

# CONSTITUTION AND RULES



**African PRIDE Centre**

Innovations for Resilient Communities

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PO Box 28097 – 00200 Nairobi, Kenya

## CONSTITUTION AND RULES

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### 1. Name

The name of this Community Based Organization shall be **African PRIDE Centre (APC)** (in this constitution referred to as ‘the Society’).

### 2. Objects

The objects of **African PRIDE Centre (APC)** shall be non-political and will include the following:

- (a) Promoting secure and sustainable livelihoods for children, young people, women and men in **Kenya and beyond** through appropriate education, vocational skills training, micro-enterprise, and entrepreneurship development;
- (b) Promoting programmes aimed at walking alongside African communities in:
  - i. Learning and appreciating each others vocations and values,
  - ii. Personal development,
  - iii. Combating poverty, ignorance, disease, and environmental degradation,
  - iv. Combating child mortality,
  - v. Promoting maternal health,
  - vi. Eradicating HIV and AIDS, Tuberculosis, and Malaria and, their impacts, and
  - vii. Listening to the voices of the marginalized and acting on their felt concerns.
- (c) Inspiring research in African communities’ Knowledge, Attitudes, Practices and Education (KAPE) aimed at fostering appropriate transformations;
- (d) Promoting sustainable use of the environment and other resources; and
- (e) To establish branches as will be deemed appropriate.

### 3. Membership

- (a) Any registered person, including learning institutions, self-help groups, welfare groups, clubs, companies, and persons (over the age of eighteen years) shall be eligible for membership of the Society and, shall, subject to the approval of the committee, become a member on payment of a non-refundable entrance fee of **two thousand shillings only**.
- (b) Every member shall pay a monthly subscription of not less than **one thousand shillings** not later than the 10<sup>th</sup> day of July every year.
- (c) Any member desiring to resign from the Society shall submit a resignation letter to the Secretary or his/her appointed representative, which shall take effect from the date of receipt by the secretary or his/her appointed representative of such notice.
- (d) Any member may be expelled from membership if the committee so recommends and if a general meeting of the Society shall resolve by a two-thirds majority of the members present that such a member should be expelled on the grounds that his/her conduct has adversely affected the reputation or dignity of the Society, or that he/she has contravened any of the provisions of the constitution of the Society. The committee shall have power to suspend a

member from his/her membership until the next general meeting of the society following such suspension but notwithstanding such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which his expulsion is to be considered.

- (e) Any member who is late in remitting his/her monthly contribution shall in addition to paying their outstanding subscription pay a penalty of **50% of the amount due** or an amount that shall be decided upon by the committee.
- (f) Any member who falls into arrears with his monthly subscription for more than three years shall automatically cease to be a member of the Society and his/her name shall be struck off the register of members. The committee may, however, at its discretion, reinstate such member on payment of the total amount of subscription outstanding and the accruing interest.

#### **4. Office Bearers**

- (a) The Office Bearers of the Society shall be:
  - i. The Chair;
  - ii. The Vice-Chair;
  - iii. The Secretary;
  - iv. The Organizing Secretary; and
  - v. The Treasurer
- (b) All of whom shall be delegates to the conference of paid-up members of the Society, and shall be elected at the Special General Meeting to be held after every five years (see also rule 6 (c) below).
- (c) All office bearers shall hold office from the date of the election until the succeeding Special General Meeting, subject to the conditions contained in subparagraphs (d) and (e) of this rule but shall be eligible for re-election.
- (d) Any office bearer who ceases to be a member of the Society shall automatically cease to be an office bearer thereof.
- (e) Office bearers may be removed from office in the same way as is laid down for the expulsion of members in rule 3 (d) and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

#### **5. Duties of Office Bearers**

- (a) The Chair shall, unless prevented by illness or other sufficient cause, preside over all meetings of the committee and at all general meetings.
- (b) The Vice-Chair shall perform all duties of the chair in his/her absence.
- (c) The Secretary shall deal with all correspondence in the society under the general supervision of the committee. In cases of urgent matters where the committee cannot be consulted, s/he shall consult the chair or if he/she is not available, the Vice-chair. S/he shall issue notices convening all meetings of the committee and all general meetings of the society and shall be responsible for keeping minutes of all such meetings and for preservation of all records of proceedings of the Society and of the committee.
- (d) The Organizing Secretary shall help the Secretary to perform organization duties and such other duties as shall be assigned to him by the Secretary or the committee, whether the Secretary is present or not.

