
**MOVEMENT FOR COMMUNITY-LED DEVELOPMENT
KENYA**

CONSTITUTION

Adopted this.....day of 2022

1 **Name**

The name of the NGO is Movement for Community-Led Development Kenya (hereinafter referred to as “the Organization”).

2 **Definitions**

2.1 In this Constitution the words and expressions standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

Words and Expressions Meanings

“These Clauses”	The Clauses of this Constitution as now framed or as from time to time altered by the Board of Directors.
“The Board”	The Board of Directors for the time being of the Organization or the members of the Board present at a duly convened meeting of the Board at which a quorum is present
“Chief Executive Officer”	A person appointed to perform the duties of the Chief Executive Officer of the Organization. May also be referred to as Executive Director.
“The Organization”	Movement for Community-Led Development Kenya
“Director”	A person serving as a member of the Board of Directors
“The Office”	The registered office of the Organization
“Officers”	Refers to the Organization’s officials
“The Seal”	The Common Seal of the Organization.

Interpretation

A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this Constitution.

A reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time.

A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this Constitution.

Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

An expression importing a natural person includes a body corporate, company, trust, partnership, association or public authority.

A reference to a time of day means that time of day in the place where the Office is located.

A reference to a business day means a day other than a Saturday or Sunday on which all banks are open for business generally in the place where the Office is located.

Where a period of time is specified and dates from a given day or the day of an act or event, it must be calculated exclusive of that day.

A term of this Constitution which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

Words importing the singular number only shall include the plural number and vice-versa;

Words importing the masculine gender only shall include the feminine or neuter gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these clauses become binding on the Organization shall, if not inconsistent with the subject or context, bear the same meanings in these Clauses.

Mandatory Provisions

3 Situation of Registered Office

3.1 The Registered Office of the Organization will be situated in Nairobi, Kenya.

4 Nature of Organization and liability

Nature of Organization

4.1 The Organization is a non-governmental organization registered under the Act.

4.2 The Organization will have members.

Contribution of Members to Assets on Winding Up

4.3 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 it is a Member, or within one year of its ceasing to be a Member, for payment of the debts and liabilities of the Organization contracted before it ceases to be a Member, and the costs, 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 Kenya Shillings One Thousand only (KES 1000).

5 Main Objects

The Organization's main objective is to promote good governance, address challenges around health, climate change and water, sanitation & hygiene (WASH) for prosperity of the Kenyan people.

5.1 Specific Objects

The Organization has the following specific objects:

- 5.1.1 To advocate for women, youth and marginalized groups to have a voice in local governance.
- 5.1.2 To address climate change by supporting community-led actions such as tree planting and climate-smart farming
- 5.1.3 Collaborate with the county governments to strengthen capacity of community health workers to deliver quality health services especially to rural communities
- 5.1.4 To support access to clean water especially for rural communities by sinking community bore holes
- 5.1.5 To advocate for adequate community finance by the county and national governments
- 5.1.6 To advocate for good local governance and quality public services
- 5.1.7 To develop capacity of communities to become resilient to socio-economic and political shocks
- 5.1.8 To raise, secure and utilise funds for the attainment of any or all objects of the Organization, and to do such other things as are incidental or conducive to the attainment of these objects.

- 5.1.9 To take such steps by personal or written appeals, private meetings, public meetings or representations to Parliament, government entities and other bodies as may be deemed expedient to promote any of the objects of the Organization.
- 5.1.10 To raise, secure and utilise funds for the attainment of any or all objects of the Organization, and to do such other things as are incidental or conducive to the attainment of these objects.

6 Membership

Membership to the organization shall be open to a legally registered non-governmental organisation, either local or international, whose operations are aligned with the objectives of the Organisation and is interested in supporting and furthering the aims and objectives of the Organization.

Form of application

- 6.1 Application for membership will be in the form approved by the Board, and the application shall be lodged for approval by the Board in the manner prescribed.

Admission to membership

- 6.2 The Board must consider an application for membership at the next meeting of the Board after its receipt and determine, in its discretion, the admission or rejection of the applicant.
- 6.3 The Board may give reasons for rejecting an application.
- 6.4 If an applicant is accepted for Membership the Executive Director/Chief Executive Officer must notify the applicant of admission in such form as the Board determines and must enter the name and details of the applicant in the register of Members.

Register of Members

- 6.5 A register of the Members of the Organization must be kept at the registered offices of the organization.
- 6.6 The following details must be entered in the register of Members in respect of each Member:
 - 6.6.1 The registered name of the Member.
 - 6.6.1 The physical address, the postal address, the telephone number and email address. Also, a facsimile number if any.
 - 6.6.2 The date of admission to and cessation of membership.

6.6.3 Such other information as the Board may require.

Change of details

6.7 Each Member must notify the Chief Executive Officer/ Executive Director in writing of any change in name, address, telephone or facsimile number or email address within one (1) month after the change.

7 Removal and cessation of Membership

Resignation

7.1 A Member may resign from membership of the Organization by giving written notice to the Chief Executive Officer.

7.2 The resignation of a Member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

Termination of Membership

7.3 Membership of the Organization will automatically terminate upon the de-registration or other dissolution of that Member.

Removal from membership for wilful disregard of this Constitution

7.4 If a Member wilfully refuses or neglects to comply with the provisions of this Constitution or any regulations of the Board made under this Constitution or engages in operations or conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Organization, the Board may by way of a majority vote, order the removal of that person from the register of Members.

8 No profits for Members

Transfer of income or property

8.1 The assets and income of the Organization are to be applied solely in furtherance of the objects of the Organization as stated in this Constitution and no income or property of the Organization may be paid or transferred, directly or indirectly to any Member.

Provision of services or information

8.2 Nothing in this clause 10 prevents the Organization from providing services or information to the Members on terms which are different from the terms on which services or information are provided to persons who are not Members.

9 The Board of Directors

Number of Directors

- 9.1 The Board shall be the policy organ and shall consist of a minimum of five (5) and a maximum of eight (11) members, three (3) of whom will fill the honorary posts of Chairperson, Secretary and Treasurer, and whose roles will be outlined in detail in the regulations of the Organization. In instances where the Chairperson is absent, a member elected by the other members may act in that position. The Chief Executive Officer shall be an Ex-Officio member of the Board.
- 9.2 Majority of the members of the Board shall be Kenyan Citizens.
- 9.3 The Board shall not comprise of more than two thirds of members of the same gender.

The Management Structure

- 9.4 The Chief Executive Officer shall head the secretariat and shall be assisted by the employees of the Organisation to manage the day-to-day affairs of the Organisation. The management may pay all expenses incurred in setting up and registering the Organisation and may exercise such powers of the Organisation as are required by the constitution to be exercised to achieve the objectives of the Organisation. No regulations made by the Organisation in a General Meeting shall invalidate any prior act of the management, which would have been valid, if such regulations had not been made.
- 9.5 The Chief Executive Officer shall be an ex-officio member of and the substantive Secretary to the Board.

Duties of the Board

- 9.6 The Board will appoint and remove Directors by way of a formal resolution that is duly passed at a properly constituted meeting of the Board. Such a resolution should be supported by a majority of the members of the Board.
- 9.7 The new Directors shall be chosen from a list of persons nominated by the members at the last Annual General Meeting and those nominated by the Board of Directors.

- 9.8 A resolution shall be put by the Chair at each annual General Meeting of Members to confirm the decisions made under clause 12.2 by the Board since the previous annual General Meeting.
- 9.9 The Board may exercise all those powers of the Organization as are not, by this Constitution, required to be exercised by the Members in General Meeting or otherwise.

By - laws

- 9.10 The Board may make policies, rules and/or regulations and may amend or rescind from time to time any such policies, rules and/or regulations provided they are not inconsistent with this Constitution. Any such policies, rules and/or regulations made, must be in the opinion of the Board, necessary or desirable for the proper control, administration and management of the Organization's operations, finances, affairs, interests, effects and property and the duties, obligations and responsibilities of the Members.

Chairperson's responsibilities

- 9.11 Leading the Board on organizational aspects to ensure achievement of the Organization's objectives.
- 9.12 Planning the annual cycle of Board meetings.
- 9.13 Overseeing/chairing Board meetings.
- 9.14 Working in partnership with the Chief Executive Officer (CEO) to make sure Board resolutions are carried out.
- 9.15 Calling special meetings as may be necessary.
- 9.16 Supporting the CEO in preparing the agenda for Board meetings.

Chief Executive Officer's responsibilities

- 9.17 Keeping minutes of the meetings of the Board.
- 9.18 Carrying out all correspondence on behalf of the Organization.
- 9.19 Arranging for meetings of the organization on instructions of the Board of Directors.
- 9.20 Ensuring that all necessary documents are lodged with the appropriate legal or regulatory authority within the prescribed timeframe.
- 9.21 Chairing meetings whenever necessary.

10 Meetings

Convening of meetings by the Board

- 10.1 All normal meetings of the Board shall be summoned by the Chief Executive Officer, acting in consultation with the Chairperson, by giving at least seven (7) days' notice accompanied by the proposed agenda.
- 10.2 A member of the Board may request for a meeting, and the Chief Executive Officer shall summon the rest of the Board members by serving at least ten (10) days' notice with an indication of the proposed agenda.

General Meetings

- 10.3 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 (15) months shall elapse between the date of one Annual General Meeting of the Organization and that of the next.
- 10.4 The Annual General Meeting shall be held at such time and place as the Board shall appoint.
- 10.5 The Annual General Meeting shall be called Ordinary General Meeting and all other general meetings shall be called Extraordinary General Meetings

Notice of General Meeting

- 10.6 At least thirty (30) days' notice of every General Meeting will be given in the manner provided by this Constitution to the Members and such persons as are otherwise entitled under this Constitution to receive notice provided that, in the circumstances and subject to the conditions specified in the Act, a meeting may be called by notice shorter than specified in this clause.
- 10.7 The notice of a General Meeting must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology or form of communication that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters.
- 10.8 A notice of a General Meeting may be given by any form of communication permitted by the Board.

Eligible Members

- 10.9 Only members admitted to Membership no later than one (1) month in advance of any General Meeting of the Organization will be eligible to receive notice of that meeting, to receive copies of the Directors' and auditors' reports concerning the preceding financial year and to vote at that meeting.
- 10.10 Only members admitted to Membership no later than one (1) month in advance of any given extraordinary General Meeting of the Organization will be eligible to receive notice of that meeting and to vote at that meeting.

Quorum at General Meetings

- 10.11 Business may not be transacted at a General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- 10.12 Except as otherwise set out in this Constitution, half (1/2) of the Members present, through their representatives, is a quorum.

If a quorum is not present

- 10.13 If a quorum is not present within an hour from the time appointed for the meeting or a longer period allowed by the chairperson:
 - 10.13.1 If the meeting was convened by or on the requisition of Members, it must be dissolved.
 - 10.13.2 Otherwise, it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Board.
- 10.14 If a meeting has been adjourned to another time and place determined by the Board, not less than seven (7) days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

Quorum at adjourned General Meetings

- 10.15 At the adjourned meeting, two (2) Members present, through their representatives, is a quorum.

Appointment of Chairperson

- 10.16 One of the Directors shall be nominated by the Board to preside as Chairperson at a General Meeting of the Organization. If he/she is not present within 30 minutes after the time appointed for the holding of the

meeting or is unwilling to act, another Director present shall preside as Chairperson.

Adjournment of meetings

- 10.17 The Chairperson may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- 10.18 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 10.19 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

Voting by show of hands

- 10.20 At a General Meeting a resolution put to the vote of the meeting must be decided on a show of hands, which shall be counted. A declaration shall be made by the chairperson that a resolution has on a show of hands, counted, been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Organization.

Voting rights of Members

- 10.21 Every Member present, through their representative(s), has one vote.

Vote of the chairperson at General Meetings

- 10.22 In the case of an equality of votes the chairperson of a General Meeting is entitled to a second or casting vote.

Objections to voter qualification

- 10.23 No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 10.24 An objection to the qualification of a voter must be referred to the meeting chairperson, whose decision is final.
- 10.25 A vote not disallowed according to an objection as provided in this Constitution is valid for all purposes.

Mode of meeting for Members

10.26 The General Meeting of the Organization shall be held at such time and place as the Board shall appoint and may be conducted with participation by Members in person or means of conference call or other communication facilities as permit all Members participating in the meeting to hear each other simultaneously and such participation shall constitute a presence at a meeting of the Members as if those participating were present in person.

Resolution in writing

10.27 A resolution in writing signed by all Members, excluding Members who have been given leave of absence, is to be treated as a determination of the Members passed at a meeting of the Members duly convened and held.

Form of resolution in writing

10.28 A resolution in writing may consist of several documents in like form, each signed by all the Members (for corporate entities by their authorised representative) and if so signed it takes effect on the latest date on which a Member signs one of the documents.

10.29 In relation to a resolution in writing, a document generated by electronic means which purports to be a resolution of Members is to be treated as a resolution in writing if it also bears signatures in electronic format.

11 Proceedings of the Board

Convening of Board meetings

11.1 Any of the following persons may convene a meeting of the Board at any time:

 11.1.1 The Chair.

 11.1.2 Any two Directors.

Notice of Board meetings

11.2 Notice of each meeting of the Board must be given to each Director at least seven (7) business days before the meeting.

11.3 Despite that requirement, the Board may waive in writing the required period of notice for a particular meeting and it is not necessary to give a notice of a meeting of the Board to a Director who has been given leave of absence.

Mode of meeting for the Board

11.4 The Board meetings shall be held at such time and place or manner as the Board determines and may be conducted with participation by Directors in person or means of conference call or other communication facilities as permit all Directors participating in the meeting to hear each other simultaneously and such participation shall constitute a presence at a meeting of the Board as if those participating were present in person.

12 Appointment of the Board of Directors

12.1 The Board shall appoint Directors by way of a formal resolution that is duly passed at a properly constituted meeting of the Board. Such a resolution should be supported by a majority of the members of the Board.

12.2 The Directors shall be chosen from a list of persons nominated by the members at the last Annual General Meeting and those nominated by the Board of Directors.

12.3 The tenure of office for all elected officials shall be three (3) years and shall be renewable once upon re-appointment. An official who has served for an aggregate six (6) years period shall only be eligible for another election to the same or new position after a new set of officials have served for a minimum of three (3) years.

12.4 The appointment of Directors shall be staggered to ensure one (1) year period of continuity, where new Directors are appointed. Where relevant, the order of first Director in first Director out shall be observed.

12.5 Where necessary and subject to the provisions of this Constitution, the Board may remove a Director by way of a formal resolution that is duly passed at a properly constituted meeting of the Board. Such a resolution should be supported by a majority of the members of the Board.

13 Quorum at Board meetings

13.1 At a meeting of the Board, the number of Directors whose presence is necessary to constitute a quorum is three (3).

If the number of Directors is reduced below the number necessary for a quorum of the Board, the continuing Director or Directors may act only in any of the following circumstances:

13.1.1 In the case of emergency.

13.1.2 For the purpose of filling up vacancies.

Voting at Board meetings

13.2 Questions arising at a Board meeting must be decided by a majority of votes of Directors present and voting,

Participation where Directors interested

13.3 A Director must disclose any interest to the Board at a meeting in which the proposed contract is being taken under consideration. A Director who has a material personal interest in a matter that is being considered at a meeting of the Board must not do either of the following:

13.3.1 Be present while the matter is being considered at the meeting.

13.3.2 Vote in respect of that matter or that proposed resolution.

13.4 A Director may still execute on behalf of the Organization any document in respect of any contract or arrangement in which he or she is interested.

Validity of acts

13.5 All acts done by a meeting of the Board or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person or that they or any of them were disqualified or were not entitled to vote.

Minutes

13.6 The Board must cause minutes of all proceedings of meetings of the Board to be entered, within one month after the relevant meeting is held, in books kept for the purpose.

13.7 The Board must cause all minutes communicating changes in the organization or in any other way relevant to the Regulator to be so filed with the Regulator within 14 days from the date of the meeting.

13.8 The Board must cause all minutes, except resolutions in writing treated as determinations of the Board, to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

14 Directors' Remuneration

Payment for expenses

14.1 Directors may be paid all travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Board or otherwise in the execution of their duties as Directors.

Directors fees

14.2 Directors are not entitled to any remuneration by virtue only of their position as Directors.

Payment for services

14.3 A Director who, with the unanimous approval of the Board, other than the Director or Directors affected, is called upon to perform extra services or to make a special exertion or to undertake executive or other work for the Organization beyond or outside of the Director's ordinary duties or is engaged to provide any other service, may be paid a fee for those services, exertions or work. Such transactions must be reported in the annual report of the Organization as related party transactions.

14.4 The amount may be paid either by fixed sum or in such other manner as is determined by the Board.

15 No alternate Directors

No Director is entitled to appoint a person to act as an alternate Director for them.

16 Board Vacation of office

16.1 The office of Director becomes vacant if any of the following occurs:

- 16.1.1 If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- 16.1.2 If the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- 16.1.3 If the Director is absent without the consent of the Organization from the meetings of the Board held during a continuous period of six months.

- 16.1.4 If by notice in writing to the Organization, he resigns from office.
- 16.1.5 If he is removed from office by a resolution duly passed by the Board, after being granted an opportunity to be heard and being supplied with written reasons for removal.
- 16.1.6 If he has been appointed a Director by virtue of being the Chief Executive Officer of the Organization and no longer holds this post.

17 Indemnity and Insurance

Indemnity

- 17.1 Every Director and other officer of the Organization is indemnified by the Organization, to the fullest extent permitted by law, against a liability incurred by that person as an officer of the Organization, including legal costs and expenses incurred in defending an action.

17 Seals and execution of documents

Custody of Seal

- 17.2 If the Organization has one, the Board must provide for the safe custody of the Seal.

Execution of documents

- 17.3 The Organization may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by any of the following:
 - 17.3.1 By two Directors.
 - 17.3.2 By a Director and some other person appointed by the Board for the purpose.
- 17.4 The Organization may execute a document without the use of a seal if the document is signed by either of the following:
 - 17.4.1 By two Directors.
 - 17.4.2 By a Director and the Chief Executive Officer.
 - 17.4.3 By a Director or the Chief Executive Officer, provided that such Director or Chief Executive Officer is duly authorised to sign the document by the Board.

Amendments to this Constitution

17.5 Subject to the provisions of the Act and Regulation 21 of the Non-Governmental Organizations Co-ordination Regulations of 1992, the Organization may by Special Resolution passed at a General Meeting of the Members, and with the concurrence of the founder, 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 prohibition hereof against distribution of the income, property and assets of the Organization to the Members.

18 Surplus assets on winding up or dissolution of the Organization

Remaining property after winding up or dissolution to be distributed to like organization

18.1 Upon the winding up or dissolution of the Organization, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the subscribers or members or other officers, but will be given or transferred to another non-profit making institution or some other institution which then satisfies both of the following requirements:

- 18.1.1 It has objects similar to the objects of the Organization.
- 18.1.2 Its constituent documents prohibit the distribution of its income and property among its members or founders or Board Members or other officers, as envisioned above.

Provided that such non-profit making institution or institutions shall be determined by the subscribers and the members at or before the time of 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 object.

19 Audit and records

Audit

- 19.1 A registered auditor must be appointed by a resolution of the Board. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with this Constitution.
- 19.2 A Member of the Board or other Officer of the Organization shall not be capable of being appointed Auditor of the Organization.

- 19.3 The Board may fill any casual vacancy in the office of Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act.
- 19.4 The remuneration of the Auditors of the Organization shall be fixed by the Board.
- 19.5 Every Auditor of the Organization shall have a right to see all vouchers of the Organization and shall be entitled to access at all times to the books and accounts and require from the Board and other Officers of the Organization such information and explanations as may be necessary for the performance of the duties of an Auditor.
- 19.6 The Auditor shall make a report to the Board of the accounts examined by them and on every balance sheet of the Organization during their tenure of office, and the report shall state:
 - 19.6.1 Whether or not they have obtained all the information and explanations they have required; and
 - 19.6.2 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 according to the best of their information and the explanation given to them, and as shown by the books of the Organization.

- 19.7 The balance sheet shall be signed on behalf of the Board by the Board Chairperson and two (2) of the members of the Board, and the Auditor's report shall be attached to the balance sheet, or there shall be inserted at the foot of the balance sheet a reference to the report, and the report shall be kept for record purposes.

20 Inspection of Books of Account

- 20.1 The books of account and all documents relating thereto shall be available for inspection at the Office by any member of the Board or the Founder.

21 Notices

Method of giving notices

- 21.1 In addition to the method for giving notices permitted by statute, a notice by the Organization in connection with this Constitution may be given to the addressee by any of the following means:
 - 21.1.1 By delivering it to a physical address of the addressee.

- 21.1.2 By sending it by e-mail to the e-mail address of the addressee.
- 21.1.3 By sending it by prepaid ordinary post (airmail if outside Kenya) to a street or postal address of the addressee.

Address for giving notices to the Organization

- 21.2 The physical address of the Organization is the Office.
- 21.3 The facsimile number or e-mail address of the Organization is the number or address which the Organization may specify by written notice as the facsimile number or e-mail address to which notices may be sent to the Organization.
- 21.4 The postal address of the Organization is the number which the Organization may specify by written notice as the postal number to which notices may be sent to the Organization.

Time notices are given

- 21.5 A notice given in accordance with this Constitution is to be taken as given, served and received at the following times:
 - 21.5.1 If delivered in writing to the physical address of the addressee, at the time of delivery.
 - 21.5.2 If it is sent by post to the street or postal address of the addressee, on the 3rd (6th if outside Kenya) business day after posting.
 - 21.5.3 If sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

22 Exercise of powers

- 22.1 Except as specifically contemplated to the contrary in this Constitution, the Organization may, in any manner permitted by the Act, exercise any power, take any action or engage in any conduct or procedure which is permitted under the Act.

23 Financial Year

The financial year of the Organisation shall begin on the first day of January and end on the last day of December of every year.

Amendments to this Constitution

23.1 Subject to the provisions of the Act and Regulation 21 of the Non-Governmental Organizations Co-ordination Regulations of 1992, the Organization may by Special Resolution passed at a General Meeting of the Members, and with the concurrence of the founder, 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 prohibition hereof against distribution of the income, property and assets of the Organization to the Members.

24 Dissolution or Winding Up

24.1 The Organization shall not be dissolved or wound up except by a Special Resolution passed at a General Meeting of the Members, and with the concurrence of the founder. The quorum at the meeting shall be fifty (50) percent of all Members of the Organization. If no quorum is obtained, the proposal to dissolve or wind up the Organization shall be submitted to a further General Meeting which shall be held one month later. Notice of this meeting shall be given to all Members of the Organization at least fourteen (14) days before the date of the meeting. The quorum for this second meeting shall be the number of Members present provided however that no dissolution or winding up shall be effected without the prior consent in writing of the Non-Governmental Organizations Co-ordination Board obtained upon application to the Executive Director for the time being of the NGO Board and signed by three (3) Officers of the Organization.

24.2 **Upon dissolution of the Organisation, its remaining assets shall be distributed to another Organisation with similar objectives.**

WE, the several persons whose names and addresses are subscribed hereby adopt this Constitution as the Constitution of the Organization.

Names, Postal Addresses, position held and Occupations of Subscribers	Signatures of Subscribers

George Odera Outa Chairperson	
Stephine Odhiambo Ongutu Secretary	
Selline Korir Treasurer	

Names, Postal Addresses, positions held and Occupations of Officers	Signatures of Officers
John Coonrod Board Member	
Lillian Ngala Board Member	

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