



**THE CONSTITUTION OF THE REGISTERED TRUSTEES OF
TAMA FARMERS TRUST**

(TAMA)

Revised June 2019

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MISSION STATEMENT

To provide visible and compelling services to the members and perpetuate sustainable balance in the generation of wealth in a manner that ascertains wider income diversification and value.

VISION STATEMENT

To be the most effective and successful farmer organisation in advancing member's business interests.

VALUES

Integrity - we try to do the right thing; we are honest and straight forward – forward with each other and in carrying out our business.

Professionalism - We uphold the principles, ethics and conduct of our organisation and the business world in accordance with the country's laws; our business conduct will always be guided by, and live in line with, the needs and priorities of farmers in Malawi.

Team-work - we believe that people work best when there is team spirit; we have confidence in each other's capabilities and intentions.

Excellence - We are determined to be the best at what matters most; we have a compelling desire to improve and provide the best services.

Innovation – We strive to continuously improve our services and products by advancing new and creative ways and strategies; we pay attention to changes in the business environment, and take necessary risks in order to stay ahead of the rest.

Impartiality – We build our organisation from within, promoting and rewarding people without regard to any difference unrelated to performance.

Registered Address

TAMA House
Plot 13/34
Independence Drive
P O Box 31360
Capital City
LILONGWE 3
MALAWI

THE CONSTITUTION OF THE REGISTERED TRUSTEES OF TAMA FARMERS TRUST

1. INTERPRETATION

In the interpretation of this Constitution unless inconsistent with the context, words signifying the singular number shall include the plural and vice-versa and words signifying the masculine gender shall include the feminine. And the following words and expressions shall have the following meanings:

- 1.1.1 **Association/TAMA**: shall mean TAMA Farmers Trust.
- 1.1.2 **Chief Executive Officer**: shall mean the duly appointed Chief Executive Officer of the Association for the time being.
- 1.1.3 **Congressional Meeting**: shall mean the Annual Congress and Special Congresses of the Association.
- 1.1.4 **Council**: shall mean the Council in terms of this Constitution.
- 1.1.5 **Area**: shall mean a geographic area as designated by the Council in terms of this Constitution.
- 1.1.6 **Area Meetings**: shall mean meetings of members in a particular area covered in terms of this Constitution.
- 1.1.7 **Member**: shall mean an ordinary Member of the Association.
- 1.1.8 **Official List**: shall mean the official list of registered members held at the office of the Chief Executive Officer.
- 1.1.9 **President**: Shall mean the President of the Association elected in terms of this Constitution. The president shall also be the Chairman of the Executive Committee of Council.
- 1.1.10 **The Executive Committee of Council**: Shall be Trustees of the Association and shall include all the appointed members to the Executive Committee of Council including the President. The Executive Committee of Council members shall number seven.

The Executive Committee of Council shall be responsible for overseeing the running of the Association and that agreed policies are being implemented and will have their duties and term of office spelt out in this constitution.

- 1.2 Should any differences or disputes arise with regard to the interpretation of this Constitution or should any matter arise in respect of which there is no specific provision in this Constitution, such differences or disputes or such matter shall be referred to Congress whose decision shall be final.

2. **NAME**

The name of the Association shall be the Registered Trustees of TAMA Farmers Trust (TAMA).

3. **REGISTERED OFFICE AND HEADQUARTERS**

The Registered office and Headquarters of the Association shall be in Lilongwe at TAMA house plot Number 13/34.

4. **ADDRESS FOR SERVICE**

The Association's registered address at which documents may be served shall be TAMA House, Plot Number 13/34, Post Office Box Number 31360, City Centre, Lilongwe 3.

5. **OBJECTS**

The objects for which the Association is established are generally to promote and develop farming in Malawi and to advance and protect the interests of sections and classes of producers of various farm produce in any way that may be desirable to the Association, and without in any way restricting or limiting the general objects, particularly: -

5.1 **Promote farming as a business**

To encourage, farmers to view farming as a business and to that end increase member's access to reliable markets.

5.2 **Enhancement of farmer's knowledge**

To encourage members to have diversified farming systems and to promote off-farm income generating initiatives.

- 5.3 Economic empowerment
To promote cooperative business approach so that the member has enhanced bargaining power for better prices and engage in meaningful value addition of their produce.
- 5.4 Collect and disseminate information
To facilitate member empowerment through improved information, training and advocacy.
- 5.5 Women empowerment
To undertake deliberate policies to increase the participation of women in commercial farming and decision-making positions in the agriculture sector.
- 5.6 Co-operate with other organizations
To co-operate with other organizations and particularly those having similar objects and to take joint action with a view to furthering and advancing mutual interests.
- 5.7 Affiliate
To federate, affiliate or become associated with other organizations having similar objects.
- 5.8 Research
To encourage, assist and subsidize research into any problems directly or indirectly concerning farming.
- 5.9 Representations to Government
To make representations to Government supreme or local either individually or in co-operation with other organizations with a view to promoting and developing farming or for any other purpose whatsoever.
- 5.10 Introduce or Oppose Legislation
To introduce or oppose or encourage the introduction of or opposition to legislation where the interests of the members are likely to be affected.

- 5.11 Acquire Property
To purchase, exchange, hire or otherwise acquire any movable or immovable property, and any rights and privileges necessary or convenient for carrying out the objects of the Association.
- 5.12 Construct, alter and maintain property
To construct, alter, maintain and repair the Association's property and buildings required for the purpose of the Association.
- 5.13 Dispose of property
To manage, sell, mortgage, lease, dispose of and turn to account or otherwise deal with the whole or any of the property and rights of the Association.
- 5.14 Invest Money
To invest the money of the Association upon such security, if any, and upon such terms and in such manner as may be deemed expedient.
- 5.15 Borrow Money
Borrow money for the purposes of the Association upon such security, if any, and on such terms as may be agreed upon by the Executive Committee of Council, Finance Committee and Council.
- 5.16 Invest in Value adding technologies
To invest in value adding technologies in order to allow its members access value adding facilities so that they can enhance the value of their final outputs
- 5.17 Investigate and develop markets including export markets
To investigate, test, develop and extend markets for member's produce including developing export markets and link farmers with export markets directly with their value-added products.
- 5.18 General
To do all such other things as may be deemed to be incidental, expedient or conducive to the attainment of the objects of the Association.

