

THE CONSTITUTION OF THE COUNCIL
FOR
NON-GOVERNMENTAL ORGANIZATIONS IN MALAWI

CONSTITUTION OF THE COUNCIL FOR NON-GOVERNMENTAL
ORGANIZATIONS IN MALAWI

ARRANGEMENT OF SECTIONS

Section

CHAPTER 1

CONGOMA THE ORGANIZATION

1. Name of organization
2. Mission statement
3. Objectives of CONGOMA
4. Common seal

CHAPTER 2

MEMBERSHIP OF CONGOMA

5. Categories of membership
6. Procedure for acceptance in the membership
7. Failure to pay dues
8. Dues in arrears
9. Expulsion from membership
10. Safeguards against dismissal
11. Appeal
12. Resignation from membership

CHAPTER 3

GOVERNANCE OF CONGOMA

13. Authority of members
14. Annual General Meeting
15. Quorum at Annual General Meeting
16. Duties of Annual General Meeting
17. Notice of meetings
18. Request for Special General Meeting
19. Request from Trustees for Special General Meeting
20. Request from Governing Council for Special General Meeting
21. Notification of Special General Meeting

CHAPTER 4

POWERS OF CONGOMA

22. Powers of CONGOMA

CHAPTER 5

TRUSTEES OF CONGOMA

23. Trustees of CONGOMA
24. Right to see documentation
25. Right to suspend Governing Council

26. Right to report to Special General Meeting
27. Right to nominate honorary members
28. Duties of Trustees in respect of assets
29. Duty of Trustees in respect of loans and overdrafts
30. General oversight of CONGOMA
31. Number of Trustees
32. Qualifications of Trustees
33. Tenure of office of Trustees
34. Re-election
35. Failure to attend meetings of Trustees
36. Election of Chairperson and Vice-Chairperson
37. Quorum
38. Number of meetings
39. Casual vacancy

CHAPTER 6

GOVERNING COUNCIL OF CONGOMA

40. Duties of Governing Council
41. Number of members of Governing Council
42. Qualification to serve on Governing Council
43. Nomination from elected NGOs
44. Qualification to serve on Governing Council
45. Tenure of office of members of Governing Council

46. Re-election
47. Failure to attend meetings
48. Quorum at meetings of Governing Council
49. Election of Chairperson and Vice-Chairperson
50. Role of Chairperson of CONGOMA
51. Meetings of Governing Council
52. Casual vacancy
53. Standing Committees and other committees

CHAPTER 7

REGIONAL GOVERNANCE OF CONGOMA

54. Regional meetings
55. Regional Committees
56. Duties of Regional Committees
57. Chairperson and Vice-Chairperson of Regional Committees

CHAPTER 8

STANDARDS COMMITTEES OF CONGOMA

58. Standards Committee
59. Duties of Standards Committee
60. Number of members on Standards Committee
61. Qualifications to serve on Standards Committee
62. Selection of individuals to serve on Standards Committee

63. Tenure of office of Standards Committee
64. Terms of reference of members of Standards Committee
65. Meetings of Standards Committee

CHAPTER 9

FINANCE AND ADMINISTRATION COMMITTEE

66. Finance and Administration Committee
67. Duties of Finance and Administration Committee
68. Members of Finance and Administration Committee
69. Qualification to serve on Finance and Administration Committee
70. Selection of individuals to serve on Finance and Administration Committee
71. Tenure of office of members of Finance and Administration Committee
72. Terms of reference of Finance and Administration Committee

CHAPTER 10

ELECTION TO NATIONAL OFFICES IN CONGOMA

73. Elections to national offices
74. Format of nominations
75. Timing of nominations
76. Publication of names of those seeking election
77. Voting forms and procedures
78. Successful candidates
79. Publications of successful candidates' names

80. Election returning officer

CHAPTER 11

FINANCIAL CONTROLS

81. Financial systems
82. Annual report
83. Transparency
84. Accountability
85. Accessibility

CHAPTER 12

CONGOMA SECRETARIAT

86. CONGOMA Secretariat
87. Duties of Secretariat
88. Executive Secretary

CHAPTER 13

AMENDMENT OF THIS CONSTITUTION

89. Amendment procedure

CHAPTER 14

DISSOLUTION OF CONGOMA

90. Dissolution of CONGOMA

Introduction and Preamble to the Constitution

The Council for Non-Governmental Organizations in Malawi (hereinafter referred to as "CONGOMA") is a Membership Organization established by and for Non-Governmental Organizations in Malawi. It is owned and controlled by Full Members. Members join CONGOMA on a voluntary basis.

