42 ChangeMakers



Our Constitution

Approved 2008

1.0 PART I-NAME AND ORGANIZATION BACKGROUND

ARTICLE I: NAME

The name of the organization is **42-ChangeMakers** (hereinafter referred to as the "The Organization").

Article II: Organization Background

42 Change Makers is a youth-led-youth managed non-profit organization based in Kakamega. We seek to unleash youth leadership in Kenya by increasing visibility of community issues that cause tribal conflicts and mobilize youth for collective action so as to improve the quality of life in their communities while creating a shared vision of a just and peaceful global community.

Together with our partners, we target at risk youth (in and out of school, aged 15-35yrs, drawn from all the 42 tribes of Kenya but live in Kakamega) and equip them with tools, opportunities, mentorship, support their social change ideas and connect them to local policy makers and other international community of young change makers.

We work with youth as a resource, crafting programs that serve young people's needs and interests while developing their unique gifts. We take our youth through simple but fun processes that enable them to discover themselves and their communities, identify issues they care about, and collectively design simple action plans that are implemented, made visible and celebrated by key community stakeholders in the nation and abroad.

The ultimate purpose of 42-Change Makers is to create a safer environment where the welfare and productivity of the youth is promoted. Seeing youth tell their change stories as a result of our intervention is what we desire. We are inspired by how far the youth go to revive their own lives and that of their communities, to gain support and to become leaders of their community.

Our Mission: Our broader mission is to mobilize and increase youth participation in social, economic and political development processes through mobilization, engagement, collaboration, networking, information sharing and capacity building of members and groups.

Our Vision: We envision a society in which skilled, and active young women and men play leadership roles smartly in all domains of the society thus enabling them to contribute to a better society.

SPECIFIC OBJECTIVES

1. To increase the level of awareness among youths regarding their challenges, needs and rights, thus enabling them to become peaceful active change agents.

2. To increase youth access to available opportunities for participation in social, economic and political aspects.

3. To provide a forum for networking and exchange of progressive and development of ideas among the youth - locally, regionally and internationally;

4. To promote healthy lifestyles among the youth.

PART II: MEMBERSHIPAND GOVERNANCE

3:1 ARTICLE IV: MEMBERSHIP

Members will be subscribers to this constitution upon paying Kenya Shillings five hundred (Kshs 500) only and such other organizations upon paying Kenya Shillings Three thousand (Kshs 3000). The Board of the organization may from time to time admit membership, the membership being not less than 10 persons.
A person shall cease to be a member if:

i) He gives one month notice in writing to the Board of their intention to resign from membership. Upon the expiry of such notice he shall cease to be a member but his liability to contribute to the funds of the organization in the event of its being wound up or dissolve shall continue for one year from the expiry of such notice.

ii) If he is removed from membership by the vote of not less than two-thirds of the members of the Organization at an Extraordinary General Meeting of the Organization specially convened and at which he has been given a reasonable opportunity of attending and being heard.

3:2 ARTICLE V: NUMBER OF BOARD MEMBERS

Until otherwise varied by a special resolution passed at a general meeting, the Board shall consist of the honorary posts of Chairman, Secretary and Treasurer; provided that the Chief Executive may serve as the Secretary, and even where the Chief Executive shall not be the Secretary, he shall be a member of the Board ex-officio. The Board shall be the policy-making organ of the organization. The minimum number of the Board Members shall be three (3) while the maximum shall be Seven (7). People can be appointed to the board by the subscribers of this constitution.

3:3 ARTICLE VI: THE MANAGEMENT STRUCTURE

There shall be the office of the Chief Executive Officer who shall be the head of the Secretariat

The day-to-day affairs of the organization shall be managed by the Chief Executive Officer who shall be in charge of the organization's affairs. The Management may pay all expenses incurred in setting up and registering the organization and may exercise such powers of the organization as are not required by this constitution to be exercised by a General Meeting, to achieve the objectives of the organization. No regulations made by the organization in a General Meeting, shall invalidate any prior act of the management which would have been valid if such regulations had not been made

The Chief Executive Officer shall be responsible to the General Meeting and the Board of Directors. He shall be an employee of the organization and his office shall fall under the Secretariat whose terms of service shall be determined by the Board.

He shall interalia;

a) Represent and act on behalf of the organization generally
b) Do all such acts as may be necessary for the efficient running of the organizations affairs;
c) Keep full complete, and up-to date record of the organization's affairs;

3:4 : ARTICLE VII: FIRST APPOINTMENT TO THE BOARD

The interim members to the Board shall be appointed in writing by the subscribers to this constitution and shall include three persons who shall act respectively as the chairman secretary and Treasurer of the organization; until the conclusion of the first Annual general meeting when a substantive Board shall be appointed to serve for a period of 3 years, provided that a member of the Board shall be a member of the organization.

