

**THE CONSITUTION**

**Of**

**Women Of Africa**

1. **NAME/Registered office and Motto.**

- (1) The name of the Organisation is **Women Of Africa** ["WOA"]
- (2) The registered office of the charity is to be in England and Wales
- (3) The motto is: Providing cultural mediation for Equal Opportunity.

2. **Administration**

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this Constitution by members of the Board of Trustees, constituted as provided by this constitution ("the Board of Trustees")

3. **OBJECTS**

The organisation's object shall be:

- Relief of poverty, sickness, distress, and the preservation and promotion of good health among women and children in Africa.
- Relief of poverty, sickness, distress, isolation and the advancement of education, preservation and promotion of good health among Africans in the UK generally.

4. **POWERS**

- (1) That the Organisation shall not undertake permanent trading activities in raising funds for the said objects.
- (2) The Organisation shall Invest the monies of the Organisation not immediately required for the said objects in or upon such investments, securities or properties as may be thought fit, subject nevertheless

to such conditions (if any) as may for the time being be imposed or required by law.

- (3) The Organisation shall do all such other lawful things as are necessary for the attainment of the said objects.

## 5. **MEMBERSHIP**

- (1) Membership** of WOA is open to any individual [or organisation] interested in promoting the Objects irrespective of gender, race, religion, and sexual orientation. The person/group wishing to take up membership must pay the necessary subscription.
- (2)** The Board of Trustees may establish different classes of membership and set appropriate rates of subscription as and when it deems fit.
- (3)** A member may resign by giving four weeks **written** notice of her/his intentions.
- (4)** The Board of Trustees may terminate the membership of any individual or organisation whose continued membership would in the reasonable view of the Board, be harmful to WOA (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 **clear days** after receiving notice).
- (5)** Membership of WOA is not transferable
- (6)** In the case of group of Organisational membership, each member organisation or group shall appoint one individual person to represent it and to vote on its behalf at General Meetings of WOA. In the event of such individual person resigning or otherwise leaving the Organisation, he or she shall forthwith cease to be a representative thereof.

**(7)** Each member organisation may appoint and have

(I) A duty to replace its appointed representative if the latter is unable to attend any particular meeting of WOA

(ii) Observers (who shall not be entitled to vote) may attend any particular meeting of such meetings.

(iii) Honorary members may be appointed at the discretion of the Board of Trustees. Honorary members shall not be entitled to vote at meetings.

**a)** Honorary members may be appointed at the discretion of the Board. Honorary members shall not be entitled to vote.

**b)** The Board of Trustees shall have the right:-

To approve or reject applications for membership, and

**i)** For good and sufficient reason to terminate the membership of any individual or organisation **PROVIDED THAT** the individual representing such organisation (as the case may be) shall have the right to be heard by the board of Trustees before a final decision is made.

## **6) Honorary Officers**

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

Appoint a President who shall be a ceremonial head of the Organisation.

Appoint Friends of the Organisation who share a common vision with Women Of Africa and able to contribute expertise in furtherance of the Vision of WOA.

Employ and pay person or persons not being members of the Board of Trustees, manage, supervise, organise and carry on

the work of the Organisation (hereafter known as the Management Team) The management team would be headed by a Chief Executive Officer who will be responsible to the Board of Trustees and supervised by the Chair of the Board.

- i)** Establish where necessary local and African country branches (whether autonomous or not).
- ii)** Bring together in conference representatives of voluntary organisation government departments, statutory authorities and individuals.
- iii)** Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results there of.
- iv)** Arrange and provide for or join in arranging and providing for exhibitions, meetings, lectures, classes, seminars and training courses.
- v)** Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas.
- vi)** Undertake, execute, manage or assist any charitable trusts, which may lawfully be undertaken, executed or assisted by the Organisation.
- vii)** Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects.
- viii)** Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Organisation.

- ix)** Make necessary Regulations for any property or properties as may be acquired.
- x)** Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Organisation.
- xi)** Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.
- xii)** Raise funds and invite and receive contributions in cash or in kind from any person or persons whatsoever by way of subscriptions and otherwise provided.
  - a) At the Annual General Meeting here in after mentioned the Organisation, shall elect a chair, a vice-chair, a treasurer and such other Honorary Officers as the Organisation shall from time to time decide necessary.
  - b) The Chair and the Honorary Officers of the Organisation shall hold office until the conclusion of the Annual General Meeting of the Organisation next after their election but shall be eligible for re-election PROVIDED THAT no Honorary Officer shall hold office for more than two consecutive years. On the expiration of such period, two further years must elapse before any former Honorary Officer shall be eligible for re-election.
  - c) The Chair and the Honorary Officers of the Organisation shall be ex-officio members of the Organisation.
  - d) The Organisation shall appoint one or more qualified auditors or firm of Accountants to oversee the Organisation's finances and may determine their remuneration (as appropriate).