The control, accountability and responsibility for ongoing operations of CONGOMA are exercised on behalf of CONGOMA Members by Trustees, a Governing Council, a Finance and Administration Committee and a Standards Committee chosen by Membership, elected by them and accountable to them. Trustees, Governors and Committee Members are unpaid.

Implementation of CONGOMA operations is undertaken by a Secretariat composed of professional paid staff.

The Non-Governmental Organizations which comprise the Membership of CONGOMA are separate autonomous organizations. All have development of, or in, Malawi as their wider objective, but the natural and size of the individual organizations, the sectors and geographical locations they work in, and the methods they use vary widely. This autonomy and wide diversity is strength and through it the NGO Community has the potential to contribute significantly to development in Malawi. It is to maximize strengths and to minimize weaknesses that CONGOMA has been created.

CHAPTER 1

CONGOMA THE ORGANIZATION

Name of
Organization

1. The name of the Association is the Council of Non-Governmental Organizations in Malawi.

Mission
Statement

2. The Mission Statement of CONGOMA is to enhance and maximize the potential and actual impact which CONGOMA Members can and do have upon development in Malawi, through mutual support between NGOs.

Objectives
of
CONGOMA

3. The objectives of CONGOMA are -

- (a) to enhance and improve operational environments within which NGOs function;
- (b) to promote and facilitate coordination, collaboration and cooperation within the NGO Community, and between the NGO Community, the Government, the Donor Community and the commercial sectors within Malawi;
- (c) to further the standing of NGOs as competent, professional and suitable agents of development;

and

- (d) to support Member NGOs to become institutionally strong.

Common Seal

- 4. The Governance of CONGOMA shall have a common seal which shall consist of an endorsed stamp with the formal title of the organization. The Seal shall be kept in a safe place and shall not be used to endorse any document without the permission of the Trustees of CONGOMA.

CHAPTER 2

MEMBERSHIP OF CONGOMA

Categories of Membership

- 5. CONGOMA shall have the following categories of membership -
 - (a) full membership of CONGOMA shall be open to all Organizations which apply for Membership, which satisfy the definition of an NGO as contained in the Act regulating, and, which adhere to the Code of Conduct for NGOs in Malawi;
 - (b) associate membership shall be open to

organizations, not being NGOs, but which have similar intentions as NGOs in respect of the social development of Malawi and a concern for disadvantaged groups;

(c) guest membership shall be open to NGOs which are temporarily working within Malawi and which would not otherwise wish to take up full membership of CONGOMA; and

(d) honorary membership shall be open to individuals whom CONGOMA wishes to honour for outstanding contribution to the development of the NGO community in Malawi.

Procedures
for
acceptance
in the
Membership

6. - (1) NGOs seeking membership of CONGOMA should furnish CONGOMA Secretariat with a copy of their Constitution, a letter of approval from the Government to operate as an NGO in Malawi, their Certificate of Incorporation in Malawi and/or their Agreement with the Government of Malawi.

(2) Applications shall be considered at the next meeting of the Governing Council following receipt of the

application.

(3) Membership shall be attained when NGOs pay their membership dues in full.

(4) Successful applicants shall be sent an invoice showing the due relevant membership fee. Date of membership shall be from the date of receipt of the Membership fee.

Failure to
pay dues

7. Members failing to pay their membership dues within three calendar months after receipt of a warning letter from CONGOMA in respect of the invoice shall be deemed to have cancelled their membership and shall be ineligible for benefits of membership or to participate in the governance of CONGOMA.

Dues in
arrears

8. Members who fail to pay their membership fee in any one year, and have not formally resigned from membership as shown in Article 12 shall be required to pay arrears in subscriptions before being accepted back into membership.

