

CONSTITUTION OF THE FEDERATION OF DISABILITY ORGANISATIONS IN MALAWI

ARTICLE 1: NAME

The name of the organization shall be The Federation of Disability Organizations in Malawi (herein after referred to as FEDOMA or The Federation).

ARTICLE 2: REGISTERED OFFICE AND ADDRESS

The Registered office of The Federation shall be situated in any town in Malawi as may be decided by the General Assembly. For the meantime the registered address of the Federation shall be P.O. Box 2284, Blantyre, Malawi, which may be determined by the executive Council subject 2(1) of the Constitution of the Federation.

ARTICLE 3: MISSION STATEMENT

1. The mission statement of the Federation shall be to enhance the welfare of all persons with disabilities and enable them to assume their rightful role in society.

2. OBJECTIVES OF THE FEDERATION

- a) To support and encourage the formation of persons with disabilities organisations in Malawi and to strengthen the existing ones.
- b) To promote and coordinate development efforts and self-help projects among persons with disabilities and their organisations.
- c) Co-ordinate the work for equal rights and equalisation of opportunities for persons with disabilities in Malawi society.
- d) Promote training of leaders of the organisations and the administrative personnel.
- e) To promote, support and complement government policies and programmes directed at persons with disabilities.
- f) Facilitate the exchange of information in the field of disability through

research, civic education programmes and seminars.

- g) Affiliate and cooperate with other regional, national and international organisations that work in disability.
- h) To promote and encourage representation and participation of gender and youth within disability organizations.

ARTICLE 4: POWERS OF THE FEDERATION

1. The federation shall, subject to the general and specific directions at the executive committee have the following powers:
 - a) Act as a think tank for policy formulation relating to promotion of the welfare for persons with disabilities. To this effect it will depend on information and expertise from organizations of persons with different disabilities e.g. visually impaired, physical disabled, hearing impaired etc.
 - b) Provide training functionaries of constituent organizations.
 - c) Assist in establishing organizations of persons with disabilities which are not in operation at present where there is need to do so.
 - d) Facilitate co-operation with other organizations within the region or globally.
 - e) Be a link organization in lobbying persons with disabilities' rights with the government and civic groups.
 - f) Assist constituent organizations in fund raising for projects.
 - g) To acquire land or property and raise funds by all lawful means for the purpose of the Federation, and have power to do all things in compatible with international, national and regional laws governing relevant trusts.
 - h) To accept, borrow or raise money for the purpose of furtherance of the objectives of the Federation.

ARTICLE 5: MEMBERSHIP:

- A. Membership of the federation shall be subject to the approval of the executive

council and on payment of the relevant subscription fees as follows:

I. ORDINARY MEMBERSHIP

- a) Members will include disability organizations in Malawi that have a written constitution with clear objectives promoting the welfare of persons with Disabilities. They will be registered and legally recognized by the government.
- b) The disabled persons organizations will have no less than 25 members
- c) Disabled Peoples Organisations should be governed by a majority of disabled people.
- d) Organisations should have an operational base with a clear postal address and bank account with a reputable bank in Malawi
- e) Ordinary members will be recognized as full members by the executive council on payment of an annual subscription fee. The quantum of membership fees shall be determined from time to time by the General Assembly of the Federation

II. . ASSOCIATE MEMBERSHIP

- a) Associate and temporary membership may be granted to other organizations or clubs which subscribe to the philosophy and principles of the Federation.
- b) Groups and organizations of parents and friends representing children with disabilities or adults with learning disabilities shall constitute associate membership.
- c) Associate members will be recognized as associates by the executive council on payment of an annual subscription fee. The quantum of associate membership fees shall be determined from time to time by the General Assembly of the Federation
- d) Associate members will participate in General Assemblies but will have no voting powers.
- e) Associate membership will cease upon their resignation or in non-compliance with FEDOMA's principles or failure to pay sub-scription..

25.01.03 General Assembly agreed to an Ordinary membership fee of 5,000 Malawi Kwacha per annum and Associate membership fee of 4,000 Malawi Kwacha per annum.

III. . HONORARY MEMBERSHIP

- a) The Council may at its discretion award honorary membership of the federation in recognition of their work and contribution to the disability movement. These members have no voting powers and are exempt from the payment of all forms of fees.

CODE OF CONDUCT OF MEMBER ORGANISATIONS.

