

Constitution of the organization MABIA GHANA



Mabiaghana

PREVENTING SEXUAL REPRODUCTIVE HEALTH
COMPLICATIONS, DISABILITIES & DISPARITIES

(c) August, 2012

PREAMBLE

Women and children the world over are considered the most vulnerable in society because of biological, socio-economic, and cultural considerations. Many interventions focus on reducing the vulnerabilities of these groups of people by governments and development partners in developing countries including Ghana.

Despite these interventions, poverty levels, and access disparities particularly in the area of sexual reproductive health continue to widen especially in rural communities.

In Ghana, poverty levels are highest in the Savanna ecological zones and access to quality sexual reproductive health services inhibited by outmoded cultural practices and traditional values. The Mother and Baby Integrated Aid-Ghana (MABIA-Ghana) is therefore formed to contribute to the improvement of sexual and reproductive health and rights of the most vulnerable populations particularly in northern parts of the country.

The choice of the name Mabi also reflects the spirit of unity in development and the need to support one another particularly brothers and sisters in need.

This constitution was written as a living document to guide the operations, functions and activities of MABIA-Ghana to achieve its vision, mission, and objectives.

SECTION ONE: GENERAL PRINCIPLES

1.1 ARTICLE I: NAME

The name of the organization shall be known and called MABIA-GHANA.

1.2 ARTICLE II: LOCATION

MABIA-GHANA head office shall be located in Bolgatanga, Capital of the Upper East Region.

1.3 ARTICLE III: CORE VALUES

- (a) The organization shall be non-tribal, non-religious and non-political.
- (b) The organization shall operate as a non-governmental, non-profit organization (NGO) within Ghana.

SECTION TWO: VISION, MISSION, AND OBJECTIVES

2.1 ARTICLE IV: VISION

The vision of Mabilia-Ghana is to have a society free of sexual and reproductive health complications, disabilities, and disparities.

2.2 ARTICLE V: MISSION STATEMENT

Mabilia-Ghana's mission shall be to improve and support sexual reproductive health and rights of the most vulnerable populations in Ghana.

2.3 ARTICLE VI: MAIN OBJECTIVE

The aim of Mabilia Ghana shall be to increase access to high quality primary healthcare information and services to individuals, and families, living in the most deprived communities in the country.

2.4 ARTICLE VII: SPECIFIC OBJECTIVES

The organization shall fulfill its mission through the following specific objectives:

- (a) To increase access to family planning Information and services to women, men, and adolescents living in underserved communities.
- (b) To provide care and support to women and adolescent girls suffering from complications of unsafe abortion, and obstetric fistula.
- (c) To improve survival rates of newly born babies through innovative and community focused interventions.
- (d) To increase access to information, screening, counseling, and treatment services on reproductive cancers for both men and women.
- (e) To increase access to information, screening, counseling, and treatment services on HIV/IADS to high-risk populations in underserved communities.
- (f) To advocate for sound sexual and reproductive health policies in Ghana.

SECTION THREE: MEMBERSHIP OF MABIA GHANA

3.1 ARTICLE VIII: MEMBERSHIP

The organization shall have three types of membership

- (a) **Sustaining members:** These are non voting members by virtue of their huge investment, regular donations, and other support to the organization.

- (b) **Full members:** These are voting members by virtue of payment of membership fees to the organization.
- (c) **Honorary members:** These members are nominated by the board of Directors in recognition of their special skills, expertise and/or activities which they devote to the cause of vulnerable populations in society.

3.2 ARTICLE IX: QUALIFICATIONS

- (a) Any individual or corporate entity willing to support the purpose of the organization may become a member.
- (b) Anybody who subscribes to the ideals of the organization and makes financial contributions on regular basis can become a sustaining member. Sustaining members are not allowed to vote during meetings.
- (c) Honorary members are proposed and approved by the Board of Directors. The honorary members are not linked to financial liabilities and they do not have a right to vote during meetings.
- (d) Any individual who is at least 18 years old and who has proven in the past to have actively supported the aim of the organization in their functions and make a financial contribution on a regular basis can become a full and voting member.
- (e) The application for admission shall be in writing.
- (f) The Board of Directors has the powers to decide on the application for admission.
- (g) One becomes a member upon payment of registration fee and annual membership fee which shall be fixed at an Annual General Meeting (AGM) and subject to review from time to time.

