

# MANET+ CONSTITUTION

AMMENDED AND APPROVED BY MANET+  
2005 ANNUAL GENERAL ASSEMBLY  
KALIKUTI HOTEL, Lilongwe

MANET+ Secretariat  
City Centre  
Private Bag B377  
Lilongwe 3  
**MALAWI**

## **CONSTITUTION**

### **PART I**

#### **PRELIMINARY**

The Malawi Network of People Living with HIV/AIDS, abbreviated as MANET+ or MANET PLUS, came into being on April 16, 1997. Founded and run by people living with HIV and AIDS (PLWHA) who identify the serious need to harmonize their activities, MANET+ forms a web of solidarity of associations or support groups of HIV positive persons and the affected.

As a coordinating and facilitating umbrella body, MANET+ is built upon democratic values to ensure even and effective utilization of scarce resources for all member support groups and associations to allow maximum output delivery.

MANET+ plans to achieve its goal and objectives through the facilitation of a free flow of information and advocacy for greater involvement and acceptance of PLWHA at all levels of society.

#### **ARTICLE 1**

##### **NAME**

The name of the network shall be the registered trustees of the MALAWI NETWORK OF PEOPLE LIVING WITH HIV/AIDS - and the correct abbreviations for this name shall be the registered trustees of MANET+ or MANET PLUS.

#### **ARTICLE 2**

##### **VISION**

MANET+ envisages a free and peaceful environment for people living infected and/or affected by HIV and AIDS where they will live in harmony with all sectors of the society where they will be actively involved and participate in policy-making bodies.

## **ARTICLE 3**

### **MISSION**

MANET+ exists to improve the quality of life for people living infected and/or affected by HIV and AIDS through the creation of a supportive environment free of stigma and discrimination attached to HIV and AIDS.

### **GOAL**

The overarching goal of MANET+ is to promote effective networking among associations and support groups of PLWHA and their collaborators.

## **ARTICLE 4**

### **INTERPRETATIONS**

In this constitution, unless the context otherwise requires:

The General Assembly (GA) shall mean the representation of MANET+ membership at an ordinary or extraordinary meeting established under Article 8 of this constitution.

The Board of Directors (BOD)/Board of Trustees (BOT) shall mean the committee established under Article 8 of this constitution.

The National Technical Committee (NTC) shall mean the committee established under Article 8 of this constitution.

The Regional Coordinating Committee (RCC) shall mean the committee established under Article 8 of this constitution.

The Support Groups (SG) shall mean the member community based group established under Article 8 of this constitution.

The Association shall mean the alliance of groups established under Article 8 of this constitution.

The Secretariat shall mean the office established under Article 8 of this constitution.

The Regional Office (RO) shall mean the office established under Article 8 of this constitution.

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“Network” shall mean the Malawi Network of People Living with HIV/AIDS - (MANET+ or MANET PLUS).

“PLWHA” shall mean People Living infected and/or affected by HIV and AIDS.

“PLHIV” shall mean People Living infected and/or affected by HIV and AIDS.

“SGs” shall mean Support Groups.

## **PART II**

### **OBJECTIVES AND ACTIVITIES OF THE NETWORK**

#### **ARTICLE 5**

##### **OBJECTIVES OF THE NETWORK**

The major objectives of the Network shall be as listed below:

1. To facilitate the free flow of information between PLWHA support groups and all collaborators.
2. To initiate and promote harmonious and effective networking amongst different SGs and all other players.
3. To ensure representation and participation of PLWHA in all national policy making bodies regarding HIV and AIDS.
4. To help solicit for support for associations or SGs from various sources, locally or internationally with the view of strengthening the capacity of people living with HIV and AIDS.
5. To advocate for greater respect and protection of the rights and freedoms of people living with HIV and AIDS in all spheres of human treatment, be it social, religious, ethical, political, legal, etc.

#### **ARTICLE 6**

##### **ACTIVITIES OF THE NETWORK**

To achieve the set objectives the Network shall carry out the following activities listed below:

1. Collect and disseminate information on associations or SGs, collaborators and donors

2. Establishment of a readily accessible data bank of information about PLWHA, collaborators and donors and any other HIV and AIDS related issues
3. Carry out SGs needs assessment surveys and facilitate necessary interventions, e.g. training, project development, etc.
4. Publish newsletters and magazines, and any other HIV and AIDS information, education and communication (IEC) materials
5. Compile periodic profiles of association or SGs
6. Acquire and/or develop and distribute IEC
7. Initiate and help set up basic standards to activities and formulate basic rules and regulations for SGs
8. Assist development of basic monitoring and evaluation strategies and tools for SGs and associations
9. Plan and convene donor, SG and association meetings
10. Plan and organize radio talks to provide living voice to AIDS that will not only help break the silence about HIV and AIDS and strengthen community's capacity to discuss the epidemic and unveil misinformation, misconceptions and doubts about AIDS
11. Plan and organize regional & national meetings/conferences for PLWHA
12. Assist SGs in monitoring and evaluation of their projects where and when necessary
13. Organize or coordinate activities, e.g. big walks, memorial ceremonies for those lost to AIDS, campaign for support to helpless orphans and vulnerable children, widows and widowers, the aged, etc.
14. Carry out all such other activities that shall promote the foregoing objectives of the Network.
15. Facilitate capacity building for the new and upcoming SGs.

### **PART III**

#### **ADMINISTRATION**

##### **ARTICLE 7**

##### **MEMBERSHIP**

Membership of the Network is voluntary.

Membership shall be open to all interested PLWHA Support Groups or Associations in the country. This category of membership shall have the right to vote at Annual General Meetings.

Membership shall be open to all individual PLWHA who wish to be members of the Network but are not necessarily members of any SG or association. This category of membership shall not have the right to vote at Annual General Meetings.

Membership shall be open to all individual well-wishers or benefactors, not necessarily people living infected and/or affected by HIV and AIDS themselves and all organisations, local or international, who wish to render support to the cause of MANET+ in the fight against HIV and AIDS and wish to be recognized as members.

Every category of membership shall be entitled to such privileges as laid down by the General Assembly, which might include such privileges as co-opting such membership holders into Standing as well as various other Committees.

## **ARTICLE 8**

### **GOVERNANCE AND MANAGEMENT OF THE NETWORK**

The General Assembly (GA) shall constitute the representation of the whole MANET+ membership at an ordinary or extraordinary meeting. This forum shall be the supreme power of the Network with the authority to direct the progress of the Network.

### **GOVERNANCE OF THE NETWORK**

Save as is otherwise expressly provided for in this Constitution, the governance of the Network shall be entrusted to the Board of Directors /Board of Trustees that shall consist of the following positions:

1. Chairperson and Vice Chairperson
2. Treasurer
3. Seven Directors, balanced across the administrative regions of Malawi
4. The Executive Director of MANET+ Secretariat shall serve as the Secretary to the Board of Directors /Board of Trustees.

The Board of Directors/Board of Trustees, who shall report to the General Assembly, shall hold office for a period of three (3) calendar years, shall be nominated by members present and voting at an Annual General Meeting of the General assembly.

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A member of the Board of Directors/Trustees shall not hold office for more than two three (3) year-terms.

## **MANAGEMENT OF THE NETWORK**

At national level, the management of the Network shall be entrusted to the MANET+ Secretariat that will be headed by an Executive Director who shall be appointed by the Board of Directors/Trustees to whom he or she will be accountable.

At national level, the National Technical Committee (NTC) shall act as a management committee consisting of the representation of the Board of Directors/Trustees (BOD), Secretariat, Regional Coordinating Committees (RCCs), and the Regional Offices (ROs).

The Regional Coordinating Committee (RCC) shall consist of representation of elected members of the support groups or associations at regional levels established to facilitate coordination of the regional groups or associations.

The Support Groups (SG) shall consist of the member PLWHA community based groups established by people themselves and voluntarily willing to join the membership of the Network and abide by the constitutional provisions besides their own.

The Association shall consist of alliances of PLWHA support groups established by groups themselves and voluntarily willing to join the membership of the Network and abide by the constitutional provisions besides their own.

The Secretariat, reporting to the Board of Directors/Trustees, shall consist of full-time, part-time employed members of staff and/or volunteers at the service of MANET+ through the overall direction of the Board of Directors/Trustees.

The Regional Office (RO), headed by Regional Coordinators and reporting to the Secretariat, shall consist of full-time, part-time employed members of staff and/or volunteers at the service of MANET+ through the overall direction of the Secretariat.

## **ARTICLE 9**

### **POWERS OF THE NETWORK**

In pursuit of the set objectives the Network shall have the following powers: -

1. To employ such staff as it may deem necessary for the proper conduct of the affairs of the Network and lay down conditions of service for such employment.
2. To pay any person in its employment such salary, wages or other remuneration as it may deem fit.
3. To purchase, lease or in exchange, hire or otherwise acquire any real or personal property, which it considers necessary in the furtherance of its objectives.
4. To solicit and receive subscriptions, grants, donations, funds, or legacies in cash or kind from any person(s) or body, which it considers necessary in the furtherance of its objectives.
5. To invest or deal with moneys of the Network not immediately required upon such securities and in such manner as may from time to time be determined.
6. To publish books, magazines, leaflets, or other literature and visual-audio aids in the furtherance of its objectives.
7. To pay all expenses and costs incurred in the conduct of the affairs of the Network.
8. To do any such other lawful things as incidental or conducive to the attainment of the objectives of the Network.

## **ARTICLE 10**

### **DUTIES AND MEETINGS OF THE BOARD OF DIRECTORS/TRUSTEES**

The Board of Directors/Trustees, which will also act as Board of Trustees, shall be responsible for the application for the Incorporation of the Network under the trustees Incorporation Act (Cap. 5:03) of the Laws of Malawi.

The funds and property of the Network shall vest in the Board of Directors as Board of Trustees. The Board of Directors/Board of Trustees shall, with the approval of the Network, purchase, lease or acquire, hold, develop, manage, let, sale, exchange or otherwise dispose of movable property of the Network and accept, whether subject to conditions or not, gifts, devices and bequests of any such property.

The Board, may, subject to the approval of the General Assembly, seek funds on behalf of the Network on such terms and conditions as the General Assembly may think fit.

The Board of Directors/Trustees shall meet in different circumstances regarding various matters and in such conduct as outlined below:

1. The Board of Directors/Trustees shall meet in ordinary sessions at least once in three months and at such other times, as it may deem necessary.
2. An extraordinary meeting of the Board of Directors/Trustees may be convened at any time at the request of the Chairperson or at the request in writing of any two of its members
3. The Board of Directors/Trustees may, from time to time, co-opt any person to attend any meeting for such specific purpose. Such co-opted member shall have the right to speak and take part in the deliberations of such meetings but shall not have the right to vote.
4. Save as is otherwise expressly provided for in this Constitution, the Board of Directors/Trustees shall determine its own procedure and that of its sub-committees.
5. The Chairperson or in his/her absence, the vice Chairperson, shall preside at all meetings of the Board of Directors/Trustees. In

the absence of both, Chairperson and Vice Chairperson, the Executive Members present at a meeting shall elect from amongst themselves a member to preside at the meeting.

6. Voting at all meetings shall be by simple majority on show of hands. In the event of a tie in votes, the person presiding at the meeting shall have a casting vote.
7. Members of the Board of Directors/Trustees shall constitute a quorum.

## **ARTICLE 11**

### **DUTIES OF OFFICE BEARERS**

Office bearers shall perform such duties as outlined below:

#### **Chairperson**

The Chairperson, through the Board of Directors/Trustees, shall be responsible for the general running and well-being of the Network.

Without derogating from the generality of the sub-article item above, the Chairperson:

1. shall be the accounting officer for the Network
2. shall provide leadership and supervision over business affairs of the Network
3. shall present, at the last general meeting of a financial year, an Annual Report which shall contain *inter alia* a summary of the activities of the Network during the financial year in question and an up-to-date financial position of the Network

#### **Vice Chairperson**

The Vice Chairperson shall perform all the duties and exercise all the powers of the Chairperson whenever the Chairperson is:

1. absent, or
  2. so incapacitated as to be unable to carry out the duties of his/her office
- 
1. recording and keeping minutes of meetings of the Board of Directors/Trustees meetings
  2. sending of notices of such meetings
  3. preparing and keeping a list of all members of the Network

### **Treasurer**

The Treasurer shall be responsible to the Board of Directors/Trustees for the control of funds of the Network; and duties pertaining to this shall include:

1. depositing of funds of the Network into a bank account of the Network
2. keeping of up-to-date records of all receipts and expenditures
3. distribution, at the Annual General Meeting to all members of the Executive, of copies of an up-to-date Annual Financial report
4. preparation of a brief written Financial Report on expenditure or income incurring events of the Network

### **Board Members**

Board members shall perform such duties as may from time to time be assigned to them by the Chairperson.

### **Secretary to Board of Directors/Trustees**

The Executive Director of the MANET+ Secretariat shall serve the Board of Directors/Trustees as Secretary.

## **ARTICLE 12**

### **VACANCIES IN THE BOARD OF DIRECTORS/TRUSTEES**

A vacancy in the Board of Directors/Trustees shall arise on:

1. the expiry of the term of office of a member
2. resignation of a member after one-month notice
3. the death of a member
4. a member failing to attend three consecutive meetings of the committee without valid excuse or reason

A vacancy due to any one of the above may be temporarily filled at the discretion of the Board of Directors/Trustees until the following Annual General Meeting.

## **ARTICLE 13**

### **COMMITTEES**

The Network shall at an Annual General Meeting appoint from among its members or otherwise stated:

1. Rules Standing Committee
2. Fund-raising Standing Committee

The Rules Standing Committee shall be responsible for:

1. drafting the rules of the Network and amendments thereto
2. rendering advice to the Network on legal matters.

The Fund-raising Standing Committee shall be responsible for:

1. carrying out of fund-raising activities
2. calling for examination of any document relating to funds of the Network

The Chairperson may from time to time appoint such other committees, not being Standing Committees, as he/she may deem fit for the purpose of examining and reporting upon any matter or performing any act which in the judgment of the Board of Directors/Trustees would be more conveniently performed by means of such committees

The Standing Committees or indeed any others (not being Standing Committees) shall consist of such numbers of persons as the appointing body may deem fit providing that such committees may co-opt additional members who will not have the right to vote

Save as is otherwise expressly provided for in this Constitution, a Committee appointed under this article shall elect its own Chairperson and determine its own procedure

In no case shall any act of any Committee appointed under this article be binding on the Network until submitted to and approved by the Network at an Annual General Meeting

Any committee other than a Standing Committee may be dissolved by the chairpersons.

The Board of Directors/Trustees shall, through its regional representatives, facilitate formation of functional Regional Committees.

**ARTICLE 14**

**PATRON**

The Network shall have a patron

The patron shall be any person chosen by the Board of Directors/Trustees

**ARTICLE 15**

**BANK ACCOUNT**

The network shall maintain bank account with a reputable bank in the name of "Malawi Network of People Living with HIV/AIDS (MANET+)".

All withdrawals shall be directed by the Treasurer with the written authorization and approval of the Chairperson or, in whose absence, the vice.

Only the Treasurer or, in his/her absence, the vice may authorize payment.

**PART IV**

**ARTICLE 16**

**ANNUAL GENERAL MEETINGS**

A general meeting of the Network shall be held every year to transact the following businesses:

1. to receive, if approved, the statement of the Network accounts for that year ended
2. to consider and, if approved, make amendments to the Constitution or rules and regulations of the Network
3. to elect new members of the Executive and standing Committees
4. to appoint any reputable auditor(s) to audit all financial transactions of the Network
5. to deal with any special matters which the Board of Directors/Trustees may desire to bring before the General Assembly.

Notice of the Annual General Meeting shall be sent to all members at least in not less than thirty (30) days before the meeting.

One third of the members of the network shall constitute a quorum for purposes of an annual General Meeting.

## **ARTICLE 17**

### **EXTRAORDINARY GENERAL MEETINGS**

An extraordinary General Meeting may be convened by the Board of Directors/Trustees either on its own motion or required to do so by not less than one third of members of the network for the following purposes:

1. to consider and, if approved, amend the Constitution
2. to deal with any matter that the Board of Directors/Trustees may want to place before the members
3. to receive the resignation of the Board of Directors/Trustees or any member of the Executive and fill a vacancy or vacancies caused thereby
4. to deal with any special matter which the members requiring the meeting may desire to place before the Network.

Notice of such Extraordinary General Meetings shall be sent to all members at least in not less than fourteen (14) days before the meeting and shall specify the matters to be dealt with.

## **PART V**

### **MISCELLANEOUS**

## **ARTICLE 18**

### **COMMON SEAL**

The Network shall have a Common Seal that shall be in a round form and shall consist of the following:

1. an embossed round stamp with the word The Registered Trustees of MANET+ inscribed in the upper arc of the stamp
2. a cluster of standing human beings holding their hands together
3. the words In Unity there is Strength inscribed in the lower arc of the round stamp
4. The Common Seal shall be kept in a lockable receptacle when not in use

5. The Common Seal shall not be affixed to any document except in the presence of the Chairperson and two of any of the members of the Board of Directors/Trustees
6. Every document to which the Common Seal has been so affixed shall be signed by the Chairperson and two members in whose presence the Common Seal is affixed to the document

## **ARTICLE 19**

### **LOGO**

The Logo of the Network shall be semi-circular in shape with the words Malawi Network of People Living with HIV/AIDS inscribed alongside the arc of the semi-circle.

Centrally positioned in the semi-circle, the logo shall have a cluster of standing human beings holding their hands together.

Centrally positioned in the semi-circle, the logo shall have in the background the map of Malawi in green color and there shall be a red ribbon inserted above to flank the whole logo.

## **PART VI**

### **ARTICLE 20**

#### **AMENDMENT OF THE CONSTITUTION**

This Constitution may be amended by a resolution at any Annual or Extraordinary General Meeting of the Network

No such resolution shall be passed unless it is carried by a majority of at least two thirds (2/3) of the members voting at the time.

### **ARTICLE 21**

#### **DISSOLUTION OF THE NETWORK**

The Network may be dissolved if at an Extraordinary General Meeting of the Network ninety per cent (90 %) of the members who are entitled to vote agree to such a pertinent action.

Upon dissolution, the Network shall determine the modes of disposition of its assets provided that in so deciding the network shall have full regard to its resolution.

**ARTICLE 22**

**LIABILITY OF MEMBERS OF THE BOARD OF DIRECTORS/TRUSTEES**

The Board of Directors/Trustees shall not be liable for any act or default of theirs or of the Network, done in the exercise, in good faith, or the legitimate functions of the Network.

**End of Constitution**

BOD/T Chairperson

BOD/T Secretary

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**CERTIFIED TRUE COPY OF THE CONSTITUTION**