3:5 ARTICLE VIII: OTHER APPOINTMENTS TO THE BOARD

The Board may from time to time and at any time appoint any member of the organization, in case of vacancy, or by way of addition, to the board; provided that the prescribed maximum is not thereby exceeded and provided also that the proposal to appoint any new member of the board under this section shall be set out in a formal resolution forming part of the notice convening the Board meeting.

3:6 ARTICLE IX: ALTERNATES

Any member of the Board may appoint another member to be his alternate to act in his place at any meetings of the Board at which he is unable to be present. Such appointees shall be entitled to exercise all the rights and powers of a member of the Board and, where they are members of the Board, shall have a separate vote on behalf of their appointers in addition to their own votes. A member of the Board may, at any time, revoke the appointment of an alternate appointed by him. The appointment of an alternate shall be revoked ipso facto, if his appointer ceases to be a member of the Board.

Every appointment and revocation under this paragraph shall be effected by notice in writing under the hand of the appointer served on the Organization and such alternate.

3:7 ARTICLE X: OFFICE BEARERS

The Organization shall at the Annual General Meeting in each year elect from its members its Chairman, Secretary and Treasurer. The above officials shall hold office until the next Annual General Meeting following that at which they were elected when they shall retire but shall be eligible for re-election. If the Chairman, during his term of office, should cease to be a member of the Organization, resign from office or die, the directors shall elect one of their members to hold office until the next Annual General Meeting when a new Chairman shall be elected. The same procedure shall apply to the secretary and Treasurer.

3:8 ARTICLE VII: DUTIES OF OFFICE BEARERS/OFFICIALS

The **chairperson** shall chair all meetings of the Board and all general meetings. he shall provide general guidelines related to the affairs of the organization. In his absence the Vice-chairman shall chair the meeting.

The **Secretary** shall;

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

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;
b) Open a bank account on the advice of the Board and ensure that all drawings from the account are countersigned either by the Chief Executive or his deputy;
c) Provide reports on the financial statement of the Organization and audited accounts to the general meeting.

3:9 ARTICLE XII: REMOVAL OF BOARD MEMBERS

The Board may by two-third resolution remove any member of their body from office, but if such a member should be aggrieved at his removal he may appeal to a General meeting to be called for this purpose. In the meantime, he shall cease to act as a member of the Board and to hold any other office under the Organization, and members for the time being of the board may act not withstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be reduced in number to less than the minimum number prescribed by this constitution, that numbers shall be the quorum for the purpose of filling up vacancies in their body and of summoning a General Meeting, but not for any other purpose. Provided also that the Board may co-opt any person to advise the Board in

any capacity which the Board shall think fit

2.0 PART IV: MEETING AND QUORUMS

4:1 ARTICLE XIII: PROCEEDINGS OF THE BOARD

The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be not less than half the number of members of the Board for the time being. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the chairman shall have a casting or second vote.

4:2 ARTICLE X1V: CALLING OF MEETINGS

(a) Normal Meetings

All normal meetings of the Board shall be summoned by the Secretary, acting in consultation with the Chairman, by giving at least 15 days notice accompanied by the proposed agenda.

(b) Requisitioned Meetings

A member of the Board may request for a meeting, and on the request of at least two (2) members of the Board, the Secretary shall at any time summon a meeting of the Board by at least twenty one days of notice served upon the several members of the Board, with an indication of the proposed agenda.

4:3 ARTICLE XV: FORMATION OF COMMITIEE

1. The Board may delegate any of their powers to Committees consisting of such members of the board 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

2. .All acts bona fide done by any meeting of the Board or of any Committee of the Board or by any person acting as a member of the board, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

3. A resolution in writing signed by not less than two thirds of the members for the time being of the board of any Committee of the Board who are duly entitled to receive notice of a meeting of the board or of such Committees shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committed duly convened and constituted.

4:4 ARTICLE XVI: DISQUALLIFICATION OF MEMBERS OF THE BOARD

The office of a member of the board shall be vacated:

i.) If a receiving order is made against him or he makes an arrangement or composition with his creditors;

ii.) If he becomes of unsound mind;

iii.) If he fails to attend the meetings of the Board for a period of six months, except by special leave of the Board;

iv.) If by notice in writing to the organization he resigns his office;

v.) If he is removed from office by a resolution duly passed under this constitution.

vi.) If he is removed from membership of the Organization pursuant to a resolution of the Organization.

4:5 ARTICIE XVII: GENERAL MEETINGS

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

2. The Annual General Meeting shall be called Ordinary General Meeting and all other general shall be called Extraordinary General Meetings.

