

CONSTITUTION

OF

THE REGISTERED TRUSTEES

OF

THE UNIVERSITIES AND COLLEGES ASSOCIATION OF MALAWI

(UCAM)

SECTION A

SUPREMACY OF THE CONSTITUTION

- (a) This Constitution shall supersede any other document that regulates the conduct of its Trustees and Governing Board Members, their relationship or purports to confer authority to UCAM or any structure falling under or formed by Universities and Colleges Association of Malawi (UCAM).
- (b) This Constitution shall bind the Governing Board and all other structures established by UCAM, whether under this Constitution or any document purporting to confer such authority.

ARTICLE 1

Name

The name of the organization shall be **“THE REGISTERED TRUSTEES OF THE UNIVERSITIES AND COLLEGES ASSOCIATION OF MALAWI”**.

ARTICLE 2

Address of service

The address for service under Section 13 will be: P.O. Box 30330, Lilongwe 3, Malawi.

The offices of **THE UNIVERSITIES AND COLLEGES ASSOCIATION OF MALAWI** are located at HB House, Malawi Universities Development Programme (MUDEP) Lilongwe, Malawi.

ARTICLE 3

Aim

The aim of the Association shall be to provide a platform of common interest for reflection, consultation, debates, cooperation and collaboration for the advancement of higher education in Malawi.

ARTICLE 4

Objectives

The objectives of the Association shall include the following:

- i. To serve as an inter-university and college organization for both public and private higher education institutions in Malawi;
- ii. To contribute to Malawi's higher education policy formulation and review;
- iii. To promote and facilitate networking, collaboration and experience sharing in teaching, learning, research, community service/outreach and industry engagement;
- iv. To enhance leadership and institutional management capacity;
- v. To facilitate effective dialogue among universities, colleges and other stakeholders on issues affecting higher education;
- vi. To organise fora for the dissemination of research on key issues affecting higher education in Malawi;
- vii. To establish a secretariat that is effective, efficient and sustainable for the pursuit of the Association's goals.

ARTICLE 4

Board of Trustees

1. Trustees shall be appointed by the Governing Board and shall include 3 persons on account of high professional standing, special knowledge, skills and expertise in matters of higher education.
2. The property and business of the Trust shall be managed by the Board of Trustees, comprised of not less than five (5) members who may exercise all such powers and do all such things as may be exercised or done by the Trust.
3. The minimum number of Board of Trustees membership shall be five (5) and the maximum shall be seven (7).
4. The Trustees shall elect among themselves a Chairperson and Vice who shall hold such office for three years tenure of their office as Trustees but each shall cease to

be such officer at the expiry of his term of office as a Trustee unless re-elected as Trustee and as such or other officer.

5. Election of trustees shall be by invitation of the Secretariat, endorsed by the Governing Council and shall be confirmed at the Annual General Meeting of the year in which the Term of office of the trustees expires.
6. If a vacancy in the office of the trustees arises before the next Annual General Meeting where election of the trustees are to take place, the remaining trustees shall fill the vacancy by appointing a new Trustee or Trustees who shall hold office until the next Annual General Meeting where election of Trustees are to be held by way of a resolution passed by majority vote at a board meeting.
7. The office of Board of Trustee shall be automatically vacated:
 - i. if at a special general meeting of Members, a resolution is passed by two thirds (2/3) of the Regular Members present at the meeting that he or she be removed from office;
 - ii. a Trustee has resigned from his or her office by delivering a written resignation to the Secretary of the Trust; iii. if he or she is found by a court to be of unsound mind;
 - iv. if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;
 - v. On death.

ARTICLE 5

Meetings of Trustees

1. The Trustees of UCAM shall meet annually to review overall operations of UCAM.
2. Two third majority shall form a quorum
3. The secretary of Trustees shall notify members fourteen working days before the scheduled date of the meeting.
4. The agenda of the Trustees meeting shall be circulated by the Trustee's Secretary within 14 working days of the scheduled meeting and any changes as proposed by members of the Trustees shall be communicated to the Trustees secretary within the same 14 working day period.
5. Minutes of the Trustees meeting shall be circulated to the members by the Trustees Secretary within 14 working days after the scheduled meeting.

