



**KENYA WELFARE
FOUNDATION**



“Our work is vital. Together we can make a difference and save lives”.



**THE CONSTITUTION
OF THE
©KENYA WELFARE FOUNDATION®
(KWF)
AS AMENDED AND ADOPTED
BY THE FOUNDATION BOARD
December 16, 2006**



HIV/Aids Orphans have RIGHTS too...

*©Kenya Welfare Foundation® (KWF),
Promoting Children's Rights in Kenya.*

PREAMBLE

Considering the participation and contribution toward building the three pillars of development : economic, social and political systems as stipulated in the Economic Recovery Strategy (ERS) and recently launched **Kenya Vision 2030 Initiative** intended to improve economic performance

Considering the participation and contribution toward achieving the four goals for a social conciliatory society : freedom, equality, parity and brotherhood.

Considering the urgency and priority for protection and prevention of child neglect, abuse and maltreatments, taking care of our children and young people who are orphaned by HIV/Aids or from underprivileged families.

Considering the contribution to building awareness of the despair faced by growing number of HIV/Aids orphans in Kenya and the ways in which their needs can be addressed.

Considering the rehabilitation of all primary schools, sports and recreation facilities to make school a better place for all children.

Considering the participation and contribution to building more schools to reach a reasonable number of pupils in class, Community-Based Family Home for orphans, disabled and handicapped children, more equipped, efficient healthy facilities and affordable health systems, ie. antiretroviral paediatric therapy and paediatric essential drugs.

Considering the welfare and salaries of teachers, academic and Para-academic staff.

Considering the implementation of free secondary school education using the **Constituency Development Fund & Bursary Fund**,

Considering the necessity of building the youth hostels and industrial skills training centers in areas with most school dropouts using the **Youth Development Fund**.

Considering the promotion of juvenile rehabilitation projects in penal institutions and juvenile integration project “skills training” out of prison with the aim to reduce crimes in the country.

Considering the promotion of micro-projects and micro-credits which enables individuals, communities and peoples to realize their full potential by furthering their sustainable development and improving their quality of life.

Considering the contribution to building of Social Housing in the urban and sub-urban areas to trim down the growing slum settlements and population, and facilitate properties access to middle class Kenyans.

Considering the contribution to building an equitable society based on a human scale, which is inclusive and enables each person to create, obtain, use and share information and knowledge.

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DECIDED :

Thus to create the ©Kenya Welfare Foundation® (KWF) to help build democratic, social equality, participatory democracy and conciliatory societies, reduce poverty, crimes and disparities in Kenya under the following principles :

- contribute to economic and social justice and enable communities at all levels, wherever they are in Kenya, to guarantee economic growth, Human rights and fundamental freedoms, and thus helping to attain the objectives contained in the Economic Recovery Strategy (ERS) and recently launched **Kenya Vision 2030 Initiative** intended to improve economic performance
- give all children and young people the means to grow in a favorable environment and ensure their physical, mental and intellectual development, a better quality of life and the opportunity to fully tap their potential.

Clause (1a)

KWF LEGAL STANDING AND COMPOSITION

(1) KWF is a charitable, non-partisan and non-profit Organization incorporated and registered under the Kenya Societies Act (108). It shall be capable of acquiring rights, incurring obligations, entering into legal transactions and suing and being sued in its own name.

(2) KWF shall operate bank accounts and acquire and own property in its own name.

(3) KWF is a non-racial, non-sexist, independent and unitary non-profit Organization ; its policies are determined by its Foundation Board and structures.

(4) The leadership of KWF shall be accountable to its membership.

(5) Freedom of speech and free circulation of ideas and information shall be upheld within KWF.

Clause (1b)

OPENNESS AND DISCLOSURE

The Kenya Welfare Foundation shall provide comprehensive and timely information to the public, the media and all stakeholders and responds in a timely manner to reasonable requests for information. All information about the Foundation fully and honestly reflects its policies and practices. Basic informational data about the Foundation, such as the reviews and compilations, and audited financial statements, are posted on the Foundation's Web site and/or are otherwise available to the public.

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Clause (2) Introduction

We, the ©Kenya Welfare Foundation® (“KWF”), charitable foundation organized by Stephen N. KINUTHIA of Kenya Community Abroad - France, aimed to coalesce efforts in building Kenya on a solid base.

As such participating and contributing to towards the social welfare support projects which benefit children and young people who are orphaned by HIV/AIDS, ill, disabled or in great distress in the country by eliminating the financial barriers that hinder their access to programs that enrich their lives and help them to reach their full potential as they develop into young adults.

The guiding motto is “**Together we can make a difference and save lives**”.

A. We believe that, for a country to enjoy a non-violence society and environment, reduction of poverty, qualified and potential human resources and enjoying the economical growth, it has an obligation of taking care of its children and the youth.

B. The ©Kenya Welfare Foundation® therefore, commits itself to the attainment of the following goals:

- a. improvement of the living conditions of Kenya children and young people who are orphaned by HIV/AIDS;
- b. Building awareness of the despair faced by children in Kenya and the ways in which their needs can be addressed;
- c. Providing resources that meet sustained physical, social and emotional needs of children under our care;
- d. Implementing the Professional principle of caring for widows through involving them in our orphan care homes, when it is possible;
- e. Partnering with other organizations to maximize efficiency through specialization;
- f. Fostering development efforts that bring about self-sufficiency of individual homes and the children raised in them;
- g. Maximizing the giving power of donors and sponsors through partnerships, matching grants and auditing programs.

