

CONSTITUTION

OF

**THE NETWORK ON FOREST ENTERPRISES IN AFRICA
(NEFEA)**

**The Constitution of the Network on Forest Enterprises in Africa (NEFEA)
[Incorporates the Network for Natural Gums and Resins in Africa (NGARA)]**

1.0	PART I – NAME AND SCOPE	
1.1	Name	3
1.2	Scope	3
2.0	PART II – OBJECTIVES	
2.1	Main Objective	3
2.2	Specific Objectives	3
3.0	PART III – MEMBERSHIP & GOVERNANCE	
3.1	Membership	4
3.2	Number of Board Members	5
3.3	The Board	5
3.4	The Management Structure	5
3.5	First Appointment to the Board	6
3.6	Other Appointments to the Board	6
3.7	Alternates	6
3.8	Disqualification of Members of the Board	6
3.9	Duties of the Board.....	7
3.10	Office Bearers	7
3.11	Duties of Office Bearers and Officials	7
3.12	Removal of Board Members	8
4.0	PART IV – MEETINGS AND QUORUM	
4.1	Calling of Meetings of the Board	8
a)	Normal Meetings	8
b)	Requisitioned Meetings	9
4.2	Proceedings of Board Meetings	9
4.3	Formation of Committees	9
4.4	General Meetings	9
4.5	Manner of Convening Extraordinary General Meetings	10
4.6	Notice of General Meetings	10
4.7	Proceedings at General Meetings	10
4.8	Voting at General Meetings	11

4.9	Corporations or Associations Acting by Representatives at Meetings ..	11
5.0	PART V - THE SECRETARIAT AND REGIONAL OFFICES	
5.1	The Secretariat	11
5.2	Appointment of Secretariat Staff	11
5.3	Regional Offices	12
6.0	PART VI – FUND AND RESOURCE UTILIZATION	
6.1	Funds and Assets	12
6.2	Application of Funds and Assets	12
6.3	Disclosure of Interest in Contracts	12
6.4	Disposal of Assets	12
6.5	Indemnity of Board Members	13
6.6	Members Contribution to Assets on Winding Up	13
6.7	Accounts	13
6.8	Auditors	13
6.9	Inspection of Books of Accounts and List of Members	14
6.10	Financial Year	14
7.0	PART VII – AMENDMENT TO THE CONSTITUTION	
	Amendments	14
8.0	PART VIII – DISSOLUTION AND DISPOSAL OF PROPERTY	
8.1	Dissolution	14
8.2	Disposal of Assets Upon Dissolution or Winding Up	15

1.0 PART I – NAME AND SCOPE

1.1. Name

The name of the regional Network shall be "The Network on Forest Enterprises in Africa (NEFEA)" (hereinafter referred to as "Network")

1.2. Scope

The Network on Forest Enterprises in Africa (NEFEA) shall promote the sustainable development of forest enterprises in Africa for the improvement of green economy, rural livelihoods, and the environment in Africa. It shall enable people living in the areas of the network's operations to sustainably manage the various forest resources and commodities through which they may be able to support their livelihood and protect their environment.

2.0 PART II – OBJECTIVES

2.1 Main Objective

To promote the sustainable development of forest enterprises in Africa for improved green economy, rural livelihoods and the environment.

2.2 Specific Objectives

Pursuant to the foregoing main objective, the Network shall have the following specific objectives:

- (a) To enable people in the areas of the Network's operations to sustainably manage the various forest resources and commodities through which they may be able to support themselves;
- (b) To generate information in improved and sustainable production and marketing of forest enterprise resources to assist persons in member countries to earn a decent living;
- (c) To raise, mobilize and disburse funds and other resources for co-ordination of relevant research and development in key areas of the sector;
- (d) To facilitate access to technological development and training in selected forest enterprises;
- (e) To train and develop capacity of all stakeholders in member countries to sustainably produce and effectively process and market selected forest commodities;
- (f) To establish a fund to receive all grants, donations, gifts or any other assistance in any form whatsoever for any one or more of the objectives of the Network and to establish non-profit making foundations in Kenya and/or member countries of the Network's operations for the purpose of receiving donations from private and corporate persons and for channeling the same to the Network's development operations;
- (g) To establish or assist in the establishment of a resource centre (s) or other research centers and libraries, and to publish newsletters, brochures, periodicals, books and other publications as the Board of the Network may deem desirable for the promotion of the objectives of the Network;
- (h) To employ advisers, experts and other staff for all and any of the objectives of the Network and to train staff where necessary to be able to advance the objectives of the Network;