6. Any meeting of the Board of Trustees may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other instantaneously, and a Trustee participating in such meeting by such means is deemed to be present at that meeting. The Board of Trustees shall take such reasonable precautions as maybe necessary to ensure that such telephone, electronic or other communications facilities are secure from unauthorized interception or monitoring.
7. For the purposes of determining those present and recording votes at such a meeting, the Chairperson of the meeting shall require each Trustee participating by such means to identify himself or herself and to acknowledge by voice such Trustee presence or vote, as the case may be, and the Chairperson of the meeting and the Trust shall be entitled to rely thereon in the absence of evidence to the contrary.
8. The Chairperson of the Board or 25% of Trustees in office at any time shall have power to call a meeting of the Board of Trustees.
9. A majority of Trustees in office, from time to time, shall constitute a quorum for meetings of the board of Trustees. Any meeting of the board of Trustees at which a quorum is present shall, be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Trust.

ARTICLE 6

Term of office for Trustees

A Trustee shall, subject as hereinafter stated, serve for a term of three (3) years with eligibility for re-election but for one (1) term only.

ARTICLE 7

Functions of the Board of Trustees

1. Appointing members of the Governing Board for UCAM upon expiry of their term of office.
2. Supporting the Executive Management in the mobilization of resource to support day to day operations of UCAM.

3. Being responsible for affiliation of UCAM to relevant bodies that support its mission.
4. To approve Auditors appointed by the Governing Board with support from the UCAM legal counsel.
5. Facilitate UCAM constitutional review and all relevant policies with support from UCAM legal counsel.

ARTICLE 8

Casual Vacancies, Resignation and Removal from Board of Trustees

1. The Board of Trustees shall have power to appoint another member to fill a vacant position in the Board.
2. A member of the Board may resign from office by giving 30 (thirty) days' written notice to the Secretary of the Board.
3. A member of the Board may be removed from office in any of the following instances:-
 - i. if such member fails to attend without a valid reason four (4) consecutive meetings of which prior notice will have been given;
 - ii. if such member becomes of unsound mind;
 - iii. if such member is declared bankrupt;
 - iv. if such member persistently conducts himself or herself in a manner which would bring disrepute to UCAM;
 - v. If such member no longer subscribes to or believes in the aims and objects or shows little interest or involvement in the work of UCAM.

ARTICLE 9

The Governing Board

There shall be established a Governing Board which shall be elected by and directly answerable to the Board of Trustees and which shall be responsible for day to day policy direction to the running of UCAM.

ARTICLE 10

Power of the Governing Board

The Governing Board shall manage the affairs of UCAM. The powers and duties of the Governing Board shall, *inter alia*, be:

- i. to carry out and implement all policies of UCAM.
- ii. to appoint such officers from among the UCAM members and also to employ such persons as it deems necessary for the proper execution of the Association's aims and objects;
- iii. to hold movable and immovable property and to dispose of the same in any manner as it deems necessary.
- iv. to purchase, take on lease or in exchange, hire, or otherwise acquire any immovable or movable property or any rights whether directly or indirectly necessary or convenient for use for purpose of the Association.
- v. Subject to such consents as may be required by law to sell, improve, manage, develop, lease, mortgage, exchange, dispose of or return to account or otherwise deal with all or any part of the property or any right for the time being held by the Association.
- vi. to make regulations from time to time for the administration of the Association and for the management and conduct of its business including the business of any committee established by it;
- vii. to raise funds and to receive and accept contributions by way of subscriptions, donations and otherwise;
- viii. to take and accept any gifts of property, whether or not subject to special trusts;

- x. Subject to such consents as are required by law to borrow money whether or not on the security of any of the Association's property with power to change any sort of the capital or income with the repayment of the money so borrowed.
- xi. To invest trust money in the purchase of or at interest on the security of such stocks, funds, shares, securities or other investments or property of whatsoever nature and wherever situated as the Association in its absolute discretion thinks fit;
- xii. To delegate any of its powers or duties to any committee, Board Member or officers of the Association.
- xiii. To act within the limits laid down by its constitution and in accordance with the laws from time to time in force in Malawi.
- xiv. To do all such other things as shall further and are incidental or conducive to the attainment of all or any of the aims and objects of the Association.

ARTICLE 11

Meetings of the Governing Board

1. The Governing Board shall hold four stated meetings each year at approximately two to three month intervals and such other meetings at it may determine.
2. The quorum at meetings of the Governing Board shall be at least half (50%) of members.
3. At least seven (7) days written notice exclusive of the day of service of such notice shall be given to all members of the Governing Board. The Governing Board may waive the necessity of such notice to any meeting or set of meetings.

