



ASSOCIATION OF MEDIA WOMEN IN KENYA

CONSTITUTION

Definition of Articles and Interpretations

- (a) “**Association**” shall mean “The Association of Media Women in Kenya (AMWIK)”
- (b) “**Board**” shall mean the Board of Members of the Association at which a quorum is present;
- (c) “**Executive Director**” means the head of the Secretariat of the Association
- (d) “**Media & Communication**” shall mean all forms of print and electronic media including all channels of information and communication.
- (e) “**Member**” shall mean a fully paid up and registered member of the Association;
- (f) “**Month**” shall mean a calendar month;
- (g) “**Paid up**” shall mean paid up full subscription fees;
- (h) “**Republic**” shall mean the Republic of Kenya;
- (i) “**Secretary**” shall include a temporary or Assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary;
- (j) The expression “**in writing**” or “**written**” shall include words written, printed, lithographed or represented or reproduced in any other mode in visible form;
- (k) Words signifying the singular number only shall include the plural number and *vice versa*;
- (l) Words importing persons shall include corporations;
- (m) Reference to any provision of the Act shall be construed as a reference to such provision as modified or re-enacted by any Act for the time being in force.

1. NAME

The name of the Association shall be cited as the **ASSOCIATION OF MEDIA WOMEN IN KENYA (AMWIK)**.

2. PRE-AMBLE

The Association of Media Women in Kenya, AMWIK, is a national media association formed in 1983 and registered under the Society's Act as a non profit making organisation for women journalists from the print, electronic media and communication.

AMWIK's primary membership is women and the Organisation uses the media as a tool to advance issues that affect women. The rationale for this is that media is a powerful tool for social change and agenda setting. AMWIK recognises that gender inequality undermines the effectiveness of development policies in general. The Organisation also recognises that equal rights and equal opportunities for both, men and women, is also a question of human rights. Due to the fact that women have limited access to education and other opportunities, their productivity compared to that of men remains low.

1. a. Vision

To embrace and uphold gender equality so as to improve the lives of women and children in Kenya by advocating for the full enjoyment of their human rights.

1. b Mission

To promote an informed and resourceful society through professional development, dissemination of information through different forms of media, equipping members to educate fellow women in society so as to enhance the status of women in Kenya and by transformation of the role of media in its portrayal of women in general.

1. c. Membership

The Association's membership shall generally comprise of women who are professionals in the media sector and students who are training in communication media including print, visual and audio communication and public relations. The Association will strive to abide by the journalism code of conduct.

2. PRINCIPLES

The main principles by which the Association will operate are that:-

- i. It shall be a membership association of women in the media and communications sector.
- ii. It shall be non-partisan.
- iii. It shall be voluntary and non-profit making.

3. OBJECTS

The objects of the Association shall be:

- a) To organise and unite in fellowship and represent the women who are professionals or are in training in the media and communications sector.
- b) To establish links and networks with other institutions or organisations having objects altogether or in part similar to those of the Association as may be conducive for the attainment of the Association's objects.
- c) To provide a forum for the women who are professionals or are in training in the media and communications sector to meet interact exchange ideas with one another and to provide mentorship to each other and to the new members.
- d) To promote a better understanding of the profession among the members of the Association.
- e) To monitor developments in the media and communications sector with a view to influence policy within the media industry and in the government.
- f) To promote an exchange of technical knowledge and professional expertise among the members of the Association.
- g) To organise and promote educational seminars, courses and other forms of training both locally and internationally among the members including assisting in identification of job opportunities available for the members.
- h) To arrange and hold national and international meetings, conferences and other forum which will assist in the achievement of the vision mission and objects of the Association.
- i) To promote understanding and public awareness on issues affecting women through the various forms of print and electronic media.
- j) To carry out research in the field of media and communications with the intent of improving its role in regard to its portrayal of women by upholding gender equality and the respect of human rights.
- k) To purchase or otherwise acquire buildings and houses within the Republic of Kenya and elsewhere in East Africa or in any other part of the world and to acquire by purchase, exchange or otherwise either for an estate in fee simple or for any less estate, whether vested or contingent, any other tenements or hereditament of any tenure, whether subject or not to any

charges or encumbrances and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with all or any such tenements or hereditament and to develop any such property.

- l) To raise funds and monies and to receive donations and contributions of moneys, moveable and immoveable assets and any other property in kind to be used solely for the purposes of meeting the objects herein.
- m) To borrow and raise money in such manner as the Association shall deem fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security upon the whole or any part of the Association's property or assets (whether present or future).
- n) To invest and deal with the moneys of the Association not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made in assisting in the achievement of the Association's objects. Such monies exclude programme money for donor funded programmes.
- o) To open and operate banking accounts and to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, cheques, and other negotiable or transferable instruments.
- p) To apply for, promote and obtain any statute, decree, order of Court, regulation or other enactment or authorization which may, to the Board of the Association, seem likely to benefit the Association, directly or indirectly and to oppose any bills, proceedings, or applications which may, in the opinion of the Board, be likely, directly or indirectly, to hinder the attainment of the objects of the Association.
- q) To remunerate any person, firm or company rendering services to the Association either by cash payment cheques or direct deposits or otherwise as may be thought expedient.
- r) To adopt such means of making known the activities and services of the Association as may, in the opinion of the Board of the Association, seem expedient.
- s) To employ such consultants, managers, technicians, advisers, auditors, other experts and support staff for such periods and on such terms as to remuneration or otherwise as the Board may from time to time consider necessary or desirable for the better fulfillment of any of the objects of this Association.
- t) To do all such other things as are or may be deemed incidental or conducive to the attainment of any of the objects of the Association.

4. BRANCHES

Branches of the Association may be formed at provincial level if so requested by the members living there and they shall be established in a manner and upon such conditions as shall be agreed upon by the Board.

5. MEMBERSHIP.

- a) Professional members shall be those women who have already acquired a diploma in journalism and/or communication.
- b) Student members shall be those women pursuing courses in the areas of journalism and/or and media communication.
- c) Honorary members shall be persons and organisations, nominated by the Board either by virtue of eminence in the area of media and communication or due to exemplary services rendered to the Association or to any of its affiliates or due to any other outstanding and relevant attributes. The Board shall only nominate one Honorary member every year.
- d) Associate Membership: shall be persons or organisations who do not qualify to be members as above but are aligned or have similar objects to those of the Association. The Associate members shall be required to pay an annual membership fee which shall be recommended by the Board and approved at the Annual General Meeting.

All persons intending to join the Association must register by fully paying the annual fee before they can be deemed to be members of the Association.

5.a. Application For Membership

- a) To be admitted as a member of the Association, each applicant shall complete an application form, sign the declaration required and submit it to the Secretary.
- b) The Secretariat shall scrutinize all application forms and forward those meeting the criteria to the Membership Committee for approval and admittance.
- c) Only after a member has been accepted by the Membership Committee of the Board will the subscription fee be due.
- d) Upon paying the subscription fee, the new member will be registered and issued with a membership card,
- e) In being registered as a member, such member shall be deemed to have accepted the Association's constitution and shall be deemed to have agreed to abide by all the policies and procedures relevant to their membership.
- e) The membership card is valid for one year ending December 31st irrespective of the month in which the subscription fee is paid.

5. b. Annual Subscription Fees

- a) The annual subscription fee shall be paid to the Association. Membership shall be conditional upon this being done.
- b) The board in consultation with the members at the Annual General Meeting shall determine membership fees for each category of members.

5. c. Termination of Membership

Membership of the Association shall be terminated by the Membership Committee of the Board:

1. On receipt by the Membership Committee of a letter of resignation from a member or
2. If the member is found guilty of a criminal offence (excluding traffic offences) by a Court of law for which such member has been convicted.
3. If the member has been found to conduct him or herself either contrary to the journalism code of conduct or to the ethics of the profession or is found guilty of breaching the provisions of this Constitution.
4. If such member fails to attend three consecutive annual general meetings.
5. If a member fails to pay the annual membership fee as required.

Once membership has been terminated, the Membership Committee shall inform the member in writing within seven (7) days of such termination. Such member shall forfeit any monies paid as membership fees to the Association and shall no longer be entitled to take part in the activities of the Association.

A member whose membership has been terminated shall be entitled to appeal against the decision of the Membership Committee within sixty (60) days of being informed of the decision of termination. Such an appeal shall be made to the Board. The decision of the Board on such appeal shall be final and conclusive.

6. ANNUAL GENERAL MEETING

- a) The Annual General Meeting shall take place not later than April 30th in each year.
- b) The Annual General Meeting shall be convened by the Secretary, who shall give 21 days notice in writing to every member.
- c) The business of the Annual General Meeting shall include:
 - I. Receiving a report from the Chairperson of the Board on the activities of the Board.

- II. Receiving a report from the Treasurer on the financial status of the Association
- III. Approving the Annual Audited Accounts of the Association which accounts should be circulated to members at least 14 days before the Annual General Meeting. In order for the accounts to be deemed as approved, the same must be proposed and seconded by two members other than the Treasurer.
- IV. Election of the Board for the ensuing term where appropriate.
- V. Deliberation of any other business of which notice of at least 14 days has been given to the members prior to the meeting.

d) The quorum at the Annual General Meeting shall be one-third of the registered members.

6. b. Extraordinary General Meeting

- a) Extraordinary General Meetings shall be called either on the instructions of the Board, Chairperson or Vice Chairperson or on receipt of a written requisition from at least one-third of the registered members stating the business to be debated.
- b) An Extraordinary General Meeting shall then be convened by the Secretary who shall give to all members at least 14 days notice in writing of the same, accompanied by the agenda.
- c) The quorum at the Extraordinary General Meeting shall be one-third of the registered members.

7. THE BOARD

The board is an elected non-executive body of the Association. It shall be responsible for setting out the governance policies of the Association. All registered members qualify to be elected as board members and those elected should possess diverse skills and experience required to offer the overall strategic direction of the Association. Members of the board must be of good repute. They should not be connected either with any financial impropriety or professional misconduct or should not have done anything in conflict with the principles for which the Association stands.

7. a. Functions of the Board

- i. Appoint the Executive Director
- ii. Provide strategic direction

- iii. Oversee the enforcement of the internal control policies and procedures and ensure that the systems of internal control are functioning effectively
- iv. Determine the terms of reference and remuneration levels of the staff at the Secretariat
- v. Ensure that the Association complies with all relevant laws, regulations, donor requirements code of conduct and ethics
- vi. With the mandate of the members, hire external auditors to review and/or monitor the accounting and reporting systems
- vii. Provide open and timely communication to members and relevant stakeholders
- viii. To ensure adherence to the constitution by all members

7.b. Composition of the Board

The board shall be composed of a total of ten (10) members: nine elected office bearers and the Executive Director who shall be the secretary to the board and an ex-officio member. The elective positions shall include; the chairperson, vice-chairperson, treasurer, and 6 other members. Elections of the Board members shall be held every two (2) years.

The roles of the Chairperson, Vice Chairperson and Treasurer will be as follows:-

- a) **The Chairperson:** shall preside over all meetings of the Board and shall be responsible for ensuring the execution of the various policies of the Board.
- b) **The Vice Chairperson:** shall be the assistant and deputy to the Chair and shall assist the Chairperson as and when the need arises.
- c) **The Treasurer:** who shall act under the general direction of the Board shall be responsible for all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure takes place, all sales and purchases of goods by the Association, maintenance of proper books of accounts and of the operation of the Bank Accounts of the Association including the maintenance of the assets and handling of liabilities.

The Board may create and co-opt members for special committees when necessary to effect its decisions.

7. c. Election of Board Members

- a) The nine elected office bearers shall be elected at the Annual General Meeting by a simple majority and the poll shall be conducted by way of secret ballot.
- b) Each member of the Association shall be entitled to one vote

- c) The register of voters eligible to vote shall be based on the register of paid up members as at 31st December of the preceding year.

7. d. Term of Office for the Board

- a) Members of the Board shall hold office for one term of two years commencing immediately after their election at an Annual General Meeting.
- b) Members of the Board shall be entitled to present themselves for re-election to the same office for another term.
- c) The Chairperson and the Vice-Chairperson cannot however hold the same office for more than two consecutive terms.

7. e. Board Meetings

- a) The quorum at the meeting of the Board shall be at least five members
- b) The Board shall ordinarily hold meetings on quarterly basis except when exceptional circumstances arise, whereupon they shall meet for the purposes of dealing with such circumstances.

7. f. Procedure of Board Meetings

At all the board meetings of the Association, the Chairperson or in her absence, the Vice Chairperson or in the absence of both these officers, a member selected by the meeting, shall preside over the meetings as Chairperson.

Resolutions shall be passed by a simple majority. In the case of an equality of votes, the person presiding over the meeting as Chairperson shall have a second or casting vote.

8. THE SECRETARIAT

There shall be a Secretariat of the Association. The offices of the Secretariat shall be at such place or places as agreed upon by the Board. The Secretariat shall be headed by an Executive Director who shall also be in charge of administration and finance of the Association as well as the Secretary and an ex-officio. As the Secretary to the board, the Executive Director shall deal with all communication of the Association under the general direction of the Board and shall be responsible for the safe keeping of all records of the Association and recording and circulating of minutes of all Association meetings.

The Executive Director shall work under the general direction of the Board to perform the following functions:

- a. To implement the decisions of the Board and to undertake all activities that will advance the vision mission and objects of the Association.
- b. To be involved in the actual implementation of all programmes and the day to day operations of the Association.
- c. To enforce, in consultation with the Board, all the set internal controls and procedures, code of conduct, all legal requirements and fulfill any requirements set by donors.
- d. To undertake fundraising activities on behalf of the Association.
- e. Will be the official spokesperson of the organisation

9. CODE OF CONDUCT

The Board shall adhere to a Code of Conduct and Ethics and define such structures that are necessary to ensure adherence to this code.

10. AUDITORS

The Board shall propose the Auditors to be appointed at every Annual General Meeting. The said proposal shall either be approved or rejected at such Meeting by a simple majority. If approved, then the Auditors shall be appointed to serve for a term of one year. The appointment of Auditors shall be done annually.

11. FINANCES

The Association shall be entitled to be engaged in fund raising activities to support its operations. However, no monies and/or gifts obtained by way of fraud, money-laundering, donations from political parties, drugs or any other questionable sources shall be received.

The Association shall have bank accounts which shall be opened at such Banks that the Board shall determine. These accounts shall have three signatories, being the Chairperson, Treasurer and the Executive Director.

The Association is mandated to raise funds, acquire property and to invest any monies not in immediate use for the furtherance of the objects of the Association. This excludes programmes' monies received from donors whose use is quite specific to implement projects. The Association's financial year will run concomitant with the calendar year from 1 January to 31 December.

12. AMENDMENT OF CONSTITUTION

The amendment of the Constitution shall only be passed by a two –thirds majority vote in a referendum of registered members following a resolution of the Association at an Annual General Meeting at which the proposed amendment is properly noted on the agenda.

13. DISSOLUTION

The dissolution of the Association shall only be passed by a two – thirds majority vote in a referendum of registered members following a resolution in a general meeting at which the proposed dissolution is properly noted on the agenda.

In the event of the dissolution of the Association, the Board shall first settle all outstanding liabilities of the Association and if any assets and/or funds remain after such settlement, then the Board shall prudently distribute to other bodies or institutions with objects similar to those of the Association any such funds, investments and property.

The Board shall be indemnified and at all times remain indemnified against all debts liabilities claims and damages incurred or made against them while acting in their capacity as Board members or in carrying out the winding up and/or dissolution of the Association other than in the case of willful and individual fraud or wrong doing or willful omission on the part of the Board Members or any one or more of them.

13.a Winding Up

If the Association shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Members of the Association offset any of the liabilities that can be settled and then shall divide amongst other institutions with similar objects as those of the Association the whole or any part of the assets of the Association (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the institutions.

14. INTERPRETATION

Any dispute arising from the interpretation of this Constitution or of the by-laws shall be referred to Arbitration. The member raising such dispute shall be entitled

to appoint an Arbitrator within 14 days of the dispute arising while the Board on behalf of the Association shall also be entitled to appoint an Arbitrator within 14 days of such dispute arising. The two Arbitrators shall then appoint a third Arbitrator who shall chair the Arbitration proceedings and their decision shall be binding upon both parties and shall be final and conclusive in determining the dispute.

15. PROTECTION OF NAME

The name of the Association being **ASSOCIATION OF MEDIA WOMEN IN KENYA (AMWIK)** shall only be used by either the Board or the Secretariat of the Association in fulfilling the objects of the Association. It shall not be used under any other circumstances except with the express authority of the Board, and any person violating this clause shall face legal or disciplinary action or both.