees of the Charity and in this constitution are together called "the Trustees".

- (2) The Executive Committee shall include members of the Association in the following capacities
- i. President**
  - ii. Vice President**
  - iii. Secretary**
  - iv. Welfare Officer**
  - v. Treasurer**
  - vi Membership/fund Raising secretary**
  - vii. Such other Executive or non executive members as the Annual General Meeting shall from time to time deem necessary. Such extraordinary appointments shall last for one year only unless a longer time is specified by the AGM
  - viii. Immediate Past Chair is an ex-officio member of the Executive Committee
- (3) A Trustee must be a member of the Charity or the nominated representative of an organization that is a member of the Charity.
- (4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 22.
- (5) The number of Trustees shall be not less than three and not be subject to any maximum, unless otherwise determined by a resolution of the Charity in general meeting.
- (6) A Trustee may not appoint anyone to act on his behalf at meetings of the trustees.

**19. The Appointment of Trustees.**

- (1) The Charity in general meeting shall elect the Officers and the other Trustees for tenure of three years unless otherwise specified by other parts of this constitution.
- (2)
- (a) The Trustees may appoint any person who is willing to act as a Trustee.
  - (b) Subject to sub clause 5(b) of this clause, they may also appoint Trustees to act as executive officers.
    - (i) Such appointment as an executive officer, with the exception of ex-officio appointments, shall be valid until the next Annual General Meeting. The person so appointed should automatically retire to allow elections for that position to be held.
    - (ii) Unless the tenure of office is stated or implied by the constitution the term of office of ex-officio trustee would be stated in the minutes of the meeting at which they are appointed.
    - (iii) In the absence of, or the failure to state the term of office of an appointed ex-officio trustee, the default term of 3 years from the day of appointment would apply
    - (v) Notwithstanding the provisions in sub-clauses (ii) – (iii) of this clause appointed ex-officio trustees could be removed by a simple majority of the executive members before their time if their actions are hampering the smooth running of Charity.

- (3) Subject to sub-clause 2(b) (i) of this clause each of the Trustees shall automatically retire with effect from the conclusion of the third annual general meeting after his or her election but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected a Trustee or an Officer at any annual general meeting unless, at least 40 days, 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.
- (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 this constitution as the maximum number of Trustees, when the appointment takes effect.
  - (b) The Trustees may not appoint a person to be an Officer if another person has already been elected or appointed to that office and has not vacated the office, when the appointment takes effect.
  - (c) An omission to appoint any such Officers or a vacancy in any such office shall not invalidate any proceedings of the Executive Committee or of the Association.

## **20. Transitional Provisions**

- (1) The Charity at its first meeting shall elect Executives Officers and the other Trustees.
- (2) Subject to sub-clause 19(3)(e) above each of the Trustees shall automatically retire with effect from the conclusion of the third annual general meeting after his or her election but shall be eligible for re-election at that annual general meeting.
- (3) No one with the exception of ex-officio members could be elected for more than two consecutive terms of the same office without a break of at least a year, except
  - (a) during a crisis and
  - (b) when no one else is able or willing to occupy that position.

## **21. Powers of Trustees.**

- (1) The Trustees must manage the business of the Charity and they have the following powers in order to further the Objects (but not for any other purpose):
  - (a) To raise funds as long as in doing so, the Trustees do not undertake any substantial permanent trading activity and comply with any relevant statutory regulations;
  - (b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) To sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;

- (d) To borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
  - (e) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (f) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (g) To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
  - (h) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (i) To obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
  - (j) To open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds 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;
  - (k) Sponsor, organize and /or supervise training seminars, lectures, clinical and community teaching, meetings, exhibitions, courses, scholarships and prizes in pursuit of the objects of the Charity
  - (l) Collect and disseminate information on all matters affecting the said objects and exchange such information with the bodies having similar objects whether in this country or overseas.
  - (m) Undertake, execute, manage or assist any charitable trusts, which may lawfully be undertaken, executed, managed or assisted by Charity.
  - (n) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further said objects.
  - (o) To promote, encourage and undertake the establishment of centres in furtherance of the Objects of the Association and to undertake planning applications for consent under byelaws or building regulations and other like applications.
  - (p) To do all such other lawful things as are necessary for the achievement of the Objects;
- (2) *No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.***
- (2) Any meeting of Trustees, at which a quorum is present at the time the relevant decision is made, may exercise all or part of the powers exercisable by the Trustees.

