

## CONSTITUTION 1.1AV.

**1 ARTICLE 1: NAME: ZION VALLEY CBO** - hereinafter referred to as the "CBO"

**2 ARTICLE 2: REASON & PURPOSE:** As a novel Climate Change mitigation model, The Zion Valley project is to demonstrate how income generation and conservation of the environment can be successfully sustained.  
To enhance the local environment and uplift the surrounding community  
To maximize the economic value of the otherwise unproductive steep valley sides  
To provide alternatives to unsustainable environmental degradation  
To promote and communicate the value of nature in the support of human sustainability

**3 ARTICLE 3: ADDRESS physical, postal, digital. Email** [zionvalleykenya@gmail.com](mailto:zionvalleykenya@gmail.com)

Zion Valley CBO Town office No 19 Gatemu Building, Kenyatta Road, Nyeri Town.  
Project location Chania River Behind Outspan College, Kamakwa – Mathari Nyeri

**4 ARTICLE 4: BROAD AIMS AND OBJECTIVES**

- I. The CBO shall seek to promote and best utilize the human and environmental resources locally available.
- II. The CBO will sensitize community members on the need to promote and conserve natural resources and prudent management of the environment.
- III. The CBO will enhance knowledge and skills to impact both the local and wider community through education and demonstrations of eco-engineering.
- IV. The CBO shall work under the stewardship and guidance of its elected leadership and specialist executive teams.
- V. The CBO shall be a non-political, independent organization.
- VI. The CBO shall recognize the fundamental principle, that eco-nomics means the accounting and sound management of resources.

**5 ARTICLE 5: SPECIFIC AIMS AND OBJECTIVES (means)**

Notwithstanding the general objectives listed above, the CBO shall support and engage in any and all activities that may promote, sustain & further the aims of the CBO  
The CBO shall collaborate, partner, associate and otherwise enter into agreements with any person(s) or organizations that may further the CBO aims and objectives.  
That the efficacy of said symbiotic relationships and agreements be determined by the Facilitators prior to ratification by the CBO committee.

**6 ARTICLE 6: VALUES**

**We, the members of Zion Valley CBO** have solemnly resolved to conserve and enhance the environment and promote our national heritage.

Our activities are to be founded upon principles of sound management of natural resources to the benefit of our community, the CBO, and executives

**In recognition** of which, such aims can only be realized locally by pulling together the resources of the community, both human and natural, toward the common goal.  
Said goals to be achieved whilst at the same time as members of the community are to gain skills, knowledge, and information.

**Respecting that the natural Environment** is our heritage and ultimate source of livelihood.  
Our aim is to seek, and promote sustainable technologies and to generate sustainable incomes for the benefit of current and future generations.  
Our aim is to also actively include women, our youth, and persons with disabilities.

## **7 ARTICLE 7: ACTIVITIES**

### **Management and conservation of the environment**

- River management to encourage wildlife and flora diversity
- Novel Eco-engineering techniques to eliminate soil erosion- landslides.
- Eco habitats and structures using soils, living trees, and local materials.
- Example accommodations to promote and sustain the activities of the CBO
- Use and supply of clean renewable energy and equipment
- Nursery, planting and sale of indigenous and medicinal trees.
- Conservation and recycling of water

### **Promotion of knowledge and Education.**

- Workshops and CBC Training and education in appropriate technology, simple skill sets, latest innovative eco building, agri and permaculture.
- Exhibitions of sustainable, simple, cheap and clean technologies
- Composting of wastes and biomass into fertile soil manures
- Solar air fruit dryers & Solar hot water – how to design & make your own
- Hydroelectric, wind and solar technologies

### **Employment creation.**

- Directly and indirectly, employ both low/semi-skilled labour from the community.
- To support and engage in activities that may support, sustain, and further the aims of the CBO including products and services

## **8 ARTICLE 8: MEMBERSHIP**

- a. The CBO shall derive its membership primarily from the local community, both land owners and supporting affiliated members.
- b. The distinctive nature of the formation of the CBO, is that all members are equal and hold equal obligation in enabling the CBO to arrive at the objectives in any part of this constitution.
- c. Open to any member or group having independently demonstrated knowledge or experience supporting the interests, aims, and objectives of the CBO.

### **8 CONTRIBUTIONS**

- a. Membership and Project support may also include, financial contributions, use of land, materials, labour, and or the supply of professional services.
- b. A system shall be designed to best reflect the value of contributions to the collective project including that of the Facilitators.
- c. All contributions are to be made on the understanding of being non-refundable, however, alternate members may be found to recompense the original provider

### **8 OBLIGATION OF MEMBERS** Every member of the CBO shall have an obligation to:-

- a. Propagate the values, aims, and objectives of the CBO
- b. Attend and to promote the attendance of members in all CBO meetings.
- c. Comply with respect and implement in full all decisions by the CBO, the Project member's Advocate, and the facilitator's arm.

### **8 CONDUCT & DISCIPLINE** Absolutely NO negative behavior shall be tolerated

- a. ANY Instance of theft, lies or anti-social behavior shall result in instant dismissal or suspension from Zion
- b. A subcommittee shall be formed to manage and administer the above.

## **9 ARTICLE 9: ESTABLISHMENT OF COMMITTEE – Office Bearers**

There shall be the following committee members elected from amongst the membership:-

1. Chairperson
2. Vice Chairperson
3. Secretary
4. Assistant Secretary
5. Treasurer

There shall also be 5 co-opted members/officials to represent those as described within 9F

- i. Except as otherwise expressly provided for in this constitution, all committee members shall be elected every 3 years (renewable) through a secret ballot at a meeting convened for that purpose at the Zion Valley site.
- ii. A member who intends to vie for committee member shall give notice in writing to the secretary two weeks prior to the holding of the above.
- iii. The committee members may form an “ad-hoc” committee for a specific purpose.
- iv. If more than two positions of committee members fall vacant within twelve months before the next election, a special general members meeting shall be convened to elect committee members where the vacancy falls.
- v. An elected committee position shall be declared vacant upon second absence, resignation, death, bankruptcy, unsound mind, gross misconduct, the performance of illegal activities, and actions against the intent of this constitution.
- vi. A committee member may be suspended from carrying his/her mandate if the majority of committee members and the executive deem it necessary to suspend such a member
- vii. A committee member shall NOT be suspended without being heard.
- viii. In the case of the Chairperson or Secretary the respective Vice or Assistant shall assume the position until the vacant position is filled.
- ix. In the case of the Treasurer vacancy the Accounts executive shall assume the position substantively until the vacant position is filled
- x. If viii and ix above cannot be fulfilled then the committee shall effectively act as the Electoral College.

**The duties and responsibilities of the committee shall be as follows:-**

### **9A CHAIRPERSON:**

- I. The chairperson shall preside over all CBO meetings at which he is present and enforce observation of this constitution; rules and regulations as by usage and custom pertain to this position.
- II. Shall have, in addition to his/her normal vote, an additional vote in the case of an equality of votes at any meeting of the CBO except where Art.16(b),18and 20 meetings are convened.
- III. Be a member of the main team of negotiators handling CBO matters with other organizations and agencies.
- IV. The chairperson shall be elected from CBO land membership

### **9B VICE-CHAIRPERSON;** The vice-chairperson of the CBO shall;-

- I. Shall preside over CBO meetings in the absence of the Chairperson and whilst performing such duties shall have the same privileges as the Chairperson
- II. Assist the Chairperson in the execution of his/her duties and responsibilities.
- V. Initiate and coordinate sub-committees of the CBO.
- VI. The Vice-chairperson shall be elected from CBO Affiliate membership  
*If for any reason the Chairperson or Vice-chairperson should fail to preside over a properly convened and constituted meeting of the CBO, the members attending such a meeting shall have the power to appoint an “Ad-hoc” Chairperson among themselves to preside over the meeting. The Vice-Chairperson to be elected from the affiliated membership.*

**9C. SECRETARY;** The secretary of the CBO shall;-

- I. Be custodian of all documents pertaining to the CBO
- II. Issue notices of CBO meetings and ensure proper documentation of the minutes and records thereof.
- III. Spokesperson on the CBO activities and reports.
- IV. Liaise with the other arms of the CBO i.e. Facilitators and implementation in enhancing harmonious administrative and collective performance.
- VII. Be a member of the main team of negotiators handling matters with other organizations and agencies
- VIII. The Secretary shall be elected from CBO Affiliate membership.

**9D. ASSISTANT SECRETARY;** The assistant secretary shall;-

- I. Perform duties of the secretary in the absence of the secretary
- II. Perform duties that may be delegated by the secretary
- III. Shall be the Secretary of the ad hoc sub-committees
- IV. The Assistant Secretary shall be elected from CBO Land membership.

**9E. TREASURER;**

- I. The Treasurer shall cause the opening of the CBO main Bank Accounts.
- II. The treasurer is to be a mandatory signatory of the CBO main Accounts
- III. Be responsible for the banking deposit of all CBO receipts.
- IV. Be responsible for and ensure that all payments and funds transfers be in line with payment authorization vouchers.
- V. Shall maintain CBO financial records and necessary books of account.
- VI. The Treasurer shall be elected from CBO Land membership.

**9 F (a) ZION VALLEY-CO-OPTED members**

The co-opted members of the CBO committee shall be as envisioned in 9F (b)

**9F (b) ZION VALLEY PROJECT TEAM;**

- I. The executive arm to be established to best facilitate and achieve the CBO aims and objectives.
- II. There shall be the following technical and administrative offices as teams and wheels of development and implementation.
  1. Zion Valley Accounts Executive ACO
  2. Zion Valley Chief Facilitator.
  3. Zion Valley Chief Architect.
  4. Zion Valley Supporters Advocate
  5. Zion Valley Implementers.
- III. The above 5 office positions to be the CBO committee co-opted members
- IV. The Implementers arm of the Project team to perform all practical duties and activities as supervised by the Chief Architect and Facilitators.
- V. The internal mechanisms, rules regulations, HR matters, procedures, operational manuals, and interrelationships of the CBO and established teams shall be formulated and administered under the stewardship of the Facilitators arm.
- VI. Each team is to elect their respective representatives within the committee as co-opted members

**10 ARTICLE 10: TENURE OF OFFICE**

- I. Save for the initial 18 months and except where otherwise provided for in this constitution, the committee officials shall be elected every 3 years (renewable)

## **11a ARTICLE 11a: FINANCES**

- I. The CBO may support and engage in any economic and income-generating activity that is also in line with the CBO's aims & objectives.
- II. The CBO shall source its income from, but not limited to, donations, grants, sponsorship, and support funding for projects.
- III. The committee shall name signatories for the operation of the main CBO bank accounts and be nominated from the committee officials list.
- IV. Either the Treasurer or the ACO shall be a mandatory signatory in any Main Bank transaction.
- V. All monies received by the CBO are to be expended for their intended purposes and in line with the aims and objectives of the CBO
- VI. All funds received by the CBO by way of solicited proposals, project activities, online sources, asset disposals or any other receipts be immediately transferred to the relevant accounts. The appropriate purpose be deemed by the facilitators.
- VII. The Facilitators arm shall appoint the accounts Executive ACO who shall be responsible for the opening and maintenance of all sub-accounts
- VIII. The accounts Executive ACO shall be the alternate mandatory signatory to the CBO main accounts.
- IX. The accounts Executive ACO shall be a mandatory signatory to all sub-accounts
- X. The accounts Executive ACO and Chief Architect shall be mandatory signatories to all internal authority vouchers including invoices, payments, purchases, and fund transfers.

## **11b ARTICLE 11b; BANK Signatories**

- I. Three signatures shall be required for bank operations.
- II. The signatories shall be the Chairperson, Secretary, Treasurer and Accounts Executive.

## **12 ARTICLE 12; Authorised Expenses**

- III. The CBO funds shall be expended in adherence to the intended purposes of CBO and in concert with the aims and objectives of the CBO.
- IV. Financial regulations and protocols will be drawn by the executive arm to expedite the internal processes of the CBO funds in concert with 9F

## **13 ARTICLE 13 GROUP ASSETS**

- I. All assets to be held within a secure framework and administrative structure as created inline with 9F
- II. Asset beneficiaries to be in direct proportion to asset contributions made to the Zion Valley Project and as per Article 8 CONTRIBUTIONS
- III. It will be noted that all contributions are to be made on the understanding of being non-refundable.

## **14 ARTICLE 14; RECORD MANAGEMENT**

- I. Accounts to be kept to record all incomes and expenditures.
- II. Records to include bank statements, cashbooks, payment, and authorization vouchers.
- III. Records to be kept with regard to membership details
- IV. Records to be kept with regard to meetings, elections, and munities
- V. Financial regulations will be drawn to expedite the CBO record management.

## **15 ARTICLE 15: MEETINGS**

- I. There shall be two types of membership general meeting
  1. AGM Annual General Meetings (*before Dec 31<sup>st</sup> in any year*)
  2. SGM Special General meetings
- II. Rules and regulations regarding all meetings to be formulated in concert with Article 9F
- III. Rules and Regulations to include;
  1. CBO Membership Meetings.
  2. CBO Committee Meetings.
  3. Ad Hoc Committee Meetings.
  4. Monthly/ Quarterly Members Meetings.
  5. Venue dates and notice requirements.

## **16a ARTICLE 16a: ELECTIONS**

- I. General Elections shall be held after every three years
- II. Mini-elections shall be held if THREE committee positions fall vacant six months before a general election is due
- III. Every member is entitled to ONE vote for any declared vacant position.
- IV. The process for holding an election meeting shall be as envisaged in Rules and Regulations in Article 16(A) of the Constitution.

## **16b ARTICLE 16b: VOTING**

- I. One member One vote
- II. 2/3rds of membership to pass
- III. Voting shall be normally be carried out through secret ballot.
- IV. Remote voting and proxy shall be counted and admissible.
- V. Show of Hands or acclamation may be requested by any member as noted by the Secretary.
- VI. The Chairperson to be the deciding officer as to the voting method for those present at the meeting.
- VII. Rules and regulations regarding voting are to be formulated as per Article 9F of this constitution.

## **17 ARTICLE 17: DISPUTE RESOLUTION**

- I. In the event of a member dispute within the context of the interpretation and application of this constitution then the aggrieved member shall write to the CBO secretary to outline their contention having been seconded by at least 1/3<sup>rd</sup> of the membership
- II. The interpretation and application of the constitution, the rules and regulations shall be vested in the facilitator's arm in the first instance.
- III. The subsequent decision on such interpretation shall be made by the CBO committee.
- IV. If the aggrieved member remains unsatisfied having exhausted the above then the social services CBO registration offices may be asked to arbitrate.
- V. Having exhausted the above then the final determination shall sit with the law court arbitration process.

**18      ARTICLE 18:            AMENDMENT AND CORRIGENDUM**

- I.    A member proposing the above, shall write to the secretary having first been seconded by at least one-third of the CBO membership or 75% of the committee
- II.   It shall be for the Facilitators arm to formulate any and all changes.
- III. The resolution for the change of the constitution or corrigendum (corrections to the constitution) shall require approval from 2/3rds of the CBO membership present at the meeting.

**19      ARTICLE 19;           INDEMNITY**

- I.    All contractual commitments shall be signed by the Chairperson, Secretary, and the Treasurer and accounts executive as required.
- II.   All CBO commitments to be first authorized in writing by the Facilitators team.
- III. For the purposes of liability, the Zion Valley Membership shall give sanction to the committee members and facilitators as above for all decisions made in good faith and in line with the stated values, aims, and objectives.
- IV. A member shall declare any conflict of interest while engaged in any contractual commitments of the CBO

**20      ARTICLE 20:           DISSOLUTION**

- I.    In the case of Voluntary dissolution then DISPUTE 17 is to be first exhausted.
- II.   A special meeting shall be convened and require that 8/10ths of the membership to be in agreement. Articles 15 MEETINGS to otherwise be followed.
- III. It will be noted that there shall be no debt financing other than against specific capital items.
- IV. It will be noted that all membership contributions are made on the understanding of being non-refundable.
- V.   However, In the event of dissolution then asset distribution after the clearance of any liabilities, shall be allocated as per Article 13 GROUP ASSETS

**21      ARTICLE 21:           COMMITMENT**

**We the membership hereby adopt** and give ourselves this constitution as a basis for the realization of our declared objectives.