

CONSTITUTION OF THE CENTRE FOR SEXUAL VIOLENCE RESEARCH AND JUSTICE (CSVJRJ)

(A COMPANY LIMITED BY GUARANTEE)

TAGLINE: Addressing Sexual Violence in Malawi

1. NAME

The name of the organization shall be the **CENTRE FOR SEXUAL VIOLENCE RESEARCH AND JUSTICE** (hereinafter referred to as “the Company”).

2. LEGAL STATUS

2.1 The Company is incorporated as a Company Limited by Guarantee under the laws of Malawi.

2.2 The Company is a non-profit organization and shall not distribute income or assets to Members or Directors.

2.3 The liability of each Member shall be limited to the amount they undertake to contribute, in the event of winding up.

3. INTERPRETATION

In this Constitution:

3.1 “Act” means the Companies Act (Cap. 46:03), Laws of Malawi, and any amendments thereto

3.2 “Founder” means [Chifundo Terrisa Kamba], being the person who initiated and established the Company.

3.3 “Founding Members” means the subscribers to this Constitution upon incorporation.

3.4 “Member” means a person admitted to membership of the Company in accordance with this Constitution.

3.5 “Board” means the Board of Directors of the Company.

3.6 “Executive Director” means the chief executive officer appointed by the Board and responsible for the day-to-day management of the Company.

3.7 A “third party” means any person other than the Company, or persons acting on behalf of the Company.

3.8 The “Founder” shall serve as the first Executive Director of the Company upon incorporation. Thereafter, the appointment and removal of the Executive Director shall be in accordance with this Constitution.

3.9 “Secretary” means any person appointed to perform secretarial duties of the Company

3.10 “Seal” means the common seal of the Company, if adopted by the Board.

3.11 Words importing the singular include the plural and vice versa.

4. VISION

A Malawi free from sexual violence, where all people are protected and able to live with dignity, equality, and full access to justice

4. OBJECTIVES OF THE COMPANY

4.1 To promote the prevention and elimination of sexual violence through research, education, and community-based interventions

4.2 To advance access to justice for survivors of sexual violence, including legal awareness, rights education, and support for reporting mechanisms

4.3 To conduct and disseminate research on sexual violence, legal systems, and socio-cultural practices affecting justice outcomes

4.4 To promote alignment between customary practices and statutory law in relation to sexual offences and human rights

4.5 To engage with state and non-state actors, including law enforcement and traditional authorities, to strengthen responses to sexual violence

4.6 To advocate for legal and policy reforms that improve protection, reporting, and prosecution of sexual offences

4.7 To design and implement evidence-based interventions aimed at preventing sexual violence and supporting affected communities

4.8 To collaborate with local, national, and international stakeholders in advancing the rights and protection of women, girls and children

4.9 To design, implement, and evaluate evidence-based interventions aimed at preventing sexual violence and improving access to justice for people with disabilities

4.10 To build capacity of communities, traditional leaders, and justice system actors in prevention, reporting, investigation, and prosecution of sexual violence cases

5. INCOME AND PROPERTY

5.1 The income and property of the Company shall be applied solely towards the promotion and attainment of its objects.

5.2 No portion of the income or property of the Company shall be paid, transferred, or otherwise distributed, directly or indirectly, to any Member or Director, except as permitted under this Constitution.

5.3 Nothing in this Constitution shall prevent:

(a) the payment of reasonable remuneration to any officer, employee, or Executive Director of the Company for services rendered; or

(b) the reimbursement of reasonable expenses incurred by any Member, Director, or officer in the course of carrying out duties for the Company.

5.4 Directors shall not be remunerated for serving as Directors unless such remuneration is approved by the Members in a General Meeting. Directors may, however, be reimbursed for reasonable expenses incurred in the course of their duties.

5.5 The Company may receive grants, donations, and other lawful funding from individuals, institutions, and organizations, whether local or international, in support of its objectives.

5.6 Remuneration of senior management shall be determined or approved by the Board.

6. MEMBERSHIP

6.1 Membership shall consist of not less than three (3) Members. The number of Members may be increased or otherwise regulated by resolution of the Members in accordance with this Constitution.

6.2 Membership shall be open to individuals who support the objectives of the Company.

6.3 Applications for membership shall be submitted in the prescribed form and shall be considered and approved by a resolution of not less than two-thirds (2/3) of existing Members.

