

CONSTITUTION OF THE MALAWI NETWORK OF OLDER PERSONS' ORGANISATIONS (MANEPO)

ARTICLE 1: NAME

The name of the organization shall be **The Malawi Network of Older Persons' Organizations** (herein after referred to as MANEPO).

ARTICLE 2: REGISTERED OFFICE AND ADDRESS

The Registered office of **MANEPO** shall be situated in Blantyre in Malawi as may be decided by the Board of Trustees. For the meantime the registered address of MANEPO shall be P.O. Box 51408, Limbe, Malawi, until otherwise decided by the Board of Trustees.

ARTICLE 3: VISION

A society in which the rights of older men and women are protected and promoted in order to improve their quality of life.

ARTICLE 4: MISSION STATEMENT

To enhance coordination, transparency, advocacy, and knowledge sharing for the provision of high quality standards in implementing older persons' programs in Malawi.

2. Objectives of MANEPO

- 2.1. To prevent witchcraft accusations. Whenever witchcraft is suspected, an older person is automatically the prime suspect. This results from a combination of prejudice as well as lack of knowledge of the behavior changes that take place when a person ages.
- 2.2. To fight against discrimination of older persons on the basis of their age (ageism). Older persons are regarded as not so useful in society and are left out of discourse that shapes the future as well as that which directly affects them.
- 2.3. To advocate for age friendly health services. Older persons often do not have access to appropriate treatments due the prohibitive costs and the fact that most no longer have sources of income to enable them to pay for services. This is in spite of the immense contributions they made to society.
- 2.4. To advocate for universal pension for all older persons in Malawi.

- 2.5. To lobby for mainstreaming of ageing in all national development initiatives
- 2.6. To be the champion on ageing in Malawi, through partnerships and networking
- 2.7. To enable older people in Malawi to claim and realize their human rights
- 2.8. To facilitate evidence-based advocacy to promote ageing and human rights in Malawi, through partnership and networking
- 2.9. To facilitate the building and coordination of a collation of ageing champions in Malawi
- 2.10. To advocate for the rights of older persons in Africa at both regional and continental platforms
- 2.11. To facilitate capacity strengthening of network members
- 2.12. To facilitate exchange of information, research and evidence on ageing
- 2.13. To facilitate resource mobilization in order to ensure long term sustainability
- 2.14. To be a knowledge broker providing accurate data and evidence on ageing to assist government and other practitioners in development planning
- 2.15. To ensure members meet and comply with certain quality and standards on ageing
- 2.16. To ensure that that older people in general do not continuously find themselves in stereotyped scenarios like, discrimination and segregation on account of their age, poor national socio-economic development, internal civil strife , working class conditions of life and endemic poverty levels which are the “normal conditions” associated with them
- 2.17. To ensure that the struggles of older people in Malawi are consciously documented as achievements as well as milestones in the general ideological development of the country

ARTICLE 5: POWERS OF THE NETWORK

The Network shall, subject to the general and specific directions of the Board of Trustees, have

the following powers:

1. Act as a think tank for policy formulation relating to promotion of the welfare of the elderly.
2. Provide training for functionaries of constituent organizations.
3. Assist in establishing organizations of elderly persons which are not in operation at present where there is need to do so.
4. Facilitate cooperation with other organizations within the region or globally.
5. Be a link organization in lobbying for the rights of elderly persons with the government and civic groups.
6. Assist constituent organizations in fund raising for projects.
7. Acquire land or property and raise funds by all lawful means for the purpose of MANEPO and have power to do all things that are compatible with international, national and regional laws governing relevant trusts.
8. Accept, borrow or raise money for the purpose of furtherance of the objectives of MANEPO.
9. Exercising on such powers as necessary for the furtherance of the Network.

ARTICLE 6: MEMBERSHIP

Membership of MANEPO shall be subject to the approval of the Board of Trustees and on payment of the relevant subscription fees as follows:

I. Ordinary Membership

- a) Members shall include organizations of elderly persons in Malawi that have a written constitution with clear objectives promoting the welfare of elderly persons. They shall be registered and legally recognized by the government.
- b) The organizations formed by elderly persons will have no less than **15** members.
- c) Organizations of elderly persons should be governed by both young and older persons.
- d) Organizations should have an operational base with a clear postal address and bank account with a reputable bank in Malawi.

- e) Interested organizations that have the likelihood of mainstreaming older person's Issues or are indirectly linked to **MANEPO** issues.
- f) Ordinary members shall be recognized as full members by the Board of Trustees on payment of an annual subscription fee; such membership fee to be determined from time to time by the Board of Trustees of MANEPO.

