
**PEOPLE'S ACTION FOR LEARNING NETWORK NON-GOVERNMENTAL ORGANIZATIONS PROPOSED
CONSTITUTION**

(AS PER THE SECOND SCHEDULE OF THE NGOS CO-ORDINATION REGULATIONS, 1992)

(rr. 10 (1) (e), 16 (1) (e))

Adopted.....29th March 2022.....

Non-Governmental Organizations Co-ordination Act of 1990

Constitution

1 Name

- 1.1 The name of the Organization PEOPLE'S ACTION FOR LEARNING NETWORK (hereinafter referred to as "the Organization").

Optional Provisions

2 Definitions

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

Words and Expressions

Meanings

"The Act"

The Non-Governmental Organizations Co-ordination Act,1990.

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“These Clauses”	The Clauses of this Constitution as now framed or as from time to time altered by Special Resolution.
“The Board”	The Members of the Board of the Organization present at a duly convened meeting of the Board at which a quorum is present
“Chief Executive Officer”	A person appointed to perform the duties of the chief executive Officer of the Organization
“The Organization”	The above-named Organization
“Board Member”	A person holding office in the Organization as a member of the Board
“General Meeting”	A meeting of the Members for the time being of the Organization
“In Writing”	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form
“Kenya”	The Republic of Kenya
“Member”	An organisation/program admitted to membership or an individual appointed as a honorary member
“Membership”	The state or status of being a Member
“Month”	Calendar month
“The Office”	The registered office of the Organization
“Officers”	Refers to the Organization’s officials
“Ordinary Resolution”	A resolution which has been passed by a majority of the Members as, being entitled so to do, vote in person or proxy at a General Meeting of the Organization.
“The Seal”	The Common Seal of the Organization.
“The Secretary”	Any person appointed to perform the duties of the secretary of the Organization.
“Special Resolution”	A resolution which has been passed by a majority of not less than two thirds of such Members as, being entitled so to do, vote in person or in proxy at a General Meeting of the Organization of which notice specifying the intention to propose the resolution as a special resolution has been duly given, provided that if it is so agreed by a majority in number of the Members having the right to attend and vote at any such meeting, together representing not less than seventy-five per cent of the total voting rights at that meeting of all the Members, a resolution may be proposed and passed as a special

resolution at a meeting of which less than twenty-one days' notice has been given.

"The Treasurer"

Any person appointed to perform the duties of the treasurer of the Organization.

Interpretation

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

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

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

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

A word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other genders.

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

A reference to shillings or KES means Kenya Shillings.

References to the word 'include' or 'including' are to be construed without limitation.

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

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

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

A term of this Constitution which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day. Words importing the singular number only shall include the plural number and vice-versa;

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

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

3 Mandatory Provisions Situation of Registered Office

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

4 Nature of Organization and liability

Nature of Organization

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

Liability of Members

4.2 The liability of the Members is limited to KES 100.

Contribution of Members to Assets on Winding Up

4.3 Every Member of the Organization undertakes to contribute to the assets of the Organization in the event of its being dissolved or wound up while he or she is a Member, or within one year of his or her ceasing to be a Member, for payment of the debts and liabilities of the Organization contracted before he/she ceases to be a Member, and the costs, charges and expenses of dissolution or winding up and for the adjustment of the rights of the contributories amongst themselves, such sum as may be required not exceeding the sum of Shillings one Hundred only (KES 100).

5 Main Objects

5.1 The Organization has the following main object:

To bring learning to the centre of social policy and practice through citizen engagement, evidence and actions for improved learning outcomes

Specific Objects

5.2 To grow into an active global civil society network of members, providing evidence on the status of learning through citizen-led assessments and implementing actions for improved learning outcomes.

