

**THE CONSTITUTION
OF THE REGISTERED TRUSTEES OF THE**

Eye of the Child

(EYC)

Address

**PRIVATE BAG 345
LILONGWE 3
Malawi**

July 1997

TABLE OF CONTENTS

ARTICLE 1: ESTABLISHMENT OF THE REGISTERED TRUSTEES OF THE EYE OF THE CHILD4
ARTICLE 2: INTERPRETATION4
ARTICLE 3: OBJECTIVES5
ARTICLE 4: POWERS5
ARTICLE 5: ORGANS OF EYC6
ARTICLE 6: ANNUAL GENERAL ASSEMBLY7
ARTICLE 7: COMMITTEES 8
ARTICLE 8: BOARD OF TRUSTEES8
ARTICLE 9: GENERAL POWERS OF BOARD OF TRUSTEES	..9
ARTICLE 10: MEETINGS AND PROCEEDINGS OF THE BOARD OF TRUSTEES11
ARTICLE 11: SECRETARIAT12
ARTICLE 12: EXECUTIVE DIRECTOR12
ARTICLE 13: RULES AND EXECUTION OF INSTRUMENTS	...13

ARTICLE 14:	REIMBURSEMENT OF COSTS.....	14
ARTICLE 15:	COMMON SEAL.....	14
ARTICLE 16:	LOGO.....	14
ARTICLE 17:	FINANCE.....	14
ARTICLE 18:	AUDIT.....	15
ARTICLE 19:	AFFILIATION.....	16
ARTICLE 20:	AMENDMENTS.....	16
ARTICLE 21:	INDEMNITY.....	17
ARTICLE 22	VACANCIES ON THE BOARD OF TRUSTEES.....	17
ARTICLE 23:	DISSOLUTION AND DISTRIBUTION OF ASSETS...17	
ARTICLE 24:	COMMENCEMENT.....	18

ARTICLE 1: ESTABLISHMENT OF THE REGISTERED TRUSTEES OF EYE OF THE CHILD

- a. A Christian based organization to be known as **Eye of the Child** (hereinafter referred to as "EYC" is hereby established.
- b. The EYC shall:
 - a) have a perpetual succession and a common seal; and
 - b) Be capable of suing and being sued and of purchasing or otherwise acquiring, holding and alienating movable or immovable property and of performing all such acts as a body corporate may by law perform
- c. The registered office of the Organization shall be situated at Lilongwe, **Private Bag 345, Capital City, Lilongwe 3, Malawi.**

ARTICLE 2: INTERPRETATION

In this Constitution, unless the context otherwise requires:-

- I. EYC means Eye of the Child
- II. A Child means any persons below the age of 18
- III. Trustees means a member of the board that manages the affairs and administers the funds of an institution or the organization
- IV. Common seal a proof of authenticity

ARTICLE 3: OBJECTIVES

1. **Human Rights Monitoring:** Regularly monitor, research, document and report on the specific human rights situation and compliance with National, International standards and advocate for corrective action;
2. **Advocacy:** Lobby for the review, development and enactment of laws, policies, programme of action, and by-laws that promote human rights;
3. **Child Participation:** Promote children participation in matters concerning them;

4. **Social Welfare:** Contribute towards the development of vulnerable children and parents livelihood;
5. **Public education:** Conduct public awareness campaign and civic education on all human rights issues;
6. **Training and Capacity building:** Train and strengthen the knowledge and skills of social services providers in human rights promotion;
7. **Strategic Litigation and Child Protection:** Provide free legal support, counseling services and protection to children and mothers affected by abuse, conflict, violence and exploitation;
8. **Partnership:** Cooperate with local and international individuals and organizations with the aim of exchanging information, planning together, and implementing joint projects that promote human rights and democracy; and
9. **Response:** Engage in any other activities that promote the interest of the organization, human rights and children.

ARTICLE 5: ORGANS OF EYC

EYC shall comprise of the following organs

- a) The General Assembly
- b) The Board of Trustees
- c) The Secretariat
- d) Members

ARTICLE 6: GENERAL ASSEMBLY

- a. There shall be an Annual General Assembly comprising all members of **EYC** that shall be the highest authority on the **EYC's** structure (hereinafter referred to as AGA).
- b. The quorum of the AGA shall be a simple majority.
- c. The AGA shall have the powers to amend any part of this constitution, and any such amendment shall be by two-thirds majority of members present at the AGA.

- d. The AGA shall elect trustees of EYC at its meetings. Such elections shall include elections for the Chairperson, Vice Chairperson and Treasurer.
- e. The AGA shall have powers to make a resolution to dissolve the EYC Board of Trustees and institute a new Board of Trustees.
- f. The AGA shall review its membership from time to time in respect of the commitment to paying of annual membership fee.
- g. Only registered members of EYC shall be eligible to be elected to serve on the Board of Trustees at an AGA.
- h. The AGA shall receive and scrutinize reports including Audited Accounts for the previous financial year to be presented by the Board of Trustees
- i. The AGA shall determine the annual subscription to EYC, which shall come into force on a date to be fixed by the AGA.
- j. An Extraordinary General Assembly (EGA) may be convened by the Secretariat on receipt by the Board of Trustees of a request for such a meeting by 30% of the membership of **EYC**.