2. Associate Membership

- a) Associate and temporary membership shall be granted to other organizations or clubs that subscribe to the philosophy and principles of MANEPO.
- b) Groups and organizations of children and friends representing elderly persons shall constitute associate membership.
- c) Associate members shall be recognized as associates by the Board of Trustees on payment of an annual subscription fee; such associate membership fee to be determined from time to time by the Board of Trustees of MANEPO.
- d) Associate members shall participate in Annual General Meetings of the Board of Trustees but shall have no voting powers.

3. Honorary Membership

The Board of Trustees shall at its discretion award honorary membership of MANEPO in recognition of their work and contribution to the elderly persons' movement. These members have no voting powers and are exempted from the payment of all forms of fees.

Upon being registered as a member of MANEPO an organization shall receive a signed certificate from the Board of Trustees certifying its membership.

ARTICLE 7: CODE OF CONDUCT OF MEMBER ORGANISATIONS

- 1. Any member, following receipt of three written warnings from the Board of Trustees, shall be expelled from membership if 2/3 majority of the Board resolves that such a member be expelled on the grounds that their conduct has adversely affected the reputation or dignity of The Network or they have been in breach of MANEPO'S constitution.
- 2. The Board of Trustees 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.

3. Any member organization failing to pay the annual subscription fee following several verbal and written reminders shall not be legible to access any form of help from the Network.
4. Any member organization desiring to resign from The Malawi Network of Elderly Persons' Organizations must submit a resignation letter to the Chairperson of the Board of Trustees and the letter shall be brought before the Board for discussion. Resignation shall take effect following recognition by the Board. The membership shall not be entitled to a refund of its subscription or any part of it. Re-admission shall be at the discretion of the Board of Trustees.

ARTICLE 8: ORGANIZATIONAL STRUCTURE

The organs of the Network shall consist of:

1. Board of Trustees
2. Secretariat
3. One contact in each Region (normally an already established NGO that is a member of MANEPO)
4. Representation in each district of Malawi.

ARTICLE 9: GOVERNANCE STRUCTURE

1. MANEPO shall be governed by 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 a person with considerable experience working in Government, one Trustee shall be a senior officer drawn from either one indigenous or international NGO, one Trustee shall be a senior official drawn from the private sector, and one Trustee shall be an experienced and reputable media retiree.
3. The Interim Organizing Committee shall appoint initial Trustees.
4. The Annual General Meeting shall have the power to remove any of these trustees.

ARTICLE 10: THE BOARD OF TRUSTEES

1. The supreme governing authority of MANEPO shall be vested in the Board of Trustees which is to be convened at least once every three months (quarterly). Extraordinary Board Meetings may be called anytime upon request by the Secretariat or by at least one-third of the total membership of the network.
2. The Board of Trustees shall comprise of:

- a) Chairperson
- b) Deputy Chairperson
- c) Secretary (**National Coordinator for MANEPO**)
- d) Treasurer
- e) Five members

3. The functions of the Board of Trustees shall include:

- a) Consideration of the Secretariat's annual report, together with audited accounts for the same period.
- b) Appointment of advisers in Gerontology for the furtherance of the objectives of MANEPO on the recommendations of the Secretariat.
- c) Determination of membership to MANEPO on the advice of the Secretariat.
- d) Adoption of Plan of Action, Resolutions and Motions.

Monitoring of funded organizational projects.

4. The Board of Trustees shall serve for a maximum period of three years subject to re-election.

5. The Board of Trustees shall hold an Annual General Meeting once a year which may be attended by ordinary members, associate members and honorary members of MANEPO.

6. Vacancy's within the Board shall be filled immediately by an "acting" member appointed by the Board and the position shall be endorsed or voted for again at the next Annual General Meeting.

7. **Duties of the office bearers:**

- a) **Chairperson:** The Chairperson unless prevented by unusual circumstances shall preside over the Board of Trustees and its general meetings.
- b) **Deputy Chairperson:** The Deputy Chairperson shall perform the duties of the chairperson in his/her absence or as otherwise delegated.
- c) **Secretary:** The secretary shall be responsible for arranging the venues of meetings, notifying members of the meetings, minute taking during the meetings and disseminating information.
- d) **Treasurer:** The treasurer shall liaise with the Secretariat accountant regarding

receipt and disbursement of all moneys belonging to MANEPO. Receipts shall be issued for all moneys received by MANEPO and vouchers preserved for all moneys paid by him/her. The Treasurer is responsible to the Board of Trustees.

