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PART 1

1. Adoption of the Constitution.

Following the adoption of this constitution the association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. Name & Registration details

- (1) The association's name is "Ghanaian Doctors and Dentists Association" hereafter referred to as GDDA-UK, (and in this document may be called the Charity).
- (2) Motto: Professional excellence and community service.
- (3) The registered office of the GDDA-UK will be situated in England.

3. The Objects.

The objects of the GDDA-UK (the Objects) are:

1. Advocacy
To provide information on how the UK Health Service, government and business could utilise the unique resource of International Medical Graduates (IMGs) for the benefit of the public.
2. Practice Enhancement
Advance the practice and promotion of evidence-based practice by doctors and dentists of Ghanaian descent in the UK, for the benefit of the UK and Ghanaian public.
3. Education & research
To collaborate with and support doctors and dentists in the acquisition, exchange, dissemination and use of research, evidence based-practices in medicine and dentistry for the benefits of the peoples of United Kingdom and Ghana.
4. Community Service
Promote social integration of members with the wider UK community on the basis of equality.
5. Health of the public
Assume leadership roles in health promotion, disease prevention and chronic disease management for public benefit.
6. Effective Workforce utilisation and capacity building
Develop, facilitate and implement innovative programs to meet the medical and dental workforce challenges in Ghanaian communities in Ghana and the United Kingdom.
7. Outreach

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To harness the resources of its members and other persons, bodies or agencies towards health promotion in communities in Ghana and the United Kingdom.

8. Collaboration with others

To collaborate with any persons, bodies, or agencies in advancing and achieving the objects of GDDA-UK.

4. Application of the Income and Property.

- (1) The income and property of the GDDA-UK shall be applied solely towards the promotion of the Objects.
- (2) A Trustee may pay out of, or be reimbursed from, the property of the GDDA-UK reasonable expenses properly incurred by him or her when acting on behalf of the GDDA-UK.
- (3) None of the income or property of the GDDA-UK may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the GDDA-UK.

This does not prevent:

- (a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the GDDA-UK;
- (b) a Trustee from:
 - (i) buying goods or services from the GDDA-UK upon the same terms as other members or members of the public;
 - (ii) receiving a benefit from the GDDA-UK in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub-clause (6) of this clause, or as a member of the GDDA-UK and upon the same terms as other members;
- (c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the GDDA-UK but excluding:
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - (iii) liabilities to the GDDA-UK that result from conduct that the Trustee or other officer knew or ought to have known was not

in the best interests of GDDA-UK or in respect of which the person concerned did not care whether that conduct was in the best interests of the GDDA-UK or not.

- (4) No Trustee may be paid or receive any other benefit for being a Trustee.
- (5) A Trustee may:
- (a) sell goods, services or any interest in land to the GDDA-UK;
 - (b) be employed by or receive remuneration from the GDDA-UK
 - (c) receive any other financial benefit from the GDDA-UK,

if:

(d) he or she is not prevented from so doing by sub-clause (4) of this clause;

and

(e) the benefit is permitted by sub-clause (3) of this clause;

or

(f) the benefit is authorised by the Trustees in accordance with the conditions in sub-clause (6) of this clause.

(6)

- (a) If it is proposed that a Trustee should receive a benefit from the GDDA-UK that is not already permitted under sub-clause (3) of this clause, he or she must:
 - (i) declare his or her interest in the proposal;
 - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - (iii) not be counted in determining whether the meeting is quorate;
 - (iv) not vote on the proposal.
- (b) In cases covered by sub-clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the GDDA-UK to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
- (c) The Trustees may only authorise a transaction falling within paragraphs 5(a) - (c) of this clause if the trustee body comprises a majority of Trustees who have not received any such benefit. [Top](#)
- (d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the

GDDA-UK the value of any benefit received by the Trustee from the GDDA-UK.

- (7) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the GDDA-UK and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (8) In this Clause, "Trustee" shall include any person firm or company connected with the Trustee.

