

AFRICAN MEDIA INITIATIVE

AMI

CONSTITUTION

-MARCH 2010-

AFRICAN MEDIA INITIATIVE (AMI)

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NAME: AFRICAN MEDIA INITIATIVE

1 Part I- NAME

1.0 Article I – Name

The name of the organisation is African Media Initiative, (*herein-after “the Organisation”*).

2 PART II-OBJECTIVES

2.0 Article II- Main Objectives

The main object of the Organisation is:

To foster a vibrant, sustainable, independent media that supports Africa’s progress towards an information society and to promote the development of pluralistic media as a key information and accountability mechanism for democratic development in Africa;

2.1 Article III- Specific objectives

Within the framework of the foregoing, the Organisation, in cooperation with its Affiliated Organisations, shall have the following principal objects:

- (a) Fostering thought leadership and information among the media community and the critical issues facing it, and for the production of high quality research and information essential in strengthening any sector.
- (b) Building leadership, management and professional capacity to enhance the quality, ethics and overall professionalism of media in Africa, with a specific focus on gaps in management, commercial and technical skills;
- (c) Promoting technological adaptability by focusing on access to technological tools and skills among community based media groupings , and fostering innovative uses of mobile phones, fibre-optic connections and other information technologies in the public interest;
- (d) Support the improvement of the legal and policy environment for independent media, including needed reforms of press laws and broader freedom of expression and access to information policies;
- (e) To raise, mobilize and disburse funds and other resources for the promotion of the objects of the Organisation;
- (f) To design, organize and conduct suitable training and educational programs, courses, seminars, study groups, workshops and other activities for individuals and groups;

- (g) To purchase, take on lease, or otherwise acquire any moveable or immovable property in Kenya or elsewhere for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, including any buildings, real estate, land interests or things whatsoever;
- (h) To sell, improve, manage, develop, lease, mortgage, charge, exchange dispose of, turn to account, or otherwise deal with all or any part of the property, rights or assets of the Organisation;
- (i) To enter into any arrangement with any international bodies, governments or authorities supreme, municipal, local or otherwise that may seem conducive to the Organisation's objects or any of them, and to obtain from such body, government or authority any contracts, rights, privileges or concessions which the Organisation may think desirable to obtain, and to carry out, exercise and comply with any such arrangements, contracts, rights, privileges and concessions;
- (j) 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 Organisation in the form of donations, annual subscription or otherwise;
- (k) To apply to any governments or authority, public bodies, corporations, companies or persons for and to accept grants or gifts of money and of any moveable or immovable property, donations, gifts, subscriptions and other assistance with a view to promoting the objects of the Organisation and, in taking of any gift or property to take the same subject to any special trust which may be prescribed by the donor thereof;
- (l) To establish an endowment fund to receive grants, donations, gifts and other assistance in any form whatsoever from Kenya or from any other source for any one or more of the objects of the Organisation and to establish non-profit-making foundations in any country or countries for the purpose of receiving donations from private and corporate persons and for channelling the same to the Organisation's development operations;
- (m) To promote or assist in the promotion of any organisation or company or other body having objects similar to those of the Organisation;
- (n) To draw, execute or otherwise deal with negotiable or transferable instruments;
- (o) To lend and advance money or give credit to employees of the Organisation where necessary, for the purposes of carrying out their duties on behalf of the Organisation;
- (p) To invest the money of the Organisation not immediately required in any one or more of the modes of investment of trust moneys or in such other manner as the Board of the Organisation may from time to time determine;
- (q) To act as trustees, under any trust incidental to the principal objects of the Organisation and to receive, hold, administer and expend funds and property whether or not subject to such trusts;
- (r) To create such trusts, foundations and subsidiaries, as the Organisation shall deem necessary for its purposes and objects and to appoint its or their Directors and officers as the case may be;

- (s) To borrow or raise any money on such terms and on such security, if any, as may be thought fit;
- (t) To employ experts, advisors, coordinators, administrators, and others for the objects above;
- (u) To purchase, take on lease, or by any other means acquire any land, property or premises;
- (v) To do all such other things and carry out such Organisation's purposes as are incidental or conducive to the attainment of any of its objects;
- (w) To open, operate and maintain a bank account or accounts in Kenya or any other part of the world in such manner as the Board of the Organisation may determine from time to time.

