

CONSTITUTION
OF
THE REGISTERED TRUSTEES
OF
THE PUBLIC RELATIONS SOCIETY OF MALAWI

THE REGISTERED TRUSTEES OF PUBLIC RELATIONS SOCIETY OF MALAWI

ARTICLE 1

Name of Registered Office

The name of the body shall be the Public Relations Society of Malawi, hereinafter called the “Society” whose registered address is P.O. Box 31775, Capital City, Lilongwe 3

The office of the Society shall be at such address in Lilongwe as the Society may from time to time determine.

ARTICLE 2

Objectives

The following shall be the objectives of the Society:

- (i) To develop and enforce professional ethics and ethical practice
- (ii) To create space for the exchange of ideas regarding Public Relations practice
- (iii) To facilitate skills development through training
- (iv) To promote professionalism among practitioners
- (v) To promote networking among practitioners both locally and internationally
- (vi) To establish Public Relations as an added value to society
- (vii) To raise the profile of the profession by demonstrating the value of Public Relations to corporations through lobbying and advocacy
- (viii) To be the recognized professional authority in Public Relations and Communications in Malawi
- (ix) To apply petition for or promote any Act of Parliament or of any other authority with a view to the attainment of the above objects or any of them.

ARTICLE 3

Board of Trustees

- 3.1 There shall be a Board of Trustees consisting of not less than Three (3) and not more than eleven (11) persons, and these shall be the Advisors to the Executive of the Society
- 3.2 Trustees shall be elected based on gender and their experience and areas of specialty such as (but not limited to) Law, Finance, Civil Society, Media, Academia, Civil Service (Government Ex-officio), Corporate Management and Entrepreneurship. At-least 40% shall be women.
- 3.3 The term of office of each Trustee shall be five (5) years, – retiring on a rotational basis.
- 3.4 One half shall be eligible for a second term for continuity purposes but no more than 2 terms provided however that a Trustee shall be eligible for re-election.
- 3.5 The Trustees shall elect among themselves a Chairperson

- 3.6 If a vacancy in the office at the trustees arise before the next Annual General Meeting where election of the trustees are to take place, the remaining trustees shall fill the vacancy by appointing a new Trustee or Trustees who shall hold office until the next Annual General Meeting where election of Trustees are to be held.

ARTICLE 4

Modus Operandi

To attain its objectives the Society shall co-operate with other international and local Associations and Societies in areas of mutual interest, and for that purpose may constitute societies or join societies or participate in the activities of already established societies.

ARTICLE 5

Powers

The Society shall have powers to:

- 5.1 Solicit funds or material resources or both from donors within and outside Malawi as well as from the general public
- 5.2 Administer the funds so solicited for purposes of the advancement of the Society or for the attainment of any of its objectives
- 5.3 Buy, take on lease or otherwise acquire(including acquisition by gift), assets of all kinds whether movable or immovable as are in their opinion from time to time required for the better fulfillment of the objectives of the Society
- 5.4 Co-operate with other organizations having similar objectives to those of the Society
- 5.5 Initiate, organize, support and co-ordinate activities for the promotion of the objectives of the Society, and such activities may include fund raising functions and Corporate Social Responsibility activities
- 5.6 Borrow such moneys as they may from time to time require for the better carrying out of the objectives of the Society and to give such security (if any) for the repayment thereof as it sees expedient.
- 5.6 Do such other things as are or may be necessary for or incidental to the carrying on or attainment of the objects of the Society or any of them.

ARTICLE 6

Membership

6.1 The Society shall be open to the following classes of membership:

{i} Honorary Fellow & Honorary Member

In exceptional circumstances the Committee shall be empowered to confer upon an individual from within or without the Society the position of honorary fellow or honorary member of the Society in recognition of outstanding services as the case maybe.

Nominations for honorary fellowship or honorary membership shall be considered provided that they are made by at least two fellows or members, one of whom shall be a member of the committee.

Honorary fellows and honorary members shall be entitled to use the designatory Hon. FPRSM and Hon. MPRSM respectively after their names and to hold a certificate of honorary fellowship or honorary membership of the Society.

The abbreviation Hon. may be used by them in all appropriate circumstances in relation to their grade of membership.

{ii} Fellows

The Committee shall be empowered in a manner hereinafter mentioned to confer fellowships upon members in recognition in the public relations profession as defined by the Society from time to time and six consecutive fully paid up years of membership. Nominations for fellowship shall be considered provided they are made by at least two fellows or members one of whom shall be a member of the Committee.

Fellows shall be entitled to a fellowship certificate, to use the FPRSM after their names and to exercise full voting rights in the affairs of the Society.

