



**THE CONSTITUTION OF THE REGISTERED TRUSTEES  
OF THE NATIONAL ANTI-CORRUPTION ALLIANCE  
(NACA)**



**2024**

## **PREAMBLE**

**Whereas** the **National Anti-Corruption Alliance (NACA)** has a mission of advancing the fight against corruption and other financial crimes and improve the quality of governance and the welfare of citizens in Malawi

**Noting** with concern that serious and organised corruption poses a major threat to Malawi's development as politicians and senior public officials routinely abuse their entrusted power for personal and political gain, often colluding with businesses and criminal syndicates in the process

**Recalling** the various laws enacted by the government of Malawi in the fight against financial crimes which include, among others, Corrupt Practices Act, the Public Officers Declaration of Assets, Liabilities, and Business Interests Act, the Public Procurement and Disposal of Public Assets Act; and the Financial Crimes Act

**Further aware** that serious and organised corruption and related crimes are reducing the resources available to fund basic services, distorting markets and inhibiting economic growth, and undermining trust in democracy and the rule of law

**Further noting** that the benefits of corruption accrue disproportionately to the rich and powerful while the costs fall largely to the poor and powerless, including the young, girls and women, and the disabled

**Recognizing** that eradication of corruption is a central priority in Malawi's current development blueprint, the Malawi 20263; and is essential in achieving Democratic Governance

**Further recognizing** the Government of Malawi's aspiration of creating a corruption-free Malawi as expressed in various policy frameworks including the National Anti-Corruption Strategy II

**Fully aware** of the legitimate role of the civil society organisations in tackling corruption and advancing effective governance

**Considering** the purpose of the **NACA** of bringing together and coordinating like-minded civil society organizations in advocating for a corruption-free society, effective governance, and better public services,

The **National Anti-Corruption Alliance (NACA)** now sets out its Constitution in line with the beliefs expressed above in the following articles.

Name of the Organisation

1. Registered Trustees of the **National Anti-Corruption Alliance (NACA)**, hereinafter referred to as the 'Alliance'

Address of the Organisation

2. The address shall be Post Office Box 545, Mzuzu, Malawi

3. The Head Office of NACA shall be determined by the Board of Trustees based on the centrality of the location as well as closeness to the majority of the full membership

Interpretation,  
Abbreviations  
And Acronyms

4. In this constitution, unless otherwise specified or inconsistent with the context, words and expressions shall have the following meanings:

4.1 **Civil Society** refers to any non-profit organization excluding government

4.2 The term "**Alliance**" refers to a network of all Civil Society organizations in anti-corruption and accountable democratic governance who are registered as members of the NACA. In the Constitution any reference to the term Alliance shall be taken to mean National Anti-Corruption Alliance (NACA), unless otherwise expressly stated to the contrary.

4.3 The term "**NGO**" means Non-Governmental Organisation.

4.4 The term "**CSO**" refers to Civil Society Organisations.

4.5 50–50 representation shall be to denote the Alliance's intention to have equal representation in all its governing structures for both men and women. In cases where the structure has uneven numbers, the nearest practical interpretation of this aspiration shall be used

Vision

5. A Malawi where integrity prevails, fueled by our coalition's holistic fight against corruption.

Mission

6. To actively support, influence, and advocate for the realization of a corruption-free Malawi, through strategic actions aimed at fostering ethical governance.

## 7. Objectives

### 7. Objectives of the Alliance

The Alliance shall have the following objectives in line with its mission and vision:

- 7.1 To advocate for laws, policies, and actions that support a corruption-free Malawi
- 7.2 To strengthen capacity, collaboration, and coordination among non-state actors and state actors in the fight against corruption.
- 7.3 To promote democratic governance, rule of law, and quality public services.
- 7.4 To empower citizens to effectively take lead in the fight against corruption.
- 7.5 To advance the protection and safety of anti-corruption champions
- 7.6 To raise resources to support activities of the Alliance and member organizations.

