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AKTION AFRIKA HELP - INTERNATIONAL (AAH-I)

1 THE ORGANISATION

1.1 Name
The name of the organization (hereinafter called “the organization”) is Action Africa Help - International (AAH-I).

1.2 Name Copyright and Protection
The name Action Africa Help - International (AAH-I) or Action Africa Help - International – ‘Name of a country’ (AAH-I– xxxxx) and its acronyms, shall remain protected and copyrighted in every country of the world and may not be used for any purpose by any other person or group of persons other than the organization itself.

1.3 Constitution
This document is the constitution of Action Africa Help - International.

1.4 Registered Office
The registered office of the organization will be situated in the Republic of Kenya.

1.5 Registration Particulars
• A charitable International Non-Governmental Organization (INGO) based in Nairobi, in the Republic of Kenya.
• International Headquarters: Nairobi, Kenya (East Africa).
Constitution of Action Africa Help - International,
Nairobi, Kenya, 2003

- Operational offices shall be known as “National Offices”.

- National offices shall carry the name “Action Africa Help - International (AAH-I) – (Name of the country)”.

- Each country programme shall be headed by a Country Programme Coordinator (or similar title as may be authorized by the Board).

2 OBJECTIVES

2.1 Preamble

Action Africa Help - International shall not be a political organization nor shall it be operated for commercial gains, but shall only be concerned with the welfare of humanity.

2.2 Main Objectives

a.) The primary object of Action Africa Help - International shall be to address poverty and public distress throughout Africa. In so doing, AAH-I shall endeavour to provide prompt and effective response to the needs of poor communities and wherever feasible, utilizing community-based programs that minimize dependency formation and foster long-term goals of self-support and sufficiency towards holistic development.

b.) Through its established national offices or partnerships with local stakeholders, AAH-I participates in the improvement of living
c.) To establish, or dissolve where necessary, under the direction of the International Board, national office(s) in any country, where and when deemed fit and appropriate to do so, for the fulfilment of any of its objectives (or in dissolving - where it is no longer necessary or appropriate, or if it is desirable so to do).

In furtherance of the above objects, Action Africa Help - International shall have the following powers:

i) to promote such works and development projects as are a reasonably direct means of addressing poverty or public distress and promoting holistic development.

ii) to make rules and regulations consistent with the above objectives for the management and administration of the organization.

iii) to appoint such committees or other bodies as the organisation may deem necessary in connection with such management and administration.

iv) to make, amend, revoke and replace rules and regulations for the purpose of defining the functions, powers and organisation of any such committee, body or national office.

v) To employ and pay upon reasonable and proper terms such officials and staff as the organisation may from time to time deem fit, and to
vi) to make all reasonable and necessary provision for the payment of pensions or retirement benefits arrangements as may be considered appropriate to employees or their dependants.

vii) to collect and accept any gift, subscription, contribution, legacy or bequest as an addition to the fund.

viii) to provide funds or other benefits for or to make any contribution to or support, endow, promote, found or establish, or to join in the support, endowment, promotion, foundation or establishment of any existing or new charity, charitable trust, charitable purpose, charitable institution, charitable company or other charitable body or organisation as the Board may deem fit and for that purpose:

ix) to establish an endowment fund to receive grants, donations, gifts and other assistance in any form whatsoever from Kenya or from any other country or source for any one or more of the objects of the Organisation and to establish non-profit-making foundations or organizations in any country for the purpose of receiving donations from private and corporate persons and for channelling the same to the Organisation’s development operations;

x) to promote or assist in the promotion of any organisation or other
Constitution of Action Africa Help - International, 
Nairobi, Kenya, 2003

body having objects similar to those of the Organisation;

xi) to co-operate with all government bodies at all levels in the planning 
and implementation of its programs.

xii) to do all such other things as are incidental or conducive to the 
attainment of the above objectives.

3 GOVERNANCE

3.1 International Board of Directors

(a) Action Africa Help - International shall have an International Board 
of Directors. The AAH-I Headquarters shall be its Secretariat. The 
International Board shall be responsible for the appointment of the 
top three executives in the international office. The International 
Board shall also be responsible for the appointment of the head of 
each national office.

(b) The international office Chief Executive Officer shall be an 
automatic but ex-officio member of the International Board.

(c) The International Board of Directors shall meet at least twice in each 
calendar year one of which shall be designated the Annual General 
Meeting (AGM) for the purpose of transacting business normally 
expected to be conducted at such a meeting.

(d) Meetings of the International Board shall be called by the
Chairperson giving twenty one (21) days notice. Notice for such meetings shall commence seven (7) days after posting/faxing/e-mailing of the notice.

(e) The quorum for international board meetings shall be three (3) voting members or one third of the voting members whichever is the greater.

(f) The International Board shall promote the setting up of national offices as it deems fit and in accordance with objective 2.2 (c).

3.2 National Boards

(a) It shall be a condition for the establishment of any national office that a suitable oversight Board [see (b) below] shall be put in place consisting of not more than five (5) members. The said limited number shall include the head of the country office as an ex-officio member.

(b) The national oversight Board shall take either the form of an Advisory Board or an Executive Board as the International Board shall at its sole discretion determine.

(c) Any other offices shall operate as Projects of the International Board until such time as the projects get closed or get converted to any other structure under (b) above.

(d) A national office shall be headed by a Country Programme Coordinator (or similar title as may be authorized by the International Board). A Country Programme Coordinator shall be an ex-officio member of that
Country’s oversight Board.

(e) The International Board shall nominate at least one Board Member to each National Office Board if and when established. Each National Executive Board shall propose one of its members for nomination to the International Board.

(f) Each national oversight board shall draw its life and existence from the International Board, and by accepting to set itself up as one, shall also have accepted to be bound by the provisions of this International Constitution in the totality and as may be resolved by the International Board from time to time.

3.3 Rotation of Board Members (International Board)

(a) Board members, other than the International Board founder members, shall serve for not more than two terms of three (3) years each from the date of the first board meeting next to which his/her appointment as a Board Member was formalized.

(b) A retiring board member can rejoin the Board after a break of one year.

(c) To avoid the erosion of institutional memory, at no time should more than one half of the board retire under paragraph (a) of this sub-section. In any such event/possibility, those to retire shall be decided by a simple “YES”/”NO” ballot amongst the non-founder members.

(d) Balloting for the purpose of getting balanced retirements of Board members shall be conducted at least one board meeting before the next at (after) which the retiring board member(s) shall cease to hold office.
(e) To realize the voting outcome envisaged under (c) above, the "YES" votes shall be less by one (1) ballot. Those getting "YES" shall retire. Those getting "NO" shall not retire but shall continue in the Board and start as serving their first term as under (a) above.

(f) The International Board shall cause proper and timely arrangements to be put in place for the replacement of its retiring Board members.

3.4 AAH-I (Officials and Board Members)

(a) The founding members of AAH-I are: Dr. Christopher Wood, Dr. Miriam Were, Dr. John Tabayi and Dr. Vinand Nantulya.

(b) For the purpose of the registration of the organisation with the NGOs Coordination Board in the Republic of Kenya, the officials of the organisation shall be [1] The International Chairperson, [2] International Treasurer and [3 & 4] two other founding members of AAH-I.

(c) The four officials holding offices as in (b) above shall subscribe to this constitution for the purposes of registration.

(d) The International Board may from time to time and at any time appoint or cause to be replaced or title(s) changed of any official of the organization. For the purposes of this clause, any appointee in office on an acting or interim capacity shall be an official within the meaning of this clause.

(e) The Chief Executive Officer shall be the secretary to the International Board and shall be an ex-officio member of each National Board.
3.5 Service and Disputes

Each International Board appointee (Head Office or National Office) will remain in office at the pleasure of the International Board. Any disputes arising between the top officers or an officer with the organisation shall be determined by the International Board as a last resort or referred to arbitration if thought necessary.

3.6 Duties of the Chief Executive Officer

It shall be the duty of the international office Chief Executive Officer to conduct the day-to-day affairs of the Headquarters and to co-ordinate the operations of all country offices.

3.7 Meetings

The international office Chief Executive Officer (International) or his designate, shall convene all management meetings of AAH-I. A simple majority shall carry resolutions and decisions at all meetings.

4 FUNDS AND RESOURCES UTILIZATION

4.1 Application of Funds and Assets

The funds and assets of the Organisation shall be applied solely towards the promotion of the objects of the Organisation as set forth in this constitution; and no portion thereof shall be paid or transferred directly, or indirectly by way of dividend, gift, bonus or otherwise by way of profit to any member of the Organisation, provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Organisation or any member of the Organisation, in return for
any services actually rendered to the Organisation, or prevent the payment of interest at a rate not exceeding current bank rate on money lent or reasonable and proper rent for premises demised or let by any member to the Organisation.

4.2 Indemnity of Officials

Every official or servant of the Organisation shall be indemnified against (and it shall be the duty of the organisation, out of its funds to pay) all costs, losses and expenses which any such person may incur or become liable for by reason of any contract entered into, or act or thing done by him in good faith in the capacity aforesaid, in any way in the discharge of his duties, including travelling expenses, and the organisation may give to any officer or employee of the organisation who has incurred or may be about to incur any liability at the request or for the benefit of the organisation, such security by way of indemnity as it may think proper.

4.3 Auditors

a) The Organisation shall appoint an Auditor or Auditors to hold office each year. Provided that a member of the organisation or other officer of the Organisation shall not qualify to be appointed Auditor of the Organisation.

b) Every Auditor of the Organization shall have a right to see all relevant vouchers, and shall be entitled to access at all times to the books and accounts he requires from the organisation.

c) The auditors shall make a report to the International Board of the accounts examined by them and on every financial statement laid
before the Organisation annually during their tenure of office. Such report shall be in accordance with generally accepted accounting practice and accounting and auditing standards in force in Kenya.

4.4 Inspection of Books of Accounts
The books of accounts and all documents relating thereto and list of officials of the Organisation shall be available for inspection at the office of the Organisation on giving not less than seven (7) days notice in writing to the international office Chief Executive Officer.

4.5 Financial Year
The financial year of the Organisation shall begin on the first day of January and end on the last day of December or at such other time as the International Board may from time to time determine.

5 AMENDMENTS TO THE CONSTITUTION
Subject to the provisions of Regulation 21 (1) of the NGO Regulations, the Organisation may by special resolution passed modify or repeal this constitution or adopt a new constitution or change the name of the Organisation, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibitions contained in this constitution against distribution of income, property and assets of the Organisation to the members.
6.0 DISSOLUTION AND DISPOSAL OF PROPERTY

6.1 The Organisation will not dissolve itself without prior consent in writing from the Non-Governmental Organisations Co-ordination Board obtained upon a written application addressed to the Executive Director of the Non-Governmental Organisations Co-ordination Board and signed by three officials of the organisation.

6.2 Upon dissolution of the organization, its remaining assets shall be distributed to another organization(s) with similar objectives.

6.3 No national office shall have power to dissolve itself or take any other action that affects the registration of AAH – International as an organization except by the express resolution of the International Board acting through the Chief Executive Officer (International).

IN WITNESS whereof the parties hereto have hereunto set their respective hands the day and year first before written.

Signed as a deed by the said:

(1) Christopher N. Dack
(2) Mwai K. Wakiwaga
(3) John Tabai
(4) Kinang,M. M. Owino

On this 30TH day of APRIL, 2003

In the presence of:

Witness' name/address:

ERASTUS & CO:
CERTIFIED PUBLIC ACCOUNTANTS
P. O. Box 55268
NAIROBI, KENYA