

CONSTITUTION

Of

ACTION AFRICA HELP – INTERNATIONAL (AAH-I)

Approved on 20th July 2017



TABLE OF CONTENTS

1	<i>THE ORGANISATION</i>	1
1.1	Name	1
1.2	Name Copyright and Protection	1
1.3	Constitution	1
1.4	Registered Office	1
1.5	Registration Particulars	1
2	<i>OBJECTIVES</i>	2
2.1	Preamble	2
2.2	Main Objectives	2
2.3	Specific Objectives	2
3	<i>MEMBERSHIP</i>	8
3.1	Composition	8
3.2	Categories and Admission to Membership	8
3.3	Founding Members	9
3.4	Ordinary Membership	9
3.5	AAH-I Country Entities Membership	10
3.6	Honorary Membership	11
3.7	Rights and Obligations of Members	11
4	<i>GOVERNANCE</i>	12
4.1	AAH-I Board of Directors	12
4.2	National Boards	14
4.3	Rotation of Board Members	14
4.4	AAH-I Officials and Board Members	15
4.5	Service and Disputes	16
4.6	Duties of the Executive Director	17
5	<i>BOARD PROCESSES</i>	17
5.1	Formation of Board Committees	17
5.2	Disqualification of Board Members	18
5.3	General Meetings	18
5.4	Manner of Convening Extra Ordinary General Meetings	19
5.5	Notice of General Meetings	19
5.6	Proceedings at General Meetings	20
5.7	Voting at General Meetings	20
5.8	Election of Officials	22
6	<i>FUNDS AND RESOURCES UTILIZATION</i>	23
6.1	Application of Funds and Assets	23
6.2	Indemnity of Officials	23
6.3	Auditors	23
6.4	Inspection of Books of Accounts	24
6.5	Financial Year	24
6.6	Conflict Resolution and Arbitration	24
7	<i>AMENDMENTS TO THE CONSTITUTION</i>	25
8	<i>DISSOLUTION AND DISPOSAL OF PROPERTY</i>	26



ACTION AFRICA 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 – ‘Name of a country’ (AAH – xxx) 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 Nairobi in the Republic of Kenya.

1.5 Registration Particulars

- 1.5.1 A charitable International Non-Governmental Organization (INGO) based in Nairobi, in the Republic of Kenya.
- 1.5.2 International Headquarters: Nairobi, Kenya (East Africa).
- 1.5.3 AAH-I shall set up National Operational Offices in each of its countries of operation.
- 1.5.4 National Operational offices shall be known as “National Offices”.
- 1.5.5 National Offices shall carry the name “Action Africa Help (AAH) – (Name of the Country)”.
- 1.5.6 The National Operational Offices shall oversee the proper implementation of the approved annual budget, facilitate progress



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towards the achievement of the AAH-I project goals, and further the development of the AAH-I country programs.

- 1.5.7 Each country programme shall be headed by a Country Director (or a similar title as may be authorized by the AAH-I Board).

2 OBJECTIVES

2.1 Preamble

Action Africa Help – International (AAH-I) shall be a charitable non-profit non-governmental organization that shall work to alleviate poverty and to promote better health and livelihoods for African communities. AAH-I 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 Objective

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 livelihood challenged communities and wherever feasible, utilizing community-based programmes that minimize dependency and foster long-term goals of self-support and sufficiency towards holistic development.

2.3 Specific Objectives

AAH-I shall implement, where possible, integrated programmes that focus on the following thematic areas:

- 2.3.1 Provision of Basic services – Primary Health Care, Water and Sanitation and Education, by addressing poor health outcomes and striking inequalities in health and education status within African populations.

- 2.3.2 Food and Income Security and Environmental Management by securing community livelihoods through working to increase food production capacity



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and secure incomes for livelihood-challenged communities by strengthening their production systems, and their access to inputs and services.

2.3.3 Civil Society strengthening and peace building, by building cohesion and peace for development through working with communities to cultivate peaceful co-existence and the communities' participation in their own development.

2.3.4 Facilitating humanitarian relief and recovery programs for displaced and returnee populations to attain sustainable resettlement.

2.3.5 Through its established National Offices or partnerships with local stakeholders, AAH-I participates in the improvement of living standards for the people in the areas in which AAH-I works.

2.3.6 For the fulfilment of any of its objectives, AAH-I establishes, or dissolves where necessary, under the direction of the AAH-I Board, National Office(s) in any country, where and when deemed fit and appropriate to do so.