### *Values of the Alliance*

8. To achieve its aims and objectives, the Alliance shall promote the following ideals:

- (a) Integrity
- (b) Impartiality
- (c) Non-discrimination
- (d) Collaboration with government and stakeholders
- (e) Gender and social inclusion
- (f) Accountability and transparency
- (g) Civil society solidarity

### *Membership:*

8.1 Membership shall be by application and shall consist of the following categories:

**Full Membership:** this category of membership shall be open to civil society organisations (CSO) working in anti-corruption, transparency and accountability, rule of law, and democratic governance that include; CSOs, trade unions, non-profit associations, private media, international NGOs, community based organisations, students unions, and faith-based organisations. The Board of Trustees shall reserve the right to admit individual members with interest and expertise in the area.

**(a) Associate Membership:** this category of membership shall include professional bodies, academic institutions, and prominent personalities who have demonstrated commitment to the Alliance objectives and aims; well-wishers of Alliance; interested people who desire and volunteer to promote the Alliance's aims and objectives.

**(b) Honorary Membership;** this category of membership shall include; non-Malawian nationals who foster and promote the Alliance aims and objectives.

***Application for  
Membership***

8.2 Members shall be those who subscribe to the vision, mission, objectives and values of the Alliance and are ready to contribute to the fight against corruption

***Registration of  
Members***

8.3 There shall be a register of members giving the name, category of membership and the date of admission to the membership which shall be maintained by the Alliance and shall be available to members for inspection.

8.4 Any person or group as the case may be who wishes to become a member shall submit in writing a membership application to the Secretariat in such a manner as the Board of Trustees shall determine from time to time. All applications for membership shall be scrutinized by the Secretariat and all accepted members shall be presented to the Board during the Board Meeting for approval. Secretariate shall communicate in writing all rejected applications.

8.5 The Board of Trustees may accept or reject any application for membership, stating reasons for rejection in their resolution to reject. The reasons for rejection shall be communicated through the Secretariat and the decision of the Board of Trustees shall be final. However, the rejection of an application for membership shall not be a bar to a fresh application upon expiry of one year from the date of the rejection. Where a decision by the Board to reject membership is undertaken, a member shall have the right to appeal to the AGM in writing.

***Membership Fees***

8.6 Accepted members shall pay annual membership fee as prescribed by the Board of Trustees from time to time, subject to approval by the AGM

8.7 A member of the Alliance who has not renewed their membership by payment of the ascribed subscription fee shall be suspended from membership for the period that they have not paid up membership. A member of the Alliance who has been suspended shall lose all the benefits and privileges of membership provided for in this constitution.

8.8 Further, a member of the Alliance who has not paid for two consecutive years shall have their membership terminated. In that case, such a member will need to re-apply for membership in accordance with the provisions of article 8.4 above.

8.9 The Alliance shall work out systems and procedures to ensure that all members are regularly updated as to the status of their membership fees and other relevant issues.

***Obligations of membership***

8.10 Members of the Alliance shall have the following obligations:

- (a) To participate in the activities of the Alliance including the Annual General Meeting.
- (b) Represent the Alliance on anti-corruption governance at national and international levels.
- (c) Mobilise and advocate for a corruption-free Malawi
- (d) Submit reports to the Alliance on advocacy work undertaken by members and share other relevant information.
- (e) Assisting in fundraising for the Alliance

***Benefits of Membership***

8.11 Members of the Alliance shall have the following benefits:

- (a) Using the Alliance logo with the prior approval of the Secretariat.
- (b) Receive and utilise regular information from the Alliance regarding the activities of the Alliance and national policies and other activities in the anti-corruption sector.
- (c) Generally participate in the activities of the Alliance in accordance with this Constitution. Access capacity building and resources from the Alliance line with the

Alliance objectives. To access resources, members will have to apply to the Secretariat using set guidelines

### ***Voting rights***

8.12 Every full member shall be entitled to vote at any general meeting of the Alliance. Associate or Honorary members may attend such meetings, but shall not be entitled to vote. Any member who has not paid up the annual membership fee to the Alliance or payment of which is in arrears, shall not be entitled to vote at any meeting of the Alliance.

### ***Suspension and termination of membership***

#### **8.13 Termination of membership**

(a) Membership of the Alliance shall be suspended or terminated on account of the following reasons:

(i) Violation or non-compliance of the constitution and code of conduct.