3.3 ARTICLE X: CESSATION OF MEMBERSHIP

- (a) The membership ends through resignation, expulsion, death or dissolution of Mabia Ghana.
- (b) A member who wishes to resign from the organization shall do so in writing to the secretary after which his/her details shall be deleted from the register.
- (c) Any member whose utterances, general behavior, or actions deemed to have the potential to bring the organization into disrepute or jeopardize its smooth operations shall face expulsion or suspension by a disciplinary committee set up by the Board of directors at which he/she has reasonable opportunity to defend himself/herself.

SECTION FOUR: ORGANIZATIONAL STRUCTURE AND GOVERNANCE

4.1 ARTICLE XI: THE BOARD OF DIRECTORS

- (a) There shall be a Board of Directors which shall be the decision making and executive organ of Mabia-Ghana.
- (b) The board shall be elected at an Annual General Meeting for the duration of four years. Re-election of board members shall be allowed.
- (c) Only persons of sound mind and aged 18 years and above shall become board members.
- (d) Until otherwise varied by a special resolution passed at an Annual General Meeting, there shall be a minimum of three and a maximum of nine members of the board of Directors.

- (e) The board shall minimum; consist of the Chairperson, Secretary and Treasurer.
- (f) The Executive Director shall be a member of the board ex-officio.
- (g) The board of Directors shall represent the organization in and out of court. The Chairman is entitled to represent the organization alone. The Executive Director plus any other member of the board are entitled to represent the organization.
- (h) The board shall remain in office until a new board of directors is elected.
- (i) The board carries out the ongoing operations of the organization and provides for the procurement, deployment and management of financial and material resources of the organization. It can delegate the executive power to an Executive Officer who will be appointed by the board of directors and who will be a member of the board ex-officio.
- (j) Members of the board may be remunerated with an allowance being appropriate for the task. Details shall be set forth in a code of remuneration in order to avoid possible manipulation.
- (k) Minutes of board meetings shall be written and signed by the Chairman and Secretary.
- (l) The Treasurer is obliged to orderly keep records of the receipts and expenditures of the organization.
- (m) The retirement of a board member will not affect the term of office for the other board members.

- (n) The board of directors may establish adhoc committees to address specific issues.
- (o) If required the board may employ a CEO and other employees for the secretariat on salary basis.
- (p) If the Chairperson, during his/her tenure of office, should cease to be a member of the organization, the directors shall elect one of their members to hold office until the next Annual General Meeting when a new Chairperson shall be elected. The same procedure shall apply to the Secretary and the Treasurer.
- (q) Unless otherwise prevented by illness or absence of leave, the **Chairperson** shall chair all meetings of the Board and all Annual General Meetings. She/he shall provide and develop general guidelines and strategies related to the affairs and development of the organization,

4.2 ARTICLE XII: FIRST APPOINTMENT TO THE BOARD OF DIRECTORS

- (a) The interim members to the Board shall be appointed in writing by the subscribers to this constitution and shall include three persons who shall act respectively as the Chairman, Secretary and Treasurer of the organization.
- (b) They shall hold office until the conclusion of the first annual general meeting when a substantive Board shall be appointed to serve for a period of 4 years provided that a member of the Board shall be a full member of the organization.

4.3 ARTICLE XIII: THE EXECUTIVE DIRECTOR

The Executive Director shall be responsible to the Board of Directors. She/he can be an employee of the organization and his/her office shall fall under the secretariat whose term of service shall be determined by the board of directors. She/he shall inter alia:

- (a) Represent and act on behalf of the organization and do all such other activities as may be necessary for the efficient running of the organization affairs.
- (b) Keep full, complete, and up to date records of the organization's affairs.

4.4 ARTICLE XIV DISQUALIFICATION OF MEMBERS OF THE BOARD

The office of a member of the board shall be vacated:

- (a) If a receiving order is made against him or he makes an arrangement or composition with his creditors;
- (b) If she/he fails to attend the meetings of the Board for a period of six months, except by special leave of the Board;
- (c) If by notice in writing to the organization she/he resigns his office;
- (d) If she/he is removed from office by a resolution duly passed under this constitution.
- (e) If she/he is removed from membership of the Organization pursuant to a resolution of the Organization.

4.5 ARTICLE XVI FORMATION OF COMMITTEES

- (a) The Board may delegate any of their powers to Committees consisting of such members of the board as they deem fit.
- (b) Any committee so formed shall, in the exercise of the powers delegated, conform to any regulations prescribed by the Board.

SECTION FIVE: MEETINGS AND QUORUMS

5.1 ARTICLE XVI: PROCEEDINGS OF THE BOARD

The Board of Directors shall meet at such times as the conduct of business requires but not less than four times in a year.

(a) Normal Meetings

All normal meetings of the Board shall be summoned by the Secretary acting in consultation with the Chairman, by giving at least 15 days notice accompanied by the proposed agenda.

(b) Requisitioned meetings

A member of the Board may request for a meeting, and on the request of at least two (2) members of the Board, the Secretary shall at any time summon a meeting of the Board by at least twenty one days of notice served upon the several members of the Board, with an indication of the proposed agenda.

5.2 ARTICLE XVII: GENERAL MEETINGS

- (a) The Organization shall hold an Annual General Meeting (also called Ordinary General Meeting) each year.
- (b) The Secretary shall publish the date of the AGM 14 days notice prior to the meeting.
- (c) The Agenda of the AGM shall include the following matters:

- i. Election of Committee and Office Bearers
- ii. The Organisations Annual Report
- iii. Presentation of the Organisations accounts.
- iv. Matters raised under Any Other business.
- v. Matters raised under Any Other Business shall be discussed at the next ordinary meeting of a Committee and cannot be voted on at the AGM.
- vi. The right to vote at the AGM shall be open to all registered members except those with sustaining and honorary membership status.

(d) All other general meetings organized by the organization shall be called Extraordinary General Meetings.

5.3 ARTICLE XVIII MANNER OF CONVENING EXTRA ORDINARY GENERAL MEETINGS

- (a) The Board may convene an Extraordinary General Meeting as it deems fit.
- (b) The Board shall also, on the requisition of not less than one-third of the full members of the organization, proceed to convene an extraordinary General Meeting, provided that the requisition made states the objects of the meeting and must be signed by those making the requisition and deposited at the office of the secretary.

5.4 ARTICLE XIX: QUORUM DURING MEETINGS

A Quorum during board meetings and AGM shall consist of two third of the voting membership. In the case of Sub-Committees the quorum shall be not less than half of the membership.

5.6 ARTICLE XX VOTING AT GENERAL MEETINGS

- (a) Every full member shall have one vote, provided that when any matter affecting a member personally comes before the meeting, although he may be present at it, he shall not be entitled to vote on the question and the chairman may require him to withdraw during the discussion.
- (b) On a poll, votes may be given personally or by proxy, provided that the instrument appointing a proxy shall be in writing under hand of the appointer or of his attorney duly authorized in writing. A proxy need not be a member of the organization provided that no person shall be entitled to be appointed a proxy more than two absent members.
- (c) The instrument appointing a proxy and the power of the attorney or other authority, if any, or other authority, if any, or a materially certified copy of that power or authority shall be deposited at the officer or at such other place convening the meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less 24 hours before the time appointed for taking the poll, and in default the instrument of the proxy shall not be treated as valid after the expiration of twelve months from the date of its execution.

SECTION SIX: FUNDS AND USE OF RESOURCES

6.1 ARTICLE XXI: APPLICATION OF FUNDS AND ASSETS

The funds and assets of the Organization shall be applied solely towards the promotion of the objects of the Organization as set forth in this constitution; and no portion thereof shall be paid or transferred directly, or indirectly by way of dividend, gift bonus or otherwise by way of profit to the members of the Organization provided that nothing herein shall prevent, good faith, of reasonable and proper remuneration to any officer or servant of the Organization or any member or the Organization, in return for any services actually rendered to the Organization, or prevent the payment of interest at a rate not exceeding current bank rates on money lent or reasonable and proper rent for premises demised or let by any member to the organization.

