

CONSTITUTION OF THE MALAWI VETERINARY ASSOCIATION



PART 1 - PRELIMINARY

ARTICLE 1

Name

The name of the association shall be the **MALAWI VETERINARY ASSOCIATION** (hereinafter referred to as the "Association")

ARTICLE 2

Interpretation

In this Constitution, unless the context otherwise requires-

"**Minister**" means the minister responsible for Agriculture and Livestock Development

"**Board**" means the Board of Veterinary Surgery establishment under section 3 of the Veterinary Surgeons Act (Cap. 53:04);

"**Member**" means a member of the Association;

"**Act**" means the Veterinary Surgeons Act (Cap. 53:04).

PART II - OBJECTIVES AND POWERS OF THE ASSOCIATION

ARTICLE 3

Objectives of the Association

The objectives of the Association shall be-

- (a) the promotion, maintenance and advancement of the interest of the Veterinary profession in the country.
- (b) the promotion of cooperation between the Association and other national and international professional organizations and associations.
- (c) The promotion of fields of veterinary activities by any proper means including-
 - (i) the organization of congresses and seminars; and
 - (ii) the establishment and maintenance of organs for dissemination of information by use of the press and broadcasting facilities on matters of professional interest including the publication of journals and bulletins for the benefit of all members in Malawi;
- (d) to foster good relationship and understanding between the Association on the one hand and the Government and local authorities on the other;
- (e) to support the improvement of teaching, training and research in allied sciences; and
- (f) to maintain the ethics and honour of the veterinary profession.

ARTICLE 4

Powers of the Association

The powers of the association shall be -

- (a) to elect such office bearers as may be deemed necessary depending on the size of membership;
- (b) to employ such professional, technical and administrative officers, clerks and other servants as the Association may deem necessary and to lay down conditions of service for such employees;
- (c) to pay any person in its employment such salary, wages or other remuneration as it may deem fit;
- (d) to purchase, take or lease or exchange, hire or otherwise acquire any real or personal property which it considers necessary in the furtherance of its objectives;
- (e) to invest and deal with any of its monies not immediately required in any securities as it may deem fit;
- (f) to receive donations of gifts of moneys or other property from any person, body or organization for the furtherance of its objectives;
- (g) subject to the general and specific directions of the Minister, to publish, from time to time, such professional or other information as it deems necessary or expedient for the promotion of the veterinary profession and to appoint an editor for such purpose; and
- (h) to do all things that are conducive to the advancement of the veterinary profession.

PART III - ADMINISTRATION

ARTICLE 5

Membership

- (1) Membership of the Association shall be open to any Veterinary Surgeon registered under the Act.
- (2)
 - (a) On the recommendation of the Executive Committee, an honorary member may be elected at any general meeting of the Association
 - (b) An honorary member shall only be considered for election if he has shown particular interest in the Association or rendered distinguished service in advancing the Veterinary profession in Malawi.
 - (c) An honorary member shall be elected for such period as the general meeting at which he is elected may deem necessary.
- (3)
 - (a) Student membership shall be open to all students undergoing veterinary medicine courses at recognized universities.
 - (b) A student member shall be entitled to such privileges of membership at the Executive Committee's discretion but shall not be entitled to vote at any meetings of the association.
 - (c) Any member shall be allowed to have his membership terminated but shall not claim any money or property from the Association.

ARTICLE 6

Management of the Association

- (1) Save as is otherwise expressly provided in this constitution, the management of the Association shall be entrusted to an Executive Committee consisting of -
 - (a) the Chairman;
 - (b) the Secretary;
 - (c) the Treasurer ; and
 - (d) the editor of any publication or journal appointed under article 4 (g).
- (2) The executive Committee, which shall hold office for a period of two calendar years, shall be elected by secret ballot from amongst the members present and voting at an Annual General Meeting; provided that a member of the Executive Committee so elected shall have paid up his subscription for the previous financial year.
- (3) A member of the Executive Committee shall be eligible for re-election.
- (4) A vacancy in the Executive Committee shall arise on-
 - (a) the expiry of the term of office of a member;
 - (b) the withdrawal of membership by a member;
 - (c) the death of a member;
 - (d) a member permanently leaving the country; and
 - (e) a member failing to attend three consecutive meetings of which he has had notice without a valid excuse or reason.