ARTICLE 11: POWERS AND DUTIES OF TRUSTEES

1. The powers and duties of the Trustees shall be power conferred upon the 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 Article 9 the Board of Trustees shall:
 - a) Undertake the legal formation of MANEPO.
 - b) Constitute the legal entity of MANEPO and therefore can sue or be sued.
 - c) Be the legal custodian of all property, real and personal of MANEPO. This shall include ensuring accountability of resources, ensuring audits, having a clear knowledge of all donor grants and terms and conditions of the grants.
 - d) Ensure that the assets of MANEPO are kept in good order, are within the control of the organization, and are being used in a way that furthers the objectives of MANEPO.
 - e) Discipline and suspension of the Chair in the case of the Chair's impingement until the next Annual General Meeting.
 - f) Terminate the service of the National Coordinator if there is evidence that he/she is jeopardizing the good and effective management of the network or if there is enough evidence that the Coordinator is contravening the existing employment contract which he signed.
 - g) In consultation with the National Coordinator, terminate the services of any staff member who might be acting outside the laws of Malawi and thus jeopardize reputation of MANEPO.
 - h) Participate in fundraising for MANEPO by way of creating linkages.
 - i) Participate in lobbying and advocacy.
 - j) Approve investment policies and countersign any overdrafts.
 - k) Carry out any fiduciary responsibilities.

- l) Have powers to dissolve MANEPO provided that Article 20 is observed. Upon dissolution of MANEPO, Trustees shall undertake some responsibilities such as resolving to dissolve repossess and dispose of assets and liabilities and liaison with donors and other stakeholders.
- m) Delegate to the Secretariat responsibility for overseeing the implementation of policies set and oversight of day-to-day management of MANEPO. However, notwithstanding the duty of the Secretariat to manage the affairs of the organization, Trustees have a general duty to ensure that the Secretariat acts within the spirit and letter of this constitution.
- n) Ensure that decisions taken by the Secretariat in respect of MANEPO's income, expenditure and borrowing are such that the overall financial stability of the organization is not jeopardized.

ARTICLE 12: MEETINGS OF THE BOARD

1. *Periodic Meetings:*

Trustees shall meet whenever there is need provided that they shall meet at least quarterly.

2. *Place of meetings:*

All meetings of the Trustees shall be held at the principal office of MANEPO or at any other place as the Trustees may determine.

3. *Failure to attend meetings:*

If a Trustee fails to attend three consecutive meetings without, in the opinion of most remaining Trustees, sufficient reason, the place of the Trustee will be declared vacant.

4. *Replacement of Trustees:*

a) Vacancies on the Board of Trustees, however they arise, shall be filled by the appointment of additional Trustees by the remaining Trustees in consultation with the Secretariat.

b) 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.

5. *Election of Chair:*

The Chair shall be elected by the delegates at the Annual General Meeting.

6. *Decisions of the Trustees:*

A simple majority vote shall ratify decisions taken by the Trustees. In the event of a tie,

the Chair shall have a casting vote over and above their normal vote. Votes shall only be valid if a quorum is present.

7. *Notice of meetings:*

- a) Meetings of the Board of Trustees shall be called for by the Chair or the vice.
- b) At least seven days written notice, exclusive of the day of service of such notice, shall be given for all meetings of Trustees to all members together with minutes of the previous meeting.
- c) The notice shall specify venue, date, and agenda for the meeting and signed by the Secretary.

8. *Quorum*

At least 50% of the members present shall constitute a quorum. This includes ex-officio members.

9. *Minutes of Board 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 shall be filed by the Secretary.

10. *Resolutions in writing*

Subject to the provisions of any written law in force in Malawi from time to time, a resolution in writing signed by all Trustees shall be as valid and effective as if the same had been passed at a properly convened meeting of the Board.

11. *Absence of the Chairperson at board meetings.*

In the event that neither the Chairperson nor their deputy is present at a meeting of the Board, 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 13: ANNUAL GENERAL MEETING

- a) Shall be held once in a year.
- b) The board will determine the venue and agenda of the meeting.
- c) Two people from paid up organizations will be legible to attend.
- d) The secretariat shall organize the meeting.

ARTICLE 14. PROCEDURE AT ANNUAL GENERAL MEETINGS

1. Voting

- a) Each ordinary member organization shall be entitled to two (2) voting

representatives at the Annual General Meeting. 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 MANEPO.
- 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 50% of members with voting rights who are present at the meeting.