6.4 Membership is not transferable.

6.5 Membership may cease by: (a) resignation in writing; (b) removal by a resolution of not less than two-thirds (2/3) of the Members for misconduct or inability to act in the interests of the Company; (c) death of the Member.

7. RIGHTS AND RESPONSIBILITIES OF MEMBERS

7.1 Members shall have the right to attend and vote at general meetings.

7.2 Each Member shall have one vote.

7.3 No proxy voting shall be permitted.

7.4 Members shall have the power to appoint, elect, and remove Directors of the Board at a General Meeting.

7.5 Members shall approve the appointment of any person co-opted by the Board to fill a casual vacancy.

8. GOVERNANCE STRUCTURE

8.1 Founder Recognition Clause

The Founder of the Company shall be recognized as the initiator and intellectual architect of the organization's vision, objectives, and foundational research agenda.

8.2 Removal of Executive Director (Founder) Safeguard Clause

The Founder shall serve as the Executive Director (or equivalent chief executive role) of the Company and shall continue in such role unless removed in accordance with the provisions of this Constitution.

The Board may, by the supermajority, recommend removal of the Founder on specified grounds of documented evidence of gross misconduct, incapacity or serious breach of duty.

Any such removal shall only take effect upon approval by not less than two-thirds (2/3) of the Members. However, the Founder shall be

- given written notice
- an opportunity to be heard
- a fair and transparent process

The Founder may, at their discretion, transition from the role of Executive Director into an advisory, governance, or honorary role within the Company, while continuing to provide strategic guidance.

The Executive Director shall be responsible for the day-to-day management of the Company.

Upon vacancy in the office of Executive Director following the tenure of the Founder, the Board of Directors shall appoint a suitably qualified person to serve as Executive Director.

Any Executive Director appointed after the Founder may be removed by a resolution of the Board of Directors on such terms and conditions as the Board may determine, subject to principles of fairness and due process.

8.3 Protected Mission and Identity Clause

The core mission, objectives, and identity of the Company shall not be fundamentally altered, nor shall the Company be merged, or restructured in a manner inconsistent with its founding purpose, except by:

- a resolution passed by not less than 75% of members; and
- approval of the Board.
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9. BOARD OF DIRECTORS

9.1 The management of the Company shall be vested by a Board of Directors.

9.2 The Board shall consist of not less than three (3) and not more than five (5) Directors.

9.3 Directors shall hold office for a term of three (3) years and shall be eligible for re-election.

9.4 The Board shall be responsible for:

- (a) strategic leadership;
- (b) financial oversight;
- (c) policy approval; and
- (d) governance and compliance.

9.5 Directors shall be appointed by the Members at a General Meeting. The initial Directors shall be those named in the incorporation documents unless replaced in accordance with this Constitution.

9.6 A Director shall cease to hold office upon resignation, removal for misconduct, incapacity, or absence from three (3) consecutive meetings without reasonable justification.

9.7 Any vacancy among the Directors shall be filled by the Members at a General Meeting or, where necessary, by written resolution of the Members.

9.8 In the performance of their duties, Directors shall:

- (a) act independently, in good faith, and in the best interests of the Company;
- (b) exercise reasonable care, skill, and diligence;
- (c) exercise their powers only for the purposes for which they were conferred; and
- (d) not use their position for personal gain or be subject to undue influence by any individual.

9.9 The Board shall give due consideration to the Members' strategic input on matters relating to the Company's vision and research direction.

9.10 A Director shall not:

- (a) exploit for personal benefit any property, information, or

opportunity belonging to the Company;
(b) divert such opportunity to another person or entity without full disclosure and prior approval of the Board; or
(c) accept any gift, benefit, or advantage from a third party arising from their position or duties as a Director.

9.11 The Company shall maintain a Register of Directors containing full names, residential addresses, dates of appointment and cessation, and such other particulars as may be required by law

10. CHAIRPERSON TERMS, APPOINTMENT & REMOVAL

10.1 Appointment of Chairperson

The Chairperson of the Board shall be elected by the Board of Directors from among their numbers at the first Board meeting and thereafter at intervals of three (3) years.

The term of a chairperson may be renewable once, subject to performance, continued eligibility, and approval by a two-third (2/3) majority of the Board.

In the event of a sudden vacancy in the office of Chairperson, the Board shall elect a new Chairperson within a reasonable period not exceeding 30 days.

The Chairperson shall be elected approved by a two-thirds (2/3) majority of the Board and voting at a duly constituted meeting of the Board.