(ii) When a member is declared bankrupt

(iii) Voluntary Termination of Membership: A member organisation may also withdraw its membership from the Alliance upon giving a written one month notice.

(iv) Nonpayment of fees as stipulated in article 8.7 above

(b) In all the above cases, the Board of Trustees shall set conditions governing readmission of any member who has been suspended.

(c) A member whose membership is at the risk of termination shall be given prior notice in writing before the Alliance strikes off the said member from its register.

### **Organization of the Alliance**

#### **9. Governance and Management**

The Alliance shall have three bodies for its governance and management. The structures can only be changed with a resolution of the Council:

- (a) The Council
- (b) The Board of Trustees
- (c) The Secretariat

### ***The Council***

9.1 There shall be a Council, which shall be the supreme body of the Alliance. Two-thirds of the full members eligible to vote at a Council meeting shall form a quorum. The Council shall consist of all Alliance members and only paid up members shall be eligible to vote.

### ***Meetings of the Council***

9.2 Each member organisation shall be entitled to one vote.

9.3 The Chairperson of Board of Trustees, and if absent, his or her Vice or in the absence of both, a delegated member, shall preside at the Annual General Meeting of the Council.

9.4 The Council shall meet at least once a year for the Annual General Meeting (AGM) provided that at any time at least 2/3 of the paid up members may call for an Extra Ordinary Meeting of the Council.

9.5 An ordinary AGM shall be held within three to six months from the last day of year.

9.6 Written notice specifying the date, place and time of the proposed Annual General Meeting shall be served on every member of the Alliance, by the Secretariat on behalf of the Chairperson at least 21 days in advance of the meeting. In exceptional circumstances where the Council cannot convene the AGM, the Board of Trustees, and the Secretariat shall jointly advise members of such failure and proposed new dates for the AGM within six months.

### ***Powers of the Council***

9.7 The Council shall have the following powers:

- (a) To review the mandate and policies of the Alliance
- (b) To consider proposals on the policies and objectives of the Alliance from the Board of Trustees
- (c) Adopt the activity report of the Board of Trustees.
- (d) Appoint and remove members of the Board of Trustees.



- (e) Determine the policies, principles of action and programme of the Alliance
- (f) To approve the auditors of the Alliance proposed by the Board of Trustees
- (g) Give general or special directions to the Board of Trustees and carry out such other functions as provided for in this Constitution.

***Resolutions and  
Records of Annual  
General Meetings***

- 9.8 Decisions of the Council shall be carried out in form of resolutions and the Board of Trustees, in conjunction with the National Coordinator, shall be responsible for carrying them out and reporting to the Council on progress.
- 9.9 All motions except those specified elsewhere in this constitution shall be carried by the majority of votes of members present at the meeting at which a quorum is satisfied.
- 9.10 In electing members of the Board of Trustees, the Council shall first receive nominations and cast votes for the Board of Trustees. All voting shall be cast using a secret ballot. After all members of the Board of Trustees have been elected, the Council shall consider voting for Chairs and vice chairs respectively.
- 9.11 Provided that in making this selection, gender considerations will be taken into account to achieve an equitable balance in these positions.
- 9.12 The Alliance's National Coordinator shall take and record all minutes of the Annual General Meeting and make copies available to all members after the minutes have been duly certified.

## **The Board of Trustees**

### *Appointment and Composition of the Board*

## **10.1 Appointment and Composition**

- (a) There shall be an elected Board of Trustees for the Alliance and members thereof shall be the legal custodians of the Alliance on behalf of its members. The Board of Trustees shall have powers given to it under the law and shall register the organization and ensure that its operations are in accordance with the law.
- (b) The Board of Trustees shall have a maximum of seven and minimum of five members at any given time. In electing members of the Board of Trustees into office, the Alliance shall ensure equitable gender representation. Further, at least 80 % of the Board of Trustees membership shall be drawn from members of the Alliance as provided for in this Constitution
- (c) The term of office for members of Board of Trustees shall be three years. However Members of the Board of Trustees shall be eligible for re-election once for second term of three years

### ***Voting Procedure***

- (d) Names of individuals proposed for appointment to the Board of Trustees shall be nominated by the Secretariat and full member organisations
- (e) The nominated names shall be presented by the Board of Trustees to the Council for confirmation through a majority vote.