Expulsion
from
membership

9. The Governing Council shall have powers to expel from membership any member whose conduct the Governing Council, on receipt of a recommendation from the Standards Committee,

considers to bring CONGOMA into disrepute: Provided that no member shall be expelled without being given a chance to be heard.

Safeguards
against
dismissal

10. The Chairperson of any NGO against whom charges of bringing the NGO Community into disrepute are laid shall be given twenty working days notice of the Governing Council Meeting at which the case will be heard. The Chairperson of the NGO concerned shall be entitled to attend the meeting of the Governing Council together with up to two other persons.

Appeal

11. An NGO which has been expelled may appeal to the Annual General Meeting of CONGOMA. The decision of the Annual General Meeting shall be final and binding.

Resignation
from
membership

12. An NGO which wishes to resign from Membership of CONGOMA may do so by means of a letter from the NGO Board to the Chairperson of the Governing Council of CONGOMA.

CHAPTER 3

GOVERNANCE OF CONGOMA

Authority
of
members

13. - (1) Sovereign authority of CONGOMA shall lie with the Annual General Meeting which shall consist of all full

members of CONGOMA.

(2) Only full members who are fully paid up shall have the right to vote within CONGOMA.

Annual
General
Meeting

14. Each year there shall be an Annual General Meeting which shall be attended by all members of CONGOMA.

Quorum at
be
Annual
General
Meeting

15. - (1) The quorum at the Annual General Meeting shall be 50% of the number of fully paid-up members.

(2) If the number of members present at any Annual General Meeting does not constitute a quorum, the meeting shall be adjourned for seven days and shall be reconvened at the same place and time.

(3) The Executive Secretary shall give four days written notice of the adjourned meeting.

(4) If at such adjourned meeting a quorum is not formed within fifteen minutes from the scheduled time of the meeting, the members present shall be deemed to have formed a quorum and shall proceed with the meeting.

Duties of
Annual
General
Meeting

16. The duties of the Annual General Meeting shall be -
- (a) to receive Annual Reports for the year from the Trustees and from the Governing Council;
 - (b) to receive Audited Accounts for the previous financial year from the Finance Standing Committee;
 - (c) to receive Reports from the Standing Committees;
 - (d) to appoint Auditors for the forthcoming year;
 - (e) to receive Reports from the three Regional Committees;
 - (f) to vote for Trustees and for member organizations of the Governing Council and Standing Committees of the Governing Council;
 - (g) to agree on the rate of annual subscription to CONGOMA for each category of membership

which shall come into force the next following
January 1st;

- (h) to make such alterations to the Constitution as may be thought necessary subject to the rules relating to constitutional changes as laid in Chapter 14;
- (i) to receive nominations by Trustees in respect of honorary membership of CONGOMA; and
- (j) to transact any other legally relevant business.

Notice of
meetings

17. - (1) CONGOMA Secretariat shall be responsible for sending notification of the date, time and place of all General Meetings of CONGOMA.

(2) Where voting for office holders shall take place, notification shall be sent to members five full working weeks prior to the date on which the meeting is to be held.

(3) Where meetings are for electing office holders of CONGOMA each member shall receive a nomination form in respect of each election which is to be held.

(4) Nomination forms shall be received back at the nearest CONGOMA Secretariat Office within two weeks of receipt by the member.

(5) Where voting for office holders is not expected to take place, notification of the meeting shall be sent to members three full working weeks prior to the date on which the meeting is to be held.

Request for
Special
General
Meeting

18. A Special General Meeting may be convened by the Secretariat on receipt by the Governing Council of a request for such a meeting signed by the Chief Executive and/or the Chairperson of the Governing Bodies of not less than twelve NGOs which are in full membership of CONGOMA.

Request
from Trustees
for Special
General
Meeting

19. The Governing Council shall call for a Special General Meeting if requested to do so by vote of the Trustees of CONGOMA.

Request
from

20. The Governing Council may itself call a Special

Governing
Council for
Special
General
Meeting

General Meeting.

Notification
of Special
General
Meeting

21. Notice of the date, time and place of a Special General Meeting shall be sent to Members not less than three working weeks prior to the meeting being held.