10.2 Role and Limitations of the Chairperson

The Chairperson shall:

Provide leadership to the Board of Directors.

Ensure the effective functioning of the Board and adherence to principles of good governance.

Facilitate Board meetings and decision-making processes in a fair and impartial manner.

The Chairperson shall not be involved in the day-to-day management of the Company, which shall be the responsibility of the Executive Director.

The Chairperson shall act in accordance with the authority delegated by the Board.

10.3 Accountability

The Chairperson shall act in the best interests of the Company and shall not exercise undue influence over the Board or management. All Board decisions shall be made collectively.

10.4 Removal of Chairperson

The Chairperson may be removed from office before the expiry of their term by a resolution passed by not less than two-thirds (2/3) of the Board of Directors, on any of the following grounds: a) gross misconduct or abuse of office b) failure to perform duties c) incapacity or prolonged absence d) breach of fiduciary duties or conflict of interest. The Chairperson shall be given:

- written notice of the allegations
- reasonable opportunity to be heard
- a fair hearing before a final decision is made

10.5 Vacancy for Chairperson

In the event of removal, resignation, incapacity, or death of the Chairperson, the Board shall elect an Acting Chairperson from among its members within fourteen (14) days to serve until a substantive Chairperson is appointed in accordance with this Constitution.

11. BOARD MEETINGS

11.1 The Board shall meet at least twice (2) times in each calendar year and may meet more frequently as necessary for the proper conduct of the Company's affairs. A meeting of the Board may be arranged at any time by the Chairperson or upon request of any two Directors.

11.2 Quorum shall be 50% of Directors.

11.3 Decisions shall be by majority vote.

11.4 The Chairperson shall have a casting vote in the event of a tie.

12. GENERAL MEETINGS

12.1 The Company shall hold an Annual General Meeting once every year.

12.2 Any other meeting shall be an Extraordinary General Meeting.

12.3 Notice of meetings shall be given at least fourteen (14) days in advance.

12.4 Quorum shall be 50% of Members.

12.5 If quorum is not met within 30 minutes, the meeting shall be adjourned for 14 days; thereafter members present shall form a quorum.

12.6 The Chairperson of the Board shall preside over meetings or, in their absence, the Vice-Chairperson.

13. FINANCIAL MANAGEMENT

13.1 The Company shall maintain proper books of accounts

13.2 All funds shall be deposited into the Company's bank account

13.3 All withdrawals from the Organization's bank accounts shall require the signatures of at least two (2) authorized signatories approved by the Board. The Founder, serving as Executive Director, shall be a mandatory signatory to all such accounts. The second signatory shall be the Financial Controller, except where the Board determines otherwise for good cause.

13.4 Annual financial statements shall be presented at the Annual General Meeting

13.5 The financial year shall end on 31 December

13.6 The accounts of the Company shall be audited annually where required by law or by any funding agreement and may be audited at any time by an independent auditor appointed by the Board.

14. COMMON SEAL

14.1 The Company shall have a common seal kept under custody of the Executive Director.

14.2 The common seal of the Company shall be used only with the authority of the Board and shall be affixed in the presence of the Executive Director and at least one (1) Director, both of whom shall sign any document to which the seal is affixed.

15. CONFLICT OF INTEREST

15.1 A Director or member must not place themselves in a position where their personal interests' conflict, or may potentially conflict, with the interests of the Company.

15.2 Any Director or Member who has a direct or indirect personal interest in any matter shall disclose such interest and shall not participate in any discussion or decision relating to that matter.

15.3 A conflicted Director shall not vote on any matter in which they have an interest unless the Board resolves otherwise in writing.

16. AMENDMENTS

15.1 This Constitution may be amended by a two-thirds majority of Members at a General Meeting.

15.2 Amendments must remain consistent with the non-profit objectives of the Company

17. DISSOLUTION

17.1 The Company may be dissolved by a resolution of at least three-quarters of Members.

17.2 Upon dissolution, remaining assets shall be transferred to another registered non-profit organization with similar objectives in Malawi.

17.3 No assets shall be distributed to Members or Directors.

18. ADOPTION

This Constitution is hereby adopted by the “Founder” and “Founding Members” of the **CENTRE FOR SEXUAL VIOLENCE RESEARCH AND JUSTICE** on the date of incorporation.

SIGNED:

Founder

Founding Member

Founding Member