## **22. Disqualifications and Removal of Trustees.**

A Trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Charity;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

## **23. Proceedings of Trustees.**

- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) *Any Trustee* may call a meeting of the Trustees.
- (3) The secretary *must* call a meeting of the Trustees if requested to do so by a Trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) Subject to Sub-clause 23(9) no decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees.
- (8) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- (9) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies, adjourning the meeting and / or of calling a general meeting
- (10) The person elected as the Chair shall chair meetings of the Trustees.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their numbers to chair that meeting.
- (12) The person appointed to chair meetings of the Trustees shall have no other functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.

- (13) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

**24. Delegation.**

- (1) 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.
- (2) The Trustees may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- (2) The Trustees may revoke or alter a delegation.
- (3) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

**25. Irregularities in Proceedings.**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

**if**, without the vote of that Trustee; and / or that Trustee being counted in the quorum, the decision would have been made by a majority of the Trustees at a quorate meeting.

- (2) clause 25(1) above does not permit a Trustee or their relatives and associates to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.

- (3) No resolution or act of:

- (a) the Trustees;
- (b) any committee of the Trustees;
- (c) the Charity in general meeting,

shall be invalidated by reason of

- (i) the failure to give notice to any Trustee or member

or

- (ii) by reason of any procedural defect in the meeting

**unless**

it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Charity.

**26 MINUTES**

The Trustees must keep minutes of all:

- (1) appointments of Officers and Trustees made by the Trustees;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Trustees and committees of Trustees including:
  - (a) the names of the Trustees present at the meeting;
  - (b) the decisions made at the meetings; and
  - (d) where appropriate the reasons for the decisions.

**27. Annual Report and Return and Accounts.**

- (1) The Trustees must comply with their obligations under the Charities Act 1993 with regard to:
  - (a) the keeping of accounting records for the Charity;
  - (b) the preparation of annual statements of account for the Charity;
  - (c) the transmission of the statements of account to the Charity;
  - (d) the preparation of an annual report and its transmission to the Commission;
  - (e) the preparation of an annual return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

**28. Registered particulars.**

The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

**29. Property.**

- (1) The Trustees must ensure the title to:
  - (a) all land held by or in trust for the Charity that is not vested in *the Official Custodian of Charities*; and
  - (b) all investments held by or on behalf of the Charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Charity.
- (3) The Trustees may remove the holding trustees at any time.

**30. Repair and insurance.**

- a. The Trustees must keep in repair and insure or cause to be repaired or insured to their full value against fire and other usual risks all the properties of the Charity.
- b. They must also insure suitably in respect of public liability and employer's liability.

**31. Notices.**

- (1) Any notice required by this constitution to be given to or by any person must be:
  - (a) in writing;

**or**

  - (b) given using electronic communications.
- (2) Notice may be given to a member either:
  - (a) personally;

**or**

  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address;

**or**

  - (c) by leaving it at the address of the member;

**or**

  - (d) by giving it using electronic communications to the member's electronic or email address.
- (3) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- (4) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
  - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - (b) Proof that a notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.
  - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

**32 RULES**

- (1) The Trustees may from time to time make rules or byelaws for the conduct of their business.

- (2) The bye-laws may regulate the following matters but are not restricted to them:
  - (a) The admission of members of the Charity (including the admission of organizations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) The conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - (b) The setting aside of the whole or any part or parts of the Charity's resources at any particular time or times or for any particular purpose or purposes;
  - (c) The procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by this constitution;
  - (d) The keeping and authenticating of records.
  - (e) Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or byelaws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the Charity.
- (5) The rules or byelaws shall be binding on all members of the Charity. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

**33. Interpretation**

For the interpretation of this Constitution, the Interpretation Act, 1978, shall apply as it applies to the interpretation of an Act of Parliament.

Name	Position
Paul Ofori-Atta (Dr).....	President
Edward Acquah (Dr).....	Vice President
Rosemary Doogan (Ms.).....	Secretary
Akintunde O. George (Dr).....	Treasurer
Stephen Michael Townsend.....	Welfare Officer
Gladys Ofori-Atta (Mrs.).....	Membership Secretary

**Certification of constitution**

I certify that this is a true copy of Constitution for MOTEC-life-UK.

Sign:

Date ...29<sup>th</sup> March, 2007

Name: Paul Ofori-Atta

Position: President