

**THE CONSTITUTION**

**OF**

**THE REGISTERED TRUSTEES OF THE CIVIL SOCIETY NETWORK ON  
CLIMATE CHANGE  
(CISONECC)**

April 2010

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## **CHAPTER 1: THE ORGANIZATION**

### **1.1 Name of Organization**

The name of the organisation shall be the registered Trustees of the Civil Society Network on Climate Change (hereinafter referred to as "CISONECC").

### **1.2 Address of Service**

CISONECC shall for the time being have its headquarters in Blantyre at P. O. Box 1057, Blantyre, Malawi.

### **1.3 Legal Status**

CISONECC shall exist as a network of members registered as a Non Governmental Organisation under the Trustees Incorporation Act and with CONGOMA. It shall operate as an umbrella body driven by its members and shall be capable of suing and being sued in its own name.

### **1.4 Definitions**

In this Constitution, unless the context otherwise requires

‘Chairperson’ means the Chairperson of the Board of Trustees;

‘Civil society’ includes formal groups and associations that are not of the state and business sectors.

‘Code’ means the Code of Conduct of CISONECC adopted under this Constitution;

‘Ethics Committee’ means the committee established to administer the Code and exercise disciplinary functions under this Constitution;

‘CISONECC’ means the Civil Society Network on Climate Change;

‘General Assembly’ means the body of members meeting at an Annual or Special General Meeting in accordance with this Constitution; and

‘Full Member’ means a civil society institution which has been admitted as a member of CISONECC and has fully paid up its membership fee in accordance with this Constitution.

### **1.5 Objectives**

The objectives of CISONECC shall be:-

- a) To promote and facilitate research and document progress, capture the impact of different intervention measures and foster shared learning from climate change interventions in Malawi;

- b) To enhance the capacity of civil society organizations to lobby and advocate for the management of climate change and its impacts in Malawi and at regional and international level;
- c) To build the capacity of civil society organizations, community based organizations and communities on management of the impacts of climate change and variability;
- d) To promote and facilitate measures for alleviating suffering due to climate change and build resilient communities;
- e) To promote collaboration with like minded institutions at national, regional and international levels in order to enhance understanding and promote effective response to climate change impacts;
- f) To mobilize adequate resources (human, financial) for network activities and other activities that may require network intervention.

## **CHAPTER 2: MEMBERSHIP**

### **2.1 Categories of Membership**

Membership of CISONNECC shall be as follows: -

#### **2.1.1 Full members**

- (a) These are members of CISONNECC whose membership dues are fully paid and who are consequently entitled to vote at annual and special general meetings of CISONNECC.
- (b) Member organisations shall be represented at CISONNECC general meetings by delegates;
- (c) Each member organisation shall be entitled to one vote.

#### **2.1.2 Associate members**

These are persons who are admitted as associate members but whose core business is not principally in environment and natural resources management. These members shall not have voting rights at general meetings of CISONNECC and shall be liable for membership dues.

#### **2.1.3 Honorary members**

These are persons that have been admitted as honorary members because of their significant service to CISONNECC's field of activities, and shall not have voting rights nor shall they be liable to CISONNECC for membership dues.

### **2.2 Application for Membership**

Full membership shall be open to civil society institutions registered in Malawi and promoting sustainable environment and natural resources management.

- a) Application for membership shall be made in writing to the Chairperson of the Board through the coordinator at the Secretariat.
- b) The applicant shall declare in its application that it subscribes to the mission, vision, objectives and Code of Conduct of CISONNECC.

- c) An applicant for membership shall only become a member of CISONECC upon approval of the board meeting at which such application for membership is discussed.
- d) Membership shall not become effective until payment by the member of membership fees and annual subscription fees.
- e) Where a dispute or doubt arises as to the acceptance or acceptability of an applicant for membership, or the appropriate category of a member, the Chairperson shall have a casting vote.

