

MEMORANDUM OF UNDERSTANDING

Between

AFREAKMED FOUNDATION

And

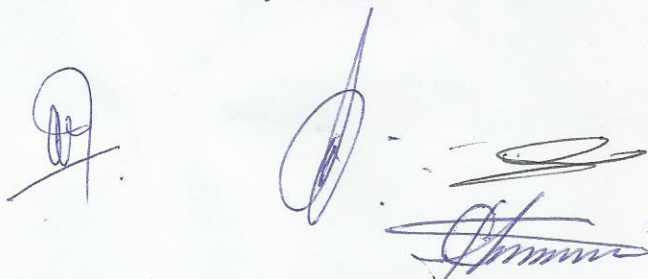
TOLON DISTRICT STAKEHOLDERS

1. BACKGROUND

The AfreakMED Foundation is a humanitarian medical initiative by two philanthropists, Dr. Steffen Bayer of Austria and Dr Steve B. T. Kpangkpari of Ghana. These two, while conducting medical research in Ghana, were touched by the poor nature and insufficiency of medical services in rural areas and deprived communities in Northern Ghana. This motivated the birth of AfreakMED Foundation, a not-for-profit organization that builds clinics and provides healthcare to deprived communities.

The Tolon Traditional Council is an enduring cultural heritage and institution, which is deeply rooted in the ethnic consciousness of communities constituting the Traditional Area, providing the scope for leadership and exercise of authority. The Tolon Traditional Council symbolizes socio-political and sacred power vested in the Paramount Chief. The Council is sole custodian of the land, institutions, ethos, customs and norms of the traditional area, interpreting and codifying the customary law, with a view to solving appropriate cases within its jurisdiction. The council collaborates with government and other development partners to improve the living conditions

Tolon District Assembly is a Local Authority established under the Laws of Ghana. The District Assembly exercises political and administrative authority in the district, provide guidance, give direction to, and supervise all other administrative authorities in the district. As a planning authority, the District Assembly is responsible for the overall development of the district; it promotes and supports productive activity and social development in the district and remove any obstacles to initiative and development.



2. AfreakMED Polyclinic

The AfreakMED Polyclinic in Tolon is a partnership arrangement between AfreakMED Foundation and the chief and people of Tolon and the Tolon District Assembly represented by the District Directorate of Health. The facility is established with the overarching objective of reducing the number of referrals from the Tolon District to the Tamale Teaching Hospital. The primary aim of the polyclinic is to augment, complement and bridge the gap in quality healthcare delivery in the district.

Convinced by the aims and objects of AfreakMED Foundation and the impact the Polyclinic will make on the lives of the people in the district, the Regent of Tolon released 30 acres of land for the purpose of putting up the Polyclinic.

3. Purpose of the MOU

The purpose of this MOU is to set forth the understandings and intentions between, **AFREAKMED FOUNDATION, TOLON DISTRICT ASSEMBLY and TOLON TRADITIONAL COUNCIL**, hereinafter referred to “the Parties”.

The Parties enter into this MOU to ensure the smooth operations of the polyclinic with the final goal to hand over the polyclinic to the Ghana Health Service. To reach this goal, all the parties shall contribute with knowledge, active support and benevolence.

Nothing in this MOU shall be construed as superseding or interfering in any way with other agreements or contracts entered into between the Parties, either prior to or subsequent to the signing of this MOU.

4. Roles and Responsibilities of Parties

4.1 AfreakMED

AfreakMED Foundation's commitments under this MoU include:

- Mobilize financial and technical resources for the construction and/or expansion of the Polyclinic.
- Provide logistics, equipment and apparatus for consulting, examination and subsequent treatment of patients.



- Ensure high level of professional standards acceptable to the Ghana Health Service and the Ministry of Health.
- Make health services accessible and affordable to the people of the district.
- Promote a healthy working relationship with the Assembly through the District Health Directorate
- Provide and remunerate security staff until such time that the District Assembly obtains financial clearance to employ them.
- Protect Polyclinic lands

4.2 Tolon District Assembly

The District Assembly shall work through the District Director of Health Services in fulfilling its roles and responsibilities under this MoU. These roles and responsibilities shall include:

- Assign and remunerate nurses, orderlies and other skilled health personnel to support the Polyclinic. This notwithstanding AfreakMED may, as and when necessary, invite volunteer medical personnel from home and/or abroad to support medical services in the clinic..
- Provide health advisory services to AfreakMED where necessary
- Conduct regular inspection of the facility to ensure compliance to Ghana Health Service standards
- Assist AfreakMED to run its donor sponsored projects in the district
- Facilitate accreditation of the Polyclinic by the National Health Insurance Authority

4.3 Tolon Traditional Council

- Preserve and protect lands released for the construction of the Polyclinic.
- Reserves the right of ownership to polyclinic lands
- Ensure that the allocated land is used solely for the purpose for which it was allocated
- Provide the enabling environment for the smooth operation of the Polyclinic
- Offer spiritual advice and support to AfreakMED Foundation

5. Governance Structure

For effective and efficient governance of the Polyclinic, the parties agree to the structure below:

Handwritten signatures in blue ink, including a large signature on the left and several smaller ones on the right, likely representing the parties to the MoU.