## ***Powers of the Board***

## **10.2 Powers of the Board**

- (a) The Board of Trustees shall have powers recognised under the law, including those outlined below. The Board shall endeavour to delegate some of their duties to the Secretariat to ensure that these are carried out appropriately.
- (b) Formulate policies and give directions to the activities of the Alliance

- (a) Purchase, take, lease, hire or otherwise acquire any real or personal property which the Trustees consider necessary in the furtherance of the objectives of the Alliance
- (b) Borrow funds on behalf of the Alliance and pledge, mortgage or charge the property for the Alliance as security for the repayment of the funds so borrow
- (c) Invest and deal with any of the Alliance monies not immediately required in any securities as the Trustees may deem fit. This would include opening and closing banking accounts in the name of the Alliance and to operate any such accounts by way of deposit and withdrawal as may be necessary for the proper conduct of the financial affairs of the Alliance. All cheques, promissory notes, bills of exchange and other instruments or documents which may be required in conduct and administration of the financial affairs of the Alliance shall be signed by such persons as the Board may by resolution from time to time appoint.
- (d) Solicit and receive donations of gifts of moneys or other property from any person, body or organization within and outside Malawi for the furtherance of the aims and objectives of the Alliance;
- (e) To institute, conduct, defend, compound or abandon any legal proceedings by/or against the Alliance or any of its agents or otherwise concerning the affairs of the Alliance and also to compound and allow time for payment or satisfaction of any such debts due to the Alliance and of any claim or demand by/or against the Alliance.
- (f) To carry out all functions for the advancement and attainment of the objectives and aims of the Alliance. Provided always in exercise of their powers the Trustees shall act subject to the general and special directions of the Council.

***Qualification of  
Board Members***

**10.3 Qualifications and Eligibility of Board of trustees**

- (a) Members of the Board of Trustees shall be highly qualified individuals, who have at least a first degree from recognised high education institutions by the National Council of Higher Education (NCHE) and be reputable individuals in society. All Trustees appointed to the Board shall be so appointed in their individual capacities from full membership.
- (b) Members of the Board of Trustees shall not double as Secretariat staff members and where they do so, they shall cease to be members upon securing a Secretariat position
- (c) Board of Trustees shall be people with an interest in and committed to the Alliance objectives. For purposes of maintaining organization memory and continuity, any Board shall have retain 40 percent of old members at every elective Council.
- (d) Individuals who have been declared bankrupt or are convicted by a competent court of any punishable offence under the Penal Code shall not be eligible to be a member of the Board of Trustees.

***Meetings of the  
Board of Trustees***

**10.4 Meetings of the Board of Trustees.**

- (a) Meetings of the Board of Trustees shall be held quarterly, unless an extra-ordinary has been called for. The chairperson shall send notification of Board meetings to all members at least 14 days before the meeting. The meeting notification shall have an agenda, venue and date of the meeting. Subject to exigencies of the meeting, the Trustees retains the powers to waive the prescribed notice to a shorter period.
- (b) The chairperson or his/her delegated member shall preside at all meetings of the Board.
- (c) The National Coordinator shall be the Secretary in meetings of the Board.
- (d) An extraordinary meeting of the Board of Trustees may be convened at any time at the request of the Chairperson or at the request, in writing, of any two or more of the members of the Board of Trustees.

- (e) The Board of Trustees may co-opt any person to attend their 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.
- (f) Save as is otherwise expressly provided in this Constitution, the Board of Trustees shall determine its own procedure for meetings.
- (g) Voting at all meetings shall be by simple majority on show of hands. In the event of an equality of votes the Chairperson presiding shall have a casting vote in addition to his deliberative vote.
- (h) Five members of the Board of Trustees shall constitute a quorum. The Board shall continue to function notwithstanding that any vacancy would have arisen from amongst its members provided that its membership shall not fall below five in number
- (i) All motions proposed for a decision by the Board at the meeting shall be determined by majority of the votes of the members present voting.
- (j) Each member present including the Chairperson shall have one vote and in the event of a tie, the Chairperson or person presiding shall have in, addition to an original vote, a casting vote.
- (k) Board meetings shall be held in the offices of the **Alliance** or other such places as may be specified in the written notice given.