### **2.3 Rights and Obligations of Members**

Members of CISONECC shall have the right to:-

- (a) Participate in the activities of CISONECC and its General Assembly without undue let or hindrance;
- (b) Seek election to the structures of CISONECC;
- (c) Receive regular information on the operations of CISONECC from the Secretariat and fellow members;
- (d) Contribute to, be consulted and heard on, the achievement of CISONECC objectives through coordinated action and activities;
- (e) Contribute to CISONECC policy development and implementation; and
- (f) Receive such capacity building initiatives from or through the Secretariat as the Board shall approve in favour of members from time to time.

CISONECC members shall:

- (a) Share with other members information on organisational progress through e-forums, mail or workshops;
- (b) Fully participate in the operations and other activities of CISONECC as may be necessary from time to time or as may be communicated from the secretariat;
- (c) Be prepared to commit material and human resources for use in the furtherance or attainment of CISONECC objectives;
- (d) Pay annual subscriptions to CISONECC;
- (ie) Participate in the raising of funds for the operations of CISONECC;
- (g) Represent CISONECC in workshops or meetings at local, national and international levels; and
- (h) Comply with this Constitution, the Code of Conduct and any rules, by-laws or regulations of CISONECC.

#### **2.4 Cessation of Membership**

- (a) A member, including an associate or honorary member may resign membership (by giving 30 days' notice in writing to the Chairperson of the Board;
- (b) The Board may in its discretion exclude from membership of CISONECC any member or associate or honorary member, as the case may be, if: -
  - i. The subscription fee payable to CISONECC by such member shall remain unpaid 6 (six) months after the same shall have become due and payable;
  - ii. In the opinion of the Board the continued membership of such member would be detrimental to the interests of CISONECC or to the furtherance of



its objectives.

- iii. If being a body corporate, a member ceases to exist through either dissolution or liquidation;
- iv. Two-thirds of the members of the General Assembly vote in favour of the expulsion of a member.
- v. A motion for the expulsion of a member shall be included in the agenda for the meeting at which the motion will be proposed and voted on, provided that the member shall be granted the opportunity to defend himself against a motion for expulsion.
- vi. A member will cease to be a member if, without just cause or prior notice, the member is absent from 4 (four) consecutive general meetings of CISONNECC for which he has received notice, provided that such member may be reinstated upon giving satisfactory explanation to the Board.

## **CHAPTER 3: THE GENERAL ASSEMBLY**

3.1 There shall be general meetings of CISONECC at which the business of members shall be transacted in accordance with this Constitution.

3.2 The general meetings shall be convened at such times and at such places as the Board of Trustees shall determine.

3.3 The general meeting shall constitute the General Assembly of CISONECC and shall execute such business and make such decisions as are provided for under this Constitution.

### **3.4 Annual General Meeting**

3.4.1 There shall be, upon giving not less than twenty one (21) days' written notice to members, held an Annual General Meeting (AGM) at the beginning of each fiscal year at a time and venue to be decided by the Board of Trustees: Provided that the Board of Trustees may postpone the AGM if for any sufficient reason it is not convenient to hold the AGM in that month.

3.4.2 The quorum of the AGM shall be fifty per cent of all paid up members and shall constitute the General Assembly as provided for in this Constitution.

3.4.3 The agenda for the AGM shall include:-

- (i) The reading and adoption of the minutes of the previous AGM and any Special General Meeting held during the previous year;
- (ii) Matters arising from those minutes;
- (iii) The presentation of the annual report of the Chairperson of the Board on the activities and operations of the CISONECC during the previous year;
- (iv) The presentation of the financial report by the coordinator signed by the Chairperson which will include audited financial accounts and audited balance sheet;
- (v) Planning for the activities of the CISONECC in the following year;
- (vi) When appropriate, election or appointment of Trustees and Board of Trustees; and
- (vi) Any other business.

