

The Constitution of Ungweru.

PREAMBLE

- “Ungweru”, an organization duly registered in accordance with the Laws of Malawi, hereby adopts the following as its Constitution. (Ungweru is a Tumbuka word meaning light.)
- The name of the organization shall be called “Ungweru” hereinafter called “the Organisation”.
- The Organization shall have its headquarters in Luwina, Mzuzu City and its registered postal address is Post Office Box 20350, Luwina, Mzuzu 2.
- The organization shall be an affiliated member of CONGOMA.
- The organisation shall endeavour to raise funds locally. It will also seek funding from both local and international donor agencies.

ARTICLE 1

Vision, Mission and Objective

1.1 Vision

The vision of Ungweru shall be ‘The Promotion of Community Groups in Malawi who try to uplift their communities and their surroundings.

1.2 Mission statement

In liaison with stakeholders, Ungweru will endeavour to empower the disadvantaged communities with appropriate skills and resources in meeting community livelihood needs.

1.3 Objectives

The objectives of the Organisation shall include:

- 1.3.1 To improve the quality of life for vulnerable groups in Malawi.
- 1.3.2 To contribute towards the reduction of HIV/AIDS and its impact in the communities.
- 1.3.3 To enhance participation of ordinary people in the development of their communities.
- 1.3.4 To provide education support to needy orphans and other vulnerable children through community support groups.

- 1.3.5 To establish a learning, information and communication center for the youth.
- 1.3.6 To optimize ecological and natural resource management.
- 1.3.7 To promote care and respect for animals

Article 2

Key functions of Ungweru

The Organization's areas of focus shall include, but shall not be limited to:

- 2.1 Information and Education Centre
- 2.2 Youth development and economic empowerment
- 2.3 HIV/AIDS and Home Based Care
- 2.4 Food security and nutrition
- 2.5 Community capacity building,
- 2.6 Natural resource management
- 2.7 Care of animals

ARTICLE 3

Board of Trustees

- 3.1 There shall be a board of trustees (hereinafter called "the trustees") which shall be composed of at least five but not more than seven members unless the trustees make a resolution at a meeting specially convened for the purpose
- 3.2 The trustees shall comprise the founder of the organization (Fr. John A. Ryan who is also the Trustee Chair), members of the Small Change in Ireland and any other member so appointed in this capacity by the trustee founder in consultation with the Board of Directors provided that any new developments with regard to the appointment of trustees shall be communicated to all stakeholders
- 3.3 A trustee will cease to be a trustee if he/she acts contrary to the objectives of the organisation or becomes bankrupt or becomes incompetent or unsound of mind or on his/her death.

ARTICLE 4

Functions of the Board of Trustees

The functions of the Trustees shall, among others, be:

- 4.1 To appoint a Board of Directors

- 4.2 To dismiss a Board Member if he/she acts contrary to the objectives of the organisation or becomes bankrupt or becomes incompetent or unsound of mind
- 4.3 To appoint a new Board member if a vacancy arises
- 4.4 Whenever possible to source funding for the organisation
- 4.5 To give general direction to the organisation through the Board of Directors
- 4.6 To be responsible for all legal matters of the organisation
- 4.7 If it deems it necessary, to veto any decision made by the Board of Directors
- 4.8 To be responsible for dissolution of the organisation and disposition of its assets

ARTICLE 5

The Board of Directors

- 5.1 There shall be a Board of Directors, therein after, appointed in that capacity by the trustees here in after called the Board
- 5.2 The Board of Directors shall comprise not less than seven (7) and not more than thirteen (13) persons unless the Board makes a resolution at a meeting specially convened for the purpose.
- 5.3 The Directors of the Board shall serve a three (3) year term of office and shall be eligible for re-appointment if deemed necessary by the trustees.
- 5.4 A Director may resign from office by giving thirty days' written notice to the Secretary of the Board on the expiry of which he shall cease to be a member of the board.
- 5.5 A Director shall automatically cease to be such if he/she does not attend three (3) consecutive meetings of the Board without reasonable excuse or if he/she conducts himself in a manner prejudicial to the interests and objects of the Organization.

ARTICLE 6

Functions and Powers of the Board of Directors

- 6.1 To identify partners and solicit funding for the organization.
- 6.2 To volunteer whatever gifts and expertise they have for the good of the organisation.
- 6.3 To provide policy direction and guidance in managing the organization
- 6.4 To oversee the operation of the Executive management and institutions under the organization
- 6.5 To approve programmes proposed by the Secretariat
- 6.6 To administer funds, assets, property of the organization and the institutions under the organization
- 6.7 To receive and approve the organization's budget, audited accounts, audit fees and the external auditor

- 6.8 To elect the chairman, vice and secretary of the board from amongst themselves at the first meeting as well as the Standing Committee
- 6.9 To determine and administer conditions of service for all staffs of the organization
- 6.10 To appoint the Executive Secretary, assess his/her work performance and dismiss the Executive Secretary if found to be performing below standard
- 6.11 To take over the functions of the Executive Secretary in the event that he/she becomes incapacitated, dies, suspended or dismissed and delegate such functions to any member of the Executive Management under the supervision of the Board of Directors Chairman until the new Executive Secretary is appointed within a period of three (3) months of the falling vacant of the Executive Secretary's office.
- 6.12 To appoint various sub-committees to govern various organization activities e.g. Appointments and Disciplinary Committee
- 6.13 To confirm senior management officers appointed by the Appointment and Disciplinary Committee.

ARTICLE 7

Meeting of the Board of Directors

- 7.1 The quorum at meetings of the Board shall be at least half of the members.
- 7.2 The Board shall have power to make rules regulating its own procedure.
- 7.3 At least twenty one days written notice of meeting inclusive of the day of service of such notice shall be given to all directors. The Board may waive the necessity of such notice to any meeting or set of meetings. The notice shall specify the place, date and hour of meeting and the nature of business to be transacted and it shall be signed by the Secretary to the Board.
- 7.4 All resolutions of the Board shall be carried by a simple majority of the votes of the members present and voting. In case of an equality of votes, the chairperson of the meeting shall have a second or casting vote.
- 7.5 The Board shall meet at least quarterly or as often as its affairs require it to do so. The minutes shall be signed by the Chairperson or if not available by the vice

ARTICLE 8

Secretariat

- 8.1 The Executive Secretary shall be the head of the Secretariat and the Secretary of the Board and shall be responsible for the overall and effective administration of the Organization on a day-to-day basis and for the development of effective programmes. The organization shall have a management team which will be comprised of Executive Secretary, Section Heads, and a Finance and Administration Officer which shall be responsible for implementation of all organizational policies and activities.

- 8.2 All officers of the management team shall be recruited by the Appointments and Disciplinary Committee which shall be set up by the Board and headed by the Board Chair.
- 8.3 All staff which are not part of the management team shall be recruited by the Appointments and Disciplinary Committee which shall be set up by the Board and headed by the Executive Secretary.
- 8.4 The Executive Secretary shall be the Secretary of all Board Meetings; he/she shall participate in deliberations of the Board but may not vote thereat:

ARTICLE 9

Accounts and Audit

- 9.1 The Head of Finance shall cause proper, accurate and up-to-date books of accounts to be kept and an income and expenditure account and balance sheet to be prepared, audited and circulated annually in accordance with the law from time to time in the country.
- 9.2 All funds of the Organization shall be promptly receipted and deposited in any of the bank accounts opened in the name of the Organization and whenever possible and when the Executive Secretary so directs such monies shall be paid into interest bearing account or accounts unless the Board otherwise directs.
- 9.3 The Board shall determine the method of signature to all financial and legal commitments and instruments.
- 9.4 Independent and duly qualified auditors shall be appointed by the Board. They shall audit the Organization's books of accounts annually and they will send their report to the Board.
- 9.5 The Financial Year for the organization will begin on 1st January and end on 31stDecember same year.

ARTICLE 10

Property

The property of the Organization shall be registered in the name of Ungweru and held on trust by the Board. The Executive Secretary shall be responsible for all property of the organization.

ARTICLE 11

Dissolution and Disposition

- 11.1 The Organization may be dissolved with the approval of a majority of Trustees. All Trustees shall be given three month's notice of a meeting at which a resolution for the dissolution of the Organization is proposed to be passed.
- 11.2 The Organization may also be dissolved on the grounds provided by law.
- 11.3 Any property held at the time of dissolution shall be donated to organizations with objectives similar to those of the Organization or to any other organizations established for charitable purposes.

ARTICLE 12

Common Seal

- 12.1 The Board shall provide for the safe custody of the common seal which shall only be used by the authority of the Executive Secretary or the Board or any of its officers authorized on their behalf.
- 12.2 Every instrument to which the seal shall be affixed shall be signed by two authorized Board Members or by one of the authorized Board Members and the Executive Secretary.

ARTICLE 13

Standing Committee

- 13.1 There shall be a Standing Committee comprising the Trustee Chair and 3 other Members of the Board of Directors appointed in that capacity by the Board during its first meeting after being appointed into office
- 13.2 The Standing Committee needs three votes to pass any decision.
- 13.3 The Standing Committee shall be responsible for making crucial and emergency decisions pertaining to the organization's activities that the Executive Secretary shall inform other Board Members in writing within seven (7) days of a decision made and enacted by the Standing Committee.

ARTICLE 14
Dispute Resolution

If a Board Member feels he/she was wrongly treated or grieved in any way, he/she can take the following steps:

- 14.1 Bring the matter to the Chairperson.
- 14.2 If the Chairperson is not able to resolve the matter to the satisfaction of the member, he/she can request the matter to be taken to the Standing Committee
- 14.3 If the Standing Committee is not able to resolve the matter to the satisfaction of the member, he/she can request the matter to be taken to a full Board Meeting
- 14.4 If the Board is still not able to resolve the matter to the satisfaction of the member, he/she can request the matter to be taken to the Chair of Trustees
- 14.5 If the matter remains un-resolved, the member is free to seek other legal advice and/or action.

ARTICLE 15
Amendments

This Constitution may be amended by the Board as follows:

- 15.1 At least twenty-one days prior to the say of voting on the amendments, all Trustees and Board Members shall be notified of the proposed amendments in written form.
- 15.2 An affirmation of two thirds of all board members (all members belonging to the Board at that time) shall be required for the adoption of the proposed amendments.

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CHAIRPERSON
BOARD OF TRUSTEES