

CONSTITUTION

OF

THE REGISTERED TRUSTEES OF THE

MALAWI FORUM FOR AGRICULTURAL ADVISORY

SERVICES

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ARTICLE 1

NAME AND ADDRESS

- (1) The name of the Organization shall be the Registered Trustees of the Malawi Forum for Agricultural Advisory Service (hereinafter referred as the "MaFAAS").
- (2) The address of MaFAAS shall be c/o P.O. Box 30081, Lilongwe 3 or such other address as the Board of Trustees may, from time to time, determine.

ARTICLE 2

LEGAL STATUS AND LIMITED LIABILITY

- (1) MaFAAS shall be a body corporate duly incorporated under the Trustees Incorporation Act (Cap 5:03) of the Laws of Malawi.
- (2) The rights and obligations of MaFAAS shall vest in MaFAAS independently of its Trustees.
- (3) MaFAAS shall not distribute any of its profits or gains to any person and it shall use its funds solely for the objects for which it has been established.
- (4) MaFAAS shall have perpetual succession.

- (5) MaFAAS may sue and be sued in its own name.

- (6) The liabilities of MaFAAS are limited to its assets.

ARTICLE 3

MEMBERSHIP OF MaFAAS

- (1) Membership of MaFAAS shall be open to public and private sector providers of agricultural advisory services, namely Government Departments, civil society organizations, NGOs, Farmer organizations, agricultural training institutions, Universities and Colleges, Banks, the media, research institutions, agro processors, input and produce traders, transporters, and affiliate members from regional and districts agricultural advisory services. Some stakeholders shall be ex- officio members of the Executive Committee and these shall include a farmer organization, an academic institution, a research institution, and a Government institution.

- (2) The Principal Secretary for the Ministry of Agriculture shall be the Advisor of MaFAAS.

ARTICLE 4

CESSATION OF MEMBERSHIP

- (1) A person or institution shall cease to be a member of MaFAAS -
 - (i) upon submission of his or her resignation in writing to MaFAAS;
 - (ii) on his or her death; or
 - (iii) upon being expelled.

- (2) A member may be expelled by a special resolution of the majority of members duly passed at an Annual General Meeting.

- (3) A notice of special resolution for expulsion shall be accompanied by a brief statement of the reason for the proposed expulsion.

- (4) A member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the Annual General Meeting before the special resolution is put to vote unless after due notice, the member without giving reason, fails or neglects to attend the said Annual General Meeting.

ARTICLE 5

RIGHTS OF MEMBERS

- (1) Every member of MaFAAS shall have a right to participate fully in the activities of MaFAAS.
- (2) Institutional members may attend meetings of MaFAAS as official members.

ARTICLE 6

MISSION AND VISION OF MaFAAS

- (1) The mission of MaFAAS is to create harmonization, standardization and add value to initiatives in agricultural advisory services through sharing of information and increase professional interaction.
- (2) The vision of MaFAAS is to create agricultural advisory services that efficiently and effectively contribute to sustained growth and transformation of agriculture.

ARTICLE 7

OBJECTS OF THE MaFAAS

The objects of MaFAAS shall be –

- (1) to promote the exchange of information, innovations and human resources by
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 - (a) documenting available technologies and other information;

- (b) documenting and disseminating “best practices in agricultural advisory services;
 - (c) promoting partnerships and linkages with other networks, partners and stakeholders; and
 - (d) adding value to ongoing initiatives in agricultural advisory services.
- (2) to improve the capacity of agricultural advisory services partners and members by -
- (a) promoting capacity building in all aspects agricultural advisory services;
 - (b) enhancing professional growth of the agricultural advisory service providers;
 - (c) providing further training in agricultural advisory services for members.
- (3) to influence policies and programmes related to agricultural advisory services by -
- (a) documenting such policies in Malawi; and
 - (b) documenting and sharing best practices and lessons learned.
- (4) to improve the quality/quantity of agricultural advisory services in Malawi by regulating agricultural advisory services in Malawi.
- (5) to identify, encourage and support operational research in agricultural advisory services by -
- (a) pro-actively identifying issues likely to affect agricultural advisory services and develop strategies or mobilize capacity to deal with them;
 - (b) coordinating donor efforts and input in agricultural advisory services, and
 - (c) undertaking any other activities geared towards development of agricultural advisory services;
- (6) provide a country forum on issues related to agricultural advisory services including -
- (a) fostering ownership of agricultural advisory services at national level;
 - (b) determining the national agricultural advisory services priorities based on existing constraints and opportunities;
 - (c) undertaking agricultural advisory services research and evaluation;
 - (d) electing country representatives to the African Forum for Agricultural Advisory Services General Assembly;

(e) coordinating and monitoring all agricultural advisory services activities within the country and ensuring that activities proposed for MaFAAS are in line with the country priorities; and

(f) linking with other national agricultural support service providers such as research, input dealers, and markets;

a) undertaking such other objects as are incidental or complimentary to the attainment of the above objects.

ARTICLE 8

BOARD OF TRUSTEES AND APPOINTMENT OF NEW TRUSTEES

(1) MaFAAS shall be administered by a Board of Trustees consisting of not less than six and not more than nine members who shall be elected at the Annual General Assembly.

(2) The Trustees shall, at their first meeting, elect a Chairperson and a Vice Chairperson from amongst their number.

(3) The funds and property of MaFAAS shall be vested in the Board of Trustees and shall be applied by them solely for the purpose of carrying out the objects of MaFAAS as laid down in this Constitution.

(4) No person shall be appointed, or continue to act as a Trustee, when one-

(i) is, under any law in force in Malawi, adjudged or otherwise declared to be of unsound mind;

(ii) is an undercharged bankrupt, having been adjudged or otherwise declared to be bankrupt under any law in force in Malawi; and

- (iii) has been convicted of an offence involving dishonesty or breach of trust.
- (5) The validity of any proceedings of the Board shall not be affected by any vacancy among the members thereof or by any defect in the appointment of any member.

ARTICLE 9
TENURE OF OFFICE OF THE TRUSTEES

- (1) A Trustee shall hold office for a term of three years but shall be eligible for re-appointment for another term of three years.
- (2) A Trustee shall not hold office after the second term of three year term, but may be eligible after three years have elapsed from the time the Trustee ceased to be a member of the Board of Trustees
- (3) A Trustee may resign his or her office by giving at least thirty days notice in writing to MaFAAS.
- (4) The Board of Trustees may, and after giving reasons, suspend any Trustee from office as a Trustee and any person so suspended shall forthwith cease to execute and do all such deeds and things, if any, as may be necessary for vesting in the persons who after his suspension are the Trustees for the time being any part of MaFAAS property which may be vested in him whether alone or jointly.

ARTICLE 10

VACANCIES ON THE BOARD OF TRUSTEES

- (1) A vacancy on the Board of Trustees shall arise on
- (i) the expiry of the term of office of a Trustee;
 - (ii) resignation of a Trustee after giving one month's written notice to MaFAAS;
 - (iii) the death of a Trustee;
 - (iv) a Trustee failing to attend, without valid excuse, three consecutive meetings of the Board of which he or she has had notice;
 - (v) a Trustee is incapacitated; and
 - (vi) a Trustee being convicted of an offence for which he or she is sentenced to a term of imprisonment without the option of a fine.
- (2) A vacancy due to any of the above shall be filled by the remaining Trustees at the next meeting of the Board of Trustees subject to ratification at the next Annual General Meeting.

ARTICLE 11

GENERAL POWERS OF THE TRUSTEES

In addition to the powers conferred upon the Board of Trustees elsewhere in this Constitution and in furtherance of the objects of MaFAAS, the Board of Trustees shall have the following powers -

- (a) to solicit funds and donations for MaFAAS and to use such funds and donations in a manner consistent with the objects of MaFAAS;
- (b) to liaise and work with other stakeholders in the agricultural advisory services sector;

- (c) where appropriate, appoint, hire and dismiss employees and set conditions of service and remuneration for such employees within laid down policies and principles;
- (d) to employ agents and/or professional advisors and experts in any sphere where deemed necessary or advisable in the interest of MaFAAS;
- (e) to promote and amend operational plans, activities or proposals other than those agreed upon at the Annual General Meetings or special General Meeting for the purpose of utilization of funds received and/or earned by MaFAAS;
- (f) to perform any other activities in furtherance of achievement of the mission of the alliance within the provisions of this Constitution;
- (g) to formulate policies and procedures to guide the operations and activities of MaFAAS Secretariat;
- (h) to accept moneys and assets of any description from any donor for the purposes of MaFAAS and to use such moneys and assets in a manner consistent with the objects of MaFAAS;
- (i) to appraise and evaluate the performance of the management of MaFAAS and to determine their levels of remuneration and other conditions;
- (j) to determine the financial programme of MaFAAS for each year and the programme for implementing the objects set out in this Constitution;
- (k) to determine and review the policies of MaFAAS having regard to its purposes and functions as set out in this Constitution;
- (l) to facilitate any amending of this Constitution;
- (m) to facilitate any need for dissolution of MaFAAS and to determine the manner of disposing of any assets after the discharge of all debts and

other obligations of MaFAAS;

- (n) to operate bank accounts in any financial institution in Malawi;
- (o) to decide how to deal with any financial surplus that MaFAAS may realize;
- (p) to make by-laws and regulations for the good governance of MaFAAS;
- (q) to provide overall oversight over MaFAAS and ensure that MaFAAS is accountable and transparent in all its dealings and transactions;
- (r) to give strategic direction, determining and safeguarding the mission and vision of MaFAAS;
- (s) to make the decisions required for the proper control and management of MaFAAS in liason with the Executive Committee
- (t) to ensure that there is a clear structure for governing the organisation, including defining the role of other structures of MaFAAS such as the Executive Committee, the Technical Advisory Board, and Thematic Teams
- (u) to provide financial oversight;
- (v) to act prudently in protecting the assets and property of MaFAAS;
- (w) to ensure that MaFAAS complies with its own governing document, relevant laws and the requirements placed upon it by its funders and/or other bodies; and
- (x) to do all such other acts, matters and things as the Trustees may deem necessary in order to achieve and give effect to the objects of MaFAAS.

ARTICLE 12

INTEREST OF TRUSTEES

- (1) A Trustee shall declare any interest which he or she has or may have in any business which may be a party to any contract with MaFAAS and shall, in such event, retire from that part of the meeting of the Trustees or any committee of the Trustees at which the matter is being discussed.
- (2) Failure by a Trustee to make the declaration referred to in sub-article (1) shall

render the decision of the meeting on the matter null and void.

- (3) Failure by a Trustee or Trustees to declare the interest referred in (1) above deliberately shall provide justification for removal from the Board of Trustees

ARTICLE 13

SERVICE OF PROCESS

The Trustees shall register with the Registrar General an address in Malawi at which service of process and notices may be effected by or against them.

ARTICLE 14

MEETINGS OF TRUSTEES

- (1) The Trustees shall hold ordinary meetings at least twice in a year and every notice for such meeting shall be in writing giving at least fourteen days' notice prior to the date of the meeting and shall specify the agenda, time and place of the meeting.
- (2) The Trustees shall hold extraordinary meetings at the instance of the Chairperson or any number of Trustees constituting a simple majority.
- (3) MaFAAS shall hold an Annual General Assembly.
- (4) A quorum at a meeting of the Trustees shall be constituted by a five members of the Board of Trustees.
- (5) The Trustees shall, by a two thirds majority vote, appoint a Chairperson from amongst their number who shall preside over the meetings of the Trustees and the Chairperson shall retire after holding office as Chairperson for three

- years but shall be eligible for reelection for a further three year term.
- (6) In the absence of the Chairperson and the Vice Chairperson, the Trustees shall elect amongst themselves one person to preside at the meeting.
 - (7) Decisions of the Trustees shall be taken by a majority of the votes of the Trustees present and the Chairperson shall have a casting vote in addition to his or her deliberative vote.
 - (8) Any decision of the Trustees made or taken otherwise than in accordance with the provisions of this Article shall be null and void.
 - (9) The Trustees may at any time and for any period invite any person to attend any meeting of the Trustees and take part in the deliberations of the meeting but such person shall not be entitled to vote at the meeting.

ARTICLE 15

ANNUAL GENERAL MEETING

- (1) Elections for Trustees shall be held during an Annual General Meeting.
- (2) The Annual General Meeting shall be conducted within three months from the end of the financial year of MaFAAS following an audit of its accounts.
- (3) At the Annual General Meeting presence of 50% of total members shall constitute the quorum.
- (4) The Annual General Meeting shall also be a platform for reports and discussions from various stakeholders and Secretariat.
- (5) If the Annual General Meeting does not form a quorum, the Annual General Meeting shall reschedule the meeting to a week later, at the same venue and same time, if a quorum is not reached again, the Annual General Meeting shall proceed with the meeting.

- (6) Constitutional amendments shall also be effected through voting during the Annual General Meeting or an extra ordinary general meeting as long as a proper notice is given.
- (7) The Annual General Meeting shall be used as a forum for sharing experiences in agricultural advisory services.
- (8) The Annual General Assembly shall be responsible for -
 - (i) Electing members to the Board of Trustees;
 - (ii) approving budgets and financial statements; and
 - (iii) appointing auditors.
- (9) The following resolutions shall be passed by a two-thirds majority vote of all the Trustees -
 - (i) a resolution altering the objects of MaFAAS;
 - (ii) a resolution for amalgamating MaFAAS with any other Trust or body;
 - (iii) a resolution concerning the sale or other disposal of any of the assets of MaFAAS or the assets of any firm or organization in which MaFAAS has a pecuniary interest; and
 - (iii) a resolution dissolving MaFAAS.

ARTICLE 16

APPORTIONMENT OF MONEYS OF MaFAAS

- (1) The Trustees may, in accordance with appropriate accounting principles, determine whether any monies accruing to MaFAAS are to be considered as capital or income and may apportion and blend funds, consolidate investments and determine all questions or matters arising in the

administration of MaFAAS.

- (2) All costs, charges and expenses of MaFAAS shall first be paid out of the incomes of the Funds of MaFAAS and out of capital of the Funds of MaFAAS only if the incomes of the Funds of MaFAAS are inadequate for that purpose.

ARTICLE 17

LIABILITY FOR LOSS

In carrying out their duties, the Trustees or any one of them shall not be liable to MaFAAS for any loss which may occur as a result of any investment made in good faith by the Trustees or occasioned by any mistake or omission made in good faith by the Trustees or any of them or as a result of any negligence, dishonesty or fraud of any agent or employee of MaFAAS, unless such loss arises from any neglect, dishonesty or fraud of the Trustees or any of them.

ARTICLE 18

RULES AND EXECUTION OF INSTRUMENTS

The Trustees shall have power to make such rules and execute such instruments as they may consider proper for the regulation of their meetings and for the management of the affairs of MaFAAS and may, from time to time, alter, rescind or amend such rules or instruments.

ARTICLE 19

COMMITTEES

- (1) The Trustees shall have power to appoint committees consisting of such number of Trustees or other persons as the Trustees shall consider appropriate and to delegate to such committees the powers and duties exercised by the Trustees under this Constitution except the power to make rules and execute instruments conferred by Article 18.

- (2) Any committee may co-opt to its meetings any person whose knowledge of any subject under discussion is considered by the Committee to be useful but such person shall not be entitled to vote.

ARTICLE 20

CONFIDENTIALITY

Every Trustee, donor, co-opted person or consultant to MaFAAS who attends a meeting of the Trustees or of a committee of the Trustees shall regard and deal with as confidential all information which may come to his or her knowledge in the course of his or her dealings with MaFAAS.

ARTICLE 21

EXECUTIVE DIRECTOR AND OTHER EMPLOYEES OF MaFAAS

- (1) The Trustees shall appoint an Executive Director and any such key staff as

the Trustees may deem appropriate to manage the day to day affairs of MaFAAS and the Executive Director and such staff shall form the Secretariat of MaFAAS.

- (2) The Executive Director will report to the Board of Trustees through the Chairperson.
- (3) The terms and conditions of service of staff of MaFAAS shall be determined by the Trustees.

ARTICLE 22

COMMON SEAL

- (1) The common seal of MaFAAS shall not be affixed to any instrument except by the Executive Director and one Trustee for the time being authorized in that behalf by the Board of Trustees and both shall sign the instrument to which the common seal is affixed in the presence of each other.
- (2) The common seal of MaFAAS shall be kept by the Executive Director under lock and key and there shall be kept and maintained a register of all instruments to which the seal has been affixed.

ARTICLE 23

EXECUTION OF DOCUMENTS

All documents, other than those requiring the common seal, made in the name of MaFAAS and all decisions of the Trustees shall be signified under the hand of the Chairperson or any Trustee duly authorized by the Board of Trustees.

ARTICLE 24

FINANCIAL YEAR

The financial year of MaFAAS shall be from 1st July in each year to 30th June the following year.

ARTICLE 25

AUDIT

The accounts of MaFAAS shall be audited annually by an independent auditor recommended by the Trustees and appointed by the Annual General Assembly.

ARTICLE 26

REIMBURSEMENT OF COSTS

The Trustees shall not be entitled to receive any salary out of the funds of MaFAAS but shall be reimbursed out of the funds of MaFAAS for any reasonable expenses incurred by them for attending meetings of the Trustees, and in execution of any functions and activities as may be authorized or mandated by the Board of Trustees.

ARTICLE 27

INDEMNITY

Every Trustee and every employee acting with full authority of MaFAAS in a matter concerning MaFAAS shall be indemnified by MaFAAS out of the funds of MaFAAS against any liability incurred by such Trustee or employee, as the case may be, arising from claims by third parties provided such liability has not been incurred as a result of the negligence, dishonesty or fraud of the relevant Trustee or employee, as the case may be.

ARTICLE 28

AMENDMENT OF THIS CONSTITUTION

- (1) Any amendment to this Constitution shall receive the assent of not less than two thirds of the members at an Annual General Meeting called specifically for this purpose.

- (2) A resolution for the amendment of the Constitution shall be sent by or received by the Chairman of the Board at least thirty days before the Annual General Meeting at which the resolution is to be brought.

ARTICLE 29

DISSOLUTION OF THE MaFAAS AND DISPOSAL OF ASSETS

The Board of Trustees may, with a majority vote, dissolve MaFAAS:

Provided that before such dissolution, the Board of Trustees shall decide the allocation of any remaining assets of MaFAAS to another Trust or organization with objects similar to those set out in Article 7 of this Constitution.

CERTIFIED BY-

CHAIRPERSON