- B. Any member following receipt of a verbal and written warning from the executive council may be expelled from membership and if 2/3 majority of the general assembly resolves that such a member should be expelled on the grounds that their conduct has adversely affected the reputation or dignity of the Federation or they have been in breach of the Federations constitution.
- C. The Executive council shall have the power to suspend a member from membership until the next Annual General Meeting following such a suspension a member organization whose expulsion is proposed shall have the right to address the meeting in which its expulsion is considered.
- D. Any member organization failing to pay the annual subscription fee following a verbal and written reminder shall result in the termination of their membership with FEDOMA.
- E. Any member organization desiring to resign from the Federation of Disabled Organisations of Malawi shall submit a resignation letter to the Chair person of the council and the letter will be brought before the council for discussion. Resignation will take effect following recognition by the council. The membership will not be entitled to a refund of its subscription or any part of it. Re-admission will be at the discretion of the executive council.

ARTICLE 6: ORGANIZATIONAL STRUCTURE/GOVERNING BODIES

The organs of the Federation shall consist of:

- a) General Assembly

- b) Central Executive Council
- c) The Secretariat

ARTICLE 7: GENERAL ASSEMBLY

1. The supreme governing authority of the Federation shall be rested in the General Assembly which is to be convened at least once every four years. Extra-ordinary General Assemblies could be called anytime upon request by the Central Executive Council or by at least one third of the total membership of the Federation.
2. The General Assembly shall comprise of:
 - a) Two voting disability delegates from each disability organization.
 - b) All members of the Central Executive Council.
 - c) Any number of observers from any organization with interest in disability issues according to the Federation Constitution.
3. The Chairperson of the Central Executive Council shall be the chairperson of the General Assembly.
4. The functions of the General Assembly shall include:
 - a) Election of the Central Executive Council every four years to reflect both cross disability balance.
 - b) Amendments to the constitution.
 - c) Consideration of the Central Executive Council's report, together with audited accounts for the same period.
 - d) Appointment of advisers in a relevant discipline for the furtherance of the objectives of the Federation on the recommendations of the Central Executive Council.
 - e) Determination of membership to the Federation on the advice of the Central Executive Council.
 - f) Adoption of Plan of Action, Resolutions and motions.

5. The quorum of the General Assembly shall be 2/3rds of the disability organizations that constitute the membership of the Federation.

ARTICLE 8. PROCEDURE AT THE GENERAL ASSEMBLY

I. VOTING

- a) Each ordinary member organization shall be entitled to 2 voting representatives at the General Assembly. Gender balance must be considered in the selection of the two.
- b) All questions shall be decided by a simple majority vote except for constitutional amendments and proposal for dissolution of FEDOMA.
- c) Abstentions shall be ignored when counting votes.
- d) Voting shall be by secret ballot. This applies to voting on issues as well as in general elections.
- e) A quorum shall consist of 2/3rds of members with voting rights.

2. ELECTION

- a) Only full members who have been nominated by two members of the society shall be eligible for election to the executive council.
- b) Nomination papers shall be circulated to the members at least 21 days before the election provided that if no such nominations are received in time the chairman with the concurrence of the general Assembly meeting may receive and accept nominations at the meeting at which elections are to be held.
- c) The candidates shall be entitled to introduce themselves to the general Assembly meeting before voting takes place.
- d) At the General Assembly meeting the chairman shall appoint a returning officer who shall conduct the election.
- e) Each member shall cast one vote for each of the positions vied for.
- f) For the first five key positions of the executive council seats shall be selected on merit there after seats for committee members shall be selected for cross disability representation.

- g) The candidate with the greatest number of votes shall be declared the winner.

ARTICLE 9: EXECUTIVE COUNCIL

1. The Central Executive Council shall govern the Federation on behalf of the General Assembly.
2. The Central Executive Council shall be responsible for the management of the affairs of the Federation.
3. The Central Executive Council shall meet at such a time and place as deemed necessary.
4. The quorum of members at the Central Executive Council meetings shall be 2/3rds of the members of the Council.
5. The Central Executive Council shall be elected by the General Assembly through a secret ballot for a term of four years.
6. Any member of the executive committee who is absent from three consecutive meetings without notifying the secretary shall be deemed to have ceased to be a member of the executive council.
7. Vacancy's within the council will be filled immediately by an "acting" member the position will be endorsed or voted for again at the next Annual General Meeting.
8. **The Central Executive Council shall consist of:**
 - a) Chairperson
 - b) Deputy Chairperson
 - c) Secretary
 - d) Vice secretary
 - e) Treasurer
 - f) Five members
 - g) Executive Director
 - h) Past chairperson
9. The Central Executive Council after being elected by the General Assembly shall appoint the Honorary Secretary - Treasure and the Honorary Legal Advisor who shall be members of the Central Executive Council.

