



## ZAMBIA HEALTH EDUCATION AND COMMUNICATIONS TRUST

### CONSTITUTION

#### ARTICLE 1

##### NAME AND LEGAL STATUS

- 1.1 The name of the entity shall be “ZAMBIA HEALTH EDUCATION and COMMUNICATIONS TRUST” (abbreviated as ZHECT, and hereinafter referred to as ‘the organisation’). For the time being and until a time as may be otherwise determined by the Board with ratification of subscribers of ZHECT, the organisation shall be a charitable non-governmental organisation, registered as a company limited by guarantee.
- 1.2 ZHECT shall have a minimum of 3 and maximum of 5 subscribers who shall be the guarantors of the organisation. At any one time, the number of subscribers who are employees of the organisation shall not exceed two fifth or 40 percentage of the total number of subscribers of the organisation.

#### ARTICLE 2

##### LOCATION OF THE ORGANISATION

For the time being, and until otherwise decided by the Board, the principle office of ZHECT shall be located in Lusaka, in the Republic of Zambia. The organization may have branches and other offices, either within or outside the city of Lusaka as the operations of the organization may require. Such branches and offices shall be part of ZHECT, and shall therefore be subordinated to the head office of the organisation.

#### ARTICLE 3

##### OBJECTS OF THE ORGANISATION

***3.1. The main aim of the organization is to bring about positive behaviour through increased in-depth knowledge and skills related to the general health and wellness of Zambians.***

3.2 In pursuance of the main aim, ZHECT shall have the following objectives:

1. To develop and implement communications campaigns through the use of various media

2. To build programming, general management and resource mobilisation capacities of selected key Non-Governmental, Community Based and Faith Based Organisations and Community groups.
3. To provide diagnostic, preventive and curative health services and biomedical services such as Counselling and Testing for HIV, Voluntary Medical Male Circumcision etc in collaboration with other partners.
4. To build capacity among health care providers, communities and other stakeholders through mentorship and other relevant trainings.
5. To develop and implement advocacy strategies and actions on increasing wider commitment to improving the health status of Zambians.
6. To continuously mobilize resources for ZHECT's sustainability.

## **ARTICLE 4**

### **CORE VALUES**

ZHECT espouses the following core values (CREEIP):

- (a) **Commitment:** Exceed stakeholders' expectations through demonstrated care, compassion and confidentiality.
- (b) **Respect:** Employ the concept of UBUNTU which is to treat all stakeholders with utmost consideration and respect.
- (c) **Effectiveness:** Promote self and organizational development, dynamism and cohesiveness.
- (d) **Equality and Equity:** That all people should be treated the same and fairly, enjoying the same protection under the law, the same access to social services, and the same benefits and burdens, irrespective of race, gender, religion, ethnic / tribal origins, or HIV status.
- (e) **Integrity:** Provide role modelling through adherence to minimum acceptable standards.
- (f) **Professionalism:** Exhibit the highest level of quality service provision, transparency, accountability, and responsibility in all endeavours.

## **ARTICLE 5**

### **POWERS OF THE ORGANISATION**

ZHECT as an entity shall possess the power to;

- a. Contract
- b. Lend or borrow money
- c. Acquire, hold and dispose movable and immovable property
- d. Institute and defend legal proceedings and

- e. Do all things incidental and pursuant to its aims, objectives and ideals

## **ARTICLE 6**

### **SEAL**

- a. The seal of ZHECT shall be such device as may be determined by the Board Members and shall be kept by the Executive Director.
- b. The Chairperson, the Secretary or any other person authorized by the Board Members shall authenticate the affixing of the Seal.
- c. No contract or instrument shall be entered into or executed without the Seal signed on behalf of ZHECT

## **ARTICLE 7**

### **BOARD**

**7.1 Position and Composition:** The Board shall be the highest policy and governance organ of ZHECT. The Board shall comprise of a maximum of 10 members, 4 of whom shall be office bearers within the Board, as Chairperson, Vice Chairperson, Treasurer and Secretary. The Executive Director of ZHECT shall be the Secretary of the Board while the position of Treasurer shall be held by a finance and accounting professional.

**7.2 Appointment of Board Members:** Guarantors (subscribers) of the organisation shall appoint, from members of the public, individuals of high caliber, stature, experience, skills and influence in society to serve as members of the ZHECT Board.