- (e) The Treasurer shall receive and oversee the disbursement, under the directions of the committee, all the monies belonging to the society and shall issue receipts for all monies received by him/her and preserve vouchers for all money paid by him/her. The Treasurer is responsible to the committee and to the members that proper books of accounts of money received and paid by the society are written up, preserved and available for inspection.

#### **6. The Committee**

- (a) The Committee shall consist of all the office bearers of the Society and up to three other members elected at the Annual General Meeting to be held each year, based on the expertise required by the committee; such committee members shall hold office until the following Annual General Meeting. The committee shall meet at such time and places as it shall resolve, but shall meet not less than twice every year.
- (b) Any casual vacancies for members of the committee caused by death or resignation shall be filled by the committee until the next Annual General Meeting of the Society. Vacancies caused by members of the committee removal from office will be dealt with as shown in rule 4 (d).

#### **7. Duties of the Committee**

- (a) The committee shall be responsible for management of the Society and for that purpose may give directions to the office bearers as to the manner in which, within the law, they shall perform their duties. The committee shall have power to appoint such sub-committees and staff as it may deem desirable to advance the purpose of the Society. Such sub-committees and staff shall make appropriate reports as shall be directed by the committee.
- (b) All monies disbursed on behalf of the Society shall be authorised by the committee except as specified in rule 12 (d).
- (c) The quorum for meetings of the committee shall be not less than one-half of members.

#### **8. General Meetings**

- (a) There shall be two classes of general meetings – *Annual General Meetings* and *Special General Meetings*
- (b) (i) The Annual General Meetings shall be held not later than 30<sup>th</sup> June in each year. Notice in writing of such Annual General Meetings, accompanied by the annual statement of accounts (see rule 11 (b)) and the agenda for the meeting shall be sent to all members not less than 21 days before the day of the meeting and, where applicable, by press advertisement not later than 14 days before the date of the meeting.
- (ii) The agenda for any Annual General Meeting shall consist of the following:
  1. Confirmation of the minutes of the previous Annual General Meeting;
  2. Consideration of accounts;
  3. Confirmation or revoking members of the committee filled by the committee upon casual vacancies in line with rule 6 (b);
  4. Appointment of auditors in accordance with rule 11 (a);

5. Such other matters as the committee may decide or as to which notice shall have been given in writing by a member or members to the secretary at least four weeks before the date of the meeting; and
  6. Any other business with the approval of the Chair.
- (iii) The Special General Meetings shall be held not later than 30<sup>th</sup> June of the fifth year from the previously conducted Special General Meeting. Notice in writing of such Special General Meetings, accompanied by the annual statement of accounts (see rule 11 (b)) and the agenda for the meeting shall be sent to all members not less than 21 days before the day of the meeting and, where applicable, by press advertisement not later than 14 days before the date of the meeting.
- (iv) The agenda for any Special General Meeting shall consist of the following:
1. Confirmation of the minutes of the previous Annual General Meeting;
  2. Consideration of accounts;
  3. Confirm or revoke members of the committee filled by the committee upon casual vacancies in line with rule 6 (b);
  4. Election of office bearers and the committee members (and trustees where necessary in accordance with rule 10 (c));
  5. Appointment of auditors in accordance with rule 11 (a);
  6. Such other matters as the committee may decide or as to which notice shall have been given in writing by a member or members to the secretary at least four weeks before the date of the meeting; and
  7. Any other business with the approval of the Chair.

## **9. Procedure at meetings**

- (a) At all meetings of the Society, the Chair, or in his/her absence, the Vice-Chair, or in the absence of both these officers, a member selected by the meeting shall take the chair;
- (b) The Chair may at his/her discretion limit the number of persons permitted to speak in favour of or against any motion; and
- (c) Resolutions shall be decided by simple voting by show of hands. In the case of equality of votes, the Chair shall have a second or casting vote.

## **10. Trustees**

- (a) All land, building and other immovable property and all investments and securities which shall be acquired by the Society shall be vested in the names of not less than three trustees who shall be members of the Society, and shall be appointed at a Special General Meeting for a period of five years, or as shall be decided upon by the committee. On retirement, such trustees shall be eligible for re-election. Any general meeting shall have the power to remove any of the trustees, and all vacancies occurring by removal, resignation or death, shall be filled at the same or next general meeting.
- (b) The trustees shall pay all income received from property vested in the trustees to the Treasurer. Any expenditure in respect of such property, which in the opinion of the trustees is necessary or desirable, shall be reported by the trustees to the committee for authorization expenditure of such monies as it thinks fit.

## **11. Auditor**

- (a) The Annual General Meeting shall appoint an auditor for the following year. All the Society's accounts, records and documents shall be open to the inspection of the auditor at any time. The Treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities made up to date, which shall not be less than six weeks and not more than three months before the date of the Annual General Meeting. The auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the Society in what respect they are found to be incorrect, unvouched or not in accordance with the law.
- (b) A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice convening the annual general meeting is sent out. An auditor may be paid such honorarium for his/her duties as may be resolved by the Annual General Meeting appointing him.
- (c) No auditor shall be an office bearer or a member of the committee of the Society.

## **12. Funds**

- (a) It should be clearly noted that this Society is not a 'pyramid scheme' and prohibits the practice and activities relating to distribution of funds amongst members.
- (b) The funds of the Society may only be used for the furtherance of the Society's objectives set out in rule 2. The committee will monitor to ensure that such use of funds do not promote political activities or criminal activities like violent extremism.
- (c) All monies and funds shall be received by and paid to the Treasurer and shall be deposited by him/her in the name of the Society in the banks approved by the committee.
- (d) No payments shall be made out of the bank account without a resolution of the committee authorizing such payment and, the Treasurer and two other office bearers of the Society who shall be appointed the committee shall sign all cheques on such bank accounts.
- (e) The committee will decide upon a sum that may be kept by the Treasurer for petty cash of which proper account shall be kept.
- (f) The committee shall have power to suspend, or take appropriate legal action against, any officer of the Society who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Society and, shall have power to appoint another person in his/her place. Such suspension shall be reported to the immediate general meeting from the date of such suspension and, the general meeting shall have full power to decide what further action need to be taken in the matter.
- (g) The financial year of the society shall be from 1<sup>st</sup> January to 31 December.

## **13. Branches**

Branches of the Society may be formed with the approval of the committee and the Registrar of Societies and, they will adopt this constitution, with only the following exceptions:

- (i) The aims and objects will not include formation of branches;

- (j) Amendments to the constitution can only be made by the headquarters of the Society in accordance with the provisions of rule 14; and
- (k) The provisions of rule 15 shall apply to branches but, in addition, branches will not be dissolved without prior consultation with their headquarters.

**14. Amendment to the Constitution**

Amendments to this constitution must be approved by at least two-thirds majority of members at a general meeting of the Society that is considering them. They cannot, however be implemented without the prior consent, in writing, of the Registrar of Societies, obtained upon application to him made in writing and signed by three of the office bearers.

**15. Dissolution**

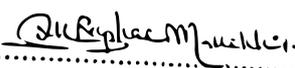
- (a) The Society shall not be dissolved except by a resolution passed at a general meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be as shown on rule 8 (e). If quorum is obtained, the proposal to dissolve the Society shall be submitted to a further general meeting, which shall be held one month later. Notice of this meeting shall be given to all members of the Society at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.
- (b) Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar of Societies, obtained upon application to him made in writing and signed by three of the office bearers.
- (c) When the Registrar of Societies has approved dissolution of the Society, no further action shall be taken by the committee or any office bearer of the Society in connection with the aims of the Society other than to get in and liquidate for cash assets of the Society to the extent that the cash is only for payment of debts and liabilities. Subject to the payment of all debts of the Society, the remaining assets of the Society thereof shall be transferred to another charitable organization pursuing a mission similar to that of the Society, or to the government, whichever will be agreed upon as resolved by the meeting at which the resolution for dissolution is passed.

**16. Inspection of Accounts**

Books of account and all documents relating thereto and list of members of the Society shall be available for inspection at the registered office of the Society by any officer or member of the Society on giving not less than seven days notice in writing to the Society.

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Joan Emonyangwa Unguku (Mrs.)  
Secretary/CEO

  
.....  
Raphael Venson Makokha Oluwa (Dr.)  
Chairman

  
.....  
Angela Nungari Wangui



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