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**AMWIK**



Association Of Media Women In Kenya

**ASSOCIATION OF MEDIA  
WOMEN IN KENYA  
(AMWIK)  
CONSTITUTION**

**2022**



## AMWIK CONSTITUTION

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## **NAME**

The name of the Association shall be the Association of Media Women in Kenya (AMWIK) hereinafter referred to as AMWIK or the Association.

## **REGISTERED OFFICES**

The registered office of the Association shall be Mbaruk Road, off Mucai Drive, Nairobi being care of P.O Box 10327-00100 Nairobi, [info@amwik.org](mailto:info@amwik.org) and shall be located at such a place as the Board may from time to time approve by resolution.

## **VISION**

A gender-responsive society that embraces and promotes equitable development and women's rights.

## **MISSION**

- To influence the media sector in Kenya to promote and safeguard the full enjoyment of women's and girls' rights in society and advance their status in the media through the harnessing of the power of women using media.
- To advance issues that affect women including equality, opportunities, empowerment, and the promotion of sustained inclusive, dignified economic and professional growth for women in journalism and communication.
- Recognizing that equal rights and equal opportunities for both, men, and women, are fundamental human rights, to reduce inequalities in and within the media and communication professions, promote inclusivity, equitable, dignified non-discriminatory access to and coverage within media,
- To advocate for, support, and promote effective, accountable inclusive, and equitable opportunities for its members, and professionals in media and communications professions.

## **OBJECTIVES**

- To promote and safeguard women's rights, notably the rights to freedom of media and access to information, as fundamental pillars of a society that is fair and just.
- To create an informed and resourceful society through professional development and transformation of the media to enhance the status of women.
- To end discrimination, marginalization, and exclusion within, and foster diversity in the media, with special emphasis to the inclusion of women.

- To build the capacities of women to effectively utilize the potential of the media to highlight their concerns, promote relevant causes, and highlight matters that relate to women.
- To foster understanding of issues affecting women using the media.
- To organize and unite women in media and media-related in fellowship within the Association, with similar minded and with beneficial linkages elsewhere.
- To make innovative use of media to promote the status of women in society.

## CORE VALUES

The values of the Association are:

- **Responsibility** - We hold each other accountable for delivering the promise of AMWIK and encourage accountability, transparency and responsible decision making at all levels.
- **Teamwork** - We recognize the diversity and intersectionality of our membership and of the wider community we serve, and encourage individual, corporate, and collegial contributions, with everyone working toward the same objectives
- **Integrity** - We always act consistently with our principles regardless of the short-term benefits or external pressures.
- **Justice & fairness** - We evaluate, and reward individuals objectively based on their contributions towards accomplishing our mission.
- **Equity** - We treat all persons with fairness, equity and impartiality including all members, staff, partners, and other stakeholders of AMWIK
- **Inclusivity** - We encourage diversity and work to actively encourage and hold the spaces for all members, staff, stakeholders, and project participants to use their voice, participate in decision-making and act without discrimination.
- **Non-partisan**- Recognizing and respecting the diversity of our membership, we are non-political, and nonpartisan.

## 1.D DEFINITIONS OF ARTICLES AND INTERPRETATIONS

In this Constitution, unless otherwise provided: -

- a) **“Associate Member”** shall mean such member, being a member in good standing, as shall be admitted to the membership of the Association under Article 3 of this Constitution

- b) **“Association”** shall mean The Association of Media Women in Kenya (also referred to as AMWIK or as the Organization) which expression shall include its duly nominated successors and assigns
- c) **“Appeals Committee”** shall mean the Appeals Committee established under Article 27 of this Constitution
- d) **“Branch”** or **“Branches”** shall include such constituent assemblies of members of the Association as may from time to time be formed and exist under Article 22 of this Constitution
- e) **“Board”** shall mean the Board of Members of the Association at which a quorum is present.
- f) **“Co-opted Board Member”** shall mean such person or persons as may from time to time be invited to serve on the Board of the Association as delineated pursuant to Article 16 of this Constitution
- g) **“Executive Director”** means the head of the National Secretariat of the Association
- h) **“Honorary Member”** shall mean such member, being a member in good standing, as shall be admitted to the membership of the Association under Article 3.2.4 of this Constitution
- i) **“Media & Communication”** shall mean all forms of print, audio, visual, kinesthetic, and electronic media including all channels of information and communication howsoever transmitted. Communication media include print, visual, audio communication, and public relations.
- j) **“Life Member”** shall mean such member, being a member in good standing, as shall be admitted to the membership of the Association under Article 3.2.2 of this Constitution
- k) **“Member”** shall mean a fully paid up and registered member of the Association.
- l) **“Month”** shall mean a calendar month.
- m) **“Ordinary Member”** shall mean such member, being a member in good standing, as shall be admitted to the membership of the Association under Article 3.2.1 of this Constitution
- n) **“Republic”** shall mean the Republic of Kenya;
- o) **“Secretary”** shall mean such person appointed and duly instructed to perform any of the duties of the Secretary to the Board and shall unless otherwise designated, be the Executive Director of the Association;
- p) **“Special Resolution”** shall mean a resolution or resolutions passed at a special meeting where the agenda is the subject of the resolution[s] in question.