The notice shall specify the place, date and hour of meeting and the nature of business to be transacted and it shall be signed by the Secretary of the Governing Board.

4. All resolutions of the Governing Board shall be carried by a simple majority of the votes of the members present and voting. In case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
5. Subject to the provisions of any written law, a resolution in writing signed by all members for the time being entitled to receive notice of and attend and vote at any meeting of the Governing Board shall be as valid and effective as if the same had been passed at a properly convened meeting.
6. The Governing Board shall meet as often as its affairs require and proper minutes of the proceedings at such meetings shall be kept. The minutes shall be signed by the Chairperson.
7. The Chairperson of the Governing Board shall preside at all meetings of the Committee; **PROVIDED** that in his or her absence, the members present shall elect one of them as chair of the meeting.

ARTICLE 12

Term of office for the Governing Board

A Trustee shall, subject as hereinafter stated, serve for a term of three (3) years with eligibility for re-election but for one (1) term only.

ARTICLE 13

Casual Vacancies, Resignation and Removal from Governing Board

1. The Governing Board shall have power to appoint another member to fill a vacant position in the Board.
2. A member of the Board may resign from office by giving 30 (thirty) days' written notice to the Secretary of the Board.
3. A member of the Board may be removed from office in any of the following instances:-
 - i. if such member fails to attend without a valid reason four (4) consecutive meetings of which prior notice will have been given;
 - ii. if such member is declared bankrupt;

- iii. if such member persistently conducts himself or herself in a manner which would bring disrepute to UCAM.
- iv. if such member becomes of unsound mind;
- v. If such member no longer subscribes to or believes in the aims and objects or shows little interest or involvement in the work of UCAM.

ARTICLE 13

The Secretariat

1. There shall be a Secretariat which shall comprise staff members appointed by the Governing Board.
2. The Executive Director shall be the head of the Secretariat.
3. A member of the Executive Director shall serve for a period of 5(five) years but shall be eligible for re-appointment.
4. The Governing Board shall have power to employ other clerical and support staff for the day to day running of the Secretariat.
5. The Secretariat shall be used at the registered office of the Association for the time being in accordance with article 2 hereof.
6. The Secretariat shall be the implementation unit of all resolutions and policies of, and shall perform such functions as are assigned to it from time to time by, the Governing Board.

ARTICLE 14

Executive Director

1. There shall be an Executive Director to be appointed by the Governing Board who shall be the Secretary of the Association and the head of the Secretariat.
2. The Executive Director shall be responsible for the overall and effective administration of the Association and its secretariat on a day to day basis and in particular development of an effective programme.

3. The duties and terms of office of the Executive Director shall be determined by the Governing Board in accordance with the terms and conditions of service.
4. The Executive Director shall be entitled to attend meetings and participate in discussions of the meetings of the Governing Council but shall have no vote.

ARTICLE 15

Membership and General Meetings

Membership

1. Membership of the Association shall be open to universities and colleges which are recognised by the National Council for Higher Education (NCHE).

Annual General Meeting

2. At least once in every year the Governing Board shall convene an Annual General Meeting of the Association which all members shall be entitled to attend, for the purpose, *inter alia*, of receiving the Governing Board's and the Executive Director's annual report and the annual audited statement of accounts; of making necessary appointments or elections; of making necessary decisions; and whenever necessary, or voting proposals to amend this Constitution in accordance with Article 20 hereof.
3. At least **30 (thirty)** days' written notice exclusive of the day of service of such notice shall be published of the meeting to all members of the Association together with minutes of any previous meeting.
4. The notice shall specify the place, date and hour of the meeting and the nature of the business to be transacted and it shall be signed by the Executive Director and the Chairperson of the Governing Board.

Extraordinary General Meeting

5. The Chairperson of the Governing Board or the Executive Director on the requisition of $\frac{1}{4}$ (one quarter) of the members of the Association at any time may summon an extraordinary general meeting of the Association.

Quorum

6. The quorum at the annual or extra ordinary general meeting shall be 75% (Seventy-five per cent) of the total number of members.