6. MEMBERSHIP

Membership may be ordinary or honorary.

Tobacco Farmers

- 6.1. Any person, company, syndicate, club or partnership registered as a tobacco grower in terms of the Act and in accordance with other prevailing legislation shall be enrolled as a member of the Association on voluntary basis and as soon as the Association is informed by the registering authority of such registration.
- 6.2. In case of two or more registered units being owned by one person, company, syndicate, club or partnership, the owner is at liberty to register each registered unit as a member.
- 6.3. Individual or firms not qualifying as in (6.2) above may be admitted to the Association at the discretion of the Executive Committee of Council as Non-Voting Honorary members.
- 6.4. Membership shall be terminated “IPSO FACTO” if the farmer fails to register or obtain a tobacco growing and marketing quota and subsequently fails to make membership contribution. Provided however, if the farmer has other crops or livestock he will keep his membership as a non-tobacco farmer.

Non- Tobacco Farmers

- 6.5 Any person engaged in the production of crops or livestock shall be enrolled as a member on voluntary basis.

7. VOTES OF MEMBERS

- 7.1 Only members with an Association identity card during the time of elections shall be eligible to vote.
- 7.2 Every member shall be accorded one vote.
- 7.3 Only a member or his duly authorized representative is entitled to vote.
- 7.4 Honorary members may attend meetings of the Association or Council and if expressly invited, may take part in debates but they shall have no vote.
- 7.5 Voting by proxy shall be permitted.
- 7.6 The Chairman at any meeting shall have a casting vote as well as a deliberative vote.

7.7 All matters for decision at meetings of the Association shall, unless passed unanimously by a show of hands, be determined by a ballot.

8. GOVERNANCE OF THE ASSOCIATION

8.1 EXECUTIVE COMMITTEE OF COUNCIL

8.1.1 There is hereby established the Board of Trustees for the Association hereafter the Executive Committee in Council.

8.1.2 The Executive Committee in Council shall consist of 7 members elected by a simple majority by the Council including President, the 1st Vice President, 2nd Vice President the Chairman and the Deputy Chairman of the Finance Committee, the Chairman of Agricultural Services Board of Council and the Chairman of the Enterprise Services Board of Council. The President and the Chairman of Finance Committee will be tobacco growers and having impeccable qualifications and competences at time of their election.

8.2.2 The Executive Committee of Council shall have power to institute and defend actions on behalf of the Association.

8.2.3 Any vacancy in the office of Executives shall be filled temporarily by Council pending the four-year appointments of the Executive Committee of Council.

8.2.4 The Executive Committee of Council shall serve a four-year term and shall be eligible for re-election but they shall not serve for more than two terms consecutively in any one position unless Council votes in a secret ballot by a three-quarter majority for extension.

8.2.4.1 The President of the Association shall have requisite qualifications for him / her to be considered for the position. These shall include but not limited to:

8.2.4.1.1 Those with impeccable leadership track record and skills.

8.2.4.1.2 Preference to be given to those with personal sound financial backing and those who have good and strategic leadership vision.

- 8.2.5 If a member of the Executive Committee of Council acquires any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Executive Committee of Council at which the contract, proposed contract or other matter is the subject of consideration, by the Executive Committee of Council, he/ she shall at the meeting, as soon as is practicable after the commencement of the meeting, disclose the fact to the Executive Committee of Council, and shall not take part in the consideration or discussion of or vote on any question with respect to the contract or other matter disclosed.
- 8.2.6 For the better carrying into effect of the purposes for which the Association is established, the Executive Committee of Council may establish such number of committees as the Executive Committee of Council shall deem appropriate to perform such functions and responsibilities as the Executive Committee of Council shall determine subject to the directions of Council.
- 8.2.7 The Executive Committee of Council shall report to the Council.
- 8.2.8 The Executive Committee of Council, may in its discretion, at any time and for any length of period, co-opt any person, in his capacity as an authority in the particular subject area, as some ex-officio to attend any deliberations of the Executive Committee of Council, but such person shall not be entitled to vote on any matter at any meeting of the Executive Committee of Council.
- 8.2.9 The Executive Committee members must not be involved in active politics.

9. ELIGIBILITY TO BE A MEMBER OF THE EXECUTIVE COMMITTEE OF COUNCIL

- 9.1 No person shall be eligible as an Executive Committee of Council member and if appointed shall forthwith cease to act as an Executive member;
- 9.1.1 if he is an undischarged bankrupt; or
- 9.1.2 his estate is assigned, surrendered; or

- 9.1.3 if he makes any arrangements with his creditors generally; or if he becomes mentally or physically incapacitated
- 9.2 The office of a member, other than a member ex-officio, shall be vacated;
 - 9.2.1 Upon the expiry of his / her appointment period
 - 9.2.2 Upon his death
 - 9.2.3 If he is adjudged bankrupt
 - 9.2.4 If he is sentenced for an offence against any written law to a term of imprisonment.
 - 9.2.5 If he is convicted of an offence involving fraud or dishonesty
 - 9.2.6 If he is absent, without the permission of the Executive Committee of Council, from three consecutive meetings of the Executive Committee of Council of which he has had notice
 - 9.2.7 Upon the member giving notice in writing of his intention to resign from his office.

10. MEETINGS OF THE EXECUTIVE COMMITTEE OF COUNCIL

- 10.1 The Executive Committee of Council shall meet at TAMA House at such time or times as the President may determine and shall meet at least once in every 3 months, and these shall be called ordinary meetings.
- 10.2 The ordinary meetings of the Executive Committee of Council shall be convened by at least seven days written notice to the members by the President and the President may, at his discretion, and shall at the written request of four or more members of the Executive Committee of Council and within seven days of such request, cause an extraordinary meeting of the Executive Committee of Council to be summoned to take place at TAMA House.
- 10.3 The President, or in his absence the 1st Vice President, or in his absence the 2nd Vice President shall preside at the meetings of the Executive Committee of Council, and the quorum at any Executive meeting shall be at least 4 members of the Executive Committee of Council
- 10.4 In the absence of both the President, 1st Vice President and the 2nd Vice President, any Councillor who the meeting may elect shall preside over the meeting, having formed a quorum.
- 10.5 Minutes of each meeting of the Executive Committee of Council or a committee of the Executive Committee of Council shall be kept by the Chief Executive Officer who shall attend the meetings as an ex-

officio member and shall be confirmed at the succeeding ordinary meeting

- 10.6 At any meeting the decision of the Executive Committee of Council on any matter shall be that of the majority of the members present and voting and at all such meetings the person presiding, shall have, in the event of an equality of votes, a casting vote in addition to his deliberative vote

11. REMUNERATION AND EXPENSES OF MEMBERS OF THE EXECUTIVE COMMITTEE

Members of the Executive Committee of Council shall be paid from the funds of the Association such allowances as the Executive Committee of Council, subject to the approval of the Council, determine and the Executive Committee of Council may make provision for the reimbursement of any reasonable expenses incurred by a member of the Executive Committee of Council or of a Committee of the Executive in connection with the business of the Executive Committee of Council or the Committees.

12. FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEE OF COUNCIL

It shall be the duty of the Executive Committee of Council to exercise control over the Assets of the Association and to ensure that the same is applied in a proper manner for the achievement of the objects of the Association and, without derogating from the generality of the foregoing, they shall:

- 12.1 Monitor the operations and activities of the Association;
- 12.2 Liaise with other stakeholders including Government on activities that will affect and improve the welfare of the Association members;
- 12.3 Advise Council on matters that will improve the sustainability and viability of the Association;
- 12.4 Recommend to Council strategic services that should be introduced in order to serve the Association members;
- 12.5 Prescribe measures for preventing erosion of the Association's financial position;

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- 12.6 Prescribe measures for promoting the Association's financial position;
 - 12.7 Prescribe measures for promoting partnership linkages with other stakeholders including promoting public relations with all stakeholders including Government;
 - 12.8 Ensure that Management carry out effective running of the Association on day to day basis and that aspirations and expectations of the Association's members are being met expeditiously;
 - 12.9 Do all such things as necessary for achieving the purposes for which the Association was established;
 - 12.10 The Executive Committee of Council shall be responsible and accountable to the Council for ensuring efficiency, transparency and propriety in allocation and utilization of the Association's funds, the conduct of its Business, the operations and activities of the Association;
 - 12.11 The Executive Committee of Council shall, at such intervals as the Council may in writing require, submit to the Council reports and financial statements, in such form as the Council may determine, regarding the operations and activities of the Association and the Executive Committee of Council;
 - 12.12 The Executive Committee of Council shall submit an annual budget to the Council for approval, outlining a comprehensive plan of action for the improvement of finances and the Association's equity position and shall review the Association's operations and activities;
 - 12.13 To enter into such contracts and do all such acts and things as they think expedient for the purpose of the Association. Contracts and documents entered into thereafter by and/or on behalf of the Association shall be signed by President or any of the two Vice Presidents and countersigned by the Chief Executive or his/her Deputy thereof. In the event of non-availability of the President and any of the two Vice Presidents the Council shall be empowered to authorize any person or persons either generally or specifically to execute such contracts;
 - 12.14 Receive such gifts on behalf of the Association for the purposes of the Association; and

- 12.15 To institute, conduct defend, compound and abandon any legal proceedings by and against the Association and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by the Association

13. MANAGEMENT

- 13.1 The Executive Committee of Council shall appoint Management staff of the Association on such terms and conditions as the Executive Committee of Council shall, in its discretion, determine.
- 13.2 The Management staff shall be responsible to the Executive Committee of Council for the general performance of the functions and the activities and operations of the Association
- 13.3 The Executive Committee of Council shall appoint such other professional, technical and administrative officers as the Executive Committee of Council may deem necessary, subject to such terms and conditions as the Executive Committee of Council shall determine
- 13.4 The Executive Committee of Council shall, subject to the approval of the Council pay to every person in its employ such remuneration and allowances and grant to every person such fringe benefits as it deems appropriate
- 13.5 The Association may provide for persons in its employ or their dependents, by means of insurance with an insurance company or a pension or provident fund or in any other manner, pecuniary benefits upon retirement, death or termination of service or in the event of illness or injury.

14. ELECTION OF COUNCILORS/ALTERNATES AND DELEGATES

The operations of the Association shall be vested in the Council as a supreme Corporate Governance body which shall consist of Councilors duly elected at Area Meetings of the elections, if a vacancy arises in an area, the Alternate Councilor will act until such a time when there is an Annual Area meeting when elections will be held.

- 14.1 Only registered members with a valid Association identification during the time of elections shall be eligible to

vote for a Councilor or 1st Alternate Councillor or 2nd Alternate Councillor at such a meeting. In addition to the identification documentation, Secretariat shall provide authenticated TAMA paid-up membership list for each area.

14.2 Councilors, 1st Alternate Councillor and 2nd Alternate Councillor who are bona fide voluntary paid-up members of the Association shall be elected at Area meetings to represent members in that Area. Provided however that one of the three shall at all times be a person of a different gender.

14.3 Every elected Councilor, 1st Alternate Councillor and 2nd Alternate Councillor shall be at least a farmer. In the event of ceasing to be such, he can no longer continue as a Councillor or as 1st Alternate Councilor or as a 2nd Alternate Councillor.

14.4 Every Candidate for Councillor, 1st Alternate Councilor and 2nd Alternate Councillor shall at the Area Meeting where the elections are to be conducted deliver to the Chief Executive Officer of the Association or his/her representative evidence that:

14.4.1 she/he is able to speak and read English language well enough to take an active part in the Proceedings of the Council; but the use of a national language may be accepted at Council meetings.

14.4.2 she/he must have a minimum qualification of Malawi School Certificate of Education (MSCE);

Provided that those who have worked with the community and or corporate organizations at leadership positions will have an added advantage

14.5 No person shall be qualified to be elected Councilor, 1st Alternate Councillor or 2nd Alternate Councillor if he has within the last 7 (seven) years been convicted by a competent court of a crime involving dishonesty or moral turpitude.

14.6 Any farmer wishing to contest for any office, if proven not to be a bona fide TAMA paid up member will automatically be disqualified even if the elections were already conducted and ended in him/her being elected. This will therefore necessitate calling for an immediate re-run or a by-election depending on circumstances.

