

CONSTITUTION

OF

ONE KENYA ONE NATION

Promoting National Unity

An NGO Registered the 11th August 2005

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THE CONSTITUTION OF

ONE KENYA ONE NATION

1.0: PART I: NAME

1.1: Article 1: Name

The name of the Organization is **ONE KENYA ONE NATION** (hereinafter called “**KENYANATION**” or “Organization”).

2.0: PART II: OBJECTIVES

2.1: Article II: Main Objectives

The general objectives of **KENYANATION** shall be:

1. Sensitizing Kenyans of the need to create **one nation for the one country, Kenya**, a country with no tribal differences.
2. Creating in Kenyans the pride of being Kenyan rather than members of a certain tribe, ethnic or religious group and to stop referring to people as a Luo, Kalenjin, Giriama, Kamba, Somali, Kikuyu, etc. but rather refer to a person as a Kenyan or as Mr. or Ms. So and so.
3. The encouragement of inter-marriage amongst people of different tribes and religions and the exchange of culture amongst tribes as a way of eliminating tribal and cultural differences.
4. The development and adoption of a national language and the achievement of peace, development and prosperity through the promotion of national rather than tribal aspiration.
5. The counseling of Kenyans in general and the youth in particular to look at Kenyans as one family irrespective of their tribe or ethnic background and to promote equality of all Kenyans.

6. The sensitizing of Kenyans to approach problems in a national rather than tribal/sectional basis for the good of Kenya as a whole.
7. The changing of people's attitude that it is right and proper to demand, receive and pay bribes or other considerations as a condition for providing or receiving services or avoidance of duty and/or responsibility.
8. The sensitizing Kenyans to demand fair and effective representation in Parliament and Local Authorities elected on the basis of ability and not on basis of tribe, ethnic or religious considerations and to encourage lobbying for the passing of laws that benefit Kenyans as a whole and not individuals, tribe, ethnic or religious groupings.
9. Sensitizing people to the injustice of unfair arrest by police and the inhuman treatment meted on suspects by the police during arrest, interrogation and in remand; during trial by both the police and the trial magistrates who generally demand grossly unrealistic bonds/bails; and, by the prison authorities during remand and/or imprisonment.
10. Creating awareness in people of the injustice caused by administration of justice which is unfair, slow, and so expensive that it is out of reach for average Kenyans and to lobby for Kenyans to demand that justice is administered fairly and quickly on first-come-first-served basis and that nobody will be denied justice because of inability to either pay court fees or an advocate.
11. The encouragement of people to lobby for fair and reasonable taxation and to demand proper use of their taxes for the benefit of all Kenyans fairly and not for the luxury of ministers, politicians and civil servants.
12. The improvement of the living standards of citizenry by providing them with opportunities to alleviate poverty in their midst in order to free themselves from the yoke of the rich and sensitizing them to demand fair prices for the goods they sell and buy and fair and reasonable taxation.
13. The counseling and assisting of people who have suffered imprisonment/detention and those afflicted by HIV/AIDS and other diseases to live as normal a life as possible within their circumstances.

2.2: Article III: Specific Objectives

To attain these goals, **KENYANATION** shall have the following specific objectives:

a). To sensitize all Kenyans that only through thinking, acting and behaving as one people shall Kenyans be assured of peace, development and prosperity.

b). To create awareness in citizens that only through peace, reconciliation and forgiveness can any meaningful achievement be made in economic development to achieve national and international recognition.

c). To sensitize people of all walks of life that tribal, ethnic and religious differences have been created and/or encouraged by politicians for their own selfish ends and that confrontation on tribal, ethnic or religious basis will only create further confrontation and, possibly, chaos and economic ruin of Kenya.

d). To persuade people to appreciate and tolerate each person's freedom of opinion whether or not they agree with it on the realization that what is right for one person or ethnic group may not necessarily be right for another person or group but bearing in mind that national issues take priority over tribal and/or ethnic considerations.

e). To create tolerance and forgiveness in those who may be afflicted by the deeds of others, real or imagined, and to endeavour to create a sense of interdependence amongst all citizens and to persuade people never to fight merely because their policies differ from those of other people or because a politician, for his own interest, incites people to fight in the pretext that a certain ethnic group is being oppressed by another.

f). To sensitize leaders to the fact that the end does not justify the means and they should, therefore, moderate their utterances and to sensitize the public in general and the youth in particular, that they should respect people for the ideals they propagate but not because they offer material benefits

g). To sensitize Kenyans that they are entitled to and must demand fair and effective representation in national and local governments and, therefore, they should complain if this right is frustrated or ignored and in this regard

create mechanism for lobbying for election of people not on tribal, ethnic or religious basis but because of what they will do for the electorate.

