



“STATEMENT OF COOPERATION”

FOR

ACTMalaria Foundation, Inc.
(THE ASIAN COLLABORATIVE TRAINING NETWORK FOR MALARIA)

Drafted by:

**ACTMFI office
September 2003**

STATEMENT OF COOPERATION

For

ACTMalaria Foundation, Inc.

(Asian Collaborative Training Network for Malaria)

PREAMBLE

WE, the Representatives of the National Malaria Control Programmes of: Bangladesh, Cambodia, China, Indonesia, Lao PDR, Malaysia, Myanmar, Philippines, Singapore, Thailand and Vietnam

HAVING REGARD for the Memorandum of Understanding establishing ACTMalaria in 10th of May 1999

HEEDFUL of the duly-approved By-laws and Articles of Incorporation of ACTMalaria Foundation, Inc. in Securities and Exchange Commission (SEC) of the Republic of the Philippines on 13th of August 2003

DESIRING to strengthen the implementation of the aims and purposes of ACTMalaria Foundation, Inc

RECOGNIZING the desirability and necessity of restructuring the organization to provide greater accountability, efficiency and effectiveness in the coordination and implementation of ACTMalaria trainings, projects and other activities

AND COMMITTED to continue collaborative inter-country effort for regional capacity development and information exchange with regard to controlling malaria

HAVE hereby adopted the Statement of Cooperation for ACT Malaria Foundation, Inc.

VISION

Working together in sustained, equal partnership towards eliminating malaria as a major public health problem in the region.

MISSION

To promote cooperation and collaboration to strengthen capacity building and information exchange to improve the quality and effectiveness of malaria control programme in member countries.

SCOPE

The focus shall be on malaria control but should be able to extend to other areas if necessary. Multi-sectoral approaches shall be used in the implementation of activities to promote cooperation and collaboration.

FUNCTIONAL AREAS

Key functions of ACTMalaria Foundation, Inc. shall be in the areas of (a) capacity development and technical support; (b) communication and information exchange; (c) partnership, promotion and resource generation and mobilization; and (d) governance and management.

ORGANIZATIONAL STRUCTURE

The structure of ACTMalaria Foundation, Inc. shall be shown in Annex 1 as approved in today's meeting.

MEMBERSHIP

1. The country membership of this organization includes Bangladesh, Cambodia, P.R. China, Indonesia, Lao PDR, Malaysia, Myanmar, Philippines, Singapore, Thailand and Vietnam;
2. The criteria for being an ACTMalaria member country is having the problem of cross-border malaria, is located within the Asia region and is committed to support the attainment of the vision, mission and goal of ACTMalaria;
3. Countries meeting the above criteria, membership is granted by a majority vote of the Executive Board upon active application of the country to ACTMalaria;
4. Any country may withdraw from the Network by officially notifying the Executive Board. The notice shall take effect upon commencement of the following ACTMalaria fiscal year.

EXECUTIVE BOARD

The Executive Board shall be comprised of one representative of the respective National Malaria Programme from each of the ACTMalaria member countries. The activities of the board are to:

- a) review and approve the details of the following year's budget;
- b) validate financial operations in the previous year;
- c) review ongoing needs and approve activity plans for the following 3 years;
- d) monitor activities of the project coordination office;
- e) monitor the progress of ACT Malaria activities and programmes;
- f) review and approve institutional structural (including composition) and collaborative development;
- g) communicate with the Advisory Committee and consider its recommendations; develop an agenda for Advisory Committee;
- h) review and revise composition of Advisory Committee;
- i) nominate and vote on the next President and Vice-President;
- j) appoint or reappoint Executive Coordinator and Executive Assistant.

TRUSTEES

1. Board of Trustees - The corporate powers of the association shall be exercised, its business conducted and its property controlled by the Executive Board through the Trustees.

2. Qualifications – The trustees to be elected must be members of the Executive Board and Advisory Committee, majority of whom are residents of the Philippines.

3. Disqualification of Trustees or Officers – No member convicted by final judgement of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code of the Philippines committed within five (5) years prior to the date of his election or appointment, shall qualify as a trustee or officer.

3. Term of Office of Trustees – The trustees shall hold office for one year or until their successors are duly elected and qualified.

OFFICERS

1. Officers – In accordance with the By-laws approved by SEC, the officers of the association shall be a President, Vice President, Secretary and Treasurer. The President and the Vice-President shall be elected while the Secretary and Treasurer shall be appointed by the Executive Board.

2. Term of Office of officers – President and Vice-president shall hold office for two years and until their successors are duly elected and qualified while the term of the Secretary and Treasurer shall be determined by the Executive Board.

FUNCTIONS & POWERS OF OFFICERS

1. President – The President shall be the Co-ordinating Country Director of the organization. He/She shall preside in all meetings of the Executive Board and the Trustees.

President shall execute all resolutions of the Executive Board. He/She shall be charged with directing and overseeing the activities of the Foundation. He/She shall submit to the Trustees as soon as possible after the close of each fiscal year, and to the Executive Board of each annual meeting, a complete report of the activities and operations of the Foundation for the fiscal year under his/her term.

The Terms of Reference for the President are:

- a) Chairperson of the Executive Board and Trustees' meetings;
- b) Host Advisory committee meetings;
- c) Serves as Executive Secretary to the Advisory Committee;
- d) Oversee the planning of training activities including curriculum development;
- e) Oversee and direct the work of the office ACTMalaria Foundation, Inc;
- f) implement the decisions of the Board;
- g) Elicit involvement and commitment of the staff of the National Malaria Control Programme of the Coordinating Country;
- h) Elicit involvement and commitment of Country Partners,
- i) Prepare Annual Report with the assistance of the Executive Coordinator

2. Vice President – The Vice President, shall exercise all powers and perform all duties of the President during the absence or incapacity of the latter and shall perform duties that maybe assigned by the Trustees and the Executive Board. He/She shall be the successor to the post of the President.

3. Secretary – The Executive Coordinator (EC) shall act as the Secretary and Treasurer of the association. As Secretary, the EC shall give all notice required by the by-laws and keep the minutes of all meetings of the members and the Board in a book kept for the purpose. He/She shall have custody of the members register and correspondence files of the association He/She shall keep the seal of the association and affix such seal to any paper or any instrument requiring the same. EC as the Treasurer of the Association shall have charge of the funds, receipts and disbursement of the association.

The Terms of Reference of the Executive Coordinator are:

- a) Draft annual plan of work and annual reports on ACTMalaria's work for endorsement by the CCD and submission for approval to the Board;

- b) Develop and maintain improved capacity for keeping Country Directors, Coordinating Country Director, and Partners informed about matters of interest to ACTMalaria;
- c) Work with member countries and Partners to strategically plan course of action for future activities, including identifying training and information sharing needs;
- d) Assist national countries, when needed, to facilitate adaptation of international courses to national courses;
- e) Identify and utilize a pool of national and international technical and process experts (all of whom need excellent English skills, spoken and written, and experience in training);
- f) Maintain links to ACTMalaria alumni to build linkages among ACTMalaria, national malaria control programmes, experts in malaria control, trainers/educationalists, local health offices, representatives from related ministries, private sector (NGOs, drug companies, etc.) universities, donors, and others as needed;
- g) Coordinate collection and analysis of technical and process information and data;
- h) Oversee continued development of ACTMalaria website and any regional communications developed by ACTMalaria;
- i) Collect reports, documents, and references suitable for an electronic library/documentation repository;
- j) Ensure quality of the training and information sharing activities through systematic monitoring and evaluation;
- k) Assist the CCD in developing proposals to seek funds for ACTMalaria;
- l) Provide historical information and organizational knowledge to ease the transition of Coordinating Country Directors, who rotate every two years;
- m) Travel to participating ACTMalaria countries as needed;
- n) Advise the ADB/WHO Project Team on the organization of inter-country training activities, aiming to achieve the best possible coordination between these organizations. Whenever possible, integrate training needs identified in the ADB/WHO project with course development for ACTMalaria;

- o) Incorporate information and “lessons learned” about socio-behavioral issues relating to malaria, particularly focusing on IEC, social mobilization, and advocacy, into ACTMalaria training materials.
- p) Disseminate information of interest (such as new training courses or methodologies) to the Roll Back Malaria Mekong WHO Medical Officer, Project Coordinator and National Experts in the ADB/WHO project for further dissemination on the district level in the participating Mekong countries.

4. Assistant Secretary and Finance Officer - the Executive Assistant shall act as the Assistant Secretary and Finance Officer. As Assistant Secretary, he/she shall assist the EC in keeping the minutes of all meetings of the members and the Board and shall have custody of the members register and correspondence files of the association As Finance Officer, he/she shall keep all money and others valuables of the association in such banks

as the Trustees may designate. He/she shall keep and have charge of the books accounts. He/she shall also perform such other duties and functions as may be assigned to him/her from time to time by the trustees.

The Terms of Reference of the Executive Assistant are:

- (a) Assist the EC in drafting annual plan of work and annual reports on ACTMalaria's work for endorsement by the President and submission for approval to the Executive Board;
- (b) Assist the EC in developing and maintaining improved capacity for keeping Country Directors, Coordinating Country Director, and ACTMalaria Partners informed about matters of interest to ACTMalaria;
- (c) Transfer funds internationally as needed;
- (d) Monitor and supervise all expenditures, international money transfers, and fiscal accounts on behalf of ACTMalaria;
- (e) Prepare annual fiscal reports for the President and Executive Board in advance of the yearly Board Meeting;
- (f) Establish and maintain all correspondence for ACTMalaria Foundation, Inc.;
- (g) Communicate with the EC, the President, all Country Directors, ACTMalaria Partners, donors, and other interested parties on a regular basis;
- (h) Develop and disseminate updates for all involved parties on a regular basis;
- (i) Assist the EC as requested and conduct/maintain the ACTMalaria Foundation, Inc. office in the absence of the EC;
- (j) Travel nationally and internationally as needed;
- (k) Assist in the supervision of all international and national travel and accommodation arrangements for international and national training courses, workshops, and meetings sponsored by ACTMalaria;
- (l) Develop and/or maintain an electronic library system;
- (m) Develop and maintain a highly organized filing system for all ACTMalaria activities, including reports, training materials, curriculum of courses and workshops, website information, library citations, correspondence to/from the organization, lists of current and previous course participants, and meeting minutes;
- (n) Supervise printing and distribution/ mailing of ACTMalaria newsletter on a regularly scheduled basis;
- (o) Assist the EC in recording minutes from all Board and Partner's meetings and any other special meeting as called by the President; and
- (p) Disseminate meeting minutes as directed by the EC and/or President.

ADVISORY COMMITTEE

1. The Advisory Committee shall be representatives of Country Members Health Ministries, either senior management staff or the Director General, representative from

WPRO and SEARO, technical expert from other Partner organizations, an educational expert, and a financial expert.

2. The Advisory Committee meetings shall be chaired by the Director General of the Host Country.

3. The main roles of the Advisory Committee are:

- a) Advise on technical and financial matters;
- b) Confirm relevance of programme to regional needs and RBM initiative;
- c) Confirm validity of technical direction and track educational, scientific, and institutional development;
- d) Advise on fundraising strategies.

3. The activities of the committee are as following:

- a) Annual meeting,
- b) Review of financial operations,
- c) Review Report of the President,
- d) Recommend programme reviews,
- e) Recommend establishment of a sub-committee or task force.

CURRICULUM DEVELOPMENT COMMITTEE

1. The Curriculum Development Committee is ad hoc in which the composition depends on the country developing the course topic;

2. The Terms of Reference for the Curriculum Development Committee are as follows:

- a) meet to develop curriculum,
- b) Provide expert technical support to countries developing curricula and implementing training.

MEETINGS

1. Executive Board and Partners' meetings shall be held in the Coordinating Country or another ACTMalaria country or at the principal office of the association on any date in April of each year in accordance with negotiation between the President and the Executive Board. The election of officers and trustees shall be held during this regular meeting.

2. The Advisory Committee will meet once every two (2) years.

3. Special Meetings - Special meetings of the members shall be called as the need arises, by the Trustees or the President or upon petition of 1/3 of the Executive Board.

4. Notices- Notices of the time and place of annual, and special meetings of the members shall be given either personally, by special delivery mail, FAX or by electronic mail at least one (1) month before the date set for such meeting. The notice of every special meeting shall state briefly the purposes of the meeting.

5. Quorum- A quorum for any meeting of the members shall consist of a simple majority and a majority of such quorum may decide any question at meeting, except those matters where the Corporation Code requires the affirmative vote of a great proportion.