3.4.4 All members shall be entitled to attend the AGM and each paid up member shall be entitled to one vote.

### **3.5 Special General Meeting**

- 3.5.1 A Special General Meeting (SGM) may be convened by the Board of Trustees or a majority of members for purposes of considering any motion requiring the presence or decision of members upon giving of not less than fourteen (14) days written notice to members.
- 3.5.2 Subject to approval of the Board of Trustees a member may requisition an SGM;
- 3.5.3 The Procedures at an SGM shall be similar to that of the AGM.

### **3.6 Rules and Regulations**

- 3.6.1 The General Assembly may ratify such rules or regulations as may be necessary for the administration and management of the affairs of the CISONECC or the attainment of the objects and purposes of the CISONECC and those rules or regulations may be amended or repealed from time to time.
- 3.6.2 Board of Trustees may appoint such persons as may be capable of enforcing the said rules and regulations. Such persons may impose penalties/sanctions in accordance with the said rules and regulations on any person found contravening those rules or regulations.
- 3.6.3 The rules or regulations passed in accordance with this Constitution shall apply subject to the provisions of this Constitution and any law in force in Malawi and any bye-law, rule or regulation that is inconsistent with the provisions of this Constitution or any law in force in Malawi shall be invalid to the extent of such inconsistency.
- 3.6.4 Rules or regulations particularly those relating to natural resources protection, management, conservation and sustainable utilization passed under this Constitution shall be binding to all members of CISONECC.

### **3.7 Judicial Powers and Appeals**

#### **3.7.1 Code of Conduct**

- 3.7.1.1 The General Assembly shall develop a Code of Conduct which shall form part of the rules and regulations of CISONECC and shall be the standard upon which the management, administration and operations of CISONECC shall be based.
- 3.7.1.2 The Code shall also stipulate the relationship between CISONECC and its members and between members themselves.
- 3.7.1.3 The Code shall be adopted simultaneously with this Constitution by the General Assembly and shall be signed by all initial members of CISONECC.
- 3.7.1.4 Every member shall sign a declaration committing to be bound by the Code before being admitted to membership.

3.7.1.5 The General Assembly shall elect an Ethics Committee consisting of not less than three members and shall be responsible for the administration and enforcement of the Code.

3.7.1.6 Any member aggrieved with the decision of the Ethics Committee shall be entitled to appeal to the General Assembly

### **3.7.2 General Disciplinary Powers**

3.7.2.1 The Ethics Committee shall have jurisdiction to hear and determine any matter arising from the application of this Constitution or any rules and regulations passed under the authority of this Constitution.

3.7.2.2 Any member aggrieved by the decision of the Ethics Committee may appeal against such decision to the General Assembly which shall be competent to allow or dismiss such appeal.

**PROVIDED** that the Board of Trustees may in its discretion institute legal proceedings against any person or member whose acts or conduct infringe regulations or rules, as the case may be, in any court of competent jurisdiction.

## **CHAPTER 4: BOARD OF TRUSTEES**

The Trustees of CISONNECC shall legally represent CISONNECC and shall have general management oversight over its activities. Trustees shall have responsibility for overseeing the implementation of policies set and for oversight of management of CISONNECC.

### **4.1 Rights and Powers of the Board of Trustees**

The Board of Trustees shall be responsible for the management and administration of CISONNECC including formulating and implementing policy, use of CISONNECC assets (including financial assets) and CISONNECC staffing.

### **4.2 Rights to see all Documentation**

Trustees shall have access to all papers, minutes, correspondence, or accounts produced within CISONNECC.

### **4.3 Duties of the Board of Trustees**

#### **4.3.1 Duty in Respect of Assets**

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

#### **4.3.2 Duty in Respect of Loans and Overdrafts**

Trustees shall be responsible for ensuring that income, expenditure and borrowing promote the overall financial stability of CISONNECC.

Any overdraft or loan shall be subject to authorization by Board of Trustees.

#### **4.3.3 Indemnity of Trustees**

Every Trustee shall be entitled to be indemnified out of the assets or funds of CISONNECC 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 attach to any Trustee or Staff while carrying out his/her duties as designated by the Board of Trustees, except in so far as that Trustee undertook fraudulent activities or was grossly negligent in performance of those duties.