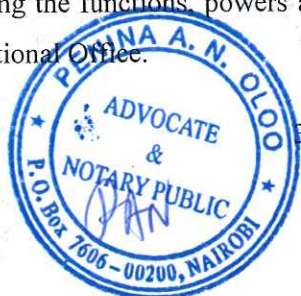
2.3.7 Promotion of such works and development projects as are a reasonably direct means of addressing poverty or public distress and enhancing development in a holistic manner.

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

2.4.1 To make rules and regulations consistent with the above objectives for the management and administration of the Organization.

2.4.2 To appoint such committees or other bodies as the Board may deem necessary in connection with such management and administration.

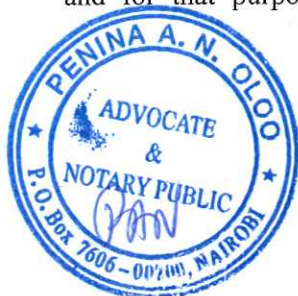
2.4.3 To make, amend, revoke and replace rules and regulations for the purpose of defining the functions, powers and organisation of any such committee, body or National Office.



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- 2.4.4 To employ and pay upon reasonable and proper terms such officials and staff as the Board may from time to time deem fit, and to enter into any service agreements for that purpose.
- 2.4.5 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.
- 2.4.6 To collect and accept any gift, subscription, contribution, legacy or bequest as an addition to the funds donated to AAH-I in furtherance of its objectives.
- 2.4.7 At any time or times to accept such additional moneys, investments or property of whatsoever nature and wheresoever situate as may be paid or transferred to it by any person either personally or by testamentary act or disposition or by gift or by the provisions of any other trust or otherwise (including property of an onerous nature the acceptance whereof the Organisation considers to be beneficial or desirable as an addition to the Organisation) and either for the general purposes of the purposes hereby declared or upon any special trusts declared by the donor or testator and in the absence of any direction to the contrary any such additional moneys investments or property so accepted by the Directors shall be held by them upon the trusts hereof:-
- (a) In the case of capital moneys investments or property as an accretion to the capital of the Organisation.
 - (b) In the case of moneys being income as part of the income of the Organization.
- 2.4.8 To provide funds or other benefits for, or to make any contribution to, or support, endow, promote, found or establish, or 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 to establish an endowment fund to receive grants,



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donations, gifts and other assistance in any form whatsoever from any country or source for any one or more of the objects of the Organisation.

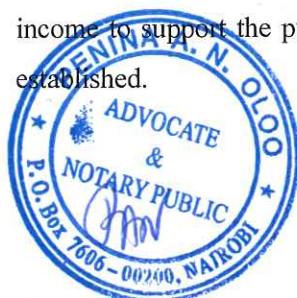
2.4.9 To establish non-profit-making foundations or organisations in any country for the purpose of receiving donations from private and corporate persons and for channelling the same to the Organisation's development operations.

2.4.10 Generally to purchase, take on lease or in exchange or otherwise acquire any property, chattels movable or immovable, or any interest therein and any rights or privileges which the Organization may think necessary or convenient for the purposes of its operations, and in particular any land or buildings, and to pay for such properties, rights and privileges in cash or otherwise.

2.4.11 To purchase take on lease or otherwise acquire any freehold leasehold or other immovable property wheresoever situate either by way of investment or for occupation and use for all or any of the purposes for which the Organisation was established and hereby authorised and to sell exchange surrender let or otherwise deal with any such freehold leasehold or other immovable property and to facilitate the holding of such immovable property to apply in the future for and procure their registration as a body corporate.

2.4.12 To invest or lay out the Organisation's funds in the purchase of or at interest upon the security of such stocks funds shares securities or other investments or property of whatsoever nature and wheresoever situate and whether involving liability or not and whether producing income or not or upon such personal credit with or without security as the Directors shall in their absolute discretion think fit to the intent that the Directors shall have the same full and unrestricted powers of investing and transposing investments and laying out moneys in all respects as if they were absolutely entitled thereto beneficially.

2.4.13 To promote and procure the incorporation or registration of any company or companies with or without limitation of the liability of the members thereof to be engaged in real estate or other commercial ventures for the generation of income to support the public benefit purposes for which the Organisation was established.