2. General Elections

- a) Only full members who have been nominated by two members of The Network shall be eligible for election to the Board of Trustees.
- b) Nomination papers shall be circulated to the paid up members at least 21 days before the election, provided that if no such nominations are received in time, the Chair, with the concurrence of the Board of Trustees, 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 Annual General Meeting before voting takes place and they should be paid up members.
- d) At an Annual General Meeting when elections are to take place to the Board of Trustees, the incumbent chairman of the Board shall appoint a returning officer who will conduct the election.
- e) Each member shall cast one vote for each of the positions vied for.
- f) For the first 3 key positions of the Board of Trustees, i.e. Chairperson, Deputy Chairperson and Treasurer, seats shall be selected on merit. Thereafter the five remaining seats for committee members shall be selected across representation from elderly persons' organizations. The National Coordinator for MANEPO shall be the Secretary to the Board.
- g) The candidate with the greatest number of votes shall be declared the winner.

ARTICLE 15: THE SECRETARIAT

- 1. The Secretariat shall govern MANEPO on behalf of the Board of Trustees.

2. The Secretariat shall be responsible for the management of the affairs of MANEPO.

The Secretariat shall consist of:

- a) National Coordinator
 - b) Programme Officer(s)
 - c) Finance & Administration Officer(s)
 - d) Secretary
 - e) Accountant
 - f) Driver
 - g) Office Assistant.
4. As MANEPO increases in size the Secretariat may, with the concurrence of the Board of Trustees, hire additional personnel as the need arises and finance permitting.
 5. **Responsibilities of the Secretariat shall include, but shall not be limited to:**
 - a) Consider all categories of membership and nominations of candidates for the Board of Trustees.
 - b) Appoint Secretariat personnel with the approval of the Board of Trustees, stipulating their conditions of service, remuneration and termination of their services.
 - c) With the approval of the Board of Trustees, appoint Bankers, Legal Advisors, Consultants and other persons whose services may be considered necessary for realizing the objectives of MANEPO.
 - d) Present the Annual Budget for the ensuing year for approval by the Board of Trustees.
 - e) Arrange for all contracts, legal agreements or other negotiable instruments to be signed by any two of the following, i.e. either the Chairperson of the Board of Trustees, Deputy Chairperson of the Board or the Treasurer in conjunction with the National Coordinator.
 - f) With the approval of the Board of Trustees, identify appropriate NGOs in each region of Malawi to act as coordinating officers between District offices of MANEPO and the Secretariat.
 - g) With the approval of the Board of Trustees and in consultation with regional coordinators, identify and appoint appropriate organizations/personnel in each district to act as coordinating officers between constituency offices, Regional Coordinator and the Secretariat.
 - h) In consultation with District and Regional Coordinators, identify organizations or personnel in each constituency who can gather data and represent the elderly in that constituency.

6. The Board of Trustees shall be responsible for the appointment and/or dismissal of members of the Secretariat.
7. The Board of Trustees shall appoint a National Coordinator as head of the Secretariat. The position shall be formalized with a written and signed contract that shall be subject to renewal every four years.
8. The National Coordinator shall be the chief executive officer of MANEPO and his/her duties shall include, but are not limited to, the following:
 - a) Overall planning, direction, control, supervision and co-ordination of the administrative work of MANEPO.
 - b) Fundraising and control of finances of MANEPO.
 - c) Representing MANEPO at regional, national and international levels, including foreign funding and development agencies for technical, financial and other forms of assistance to the network.
 - d) Assisting affiliates in their negotiations with Government and other policy makers for the implementation of recommendations of MANEPO in particular, and generally for the realization of the objectives of the network.
 - e) Preparing and presenting reports to the Board of Trustees.
 - f) Appointing and terminating services of staff in liaison with the Board of Trustees.
 - g) Arranging meetings of the Board of Trustees, Seminars, Conferences, Symposia and other general meetings of MANEPO and keep records thereof.
9. The Board of Trustees shall reserve power to remove the National Coordinator on the grounds of incompetence, neglect of duty and fraud provided that he/she shall have the right to appeal to the Board of Trustees.
10. In the event that the National Coordinator resigns such National Coordinator shall give three months notice to the Board of Trustees in order to enable the Board to appoint a senior member of the Secretariat to act as National Coordinator pending substantive appointment thereof.
11. In the event that the National Coordinator is dismissed for inefficiency or not following the spirit of the constitution, such National Coordinator shall be expected to leave the premises with immediate effect and shall only receive remuneration according to the written terms of agreement at the discretion of the Board of Trustees.
12. In consultation with the National Coordinator, the Board of Trustees may re-designate

members of the Secretariat to other projects as may be deemed necessary.

ARTICLE 16: FINANCES

The finances of MANEPO shall include donations, grants, special contributions for specific activities, and other sources approved by the Board of Trustees.

- a) All MANEPO funds shall be banked in the name of MANEPO in such a bank or banks as the Board of Trustees may decide from time to time.
- b) The authorized signatories of the account(s) shall be three members of the Board of Trustees in conjunction with the National Coordinator. In all cheques and withdrawals any two of the three Board of Trustee signatories and the National Coordinator shall be required.
- c) Funds received by the National Coordinator on behalf of MANEPO shall be deposited to the MANEPO bank account within three days of receipt.
- d) The MANEPO financial year shall run from 1 January to 31 December. As soon as is practicable after 31 December of each year, the Board of Trustees shall submit for audit the books and accounts of MANEPO. A copy of the auditors' report on accounts and statement together with such accounts shall be furnished to all members annually after the Board of Trustees has received them.
- e) The Board of Trustees, in conjunction with the National Coordinator, shall be responsible for the day-to-day safeguarding of all cash of MANEPO and shall maintain strict controls and records of such funds on a regular basis.

The Board of Trustees shall cause proper accounting records to be kept with respect to the following:

- a) All sums of money received and expended by MANEPO and all matters in respect of the receipt and expenditure that takes place.
- b) All assets of MANEPO.
- c) Proper accounting records shall not be deemed to be kept if the necessary books of account are not kept giving a true and fair view of the state of MANEPO and to explain its operations and transactions.
- d) Auditors shall be appointed at an Annual General Meeting and their duties regulated accordingly.
- e) The accounting records shall be kept at the registered office of MANEPO and shall always be open for inspection by any member of the Board of Trustees.
- f) The Board of Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the

accounts and books of MANEPO may be opened to MANEPO members who are members of the Board of Trustees.

- g) MANEPO's Finance and Administration Officer shall, at an annual general meeting present an annual financial report signed by the Chairperson. The Board's Chairperson or the Vice-Chairperson shall present a report on the assets of MANEPO and the manner in which the capital and income thereof have been dealt with during the financial year in question. The statement shall be circulated at an Annual General Meeting to all members and other interested bodies.

ARTICLE 17: ACCOUNTS AND AUDIT

1. The Treasurer of the Board in collaboration with the Chair shall cause proper, accurate and up-to-date books of accounts to be kept by the Secretariat and income and expenditure accounts and balance sheets to be prepared and audited by registered auditors annually.
2. The Finance and Administration Officer of the Secretariat has the right of direct access to the Trustees where he/she feels this to be necessary, providing the channels of communication between the Finance and Administration Officer and the National Coordinator have been exhausted.

ARTICLE 18: TRANSPARENCY

The registered Trustees of MANEPO shall put in place financial systems and controls that allow it to have transparent accounts showing where funds have come from and how they have been disbursed. The Secretariat 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 shall be published and be available upon request to all stakeholders.

ARTICLE 19: AUDITORS

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

With the approval of the Board of Trustees the Secretariat shall forward copies of the audited accounts to any donors/well wishers wishing to see them.

ARTICLE 20: THE COMMON SEAL

The registered Trustees of MANEPO shall have a common seal, which shall consist of an

embossed stamp with the formal title of the organization.

The Secretariat shall provide for safe custody of the seal which shall only be used by the authority of the Board of Trustees. Every instrument to which the seal shall be affixed shall be signed by two members of the Board of Trustees and the National Coordinator as stipulated in Article 13: 5(e).

ARTICLE 21: AMENDMENTS

The Constitution of the registered Trustees of MANEPO shall be amended at Annual General Meetings of the network.

Notification of the wording of proposed amendments shall be sent to the Board of Trustees at least seven days before an Annual General Meeting.

50% of members present in favour of amendments is required for them to be approved.

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

ARTICLE 22: INDEMNITY

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

ARTICLE 23: DISSOLUTION AND DISTRIBUTION OF ASSETS

1. The Board of Trustees may resolve to dissolve MANEPO 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 of MANEPO, the assets remaining after the payment or provision for payment of all debts and liabilities of the network shall be put into the sole control of the Board of Trustees who shall, after consultation with interested donors, decide as to the disposition thereof. The remaining assets shall not be distributed amongst individuals or organizations who are members of the network.
3. Remaining assets shall be given to some other NGO or NGOs in equal share or otherwise,

having objectives similar to those of MANEPO 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 said assets to be distributed among its members.

ARTICLE 24: BY-LAWS

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

ARTICLE 25: HONORARIUM

Board members, staff and participants can receive modest honorarium when they attend meetings organized by the network depending on the availability of funds.