- q) The expression “**in writing**” or “**written**” shall include words written, printed, lithographed, or represented or reproduced in any other mode is visible, audio, or kinesthetic form.
- r) Words signifying the singular number only shall include the plural number and *vice versa*.
- s) Words signifying the feminine shall, where the context so admits, include the masculine and the neuter.

## **2. CONSTITUENT POWERS OF THE ASSOCIATION**

- i. In the execution of its mandate and furtherance of its vision, mission objectives, the Association shall have the following additional constituent powers:
  - a. To promote educational forums, national and international meetings, conferences, and other forums which will assist in the achievement of the vision, mission, and objectives of the Association.
  - b. To establish links and networks with other institutions or organizations having objectives altogether or in part similar to those of the Association as may be conducive for the attainment of the Association’s objectives.
  - c. To monitor developments in the media and communication sector to influence policy within the media industry and in the government.
  - d. To carry out research in the field of media and communication including [but not limited to] the purpose of establishing the portrayal of women in gender equality, human rights, opportunities, and any such spheres as it may from time to time choose.
  - e. To provide a forum for members and stakeholders to interact and exchange ideas and mentorship.
  - f. To purchase or otherwise acquire buildings and houses within the Republic of Kenya and elsewhere in East Africa or 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.
  - g. To raise funds and monies and to receive donations and contributions of money, moveable and immovable assets, and any other property in kind to be used solely for the purposes of meeting the Vision herein.



- h. 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).
- i. 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 objectives, subject to any restrictions, terms, conditions, or warranties that may from time to time be placed on the use any such monies or parts thereof
- j. 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.
- k. 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.
- l. To remunerate any person, firm or company corporate or otherwise for such rendering services, delivery of goods to the Association or to the order of the Association
- m. To adopt such means of making known the activities and/or services of the Association as may, be expedient, including but not limited to advertising, disseminating or otherwise communications such activities and/or services.
- n. To employ such employees, consultants, managers, technicians, advisers, auditors, experts and/or support staff for such periods and on such terms as to remuneration or otherwise as the Board, whether by itself or through the Secretariat, may from time to time consider necessary or desirable for the better fulfilment of the Mission of the Association.
- o. To undertake measures and/or actions that promote self-reliance, fiscal independence, resilience and/or sustainable sources of income for purposes of supporting the Association and its activities.
- p. 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.

### 3. MEMBERSHIP AND GOVERNANCE

#### A. MEMBERSHIP

- i. 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 not-for-profit organization for women in the media profession practicing in the print, electronic, digital media and communication and associated spheres, including but not limited to relevant academic scholars, students, communication professionals, content producers and others with roots in media.
- ii. AMWIK's primary membership is women, as well as such persons, being recognized as legal persons under the Constitution of Kenya, as are aligned to and are admitted to the membership of AMWIK, as hereinafter defined, save always that the membership shall not be less than 9 persons duly registered as Ordinary Members.

#### B. CATEGORIES OF MEMBERSHIP

- i. **Ordinary members** shall be women practitioners, professionals, and students in the fields of media and communication, in (including but not exclusive to) institutions, organizations, independently, solely or in association or partnership with others and shall include those in practices in new and digital media, communications professionals, academia, professionals in public, private, for-profit- and not-for-profit institutions, and associated sectors.
- ii. **Life Members:** shall be professional women in media and/or communication who have been active members of the association for no less than Three (3) years.
  - a. Persons wishing to be Life Members shall apply to the Board, through the relevant vetting committee being the Membership Committee.
  - b. The Membership Committee shall determine the criteria under which members qualify to be admitted as Life Members. Where a Member qualifies and is so approved, they shall be required to pay a one-off life-membership fee as stipulated by the Board. The life member has full rights, obligations, and responsibilities as an ordinary member.
- iii. **Associate Membership:** shall be persons, institutions and/or organizations who do not qualify to be ordinary 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. The Associate Members shall not have a right to vote at any proceedings whatsoever.
- iv. **Honorary members** shall be persons, institutions and/or organizations, 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 may nominate only one Honorary Member within a calendar year.

#### **4. APPLICATION FOR MEMBERSHIP**

- i. Application for admission as a member of the Association, shall be individual. Interested applicants shall complete an application form, sign, or execute the application form together with any requisite declaration and submit these to the Secretary to the Board, through the Secretariat.
- ii. The Secretariat shall scrutinize all application forms and forward those meeting the criteria to the Membership Committee for approval and admittance. Communication of approval or denial of membership shall be by the Secretary to the Membership Committee to the applicant.
- iii. Only after a member has been accepted by the Membership Committee of the Board will the subscription fee be due and payable.
- iv. Upon paying the subscription fee, the member will be registered and issued with a membership card, with a unique identification number, which shall be valid for one calendar year [for the duration of the year in which it is issued, being one year or part thereof] from the date of issuance.
- v. All membership save Life Membership, shall be annual and shall expire on the 31 December of the year of issue.
- vi. 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.

#### **5. SUBSCRIPTION FEES**

- i. The annual subscription fee shall be paid to the Association. Membership shall be conditional upon this being done.
- ii. The Board shall be responsible for determining the membership fees for each category of members. In doing so, the board shall consult the members at the Annual General Meeting and shall take into account, the financial position of the Association, its aspirations, and its financial wellbeing.
- iii. Members wishing to do so, may pay subscriptions in advance subject to such criteria as shall be set out in the Membership rules and regulations.

## **6. CESSATION OF MEMBERSHIP**

- i. Membership of the Association may be terminated by the Member writing to the Membership Committee signaling that they wish to resign from their membership. Such termination shall be effective from the date of receipt of the communication by the Secretary to the Board
- ii. Membership of any Member notwithstanding the category of membership, may be terminated by the Membership Committee of the Board:
  - i. 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.
  - ii. If the member has been found to conduct herself either contrary to this Constitution or the Code of Conduct, journalism code of conduct in Kenya or to the ethics of the profession or is found guilty of material breach of any of the provisions of any of the above.
  - iii. A member who brings the Association's name into disrepute. If a member fails without due cause or reason, to attend three consecutive annual general meetings.
  - iv. If a member fails to pay the annual membership fee as required.
- iii. Once membership has been terminated by the Membership Committee, the Membership Committee shall inform the member in writing within seven (7) days of such termination. Whether termination is by the Member or by the Membership Committee, 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.
- iv. A member whose membership has been terminated by the Membership Committee shall, if aggrieved, 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 in writing to the Appeals Committee. The decision of the Appeals Committee on such appeal shall be final and conclusive.
- v. Rules governing application, approval of membership and conduct of members shall be detailed in the bylaws, rules and regulations of the Association.

## **7. BOARD CONSTITUTION, FUNCTION AND TERM**

### *1. NUMBER OF BOARD MEMBERS.*

- i. The Board members shall be voted in by the Members at the Annual General Meeting. Such Board Members must be Ordinary Members or such Members, being in good standing, who are eligible to vote.
- ii. The Board shall consist of Chairperson, Vice Chairperson, Treasurer, Secretary, and other members who shall serve for two (2) years after which they shall retire

but shall be eligible for re-election for no more than one consecutive term of two (2) years;.

- iii. The Executive Director shall serve as the Secretary, and a member of the Board
- iv. The Board shall be non-executive and shall be the policymaking, governance, and oversight organ of the Association.
- v. The number of board members may be varied by the General Assembly from time to time but shall not exceed 9 (nine) and shall not fall below five (5). This shall be prorated as follows: for membership between nine to three hundred (9-300) members the Board shall constitute no less than five (5) Board members and no more than seven (7) Board members. Where membership exceeds three hundred members, the membership of the Board shall be made up of no less than five (5) to no more than nine (9) members.
- vi. If the Chairperson, during her term of office, should cease to be a member of the Association, the Vice Chair shall hold office until the next Annual General Meeting when a new Chairperson shall be elected. Should the position of the Vice chair, Treasurer or any other duty bearer fall vacant, the Board shall elect from one of their own one person to act in that position until the next Annual General Meeting.

## 2. FUNCTIONS OF THE BOARD

The Board shall

- i. Be constituted as a fully functional, non-executive, Board within the Laws of Kenya.
- ii. Provide governance, oversight and shall otherwise execute its functions as prescribed under the Societies Act, the prevailing laws relating to Not-For-Profit and/or membership-based organizations as may from time to time be in existence or may be passed into law.
- iii. Hire, remunerate, set the goals and deliverables for, evaluate, and monitor and if so required, terminate the Executive Director
- iv. Provide strategic direction for the Association
- 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. Ensure adherence to the constitution by all members.

## 3. ELECTION OF BOARD MEMBERS.

- i. The elected office bearers shall be elected at the Annual General Meeting by a simple majority of those present at the Meeting.
- ii. Voting shall be conducted by way of secret ballot, whether in person or virtual.

- iii. Each member of the Association shall be entitled to one vote
- iv. The register of voters eligible to vote shall be based on the register of fully paid-up members as at 31st December of the preceding year.
- v. Elections shall be conducted in accordance with the rules in by laws rules and regulations of the Association.

4. TERM OF OFFICE FOR THE BOARD.

- i. Members of the Board shall hold office for one term of no more than thirty (30) months commencing one calendar month immediately following their election at an Annual General Meeting [the Board Term].
- ii. Members of the Board shall be entitled to present themselves for re- election to the same office for one other Board Term.
- iii. The Chairperson and the Vice-Chairperson cannot hold the same office for more than two consecutive terms.
- iv. Once a member has served in the Board for either one (1) Board Term if not re-elected, or, if re-elected, a maximum of two Board Terms irrespective of the position, she shall not be eligible for holding office for four consecutive years following the date of the expiration of the last Board Term in which she has served, [whether such Board Term is served in part or in full]. After the expiration of four (4) years following the date of the expiration of the last Board Term in which she had previously served, such member may, subject to her membership status, be eligible for re-election to the Board.

5. OTHER APPOINTMENTS TO THE BOARD.

- i. The Board may from time to time and at any time co-opt a member of the Association or such expert whether or not a member of the Association, onto the Board to advise the Board or exercise their expertise, in such capacity which the Board shall think fit [ a Co-Opted Board Member].
- ii. Such Co-opted Board Member shall serve on the Board for the duration that such expertise is required or for a period of no more than two calendar years from the date of appointment or until the subject or objective of the appointment shall be completed, whichever is the shorter period.
- iii. The Co-opted Board Member may be appointed for one further period of two years. If so required and shall vacate once her/his services are no longer required or as above.
- iv. A Co-opted Board Member shall not have the right to vote at any Board decisions and shall only have such right to vote as may accrue, in the case of membership of AMWIK, if she holds such membership as gives the right to vote.

6. ALTERNATES

- i. Any member of the Board shall appoint another Board Member to be her alternate to act in her place at any meetings of the Board at which she is unable to be present.

- ii. Such appointment shall be in writing to the Board Chair and may be delivered physically or electronically, through the recognized email address of the Board Member seeking to appoint another, to the Secretary, stating clearly, the name of the Board Member intended to alternate the Board Member not present, the purpose of, the duration of and the reason for the request, and any specific voting instructions.
- iii. Such notice of appointment shall be addressed to the Board Chair and shall [save in the case of emergency, or unforeseeable delay], be received no later than forty-eight [48] hours prior to the meeting for which it applies.

## **8. DUTIES OF DUTY BEARERS / OFFICIALS**

- i. The Board Chair shall chair all meetings of the board and all general meetings. She shall provide general guidelines related to the affairs of the Association. In the event of a tied vote, the Board Chair shall cast the deciding vote.
- ii. The Board Chair will have the deciding vote.
- iii. In addition to her role as a Board Member, the Vice Chairperson shall be the deputy to the Board Chair and shall assist the Board Chair as and when the need arises.
- iv. The Executive Director shall be the Secretary and shall be responsible to the General Meeting and the Board of Directors and shall:
  - v. Represent and act on behalf of the Association generally
  - vi. Do all such acts as may be necessary for the efficient running of the Association.
  - vii. Keep full complete, and up-to date record of the Association's affairs.
  - viii. Keep minutes of the meetings of the Board of Directors and the General Meetings
  - ix. Carry out all correspondence and publicity on behalf of the Association;
  - x. Arrange for meetings of the Association on instructions of the Board of Directors or, in special circumstances, on the instructions of the Members
  - xi. Do all such acts as are necessary for the efficient and effective running of the Association's affairs.
- xii. The Treasurer shall in addition to her role as Board Member, provide oversight to ensure that proper financial management and accounting procedures are adhered to, and shall:
  - a) Cause the Executive Director to keep proper accounting of all the financial records of the Association;
  - b) In consultation with the ED advise the Board on the opening operation and closing of Bank accounts.
  - c) Provide reports on the financial health of the Association and audited accounts to the Board and to the Membership.

## **9. DISQUALIFICATION OF BOARD MEMBERS.**

- i. The office of a Board Member shall be vacated:
  - a. If a receiving order is made against her or if she makes an arrangement or composition with her creditors;
  - b. If she is declared of unsound mind by a certified medical practitioner;
  - c. If she fails to attend the meetings of the Board for a period of six months, except by special leave of the Board;
  - d. If by notice in writing to the Association she resigns her office;
  - e. If she is removed from office by a special resolution of no less than 75% of the Membership of AMWIK that is eligible to vote. In such event, the Board by a majority of 90% of the Board Members [less the member in question] shall recommend to the membership, that the Board Member in issue be considered for removal stating the grounds thereof, by way of a 21-day notice issued by the Secretary to the Members of AMWIK. No Board Member shall be removed save by the vote of no less than 75% of the Members of AMWIK eligible to vote at the time of issuance of the Notice herein.
  - f. If the Board Member is removed from Membership of the Board pursuant to a resolution brought forward by any Member of the Association, such Member being a Member in good standing and, being eligible to vote at the AGM immediately preceding the bringing of the resolution/motion to remove, and, supported by signatures of no less than 25% of the members eligible to vote as at the AGM immediately preceding the bringing of the resolution/motion, and passed by no less than 75% of the members eligible to vote as at the time of the issuance of the Notice of motion for such removal.

## **10. APPEAL OF THE DECISION OF REMOVAL OF MEMBERS OF THE BOARD.**

- i. If a Board Member is aggrieved at her removal, she may appeal to a Special Appeals Committee to be constituted for this purpose, whose constitution shall be subject to the by laws, rules, and regulations therein.
- ii. In the meantime, she shall refrain from acting as a member of the Board and to hold any other office under the Association.
- iii. Continuing Board Members may proceed with the activities of the Board, notwithstanding a 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 number shall be the quorum for the purpose of calling for a General Meeting, but not for any other purpose, save such actions as may be required in an emergency, and only to such extent as the emergency requires.



## **11. PROCEEDINGS OF THE BOARD.**

- i. The Board may meet for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit.
- ii. 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.
- iii. Questions arising at any meeting shall be decided by a majority of votes.
- iv. In case of any equality of votes, the Board Chair shall have a casting or second vote.

## **12. FORMATION OF COMMITTEES.**

- i. The Board may delegate any of their powers to Committees consisting of such Board Members 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 bylaws, rules, and regulations of the Association 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.

## **13. BONA FIDES**

- i. 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 procedural defect in the appointment or continuance in office of any such member or person acting as aforesaid that they or any of them were not duly appointed, 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 Member, save always that upon discovery of such procedural defect, the member shall immediately cease from taking any further action or engaging in any Board Meeting whatsoever until such defect has been rectified.

## **14. DISCLOSURE OF CONFLICTS OF INTEREST**

- i. A member of the Board who may have, in anyway, whether directly or indirectly, an interest whether beneficial or otherwise in a contract, project, agreement, program, position or other subject matter or any proposed contract, project, agreement, program, position or subject matter otherwise, with the Association shall disclose the nature of her interest at a meeting of the Board at which the question of entering into the subject matter is to be debated or deliberated.
- ii. A Board Member shall not vote in respect of any subject matter aforementioned in which she is interested and if she shall do so her vote shall not be counted.

- iii. No Board Member shall whether by themselves or through proxies, enter into or benefit from a contract or agreement with AMWIK to provide any goods or services whatsoever.

## **15. INDEMNITY OF BOARD MEMBERS**

- i. Every Board Member, officers or servant of the Association shall be indemnified against such 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 or omitted by her in good faith in the execution of her official capacity aforesaid, or in any way in the discharge of her duties, including but not limited to such travel and such reasonable out of pocket expenses as may be incurred.
- ii. Such indemnity is limited to civil liability and shall be paid from the funds of the Association. The Executive Director shall be responsible to ensure such payments are made.

## **16. CO-OPTION OF TECHNICAL ADVISORS AND SUPPORTERS TO MEMBERSHIP**

- i. The Board shall, admit, either upon invitation or application, such number of Professionals, either individually or corporately, into the Association for purposes of benefitting from technical support, where, in the opinion of the Board, such professionals can render specific support to the Association.
- ii. Such Members may, if the Board so desires, be co-opted into the meetings of the Board to provide technical assistance subject to the terms of the Appointment of Other Board Members above in Article 7.5 of the Constitution.
- iii. Co-opted Members shall have no vote or right to vote, but the Board, General Meeting or Committee, as the case shall be, may at their sole discretion, take into account their representations before arriving at a decision.

## **17. BOARD COMPENSATION**

- i. Board Members including Co-Opted Board Members shall be entitled to such reimbursements of such reasonable direct expenses incurred in the exercise of their mandate as are in respect of travel, accommodation, connectivity expenses specific to the period of meetings, board resources, materials, directors' liability insurance and related costs SAVE ALWAYS that Board Members shall discharge their obligations hereunder without remuneration.

## **18. BOARD OF TRUSTEES:**

- i. There is established a Board of Trustees which shall be comprised of no less than five (5) and no more than seven (7) people, on whom shall be vested the property of the Society, to be held in accordance with this Constitution and the Trustees Act, Cap.167 of the laws of Kenya.

- ii. The Trustees shall be elected by the General Meeting to serve for a term of five (5) years and shall thereafter be eligible for reelection for one further and final term of five (5) years.
- iii. The Expiry of the term of the Trustees shall be staggered so that at any given time, the term of only one half of the members of the Board of Trustees shall expire.
- iv. For the purposes of the application of Clause 18 (iii.) above, the first terms of the First Trustees to be elected under this Article, the terms shall expire as follows on the basis of the alphabetical order of their first names as enumerated in their National Identity (or, in the absence of a National Identity Card, in their Passports):
  - a. The term of the first three shall expire after Five (5) years
  - b. The term of the remaining four shall expire after Seven (7) years, save always that in all cases, the First Trustees shall be eligible for reelection for one further and final term of five (5) years upon the expiry of their respective first terms.

## **19. THE NATIONAL SECRETARIAT**

- i. There shall be a National Secretariat of the Association.
- ii. The Secretariat shall be the operational and implementation arm responsible for the carrying out of the vision, mission, and strategic plans as well as the day-to-day running of the Association.

## **20. COMPOSITION OF THE NATIONAL SECRETARIAT**

- i. The National Secretariat shall be composed of the Executive Director who shall lead the national Secretariat, and be answerable thereof to the Board, and the Officers and Staff and Volunteers as may from time to time be employed by or volunteer to work at the Association.

## **21. ROLE OF THE NATIONAL SECRETARIAT**

- i. The National Secretariat shall
  - a. Support the Board
  - b. Implement the work of the Association including fulfilling on the Association's Strategic Plans, Goals, Strategies, and Actions
  - c. Fundraise and ensure adequate financing for projects, programs and all other activities, expenses, and requirements of the Association, including but not limited to resilience funding and financing;

- d. Support the Branches with such services as may from time to time be needed by the Branches, save always that the Branches shall demonstrate and at all times be able to run their affairs independent of the National Secretariat
- e. Grow, serve, support, and otherwise uphold the membership and the Members of the Association, minded always to operate within the confines of the mandate of the Association
- f. Liaise, collaborate, and otherwise engage with other institutions, individuals, corporations, or bodies in undertaking meaningful work in the advancement of the Mission, Vision, Objectives of the Association
- g. Otherwise promote the Association and its objectives

## **22. BRANCHES OFFICES OF AMWIK**

- i. Branches of the Association may be formed at county or other level if so requested by the members resident or working there.
- ii. Such Branches shall be established in a manner and upon such conditions as shall be established in the by laws, rules, and regulations of the Association.
- iii. Such bylaws, rules and regulations shall be agreed upon by the Board and approved at the Meeting of the Membership, by a two-thirds majority of members present at the meeting wherein the rules and regulations aforementioned are tabled for consideration.

## **23. MEETINGS AND QUORA**

### **1. BOARD MEETINGS**

- i. All ordinary meetings of the Board shall be summoned the Board Chair, or, in the absence of the Board Chair, by the Vice Chair, as the case may be, by giving at least Twenty-one (21) days' notice accompanied by the proposed agenda.
- ii. There shall be such number of ordinary board meetings in a year as shall be prescribed by law, not being less than four (4) meetings.
- iii. Any Board Member may request for a meeting, and on the request thereof the Secretary shall give notice of a meeting of the Board by at least twenty - one (21) days of notice, save as may otherwise be waived by the Board Members, be served upon the several members of the Board, with the proposed agenda.

### **2. ANNUAL GENERAL MEETINGS**

- i. The Association shall in each year hold the Annual General Meeting, in addition to any other meetings in that year, and shall specify the nature, venue, time and other statutory details of the meeting as such in the notice calling it.

- ii. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held as such time and place as the Board shall appoint.
- iii. The Annual General Meeting shall be called Ordinary General Meeting and all other General Meetings shall be called Extraordinary General Meetings.
- iv. Notice of the Annual General Meeting shall be issued no less than Twenty-One (21) days' notice of the date prior to the proposed date of the Annual General Meeting (exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given), specifying the place, the day, and the hour of meeting of the Association.
- v. Notwithstanding the foregoing, members may, by election, acquiesce to the waiver of the notice period if it is so agreed by no less than 75% of the members entitled to attend and vote thereat. Provided also that the accidental non-receipt of notice of a meeting by a member entitled to receive such notice shall not invalidate the proceedings of that meeting, and save only that the Secretary shall, in such case, be required to show evidence of attempt to serve notice on such member.
- vi. Save further that where the notice has not been received by a member who is a party to the proceedings or part thereof of the meeting, then, and insofar as is reasonable, such item of the agenda as relates to that member, may, at the discretion of a simple majority of the members present, be postponed to such time as the above-mentioned member shall be present.

### 3. CONVENING EXTRAORDINARY GENERAL MEETINGS.

- i. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting
- ii. The Board shall on the requisition of not less than one-third of the members of the Association, proceed to convene an Extraordinary General Meeting. Provided that the requisition must state the agenda of the meeting and must be signed by all those who make the requisition and deposited at the headquarters of AMWIK being its registered office.

## **24. PLACE OF MEETINGS**

- i. The meetings for purposes of conducting the business of the Association may be held in a physically located place or in a virtual place that is, by use of electronic/virtual or any other method as may be facilitated by use of information and communication technology, as the Board may from time to time approve, provided that no meeting held electronically, or facilitated by use of information and communication technology shall be valid, unless the majority of the people entitled to attend such a meeting, or such number of people enough to

- constitute a quorum, whichever is higher, are able to access the meeting electronically, upon sign up or sign in.
- ii. At every meeting held electronically, the system so adopted must provide for a means of participants to vote anonymously, whenever necessary on any motion in which a vote is required to be taken, and the results of the vote so taken electronically shall be valid unless it is established that there was a fault or interference with the voting system;
  - iii. The Association, if need be, shall incorporate and apply electronic/virtual methods in the processes of conducting elections, provided that the methods shall be based on secure, transparent, auditable and efficient platforms.

## **25. PROCEEDINGS AT GENERAL MEETINGS**

- i. Meetings shall be held at such place and time, whether virtual or physical or a hybrid thereof, as shall be stated in the Notice thereof.
- ii. The Agenda for the AGM may include [but not exclusively]: -
  - a. Confirmation of quorum
  - b. Apologies
  - c. Minutes of the last AGM
  - d. Chairperson's Report
  - e. Secretary's Report
  - f. Treasurer's Report
  - g. Auditor's Report
  - h. Appointment of Auditors
  - i. Motions
  - j. Election of Officers
  - k. Any Other Business
  - l. Date for next AGM
- iii. All Business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Ordinary General Meeting with the exception of the consideration of the accounts and balance sheets, the reports of the Board and Auditors, the elections of the Board, and appointment of Auditors.
- iv. Provided that no business shall be transacted at any general meeting unless a quorum of no less than a third of those members eligible to vote are present at the time when the meeting proceeds to business.
- v. If within 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 meetings, the meeting shall then proceed and those members present shall constitute quorum for the purpose of the meeting.

- vi. The Chairperson, or in her absence the Vice-Chairperson of the board, if present shall preside at every General Meeting. If there is no such Chairperson or Vice-Chairperson, or if at any meeting neither is present within 30 minutes after the time appointed for holding the meeting, the members present shall designate one of their members to be chairperson of the meeting.
- vii. The Chairperson of any meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished. When such adjournment extends to more than 30 days since the original scheduled date of the meeting, notice of the adjourned meeting shall be given as in the case of an original meeting.

## **26. VOTING AT GENERAL MEETINGS**

- i. Every member eligible to vote shall have one vote, provided that when any matter affecting a member personally comes before the meeting, although she may be present at it, she shall not be entitled to vote on the question and Chairperson may require her to withdraw during the discussion, and she shall in the case withdraw accordingly.
- ii. On a poll, votes shall be in person. Voting by proxy shall not be allowed.
- iii. At General Meetings, a resolution put to the vote of the meeting shall be decided by a show of hands if in a physical meeting, or by electronic vote, if in a virtual meeting, save as concerns voting in or out of the members of the Board, the Trustees, or such other office bearers, and save where a poll is, before or on the declaration of the result of the show of hands, demanded by at least two members.
- iv. Unless a poll is so demanded a declaration by the Chairperson that a resolution has, on a show of hands where physical, or electronic vote where virtual, been carried, shall be conclusive evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against such a resolution. A demand for a poll may be withdrawn.
- v. A poll demanded on the election of a Chairperson, or on the question of adjournment, shall be taken forthwith. A poll demanded on any questions shall be taken at such time as the Chairperson of the meeting directs and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- vi. In case of an equality of votes, howsoever cast, the Chairperson of the meeting at which the show of hands takes place, or at which a poll is demanded, shall be entitled to a second or casting vote.
- vii. Members who are vying for elective position must be present at the meeting where the elections take place, unless unable to do so by prior arrangement or with justifiable excuse.

## **27. APPEALS COMMITTEE**

### **COMPOSITION**

- i. There shall be established an Appeals Committee which shall be comprised of no less than five (5) persons with good standing with the Association.
- ii. The Appeals Committee shall report to the Membership.
- iii. Members of the Appeals Committee must have served not less than 10 years as active members, holding the requisite technical education being a university degree, experience of service within the Association.
- iv. Members shall be elected at the General Meeting by a simple majority of the Members present.
- v. During its first sitting, the Appeals Committee shall elect from amongst itself, two persons who shall serve as chairperson and secretary respectively of the Committee.
- vi. They shall serve for three (3) years after which they shall retire and shall not be eligible for re-election. Members of the Appeals Committee shall not be eligible for election as board members thereafter.

## **28. TERMS OF REFERENCE**

- i. The Appeals Committee shall hear appeals arising out of the decisions of the Membership Committee, the Board, and the General Assembly.
- ii. The Appeals Committee shall determine and document its own rules and regulations. This Appeals Committee will report to the AGM.
- iii. The decisions of the Appeals Committee shall be final.
- iv. A copy of the minutes and any documentation after the completion of the matter/dispute at hand shall be given to the board for its implementation within 30 days.
- v. All committee members are expected to act professionally and to uphold confidentiality at all times and a member of the committee can be expelled due to misconduct. In case of such expulsion, or where a member (s) for some reason resigns from the committee, the members will have to appoint another member within 30 days through a special AGM called for that purpose.

## **29. FUNDS AND RESOURCES UTILIZATION**

### **1. APPLICATION OF FUNDS AND ASSETS**

- i. The funds and assets of the Association shall be applied solely towards the promotion of the Vision of the Association 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 Association provided that nothing herein shall prevent, good faith, of reasonable and proper remuneration to any officer or servant of the Association or any member or the Association, in return for any services actually rendered to the



Association, 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 Association.

- ii. Provided also that no non-executive member of the Board of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association 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 Association.
- iii. The Association is strictly nonpartisan and shall not receive funds from any political party or politically aligned person or institution.

### **30. ACCOUNTS**

- i. All funds, including all assets whether movable or immovable of the Association shall be for the benefit of and applied solely to the advancement of the mission and vision of the Association as set forth herein. No part or portion thereof shall be paid, or transferred whether directly, or indirectly whether by way of gift, bonus, dividend, or profit howsoever to the Members of the Association. Save always that the Association shall act responsibly to fulfil on its debts and obligations herein including such overheads, salaries, debts, costs, expenses, or other incurrences in the furtherance of its activities, including [but not limited to] such payment of salaries, remunerations, compensation, contractual payments or interest rates or charges arising from the operations of the Association howsoever.
- ii. It shall be the work of the Treasurer to oversee the correct and proper keeping of all records of account by the ED and/or the finance executive or duly appointed office holder, and in particular as regards;
- iii. The sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures takes place;
- iv. The assets and liabilities of the Association
- v. 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.
- vi. 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.
- vii. 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.

- viii. Copied 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.

### **31. AUDITORS**

- i. The Association 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 Association shall not qualify to be appointed Auditor of the Association.
- ii. 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.
- iii. The remuneration of the Auditors of the Association shall be fixed at the Annual General Meeting, except that the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the Board.
- iv. Every Auditors of the Association shall have a right to see all relevant vouchers and shall be entitled to access at all times to the books and accounts he/she requires from the Board.
- v. The Auditors shall make a report to the members of the accounts examined by them and on every balance sheet laid before the Association at its Annual General Meeting during their tenure of office, and the report shall state:
- vi. Whether or not they have obtained all the information and explanations they have required; and
- vii. 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 Association's affairs.

### **32. INSPECTION OF BOOKS OF ACCOUNTS AND LIST OF MEMBERS OF THE ASSOCIATION.**

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

### **33. FINANCIAL YEAR.**

i. The financial year of the Association shall begin on the first day of January and end on the last day of December or at such other time as the Board may from time to time determine.

### **34. AMENDMENTS TO THE CONSTITUTION**

- i. Subject always to the Societies Act, the NGO Regulations and/or such other laws as shall be prevailing at the time, the Association may by special resolution of two thirds of the members eligible to vote to pass, modify or repeal this Constitution or adopt a new Constitution or change the name of the Association, provided that no such alteration, amendment or modification shall be made which shall contravene any laws or impair or prejudice the effectiveness of the prohibitions contained in this Constitution against distribution of income, property and assets of the Association to the members.
- ii. A motion to amend the Constitution shall not be debated unless a notice thereof has been submitted to the Board through the Executive Director At least Eight (8) Weeks prior to the date of the intended motion.
- iii. The Board shall, in writing, notify and seek the consent of the Registrar as prescribed the Societies Act, Cap 108, the NGO Regulations and/or such other law as may be prevailing at the time of proposed amendment, such notification being signed by not less than three (3) duty bearers and Board Members.
- iv. Within no more than fourteen (14) days following the date of the passing of the resolution of amendment afore described, the Association shall submit the application for consent aforementioned together with a certified copy of the minutes of the meeting at which the resolution was passed.

### **35. DISSOLUTION AND DISPOSAL OF PROPERTY**

#### **1. RESOLUTION TO DISSOLVE ASSOCIATION**

- i. The Association shall not be dissolved or wound up except by a resolution passed at a General Meeting of the members by votes of ninety percent (90%) of the members present.
- ii. The quorum at the meeting shall be Seventy-Five (75%) per cent of all members of the Association eligible to vote.
- iii. If no quorum is obtained, the proposal to dissolve or wind up the Association shall be submitted to a further General Meeting which shall be held one month later.
- iv. Notice of this meeting shall be given to all members of the Association at least Twenty-One (21) days before the date of the meeting.
- v. The quorum for this second meeting shall be the Sixty-Five (65%) of all members of the Association eligible to vote, failing which the resolution shall be dismissed.

## 2. CONSENT FOR DISSOLUTION

- i. The Association will not dissolve itself without prior consent in writing to the Registrar of Societies, obtained upon a written application addressed to the Registrar and signed by three of the officials of the Association.

### 3. MEMBERS' CONTRIBUTION TO ASSETS ON WINDING UP

- i. Every member of the Association undertake to contribute to the assets of the Association in the event of its being dissolved or wound up while she is a member, or within one year of her ceasing to a member, for payment of the debts and liabilities of the Association contracted before she 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 shillings one thousand (Kshs. 1000/-) or sch sum as may be agreed upon by a vote of the majority of the members eligible to vote at the meeting in which the resolution of the dissolution is tabled.

### 4. DISPOSAL OF RESIDUAL ASSETS ON WINDING UP OR DISSOLUTION

- i. If upon the winding up or dissolution of the Association 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 of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, 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 Associations. Provided that such institution or institutions is or are to be determined by the members of the Association 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.

## **36. DISPUTE RESOLUTION**

### 1. MEDIATION AND ARBITRATION

- i. Save where by this Constitution the decision of the any of the organs is made final if at any time hereafter any dispute difference or question shall arise between any parties being 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 in the first instance, be settled amicably as between the parties.
- ii. All matters relating to disputes including matters which shall at the first instance be addressed by an any committee whatsoever, shall be addressed fairly, with

transparency, decency and while at all times upholding the values of the Association and the dignity of all parties concerned.

- iii. If such amicable resolution is not successful, the dispute shall be referred to mediation by either of the parties or by the mutual agreement of the parties, within no more than thirty (30) days of the date off the conclusion of the attempted resolution. The mediator shall be appointed by the mutual agreement of the parties.
- iv. In the event that mediation is not successful, the parties shall be entitled 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. The aggrieved party or parties shall issue notice of intention to invoke arbitration, no more than thirty (30) days of the date of the conclusion of the mediation.
- v. In the event that one or more parties is aggrieved by the decision of the arbitrator, whether in part or in the whole, such party shall be entitled to seek legal relief or redress in court. The aggrieved party or parties shall issue notice of intention to move to court, no more than thirty (30) days of the date of the reading of the award or findings of the arbitration.
- vi. The above provisions for dispute resolution shall not prohibit any party from seeking injunctive relief from a court of law.

### **37. GOVERNING LAW**

- i. The governing law of this Constitution shall be the Laws of Kenya.

### **38. TRANSITIONAL AND CONSEQUENTIAL PROVISIONS**

- i. This Constitution shall come into force upon adoption by the vote of no less than three quarters of the ordinary members present at a special meeting of the members of AMWIK.
- ii. The Constitution shall come into force at the proper convening and holding of the Annual General Meeting following the meeting of the adoption of the Constitution [the Effective Date]. All rules, regulations and procedures under the previous constitution that is to say, the Constitution immediately preceding this Constitution, shall remain in effect until the Effective Date.
- iii. Within six (6) months of the Effective Date of this Constitution, such existing contracts and/or agreements, as shall so be required, shall be updated and amended to reflect the provisions of this Constitution.

DATED AT \_\_\_\_\_23RD\_\_\_\_\_ THIS \_\_\_MARCH\_\_\_\_\_DAY OF \_\_\_2022\_\_\_

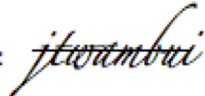
**SIGNED:**

A rectangular box containing a handwritten signature in blue ink. The signature is cursive and appears to read "D. Njoroge".

Dr. Dorothy Njoroge, PhD

**BOARD CHAIRPERSON**


**SIGNED:**

A rectangular box containing a handwritten signature in black ink. The signature is cursive and appears to read "J. Thuo".

Dr. Jane Thuo, PhD

**VICE CHAIRPERSON**

**SIGNED:**

A rectangular box containing a handwritten signature in black ink. The signature is cursive and appears to read "J. Kaberia".

Ms. Judie Kaberia

**EXECUTIVE DIRECTOR**