C. The ©Kenya Welfare Foundation® will enhance its lobbying and advocacy for legislation and policy changes to address child issues at national level. Specifically, The Foundation will petition Governments to not only ratify child-centred conventions and charters but to also embark on implementing them. The Foundation will also concert its efforts to lobby for:

- a. Implementation of free or affordable secondary school education to allow the children from underprivileged families to access higher education;
- b. Build youth hostel and industrial skills training centres in areas with most school dropouts;
- c. Reinforce access to antiretroviral paediatric therapy and make paediatric essential drugs free or more affordable for health systems.
- d. Building of Social Housing in the urban and sub-urban areas to trim down the growing slum settlements and population and facilitate properties access to middle class Kenyans;
- e. Introduce rehabilitation programmes for the youths in Kenya prison and integration projects to accompany them after their term (**Drug-Violence-Crime-Prevention**) - DVCP;
- f. The government to prioritise Education, medical, agricultural, environmental and technological research, so as to keep on toes with the fast moving technologies in all domains.
- g. Negotiate the funding of the Foundation’s community welfare projects and micro-project financing programmes “youth entrepreneurship” through Constituencies Development Fund “CDF” and Youth Employment Fund in every constituency.

Clause (3) DEFINITIONS

- (1) “**Branch**” means an area falling within a specific local council the demarcation of which is determined by the Foundation Board.
- (2) “**Constitution**” means this constitution or Statutes.
- (3) “**Departments**” means Housing and Land Affairs and Agriculture; Human Resources and Education; Governance and Democratization, Health, Welfare and nutrition, Economy and Social Development; Environment and Tourism; Sports and Culture; Essential Services; Safety and security and others as may be determined by the Foundation Board.
- (4) “**Executive**” means a person who holds office within ©Kenya Welfare Foundation® Committee, Internationally, Nationally, Provincially, Regionally or at Branch level.
- (5) “**Interim Structure**” means any structure of a temporary nature.
- (6) “**Leadership**” means an Executive member at any level.
- (7) “**Member**” means a person who has fully paid his or her subscription fees.
- (8) “**National Office Bearers**” means the National Chairman, Deputy National Chairman, the General Secretary, the Deputy General Secretary, Treasurer and the Organising Secretary.
- a) “**International Office Bearers**” means the President, Deputy President, 1st Vice President, 2nd Vice President, the General Secretary, the Deputy General Secretary and the Treasurer.
- (9) “**Organ**” means any functional structure of ©Kenya Welfare Foundation®.
- (10) “**Organization**” means ©Kenya Welfare Foundation®, **KWF** or Foundation.
- (11) “**Province**” means a province as demarcated in the Constitution of the Republic of Kenya.
- (12) “**Quorum**” means fifty percent plus one (**50% +1**) of members present as determined by the composition stipulated in each structure and shall apply to all ©Kenya Welfare Foundation® meetings and conferences at all levels.
- (13) “**Region**” means an area, which has been determined by the province with National Executive Committee ratification.
- (14) “**KWF**” means ©Kenya Welfare Foundation® or the Foundation.
- (15) “**Structure**” means a Board, Committee; Subcommittee; Commission; National, Province; Region; and a Branch.

Clause (4) INTERPRETATION

In this Constitution “**Statutes**” and unless the context otherwise clearly requires:-

- 1) words, including terms and definitions thereof referred below which import the singular number only shall include the plural and vice versa;
- 2) words importing any one gender shall include the other genders;
- 3) the head notes to the various clauses of this Constitution are inserted for reference purposes only and shall in no way govern the interpretation thereof.

Clause (5) THE MISSION OF THE ©KENYA WELFARE FOUNDATION®

The mission of ©Kenya Welfare Foundation® is to restore the lives of orphans and underprivileged youth in partnership with central and local government, corporations, public and private companies, organizations and individuals who have a passion to help needy, parentless children.

Clause (6) AIMS AND OBJECTIVES OF KWF SHALL BE :

Our aim is to build wide-ranging partnerships with the public and private sector, international development and investment agencies, universities and government. Organize festivals, galas, exhibits, concerts and televised fund raising to raise enough funds for build Community-Based Family homes, schools, cater the basic needs (food, water, clothing and medical care) for orphans.

Clause (7) COMPOSITION OF THE ©KENYA WELFARE FOUNDATION®

(1) The organizational structure of KWF shall be subdivided into Provinces, Districts, Constituencies, Locations and ub-locations which shall all be answerable to the National Executive Committee.

(2) KWF shall consists of the following structures:

- a) Foundation Board (FB)
- b) Executive Committee (NEC)
- c) International Conference (IC)
- d) International Working Committee (IWC)
- e) Board of Directors (BD)
- f) Board of Trustees (BT)
- g) National Office Bearers (NOB)
- h) National Executive Committee (NEC)
- i) National Conference (NC)
- j) National Working Committee (NWC)
- k) Provincial Working Committee (PWC)
- l) District Office Bearers (DOB)
- m) District Working Committee (DWC)
- n) Constituency Working Committee (CWC)
- o) Annual Constituency Meeting (ACM)

Statutes

Article : 1.0. Name and Registered Office

The name of the Foundation is “**KENYA WELFARE FOUNDATION®**” hereinafter referred to as “**KWF**” or “**The FOUNDATION**”. To be registered as a charitable corporation under and by virtue of the provisions of Kenya Society Act (CAP 108),

Article : 1.2. The Foundation is headquartered in NAIROBI - Kenya or at any other city in Kenya as may be determined by the Foundation Board from time to time. In deciding about the location of the National Office, the Foundation Board shall take into consideration all relevant factors including, but not limited to, the cost of relocation, centrality and easy access.

Article : 1.3. The Foundation originated in France in October/2006 during the 2rd Kenya Days in Paris conference held in Paris / France, so we are an international charitable organization – will setup an International headquarter in Paris – France and satellite fundraising offices Abroad – Britain, Switzerland, Belgium, USA, CANADA, Australia and Japan.

Article : 1.4. FISCAL YEAR

The fiscal year of the Foundation shall be the calendar year.