ARTICLE 7: COMMITTEES

- a. The Organization, may, at its general meetings, establish such number of committees as the Organization may determine for the purpose of dealing with any general or specific subject or issues, or matter as the Organization may assign to any such committees;
- b. Committees shall conduct their business subject to the directions of the Organization;
- c. The Board may from time to time appoint task forces or Sub-Committees consisting of members of the Organization and may delegate to any such taskforce or Sub-Committee co-opt additional persons upon such terms and conditions , the Board shall approve, but such additional persons need not be members of the Organization.

ARTICLE 8: BOARD OF TRUSTEES

- a. There shall be a Board of Trustees to be appointed by the Annual General Assembly that shall consist of a minimum of 5 and a maximum of 9 persons; provided that at least 50% shall comprise women; and a representation from the youth.

- a (i) Only paid up and registered members with full capacity shall be eligible to vote for the board of Trustees
- b. The Board of Trustees shall consists of the Chairperson, the Vice Chairperson, the Secretary, the Treasurer and other members not exceeding five who shall be elected by the AGA.
- d. The Board of Trustees shall be the executive body of **EYC** responsible for the affairs of **EYC**
- e. The following are essential qualifications of Trustees:
 - i) A member above the age of 18 shall be eligible for appointment as Trustee.
 - ii) A trustee must subscribe to the purposes and objectives of **EYC** and be willing to run with the vision of **EYC**
- f The term of office of each Trustee shall be three (3) years, provided however that a Trustee shall be eligible for re-election and may serve a maximum of two terms.
- g The Trustee may resign from his or her office by giving one-month notice in writing to the Board.

ARTICLE 9: GENERAL POWERS OF BOARD OF TRUSTEES

In addition to powers conferred upon the Trustees elsewhere in the Constitution, the Trustees shall have the following powers:

- a. To participate in fundraising for **EYC**
- b. To oversee the management of **EYC**.
- c. To appoint the Executive Director
- d. To vary from time to time any investments made pursuant hereof and/or receive and collect any income or interest or other dues, which may accrue, to **EYC**.
- e. To operate any bank account and issue or deal in any negotiable instruments.
- f. To carry out fiduciary responsibilities.

- g. To receive on its own volition, propose amendments to this Constitution which shall be tabled for consideration at an AGA.
- h. To participate in lobbying, advocacy and other activities of **EYC**.
- i. To approve investment, accounting and other policies of **EYC**.
- j. 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 **EYC** and may from time to time rescind or amend such rules or instruments prior to notification to the AGA.
- k. To ensure that the assets of **EYC** are kept in good order, and within the control of **EYC** and are being used in furtherance of the objectives of **EYC**.
- l. To analyze and scrutinize applications for EYC membership and recommend for AGA approval.
- m. To establish task forces, committees and any other structures as it may determine from time to time on need and necessity basis to carry out specific tasks and activities for the furtherance and promotion of the objectives of EYC.
- n. Review the objectives of the Trust to ascertain whether or not they are consistent with the mission and purposes of the Trust.
- o. Assist in monitoring and strengthening the organizational programs and services.
- p. Ensure that the Secretariat is following proper accounting principles and that proper financial controls are in place.
- q. Ensure that the Secretariat adheres to legal standards and ethical norms in its operations.
- r. Perform any other functions that may be consistent with the objectives of the Trust to which they are called to be Trustees.

ARTICLE 10: MEETINGS AND PROCEEDINGS OF THE BOARD OF TRUSTEES

- a. The Trustees shall hold ordinary meetings at least two times a year and every notice for such meetings shall be in writing and signed by the Chairperson and shall convey a standard agenda, time and place of the meeting.
- b. A quorum at a meeting of the Trustees shall be constituted by simple majority of the Trustees.
- c. The Trustees shall hold extraordinary meetings at the insistence of the Chairperson or any number of Trustees constituting a simple majority.

- d. 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 deliberative vote.
- e. The Executive Director and or any other person delegated by him shall be the Secretary to the Board and take minutes of all meetings held by the Trustees.
- f. At least 10 days written notice shall be given for the meetings of the Trustees. Notice shall be given to all members together with minutes of the previous meetings.

ARTICLE 11: SECRETARIAT

- a. There shall be a Secretariat of **EYC** that shall be responsible for the overall management and general administration of all matters.
- b. The Secretariat shall be composed of the Executive Director and such other officers who shall be recruited by the Board of Trustees.
- c. The Executive Director shall recruit the other members of staff in subordinate grades.

ARTICLE 12: EXECUTIVE DIRECTOR

- a. The Executive Director shall be an ex-officio member of the Board of Trustees.
- b. The Executive Director shall advise the Annual General Assembly, Board of Trustees and any other committees on any matter concerning **EYC** as may be required from time to time.
- c. The Executive Director shall be responsible to the Board of Trustees for the administration and management of the affairs of **EYC**.
- d. Trustee -committees relationship
- e. Executive Director Automatic member of all the committees

- f. The Executive Director together with the Treasurer and Chairperson (Auxiliary) and any other Trustees shall be signatories of **EYC's** accounts.
- g. The Executive Director in collaboration with the Board of Trustees shall negotiate agreements or contracts with any other agent, donor, Government on behalf of **EYC**.

