

**THE CONSTITUTION
OF
THE REGISTERED
TRUSTEES
OF
AMBASSADORS OF
GOD**

ARRANGEMENT OF ARTICLES

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THE PREAMBLE

WE, the members of **THE REGISTERED TRUSTEES OF WE, AMBASSADORS OF GOD**

PERSONALLY accepting that Jesus Christ is our Savior and Lord and accepting Him in His sinless life and ministry, His vicarious atonement, resurrection from the tomb, His present intercession in Heaven.

REALIZING that the Great Commission of our Lord Jesus Christ is an invitation to everyone to live a life of rejection to Him who loved us and bequeathed Himself for us;

YIELDING our personal ambitions and possessions in an extroverted committal, so we can be firmly rooted and established in Him to live a life of Holiness and practical Christianity to take the proclamation of the Gospel through “the entire world to every being”,

HEREBY adopt the following as the Constitution of **The Registered Trustees of Ambassadors of God**. The Constitution set out hereunder shall come into force in accordance with the provisions as set out therein.

ARTICLE 1

NAME AND STATUS

- (a) The organization shall be called “The Registered Trustees of Ambassadors of God”. The address of the Registered Trustees of Ambassadors of God shall be Area 49 Dubai street no.8/3 and the postal address shall be c/o P. O Box 1520, Lilongwe.
- (b) The Registered Trustees of Ambassadors of God shall be an incorporated organization with its own personality separate from that of its members.
- (c) This constitution shall supersede any other document that regulated the conduct of members, their relationship or purports to confer authority to the organization or any structure falling under or formed by the Registered Trustees of Ambassadors of God.
- (d) This constitution shall bind the Board of Trustees and all other structures established by the Registered Trustees of Ambassadors of God, whether under this constitution or any document purporting to confer such authority.

ARTICLE 2

VISION AND MISSION OF THE ORGANIZATION

- (a) The Registered Trustees of Ambassadors of God envisions a generation of people that know the love of Christ which surpasses knowledge, that they may be filled with the fullness of God.
- (b) Our mission is to preach the gospel of salvation through the proclamation of the name Jesus Christ, our Lord and practical manifestation of the life of Jesus through empowering the youths and supporting the needy for a better living standard of our society.

ARTICLE 3

CORE VALUES OF THE ORGANIZATION

- (a) Love. That the members will be fueled by the love of Jesus Christ in all their deeds
- (b) Hard work. That the members will be diligent and hardworking in all dealings.
- (c) Discipline. That the members will be disciplined enough so as not to bring the association into disrepute

ARTICLE 4

OBJECTIVES OF THE ORGANISATION

The objects of the Registered Trustees of Ambassadors of God shall be as outlined below:

- a) To promote youth empowerment and encourage self-reliance.
- b) To promote and support the youths in the attainment of their education.
- c) To offer necessary guidance and counseling to the youths in pursuit of their dreams.
- d) To ensure conduct works of charity to vulnerable groups as determined by the organization from time to time.
- e) To spread the word of God.

ARTICLE 5

BOARD OF TRUSTEES AND APPOINTMENT OF NEW TRUSTEES

- a) The Registered Trustees of Ambassadors of God shall be administered by a Board of Trustees consisting of not less than three and not more than seven members.

- b) Any person willing to be elected as a Trustee shall subscribe to the objects and values.
- c) The funds and property of The Registered Trustees of Ambassadors of God shall vest in the Board of Trustees and shall be applied by them solely for the purpose of carrying out the objects of the Trust.
- d) The Trustees shall elect the Chairperson; Vice Chairperson; a Secretary; a Vice Secretary, Treasurer and a Vice Treasurer from amongst their numbers.
- e) The Chairperson shall:
 - i. Oversee the activities and running of The Registered Trustees of Ambassadors of God;
 - ii. Be the main signatory of The Registered Trustees of Ambassadors of God's bank accounts;
 - iii. Have the responsibility of calling for meetings in conjunction with the secretary and facilitating it;
 - iv. Be the main representative of The Registered Trustees of Ambassadors of God whenever need arises.
- f) The Vice Chairperson shall:
 - i. Be the assistant to the Chairperson in his or her presence;
 - ii. Shall assume the duties of the Chairperson, automatically, in his/her absence or death.
- g) The Secretary shall:

- i. Be responsible for taking down and keeping minutes of any of the meetings of The Registered Trustees of Ambassadors of God;
 - ii. Be responsible for keeping all the records of The Registered Trustees of Ambassadors of God's activities;
 - iii. Be a signatory of The Registered Trustees of Ambassadors of God's bank accounts;
- h) The Vice Secretary shall:
 - i. Be an assistant to the Secretary;
 - ii. Assume the duties of the Secretary in his or her absence except being a signatory to the accounts of the organization.
- i) The Treasurer shall:
 - i. Be a signatory to The Registered Trustees of Ambassadors of God's bank account;
 - ii. Keep records on The Registered Trustees of Ambassadors of God's financial transactions;
 - iii. Be responsible for the reception of funds for The Registered Trustees of Ambassadors of God;
 - iv. Be required to produce a monthly financial report on The Registered Trustees of Ambassadors of God financial transactions.
- j) The vice Treasurer
 - i. Be an assistant to the Treasurer;
 - ii. Assume the duties of the Secretary in his or her absence except being a signatory to the accounts of the organisation

- k) No person shall be appointed, or continue to act as a Trustee who:
- i. Is, under any law in force in Malawi, adjudged or otherwise declared to be of unsound mind;
 - ii. Is an undischarged bankrupt, having been adjudged or otherwise declared to be bankrupt under any law in force in Malawi; and
 - iii. Has been convicted of an offence involving dishonesty or breach of trust.
- l) The validity of any proceedings of the Board shall not be affected by any vacancy among the members thereof or by any defect in the appointment of any member.

ARTICLE 6

TENURE OF OFFICE OF THE TRUSTEES

- a) A Trustee shall hold office for a period of three years but shall be eligible for re-appointment for another period of three years.
- b) The Board of Trustees may, and after giving reasons and an opportunity to be heard, suspend any Trustee from office as Trustee and any person so suspended shall forthwith execute and do all such deeds and things, if any, as may be necessary for vesting in the persons who after his suspension are the Trustees for the time being any part of the Trust property which may be vested in him whether alone or jointly.

ARTICLE 7

VACANCIES ON THE BOARD OF TRUSTEES

- a) A vacancy on the Board of Trustees shall arise on –
 - i. The expiry of the term of office of a Trustee;
 - ii. Resignation of a Trustee after giving one month's written notice to the Chairman of the Board of Trustees;
 - iii. The death of a Trustee;
 - iv. A Trustee failing to attend, without valid excuse, three consecutive meetings of the Board of which he has had notice; and
 - v. A Trustee being convicted of an offence for which he or she is sentenced to a term of imprisonment without the option of a fine.
- b) A vacancy due to any of the above shall be filled by the remaining Trustees.

ARTICLE 8

GENERAL POWERS OF TRUSTEES

In addition to the powers conferred upon the Trustees elsewhere in this Constitution, the Trustees shall have the following powers-

- a) to set policies and strategies in line with the objects, principles and scope of the Registered Trustees of Ambassadors of God;
- b) to set policies, operational guidelines and provide general support to the Registered Trustees of Ambassadors of God;
- c) to establish a framework for monitoring and periodic independent evaluation of performance and financial accountability in various constituencies of the

Registered Trustees of Ambassadors of God;

- d) to represent the Registered Trustees of Ambassadors of God in various constituencies;
- e) to coordinate with outside agencies as well as advocate and mobilize resources for the Registered Trustees of Ambassadors of God;
- f) to sell, lease, mortgage, charge, license and generally manage and deal with any land of any tenure which or the proceeds of the sale of which may at any time form part of the Trust Fund;
- g) to borrow from any person or persons any sum or sums of money whether upon the security of any part of the Trust Fund or the covenant or contract of the Trustees or any of them and to deal with any money so borrowed in any manner in which capital moneys forming part of the Trust Fund may be dealt with;
- h) to accept moneys and assets of any description from any donor for the purposes of the Trust and to use such moneys and assets in a manner consistent with the objects of the Registered Trustees of Ambassadors of God;
- i) to appoint managers, officers and other staff of the Registered Trustees of Ambassadors of God and to do all such other lawful things as in the opinion of the Trustees may be requisite for its effective management.
- j) to determine the financial program of the Registered Trustees of