10. Duties of the office bearers:

- a) **Chairperson:** The Chairperson unless prevented by unusual circumstances shall preside over all of the executive council meetings and at the general meetings.
 - b) **Deputy Chairperson:** The Deputy Chairperson shall perform the duties of the chairperson in his/her absence or as otherwise delegated.
 - c) **General Secretary:** The secretary will be responsible for arranging the venues of the meetings, notifying members of the meetings, minute taking during the meetings and disseminating information.
 - d) **Vice Secretary:** In the absence of the secretary he/she shall perform all the duties of the General secretary and such other duties that shall be assigned to him/her by the General secretary or the executive council.
 - e) **Treasurer:** The treasurer shall liaise with the accountant regarding receipt and disbursement of all moneys belonging to the Federation under the direction of the executive council. Receipts shall be issued for all moneys received by the Federation and preserve vouchers for all moneys paid by him/her. The treasurer is responsible to the executive committee and the members.
11. The General Assembly shall appoint the outgoing chairperson to serve in the Central Executive Council for not more than term as the immediate past chairperson in order to safeguard continuity in the Central Executive Council.
12. The functions of the Central Executive Council shall include:
- a) The appointment of the Executive Director.
 - b) Overall control and administration of the Federation.
 - c) Consideration of all categories at membership and nominations of candidates for the General Assembly and other organs of the Federation.
 - d) Appointment of other categories of personal with the advice of the Executive Director, stipulating their conditions of service, remuneration and termination of their services.

- e) Appointment of Bankers, Legal Advisors, Consultants and other persons whose services may be considered necessary for the realizing of the objectives of the Federation.
 - f) Approval of the Annual Budget for the ensuing year.
 - g) Appointment of sub-committees as may be considered necessary for the realization of the objectives of the Federation and drawing up their terms of reference and monitoring their work.
13. Office bearers of the Federation (i.e. the Chairperson, Secretary/Treasurer and or Executive Director and Senior Officers of the Federation) may be signatories to any contracts, legal agreements or to other negotiable instruments and they may delegate this responsibility to any local office bearers, of National Assembly in each country.

ARTICLE 10: SECRETARIAT

1. The Central Executive Council shall be responsible for the appointment and, or dismissal of members of the secretariat.
2. The Executive Director of the Federation of Disabled Organisations in Malawi shall be appointed by the executive council as the head of the secretariat. The position shall be formalized with a written and signed contract that shall be subject for renewal every four years.
3. The Executive Director shall be the Chief Executive of the Federation and his/her duties shall include the following:
 - a) Overall planning, direction, control, supervision and co-ordination of the administrative work of the Federation.
 - b) Fundraising and control of finances of the Federation.
 - c) Representing the Federation at regional, National and International levels and foreign funding and development agencies for technical, financial and other forms of assistance to the Federation.
 - d) Assisting affiliates in their negotiations with Government and other policy makers for the implementation of recommendations of the Federation in particular, and generally, for the realization of the objectives of the Federation.

- e) Preparation and presentation of reports to the General Assembly.
 - f) Appoint and terminate services of support staff in liaison with the Central Executive Council.
 - g) To arrange meetings of the Central Executive Council and General Assembly, Seminars, Conferences, Symposia and other general meeting of the Federation and helping records thereof.
4. The Executive Council shall reserve power to remove the Executive Director on the grounds of incompetence neglect of duty and fraud provided that he/she shall have the right to appeal to the General Assembly.
 5. In the event of the Executive Director ceasing to discharge the duties of office of Executive Director on the grounds of resignation or any other reason, such an Executive Director shall give six months notice to the Central Executive Council in order to enable the council to appoint an assistant Executive Director or may appoint a senior member of the secretariat to act as an Executive Director pending substantive appointment thereof.
 6. The Central executive Council shall reserve the right to re-designate members of the Secretariat to other projects as may be deemed.

ARTICLE 11: GOVERNANCE STRUCTURE

1. FEDOMA shall have a Board of Trustees who must be experienced and reputable persons, well respected in the community.
2. As a guideline only not constitutionally binding, one Trustee shall be person with considerable experience working in Government, one Trustee shall be a senior officer drawn from either one indigenous or international NGO, and one trustee shall be a senior official drawn from the private sector.
3. The Interim Organizing Committee will appoint initial Trustees.
4. Trustees shall hold office for a term of four years. On retirement such trustees shall be eligible for re-election.
5. The general meeting shall have the power to remove any of these trustees.