5.1 The Board

The Board of Directors shall be composed by AfreakMED but shall have representation from the Traditional Council and the District Assembly.

5.2 Steering Committee

The Polyclinic shall have a Steering Committee to be made up of representatives of AfreakMED Foundation, Tolon Traditional Council, Tolon District Assembly and the Ghana Health Service

The functions of the Steering Committee shall include the following:

- 1) Understand the aim, strategy and intended outcomes of the polyclinic
- 2) Provide support, guidance and progress of the Polyclinic
- 3) Provide strategic leadership in the management of the Polyclinic
- 4) Oversee the effective and efficient use of resources of the Polyclinic
- 5) Represent the interest of the Polyclinic in all issues that affect it
- 6) Approve all fees and levies to be charged by the Polyclinic
- 7) Approve projects initiated with funds from AreakMED

5.3 Management Committee

The Management Committee shall have the powers and responsibilities to manage the affairs of the Polyclinic. Its membership shall include:

- 1) The General Manager – responsibility AfreakMED Foundation
- 2) The Resident Doctor – responsibility Ghana Health Service
- 3) The Matron (in charge) – responsibility Ghana Health Service
- 4) The Finance Officer – responsibility AfreakMED
- 5) The Polyclinic Administrator – responsibility Ghana Health Service

Broadly, the committee's job is to ensure that the Polyclinic

- does what it was set up to do
- has enough money and does not get into debt
- is well run

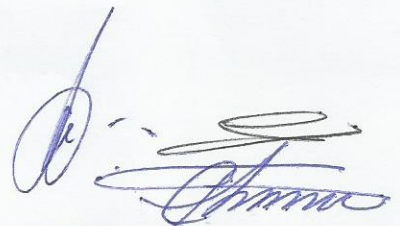
5.4 Signatories to Bank Accounts

The principal signatories to Bank Accounts of the facility shall be as follows:

- The General Manager
- The District Director of Health Services

6. Duration

Cooperation under this MOU shall commence from the date of signature and shall be valid until otherwise terminated



7. Termination

Both parties shall have the right to terminate this agreement by giving 3 months written notice to the other party in the event of:

- Irreconcilable differences between the parties
- Misuse of financial resources
- Lack of cooperation from either party
- AfreakMED ceasing operations in Ghana

The termination of this agreement shall not affect any accrued rights or liabilities of either party. The Parties shall continue to work together to conclude specific cooperative projects already in progress in an event of a Party's intention to discontinue the agreement under this MOU.

8. Exit procedure

Both parties commit themselves to officially communicate to the other if they want to terminate the MoU or do not want to continue the relationship. In the event of exit of AfreakMED, all assets shall be transferred to the Ghana Health Service through the District Assembly.

9. Confidentiality

All parties shall not transfer or divulge any confidential information to any other person or organisation, not connected to the parties, unless:

- Prior written consent from all parties is obtained; and/or
- The information is already in the public domain; and/or
- Disclosure is required by law

10. Change, amendment and dispute

Any necessary change and amendment to this agreement will be discussed and agreed on by all parties. Any dispute shall be resolved through consultation.

11. Law governing contract

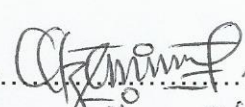
The laws of Ghana shall govern this Memorandum of Understanding.

Signature.....

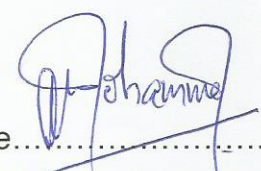
Name LOUIS YERRY KPANGKPARI
AFREAKMED FOUNDATION

Signature.....

Name Abudulai Mohamad
Tolon Traditional Council Regent Gborom

Signature.....

Name Azantilaw Chanty
GHANA HEALTH SERVICE

Signature.....

Name MuHAMMED AL-HASAN ADAMS
TOLON DISTRICT ASSEMBLY
**DIST. COORDINATING DIRECTOR
TOLON DISTRICT ASSEMBLY
TOLON**