- 14.7 In addition, representatives of large organizations producing, marketing or processing crops or livestock products worth more than US\$150,000 annually shall upon producing evidence of their production, processing or marketing and membership to the Association sit on Council and have the same rights and privileges as any other elected Councilor.
- 14.8 Councilors, 1st Alternate Councilors and their 2nd Alternate Councilors shall serve for a period of four years and shall be eligible for re-election if they still qualify.
- 14.9 Newly elected Councilors, 1st Alternate Councilors and their 2nd Alternate Councilors shall take up their appointments immediately after being elected and will be the ones to attend the subsequent first Council Meeting. A member elected to take the place of a Councilor who has resigned shall take up office immediately after being elected.
- 14.10 Council shall determine and de-limit various areas and determine the number of Councilors to represent farmers in each area. The criterion for delimiting areas shall be determined by the Council.
- 14.12 Delegates to the Annual Congress shall be bona fide voluntary paid-up members of the Association who shall be elected at Annual Area Meetings and shall serve for four years, and shall be eligible for re-election.
- 14.13 After each four-year term, Councilors shall elect from amongst themselves a President, 1st Vice President, 2nd Vice President, Finance Chairman and Deputy Finance Chairman and two other councilors as members of the Executive Committee of Council at the first Council Meeting by the 28th February in the election year or at the first Council Meeting after any of the positions falls vacant.
- 14.14 A member shall cease to become a Councilor, 1st Alternate Councilor or 2nd Alternate Councilor if he/she is unable to carry out his/her duties due to ill-health for a continuous period of six months and new election shall be held in the area to replace him.

15. POWERS OF COUNCIL

The business and affairs of the Association will be managed and controlled by the Council through the Executive Committee of Council. The Council shall however have reversionary powers including but not limited to:

- 15.1 To petition the Government in the name of the Association.
- 15.2 To pass by-laws for the regulation of the business of the Association
- 15.3 To assist, by whatsoever means it considers desirable, any other organization to which the Association may be affiliated.
- 15.4 Subject to the approval of the Finance and Audit Committee to borrow moneys and cause moneys to be raised temporarily or otherwise, for the purpose of the operations of the Association for the fulfillment of any one or more of the objects of the Association or for any purpose which the Council may consider in its discretion is conducive to the attainment of any object which is necessary or reasonably ancillary to the objects of the Association.
- 15.5 To make such provision for the payment of expenses and allowances to members attending meetings of Council, Congress, sub-committees and other authorized meetings and to expend generally the funds of the Association in its discretion to the best advantage of the Association and the industry.
- 15.6 To elect or otherwise appoint members to Committees of Council and Representatives to other bodies.
 - 15.6.1 Council shall elect 5 members to the Finance and Audit Committee.
 - 15.6.2 Council shall elect a Chairman and three other members to the Board of Trustees of the Agricultural Research and Extension Trust, one of which shall be a Councilor representing flue tobacco growers. The TAMA President will have an automatic seat on the Board by virtue of his position. The Chairman shall be a Councilor with impeccable competencies and requisite qualifications.
 - 15.6.3 Council shall elect or appoint members to any other Committees of Council and set the terms of reference of any such Committee including the Appointments and Disciplinary Committee, the Agricultural Services Board and Enterprise Services Board and representatives on other bodies as necessary and the appointments shall run concurrently with Council's term of office unless otherwise.

15.15 The Council shall have the powers to suspend any Councilor or member whose conduct has contravened or is in conflict with the good running of the Association.

16. ENQUIRIES BY THE COUNCIL

If the Council has reasonable cause to suspect that The Executive Committee of Council has failed to observe or perform any of the duties or obligations conferred or imposed upon it by this constitution, or the Executive Committee of Council has not performed any act, matter or thing without due authority, the Council may, in its discretion appoint a committee of persons within the Council and including professionals from outside the Council to be referred to as Committee of Inquiry to inquire into such matter

- 16.1 The committee of inquiry shall determine its own procedure but the Council may, if it deems fit, define the terms of reference for the Committee of inquiry
- 16.2 If upon an inquiry, under this section, the Council is satisfied that the Executive Committee of Council or any of its members has done or suffered any acts, matters or thing referred to in this section, the Council may order in writing, require the Executive Committee of Council to remedy the same within such time as the Council may appoint.
- 16.3 If the Executive Committee of Council fails to comply with the order from the Council, the Council may
 - a) Suspend the Executive Committee of Council for such a period as it thinks fit.
 - b) Remove from office all or any of the members, and in its discretion, appoint new members.

17. MEETINGS OF COUNCIL

The Council shall meet 3 times in a year for the purpose of transacting the business of the Association. These meetings shall be held as follows; a meeting by 30th April, a meeting just prior to the annual congress and another meeting to approve the Association's budget

- 17.1 In the event of new elections, the Elections shall take place in all Associational Areas by 28th February Council shall be constituted in the meeting which is supposed to take place immediately after the elections of new office bearers just prior to the onset of the new marketing season.

- 17.2 The elections of the new Executive Committee, Agricultural Services Board and Enterprise Services Board and Committees of Council shall take place during the very first Council Meeting soon after the elections of new office bearers.
- 17.3 An extraordinary meeting may be convened at the request of the President or any 10 members of Council depending on the need.
- 17.4 The President of the Executive Committee of Council shall be the President of Council and of the Association and shall preside at the Council Meetings or in his/her absence, the First Vice President or in his absence the Second Vice President and in the absence of the President and both of the two Vice Presidents, any Councilor who the meeting may elect.
- 17.5 Each Councilor shall have one vote provided that the President shall have both a deliberative vote and a casting vote.
- 17.6 The Council may make regulations for the conduct of its meetings and transaction of its business.
- 17.7 A quorum at a meeting of Council shall be one half of the total number of elected Councilors.
- 17.8 At least seven-days notice of any meeting of Council shall be given to all Councilors.
- 17.9 In the event of an emergency meeting of Council telegraphic Advice, e-mail, telephone, which case may be, shall be sent to all members of Council at least seventy-two hours before the time of the meeting.
- 17.10 A Councilor who absents himself from two (2) consecutive meetings without valid reasons will be deemed unable to adequately represent farmers of his Area and shall be deemed to have constructively resigned from his seat on the Council and a new election shall be held in the Area to replace him.

18. ANNUAL CONGRESS AND AREA MEETINGS

- 18.1 The Annual Congress of the Association shall be held during the month of **JUNE** in every year.
- 18.2 At the Annual Congress the President on behalf of the Council shall present a Report on the affairs of the Association. The audited Accounts and Balance Sheet of the Association as at 31st day of December preceding shall also be presented at the Annual Congress.
- 18.3 Time shall be allowed on the Agenda for the debate on the President's Report and the Audited Accounts.
- 18.4 All motions for resolutions discussed at the Annual Congress shall emanate from either the Council or the Area Meetings held in terms of this Constitution.
- 18.5 **Area Meetings and Appointments of 1st and 2nd Alternates**
- 18.5.1 Each year a meeting shall be convened in each and every Area and shall be attended by the Chief Executive Officer or his appointee and Councilors and members for that Area. Such meetings shall take place not later than 28th February. Additional meetings may be convened as and when required.
- 18.5.2 Notice of the Meeting shall be sent by post to every member in the Area on the official list at least fourteen days prior to the date of the meeting.
- 18.5.3 Business of the Annual Area Meetings shall include:
- 18.5.3.1 To hear a resume of the Association's activities during the preceding year.
 - 18.5.3.2 To elect Councilors, Alternates and Delegates if vacancies exist.
 - 18.5.3.3 To debate and agree on any resolutions that the Area may decide to bring to the Annual Congress.
 - 18.5.3.4 To conduct any other business thought desirable.

19. CONGRESSIONAL MEETINGS

At all Congressional Meetings: -

- 19.1 50 percent of members who are entitled to attend and vote shall form a quorum.
- 19.2 The Association's President shall preside over congressional meetings or in his absence, the First Vice President shall or in his absence the Second Vice President and in the absence of the two Vice Presidents, any Council member present who the meeting may select shall preside.
- 19.3 Every question submitted to a Congressional Meeting shall, unless passed unanimously by a show of hands, be decided by a ballot. The President shall have a deliberative vote as well as a casting vote.
- 19.4 A ballot may be demanded by a quarter of the members who are entitled to vote.
- 19.5 If a ballot is demanded as aforesaid, the result of the ballot shall be deemed to be the resolution of the meeting.
- 19.6 Any resolution passed at a Congressional Meeting shall be binding on the Association and Council save and except if Council is of the opinion that it would be impossible or inadvisable to put it into force.
- 19.7 The following persons shall have the right to attend and vote at Congressional Meetings:
 - 19.7.1 The Area Councilors, the Alternate Councilors and the Delegates from each Area who shall be members themselves entitled to vote and who shall have been elected by a majority vote at Area Meetings.
 - 19.7.2 Where an Area appoints an alternate or delegates such alternate or delegates shall only have the right to attend and vote if the delegate to whom he is appointed as an alternate is unable to attend.
 - 19.7.3 The Executive Committee of Council shall also report at every Congressional meeting the long-term sustainability and viability of the Association
- 19.8 The following persons shall speak only with consent of the meeting or upon request from the President.

- 19.8.1 All members, who shall speak only with the consent of the Meeting or upon the request from the President.
- 19.8.2 Such visitors as the Council may invite who shall speak only upon the request of the President.
- 19.9 It shall be the duty of Councilors to ensure that the Chief Executive Officer knows the names of the delegates and any alternates appointed to represent the Area.
- 19.10 After every Congressional Meeting, the Chief Executive shall send to every member on the official list, notice of decisions taken at the Meeting.

20. TERMS OF REFERENCE FOR THE COUNCILORS

The duties of Councilors shall be to promote and safeguard the interests and objects of the Association and to represent the interests of members in their area. Without prejudice to the generality of the foregoing, Councilors shall:

- 20.1 Represent their designated area in all Council and Annual Congress meetings
- 20.2 Inform members in their areas of developments, programs and activities of the Association
- 20.3 Deal with or forward to Council or Annual Congress meetings the queries, questions, suggestions, comments, or complaints of members in their designated areas
- 20.4 Act as informational conduits between the members, the Council and the Secretariat
- 20.5 Mediate and disseminate marketing information for diversity of farm products for the benefit of members to make informed decisions when selling their produce.
- 20.6 Recruit additional members in the area to increase the membership base and thereby increasing income to enhance financial position of TAMA.
- 20.7 Mobilize members in their area to join TAMA Hessian scheme and any other scheme set up by TAMA and also in liaison with the Secretariat make sure that Hessian members are getting value added services

- 20.8 Invite guest speakers, subject matter specialists from allied organizations, or goods and service providers to inform and educate growers in the area and discuss issues of mutual interest.
- 20.9 Send written reports of all meetings to the Chief Executive Officer of the Association within 14 days from the date of the meeting indicating agenda, minutes and/or resolutions of the meeting.
- 20.10 Be the Patron and the Alternate Councilor the Vice Patron of the TAMA Cooperative Societies in their areas.
- 20.11 In collaboration with the Secretariat draw up activities that will enhance the livelihood of members in the area.
- 20.12 In collaboration with the Secretariat monitor progress of all activities by the Association in their areas.
- 20.13 Mobilize members and communities to attend meetings by the Association and Partners or interest groups for the benefit of the members.
- 20.14 In liaison with the Cooperative Committees, facilitate bulk purchasing of farm inputs and bulk produce marketing.
- 20.15 Institute Marketing Sub-committee in their area to oversee marketing issues such as contract marketing, contract growing, etc.
- 20.16 Any other duties assigned from time to time by the Council and The Executive Committee of Council.

21. EXPECTED PERFORMANCE LEVELS OF THE COUNCILLORS

- 21.1 A highly informed individual on the problems, successes and progress of activities taking place in their area.
- 21.2 Attending to and solving the problems facing their representatives in the area.
- 21.3 Effective participation in the deliberations at Council and Annual Congress meetings.

- 21.4 Effective participation in the implementation of activities and projects in their respective Areas.
- 21.5 Initiate and promote the activities that will increase active TAMA membership base in the Area.
- 21.6 In liaison with the Secretariat, initiate and promote partnerships and linkages of all active cooperatives in their area with strategic service providers, donors and government agencies

22. REPORTING STRUCTURES

- 22.1 All Councilors shall report to Executive Committee of Council and to Council on problems and achievements in their respective Areas.
- 22.2 All matters that require immediate attention of the Secretariat shall be reported and addressed to the Chief Executive Officer.

23. REMUNERATION OF COUNCILORS DELEGATES AND ALTERNATES

- 23.1 The remuneration of Councilors, Delegates and Alternates shall be as stipulated by Executive Committee and approved by Council from time to time.
- 23.2 All areas shall receive a developmental area monthly allowance.

24. THE FINANCE AND AUDIT COMMITTEE

- 24.1 There shall be a Finance and Audit Committee of the Association.
- 24.2 The Finance and Audit Committee shall comprise:
 - 24.2.1 The Chairman shall be a Farmer with impeccable competencies and requisite qualifications; and
 - 24.2.2 The Vice Chairman shall be a Corporate Farmer with impeccable competencies and requisite qualifications; and
 - 24.2.3 Three Committee Members.

- 24.3 The Chairman, Vice Chairman and Members of the Finance and Audit Committee shall be people who have demonstrated and have abilities to understand Finance and Accounting matters.
- 24.4 The Council may elect to the Finance and Audit Committee members of the Association by virtue of their special skills and competencies in the field of Finance and Accounting.
- 24.5 The Chairman, Vice Chairman and Members of the Finance Committee shall be elected at the first Council Meeting soon after the elections of new Councilors and shall hold their offices for a term of **four years** unless they are removed in accordance with this Constitution.
- 24.6 No member of the Finance and Audit Committee shall serve for more than two terms consecutively in any one position unless Council votes by a three-quarters majority for extension.
- 24.7 The Council shall have power to fill vacancies in the Finance and Audit Committee provided that the term of office of members who fill such vacancies shall come to an end at the same time as the term of the original office holder would have.

25. DUTIES OF THE FINANCE AND AUDIT COMMITTEE

The duties of the Finance and Audit Committee shall be:

- 25.1 To ensure that the Association is financially stable and healthy; and
- 25.2 To ensure that the funds of the Association are put to proper use in accordance with the objects of the Association by instituting risk management policies and strong internal controls; and
- 25.3 To formulate prudent financial policies for the Association and to ensure that such policies are followed
- 25.4 To ensure that the Accounts of the Association are audited annually in accordance with applicable legal requirements and International Accounting Standards.
- 25.5 To approve Budgets for the Association.
- 25.6 To ensure that the Association operates within its budget.

26. THE CHIEF EXECUTIVE OFFICER

- 26.1 There shall be a Chief Executive Officer appointed by the Executive Committee of Council in accordance with this Constitution. The Chief Executive Officer shall attend, as an ex-officio all meetings of the Executive Committee of Council, Finance and Audit Committee and such other meetings as he may be directed to attend.
- 26.2 The Chief Executive Officer of the Association shall be responsible for the day-to-day operations of the Association. In addition to duties itemized in the individual's contract, the Chief Executive shall:
- 26.2.1 Ensure that the affairs of the Association are managed in a competent manner.
 - 26.2.2 Maintain correct and accurate account of all the books of accounts, records, assets, property and liabilities of the Association.
 - 26.2.3 Ensure compliance with all directives of the Executive Committee of Council, the Finance and Audit Committee and any other Committee of the Council.
 - 26.2.4 Recommend to the Executive Committee of Council the appointment of the support management and staff as the budget permits and shall be responsible for their supervision, training and performance of duties as assigned in the organization chart to achieve the goals and objectives of the Association within the policies and general directives approved by Council.
 - 26.2.5 Subject to the approval of the Executive Committee of Council and subject to budgetary limitations, employ and fix the remuneration of the employees of the Association.
 - 26.2.6 Convene meetings and prepare agendas subject to the direction of the Executive Committee of Council.
 - 26.2.7 Keep minutes of all meetings.
 - 26.2.8 Prepare and sign all official correspondence and give due notice of meetings.

- 26.2.9 Submit to the Finance Committee quarterly financial statements showing the financial position of the Association.
- 26.2.10 Cause the books of accounts to be audited at least once a year by qualified auditors.
- 26.2.11 Perform such other duties as he may be directed to perform by the Executive Committee of Council.

27. RECORDS AND ACCOUNTS

- 27.1 The Council through Management shall cause true records to be kept of all proceedings at Congressional Meetings and at Council, Committee and Area Meetings.
- 27.2 Minutes of Congressional Meetings shall be signed by the President of the Meeting and the Chief Executive or any of their deputies who was present at the Meeting. Thereafter such Minutes shall be accepted as a true record unless there is a manifest error therein.
- 27.3 Minutes of all Meetings other than Congressional Meetings after being confirmed shall be signed by the Chairman of the Meeting confirming the Minutes. Thereafter such Minutes shall be accepted as a true record unless there is a manifest error therein.
- 27.4 The Council through Management shall cause true Accounts to be kept of all moneys received and expended by the Association, and the matters in respect of which such receipts and the expenditure take place, and of the assets, credits and liabilities of the Association. The books of Accounts, Minute books and records shall be kept at the registered office of the Association or at such other place as Council shall decide.
- 27.5 The account books, agreement, correspondence, minute books, receipts and vouchers shall be available for inspection by members or others authorized by the Executive Committee of Council.

28. FINANCIAL YEAR

The Financial year of the Association shall be from 1st January to 31st December in the same year. Copies of the audited Accounts and Balance Sheet shall be posted to all members with the notice conveying the Annual Congress.

29. FUNDS

The Association is non-profit making and none of its funds shall be paid directly by way of dividends, bonds or otherwise to members provided that nothing herein contained shall prevent the payment in good faith of expenses or remuneration to any member for services rendered or expenses incurred or repayment of capital and payment of interest to members for money borrowed from them.

29.1 The funds of the Association shall include sums obtained through membership fees, levies, and any such other funds as may be provided by grants, donations, requests or from any other sources whatsoever.

29.2 The funds of the Association shall be banked or invested in the name of the Association with such banks and financial institutions as the Executive Committee of Council and the Finance and Audit Committee may from time to time determine.

29.3 The Executive Committee of Council delegates to management the signing of all cheques, drafts, bills and other negotiable documents shall be signed on such signing arrangements as shall ensure proper controls are in place and provided always that the Executive Committee in Council shall have the power to ratify all payments made preceding its meeting.

29.4 The funds of the Association shall be applied solely in carrying out the objects of the Association, including the payment of pensions, gratuities and annuities. On the dissolution of the Association, as hereinafter provided, any funds remaining after payment of the Association's liabilities shall be applied to such objects calculated to promote generally the interests of farmers as the Council may determine.

30. AUDIT

The Council shall appoint auditors annually and agree on their remuneration.

31. REMOVAL OF OFFICE BEARERS/EXECUTIVE COMMITTEE

31.1 The President or any other office bearer shall cease to hold office when he/she:

31.1.1 Voluntarily resigns; or

31.1.2 ceases to qualify as a member; or

31.1.3 Is convicted by a competent court of a crime involving dishonesty or moral turpitude; or

31.1.4 Becomes unable to carry out his duties due to ill-health for a continuous period of six months; or

31.1.5 Has been declared to be of unsound mind by a competent medical practitioner; or

31.1.6 Has been adjudged bankrupt by any law applicable to the Republic of Malawi.

31.2 In addition, the President, 1st Vice President, 2nd Vice President and the Chairman of the Finance Committee may, on good cause being shown, be removed or suspended from office by the Council provided that no such removal shall take effect except on a resolution passed by a majority of three-fourths of the members of the Council present at a meeting of the Council and providing that at least fourteen days notice has been given intimating that such removal will be proposed and the office bearer/director shall be given an opportunity to defend himself at the Meeting.

31.3 In the event of any aforementioned office bearers being removed from office, the Council may elect a Councilor in his place. The Councilor so elected shall hold office only until the termination of the period for which the previous incumbent was appointed.

32. AMENDMENTS

This Constitution shall not be altered or amended save by a resolution duly passed at a Congressional Meeting by a majority of not less than three-fourths of the votes taken at the Meeting.

33. INDEMNITY

No Trustee, Councilor or officer of the Association shall be liable for the acts or omissions of any other Councilor, officer or member of any Committee appointed by Council from time to time, or by reason of his having joined in any receipt of money not receivable by him personally or any loss of account or defect of title to any property acquired by the Association, or an account of the insufficiency of any security in or upon which monies of the Association shall be invested or for any loss incurred through the act or default of any banker, broker or any other

agent or upon any ground whatsoever other than his own willful acts and defaults.

34. DISSOLUTION

The Association may be dissolved whenever it has passed a resolution in favor of dissolution by a majority of three-fourths of the members present and entitled to vote at a Special Congressional Meeting called for the purpose of which thirty days notice specifying the intention to propose such resolution has been given.

35. THE COMMON SEAL

The Common Seal shall be held in safe custody in the offices of the Association. The Seal shall be fixed in the presence of Two Trustees and the Two Trustees shall set their hands as witnesses of the Seal having been affixed.

36. COMMENCEMENT

This Constitution shall replace the previous Constitution and shall take effect on 1st July, 2019

ADDENDUM

A.1 Association Areas

For the purpose of the election of Councilors, Alternate Councilors and Delegates to the Congressional Meetings the country shall be divided into the following areas which are further subdivided into three Wards/Zones namely “A” “B” and “C” for equitable representation: The Wards/Zones are identified by Extension and Planning Areas (EPAs) under the Ministry of Agriculture Irrigation & Water Development. Each Council Area will have three representatives one from each Zone at every point in time.

AREA 1 Covers Zomba, Blantyre, Thyolo, Chiradzulu, Machinga, Namwera and Mangochi Districts. (The area is for Southern Region Flue Corporate Growers)

AREA 2 Covers Zomba, Phalombe, Mulanje, Chikhawa, Nsanje, Thyolo, Blantyre and Chiradzulu Districts.

WARD ‘A’ EPAs	WARD ‘B’ EPAs	WARD ‘C’ EPAs
Chingale	Kamwendo	Dolo
Dzaone	Kasongo	Kalembo
Malosa	Milonde	Khonjeni
Mngwelero	Mpinda	Livunzu
Mpokwa	Mulanje South	Magoti
Msondole	Niminjiwa	Mankhanga
Thondwe	Nkhulambe	Matapwata
	Phalombe	Mbewe
	Tamani	Mikalango
	Thuchila	Mitole
	Waruma	Mpatsa
		Mulanje West
		Nsanje
		Ntonda
		Lirangwe
		Nyachilenda
		Thumbwe
		Tyholo North
		Thyolo South

AREA 3 Covers Ntcheu, Mangochi, Balaka, Mwanza and Neno Districts.

WARD ‘A’ EPAs	WARD ‘B’ EPAs	WARD ‘C’ EPAs
Bilila	Balaka	Bazale
Golomoti	Chilipa	Lisungwi
Kandeu	Mtiya	Manjawira
Mtakataka	Nankumba	Mwanza
Njolomole	Phirilongwe	Neno
Nsipe		Phalula
Sharpe Vale		
Tsangano		

AREA 4 Covers Machinga District.

WARD 'A' EPAs	WARD 'B' EPAs	WARD 'C' EPAs
Chikweo	Nanyumbu	Malosa
Masuku	Nsanama	Mpilisi
Mbonechela		Mtumbi
Nyambi		

AREA 5 Covers Mangochi District.

WARD 'A' EPAs	WARD 'C' EPAs	WARD 'C' EPAs
Katuli	Nasenga	Msuku
Lungwena	Mbwazulu	Mayiwa
Mbonechela		Mpilimpili
		Mtiya
		Ulongwe

AREA 6 Covers Dedza and Lilongwe Districts.

WARD 'A' EPAs	WARD 'B' EPAs	WARD 'C' EPAs
Kabwazi	Bembeke	Chitekwere
Linthipe	Kanyama	Chitsime
Lobi	Kaphuka	Mitundu
Chafumbwa	Mayani	Nyanja

AREA 7 Covers Lilongwe District.

WARD 'A' EPAs	WARD 'B' EPAs	WARD 'C' EPAs
Chitekwere	Malingunde	Chileka
Chiwamba	Mitundu	Ming'ong'o
Mpenu	Mpingu	
	Kambanizithe	

AREA 8 Covers Lilongwe District.

WARD 'A' EPAs	WARD 'B' EPAs	WARD 'C' EPAs
Chilaza	Chiungo /Demela	Chigonthi
Ukwe	Demela	Malangiza
Kasiya	Msanama	Ngwangwa
Mwala	Chikowa /	Buli
	Chiwoko	

AREA 9 Covers Mchinji District.

WARD 'A' EPAs	WARD 'B' EPAs	WARD 'C' EPAs
Chioshya	Kalulu	Mkanda
Mikundi		
Msitu		
Mulonyeni		
Tembwe		

AREA 10 Covers Dowa District.

WARD 'A' EPAs	WARD 'B' EPAs	WARD 'C' EPAs
Bowe	Mponela	Chivala
Madisi		Mvera
		Nachisaka
		Lumbadzi
		Nalunga

AREA 11 Covers Dowa District.

WARD 'A' EPAs	WARD 'B' EPAs	WARD 'C' EPAs
Madisi	Chisepo	Nambuma
Mponela	Mndolera	
	Mtengowanthenga	

AREA 12 Covers Nkhotakota, Salima and Dowa Districts.

WARD 'A' EPAs	WARD 'B' EPAs	WARD 'C' EPAs
Kasitu	Mwansambo /	Chinguluwe
	Mtosa	
Nkhunga	Zidyana /Mphonde	Chipoka
	Linga	Khombedza
		Tembwe
		Matenje
		Chiluwa

AREA 13 Covers Ntchisi District.

WARD 'A' EPAs	WARD 'B' EPAs	WARD 'C' EPAs
Chipuka	Chikwatula	Malomo
	Kalira	

AREA 14 Covers Kasungu District.

WARD 'A' EPAs	WARD 'B' EPAs	WARD 'C' EPAs
Santhe	Lisasadzi	Chulu Kasungu

AREA 15 Covers Kasungu District.

WARD 'A' EPAs	WARD 'B' EPAs	WARD 'C' EPAs
Kaluluma / Mthabua	Chamama / Mtunthama	Chipala Lisasadzi Kasungu

AREA 16 Covers Mzimba and Nkhatabay Districts.

WARD 'A' EPAs	WARD 'B' EPAs	WARD 'C' EPAs
Champhira Emfeni	Kanjuchi Tukombo Kande	Embangweni Manyamula Mbawa Vibangala Mjinge

AREA 17 Covers Mzimba District.

WARD 'A' EPAs	WARD 'B' EPAs	WARD 'C' EPAs
Eswazini Kafukule Mpherembe	Bulala Euthini Mbalachanda	Kazomba Zombwe Bwengu Chitheka Chitheche Chikwina Mpamba Limphasa /Mzenga / Kavuzi / Nkhata Bay Kamwe/Engucwini

AREA 18 Covers Mzimba and Rumphi Districts.

WARD 'A' EPAs	WARD 'B' EPAs	WARD 'C' EPAs
Bolero Mwazisi/Katowa Hewe	Bwengu Rumphi RDP Vongo	Mhuju Nchenachena Nyika National Park Chiweta

AREA 19 Covers Chitipa and Karonga Districts.

WARD ‘A’ EPAs	WARD ‘B’ EPAs	WARD ‘C’ EPAs
Lufita	Chisenga	Kaporo Centre
Misuku	Kavukuvuku	Kaporo North
Mwankhumbwa	Wenya / Nthalire	Kaporo South
		Vinthukutu /
		Karonga

AREA 20 Covers Dedza, Kasungu, Lilongwe, Dowa, Mchinji, Salima, Nkhotakota and Ntchisi Districts. (The Area is for Big and Corporate growers from Central Region)

AREA 21 Covers Mzimba, Nkhatabay, Chitipa, Rumphi, Likoma and Karonga Districts. (The Area is for Big and Corporate growers from Northern Region)

A.2 COMPOSITION OF COUNCIL

The Council shall comprise:

- (a) (i) 1 Councilor to be elected by the Flue-Cured Tobacco Growers’ Committee of the Southern Region.
- (ii) Area comprising Big and Corporate growers in the Southern region – One Councilor
- (b) 18 Councilors to be elected by smallholder clubs, small and medium estates for Burley, NDDF and flue-cured tobacco growers as follows:
 - (i) Area comprising Zomba, Phalombe, Mulanje, Thyolo, Nsanje, Blantyre, Chikhwawa, and Chiradzulu Districts – One Councilor
 - (ii) Area comprising Mwanza, Neno, Phalula, Manjawira, Balaka, Bwanje Valley, Ntcheu, Nankumba, Chilipa and Dedza (Golomoti) districts – One Councilor
 - (iii) Area comprising Machinga District – One Councilor
 - (iv) Area comprising Namwera, Makanjira and Mangochi District – One Councilor
 - (v) Area comprising Dedza and Lilongwe South districts – One Councilor

- (vi) Area comprising North West Lilongwe District – One Councilor
 - (vii) Area comprising South East Lilongwe District – One Councilor
 - (viii) Area comprising Mchinji District – One Councilor
 - (ix) Area comprising Dowa East – One Councilor
 - (x) Area comprising Dowa West – One Councilor
 - (xi) Area comprising Salima and Nkhotakota Districts – One Councilor
 - (xii) Area comprising Ntchisi District – One Councilor
 - (xiii) Area comprising East Kasungu – One Councilor
 - (xiv) Area comprising West Kasungu – One Councilor
 - (xv) Area comprising South Mzimba District and Nkhatabay – One Councilor
 - (xvi) Area comprising North Mzimba District, Viphya and Chikangawa – One Councilor
 - (xvii) Area comprising Rumphi District – One Councilor
 - (xviii) Area comprising Karonga and Chitipa Districts – One Councilor
- (c) 3 Councilors to be elected by large Flue-Cured and Burley tobacco growing organizations and estates producing more than two hundred thousand Kilograms of tobacco annually – One from Southern Region, One Councilor from Central Region and another One Councilor from Northern Region.

A.3 MISCONDUCTS AND MISCELLENEOUS FACTORS

This Addendum contains Misconducts and some Miscellaneous Factors that may warrant summoning a Councilor/Alternate Councilor/Delegate to a TAMA Disciplinary Committee of Council hearing that could result in removal of the office bearer if found guilty:

1. Evidence of an Office bearer found assisting activities of rival associations.
2. Proof that an Office bearer is a member of a rival association.
3. Proven inactiveness of the Office bearer leading to compromised situation on TAMA membership.
4. Gross misappropriation and soliciting of growers' cash or property.
5. Confirmed bribery or corruption cases.
6. Indulgency in acts of gross dishonesty or deceit in dealing with Industry partners that would put TAMA in disrepute.
7. Consistent serious Area membership decline with an eventual potential loss in TAMA levy for consecutive two seasons.
8. Evidence of an Office bearer found using his/her position to influence the Secretariat to extort money or use TAMA property to his/her own personal benefit.

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