3 PART III MEMBERSHIP AND GOVERNANCE

3.1 Article IV - Membership

The Members of the Organisation shall be the subscribers to this constitution and such other persons or organisations as the Board of Directors of the Organisation may from time to time admit to membership. Any persons wishing to join the Organisation shall submit a written application to the Board of the Organisation; including a recommendation from at least two (2) Board members. The decision to admit an applicant as a member shall be entirely at the discretion of two-thirds (2/3) vote by the Board members. The membership of the Organisation shall not be less than four (4) persons at any one time, provided that a member shall cease to be a member if:

- a) He gives one (1) month's notice in writing to the Board of his intention to resign from membership. Upon the expiry of such notice he/she shall cease to be a member but his liability to contribute to the funds of the Organisation in the event of it being wound up or dissolved shall continue for one (1) year from the expiry of such notice.
- b) If he is removed from membership by the vote of not less than two-thirds of the members of the Organisation at an Extraordinary General Meeting of the Organisation specially convened and at which he has been given a reasonable opportunity of attending and being heard.

3.2 Article V -Number of Board Members

Until otherwise varied by a special resolution passed at a General Meeting, the Board shall consist of honorary posts of Chairperson, Deputy Chairperson, Secretary, and Treasurer. The minimum number of Board members at any time shall be four (4) and the maximum shall be eleven (11); provided that the Chief Executive Officer may serve as the Secretary, and even where the Chief Executive Officer shall not be the Secretary, he shall be a member of the Board ex-officio. The Board shall be the policy -making organ of the Organisation. It shall also approve the programmes of the Organisation, which shall then be implemented by the

Secretariat. The Board shall also coordinate the fundraising activities; and act as goodwill ambassadors of the Organisation

3.3 Article VI - The Management Structure

1. 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.
2. The Chief Executive Officer shall be an ex-officio member of and may be Secretary to the Board.

3.4 Article VII - First Appointment of the Board

The first members of the Board shall be appointed in writing by the subscribers to this constitution and shall include four persons who shall act respectively as the Chairperson, Deputy Chairperson, Secretary and Treasurer of the Organisation, until the conclusion of the third annual General Meeting.

Provided that a member of the Board be a member of the Organisation.

3.5 Article VIII - Other Appointments of the Board

The Board may from time to time and at any time appoint any member of the Organisation, in case of a vacancy, or by way of addition to the Board, provided that the prescribed maximum is not thereby exceeded.

Provided 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 concerning the Board meeting.

3.6 Article IX - Alternates

1. 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 be present. Such appointee shall be entitled to exercise all the rights and powers of a member of the Board and where he is a member of the Board, shall have a separate vote on behalf of the appointer in addition to his own vote.
2. A member of the Board may, at any time, revoke the appointment of an alternate appointed by him. 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 effected by notice in writing under the hand of the appointer served on the Organisation and such alternate.

3.7 Article X - Office Bearers

1. Office bearers shall be elected at every third Annual General Meeting (AGM) of the organization's from amongst the members and shall make up the Board of Directors.
2. All office bearers shall have attained the age of majority.
3. The office bearers of the Organisation shall be: -
 - (a) The Chairperson;
 - (b) Deputy Chairperson;
 - (c) The Treasurer; and
 - (d) The Secretary.
4. The above officials shall hold office for a period of three (3) years, when they shall retire but shall be eligible for re-election. A member who has served two terms shall not be eligible for re-election until a lapse of five years. If there is a vacancy in any of the above offices at any one time, the directors shall elect one (1) of their number to hold office until the next Annual General meeting when a new officer shall be elected.

