
THE NON-GOVERNMENTAL ORGANISATION ACT NUMBER 16 OF 2009

CONSTITUTION

OF

Katonte Healthcare Programme (KHP)

Katonte Healthcare Programme is a Non-Government Organisation which supports and improves the delivery of Health Care Services through approved Government Clinics in selected Rural and Urban communities, or private clinics approved by the Government, where the need is adjudged to be great. Service improvements are aimed at both general and specialist improvements, depending upon local need. However, the organisation seeks to place a focus on Maternal and New-born Child Health (MNCH) and on services in HIV/AIDS.

1.0 Name and Postal Address

1.1 The name of the organisation is:

Katonte Healthcare Programme, hereinafter referred to as KHP.

1.2 The Postal Address is:

P.O. Box 90258
Masaiti, Luanshya

1.3 The Office Address is:

Matongwa Farm
Near the Kufubu River
Mpongwe Road
Luanshya

2.0 Objectives

2.1 The objectives of the organization are to:

1. Provide top-up general capital and service support to existing government outlets in selected locations, so as to establish better health care and to have a positive impact on general health indicators;
2. Provide selected capital and service support to existing government outlets in selected locations, so as to achieve improvements in specialist areas, especially in MNCH and in HIV/AIDS – for example to establish specialist ART testing and support centres in remote rural or challenged urban locations;
3. Provide for new clinics in areas targeted by government departments, especially in locations where catchment coverage is currently poor, so as to improve general and specialist health service improvement in these places; and
4. In specific locations where health services are enhanced by KPH, to expand according to local demand the provision of other health related services, such as the provision of water, or of facilities for orphans, all in coordination with relevant government departments and other service providers.

2.2 Recurrent support is expected to include the provision of drugs supplies to “top-up” what government is able to deliver; provision of laboratory test materials, supplements to clinical staff salaries on a performance-related basis, and training.

2.3 Initially the NGO will commence operations in Katonte and Mukuba communities in Masaiti District, Copperbelt Province, but aims to expand its activities later in other areas, depending upon demand and the capacity of the organization to extend its reach to other locations.

2.4 It is hereby expressly declared that the objects set forth in this Clause shall not be restrictively construed, but the widest interpretation shall be given thereto.

3.0 Office Bearers and Their Duties

3.1 Initially there are two office bearers. These are the Executive Officer, and the Treasurer. Appointments to these positions will be made by the Board. These two office bearers will be drawn from the list of founding members (see section 4 below), and they will also be members of the Board.

3.2 The Board may resolve to create new offices as deemed necessary, for example a membership secretary or a fund raising manager. In this case the Board shall define their duties.

3.3 The Executive Director will be responsible for the day-to-day operation and management of KHP, including:

- Liaison with government officials;
- Compiling proposals for funding and delivery;
- Managing and supervising implementation;
- Monitoring performance, delivery and results;
- Taking and keeping records of Board meetings and professional advice received; and
- Technical reporting to donors and to the Board.

3.4 The Treasurer is responsible for managing and accounting for the finances of the organisation, including:

- Compiling annual and project budgets for approval by the Board;
- Fund raising;
- Managing income and expenditure control;
- The keeping of auditable accounts;
- Maintaining a list of members with their contact details;
- Financial reporting; and
- Ensuring annual audits are conducted in accordance with the law.

3.5 The bearers shall hold their offices for the period of one year, renewable by the Board on an annual basis. There shall be no limit to the number of times one person may hold a particular office.

4.0 Members – Purpose and Services to Them

4.1 The Founding Members are the true custodians of KHP's values and mission. They have contributed significantly by providing resources to the formation and running of the organisation. The Founder Members have a vision for the organisation, but their vision will be realised through the constitution and underlying principles of the KHP that they have set up, not by exceeding the limits of their authority. They are bound by the constitution of the KHP, just like all members. The founder members have, if unanimous, the power to veto a decision of the Board if it is not in the best interest of the KHP. The initial founder members are: Mrs. Theresa Foot, and Dr. Simon Foot. This may be confirmed at the first meeting of the Board.

- 4.2 All Board members and office holders are automatically members of the NGO, and are not required to pay membership fees. However, they are subject to the disciplinary procedures outlined below.
- 4.3 Anyone may apply to be a member of the organisation, subject to being supported in their application by at least two existing members, including at least one member of the Board. Applicants will also be required to make payment of a joining fee, and payment of an annual subscription. The rates of these fees will be agreed periodically by the Board, and will not be back-dated. There will be both private (individual) and organisational membership categories.
- 4.4 The Treasurer shall maintain an up-to-date list of members at all time, including contact details, and the list will be posted on the organisation's web site.
- 4.5 The purpose of membership is largely to raise revenue for the Organisation. It is not intended to provide an accountability mechanism. (See below for accountability requirements.) People or organisations who provide funds to the NGO will be encouraged to apply for membership. Membership will be sustained so long as annual subscriptions are paid, or unless some point of discipline is breached (see below).
- 4.6 Members will receive access to reports, newsletters and up-dates, and will be provided with copies of annual audit reports. Members may also be offered special options to sponsor specified services at particular outlets, and could have these services named after them.

5.0 Discipline and Termination of Members

- 5.1 Members will have no voting powers over the Board. However, they may bring to the attention of the Board, for its consideration, any matters of concern regarding the management of the organisation.
- 5.2 Members are expected to protect the interests of the NGO, and to represent the work of the NGO in a positive light at all times.
- 5.3 If members have a concern about some aspect of the organisation's activities or procedures, they should raise this matter with the Board.
- 5.4 The Board shall establish a complaints procedure to deal with any complaints against Members and/or the organisation.

5.5 In compliance with such procedure, the Board shall be empowered to make a decision to expel a member following its consideration of such complaint, and if the requirement in clause 5.2 is broken by that member. Under these circumstances repayment of the most recent annual membership fee shall be made, pro-rata, to the expelled member.

6.0 Finance

6.1 As a registered NGO, KPH will obtain its funding through donations, and through other fund-raising activities.

6.2 Accounts will be kept in accordance with clause 3.4 above, and these shall demonstrate at all times that no *profits* for distribution to members have been made from any venture. Any *revenue* from fund raising activities shall be retained for the purpose providing for future health care support programmes planned by KPH.

6.3 The Executive Director may draw a salary, but this will be directly linked to approval of funds for this purpose provided for under specific grants or donations, and the rates shall be approved by the Board. The Board may agree to add approval of payments to specified members or employees in specific cases where KHP activities are financed by funds specified for the purpose.

6.4 The Board must comply with the requirements of the Act as to keeping financial records, the audit of accounts and the preparation and transmission to the NGO Board of annual reports, annual returns and annual statements of account.

6.5 The Board will appoint auditors who will audit the accounts within three (3) months after the end of a financial year. The period of the financial year is to be determined by the first Board meeting.

6.6 The Board Members must ensure that proper records are kept of all proceedings at Board Meetings and of all professional advice obtained.

6.7 Accounting records relating to the organisation must be made available for inspection by any Board Member at any reasonable time. An annual statement of account will be made available on an annual basis for members, and will be posted on the NGO's web site.

7.0 Board and Board Meetings

7.1 The Board shall have ten members. They will hold their positions for two years, but the terms will be renewable on agreement of a unanimous vote by the

members of the Board present at the annual meeting, and upon agreement of the said member.

- 7.2 Meetings of the Board will take place at least once a year (the Annual Meeting) or more often if a majority of the members of the Board deem it necessary.
- 7.3 A Board meeting shall be considered valid if at least six members of the Board are present at a given meeting.
- 7.4 The identity of the office bearers (see section 3 above) shall be reviewed, altered or confirmed at the annual meeting of the Board. However, office bearers may only be removed from their positions against their will if evidence can be presented that a clause of the constitution has been breached.
- 7.5 Board members will not receive any sitting allowance or other remuneration for their functions as Board members.
- 7.6 A Board Member's term of office automatically terminates if he or she is removed from office in accordance with the Act or becomes disqualified from acting as a Board Member and in addition if he or she:
- is incapable, whether mentally or physically, of managing his or her own affairs;
 - resigns by written notice to the Directors (but only if at least two Directors will remain in office); or
 - fails to attend three consecutive meetings of the Board, unless the other Board determines otherwise.
- 7.7 The functions of the Board are to:
- Guide the organisation in the key areas of its technical work, most especially in specific areas of health care, and factors affecting appropriate and constructive liaison with government and with donors;
 - Provide input and advice to, and to approve, annual plans of action for the organisation, including budgets, which shall be prepared by the office bearers;
 - Oversee and ensure the enforcement of accountability in the organisation, most specifically with respect to the inspection of accounts and scrutiny of reported expenditure, the conduct of annual audits, and the provision, integrity and content of technical reports;

- Take remedial action as deemed necessary, especially on the basis of unapproved expenditure and on the basis of actions recommended by audit reports; and
 - Take decisions over membership and discipline as described in section 5.0 above.
- 7.8 The Board Members shall, at the annual meeting, appoint a Chairperson. This person shall preside at meetings of the Board, unless the Chairperson is not present, in which case the attending members shall select an acting-Chairperson for the purpose of that meeting.
- 7.9 Every Board member has one vote on each issue. Every issue (except as stated otherwise in this constitution) considered at a meeting of the Board may be determined by a simple majority of the votes cast at that meeting.
- 7.10 A written resolution signed by all the Board Members is as valid as a resolution passed at a meeting of Directors. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

8.0 Amendments to the Constitution

- 8.1 Amendments to this constitution may be made only on agreement by a minimum of two thirds of the current membership of the Board (regardless of whether they are in attendance at the meeting) at any one time.

9.0 Conflicts of Interest

- 9.1 Whenever a Board Member has a personal or organisational interest in a matter to be discussed at a meeting, and whenever a he or she has an interest in another organisation whose interests are reasonably likely to conflict with those of the organisation in relation to a matter to be discussed at a meeting, he or she must:
- declare an interest before discussion begins on the matter;
 - withdraw from that part of the meeting unless expressly invited to remain; and
 - in the case of personal interests, not be counted in the quorum for that part of the meeting and have no vote on the matter.

10.0 Dissolution

- 10.1 The dissolution of KHP will be done by the founder members.
- 10.2 In the event of the dissolution of the organisation, its remaining assets shall be disposed of by the founding members in ways that further the aims of the organisation.
- 10.3 The founding members guarantee that, if the organisation is dissolved while he or she remains a Member or within 12 months afterwards, to pay towards the costs of dissolution and the liabilities incurred by the organisation, should there be any, in proportion equal to the proportion of their initial investments or contributions.