6. Voting Proxy - Each member shall be entitled to one vote, and he/she may vote either in person or by proxy which shall be writing and filed with Secretary of the association before the scheduled meeting.

INTERNATIONAL RELATIONS AND PARTNERSHIPS

1. The Foundation may collaborate with other international organizations and agencies whose interests and activities are related to ACTMalaria.

2. The President may establish effective working relations with such organizations and agencies (when no financial commitment of ACTMalaria is required) and make arrangements for establishing joint committees as required for ensuring effective cooperation.

3. When the collaborative partnership involves a change in the interests and activities of ACTMalaria or involves a financial commitment, the partnership must be pre-approved by a majority vote of the Board.

FUND

1. Funds - The funds of the association shall be derived from project grants, donations, course administration and bank interest.

2. Course Administration up to a maximum of 7% for funds requiring international fund transfer and a minimum of 5% for courses organized by the office shall be deducted from the total cost of organizing a course or activity from each course/activity and credited to the ACTMalaria Foundation, Inc.

3. Disbursements -Withdrawal from the funds of the Foundation, whether by check or any other instrument shall be signed by the Executive Coordinator as treasurer and by the President or another Trustee located in the Principal Office.

3. Fiscal Year – The Fiscal year of association shall be from January to December;

4. The budget shall be proposed by the Executive Coordinator based on country needs and shall be endorsed by the President to the Executive Board;

5. The International Board will approve the budget in the annual Meeting, The approved budget will come into effect in the next fiscal year;

6. The Executive Coordinator is responsible for maintaining the budget account. Expenditures exceeding the pre-approved budget require President or Trustees majority pre-approval (depending upon the amount); Any changes to the budget during the year of its execution must be reported in the monthly and annual financial reports as well as in the Annual Report.

7. All financial operations will be carried out in accordance with the Certified Public Accountant approved Financial Operations Manual (FOM).

CORPORATE SEAL

The corporate seal of the association shall be in such form and design as may be determined by the Board.

INTERPRETATION

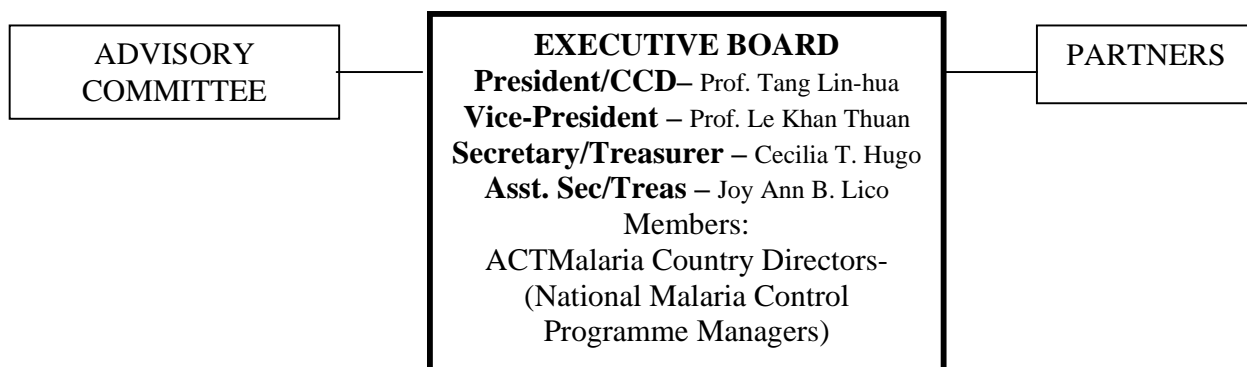
Interpretation of this document shall be decided by the members of the Executive Board. This Statement of Cooperation (SOC) shall take precedent over the SEC approved By-laws in all matters that will be in the interest of the member countries.

REVIEW OF THE STATEMENT OF COOPERATION

These SOC or any provision thereof, may be revised by a majority vote of the Executive Board at any regular or special meeting duly held for purpose.

ANNEX 1

**ORGANIZATIONAL STRUCTURE OF
ACTMalaria Foundation, INC.**



AD HOC CURRICULUM
DEV'T COMMITTEE



TRUSTEES

Chairman – Prof. Tang Lin-hua

Vice-Chairman – Former CCD Dr. Tee Ah Sian

Members: Dr. Kevin Palmer (Malaria Advisor)

Cecilia T. Hugo

Joy Ann Lico