- (i) To acquire any moveable or immovable property and any buildings or things whatsoever and sell, dispose of, mortgage, lease or otherwise deal with all or any part of the property or rights of the Network;
- (j) To enter into any arrangement with any government(s) or authorities that may seem conducive to the Network's objectives or any of them, and to obtain from such government or authority any rights, privileges and concessions which the Network may think desirable to obtain;
- (k) To establish branches, regional offices and research centers in the areas as the Board may deem fit and with the purpose of promoting the objectives of the Network;
- (l) To draw, execute or otherwise deal with negotiable instruments or transferable instruments;
- (m) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Network or otherwise in the promotion of the Network's objectives;
- (n) To apply to any government(s) or authorities, public bodies, corporations, companies or persons for and to accept grants, gifts of money, moveable or immovable property, donations, gifts, subscriptions and other assistance with the view of achieving the objectives of the Network and in taking any gift or property to take and hold the same subject to any special trust which may be prescribed by the donor thereof;
- (o) To lend and advance money or give credit to any organizations or persons with or without taking security on such terms and for such purposes the Network's Board may deem fit to guarantee the performance of any contract or obligation and the payment of the money by any such organization or persons and generally to give guarantees;
- (p) To invest the money of the Network not immediately required in any one or more of the modes of investments of trust monies or in such a manner as the Network's Board may from time to time determine;
- (q) To promote or assist in the promotion of any organization or company or other body having objectives similar to those of the Network;
- (r) To do all such things incidental or conducive to the attainment of any of the above objectives.

3.0 PART III – MEMBERSHIP & GOVERNANCE

3.1 Membership

- (1) The subscribers of this constitution and such other persons or organizations as the Board of the Network may from time to time admit to membership, the membership being not less than NINE (9) persons, shall be members of the Network, provided that a member shall cease to be a member if:
 - (i) The member gives six (6) months' notice in writing to the Board of his intention to resign from membership. Upon the expiry of such notice s/he shall cease to be a member but her/his liability to contribute to the Network's funds in the event of its being wound up or dissolved shall continue for one (1) year from the expiry of such notice;
 - (ii) If the member is removed from membership by the vote of not less than two-thirds (2/3) of the members of the Network at an Extraordinary General Meeting of the Network specially convened and at which he has been given reasonable opportunity of attending and being heard;

- (iii) A member shall be liable for removal upon failure by such member to take part in three (3) consecutive General Meetings without an acceptable reason.
- (2) Application for membership shall be made in writing to the Executive Board on behalf of the General Meeting through the Secretariat.
- (3) Pursuant to the provisions of Clause 3.1 (1), the following shall be eligible for membership:
 - (i) Any African forestry professional or entrepreneur in the member countries and willing to abide by this constitution;
 - (ii) Any friend working in Africa or has interests in Africa and willing to abide by this constitution is eligible for membership as an honorary member.
- (4) The Board shall appoint one colleague from each of the member countries to represent the professional interests of the Network in the country upon such a member expressing interest to serve in that capacity and the request is vetted by the Board.

3.2 Number of Board Members

Until otherwise varied by a special resolution passed at a general meeting, the Board shall consist of the honorary posts of Chairman, Secretary, Treasurer and other Board members, provided that the Chief Executive may serve as the Secretary, and even where the Chief Executive 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 Network. The minimum number of the Board members shall be eight (8).

3.3 Board

- (1) There shall be a Board and it shall be composed of a maximum number of EIGHT (8) members until otherwise varied by resolution passed at a General Meeting. The Board shall be composed as follows:
 - (i) ONE (1) member representing each of the following sub-regions: West African Sahel, Humid West Africa, Central Africa, Eastern Africa and Southern Africa;
 - (ii) Any THREE (3) resourceful persons who share the vision of the Network and whom the Board shall deem fit to hold positions as Directors of the Network taking into account gender aspects.
- (2) Every appointment, removal or replacement of a Director under this Clause shall be in writing signed by or on behalf of the Board and shall take effect immediately upon delivery of the notice to the Registered Office of the Network or to the Secretary at a meeting of the Board.
- (3) Such Committee members shall hold office for five (5) years renewable upon recommendation of the Annual or Extraordinary General Meeting.

