

# ON THE STATUTES OF THE UNIVERSITY FOUNDATION

Part A:  
**Translation of the transcripts  
of the Official Bulletin**

Wednesday, May 5, 2004

III Series - Number 18

## ‘THE REPUBLIC BULLETIN’

### OFFICIAL PUBLICATION OF THE REPUBLIC OF MOZAMBIQUE

THE COUNCIL OF MINISTERS<sup>1</sup>

Resolution Nr 49/2003, of December 3

**Through this Resolution, the University Foundation is accredited as a legal entity with juridical status.**

Acknowledging the need to institute the University Foundation by granting it the quality of legal entity, as provided for in item *e*) of § 1) of Article 153 of the Constitution of the Republic (of Mozambique), as well as in Article 158 of the Civil Code, the Council of Ministers determines:

§ The University Foundation is accredited as a legal entity with juridical status.

Approved by the Council of Ministers on the 28<sup>th</sup> October, 2003.

For publication.

The Prime Minister,  
Pascoal Manuel Mocumbi.

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<sup>1</sup> ≈ *The Cabinet*

Part B:  
**Translation of the  
Notarial Certificate**

**UNIVERSITY FOUNDATION**

For publication, I hereby certify that through a Deed of Formation of May the twenty nineteenth two thousand and four, recorded on leafs fifty four et seq. of the miscellaneous Deeds Book number six hundred and eighty two slash B of the *First Notarial Registry* of Maputo, under the officiating notary Carla Roda Benjamim Guilaze Soto, graduated in Law, a University Foundation was established, that shall be governed according to the provisions stated in the following Articles:

**Part C:**  
**Translation of the**  
**Statutes of the University Foundation**

Chapter I

Nature, Term, Office and Object

Article 1  
(Juridical Nature)

§ 1) The University Foundation, hereinafter abbreviated to **Foundation** is a collective and private entity with juridical status, devoided of any profit-making spirit. It is an autonomous organization as regards its funds, assets, and administrative procedures, and it shall comply with these Statutes and with its internal regulations. Any aspect that may not be explicitly provided for in these Statutes and in the regulations shall be governed by appropriate articles of the General Law.

§ 2) The University Foundation has been set up by the Eduardo Mondlane University

§ 3) The Foundation may establish partnerships with other institutions or co-opt further members, be they individual or collective, national or of any other nationality, provided that they comply with these Statutes.

Article 2  
(Term and Office)

The Foundation has been established for an indefinite period of time and its headquarters are domiciled in the city of Maputo. Yet, Foundation's branches, missions, departments and representative offices may be established elsewhere, within or outside the country (Mozambique).

Article 3  
(Object)

The Foundation acts towards the scientific, technological, cultural, social and economic development of the Eduardo Mondlane University, aiming at enabling people as well as both private and public institutions to access knowledge, irrespective of their nationality. In the pursuit of its aims, the Foundation shall promote university extension activities.

## Chapter II

### Aims, Autonomy and Assets

#### Article 4 (Aims)

- § 1) In view of its altruistic nature, the Foundation shall aim at:
- a. Resources rising for funding the Eduardo Mondlane University;
  - b. Resources rising for social ends;
  - c. Awarding scholarships and other grants for educational, cultural and scientific purposes;
  - d. Bringing forward scientific, technical, socio-economic and cultural initiatives, pertinent to the undertaking of activities such as research, conferences, workshops and awareness raising initiatives or demos;
  - e. Fostering the transfer of adequate technology to the productive sector;
- § 2) The Foundation may pursue aims other than those specified in § 1, without prejudice to its object.

#### Article 5 (Autonomy)

In the course of its activities, the Foundation shall be eligible to:

- a. Celebrate contracts;
- b. Accept donations, inheritances and bequest;
- c. Purchase, hold and lease assets;
- d. Give away assets, under the approval of the General Council;
- e. Acquire interests in companies and undertake unobjectionable actions deemed pertinent to the enhancement of the capital assets of the Foundation

#### Article 6 (Assets)

- § 1) The following shall comprise the Foundation's assets:
- a. Base endowment fund allocated to the Foundation, at its inception, by the Eduardo Mondlane University;
  - b. Voluntary donations by its members;
  - c. Real estate, chattels and rights that may be bestowed by public or private entities, as well as all properties and chattels obtained by the Foundation in the course of its operation;
  - d. Real estate income generated and other incomes generated through its operations, in the pursuit of its aims;

- e. All properties, securities and rights obtained through any legal means in the course of its operating;
- f. Donations and bequest, as well as conditional or interest-attached partaking, provided that in the latter cases conditions or charges do conflict neither with the Foundation's aims, nor with the Law;
- g. Interest rates from the Foundation bank accounts;
- h. Balances from previous financial applications;
- i. Interests from granted loans;
- j. Subsidies that may be provided by the State;

§ 2) The Foundation's income shall be used for:

- a. Supporting activities under the scope of its aim;
- b. Facing its operating expenses;
- c. Investments towards the enhancement of its assets-capital

§ 3) At its inception, an amount 120.000.000,00 MT (one hundred and twenty million Meticaïs) - lump sum, as well as assets (real estates, chattels, credits and equipment) totaling 70.181.357.680,50 MT (Seventy thousand million, one hundred and eighty one million and three hundred and fifty seven thousand and six hundred and eighty Meticaïs and fifty cents) are endowed by the State as the Foundation's initial capital. This capital is duly short-listed on the Foundation Deed of Formation.

### Chapter III

#### Accounting and Auditing

##### Article 7 (Accounting)

Each year, by May the 31<sup>st</sup>, the Foundation shall prepare and submit to the Ministry of Finance and to the National Audit Tribunal its annual report and accounts referred to the previous financial year.

##### Article 8 (Audits)

Without prejudice to both the auditing function of the Foundation's Fiscal Council and to the Foundations' liability to seek external auditing services, the Public Audit Authority shall be entitled, through its specialized services, to control that the provisions of the Foundation are duly observed in the actual management of its assets, as well as on the utilization of its revenues.

### Chapter IV

#### Organization and Functioning

Section I  
Organs of the Foundation

Article 9  
(Organs)

§ 1) The principal organs of the Foundation shall be:

- a. The General Council
- b. The Administrative Council<sup>2</sup>
- c. The Fiscal Council

§ 2) The Foundation is structured into specific Areas/Departments, the management of which is under the responsibility of an Administrator.

Section II  
On the General Council

Article 10  
(Composition)

§ 1) The General Council stands as the supreme organ of the University Foundation and shall have the following composition:

- a. The Rector of the Eduardo Mondlane University (UEM) – Chairperson;
- b. Two representatives of the Government, one nominated by the minister superintending Higher Education, and other nominated by the minister superintending the area of Finances;
- c. The Chairperson of the Foundation’s Administrative Council
- d. Four representatives of the UEM teaching staff (nominated amongst professors and lecturers);
- e. Two representatives of the UEM technical and administrative staff;
- f. One representative of the students;
- g. Five representatives of the civil society (may include Foundation’s co-opted members), nominated by the UEM Rector;

§ 2) Representatives of UEM teaching and administrative staff aforementioned in § 1 shall be appointed by the respective collegial bodies.

§ 3) The Student Union shall be entitled to appoint its representative to the Foundation’s General Council.

§ 4) General Council membership resignation and replacement procedures shall be provided for in the Foundation’s internal regulations.

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<sup>2</sup> - ≈ *Executive Board*, the Foundation’s Governing Body

Article 11  
(Powers)

The General Council shall have the full powers to set-forth the guiding lines of the Foundation and shall bear the following prerogatives:

- a. Approving and amending the Foundation's Statutes;
- b. Appointing and dismissing Administrative Council members, under the proposal of the Chairperson;
- c. Approving the annual plan and the long-term plans of the Foundation, as well as its annual budget and accounts, under the opinion of the Administrative Council;
- d. Appraising and approving the annual financial report;
- e. Ratifying proposals of the Administrative Council concerning admission of incoming members;

Article 12  
(Quorum)

§ 1) The General Council shall convene and validly deliberate when: (i) the majority of its effective members are present or, (ii) if at least one third of its members are present, whenever meetings are convened under a second notification, due to a lack of quorum in a meeting that had been previously scheduled;

§ 2) In a second notification to attend, the General Council's meeting shall convene with the same agenda not earlier than fifteen and no later than thirty days, calculated from the scheduled date for the first meeting.

§ 3) General Council's decisions shall be taken by consensus or by simple majority, except on matters requiring approval by a qualified majority of one-third of the Council members. Those matters include:

- a. The approval or amendment of the Statutes;
- b. The dismissing of Administrative Council members;

§ 4) The General Council shall ordinarily meet once a year. Extraordinary meetings may also be convened at any time upon the Chairperson's decision, or at the request of at least one-third of the Council members.

§ 5) Notification to attend the Council meetings shall be addressed and delivered under registered mail to each member within at least fifteen days ahead of the scheduled date.

Section III  
On the Administrative Council

Article 13  
(Composition)

The Administrative Council of the Foundation comprises a Chairperson and Administrators of each Area/Department

Article 14  
(Powers)

§ 1) The Administrative Council is the Foundation's organ empowered to govern and manage the Foundation, in compliance with the guiding lines defined by the General Council. This Council shall be empowered to:

- a. Put into practice the resolutions of the General Council and report on its own overall activities;
- b. Draft and submit for the approval of the General Council the plan of activities and budget of the Foundation;
- c. Approve the annual plans of activities and budgets of its units;
- d. Administer the Foundation's Property;
- e. Approve the internal organization and regulations of the Foundation;
- f. Apply and sign for bank loans and grant securities;
- g. Prepare the annual financial report and submit it to the attention of the Fiscal Council for approval by the General Council;
- h. Deliberate on the allocation of subsidies to projects or to institutions, provided that those subsidies fit within the aims of the foundation;
- i. Promote incorporations into the Foundation's Property;
- j. Undertake activities vis-à-vis the accomplishment of the ends of the Foundation;
- k. Ensure cooperation with similar organizations;
- l. Create and extinguish internal units and approve their regulations;
- m. Deliberate on acquisition, ownership, and alienation of assets;
- n. Deliberate on the affiliation of the Foundation with similar institutions;
- o. Approve the Foundation's corporate participation in companies and other institutions;
- p. Approve the staffing levels, salaries and incentives;
- q. Approve official missions abroad of the Chairperson and of other members of the Administrative Council;
- r. Recommend the admission of incoming and co-opted members by the General Council;

§ 2) Without prejudice to the next Article, the Administrative Council Chairperson shall be entitled to represent the Foundation in legal and in out-of-court proceedings.



Article 15  
(Official Authority)

§ 1) Legal proceedings of the Foundation are validated by the signature of the Chairperson of the Administrative Council or by one of its members to whom the Chairperson or the internal regulations may devolve upon such powers.

§ 2) Temporary or definitive impediment of the Chairperson of the Administrative council shall be regulated by the Foundation's internal regulation.

§ 3) Any doings or decisions of the Chairperson or of any member of the Administrative Council on matters that are at odds with these Statutes or on matters that require prior collegial deliberations shall be outlawed.

Section IV  
On the Fiscal Council

Article 16  
(Composition)

§ 1) The Fiscal Council is composed by three effective members and one stand-in member, being one of them the Chairperson;

§ 2) One of the effective members shall be appointed by the minister of Planning and Finances and the others by the Foundation's General Council;

Article 17  
(Powers)

§ 1) The prerogatives of the Fiscal Council shall consist of the following:

- a. Supervising the Foundation's management;
- b. Ensuring compliance with these Statutes and with the Law;
- c. Ensuring proper and regular book-keeping;
- d. Controlling petty-cash, by means regarded as appropriate and whenever deemed necessary, and ensuring that any Foundation's endowments, valuables and securities are properly registered and kept;
- e. Controlling the accuracy of both bank accounts' balances and results breakdowns;
- f. Controlling the appropriateness and effectiveness of the valuation criteria adopted for valuing the Foundation's assets and results;
- g. Reporting annually on its fiscal actions, and issuing of opinion on reports, accounts and plans submitted by the Chairperson of the Administrative Council;
- h. Notifying the General council to convene, should its Chairperson fails to do so;
- i. Fulfill further duties prescribed by these Statutes and by Law;

§ 2) Anytime, individually or jointly with other co-member(s), any member of the Fiscal Council is entitled to carry-out fiscal actions deemed pertinent for the fulfillment of his/her duties.

Section V  
On the Departments (Areas of intervention)

Article 18  
(Organization and Functioning)

§ 1) Internal organization of the Foundation's Departments shall be provided for in specific regulations

§ 2) Each Department shall be headed by an Administrator, who is entitled full membership of the Administrative Council;

Article 19  
(The Administrator)

The Administrator shall have the authority to:

- a. Ensure current management of its Department (area of intervention);
- b. Ensure that all activities falling within the area of responsibility he/she is vested with by the internal regulation approved by the Administrative Council are fulfilled

Chapter IV  
Final and Transitional Provisions

Article 20  
(Terms)

§ 1) Except for the position of Chairperson of the General Council, that shall be held by the Rector of the Eduardo Mondlane University in its capacity of *ex-officio* member of that Council, the term of office of other Foundation's stakeholders as prescribed in these Statutes lasts five years.

§ 2) The actual term of office of the Foundation's stakeholders endures until new appointees take office;

§ 3) Stakeholders' mandates may be renewed.

Article 21  
(Approval of the Statutes)

The Council<sup>3</sup> of the Eduardo Mondlane University shall approve the content of the inaugural Statutes of the University Foundation.

Article 22  
(Inauguration of the General Council)

§ 1) The Foundation's General Council shall formally take office soon after its members have been appointment, as provide for in Article 10 of these Statutes.

§ 2) Transitionally, the Rector of the Eduardo Mondlane University shall appoint the Chairperson and other members of the Administrative Council and shall also hold further responsibilities of the General Council.

The undersigned deputy-notary hereby certifies the accuracy of these Statutes.

Done in Maputo, on April the sixth, two thousand and four.

The Deputy-Notary

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<sup>3</sup> - ≈ Senate