6.2 ARTICLE XXII: DISPOSAL OF ASSETS ON WINDING UP OR DISSOLUTION

If upon the winding up or dissolution of the Organization there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members to the organization.

6.3 ARTICLE XXIII: INDEMNITY OF BOARD MEMBERS

Every member and other officers or servant of the Organization shall be indemnified against (and it shall be the duty of the Board, out of the funds of the Organization to pay) all cost, losses and expenses which such person may incur or become liable for the reason of any contract entered into, or act or

thing done by him in good faith in the capacity aforesaid, in any way in the discharge of his duties, including traveling expenses, and the Board may give to any officer or employee of the organization who has incurred or may be about to incur any liability at the request or for the benefit of the board, such security by way of indemnity as it may think proper.

6.4 ARTICLE XXIV: ACCOUNTS

It shall be the work of the Treasurer to cause the accounts to be kept and in particular as regards;

- (a) The sums of money received and expected by the Organization and the matters in respect of which such receipts and expenditures takes place;
- (b) The assets and liabilities of the Organization.
- (c) The books of accounts shall be kept at the office or at such other places as the Board deem fit, and shall always be open to the inspection of the member of the Board during business hours.
- (d) At the Annual General Meeting every year, the Board shall lay before the members present a proper income and expenditure account for the 14 period since the last preceding account made up to a date more than nine (9) months before such meeting.
- (e) A proper balance sheet as at the date on which the income –expenditure account is made up shall be prepared every year, and laid before the members present at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors.
- (f) Copies of the income and expenditure account, balance sheet and reports, all of which shall be framed in accordance with any statutory

requirements for the time being in force, and of any other documents required by law to annexed or attached thereto or to accompany the same shall, not less than twenty one (21) clear days before the date of the Annual General Meeting be sent to the Auditors and to all other persons entitled to receive notice, of such meetings in the prescribed manner.

6.5 ARTICLE XXV AUDITORS

The Organization shall at each Annual General Meeting:

- (a) Appoint an Auditor or Auditors to hold office until the next Annual General Meeting provided that a member of the Board or other officer of the Organization shall not qualify to be appointed Auditor of the Organization.
- (b) The remuneration of the Auditors of the Organization shall be fixed on the Annual General Meeting, except that the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the Board.
- (c) Every Auditors of the Organization shall have a right to see all relevant vouchers and shall be entitled to access at all times to the books and accounts he requires from the Board.
- (d) The Auditors shall make a report to the accounts examined by them and on every balance sheet laid before the Organization at its Annual General Meeting during their tenure of office, and the report shall state;
 - i. Whether or not they have obtained all the information and explanation they have required.
 - ii. Whether in their opinion, the balance sheet referred to in the report is property drawn up so as exhibit a true and correct view of the state of the organization's affairs.

6.6 ARTICLE XXVI: FINANCIAL YEAR

The financial year of the Organization shall begin on the first day of January and end on the last day of December every year.

SECTION SEVEN: AMMENDMENTS TO THE CONSTITUTION

7.1 ARTICLE XXVII: AMMENDMENTS

Subject to the provisions of the code 1953 (Act 179) or any modification or re-enactment thereof, the organization may by special resolution passed modify or repeal this constitution or adopt a new constitution or change the name of the Organization, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the purpose for which the organization was formed.

SECTION EIGHT: DISSOLUTION AND DISPOSAL OF ASSETS

8.1 ARTICLE XXVIII DISSOLUTION

The organization shall not be dissolved or wound up except by a resolution passed at a General Meeting of the members by votes of two-thirds of the members present. The quorum at the meeting shall be fifty per cent of all members of the Organization. If no quorum is obtained, the proposal to dissolve or wind up the Organization shall be submitted to a further General meeting which shall be held one month later. Notice of this meeting shall be given to all members of the Organization at least 14 days before the date of the meeting.

- (a) The Organization will not be dissolved without prior consent in writing to the relevant statutory bodies in Ghana as required by the relevant sections of Act 179.
- (b) Upon dissolution of the organization, its remaining assets shall be distributed to another organization with similar objectives of Mabia0Ghana.

As of 11th August, 2012.