Minutes

7. The minutes of each Meeting shall be signed by the Convener for the Meeting concerned and sent to all Members. Objections or corrections to the minutes must be lodged with the Convener for the Meeting concerned within three 21 days of the minutes being distributed. The Convener for the Meeting concerned shall decide whether to allow the objections or corrections in the minutes or not.

ARTICLE 16

Committees

1. The Governing Board may establish the following committees which shall be approved by the Trustees of Universities and Colleges Association of Malawi:
 - i. Finance Committee
 - ii. Appointments and Disciplinary Committee
 - iii. Resource Mobilisation Committee
 - iv. Risk and Compliance Committee
 - v. Projects Committee
2. Each Committee shall elect a Chairperson and Secretary and shall organize their meetings accordingly. The resolutions from the meetings shall be included in the full board minutes.
3. The Governing Board may, if it considers it desirable, establish other committees of a temporary nature and may decide to include employees of the organization.
4. The meetings and proceedings of any such Committee shall be governed by the provisions of this constitution for the time regulating the meetings and proceedings of the Governing Board so far as applicable and so far as the same shall not be superseded by any rules made by the Governing Board.

5. All acts bonafide done by any meeting of the Governing Board or of any Committee of the Governing Board or by any person acting as a member of the Governing Board, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid that they or any of them were disqualified, be a valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Governing Board.

ARTICLE 17

Borrowing Powers

1. The Governing Board may exercise all the powers of the organization to borrow money, and to mortgage or charge its property and to issue any securities whether outright or for any debt, liability or obligation of the organization or of any third party.

ARTICLE 18

Indemnity

Every Trustee, Member of the Governing Board and every employee of the Association acting with full authority of the Trust in a matter concerning the Association shall be indemnified by the Association out of the funds of the Trust against any liability incurred by such Trustee, Executive or employee as the case may be arising from claims by third parties.

ARTICLE 19

Accounts

1. The Finance Officer shall cause proper, accurate and up-to-date books of accounts to be kept and an income and expenditure account and balance sheet to be prepared, audited and circulated annually in accordance with the law from time to time in force in the Country.
2. The financial year shall run from 1st July to 30th June in each year and every year.
3. The organization may receive gifts, bequests, devises and subventions from any Government, persons, organizations or institutions whether resident within or without the territorial boundaries of Malawi.

ARTICLE 20

Independent Audit

1. The accounts of the organization shall be audited by Independent auditors duly appointed by the Governing Board in the general meetings annually.

ARTICLE 20

Amendments to the Constitution

1. This Constitution may be amended by the Trustees upon a two thirds (2/3) majority vote of those trustees present and voting.
2. Proposals for amendments shall be communicated in writing by the Chairperson to all members at least one (1) calendar month prior to the General Meeting at which the amendments are to be considered.

ARTICLE 21

Rules for the custody and use of the Seal

1. The Association shall have a common seal which shall consist of an embossed stamp inscribed with the words **THE REGISTERED TRUSTEES OF THE UNIVERSITIES AND COLLEGES ASSOCIATION OF MALAWI**.
2. The common seal shall be kept in the charge of the Executive Director 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 attached shall be signed by Chairman and one of the Trustees or by the Chairperson and the Executive Director in whose presence the seal is so affixed.

ARTICLE 22

Dissolution

1. The dissolution of the Association shall be arrived at upon the unanimous decision through voting of all the members of the Board of Trustees.
2. Upon such dissolution:
 - i. All the assets of the Association shall be sold and the monies realized from such sale shall be deposited in the bank account of the Association.
 - ii. The monies remaining after liquidating all the debts incurred by the Association shall be donated to any charity or non-profit making organization with aims and objectives similar to those of the Association.

ARTICLE 23

Transitional Provisions

1. Members of the Steering Committee for the Establishment of the Association shall serve as the founding Members of the Governing Board of the Association.
2. The term for the Steering Committee Members as founding Members of the Governing Board of the Association shall commence from the first Annual General meeting of the Association upon approval of the Constitution.
3. Member institutions shall be requested to second staff to form Secretariat, pending recruitment of substantive employees of the Secretariat.
4. Member institutions shall be requested to host the Secretariat, pending establishment of own premises for the Association.

Certified as a true copy of the constitution of **THE REGISTERED TRUSTEES OF THE ASSOCIATION OF UNIVERSITIES AND COLLEGES IN MALAWI**

Chairman:

Secretary: