

I hereby certify that these are the new Articles of Association of National Blood Service Zimbabwe adopted by Special Resolution passé at the Annual General Meeting held on the ..... day of ..... 20.....

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(CHAIRMAN)

**THE COMPANIES ACT [CHAPTER 24:03]**  
**SUBSTITUTED ARTICLES OF ASSOCIATION**  
**OF**  
**NATIONAL BLOOD SERVICE ZIMBABWE**  
**(Hereinafter referred to as “the Service”)**  
**(An Association not for profit incorporated with limited liability under**  
**Section 26 of the Companies Act [Chapter 24:03])**  
**FORMERLY**  
**THE NATIONAL BLOOD TRANSFUSION SERVICE**  
**FORMERLY**  
**THE BLOOD TRANSFUSION SERVICE HARARE**  
**FORMERLY**  
**THE SALISBURY AND DISTRICT BLOOD TRANSFUSION SERVICE**  
**As per Special Resolution passed on the [-----]**

1. The Regulations set out in Table 'A' in the First Schedule to the Companies Act (Chapter 24:03) shall not apply to the Service.

### INTERPRETATION

2. In these Articles the following words and phrases shall have the meanings shown:-

Act	means the Companies Act [Chapter 24:03]
Articles	means these Articles of Association, as amended from time to time.
Blood Donors Committee	means a committee established in terms of the Memorandum of Association of the Service for a particular Branch of National Blood Service Zimbabwe;
Board	means the Board of Directors constituted in terms of Part III of these Articles.
Branch	means defined core operations of National Blood Service Zimbabwe established in a particular city or town;
Branch Office	means the respective areas from which the Branches operate or are managed
Director	means a person appointed to be a member of the Board.
Executive Management	means Chief Executive Officer and Executive Directors or Managers
General Meeting	means any meeting of members duly constituted hereunder, being either an Annual General Meeting or an Extra-Ordinary General Meeting.
Head Office	means the principal office of the Service in Harare.
Members	means the persons whose names appear at any given time on any one of the Register of Members required by these Articles to be kept.
Service	means the National Blood Service Zimbabwe

### PART 1

### MEMBERSHIP

3. Register of Members

The Directors shall keep a Register of Members at the Head Office and punctually enter therein the particulars required by, and to comply with, the Act.

4. Branch Register of Members

A Register of Members shall be kept at each Branch and it shall be updated on the 31<sup>st</sup> December of each year.

5. Member

(1) Any person who, on 29 June 2011, was registered as a member at any Branch shall be regarded as a member.

- (2) Any person who has donated more than twenty five units of blood and whose name appears on the list of donors at any Branch shall be eligible for membership of the Service if he or she has donated two or more units of blood within the eighteen months prior to his or her application for membership.
- (3) Any person who is eligible for membership in terms of subsection (2) may apply in writing, in the form provided for the purpose, to be a member and on receipt of such application at a Branch office, he or she shall be registered as a member of the Service at that Branch.
- (4) Employees of the Service are prohibited to register as members of the Service.
- (5) Former employee shall be accepted as a member in terms of subsection (2) after three (3) years has elapsed since retiring from the Service. This is subject to approval by the Directors, who reserve the right to decline applications by such persons for stated reasons.

#### 6. Life Member

- (1) Any person who is or was registered as a member and who:-
  - (a) has donated more than fifty units of blood; and
  - (b) by reason of age, ill health or other acceptable cause is no longer able to donate blood;

may apply in writing, in the form provided for the purpose, to become a life member.
- (2) An application in terms of subsection (1) shall be submitted to the relevant Blood Donors Committee which shall consider the application and then forward the application to the Board with its recommendation as to whether the application should be accepted or rejected.
- (3) If the Board accepts the application submitted to it in terms of subsection (2) the applicant shall be registered as a life member.

#### 7. Honorary Member

- (1) Any member may nominate for honorary membership any person who has made a distinguished contribution to some aspects of blood donation at regional or national level.
- (2) A nomination in subsection (1) shall be submitted to the relevant Blood Donor Committee which shall consider the application and then forward the application to the Board with its recommendation as to whether the application should be accepted or rejected.
- (3) If the Board accepts a nomination submitted to it in terms of subsection (2) the applicant shall be registered as an honorary member.

#### 8. Termination of Membership

- (1) If the Board is satisfied that a member has been guilty of improper conduct, it may, after giving the member concerned due notice of its concern and an opportunity to be heard, suspend such member from membership for so long as the Board thinks fit or terminate his or her membership.
- (2) Any member who has not donated a unit of blood for two calendar years shall cease to be a member unless he or she has been accepted as a life member.

- (3) A member shall cease to be a member of the Service on receipt by the Service of a notice from the member notifying the Service of his or her resignation from the Service. Such notice shall be delivered to the branch at which he or she is registered.

9. Addresses of Members

- (1) Every member shall keep the Blood Donors Committee of the Branch at which he or she is registered fully and promptly informed of his or her address and contact details and of any changes therein

10. Communications to Members

- (1) All communications from the Service addressed to a member and posted in a prepaid letter to the address appearing in the Register of members as that of the Member shall be presumed to have been received by the member within three days of the posting thereof;
- (2) All communications from the Service sent to a member by fax or e-mail to the number or code appearing in the Register of Members as that of the Member shall be presumed to have been received by the member within twelve hours of the sending.

PART II

GENERAL MEETINGS

11. Annual General Meeting

An Annual General Meeting shall be held in Harare once every year not later than the 30 June of each year and not more than fifteen months after the preceding Annual General Meeting, at a date and venue in Harare to be fixed by the Board.

12. Extraordinary General Meeting

The Board or not less than one-third of the members may call for an Extraordinary General Meeting of the Service whenever it thinks fit. At least twenty one (21) days' written notice must be given to all members stating the date, time, place and business of the Extraordinary General Meeting.

13. Notice of General Meetings

- (1) At least twenty-one days' notice shall be given of a General Meeting, stating the venue, the day and hour of the meeting, and the nature of the business to be considered thereat.
- (2) Notice of every General Meeting shall be given by the publication of two advertisements in a national paper circulating throughout the country which, in the opinion of the Board, will afford the best publicity for the advertisement, the earlier of which advertisement shall be published not less than twenty-one days before the date of the meeting, and the later of which shall be published on the day of the meeting.
- (3) (a) Any notice required to be sent to members in terms of this article may, notwithstanding anything to the contrary in the aforementioned be sent by electronic means to the electronic addresses last furnished by such members.
- (b) Any documents required to be sent to members in terms of these articles or of the Companies Act [Chapter 24:03] may be sent to the electronic addresses of the members.

14. Quorum at General Meeting

- (1) No business shall be transacted at a General Meeting unless at least thirty members entitled to attend and vote thereat are present in person or by proxy.
- (2) If within fifteen minutes of the time appointed for an Annual General Meeting such quorum is not present, the meeting shall be adjourned for seven days, to be resumed at the same venue and time, and at such adjourned meeting those members present in person or by proxy shall constitute a quorum and the meeting shall be regarded as duly convened.
- (3) The Chairperson may, with the consent of the meeting, adjourn any General Meeting from time to time and from place to place, but no business other than unfinished business shall be transacted at the adjourned meeting.

15. Chair at General Meeting

The Chairperson of the Board or, failing him or her, the Deputy Chairperson shall chair a General Meeting, save that if both are absent, the members present shall elect a Director who is present as Chairperson.

16. Minutes

Minutes of all resolutions and proceedings at a General Meeting shall be kept in a specifically provided register.

17. Votes of Members

- (1) Every member shall be entitled to one vote at a General Meeting and, in the event of an equality of votes, the Chairperson shall have, in addition, a casting vote.
- (2) Any member entitled to attend and vote at a General Meeting may deposit at the Head Office an instrument appointing one or more persons (whether a member or not) in the alternative as his or her proxy to attend and vote and speak for him or her at a General Meeting.

18. Proxy Form

Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit:-

NATIONAL BLOOD SERVICE ZIMBABWE

“I .....being a member of the National Blood Service Zimbabwe hereby appoint .....as a proxy to vote for me and on my behalf at the Annual/Extraordinary General Meeting of the Service to be held on the .....day of .....and at any adjournment thereof.