{iii} Members

Individuals who at the date of their application have attained the majority age and whose applications are acceptable to the Committee provided that:

They have had at least two years substantial experience in the practice of public relations, and can satisfy the committee as to their professional competence.

They have been engaged full time in public relations and are qualified to undertake the practice of PR.

They have been awarded academic qualification recognized by the Society.

They have been awarded accreditation by the Society

Members shall be entitled to use the initials MPRSM after their names, to exercise full voting rights in the affairs of the Society and to a certificate of membership.

{iv} Associates

- (a) Individuals who do not qualify as full members but are connected with public relations as a profession and satisfy the Committee as to their eligibility in this respect.
- (b) Associate members shall be entitled to use the designatory letters AMPRSM after their names, to exercise full voting rights and a certificate of associate membership.
- (c) Associate membership does not automatically ensure the transfer to full membership of the Society unless the criteria for full membership described under {iii} above applies.

{v} Student members

Student members shall be open to individuals who have satisfied the Committee that they intend to pursue a career in public relations and are undertaking a part-time or full-time course in public relations, journalism or a related subject. Student members will be entitled to retain such membership for a period of four years from the date of entry to the Society.

- 6.2 Members will be required to pay membership fees as recommended by the Society. The said fees maybe amended from time to time and such an amendment ratified by a resolution of a general or special meeting of the Society.
- 6.3 A current, valid certificate of membership issued by the Chairperson of the Society will be in force at all times.
- 6.4 Every member shall pay his annual subscription on demand.
- 6.5 Any member who resigns or is removed from membership shall not be entitled to a refund of his subscription or any part thereof or any moneys contributed by him at any time.
- 6.6 Any member who falls into arrears for more than three (3) months shall automatically cease to be a member of the Society and his name shall be removed from the list of members. The Committee may, however at its discretion reinstate such member on payment of the total amount of subscription outstanding.
- 6.7 Any member may be expelled from membership if the Committee shall resolve by two thirds majority of the full members present that such member should be expelled on the grounds that:

His conduct has adversely affected the reputation or dignity of the Society or he has contravened any of the provisions of the constitution and/or rules of the Society, in particular the code of professional conduct approved by the Society and annexed to these rules.

- 6.8 Any member aggrieved by a decision of the Committee expelling him from membership under article 6.7 herein, may appeal to the Society's general or specific meeting and the

decision of the Society reached by simple majority of full members present shall be final. An appeal to the Society shall be in writing addressed to the Chairperson.

ARTICLE 7

Code of professional conduct

- 7.1 The Society shall in pursuance of the objects stated in Article 3 of this constitution lay down a code of professional conduct. Such a code shall be approved by the Society and shall form an appendix to this constitution. The said code may be amended from time to time by resolution of a general or special meeting of the Society, which shall be passed by two thirds of the full members present.
- 7.2 All members of the Society shall subscribe to and uphold the professional code of conduct.

ARTICLE 8

National Governing Council

- 8.1 The Society shall have a National Governing Council which will be answerable to the trustees. The office bearers of the Society shall be:
- President
 - Vice President
 - General Secretary
 - Treasurer
 - Assistant Secretary
 - Assistant Treasurer
 - Members (4)
- 8.2 All office bearers shall be full members of the Society and shall hold office for two years until the next succeeding annual general meeting subject to the condition in 9.3 below, but shall be eligible for re-election.
- 8.3 Any office bearer who ceases to be a full member of the Society shall automatically cease to be an office bearer, and each office bearer shall be subject to the rules in respect of membership above.
- 8.4 In the event of the death or resignation of an office bearer, the National Governing Council of the Society may elect a full member to act in his place until such a time as the next general or special meeting of the Society is held.
- 8.5 Office bearers shall be elected at the Annual General Meeting of the Society (see Article 9 below) and shall be proposed and seconded by full members of the Society. In the event of there being more than one nomination for any particular office, the Chairperson of the meeting shall conduct a secret ballot.

