

CONSTITUTION OF THE REGISTERED TRUSTEES OF MALAWI
ODONTOLOGICAL SOCIETY

1. **NAME**

The name of the Association shall be the **Registered Trustees of Malawi Odontological Society** (hereinafter referred to as “**the Society**”).

2. **OBJECTS AND AIMS**

The objects and aims of the Society shall be to promote the advancement of the study and practice of Dentistry in Malawi, the attainment of the highest standards of patient care through the dissemination and receiving of communications relating to Dental Science, and related subjects, and through interaction among members.

3. **BOARD OF TRUSTEES**

- (i) The first Board of Trustees of the Society shall be comprised of:
 - 1. Dr Shabana Yusuf of P.O. Box 786, Blantyre
 - 2. Dr Wellington Chikuni of P.O. Box 95, Blantyre
 - 3. Mr Wisdom Mkandawire of Private Bag 66, Blantyre
 - 4. Dr George Kafera of P.O. Box 149, Lilongwe
 - 5. Counsel Ms. Michelle Nkhono of NBS Building, 4th Floor, Corner Victoria Avenue / Chilembwe Road, P.O Box 2039, Blantyre
- (ii) The first Chairperson of the Board shall be Mr Wisdom Mkandawire
- (iii) The first Secretary of the Board shall be Dr George Kafera
- (iv) The first Treasurer of the Board shall be Dr Wellington Chikuni

4. **TERM OF OFFICE OF TRUSTEES**

The Trustees shall hold office until retirement or removal upon a majority vote of the other Trustees. In the case of the removal or retirement of the Chairperson, Secretary or Treasurer, the remaining Trustees shall appoint a

new Chairperson, Secretary or Treasurer (as the case may be) from amongst the remaining Trustees or from other suitable persons.

5. **APPOINTMENT OF NEW TRUSTEES**

Should any vacancy occur in the number of Trustees, any such vacancy shall be filled by the decision of the remaining Trustees who shall appoint such new Trustees in writing.

6. **APPLICATION FOR INCORPORATION UNDER THE TRUSTEES INCORPORATION ACT (CAP. 5:03) OF THE LAWS OF MALAWI**

The Trustees shall apply for incorporation under the Trustees Incorporation Act under the name of the **Registered Trustees of Malawi Odontological Society**. The Society shall have a common seal which shall be kept in the custody of the Secretary of the Board of Trustees and shall be used only in accordance with the Rules made for its use.

7. **VESTING OF PROPERTY**

- (i) All land and buildings, personalty, cash investments, money collected, material grants in aid and all other assets of the Society shall vest in the Trustees.
- (ii) In the event of the winding up or dissolution of the Society any assets remaining after satisfaction of the proper debts and liabilities of the Society shall be applied strictly in accordance with, in particular, clause 22 hereof and generally, other provisions of this Constitution.

8. **PATRONS AND HONORARY OFFICERS**

- 8.1 The Trustees may from time to time appoint any person, whether or not a member of the Society, to be a Patron of the Society or to hold any honorary office and may determine for what period he or she is to hold such office and, subject to the other provisions of this Constitution, what powers, if any, such person may exercise in relation to the Society.

- 8.2 The first Patron of the Society shall be Professor Jeremy Bagg of 11A, Westbourne Gardens, Glasgow G12 9XD, Scotland, UK who shall hold office until retirement or removal by the Trustees

9. **MEMBERSHIP**

- 9.1 Membership of the Society shall be open to:

9.1.1 Dental practitioners, dental therapists and dental technicians registered as such for the time being in the Register of the Medical Council of Malawi;

9.1.2 Dental practitioners, dental therapists and dental technicians whose names have previously been registered as such in the Register of the Medical Council of Malawi for a period of not less than 10 years;

9.1.3 On the recommendation of the Council, individuals who though not possessing Dental qualifications but have demonstrated a desire, or need for furthering the objects of the Society.

- 9.2 Students in the final year of the Bachelor of Dental Surgery (BDS) program in the Oral Health Sciences Department at Kamuzu University of Health Sciences (KUHeS) may be admitted to membership on the recommendation of the Council. Student members shall have no voting rights.

10. **MEMBER SUBSCRIPTION OR OTHER FEES**

- 10.1 Members of the Society shall pay such annual or other periodical membership subscription or other fees as the Council may from time to time determine.

- 10.2 The Council shall have power to determine categories of members of the Society who shall be exempted from the requirement to pay member subscription or other fees.

11. **DETERMINATION OF MEMBERSHIP OF THE SOCIETY**

A member of the Society shall cease to be a member if his or her name is removed, by reason of regulatory action or otherwise, from the Register of the Medical Council of Malawi.

12. **MANAGEMENT OF THE SOCIETY**

- (i) There shall be an Executive Council for the Society (“**the Council**”) selected from members of the Board of Trustees for the time being and appointed by the Trustees, comprising of a President, a Vice President, immediate Past-President, a Secretary, a Treasurer, a Communications Director and three other members representing the three Regions of Malawi selected by members of each respective region. Elections will take place during the AGM for all positions on the council.
- (ii) The immediate Past-President of the Council shall be an *ex officio* member of the Council but shall have no voting rights.

13. **DUTIES OF THE EXECUTIVE COUNCIL**

- (a) The Council shall be responsible for the day-to-day administration of the Society with a view to the fulfilment of the objects and aims of the Society.
- (b) The Council shall set up such sub-committees for specific purposes as it shall consider necessary from time to time. In setting up such sub-committees, the Council shall specify their terms of reference.
- (c) The detailed powers and duties of the Council shall be laid down in such Society’s Standing Orders as the Trustees may make.

14. TERM OF OFFICE OF MEMBERS OF THE EXECUTIVE COUNCIL

14.1 The members of the Council shall hold office for the period of 2 years and shall be eligible for re-appointment or re-election for not more than 3 consecutive terms or unless they are sooner removed on a majority vote in an annual general meeting of the Society.

14.2 A member of the Council may, after a break of not less than 12 months, be eligible for re-appointment or re-election to the Council notwithstanding that they have previously served as such for 3 consecutive terms

15. APPOINTMENT OF NEW MEMBERS OF THE COUNCIL

Should any vacancy occur in the number of members of the Council, any such vacancy shall be filled upon the majority decision of the remaining members of the Council who shall appoint such new Council member in writing.

16. DETERMINATION OF MEMBERSHIP OF THE COUNCIL

A member of the Council shall cease to hold office if he or she:

1. Is disqualified from acting as a member of the Council by virtue of removal by regulatory action or otherwise from the Register of the Medical Council of Malawi.
2. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
3. Resigns his or her office by notice in writing.
4. Is absent from 3 consecutive meetings of the Council, or
5. for good and sufficient reason three-quarters of the other members of the Council pass a resolution that such member of the Council shall be removed from office.

17. MEETINGS OF THE BOARD OF TRUSTEES

- (i) The Board shall meet as often as it is necessary for the proper and effective performance of their duties, and not less than twice in any financial year.
- (ii) The Chairperson shall have power to appoint any other member of the Board to act as Chairperson in his or her absence and such appointment shall be in writing.
- (iii) For the purposes of meetings, not less than four (4) Trustees shall constitute a quorum.

18. MEETINGS OF THE COUNCIL

The Council shall meet as often as is necessary for the proper and effective performance of their duties and not less than four times in any financial year.

19. FINANCES OF THE SOCIETY

- (i) The Board of Trustees shall be responsible for the management and disbursement of funds raised by or allocated to the Society and any other funds or grants made available to the Society.
- (ii) The Board of Trustees shall open and operate a suitable banking account in the name of the Society into which all funds specified in (i) above shall be paid.
- (iii) The Board of Trustees may, in their absolute discretion, transfer funds from their banking account to the banking account operated by the Council as specified in paragraph (vii) below.
- (iv) All cheques drawn on the Society's banking account shall be signed by two Trustees one of whom shall be the Treasurer and the other shall be either the Chairperson or Secretary of the Board of Trustees.

- (v) The Board of Trustees shall appoint qualified auditors to audit the Society's banking accounts at the end of each financial year.
- (vi) The financial year shall begin on the first day of January and end on the thirty first day of December in each year.
- (vii) The Council may open a suitable banking account in the name of Council into which shall be paid such sums as may be transferred by the Board of Trustees as specified in paragraph (iii) above.
- (viii) All cheques drawn on the Council's banking account shall be signed by two members of the Council.

20. LIMITATION UPON DISPOSAL OF PROPERTY

The Trustees shall not dispose of the Society's property except on a unanimous vote of all the Trustees present at the meeting and subject to the other provisions of this Constitution.

21. AMENDMENTS TO THE CONSTITUTION

- 21.1 Subject to the following provisions of this clause the Constitution may be amended by a resolution passed by not less than two-thirds of the members present and voting at a general meeting. The notice of the general meeting at which it is intended to propose such resolution must include notice of the resolution, setting out terms of the amendment proposed.
- 21.2 No amendment may be made to clause 1 (the name of the Society), clause 2 (the objects clause), clause 22 (the dissolution clause) and this clause except by a resolution passed by not less than three-fourths of members present and voting.

22. DISSOLUTION

If the Trustees by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Society, they shall call a meeting of all members of the Society who have the power to vote of which meeting not less than the 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If such decision of the Trustees shall be confirmed by a two-thirds majority of those members present and voting at such meeting the Trustees shall have power to dispose of any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities of the Society shall be given or transferred to such other charitable association or institution having objects similar to the objects of the Society as the Trustees may determine.

23. SOCIETY'S STANDING ORDERS

The Board of Trustees shall have power to adopt, adapt and issue standing orders and/or rules for the Society. Such standing orders and/or rules for the Society shall come into operation immediately, provided that such orders and/or rules shall be subject to review by the Society in general meeting and shall not be inconsistent with the provisions of this Constitution.

24. REGISTERED ADDRESS

The registered address of the Malawi Odontological Society shall be **Kamuzu University of Health Sciences, Department of Oral Health Sciences, P.O. Box 360, Chichiri, Blantyre 3.**

25. RULES FOR THE USE OF THE COMMON SEAL

25.1 The Society shall have a Common Seal which shall consist of an embossed stamp inscribed with the words **“THE REGISTERED TRUSTEES OF MALAWI ODONTOLOGICAL SOCIETY”**.

21.2 The Common Seal shall be in the charge of the Secretary of the Board of Trustees and shall be kept in a locked receptacle and shall not be affixed to any document except in the presence of two other Trustees as witnesses and every document to which the common seal has been so attached shall be signed by the Secretary and the two Trustees in whose presence the seal is so affixed.

26. MEETINGS OF THE SOCIETY

26.1 Once a year an Annual General Meeting of the Society shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Council shall determine. At least 21 clear days' notice shall be given in writing by the Secretary to each member.

26.2 At such Annual General Meeting the business shall include the election of honorary members; the election of full members to serve on the Council; the appointment of an auditor; the consideration of an annual report of the work done by or under the auspices of the Council and of the audited accounts; and the transaction of such other matters as may from time to time be necessary. For the avoidance of doubt, an honorary member of the Society shall not be required to pay a member subscription fee.

26.3 The President of the Council may at any time at his or her discretion, and the Secretary shall within 21 days of receiving a written request so to do signed by not less than ten full members and giving reasons for the request, call a special meeting of the Society.

27. RULES OF PROCEDURE AT ALL MEETINGS

27.1 Quorum

The quorum at a meeting of the Society shall be one-tenth of the total actual membership of the Society for the time being and the quorum of the Board of Trustees or the Council shall be one-half of the Board or Council (as the case may be) or such other number as the Society may in general meeting from time to time determine.

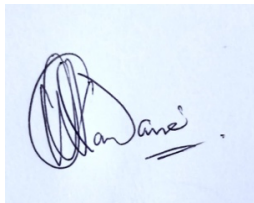
27.2 Voting

Save as otherwise provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. No person shall exercise more than one vote but in case of an equality of votes the Chair of the meeting shall have a second or casting vote.

27.3 Minutes

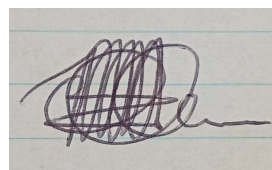
Minute books shall be kept by the Society and all its organs, and the appropriate Secretary shall enter in the minute book a record of all proceedings and regulations.

ADOPTED at BLANTYRE the 14th day of June 2025 as the CONSTITUTION OF THE REGISTERED TRUSTEES OF MALAWI ODONTOLOGICAL SOCIETY



CHAIRPERSON

Mr Wisdom Mkandawire



SECRETARY

Dr George Kafera