5. Dissolution.

- (1) If the members resolve to dissolve the GDDA-UK the Trustees will remain in office as charity trustees and be responsible for winding up the affairs of the GDDA-UK in accordance with this clause.
- (2) The Trustees must collect in all the assets of the GDDA-UK and must pay or make provision for all the liabilities of the GDDA-UK.
- (3) The Trustees must apply any remaining property or money:
 - (a) directly for the Objects;
 - (b) by transfer to any charity or charities for purposes the same as or similar to the GDDA-UK;
 - (c) in such other manner as the Charity Commissioners for England and Wales ("the Commission") may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the GDDA-UK specifying the manner in which the Trustees are to apply the remaining property or assets of the GDDA-UK and the Trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the GDDA-UK be paid to or distributed among the members of the GDDA-UK (except to a member that is itself a charity).
- (6) The Trustees must notify the Commission promptly that the charity has been dissolved. If the Trustees are obliged to send the charity's accounts to the Commission for the accounting period, which ended before its dissolution, they must send to the Commission the charity's final accounts.
- (7) every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of debts and liabilities of the Association contracted before he ceases to be a member and of costs charges and expenditure of winding up and for the adjustment of the rights of contributors among themselves such amount as may be required not exceeding one pound.

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- (8) The liability of the members is limited to the details of sub-clause 5(7).

6. Amendments.

- (1) Any provision contained in Part 1 of this constitution may be amended

provided that:

- (a) no amendment may be made that would have the effect of making the Charity cease to be a charity at law;
 - (b) no amendment may be made to alter the Objects, if the change would not be within the reasonable contemplation of the members of or donors to the Charity;
 - (c) no amendment may be made to clause 4 without the prior written consent of the Commission;
 - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution must be sent to the Commission within twenty-one days of it being passed.

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PART 2

7. Membership.

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- (1) Membership is open to individuals or organisations that subscribe to the Constitution of the GDDA-UK and meet the criteria in clause 7.
- (2) Membership shall be open to such individuals as follows:
 - a. Any individual who is a Ghanaian or have Ghanaian ancestry and qualified as a medical doctor or dentist anywhere in the world who is practicing in the UK.
 - b. Any individual who is not a Ghanaian but has qualified as a medical doctor or dentist in Ghana and has sufficient links with Ghana or the Ghanaian Diaspora and who is practicing in the UK.
 - c. Any individual for which sub-clauses 7(2) (a) and 7(2) (b) applies but do not practice in the UK, can be admitted as full members if the Executive feels their membership will be beneficial to the association and the communities mentioned in Clause 3 above.
 - d. Any individual for which sub-clauses 7(2) (a) and 7(2) (b) applies but are retired can be admitted as full members.
 - e. Any individual who is not a doctor or dentist may be admitted as an honorary member if the Executive feels their membership will be beneficial to the association. Such members will not have voting rights but will participate in all activities of the association unless clearly specified by the Executive that a particular event be for ordinary members only.
 - f. Trustees would decide if an organisation could be admitted as a member of GDDA-UK. Such a member or its representative would have one vote as if it was an ordinary member.
 - g. membership decisions taken under sub-clauses 7(2) (c) and 7(2) (e) by the executive would be final. However if affected person feels that his / her circumstances had changed or some facts were overlooked or not available at the time of the decision they can appeal to the Executives.
- (3)
 - (a) The Trustees may refuse an application for membership but only if, acting reasonably and properly, they consider it to be in the best interests of the GDDA-UK to refuse the application.
 - (b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

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- (c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing and shall be final.
- (4) Membership is not transferable.
- (5)
 - a. All applicants for membership shall complete the application process prescribed by the Executive Committee.
 - b. Membership could be postponed until satisfactory investigations have been made.
 - c. Persons who are approved for membership shall pay a subscription as determined in sub-clause 6 of this Clause
- (6)
 - a. The annual subscription and the method of payment would be set and revised from time to time by the board of trustees for the various categories of members.
 - d. The annual subscription shall be payable on admission to membership and subsequently on the first day of October in each year.
- (7) The Trustees must keep a register of names and addresses of the members, which must be made available to any member upon request.

8. Termination of Membership.

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the GDDA-UK unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the GDDA-UK is not paid in full within six months of it falling due;
- (4) upon resolution by the Executive Committee following the loss by a Member of the qualification entitling them to consideration for membership under sub-clause 7(2).
- (5) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the GDDA-UK that his or her membership is terminated. No subscription shall be refunded in such circumstances.

A resolution to remove a member from membership may only be passed if:

- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed; [Top](#)

- and**
- (b) the reasons for the proposed resolution;
 - (c) invited to make an oral or written submission to the Trustees during this meeting either by the member or his appointed representative;
- (6) If such a resolution as is specified in sub-clause 8(5) is adopted by the Executive Committee in line with the provisions of sub-clause 8(5a-c);
- (a) such a Member shall be given written notice of the resolution and of the facts relied on by the Executive Committee in reaching its decision.
 - (b) Such a decision would be final.
- (7) For the avoidance of doubt no membership dues are refundable in the event of termination of membership.

9. General meetings.

- (1) The GDDA-UK must hold its first annual general meeting between eleven and fifteen months of the date of the adoption of this constitution.
- (2) Thereafter an annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- (4) The Trustees may call an extraordinary general meeting at any time.
- (5) The Trustees **must** call an Extraordinary general meeting if requested to do so in writing by at least 30 members or one tenth of the membership, which ever is the greater.
- (6) If the Trustees fail to schedule the Extraordinary General meeting referred to in sub-clause 9(5) within twenty-eight days of the request, for a date not longer than three months of the original request, the members may proceed to call an Extraordinary General Meeting but in doing so they must comply with the provisions of this constitution.
- (7) If at any time there are not within the United Kingdom a quorum of the Executive Committee any two Members of the Executive may convene an Extraordinary General Meeting.
- (8) With the exception of the situation referred to in sub-clause 9(6) **all** General Meetings shall be held at such time and place as the Executive Committee shall appoint.

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10. Notice.

- (1) The minimum period of notice required for any general meeting of the GDDA-UK is twenty-eight clear days from the date on which the notice is deemed to have been given.
- (2) A meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting, general nature of the business to be transacted and whether it is an annual or an extraordinary general meeting.
- (4) If other than routine business is to be transacted, the notice shall specify the general nature of such business; and, if any resolution is to be proposed at an Extraordinary General Meeting as a Special Resolution, the notice shall contain a statement to that effect.
- (5) Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes:
 - (a) Considering the income and expenditure account and balance sheet and the reports of the Executive Committee and of the Auditors.
 - (b) Elections to the executive Committee in place of those officers retiring.
 - (c) Appointing Auditors and fixing the remuneration of the Auditors and / or determining the manner in which such remuneration is to be fixed.
 - (d) Approving regulations concerning subscriptions made by the Executive Committee in accordance with sub-clause 7(6).
- (6) For an Extraordinary General Meeting **no other business** shall be transacted other than the specific reason or reasons for which the meeting has been called.
- (7) The notice must be given to all the members and to the Trustees via their last registered postal and/ or email addresses.
- (8) The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- (9) The minimum period for members to give notice of resolutions to be put before the Annual General Meeting is 56 days before the date of the AGM.
- (10) The minimum period for the acceptance of amendments to resolutions to be put before the Annual General Meeting is 40 days before the date of the Annual General Meeting.

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11. Quorum.

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is;
twenty members entitled to vote upon the business to be conducted at decisions.
the meeting;

or

one tenth of the total membership at the time,

whichever is the greater.

(3) The authorised representative of members shall be counted in the quorum.

(4) If:

(a) a quorum is not present within 30 minutes from the time appointed for the meeting;

or

(b) during a meeting a quorum ceases to be present,

the meeting if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to such time and place as the Trustees shall determine.

(5)

(a) If the adjournment is longer than 8 days then, the Trustees must give at least twenty-eight clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

(b) For the avoidance of doubt reconvening up to 8 or less days' adjournment require no notification but the chair should fix the time and place for the reconvened meeting prior to the adjournment.

(6) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

12. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) if there is no Chairperson or if the chairperson is unable or unwilling to chair within fifteen minutes after the appointed time for the holding of the meeting, the Vice Chairman shall be the chair the general meeting.
- (3) If sub-clauses 12(1) and 12(2) cannot apply for any reason within fifteen minutes of the appointed time for the meeting other members of the Trustees / Executive Committee present shall elect one of their numbers to be Chairperson of the meeting.
- (4) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (5) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their numbers to chair the meeting.

13. Adjournments.

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (4) If a meeting is adjourned by a resolution of the members for more than eight days, notice of the adjourned meeting shall be given as in the case of an original meeting **except** that it shall not be necessary to give notice of the business to be transacted at an adjourned meeting.

14. Votes.

- (1) Subject to sub-clause 14(7) each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) Subject to provisions of Clause 6 of this constitution, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held. It may comprise several copies each signed by or on behalf of one or more members.