### **4.4 Number and quorum of Trustees**

The Board of Trustees shall consist of five Trustees, who shall be elected by the General Assembly in an individual capacity. The quorum of the Board of Trustees shall be three.

### **4.5 Appointment of Trustees**

Trustees shall be elected at a general assembly.

#### **4.6 Qualifications of Trustees**

Trustees must be experienced and reputable persons, well respected in the community.

#### **4.7 Period of Office of Trustees**

Trustees will serve CISONNECC for a period of three years and may be re-elected for a further term of three years.

#### **4.8 Failure to Attend Board of Trustee Meetings**

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 vacant.

#### **4.9 Replacement of Trustees**

Vacancies in the Board of Trustees, however they arise, shall be filled by election of additional Trustees by the General Assembly.

Trustees shall be replaced within 4 months of their place being declared vacant.

Trustees who have retired at the end of their term of office may be re-elected.

#### **4.10 Election of Chairperson**

At their first meeting after establishment, the Board of Trustees will choose a Chairperson. The duties of the Chairperson will be those normally associated with that office. On retirement of the Chairperson, the remaining trustees will appoint a new Chairperson.

#### **4.11 Periodicity of Meetings**

The Trustees shall have at least one meeting of the Board of Trustees per year.

#### **4.12 Decisions of the Trustees**

Decisions of the Board of Trustees shall be taken by a simple majority in 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. A quorum shall consist of three Trustees.

## **CHAPTER 5: CISONECC SECRETARIAT**

CISONECC will have paid professionals and technical staff which will form the Secretariat. The size and composition of the Secretariat and the relevant Conditions of Service will be formulated by the Board of Trustees.

The Board of Trustees shall be the policy making and decision taking body of CISONECC while the Secretariat shall execute the decisions of the Board of Trustees and undertake the day to day management of CISONECC.

### **5.1 Duties of the Secretariat**

- a. To manage and deliver to the members services such as training, coordination, information dissemination, advocacy and other services as may be agreed from time to time by the Board of Trustees.
- b. To use resources provided by individuals, donors, and the Government of Malawi in cost effective ways which will assist in the achievement of CISONECC's strategic objectives.
- c. To develop internal systems and procedures for the secretariat and facilitate effective collaboration between CISONECC members and Government of Malawi, donors, and international organizations.
- d. To advise the Board of Trustees in respect of policy and practice as required.
- e. To provide information such as board papers, minutes, accounts to the Board of Trustees.
- f. To undertake fund raising activities for the achievement of the objectives of CISONECC.

### **5.2 The Coordinator**

The Coordinator shall be responsible for communication between the board of Trustees and the Secretariat, and the Secretariat and members

The Coordinator shall be the Secretary to the Board of Trustees but shall not have a vote.

### **5.3 Indemnity of Staff**

Every staff shall be entitled to be indemnified out of the assets or funds of CISONECC 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 attach to any staff while carrying out his/her duties as designated by the Board of Trustees, except in so far as that staff undertook fraudulent activities or was grossly negligent in performance of those duties.



## **CHAPTER 6: FINANCIAL MATTERS**

### **6.1 Sources of CISONNECC funds**

The sources of CISONNECC funds shall come from: -

- a) subscription/membership fees,
- b) donor or, project funds,
- c) consultancy fees earned by the Secretariat
- d) donations, legacies; or
- e) any other sources which the Board of Trustees may approve.

CISONNECC shall establish an endowment fund to facilitate its financial sustainability. For this purpose the Secretariat shall develop necessary plans and proposals and submit these to the Board of Trustees.

### **6.2 Financial Control**

CISONNECC shall have an Accountant whose responsibility will be to provide the Coordinator of CISONNECC with such financial information as may be needed to allow for the successful management of resources.

The Accountant must ensure the financial viability of the organisation and draw to the attention of the Coordinator all matters relating to financial information as may be needed to allow for the successful management of resources.

Where the channels of communication between the Accountant and the Coordinator have been exhausted, the Accountant shall have direct access to the Chairperson where she/he feels this to be necessary for the preservation of CISONNECC financial resources.

#### **6.2.1 Annual Audit**

A firm of Certified Public Accountant shall be appointed by the General Assembly as auditor each year. An audit of the complete books of account of CISONNECC will be conducted each year according to international accounting standards and any relevant Malawi legislation. The audit report shall be presented to the Board of Trustees within the first quarter year following the end of the financial year.

#### **6.2.2 Transparency**

CISONNECC 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.

#### **6.2.3 Accountability**

CISONNECC will be accountable to stakeholders and donors in respect of finance entrusted to its care. In particular, it will ensure that assets are used effectively and efficiently and with

"value-for-money" as a key concept.

#### **6.2.4 Openness**

CISONECC 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.

#### **6.3 Financial Year**

The financial year for CISONECC shall run from 1 January and expire on 31 December of each year.

## CHAPTER 7: DISSOLUTION OF CISONECC

7.1 In the event of the Board of Trustees deciding unanimously and three quarters of the General

Assembly approving a motion that good and sufficient reasons exist for the dissolution of the CISONECC, the Board shall requisition a Special General Meeting at which it shall put before the members, the reasons for the proposed dissolution and in the event that the dissolution is approved by the majority of the members present and voting, CISONECC shall be dissolved; **Provided** always that no motion for dissolution shall be made or debated except upon not less than six (6) months written notice thereof having been given to the Executive Director of the Council for Non Governmental Organizations in Malawi and NGO Board.

7.2 Upon a motion for dissolution being passed, any funds and assets standing to the credit of CISONECC shall be paid and distributed as follows:-

- (i) For payment of all outstanding debts and liabilities of the CISONECC and expenses incurred in the dissolution of the CISONECC.
- (ii) Any balance remaining thereafter shall be disposed of in accordance with the decision of the majority of the members present and voting at a SGM; provided that such disposal shall explicitly be directed to the furtherance or attainment of one more purposes of CISONECC and no portion thereof shall be distributed to individual members of CISONECC.

**CHAPTER 8: MISCELLANEOUS PROVISIONS**

**8.1 Effective Date**

This Constitution shall enter into force upon the adoption by the majority vote of members of the Board of Trustees and the registration at the Registrar General Office.

**8.2 Amendment of the Constitution**

This Constitution may be amended in whole or in part provided that any proposal for such amendment is supported by the majority of votes of all the members entitled to vote at an Annual General Meeting or Special General Meeting in accordance with this Constitution. No amendment of this Constitution shall have any binding effect unless and until notice of the same is given to the office of the Registrar General of the Republic of Malawi and duly registered thereby.

**8.3 Incorporation**

8.4.1 The Trustees shall incorporate themselves under the Trustee Incorporation Act Cap. 5:03 of the Laws of Malawi under the name **“the Registered Trustees of the Civil Society Network on Climate Change”**.

**8.4 Rules for the Use of the Common Seal**

8.4.2 CISONECC shall have a common seal which shall consist of an embossed stamp inscribed with, *inter alia*, the words **“THE REGISTERED TRUSTEES OF THE CIVIL SOCIETY NETWORK ON CLIMATE CHANGE”**.

8.4.3 The Common Seal shall be under the charge of the Secretary of the Board of Trustees and shall be kept in a locked receptacle and shall not be affixed to any document except in the presence of two trustees as witnesses and every document to which the common seal has been so affixed shall be signed by the Secretary and the two other trustees in whose presence the seal is so affixed.

THIS IS TO CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL CONSTITUTION OF THE REGISTERED TRUSTEES OF THE CIVIL SOCIETY NETWORK ON CLIMATE CHANGE WHICH WAS CONFIRMED AT THE MEETING OF THE CISONECC HELD ON.....

.....  
**CHAIRPERSON**

.....  
**DATE**

.....  
**COORDINATOR**

.....  
**DATE**