#### **10.5 Vacancies on the Board of Trustees**

##### ***Vacancies in the Board***

- (a) A Board member's membership shall terminate on the death of such member, declaration by Court of competent jurisdiction that he or she is insolvent, a declaration by competent Court that the member is insane in terms of Mental Health Act chapter 15:06 or its equivalent, the member being convicted of any offence and being sentenced for a term of imprisonment without the option of fine, or a finding of misconduct approved by the two thirds (2/3) majority of a duly convened Annual General Meeting or the Special General Meeting, which conduct would include

but would not be limited to, failure to disclose a conflict of interest, mismanagement of the assets of the Alliance, conduct detrimental to interests of the Alliance or the engagement of the Board member in any trade or pursuit which is of such a nature as to bring the name of the Alliance into disrepute or involvement of a Board member in active partisan politics.

- (b) A vacancy may also arise on expiry of the term of office of a Trustee; Resignation of a Trustee after giving a one month's written notice; a Trustee leaving the country for more than (one year); and a Trustee failing to attend without valid excuse or reason two consecutive meetings of the Board of which the Trustee has had notice of.
- (c) The Alliance's National Coordinator shall notify a vacancy arising within the Board to all members of the Alliance. The notification to the members shall request members of the Alliance to make nominations within four weeks of the date of receipt of notice.
- (d) A vacancy due to any one of the above shall be filled by the Board of Trustees subject to ratification by the Council.

## ***The Secretariat***

### **11 The Secretariat**

The secretariat shall be the headquarters of the Alliance established by the Board of Trustees to coordinate and facilitate the activities of the Alliance. The secretariat shall be headed by the Alliance's National Coordinator to manage the day-to-day activities of the Alliance.

#### ***Functions of the Secretariat***

- 11.1 The secretariat shall implement the objectives and activities of the Alliance as mandated by the membership through the Council and in line with its mandate in this constitution.
- 11.2 There shall be employed, an National Coordinator, who shall be identified by the Board of Trustees
- 11.3 The Board of Trustees shall supervise the work of the National Coordinator on a regular basis and report to the Board of Trustees on the progress of the secretariat on a regular basis.

11.4 The office of the National Coordinator shall, among other things, be responsible for the day to day management of the Alliance, advise on finances, coordination of Alliance members, collect subscriptions and other income from time to time accruing to the Alliance and to grant and issue valid receipts and acquaintances. The office shall perform any other activities in furtherance of achievement of the mission of the Alliance as provided for in the conditions of service.

11.5 National Coordinator shall be appointed on a four year contract, renewable for a maximum of three terms subject to good performance, availability of funding and the necessity of the position.

11.6 The National Coordinator shall report to the Board of Trustees

11.7 The National Coordinator shall be responsible for the running and management of the Alliance on a daily basis and may be invited attend but shall not be allowed to vote at meetings of the Board of Trustees and the Council

11.8 The National Coordinator may recommend to the Board of Trustees the employment of such additional officers subordinate to the National Coordinator as the Board of Trustees shall consider necessary for the performance and exercise of the functions, duties and powers of the Alliance provided that the Board of Trustees may delegate powers of appointment of such staff as may be specified in writing.

11.9 The Board of Trustees shall come up with conditions of services to regulate employment by the National Coordinator and other employees of the Alliance. These would include the hiring, discipline of staff and termination of employment

## **Finances and Accounts**

### **12. Finance**

The Finances of the Alliance shall include donations, grants, special contributions for specific activities, and other sources approved by the Board of Trustees and the Council

#### **(12.1) The Board of Trustees shall jointly: -**

- (a) Be responsible for the management and disbursement of the funds of the Alliance and shall for this purpose.

maintain books of accounts in which shall be recorded all matters relating to the finances and assets of the Alliance. The National Coordinator shall act as a controlling officer on matters of finances on behalf of the Board of Trustees

- (b) Open and operate suitable bank accounts in the name of the Alliance into which all the funds of Alliance shall be paid; and
- (c) Produce accounts for the preceding financial year duly audited by professional auditors. Copies of the statement of accounts shall be circulated to all members of the Alliance donors and such other person as may be directed by a resolution of the Council or be required by law.
- (d) The accounting records shall be kept at the registered office of the Alliance, and shall always be open to the inspection of any Board member or any donor, or Member of the Alliance's as the case may be.
- (e) The authorised signatories of the account(s) of the Alliance shall be three members, chosen from the Board of Trustees and the Alliance's National Coordinator.
- (f) In all cheques and withdrawals any two of the three signatories including the National Coordinator and a Trustee will be required. Other signatories may be provided for if it is determined that that this is required in the interest of the Alliance.

## **Financial Year**

### **(12.2) Financial Year**

- (a) The financial year of the Trust shall be from the 1<sup>st</sup> day of January to the 31<sup>st</sup> day of December the same year.
- (b) An independent auditor shall be appointed by the Trustees and approved by the Council to audit the accounts of the Alliance annually. As soon as is practicable after the 31<sup>st</sup> December of each year, the Secretariat shall submit for audit the books and the accounts of the Alliance. A copy of the auditors report on accounts and statement together with such accounts shall be furnished to all members annually after the Board of Trustees has received them.



- (c) he Board shall cause proper accounting records to be kept with respect to the following; All sums of money received and expended by the Alliance and the matters in respect of the receipt and expenditure takes place and all assets of the Alliance
- (d) Proper accounting records shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Alliance affairs and to explain its operations and transactions.

### ***Logos and Symbols***

### **13. Logos and Symbols**

Symbols belonging to the Alliance will only be used for the causes the Alliance believes in and with the authority of the Board of Trustees.

### ***Common Seal***

### **14. Common Seal**

- (14.1) The Alliance shall have a common seal which will be used in accordance with the rules and regulations in 14.3 and as determined by the Board of Trustees from time to time.
- (14.2) The Board shall provide for the safe custody of the seal, which shall only be used with the authority of the Board of Trustees or National Secretariat. Every instrument to which the seal shall be affixed shall be signed by the Chairperson of the Board and shall be countersigned by the National Coordinator or by some other person appointed by the Board for the purpose.
- (14.3) The common seal of the trust shall be kept under lock and key by the Alliance Coordinator and there shall be kept and maintained a register of all instruments to which the common seal has been affixed.
- (14.4) All documents, other than those requiring the common seal, made in the name of the Alliance and all decisions of the Board of Trustees shall be signified under the hand of the Chairperson of the Board.

(14.5) The common seal of the Alliance shall not be affixed to any instrument except-

- (a) In pursuance of a resolution of the majority of the Board of Trustees present at any meeting; and
- (b) By the Board of Trustees and other persons duly authorized and these shall sign the instrument to which the common seal is affixed in the presence of each other.

***Powers to Make  
By-Laws and form  
supporting structures***

15. The Board shall have powers to make by-laws and establish any operational structures for purposes of furthering the objectives of this constitution. In exercising its powers under this article, the Board shall either directly formulate the said bylaws or delegate the task to relevant bodies of the Alliance.

***Amendments***

***16. Amendments***

(16.1) This Constitution may be amended by two-thirds majority of the members of the Council present by voting after having satisfied the quorum.

(16.2) Proposals for amendments shall be communicated in writing by the National Coordinator to the members at least three calendar months prior to the meeting at which the amendments are to be discussed.

(16.3) The notice in 16.2. above must specify the provisions to be amended and the proposed amendments thereof.

***Dissolution and disposal  
of property***

17.1 The Alliance may be dissolved if two thirds of the members of the Alliance do agree for dissolution.

17.2 If upon dissolution of the Alliance there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall be given or transferred to an institution or institutions to be determined by the Board of Trustees at or before the time of dissolution.

17.3 The institutions referred to in sub-article (17.2) above shall have objectives similar to the objectives of the Alliance.

**Adopted by the Members of the Alliance, and certified by the Chairperson**

On this \_\_\_\_\_ day of \_\_\_\_\_ 2024 at \_\_\_\_\_

**Signed: CHAIRPERSON, BOARD OF TRUSTEES**

**Mr. Moses Mkandawire**