- Ambassadors of God for each year and the program for implementing the objects set out in this Constitution;
- k) to determine and review the policies of the Registered Trustees of Ambassadors of God having regard to its objectives and vision as set out in this Constitution;
 - l) to appraise and evaluate the performance of the management of the Registered Trustees of Ambassadors of God and to determine their levels of remuneration and other conditions;
 - m) to vary and to amend this Constitution;
 - n) to dissolve the Registered Trustees of Ambassadors of God and to determine the manner of disposing of any assets after the discharge of all debts and other obligations of the Registered Trustees of Ambassadors of God;
 - o) to operate bank accounts in any financial institution in Malawi or abroad;
 - p) to decide how to deal with any financial surplus that may be realized;
 - q) to make by-laws and regulations for the good governance of the Registered Trustees of Ambassadors of God; and
 - r) to do all such other acts, matters and things as the Trustees may deem necessary in order to achieve and give effects to the objects of the Registered Trustees of Ambassadors of God..

ARTICLE 9

INTEREST OF TRUSTEES

- a) A Trustee shall declare any interest which he or she has or may have in any business or contract in which The Registered Trustees of Ambassadors of God may be a party and shall, in such event, retire from that part of the meeting of the Trustees or any committee of the Trustees at which the matter is being discussed.
- b) Failure by a Trustee to make the declaration referred to in sub-article (1) shall render the decision of the meeting on the matter null and void.

ARTICLE 10

MEETINGS OF THE BOARD OF TRUSTEES

- a) The Trustees shall hold ordinary meetings at least once in every three months and every notice for such meeting shall be in writing and shall specify the agenda, time and place of the meeting.
- b) The Trustees shall hold extraordinary meetings at the instance of the Chairperson or any number of Trustees constituting a simple majority.
- c) A quorum at a meeting of the Trustees shall be constituted by fifty plus one per centum (50 + 1%) of the Trustees.
- d) The following resolutions shall be passed by a two-thirds majority vote of all

- the Trustees –
- i. resolutions altering the objects of the Registered Trustees of Ambassadors of God;
 - ii. resolutions for amalgamation of Registered Trustees of Ambassadors of God with any other trust or body;
 - iii. resolutions concerning the sale or other disposal of any of the assets of the Registered Trustees of Ambassadors of God or the assets of any firm or organization in which the Registered Trustees of Ambassadors of God has a pecuniary interest.
- e) The Trustees shall, by a two thirds majority vote, appoint a Chairperson from amongst their number who shall preside over the meetings of the Trustees and the Chairperson shall retire after holding office as Chairperson for one year but shall be eligible for re-election.
- f) The Trustees shall, by a simple majority vote, appoint a Vice Chairperson; a Secretary and his or her vice and a Treasurer and his or her vice from amongst their numbers and the aforementioned officials shall retire after holding office for one year but shall be eligible for re-election.
- g) Decisions of the Trustees shall be taken by a simple majority of the votes of the Trustees present and the Chairperson shall have a casting vote in addition to his or her deliberative vote.
- h) Any decision of the Trustees made or taken otherwise than in accordance with the provisions of the Article shall be null and void.

- i) The Trustees may at any time and for any period invite any person to attend any meeting of the Trustees and take part in the deliberations of the meeting but such person shall not be entitled to vote at the meeting.

ARTICLE 11

LIABILITY FOR LOSS

In carrying out their duties, the Trustees or any one of them shall not be liable to the Trust or to any beneficiary for any loss which may occur as a result of any investment made in good faith by the Trustees or occasioned by any mistake or omission made in good faith by the Trustees or any of them or as a result of any negligence, dishonesty or fraud of any agent or employee of the Registered Trustees of Ambassadors of God, unless such loss arises from any neglect, dishonesty or fraud of the Trustees or any of them.