## 7. **The Board of Trustees**

- 7.1 The Board of Trustees shall consist of no less than 5 members.
- a) The Honorary Officers specified in the preceding clause;
  - b) No less than 5 elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- (1) The Board may in addition, appoint no more than 2 co-opted members but so that no one may be appointed as a co-opted member if, as a result, more than one third of the members of the Board of Trustees would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Board called under clause 10(1) and shall take effect from the end of that meeting unless, the appointment is to fill a place which has not been vacated in which case, the appointment shall run from the date when the post becomes vacant.
- (2) All members of the Board of Trustees shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- (3) The proceedings of the Board of Trustees shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (4) Nobody shall be appointed as a member of the Board of Trustees who is aged under 18 or who if appointed be disqualified under the provisions of the following clause.
- (5) No person shall be entitled to act as a member of the Board of Trustees whether on a first or on any subsequent entry into office until after signing in the minute book of the Board of Trustees a declaration of acceptance and of willingness to act in the interest of the Charity.

8. Determination of Membership of Board of Trustees

A member of the Board shall cease to hold office if he or she:

- (1) Is disqualified from acting as a member of the Board by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) Is absent without the permission of the Board of Trustees from all their meetings held within a period of six months and the Board resolve that his or her office be vacated; or
- (4) Notifies to the Board a wish to resign (but only if at least three members of the Board will remain in office when the notice of resignation is to take effect).

9. **Members of the Board of Trustees not to be personally interested**

- (1) [Subject to the provisions of sub-clause] no member of the Board of Trustees shall acquire any property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Board) in any contract entered into by the Board of Trustees.
- (2) [Any member of the Board for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his firm when instructed by other members of the Board to act in a professional capacity on behalf of the Charity: provided that at no time shall a majority of the members of the Board benefit under this provision and that a member of the Board of Trustees shall withdraw from any meeting at which his or her own instruction or

remuneration, or that of his or her firm, is under discussion.]

## **10. Meetings and Proceedings of the Board of Trustees**

- (1) The Board shall hold at least two Ordinary Meetings each year. A special meeting may be called at any time by the chairperson or by any two members of the Board but not less than 4 days notice being given to the other members of the Board of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days notice must be given.
- (2) The chairperson shall act as chairperson at meetings of the Board. If the chairperson is absent from any meeting, the members of the Board shall choose one member present to chair the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Board for the time being or three members of the Board, whichever ever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the number of members of the Board of Trustees present and voting on the question but in the case of equality of votes the chairperson of the meeting shall have a second vote.
- (5) The Board of Trustees shall keep minutes in writing in a file kept for the purpose, of the proceedings at meetings of the Board and any sub-committee.
- (6) The Board of Trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

- (7) The Board of Trustees may appoint one or more sub-committees consisting of three or more members of the Board of Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board of Trustees.

## **11 Local Branches/Country/Subsidiary Organisations.**

The committees shall have power to establish local and country branches for the furtherance of the said objects. Each branch so established shall comply with and be subject to the following regulations:

- (1) The branch or subsidiary organisation shall act in pursuance of the objects and of the policy of the Organisation and shall be subject to such conditions as may from time to time be laid down by the Board of Trustees.
- (2) A subsidiary Organisation shall be deemed to exist as an independent Body although subject to the overall control of the Board of Trustees.
- (3) The Subsidiary Organisation thus constituted shall have its Constitution to reflect the local community and hence environment where it is operating.
- (4) The branch will be deemed to have adopted the model rules for branches as prescribed from time to time by the Board unless it has, with the prior approval of the Board of Trustees, adopted other rules.
- (5) The branch may publish other literature solely in the name of the branch for local purposes but such literature shall not contain any statement contrary to the said objects or to the policy of the charity.

- (6) Representations of whatever kind to other bodies and/or individuals may only be made by the branch through or with the prior approval of the Board of Trustees.
- (7) All legacies bequeathed to the charity shall be received by the treasurer or other appropriate officer of the charity but, subject to any special "trusts" by which such legacies may be affected, the Board of Trustees shall have power to direct that any legacy or the income therefrom shall be paid to a particular branch.
- (8) The branch may be empowered by the Board of Trustees to receive donations and any money received or raised by it may be expended by the branch in its area solely for the furtherance of the said objects. The branch shall make returns to the charity in such form as may from time to time be determined by the Board of Trustees.
- (9) Subject to this regulation, the branch may generally manage its own affairs and shall be solely responsible for its own debts and liabilities and shall not pledge the credit of the charity or that of the Board or any individual member of the Board of Trustees.

## **12 Meetings.**

- (1) The first General Meeting of the charity shall be held not later than June and once each year thereafter an Annual General Meeting of the charity shall be held at such time (not being more than 15 months after the holding of the proceeding Annual General meeting) and venue as the Board shall determine.
- (3) The secretary shall give at least 21 clear days notice in writing to each member. At such Annual General Meeting the business shall include the election of Honorary Officers; the election of full members to serve on the Board of Trustees; the appointment of an auditor(s); the

consideration of Annual Report to the work done by or on behalf of the Board of Trustees and of the audited accounts; and the transaction of such other matters as may from time to time be necessary.