3.8 Article XI - Duties of the Office Bearers and Officials

1. **THE CHAIRPERSON** shall chair all the meetings of the Board and all General Meetings. He shall provide general policy guidelines related to the affairs of the Organisation as expressly provided in this constitution.
2. **DEPUTY CHAIRPERSON** shall act on behalf of the Chairperson in the event that the Chairperson is away. In the event that the Chairperson resigns, dies or is otherwise removed from office the Deputy chair shall hold office until the next Annual General Meeting.
3. **THE SECRETARY** shall be responsible for convening General Meetings and the Board of Directors meetings and in this respect shall:
 - a) Do all such acts as may be necessary for the efficient running of the Organisation;
 - b) Keep a full, complete, and up-to-date record of the Organisation's affairs;
 - c) Keep minutes of the meetings of the Board of Directors and of the General meetings;
 - d) Carry out all correspondence and publicity on behalf of the Organisation;
 - e) Arrange for the meetings of the Organisation on instructions of the Board of Directors, or, in special circumstances, on the instructions of the General Meetings.
 - f) Do all such acts as necessary for the efficient and effective running of the Organisation's affairs.
4. **THE TREASURER** shall in general ensure that proper accounting procedures are adhered to and shall:
 - a) Keep on a proper accounting basis all the financial records of the Organisation.
 - b) Open a bank account on the advice of the Board and ensure that all drawings from the account are countersigned either by the Chief Executive Officer or his deputy.
 - c) Provide reports on the financial statement of the Organisation and audited accounts to the Annual General Meeting.

3.9 Article XII - Removal of Board Members Other than the Officials

The Board may by resolution remove any member of the Board from office, but if such a member shall be aggrieved at his removal he may appeal to the Special General Meeting to be called for this purpose. In the meantime, he shall cease to act as a member of the Board and to hold any other office of the Organisation, and members for the time being of the Board may act notwithstanding any vacancy in their Board; provided always that minimum number prescribed by this constitution is retained, That number shall be quorum for the purpose of filling up vacancies in their Board and of summoning a General Meeting, but not for any other purpose. Provided also that the Board may co-opt any person to advise the Board in any capacity which the Board shall think fit.

4 PART IV MEETINGS AND QUORUMS

4.1 Article XIII - Proceedings of the Board

The Board may meet for dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. The quorum necessary for the transaction 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 Chairperson shall have a casting or second vote.

4.2 Article XIV - Calling Of Meetings

(1) Normal Meetings

All normal meetings of the Board shall be summoned by the Secretary, acting in consultation with the Chairperson, by giving at least 15 days notice accompanied by the proposed agenda.

(2) Requisitioned meetings

A member of the Board may request for a meeting, and on the request of at least two members of the Board, the Secretary shall at any time summon a meeting of the Board by at least twenty-one days of notice served upon the several members of the Board, with an indication of the proposed agenda.

4.3 Article XV – Formation of Committees

5. The Board may delegate any of their powers to committees consisting of such members of the Board 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 provisions of this constitution for the time being regulating the meetings shall govern the meetings and proceedings of any such committees and proceedings of the Board so far as the same shall not be superseded by any rules made by the Board.
6. All acts bona-fide done by any meeting of the Board or of any Committee of the Board or any person acting as a member of the Board, shall, notwithstanding that it be afterwards discovered that there was some 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.

7. A resolution in writing signed by not less than two-thirds (2/3) of the members for the time being of the Board or of any Committee of the Board who are duly entitled to receive notice of a meeting of the Board or such committees shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

4.4 Article XVI - Disqualification of Members of the Board

The office of a Board Member shall be vacated if: -

- (a) A receiving order is made against him or he makes an arrangement or composition with his creditors;
- (b) He becomes of unsound mind;
- (c) He fails to attend the meetings of the Board for a period of six months, except by special leave of the Board;
- (d) By notice in writing to the Organisation he resigns his office;
- (e) He is removed from office by a resolution duly passed under this constitution;
- (f) He is removed from membership of the Organisation pursuant to a resolution of the Organisation.

4.5 Article XVII - General Meetings

The Organisation 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 meetings as such in the notice calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Organisation and that of the next. The Annual General Meeting shall be held at such time and place, as the Board shall appoint.

Annual General Meeting shall be called Ordinary General Meeting and all other General Meetings shall be called Extra-Ordinary General Meetings.

4.6 Article XVIII - Manner of Convening Extra-Ordinary General Meetings

The Board may, whenever it thinks fit, convene an Extraordinary General Meeting.

The Board shall also, on the requisition of not less than one-third of the members of the Organisation, proceed to convene an Extraordinary General Meeting.

Provided always the requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office.

4.7 Article XIX - Notice of General Meetings

Twenty-one (21) days' notice at least (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 and the hour of the meeting of the Organisation, shall notwithstanding that it is called by shorter notice than that specified in the constitution, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote.

Provided that the accidental omission to give notice to or the non-receipt of notice of a meeting by any person entitled to receive such notice shall not invalidate the proceedings of that meeting.

4.8 Article XX - 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 Meeting with the exception of the consideration of the accounts and balance sheets, the reports of the Board and Auditors, the appointment of Auditors and the fixing of the remuneration of Auditors. Provided that no business shall be transacted at any General Meeting unless a two thirds quorum of members is present in person or by or proxy at the time when the meeting proceeds to business.
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 same time and place, and if at 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 Chairperson, or in his absence the Deputy Chairperson of the Board, if present shall preside at every General Meeting. If there is no such Chairperson or Deputy Chairperson, 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 number to be Chairperson of any meeting.
4. The Chairperson 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 adjournment meeting other than the business left unfinished. When such adjournment extends to more than 30 days since the original scheduled date of the meeting, notice of the adjournment meeting shall be given as in the case of an original meeting.

4.9 Article XXI - Voting At General Meeting

1. Every member shall have one vote, provided that when any matter affecting a member personally comes before the meeting, although he may be present at it, shall not be entitled to vote on the question and the Chairperson may require him/her to withdraw during the discussion, and he shall in that case withdraw accordingly.
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 authorised in writing, or if an appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Organisation 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, if any, or a notarized certified copy of that power or authority shall be deposited at the office or at such other place convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for taking the poll, and in default the instrument of the proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry 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 Chairperson that a resolution has on a show of hands been carried shall be conclusive evidence of fact without proof of the number or 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 Chairperson, or on the question of adjournment, shall be taken forthwith. A poll demanded on any other questions should be taken at such time as the Chairperson of the meeting directs and any business other than upon which a poll has been demanded may be continued 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 Chairperson 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.

4.10 Article XXII - Corporations or Associations Acting By Representatives at Meetings

Any corporation or association which is a member may, by resolution of its Director or other governing body or by notification in writing under the hand of some officer of such corporation as may be duly authorised in that behalf, authorise such person as it thinks fit to act as its representative at any meeting of the Organisation, and the persons so authorised shall be entitled to exercise the same power as that corporation or association could exercise if it were an individual member of the Organisation. However, this will be subject to the approval of the Board of the Organisation.

5 PART V - FUNDS AND RESOURCE UTILIZATION

5.1 Article XXIII - Application of Funds and Assets

The funds and assets of the Organisation shall be applied solely, towards the promotion of the objects of the Organisation as set forth in this constitution. provided that, nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration of any officer or servant of the Organisation or any member of the Organisation, in return for any services actually rendered to the Organisation or prevent the payment of interest at a rate not exceeding current bank rates or money lent or reasonable and proper rent for premises demised or let by any member of the Organisation.

Provided that no non-executive member of the Board of the Organisation shall be appointed to any salaried office of the Organisation or any office of the Organisation paid by fees, and

that no remuneration or other benefit in money or money's worth shall be given by the Organisation to any such Board Member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Organization.

5.2 Article XXXIV - 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 Organisation shall disclose the nature of his interest at a meeting of the Board at which the question of entering into the contract is taken into consideration. A member of the Board 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.

5.3 Article XXV - Disposal of Residual Assets on Winding Up or Dissolution

If upon the winding up or dissolution of the Organisation there remains 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 Organisation, but shall be given or transferred to some other institution(s) having objects similar to the objects of the Organisation, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Organisation.

Provided that such institution(s) is or are to be determined by the members of the Organisation 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 objects.

5.4 Article XXVI - Indemnity of Board Members

Every member of the Board and other officers or servants of the Organisation shall be indemnified against (and it shall be the duty of the Board, out of funds of the Organisation 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 travelling expenses, and the Board may give to an officer or employee of the Organisation who has incurred or may be about to incur any liability at the request or for the benefit of the Board, such security by way of indemnity as it may think proper.

5.5 Article XXVII - Members' Contribution to Assets on winding up

Every member of the Organisation undertakes to contribute to the assets of the Organisation in the event of it 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 Organisation 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 contributors amongst themselves, such sum as may be required not exceeding the sum of Kenya shillings one thousand (KES 1,000) each.

5.6 Article XXVIII - Accounts

1. It shall be the work of the Treasurer to cause the accounts to be kept and in particular as regards: -
 - (a) The sums of money received and expended by the Organisation and the matters in respect of which such receipts and expenditure takes place.
 - (b) The assets and liabilities of the Organisation.
2. The books of accounts shall be kept at the office or at such other place or places as the Board thinks fit. This shall always remain open to the inspection of the members of the Board during business hours.
3. At the Annual General Meeting in every year, the Treasurer shall lay before the members present a proper income and expenditure account for the period since the last preceding account up to a date more than nine (9) months before such meeting.
4. A proper Balance Sheet as at 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 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.

5.7 Article XXIX - Auditors

1. The Organisation shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next Annual General Meeting, Provided that a member of the Board or other officer of the Organisation shall not qualify to be appointed Auditor of the Organisation.
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 or Auditors, if any, may act.
3. The remuneration of the Auditors of the Organisation 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. Every Auditor of the Organisation shall have a right to see all relevant vouchers and shall be entitled to access at all times to the books and accounts he requires from the Organisation.
5. The Auditors shall make a report to the members of the accounts examined by them and on every Balance Sheet laid before the Organisation at 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 Organisation.

5.8 Article XXX - Inspection of Books of Accounts and List of Board Members

The books of accounts and all documents relating thereto and list of members of the Organisation shall be available for inspection by any member of the Organisation on giving not less than seven days (7) notice in writing to the Organisation, 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 XXXI - 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 or at such other time as the Board may from time to time determine.

6 PART VI THE SEAL

6.1 Article XXXII - The Seal

The Organisation shall have a Common Seal which shall take the form of an embossed metal die and on which shall be engraved its name in legible roman letters. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and every instrument to which the Seal shall be affixed shall be signed by a member of the Board and shall be counter signed by the Secretary or by a second member of the Board or by some other person appointed by the Board for that purpose.

7 PART VII AMENDMENTS TO THE CONSTITUTION

7.1 Article XXXIII - Amendments

Subject to the provisions of Regulation 21(1) of the NGOs Regulations, the Organisation may by Special Resolution change the name of the Organisation, and this Constitution 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 Organisation to the members.

8 PART VIII DISSOLUTION AND DISPOSAL OF PROPERTY

8.1 Article XXXIV -Dissolution

1. The Organisation shall not be dissolved or wound up except by a resolution passed at a general meeting of the members by a vote of two-thirds of the members present. The quorum at the meeting shall be fifty per cent of all the members of the Organisation.
2. If no quorum is obtained, the proposal to dissolve or wind up the Organisation 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 Organisation at least fourteen (14) days before the date of the meeting and the quorum shall be the members present.

3. The Organisation shall not be dissolved without prior consent in writing from the Non-Governmental Organisations Co-ordination Board and signed by three of the officials of the Organisation.
4. Upon dissolution of the Organisation, its remaining assets shall be distributed to another Organisation with similar objectives.

9 PART IX – ARBITRATION

9.1 Articles XXXV - Arbitration

Save where by this Constitution the decision of the Board is made final, if at any time hereafter any dispute difference or question shall arise between the Members, the Board, or other persons or their personal representatives or any of them respectively touching the construction meaning or effect of this Constitution or any cause or thing herein contained or the rights or liabilities of the said parties respectively or any of them under this Constitution or otherwise howsoever in relation to the Constitution, then every such dispute or question shall be referred to arbitration by a single arbitrator appointed by agreement between the parties and in default of such agreement by the Chairman for the time being of the Chartered Institute of Arbitrators (Kenya Branch) in accordance with and subject to the provisions of the Arbitration Act (Chapter 49) of the Laws of Kenya or any statutory modification or re-enactment thereof for the time being in force.

Signed; onMarch 2010

Chairperson:

Name.....

Sign

Date.....

Secretary:

Name.....

Sign

Date.....

Treasurer:

Name.....

Sign

Date.....