Article : 2.0. GOAL

The Foundation's principle goal is to provide orphans and underprivileged youth, who may be exposed to desperate and impoverished conditions, with the shelter, education, nutrition, medical care, and enrichment they need to become healthy.

Article : 2.1. The purpose of the Foundation is to:

- i. Coalesce efforts in building Kenya on a solid base, as such participating and contributing to towards the social welfare support projects which benefit children and young people who are orphaned by HIV/AIDS, ill, disabled or in great distress in the country;
- ii. Support Community Based Organizations (CBO) and development projects working in the areas of poverty alleviation, education, human rights and health with consultancy, network and sponsorships.
- iii. Involve business leaders and creative individuals in projects on a voluntary basis, where their competence proves relevant in relation to the specific problems of the projects.
- iv. Inspire by developing innovative work processes, setting new standards and by drawing attention to the potential for assisting children in need.
- v. Improve the quality of life for underprivileged children and families in conformity with the purposes and principles of the Charter of the United Nations and in accordance with the provisions of the Universal Declaration of Human Rights.

Article : 2.2. It will develop strategic alliances and partnerships the stakeholders in order to promote the social welfare support projects which benefit children and young people who are orphaned by HIV/AIDS, ill, disabled or in great distress in the country

Article : 2.3. The Foundation desires to the make the biggest possible difference through openness and by granting other Community Based Organizations access to the Foundation's model solutions and innovations.

Article : 2.0.a. Vision

The vision of the Foundation is to preserve the dignity of needy children and help them move beyond the stigma of HIV/Aids & poverty by offering them an opportunity to excel to their highest potential.

Article : 2.0.b. General principles

The Foundation's activities adhere to the following general principles :

Contribute toward the three pillars of development : economic, social and political systems as stipulated in the Economic Recovery Strategy (ERS) and recently launched **Kenya Vision 2030 Initiative** intended to improve economic performance

- i. Promote micro-projects which enables individuals, communities and peoples to realize their full potential by furthering their sustainable development and improving their quality of life.
- ii. Contribute to building an information society on a human scale, which is inclusive and enables each person to create, obtain, use and share information and knowledge;
- iii. It also provides pro-bono consulting services to non-profit organizations working in the fields of children and aids orphans, helping them achieve their full potential.

Article : 2.b.1. To reach this objective, the Foundation takes the following measures :

- i. Promotes the Foundation among all the actors concerned : local and national governments, intergovernmental and international authorities, private companies and institutions, civil society;
- ii. Makes sure that the general principles of the Foundation (hereinafter : the Charter) are adhered to;
- iii. Seeks and collects resources to increase the Foundation's operational capacity;
- iv. Rallies round the Foundation's commitments other actors who are likely to contribute towards the Foundation's activities and goals;
- v. Ensures the widest possible publicity for the Foundation's activities on local and international level;
- vi. Assesses project files and grants financing;
- vii. Follows up projects on an annual basis;
- viii. Delivers an annual report on all its various activities to all the sponsors as well as to all the communities, organizations or other interested parties.

Article : 3.0. GOVERNANCE

The Kenya Welfare Foundation has an active board of directors that is responsible for setting the mission and strategic direction of the organization and for oversight of the organization's finances, operations and policies.

Article : 3.1. | Foundation Board | : This is the highest Foundation's body. Composed of representatives of the founder Mr. Stephen N. KINUTHIA – the Founder President and Chief Executive Officer, partners representatives and outside experts, the Foundation Board is the body which approves the Foundation's annual program.

They come in equal numbers from three (3) colleges (*tripartite representation*).

- The national government college. Its representatives come from governments or national administrations.
- The private sector college. Its representatives come from companies or company associations.
- The civil society college, which also includes representatives of the local authorities. These representatives come from civil society organizations and/or from local governments. In case of the latter, the representatives are designated by the local governments.

At the invitation of the Foundation Board, the representatives of intergovernmental organizations may participate, without the right to vote, in the Foundation's proceedings.

This program comprises the projects supported by the Foundation to help children, the main fields of intervention of the Foundation outside these projects and the budget.

The Foundation Board ensures that the Foundation remains focused and accountable to donors.

NB : Besides the **Foundation Board**, there are the following different bodies "Standing Committees" :

Standing Committees

- the Honorary Committee
- the Board of Trustees
- the Executive Committee
- the Scientific Committee
- the Foundation Secretariat
- one or several working groups
- the Audit & Risk Committee
- the Investment & Endowment Committee

Article : 3.2. | Honorary Committee | : The Honorary Committee comprises three categories of people : the founder of the Foundation or his representative, personalities elected in an official capacity and the Foundation's patrons.

The founding members of the Foundation are members of the Foundation's Honorary Committee and may participate in the Foundation Board's proceedings. The position of founding member does not confer *ipso facto* the right to vote during meetings of the Foundation Board.

- The Foundation Board may propose that, upon reaching the end of his or her term of office on the Foundation Board, one of its members be elected a member of the Foundation's Honorary Committee. In exceptional cases, the Foundation Board may elect to the Foundation's Honorary Committee personalities who, through their commitment to ©Kenya Welfare Foundation®, have contributed to the development of the Foundation's ideals.
- The **Executive Committee** may invite various personalities to collaborate as patrons to the Foundation. Patrons are personalities who are keen to provide their support to the Foundation's activities. The position of patron does not confer any right to vote within the Foundation's bodies. Patrons undertake their activities on a gratuitous basis.

Article : 3.3. | Board of Trustees | : Board of Trustees is responsible for the good governance of the ©Kenya Welfare Foundation®. The delegation of authority to committees or the Executive Management in no way absolves the Board of Trustees of its responsibility for their decision and actions. The Board of Trustees has collective responsibility to provide effective governance and as such the Trustees must remain independent and objective, serving the interests of the Foundation as a whole. The Board of Trustees will meet at least twice a year.