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- 2.4.14 To promote and procure the establishing incorporating or registration of a trust or trusts with or without limitation of liability of the trustees to facilitate the generation of income to support the public benefit purposes for which the Organisation was established.
- 2.4.15 To delegate such of the powers authorities and discretions by these presents or by law conferred on them as the Directors shall see fit to any committee or committees or other proper officer as constituted in accordance with any bye-laws or rules drawn up by the Directors as foresaid or otherwise employed by the Directors;
- 2.4.16 To insure against any loss or damage from any peril any property for the time being forming part of the Organisation's property for any amount and to pay the premia payable in respect thereof out of the funds of the Organisation or any income thereof;
- 2.4.17 Instead of acting personally to employ and pay at the expense of the income or capital of the Organisation any agent in any part of the world whether attorneys, advocates, barristers, solicitors, accountants, brokers, banks, trusts, companies, or other agents, without being responsible for the default of any agent if employed in good faith to transact business or do any act required to be transacted or done in the execution of the trusts hereof including the receipt and payment of moneys and the execution of documents;
- 2.4.18 To carry on or manage such business or commercial enterprise whether for income generation or otherwise as the Directors determine should be carried on or managed in connection with the purposes hereinbefore declared;
- 2.4.19 To sell, lease, let, sublet, mortgage or otherwise dispose of the lands, houses, buildings, and other property of the Organization.
- 2.4.20 To resell or sublet any concession or license obtained, or contract entered into.
- 2.4.21 At any time and from time to time to borrow money on the security of the Organisation's undertaking and all or any part of any assets, moveable and immoveable property with power to charge any part of the capital or income



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(present and future) of the Organisation including without prejudice to the generality of the foregoing any part of the capital or income forming part thereof and or by the creation and issue on such terms and conditions as may be thought expedient other securities of any description with the repayment of any moneys so borrowed and to pay or apply the moneys so raised in any manner in which money forming part of the capital of the Organisation may be paid or applied and so that the Directors shall have power to enter into any joint borrowing arrangements with any person and whether or not involving joint or several liability and no purchaser lender or other person paying or advancing money on a sale, mortgage, charge, or other transaction, purporting to be made by the Directors under or for any of the purposes of this Organisation shall be concerned to see that the money is wanted or that no more than is wanted is raised or otherwise as to the propriety of the transaction or the application of the money;

2.4.22 At any time to invite and with or without such invitations receive contributions from any person or persons whomsoever either by way of donation or sponsorship or legacy or otherwise for the support or otherwise for the benefit or purposes of the purposes declared or constituted hereunder;

2.4.23 To allow any part of the Organisation's funds or moveable or immoveable property to be or remain vested in or to stand or remain standing in the name or names of any nominee or nominees whether or not including the Directors or any of them without being accountable for any default on the part of any such nominee or nominees;

2.4.24 From time to time to open and maintain accounts in the name of the Organisation or any nominee or nominees a banking account or banking accounts at such bank or banks as they shall from time to time decide and to place any moneys forming part of the Organisation's funds to the credit of such account or accounts or place the same on deposit with any banker or bankers or with any building or investment society or company;

2.4.25 At any time and from time to time to make such bye-laws or rules etc. arrangements draw up such schemes and make and frame such bye-laws and



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rules as the Directors shall in their uncontrolled discretion think fit for the administration of the Organisation's charitable purposes declared herein and for the management of the Organisation or any part thereof and at any time or times to amend alter or repeal any of the said arrangements schemes bye-laws or rules as they shall think fit;

2.4.26 To establish and support or aid in the establishment and support of associations, institutions, funds trusts and conveniences calculated to benefit and to grant pensions and allowances to persons who are or have been at any time employed by or in the service of the Organization or of any subsidiary, allied or associated organization, or the dependants of such persons, and to make payments towards insurance for the purposes aforesaid and to subscribe or guarantee money for any charitable or benevolent object or for any exhibitions or for any public, general or useful object.

2.4.27 To guarantee the capital or securities or any obligation or contract entered into by the Organization.

2.4.28 To promote or assist in the promotion of any organisation or other body having objects similar to those of the Organisation.

2.4.29 To co-operate with all Government bodies at all levels in the planning and implementation of its programs.

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

3. MEMBERSHIP

3.1 Composition

Membership of the Organisation shall comprise of persons admitted to membership in accordance with article 3 of this Constitution.

3.2 Categories and Admission to Membership

3.2.1 The Organisation may admit persons to its membership under the following categories:



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- a) Founding Members;
- b) Ordinary Members;
- c) AAH-I Country Entities
- d) Honorary Members

3.2.2 The Organisation shall keep a separate register for each category of membership which shall be updated annually and made available to Members at every Annual General Meeting.

3.2.3 All persons wishing to become Ordinary Members of the Organisation shall submit their application, together with their CV, to the Executive Director for consideration by the AAH-I Board, who will make recommendations for approval by the Annual General Meeting.

3.2.4 Likewise, AAH-I Country Entities wishing to become Members shall submit their application, together with their organizational profile, to the Executive Director for consideration by the AAH-I Board, who will make recommendations for approval by the Annual General Meeting

3.2.5 Every Member shall pay an annual subscription fee of not less than KSh. 10,000 (ten thousand Kenya Shillings) to the Organisation.