- (3) Subject to provisions of Clause 6 of this constitution, a resolution put to vote of a meeting shall be approved by a simple majority of those present, on a show of hands, unless before or on the declaration of the result of a show of hands a ballot is duly demanded.
- (4)
 - (a) At least two Members having the right to vote at the meeting may demand a ballot.
 - (b) A demand by a person as proxy for a Member shall be the same as a demand by that Member.
- (5) At any general meeting, unless a ballot is duly demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or lost and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact, subject to sub-clauses 14(3) and 14(4).
- (6)
 - (a) If a ballot is demanded in manner aforesaid in sub-clauses 14(3) and 14(4) the same shall be taken at such time and in such manner as the Chairperson of the meeting directs,
 - (b) However a ballot demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.
 - (c) **In all cases** and subject to Clause 6 of this constitution the result of such ballot shall be deemed to be the resolution of the Association in general meeting,
 - (d) The demand for a ballot may be withdrawn but only before the ballot has commenced.
- (7) No Member shall be entitled to vote at any general meeting unless all moneys presently payable by them to the Association have been paid.

15. Proxy

- (1) The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing. A proxy need not be a Member of the Association.
- (2) The signed instrument appointing a proxy and the power of attorney or other authority, if any, or a copy of that power of authority certified by a solicitor shall be deposited, in a sealed envelope marked "Proxy Vote Confidential", at such place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a ballot, not less than twenty-four hours before the time appointed for the taking of the ballot

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- (3) Failure to follow the procedure in sub-clause 15(2) would result in the instrument of proxy being invalidated.
- (4) Sealed envelopes containing the number and nature of proxy votes shall only be opened and revealed by the Secretary in the presence of the Chairperson at the commencement of the Annual General Meeting or Extraordinary General Meeting after reading the notice to convene the meeting.
- (5) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit

"Ghanaian Doctors and Dentists Association"

I/We.....of.....
 being a member/members of the above named Association hereby
 appoint.....of.....or failing him
 of.....as my (our) proxy to vote for me (us) on my (our)
 behalf at the (annual)/(extraordinary) general meeting of the Association to be held on
 the.....day of.....and at any adjournment thereof.

Signed.....this.....day
 of.....

- (6) A vote given in accordance with the terms of an instrument of proxy shall be valid provided there was no irrefutable confirmation of death, insanity, or coercion in obtaining the instrument, or revocation available to GDDA-UK at the time of the vote or ballot.

16. Representatives of Other Bodies.

- (1) Any organisation that is a member of the GDDA-UK may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

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17. Officers and Trustees.

- (1) The GDDA-UK and its property shall be managed and administered by an Executive Committee comprising the Officers and other members elected in accordance with this constitution. The Officers and other members of the Executive Committee shall be the trustees of the GDDA-UK and in this constitution are together called "the Trustees".
- (2) The Executive Committee shall include members of the Association in the following capacities
 - i. Chair
 - ii. Vice Chair
 - iii. Secretary
 - iv. Assistant Secretary and Membership Secretary
 - v. Treasurer
 - vi. Vice Treasurer
 - vii. Such other Executive members as the Annual General Meeting shall from time to time deem necessary. Such extraordinary appointments shall last for one year only unless a longer time is specified by the AGM
 - viii. Immediate Past Chair is an ex-officio member of the Executive Committee
- (3) A Trustee must be a member of the GDDA-UK or the nominated representative of an organisation that is a member of the GDDA-UK.
- (4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 21.
- (5) The number of Trustees shall be not less than three and not be subject to any maximum, unless otherwise determined by a resolution of the GDDA-UK in general meeting.
- (7) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

18. The Appointment of Trustees.

- (1) The GDDA-UK in general meeting shall elect the Officers and the other Trustees for tenure of two years unless otherwise specified by other parts of this constitution.
- (2)
 - (a) The Trustees may appoint any person who is willing to act as a Trustee.
 - (b) Subject to paragraph 5(b) of this clause, they may also appoint Trustees to act as executive officers.
 - (i) Such appointment as an executive officer, with the exception of ex-officio appointments, shall be valid until the next Annual General

Meeting. The person so appointed should automatically retire to allow elections for that position to be held.