ARTICLE 12: POWERS AND DUTIES OF TRUSTEES

1. The powers and duties of the Trustees shall be power conferred upon Board of Trustees established under the Trustees Incorporation Act, Cap 5:03 of the Laws of Malawi or under any Malawi NGO Law, as amended from time to time.
2. In addition to 12.1 above the Trustee shall:
 - a) Undertake the legal formation of the organization.
 - b) Constitute the legal entity of the organization and therefore can sue or be sued.
 - c) Be the legal custodian of all property, real and personal of the organization. This shall include ensuring accountability on resources, ensuring audits, having a clear knowledge of all donor grants and terms and conditions of the grants.
 - d) In respect of assets, Trustees shall ensure that the assets of the organization are kept in good order, are within the control of the organization, and are being used in a way, which furthers the objectives of FEDOMA.
 - e) Impingement of the chair shall be disciplined by the Trustees and suspended until the next Annual General Meeting.
 - f) Constitute or dissolve Executive Council if there is evidence that the conduct of the Board will jeopardize the good and effective management of the organization or if they believe that the Executive Council is acting outside the laws of Malawi.
 - g) Participate in fundraising for the organization by way of creating linkages.
 - h) Participate in lobbying and advocacy.
 - i) Approve any investment policy.
 - j) Carry out any fiduciary responsibilities.
 - k) Have powers to dissolve the organization provided the Article 20 is observed. Upon dissolution of the organization, Trustees shall undertake some responsibilities such as resolving to dissolve, repossession and disposal of assets and liabilities and liaison with donors and other stakeholders.
 - l) Trustees will delegate to the Executive Council's responsibility for overseeing the implementation of policies set and oversight of day-to-day management of the organization. However, notwithstanding the duty of the Executive Council to

manage the affairs of the organization, Trustees have a general duty to ensure that the Executive Council acts within the spirit and letter of this constitution.

- m) Trustees shall ensure that decisions taken by the Executive Council in respect of the organization's income, expenditure and borrowing are such that the overall financial stability of the organization is not jeopardized.
 - n) If the Executive Council decided to authorize an application for an overdraft or loan, this authorization must be countersigned by a Trustee.
3. Periodicity of meetings:
Trustees may call for a meeting whenever there is need provided that they shall meet at least twice in a year.
 4. Failure to attend meetings:
If a Trustee fails to attend three consecutive meetings, without, in the opinion of the remaining Trustees, sufficient reason, the place of the Trustee shall be declared vacant.
 5. Replacement of Trustees:
Vacancies in the Board of Trustees, however they rise, will be filled by appointment of additional Trustees by the remaining Trustees, subject to approval by the Executive Council.
 6. Trustees shall be replaced within four months of their place being declared vacant. Trustees who have retired at the end of their term of office may be re-appointed.
 7. Election of Chair:
At their first meeting after establishment, the Board of Trustees will choose a chair. The duties of the Chair will be those normally associated with office.
 8. Decisions of the Trustees:
A simple majority in a vote will ratify decisions taken by the Trustees. In the event of tie, the Chairperson shall have a casting vote over and above their normal vote. Votes will only be valid when a quorum is present. A quorum shall consist of all Trustees.

ARTICLE 13: CONDUCT OF GOVERNING BOARD MEMBERS

1. If any members of the Governing Council (including Trustees) behave in such a way as to bring the Organization into dispute they can, by majority vote at the other Executive Council Members, be dismissed from the Executive Council. In the case

of the ordinary Executive Council Members who are representing the member organizations for whom they work, they shall be replaced by another representative of the organization.

In the case of Trustees their position declared a casual vacancy. In the case of Trustees, dismissal from the Executive Council shall also include dismissal from the Board of Trustees and their place shall be declared vacant.

ARTICLE 14: MEETINGS OF THE BOARD

1. Periodicity of meetings:
The Executive Council will meet at least four times a year.
2. Place of meetings:
All meetings of Trustees and of the Council shall be held at the principle office of the organization or at other place or places as the Trustees or the Council may determine.
3. Notice of meetings:
 - a) Meetings at the Board of Trustees and the Executive Council shall be called by their respective chairs.
 - b) At least seven days written notice, exclusive of this day of service for such notice, shall be given at all meetings of the Trustees and the Council to all members together with minutes at any previous meetings.
 - c) The notice shall specify the place, date and hour of meeting and nature of business to be transacted (agenda) and it shall be signed by the Secretary.
 - d) Failure to give written notices at any meeting shall not render the proceedings at that meeting void.
4. Quorum
At least 2/3rds of the member shall constitute a quorum. This includes an ex-officio members.
5. Decisions of the board
Where there is controversy, decisions taken by the Executive Council shall be ratified by a vote. In the event of a tie, the Chairperson shall have a casting vote over and above their normal vote. Votes will only be valid when a quorum is present.
6. Minutes of Executive Council meetings.
Proper minutes of all proceedings at the meetings shall be kept by the Secretary. A