3.3 FOUNDING MEMBERS

3.3.1 The Organisation has four Founding Members. These shall be life members, unless they choose to retire.

3.3.2 Should a Founding Member wish to retire, he/she shall give one month notice in writing to the Board of their intention to retire from membership. Upon the expiry of such notice he/she shall cease to be a Member.

3.4 ORDINARY MEMBERSHIP

3.4.1 The Organisation may admit to Ordinary Membership any adult of sound mind holding similar values, who has expressed interest in becoming a Member and



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has been considered and approved by the AAH-I Board and the AAH-I Annual General Meeting.

3.4.2 Persons who are prepared and able to support the objectives of the Organization directly or indirectly may from time to time be admitted to membership, provided that a Member(s) shall cease to be a Member if:

- (i) He/she gives one month notice in writing to the Board of their intention to resign from membership. Upon the expiry of such notice he/she shall cease to be a Member but his/her liability to contribute to the funds of the organization in the event of its being wound up or dissolved shall continue for one year from the expiry of such notice.
- (ii) He/she is removed from membership by the vote of not less than 51% of the Members of the Organization present at a properly convened meeting of the Organization at which he/she has been given a reasonable opportunity of attending and being heard.
- (iii) He/she retires by way of term limits set out by the AAH-I Annual General Meeting.
- (iv) On expiry of seven years from the time that he/she was admitted into membership.

3.5 AAH-I COUNTRY ENTITY MEMBERSHIP

3.5.1 The Organisation may admit to Membership any fully incorporated AAH-I Country Entity that has expressed interest in becoming a Member and has been considered and approved by the AAH-I Board and the AAH-I Annual General Meeting.

3.5.2 AAH-I Country Entities shall be represented in AAH-I by their duly elected Chairperson and Vice Chairperson.



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3.6 HONORARY MEMBERSHIP

- 3.4.1 Honorary Members of AAH-I shall consist of the Patron, and any other Members as shall be recommended by the AAH-I Board and duly approved by the AGM.
- 3.4.2 The General Assembly shall approve a person who has distinguished themselves in humanitarian and development work to be appointed Patron. The Patron TORs shall be approved by the AAH-I Board.
- 3.4.3 The General Assembly shall review recommendations made by the AAH-I Board and shall approve persons who have distinguished themselves in service to AAH-I and its beneficiaries to be appointed as Honorary Members.

3.7 RIGHTS AND OBLIGATIONS OF MEMBERS

- 3.7.1 Every Member of the Organisation shall have, in accordance with this Constitution, by-laws and resolutions of the General Assembly, the following rights:
- a) To participate at General Meetings of the Organisation;
 - b) To receive publications and other information distributed by the Organisation;
 - c) To contribute to the Organisation and fully participate in engagements, committees, commissions and related task forces formed in pursuance of the Organisation's Mission and Objectives in accordance with organizational policy;
 - d) To express opinions in a democratic, orderly and fair manner respectful of the rights of other Members;
 - e) To withdraw from membership.
- 3.6.2 Every Member of the Organisation shall have, in accordance with this Constitution, by laws and resolutions of the General Assembly, the following obligations:



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- a) To uphold and abide by the Constitution, policies and regulations of the Organisation;
- b) To conduct themselves in a manner that is not prejudicial to the interests or contrary to the objectives of the Organisation;
- c) Except for Honorary Members, pay Annual Subscription every financial year at a rate determined by the Annual General Assembly by the end of the 1st quarter of every calendar year.
- d) To attend Annual General Meetings of the Organisation; and
- e) To undertake such activities and voluntary assignments that may be required by the Organisation pursuant to its aims and objectives;

4. GOVERNANCE

4.1 AAH-I Board of Directors

4.1.1 Action Africa Help – International shall have a Board of Directors. The AAH-I Board shall consist of not less than seven (7) and not more than eleven (11) Directors.

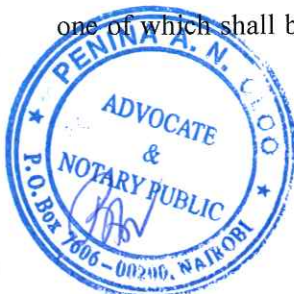
4.1.2 AAH-I Founding Members shall not be counted in the above (4.1.1) number limits.

4.1.3 The Board Members shall, at an Annual General Meeting at the end of every three (3) year term, elect a Chairperson, Vice Chairperson and Treasurer from among the Board Members. These office bearers shall hold office for no more than two terms of three years each.

4.1.4 The Board shall be responsible for the appointment of the top three executives in the AAH-I Headoffice. The AAH-I Headquarters shall be its Secretariat.

4.1.5 The Executive Director shall be an ex-officio Member, and Secretary of the AAH-I Board.

4.1.6 The AAH-I Board of Directors shall meet at least thrice in each calendar year, one of which shall be designated the Annual General Meeting (AGM) for the



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purpose of transacting business normally expected to be conducted at such a meeting. Electronic meetings shall be held where considered appropriate, but at least two meetings a year shall be face to face meetings.

- 4.1.7 A Board Member who is absent from Board meetings three (3) consecutive times shall cease to be a Director forthwith.
- 4.1.8 Meetings of the Board shall be called by the Secretary in consultation with the Board Chairman by giving twenty one (21) days' notice.
- 4.1.9 At the request of three (3) Members of the Board, the Secretary shall at any time convene a meeting of the Board upon giving at least fourteen (14) days' notice to the Members of the Board, specifying the place, the day and the hour of the meeting and stating the general nature of the business to be transacted at the meeting.
- 4.1.10 The quorum for Board meetings shall be at least half (50%) of the voting Members.
- 4.1.11 Decisions shall be taken by consensus, or by a simple majority vote, except in the case of Dissolution or change of the Constitution (see Article 6 and 7). In the event of a tie in the votes, the Chairperson shall have a final decisive vote.
- 4.1.12 The AAH-I Board of Directors may pass a resolution in writing or via email without holding a meeting and such resolution shall be as valid and effective for its purposes as if it had been duly passed at a meeting of the Board provided that the resolution shall be signed by, or email vote obtained from, each Member who would be entitled to vote on the resolution if it were moved at a meeting of the Board.
- 4.1.13 The AAH-I Board shall promote the setting up of National Offices as it deems fit and in accordance with clauses 1.5.3 – 1.5.6.



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4.2 National Boards

- 4.2.1 It shall be a condition for the establishment of any National Office that a National Board which shall be responsible for managing, directing, and administering the affairs of the national organisation [see 4.2.2 below] shall be put in place consisting of not less than seven (7) and not more than eleven (11) Members. The said limited number shall include the Country Director as well as the AAH-I Executive Director as ex-officio members.
- 4.2.2 A National Office shall be headed by a Country Director (or similar title as may be authorized by the AAH-I Board).
- 4.2.3 Any other Offices shall operate as Projects of the AAH-I Board until such time as the projects get closed or get converted to a National Office.
- 4.2.4 The AAH-I Board may nominate one Board Member to each National Board if and when established. The Chairperson of each National Board shall be a Substantive Member of the AAH-I Board. Should the Chairperson of a National Board be unavailable for an AAH-I Board meeting, the Vice-Chairperson shall attend the meeting and participate at that meeting as if he/she were the substantive Member.
- 4.2.5 Each National Programme is subject to the provisions governing AAH-I's operations.
- 4.2.6 National Boards shall be accountable to the AAH-I Board and shall report at all AAH-I Board meetings on their progress against agreed upon parameters.

4.3 Rotation of Board Members (AAH-I Board)

- 4.3.1 Board Members, other than the AAH-I 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.



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4.3.2 To avoid the erosion of institutional memory, at no time should more than one half of the Board retire under paragraph 4.3.1 of this sub-section. In case more than half wish to retire or are due to retire after two terms, those to retire shall be decided by a “YES”/”NO” ballot. Those getting “NO” shall in the sequence of their majority up to half of the Board not retire, but shall continue in the Board and retire in a staggered manner of not more than one year intervals.

4.3.3 Balloting for the purpose of getting balanced retirements of Board Members shall be conducted at least one Board meeting before the next after which the retiring Board Member(s) shall cease to hold office.

4.3.4 The AAH-I Board shall cause proper and timely arrangements to be put in place for the replacement of its retiring Board Members.

4.4 AAH-I Officials and Board Members

4.4.1 AAH-I shall have a Patron who shall be chosen by the AGM. The Patron shall be an eminent person in society, able to support AAH-I’s cause.

4.4.2 The Founding Members of AAH-I are: Dr. Christopher Wood, Dr. Miriam Were, Dr. John Tabayi and Dr. Vinand Nantulya.

4.4.3 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 Chairperson, [2] Treasurer, and [3 &4] two other Board Directors of AAH-I. The said officials shall be elected at an Annual General Meeting from amongst the Board Members.

4.4.4 The first four officials holding office as in 4.5.3 above shall subscribe to this Constitution for the purposes of registration.

4.4.5 **Office Bearers** - The Organization shall at the Annual General Meeting at the end of every three (3) year term elect, from amongst the AAH-I Board



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Members, its Chairperson, Vice-Chairperson and Treasurer. The above officials shall hold office for three (3) years following which at the next Annual General Meeting they shall retire but shall be eligible for re-election.

4.4.6 If the Chairperson, during his term of office, should cease to be a Member of the Organization, resign from office or die, the Vice-Chairperson shall hold office until the next Annual General Meeting when a new Chairperson shall be elected. In the event that the Vice-Chairperson is, for whatever reason, unable to take on this role, the Directors shall elect one of their Members to hold office until the next Annual General Meeting. The same procedure shall apply to the Treasurer.

4.4.7 **The Chairperson** shall chair all meetings of the Board and all general meetings. He/she shall provide guidance with regard to the affairs of the Organization.

4.4.8 The Vice-Chairperson shall, in the absence of the Chairperson, perform the duties of the Chairperson, including chairing meetings of the Board and general meetings.

4.4.9 **The Secretary** shall:

- a) Arrange for meetings of the Organization on instructions of the Board of Directors, and in Special circumstances, on the instructions of General Meetings.
- b) Keep minutes of the meetings of the Board of Directors and the General Meetings
- c) Carry out all correspondence and publicity on behalf of the Organization.

4.4.10. **The Treasurer** shall in general ensure that proper accounting procedures are adhered to, and shall:

- a) Keep on a proper accounting basis all the financial records of the Organization;



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- b) Open bank accounts on the advice of the Board and ensure that all drawings from the account are countersigned either by the Executive Director or his/her designate.
- c) Provide reports on the financial statement of the Organization and audited accounts to the Board and Annual General Meeting.

4.4.11 The AAH-I 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.

4.4.12 The Executive Director shall be the Secretary to the AAH-I Board, and shall be an ex-officio member of each National Board.

4.5 Service and Disputes

Any disputes arising between the top officers or an officer with the Organisation shall be determined by the AAH-I Board as a last resort or referred to arbitration if thought necessary.

4.6 Duties of the Executive Director

It shall be the duty of the AAH-I Executive Director to conduct the day-to-day affairs of the Headquarters and to co-ordinate the operations of all National Offices. The Executive Director shall be answerable to the AAH-I Board.

4.7 Management Meetings

The AAH-I Executive Director or his/her designate, shall convene all management meetings of AAH-I. A simple majority shall carry resolutions and decisions at all meetings.

5.0 BOARD PROCESSES

5.1 Formation of Board Committees



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5.1.1. The Board may delegate any of their powers to Committees consisting of such Members of the Board or other co-opted persons as they think fit, and any Committee so formed shall, in the exercise of the powers 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.

5.1.1 The Board shall have the following Standing Committees, and any others that it deems fit and constitutes as per article 4.1.1. above.

- i) **The Finance, Investments and Administration Committee** shall provide oversight on the fiscal policies of the Organization and the sustainable management of all its investment and administration requirements.
- ii) **The Programme Development and Resource Mobilisation Committee** shall provide oversight to AAH-I's programme design and development, quality systems functions including the monitoring and evaluation function, and resource mobilisation.
- iii) **The Audit Committee** shall provide oversight to the audit function of the organization, including its internal controls, risk management and compliance procedures.
- iv) **The Board Nomination and Development Committee** shall provide oversight to the governance functions of the Organization.

5.1.2 A resolution in writing or on email signed or agreed upon electronically by not less than two thirds of the Members for the time being of any Committee of the Board who are duly entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and constituted.



5.2 Disqualification of Members of the Board

The office of a Member of the Board shall be vacated:

- a) If a receiving order is made against him/her makes an arrangement or composition with his/her creditors; or
- b) If he/she becomes of unsound mind; or
- c) If he/she fails to attend the three (3) consecutive meetings of the Board except by special leave of the Board; or
- d) If by notice in writing to the Organization he/she resigns his/her office;
- e) If he/she is removed from office by a resolution duly passed under this Constitution.

5.3 General Meetings

5.3.1 The Organization shall in each year hold a General Meeting designated 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 one Annual General Meeting of the Organization and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

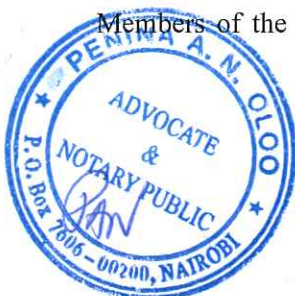
5.3.2 Besides the Annual General Meeting, all other General Meetings shall be called Extraordinary General Meetings.

5.3.3 All AAH-I Board Directors and AAH-I Members shall be entitled to attend and vote at the Annual General Meetings and any Extraordinary General Meetings called.

5.4 Manner of convening Extra Ordinary General Meetings

5.4.1 The Board may, whenever it thinks fit, convene an Extraordinary General Meeting;

5.4.2 The Board shall also, on the requisition of not less than one-third of the Members of the Organization, proceed to convene an Extraordinary General



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Meeting, provided that the requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Executive Director.

5.5 Notice of General Meetings

Fourteen (14) days' 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), specifying the place, the day and the hour of the meeting of the Organization 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 the Members entitled to attend and vote 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 that meeting.

5.6 Proceedings at General Meetings

- 5.6.1 All Business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Ordinary General Meeting with the exception of the consideration of the accounts and balance sheets, the reports of the Board and Auditors, the elections of the Board, appointment of Auditors, and the fixing of the remuneration 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 continue constitute a quorum.
- 5.6.2 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, a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall then be dissolved.



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5.6.3 The Chairperson, or in his absence the Vice-Chairperson of the Board, if present shall preside at every General Meeting. If there is no such Chairman or Vice-Chairperson, or if at any meeting neither is present within fifteen (15) minutes after the time appointed for holding the meeting, the Members present shall designate one of their Members to be Chairperson of the meeting.

5.6.4 The Chairperson of any meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished. When such adjournment extends to more than thirty (30) days since the original schedule date of the meeting, notice of the adjourned meeting shall be given as in the case of an original meeting.

5.7 Voting at General Meetings

5.7.1 Every Member shall have one vote, provided that when any matter affecting a Member personally comes before the meeting, although he/she may be present at it, he/she shall not be entitled to vote on the question and Chairperson may require him/her to withdraw during the discussion, and he/she shall in the case withdraw accordingly.

5.7.2 On a poll, votes may be given personally or by proxy, provided that the instrument appointing a proxy shall be in writing or by email under the hand of the appointer or of his attorney duly authorized in writing, a proxy need not be a member of the organization provided that no person shall be entitled to be appointed a proxy for more than two absent members.

5.7.3 The instrument appointing a proxy and the power of the attorney or other authority, if any, or a notarially certified copy of that power or authority shall be emailed to or deposited at the office of the Executive Director, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty four (24) hours before the time appointed for taking the poll, and in default the instrument of the proxy shall



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not be treated as valid after the expiration of twelve (12) months from the date of its execution.

5.7.4 At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two (2) Members. Unless a poll is so demanded a declaration by the Chairperson that a resolution has, on a show of hands, been carried, shall be conclusive evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against such a resolution. A demand or a poll may be withdrawn.

5.7.5 A poll demanded on the election of a Chairperson, or on the question of adjournment, shall be taken forthwith. A poll demanded on any questions shall be taken at such time as the Chairperson of the meeting directs and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.

5.7.6 In case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place, or at which a poll is demanded, shall be entitled to a second or casting vote.

5.8 Election of Officials

5.8.1 The AGM shall, at the end of every three (3) year term, elect a Chairperson, Vice-Chairperson and Treasurer from among the AAH-I Board Members.

5.8.2 The AGM, shall, wherever possible, strive to elect the three officials through a consensus process.

5.8.3 Candidates for the positions of Chairperson, Vice-Chairperson and Treasurer shall be nominated and seconded in plenary.

5.8.4 Should there be more than one nomination for any one of these positions, the nominated candidates shall vacate the meeting room and elections shall be held by secret ballot presided over by a Returning Officer.



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- 5.8.5 The ballots cast shall bear the name of the nominated candidate that a given Member chooses to vote for.
- 5.8.6 Once ballots have been cast, they shall be counted by the Returning Officer.
- 5.8.7 The winner shall be by 'simple majority'.
- 5.8.8 The Returning Officer shall announce the results.
- 5.8.9 The Returning Officer shall then invite the successful candidate for the position of Chairperson to take over the Chair.
- 5.8.10 The newly elected Chairperson shall take over proceedings with immediate effect.
- 5.8.11 The outgoing Chairperson shall hand over the AAH-I Strategic Plan, a printed copy of the AAH-I Constitution and the AAH-I Governance Manual as a symbolic sign of the handover of Chairmanship to the in-coming Chairperson.

6. FUNDS AND RESOURCES UTILIZATION

6.1 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.

6.2 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



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which any such person may incur or become liable for by reason of any contract entered into, or act or thing done by him or her in good faith in the capacity aforesaid, in any way in the discharge of his or her 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.

6.3 Auditors

6.3.1 The Organisation shall appoint an External Auditor or Auditors to hold office each year. No member of the Organisation or other officer of the Organisation shall qualify to be appointed External Auditor of the Organisation.

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

6.3.3 The External Auditors shall make a report to the AAH-I Board and the AGM 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.

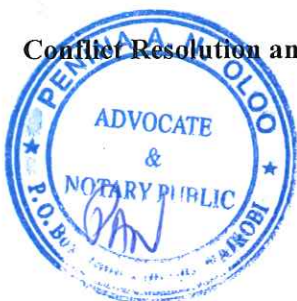
6.4 Inspection of Books of Accounts

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 Executive Director.

6.5 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 AAH-I Board may from time to time determine.

6.6 Conflict Resolution and Arbitration



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- 6.6.1 This agreement is governed by and shall be construed in accordance with the laws of the Republic of Kenya, and shall be binding to all parties that subscribe to, and are creatures to this Constitution.
- 6.6.2 Any dispute arising from, or in connection with, the Constitution as relates to the operation of AAH-I or the breach thereof, including any issue as to the validity or enforceability of this Constitution, or for the construction or breach thereof shall be decided amicably by the parties.
- 6.6.3 Any disagreement or dispute arising from this Constitution, its existence, interpretation, performance or enforcement, not resolved by the disputing parties within 30 days from the date on which any party notifies one or more of the others of any such disagreement or dispute, shall be decided finally by arbitration before a mutually agreed arbitrator in Nairobi, Kenya.
- 6.6.4 If the parties cannot agree upon an arbitrator within 10 days, either party may apply to the Chairman of the Law Society of Kenya to designate an arbitrator.
- 6.6.5 The arbitrator shall enter his/her award within 45 days from the date of his/her appointment unless both parties to the arbitration agree on an extension of time. The award shall be binding to each of the arbitrating parties and may be enforced in any court having jurisdiction over the party or property of any party against whom enforcement of the award is sought.
- 6.6.6 Excepting the case of termination, the parties shall continue to perform all of their obligations under this Constitution pending the arbitration award. The award may be recognised and enforced by any court having jurisdiction over any of the parties.
- 6.6.7 This arbitration provision shall procedurally be governed by the UNCITRAL Model Law and the UNCITRAL Arbitration Rules 1976 and substantially this arbitration provision shall be governed and construed in accordance with the laws of the Republic of Kenya.



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6.6.8 The arbitrator shall be entitled to make such award as he/she may find fit provided that the arbitrator shall be required to furnish reasons.

6.6.9 The provisions of this clause are severable from the rest of this Constitution and shall remain in effect notwithstanding the cancellation, termination or invalidity for any reason of the Constitution.

7.0 AMENDMENTS TO THE CONSTITUTION

7.1 Subject to the provisions of Regulation 21 (1) of the NGO Co-ordination Regulations 1992, the Organization may, by a special resolution passed by the Members, amend, repeal, modify, this Constitution or adopt a new Constitution or change the name of the Organization provided that notice of the intention to pass a resolution to such effect has been given to all Members in terms of this Constitution, and provided further that:

7.1.1 The Quorum for a General Meeting at which such resolution shall be considered, shall be two thirds of all Members of the Organization on the date of notice.

7.1.2 No such resolution shall be valid unless passed by a majority of votes consisting of at least three quarters of the Members present.

7.1.3 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 Organization to the Members.

8.0 DISSOLUTION AND DISPOSAL OF PROPERTY

8.1 The Organization shall not be dissolved or wound up except by a resolution passed at a General Meeting of the Members. The Quorum for a General Meeting at which such resolution shall be considered, shall be two thirds of all Members of the Organization on the date of notice of the meeting.



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- 8.2 No such resolution shall be valid unless passed by a majority of votes consisting of at least three quarters of the Members present.
- 8.3 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 (14) days before the date of the meeting. The quorum for this second meeting shall be the number of Members present.
- 8.4 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.
- 8.5 Upon dissolution of the Organisation, its remaining assets shall be distributed to another organisation(s) with similar objectives.
- 8.6 No National Office shall have power to dissolve itself or take any other action that affects the registration of AAH-I as an Organization except by the express resolution of the AAH-I AGM acting through the Executive Director.

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

Signed by the AAH-I Office Bearers:

Chairperson

Dr John Tabayi

Signature: _____

Treasurer

Mrs. Margaret Oriaro

Signature: _____

Secretary

Dr Caroline Kisia

Signature: _____



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Founding Member
Prof. Vinand Nantulya

Signature: V. Nantulya

Board Member
Prof. Aggrey Abate

Signature: [Signature]

Board Member
Mr. Haron Wachira

Signature: H. Wachira

On this 20th day of July, 2017

In the presence of:
JOSEPH KARANJA MBUGUA

Witness' Name/Signature/Address:

[Signature]
.....
.....




[Signature]
[Signature]
[Signature]
CK