- h. No Agreement or contract shall be binding on **EYC** unless it is signed by Chairperson of the Board of Trustees alongside any other elected trustees and the Executive Director.

ARTICLE 13: RULES AND EXECUTION OF INSTRUMENTS

- a. The Board of Trustees shall have the power to make such rules and execute such instruments that may consider proper for the regulation of their meetings and for the management of the affairs of the **EYC** , and may, from time to time, alter, rescind or amend such rules or instruments.

ARTICLE 14: REIMBURSEMENT OF COSTS

- a. The Board of Trustees shall not be entitled to receive remuneration out of the funds of **EYC** but shall be reimbursed out of **EYC's** funds for expenses incurred by them for attending meetings of the Trustees.

ARTICLE 15: COMMON SEAL

- a. The common seal of **EYC** shall not be affixed to any instrument except by the Executive Director or by the Chairperson of the Board of Trustees and any Trustee for the time being the Treasure.
- b. The common seal of **EYC** shall be kept under lock and key at the Secretariat and there shall be kept and maintained a register of all instruments to which the common seal has been affixed.

ARTICLE 16: LOGO

- a. **EYC** shall have a logo as approved by the General Assembly.

ARTICLE 17: FINANCE

- a. The financial year of **EYC** shall be from 1 January to 31 December in each year.
- b. The revenue of the **EYC** shall be obtained from members' subscriptions, donations, funds from income-generating activities and loans or credit granted by any other person or legitimate institution.
- c. The Executive Director shall collect, receive and deposit all the money and funds of **EYC** in the bank account that is approved by the Trustees.
- d. EYC shall maintain an account with a registered commercial bank in the country and-
 - a. The Treasurer;
 - b. The Chairperson,
 - c. The Executive DirectorShall be a signatory (ies) to the account(s) with two of the above listed appending their signatures to effect payment.

ARTICLE 18: AUDIT

- a. The accounts of **EYC** shall be audited by an external and registered auditor appointed at the Annual General Meeting.
- b. The auditor shall have access to all books of accounts and other financial documents of **EYC**.
- c. All reports of the auditor shall be submitted to the General Meeting.

ARTICLE 19: AFFILIATION

- a. **EYC** shall have affiliation with legitimate organizations with similar objectives both locally and international.

ARTICLE 20: AMENDMENTS

- a. This Constitution shall be amended except by a resolution of the Annual General Assembly in accordance with Article 6.3 of the Constitution (Two thirds Majority of the members present).

ARTICLE 21: INDEMNITY

- a. Every Trustee and employee of **EYC** acting with the full authority of **EYC** in a matter concerning it shall be indemnified by **EYC** out of its funds for any liability incurred by such Trustee, Board of Trustees or employee as the case may be arising from the claims by the third parties
- b. Trustees and employees shall not be personally liable for any act or default done in the exercise, in good faith, of the legitimate functions of **EYC**.

ARTICLE 22 VACANCIES ON THE BOARD OF TRUSTEES

Vacancies on the Board of Trustees shall arise on:

- (a) Expiry of the term of office of a Trustee
- (b) Resignation of a Trustee after giving one month written notice;
- (c) The death of a trustee
- (d) A Trustee resident in Malawi leaving the country for more than twelve months
- (e) A trustee failing to attend, without valid excuse, three consecutive meetings of the Board of which he/she has had notice.
- (f) Un authorised /Fraudulent disclosure of information/business to outsiders without the mandate of the trustees.

ARTICLE 23: DISSOLUTION AND DISTRIBUTION OF ASSETS

- a. The Trustees may receive proposals from members to dissolve **EYC** provided that six (6) months written notice to dissolve **EYC** shall be served to the members so that representation that any party may have may be made to the Board of Trustees. Such representations shall be made within fourteen (14) days of receipt of the notice and not less than sixty (60) days to the expiry of the six (6) months'

notice. Upon exhausting these processes, the Trustees shall table the proposals for deliberation of the Annual General Assembly or Extraordinary General Assembly.

- b. The proposal to dissolve the Organization will be deemed to have been passed if a majority of not less than three quarters of the members entitled to vote at the Annual General Meeting so decide.
- c. Upon winding-up of **EYC**, the assets remaining after the payment or provision for payment of all debts and liabilities of **EYC** shall be given to other organizations with similar objectives.

ARTICLE 24: COMMENCEMENT

This Constitution as amended come into force on the 20th Day of July 2017

Certified to be the Constitution of Registered Trustees of Eye of the Child

SIGNED on behalf of the Board of Trustees of **EYC**

On this..... day of 2017

SIGNATURE.....

SIGNATURE.....

FULLNAMES.....

FULL NAMES.....

CHAIRPERSON
(BOARD OF TRUSTEES)

EXECUTIVE DIRECTOR
(EYC)