- (5) The Executive Committee shall have powers to fill any casual vacancy in their committee. A member so appointed shall hold office only up to the next Annual General Meeting but shall be eligible for election.
- (6) The Executive Committee may, from time to time, as it deems necessary to do so, delegate to such sub-committees such special matters arising during the course of the management of the Association. The Executive Committee shall have power to appoint members of such sub-committees from amongst the Executive Committee members or the members of the Association, or from amongst both such members of the Executive Committee and of the Association.

ARTICLE 7

Meetings of the Executive Committee

- (1)
 - (i) The Executive Committee shall meet in ordinary session at least once in every three months, and at such other times as the Executive Committee may determine.
 - (ii) An extraordinary meeting of the Executive Committee may be convened at any time at the request of the Chairman or at the request, in writing, of any two or more of the members of the Executive Committee.
- (2) The Executive Committee may, from time to time, co-opt any person to attend any meeting for a specific purpose. Such co-opted person shall have the right to speak at and take part in the deliberations of such meetings but shall not have the right to vote.
- (3) Save as is otherwise expressly provided in this Constitution, the Executive Committee shall determine its own procedure and that of its sub-committees.
- (4) The Chairman shall preside at all meetings of the Executive Committee. In his absence the members present shall elect from amongst themselves a member to preside at the meeting.
- (5) If sub-committee is formed, the Executive Committee shall appoint one member of the sub-committee to preside at all its meetings.
- (6) Voting at all meetings shall be by simple majority on show of hands. In the event of an equality of votes the chairman shall have a casting vote in addition to his deliberative vote.
- (7) Three members of the Executive Committee shall constitute a quorum.

PART IV - DUTIES OF OFFICE BEARERS

ARTICLE 8

Duties of the Chairman

- (1) The Chairman shall preside at all general meetings of the Executive Committee and at the Annual General Meetings.
- (2) If one hour after the time appointed for a meeting the chairman is not present, the members present shall appoint, by vote, one of themselves to preside at that meeting.
- (3) The Chairman shall, through the Executive Committee, be responsible for the general running and well being of the Association

ARTICLE 9

Duties of the Secretary

The Secretary shall be responsible to the Executive Committee for-

- (a) conducting the correspondence of the Association; and
- (b) attending all meetings of the Association and of the Executive Committee and recording the minutes of such meetings.

ARTICLE 10

Duties of the Treasurer

- (1) The Treasurer shall be responsible to the Executive Committee for the control of the funds of the Association.
- (2) The Treasurer shall be responsible to the Executive Committee for the keeping of the Association's accounts and shall present to any regular committee meeting an up to date statement of income and expenditure and distribute copies of the balance sheet of the Association to all members.

PART V - BOARD OF TRUSTEES

ARTICLE 11

The Board of Trustees

- (1) There shall be a Board of Trustees consisting of not less than five and not more than ten persons who shall be elected by the Annual General Meeting.
- (2) All provisions regarding procedures of the meeting of the Association shall apply mutatis mutandis to the meeting of the Board of Trustees provided that the Board of Trustees shall determine the quorum required at its meetings.
- (3) A member of the Board of Trustees shall hold office for five years, and shall be eligible for re-election for a further period of five years.
- (4) The Board of Trustees shall apply for incorporation of the Association under the Trustees Incorporation Act (cap. 5:03 of the Laws of Malawi).
- (5) The funds and property of the Association shall vest in the Trustees. The Trustees shall, with approval of the Association and the Executive Committee, purchase, lease or acquire, hold, develop, manage, let, sell, exchange or otherwise dispose of movable and immovable property of the Association and to accept, whether subject to conditions or not, gifts, devices and bequests of any such property.
- (6) The Trustees may, subject to the approval of the Executive Committee, borrow money on behalf of the Association on such terms and conditions as the Trustees may think fit.

