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## **THE CONSTITUTION OF THE NATIONAL HEPATITIS ASSOCIATION** **(NAHA)**

### **Contents**

#### **Preamble**

- 1. Name and Title**
- 2. Aim and objectives**
- 3. Nature of the Association**
- 4. General Powers**
- 5. Membership**
- 6. The Governance Structure of the Association**
  - 6.1 Establishment of the Structures
  - 6.2 The General Assembly
  - 6.3 Executive Committee/Executive Board
  - 6.4 Secretariat
- 7. Powers and Functions of the Governance Structures**
  - 7.1 The Powers and Functions of the General Assembly
  - 7.2 The Powers and Functions of the Executive Committee/Board
    - 7.2.1 Roles and Responsibilities of the Chairperson
    - 7.2.2 Roles and Responsibilities of the Secretary



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Tel: +2204495442-6 ext 5036

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7.2.3 Roles and Responsibilities of the PR Officer

7.3 Sub committees

(a) Resource Mobilization Sub-Committee

(b) Contracts Sub-Committee

(c) Any other Sub-committee deemed necessary

7.4 Roles and Functions of the Secretariat

7.4.1 Roles and Responsibilities of the Program Manager

7.4.2 Roles and Responsibilities of the Accountant

7.4.3 Roles and Responsibilities of the Home-Based Care arm

7.4.4 Roles and Responsibilities of the Counsellors

## **8.0 Termination Criteria for Membership of the Governance Structures**

8.1 Termination of Membership of the General Assembly

8.2 Termination of Membership of the Executive Committee/Board

8.3 Termination of the Program Manager

8.4 Termination of other staff

## **9. Accounts and Audit**

## **10. Meetings**

10.1 Annual General Meeting (AGM)

10.2 Extraordinary General Meeting

10.3 Monthly Group Therapy Meeting

10.4 Executive Committee/Board Meeting

10.5 Minutes of Executive Meetings



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**11. Amendments to the Constitution**

**12. Dissolution of the National Association**

**Preamble**

The founding members to this Association:

Recognizing that, the association is a group of people who come together to discuss and find solutions to the challenges, experiences and/or roles that they have in common without being judged, blamed, stigmatized or isolated,

Considering that, by joining the association, people realize that they are not alone in their situation, but to create awareness through sensitization, bring better health and access to treatment.

Aware of the need to come together to protect ourselves and our community,

Acknowledging that, the association is a forum in which members can share problems and concerns, brainstorm solutions, give each other advice and form friendships through which members can receive firsthand practical advice and the approaches that they learn from peers who are coping with very similar circumstances, adhere to treatment and care for better life.

Motivated by, the desire to develop and sustain positive strategies for our illnesses and to strengthen our knowledge and others about viral hepatitis,



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Realizing that the individual living with the consequences of viral hepatitis infection has duties to other individuals and to the community to which he or she belongs,

Committed to our responsibility to strive for the promotion and observance of the provisions enshrined in the National Prevention, care and Control Act, 2015,

Agree on the following Articles contained in this Constitution to govern the matters within our association.

### **Article 1 - Name**

- 1.1 The name and title by which this Association shall be known in law as NATIONAL HEPATITIS ASSOCIATION hereinafter shortened as NAHA
- 1.2 The address shall be: NAHA Secretariat, Hepatitis Block, c/o MRCG, Fajara P.O. Box 273, Atlantic Road, and The Gambia. Telephone: +220 4495442-6 Ext 5036 Email address: hepatitis@naha.gm

### **Article 2 – Aims and objectives**

#### **2.1 Aim**

To promote the welfare and improve the quality of life of people who are infected or affected by viral hepatitis in the Gambia.

#### **2.2 Specific Objectives**



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1. To provide emotional support and coping mechanisms to those people who are affected by viral hepatitis, particularly Hepatitis B virus (HBV) and are willing to be members of the association.
2. To create networking opportunities for those involved in the association in order to reduce infection rate, promote care, to decrease death rate through early diagnosis and treatment, while encouraging acceptance and support.
3. To ensure that a person with viral hepatitis can live a positive and productive life and can have good outcomes with early diagnosis
4. To empower members with knowledge about viral hepatitis infection & its consequences and to help them develop skills to effectively participate in policy development aimed at improving viral-hepatitis related service delivery in The Gambia.
5. To demystify viral hepatitis (especially due to HBV) and promote de-stigmatization and community acceptance of people affected and infected by hepatitis and their families.
6. To strengthen HBV prevention messages through community radio programmes and improve sensitization by use of traditional communicators and local and social groups.
7. To build a social network of people affected and infected with hepatitis and draw strength from other members experiences.
- 8 To share information around screening, assessment, treatment and care of patients living with HBV especially those with liver disease; educate people about medications available and to encourage adherence to treatment.
9. To advocate for the protection of basic human rights of people affected by viral hepatitis as provided for in the **Hepatitis B Prevention and Control Act, 20...**, **the Constitution of the Republic of The Gambia 1997 and other Laws, Treaties and Conventions.**
- 10 To ensure representation of and meaningful involvement of National hepatitis association members in relevant fora locally and internationally;
- 11 To solicit support for hepatitis patients;
12. To strengthen co-operation and collaborate with the government of The Gambia and other relevant stakeholders in the prevention and control of Hepatitis patients as well as care Treatment and support to the affected.



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### **Article 3 - Nature**

- 3.1 National Hepatitis Association (NAHA): shall be a body corporate with perpetual succession, capable of suing and being sued, of acquiring property and rights and incurring obligations in its own name, distinct from its members. No member, by reason of membership, shall have any individual rights to any property of NAHA
- 3.2 NAHA shall be non-profit making or sharing and none of its receipts or accruals shall be divided amongst members or be credited to or ensure to the benefit of any member other than by way of remuneration for services rendered or refund of cost incurred for and on behalf of NAHA.
- 3.3 NAHA shall fundamentally be an organization of people infected and affected by viral hepatitis, particularly HBV, which is a major public health problem in The Gambia.

### **Article 4 – General Powers**

NAHA, as a body corporate shall have the following powers:

- 4.1 To establish and conduct any business or activity or undertaking whether as principal or agent provided that any such exercise of power shall be the sole purpose of applying any profit to the furtherance of the principal objects of NAHA.
- 4.2 To collect, canvass for and accept donations, subscriptions, pledges, legacies and bequests, endowments or any other benefits from authorized source(s).
- 4.3 To acquire by purchase, lease, gift, bequest or in any other way any property whether movable or immovable and also any rights in respect of any property whether real or personal.
- 4.4 To sell, donate, partition, exchange or in any other way alienate property whether movable or immovable.



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- 4.5 To invest monies or other asset or property of NAHA in keeping with sound values and to open and operate Bank Accounts whether they be current or savings accounts and to appoint persons to operate such accounts.
- 4.6 Where necessary to engage any professional consultant, counsel, body or firm for the purpose of ad-hoc professional service(s).

#### **Article 5 – Membership of the NATIONAL HEPATITIS ASSOCIATION;**

- 5.1 Membership to NAHA shall be voluntary, **and individuals should complete a registration form.**
- 5.2 Membership shall be open to all manner of adult persons living or affected with viral hepatitis (particularly HBV) in The Gambia.
- 5.4 Membership shall also be open to distinguished individuals and organizations as honorary and corporate members respectively.
- 5.10 Members who no longer abide by the values and the provisions of the Constitution of NAHA shall cease to be members of NAHA.
- 5.11 As a general rule NAHA can terminate the membership of any member it can no longer work with.
- 5.12 Members wishing to opt out may also submit a resignation in an appropriate format forwarded to the President.
- 5.13 An Honorary Member may be appointed by the Executive or Board as the case may be and shall be a person who by reason either of his position or experience or of his eminence in the fight against viral hepatitis and its consequences (chronic liver disease, liver cancer, etc.) or health related fields may be able to render assistance in promoting the objectives of NAHA.



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- 5.14 An Honorary Member may be invited to participate in any activity or discussion on any business of NAHA.
- 5.15 An Honorary Member is not entitled to hold office or to vote.
- 5.16 A Corporate Member may be appointed by the Executive or Board. Any firm or Company wishing to become a Corporate Member of NAHA shall be engaged in a lawful venture that does not conflict with the objectives of NAHA.
- 5.17 A Corporate Member is entitled to nominate one representative to represent it but shall not be entitled to hold office or to vote.
- 5.18 Every Corporate Member may be invited to participate in any activities or discussion on any business of NAHA.
- 5.19 Membership rights, privileges or obligations are not transferable.