.....”  
Name Signature

PART III  
BOARD OF DIRECTORS

19. Composition of Board

- (1) The Board shall consist of:-
  - a) not more than nine non-executive directors, inclusive of representation from the Ministry of Health and Child Care, appointed based on knowledge, experience and qualification in terms of Article 19(3).
  - b) Chief Executive Officer.
- (2) Subject to Article 19, an independent director of the Service shall meet one of the following professional qualification requirements, together with at least five years working experience:
  - a) An instructor or higher in a department of commerce, law, finance, accounting, medical or other academic department related to the business needs of the Service in a private or public college or university.
  - b) A judge, public prosecutor, attorney, certified public accountant, medical professional or other professional or technical specialist who has passed examination and awarded certification in a profession necessary for the business of the Service.
  - c) Have work experience in the area of healthcare, commerce, law, finance, accounting or other, which is necessary for the business of the Service.
- (3) A Blood Donors Committees shall recommend persons with skills and expertise which are beneficial to the Service for appointment to the Board and shall forward their nominations to the Board, which shall shortlist and forward the names to the General Meeting for appointment.
- (4) The Blood Donors Committee shall at all times be represented in the Board.
- (5) A Director shall hold office for a period of four years and shall be eligible for re-election once on termination of office, provided that no such Director shall hold office for more than two four year terms.
- (6) The Board may co-opt, as a Director for a period fixed by the Board any person having skills or expertise beneficial to the Service.
- (7) No employee of the Service shall be elected or co-opted as a Director except as an ex-officio Director of the Board.
- (8) A Board member shall vacate office if:-
  - (a) He or she or she is adjudged insolvent or compounds with his creditors;
  - (b) He or she is convicted anywhere of theft, fraud, forgery or uttering a forged document, or perjury, and is sentenced thereafter to imprisonment without the option of a fine or to a fine of more than US\$100.00;
  - (c) He or she is not present personally at Board meetings for three consecutive meetings without the prior leave of the Board or without cause considered by the Committee to be good and sufficient;
  - (d) He or she is certified insane

- (e) He or she resigns office by notice in writing to the Service;
- (f) He or she is removed by any competent Court from any office of trust for misconduct;
- (g) He or she is removed from office by the Service by a resolution of which a special notice has been given;
- (h) He or she ceases to be a member of the Service in terms of article 8.
- (i) An order is made under the Statutes disqualifying him or her as a Board member.

20. Filling of Vacant Posts

- (1) If a Board member dies, resigns or vacates his or her office, the Board shall appoint a person nominated by the Blood Donors Committee which had nominated the one who is deceased, has resigned or vacated office to fill in the vacant post.
- (2) Any person appointed by the Board to fill a vacancy shall be deemed to be an elected Board member and shall hold office for the remainder of the term of office of the Board member who he or she has replaced.

21. Removal of Director

- (1) Subject to the provisions of Section 175 of the Act, the Service may remove a Director from office if it is satisfied that the person concerned is no longer suitable to be a Director.
- (2) A Director shall be disqualified, if he or she fails to attend three scheduled consecutive Board meetings without valid reasons.

22. Chairperson and Deputy Chairperson

- (1) The Directors shall elect one of the members of the Board to be Chairperson and another to be Deputy Chairperson.
- (2) A Director elected to be Chairperson or Deputy Chairperson shall hold such office for a period of four years unless he or she sooner resigns or otherwise ceases to be a Director.

23. Powers of Board

- (1) The Board's scope of responsibility for risk governance shall be expressed in its Board Charter and supported by induction and training processes for all Board members. Where the Board has delegated its responsibility for risk management to a Committee of the Board, such Committee's terms of reference should reflect this responsibility.
- (2) The general powers of the Board shall be as follows:
  - (a) To invest any monies of the Service in shares, Treasury bills, fixed deposits, savings, deposits or investment shares in or of any bank, building society or other financial institution for the time being operating in Zimbabwe.
  - (b) To vary, from time to time any investments made in pursuance hereof and to receive and collect any rentals, income or interest or other dues which may accrue to the Service.
  - (c) To purchase, lease, hire or otherwise acquire land, buildings and other property and to dispose of any land, buildings or other property so acquired.

- (d) To improve or develop any land or buildings acquired by the Service and to erect, enlarge, improve, rebuild, equip and furnish any building acquired or leased by the Service.
- (e) To sell, lease, mortgage, charge, licence and generally manage and deal with any land of any tenure which is owned by the Service.
- (f) To operate one or more bank or other accounts with any financial institution in Zimbabwe.
- (g) To borrow from any person sums of money, whether upon the security of any part of the assets of the Service or the contract of the Board, or otherwise, and to deal with any money so borrowed in any manner which the Board thinks fit.
- (h) To accept monies and assets of any description from any donor for the purposes of the Service.
- (i) To employ such executives, Managers, Officers and other staff as the Board considers to be necessary or desirable, to fix the conditions of service, including salaries, allowances and other benefits, of persons so employed and to suspend or discharge any member of the staff in accordance with the conditions of service applicable to such member or staff.
- (j) To determine for each year the financial programme of the Service and the programme for implementing the objectives of the Service.
- (k) To determine and review the policies of the Service, having regard to its purposes, functions and objectives as set out in the Memorandum of Association.
- (l) To appraise and evaluate the performance of the management of the Service.
- (m) To do all such other acts, matters and things as the Board deems necessary or desirable in order to achieve and give effect to the objects of the Service.

24. Directors' Interests in Contracts

- (1) A director who is in any way directly interested in a contract or proposed contract with the Service shall declare the nature and extent of his or her interest as provided in Section 186 of the Companies Act [Chapter 24:03], or any statutory modification thereof.
- (2) Subject to his having complied with the requirements of sub-clause (1), a director, notwithstanding his interest, shall be entitled as a director to vote in respect of any contract or arrangement, or proposed contract or arrangement, with the Association in which he is interested and, if he should do so, his vote shall be counted.

25. Meetings of Board

- (1) The Chairperson shall convene an ordinary meeting of the Board at least four times a year.
- (2) The Chairperson may, at any time, and shall, when so requested in writing by a majority of the Directors, convene a special meeting of the Board.
- (3) Notice of any ordinary or special meeting of the Board shall be in writing or by electronic mail and shall specify the time and place of the meeting and the business to be conducted and shall be sent to each Director not less than fourteen days before the date of the meeting, provided



that the accidental omission to send a notice to any particular Director shall not invalidate the notice of the meeting.

- (4) The quorum at the meeting of the Board shall be constituted by a simple majority of the Directors.
- (5) The Chairperson shall preside over the meetings of the Board save that, in the absence of the Chairperson, the Deputy Chairperson shall preside unless he or she is absent, in which case the Directors shall elect from amongst their number a Director to preside as Chairperson at the meeting.
- (6) Subject to these Articles, all questions before the Board and any decision of the Board shall be decided by a majority of the votes of the Directors present and voting.
- (7) Any decision of the Board made or taken otherwise than in accordance with the provisions of this section shall be null and void.
- (8) On any proposal before the Board, every Director shall be entitled to one vote and, in the event of an equality of votes, the Chairperson or other Director presiding over the meeting shall have an additional and casting vote.
- (9) The Chairperson may, at any time and for any period, invite any person with necessary skills relevant to the Service to attend any meeting of the Board and take part in the deliberations of the meeting but such person shall not be entitled to vote.

#### 26. Transaction of Urgent Business

If it is not practical to hold a Board meeting for the transaction of urgent business, the Chairperson, after consultation with a majority of other Directors may deal with the business himself or herself. The Chairperson shall provide detailed account of decisions made on behalf of the Board and reasons at the next Board meeting for adoption.

#### 27. Committees

- (1) The Board shall have power to establish an Executive Committee of the Board and one or more other committees, consisting of such number of Directors and other persons as the Board considers appropriate and to delegate to any such Committee such of the powers and duties exercised by the Board under these Articles as the Board thinks fit, other than the power to make rules and execute instruments conferred by these Articles.
- (2) When establishing a committee the Board shall specify the terms of reference, powers and duties of the committee and may, from time to time, amend such terms of reference, powers and duties.
- (3) The Board shall appoint a Director to be the Chairperson of the Committee established in terms of sub-clause (1).
- (4) A Committee may co-opt to its meetings any person whose knowledge of any subject under discussion is considered by the committee to be useful.

#### 28. Secretary and Minutes of Meeting

- (1) The Board shall appoint, from employees of the Service a Secretary of the Board and a Secretary for every Committee of the Board.
- (2) The Secretary of Board or of a Committee of the Board shall keep, in a minute book, minutes

of every meeting of the Board or Committee of the Board and every decision of the Board or Committee shall be recorded in the minute book and confirmed at a subsequent meeting of the Board or Committee.

29. Confidentiality

Every Director, member of Management, consultant to the Service or other person who attends a meeting of the Board or of a committee shall regard and deal with as confidential all information which may come to his or her knowledge in the course of the meeting, or a result of his or her dealings with the Service.

30. Validity of Decisions and Acts of Board

No decision or act of the Board shall be invalid by reason only of the fact that:-

- (1) The Board consisted of less than the number of Directors specified in Article 19; or
- (2) A disqualified person acted as a Director at the time the decision was taken or the act was done or authorised.

31. Rules and Execution of Instruments

The Board shall have power to make such rules and execute such instruments as it considers proper for the regulation of meetings of the Board and for the management of the affairs of the Service and may, from time to time, amend or rescind such rules or instruments.

PART IV

GENERAL

32. Execution of Documents

All documents made in the name of the Service and all decisions of the Board shall be signified under the hand of the Chairperson or other Director or the Chief Executive Officer, or other Manager in the absence of the Chief Executive Officer, duly authorised by the Board, either generally or specifically, for that purpose.

33. Accounts and Financial Year

- (1) The Board shall cause to be kept proper accounts and other records relating to all funds, undertakings and property of the Service.
- (2) The accounts kept in terms of sub-clause (1) shall, during normal office hours, be open for inspection by any Director.
- (3) The accounts kept in terms of sub-clause (1) shall be examined as soon as possible after the end of each financial year by an auditor appointed by the Annual General Meeting for the purpose.
- (4) The financial year for the Service shall be the twelve months ending 31 December of each year but may be changed from time to time.

34. Executive and Other Employees

- (1) The Board shall appoint a Chief Executive Officer, for a term of five years renewable once only and the tenure will be reviewed annually by the Board to ensure satisfactory

performance. The Chief Executive Officer will be appointed after a selection process involving public advertisement and interviews.

- (2) The Board in consultation with the Chief Executive Office shall appoint Executive Directors or Managers.
- (3) The Chief Executive Officer and the Executive Directors or Managers shall be the Executive Management of the Service, and each shall perform such duties as the Board may, from time to time, assign to his or her office.
- (4) The Chief Executive Officer with the concurrence of the Board shall spearhead the development of organisational strategy necessary for effective operations of the Service.
- (4) Without derogation from the generality of sub-clause (3), the Executive Management shall:-
  - (a) regularly brief the Directors on the policy framework and strategies of the Service and related services, and recommend policy changes to facilitate and improve implementation of the work programme of the Board; and
  - (b) organise and manage and direct all programmes and projects of the Service, with emphasis on the cost effective and efficient utilization of human and financial resources and materials; and
  - (c) negotiate with donors, both internal and external, for the purpose of soliciting resources for the Service; and
  - (d) direct and coordinate the implementation of the policies and plans; and
  - (e) oversee the recruitment and selection of staff of the Service and the performance of duties by members of staff.
- (5) The Board may delegate to the Chief Executive Officer the power of appointment and discharge of employees of such junior ranks as the Board shall specify.

### 35. Honoraria and Reimbursement of Costs

- (1) A Director shall receive an honorarium for attendance at a meeting of the Board or of a committee of the Board of such amount as the Board may fix from time to time and shall be reimbursed for any reasonable expenses incurred in attending the meeting.
- (2) A member of a committee of the Board who is not an Executive Director or an employee of the Service shall receive an honorarium for attendance at a meeting of the committee of such amount as the Chairperson may fix from time to time and shall be reimbursed for any reasonable expenses incurred in attending the meeting.
- (3) The rates of the honorarium shall be fixed by the Board, which may fix different rates for the Board Chairperson and for the Chairperson of a committee.

### 36. Indemnity

Every officer, agent or employee of the Service shall be indemnified by the Service against all costs, losses and expenses which he or she may become liable to pay or may suffer by reason of any contract entered into or act or thing done or left undone by him or her in the discharge of his or her duties, otherwise than by negligence, default, breach of duty or breach of trust, and against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or he or she is acquitted in any successful application by him or her, to the

court for relief from liability for negligence, default, breach of duty or breach of trust on the ground that he or she acted honestly and reasonably in the circumstances.