

CONSTITUTION

Zimbabwe Network for Health – Europe

(ZimHealth)

Preamble

In the last decade (1999–2008, the once highly regarded Zimbabwe public health system has been facing challenges in maintaining and sustaining essential and universal access and coverage of health care which it rapidly achieved in the 1980's and early 1990's.

The recent major hurdles have been a challenging socio-economic downturn, a devastating HIV/AIDS epidemic and a severe exodus of trained health professionals.

Maintaining universal, quality health care in both public and private sectors is now a major challenge.

However, Zimbabwe has a past record in building a reputable national health system to reach all those who need basic health care.

The health of all Zimbabweans is a human right and our collective responsibility. Hence, the need for Zimbabweans from all walks of life, in all places, to unite in an effort to mobilize resources urgently required to rehabilitate and maintain health-care facilities, procure essential drugs and equipment and to support health manpower.

The field of public health care is a complex and ever-changing one. The challenges facing Zimbabwe require a concerted and effective response by all Zimbabweans and those committed to support Zimbabwe.

Article 1. Name

The institution shall be a non-governmental and non-profit association created under the private law of confederation of Switzerland, hereinafter referred to as "The Zimbabwe Network for Health–Europe (abbreviated to ZimHealth)".

Article 2. Legal Status

ZimHealth shall be an autonomous and legal entity and shall sue or be sued in its own name. ZimHealth is a non-profit making organization governed by the present Articles of the Association and, for all matters not covered by the Articles, by Articles 60 and sequent of the Swiss Civil Code.

ZimHealth's headquarters is located in the State of Geneva.

ZimHealth organizational life shall be of unlimited duration.

The Association can choose to collaborate with other international associations and organisations and NGOs with similar goals to increase investment in public health services and programmes in Zimbabwe.

Article 3. Vision

The vision of the Zimbabwe Network for Health is an apolitical, non-partisan health network that links Zimbabweans, benefactors, and beneficiaries towards a Zimbabwe in which quality health services are easily accessible to all Zimbabweans who need them.

Article 4. Mission

The mission of ZimHealth is to mobilise and channel financial, material and human resources into Zimbabwe public health-care services, and contribute to efforts to achieve universal access to high quality health care in Zimbabwe.

Article 5. Objectives

The association has been established to pursue the following aims and objectives.

- 5.1. **Inform, educate and communicate** the status and the needs of the Zimbabwe public health delivery system to all Zimbabweans in Switzerland and the rest of Europe and to the European public.
- 5.2. **Raise** funds and other materials from individuals in Switzerland and the rest of Europe and from private corporations and international, multi-lateral and bilateral agencies.
- 5.3. **Distribute** equitably funds and materials to health services in all provinces and districts of Zimbabwe, as far as resources allow.

Article 6. Membership

Open to Zimbabweans in Switzerland and the rest of Europe and all other friends of Zimbabwe affiliated and committed to the development of Zimbabwe. Persons who have paid their annual membership dues are considered to be members. A member disposes of one vote at General assemblies.

A person can choose to donate funds or resources without becoming a member. Such persons do not dispose of voting rights at General assemblies.

Collective organisations and business entities cannot become voting members of ZimHealth.

The association may from time to time admit particular persons to honorary membership provided their names have been approved by the ZimHealth executive.

"Honorary membership" shall be offered to persons who have distinguished themselves in the area of support for Zimbabwe public health system. Honorary members do not dispose of formal voting rights at General assemblies, but can participate in consultative discussion and voice their opinion.

6.1. The ZimHealth Executive Committee shall fix the annual joining fee for a person to become a full member.

6.2. A member shall cease to be a member if:

6.2.1 he/she resigns by giving a written notice to that effect; or

6.2.2 the ZimHealth Executive is of the opinion that a member is guilty of a conduct likely to prejudice the association, and the Executive terminates, by a two-thirds majority vote, the membership of such person. The person shall have the right of appeal to the Assembly within 30 days of written notification; or

6.2.3 a member's subscription falls in arrears for such a period the association shall determine;

6.2.4 a member dies.

Article 7. Resource Mobilization

ZimHealth resources will be derived from the following sources.

- dues deposited by members;
- donations;
- sponsorship;
- private and public subvention;
- any other resources authorized by the law.

The funds shall be used in conformity with ZimHealth aims and objectives.

Article 8. ZimHealth Organs are:

8.1. ZimHealth General Assembly;

8.2. ZimHealth Executive Committee;

8.3. ZimHealth Auditor.

Article 9. The ZimHealth General Assembly

The ZimHealth General Assembly is the Organization's supreme power.

9.1. It shall hold an Ordinary Meeting once each year. In addition, the General Assembly shall convene an Extraordinary Meeting whenever necessary or at the request of one-fifth (20%) of its members.

9.2. The ZimHealth Executive Committee shall send notice of the General Assembly meeting, including the proposed agenda, to each member at least 21 days prior to the date of the Meeting.

- 9.3. The General Assembly:
- 9.3.1 shall approve the admission and expulsion of members;
 - 9.3.2 appoints the members of the Executive Committee and elects at least a Chairperson, a Secretary and a Treasurer;
 - 9.3.3 notes the contents of the reports and financial statements for the year and approves or rejects the contents thereof;
 - 9.3.4 approves the annual budget;
 - 9.3.5 supervises the activity of the other organs, as stated in Article 8, which it may dismiss, stating the grounds therefore;
 - 9.3.6 appoints an auditor for the Organization's accounts;
 - 9.3.7 decides on any modification of Statutes;
 - 9.3.8 decides on the dissolution of the association;
 - 9.3.9 approve the annual membership fees.
- 9.4. The decisions of the General Assembly shall be made by a simple majority vote of the members present. In case of deadlock, the Chairperson shall have the casting vote.
- 9.5. Decisions concerning the amendment of the Articles of the Constitution and the dissolution of the Organization must be approved by a two-thirds majority (66%) of the members present.
- 9.6. The general assembly deliberates the items featuring on the agenda, but can also decide to discuss other items. Such items are added to the agenda at the beginning of the meeting after approval by two thirds of the members present. Minutes of the General assembly shall be established.

Article 10. The ZimHealth Executive

The association shall have an Executive Committee duly elected annually by the ZimHealth Annual General Assembly meeting.

The ZimHealth Executive committee shall consist of four to ten members, from whom the Chairperson, Secretary General and Treasurer shall be chosen. The remaining members of the committee will be each allocated a sector of activity within the association for which they will be primarily responsible.

The management of the affairs of the ZimHealth association by the ZimHealth Executive committee shall have, without derogating from the generality of its powers, duties and functions, the following powers, duties and functions, that is to say:

- 10.1. to recruit members into ZimHealth.
- 10.2. to represent or choose representatives of ZimHealth at local and international conferences and/or meetings.
- 10.3. to make representations to and/or negotiate with other associations and NGOs, governments and international organisations or the like for, and on behalf of, ZimHealth or its members or the association in general.
- 10.4. to execute the resolutions of the ZimHealth as well as the policies, aims and objectives.

- 10.5. to purchase, hire, exchange, accept as donation or otherwise acquire, sell, let, exchange, mortgage, pledge, donate or otherwise dispose of, movable and immovable property of all kinds or any rights and interests therein, other assets of any kind.
- 10.6. to borrow, guarantee or secure the acts of and payments due by others, to lend money against security, and to make grants in aid for activities approved by ZimHealth.
- 10.7. to borrow by way of overdraft or loan for the purposes of ZimHealth, or if necessary, to pledge any of the ZimHealth assets as security for such advances.
- 10.8. to initiate projects, programmes, activities and to establish whatever organizational frameworks as may be appropriate, consistent with the goals and objectives of ZimHealth.
- 10.9. to deal with property and funds of the ZimHealth and to that end to enter into all such contracts and do all such other acts as may be necessary or expedient from time to time.
- 10.10. to institute, conduct, defend, compound or abandon any legal proceedings by or against the ZimHealth or its executive or otherwise concerning the affairs of the ZimHealth, and to compound and allow time for payment or satisfaction of any debts to ZimHealth and of any claims or demands by or against ZimHealth.
- 10.11. to open, operate upon and close current and/or savings accounts and to deposit monies for fixed periods with any bank, building society or post office, and generally to invest the funds, and other assets of ZimHealth and to vary such investments in such manner as it may in its entire discretion deem fit.
- 10.12. to collect and receive dividends, rentals, donations, subscriptions, fees, interest and other income accruing to ZimHealth, to secure the payment of money and to grant and issue valid receipts.
- 10.13. to employ agents, professional advisers and experts in any sphere when deemed necessary or advisable in the interest of ZimHealth, and to set the remuneration of the same.
- 10.14. to take out, maintain, relinquish and cede any policies of insurance.
- 10.15. to delegate and grant powers of attorney in the interests of ZimHealth.
- 10.16. to fix and pay travelling allowances and other costs and charges to any person or body in furtherance of the objects of ZimHealth.
- 10.17. to approve remuneration of staff and review salaries of staff of ZimHealth and conditions of service from time to time.
- 10.18. to formulate, make, amend or alter with the approval of ZimHealth General Assembly, rules and regulations, governing the relationship between ZimHealth and other parties.
- 10.19. to formulate, make, amend or alter rules and regulations of procedure of ZimHealth executive and its meetings.
- 10.20. to formulate with the approval of ZimHealth General Assembly rules of procedure governing the convening and the holding of the meetings of the ZimHealth General Assembly.

- 10.21. to formulate, with the approval of ZimHealth General Assembly, rules governing the qualifications of members of the Executive and other office bearers; and to do all such things as are from time to time, delegated to it by ZimHealth General Assembly.
- 10.22. ZimHealth as an association shall be validly bound by a minimum of two joint signatures of the executive.
- 10.23. takes care of the affairs of the Association and any other issues relevant to the best interest of the Association.

Article 11. Responsibilities of the ZimHealth Executive members

It shall be the responsibility of the ZimHealth Executive committee member:

- 11.1. to attend regular meetings of the executive and to keep themselves informed of the activities of ZimHealth.
- 11.2. to protect the interests of ZimHealth and disclose any financial, material or other vested interest(s) which she/he may have in any transaction, contract, or otherwise, in which ZimHealth may be involved. The Executive committee member shall be disqualified from voting in a matter in which she/he has an interest.
- 11.3. to receive reports from the members of ZimHealth and/or branches of ZimHealth and to deal with them accordingly.
- 11.4. to be responsible to ZimHealth members in the exercise of its powers.

In addition to their general duties as members of the ZimHealth Executive Committee, all Executive Officers shall have designated duties as follows. No officer shall for reason of his office be entitled to receive any salary or compensation.

11.5. **The Chairperson** shall:

- be the chief executive officer who will call and preside at all regular and special meetings;
- review, approve and sign all contracts involving the Association;
- be one of the officers who may sign cheques or authorisation of payment for procurement of services;
- report as required to the Executive Committee and the Assembly.

11.6. **The Deputy Chairperson** shall:

- perform the duties of the Chairperson in his/her absence, inability to serve or at his/her call;
- perform all other duties usually pertaining to this office.

11.7. **The Secretary-General** shall:

- be responsible for keeping the minutes of all meetings and the meetings of the executive committee;
- file any certificate required by any statute, federal or state;
- provide a copy of the minutes or each office and a master file;
- maintain a complete and accurate account of attendance and membership status;
- be the custodian of the records of the Association;

- at the discretion of the Chairperson, be one of the officers who may sign cheques or authorisation of payment for procurement of services;
 - coordinate communications issues, including brochures, press releases and maintenance and update of the ZimHealth web page.
- 11.8. **The Publicity Officer** shall:
- coordinate the public relations programme, including contacts with the media outlets, and serve as the liaison for communications between the Association and the larger community;
 - be responsible for official correspondence pertaining to thank you notes and keeping donors, partners and members involved.
 - promote and advertise, as appropriate, activities and events of the Association;
- 11.9. **The Treasurer** shall:
- have the care and custody of all monies belonging to the Association
 - keep a current record of all financial transactions;
 - be one of the officers who signs cheques or authorisation of payment for procurement of services;
 - develop quarterly reports containing a list of receipts and disbursements and distribute them among the Executive Committee;
 - be responsible for checking the accuracy of all bills and invoices and paying them correctly and on time;
 - perform other duties as directed by the Chairperson.
- 11.10. **The Resource Mobilisation Officer** shall:
- work together with the Publicity Officer to plan and oversee fundraising events;
 - identify potential donors and coordinate communications between donors and the Association.
 - perform any other duties as directed by the Chairperson.
- 11.11. **The Deputy Treasurer** shall:
- assist the Treasurer to develop quarterly reports containing a list of receipts and disbursements;
 - perform the duties of the Treasurer in his/her absence or inability to serve;
 - perform any other duties as directed by the Chairperson.
- 11.12. **The Legal Adviser** shall:
- assist and advise the Association in the execution of its mission;
 - serve as a resource person on legal matters pertaining to the running of the Association.

Article 12. ZimHealth auditor

The General assembly elects an auditor from among those members who do not belong to the Executive Committee, whose role it is to audit the accounts before an annual general meeting.

Article 13. ZimHealth meetings

- 13.1. The ZimHealth executive shall hold meetings at such time and at such place as they deem convenient. The Executive Committee shall be presided over by the Chairperson or, in his/her absence, by the Deputy Chairperson or a member elected by those present.
- 13.2. The association shall hold an annual general meeting once every year and not more than 15 months shall be allowed to pass between two annual general meetings.
- 13.3. The business of the annual general meeting shall be the receiving of annual reports from the Chairperson, Secretary-General, and Treasurer and such other matters as shall be placed on the agenda convening the meetings.
- 13.4. ZimHealth may hold an extraordinary general meeting to deal with any urgent business which cannot wait for an annual general meeting.
- 13.5. A quorum of the meetings of the ZimHealth Executive shall be at least fifty percent of its members.
- 13.6. Except as provided by this constitution, all the decisions of ZimHealth Executive Committee and General Assembly shall be on a simple majority vote of those present at a meeting properly convened and properly constituted. The Chairperson will have a casting vote in the event of an equal vote.

Article 14. FINANCE

The Executive committee shall keep proper records and proper books of accounts of the Association.

- 14.1. Audited accounts shall be presented at every annual general meeting.
- 14.2. All withdrawals from the accounts of ZimHealth drawn by ZimHealth shall be on the signatures of any two of the following officers:
 - The Chairperson
 - The Treasurer
 - The Secretary-General
- 14.3. All books of accounts and records of ZimHealth shall be kept at the offices of ZimHealth or at such place(s) as the Executive Committee shall deem appropriate.
- 14.4. The financial year of ZimHealth shall commence on 1st January and end on the 31st December of each and every year.
- 14.5. The budget is presented at and voted on at the annual general meeting by the General Assembly.
- 14.6. The resources of ZimHealth are:
 - the membership dues it receives
 - any donations or subvention it receives
 - any other resources, financial or material that it owns.
- 14.7. Members cannot be held personally or collectively responsible for the actions of the Association. The commitments and liabilities of ZimHealth are

limited to the resources of the association.

Article 15. Amendment to the Constitution

The provisions of this constitution may be amended, substituted, varied or altered only at a properly constituted General assembly to which all members are invited by written notice provided that:


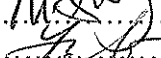

- 15.1. The proposed changes must figure in the General assembly's agenda sent to the members with the notice of the General assembly meeting.
- 15.2. Two thirds (66%) of the members present must vote in favour of such amendment.

Article 16. Dissolution of ZimHealth

In the event of ZimHealth deciding that good and sufficient reasons exist for the closing and/or dissolution of ZimHealth and of the activities under its control, then and in such event a General Assembly meeting must be convened.

- 16.1. Thirty days written notice of the meeting shall be given by the Secretary-General on the instruction of the Executive Committee. The meeting shall not proceed with the business of dissolving the association if 50% of members are not present.
- 16.2. A clear majority of not less than 66% of the members present at a duly convened meeting must be attained before the resolution to dissolve the Zimbabwe Network for Health can be declared to have been passed.
- 16.3 The assets of the Zimbabwe Network for Health shall be disposed of as follows:
 - 16.3.1 in repayment of all outstanding debts and liabilities of ZimHealth and all costs and expenses incurred in the dissolution of ZimHealth and
 - 16.3.2 the balance, if any, shall be paid to or distributed among such organizations as ZimHealth at its discretion shall deem suitable as carrying out activities consistent with the aims and objectives of ZimHealth.
- 16.4. No member shall lay any personal claim to any assets, membership fee, funds or dues of ZimHealth in the event of dissolution.
- 16.5. Members and/or officers of the Association are not liable to payments of debts, liabilities, costs, charges and expenses for winding up of the association.

Dated 16/04/2009 at Geneva.

| | | |
|----------------|---|--------------------------------------|
| Signature..... |  | Printed name <u>MICHAEL MBIRUZO</u> |
| Signature..... |  | Printed name <u>S. MUNGASAMILLA</u> |
| Signature..... |  | Printed name <u>FRANCIS J. NDDWA</u> |

()

()