**Article 6: The Governance Structure of the National Association**

**6.1** NAHA shall have the following organs:

- a. General Assembly
- b. Executive Committee/Executive Board
- c. Secretariat

**6.2 General Assembly**

- (a) As a membership based organization, the governance structure of NAHA shall comprise the General Assembly, Executive Committee or Executive Board and the Secretariat.





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- (b) As constituent members and owners of NAHA, the General Assembly shall serve as the highest and ultimate governing body of NAHA.
- (c) The General Assembly shall comprise individual members of NAHA.
- (d) The General Assembly shall delegate governance powers, authority and functions to the Executive Committee or Board.

### **6.3 Executive Committee/Executive Board**

- (a) The Executive Committee or Board shall comprise members elected by the General Assembly in accordance with this Constitution and they may include the following positions:
  - (i) President/Chairperson
  - (ii) Vice President/Vice Chairperson
  - (iii) Secretary General
  - (iv) Assistant Secretary
  - (v) **Treasurer**
  - (vi) **Assistant Treasurer**
  - (vii) **Auditor**
  - (viii) **Assistant Auditor**
  - (ix) Public Relations Officer
  - (x) **Assistant Public Relation Officer**
  - (xi) Adviser(s)



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- (xii) Legal Adviser
  - (xiii) Key Population Representative
  - (xiv) Regional Representative
  - (xv) Member(s)
- 
- (b) Any person who was removed from the Executive for any fraud or dishonesty which has been established to the satisfaction of the AGM by an audit or any other formal enquiry, shall not qualify to stand to contest for any elective post for 5 years.
  - (c) The Executive Committee/Board shall serve as the second highest governance body of NAHA.
  - (d) The Executive Committee/Board shall be answerable to the General Assembly.
  - (e) The Executive Committee/Board shall be the policy making body of NAHA.
  - (f) The Executive Committee or Board may delegate the functions of the day-to-day running of the support group to the Secretariat.

#### **6.4 Secretariat**

- (a) The Secretariat shall be responsible for the day-to-day management of the affairs of NAHA.
- (b) The Secretariat shall be headed by a Program Officer who is answerable to the Executive Committee or Board.



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(c) The Program Officer shall be assisted by the following staff:

- i. Accountant,
- ii. Home Base Care Team
- iii. Counselors
- iv. Cleaner

## **Article 7: Powers and Functions of the Governance Structures**

### **7.1 Powers and Functions of the General Assembly**

- a. The General Assembly shall serve as the highest governance authority of NAHA.
- b. The General Assembly shall comprise of all the members of NAHA converged in an Annual General Meeting or Extra Ordinary General Meeting.
- c. The General Assembly shall elect members of the Executive Committee or Board as the case may be.
- d. The General Assembly may by a resolution supported by two-third (2/3) of its members present and with valid voting rights dissolve the Executive Committee or the Board.
- e. The General Assembly may by a resolution supported by two-third (2/3) of its members present and with valid voting rights remove any members of the Executive Committee or Board as the case may be.



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- c. The General Assembly shall endorse the long-term policies and strategic direction of NAHA.
- d. The General Assembly shall by a resolution supported by two-third (2/3) of its members present and with valid voting rights endorse any amendment to this Constitution.
- e. The General Assembly may by a resolution supported by three quarters (3/4) of its members present and with valid voting rights pass a special resolution to dissolve NAHA.
- f. The General Assembly shall also ensure that members of NAHA settle all agreed payments and dues in full and on time and/or enforce sanctions on defaulters.

## **7.2. Powers and Functions of the Executive Committee/Board**

- a. The Executive Committee or Board shall serve as the second highest governance authority of NAHA.
- b. The Executive Committee or Board shall consist of not more than eleven (11 15) and not less than nine (9 10) full members.
- c. The Executive Committee or Board members shall be elected by the General Assembly at the Annual General Meeting based on a simple majority of votes of all the members present and voting.
- d. The Executive Committee or Board shall open and operate Bank Accounts on behalf of the Associations and appoint persons as signatories to operate such accounts.
- e. The Executive Committee or Board shall be chaired by a Chairperson or the President of NAHA who shall be elected at the AGM in the same manner as other Executive or Board members.



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- f. The President/Chairperson shall have the same terms with the rest of the Executive Committee/Board members. He or she shall not wield any individual power(s) other than those vested in him or her by this Constitution or by the Executive Committee/Board.
- g. An Executive Committee/Board member shall serve a term of two (2) years which may be renewable once.
- h. The Executive Committee members shall normally come from among the NAHA members.
- i. In the event that NAHA opted to set up an Executive Board instead of an Executive Committee, then both members of the association and non-members may be elected to serve in the Board.
- j. Where NAHA opted to set up a Board at least 5+1 of the Board member shall be persons Affected by Hepatitis to ensure ownership and compliance with the principle of ‘Meaningful Involvement of people affected by hepatitis.’
- k. The Executive Committee or Board may co-opt other members with special skills, knowledge and experience as ex-officio from time to time to enrich its deliberations and enhance its capacity.
- l. The Executive Committee or Board shall set the policy direction and identity, safeguard the legality, integrity, review and approve strategic plans and budgets of NAHA.
- m. The Executive Committee or Board shall propose and/or receive proposals for amendments to this Constitution.
- n. The Executive Committee or Board shall appoint auditors and hold them accountable.



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- o. Without limiting its powers under Article 7.2(m) above, the Executive Committee or Board shall accept and receive auditors appointed by its partners.
- p. The Executive Committee or Board shall also be responsible of the recruitment, discipline and/or termination of Secretariat staff. Any termination of service of a staff shall require a resolution supported by two-third (2/3) of the members present and voting and in the case of the Program Officer and Secretary, the termination shall be subject to the approval of the General Assembly.
- q. The Executive Committee or Board shall determine, review and amend the scope and limitations of the authority of the Program Manager.
- r. The Executive Committee or Board shall consider and approve scheme and conditions of service for the secretariat staff.
- s. The Executive Committee or Board upon a recommendation from the Program Officer shall approve and/or give clearance to anyone to represent NAHA abroad.
- t. Where the interpretation of any of the provisions of this Constitution becomes an issue the Executive Committee or Board shall by a two-third majority decide which interpretation it shall ascribe to the provision in question.

#### **7.2.1. Roles and Responsibilities of Chairperson**

- (a) The Chairperson of the Executive Committee or Board as the case may shall provide the Association with effective leadership by being a result oriented strategist and networker.



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- (b) The Chairperson is responsible for making sure that each meeting is planned effectively, conducted according to the Constitution and the matters are dealt with in an orderly, efficient manner.
- (c) The Chairperson must co-ordinate the Executive Committee or Board to ensure that appropriate policies and procedures are put in place for the effective management of the Association.
- (d) The Chairperson shall be the direct line manager of the Program Officer who is the head of the Secretariat.

### **7.2.2 Roles and Responsibilities of Secretary**

- (a) The Secretary shall ensure that meetings are effectively organized and minutes by:
  - (i) Liaising with the Chair to plan meetings
  - (ii) Receiving agenda items from committee members
  - (iii) Circulating agenda and reports
  - (iv) Taking minutes
  - (v) Circulating approved minutes
  - (vi) Checking that agreed actions are carried out
- (b) The Secretary shall maintain effective records and administration by:
  - (i) Keeping up-to-date contact details (i.e. names, addresses and telephone numbers) for the Management Committee and ordinary members
  - (ii) Filing minutes and reports



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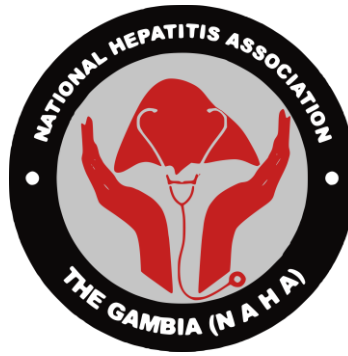
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- (iii) Compiling lists of names and addresses that are useful to the support society including those of appropriate officials of partner organizations
  - (iv) Keeping a record of the activities of the support society
  - (v) Keeping a diary of future activities
- (c) The Secretary shall uphold the legal requirement of the National Association by:
- (i) Acting as custodian of the Constitution and other governing documents
  - (ii) Checking to ensure that quorum is present at meetings
  - (iii) Ensuring NAHA's activities are in line with its objectives
- (d) The Secretary shall be responsible for all communications and correspondence by:
- (i) Responding to all correspondence
  - (ii) Filling all correspondence received and replies sent
  - (iii) Keep record of any of the publications made by the association (e.g., newsletters, leaflets, etc.)
  - (iv) Reporting the activities of NAHA to the members, the press and the public (unless there is a PRO)
  - (v) Preparing a report of NAHA activities for the year, for the Annual General Meeting

### **7.2.3 Roles and Responsibilities of the Public Relations Officer**

- (a) The public relations officer is responsible for handling all aspects of planned publicity campaigns and other public relations activities including:





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- (i) Planning publicity strategies and campaigns
- (ii) Writing and producing presentations and press releases
- (iii) Dealing with enquiries from the public, the press, and related organizations
- (iv) Organizing promotional events such as press conferences, open days, exhibitions, tours and visits
- (v) Speaking publicly at interviews, press conferences and presentations
- (vi) Analyzing media coverage of the national associations activities
- (vii) Designing, writing and/or producing presentations, press releases, articles, leaflets, brochures and promotional videos

### **7.3 Sub-Committees**

1. The Executive Committee or Board may establish sub-committees assigned to focus on a particular task or area as it deems necessary for the better carrying out of its mandate under this Constitutions.
2. All sub-committees established under this Constitution shall be for the sole purpose of assisting the Executive Committee or Board in the discharge of its functions and the task delegated to any sub-committee shall remain ultimately the function of the Executive Committee or Board.
3. The Executive Committee or Board shall retain the power to regulate the activities of any sub-committee under it which shall include the power to dissolve the sub-committee or replace its members.



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4. The Executive Committee or Board shall require a resolution supported by two-third (2/3) of its members to dissolve any sub-committee or remove a member of the sub-committee.

5. The following sub-committees shall be established:

**(a) Fund-raising/Resource-mobilization Sub-Committee:**

- i. The resource-mobilization sub-committee shall be chaired by the President of NAHA, the Program manager and two (2) co-opted members from among the general membership.
- ii. All heads of groups assigned with the task of generating income for the association such as poultry, soap making, tie & die, batik, video club, etc., shall also be members of the resource mobilization sub-committee.
- iii. This sub-committee shall be responsible for determining what resources (money and material) are needed by the association and come up with strategies to raise these funds
- iv. The resource mobilization sub-committee shall coordinate all income generating activities of the association.

**(b) Contracts Sub-Committee**

- i. The contracts sub-committee shall be Chaired by the Vice President of NAHA, the Accountant and two (2) co-opted members from among the general membership.
- ii. The contracts sub-committee shall be responsible of procuring all goods and services on behalf of the Executive Committee or Board.



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- iii. The contract sub-committee shall ensure that all goods and services procured are done in an open fair and where possible competitive manner ensuring that the association gets good value worth for the money spent.
- iv. The contract sub-committee shall have the power to approve all procurements not exceeding five thousand dalasi (GMD 5,000).
- v. Any procurement transaction involving any sum that is more than GMD 5,000 shall be referred to the Executive Committee or Board for approval.

**(c) Any other sub-committee deemed necessary**

#### **7.4 The Roles and Functions of the Secretariat**

The Secretariat, which shall be headed by the Program Officer shall ensure compliance with this Constitution and other statutory documents and requirements and ensure that legal and ethical integrity of National Association are adhered to at all times.

##### **7.4.1 Roles and Responsibilities of Program Officer**

- a. The Program Officer shall be an adult male or female Gambian of sound mind and aged between 30 and 50 years.
- b. He or she shall be a person of integrity with a good track record in management.
- c. The Program manager shall share the ideals of the association and abide by NAHA's constitution, policies and procedures.
- d. The Program manager shall possess the minimum qualification, skills and experience and have good interpersonal, leadership and management qualities.



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- e. The Program manager shall be of a visionary character and possess adequate skills and experience in strategic planning, program design, implementation, monitoring and evaluation. In addition, he or she should have adequate skills in communication, documentation, networking, advocacy, fund-raising and financial management.
- f. The Program manager is empowered with a leadership and management role and shall oversee the daily administration of the business of the association.
- g. The Program manager manages the association in line with its policies, plans and budgets approved by the Executive Committee or Board and the General Assembly.
- h. The Program manager shall initiate plans and undertake all such activities that seek to achieve the Aims and Objectives of the association.
- i. The Program manager also provides the Executive Committee or Board with relevant and up-to-date information for decision making.
- j. The Program manager shall serve as an ex-officio member of the Executive Committee or Board and implements the decisions reached by the Executive Committee or Board.
- k. The Program Officer shall promote the ideals of NAHA and implement its policies and strategic plans.
- l. The Program manager shall also ensure the safety and security of all employees and volunteers serving with NAHA.
- m. The Program Manager shall ensure accountability to NAHA members, donors and other stakeholders.
- n. The Program Officer shall oversee the accounting officer of the association and must make sure that the required books of accounts and records are kept and that audits are conducted and are of the required standards and quality.



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- o. The Program manager may, subject to the approval of the Executive Committee or Board enters into contractual obligations, raise funds, expend funds, invest funds and use the proceeds on behalf of the association.
- p. The Program manager shall determine the human resources requirements of the NAHA secretariat and recommend to the Executive Committee or Board the hiring, discipline and removal of staff under his or her supervision.
- q. The Program manager in consultation with the Executive Committee or Board may represent association locally and internationally.
- r. The Program manager shall ensure that relevant scheme and conditions of service for the Secretariat staff are drafted and presented to the Executive Committee or Board for approval.

#### **7.4.2 Roles and Responsibilities of Accountant**

The Accountant shall be responsible for the following:

##### **(a) General Financial Oversight**

- (i) Oversee and present budgets, accounts and financial statements to the Executive Committee or Board.
- (ii) Ensure that appropriate financial systems and controls are in place
- (iii) Ensure that record-keeping and accounts meet the conditions of funders or statutory bodies where necessary
- (iv) Ensure compliance with relevant legislation

##### **(b) Funding, Fundraising and Sales**

- (i) Advise on the national association fundraising strategy
- (ii) Ensure use of funds complies with conditions set by funding partners

##### **(c) Financial Planning and Budgeting**



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- (i) Prepare and present budgets for new or ongoing work
- (ii) Advise on financial implications of strategic and operational plans
- (iii) Present revised financial forecasts based on actual expenditure

**(d) Financial reporting**

- (i) Present regular reports on the association financial position
- (ii) Prepare accounts for audit and liaising with the auditor, as required
- (iii) Present accounts at the Annual General Meeting (AGM)
- (iv) Advise on the association savings and investment policy

**(e) Banking, Book-keeping and Record-keeping**

- (i) Manage bank accounts
- (ii) Set up appropriate systems for book-keeping, payments, lodgments and petty cash
- (iii) Ensure everyone handling money keeps proper records and documentation

- (f) The Accountant shall also be responsible for controlling the fixed assets of the associations by ensuring that proper asset register is prepared, updated and kept.

**7.4.3 Roles and Responsibilities of the Home-Based Care Team**

- (a) The home-based care volunteers shall provide help in the form of basic nursing care and support to patients of the hepatitis who are chronically sick with end-stage liver disease or liver cancer in their homes with the support of the formal healthcare palliative care teams and social workers.
- (b) The home-based care team shall also assist very sick people with some of their domestic chores were needed.



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#### **7.4.4 Roles and Responsibilities of Counsellors**

- (a) The Counsellor shall provide psychosocial support to those whose lives have been affected, due to no or little knowledge about viral hepatitis and its potential consequences of chronic liver disease and liver cancer.
- (b) The Counsellor shall provide clients with information on viral hepatitis such as means of transmission, prevention, testing and treatment to dispel misconceptions about the disease.
- (c) The Counsellor shall help the HBV-infected individual, family and friends to handle possible emotional reactions (e.g., grief, anger, fear and denial) to consequences of chronic infection such as chronic liver disease and cancer.
- (d) The Counsellor shall help clients to define for themselves the nature of the problems relating to viral hepatitis that they are facing in order for them to make realistic decisions about what they can do to reduce the impact on themselves, their family and friends.

#### **Article 8: Termination Criteria for Membership of the Governance Structure and secretariat.**

##### **8.1 Termination of Membership of the General Assembly**

A person shall cease to be a member of NAHA:

- a. Upon death of the member
- b. Upon resignation by the member
- c. Upon termination of membership by the General Assembly
- d. Upon the member losing mental capacity or no longer shares the ideals of NAHA and no longer abides by the constitution, policies and procedures of NAHA.