NB : No salaried officer of the Foundation other than the president shall be eligible to serve as a trustee.

Article : 3.4. | Executive Committee | : The Executive Committee performs an important supporting, facilitative and monitoring role in relation to the overall management of the Foundation. Mandated by the Board of Trustees, it takes its decision within the Board policy framework as well as make policy recommendations for Board consideration. It also acts as an important point of reference for the Chief Executive, providing the Chief Executive with the opportunity for ongoing engagement regarding key organizational developments. The Executive Committee will meet at least five times during the year.

Article : 3.5. | Scientific Committee | : The Scientific Committee examines issues and advises the Executive Committee and/or the Foundation Board with regard to the priorities and operational details decided upon by the Executive Committee and/or the Foundation Board to manage and develop the Foundation. It meets in Nairobi “Headquarters” or in Paris - France at the registered office of the International Agency for ©Kenya Welfare Foundation® or any other venue that the Executive Committee finds appropriate.

Article : 3.6. | Working groups | : The Executive Committee is authorized to create one or more working groups to assist it in carrying out parts of the Foundation’s activity programme. The creation of one or more working groups shall be ratified by the Foundation Board in the year following the decision to set them up. The working group or groups report on their activities to the Executive Committee. A working group may include members of the Foundation Board as well as external people appointed by the Executive Committee.

Article : 3.7. | The Foundation Secretariat | : The Foundation Secretariat comprises one or more members of staff according to the Foundation’s needs. It is managed by the Executive Secretary.

Article : 3.8. | Audit & Risk Committee | : The Audit & Risk Committee is focused on the ©Kenya Welfare Foundation® and its related activities. By virtue of its profile there currently exists a number of entities and structures that are or may be connected to the Foundation. The key concern of this situation is managing the reputation risk and so called collateral damage that may be caused to the Foundation if appropriate steps are not taken to ensure adequate coverage of all such entities and structures. The Trustees acknowledge that this is an evolving situation and priority will be given to identifying all such entities and structures and including them in the ambit of the committee after due consideration of the facts. Meetings are held as frequently as the Audit & Risk Committee consider appropriate, but will meet at least four times year.

Article : 3.9. | Investment & Endowment Committee | : The Investment & Endowment Committee assists the Board of Trustees to administer the investment of the ©Kenya Welfare Foundation® funds surplus, to immediate requirements as may be directed by the Investment & Endowment Committee; and establishes the type of instruments which may be purchased to ensure a high degree of investment security and are restricted to an approved list of instruments. Meetings are at quarterly intervals.

3.0.a) COMMITTEES

3.0.a.i) The board may establish additional committees and determine their powers and duties. Such committees may have members who are not trustees.

3.0.a.ii) Except as otherwise provided in these constitution or by the board, members of committees shall be elected each year at the annual meeting and shall be eligible for re-election. The members of each committee and each committee chair shall serve at the pleasure of the board for the term specified in these constitution or by the board. A vacancy in any committee may be filled by the board at any meeting. Except as otherwise provided in these constitution, any committee member elected to fill a vacancy shall serve for the remainder of the unexpired term.

3.0.a.iii) Except as otherwise provided in these constitution, (a) meetings of each committee shall be held on the call of the board chair, the president, the committee chair or a majority of its members, and (b) a majority of the committee members present in person shall constitute a quorum and action shall be taken by a majority vote of those present. If a committee chair is not designated by these constitution or the board, the board chair shall designate such committee chair. A committee chair shall be eligible for re-election.

3.0.a.iv) No committee shall have authority to:

- fill vacancies in the board or in any committee;
- fix compensation of the trustees for serving on the board or on any committee;
- amend or repeal these constitution or adopt new constitution; or
- amend or repeal any resolution of the board which by its terms shall not be so amendable or repeatable.

3.0.a.v) Any one or more members of a committee may participate in a meeting of the committee by means of conference telephone or other communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall be deemed presence in person at the meeting.

3.0.a.vi) Any action required or permitted to be taken by any committee may be taken without a meeting, if all the members of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of such committee shall be filed with the minutes of the committee.

3.0.a.vii) Each committee shall report its actions to the Foundation board.

Article : 4.0. NATIONAL OFFICE BEARERS (NOB)

Article : 4.0.1. GENERAL DUTIES OF NATIONAL OFFICE BEARERS

(1) The National Office Bearers, as an organ of KWF, shall:

- a) carry out duties as mandated by the KWF Executive Committee;
- b) assume the powers of the National Working Committee in between National Working Committee meetings;
- c) be responsible for the day-to-day executive functions of the organization;
- d) be responsible to oversee all activities and investments of the organization;
- e) appoint Trustees to the KWF Development Trust and approve/ratify appointment of KWF business ventures at all levels of KWF structures;
- f) submit a report to each National Working Committee meetings;
- g) prepare and submit a report to the National Executive Committee; and
- h) be competent to take decisions and make recommendations to the National Working Committee meetings "NWC" and the National Executive Committee "NEC".

Article : 4.0.2. SPECIFIC DUTIES OF THE OFFICE BEARERS

PRESIDENT

(2) President shall be: the chief executive officer of the Foundation, responsible to the board for the administration of the Foundation's business and affairs. Except as otherwise provided in these constitution or by resolution of the board, the president shall sign for the corporation all deeds, memoranda of law, powers of attorney and other formal instruments. The president shall be a member *ex officio*, with the right to vote, of the finance committee and of all standing committees except the audit committee. In the absence or disability of the president, a vice president or other officer designated by the board shall have the powers and duties of the president.

DEPUTY & VICE PRESIDENTS

(3) The Deputy President & Vice President shall: The Deputy, the vice president or vice presidents shall have such duties as may be assigned by the president.

GENERAL SECRETARY

(4) The General Secretary shall: give notice, as provided in these constitution, of all meetings of the board of trustees and its committees, shall prepare, under the direction of the president, dockets of the business to be transacted at these meetings and shall record and keep the minutes of these meetings, provided that the treasurer or an assistant treasurer may record the minutes of meetings of the finance committee and transmit them to the secretary. The secretary shall have the custody of the corporate seal and shall have the authority to affix the same to any instrument requiring it, and when so affixed, to attest it. The secretary shall in general perform all duties incident to the office of secretary and shall perform such other administrative duties as the president or the board of trustees may direct. In the absence or disability of the secretary, any assistant secretary shall perform the duties of the secretary.

DEPUTY GENERAL SECRETARY

(5) The Deputy General Secretary shall:

TREASURER

(6) The Treasurer: subject to these constitution and to any resolutions of the board of trustees and the finance committee, shall have responsibility for the investment funds and securities of the Foundation and shall deposit, or cause to be deposited, the investment funds and the securities of the Foundation in such banks, trust companies, custody accounts or other depositories as the treasurer may deem advisable.

6.a) The treasurer, subject to these constitution and to any resolutions of the board of trustees and the finance committee, shall develop and recommend the asset allocation strategy, investment strategies and spending policies of the Foundation, and, in accordance with such guidelines and policies as approved by the finance committee, shall have the authority and responsibility to operate the investment program, including (i) monitoring the performance of the investment managers and custodians; (ii) allocating assets among the investment managers and custodians; (iii) establishing the investment guidelines to be followed by each investment manager and custodian; (iv) approving and executing all contracts with custodians, trustees, investment managers and investment partners and executing investment-related powers of attorney; and (v) approving the proxy voting process with respect to securities owned by the Foundation, including appointing other internal individuals, the investment advisors that initiated the securities' purchase, or external proxy voting services to execute or to rescind proxies.

6.b) The treasurer shall report to the finance committee on the performance of the investment program. The treasurer shall keep or cause to be kept, and the chief financial officer shall from time to time review, proper books of account and other books showing at all times the character, value and amount of the investments and funds of the Foundation.

The books and records shall be at all times open to the inspection of the trustees, and shall be provided to the firm of certified public accountants selected to perform the Foundation's annual audit. The treasurer or an assistant treasurer shall keep records of the finance committee, including a record of actions taken on investment matters between meetings of the finance committee, and shall quarterly send copies of such records to all members of the finance committee.

6.c) The treasurer shall have and execute such other authorities as may be delegated to the treasurer by the finance committee, and shall perform such other duties as the president may direct. In the absence or disability of the treasurer, any assistant treasurer shall perform the duties of the treasurer.

6.d) The treasurer and each staff member in the treasurer's office shall be bonded for the faithful performance of their duties, as appropriate.

STAFF NOT OFFICERS OF THE FOUNDATION

(7) Staff not officers of the Foundation: The president may appoint associate vice presidents, directors, deputy directors, associate directors, assistant directors, program officers, or other staff, who shall not be officers of the Foundation, as shall be deemed appropriate to carry out the programs and administrative operations of the Foundation.

7.a) **Program Directors:** Each director shall have primary responsibility, under the direction of the president, for a division or program and shall perform such other duties as may be assigned by the president or the relevant vice president.

7.b) **Director, Communications:** The director, communications, shall have responsibility for developing and directing the internal and external communications activities of the Foundation and shall perform such other duties as may be assigned by the president or the relevant vice president.

Article : 5.0. Adoption, amendment and annulment of the statutes

The adoption, amendment and possible annulment of these statutes may be proposed by the Foundation Board to the supervisory authority for decision.

Article : 6.0. Internal rules and appendices

The Foundation may establish internal rules and appendices to these statutes. These rules or appendices, as well as their amendment or annulment, shall be immediately notified by the Foundation Board to the supervisory authority.

Article : 7.0. Resources

The Foundation may receive subsidies from the public authorities and private organizations, the United Nations, the European Union, as well as membership fees, donations, legacies, allowances or any other kind of gift coming from private or public sources or through fundraising events and sales activities to reach its objectives.

The Foundation's resources are used for financing the Foundation's activities.

Article : 8.0. Membership

Article : 8.1. Individuals, companies and organizations that sympathize with the purpose and the values of the Foundation and want to support the propagation of the object of the Foundation can become members.

Article : 8.2. The members shall adhere to the statutes of the Foundation and live up to the object clause of the Foundation.

An individual member shall cease to be a member of KWF on the happening of any of the following:

- a) if found guilty by a Court of law for any crime which the Executive Committee in its discretion, regards as serious and warranting termination of membership and may include, but not limited to, crimes involving dishonesty or any violation of human rights;
- b) if he fails to pay his subscriptions fee for six(6) months and after having been so advised in writing;
- c) if he/she dies; and
- d) if he/she is expelled from the Organization after a Disciplinary Hearing has been held.

Article : 8.3. Admission as a member is by application stipulating the desired member group. The decision about admission shall be made by the Executive Committee or an individual appointed by such.

Article : 8.3. All notifications, information etc. to members can be forwarded to members in writing, or through the Foundation 's website, by email or through any other media the Executive Committee finds appropriate.

Article : 8.4. A member that has withdrawn or been expelled may be readmitted with the consent of the Executive Committee.

Article : 9.0. RIGHTS AND DUTIES OF MEMBERS

(1) A member has a right to :

- a) take full and active part in the discussion, formulation and implementation of the policies of KWF;
- b) receive and impart information on all aspects of KWF policy and activities;
- c) offer constructive criticism of any member, official, decision, policy, programme or activity of KWF within the parameters of the code of conduct;
- d) submit proposals or statements to relevant KWF structure, or organ; and
- e) take part in elections and be elected or appointed to any structure, organ or delegation of KWF, unless such a member has been suspended or is otherwise disqualified in terms of the provisions of this constitution.

(2) A member shall have the duty to:

- a) belong to and participate in a Branch/Constituency;
- b) inform his Branch/Constituency Committee of a change of address and report to the secretary on arriving at Constituency Branch;
- c) explain the aims, principles, policies and activities of KWF to other residents;
- d) combat propaganda detrimental to the interests of KWF;
- e) defend its aims, principles and policies, activities and programmes;
- f) fight against any form of discrimination, racism, sexism and religious intolerance;

g) deepen his understanding of the social, cultural, political and economic problems of his constituency, district and country as a whole;

h) take all the necessary steps to understand and carry out the aims, policies, programmes and activities of KWF; and

i) observe discipline, behave honestly and carry-out the decisions of the majority and those of higher structures within KWF.

Article : 10.0. Operations

Article : 10.0.1. Constitution, term of office, remuneration

The Foundation Board is created by the founder President & Chief Executive Officer Mr. Stephen N. KINUTHIA - co-opting additional 5 to 7 members.

The members of the Executive Committee are appointed for a mandate lasting three years.

In the event of death, disability or resignation, members missing from the Foundation Board are replaced on decision of the Foundation Board.

Article : 10.0.2. The members of the Foundation Board, the members of the Executive Committee and the members of the Scientific Committee are not remunerated for discharging their duties.

Allowances may however be given to cover their travel expenses.

Article : 10.0.3. The Foundation will make an annual contribution towards the running costs of the Secretariat for an amount not exceeding 6% of its grant.

Article : 10.0.4. Notification

The Foundation Board members shall be given notification to attend at least thirty (30) days prior to the date of the meeting.

Article : 11.0. Withdrawal and Expulsion

In case of withdrawal, the Executive Committee shall be notified in writing with at least two months' notice for withdrawal at the end of the year.

Article : 11.0.1. The Executive Committee may decide to expel a member with immediate effect, if the member does not fulfill the obligations following from the membership, or if the members' actions are detrimental to the Foundation. Members who do not pay the fee due on demand will be struck off the membership list automatically at the end of the year financial year for which they have paid their fee.

Article : 11.0.2. Attendance and voting quorum

The Foundation Board meets as often as its duties require it to do so but at least once per year. In the event of the President being absent, it may be chaired by the Deputy or one of the two (2) Vice-Presidents.

Its proceedings are valid provided that the majority of Foundation Board's registered members are present. If not, a second meeting is called in conformity with article 12.0.8. In this case, the Foundation Board's proceedings are valid providing that one third of its members are present.

It takes its decisions by absolute majority of the members present. In the event of a tie, the President's vote shall prevail. NB : Decisions may also be taken by show of hands.

Article : 11.0.3. Attributions

The Foundation's Executive Committee is authorized to legitimately represent the Foundation to third parties.

The joint signature of the Chief Executive Officer or of the President and a Vice- President is required to legitimately commit the Foundation to third parties.

Within the legal and regulatory framework, the Foundation Board has wide-ranging powers to run the Foundation. It alone is able to submit proposals to the supervisory authority on amending or annulling these statutes on condition that they do not however modify the nature or goals of the Foundation.

The Board's decisions are recorded in the minutes signed by the President, Deputy-President or one of the Vice- Presidents.

Article : 12.0. General meeting

The members' right to make decisions is exercised at the general meeting. Every member has the right to participate in general meetings and speak up.

Article : 12.0.1. An ordinary general meeting is held once annually before the end of April. An extraordinary general meeting may be called by the Executive Committee as required and must be called should at least one-fourth of the **Active members** of the Foundation demand so in writing. In the latter case, the Executive Committee is responsible for calling and conducting the general meeting no later than six weeks from receiving such request.

Article : 12.0.2. All general meetings are conducted electronically via the Foundation 's website, unless the Executive Committee decides otherwise.

Article : 12.0.3. Notice of general meeting, cf. article **12.0.1**, setting out the agenda, cf. article **12.0.4**, shall be forwarded detailing the final registration date, cf. article **12.0.8**.

Article : 12.0.4. The agenda shall list the following items:

- Election of chairman
- The report of the Executive Committee
- Presentation and discussion of the main thread in the Foundation 's activities in the coming year
- Election of members to the Executive Committee
- Adoption of the annual accounts.
- Election of auditor
- Proposals (outside the above items, e.g., amendments of the articles of Foundation)
- Miscellaneous

Article : 12.0.5. All **members**, who file serve at least one week's written notice of participation in the general meeting to the Foundation 's secretariat, are entitled to participate. All members are entitled to speak up at the general meeting.

Article : 12.0.6. **Active members** are entitled to vote at the general meeting, having one vote each.

Article : 12.0.7. A President elected by the Executive Committee conducts negotiations at the general meeting. The President must not be a member of the Executive Committee.

Article : 12.0.8. Proposals by members to be dealt with outside the official agenda should be forwarded to the Executive Committee at the latest two (2) weeks prior to the date of the general meeting. Only items included in the agenda can be decided upon, unless all **Active members** are present and agree hereto.

Article : 12.0.9. The general meeting adopts decisions by simple majority of vote, unless otherwise stipulated in this article.

Article : 13.0. Membership Fee

The membership fee shall be fixed every year by the Executive Committee and the various membership groups shall be informed about the fee as well as the Foundation's budget, reports on ongoing and finished projects and a plan for the coming year via the Foundation 's website no later than 1 October.

Article : 13.0.1. The Executive Committee may decide to differentiate the membership fee in respect of the membership groups, i.e., between **Individual members or persons, companies and organizations.**

Article : 13.0.2. The following period of membership applies before a member can qualify to be elected to hold an executive office in the organization:

- a) 4 years for National Executive Committee;
- b) 3 years for Provincial Executive Committee;
- c) 2 years for Constituency Executive Committee; and
- d) 1 year for Branch Executive Committee.

Article : 14.0. The Executive Committee

The general management of the Foundation shall be conducted by an executive committee.

Article : 14.0.1. The Foundation's Executive Committee shall consist of at least 3 and no more than 7 members. The Foundation 's Executive Committee shall be elected by the general meeting.

Article : 14.0.2. In addition to the Executive Committee members elected by the general meeting, the founder Mr. Stephen N. KINUTHIA is a born Executive Committee member from the foundation of the Foundation until the dissolution of the Foundation. Depending on the number of Executive Committee members elected by the general meeting, the Executive Committee may elect members to fill the number up to 7 members of the Executive Committee, by simple majority among those members elected by the general presidents, and is self-elective in respect of members of the board.

Article : 14.0.3. The Executive Committee shall attend to the interests of the Foundation externally as well as internally. This includes supervising the activities of the employees of the Foundation.

Article : 14.0.4. The Executive Committee shall lay down its rules of procedure. Committee meetings shall be held when the President finds it appropriate or when 3 members of the Executive Committee so requests. Committee meetings shall be convened in writing and the agenda shall be stated.

Article : 14.0.5. A committee member may be expelled if the remaining committee members unanimously decide this in the same manner that applies to ordinary members.

Article : 14.0.6. Resolution minutes of the committee meetings shall be taken and the minutes shall be signed by the Executive Committee and the person who took the minutes. The Executive Committee passes resolutions by simple majority, but only forms a quorum when at least half of the committee members are present. In case of equality of votes, the President or the acting President holds the casting vote. Votes may not be given by proxy.

Article : 14.0.7. The Executive Committee may appoint a management.

Article : 14.0.8. The Executive Committee may appoint an advisory board to be attached to the Executive Committee as an advisory body.

Article : 14.0.9. The Executive Committee may arrange meetings electronically.

Article : 15.0. Advisory Board

The members of an advisory board shall not be assigned any other duties than those following from the object of the Foundation.

Article : 15.0.1. The members of an advisory board shall be appointed by the Executive Committee and may, among others, include members and other persons, including experts. A member of an advisory board shall resign in accordance with the decision of the Executive Committee.

Article : 15.0.2. Election takes place for one year at the time. Re-election may take place.

Article : 16.0. KWF EMPLOYEES

(1) KWF shall adopt an employment code, which will govern conduct of all staff employed by the organization.

(2) The conduct of any KWF employee shall be guided by the rules and regulations as laid down in the code of employment.

Article : 16.0. Accounts

The Foundation's accounts are audited annually on the thirty-first (31) December. On the date of the final closing of accounts, the Foundation draws up a balance sheet, a profit and loss account and a management report.

The accounts are audited by a qualified auditor (chartered accountant or trust company), who produces a written annual report on its operations. The auditor is appointed by the Foundation Board from outside its membership.

Article : 17.0. Accounts and Assets

The Foundation's accounting and membership fee year shall be the calendar year.

Article : 17.0.1. Before the first executive meeting of the year, the accounts must be audited by a state-authorized public accountant. The assets of the Foundation, except for the assets necessary for operations, must be invested in accordance with the guidelines of the Executive Committee.

Article : 17.0.2. Nature of investments

The Foundation Board is responsible for investments and managing the Foundation's property.

It may delegate this authority.

The Foundation's property is invested in conformity with the relevant legal provisions.

Article : 18.0. Power to bind the Foundation – Liability

The joint signatures of three members of the Executive Committee or the President of the Executive Committee jointly with a manager shall bind the Foundation externally.

However, in the case of sale and mortgaging of real property, the signatures of the entire Executive Committee shall bind the Foundation.

18.0.a) GENERAL FISCAL PROVISIONS

18.0.a.i) Contracts, checks and other instruments: In addition to any specific authorizations contained in or pursuant to these constitution, the board of trustees may authorize one or more officers or other persons to enter into any contract or to execute and to deliver any instrument or to sign checks or authorize electronic transfers upon any accounts held by the Foundation. Any such officers or other persons with these responsibilities shall be bonded for the faithful performance of their duties, as appropriate.

18.0.a.ii) Loans: No indebtedness shall be incurred on behalf of the Foundation and no negotiable paper shall be issued in its behalf unless authorized by vote of the board or the finance committee. When so authorized, any officer of the Foundation may effect loans and advances at any time for the Foundation from any bank, trust company or other similar institution, or from any firm, Foundation or individual.

Article : 18.0.1. The ordinary members of the Foundation, the members of the Executive Committee, a manager or members of an advisory board or the auditor of the Foundation shall not be personally liable for the obligations which rest upon the Foundation.

Article : 19.0. Amendments of the Statutes

Amendments of these Statutes, including mergers with other Foundations or organizations, require adoption by the general meeting by at least two-thirds of the votes given at the general meeting.

Article : 20.0. DISSOLUTION

(1) KWF may be dissolved by a resolution of two thirds of those present at a meeting of the National Conference called specifically for that purpose.

(2) Not less than 21 (twenty-one) days notice shall be given of such meeting and the notice convening such meeting shall clearly state its purpose and shall be circulated to all KWF structures.

(3) Upon the dissolution of KWF the NEC shall be empowered to distribute the net assets in any manner decided by the special national conference meeting, provided that such assets shall not be paid to or distributed among members of KWF, staff members or to any person associated with the business of KWF.

(4) For the purposes of winding-up the affairs and dissolution of the assets of KWF, the NEC may, by ordinary resolution, appoint one or more liquidators and determine the powers to be vested in such liquidators.

(5) In case of dissolution, the assets of the Foundation shall be distributed in accordance with the object of the Foundation.

Article : 21.0. CODE OF CONDUCT

(1) All Conferences and Executive committees at various levels, including District/Constituency committees, shall have powers to make rules and regulations, resolutions, policies, disciplinary guidance and so on, with regard to conduct of members, under a given structure, which shall be binding on members amenable to such structure.

Article : 21.0.1. These shall be in line with this constitution.

(2) The relationship among Executive Committee Members at any level shall be as follows:

- a) when a committee member has erred, another committee member shall first attempt to effect a corrective before the issue is brought to the attention of the committee;
- b) no member of any committee of KWF shall criticize another member outside of a meeting or in public;
- c) no member of KWF shall be insulted or treated in a disrespectful manner by another member;
- d) character assassination, gossiping and destructive criticism is not allowed;
- e) all members shall comply with the KWF aims and objectives, principles and policies as well as this constitution;
- f) all members shall be disciplined, obedient and loyal to KWF at all times;
- g) any KWF member who behaves himself contrary to the Code of Conduct shall be subjected to discipline.
- h) no member of KWF may join another organisation with policies, aims and objectives different from that of KWF;
- i) no member of KWF may promote the interests of another organisation with policies, aims and objectives different from those of KWF;
- j) no member of KWF may put the organisation into disrepute; and
- k) a member of KWF who contravenes any stipulation of this code of conduct or any provision of this constitution relative to conduct shall be guilty of an offence and on a guilty finding by the Disciplinary Committee, be given an appropriate ruling.

Article : 22.0. RULES AND REGULATIONS

(1) The following rules and regulations shall be observed by all KWF members:

- a) the taking of drugs and related narcotic substances is not allowed, and excessive drinking is discouraged;
- b) abusive and disrespectful behaviour towards other people is prohibited;
- c) gossiping shall constitute misconduct;
- d) behaving in a manner calculated to bring the KWF into disrepute shall constitute misconduct;
- e) unauthorized use of KWF's property is not allowed; and
- f) disrupting meetings and interfering with the orderly functioning of KWF shall constitute misconduct.

Article : 23.0. DISCIPLINARY CODE

- (1) There shall be a disciplinary committee at each level of KWF.
- (2) An appeal or a review from the decision of a disciplinary committee at any level will be heard by an immediate higher disciplinary structure.
- (3) For purposes of disciplinary hearings all executive committees at all levels including District/Constituency committees shall sit as disciplinary hearings.
- (4) The highest disciplinary committee shall be the National Executive Committee.
- (5) Each disciplinary committee shall for the purposes of adjudicating on a matter, co-opt a person with a legal background to sit.
- (6) All disciplinary committee shall have powers to mete out reasonable penalty, including but not limited to, warning, a monetary fine and expulsion from KWF.
- (7) Each disciplinary committee shall be composed of two members of the Executive Committee and where necessary a co-opted person with a legal background. The president or chairperson as the case may be, shall appoint people to sit in the disciplinary committee.
- (8) For each disciplinary committee, the president or chairperson, as the case may be, shall appoint a case presenter who will present the case for the complainant.

Article : 24.0. DISCIPLINARY PROCEDURE

- (1) Any member who contravenes the provisions of this constitution shall be subjected to disciplinary proceedings.
- (2) All Executive Committees at each level including District/Constituency Committees shall have powers to suspend a member on reasonable grounds presented to it in writing.
- (3) Depending on the seriousness of the allegations against a member such member may be suspended before the hearing, or be summarily expelled, which expulsion shall be carried out by the NWC and ratified by the NEC.
- (4) In the event of a suspension, the hearing shall take place within Sixty (60) days failing which it shall automatically fall away.
- (5) Any person facing disciplinary proceedings shall receive timorous written notice of the hearing containing the basic allegation against him. Such notice shall be given not less than Fourteen (14) days before the hearing.
- (6) A party to a disciplinary hearing who is aggrieved by the decision of that disciplinary structure has a right to note an appeal or review to an immediate higher structure within twenty one (21) days.

Article : 25.0. INDEMNITY

- (1) An office-bearer of KWF is indemnified and cannot be held legally liable if acted within the scope of his duties, unless acted deliberately and/or with gross negligence.
- (2) KWF is a National Unitary Structure, but for the purposes of its financial transactions and contracts, its various structures are independent entities. However, all KWF structures shall report and be accountable to the National

Executive Committee, which in turn, shall report and be accountable to the National Conference.

(3) All Office Bearers and employees of KWF at all levels, shall be indemnified in their personal capacity from all debts and related financial obligations of KWF, arising from contracts entered into by KWF.

Article : 26.0. ASSETS OF KWF

(1) KWF is a legal person(juristic person), independent from its members with its own rights and duties.

(2) Every structure of KWF shall have a right to acquire assets in its own name and on its own account, at its own instance.

(3) Every structure of KWF shall have an office to operate from with all relevant equipment and employ people.

(4) The assets of KWF shall be used strictly to promote the interests of KWF, its members as well as its aims and objectives.

(5) The property of KWF, or any of its structures, shall belong to it and be separate from that of its members.

Article : 27.0. Disputes

These Statutes shall be governed by Kenya Society Act & European Union Association Act.

Article : 27.0.1. Any disputes shall be settled finally and conclusively and with binding effect by arbitration by the Arbitration of the office of the Kenya Attorney General and/or the French Chamber of Commerce in accordance with the rules of this arbitration tribunal in force from time to time.

Article : 28.0. Responsibilities

The Foundation is answerable for its commitments on all its property, to the exclusion of all personal liability on the part of its members.

Article : 29.0. Language

These statutes exist in Kiswahili, English and French version. In case of conflict, the English version shall prevail.

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Thus approved at the Foundation's general meeting to found the Foundation held on November 04, 2006 and amended at the Foundation's extraordinary general meeting held on December 16, 2006.

Signed, today the 16 December 2006

Founder President and Chief Executive Officer

Stephen N. KINUTHIA(Mr)

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