4:6 ARTICLE XVIII: MANNER OF CONVENING EXTRA ORDINARY GENERAL MEETINGS

1. The Board may, whenever it thinks fit, convene an extraordinary general meeting;
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 Meeting, provided that the requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office.

4:7 ARTICLE XIX: NOTICE OF GENERAL MEETINGS

Twenty one (21) 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 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.

4:8 ARTICLE XX: PROCEEDINGS AT GENERAL MEETINGS

1. All Business shall be deemed special that is transacted at a 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.

   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.
2. The Chairman, or in his absence the Vice-chairman of the Board, if present shall preside at every General Meeting. If there is no such Chairman or V i c e Chairman, or if at any meeting neither is present within 15 minutes after the time appointed for holding the meeting, the members present shall designate one of their members to be Chairman of the meeting.

3. The chairman 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 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.

4:9 ARTICLE XXI: VOTING AT GENERAL MEETINGS

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

2. On a poll, votes may be given personally or by proxy, provided that the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation either under seal, or under the hand of an officer or attorney duly authorized, a proxy need not be a member of the organization provided that no person shall be entitled to be appointed a proxy more than two absent members.

3. The instrument appointing a proxy and the power of the attorney or other authority, if any, or a notarial certified copy of that power or authority shall be deposited at the officer or at such other place convening the meeting, not less than 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 24 hours before the time appointed for taking the poll, and in default the instrument of the proxy shall not be treated as valid after the expiration of twelve months from the date of its execution.

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 members. Unless a poll is so demanded a declaration by the chairman 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 favor of or against such a resolution. A demand or a poll may be withdrawn.

   A poll demanded on the election of a Chairman, or on the question of adjournment, shall be taken forthwith. A poll demanded on any questions shall

1. be taken at such time as the Chairman of the meeting directs and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.

2. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman 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.

4.10 ARTICLE XXII: CORPORATIONS OR ASSOCIATIONS ACTING BY REPRESENTATIVES AT MEETINGS

Any corporation or association which is a member may, by resolution of its directors or other governing body or by notification in writing under the hand of some officer of such corporation as may be duly authorized on that behalf, authorize such person as it thinks fit to act as its representative at any meeting of the Organization, and the persons so authorized shall be entitled to exercise the same power on behalf of the corporation or association which the represents as that corporation or association could exercise if it were an individual member of the Organization.

5.0 PART V: FUNDS AND RESOURCES UTILIZATION

5.1 ARTICLE XXIII APPLICATION OF FUNDS AND ASSETS

The funds and assets of the Organization shall be applied solely towards the promotion of the objects of the Organization 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 the members of the Organization provided that nothing herein shall prevent, good faith, of reasonable and proper remuneration to any officer or servant of the

Organization or any member or the Organization, in return for any services actually rendered to the Organization, or prevent the payment of interest at a rate not exceeding current bank rates on money lent or reasonable and proper rent for premises demised or let by any member to the Organization.

Provided also that no non-executive member of the Board of the Organization shall be appointed to any salaried office of the organization or any office of the Organization paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Organization to any such Board member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Organization.

5.2 ARTICLE XXXIV: DISCLOSURE OF INTEREST IN CONTRACTS

A member of the board who is in anyway, whether directly or indirectly, interested in a contract or proposed contract with the organization shall disclose the nature of his interest at a meeting of the Board at which the question of entering into the contract is taken into consideration. A member of the board shall not vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall not be counted.

5.3: ARTICLE XXV: DISPOSAL OF RESIDUAL ASSETS ON WINDING UP OR DISSOLUTION

If upon the winding up or dissolution of the Organization there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members to the Organization but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Organization, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as is imposed on the organizations.

Provided that such institution or institutions is or are to be determined by the members of the Organization at or before of dissolution, and in default thereof, by a judge of the High Court of Kenya, and if so far as effect cannot be given to the aforesaid provisions, then to some other charitable objects.

5.4 ARTICLE XVI INDEMNITY OF BOARD MEMBERS

Every member and other officers or servant of the Organization shall be indemnified against (and it shall be the duty of the Board, out of the funds of the Organization, to pay) all cost, losses and expenses which such person may incur or become liable for by reason of any contract entered into, or act or thing done by him in good faith in the capacity aforesaid, in any way in the discharge of his duties, including traveling expenses, and the Board may give to any officer or employee of the Organization who has incurred or may be about to incur

any liability at the request or for the benefit of the board, such security by way of indemnity as it may think proper.

5.5 ARTICLE XVII: MEMBERS' CONTRIBUTION TO ASSETS ON WINDING UP

Every member of the Organization undertakes to contribute to the assets of the Organization in the event of its being dissolved or wound up while he is a member, or within one year of his ceasing to a member, for payment of the debts and liabilities of the Organization contracted before he ceases to be a member, and the cost, charges and expenses of dissolution or winding up and for the adjustment of the rights of the contributories amongst themselves, such sum as may be required not exceeding the sum of Kenya Shillings One Thousand (Kshs. 1000/-)

5.6 ARTICLE XXVII ACCOUNTS

1. It shall be the work of the Treasurer to cause the accounts to be kept and in particular as regards;

    a. The sums of money received and expended by the Organization and the matters in respect of which such receipts and expenditures takes place;

    b. The assets and liabilities of the Organization

2. The books of accounts shall be kept at the office or at such other places as the Board thinks fit, and shall always be open to the inspection of the member of the Board during business hours.

3. At the Annual General Meeting in every year, the Board shall lay before the members present a proper income and expenditure account for the period since the last preceding account made up to a date more than nine (9) months before such meeting.

4. A proper Balance sheet as at the date on which the income-expenditure account is made up shall be prepared every year, and laid before the members present at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors.

5. Copies of the income and expenditure account, balance sheet and reports, all of which shall be framed in accordance with any statutory requirements for the time being in force, and of any other documents required by law to annexed or attached thereto or to accompany the same shall, not less than twenty one (21) clear days before the date of the Annual General Meeting be sent to the Auditors and to all other persons entitled to receive notices, of such meetings in the prescribed manner.

5.7 ARTICLE XXIX : AUDITORS

1. The Organization shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next Annual General Meeting, Provided that a member of the Board or other officer of the Organization shall not qualify to be appointed Auditor of the Organization.

2. The Board may fill any casual vacancy in the office of the Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act.
3. The remuneration of the Auditors of the Organization shall be fixed a the Annual General Meeting, except that the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the Board.

4. Every Auditors of the Organization shall have a right to see all relevant vouchers and shall be entitled to access at all times to the books and accounts he requires from the Board

5. The Auditors shall make a report to the members of the accounts examined by them and on every balance sheet laid before the Organization at its Annual General Meeting during their tenure of office, and the report shall state:

    i.) Whether or not they have obtained all the information and explanations they have required; and

    ii.) Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the organization's affairs.

5.8 ARTICLE XXX: ARBITRATION

Save where by this Constitution the decision of the Board is made final if at any time hereafter any dispute difference or question shall arise between the Founders, Members, Trustees (if any) or other persons or their personal representatives or any of them respectively touching the construction meaning or effect of this Constitution or any cause or thing therein contained or the rights or liabilities of the said parties respectively or any of them under this Constitution or otherwise howsoever in relation to the Constitution then every such dispute or question shall be referred to arbitration by a single arbitrator appointed by agreement between the parties and in default of such agreement by the Chairman for the time being of the Chartered Institute of Arbitrators (Kenya Branch) in accordance with and subject to the provisions of the Arbitration Act (Chapter 49) of the Laws of Kenya or any statutory modification or re-enactment thereof for the time being in force.

5.9 ARTICLE XXXI: INSPECTION OF BOOKS OF ACCOUNTS AND LIST OF MEMBERS OF THE ORGANIZATION

The books of accounts and all documents relating thereto and a list of members of the Organization shall be available be available for inspection at the office by any member of the Organization on giving not less than seven (7) days notice in writing to the Organization, provided that the books of account and all documents relating there to and list of members shall always be open for inspection by members of the Board during business hours.

5.10 ARTICLE XXXII: FINANCIALYEAR

The financial year of the Organization shall begin on the 1st day of January and end on the 30th day of December of every year or at such other time as the Board may from time to time determine.

6.0 PART VI: AMENDMENTS TO THE CONSTITUTION

6.1 ARTICLE XXXIII: AMENDMENTS

Subject to the provisions of Regulation 21 (1) of the NGO Regulations, the Organization may by special resolution pass modify or repeal this constitution or adopt a new constitution or change the name of the Organization, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibitions contained in this constitution against distribution of income, property and assets of the Organization to the members.

7.0 PART VIII: DISSOLUTION AND DISPOSAL OF PROPERTY

7.1 ARTICLE XXXIV: DISSOLUTION

The Organization shall not be dissolved or wound up except by a resolution passed at a General Meeting of the members by votes of two-thirds of the members present.. The quorum at the meeting shall be fifty per cent of all members of the Organization. If no quorum is obtained, the proposal to dissolve or wind up the Organization shall be submitted to a further General Meeting which shall be held one month later. Notice of this meeting shall be given to all members of the Organization at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.

7.2 The Organization will not be dissolved without prior consent in writing to the Non-government Organizations Co-ordination Board, obtained upon a written application

addressed to the Executive Director of the Non-Governmental Organizations Coordination Board and signed by three of the officials of the organization.

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