- (ii) Unless the tenure of office is stated or implied by the constitution the term of office of ex-officio trustee would be stated in the minutes of the meeting at which they are appointed.
 - (iii) In the absence of, or the failure to state the term of office of an appointed ex-officio trustee the default term of 2 years from the day of appointment would apply.
 - (iv) At an meeting of Executive Trustees immediately following the expired term referred to in sub-clauses 18(2)(ii) & 18(2)(iii) above the ex-officio trustee would automatically retire and the Executive Trustees would proceed to appoint someone to fill this position if they think the role is still required.
 - (v) Notwithstanding the provisions in sub-clauses (ii) – (iv) of this clause appointed ex-officio trustees could be removed by a simple majority of the executive members before their time if their actions are hampering the smooth running of GDDA-UK.
- (3) Subject to sub-clause 2(b)(i) of this clause and Clause 19 each of the Trustees shall automatically retire with effect from the conclusion of the second annual general meeting after his or her election but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected a Trustee or an Officer at any annual general meeting unless, at least 40 days, prior to the meeting the Charity is given a notice that:
- (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Trustee or as an officer;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5)
- (a) The appointment of a Trustee, whether by the GDDA-UK in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees, when the appointment takes effect.
 - (b) The Trustees may not appoint a person to be an Officer if another person has already been elected or appointed to that office and has not vacated the office, when the appointment takes effect.

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- (c) An omission to appoint any such Officers or a vacancy in any such office shall not invalidate any proceedings of the Executive Committee or of the Association.

19. Administrative Continuity

- (1) The Association at its first meeting shall elect the Interim Executives Officers and the other Trustees. The first charity trustees (interim executives) will have the power to;
 - (a) draft the governing document (constitution) for the adoption by the association following any necessary discussions and amendments by the general membership
 - (b) administer the GDDA-UK until the first Annual General Meeting (AGM) following the adoption of the constitution.
- (2) In the interest of continuity and subject to sub-clauses 19(3) (a) and 19(3) (b) below, the Interim Executives would become the first Executive Committee and trustees of the GDDA-UK following the adoption of this constitution.
- (3) Continuity requires that the tenure of office of the trustees need to be staggered to ensure that all the appointments do not end at the same time. The named executives are therefore divided into two groups with either group being elected on alternate annual general meetings.
 - (a) At the first annual general meeting after the adoption of the constitution, the positions of Vice Chair, Secretary, and Vice Treasurer would be available for re-election and then, bi-annually thereafter.
 - (b) On the second annual general meeting after the adoption of the constitution the positions of Chair, Assistant and Membership Secretary, Treasurer would be available for re-election and then bi-annually thereafter.
 - (c) For the avoidance of doubt the Extraordinary General Meeting at which the constitution is adopted would be the Inaugural General Meeting.
 - (d) For the avoidance of doubt the first executive officers named in sub-clause 19(3) (a) would in effect serve for only a year following the adoption of this constitution whereas their counterparts named in sub-clause 19(3) (b) would serve for 2 years.
 - (e) An election following an executive position becoming vacant before it is due would to be filled, the trusteeship position would be only for the length of time necessary to preserve the staggered terms of office established by this constitution. This may result on occasions in the position coming up for election again at the following AGM again.
 - i. Should this happen the time served in order to bring things into synchrony would not be counted when considering whether the particular individual

has served for two consecutive terms for the purposes of sub-clause 19(5) below.

- (4) Subject to sub-clause 19(3)(e) above each of the Trustees shall automatically retire with effect from the conclusion of the second annual general meeting after his or her election but shall be eligible for re-election at that annual general meeting.
- (5) No one with the exception of ex-officio members could be elected for more than two consecutive terms of the **same office** without a break of at least a year, except
 - (a) during a crisis and
 - (b) when no one else is able or willing to occupy that position.

20. Powers of Trustees.

- (1) The Trustees must manage the business of the GDDA-UK and they have the following powers in order to further the Objects (but not for any other purpose):
 - (a) To raise funds as long as in doing so, the Trustees do not undertake any substantial permanent trading activity and comply with any relevant statutory regulations;
 - (b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) To sell, lease or otherwise dispose of all or any part of the property belonging to the GDDA-UK. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
 - (d) To borrow money and to charge the whole or any part of the property belonging to the GDDA-UK as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
 - (e) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (g) To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - (h) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) To obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;

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- (j) To open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - (k) Sponsor, organise and /or supervise training seminars, lectures, clinical and community teaching, meetings, exhibitions, courses, scholarships and prizes in pursuit of the objects of GDDA-UK
 - (l) Collect and disseminate information on all matters affecting the said objects and exchange such information with the bodies having similar objects whether in this country or overseas.
 - (m) Undertake, execute, manage or assist any charitable trusts, which may lawfully be undertaken, executed, managed or assisted by GDDA-UK.
 - (n) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further said objects.
 - (o) To promote, encourage and undertake the establishment of centres in furtherance of the Objects of the Association and to undertake planning applications for consent under byelaws or building regulations and other like applications
 - (p) To do all such other lawful things as are necessary for the achievement of the Objects;
- (2) **No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.**
- (3) Any meeting of Trustees, at which a quorum is present at the time the relevant decision is made, may exercise all or part of the powers exercisable by the Trustees.

21. Disqualifications and Removal of Trustees.

A Trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Charity;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or [Top](#)

- (5) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

22. Proceedings of Trustees.

- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) *Any Trustee* may call a meeting of the Trustees.
- (3) The secretary *must* call a meeting of the Trustees if requested to do so by a Trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) Subject to Sub-clause 22(9) no decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees.
- (8) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- (9) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies, adjourning the meeting and / or of calling a general meeting
- (10) The person elected as the Chair shall chair meetings of the Trustees.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their numbers to chair that meeting.
- (12) The person appointed to chair meetings of the Trustees shall have no other functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.
- (13) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

23. Delegation.

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- (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The Trustees may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

24. Irregularities in Proceedings.

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if, without the vote of that Trustee; and / or that Trustee being counted in the quorum, the decision would have been made by a majority of the Trustees at a quorate meeting.
- (2) Sub-clause 24(1) above does not permit a Trustee or their relatives and associates to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.
- (3) No resolution or act of:
 - (a) the Trustees;
 - (b) any committee of the Trustees;
 - (c) the Charity in general meeting,

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shall be invalidated by reason of

- (i) the failure to give notice to any Trustee or member
- or
- (ii) by reason of any procedural defect in the meeting

unless

it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Charity.

25. Minutes.

The Trustees must keep minutes of all:

- (1) appointments of Officers and Trustees made by the Trustees;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Trustees and committees of Trustees including:
 - (a) the names of the Trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

26. Annual Report and Return and Accounts.

- (1) The Trustees must comply with their obligations under the Charities Act 1993 with regard to:
 - (a) the keeping of accounting records for the Charity;
 - (b) the preparation of annual statements of account for the Charity;
 - (c) the transmission of the statements of account to the Charity;
 - (d) the preparation of an annual report and its transmission to the Commission;
 - (e) the preparation of an annual return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

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27. Registered particulars.

The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

28. Property.

- (1) The Trustees must ensure the title to:
 - (a) all land held by or in trust for the Charity that is not vested in *the Official Custodian of Charities*; and
 - (b) all investments held by or on behalf of the Charity,is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Charity.
- (3) The Trustees may remove the holding trustees at any time.

29. Repair and insurance.

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

30. Notices.

- (1) Any notice required by this constitution to be given to or by any person must be:
 - (a) in writing;

or

 - (b) given using electronic communications.
- (2) Notice may be given to a member either:
 - (a) personally;

or

 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address;

or

 - (c) by leaving it at the address of the member;

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or

- (d) by giving it using electronic communications to the member's electronic or email address.
- (3) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- (4) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that a notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.
 - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

31. Rules.

- (1) The Trustees may from time to time make rules or byelaws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) The admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) The conduct of members of the GDDA-UK in relation to one another, and to the Charity's employees and volunteers;
 - (c) The setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) The procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by this constitution;
 - (e) The keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and require a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

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- (f) Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The GDDA-UK in general meeting has the power to alter, add to or repeal the rules or byelaws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the Charity.
- (5) The rules or byelaws shall be binding on all members of the GDDA-UK. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

32. Interpretation

For the interpretation of this Constitution, the Interpretation Act, 1978, shall apply as it applies to the interpretation of an Act of Parliament.

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Signatures of trustees

.....
Chair

.....
Vice Chair

.....
Secretary

.....
Assistant Secretary and Membership Secretary

.....
Treasurer

.....
Vice Treasurer

Ex-Officio Trustees

.....
Webmaster

.....
Legal Advisor

Certification of constitution

I certify that this is a true copy of Constitution for the Ghanaian Doctors & Dentists Association (GDDA-UK)".

Sign:

Date

Name:

Position: