



CONSTITUTION

of the

NGO Gender Coordination Network
(NGO-GCN)

NGO-GCN
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ARTICLES IN THIS CONSTITUTION

ARTICLE	DESCRIPTION	PAGE
1.	NAME OF THE ORGANISATION	2
2.	ADDRESS OF THE ORGANISATION	2
3.	INTERPRETATION	2
4.	OBJECTIVES	2
5.	NATURE AND STRUCTURE OF ORGANISATION	3
6.	ANNUAL GENERAL MEETING	5
7.	SPECIAL AND EXTRAORDINARY GENERAL ASSEMBLY	6
8.	COMPOSITION AND POWERS OF THE BOARD OF TRUSTEES	7
9.	MEETING OF THE BOARD OF TRUSTEES	8
10.	EXECUTION OF INSTRUMENTS	9
11.	TENURE AND ELECTION OF BOARD OF TRUSTEES	9
12.	DISQUALIFICATION AND RESIGNATION FROM OFFICE	10
13.	APPOINTMENT OF NEW TRUSTEES	10
14.	REIMBURSEMENT OF COSTS	11
15.	SECRETARIAT	11
16.	NETWORK COORDINATOR AND OTHER STAFF	11
17.	COMMON SEAL	12
18.	LOGO	12
19.	FINANCES	12
20.	AUDIT	13
21.	AFFILIATION AND FRATERNAL LINKS	13
22.	AMENDMENTS	13
23.	INDEMNITY	13
24.	DISSOLUTION	14

ARTICLE 1

NAME OF THE ORGANISATION

The name of the organization shall be the Registered Trustees of the Non Governmental Organization - Gender Coordination Network Trust (hereinafter referred to as **NGO-GCN** or the “Trust”).

ARTICLE 2

ADDRESS OF THE ORGANISATION

The registered address of the Trust shall be Private Bag A225, Lilongwe or such other address as the Board of Trustees may from time to time determine.

ARTICLE 3

INTERPRETATION

In this Constitution, unless the context otherwise requires;

“AGA” means “Annual General Meeting”

“NGO-GCN” means “**Non Governmental Organization Gender Coordination Network**”.

“NGO” – means “Non Governmental Organisation”

“CSO” – Means “Civil Society Organisation” and includes an NGO

“Trustees” means the Board of Trustees elected under Article 11 of this Constitution.

“Seal” means the common seal of the **NGO-GCN**.

ARTICLE 4

OBJECTIVES

The object of **NGO-GCN** is to be a leading network of human rights Non-Governmental Organizations involved in and with the promotion and realization of gender equality, promotion of the advancement of women in society and to achieve better coordination of NGOs activities in the field of gender through:

- (i) Establishing and maintaining a well developed organizational and management structure that will act as a nerve centre for the Network activities.
- (ii) Promoting gender equality and equity through properly coordinated advocacy and lobbying.

- (iii) Developing the organizational and human capacities of its members and of various actors to effectively deal with issues of gender equality and equity.
- (iv) Ensuring efficiency in communication and information flow of the **NGO-GCN** by its members, stakeholders, donors and international and regional bodies with similar objectives.
- (v) Mobilizing resources to support and sustain activities of **NGO-GCN** and its membership.
- (vi) Carrying out any such other activities as are required to achieve any or all of the above objectives.

ARTICLE 5

NATURE AND STRUCTURE OF ORGANISATION

- (i) The NGO-GCN shall be a membership based network of organisation involved in and with the promotion and realization of gender equality and the promotion of the advancement of women in society.
- (ii) **The NGO-GCN shall have the following Permanent Committees (PCs) emanating from its (NGO-GCN) the thematic areas:**
 - a. **Women in Politics and Decision Making (WPDM)**
 - b. **Agriculture and Economic Empowerment for Women (AEEW)**
 - c. **Gender Related Laws (GRL)**
 - d. **Gender Based Violence (GBV)**
 - e. **Child Rights (CR)**
- (iii) **The Permanent Committees shall be changed upon recommendation by the Board of Trustees as might be determined necessary with the ratification of the AGM Members of the organisation shall be required to pay an annual membership fee as agreed by the Annual General Meeting.**
- (iv) **A bona-fide member of the NGO-GCN** will be an NGO or a Civil Society Organisation (CSO) which is not in arrears in its membership dues for a period of more 3 or more months after payment of the membership fee became due.
- (v) The NGO-GCN shall have the following governance structures
 - a. Annual General Meeting which shall be the supreme authority of the Trust.
 - b. The Board of Trustees which shall be elected by the Annual General Meeting in accordance with this Constitution and any rules and

regulations made under it and which shall have delegated powers of the Annual General Meeting in between its AGMs.

c. The Board shall have the following committees to provide oversight in relevant matters:

i. Finance and Audit Sub-Committee whose terms of reference shall be:

- a. Scrutinising the Network's budget for the Board's approval
- b. Controlling expenditures on budget line terms
- c. Checking financial reports before presentation
- d. Ensuring that accounts are ready for annual audit
- e. Receiving audited reports and presenting the same to the board
- f. Preparing annual budgets
- g. Commissioning internal audit
- h. Facilitating procurement of major assets
- i. Developing financial manual for NGO-GCN

ii. Administration Sub-Committee whose terms of reference shall be:

- a. Facilitating staff induction
- b. Reviewing the NGO-GCN strategic plan
- c. Conduct disciplinary hearings and make recommendations to the board for action
- d. Developing and reviewing terms and conditions of service and the administrative and procedures manual for the secretariat
- e. Noting gaps in the constitution and keeping the same for review
- f. Reviewing membership applications and submitting recommendation to the board

d. The terms of reference as in Article 5 (c) (i) and (ii) shall be reviewed by the Board of Trustees from time to time.

- e. The Secretariat which shall be the operational hub of the Network shall be directly answerable to the Board of Trustees

ARTICLE 6

ANNUAL GENERAL MEETING

- (i) The Annual General Meeting (AGM) shall be the supreme authority on the organisation's structure..
- (ii) The AGM shall have the power to ratify and amend any and all parts of this constitution.
- (iii) The AGM shall have the power to decide on amalgamation of the NGO-GCN with any other institution.
- (iv) The AGM shall have the power to decide on the dissolution of the NGO-GCN but a decision to dissolve the NGO-GCN shall only be made through a special resolution carried by two-thirds majority of members present at the Special General Meeting specially called for that purpose.
- (v) The AGM shall elect every three years members of the Board of Trustees in accordance with this Constitution or any rules and regulations made under it.
- (vi) The AGM shall have powers to pass a resolution of a vote of no confidence regarding any of the offices of the Board of Trustees or the entire Board but a resolution that can effect the dissolution of the entire NGO-GCN Board of Trustees and institute a new Board of Trustees shall only be carried upon the tabling of a special resolution at the Annual General Meeting and upon two-thirds majority of members present voting in favour of such resolution.

Where a resolution to dissolve the entire Board has been passed, the AGM shall appoint an interim Board of Trustees which shall within a period of 6 months organise an AGM where elections for the Board of Trustees in accordance with this Constitution shall be done.
- (vii) The AGM shall receive recommendations from the Board of Trustees regarding new applications for membership of NGO-GCN.
- (viii) The membership by an NGO or CSO to the NGO-GCN shall be indorsed by the AGM upon analysis and scrutiny of the objectives and activities of an individual NGO or CSO in relation to promotion of NGO-GCN objectives.
- (ix) The AGM shall review its membership from time to time in respect of the objects and ideals of the NGO-GCN and the objects and ideals of the member as well as the commitment of the member to paying of annual membership fee within the stipulated time after it becomes due.
- (x) Only bona-fide members of the NGO-GCN shall have the right to attend and deliberate in sessions of the AGM as well as be eligible to elect and be elected to serve on the Board of Trustees.
- (xi) The AGM shall agree on the rate of annual subscription to NGO-GCN, which shall come into force the next financial year.

- (xii) The AGM shall establish any committee as it may determine from time to time for a specific task that can further promote the objectives of NGO-GCN.
- (xiii) The AGM shall receive the reports from the Board of Trustees including Audited Accounts and a Trustees Report to be presented for the previous financial year.
- (xiv) The AGM shall be called on a written notice issued by the Secretariat of a period not less than 30 calendar days.
- (xv) All business at the AGM shall be ordinary business as set out in the notified agenda and the AGM shall only discuss special business if notification has been given to the Secretariat within 21 days of the date of the AGM provided always that the AGM may discuss any special or other business upon a special resolution carried by a two-thirds majority in support.

ARTICLE 7

SPECIAL AND EXTRAORDINARY GENERAL MEETING

- (i) A Special or Extraordinary General Meeting may be convened by NGO-GCN on receipt by the Board of Trustees of a request for such a meeting signed by the Chairperson of the Board of Trustees and not less than half of the NGOs and CSOs which are in full membership of the NGO-GCN.
- (ii) The Special or Extraordinary General Meeting shall only debate and have power to decide on matters which for which it has specially been called.
- (iii) A Special or Extraordinary General Meeting shall be called on a written notice issued by the Secretariat of a period not less than 14 calendar days.
- (iv) Save for the above, the Special or Extraordinary General Meeting shall have all the power and be conducted as an AGM.

ARTICLE 8

COMPOSITION AND POWERS OF THE BOARD OF TRUSTEES

- (i) There shall be a Board of Trustees composed of :
- a. Chairperson
 - b. Vice Chairperson
 - c. Treasurer
 - d. Chairperson of each of the following Permanent Committees shall be ex-officio member :
 - Child Rights
 - Gender Based Violence
 - Women Empowerment
 - Agriculture and Economic Empowerment for Women
 - Gender related Laws
 - e. The Network Coordinator shall be the Secretary of the NGO-GCN and shall be an ex-official member of the Board of Trustees:
- (ii) In addition to powers conferred upon the Trustees elsewhere in the Constitution, the Trustees shall have the following powers:
- a. To fill in any causal vacancy in the Board of Trustees from among eligible members of the NGO-GCN.
 - b. To disqualify any NGOGCN member or organisation on the grounds of engaging in any activity, political or otherwise, which interferes and conflicts the network's values and mission, according to the network's Code of Conduct
 - a. To participate in fundraising for the organisation
 - b. To oversee the management of the NGO-GCN.
 - c. To appoint the Network Coordinator and other senior officers in the Secretariat.
 - d. To vary from time to time any investments made pursuant hereof and/or receive and collect any income or interest or other dues, which may accrue, to the organization.
 - e. To operate any bank account and issue or deal in any negotiable instruments.
 - f. To borrow money, and to mortgage or charge Trust's undertaking and property or any part thereof, and to enter into any financial transaction

whether outright or as security for any debt, liability or obligation of the NGO-GCN.

- g. To receive or on its own volition, propose amendments to this Constitution which shall be tabled for ratification at an AGM;
 - h. To participate in lobbying, advocacy and other activities of the organisation.
 - i. To approve investment, accounting and other policies of the organization.
 - j. To make such rules and regulations as they may consider proper for the regulation of their meetings and for the management of the affairs of NGO-GCN and to rescind or amend such rules.
 - k. To ensure that the assets of NGO-GCN are kept in good order, and within the control of NGO-GCN and are being used in a way, which furthers the objectives of NGO-GCN.
 - l. The AGM shall receive recommendations from the Board of Trustees regarding new applications for membership of NGO-GCN.
- (iii) The funds and the property of the organisation shall be vested in the Board of Trustees.
 - (iv) The Treasurer shall be responsible for and be the custodian of all the finances of the NGO-GCN and shall provide quarterly reports to the Board of the Trust's finances.
 - (v) The Chairperson and the Treasurer or any other Trustees appointed in writing by the Chairperson together with the Network Coordinator shall be signatories of the organization's accounts.

ARTICLE 9

MEETING OF THE BOARD OF TRUSTEES

- (i) The Trustees shall hold ordinary meetings at least four times a year and every notice for such meetings shall be in writing signed by the Secretary and shall convey a standard agenda, time and place of the meeting.
- (ii) A quorum at a meeting of the Trustees shall be constituted by a simple majority of the Trustees.
- (iii) The Trustees shall hold extraordinary meetings at the insistence of the Chairperson or any number of Trustees constituting a simple majority.

- (iv) The Trustees shall deliberate and decide on matters concerning proposals for disposal of any aging or absolute assets of the organisation. Such decisions shall be passed by a two-thirds majority of the Trustees at any particular time.
- (v) Decisions of the Trustees shall be taken by a majority of the votes of the Trustees present and voting and the Chairperson shall have a casting vote in addition to a deliberative vote.
- (vi) The Network Coordinator, being Secretary to the Board of Trustees shall take minutes or cause minutes of all meetings held by the Trustees to be taken.
- (vii) Minutes of the Board of Trustees shall be circulated by the Secretary together with the notices for the next Board Meeting at which the minutes shall be signed by the Chairperson and Secretary after being adopted.
- (viii) At least 21 days written notice shall be given for the meetings of the Trustees.

ARTICLE 10

EXECUTION OF INSTRUMENTS

The Board of Trustees shall have the power to execute such instruments that it may consider proper and fit for the achievement of any or all of the objectives above.

ARTICLE 11

TENURE AND ELECTION OF BOARD OF TRUSTEES

- (i) The election of the Board and any appointment of new Trustees shall be made in accordance with this Constitution and once elected a Trustee shall hold office for 3 terms of 3 years each unless disqualified in accordance with this Constitution or by any other applicable written law.**
- (ii) The out-going Board of Trustees shall for the purpose of smooth operation of the electoral process appoint an electoral committee composed of persons with no interest in the outcome of the elections to oversee the elections as well as promulgate rules and regulations for the conduct of elections provided that such rules or regulations shall first be tabled and adopted by the AGM prior to the elections.
- (iii) The elections shall be presided over by an independent person well versed in legal or constitutional or electoral issues.
- (iv) The Electoral Committee shall at the AGM where elections will take place receive nomination from bona-fide members for election to any position.
- (v) Elections of the Board shall start with the election of the Chairperson and proceed in accordance with progression of offices as provided in Article 8

- (vi) The declaration by the presiding officer that a candidate has won shall be taken to be conclusive proof of the outcome of the poll.
- (vii) The candidate who polls the highest number of votes using the first-past-the-post rule shall be declared the winner; and in case of a tie, the candidates who are tied with the most votes will contest in another round of voting but should no winner emerge after a third recast of votes, lots shall be drawn.
- (viii) The Secretariat shall safely and securely keep all cast ballots for a period of not less than 1 year.
- (ix) Election to the Board of Trustees shall be by nomination of or by a member but a particular nominated person has been elected, the Trusteeship shall not automatically be transferrable should such a Trustee resign or otherwise stop working or being a member of the NGO or CSO due to any reason whatsoever..
- (x) The Board of Trustees shall consist of committed persons chosen from among its paid membership for their ability, experience in their professions and their interest in gender related matters.

ARTICLE 12

DISQUALIFICATION AND RESIGNATION FROM OFFICE

- (i) The Board of Trustees may remove any Trustees for any of the following reasons:
 - a. None attendance of three consecutive Board meetings without providing valid reasons;
 - b. Dishonesty
 - c. Upon being declared bankrupt;
 - d. Holding a position in any political party registered in Malawi;
 - e. Criminal conviction involving moral turpitude within the last 2 years by a Court of competent jurisdiction.
- (ii) A Trustee may resign his or her office by giving one-month notice in writing to the Board.

ARTICLE 13

APPOINTMENT OF NEW TRUSTEES

The Board of Trustees shall have the power to appoint new Trustees from among its paid membership to fill any casual vacancy arising in the Board.

ARTICLE 14

REIMBURSEMENT OF COSTS

The Board of Trustees shall not be entitled to receive remuneration out of the funds of the organisation but shall be reimbursed out of the organisation's funds for expenses incurred by them for attending meetings of the Trustees and attending to other duties on behalf of the NGO-GCN.

ARTICLE 15

SECRETARIAT

- (i) There shall be a secretariat of the NGO-GCN that shall be responsible for the overall management and general administration of all matters of the organization.
- (ii) The Secretariat shall be composed of, among others, the following:
 - Network Coordinator
 - Finance Officer
 - Administrative Assistant
 - Communications Officer
 - And such other officers as the Board of Trustees may appoint.
- (iii) The Secretariat shall be answerable to and report through the Network Coordinator to the Board of Trustees:

ARTICLE 16

NETWORK COORDINATOR AND OTHER STAFF

- (i) The Trustees shall appoint Network Coordinator and other staff as stipulated under Article 14 (ii)
- (ii) The Terms and Conditions of Service of the employees shall be determined by the Trustees.
- (iii) The Network Coordinator shall be the Secretary of the Board and in that capacity shall be an ex-officio member of the Board of Trustees.
- (iv) The Network Coordinator shall advise the NGO-GCN Annual General Meeting, Board of Trustees and any other committees on any matter concerning the organization as may be required from time to time.
- (v) The Network Coordinator shall be responsible to the Board of Trustees for the administration and management of the affairs of NGO-GCN.

- (vi) The Network Coordinator together with the Chairperson and the Treasurer or any other Trustees appointed in writing by the Chairperson, shall be signatories of the organization's accounts.
- (vii) The Network Coordinator shall negotiate agreements or contracts with any other agent, donor, Government on behalf of **NGO-GCN** provided that she or he shall seek authority to do so from the Board of Trustees through the Chairperson.
- (vii) No Agreement or contract shall be binding on NGO-GCN unless it is signed by Chairperson of the Board of Trustees alongside any other elected trustees and the Network Coordinator.

ARTICLE 17

COMMON SEAL

- (i) The common seal of the organisation shall not be affixed to any instrument except by the Secretary or Chairperson of the Board or any Trustee for the time being authorized in that behalf by the Board of Trustees and the person affixing the seal shall sign the instrument to which the common seal is affixed.
- (ii) The common seal of the organisation shall be kept under lock and key and there shall be kept and maintained a register of all instruments to which the common seal has been affixed.
- (iii) The Secretary of the Board shall be the custodian of the common seal.

ARTICLE 18

LOGO

The organisation shall have a logo as approved by the Board of Trustees.

ARTICLE 19

FINANCES

- (i) **The financial year of the organisation shall be from 1st January to 31st December in each year.**
- (ii) The revenue of the organisation shall be from the subscription, donation, funds from income-generating activities and loans or credit granted by any other person or institution.
- (iii) Subject to Article 8(iv), the Network Coordinator shall collect, receive and deposit all the money and funds of the organisation in the bank account that is approved by the Trustees.

ARTICLE 20

AUDIT

- (i) The accounts of the organisation shall be audited by a duly qualified auditor appointed at the Annual General Meeting.
- (ii) The auditor shall have access to all books of accounts and other financial documents of the organisation.

ARTICLE 21

AFFILIATION AND FRATERNAL LINKS

- (i) The organisation shall be affiliated to any other organizations with similar objectives to it.
- (ii) The organisations shall maintain fraternal links with any other organisations with similar objectives to it.
- (iii) The Board of Trustees shall make a report at each AGM regarding the status of the organisation's affiliations and fraternal linkages with various organisations.

ARTICLE 22

AMENDMENTS

This Constitution may not be amended except by a special resolution of the Annual General Meeting which has been passed by two-thirds majority.

ARTICLE 23

INDEMNITY

- (i) The Board of Trustees, every Trustee and employee of the Trust acting with the full authority of the Trust in a matter concerning it shall be indemnified by the Trust out of its funds any liability incurred by such Trustee, Board of Trustees or employee as the case may be arising from the claims by the third parties.
- (ii) Trustees and employees shall not be personally liable for any act or default of theirs of the Trust done in the exercise, in good faith, of the legitimate functions of the Trust.

ARTICLE 24

DISSOLUTION

- (i) The Trustees may receive proposals through a special resolution to dissolve the organisation provided that six (6) months written notice to dissolve the organisation shall be served to the members so that representation by any party may have been made to the Board of Trustees. Such representations shall be made within fourteen (14) days of receipt of the notice and not less than sixty (60) days to the expiry of the six (6) months notice. Upon exhausting these processes, the Trustees shall table the proposals for deliberation at a Special or Extraordinary General Meeting specially called for this.

- (ii) Upon dissolution of the organisation, the assets remaining after the payment of provision for payment of all debts and liabilities of the organisation shall be given to other organisation or organisations with the same objectives as the Trust as the special general Meeting shall deem fit.

CERTIFIED AS TRUE COPY OF THE CONSTITUTION OF THE REGISTERED

**TRUSTEES OF NGO-GCN AS AMENDED in 2011: Amendments adopted on
February 21, 2011**

SIGNED on behalf of the Board of Trustees of NGO-GCN

on this..... day of 2011

SIGNATURE.

SIGNATURE.....

**NAME.....
CHAIRPERSON
BOARD OF TRUSTEES**

**NAME.....
SECRETARY
BOARD OF TRUSTEES**