h) To sensitize Kenyans to demand fair prices for all commodities, reasonable taxation and professional and businesslike management of taxation and government in general.

i). To counsel and encourage people especially those who may be afflicted as a result of failure to achieve proper and adequate education, lack of employment, political, imprisonment and/or detention tribal or racial differences or by any other catastrophe to find peace within themselves as a prelude to forgiving and seeking reconciliation with their oppressors or supposed oppressor as a means of achieving national unity and cohesion.

j). To encourage the afflicted to fend for themselves by engaging in beneficial occupations like agriculture, business, manufacturing, garbage collection, street cleaning, gardening, general care of habitation and environment, etc. and in this regard assist them with advice and finances.

k).To strengthen the capacity of grassroot organizations. Communities to enable them manage and improve the productivity of their enterprises through training, technical support and other forms of assistance

l).To sensitize people of all walks of life that demanding, receiving and paying bribes or any consideration as a condition for providing or receiving services, avoidance of duty/responsibility is not only criminal and morally wrong but It is also negative in the development of a country.

m).To make citizens aware that when a motorist bribes a police officer, not only are the two breaking the law but they are also putting the lives of citizens at risk while when a voter accepts bribes he is essentially selling his rights to vote for a person who will serve the country with diligence for a temporary monetary gain thus hurting not only his future but also that of posterity.

n).To carry outreach and applied research activities in peoples awareness of their rights and responsibilities vis-a-vis those of others.

o) To catalyze and promote the development and adoption of new national outlook and the interdependence of tribes, races, ethnic and religious groups.

p).To encourage and promote the development of a national language that will help communication amongst Kenyans of all tribes and ethnic groups and to encourage inter-marriage and exchange of culture amongst people of different tribes, races and religions.

q).To promote the development and adoption of indigenous knowledge, skills and technologies that have potential in enhancing sustainable resource management and food security for the national good.

r).To enhance the level of justice among local leaders and policy makers at the grassroots, the national and the international levels through seminars, symposia and other forms of media.

s).To establish cooperative links with any organization agency or institution, in Kenya and elsewhere, working towards national aspirations, peace, justice, reconciliation and development of communities and nations.

t).To raise funds and other resources for the promotion of the objectives of the organization and to lend and advance money or give credit for the promotion of national aspirations, agriculture, trade, manufacture and for any purpose the Board will consider fit to any individual, group, company, cooperative society or any organization whatever with or without security and upon such terms as the Board may think fit and to guarantee the performance of any contract or obligation and the payment by any loanee and generally to give guarantees and indemnities as the Board may find fit.

u).To establish Project Committees at local, national and international levels.

v).To assist the establishment and organization of educational resource centers and to publish newsletters, periodicals, books and other publications for the promotion of the objectives of the organization.

w).To judiciously engage advisors and experts and other competent staff for all or any of the organs of the organization to carry out all or any of the objectives of the organization.

x).To engage voluntary and salaried staff (whether temporarily or permanent) such a sociologist, psychologists, political analysts, economists, managers, accountants, entrepreneurs and any other experts or advisors for furtherance of the ideals of the organization.

y) To acquire any movable or immovable property and any land, buildings or things whatsoever and to sell, dispose of, mortgage, lease or otherwise deal with all or any part of the property or rights of the organization. .

z).To enter into any arrangement with any company, organization, government or authority that may seem conducive to the objects of the organization or any of them and to obtain from such company, organization, government or authority any rights, privileges and concessions which the Board may think desirable to obtain.

aa) To take such steps, by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the organization in the form of donations, fees, subscriptions or otherwise.

bb). To apply to any government or authority, public body, corporation, company or person for and to accept loans, grants or gifts of money and any movable or immovable properties, donations, gifts, subscriptions and other assistance with a view to promoting the objectives of the organization and, in accepting any gift or property, to take the same subject to any special trust which may be prescribed by the donor thereof.

cc). To establish an endowment fund to receive grants, donations, gifts and other assistance in any form whatsoever from any country or source for anyone or all the objects of the organization and to establish foundations in any country or countries for the purpose of receiving donations from private and corporate persons and entity for channeling to the organization's development operations.

dd). To promote or assist in the promotion of any organization, company or other body having objects similar to those of the organization.

ee). To draw, execute or otherwise deal with negotiable or transferable instruments.

ff). To lend and advance money or give credit to employees of the organization upon such security as may be thought proper, or without taking any security therefore upon such terms as the Board may think fit and to guarantee the performance of any contract or obligation and the payment of

money by any employee of the organization and generally to give guarantees and indemnities for the employees of the organization.

gg).To invest the money of the organization not immediately required in any one or more of the modes of investment of trust moneys or in such other manner as the Board may from time to time determine.

hh).To institute such measures as to ensure that the intellectual property rights of the organization and or those of local communities are protected.

ii).To borrow or raise money that may be required by the organization upon such terms and upon such security as may be deemed advisable.

jj).To do all such other things as are incidental or conducive to the attainment of any of the above objects.

In order to give effect to these objectives **KENYANATION** shall undertake all necessary and appropriate measures and in particular may:-

a). Give support to community members or groups and others deserving development agencies or governmental bodies as the situation may warrant.

b). Form commissions, committees, working groups, task forces and the like; hold and sponsor conferences, symposia, meetings and any other grouping and publish the proceedings thereof.

c). Carry out collaborative programmes with other development organizations and governmental bodies anywhere in the world.

d). Collect, analyze, interpret and disseminate information pertaining to national aspirations, peace, reconciliation, rehabilitation and development.

e). Prepare, publish and distribute documents, scientific studies and other information.

f). Make representations to governments and agencies both local and international on issues pertaining to national aspirations, peace and development.

3.0: PART III: MEMBERSHIP AND GOVERNANCE

3.1: Article IV: Membership

The members of **KENYANATION** shall be the subscribers to this constitution and such other persons or organizations as Board may from time to time admit to membership. The number of members shall not be less than five.

KENYANATION will constitute of Ordinary, Corporate and Donor Members all of whom shall have equal voting rights the terms given herein being merely to indicate the legal state of the member.

Ordinary Member is an individual who has the interest in creation and existence of one Kenya one nation and the aspirations, peace and development of Kenya and her people and who has paid the membership fee and subscription as from time to time determined by the Board.

Corporate Member is an organization (a limited liability company, cooperative society, or any organization) which has the interest in the creation and existence of one Kenya one nation and the aspirations, peace and development of Kenya and her people and which has paid the membership fee and subscription as from time to time determined by the Board.

Donor Member is a Charitable, Government, United Nations Body or any similar organization which has the interest in creation and existence of one Kenya one nation and the national aspirations, peace and development of Kenya and her people and which has paid the membership fee and subscription as from time to time determined by the Board.

Membership shall be achieved through application and acceptance by the Board and the mere granting of a loan, grant or donation shall not constitute membership.

A member shall cease to be a member if:

- i) He gives one month's notice in writing to the Board of his intention to resign from membership and upon the expiry of such notice he shall cease to be a member but his liability to contribute to the funds of the

Organization in the event of its being wound up or dissolved shall continue for one year from the expiry of such notice.

- ii) If he is removed from membership by the vote of not less two-thirds of the members attending an Extraordinary General Meeting of the Members of the Organization specially convened for that purpose and at which he has been given a reasonable opportunity of attending and being heard.

3.2: Article V: The Board of Directors

The Board of Directors, which shall consist of not less than three and not more than ten members plus the Executive Director, shall be the highest policy making organ of **KENYANATION** and shall consist of people who are not affiliated to any political party. The Board will meet when necessary to make policy decisions but in any case not less than four times in a year.

The first Board shall consist of the promoters of **KENYANATION** and any other person or persons they may appoint who, on their first meeting, shall elect the Chairman, the Secretary and the Treasurer and, if possible, the Vice Chairman, the Assistant Secretary and the Assistant Treasurer.

All members of the Board shall retire and be available for re-election on the third annual general meeting of **KENYANATION**; thereafter, one-third, or a number nearest to one third, of the Board shall retire (and be available for re-election) at the annual general meeting; the retiring members being those who have been longest in office since their last retirement. No person other than a director retiring at the meeting shall, unless recommended by the directors, be eligible for election to the office of director at any general meeting unless, not less than ten or more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of **KENYANATION** notice in writing signed by a member duly qualified to attend and vote at the meeting, for which such notice is given of his intention to propose such person for election and, also notice in writing signed by that person of his willingness to be elected together with a detailed curriculum vitae of the person proposed for election.

3.3: Article VI: Other Appointments to the Board

The Board may from time to time and at any time appoint any member of the Organization, in case of a vacancy, or by way of addition, to the Board;

provided that the prescribed maximum shall not thereby be exceeded and provided also that the proposal to appoint any new member of the Board under this section shall be set out in a formal resolution forming part of the notice convening the Board Meeting.

3.4: Article VII: Alternate Directors

Any member of the Board may appoint another member to be his alternate to act in his place at any meetings of the Board at which he is unable to present. Such appointee shall be entitled to exercise all the rights and powers of the appointer and where the appointee is a member of the Board, he shall have a separate vote on behalf of his appointer in addition to his own vote. A member of the Board may, at any time, revoke the appointment of an appointee. The appointment of an alternate shall be revoked ipso facto if his appointer ceases to be a member of the Board. Every appointment and revocation under this paragraph shall be affected by notice in writing under the hand of the appointer served on the organization and such alternate.

3.5: Article VIII: Qualities of Members of the Board

Among other general qualities, a member of the Board shall fulfill the following criteria:-

a).Be committed to the creation of one Kenya one nation and the promotion of peace and reconciliation and initiatives that lead to the development of a prosperous nation and people.

b).Be committed to the improvement of the quality of the life of Kenyans and the dignity and pride of the Kenyan nation.

c).Be committed to the elimination of tribe, ethnicity or religion as a consideration for granting, receiving or achieving any national recognition, right or benefit.

d).Be motivated by the development needs of the Kenyans rather than to operate to satisfy his individual, tribal, ethnic or religious interest.

3.6: Article IX: The Duties of the Board of Directors

Directly or through the Executive Committee, the duties of the Board shall include:-

- i).The obligation to attend all Board Meetings - failure to attend more than two consecutive meetings without valid reason shall result in automatic loss of the directorship.
- ii).The responsibility for the overall policy and strategy of the organization.
- iii).The establishment or dissolution of the various sectoral/regional committees and special task forces of the organization.
- iv).The appointment and removal of the Executive Director and the determination of his/her terms of service.
- v).The investment of authority in the Executive Director to take responsibility for all operational aspects of the running of the secretariat and the administration of the staff.
- vi).The determination of and production of written guidelines of the activities of the secretariat and the organization in general to ensure that no public policy statement or commitment (written or oral) shall be made outside the approved policy of the organization.

3.7: Article X: Functions of the Board of Directors

Functions of the Board shall be:-

- i).To elect office bearers of the Board and to constitute Committees of the Board.
- ii). To determine the general policy of **KENYANATION**
- iii).To review and approve programmes.
- iv).To make representations to Governments, national and international organizations on matters pertaining to the stated policies/objectives of the organization.
- v). To authorize honorarium to the Board, if any, on approval of the general meeting.
- vi).To fix and authorize the auditor's fees.

3.8: Article XI: Office Bearers and their Duties

At the first Board Meeting after registration of **KENYANATION** and at the first Board Meeting after the Annual General Meeting, the Board shall elect the Chairman, the Secretary, the Treasurer as the office bearers whose duties shall be as stipulated herein: the Board may elect a Vice-Chairman, an Assistant Secretary and an Assistant Treasurer

The Chairman: The Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Board and at all general meetings.

The Vice Chairman: The Vice Chairman shall perform all duties of the Chairman in the latter's absence.

The Secretary: The secretary, who ideally shall be a qualified secretary within the meaning of the Certified Public Secretaries Act, shall deal with all correspondence of the organization under the general supervision of the Board.

The secretary shall issue notices convening all meetings of the Board and all general meetings of the organization and shall be responsible for keeping minutes of all such meetings and for the preservation of all records or proceedings of the meetings of the committee and of the organization provided that matter relating to the recording of minutes and dealing with correspondence and other duties of the Secretary may be delegated to the Chief Executive Officer to such extent as the Board may determine.

The Assistant Secretary: In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary and such other duties as shall be assigned to him by the Secretary or the Board whether the Secretary is present or not.

The Treasurer: Treasurer, who ideally shall be a qualified accountant with the meaning of the Certified Public Accountants Act, shall receive and shall also disburse, under the direction of the Board all moneys belonging to the society and shall issue receipts for all moneys received by him and preserve vouchers for all moneys paid by him provided that all or part of the duties of the Treasurer may be delegated to the Chief Executive Officer or the accountant to such extent as the Board may determine.

The Assistant Treasurer: The Assistant Treasurer shall perform such duties as may be specifically assigned to him by the Treasurer or by the Board and, in the absence of the Treasurer, shall perform the duties of the Treasurer.

3.9: Article XII: Disqualification of Members of the Board

The office of a member of the Board shall be vacated if:

- i) A receiving order is made against him or he makes an arrangement or composition with his creditors.
- ii) He becomes of unsound mind:
- iii) He fails to attend three consecutive meetings of the Board except by special leave of the Board;
- iv) By notice in writing to the organization he resigns his office;
- v) He is removed from office by a resolution duly passed under this constitution;
- vi) He retires by rotation at a General Meeting and does not offer himself for re-election or he offers himself for re-election but fails to be re-elected.
- vii) He is removed from membership of the Organization pursuant to a resolution of the Organization.

3.10: Article XIII: Removal of Board Members Other than Officials

The Board may by resolution remove any member of their body from office, but if such member should be aggrieved at his removal he may appeal to a General Meeting to be called for this purpose at which he/she shall be entitled to present his/her case. The meeting shall be called by the Board within 21 days after the receipt of a letter from the Director requesting the holding of the meeting.

In the meantime, he shall cease to act as a member of the Board and to hold any other office under the Organization, and members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be reduced in number to less than the minimum number prescribed by this constitution,

that numbers shall be the quorum for the purpose of filling up vacancies in their body and of summoning a General Meeting, but not for any other purpose. Provide also that the Board may co-opt any persons to advise the Board in any capacity which the Board shall think fit.

3.11: Article XIV: Disclosure of Interest in Contracts

A member of the Board who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the organization shall disclose the nature of his interest at any meeting at which the contract is discussed and shall not vote in respect of any contract or arrangement in which he is interested and, if he shall do so, his vote shall not be counted.

3.12: Article XV: The Management Structure

The day-to-day affairs of the Organization shall be managed by the Chief Executive Officer and his officers. The management may pay all expenses incurred in setting up and registering the organization and may exercise such powers of the organization as are not required by this constitution to be exercised by a General Meeting, to achieve the objectives of the Organization. No regulations made by the Organization in a General Meeting, shall invalidate any prior act of the management which would have been valid if such regulations had not been made.

3.13: Article XVI: The Executive Committee

The Executive Committee shall be the administrative arm of the Board and shall consist of the Chairman, the Secretary and the Treasurer and, in their absence, their deputies or their appointed representatives with the approval of the Board and four other persons elected at the annual general meeting who may or may not be Members of the Board save that the first Executive Committee shall consist of members of the Board. The Executive Committee shall meet as necessary to make decisions that do not necessitate the calling of a Board Meeting but which would not be made by the Executive Director alone

3.14: Article XVII: The Project Committee

A Project Committee shall be formed to guide, oversee, articulate and, where possible, take-over the project management after the **KENYANATION** supported project is phased out in an area.

The Project Committee Meeting shall be divided into two sessions:-

- i) The Ordinary Project Committee Meeting shall be an open session providing opportunity to the invited community, institutions and individuals to present views regarding the project development in their locality.

- ii) The Annual Project Committee Meeting shall offer an opportunity to accredited project members to interact with other regional project representatives and to vote on the following year's plan.

The Committees shall make recommendations on matters that require action. Only members of a project shall be allowed to vote in any issues affecting the project.

3.15: Article XVIII: The Executive Director and the Secretariat

All administrative, professional and programme functions of **KENYANATION** shall be performed by a Secretariat headed by an Executive Director.

The Executive Director shall be the Chief Executive Officer and/or will attend or be represented at all Board Meetings, he/she will be responsible to the Board of Directors and the General Meeting and shall:

- a). Shall be responsible to the Board and shall act on their behalf and of the organization for the effective implementation of the policy of the organization.

- b). Be responsible for the sound financial management and accounting of the organization.

- c). Keep a full, complete, and up-to-date record of the Organization's affairs;

- d). On the approval of the Executive Committee, shall designate the banks in

which the funds of the organization shall be kept and ensure the proper running of all the bank accounts.

e). Keep minutes of the meetings of the Board of Directors and of the General Meetings;

f). Represent and act on behalf of the Organization generally;

g). Do all such acts as may be necessary for the efficient running of the Organization;

h). Carry out all correspondence and publicity on behalf of the Organization;

i). Arrange for the meetings of the Organization on instructions of the Board of Directors, or, in special circumstances, on the instructions of the General Meeting;

j). Do all such acts as are necessary for the efficient and effective running of the Organization's affairs.

k). On the approval of the Executive Committee, may make non-speculative short-term and long-term investments of the funds held in trust or special fund.

The Executive Director shall be appointed by the Board for a period of five years (which appointment may be renewed) on such terms and conditions as may be determined by the Board and set forth in a contract. The Executive Director, with the approval of the Executive Committee, shall appoint the staff of the Secretariat in accordance with staff rules formulated and approved by the Board. Staff shall be selected on merit but, where possible without sacrificing efficiency, on as wide a tribal and geographical basis as possible with no discrimination because of race, tribe, sex, creed, political affiliation or physical disability.

Each member of **KENYANATION** shall respect the exclusively national character of the responsibilities of the Executive Director and the staff and shall not seek to influence them negatively in the discharge of their responsibilities.

4.0: PART IV: CONDUCT OF MEETINGS

4.1: Article XIX: Proceedings of the Board.

The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they thin fit. The quorum necessary for the transactions of business shall be not less than half the number of members of the Board for the time being. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the chairman shall have a casting or second vote.

4.2: Article XX: Calling of Meetings

a) Normal Board Meetings

All normal meetings of the Board shall be summoned by the Secretary, acting in consultation with the Chairman, by giving at least 14 clear days notice accompanied by the proposed agenda.

b) Requisitioned Board Meetings

A member of the Board may and, on the request of at least two (2) members of the Board the Secretary shall, at any time, summon a meeting of the Board by at least twenty-one (21) clear days notice served upon the several members of the Board. The notice shall state that the meeting has been requisitioned by named directors and state specifically the agenda for the meeting.

4.3: Article XXI – Formation of Committees

1. The Board may delegate any of their powers to Committees consisting of such members of the Board or any other persons as they think fit and, any Committee so formed shall, in the exercise of the power so delegated, conform to any regulations prescribed by the Board. The meetings and proceedings of any such Committee shall be governed by the provision of this constitution for the time being regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any rules made by the Board.
2. All acts bona-fide done by any meeting of the Board or of any Committee or by any person acting as member of the Board, shall,

notwithstanding that it be afterwards discovered that there was defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

3. A resolution in writing signed by not less than two-thirds of the members of the Board or of any Committee of the Board who are duly entitled to received notice of a meeting of the Board or of such committees shall be as valid and effectual as if it had been passed at a meeting of the Board or such committee duly convened and constituted.

4.4 : Article XXII: General Meetings

a). The Annual Members/Delegates General Meeting

1. The Organization shall in each year hold a General Meeting as the Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Organization and that of the next save that the first General Meeting may be held within eighteen months from the date of registration. The annual General Meeting shall be held at such time and place as the Board shall appoint.
2. Annual General Meetings shall be called Ordinary General Meetings and all other General Meetings shall be called Extraordinary General Meetings.
3. The General Meeting shall consist of:-
 - i).All Members of the Board
 - ii).Delegates representing specific projects

iii). Individual members

iv). Representatives of corporate or donor members

v). Invited observers.

The quorum for the meeting shall be fifteen members or accredited delegates/representatives of projects or corporate and donor members present in person but in any case no business shall be transacted at any time unless ten persons are present in person (accredited delegates shall be considered as members in their own rights in determining the quorum). Motions will be carried by a simple majority vote of those present.

In the event of a secret ballot (e.g. voting for the Board of Directors) where nominations had already been proposed and seconded, postal votes from absent members shall be accepted if received three days before the voting..

b). Extraordinary General Meetings

1. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting.
2. The Board shall, on the requisition of not less than fifteen members and, if the total number of members shall be below that number, by one-third of the members of the Organization, proceed to convene an Extraordinary General Meeting provided that the requisition shall state the exact resolution intended to be passed at the meeting and must be signed by the requisitionists and deposited at the office 28 days before the proposed date of the meeting. On the receipt of the notice, the Board shall call the meeting within 28 days of the receipt of the notice giving the members twenty-one (21) clear days notice.

4.5: Article XXIII: Notice of General Meetings

Twenty one (21) clear days notice (i.e. exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given), specifying the place, the day, the date and the hour of meeting shall be given for all general meetings; notwithstanding that it is called by shorter notice than that specified in the constitution, a meeting shall be deemed to have

been duly convened if it is so agreed by all the members entitled to attend and vote thereat provided that the accidental omission to give notice to or the non-receipt of notice of a meeting by any person entitled to received such notice shall not invalidate the proceedings of that meeting.

4.6: Article XXIV: Proceedings at General Meetings

1. All Business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Ordinary General Meeting with the exception of the consideration of the accounts and balance sheets, the reports of the Board and Auditors, the election of the Board, the appointment of Auditors, and the fixing of the remuneration of the Auditors. Provided that no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Members present in person or by proxy shall constitute a quorum.
2. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved, and in any other case it shall stand adjourned to the same day in the next week at the at the same time and place, and if such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall then be dissolved.
3. The Chairman, or in his absence the vice-Chairman of the Board, if present shall preside at every General Meeting. If there is no such Chairman or Vice-Chairman, or if at any meeting neither is present within 15 minutes after the time appointed for holding the meeting, the members present shall designate one of their members to be Chairman of the meeting.
4. The chairman of any meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished. When such adjournment extends to more than 30 days since the original schedule date of the meeting, notice of the adjournment meeting shall be given as in the case of an original meeting.

4.7: Article XXV: Voting at General Meetings

1. Every member shall have one vote, provided that when any matter affecting a member personally comes before the meeting, the member shall not be entitled to vote on the question and, if the Chairman shall require him to withdraw from the meeting, he shall do so forthwith..
2. On a poll, votes may be given personally or by proxy, provided that the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be member of the organization provided that no person shall be entitled to be appointed a proxy of more than two absent members.
3. The instrument appointing a proxy and the power of the attorney or other authority or a notarially certified copy of that power or authority shall be deposited at the registered office of at such other place designated by the Board not less than 48 hours before the time for holding the meeting or an adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for taking the poll. Unless otherwise decided by a General Meeting, the instrument of proxy shall not be valid after the expiration of twelve months from the date of its execution.
4. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members. Unless a poll is so demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried, shall be conclusive evidence of the fact without proof of the number of proportion of the vote recorded in favour of or against such a resolution. A demand for a poll may be withdrawn.
5. A poll demanded on the election of a Chairman, or on the question of adjournment, shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the Chairman of the meeting directs and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.

6. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which a poll is demanded, shall be entitled to a second or casting vote.

4.8: Article XXVI:

Corporation or Association Acting by Representatives at Meetings

Any corporation or association which is a member may, by resolution of its directors or other governing body or by notification in writing under the hand of some officer of such corporation or association as may be duly authorized in that behalf, authorize such person as it thinks fit to act as its representative at any meeting of the Organization, and the persons so authorized shall be entitled to exercise the same power on behalf of the corporation or association which he represents as that corporation or association could exercise if it were an individual member of the Organization.

5.0: PART V: FUNDS AND ASSETS

5.1: Article XXVII: Sources of Income

The income of **KENYANATION** may be derived from membership fees, subscriptions, grants, donations, payments for services provided and returns from investments.

Each year, the Executive Director shall submit to Board of Directors, through the Executive Committee, a report of the activities during the previous year together with an account of the receipts and expenditure, a balance sheet and an annual budget based on estimates of income and expenditure for approval. The Board shall in turn submit the approved report, accounts, balance sheet and budget to the Annual Members/Delegates Meeting for approval.

The Board shall cause proper books of records to be kept of all monies received and expended and shall be responsible for the control of all such income and expenditure in accordance with the budget.

The accounts shall be examined each year by the auditors appointed by the

Board, on the approval of the Annual General Meeting, who will submit a written report to the Members.

On the advice and instruction of the Board of Directors and/or the Executive Committee, the Executive Director shall have power to accept/reject grants, donations and other payments on behalf of **KENYANATION**.

5.2: Article XXVIII: Application of Funds and Assets

The funds and assets of the organization shall be applied solely towards the promotion of objectives of the organization as set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, gift, bonus or otherwise by way of profit to any member of the organization, provided that nothing herein shall prevent the payment, in good faith, of a reasonable and proper remuneration to any officer, servant or member of the organization for services provided to the organization, or prevent the payment of interest at a rate not exceeding the current bank rate on money lent or reasonable and proper rent for premises let by any member to the organization.

A member of the Board of Directors may be appointed to a salaried office of the organization and nothing in this constitution shall prevent the payment of fees to a Director acting in his professional capacity, sitting, allowance, expenses and interest, at the rate aforesaid, for money lent, or reasonable and proper rent for premises demised or let to the organization provided that the appointment or payment has been approved by the Board and that a proper contract specifying the terms thereof shall have been entered into.

5.3: Article XXIX: Disposal of Residual Asset on Winding up or Dissolution

If upon the winding up or dissolution of the organization there shall remain after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall **not** be paid to or distributed amongst the members of the organization but shall be given or transferred to some institution or institutions having objectives similar to the objectives of the organization and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the

organization or to a charitable organ provided that such institution or institutions shall be determined by the members of the organization at or before the time of Winding-up or dissolution and, in default thereof by a judge of the High Court of Kenya and, if and so far as effect cannot be given to the aforesaid provisions, then to some other charitable organisation.

5.4: Article XXX: Indemnity of Board Members

Every member of the Board, officer or servant of the organization, shall be indemnified against any liabilities of the organization and it shall be the duty of the Board, out of the funds of the organization, to pay all costs, losses and expenses which any such person may incur or become liable for by reason of any contract entered into or act or thing done by him in good faith in the capacity aforesaid in any way in the discharge of his duties, including traveling expenses; and the Board may give any officer or employee of the organization who has incurred or may be about to incur any liability at the request of or for the benefit of the organization, such security by way of indemnity as it may think proper.

5.5: Article XXXI: Members' Contribution to Assets on Winding up

Every member of the Organization undertakes to contribute to the assets of the Organization in the event of its being dissolved or wound up while he is a member, or within one year of his ceasing to be a member, for payment of the debts and liabilities of the Organization contracted before he ceases to be a member, and the cost, charges and expenses of dissolution or winding up and for the adjustment of the rights of the contributories amongst themselves, such sum as may be required not exceeding the sum of shilling one hundred (Kshs. 100/-).

5.6: Article XXXII: Accounts

1. The treasurer shall cause the accounts to be kept and in particular as regards:
 - a) The sums of money received and expended by the Organization and the matters in respect of which such receipts and expenditures takes place.

b) The assets and liabilities of the Organization

2. The books of accounts shall be kept at the office or at such other places as the Board thinks fit, and shall always be open to the inspection of the members of the Board during business hours.
3. At the Annual General Meeting in every year, the Board shall lay before the members present a proper income and expenditure account for the period since the last preceding account made up to a date more than nine (9) months before such meeting.
4. A proper Balance Sheet as the date on which the income-expenditure account is made up shall be prepared every year, and laid before the members present at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors.
5. Copies of the income and expenditure account, balance sheet and reports, all of which shall be framed in accordance with any statutory requirements for the time being in force, and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty one (21) clear days before the date of the Annual General Meeting, be sent to the Auditors and to all other persons entitled to receive notices of such meetings in the prescribed manner.

Provided that all or part of the duties of the Treasurer may be delegated to the Chief Executive Officer or the accountant to such extent as the Board may determine.

5.7: Article XXXIII: Auditors

1. The Organization shall at each Annual General Meeting appoint an Auditor or Auditors hold office until the next Annual General Meeting. Provided that a member of the Board or other officer of the Organization shall not qualify to be appointment Auditor of the Organization.
2. The Board may fill any casual vacancy in the office of the Auditor, but while any such vacancy continues, the surviving or continuing Auditor, if any, may act.

3. The remuneration of the Auditors of the Organization shall be fixed at the Annual General Meeting, except that the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the Board.

4. The Auditor shall have the right of access at all times to all books, accounts and vouchers and shall be entitled to require from the officers of the organization such information and explanations as he thinks necessary.

5. The Auditors shall make a report to the members of the accounts examined by them and on every Balance Sheet laid before the Organization as its annual General Meeting during their tenure of office, and the report shall state:

- a) Whether or not they have obtained all the information and explanations they have required; and
- b) Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Organization's affairs.

5.8: Article XXXIV: Inspection of Books of Accounts and List of Members

The books of accounts and all documents relating thereto and the list of members of the Organization shall be available to inspection at the office by any member on giving not less than fourteen (14) days notice in writing to the organization, provided that the books of accounts and all documents relating thereto and list of members shall always be open for inspection by members of the Board during business hours.

5.9: Article XXXV: Financial Year

The financial year of the organization shall begin on the first day of January and end on the last day of December each year or at such other time as the Board may from time to time recommend for approval by the General Meeting save that the first financial year shall run from the date of

registration to a time not beyond eighteen months from the date of registration.

6.0 PART VI: AMENDMENTS TO THE CONSTITUTION

6.1 Article XXXVI: Amendments

Subject to the provisions of Regulations 21(1) of the NGO regulations, the organization may by special resolution passed by the vote of at least two-thirds of the Members present at a general meeting, for which the nature of the intended resolution has been given, alter, amend, modify or repeal this constitution or adopt a new constitution or change the name of the organization, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibitions contained in this constitution against distribution of income, property and assets of the organization to the members.

7.0: PART VII: DISSOLUTION AND DISPOSAL OF PROPERTY

7.1: Article XXXVII: Dissolution

a). The organization shall not be dissolved or wound up except by a resolution passed by a two-third majority of members attending at a General Meeting for which proper notice specifying the intention to wind-up/dissolve the organization shall have been given.

b). The Organization will not dissolve itself without prior consent in writing from the Non-Governmental Organizations Co-ordination Board obtained upon a written application addressed to the Executive Director of the Non-Governmental Organizations Co-ordination Board and signed by three of the officials of the organization.

c). Upon dissolution of the organization, its remaining assets shall be distributed to another organization(s) with similar objectives.