CHAPTER 4

POWERS OF CONGOMA

Powers of
CONGOMA

22. CONGOMA shall have powers to -
- (a) do or cause to be done such actions as shall permit the achievement of its objectives as laid down in this Constitution;
 - (b) raise funds by way of borrowings, donations of gifts of money or other property for the furtherance of its objectives;
 - (c) purchase assets and/or take on lease and property for the furtherance of its objectives;

- (d) sell, let, mortgage, dispose of or otherwise deal with any of its property for the due performance of its functions and/or the promotion of this objectives;
- (e) employ any person upon such terms and conditions and remuneration as may be considered by the Governing Council to be necessary
- (f) enter into any contract with any person or body corporate for the furtherance of its objectives; and
- (g) generally do all such things which a body corporate, may by law perform..

CHAPTER 5

TRUSTEES OF CONGOMA

Trustees of CONGOMA

23. - (1) The Trustees of CONGOMA shall legally responsible for CONGOMA and shall have general oversight over its activities.

(2) The Trustees shall serve in an unpaid capacity.

(3) Trustees shall delegate to the Governing Council

responsibility for overseeing the implementation of policies and strategies set by the Annual General Meetings and for direction of day-to-day management of CONGOMA.

Right to
see
documentation

24. Trustees shall, at their discretion, be able to call on the Secretariat for all papers, minutes, correspondence, accounts, etc. produced within CONGOMA for any Council, Committee or other unit within CONGOMA Governance.

Right to
suspend
Governing
Council

25. The Trustees, if they consider it necessary for the good and effective management of CONGOMA, and if they believe that the Governing Council is acting outside the Constitution, may call for a Special Annual General Meeting to resolve the problem.

Right to
report to
Special
General
Meeting

26. - (1) The Special General Meeting shall be held within six weeks of the action taken by the Trustees to suspend the Governing Council from office.

(2) The sole business of the Special General Meeting shall be the Report of the Trustees giving reasons for the suspension of the Governing Council and showing the constitutional basis for their decision. The Members may either endorse or reject the Trustee's actions.

Right to
nominate
honorary
members

27. The Trustees may recommend to Members at an Annual General Meeting the names of persons who have rendered exemplary service to the NGO Community to be honorary members.

Duties of
Trustees
in respect
of assets

28. Trustees shall ensure that the assets of CONGOMA are kept in good order, are within the control of CONGOMA and are being used in a way which furthers the objectives of CONGOMA.

Duty of
the
Trustees
in respect
of loans and
overdrafts

29. - (1) Trustees shall ensure that decisions taken by Governing Council in respect of borrowing by CONGOMA are such that the overall financial stability of CONGOMA is not in jeopardy.

(2) If Governing Council decides to authorize an application for an overdraft this authorization shall be countersigned by a Trustee.

General
oversight
of CONGOMA

30. Notwithstanding the duty of the Governing Council to manage the affairs of CONGOMA on behalf of Members, Trustees have a general duty to ensure that the Governing

Council and its Committees are within the spirit and letter of this Constitution.

Number of Trustees

31. There shall be six Trustees appointed by the Annual General Meeting of members of CONGOMA who shall be elected as Trustees in an individual capacity.

Qualifications of Trustees

32. - (1) Trustees shall be employees or members of a Governing Body of NGOs in membership of CONGOMA.

(2) Trustees may not, during their term of office as Trustees also be members of Governing Council or of its Standing Committees.

(3) Persons nominated to be Trustees of CONGOMA shall not be elected representatives or office bearers of political parties registered in Malawi.

(4) Any Trustees whose status changes in respect of the qualifications shown in this Article shall be required to resign from office and a casual vacancy shall be declared.

Tenure of office of

33. - (1) Trustees shall serve CONGOMA for a period of

Trustees three years. Two Trustees shall retire from office each year. However, in the initial two years of the implementation of the CONGOMA Constitution a system of rotation of trusteeship shall be instituted whereby two Trustees shall retire after the first year and two at the end of the second year and the remaining two at the end of the third year.

(2) In the first two years following the coming into effect of this Constitution the names of Trustees who shall retire at the end of years 1 and 2 shall be drawn by lot from among those elected at the First Annual General Meeting at which these rules apply.

Re-election 34. Retiring Trustees may be nominated for re-election of up to one additional term of office.

Failure to attend Trustee meetings 35. If a Trustee fails to attend three consecutive meetings without, in the opinion of the remaining Trustees, sufficient reason the place of that Trustee shall be declared a casual vacancy.

Election of Chairperson and Vice- 36. At their first meeting after the Annual General Meeting, the Trustees shall choose a Chairperson and Vice Chairperson.

Chairperson

The duties of the Chairperson and Vice Chairperson shall be those normally associated with that office.

Quorum

37. At a meeting of Trustees, any four Trustees shall constitute a quorum.

Number of meetings

38 The Trustees shall meet at least twice in a year.

Casual vacancy

39. Casual vacancies shall be filled at the next Annual General Meeting. A person elected to fill a casual vacancy shall complete the term of the person she/he replaced.

CHAPTER 6

GOVERNING COUNCIL OF CONGOMA

Duties of Governing Council

40. - (1) Governing Council shall be responsible to the membership of CONGOMA in respect of the good and efficient management of CONGOMA.

(2) Members of the Governing Council shall serve in an unpaid capacity.

Numbers of

41. - (1) There shall be nine Members of the Governing

members of
Governing
Council

Council consisting of -

- (a) three Chairperson of CONGOMA Regional Committees, ex-officio; and
- (b) six members elected by full members at an Annual General Meeting.
- (3) No member organization may be represented by more than one Governor on the Governing Council.

Qualifications
to serve on
Governing
Council

42. NGOs in full membership of CONGOMA shall be eligible to be elected to serve on the Governing Council.

Nomination
from elected
NGOs

43.- (1) NGOs elected to serve on the Governing Council shall be expected to nominate a senior member of staff or a member of their Board, and an alternate, to serve on the Governing Council throughout the Organization's membership of the Governing Council.

(2) The member and the alternate member appointed under

subsection (1) shall signify to the Executive Secretary, in writing, their acceptance to serve on the Governing Council.

Qualifications
to serve on
Governing
Council

44. - (1) Members of Governing Council shall be -
- (a) employees or Governing Body members of NGOs in full membership of CONGOMA;
 - (b) not be elected representatives or office bearers of political parties registered in Malawi.

(2) If an NGO nominates a representative to serve on the Governing Council who does not fulfil the above qualifications the individual concerned shall not be admitted to the Governing Council meetings and the elected NGO shall be asked to nominate an alternate who would be eligible to serve on the Governing Council.

Tenure of
office of
members
of Governing
Council

45. - (1) The period of office of each NGO elected to serve on Governing Council shall be two years.

(2) In order to establish continuity within the Governing Council three members of the Governing Council shall retire each year.

(3) In the first meeting following the coming into effect of this Constitution the names of the members of the Governing Council who shall retire at the end of Year 1 shall be drawn by lot from among those elected at the First Annual General Meeting.

Re-election

46. A retiring member of the Governing Council shall be eligible for re-election.

Failure to attend meetings

47. If a member of the Governing Council fails to attend three consecutive meetings of the Governing Council, without in the opinion of the Governing Council, good and sufficient reason the place of that Organization on the Governing Council shall be declared a casual vacancy.

Quorum at meetings of Governing Council

48. At the meetings of the Governing Council, five members shall constitute a quorum.

Election of Chairperson and Vice-Chairperson

49. - (1) At their first meeting after the Annual General Meeting Governing Council shall choose a Chairperson and a Vice Chairperson of CONGOMA from amongst the members of Governing Council elected at an Annual General Meeting.

(2) The duties of the Chairperson and Vice Chairperson in respect of meetings of the Governing Council shall be those normally associated with that office.

Role of
Chairperson
of CONGOMA

50. - (1) The Chairperson of the Governing Council shall have the title "Chairperson of CONGOMA" and shall have the right, for as long as he/she holds the office of Chairperson of the Governing Council to -
- (a) open, close and chair meetings of members, workshops, etc. organized by CONGOMA;
 - (b) speak on behalf of CONGOMA when called upon to do so;
 - (c) represent the NGO Community and CONGOMA members at meetings and other forums where such representation is requested; and
 - (d) prepare press releases, write articles, respond to the mass media as occasion requires.

