

Enga Baptist Health Services Inc

Constitution

Enga Baptist Health Services
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ENGA BAPTIST HEALTH SERVICES Inc

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PAPUA NEW GUINEA

ASSOCIATIONS INCORPORATION ACT

ITEMS 1 TO 31

ENGA BAPTIST HEALTH SERVICES Incorporated

PART 1- PRELIMINARY

1. NAME

The name of the Association is the “Enga Baptist Health Services Incorporated”
Herein call EBHS, which is located at Kompiam, Enga Province (herein call Enga)
Papua New Guinea (herein called PNG).

2. OBJECTS AND PURPOSES

The objects and purposes of the Association are to:

- (a) provide a high standard of health care for all the people of the community including subsidized care to the aged, blind or permanently disabled; and
- (b) apply the profits (if any) or any other income in promoting its objects; and
- (c) prohibit the payment of any dividend or payment in the nature of a dividend to its members; and
- (d) do all such things as are incidental or conducive to the attainment of the objects or of any of them.

3. COMPLIANCE with the BUPNG CONSTITUTION

- 3.1. This Constitution shall be subject to the Constitution of the Baptist Union of Papua New Guinea.
- 3.2. Subject to Subsection 1), this constitution shall not supercede the Constitution of the Baptist Union of Papua New Guinea.
- 3.3. This Constitution shall prevail over any other affiliated instrumentalities established within Enga Baptist Health Services in the case where an inconsistency arises whilst achieving its objectives.

PART 2-MEMBERSHIP

4. MEMBERSHIP of the ASSOCIATION

The initial Members of the Association EBHS are:

- (1) Baptist Union of Papua New Guinea Inc
- (2) The Enga Baptist Union Inc
- (3) Baptist Womens Association of PNG Inc
- (4) The Enga Provincial Government
- (5) Local Government Council of Kompiam, Enga
- (6) Local Government Council of Yangisa, Enga

- 4.1. Members of the Association maybe anybody with an interest in the promotion of health in Enga Province
- 4.2. The Members of the Association may admit a new member to the Association at the Annual General Meetings of EBHS by unanimous vote.

Approval to vote for the admission of a new member must be given in writing by the board executive of each member body prior to the EBHS Annual General Meeting.

- 4.3.** A body ceases to be a Member of the Association if;
- (a) The body is suspended, wound up, or ceases to function;
 - (b) resigns after giving (6) months in writing of their intentions to leave membership to the Secretary of EBHS; or
 - (c) is expelled from the Association by a majority of the Members of the Association at a General Meeting called specifically for the purpose of discussing the Membership of the Association. Approval to vote on the expulsion of a Member of the Association must be given in writing by the board or executive of each member body before the General Meeting called to discuss Membership to the Association.
- 4.4.** A right, privilege of obligation which a body has by reason of being a member of the Association:
- (a) Is not capable of being transferred or transmitted to another body; and
 - (b) Terminates upon the cessation of the body's membership.
- 4.5.** No admission, annual or other fees are payable by members.
- 4.6.** Unions, Government and Local Government Councils and other bodies that are members shall appoint their representatives to the Association for a two-year term and will advise the Secretary the name of their representative one-month before the Annual General Meeting. Term of representatives to be staggered.

5. REGISTER OF MEMBERS

The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

6. MEMBERS'S LIABILITIES

The members of the Association undertake to contribute toward the payment of the debts and Liabilities of the EBHS or the costs, charges and expenses of the winding up the EBHS whilst in membership or within one year afterwards an amount not exceeding one hundred Kina per member.

PART 3-THE COMMITTEE

7. POWERS AND WORK OF THE COMMITTEE

The committee of the association shall be called the Board of the EBHS and, subject to the Act, the Regulations and these Rules and to any resolutions passed by the Association in general meeting, shall;

- (a) Set up necessary by-laws for work and meetings of EBHS
- (b) Approve all medical programs of EBHS
- (c) Set up and finish committees when it is necessary
- (d) Ensure that the meetings of the Board and Committees are conducted According to standing orders and normal procedures.
- (e) Bring in money and spend money, as necessary, for the aims of EBHS
- (f) Look for sources of money grants,
- (g) Rent, buy or lease any necessary extra ground/property
- (h) Put up and keep buildings in good condition

- (i) Sell, lease or mortgage EBHS property when necessary
- (j) Print papers about the work of EBHS
- (k) Invest EBHS money that is not immediately needed, according to guidelines set up by the Board.
- (l) Establish/begin and work as part of the Government or other Superannuation Scheme.
- (m) Elect members to the various Committees of EBHS
- (n) Appoint and dismiss the following staff for work in the EBHS.
 - i) Medical Superintendent
 - ii) Deputy Medical Superintendent (when available)
 - iii) Matron
 - iv) Accounts Manager
- (o) Accept and adopt salary rates and scales for employees
- (p) Approve job descriptions for appointed staff
- (q) Set the fees for medical services and Health Insurance
- (r) Accept an annual/yearly budget
- (s) Accept written yearly reports from all officers of EBHS
- (t) Print a yearly report for members of the Association
- (u) Acquire and dispose of assets worth more than K10.000-00
- (v) Grant to the EBHS Management Committee what powers are necessary to run the operations of EBHS properly, in between Board Meetings, as set down in the Rules and By-laws.
- (w) Appoint an outside auditor (not a member of the Board) who shall present to the Annual Meeting of the Association a report on finances of the EBHS as per Clause 28.

8. CONSTITUTION AND MEMBERSHIP

8.1. The management of the EBHS shall be in the hands of the Board consisting of nine (9) representatives:

1. The Medical Superintendent, EBHS
2. One representative from Enga Baptist Union
3. The District Administrator, Kompam/Ambum District, or a nominated alternative who will have equivalent voting rights
4. Provincial Health Advisor, Enga Province, or a nominated alternative who will have equivalent voting rights
5. National Health Secretary of the B.U.P.N.G.
6. One representative from Local Government Council Yangisa
7. One representative from Local Government Council Kompam.
8. Two representatives from Enga Baptist Women's Association, one of whom may be the appointed representative of the Baptist Women's' Association of PNG.

8.3. Unions, Government and Local Government Councils and other bodies that are members shall appoint their representative to the Board for a two year term and will advise the Secretary the name of their representative(s) one month before the annual meeting term of representative to be staggered.

8.3. Proxies may be appointed provided that they have official approval of the body that they represent. Proxies may speak to the meeting but have no vote, unless the vote is in writing on a particular matter, signed by the member body being represented, and given to another board member before the meeting.

9. REPRESENTATIVES LEAVING THE BOARD

A representative leaves the Board if:

- 1) He/she dies; or
- 2) If he/she is convicted in court of not being honest, or of some immoral deed;
or
- 3) If he/she ceases being a member of the group or association which he/she represents; or
- 4) If he/she resigns

10. BOARD DISMISSAL OF A REPRESENTATIVE

The Board can put out a representative with a vote for three quarters of the membership. The member to be put out must be given two (2) weeks notice of the planned vote.

He/she can come to the meeting to speak for him/herself but must leave the meeting before final discussion and before decision is made.

11. VACANCIES OF THE BOARD

Any empty place of the EBHS Board must be filled quickly by a representative from the group to which the empty seat belonged. Such a representative stays in office only until the next Annual EBHS meeting.

12. OFFICERS OF THE BOARD

- 12.1.** The three officers will be appointed by the Annual General Meeting of the Association from those eligible to be members of the Board and are:

- (1) The Chairperson

- (2) The Vice Chairperson
- (3) The Board Secretary

- 12.2.** The Chairperson and the Vice Chairperson to be elected for a period of two years by majority Vote.
- 12.3.** The Medical Superintendent (or in his/her absence the Management Chairperson) will be the Secretary of the EBHS Board. A person may be appointed to record minutes.

13. SECRETARY

- 13.1.** It is the duty of the secretary to keep minutes of:
- (1) All appointment of office-bearers and member of committee
 - (2) The names of members of the committee present at a committee meeting or a general meeting; and
 - (3) All proceedings at committee meetings and general meetings.
- 13.2.** Minutes of proceedings at a meeting shall be signed by the chairman of the meeting or by the Chairman of the next succeeding meeting.

14. MEETINGS OF THE BOARD

- 14.1.** The Board will meet four times a year at approximately three (3) monthly intervals.
- 14.2.** Extra meeting maybe called by five (5) or more Board Members through a letter to the Chairperson or Secretary.

14.3. Notice of meeting shall be issued to all Board Members in writing not less than Fourteen (14) days prior to the date for which the meeting is called.

14.4. Five (5) Board Members present will be enough for a quorum.

15. OTHER COMMITTEES

15.1. The Board will appoint a Management Committee to oversee the day to day running of the Health Service.

15.2. The Board may elect Finance, Building, or other necessary Sub-Committees.

15.3. The Board will determine the Powers and Terms of Reference of each Committee.

15.4. Minutes of all Committee meeting must be recorded in a minute book.

15.5. Over half the number of any sub-committee will equal a quorum.

16. VOTING AND DECISIONS

16.1. Questions arising at a meeting of the Board, or other sub-committee shall be determined by a majority of votes of the members of the Board, other sub-committee present at the meeting. Postal votes will not be accepted.

16.2. Each member present at the meeting of the Board, Management or other sub-committee is entitled to one vote but, in the event of a question being unable to be determined due to the equality of votes both for and against the question the Chairperson may exercise a second or casting vote.

- 16.3.** A question arising at a meeting shall be determined on a show of hands and declaration by the chairperson that a resolution has, on show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favor for or against the resolution.
- 16.4.** Subject to Rules 14.4 and 15.5 the committees may act notwithstanding any vacancy on the committee.
- 16.5.** Any act or thing done or suffered, or purporting to have been done or suffered, by the Board, or appointed committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board, or appointed committee.

PART 4-GENERAL MEETINGS

17. HOLDING OF ANNUAL GENERAL MEETINGS

- 17.1.** The Annual General Meeting of the Association shall be held in conjunction with the Board Meeting that is held within six months of the expiration of the financial year of the Association. Only the representatives of the Association's members will be entitled to vote at the Annual General Meeting. The Annual General Meeting shall be specified as such in the notice convening it.
- 17.2.** The notice of the meeting shall be issued to all members in writing not less than fourteen (14) days prior to the date for which the meeting is called.
- 17.3.** A member wishing to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that

business in the next notice calling a general meeting given after receipt of the notice from the member.

17.4. In addition to any other business which may be transacted at an Annual General Meeting, the business of the meeting shall be: -

- 17.4.1** To confirm the minutes of the last preceding annual meeting;
- 17.4.2** To receive reports from the Management Committee and/or any other sub-Committees appointed by the Board.
- 17.4.3** To elect the Chairperson. Vice Chairperson and confirm the appointment of the Secretary;
- 17.4.4** To receive and consider the completed accounts of the EBHS; and
- 17.4.5** To appoint an auditor of the Association.

17.5. A special General Meeting of the Association may be called by at least two thirds of the members through a letter to the Chairperson or Secretary. The notice of this meeting shall state the purpose or purposes of the meeting.

18. PROCEDURE

18.1. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

18.2. Five members of the Association present shall constitute a quorum for the transaction of the business of a general meeting.

18.3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the request of members, shall be dissolved and stand adjourned until the same day of the following week at the time and (unless another place is specified at the

time of adjournment by the person presiding at the meeting, or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- 18.4.** If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

19. PRESIDING MEMBER

If the Chairperson or Vice Chairperson are absent from a general meeting or unwilling to act, the members present shall elect one of their number as chairperson at the meeting.

20. MAKING OF DECISIONS

A question arising at a meeting shall be determined on a show of hands and declaration by the chairperson that a resolution has, on show of hands, been carried or carried unanimously or carried by particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence to the fact without proof of the number or proportion of the votes recorded in favor or against the resolution.

21. VOTING

- 21.1.** Upon any question arising at a General Meeting of the Association, a member has one vote only.
- 21.2.** All votes shall be given personally or by proxy as specified in 21.

- 21.3.** In the case of inequality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

22. APPOINTMENT OF PROXIES

Proxies may be appointed provided that they have official approval of the body that they represent. Proxies may speak to the meeting but have not vote, unless the vote is in writing on a particular matter, signed by the member body being represented, and given to another member before the meeting.

23. RESOLUTIONS

A resolution of the Association may not be made by postal ballot but must be made at a meeting of the Association.

PART 5 – MISCELLANEOUS

24. SOURCES OF FUNDS

Sources of funds will be from;

- (1) Accepting Government subsidies
- (2) Encouraging Health Insurance payments
- (3) Charging feed for treatment where Health Insurance has not been paid.
- (4) Charging appropriate rents for housing that belongs to EBHS
- (5) Accepting gifts from Government, business, Global Interaction (GIA) (former Australian Baptist Missionary Society) and others
- (6) Such other sources as the Board determines.

25. LEGAL FEES AND PAYMENTS

If a member of the Board is involved in a court case because of his/her work for the Board his/her expenses may be paid to him/her out of EBHS funds by agreement of the Board.

26. MANAGEMENT OF FUNDS

- 26.1.** All income, profits (if any), securities and property of EBHS shall be under the control and the management of the Board and only can be used for promoting its objects. The EBHS prohibits the payment of any dividend or any payment to its members. It further prohibits the payment of a bonus gift to any members of staff, any members of the Board or anyone else, except where repayment is made for out of pocket expenses. Allowances for Board members may only be allowed if previously approved by the National Health Board of the B.U.P.N.G.
- 26.2.** It is the duty of the appointed Accounts Manager to ensure that;
- (a) All money due to the Association is collected and received and that all payments authorized by the Association are made; and
 - (b) Correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.
- 26.3.** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two co-jointly of 3 persons appointed by the Board.

27. CHANGING TO THE RULES OF EBHS

The objects and purposes of the Association (other than those stated in Rule 2 (b) and 2 (c) and these Rules may be altered, rescinded or added to only under the following conditions:

- (a) Six months notice of the intended changes must be given at a meeting or by letter, to all members
- (b) By special resolution at the Annual meeting; or at a special general meeting, called for the purpose of changing the Rules
- (c) Any such change requires three quarters of the vote of all Members before it is approved.
- (d) Such changes to the Rules of Enga Baptist Health Services shall be done in consultation with National Health Services Board of the B.U.P.N.G.

28. AUDIT AND ACCOUNTS

The financial affairs of the Association shall be audited at least once in every period of 12 months by the auditor at the Annual General Meeting.

Powers and Duties of the Auditor;

The Auditor shall:

- (a) Certify to the correctness of the financial statements or profits and loss accounts;
- (b) Have free access to all books of accounts and records of the association;
- (c) Inspect and audit the accounts and records of financial transactions and draw the attention of the Board to any irregularities
- (d) State in his or her report in his or her opinion whether;
 - i) The financial statements or the profit and loss account are properly drawn up so as to give a fair view of the association's financial affairs;

- ii) That the books of accounts and record examined by him or her have been properly kept; and
- iii) That he or she has obtained all the information and explanations he or she required.

The Auditor maybe removed from office by a special resolution of the Association at a General Meeting or at the expiration of the tenure of the office.

29. COMMON SEAL

- 29.1.** The common seal of the Association will be circular/round in shape with the words: “Enga Baptist Health Service” written in clear letters around the outside, with words “common seal” across the circle
- 29.2.** The Secretary will keep this seal in a safe place. It will be for particular legal documents. Its use must be approved by the Board of Executive and such documents will be signed only by the Chairperson and the Secretary of the Board.

30. CUSTODY AND INSPECTION OF BOOKS

Except as otherwise provided by these Rules, the Public Officer shall keep in his or her custody or under his or her control all records, books, documents and securities relating to the Association.

The books, records and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour on a business day.

31. CLOSURE OF EBHS

If, for any reason, the EBHS is permanently closed down and its affairs wound up, the manner of the disposal of its surplus assets will be determined by joint decision of the Baptist Union of Papua New Guinea and the Enga Baptist Union.