5.3 And in furtherance of the principal object, the Organization shall have the following ancillary objects and powers:

5.3.1 To conduct assessments of learning outcomes

5.3.2 To carry out actions to improve learning outcomes

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- 5.3.3 To undertake policy advocacy for improved provision of education and other related sectors
 - 5.3.4 To convene citizens for assessments and advocacy
 - 5.3.5 To conduct research in the area of education and other related sectors
 - 5.3.6 To network with like-minded organisations and individuals
 - 5.3.7 To build the institutional capacity of the organisation
 - 5.3.8 To take such steps by personal or written appeals, private meetings, public meetings or representations to Parliament, government entities and other bodies as may be deemed expedient to promote any of the objects of the Organization.
 - 5.3.9 To raise, secure and utilise funds for the attainment of any or all objects of the Organization, and to do such other things as are incidental or conducive to the attainment of these objects.

6 Membership

Members to the organization shall be organisations/programs from the Global South that are currently implementing household-based citizen-led assessments and/ or implementing actions to improve learning outcomes in their specific country. They will include the subscribers to this constitution and shall not be less than 5 at any time. The following classes of membership are available:

Ordinary Membership

- 6.1 All members subscribing to this Constitution shall be ordinary members. Any subsequent members whose applications are approved by the Board, and the Annual General Meeting shall become ordinary members.

Honorary Memberships

- 6.2 The Organization may admit to Honorary Membership any person or corporate body whom it wishes to honour for services to the Organization, or whose expertise the organisation may wish to tap on a voluntary basis. Honorary members shall be nominated in writing by any ordinary member/s and approved by the Board. Honorary members are non-voting members.
- 6.3 A person who is an honorary member may also be nominated to be a Patron of the organisation. A Patron shall be a prominent individual who is internationally recognised in the area of citizen-led assessments, actions, advocacy, education research or who possesses any other form of expertise relevant to the growth and expansion of the Organisation. A patron shall support the organisation by lending their expert advice and their influence for

advocacy and fundraising, among other things. The Patron may participate in the Annual General Meeting.

Limits on nomination of Members

- 6.4 Persons or organisations that may at the time of their application for membership be implementing partners, sub-grantees or contractors of the Organisation; appointed as Kenyan Board members, be employees of any member organisation, shall not be eligible for nomination for membership or appointment during the subsistence of their implementing partnership, sub-grantee, contractor relationship, or employment.
- 6.5 Current employees of any member organization or of the Organisation or any subsidiary of the Organization will not be eligible for appointment as Kenyan Board or honorary Members.
- 6.6 The Membership of honorary members who subsequently become employees of the Organization will lapse on the day they seek to become employees of the Organization or subsidiary.

Application for Membership requires proposer and seconder

- 6.7 Every application for membership of the Organization shall be proposed by one and seconded by another Member of the Organization.

Form of application

- 6.8 The form of application for membership will be in the template approved by the Board from time to time.

Admission to membership

- 6.9 The Board must consider an application for membership at the next meeting of the Board after its receipt and determine, in its discretion, the admission or rejection of the applicant. Applications for membership must be received at least one month before the board meeting at which they will be considered.
- 6.10 The Board does not have to give reasons for rejecting an application.
- 6.11 If an applicant is accepted for Membership, the Secretary must notify the applicant of admission in such form as the Board determines and must enter the name and details of the applicant in the Register of Members.

Limits on nomination for appointment of Kenyan Board Members

- 6.12 Organisations/programs that may at the time of their application for membership be implementing partners, sub-grantees or contractors of the Organisation, shall not be eligible for nomination for membership during the subsistence of their implementing, sub-grantee or contractor relationship.

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- 6.13 Employees of the Organization or of any subsidiary of the Organization will not be eligible for nomination as honorary Members.

Register of Members

- 6.14 A Register of the Members of the Organization must be kept at the registered offices of the organization management.
- 6.15 The following details must be entered in the register of Members in respect of each Member:
- 6.15.1 The full name of the Member.
 - 6.15.2 The address of the Member and, if any, their telephone and facsimile number and email address.
 - 6.15.3 The date of admission to and cessation of membership.
 - 6.15.4 In the case of a Member other than an individual the full name, address, telephone and facsimile number and email address, if any, of its corporate representative.
 - 6.15.5 Such other information as the Board may require.

Change of details

- 6.16 Each Member must notify the Secretary in writing of any change in that member's name, address, telephone or facsimile number within one month after the change.

7 Removal and cessation of Membership

Resignation

- 7.1 A Member may resign from membership of the Organization by giving written notice to the Secretary.
- 7.2 The resignation of a Member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

Termination of Membership

- 7.3 Membership of the Organization will terminate in the following instances:
- 7.4 a) If a Member is an individual, the death or bankruptcy of that Member or that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health.
 - 7.5 b) If a Member is a body corporate, the de-registration or other dissolution of that Member.

Removal from membership for wilful disregard of this Constitution

- 7.6 If a Member wilfully refuses or neglects to comply with the provisions of this Constitution or any regulations of the Board made under this Constitution or is otherwise guilty of conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Organization, the Board may by way of at least two-thirds vote, order the removal of that organisation from the register of Members. The member being removed should be accorded a right to fair hearing by the Board.

8 Rights of Members non-transferable

- 8.1 The rights and privileges of a Member organization or a person are not transferable during the life of the Member and cease upon the person ceasing to be a Member.

9 Responsibilities of the members

- 9.1 Members will govern and oversee the operations of the Organization through acting as fiduciaries. The Members will be legally, financially and morally responsible for the Organization through the Annual General Meeting and the Organisation's Board.

- 9.2 Members of the organisation shall actively contribute and participate to the realisation of the vision and mission of the Network by:

- a) Serving on Working groups and Committees
- b) Promoting the adoption and recognition of citizen-led methodologies and approaches to assessment and/or action to improve learning outcomes
- c) Introducing and guiding potential members who would like to start conducting citizen-led assessments or actions in their respective countries
- d) Representing the Network at international and regional meetings and fora
- e) Contributing content to the Network's website on a regular basis
- f) Engaging in learning events organized within the network
- g) Participating in the Annual Assembly of Members
- h) Supporting fundraising efforts for the Network through the respective hubs.
- i) Availing their own in-house expertise to other network members or to the Secretariat.
- j) Supporting in documentation of best practices from member organisations and its dissemination regionally and world-wide.

10 No profits for Members

Transfer of income or property

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

Provision of services or information

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

Remuneration

- 10.3 Subject to clause 15.3, no remuneration or other benefit in money or money's worth will be paid or given by the Organization to any Board members except reimbursement of out-of-pocket expenses.

11 The Assembly of Members

- 11.1 The Assembly of members comprises all ordinary members of the Organisation, and shall meet at the General Meeting. Honorary members, the Patron and guests may attend the AGM on a non-voting basis.

12 The Board of the Organisation

Number of members and constitution of the Board

- 12.1 The Board shall be the policy organ and shall unless otherwise provided by a resolution of the board and approved by the AGM consist of a minimum of three (3) members and a maximum of nine (9) members. At any one time, a third of the total number of Board members shall be persons of Kenyan Nationality and of good standing, and who need not necessarily be representatives of Member organisations. Three Board members will fill the posts of Chairperson, Secretary and Treasurer. In instances where the Chairperson is absent, the Board members can elect one of their own to act in that position; the Chief Executive Officer shall be an Ex-Officio member of the Board.
- 12.2 Persons appointed to the Board to fulfil the one third rule of Board members being Kenyan, shall have equal rights, powers and responsibilities as the other board members including the right to vote at Annual General Meetings.
- 12.3 The membership of the board, and the holding of positions of the officials of the board shall be guided by principles of equity in geographical, language and gender representation.

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The Management Structure

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

Duties of the Board

- 12.6 The Board will appoint and remove board members by way of a formal resolution that is duly passed at a properly constituted meeting of the Board.
- 12.7 A resolution shall be put by the Chair at each annual General Meeting of Members to confirm the decisions made under clause 12.6 by the Board since the previous annual General Meeting.
- 12.8 The Board may exercise all those powers of the Organization as are not, by this Constitution, required to be exercised by the Members in General Meeting or otherwise.
- 12.9 The Board shall also:
- a) Provide policy and strategic direction for the organisation
 - b) Provide oversight to the Secretariat

By - laws

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

Chairperson's responsibilities

- 12.11 Leading the Board on organizational and financial aspects to ensure legal compliance.
- 12.12 Planning the annual cycle of Board meetings.
- 12.13 Overseeing /chairing Board and executive committee meetings.

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- 12.14 Working in partnership with the Chief Executive Officer (CEO) to make sure Board resolutions are carried out.
 - 12.15 Calling special meetings as necessary.
 - 12.16 Assisting the CEO in preparing the agenda for Board meetings.
 - 12.17 Subject to the terms of this Constitution dealing with adjournment of meetings, the ruling of the chairperson on all matters relating to the order of business, procedure and conduct of the General Meeting is final.
 - 12.18 The Chairperson in his/her discretion, may expel any Member or Board member from a General Meeting if the Chairperson reasonably considers that the Member or Board member's conduct is inappropriate behaviour.

Secretary's responsibilities

- 12.24 Keeping minutes of the meetings of the Board and General Meetings.
- 12.25 Carrying out all correspondence on behalf of the Organization.
- 12.26 Arranging for meetings of the organization on instructions of the Board of Directors or in special circumstances on the instructions of General Meetings.
- 12.27 Ensuring that all necessary documents are lodged with the appropriate legal or regulatory authority within the prescribed timeframe.
- 12.28 Chairing meetings in the absence of the Chairperson.

Treasurer's responsibilities

- 12.27 Keeping a proper accounting basis of all the financial records of the Organization;
- 12.28 Opening a bank account on the advice of the Board and ensuring that all drawings from the account are properly authorised;
- 12.29 Providing reports on the financial statement of the Organization and audited accounts to the General Meeting.

13 Meetings

Convening of meetings by the Board

- 13.1 All normal meetings of the Board shall be summoned by the Secretary, acting in consultation with the Chairperson, by giving at least fourteen days' notice accompanied by the proposed agenda.
- 13.2 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.

General Meetings

- 13.3 The Organization shall in each year hold a General Meeting as the Annual General Meeting, in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one General Meeting of the Organization and that of the next.

The General Meeting shall be held at such time and place as the Board shall appoint.

- 13.4 The General Meeting shall be called Ordinary General Meeting and all other general meetings shall be called Extraordinary General Meetings

Notice of General Meeting

- 13.5 At least thirty days' notice of every General Meeting will be given in the manner provided by this Constitution to the Members and such persons as are otherwise entitled under this Constitution to receive notice provided that, in the circumstances and subject to the conditions specified in the Act, a meeting may be called by notice shorter than specified in this clause.

- 13.6 The notice of a General Meeting must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology or form of communication that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters.

- 13.7 A notice of a General Meeting may be given by any form of communication permitted by the Board.

Eligible Members

- 13.8 Without limiting clause 7.4, only persons or other entities who or which have been admitted to Membership no later than one month in advance of any General Meeting of the Organization will be eligible to receive notice of that meeting, to receive copies of the Board members' and auditors' reports concerning the preceding financial year and to vote at that meeting.

- 13.9 Only persons or other entities who or which have been admitted to Membership no later than one month in advance of any given extraordinary General Meeting of the Organization will be eligible to receive notice of that meeting and to vote at that meeting.

Quorum at General Meetings

- 13.10 Business may not be transacted at a General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

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- 13.11 Except as otherwise set out in this Constitution, half of the Members present in person or by proxy or representative is a quorum.

If a quorum is not present

- 13.12 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chairperson:

13.12.1 If the meeting was convened by or on the requisition of Members, it must be dissolved.

13.12.2 Otherwise, it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Board.

- 13.13 If a meeting has been adjourned to another time and place determined by the Board, not less than seven days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

Quorum at adjourned General Meetings

- 13.14 At the adjourned meeting, two Members present in person or by proxy or representative is a quorum.

Appointment of Chairperson

- 13.15 The Board Chair shall preside as Chairperson at every General Meeting of the Organization. If there is no chair, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, another Director elected by Members present shall preside as Chairperson.

Adjournment of meetings

- 13.16 The Chairperson may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- 13.17 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 13.18 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 13.19 Except when a meeting is adjourned for thirty days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting by show of hands

- 13.20 At a General Meeting a resolution put to the vote of the meeting must be decided on a show of hands. A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Organization, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. In case of a virtual meeting, all members participating online can use both hand and chat function.

Voting rights of Members

- 13.21 Only Ordinary members, and Kenyan members of the Board appointed to fulfil the one third rule may vote. Every voting Member present in person or by proxy or representative has one vote.

Vote of the chairperson at General Meetings

- 13.22 In the case of a tied vote, the chairperson of a General Meeting is entitled to a second or casting vote.

Objections to voter qualification

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

Mode of meeting for Members

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

14 Proxies and representatives

Proxies and representatives of Members

- 14.1 At meetings of Members a member may vote in person or by proxy. A Member, which is a corporation, may appoint an individual as a representative.

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- 14.2 Subject to the terms of their appointment, a person attending as a proxy of a Member, or as representing a corporation which is a Member has all the powers of a Member, except where expressly stated to the contrary.

Appointment of proxies

- 14.3 A Member may appoint another person as their proxy to attend and vote instead of the Member. A proxy must be a Member or, in the case of a corporate Member, an authorised representative of such Member
- 14.4 A document appointing a proxy must be in writing and signed by the Member making the appointment.

Authority of proxies

- 14.5 A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.
- 14.6 Except as expressly provided by the document appointing a proxy, an appointment of a proxy confers authority to do all things that the Member can do in respect of a General Meeting.

Verification of proxies

- 14.7 Before the time for holding the meeting or adjourned meetings at which a proxy proposes to vote, the document appointing the proxy must be deposited with the Organization.
- 14.8 This document must be received at the Office, at a fax number or the specified electronic address at the Office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting, not less than twenty-four hours before the time for holding the meeting.

Validity of proxies

- 14.9 A proxy document is invalid if it is not deposited within 24 hours to the meeting time or produced prior to a meeting or a vote being taken as required by this Constitution.

Revocation of appointment of proxy

- 14.10 A vote given in accordance with the terms of a proxy document is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the Organization at the Office before the commencement of the meeting or adjourned meetings at which the document is used:
- 14.10.1 The previous death or unsoundness of mind of the principal.
 - 14.10.2 The revocation of the instrument or of the authority under which the instrument was executed.

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15 Proceedings of the Board

Convening of Board meetings

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

15.1.1 The Chair.

15.1.2 Any two board members.

Notice of Board meetings

15.2 Notice of each meeting of the Board must be given to each Board member at least 14 days before the meeting or at another time determined by resolution of the Board.

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

Mode of meeting for the Board

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

Elections and Quorum at Board meetings

15.5 Elections for Board members and officials of the organization who shall include but not limited to the Chair, Secretary, Treasurer and other members shall be conducted at an Annual General Meeting of the Members after every three (3) years following the year of the last election.

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

15.7 At a meeting of the Board, the number of Board members whose presence is necessary to constitute a quorum is five.

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

15.7.1 In the case of emergency.

15.7.2 For the purpose of filling up vacancies.

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15.7.3 For the purpose of convening a General Meeting.

Voting at Board meetings

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

Chairperson at meetings

15.9 The Chair shall preside as chairperson at every meeting of the Board.

15.10 If there is no Chair or if at any meeting, the Chair is not present within 10 minutes after the time appointed for holding the meeting, or if being present, the Chair is unwilling to preside, the Board may choose a Board member represent to chair the meeting.

Chairperson's vote at Board meetings

15.11 In the event of a tied vote at meetings of the Board, the chairperson has a second or casting vote.

Participation where Board Members interested

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

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

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

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

Validity of acts

15.14 All acts done by a meeting of the Board or by a person acting as a Board member are valid even if it is later discovered that there is a defect in the appointment of a person or that they or any of them were disqualified or were not entitled to vote. As soon as this is discovered, immediate action will be taken by responsible authority to replace.

Minutes

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

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

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

16 Board Members Remuneration

Payment for expenses

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

Board Members' fees

- 16.2 Subject to Clause 15.1 above, Board members are not entitled to any remuneration by virtue only of their position as Board members.

17 No alternate Board members

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

18 Board Vacation of office

- 18.1 The office of Board member becomes vacant if any of the following occurs:
- 18.1.1 If a receiving order is made against him/her or he/she makes any arrangement or composition with his creditors.
 - 18.1.2 If the Board member becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - 18.1.3 If the Board member is absent without the consent of the Organization from the meetings of the Board held during a continuous period of six months.
 - 18.1.4 If by notice in writing to the Organization he/she resigns his office.
 - 18.1.5 If he/she is removed from office by a resolution duly passed under clause 11.2.
 - 18.1.6 If he/she is a Member and is removed from Membership of the Organization pursuant to a resolution of the Organization under clause 7.4 hereof.
 - 18.1.7 If he/she has been appointed a Board member by virtue of being the Chief Executive Officer of the Organization and no longer holds this post.

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19 Indemnity and Insurance

Indemnity

- 19.1 Every Officer, Board member and other officer and every past Officer, Board member and other officer of the Organization is indemnified by the Organization, to the fullest extent permitted by law, against a liability incurred by that person as an officer of the Organization or a subsidiary of the Organization, including legal costs and expenses incurred in defending an action.

Insurance premiums

- 19.2 The Organization may pay the premium on a contract insuring a person who is or has been an Officer, Board member or other officer of the Organization to the fullest extent permitted by law.

20 Seals and execution of documents

Custody of Seal

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

Execution of documents

- 20.3 The Organization may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by any of the following:
- 20.3.1 By two Board members
 - 20.3.2 By a Board member and some other person appointed by the Board for the purpose.
- 20.4 The Organization may execute a document without the use of a seal if the document is signed by either of the following:
- 20.4.1 By two Board member
 - 20.4.2 By a Board member and a Secretary.
 - 20.4.3 By a Board member or an Officer of the Organization provided that such Director or Officer is duly authorised to sign the document by the Board.

Official seals

- 20.5 The Organization may have for use in place of the Seal outside the jurisdiction where the Seal is kept one or more official seals, to be used in accordance with procedures approved by the Board.

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21 Surplus assets on winding up or dissolution of the Organization

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

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

21.1.1 It has objects similar to the objects of the Organization.

21.1.2 Its constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 9.

Provided that such non-profit making institution or institutions shall be determined by the Members of the Organization at or before the time of dissolution. The Board shall approve a process to be used in identifying the institution to receive that will be an addendum to this constitution.

22 Audit and records

Audit

22.1 A registered auditor must be appointed by a resolution put to the annual General Meeting. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with this Constitution.

22.2 A Member of the Board or other Officer of the Organization shall not be capable of being appointed Auditor of the Organization.

22.3 The Board may fill any vacancy in the office of Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act.

22.4 The remuneration of the Auditors of the Organization 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.

22.5 Every Auditor of the Organization shall have a right to see all vouchers of the Organization and shall be entitled to access at all times to the books and accounts and require from the Board and other Officers of the Organization such information and explanations as may be necessary for the performance of the duties of an Auditor.

22.6 The Auditor shall make a report to the Members of the accounts examined by them and on every balance sheet laid before the Organization at its annual General Meeting during their tenure of office, and the report shall state:

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- 22.6.1 Whether or not they have obtained all the information and explanations they have required; and
- 22.6.2 Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Organization's affairs according to the best of their information and the explanation given to them, and as shown by the books of the Organization.
- 22.7 Audited financial statements shall be signed on behalf of the Board by two of the members of the Board one of whom must be the the Board chair, and the Auditor's report shall be attached to the financial statements, or there shall be inserted at the foot of the financial statements a reference to the report, and the report shall be presented to the Organization at the annual General Meeting, and shall be open to inspection by any Member.
- 23 Inspection of Books of Account and List of Members**
- 23.1 The books of account and all documents relating thereto and list of Members of the Organization shall be available for inspection at the Office by any member of the Board or Member of the Organization on giving not less than seven days notice in writing to the Organization.
- 24 Notices**
- Persons authorised to give notices**
- 24.1 A notice by either the Organization or a Member in connection with this Constitution may be given on behalf of the Organization or Member by a Board member or the Secretary of the Organization or Member.
- 24.2 The signature of a person on a notice given by the Organization may be written, printed, stamped or an electronic reproduction of a written signature.
- Method of giving notices**
- 24.3 In addition to the method for giving notices permitted by statute, a notice by the Organization or a Member in connection with this Constitution may be given to the addressee by any of the following means:
- 24.3.1 By delivering it to a street address of the addressee.
- 24.3.2 By sending it by prepaid ordinary post (airmail if outside Kenya) to a street or postal address of the addressee.
- 24.3.3 By sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee.

Addresses for giving notices to Members

- 24.4 The street address or postal address of a Member is the street or postal address of the Member shown in the Register.
- 24.5 The facsimile number or e-mail address of a Member is the number which the Member may specify by written notice to the Organization as the facsimile number or e-mail address to which notices may be sent to the Member.

Address for giving notices to the Organization

- 24.6 The street and postal address of the Organization is the Office.
- 24.7 The facsimile number or e-mail address of the Organization is the number which the Organization may specify by written notice to the Members as the facsimile number or e-mail address to which notices may be sent to the Organization.

Time notices are given

- 24.8 A notice given in accordance with this Constitution is to be taken as given, served and received at the following times:
- 24.8.1 If delivered in writing to the street address of the addressee, at the time of delivery.
 - 24.8.2 If it is sent by post to the street or postal address of the addressee, on the 2nd (5th if outside Kenya) business day after posting.
 - 24.8.3 If sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

Proof of giving notices

- 24.9 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of the relevant one of the following:
- 24.9.1 A transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee.
 - 24.9.2 A printout of the e-mail sent should suffice.

Persons entitled to notice of meeting

- 24.10 Notice of every General Meeting must be given by a method authorised by this Constitution to all of the following persons:
- 24.10.1 Every Member.
 - 24.10.2 Every Board member.

24.10.3 No other person is entitled to receive notices of General Meeting.

25 Exercise of powers

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

26 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.

26 Amendments to this Constitution

Subject to the provisions of the Act and Regulation 21 of the Non- Governmental Organizations Co-ordination Regulations of 1992, the Organization may by Special Resolution passed at a General Meeting of the Members, alter, amend, modify or repeal this Constitution or adopt a new Constitution or change the name of the Organization, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibition contained in clauses 10 and 29 hereof against distribution of the income, property and assets of the Organization to the Members.

27 Dissolution or Winding Up

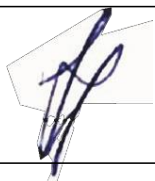
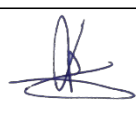
27.1 The Organization shall not be dissolved or wound up except by a Special Resolution passed at a General Meeting of the Members. The quorum at the meeting shall be fifty percent of all Members of the Organization. If no quorum is obtained, the proposal to dissolve or wind up the Organization shall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

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

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

Names, Postal Addresses, position held and Occupations of Subscribers	Signatures of Subscribers
Dr. Suman Bhattacharjea, B-4/54, Safdarjung Enclave, New Delhi 110029, India. Chairperson, PAL Network Board Researcher	
Mr. Sinaba Massaman, BP: 2323 Bamako- Mali, Treasurer, PAL Network Advocate	
Mr. Armando Ali, 6183-00100, Nairobi, Chief Executive Officer, PAL Network Researcher	
Dr. Sara Ruto, 6183-00100, Nairobi, Board Member, PAL Network Researcher	
Dr. John Mugo, P.O BOX 6183-00100, Nairobi, Board Secretary, PAL Network Researcher	

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