(2) The Vice Chairperson may deputize for the Chairperson of CONGOMA in all or any of the above roles as required.

Meetings
of
Governing
Council

51. The Governing Council shall meet at least four times in a year.

Casual
vacancy

52. A casual vacancy shall be filled at the next Annual General Meeting. Organizations elected to fill a casual vacancy shall complete the term of the organization replaced.

Standing
Committees
and other
Committees

53. - (1) Governing Council shall have Standing Committees elected at an Annual General Meeting reporting to it and through it to the general membership of CONGOMA.

(2) The Governing Council may establish such sub-committees, working parties, study groups, etc. as it may see fit, and may dissolve them at the end of their tasks.

CHAPTER 7

REGIONAL GOVERNANCE OF CONGOMA

Regional

54 There shall be in each of the three Regions of Malawi,

meetings

at least four meetings annually of all NGOs which have their headquarters within the Region or which have projects in the Region.

Regional
Committees

55. At one regional meeting each year members shall elect a Regional Committee.

Duties of
Regional
Committees

56. The duties of Regional Committees shall be -

- (a) to promote Regional NGO activities;
 - (b) to facilitate coordination between NGOs in the region and the Regional Office;
 - (c) to set and agree Standing Orders to ensure effective Regional Governance within the region;
 - (d) to fundraise for the NGO Regional Community subject to the approval of the Governing Council;
 - (e) to oversee the management of the Regional Office;
- and

- (f) to present the interests of NGOs working within the Region to the Governing Council.

Chairperson
and Vice-
Chairperson
of Regional
Committees

57. - (1) At the first meeting of the Regional Committee after the Committee has been elected the Committee shall elect a Chairperson and Vice Chairperson of the Regional Committee.

(2) The Chairperson of each Regional Committee shall be an ex-officio member of the Governing Council of CONGOMA. On occasions where the Chairperson is unable to attend meetings of the Governing Council she/he may be represented by the Vice Chairperson. Where the NGO to which the Chairperson of a Regional Committee belongs already has a seat on the Governing Council the Vice Chairperson shall sit on the the Governing Council.

(3) The provision of this Constitution concerning members of the the Governing Council and political party allegiance shall apply mutatis mutandis to members ex-officio of the Governing Council.

CHAPTER 8

STANDARDS COMMITTEE OF CONGOMA

Standards
Committee

58. There shall be a Standing Committee of the
Governing Council of CONGOMA called the Standards
Committee.

Duties of
Standards
Committee

59. The Standards Committee of CONGOMA shall ensure
that full members of CONGOMA are assisted to conform to the
NGO Code of Conduct.

Number of
members on
Standards
Committee

60. - (1) There shall be six members of the Standards
Committee. Who shall be elected at the Annual General
Meeting.

(2) Three members of the Standards Committee shall
retire annually.

Qualifications
to serve on
Standards

61. NGOs in full membership of CONGOMA shall be
eligible to be elected to serve on the Standard Committee.

Committee

Selection of individuals to serve on Standards Committee

62. NGOs elected to serve on the Standards Committee shall be expected to nominate a senior member of their staff or of their Board to serve on the Standards Committee throughout the Organization's membership of the Standards Committee.

Tenure of office of members of Standards Committee

63. - (1) Members of the Standards Committee shall serve for two years. Retiring members of the Standards may be re-elected for one further term only.

Terms of reference of Standards Committee

64. The Standards Committee shall work within the Terms of Reference and Standing Orders set for it by the Governing Council.

Meetings of Standards Committee

65. The Standards Committee shall meet at least three times a year.

CHAPTER 9

FINANCE AND ADMINISTRATION COMMITTEE

Finance and Administration

66. There shall be a standing committee of the the Governing Council called the Finance and Administration

Committee

Committee.

Duties of
Finance
and
Administration
Committee

67. The Finance and Administration Standing Committee of the Governing Council shall have the responsibility to -

- (a) receive and approve an annual budget for CONGOMA;
- (b) monitor expenditure and budget variances;
- (c) supervise the effective and efficient use of CONGOMA fixed assets;
- (d) ensure that the Annual Audit takes place each year;
and
- (e) recommend to the the Governing Council matters relating to wages, salaries and allowances, conditions of service and other personnel issues as may be raised from time to time.

Members of
Finance
and

68. There shall be six members of the Finance and Administration Committee. Three member organizations

Administration
Committee

shall be elected at each Annual General Meeting Administration. Three members shall retire at each Annual General Meeting.

Qualification
to serve
on Finance
and
Administration
Committee

69. NGOs in full membership of CONGOMA shall be eligible to be elected to serve on the Finance and Administration Committee.

Selection of
individuals
to serve on
Finance
and
Administration
Committee

70. NGOs elected to serve on the Finance and Administration Committee shall be expected to nominate a senior member of their staff or of their Board to serve on the Finance and Administration Committee throughout the Organization's membership of the Committee.

Tenure of
office of
members of
Finance and
Administration
Committee

71. - (1) Members shall serve on the Finance and Administration Committee for two years.

(2) Retiring members of the Finance and Administration Committee may be re-elected for one further term only.

Terms of
Reference

72. The Finance and Administration Committee shall work

of Finance
and
Administration
Committee

within the Terms of Reference and Standing Orders set for it by
the Governing Council.

CHAPTER 10

ELECTIONS TO NATIONAL OFFICE IN CONGOMA

Elections
to national
offices

73. - (1) In all elections to a national office in
CONGOMA, for Trustees, the Governing Council and Standing
Committees, the procedure laid odwn in this Chapeter shall apply.

(2) All elections to the Regional Committees shall be in
accordance with procedures agreed at a Regional Meeting.

Format of
nominations

74. - (1) Nominations must be presented in a prescribed
format. Individuals being nominated as Trustees must be
employees or the Governing Body members of fully paid up
members of CONGOMA.

(2) Proposers be either individuals or employees or the
Governing Body members of fully paid-up members of
CONGOMA. NGOs may not nominate a candidate from within
their own organization.

(3) Nomination forms shall be counter-signed by the individual candidate or Chief Executive and endorsed by the Chairperson of the relevant Governing Body.

Timing of nominations

75. - (1) Nominations shall be received in the CONGOMA Secretariat Office three full working weeks prior to the Annual General Meeting or Special General Meeting at which the elections are scheduled to take place.

(2) Nomination forms sent by facsimile shall be accepted.

Publication of names of those seeking election

76. CONGOMA Secretariat shall publish in the press the names of candidates and organizations which have been nominated for office in CONGOMA and the names of their proposers.

Voting entitled forms and procedures

77. - (1) Each NGO in full membership shall be to one vote.

(2) No proxy votes shall be allowed, and votes can only be cast by people in attendance at the relevant Meeting having authority to cast votes on behalf of their NGO.

(3) Printed voting forms shall be available at relevant meetings.

(4) Voting shall be by secret ballot using the forms.

Successful candidates

78. The successful candidates shall be those with a simple majority. In the event of a tied vote for the final place on the Trust, or the the Governing Council there shall be a rebalot for the position.

Publication of successful candidates' names

79. The names of those successfully elected to an office within CONGOMA shall be published in the press.

Election returning officer

80. The returning officer for CONGOMA Governance elections shall be a neutral public officer who shall be assisted by the Secretariat.

CHAPTER 11

FINANCIAL CONTROLS

Financial systems

81. - (1) CONGOMA shall employ an Accountant/Finance Manager whose responsibility shall be to provide the Executive

Secretary of CONGOMA with such financial information as may be needed to allow for the successful management of resources.

(2) The Accountant/Finance Manager must ensure the financial viability of CONGOMA and shall draw to the attention of the Finance and Administration Committee all matters relating to financial management which cause concern.

(3) The Accountant/Finance Manager shall have the right of direct access to the Trustees where she/he feels this to be necessary provided the channels of communication between the Accountant/Finance Manager and the Secretariat, the Finance and Administration Standing Committee and the Governing Council have been exhausted.

Annual
report

82 - (1) A Certified Public Accountant shall be appointed as auditor at each Annual General Meeting.

(2) An audit of the complete books of accounts of CONGOMA shall be conducted each year according to international accounting standards and any relevant Malawi legislation.

(3) The Audited report shall be presented to the Governing Council within the first quarter year following the year end.

Transparency 83. CONGOMA shall 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.

Accountability 84. CONGOMA shall be accountable to members and donors, and the general public in respect of finances entrusted to its care and in particular, CONGOMA ensure that assets are used effectively and efficiently and with "value-for-money" as a key concept.

Accessibility 85. - (1) CONGOMA shall produce regular project reports and accounting statements and these shall be made available to members and others on request.

(2) Annual audited accounts shall be published with Annual General Meeting papers and sent to all members.

CHAPTER 12

CONGOMA SECRETARIAT

CONGOMA
Secretariat

86. - (1) CONGOMA shall have a team of paid professional and technical staff which shall form the CONGOMA Secretariat. The size and composition of the Secretariat and the relevant Conditions of Service shall be agreed by the Finance and Administration Committee and recommended to the Governing Council.

(2) The Governing Council shall delegate responsibility for the day-to-day management and policy information to the Secretariat of CONGOMA.

Duties of
Secretariat

87. The Secretariat of CONGOMA shall -

- (a) manage and deliver to the membership such services as may be agreed from time to time by the Governing Council and adopted by the Annual General Meeting.
- (b) use resources provided by members, donors, and the Government in cost effective ways which shall assist in the achievement of CONGOMA's strategic objectives; and

(c) develop internal systems which shall permit members organizations and CONGOMA governance to collaborate effectively with Government, donors and international liaison bodies.

(d) advise CONGOMA governance - Trustees, the Governing Council and Standing Committees - in respect of policy and practice as required.

Executive
Secretary

88. - (1) The secretariat shall include the Chief Executive with the title Executive Secretary who shall be the Chief Executive of CONGOMA.

(2) The Executive Secretary shall be an ex-officio member of the the Governing Council but shall not have voting rights.

(3) The Executive Secretary shall have immediate responsibility to the Chairperson and shall -

(a) maintain safe custody of the common seal of

CONGOMA;

- (b) recruit junior staff;
- (c) negotiate agreements, sub-agreements or any other authorized contracts with any other agent, donor, Government on behalf of CONGOMA provided that the Executive Secretary shall seek prior authority to do so from the Chairperson;
- (d) facilitate the activities of the Governing Council, Board of Trustees, Finance and Administration Committee, Standards Committee and any other committees of CONGOMA;
- (e) represent CONGOMA at local and international meetings and at any other courses of instruction;
and
- (f) preside over the finances at CONGOMA.

(4) No Agreement, Sub-Agreement or Contract shall be binding on CONGOMA unless it is signed by the Executive

Secretary and either the Chairperson of the Governing Council or the Chairperson of the Board of Trustees.

CHAPTER 13

AMENDMENT OF THIS CONSTITUTION

Amendment procedures

89. - (1) This Constitution may be amended at the Annual or Special General Meetings of CONGOMA provided prior formal notification of the amendments has been sent to member NGOs.

(2) Notification of the wording of the amendments shall be sent to the Secretariat in sufficient time to allow them to be sent out with notification of the Meeting.

(3) No amendments shall be accepted without formal notification.

(4) A two third vote of members present at the Meeting shall be required for amendments to be approved.

(5) Implementation of the amendments shall come into force immediately following the general meeting at which the amendments have been agreed.

(6) In order to progress business at an Annual or Special General Meeting any item of this Constitution may be temporarily suspended provided this is agreed to by at least 80% of the members present and voting.

CHAPTER 14

DISSOLUTION OF CONGOMA

Dissolution
of
CONGOMA

90. - (1) CONGOMA may be dissolved at an Annual General Meeting or Special General Meeting called in accordance with this Constitution.

(2) Formal notice of the motion recommending dissolution of CONOMA shall be sent with the notice of meeting.

(3) a motion for dissolution may be signed by all Trustees, or by a clear majority of the the Governing Council, or by at least fifty percent of full member organizations.

(4) A two thirds majority of NGOs in full membership present at the meeting shall be required for dissolution.

(5) Assets of CONGOMA remaining after agreed dissolution shall become the absolute property of the Government of Malawi.