

Constitution

1. Name

1.1

Dr Henry Langazye Kaluba Educational Trust

2. Objectives

2.1

The objectives of the charity are to advance the quality of education in Zambia by promoting the education of children, youths and adults. Education will allow such persons to develop their individual capabilities, competencies, skills and understanding in subjects of academic and vocational educational value. Our aims will be carried out in such ways as the trustees see fit including:

- Providing such persons education to prepare them for entry to any occupation, trade or profession upon leaving any educational establishment.
- Awarding to such persons scholarships, maintenance allowances or grants tenable at any University, college or institute of higher education or further education.
- Promoting the reintegration of such persons into education by providing adult education programmes as a means empowering adults.
- Promoting youth empowerment to allow young people to gain the ability, authority and agency to make decisions as well as implement change in their own lives and the lives of others.

3. Trustees

3.1

The charity shall be managed by a committee of trustees who are appointed at the annual general meeting (AGM) of the charity.

3.2

Trustee member responsibilities are listed as follows:

Trustee Board

- **Director**
Responsibilities include assisting with the managerial direction of the organisation, planning and running meetings and acting as a spokesperson or

figurehead for the organisation. He/she will also act as signatory for the organisations bank account and have authority to sign legal documents relating to the organisation.

- **Secretary**

Responsibilities include supporting the administration of the organisation and facilitating and supporting committee meetings. He/she will also act as signatory for the organisations bank account and have authority to sign legal documents relating to the organisation.

- **Treasurer**

Responsibilities include management and reporting of the organisations finances and making sure that the right financial policies and procedures are in place. He/she will also act as signatory for the organisations bank account and have authority to sign legal documents relating to the organisation.

- **Trustee members**

Responsible for the general control and management of the administration of the organisation. Several trustee members will also have expertise in a specified area such as education to help in the achievement of our aims and objectives.

4. Powers

4.1

To further achieve the charities objectives the trustees shall have the power to:

- Obtain, collect and receive money or funds by way of contributions, donations, grants and any other lawful methods towards the aims of the charity.
- Apply funds to carry out the work of the charity.
- Do all such lawful things as will further the objectives of the charity.
- Employ staff.
- Associate local authorities, voluntary organisations and the community at large to help in a common effort to carry out the objectives of the charity.
- To buy, take on lease or in exchange hire or otherwise acquire property and maintain and equip it for use.

5. Membership

5.1

The charity shall have no members other than the trustees.

6. Meetings

6.1

General meetings, management committee meetings, annual general meetings and special general meetings shall be held at various times throughout the year.

The trustee board shall consist of a director, secretary, treasurer and trustee members.

6.2

Annual General Meetings

The Annual General meeting of the charity will be conducted as follows:

- Trustees shall manage the activities of the organisation.
- One third of the trustee's must be present to enable the business of the organisation to be carried out.
- An annual general meeting shall be held within 15 months of the date of the adoption of this constitution and each year thereafter.
- Thereafter the AGM must be held every year, with 14 days notice given to all members telling them what is on the agenda. Minutes must be kept of the AGM.
- Notices of the annual general meeting shall be published three weeks before hand. Information included in the notice will be place, time, date and agenda items.
- There must be at least 3 trustee members present at the AGM.
- Every member has one vote.
- The trustees shall present the annual report and accounts at the AGM; anybody can see the financial reports upon request.
- Anybody may stand for election as a trustee.
- Trustee members shall elect between 3 and 10 trustees to serve for the next year. They will retire at the next AGM but may stand for re-election.
- A proper record of all transactions and meetings shall be kept by the secretary.

6.3

Trustee Meetings

Trustee meetings must be conducted as follows:

- Trustees must hold at least 2 meetings each year. At their first meeting after the AGM they will elect a chair, treasurer and secretary. Trustees may act by majority decision.
- At least 3 trustees must be present at the meeting to be able to take decisions. Minutes shall be kept for every meeting.

- If trustees have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.
- During the year, the trustees may appoint additional trustees. They will stand down at the next AGM.
- The trustees may make reasonable additional rules to help run the charity. These rules must not conflict with this constitution or the law.

6.4

General Meetings

General meetings shall be conducted as follows:

- The charity must hold a general meeting 12 months from the adoption of this constitution.
- If the Trustees receive a written request from a majority of members.
- If there is a request for changes to the constitution, this can be made at AGMs or General Meetings. No changes can be made that would no longer make the organisation a charity.
- Proposals to change the constitution must be given in writing to the secretary at least 28 days before a meeting and approved by a two thirds majority of those present.
- If a decision is made to dissolve the charity a general meeting must be called, any money or property remaining after payment of debts must be given to a charity with similar purposes to this one.
- All Trustees must be given 14 days notice and told the reason for the meeting. All decisions require a two thirds majority and Minutes of the meeting must be kept.
- A general meeting may be called by shorter notice, if it is so agreed by all the trustee members entitled to attend and vote.

6.5

Special general meeting

Special general meetings shall be conducted as follows:

- Trustees may call a special general meeting at anytime.
- A special general meeting may be called at any time at the request of the trustee board or not less than one quarter of the members.
- The trustees must call a special general meeting if requested to do so in writing. The request must state the nature of the business that is to be discussed, a notice explaining the place, date, time and reason shall be sent to all members three weeks before hand.
- If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

7. Finance

7.1

Financial management of the organisation will be handled by the treasurer.

- The funds of the organisation including all donations, contributions and bequests shall be paid into an account operated by the trustee board.
- All cheques drawn on the account must be signed by at least two members of the trustee board.
- All electronic transfers or similar must be approved in writing by at least two members of the trustee board.
- All monies raised by the charity shall be applied to further the objectives of the charity and for no other purposes.
- All properties affiliated to the charity must only be used for the charities objectives and for no other purpose.
- Trustees cannot receive any money or property from the charity, except to refund reasonable out of pocket expenses.
- The current record of all income, funding and expenditure will be kept and disseminated by the treasurer to the rest of the trustee board. And can be seen by anybody upon request.
- The accounts shall be audited or independently examined annually.

8. Amendments to the constitution

8.1

The constitution may be altered by a resolution passed by a simple two thirds majority of the trustee members participating and voting at a meeting of the trustee board. Amendments to the constitution must be put forward at the general meeting, the notice of the resolution shall set out the terms of the alteration proposed and presented to trustees 14 days before the meeting. Exceptions to the amendment of the constitution relate to any changes which may affect the charitable status of the organisation, thus in this case the amendment will not be authorised.

9. Dissolution

9.1

In the instance where it is resolved that the charity has to be dissolved the following must be done:

- The charity may be dissolved by a resolution passed by a simple two thirds majority of those present and voting at a special general meeting.
- If confirmed the trustee board shall distribute any assets remaining and any equipment and or monies left after the settlement of any proper debts and liabilities shall be donated to an organisation with similar aims and objectives or failing that may be donated to such charitable organisation or organisation as the members shall decide.

10. **Adoption of the constitution**

10.1

This constitution was adopted on the date mentioned below by the persons whose signatures appear at the bottom of this document. They are the first members of the charity and will be trustees until the annual general meeting, which will be held one year from this date.

Signed:

Print name:

(Director)

Date:.....

Signed:

Print name:.....

(Secretary)

Date:.....

Signed:

Print name:.....

(Treasurer)

Date:.....

Adopted on the day of 2013