ARTICLE 9

DUTIES OF THE NATIONAL GOVERNING COUNCIL

- 9.1 The National Governing Council shall be responsible for the management of the Society and for that purpose may give directions to the office bearers as to the manner in which, within the law, and in conformity with the constitution and/or rules of the Society, they shall perform their duties. The National Governing Council shall have power to appoint such Sub-Committees as it may deem desirable to make reports to The National Governing Council, upon which action shall be taken as seems to the National Governing Council desirable.
- 9.2 The National Governing Council shall also have the power to nominate individuals to represent the interests of the Society on any Task Force or other external committee or body that may be incorporated or set up from time to time.
- 9.3 The National Governing Council may at its absolute discretion admit as Patron, person(s) whose accomplishments will make a major contribution to the profession, increase the common good and reflect credit on the Society. The Patron(s) shall not be required to pay entrance fees or annual subscriptions and shall have all the rights and privileges of membership except the right to vote.
- 9.4 The National Governing Council shall also be able to appoint and/or employ individuals and/or enter into contracts for the provision of services for and on behalf of the Society on such terms and conditions, without limitation terms as to payment and/or remuneration, as the National Governing Council shall in its sole discretion determine, provided that any such appointments and/or contracts may be terminated by the Society by way of resolution of the National Governing Council.
- 9.5 Except as otherwise specified herein, The National Governing Council shall authorize all moneys disbursed on behalf of the Society.
- 9.6 The quorum for meeting of The National Governing Council shall be not less than six Full members of the Society.
- 9.7 The National Governing Council may from time to time, subject to the approval of the Society General Meeting, make, vary, or revoke bye-laws and/or a code of conduct for the regulation of the internal affairs of the Society, conduct of the members, conduct of its elections and conduct of its aims, objects and activities.
- 9.8 All bye-laws and/or codes of conduct shall be submitted to the General Meeting for approval and if approved shall, until revoked by the National Governing Council be binding on the members of the Society.

ARTICLE 10

DUTIES OF OFFICE BEARERS

10.1 The President

The President shall unless prevented by illness or other sufficient cause preside over all meetings of the National Governing Council and at the annual general meeting or other general meetings of the Society.

He shall be responsible for all the Society's communication with the public and the media.

10.2 The General Secretary

The Secretary shall deal with all the correspondence of the Society under the general supervision of the National Governing Council. In case of urgency where the National Governing Council cannot be consulted, he shall consult the President, or if he is not available, the Vice President.

The decision reached will be subject to ratification or otherwise at the next NGC meeting. The General Secretary shall issue notices convening meetings of the Society, and shall be responsible for keeping minutes of all proceedings and records, and generally for the satisfactory administration of the affairs of the Society.

He shall also maintain a member register in compliance with article 6 of the constitution.

10.3 The Treasurer

The Treasurer shall receive and shall also disburse under the direction of the NGC moneys belonging to the Society and shall issue receipts for all moneys received by him and preserve vouchers for all money paid by him. The Treasurer is responsible to the NGC and to the members that proper books of account of all moneys received and paid by the Society are written, preserved and kept available for inspection.

10.4 The Vice President

The Vice-President shall perform any of the duties of the President in his absence or such other duties as maybe assigned to him by the Committee or the President.

10.5 The Assistant Secretary

The Assistant Secretary shall perform any of the duties of the Secretary in his absence or such other duties as maybe assigned to him by the Committee or the Secretary.

10.6 The Assistant Treasurer

The Assistant Treasurer shall perform any of the duties of the Treasurer in his absence or such other duties as maybe assigned to him by the Committee or the Treasurer.

10.7 Eligibility For Election

Any candidate wishing to stand for election for any post shall be required to be validly nominated by at least two separate voting members at least one week prior to the election date.

ARTICLE 11

The Secretariat

11.1 There shall be a Secretariat to run the day to day affairs of the Society on behalf of the National Governing Council.

11.2 The Secretariat shall comprise:

- (a) National Coordinator
- (b) Head of Projects and Fundraising
- (c) Projects Officer
- (d) Accountant

11.3 Powers of the Secretariat

The Secretariat shall have powers to appoint support staff as and when required.

11.4 Duties of the Secretariat

National Coordinator

- 11.4.1 He shall be the Chief Executive of the Society
- 11.4.2 He shall be responsible for the overall administration
- 11.4.3 He shall coordinate the activities of the various committees and sub-committees and their specific duties in the Society
- 11.4.4 To maintain a close link between the Society and its bodies and affiliates

Head of Projects and Fundraising

- 11.4.5 To develop proposals for various projects
- 11.4.6 To coordinate fundraising activities

Projects Officer

- 11.4.7 To coordinate all Society's Society projects

Accountant

- 11.4.8 To keep all financial records
- 11.4.9 To account for expenses incurred by the Society
- 11.4.10 To prepare and present statements of audited accounts
- 11.4.11 To keep custody of all records of the Society's Society assets

ARTICLE 12

Meetings of the National Governing Council

- 12.1 A meeting of the NGC may be called at any time by the President whenever he finds it fit, necessary or expedient to do so for the dispatch of business of the Society
- 12.2 The President may call and set up NGC Meetings as telephone conference calls. Where he does so such meetings shall be deemed to have completely transacted business only if the majority of the organization agree upon this at the end of the conference call meeting.
- 12.3 The quorum for a meeting of the NGC shall be two thirds (2/3) of the NGC present at the meeting in person or by proxy as herein provided.
- 12.4 An instrument appointing a proxy shall be in writing under the hand of the appointer and only a person who is a full member of the Society may be appointed as proxy.
- 12.5 The President of the NGC shall preside at all meetings provided that if the President is not present within forty-five (45) minutes after the time appointed for the meeting and a quorum is present, the NGC members present and eligible to vote shall appoint one of their numbers to chair the meeting.
- 12.6 The NGC shall take its decisions at its meetings by a majority of the votes of the members present in person or by proxy and voting. In the event of an equality of votes the Chairperson of the meeting shall have a casting vote in addition to his original or deliberative vote.

ARTICLE 13

Disqualification of Trustees and NGC members

A trustee or an NGC member shall cease to hold office if he:

- 13.1 Resigns as a Trustee or as an NGC member
- 13.2 Dies
- 13.3 Becomes of unsound mind
- 13.4 Convicted of a criminal offence

ARTICLE 14

Meetings of the Society

- 14.1 GENERAL MEETINGS
- 14.2 There shall be two classes of general meetings: Annual General Meetings and Special General Meetings.
- 14.3 The Annual General Meeting shall be held not later than 31st March each year. Notice in writing of such Annual General Meetings, accompanied by the annual statement of

accounts and the Agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting, and where practicable, the notice of the meeting shall be advertised in the press not less than 14 days before the date of the meeting.

- 14.4 The agenda for the Annual General Meeting shall consist of the following:
- a) Confirmation of the minutes of the previous Annual General Meeting
 - b) Chairperson's Report
 - c) Consideration and adoption of accounts
 - d) Elections
 - e) Appointment of Auditors
 - f) Such other matters as the Committee may decide or of which a member or members shall have given notice in writing to the Secretary at least seven days before the day of the meeting.
- 14.5 The Committee may call a Special General Meeting for a specific purpose. Notice in writing of such a meeting shall be sent to all members not less than 14 days before the date of the meeting.
- 14.6 A Special General Meeting may also be requisitioned for a specific purpose by order in writing to the Secretary by no less than five full members and such meeting shall be held within 21 days of the date of the requisition. The notice for such meeting shall be issued as for 14.3 above, and no matter shall be discussed other than the one stated in the requisition.
- 14.7 The quorum at a general meeting shall be not less than 10 fully paid-up members or 10% of the paid-up membership if the paid-up membership exceeds 100.
- 14.8 At a General Meeting only full members shall be permitted to vote.

ARTICLE 15

Business of Annual General Meeting

The business of the Annual General Meeting shall be:

- 15.1 To receive statements of accounts in the form of profit and loss account and balance sheet laid before it by the President
- 15.2 To receive and consider the NGC report
- 15.3 To appoint auditors of the Society for the ensuing year
- 15.4 To transact any other business of the Society as special business

ARTICLE 16

The Seal

- 16.1 The Common Seal of the Society shall be kept in the safe custody (under lock and key) of the National Coordinator and shall only be used on the written authority of the NGC.
- 16.2 A register shall be kept of the documents to which the common Seal has been affixed

ARTICLE 17

Accounts and Auditing

- 17.1 The financial year of the Society shall run from 1st July to 30th June of each year
- 17.2 The Secretariat shall:-
- 17.2.1 Be responsible for the management and disbursement of the funds of the Society and shall for this purpose maintain books or accounts in which shall be recorded all matters relating to the finances, assets and liabilities of the Society.
- 17.2.2 Open a suitable bank account or bank accounts in the name of the Society into which funds of the Society shall be a paid
- 17.3 The books or accounts of the Society shall be kept at the Secretariat.
- 17.4 The Society shall from time to time appoint independent Auditors to monitor books of Accounts

ARTICLE 18

Amendments and Interpretation

- 18.1 This Constitution may be amended at an Annual General Meeting of the Society by two thirds (2/3) majority of the members present and voting.
- 18.2 Proposal for amendments shall be communicated in writing by the President to all at least one (1) calendar month prior to the Annual General Meeting at which the amendments are to be considered.

ARTICLE 19

Inspection of Accounts, List of Members and Registers

- 19.1 The book of accounts, documents relating thereto and a list of members and registers of the Society shall be available for inspection at the registered office of the Society by any member on giving not less than seven days notice in writing to the Society.

ARTICLE 20

Dissolution

20.1 Upon conditions becoming such that it is no longer possible or if it becomes undesirable to continue with the activities of the Society, the Society may be dissolved at an Annual General Meeting of the Society duly called and convened if three quarters (3/4) of the members are present and voting vote in favor of the dissolution then the Trustees shall apply the assets of the Society towards the satisfaction of its debts and/ or donated to a charitable organization with similar objectives

Certified as a true copy of the constitution of **THE REGISTERED TRUSTEE OF PUBLIC RELATIONS SOCIETY OF MALAWI**

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CHAIPERSON