ARTICLE 12

Vacancies on the Board of Trustees

- (1) A vacancy on the Board of Trustees shall arise on-
 - (a) the expiry of the term of office of a Trustee;
 - (b) resignation of a Trustee after one month's written notice;
 - (c) the death of a Trustee;
 - (d) a Trustee leaving the country for more that three years; and
 - (e) a Trustee failing to attend three consecutive meetings of the Board of which the Trustee has had notice without valid excuse or reason.
- (2) A vacancy due to any one of the above may be temporarily filled at the discretion of the Executive Committee until the following Annual General Meeting meeting.

ARTICLE 13

Trustees to maintain bank account

- (1) The Board of Trustees shall -
 - (a) be responsible for the management and disbursement of the funds of the Association and shall for this purpose maintain books of accounts in which shall be recorded all matters relating to the finances and assets of the Association;
 - (b) open and operate a suitable bank account in the name of the Association into which all the funds of Association shall be paid, and
 - (c) submit to the Association at every Annual General Meeting statements of accounts for the preceding financial year duly audited by professional auditors. Copies of the statement of accounts shall be circulated to the members of the Association at least seven clear days in advance of every Annual general Meeting of the Association.
- (2) The books of accounts of the Association shall be kept at such a place as the Executive Committee may think fit and shall be open for inspection by members of the Association.
- (3) All Cheques drawn on the bank account of the Association shall be signed by at least two members of the Executive Committee one of whom should be the Treasurer.

PART IV - FINANCIAL AND ACCOUNTANCY PROVISIONS

ARTICLE 14

Annual Subscription

A member of the Association shall pay such annual subscription as the Executive Committee may, from time to time, prescribe.

ARTICLE 15

Financial Year

- (1) The financial year of the Association shall be from the first day of April in each year to the thirty-first day of March of the following year.

PART VII - GENERAL MEETINGS

ARTICLE 16

Annual General Meeting

- (1) A general meeting of the Association shall be held every year to transact the following businesses -
 - (a) to receive, if approved, the statement of the Association's accounts for that year;
 - (b) to consider and, if approved, make amendments to the Constitution;
 - (c) to elect new member (s) of the Executive Committee if due;
 - (d) to appoint an auditor or auditors;
 - (e) to deal with any special matters which the Executive Committee may desire to bring before the members; and
 - (f) to receive any suggestions from the members for consideration by the Executive Committee.
- (2) Notice of the annual general meeting shall be sent to the members not less than thirty (30) days before the meeting and shall be accompanied by a statement of accounts and balance sheet to the end of the year.
- (3) One third of the members of the Association shall constitute a quorum for an Annual General Meeting.
- (4) An honorary member shall be entitled to attend the Annual General Meeting but shall not be allowed to vote thereat.

ARTICLE 17

Extra Ordinary General meetings

- (1) An Extraordinary General Meeting may be convened by the Executive Committee provided it is approved in writing by 10% of the members and the subject matter of the meetings is to discuss the following subjects-
 - (a) to consider, and if approved, sanction any duly made amendment to the Constitution;
 - (b) to deal with any matter the Executive Committee may want to place before the members;
 - (c) to receive the resignations of the Executive Committee or any members of the Executive Committee and to fill a vacancy; and
 - (d) to deal with any special matter which the members requiring the meeting may desire to place before the Association.
- (2) Notice of any such Extraordinary General Meeting shall be sent to members not less than fourteen (14) days before the meeting and shall specify the matters to be dealt with.

PART VIII - MISCELLANEOUS

ARTICLE 18

Disciplinary Committee

- (1) There shall be a Disciplinary Committee membership to which shall be appointed by the Chairman. The Committee shall have powers to enquire into the conduct of any member and to report its findings on any such enquiry and make recommendations to the Executive Committee.
- (2) The Executive Committee may, upon receipt of recommendations from the Disciplinary Committee, accept, reject or modify such recommendations. These recommendations shall be sent to an Extraordinary General meeting for approval.
- (3) An offending member shall be entitled to a hearing.

ARTICLE 19

The Common Seal

The Common seal of the Association shall be kept by the Secretary at a safe and secured place and shall be fixed in the presence of the Chairman and at least one Trustee and both the Trustee and the Chairman shall sign every instrument to which the common seal is affixed.

ARTICLE 20

Amendments and Interpretation

1. This Constitution may be amended at an Annual General Meeting of the Association by two-thirds majority of the members present and voting.
2. Proposals for amendments shall be communicated in writing by the Secretary of the Executive Committee to all members of the Association at least one calendar month prior to the meeting of the Annual General Meeting at which the amendments are to be discussed.
3. Any question of dispute concerning the interpretation of this Constitution shall be determined by the Executive Committee in accordance with its rules of procedure.

ARTICLE 21

Dissolution

1. The Association may be dissolved if 90% of the members who are entitled to vote agree to the dissolution.
2. If upon winding up or dissolution of the Association there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Association but shall be given or transferred to an institution or institutions to be determined by the members of the Association at or before the time of winding up.
3. The institutions referred to in paragraph 1 shall have objects similar to the objects of the Association. If the Association fails to make the determination, such shall be made by a court of competent jurisdiction in Malawi.

ARTICLE 22

Liability of Members of the Executive Committee

The Executive Committee shall not be personally liable for any act or default of theirs or of the Association done in the exercise, in good faith, of the legitimate functions of the Association.

ARTICLE 23

Patron of the Association

The Patron of the Association shall be the public officer for the time being holding, or acting in, the post of Chief Veterinary Officer.

ARTICLE 24

Allowances

Subject to availability of funds, allowances and related costs shall, from time to time, be paid to members while serving the Association at a rate equivalent to government rates offered to civil servants.

FORM A

THE TRUSTEES INCORPORATION RULES

APPLICATION FOR INCORPORATION OF TRUSTEES OF AN ASSOCIATION

TO : THE REGISTRAR,

P.O. BOX 100,

BLANTYRE

WE HEREBY APPLY for incorporation and registration in accordance with the provisions of the Trustees Incorporation Act 5:03; of ourselves as a body corporated to be known as THE REGISTERED TRUSTEES OF THE MALAWI VETERINARY ASSOCIATION.

We are the Trustees of the MALAWI VETERINARY ASSOCIATION an Association whose objects are : AS PER CLAUSE 3 OF THE ENCLOSED CONSTITUTION.

We enclose herewith:

- (a) Two copies of the Constitution, certified by * **THE SECRETARY*** and a copy of minutes of the Association at which we were authorized to apply for incorporation;
- (b) The device in quadruplicate of the proposed Common Seal, together with two copies of the rules regulating the use and custody of the seal.

The address for service under section 13 will be:

P.O. BOX 1977, LILONGWE.

We consent to continue to act after incorporation as Trustees in accordance with the provisions of the Act.

Particulars of Trustees

	Full Name	Address	Occupation	Signature
1.	Dr. S.S. Kamvazina	Box 30134 Lilongwe 3.	Civil Servant	
2.	Dr. G. Thyangathyanga	Box 31360 Lilongwe 3.	Civil Servant	
3.	Dr. A. Ndovi	Box 989 Lilongwe	Veterinary Surgeon	
4.	Prof. L.A. Kamwanja	Box 219 Lilongwe	Academic	
5.	Mr. E. Khondowe	Box 703 Lilongwe	Businessman	
6.	Dr. J. Munthali	P/Bag 9 Lilongwe	General Manager	