##### **8.2 Termination of Membership of the Executive Committee or Board**



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Membership to the Executive Committee or Board shall be terminated for several reasons. These shall include the following:

- a. If the Executive Committee member is removed from the Committee or Board by the General Assembly;
- b. If his or her tenure expires and is not renewed;
- d. If he or she resigns or retires from the Executive Committee or Board.
- e. If the Executive Committee or Board member loses mental or physical capacity
- f. If the Executive Committee or Board member dies;
- h. If the Executive Committee or Board member leaves the country for a period exceeding nine consecutive months or fails to attend three consecutive Executive Committee or Board meetings without prior approval from the Chairperson or in the case of the Chairperson, from the vice Chairperson.
- i. If the Executive Committee or Board member fails to declare a conflict of interest;
- j. If the Executive Committee or Board member no longer subscribes to the ideals of NAHA and or no longer abides by its constitution, policies and procedures;
- k. If the Executive Committee or Board member is involved in political activities that undermine the work of NAHA;
- l. If the Executive Committee or Board member is convicted of a crime involving fraud, dishonesty or moral turpitude by a competent court of law.
- u. Any Executive member who takes up a remunerated post in the Secretariat shall vacate his or her seat in the Executive.

### **8.3 Termination of the Program Manager and staff**

The Program Manager shall have his or her position terminated for several reasons. These shall include the following:





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- a. If the Program Manager is dismissed from the position of Program Manager;
- b. If she or he resigns or retires from the position of Program Manager;
- c. If she or he loses physical and/or mental capacity
- d. If he or she dies
- e. If he or she no longer subscribes to the identity of NAHA and/or no longer abides by its constitution, policies and procedures;
- f. If the performance of the Program Manager is grossly unsatisfactory and unacceptably below standard to be determined by the Executive Committee or Board in accordance with this Constitution;
- g. If he or she is convicted of a crime involving fraud, dishonesty or moral turpitude by a competent court of law; or
- h. If he is involved in political activities that undermine the work of NAHA.

8.4 The termination procedure of the Program Manager as stated in Article 8.3 shall apply *mutatis mutandis* to all other staff of the Secretariat.

#### **Article 9: Accounts and Audit**

- 9.1 The Executive Committee or Board of NAHA shall cause proper books of accounts are properly be kept and shall ensure that they are up to date and are of the required standard and quality.
- 9.2 The Executive Committee or Board shall contract a competent audit firm or receive and work with auditors appointed by its partners to conduct regular audit exercises for NAHA
- 9.3 They shall also ensure that the Income and Expenditure Account, Balance Sheet and Audited Accounts of NAHA are prepared on time, audited and presented to the General Assembly.



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## **Article 10: Meetings**

### **10.1 The Annual General Meeting**

NAHA shall hold its Annual General Meeting every calendar year and not later than fifteen (15) months from the last AGM.

- b. The AGM shall be attended by delegates from the general members of NAHA, Executive Committee or Board members, Program Manager, other staff members, partners and donors and other invited individuals.
- c. The Administrative Secretary on behalf of the Executive Committee or Board shall issue a written notice specifying details of the meeting together with all relevant documents two weeks in advance of the AGM. The following important documents shall be among the agenda items:
  - i. The activity report prepared by the Executive Committee or Board on the state of affairs of NAHA detailing all activities implemented from the last AGM, achievements registered and challenges faced and the immediate future plans;
  - ii. The income and expenditure account approved by the Executive Committee or Board and signed by Program Manager.
  - iii. The audit report of NAHA.
- d. A quorum of two-thirds of the members eligible to vote at the General Assembly shall be required for the meeting to proceed otherwise it shall be rescheduled. If a quorum is not formed at the second convening, it shall be cancelled until a quorum is formed.
- e. The Administrative Secretary shall record the minutes of the meeting and circulate them within 3 weeks (21 days) after the AGM.
- f. It is preferable for resolutions at the AGM to be reached by consensus but where consensus is not achieved, resolutions shall be passed through voting by a secret ballot.



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## 10.2 The Extraordinary General Meeting

- a. The General Assembly shall convene an Extraordinary General Meeting upon the petition of members of the General Assembly.
- b. For such petition to be valid it has to be made by no less than two-third (2/3) of the members entitled to vote.
- c. It shall be signed by the petitioners and delivered to the Executive Committee or Board Chairperson through the Program Manager of NAHA.
- d. The petition shall clearly indicate the nature of the business, agenda item (s) to be transacted at extraordinary AGM.
- e. Upon receipt of such petition the Program Manager shall in consultation with the Chairperson/President convene an emergency Executive Committee or Board meeting to discuss the matter relating to the petition.
- f. If the Executive Committee or Board verifies the signatories to the petition as valid, it shall then cause for an extra-ordinary AGM to be convened within ninety (90) days from date of the Executive or Board meeting.
- d. No less than two-third (2/3) of the voting members of the General Assembly shall be required to form a quorum for resolutions of an Extra Ordinary General Meeting to be valid and binding.
- e. Where a quorum is not formed, the Extra Ordinary General Meeting shall be rescheduled. If a quorum is again not formed at the second convening, the Extra Ordinary General Meeting shall be cancelled.
- f. The meeting procedures shall be similar to those observed in the case of the Annual General Meeting.

## 10.4 Executive Committee/Board Meetings



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- a. The Executive Committee or Board shall meet at least once every Three months and at any other time the need arises.
- b. The meetings shall be attended by all Executive members, the Administrative Secretary who shall serve secretary to the Board.
- c. Where necessary, other staff shall be invited to Executive meetings for the purposes of reporting and/or clarifying specific issues under their direct charge.
- c. A written notice of two week (14 days) shall be issued to Executive members by the Administrative Secretary on behalf of the Chairperson. It shall state the date, venue and time frame of the meeting and shall be served together with the agenda, minutes of the previous meeting and other meeting documents to be prepared by the Administrative Secretary.
- d. Where distribution of written notices proves difficult, other means may be used to notify members about the meeting and documents shall be issued prior to the commencement of the meeting.
- d. The quorum of all Executive meetings shall be two-thirds (2/3) of the members. Where a quorum is not formed, the meeting shall be rescheduled. If at the second convening a quorum fails to be formed the meeting shall proceed.
- e. The Chairperson of the Executive Committee of Board shall chair the Executive meetings. In his or her absence, the Vice Chairperson shall chair the meeting. If the Vice Chairperson is also not present the members present shall appointed one of its members to chair the meeting.
- f. The Administrative Secretary shall serve as Secretary to the Executive body, and shall prepare the minutes of the meeting and circulate them along with the notices for the next meeting.
- g. General Executive or Board resolutions shall preferably be reached by consensus, but in the event that consensus cannot be achieved, Executive Committee or Board members shall resort to voting.
- h. The Chairperson shall not have any original vote.
- h. The voting shall either be by secret ballot or by a show of hands and shall be on the basis of one Executive member one vote and none for more than one.
- i. In the case of a tie, the Chairperson shall cast his or her vote which shall be the deciding or casting vote.



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- j. Voting by proxy shall not be allowed.
- k. Resolutions passed through voting shall be based on a simple majority of votes cast.

#### **10.5 Minutes of Executive or Board Meetings**

- a. Minutes of NAHA Executive meetings shall be available to any member of the association for inspection and a copy shall be lodged with the Secretariat for that purpose.
- b. Minutes shall be approved at the next subsequent meeting whenever practical.

#### **Article 11: Amendments to the Constitution**

- 11.1 The Executive Committee or Board shall exercise its power to propose amendments to this Constitution in the best interest of NAHA.
- 11.2 The proposed amendments shall have to be endorsed by the General Assembly by a special resolution of not less than two-third (2/3) of all the current members qualified to vote.
- 11.3 Any meeting that intends to discuss possible amendment to this constitution, a one week separate notice to that effect shall be given to members who shall state the areas to be amended, reasons and proposed amendment.
- 11.4 Once effected, the amendments shall be communicated by the Administrative Secretary to all partners within 14 days from the day the amendments were endorsed.

#### **Article 12: Dissolution of the Association**

- 12.1 The NAHA shall stand to be dissolved for the following reasons:



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- a. In the event of the NAHA ceases to function for a period of more than two (2) years.
  - b. Upon a written request of three quarters (3/4) of the voting Ordinary Members.
- 12.2 In the event of dissolution as provided for in article 12.1, an Extraordinary General Meeting shall be convened to decide the matter.
- 12.3 The quorum in Extraordinary General Meeting to discuss the possible dissolution of NAHA shall be three quarters (3/4) of the voting Ordinary Members.
- 12.4 Any resolution for the dissolution of the NAHA shall be approved by a positive vote of three quarters (3/4) of the voting Ordinary Members.
- 12.5 In the event that NAHA is dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged.
- 12.6 Upon dissolution of NAHA, any assets of the society may be disposed off as specified at the Extraordinary General Meeting preferably given to widows and orphans support scheme or institution(s) that share similar objectives with NAHA.
- 12.7 For the avoidance of doubt no assets or property of the support society shall be distributed among the members.
- 12.7 Notice of dissolution shall be forwarded by the Administrative Secretary to the Registrar of Companies and partners within 14 days of its dissolution.