

Moteclife-UK Constitution

**adopted on the 17th of December, 2006
amended in 2012**

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PART 1

Article 1 - Adoption of the Constitution

- 1) Following the adoption of this constitution the Moteclife-UK 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.

Article 2 - Name

- 1) The name of the association is Moteclife-UK (short form Motec). In this document it may be referred to as the Charity.

Article 3 - Registration details

- 1) The registered office of the Moteclife-UK will be situated in England.

Article 4 - The Objects of Moteclife-UK

- 1) To relieve sickness, to promote and protect good health through the provision of medical services to target hospitals in Ghana & United Kingdom, formally linked with Motec.
- 2) To advance the education and training of staff at target hospitals in Ghana officially linked with Motec and of medical staff at NHS hospital institutions in England.

Article 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.

- 4) 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 benefit from the Charity, provided that the Trustees comply with the provisions of clause 6 of this Article 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, 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 wilful 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.
- 5) No Trustee or member may be paid or receive any other benefit for being a Trustee or member of Moteclife-UK.
- 6) 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 clause 5 of this article;
- and**
- e. the benefit is permitted by clause 4 of this article;
- or**
- f. the benefit is authorized by the Trustees in accordance with the conditions in clause 7 of this Article

- 7) If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under clause 3 of this article, he or she must;
 - a. declare his or her interest in the proposal;
 - b. be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - c. not be counted in determining whether the meeting is quorate;
 - d. not vote on the proposal.
- 8) In cases covered by clause 5 of this article, 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).
- 9) The Trustees may only authorize a transaction falling within clauses 7 - 9 of this article if the trustee body comprises a majority of Trustees who have not received any such benefit.
- 10) 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.
- 11) 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.
- 12) In this article "Trustee" shall include any person firm or company connected with the Trustee as defined in Article 19(3) or members and relatives of members of Moteclife-UK.

Article 6 – Article of Dissolution

- 1) If the membership of the charity falls below 3 persons, it would be equivalent to a resolution to dissolve the charity and automatically trigger the following procedures in the article of dissolution (Article 6) to be undertaken.
- 2) 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 article of dissolution (article 6).
- 3) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.

- 4) The Trustees must apply any remaining property or money in one of the following five (5);
 - a. directly for the Objects of Moteclife-UK;
 - b. by transfer to any charity or charities in UK whose objects are the same as or similar to that of Moteclife;
 - c. transfer to a charity in UK whose objects are the same as the original donor intended the resources to be used;
 - d. transfer the money or resource back to the original donor;
 - e. Apply the money or resources in a manner the Charity Commissioners for England and Wales ("the commission") may approve in writing in advance.
- 5) 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) - (d) inclusive in clause (4) above.
- 6) 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).
- 7) The Trustees must notify the Commission promptly that the charity has been dissolved.
- 8) 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.
- 9) 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.

Article 7 - Amendments

- 1) Any provision contained in Part 1 of this constitution with the exception of this very Article on amendments (Article 7) 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 Article 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) Notwithstanding any provisions to the contrary elsewhere in this constitution, any resolution to amend the constitution must be submitted in accordance with procedures outlined in this constitutional at least 56 days before the meeting at which it is discussed and voted on.
 - 4) A copy of any resolution amending this constitution must be sent to the Commission within twenty-one days of it being passed.

PART 2

Membership

Article 8 – Admission to 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 Moteclife-UK;
 - b. subject to the clauses 4 – 11, lay down the conditions and terms on which such persons shall be eligible for membership;
 - c. lay down different categories of membership and determine terms or conditions for such different categories or groups (including of associate members) as they may seem fit.
- 4) Any person (individual or corporate) specified by the Executive Trustees as eligible for membership may, subject to the subject to this constitution 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 application process (which may include forms) by such persons or bodies as the Executive Trustees may from time to time approve.
- 6) different application processes may be required for different categories of persons or groups of persons who are eligible for membership.
- 7) Every application shall include an address and other details to which notices to be given pursuant to constitution are to be sent and it shall be the obligation of every member of the Charity to notify the Charity of any changes in the address to which such notices are to be sent.
- 8) 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.
- 9) If the Executive Trustees or any 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(s) of the Charity the name and address of the applicant of applicants (provided in

accordance with article 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.

- 10) The rights and privileges of every member and applicant for election to membership shall be personal to himself and they shall not be transferable.
- 11) 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.
- 12) 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.
- 13) The Executive Trustees may from time to time determine the amount to be paid by members as membership subscription.
- 14) The Executive Trustees may determine different rates, frequencies and methods of payment of subscriptions different categories of membership according to such criteria as to it may seem fit.