**7.3 Criteria/Qualities of Board Membership:** Consideration for Board Membership shall take into account the following factors:

- a. Needs of the organisation in terms of skills mix of Board Members to meet the development requirements of ZHECT. In this respect, the organisation will require a skills mix that includes expertise and experience in Finance and Accounting, Health, Legal, Human Resource, Institutional Management among others.
- b. Gender Balance
- c. Commitment to the values, ideals and mission of the organisation

**7.4 Tenure of Office:** Individual Board Members shall serve on the Board for a term of 3 years, depending on their performance, commitment and conduct. A Board Member may be removed from the Board on grounds of non-performance, misconduct and non-commitment through a Board resolution as shall be stipulated in the terms of reference of the ZHECT Board.

- 7.4.1 For purposes of institutional memory and continuity, one Board Member may be asked to continue for a second term.

7.4.2 In the event of a vacancy on the Board for whatever reasons and causes, existing Board Members shall co-opt a suitable replacement in accordance with the provisions stipulated in the Board Terms of Reference and subject to ratification by guarantors.

## **7.5 Key Responsibilities and Roles of the Board**

7.5.1 Serving on the ZHECT Board is purely voluntary; individuals serving as Board Members therefore contribute their time, expertise and other resources as a way of supporting ZHECT's mission and ideals. However, all Board Members shall be entitled to a small honorarium to cover the cost of fuel as they come for board meetings. This shall be reviewed from time to time taking into account inflation prevailing at the time. In case of travel outside Lusaka, Board Members shall be entitled to per diem and accommodation allowance pertaining to grade 1 employees as stipulated in the Personnel Manual.

7.5.2 The ZHECT Board shall have the following roles and responsibilities:

- a. Appointments: The Board shall appoint a Chief Executive Officer on such terms and conditions as it determines. The founder of ZHECT is a special and exceptional case to this clause due to her special role of founding ZHECT, and requirement to continue providing vision and original ethos consistent with the ideals of the organisation. However, the Board has powers to disappoint the founder as Chief Executive Officer in the event that:
- b. Policy formulation, enforcement and review.
- c. Ensure effective organisational planning implementation and institutional programming and together with management and staff develop/review and approve the strategic plan.
- d. Approve the appointment of and terms and conditions of external auditors and examine and approve audited accounts
- e. As per normal practice, the procurement of legal services should be within the Chief Executive Officer's powers without reverting to the Board. The same shall subsequently be reported to the Board through committee or Board reports on organizational activities.
- f. Ensure sustained focus in line with the organisation's vision and mission.
- g. Mobilise resources to meet the requirements of ZHECT.
- h. Ensure adherence to legal standards and ethical norms
- i. To act as spokespersons of the organisation as follows:

Chairperson: On matters relating to institutional issues of the organisation. The Chairperson may also delegate this responsibility to other Board Members or the Chief Executive Officer.

- j. Delegate to the Chief Executive Officer of the organisation, through written mechanisms as required and stipulated by the organisation's policies and procedures, powers and responsibilities of the Board as may be deemed necessary to ensure smooth running of ZHECT. The Board shall review, vary and document such delegated authority to the Chief Executive Officer, from time to time.
- k. The Board shall recruit and orient new members to their responsibilities and organisational challenge.
- l. The Board shall form up committees as required and ensure their effectiveness as required.
- m. The Board shall hold meetings as stipulated in item 7.7 of this constitution.

**7.6. Board Committees:** At its discretion, the Board may form committees to focus on specific functions of the Board as may be determined by the Board. Such committees shall be part of the Board and therefore subordinated to it.

7.6.1. For the time being and unless otherwise determined by the Board, with ratification of the guarantors, the organisation shall have the following as standing committees (besides any ad-hoc committees that may be formed from time to time):

A standing committee responsible for overall governance and institutional issues of the organisation.

A standing committee responsible for financial and administrative issues of the organisation.

A standing committee responsible for programming and other technical issues.

A standing committee with an outsider as chairperson of the committee, responsible for auditing

7.6.2 Through its terms of reference, the Board shall define and stipulate specific functions of such committees.

**7.7 Board Meetings:** The Board shall hold ordinary meetings quarterly. Notice of such meetings shall be served upon Board Members at least 30 calendar days before the date of the meeting. Board documents shall be made available to Board Members 10 calendar days before the meeting.

- a. Venue: Unless otherwise stated, the venue of board meetings shall always be the ZHECT Head Office. At its discretion and subject to availability of resources the Board may choose to hold meetings in one of ZHECT's operational sites or any other places.
- b. The Board Chairperson through the Secretary shall arrange all the Board meetings.
- c. Management shall provide logistical support as may be delegated by the Chief Executive Officer who is the Secretary of the Board.
- d. An extraordinary meeting may be called by the Chairperson or at the request of half of the Board Members to discuss specific issues which for purposes of expediency cannot wait for the ordinary Board meeting.
- e. Quorum of the meeting shall be at least half the number of Board Members. In the event that a quorum is not formed, the members present may:
  - i. Adjourn the meeting to a date within 10 calendar days
  - ii. Hold a business meeting, but without any Board resolutions
- f. In the event of both the Chairperson and Vice Chairperson of the Board being absent, members present shall elect from amongst themselves a Chairperson of that particular meeting.
- g. In the event that consensus is not reached, the Board shall subject the matter to a vote. Each Board Member shall be entitled to one vote on each matter. A decision shall be reached through a simple majority. In the event of a tie, the chairperson shall have a casting vote.
- h. Minutes and Minute Book: The Secretary of the Board shall be responsible for recording minutes of all Board meetings. The Secretary shall maintain an updated minute Book. Action points to be sent to all Board Members 10 calendar days after the meeting; while the minutes shall be sent 10 calendar days before the date of the next meeting, together with all other Board documents by the Secretary.
- i. The minutes shall be authenticated during the Board meeting by the Chairperson and the Secretary of the Board.

## **ARTICLE 8**

### **PERSONNEL**

ZHECT shall be headed by the Chief Executive Officer who will be assisted by the senior management team comprising heads of Finance and Administration, Programmes and Research Monitoring and Evaluation. Members of the senior management team shall be recruited by the Chief Executive Officer with consultation and ratification of the Board.

#### **Chief Executive Officer**

##### **8.1. Appointment and Responsibilities:**

The Chief Executive Officer who shall exercise overall institutional and programming responsibility of ZHECT shall be appointed by the Board, congruent with article 7.5.2 above.

##### **8.2 Responsibilities of the Chief Executive Officer**

It shall be the duty of the Chief Executive Officer to:

- a. Provide overall strategic direction of the organization
- b. Mobilize resources and ensure organizational sustainability
- c. Ensure sound management and administration of ZHECT
- d. Prepare, facilitate and supervise programmes of work of the organisation in line with overall organisational plans approved by the Board.
- e. Facilitate work-plans and schedules as well as monitor the implementation of programmes following the strategic plan.
- f. Cause preparation of annual budgets and present the same for approval by the Board
- g. Be custodian of all official documents of the organisation.
- h. Be responsible for recruitment, placement and development of ZHECT personnel.
- i. Together with the Board Chairperson convene Board meetings as well to perform secretarial functions to the board.
- j. To perform any other functions as may be deemed necessary by the Board and Guarantors of the organisation in line with ZHECT policies and procedures.
- k. Be spokes person for the organization as stipulated in the constitution.

## **ARTICLE 9**

### **FINANCES**

Funds shall be solicited and raised only from institutions that are reputable, and of non criminal inclinations. The Chief Executive Officer shall delegate in writing to appropriate ZHECT personnel the responsibility for soliciting for, and raising resources on behalf of the organization. Funds shall be banked in ZHECT designated bank accounts only, in line with the organizations procedures. ZHECT's fiscal year shall run from the 1<sup>st</sup> of April to the 31<sup>st</sup> of March.

ZHECT's financial audits shall be conducted annually, within three months after the end of the fiscal year. The treasurer shall be responsible for presenting the audited accounts to the Board. Projects and purpose specific audits shall be conducted as may be required.

## **ARTICLE 10**

### **DISSOLUTION**

#### **10.1 Dissolution**

Dissolution of the organisation requires unanimous agreement of the Board. At the dissolution of the organisation, its assets must be used to support organisations, activities or the like promoting similar objectives and agreed by the organisation.

#### **10.2. Asset Distribution**

In the event of dissolution of the organisation, the board of directors shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the organisation over to an organization dedicated to charitable and/or educational purposes and which has been recognized by the Registrar of Societies. This means that the assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

## **ARTICLE 11**

### **AMENDMENTS**

**11.1** Any Member of the Board may propose an amendment(s) to this constitution provided that:

- a. The member informs the secretary in writing of the proposed amendment(s) at least sixty days before the meeting at which the proposed amendment(s) will be considered.
- b. The secretary circulates a notice to all members not less than thirty days before the date of the meeting at which the proposed amendments will be considered.



**11.2** Such amendment(s) shall be effected upon a resolution by two thirds majority of the Board Members present.