ARTICLE 12

RULES AND EXECUTION OF INSTRUMENTS

- (a) The Trustees shall have power to make such rules and execute such instruments as they may consider proper for the regulation of their meetings and for the management of the affairs of the Trust and may, from time to time, alter, rescind or amend such rules or instruments.
- (b) Any deed or document shall be deemed to be duly executed by or on behalf of The Registered Trustees of Ambassadors of God if executed by the Chairperson of the Board or in his absence, the vice Chairperson and any two trustees of The Registered Trustees of Ambassadors of God.

ARTICLE 13

COMMITTEES

- a) The Trustees shall have power to appoint committees consisting of such number of Trustees or other persons as the Trustees shall consider appropriate and to delegate to such committees the powers and duties exercised by the Trustees under this Constitution except the power to make rules and execute instruments conferred by Article 12.

- b) Any committee may co-opt to its meetings any person whose knowledge of any subject under discussion is considered by the Committee to be useful but such person shall not be entitled to vote.

ARTICLE 14

CONFIDENTIALITY

Every Trustee, donor, co-opted person, employee or consultant to the Registered Trustees of Ambassadors of God who attends a meeting of the Trustees or of a committee of the Trustees shall regard and deal with as confidential all information which may come to his or her knowledge in the course of his or her dealings with the Registered Trustees of Ambassadors of God.

ARTICLE 15

THE MANAGING DIRECTOR AND OTHER EMPLOYEES

- a) The Trustees shall, on such terms and conditions, appoint a Managing

- Director who shall ensure the day to day effective administration of the Registered Trustees of Ambassadors of God and shall, in addition, perform such duties as the Trustees shall assign to his office.
- b) The Trustees may appoint, on such terms and conditions as they determine, such other employees, subordinate to the Managing Director, to assist the him or her in discharging his/her duties and responsibilities.
 - c) The Trustees may delegate to the Managing Director the appointment of employees of such junior ranks as the Trustees shall specify.

ARTICLE 16

COMMON SEAL

- a) The common seal of the Trust shall not be affixed to any instrument except by the Chairman of the Board of Trustees, the Managing Director and any two Trustees for the time being authorized in that behalf by the Board of Trustees and both shall sign the instrument to which the common seal is affixed in the presence of each other.
- b) The common seal of the Trust shall be kept under lock and key and there shall be kept and maintained a register of all instruments to which seal has been affixed.

ARTICLE 17

ACCOUNTS

- a) All funds Ambassadors of God shall be deposited in an interest earning account of any commercial bank designated by the Board of Trustees. All

accounts shall be in the name of the Registered Trustees of Ambassadors of God.

- b) The Managing Director shall cause proper, accurate and up to date accounts of all funds obtained to be kept and these shall be placed before the Board of Trustees quarterly for examination and inspection by the Board of Trustees.

ARTICLE 18

FINANCIAL YEAR

The financial year of The Registered Trustees of Ambassadors of God shall be from 1st January in each year to 31st December. The period between the date of this Constitution and the 31st December 2016 shall be deemed to be the financial year of the Trust and the accounts for that period shall be audited pursuant to Article 21 as if they were for a full financial year.

ARTICLE 19

AUDIT

- a) The accounts of Ambassadors of God shall be audited annually by an independent auditor appointed by the Board of Trustees.
- b) The auditors shall once in each year present their Audit Report to the Board of Trustees.

ARTICLE 20

REIMBURSEMENT OF COSTS

The Trustees shall not be entitled to receive any salary out of the Trust Fund

but shall be reimbursed out of the Trust Fund for any reasonable expenses incurred by them for attending meetings and any business of the Registered Trustees of Ambassadors of God.

ARTICLE 21

DISSOLUTION

The Registered Trustees of Ambassadors of God shall be dissolved by the Board of Trustees; provided that before such dissolution, the Board of Trustees shall decide the allocation of any remaining assets of the Registered Trustees of Ambassadors of God to another Trust or organization with objects similar to those set out in Article 3 of this Constitution.

Coming into Force of the Constitution

This Constitution is certified as being the one approved and adopted by The Registered Trustees of Ambassadors of God on the ___day of _____ 2018.

Signed: _____

Name : _____

(THE CHAIRPERSON)