duly signed copy of all minutes of meetings of Trustees and of the Council shall be filed by the Secretary and by the Executive Director if he/she is not the Secretary.

7. Resolutions in writing
Subject to the provisions at any written law in force in Malawi from time to time, a resolution in writing signed by all Trustees or all members of the Executive Council shall be as valid and effective as if the same had been passed at a properly convened meeting of the Board.
8. Failure to attend executive Council meetings:
If an Executive Council member fails to attend three consecutive meetings without, in the opinion of the majority of the remaining Executive Council members, sufficient reason, the place of that member shall be declared a casual vacancy.
9. Absence of the Chairperson at board meetings.
In the event that neither the Chairperson nor their vice if present at a meeting of the Executive Council, those members present shall at the beginning of the meeting appoint a temporary chair who shall remain chair for the duration of that meeting only.

ARTICLE 15: ACCOUNTS AND AUDIT

The Central Executive Council shall cause proper, accurate and up-to-date books of accounts to be kept and income and expenditure accounts and balance sheets to be prepared, audited to relevant entities annually.

The Accountant/Finance manager has the right of Direct Access to the Trustees where he/she feels this to be necessary, providing the channels of communication between the Accountant/Finance Manager and the Programme Director and the Executive Council have been exhausted.

ARTICLE 16: TRANSPARENCY

The registered Trustees of FEDOMA will have financial systems and controls which allow it to have transparent accounts which show where funds have come from and how they have been disbursed. The organization shall produce regular project reports and accounting statements for donors and these shall be made available to stakeholders and others at request. Annual audited accounts will be published and be available upon request to all stakeholders.

ARTICLE 17: AUDITORS

In accordance with the law from time to time in force in Malawi, a certified Public Accountant shall be appointed by the Executive Council to audit the books of accounts annually and they shall send their report to the Central Executive Council.

ARTICLE 18: THE COMMON SEAL

The registered Trustees of FEDOMA shall have a common seal, which shall consist of an embossed stamp with the formal title of the organization.

The Executive Council shall provide for safe custody of the seal which shall only be used by the authority of the Council or of any special committee appointed and authorized in that behalf. Every instrument to which the seal shall be affixed shall be signed by two members of the Executive Council.

ARTICLE 19: AMENDMENT

The Constitution of the registered Trustees of FEDOMA may be amended at General Assembly meetings of the organization.

Notification of the wording of proposed amendments must be sent to General Assembly Members with notification of the meeting.

Three quarters majority in favour of amendments is required for them to be approved.

Normally, implementation of constitutional changes will come into force following the meetings at which the amendments have been agreed.

ARTICLE 20: INDEMNITY

Every Trustee or member of the Executive Council shall be entitled to be indemnified out of the assets or funds of the organization against all losses or liabilities which he may sanction or incur in or about the execution of his/her duties and no personal liability shall attach to any member or officer while carrying out his duties as designated by the Council.

ARTICLE 21: DISSOLUTION AND DISTRIBUTION OF ASSETS

1. The Board of Trustees may resolve to dissolve the organization provided that six

months written notice of its intention to dissolve the organization shall be served so that any representations of any interested party may be made. Such representations shall be made within 14 days of receipt of the notice and not less than 60 days to the expiry of the six months notice.

2. Upon the dissolution or winding-up at the organisation, the assets remaining after the payment or provision for payment of all debts and liabilities of the organization shall be put into the sole control of the Board of Trustees of the Organization who shall, after consultation with interest donors decide as to the disposition thereof. The remaining assets shall not be distributed amongst individuals or organizations who are members of the General Assembly.
3. Remaining assets shall be given to some other NGO or NGOs in equal share or otherwise, having objectives similar to those of FEDOMA who shall prohibit distribution of the said assets among their members.

If such an NGO cannot be identified then assets shall be transferred to some other charitable organization that shall also prohibit of said assets among its members .

ARTICLE 22: BY-LAWS

There is provision for the formulation of the By-Laws to this Constitution hereafter.