Article 9 - Termination of Membership

- 1) Membership is terminated if;
 - a. the member dies or, if it is an organization, ceases to exist;
 - b. member resigns by written notice to the Charity unless, after the resignation, there would be less than three members should this occur the Article of Dissolution (6) of this constitution would automatically be triggered;
 - c. Executive Trustees, subject only to giving 42 clear days' prior notice to the member of its intention to do so, may refuse to renew the membership of any member effective from the date on which that member's current subscription expires;
 - d. any sum due from the member to the Charity is not paid in full within six months of it falling due and being demanded by the executive trustees or their representative unless otherwise determined by the Executive Trustees;
 - e. the member is removed from membership by a resolution of the Trustees, subject to Articles 9(2) & 9(3) , that it is in the best interests of the Charity that his or her membership is terminated;
 - f. No subscription shall be refunded in any of the circumstances in Article 9(1)(a-e).
- 2) A resolution to remove a member from membership may only be passed if all the following conditions are satisfied;

- 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;
 - 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;
- 3) If such a resolution as is specified in Article 9(1)(d) is adopted by the Executive Committee in line with the provisions of Article 9(2)(a-c);
- a. such a Member shall be given written notice of the decision and of the facts relied on by the Executive Committee in reaching its decision.
 - b. Such a decision would be final.
- 4) A member or any group of members may at any time withdraw from Membership by giving at least 30 clear days' notice to the Membership Secretary or such lesser notice as the Executive Trustees may agree.
- 5) Without prejudice to Article 9(1) – 9(3), a member ipso facto forthwith ceases to be a member of the Charity unless the Executive trustees determine otherwise, if
- a. the member whose name having previously appeared therein is erased from any professional register;
 - b. the member(s)' license or entitlement to practice the profession previously carried on by him in any place is withdrawn or cancelled;
 - c. the member(s)' 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,
 - d. his / her 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);
 - e. the member(s) 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);
- 6) 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.

Meetings

Article 10 - 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 least one quarter of the membership.
- 6) If the Trustees fail to schedule the Extraordinary General meeting referred to in Article 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) With the exception of the situation referred to in Article 10(6) all General Meetings shall be held at such time and place as the Executive Committee shall appoint.

Article 11 – Notice for General Meetings

- 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.
- 5) 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.

- 6) 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 Article 23(6)(a).
- 7) 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.
- 8) The notice must be given to all the members and Trustees via their last registered postal and/ or email addresses.
- 9) 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.
- 10) The minimum period for members to give notice of resolutions to be put before the Annual General Meeting is 30 days before the date of the AGM.
- 11) The minimum period for the acceptance of amendments to resolutions to be put before the Annual General Meeting is 14 days before the date of the Annual General Meeting unless dispensation is given by the Executive.
- 12) Without prejudice to Article 11(10) & 11(11) members at a meeting are free to table resolutions on issues in discussion and procedural motions to further or resolve issues on the agenda.
- 13) Without prejudice to Articles 11(10), 11(11) & 11(12) the President or Vice President may table any resolution consistent with the constitution at any time during a meeting.

Article 12 - Methods of Notification

- 1) Any notice required by this constitution to be given to or by any person must be in writing.
- 2) Notice may be given to a member in one or a combination of the following means;
 - a. personally;
 - b. by sending it by post in a prepaid envelope addressed to the member at his or her address;
 - c. by leaving it at the address of the member;

- d. by giving it using electronic communications to the member's electronic or email address;
 - e. any other method that the notice provider may deem fit provided it is used in combination with at least one of the above.
- 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) Proof of notice
 - 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, 24 hours after it was sent.

Article 13 - 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) A 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 if
 - a. a quorum is not present within 30 minutes from the time appointed for the meeting;
 - b. at any time during a meeting a quorum ceases to be present.
- 4) If the adjournment is longer than 10 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.
 - a. For the avoidance of doubt reconvening up to 10 or less days' adjournment require no notification but the chair should fix the time and place for the reconvened meeting prior to the adjournment.
- 5) 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.

Article 14 – Chairing of Meetings

- 1) General meetings shall be chaired by the President of Moteclife-UK.
- 2) if the president is unable or unwilling to chair the meeting within fifteen minutes after the appointed time for the holding of the meeting, the Vice president shall be the chair the general meeting.
- 3) If Article 14(1) and 14(2) cannot apply for any reason within fifteen minutes of the appointed time for the meeting other members of the Trustees present shall elect one of their numbers to be Chairperson of the meeting.
- 4) If there is only one Trustee or executive 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.

Article 15 - 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 10 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.

Article 16 - Voting

- 1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a tie-breaker vote irrespective of whether or not he / she had voted already.
- 2) a resolution in writing signed by all the members entitled to receive notice, 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.
 - a. This resolution may comprise several copies with each copy signed by one or more members.

- 3) 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) At least two Members having the right to vote at the meeting may demand a ballot.
- 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 Charity shall be conclusive evidence of the fact, subject to Articles 16(3) and 16(4).
- 6) If a ballot is demanded in the manner aforesaid in Articles 16(3) and 16(4);
 - a. the same shall be taken at such time and in such manner as the Chairperson of the meeting directs;
 - b. a ballot demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith;
 - c. the result of such ballot shall be deemed to be the resolution of the Charity in general meeting;
 - d. the demand for a ballot may be withdrawn but only before the ballot has commenced.

Elections

Article 17 - Office of Electoral Officer

- 1) An Electoral Officer would be chosen / elected for tenure of six (6) years.
- 2) An Electoral Officer would be elected by members of the charity by winning 50% plus one (1) votes.
- 3) The Electoral Officer may be a member of the Moteclife-UK but the charity is free to choose a reputable outside person or body following a resolution by the Charity at a general meeting passed by 50% plus one (1) votes.
- 4) The Electoral Officer is able to pick his/ her own assistants to help in the conduct of elections.
 - a. These would officially be known as electoral assistant(s).
- 5) Notwithstanding any provisions to the contrary in this constitution the electoral officer and all electoral assistants would not be allowed to vote in any election which they organise as they cannot be arbiters in any contest in which they have an interest.
- 6) The choosing of the electoral officer would be at the next AGM following the AGM at which this amended constitution is adopted and thereafter every six (6) years.

- 7) In the event that the post of Electoral Officer becomes vacant before it is due to be vacant the Vice President would organise an election for a replacement of the electoral officer before the next triennial election.
- 8) For the avoidance of doubt if there is during the election of the Electoral Officer no candidate obtains more than 50% plus one votes after the first round all candidates with the exception of the two candidates who received most votes would stand eliminated but the two candidates with most votes would proceed to a run-off election to be conducted with the date, time & manner of election decided by the vice president.
- 9) For the avoidance of doubt the electoral officer is cannot be a member of the Executive trustees.
- 10) The Electoral Officer would be subject only to the constitution of Moteclife-UK, regulations from The Charity Commission for England & Wales, and the laws of England of Wales in organising elections for the Charity.
- 11) The Electoral Officer would rely on the support and resources of the trustees of Moteclife-UK to the extent required to organise a free and fair elections.
- 12) The Electoral Officer would have the power and in fact the responsibility of making regulation, and providing clarifications, and filling in gaps where the constitution is silent on a course of action subject only to the letter and spirit of the constitution and the laws of natural justice and fair play.

Article 18 - Electoral Rules

- 1) Only Moteclife-UK members can nominate other members or themselves as candidates.
- 2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 24
- 3) There are no term limits as to ofr any office of Trustee.
- 4) No-one may be elected an Executive Trustee at any annual general meeting unless, at least 40 days before the AGM;
 - a. the electoral officer had received a nomination of that member for that particular post
 - b. the nomination is seconded by another member(s) of the charity;
 - c. the nominee had indicated his intention to serve in the said position when elected;
 - d. the nominee had completed any application process or arrangements put in place by the Electoral Officer which is necessary for the conduct of a secure & fair election and consistent with the constitution of Moteclife-UK.

- 5) At the end of nomination period if any executive position receives;
 - a. only one candidate nominated, then that candidate would deemed by this constitution to have been elected unopposed;
 - b. no nomination, then the electoral officer may open this position up again for nomination and election during the AGM;
 - c. more than one nomination, then the electoral officer would proceed to organise elections for that position in line with this constitution.
- 6) For each position being contested every active moteclife member would have one vote.
- 7) Votes would be counted during the general meeting of members.
- 8) Election to any position is by a simple majority of votes cast.
- 9) if there is equality of votes for first place for any position after the first round all candidates for that position with the exception of the those in first place would stand eliminated.
 - a. The candidates with equality of votes in first place would proceed to a run-off election to be conducted during the general meeting.
 - b. The time and manner would be decided by the electoral officer during the general meeting.
- 10) Elected trustees would take office at the end of the triennial AGM unless under the conditions described in Article 20(11) in which case it would commence immediately.
- 11) Subject to the Article 19(6), an omission to appoint or elect any Trustee to any particular position or a vacancy in any such office shall not invalidate any proceedings of the Executive trustees or of the Charity.
- 12) Decisions of the Electoral Officer with respect to any electoral issues are final except when and only to the extent which they are in breach of the constitution of Moteclife-UK

Trustees of the Charity

Article 19 – Trustees

- 1) The Charity and its property shall be managed and administered by Executive trustees elected triennially at that year's AGM.
- 2) these would be aided by non-executive trustees appointed by the president, with advice and assistance from the other executive trustees and in accordance with the constitution.
- 3) The Executive & Non-executive trustees of the Charity are together referred to as Trustees in this constitution.
- 4) A Trustee must be a member of the Charity or the nominated representative of an organization that is a member of the Charity.
- 5) The number of Trustees shall be not less than three (3).
- 6) The Charity in a general meeting can from time to time set a maximum number of Trustees by passing a resolution to the same.
- 7) A Trustee may not appoint anyone to act on his behalf at meetings of the trustees.
- 8) The Executive trustees shall include members of Moteclife Charity in the following capacities
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Welfare Officer
 - e. Treasurer
 - f. Membership/fund Raising secretary
 - g. Immediate past president is an ex-officio member of the executive trustees
 - h. 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.
- 9) Non-executive trustees may be included on meetings of executive trustees or may have issues, projects and powers delegated to them as individuals or in groups as seen fit by the executive trustees.
 - a. In situations like this they would report to and be directly responsible to the executive trustees.
 - b. In these situations the final responsibility of the actions of the non-executive trustee(s) would stop with the executive trustees as a whole.

Article 20 - Appointment of Trustees

- 1) Triennially, during that years' annual general meeting (AGM), the Charity shall elect all executive trustees with the exception of the immediate past president, for a three year (3) tenure.
- 2) The Charity may, subject to Article 24, elect any member who is willing to be an executive trustee.
- 3) The president subject to Article 19(2) & 19(7) may appoint any member who is willing to be a non-executive trustee.
- 4) Notwithstanding the provisions in Article 20(3), the appointment of a non-executive trustee, must not cause the number of Trustees to exceed any upper limit set by the Charity in accordance to Article 19(7).
- 5) Unless the tenure of office is stated or implied by the constitution the term of office any appointed non-executive trustee would be stated in the minutes of the meeting at which they are appointed.
- 6) In the absence of, or the failure to state the term of office of any non-executive trustee, such tenure would automatically expire once a different president from the appointing president takes office.
 - a. However the incoming president has the power to re-appoint the any non-executive trustee in the same or different capacity.
- 7) Notwithstanding the provisions in Articles 20(2) – 20(5) any appointed non-executive trustee could be removed by a simple majority of the executive trustees before the end of tenure if the action of the said non-executive trustee is hampering the smooth running of Charity.
- 8) The term of the new trustees automatically commences at the end of the AGM at which they are elected except under conditions described in Article 20(11) in case it would commence immediately after election/appointment.
- 9) No-one may be elected a Executive Trustee at any annual general meeting unless, at least 40 days before the AGM;
 - a. the electoral officer had received a nomination of that member for that particular post
 - b. the nomination is seconded by another member(s) of the charity;
 - c. the nominee had indicated his intention to serve in the said position when elected;
 - d. the nominee had completed any application process or arrangements put in place by the Electoral Officer which is necessary for the conduct of a secure & fair election and consistent with the constitution of Moteclife-UK.
- 10) Subject to the Article 19(6), an omission to appoint or elect any Trustee to any particular position or a vacancy in any such office shall not invalidate any proceedings of the Executive trustees or of the Charity.

- 11) There are no limits as to how many time one may serve as a Trustee.
- 12) In the event of an executive position becoming vacant before it is due to be vacant the President can exercise one of three executive prerogatives.
 - a. another member could be appointed to fill the position;
 - b. leave the position vacant subject to Article 19(6);
 - c. request the electoral officer to conduct an election to fill the position.
- 13) Irrespective of how the president exercises the powers in Article 20(12), the position described in Article 20(12) would be up for election in line with all other executive positions at the next triennial election irrespective of how long the new post holder had been in position.
 - a. As a compensation, this terms of office described in Articles 20(11) & 20(12) would not count towards any term restrictions that may be imposed by this constitution.

Article 21 - Transitional Provisions

- 1) The Charity at its first meeting shall elect Executives Officers and the other Trustees.
- 2) Each of the Trustees shall automatically retire with effect from the conclusion of the triennial AGM at which elections are conducted and declared unless they had been re-elected or re-appointed to the same position.

Article 22 - 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.
- 3) At any meeting of Trustees, at which a quorum is present, the relevant decision(s) is made, may exercise all or part of the powers exercisable by the Trustees.

Governance & Accountability

Article 23 – Making of byelaws

- 1) The trustees may from time to time make rules or byelaws for the conduct of their business.
- 2) The Trustees must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the Charity.
- 3) The Charity in general meeting has the power to alter, add to or repeal the rules or byelaws.
- 4) The rules or byelaws shall be binding on all members of the Charity.
- 5) No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, this constitution
- 6) 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 admission 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;
 - c. 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;
 - d. The procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by this constitution;
 - e. The keeping and authenticating of records.
 - f. Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

Article 24 - Disqualifications and Removal of Trustees

- 1) A Trustee shall cease to hold office if he or she:
 - a. 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);
 - b. ceases to be a member of the Charity;
 - c. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- d. resigns as a Trustee by notice to the Charity (but only if at least three (3) Trustees will remain in office when the notice of resignation is to take effect);
 - i. should the resignation result in less than three (3) trustees being left in office the effects of the Article of Dissolution (Article 6) of this constitution would be triggered automatically.
- e. 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.

Article 25 - Proceedings of Executive Trustees

- 1) The Executive Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 2) Any Executive Trustee(s) may call a meeting of the Trustees.
- 3) The secretary must call a meeting of the Executive 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 **must** cast a tie-breaker vote irrespective of whether he/she had voted previously
- 6) Subject to Article 25(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 three (3) or the number nearest to one third of the total number of Executive 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 president or vice president *in that order* shall chair meetings of the Trustees.
- 11) If the President or Vice President, *in that order*, is unwilling to preside or is not present within fifteen (15) 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.
 - a. The resolution in writing may comprise several documents containing the text of the resolution each signed by one or more Trustees.

Article 26 – Delegation of Executive actions

- 1) The Executive Trustees may delegate any of their powers or functions to a committee of two or more members but the terms of any such delegation must be recorded in the minute book.
- 2) The Executive Trustees may impose conditions when delegating, including but not limited to 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.
- 3) The Executive Trustees may revoke or alter a delegation.
- 4) In the exercise of this delegation, the member or committee would be bounded by all the provisions in Article 5 of this constitution.
- 5) All acts and proceedings of any committees must be fully and promptly reported to the Executive Trustees at agreed times between the committee and the Executive trustees.
- 6) The ultimate responsibilities for any actions and / or decisions resulting from such delegation are that of the Executive Trustees.

Article 27 - Irregularities in Proceedings

- 1) Subject to Article 27(2) all acts and decisions of a meeting of the Trustees or of a committee constituted under Article 26 shall be valid despite the presence and/or voting of any trustee(s) or member(s) disqualified by provisions of this constitution if without the trustee(s) or member(s) being counted a quorum would have been present and the same decision would have been made by the majority of the Trustees or membership.
- 2) Article 25(1) above does not permit the Trustee(s) member(s) or their respective relative(s) and associate(s) to keep any benefit that may be conferred upon them by said act(s), and/or decision(s), of the trustees, committee or membership if the resolution would otherwise have been void.

- 3) No resolution(s) or act(s) of Trustees, any committee set up under Article 26 or the Charity in General meeting shall be invalidated by reason of failure to give notice to a member, failure of the member to receive a notice, or by reason of any procedural defect in the meeting unless that failure or defect has materially prejudiced a member or beneficiaries of the Charity.

Article 28 - Minutes

- 1) The Trustees must keep minutes of all:
 - a. appointments of Officers and Trustees made by the Trustees;
 - b. proceedings at meetings of the Charity;
 - c. meetings of the Trustees and committees of Trustees.
- 2) minutes should include:
 - i. the names of the Trustees present at the meeting
 - ii. the decisions made at the meetings; and
 - iii. where appropriate the reasons for the decisions.

Article 29 - 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 Charity Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

Article 30 - Registered particulars

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

Article 31 - Property

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

- 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.

Article 32 - Repair and insurance

- 1) 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.
- 2) The Trustees must also insure suitably in respect of public liability and employer's liability.

Article 33 - Interpretation

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

Certification of constitution

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

Name	Position	Paul Ofori-Atta (Dr).....	President
		Christine Amakye (Dr.).....	Vice President
		Rosemary Doogan (Ms.).....	Secretary
		Raymond Ofori (Dr).....	Treasurer
		Mrs. Linda Bigham.....	Welfare Officer
		Gladys Ofori-Atta (Mrs.).....	Membership Secretary

Sign: Date ...10 April 2011

Name: Paul Ofori-Atta Position: President