3.4 The Management Structure

- (1) There shall be the office of the Chief Executive Officer who shall be head of the Secretariat. The day –to-day affairs of the Organization shall be managed by the Chief Executive Officer who shall be in charge of the Organization's affairs. The Management may pay all expenses incurred in setting up and registering the Network 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 Network in a General Meeting shall invalidate any prior act of the management which would have been valid if such regulations had not been made.

The Chief Executive Officer shall, *inter alia*:

- (i) Represent and act on behalf of the Organization generally;
- (ii) Do all such acts as may be necessary for the efficient running of the organization's affairs;
- (iii) Keep full complete and up-to-date record of the Organization's affairs;
- (iv) Be the secretary to the Board

3.5 First Appointment to the Board

Every member of the Board shall be from a member state of the Network. The Board shall be appointed in writing and shall act respectively as the Chairman, Secretary, Treasurer, and five other members of the Board of the Network. The Board shall be appointed to serve for a period of five (5) years renewable upon recommendation of the Annual or Extraordinary General Meeting.

3.6 Other Appointments to the Board

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

3.7 Alternates

- (1) Any member of the Board may appoint another member to be her/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 rights and powers of a member of the Board and where they are members of the Board, shall have a separate vote on behalf of their appointers in addition to their own votes.
- (2) The appointment of an alternate shall be revoked as soon as her/his appointer ceases to be a member of the Board.
- (3) Every appointment and revocation under this Clause shall be effected by notice in writing under the hand of the appointer and served on the Network and his/her alternate.

3.8 Disqualification of Members of the Board

- (1) The office of a member of the Board shall be vacated:
 - (a) If s/he fails to attend three (3) consecutive meetings of the Committee, except by special leave of the Board;
 - (b) If by notice in writing to the Network s/he resigns her/his office;
 - (c) If s/he is removed from office by resolution duly passed by the Board;
 - (d) If s/he is removed from membership of the Network pursuant to a resolution of the Network;
 - (e) If s/he is in breach of any of his fiduciary duties or position of trust as a member of the Board;
 - (f) If he dies;
 - (g) If s/he is of unsound mind.

- (2) Any person aggrieved by the decision of the Board to disqualify him may appeal at the next General Meeting called for this purpose.
- (3) The remaining members of the Board may act notwithstanding any vacancy in their body provided always that the minimum number prescribed by this constitution as quorum shall be the quorum for the purpose of filling up vacancies in the body and of summoning a General Meeting, but for no other purpose. The Board may co-opt any person to advise it in any capacity which the Board shall think fit.

3.9 Duties of the Board

- (1) The Board shall be policy making organ of the Network.
- (2) The Board shall determine the terms of service of the Chief Executive Officer and the secretariat.
- (3) The Board shall have the powers to appoint such committees as it may deem desirable to make reports to the Board upon which such actions shall be taken as seems to the Board to be desirable.
- (4) All money disbursed on behalf of the Network shall be authorized by the Board.

3.10 Office Bearers

- (1) The Network shall at a General Meeting specifically called for this purpose, elect from its members its Chairman, Secretary and Treasurer and other members of the Board. The above officials shall hold office from the date of election for a term of five (5) years subject to the provisions of Clause 3.1 and [3.3 (3)].
- (2) Office bearers may be removed from office in the same way as laid down for expulsion of members in Clause 3.1 and vacancies thus created shall be filled by persons elected at the General Meeting resolving the expulsion.
- (3) If the Chairman, during his term of office, should cease to be a member of the Network, resign from office or die, the Board shall elect one of their members to hold office until the next General Meeting called for this purpose when a new Chairman shall be elected. The same procedure applies to the Secretary and Treasurer.

3.11 Duties of Office Bearers and Officials

- (1) The Chairman shall, unless prevented by illness or other sufficient cause, chair all meetings of the Board and all General Meetings.
- (2) The Secretary shall be responsible to the General Meeting and the Board and shall carry out the following functions:
 - (a) Represent and act on behalf of the Network generally;
 - (b) Contribute to the development of the Network's vision, mission and objectives;
 - (c) Responsible for the day-to-day running of the Secretariat under the supervision and policy guidance of the Board;
 - (d) Carry out all correspondences and publicity on behalf of the Network;
 - (e) Keep accurate and up to date records of the Network's affairs;
 - (f) Arrange for meetings of the Network on instructions of the Board or in special circumstances, on instructions of the General Meetings;

- (g) Keep minutes of the meetings of the Board and of the General Meetings;
 - (h) Supervise and co-ordinate the activities of the Network at its headquarters and branches established within the countries of operation of the Network;
 - (i) Liaise with the Network's headquarters and various offices where necessary on behalf of the Network and be responsible to the Board;
 - (j) Undertake budgetary planning and authorization of program funds;
 - (k) Contribute to establishing strategic alliances and partnerships;
 - (l) Do all such acts as may be necessary for the efficient running of the Network in achieving its objectives;
 - (m) In cases of urgent matters, where the Board cannot be reached for consultation, he/she shall consult the Chairman. The decisions reached shall be subject to ratification or otherwise at the next meeting of the Board.
- (3) The Treasurer shall in general ensure that proper and standard accounting procedures are adhered to, and shall:
- (a) Keep accurate and up to date records of the Network's accounts and reports and keep such books of accounts and records in the place the Board thinks fit;
 - (b) Keep open to inspection the Network's books of accounts and records to any member of the Board;
 - (c) Open bank account (s) as decided by the Board and as per the needs of the Network and ensure that all drawings from the account are countersigned as provided for in Article 6.2 of this constitution;
 - (d) Apply funds and resources as decided by the Board according to the needs and objectives of the Network while ensuring that all office and operational costs are held to minimal accepted levels;
 - (e) Provide reports on the Network's financial statement and audited accounts to be tabled by the Board at the Annual General Meeting;
 - (f) Ensure that all records are audited by the Auditors not less than twenty-one (21) days before the date of the Annual General Meeting.

3.12 Removal of Board Members

The Board may by two-third resolution remove any member of their body from office, but if such a member should be aggrieved at his removal, he may appeal to the 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 under this Network, 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 number 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. Provided also that the Board may co-opt any person to advise the Board in any capacity which the Board shall think fit.

4.0 PART IV – MEETINGS AND QUORUM

4.1 Calling of Meetings of the Board

(a) Normal Meetings

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

(b) Requisitioned Meetings

A member of the Board may, and on the request of at least two (2) Committee members, request the Secretary at any time to summon a meeting of the Board by at least twenty-one (21) days of notice served upon the several Committee members, with an indication of the proposed agenda.

4.2 Proceedings of the Board Meetings

- (1) The quorum for meetings of the Board shall be five (5) members of the Board.
- (2) The Board may meet of the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- (3) Questions arising at any meeting shall be decided by a simple majority of votes. In case of a tie in the number of votes cast on any issue, the Chairman shall have a casting vote.

4.3 Formation of Committees

- (1) 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 meetings and proceedings of any such committee shall be governed by the provisions 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 of the Board or by 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.
- (3) 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 who are duly entitled to receive 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 of such committee duly convened and constituted.

4.4 General Meetings

- (1) There shall be two classes of General Meetings – Annual General Meetings and Extraordinary General Meetings.

- (2) The Network 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 the Annual General Meeting of the Network and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

4.5 Manner of Convening Extraordinary General Meetings

- (1) The Board may, whenever it thinks fit, convene an Extraordinary General Meeting for any specific purpose.
- (2) The Board shall also, on the requisition of not less than one-third (1/3) of the members of the Network, proceed to convene an Extraordinary General Meeting provided that the requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office. Notice in writing of such Extraordinary General Meeting shall be sent to all members not less than twenty-one (21) days before the date thereof.

4.6 Notice of General Meetings

Twenty-one (21) days' written 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) and, where practicable, by press advertisement not less than fourteen (14) days before the date of the meeting, specifying the place, the day and the hour of the General Meeting 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 members entitled to attend and vote thereat.

Provided also 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 those meetings. Such notice shall be accompanied by the annual statement of accounts and the proposed agenda for the meeting.

4.7 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 Annual General Meeting with the exception of consideration of the accounts and balance sheets, the reports of the Board and Auditors, the elections of the Board, the appointment of Auditors and the fixing of remunerations 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. The quorum for the General Meetings shall be not less than two-thirds (2/3) of the registered members of the Network.
- (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, the meeting shall then be dissolved.

- (3) The Chairman, or in his absence an appointed member of the Board, if present shall preside at every General Meeting. If there is no such Chairman at the meeting, the members present shall delegate one of their members to chair the meeting.
- (4) The chairman of the meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting from time to time and from place but no business shall be transacted at any adjourned meeting other than the business left unfinished. When such adjournments extend to more than thirty (30) days since the original scheduled date of the meeting, notice of the adjournment meeting shall be given as in a case of an original meeting.

4.8 Voting at General Meetings

- (1) Every member shall have one (1) vote, provided that when any matter affecting a member personally comes before the meeting, although he may be present at it, he shall not be entitled to vote on the question and the Chairman may require him to withdraw during the discussion, and he shall in that case withdraw accordingly.
- (2) Votes may be presented personally or by proxy provided that the instrument appointing the proxy shall be in writing under the hand of the appointer. The instrument appointing a proxy shall be deposited at the Network's office not less than forty-eight (48) hours before time of holding any such meeting where the person so appointed intends to act as proxy.
- (3) At a General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands. A poll may be demanded by two or more members. In case of equality of votes, the Chairman shall be entitled to a casting vote.

4.9 Corporations or Associations 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 as may be duly authorized on that behalf, authorize such person as it thinks fit to act as its representative at any meeting of the Network, and the persons so authorized shall be entitled to exercise the same power on behalf of the corporation or association which the person represents as that corporation or association could exercise if it were an individual member of the Network.

5.0 PART V – THE SECRETARIAT AND REGIONAL OFFICES

5.1 The Secretariat

The Secretariat shall consist of the staff of the Network and shall be headed by the Chief Executive Officer, who shall be subject to the authority of the Board.

5.2 Appointment of Secretariat Staff

- (1) The Chief Executive Officer shall appoint the staff of the Secretariat in accordance with staff rules formulated by the Chief Executive Officer and approved by the Board. Staff selection shall be on

the basis of merit, equal opportunity, gender equity and geographic balance, and be without discrimination on grounds of race or creed.

- (2) In the performance of their duties, the Chief Executive Officer and the staff shall not seek or receive instructions from any source external to the Network. They shall refrain from any action incompatible with their position as staff members of a regional network. Each member of the Network shall respect the exclusively international character of the responsibilities of the Chief Executive Officer and the staff, and not seek to influence them unduly in the discharge of their responsibilities.

5.3 Regional Offices

- (1) There shall be such regional offices as the Secretary with the approval of the Board may decide.

6.0 PART VI - FUND AND RESOURCE UTILIZATION

6.1 Funds and Assets

- (1) The Network shall source funds from membership fees and annual subscriptions as determined by the Board; international organizations, donor agencies, non-governmental organizations, private sector, well-wishers and any other source approved by the Board.
- (2) The Network shall acquire such assets and utilize its funds as the Board may deem fit in furthering its objectives.
- (3) All assets, funds and long-term leases shall be held in the name of the Network. All funds shall be paid to and received by the Treasurer and shall be deposited in the name of the Network in any bank or banks approved by the Board.

6.2 Application of Funds and Assets

- (1) The funds and assets of the Network shall be applied solely towards the promotion of the objectives of the Network as set in this constitution. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, gift, bonus or otherwise profit to the member of the Network provided that nothing herein shall prevent payment, in good faith, of proper remuneration to any officer, member or servant of the Network in return for services actually rendered to the Network.
- (2) Considering that the Board comprises of professionals in forestry and related areas, they can be asked to perform services for the organization in the areas of their profession and be compensated appropriately, provided proper procurement procedures are followed.
- (3) No payments shall be made out of the bank account(s) without a resolution of the Board authorizing such payment and all cheques on such bank account(s) shall be signed by the Treasurer and two other office bearers of the Network as directed by the Board.

6.3 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 Network shall disclose the nature of his interest at a meeting of the Board at which the question of entering into contract with the Network is taken into consideration. A member of

the Board who has interest may not vote on the matter in which he has declared interest and if he shall do so his vote shall not be counted.

6.4 Disposal of Assets

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

Provided that such institution or institutions is/or are to be determined by the members of the Network at or before dissolution, and in default thereof, by a Judge of the High Court of Kenya, and if so far as effect cannot be given to the aforesaid provisions, then to some other charitable objects.

6.5 Indemnity of Board Members

Every member of the Board and other officers or servants of the Network shall be indemnified against all costs, losses and expenses which such person may incur or become liable by reason of contract, act or thing done in good faith in the capacity aforesaid in any way in the discharge of his duties and the Board may give to any officer or servant of the Network who has incurred or is to incur liability at the request or benefit of the Board such security by way of indemnity as it may think proper.

6.6 Members Contribution to Assets on Winding Up

Every member of the Network undertakes to contribute to the assets of the Network in the event of its being dissolved or wound up while he is a member, or within one (1) year of his ceasing to be a member, for the payment of the debts and liabilities of the Network contracted before he ceases to be a member, and the cost, charges and expenses of dissolution or winding up and for the adjustments of the rights of the contributors amongst themselves, such sum as may be required.

6.7 Accounts

- (1) It shall be the duty 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 Network and the matters in respect of which such receipts and expenditures take place;
 - b. The assets and liabilities of the Network.
- (5) The books of accounts shall be kept at the office or at such other place as the Board thinks fit and shall always be open to the inspection of the members of the Board during business hours;
- (6) At the Annual General Meeting in every year, the Board shall lay before the 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.
- (7) 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.

- (8) 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 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.

6.8 Auditors

The Network shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next Annual General Meeting. No member of the Board or officer of the Network shall qualify to be appointed as Auditor of the Network. The remuneration of the Auditors shall be fixed at the Annual General Meeting. Auditors shall have a right to see all relevant vouchers and have access to all books and records of the Network. The Auditors shall table their reports at the Annual General Meeting stating if they have obtained all information they require and if the balance sheet of the Network is a true and accurate representation of the state of the Network's affairs.

6.9 Inspection of Books of Accounts and List of Members

The books of accounts, list of members and all documents relating thereto shall be open to inspection by the Board of the Network during all business hours and open to any member of the Network by giving not less than seven (7) days' notice in writing to the Network.

6.10 Financial Year

The financial year of the Network shall consist of a calendar twelve (12) months beginning on the first day of January until the thirty-first day of December.

7.0 PART VII – AMENDMENT TO THE CONSTITUTION

7.1 Amendments

Subject to the provisions of Regulation 21(1) of the NGO Regulations (1992), Laws of Kenya, the Network may by way of Special Resolution passed at a General Meeting of the members by votes of two-thirds of the members present alter, amend, modify or repeal this constitution or adopt a new constitution or change the name of the Network provided that no such alteration, amendment, modification, or deletion made shall impair the prohibitions contained in this constitution against distribution of income, property or assets of the Network to the members.

8.0 PART VIII – DISSOLUTION AND DISPOSAL OF PROPERTY

8.1 Dissolution

- (1) The Network shall not be dissolved or wound up except by a resolution passed at a General Meeting of the members by votes of two-thirds of the members present. The quorum at such meeting shall be fifty per cent (50%) of all members of the Network. If no quorum is obtained, the proposal to

be held one (1) month later. Notice of this meeting shall be given to all members of the Network at least fourteen (14) days before the date of the meeting. The quorum of this second meeting shall be the number of members present.

- (2) The Network will not be dissolved 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 (3) of the officials of the Network.
- (3) Upon dissolution of the Network, its remaining assets shall be distributed to other organisation(s) with similar objectives.

8.2 Disposal of Assets upon Dissolution or Winding Up

Upon consent obtained from the Non-Governmental Organizations Co-ordination Board to dissolve or wind up, the Network shall satisfy all its debts and liabilities. Any remaining assets and property shall be transferred to another organization(s) with similar objects and which prohibits the distribution of property and assets amongst its members.

Dated atthis(date).....Day of (Month & Year).....

Chairman

(Name) HRM CHIDUME OKORO

Signature: _____

Secretary

(Name)

BEN ELIJAH NANDI CHIKAMAI

Signature:

Treasurer

(Name)

SHEILA SHEFO MBIRU

Signature:

Other Board Members

(Prof. Godwin Kowero)

Signature:

(Mr. Maisharou Abdou)

Signature: