

N.G.O
GAI NEEDY STUDENTS PROJECT
(GANSPRO)

CONSTITUTION

**THE CONSTITUTION
OF N.G.O.
GAI NEEDY STUDENTS PROJECT
GANSPRO**

PREAMBULE

MISSION

GAI NEEDY STUDENTS PROJECT's mission is to give support to poor needy students in and to reduce illiteracy caused by the high level of poverty in Ukambani

PART I: NAME AND OBJECTIVES

ARTICLE 1 – NAME OF THE ORGANIZATION

The name of the organization is **"GAI NEEDY STUDENTS PROJECT"**, hereinafter also called "the organization" or "GANSPRO",

ARTICLE 2 – OBJECTIVES

- 2.1 The organization shall be based on Christian principles, charitable, non-political, non-profit-making and educational.
- 2.2 The specific objectives of GANSPRO are:
- i. to create a better quality of life for needy students in Mwingi District by – inter alia – backing up individual students financially;
 - ii. to promote and encourage Christian education, especially amongst needy students in Kyuso Division of Mwingi District and Ukambani Districts;
 - iii. to raise and disburse funds and other resources for the promotion of the objects of GANSPRO;
 - iv. to improve the transition rate of needy students to post-primary and secondary education;
 - v. Performing all that is related to the above in the widest sense or may be conducive thereto.
- 2.3 GANSPRO has the power:
- i. to enter into arrangement with governments or authorities that may seem conducive to GANSPRO's objects, and to obtain from such governments or authorities any rights, privileges and concessions which the Board may think desirable;

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- ii. to establish an endowment fund to receive grants, donations, gifts and other assistance in any form whatsoever from Kenya or from any other source for the objects of GANSPRO.

ARTICLE 3 - LOCATION OF THE OFFICE

The office of GANSPRO shall be situated in Mwingi District at a place decided and approved by the Board.

PART II: INTERPRETATION

ARTICLE 4 – INTERPRETATION

The following definitions shall apply for the interpretation of this Constitution:

- 4.1 **“AGM”** means the annual general meeting of the Members of the Board convened in accordance with Article 15.
- 4.2 **“Auditor”** has the meaning given to it in Article 21.1.
- 4.3 **“Donor”** means the Stichting Zendingen Thuisfront Holland, initiator and main financial donor of GANSPRO.
- 4.3 **“Member of the Board”** means a person appointed to the Board under Article 6 or Article 8 of this Constitution.
- 4.5 **“EGM”** means an extraordinary general meeting, being each General Meeting other than an AGM.
- 4.6 **“General Meeting”** means each meeting of the Members of the Board convened under this Constitution which may validly pass resolutions of GANSPRO.
- 4.7 **“Volunteer”** means any individual or organization wishing to offer service not for commercial returns and who shall receive nominal consideration in course of his/her/its service.

PART III: THE BOARD

ARTICLE 5 – THE BOARD

- 5.1 The Board shall be the policy-making organ of GANSPRO.
- 5.2 Until otherwise agreed by special resolution passed at a general meeting the Board shall consist of:
 - i. the Chairman;
 - ii. the Treasurer;
 - iii. the Secretary;
 - iv. the Donor;
- 5.3 The number of Board Members shall be 4 (subject to Article 6), or such greater number as may be determined from time to time by the AGM.

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ARTICLE 6 – FIRST APPOINTMENT OF MEMBERS OF THE BOARD

The first Members of the Board shall be appointed in writing by the subscribers to this Constitution and shall be four persons who shall act respectively as the Chairman, Secretary, Treasurer and Donor until the conclusion of the first meeting of the Board.

ARTICLE 7 – OTHER APPOINTMENTS TO THE BOARD

The Board may from time to time and at any time appoint an additional person to act as a Member of the Board in the event of a vacancy or by way of addition to the Board, provided 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.

ARTICLE 8 – DUTIES OF OFFICE HOLDERS

8.1 **The Chairman** shall chair all the meetings of the Board and all General Meetings, and shall provide general policy guidelines relating to the affairs of GANSPRO as expressly provided in the constitution. In his absence, the Members of the Boards shall elect one of their number to chair each such meeting.

8.2 **The Secretary** shall be the overseer of the day-to-day operations of GANSPRO. He is responsible to the Members of the Board in the General Meeting shall, or shall ensure that an officer of GANSPRO shall:

- i. represent and act on behalf of the organization generally;
- ii. do all such acts as may be necessary for the efficient running of the organization;
- iii. keep full, complete and up-to-date record of the organization's affairs;
- iv. keep accurate minutes of all the meetings of the Board and the General Meetings;
- v. carry out all correspondence and publicity for the organization;
- vi. arrange for the meetings of the organization on instructions of the Board, or in specified circumstances on the instruction of the Member of the Board;
- vii. promote the organization in all appropriate forums.

The Secretary may not receive a salary.

8.3 **The Treasurer** shall ensure that proper accounting procedures are adhered to, and shall:

- i. keep on a proper accounting basis of all the financial procedures and records of GANSPRO in compliance with government rules and regulations;
- ii. open and maintain a bank account on the advice of the Board and ensure that all drawings from the account are countersigned either by the Chairman or the Secretary;
- iii. provide reports on the financial statements of the organization to the Board when required;
- iv. provide the audited accounts to the AGM.

8.4 **The Donor** will be represented by a delegated Member of the Board of the Stichting Zendings Thuisfront Holland.

ARTICLE 9 – REMOVAL OF MEMBERS OF THE BOARD

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The Board may remove any Member of the Board from office. If the Member of the Board should not agree, he may appeal to a General Meeting called for the purpose. In the meantime, he may not act as a Member of the Board or hold any other office of the organization. The Board may act notwithstanding any vacancy in the body; provided always that in case the Members of the Board at anytime be reduced in number to less than 3, that number shall be a quorum for the purpose of filling up vacancies in their body and of summoning a General Meeting but not for any other purpose.

PART IV: MEETINGS AND QUORUMS

ARTICLE 10 – PROCEDURES OF THE BOARD

- 10.1 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 is no fewer than half the Members of the Board for the time being.
- 10.2 Resolutions voted on at any meeting of the Board shall be considered passed if more than half the Members of the Board present vote in favour of said resolution, save that in the event of a tie the Chairman may cast a deciding vote.

ARTICLE 11 – CALLING OF MEETINGS

- 11.1 The Secretary, acting in consultation with the Chairman, by giving at least 15 days' notice accompanied by the proposed agenda, shall summon all normal meetings of the Board.
- 11.2 A Member of the Board may at any time summon a meeting of the Board, giving at least twenty-one days' and no fewer than thirty days' notice served upon all Members of the Boards, with an indication of the proposed agenda.

ARTICLE 12 – EFFECTIVENESS OF BOARD DECISIONS

- 12.2 All acts done bona-fide by the Board, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any Member of the Board acting as aforesaid, shall be as valid as if every such person had been duly continued in office and was qualified to be a Member of the Board.
- 12.3 A resolution in writing signed by not less than two-thirds of the Members of the Boards who are duly entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board.

ARTICLE 13 – DISQUALIFICATION OF MEMBERS OF THE BOARDS

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;

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- 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 he resigns office by notice in writing to the organization;
- v. if he is removed from office by a resolution duly passed under this constitution;

PART V: DAILY MANAGEMENT OF GANSPRO

ARTICLE 14 – THE MANAGEMENT STRUCTURE

- 14.1 The day-to-day affairs of GANSPRO shall be managed by the Secretary. He may pay all expenses incurred in registering the organization and may exercise such powers of the organization as are not required by this constitution to be exercised by the Board or by General Meeting of the Member of the Boards of the Board, to achieve the objectives of the organization.
- 14.2 The Secretary may appoint and unappoint subject to the power of the AGM any officer of GANSPRO.

PART VI: GENERAL MEETINGS

ARTICLE 15 – GENERAL MEETINGS

GANSPRO shall in each year hold a general meeting and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one AGM of the organization and that of the next. The AGM shall be held at such time and place as the board shall appoint.

- 15.1 The Board may convene an EGM whenever it thinks fit.

ARTICLE 16 – NOTICE OF GENERAL MEETINGS

- 16.1 At least twenty one days' (21) notice and no more than thirty (30) days' notice must be given for each General Meeting specifying the place, the day and the hour of the meeting.
- 16.2 A General Meeting shall, notwithstanding that it is called by shorter notice than that specified in clause 16.1, be deemed to have been duly called if it so agreed by all the Members of the Board entitled to attend and vote thereafter.
- 16.3 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.

ARTICLE 17 – THE PROCEEDINGS OF GENERAL MEETINGS

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- 17.1 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for a General Meeting is no fewer than half the Members of the Board. Members present in person or by proxy or by Delegate shall constitute a quorum.
- 17.3 The Chairman shall preside at every General Meeting. If he is not present, the Delegates present shall designate one of their number to be chairman of the meeting.
- 17.5 Resolutions voted on at any General Meeting shall be considered passed if more than half the Member of the Boards of the Board present vote in favour of said resolution.

PART VII: FUNDS AND RESOURCES UTILIZATION

ARTICLE 18 – APPLICATION OF FUNDS AND ASSETS

- 18.1 The funds and assets of GANSPRO shall be applied solely towards the promotion of the objectives 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 any Member of the Board of the organization.
- 18.2 No 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 no remuneration shall be paid to any such Member of the Board.

ARTICLE 19 – DISCLOSURE OF INTERESTS IN CONTRACTS

A Member of the Board who is in any way, whether directly or indirectly, interested in a contract or proposed contract with GANSPRO shall disclose the nature of his interest at the first 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.

PART VIII: ACCOUNTS

ARTICLE 20 – ACCOUNTS

- 20.1 It shall be the work of the treasurer to cause accounts to be kept of:
 - i. the sums of money received and expended by GANSPRO and the matters in respect of which such receipts and expenditure take place;
 - ii. the assets and liabilities of the organization.
- 20.2 The books of accounts shall be kept at the office of the organization or such a place or places as the Board thinks fit, and shall always be open to the inspection of the Members of the Board.

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- 20.3 At each AGM the Board shall lay before the Members present a proper income and expenditure account for the period since the last preceding accounts, up to date until no more than three (3) months before such meeting.
- 20.4 A proper balance sheet as at the date on which the income expenditure account is made up shall be prepared, and laid before the Members of the Board present at the AGM. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditor.
- 20.5 Copies of the income and expenditure account, balance sheet and reports, all of which shall be formed in accordance with any statutory requirements for the time being in force, and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty one (21) days before the date of the AGM, be sent to the Auditor, the Members of the Board and all other persons entitled to receive notices of such meetings in the prescribed manner.

ARTICLE 21 – THE AUDITOR

- 21.1 The organization shall at each AGM appoint an auditor to hold office until the next AGM (the "Auditor"); provided that a Member of the Board shall not be the Auditor.
- 21.2 The Board may fill any casual vacancy in the office of the Auditor, but while any such vacancy continues the surviving or continuing Auditor, if any, may act.
- 21.3 The remuneration of the Auditor of the organization shall be fixed at the AGM, except that the remuneration of any Auditor appointed to fill any casual vacancy may be fixed by the Board.
- 21.4 Each Auditor of the organization from time to time shall have a right to see all the relevant vouchers, and shall be entitled to access at all times to the books and accounts he requires from the Board.
- 21.5 The Auditor shall make a report of the accounts examined by them to the Members of the Boards and on every balance sheet laid before the organization at its AGM during their tenure of office, and the report shall state:
 - i. whether or not they have obtained all the information and the 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 as at the date of the balance sheet.

ARTICLE 22 – INSPECTION OF BOOKS OF ACCOUNTS AND LIST OF MEMBERS OF THE BOARDS

The books of accounts of GANSPRO and all documents relating thereto shall be available for inspection at the office by any Member of the Board during business hours.

ARTICLE 23 – FINANCIAL YEAR

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The financial year of the organization shall begin on the first day of Januari and end the last day of December, or at such time as the Board may from time to time determine.

PART IX: AMENDMENTS TO THE CONSTITUTION

ARTICLE 24 – AMENDMENTS

GANSPRO may by resolution of a General Meeting of the Members of the Boards approved by 75 per cent or more of the Members 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 of the Board.

PART X: DISSOLUTION AND DISPOSAL OF PROPERTY

ARTICLE 25 – DISSOLUTION

- 25.1 The organization shall not be dissolved or wound up except by a resolution approved at a General Meeting of the Members of the Board by two-thirds or more of the Member present. The quorum at such a meeting shall be fifty percent of all Meeting.
- 25.2 The organization will not dissolve itself without prior consent in writing from the Non-Governmental Organization Co-Ordination Board, obtained upon written application addressed to the Executive Member of the Board of the Non-Governmental Organization Co-ordination Board and signed by three of the Board Members of the organization.

ARTICLE 26 – DISPOSAL OF RESIDUAL ASSETS ON WINDING-UP OR DISSOLUTION

- 26.1 If upon the winding up or dissolution of GANSPRO 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 Board, 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 other Members of the Board to at least the same extent as the organization.
- 26.2 The institution or institutions referred to in clause 24.1 is or are to be determined by the Members of the Board at the time of dissolution, or in default thereof by a judge of the High Court of Kenya, and if and so far as effect cannot be given to the aforesaid provisions the remaining property is to be given to some other charitable object.

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