- (3) The Chairperson of the may at any time at his/her discretion and the Secretary shall within 21 days of receiving a written request to do so, signed by not less than three full members, whether individual or representative, and giving reasons for their request, call a Special General Meeting of the charity.

### **13. Nominations of Honorary Officers and Board Members**

Only full members of the charity shall be eligible to serve as Honorary Officers, or members of the Board of Trustees must be made full members of the charity in writing and must be in the hands of the secretary at least 21 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot or election shall be by system of postal voting (the arrangements for which shall be made by the Board of Trustees) PROVIDED THAT the first member of the Board shall be elected by personal vote at the first General Meeting of the charity.

### **14. Rules of Procedure at all Meetings**

- (1) **Quorum:** Subject to a minimum of three, the quorum at a meeting of the charity or of the Board or any appointed under clause 5(h) hereof shall be one third of the total actual membership of the charity for the time being, the Board or Committees (as the case may be) or such other number as the charity may in General Meeting from time to time determine.
- (2) **Voting:** Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. Arrangements for proxy voting may from time to time be made by the Committee PROVIDED ALWAYS THAT no

such arrangement shall be made with regard to clauses 12 and 13 hereof. No person shall exercise more than one vote notwithstanding that he/she may have been appointed to represent two or more interests, but in case of an equality of votes the Chair of the meeting shall have a second vote.

- (3) **Minutes:** the Board and all Committees shall keep Minutes in writing, and the appropriate secretary shall enter therein a record of all proceedings and Resolutions.
- (4) **Standing Orders and Rules:** The Board of Trustees shall have powers to adopt and issue standing orders and/or rules for the charity, such standing orders and/or rules be subject to review by the charity in General Meeting and shall not be inconsistent with the provisions of this Constitution.

## 15. Finance

- (1) All monies raised by or on behalf of the charity shall be applied to further objects of the charity, and for no other purpose PROVIDED THAT nothing herein contained, shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the charity, or the repayment to members of the Board or of any Committee of reasonable out of pocket expenses.
- (2) The Honorary Treasurer shall keep proper accounts of the finances of the charity.
- (3) The Accounts shall be examined and certified by an independent accountant and in line with charity law.
- (4) The Board at the Annual General Meeting as aforesaid shall submit an audited statement of the accounts for the last financial year.
- (5) A Bank Account shall be opened in the name of the Organisation with Barclays or with such other Bank or Building Society, as the Board shall from time to time

decide. The Board of Trustees shall authorise in writing the Treasurer, the General Secretary of the Organisation. No less than two or four authorised signatories must sign all cheques.

## **16. Trust property**

The title to all real or personal property which may be acquired by or, on behalf of the Organisation shall be vested in a corporation lawfully entitled to act as Custodian Trustee or in no less than two or more than three individual persons who are members of the Board of Trustees.

## **17. Alterations to the Constitution**

Any alteration to this Constitution shall receive the assent of no less than two thirds of the full membership of the Organisation for the time being, whether individual or representative present and voting at a meeting specially called for the purpose, PROVIDED THAT notice of any such alteration shall be received by the General Secretary in writing no less than 21 clear working days before the meeting at which the alteration is to be proposed. At least 14 days notice in writing of such a meeting, setting forth the terms of the alteration shall be sent by the Secretary to each member of the charity PROVIDED THAT no alteration shall be made which would have the effect of causing the Organisation to cease to be a Charity at Law.

No alteration shall be made to clauses 3, 18 or this clause without prior written permission of the Charity commission.

## **18. Dissolution**

If the Board of Trustees by simple majority decide at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the charity, it shall call a meeting of all members of the charity who have the power to vote, of which meeting no less than 21 days

notice (stating the terms of the resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a simple (two-thirds) majority of those present and voting at such meeting, the Board of Trustees shall have power to dispose of any assets held by or on behalf of the Organisation. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable Institution or institutions having objects similar to the objects of the charity as the Board of Trustees may determine.

## **19. Notices**

Any notice may be served by the Secretary on any member either personally or on its appointed representative as the case may be, or by sending it through the post in a prepaid letter addressed to such member at the last known address in the United Kingdom, or abroad and any letter sent shall be deemed to have been received within ten days of posting if within the United Kingdom or within a reasonable time if the destination is outside the United Kingdom.

## **20. Interpretation**

For the interpretation of the Constitution, the Interpretation Act 1978 shall, as it applies to the interpretation of an Act of Parliament or, a similar Act in force in a Common Law country of operation of the Organisation.

Adoption on 28<sup>th</sup> October 2005.

**SIGNED**

Mrs Irene Akpofure  
Chair AGM

Dorothy Ewaraye  
Treasurer

**ARRANGEMENT OF CONSTITUTIONAL PROVISION**

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Registered Office & Motto		