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**AFRICA JUDICIAL EDUCATION NETWORK ON  
ENVIRONMENTAL LAW (AJENEL)  
CONSTITUTION**

**(AS PER THE SECOND SCHEDULE OF THE NGOS  
CO-ORDINATION REGULATIONS, 1992)  
(rr. 10 (1) (e), 16 (1) (e))**

**Adopted on 3<sup>rd</sup> August 2018**

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## **Preamble**

**WE**, the heads of judicial education institutions in Africa;

With the support and approval of heads of judiciaries (Chief Justices) in Africa;

*Acknowledging* that a competent, independent and skilled judiciary is an integral element for advancing sustainable development of our nations;

*Noting* that judicial education provides one of the most critical pathways to a competent, independent judiciary and access to justice;

*Aware* that sustainable development of our nations depends on the natural capital endowments we have;

*Further aware* that we need to strengthen judicial education on environmental law in Africa;

*Acknowledging* the Maputo resolution of 3<sup>rd</sup> August 2018 to adopt the network rules and regulations;

**HEREBY** agree to establish an Africa-wide network to coordinate our common goals, lessons and experiences on judicial education in the field of environment.

## **1 Name**

1.1 The name of the Organization is the Africa Judicial Education Network on Environmental Law (hereinafter referred to as "the Network" and abbreviated "AJENEL").

1.2 The Network shall be governed by the provisions of the Laws of the Republic of Kenya relating to non-profit making organizations.

## **2 Definitions**

2.1 In this Constitution the words and expressions in the first column of the following table shall bear the meanings in the second column, if not inconsistent with the subject or context:

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**Words and Expressions****Meanings**

<b>The Act</b>	The Non-Governmental Organizations Co-ordination Act 1990 and any subsequent legislation repealing or amending the Non-Governmental Organizations Co-ordination Act 1990;
<b>AJENEL</b>	The Africa Judicial Education Network on Environmental Law;
<b>CEO</b>	Chief Executive Officer;
<b>The Board</b>	The Board of Directors for the time being of the Network or the members of the Board present at a duly convened meeting of the Board at which a quorum is present;
<b>Chief Executive Officer</b>	A person appointed to perform the duties of the Chief Executive Officer of the Network
<b>Director</b>	A person holding office in the Network as a Director and who is a Board member;
<b>General Conference</b>	A General Conference established under Article 14;
<b>Month</b>	One calendar month;
<b>The Network</b>	The Africa Judicial Education Network on Environmental Law;
<b>Ordinary Resolution</b>	A resolution which has been passed by a majority of the Members at a General Meeting of the Network;
<b>The Seal</b>	The Common Seal of the Network;
<b>The Secretary</b>	Any person appointed to perform the duties of the secretary of the Network;
<b>Special Resolution</b>	A resolution which has been passed by a majority of not less than two thirds of such Members at a General Meeting of the Network of which notice

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specifying the intention to propose the resolution as a special resolution has been duly given, provided that if it is so agreed by a majority in number of the Members having the right to attend and vote at any such meeting, together representing not less than seventy-five per cent of the total voting rights at that meeting of all the Members, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one days' notice has been given.

**The Treasurer**

Any person appointed to perform the duties of the treasurer of the Network.

**Interpretation**

A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this Constitution.

A reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time.

A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this Constitution.

Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

A word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other gender.

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An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or public authority.

A reference to Dollars or USD means US Dollar.

References to the word 'include' or 'including' are to be construed without limitation. A reference to a time of day means that time of day in the place where the Office is located.

A reference to a business day means a day other than a Saturday or Sunday on which all banks are open for business generally in the place where the Office is located.

Where a period of time is specified and dates from a given day or the day of an act or event, it must be calculated exclusive of that day.

A term of this Constitution which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

Words importing the singular number only shall include the plural number and vice-versa;

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these clauses become binding on the Network shall, if not inconsistent with the subject or context, bear the same meanings in these Clauses.

### **3 Situation of Registered Office**

3.1 The Registered Office of the Network will be Nairobi, in the Republic of Kenya.

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#### **4 Nature of Organization**

- 4.1 The Network is a non-governmental organization registered under the Laws of Kenya.

#### **5 Main Objective**

- 5.1 The main objective of the Network is to improve the quality of judicial education in environmental matters in Africa.

#### **6 Specific Objectives**

- 6.1 In furtherance of the main objective, the Network shall have the following specific objectives.

6.1.1 To promote the integration of environmental law in the curricula of judicial education bodies in Africa.

6.1.2 To provide regular forum for interaction among judicial educators in the continent.

6.1.3 To support the analysis and identification of environmental law training needs of the judiciaries.

6.1.4 To develop and maintain a database of judicial educators in environmental law.

6.1.5 To facilitate the development and promotion of model judicial education programmes on environmental law.

6.1.6 To develop and disseminate online resources on environmental law.

6.1.7 To develop and avail to members emerging methodologies and approaches for imparting judicial education on environmental matters.

6.1.8 To promote public participation, access to justice and information in environmental matters

6.1.9 To raise, secure and utilise funds for the attainment of any or all objects of the Network, and to do such other things as are incidental or conducive to the attainment of these objects.

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## **7 Activities**

7.1 The Network will prepare a biennial programme of activities which will be designed and carried out by one or more of its members and/or the secretariat.

7.2 In particular, the programme will contain activities which promote the realization of the objectives outlined in Article 6 in addition to the following activities;

7.2.1 the comparison and exchange of judicial practice in the field of environmental law;

7.2.2 support to countries with the design and execution of their training programmes;

7.2.3 promotion of familiarization with means of judicial cooperation in the field of environmental law;

7.2.4 Development of judicial skills and of judicial educators and trainers within member states.

7.2.5 Monitoring of the activities of the Network

7.3 The Network shall take all necessary measures to ensure that its activities are communicated among members of the judiciary in member states.

7.4 The participation of members of the judiciary in the activities of the Network will be regulated according to the national rules of each member state governing such participation.

7.5 The Network will monitor the impact of its activities from time to time.

## **8 Liability of Members**

8.1 The liability of the Members is limited to one US Dollar in the event of winding up.

### **Contribution of Members to Assets on Winding Up**

8.2 Subject to clause 8.1, Every Member undertakes to contribute to the debts and liabilities of the Network in the event of its being dissolved or wound up while he is a Member, or within one year of his ceasing to be a Member.

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## **9 Contribution of Members**

- 9.1 Members shall pay registration and an annual membership fee which will be used to defray in part the operational costs of running the Network.
- 9.2 The registration and annual membership fee shall be determined by the General Conference, on a proposal from the Board.
- 9.3 Further arrangements for fixing annual membership fees, their payments and collection may be set out in a financial regulation adopted by the General Conference on the proposal of the Board.

## **10 Membership**

Members to the Network will include the subscribers to this Constitution and shall not be less than 10 at any time. The categories of membership are:

### **Ordinary Membership**

- 10.1 All members subscribing to this Constitution (then the Draft Network Rules) adapted at the Maputo Resolution of 3<sup>rd</sup> August 2018 who shall be automatic members.

### **Individual Membership**

- 10.2 Any individual who is a national of a member state of the African Union, is interested in promoting the objectives of the Network and subscribes to this Constitution.

### **Corporate Membership**

- 10.3 Corporate Membership shall be open to all national institutions of the member states of the African Union specifically responsible for judicial education and for the training of prosecutors where applicable. Those institutions responsible for judicial education in the sub-regions of the national institutions may also be members.



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### **Honorary Membership**

10.4 The Network may admit to Honorary Membership any person or corporate body whom it wishes to honour for services to the Network.

### **Observer**

10.5 The United Nations Environment Programme will be observer without any voting rights.

10.6 The Board may admit additional observers as it may deem fit.

### **Application for Membership requires proposer and seconder**

10.7 Every application for membership of the Network shall be proposed by one and seconded by another Member of the Network.

### **Form of application**

10.8 An application for membership will be in the form approved by the Board from time to time.

### **Admission to membership**

10.9 The Board will consider an application for membership at its next meeting after receipt of the application and shall in its discretion, accept the admission or rejection of the applicant.

10.10 The Board will give reasons for rejecting an application.

10.11 If an applicant is accepted for Membership the Secretary must notify the applicant of admission in such form as the Board determines and must enter the name and details of the applicant in the register of Members.

### **Limits on nomination of Members**

10.12 Employees of the Network or any subsidiary of the Organization may not nominate a Member.

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- 10.13 Persons who have been excluded from membership under the terms of clause 10.12 above will not be eligible for nomination as members for a period of two years from the end of their employment with the Network or any subsidiary of the Network (as applicable).
- 10.14 The Membership of persons who subsequently become employees of the Network will lapse on the date that they become an employee of the Network or subsidiary.

### **Register of Members**

- 10.15 A register of the Members of the Network must be kept at the registered offices of the Network.
- 10.16 The following details must be entered in the register of Members in respect of each Member:
- 10.16.1 The full name of the Member.
  - 10.16.2 The address of the Member and, if any, their telephone and facsimile number and email address.
  - 10.16.3 The date of admission to and cessation of membership.
  - 10.16.4 In the case of a Member other than an individual the full name, address, telephone and facsimile number and email address, if any, of its corporate representative.
  - 10.16.5 Such other information as the Board may require.

### **Change of details**

- 10.17 Each Member must notify the Secretary in writing of any change in that person's name, address, telephone or facsimile number within one month after the change.

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## **11 Resignation and Cessation of Membership**

### **Resignation**

- 11.1 A Member may resign from membership of the Network by giving written notice to the Secretary.
- 11.2 The resignation of a Member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.
- 11.3 Provided that a member shall remain liable for all acts done by, and all liabilities incurred by, the Network until the time and date when notification of resignation is received.

### **Cessation of Membership**

- 11.4 Membership of the Network will cease in the following instances:
- a) If an individual, the death or bankruptcy of that Member or that Member becoming of unsound mind
  - b) If a body corporate, de-registration or other dissolution of that body.

## **12 Rights of Members non-transferable**

- 12.1 The rights and privileges of a Member are not transferable during the life of the Member and cease upon the person ceasing to be a Member.

## **13 No Transfer of income or property**

- 13.1 The assets and income of the Network are to be applied solely in furtherance of the objects of the Network as stated in this Constitution and no income or property of the Network may be paid or transferred, directly or indirectly to any Member.

### **Provision of services or information**

- 13.2 Nothing in in this Constitution prevents the Network from providing services or information to the Members on terms which are different from the terms

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on which services or information are provided to persons who are not Members.

### **Remuneration**

13.3 No remuneration or other benefit in money or money's worth will be paid or given by the Network to any Director except reimbursement of out-of-pocket expenses.

### **14 Bodies of the Network**

14.1 The Network will consist of the General Conference, a Board of Directors and a Secretariat.

#### **The General Conference**

14.2 The General Conference is endowed with all the powers necessary to achieve the aims of the Network.

14.3 The General Conference has the power to amend the Constitution. No amendment made by the Network in a General Conference shall invalidate any prior act of the management, which would have been valid, if such amendment had not been made

14.4 The General Conference has the power to determine the policy and activities of the Network.

14.5 The General Conference will elect the members of the Board from the members of the Network.

14.6 The General Conference will set up Committees and Working Groups charged with consideration of specific programs or questions of Network and will determine membership of these. For the avoidance of doubt, the Chief Executive Officer, may engage such professional or technical expertise as may be necessary. Working Groups may set up sub-groups and/or ad hoc groups to assist in their work. In consultation with the Chief Executive Officer, and within the resources available, these groups may

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also engage such professional or technical expertise as they deem necessary.

14.7 The Chief Executive Officer, the Board of Directors, ad hoc Committees and Working Groups will report to the General Conference.

14.8 The General Conference shall approve the budget and the accounts

## **15 Chief Executive Officer**

15.1 There shall be a Chief Executive Officer who will be selected by the Board and endorsed by the General Conference.

15.2 The Chief Executive Officer shall hold office for three years and shall be eligible for a further term of three years only.

15.3 A Chief Executive Officer who is selected to succeed the incumbent shall be a citizen of a different Member State from that of the incumbent.

15.4 The Chief Executive Officer shall head the secretariat and shall be assisted by the employees of the Network to manage the day-to-day affairs of the Network.

15.5 The Chief Executive Officer shall be an ex-officio member of and shall be Secretary to the Board.

### **Responsibilities of the Chief Executive Officer**

15.6 Major tasks and responsibilities of the Chief Executive Officer comprise:

15.6.1 Ensuring the proper management of the Network and its finances;

15.6.2 Initiating, with the other bodies of the Network, co-coordinating and monitoring the activities of the Network;

15.6.3 Providing and implementing strategic and policy initiatives;

15.6.4 Ensuring the external representation of the Network;

15.6.5 Arranging for meetings of the organization on instructions of the Board of Directors or in special circumstances on the instructions of the General Conference.

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- 15.6.6 Attending meetings of the organs and Committees of the Network as appropriate and Keeping minutes of the meetings of the Board and General Conference;
  - 15.6.7 Disseminating information about, and the conclusions, of projects undertaken by one or more members of the Network;
  - 15.6.8 Corporate governance of the Network in such manner as he/she sees fit, subject always to this Constitution.
  - 15.6.9 Providing strategic leadership to the network and implementing strategic and policy decisions of the Board.
  - 15.6.10 Initiating policy for approval by the Board and General Conference
  - 15.6.11 Ensuring that all necessary documents are lodged with the appropriate legal or regulatory authority within the prescribed timeframe.
- 15.7 In the event that the Chief Executive Officer becomes incapable of acting for a period of time which, in the opinion of the majority of the Board, is detrimental to the best interests of the Network, the Deputy Chief Executive Officer or, in the absence of the Deputy Chief Executive Officer, such other senior officer of the Secretariat as may be appointed by the Board shall undertake such functions of the Chief Executive Officer as might be necessary to ensure the continuing viability of the Network until such time as the Chief Executive Officer is able to resume his/her duties. In the event that the Board of Directors determines by a majority that the Chief Executive Officer has become permanently incapable of acting in his/her official capacity, the Board of Directors shall select a new Chief Executive Officer to be endorsed by the next General Conference .
- 15.8 The Board of Directors may, in the case of grave faults and based on a majority of at least 75% of the votes of all members of the Board, suspend the Chief Executive Officer during his/her tenure. Following such suspension:
- 15.8.1 The Deputy Chief Executive Officer or, in the absence of the Deputy Chief Executive Officer, such other senior officer of the Secretariat as may be appointed by the Board, shall undertake the functions of the Chief Executive Officer as may

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be necessary to ensure that the business of the Network continues to be carried out as far as possible:

15.8.2 The Board shall present a motion to the next General Conference that the Chief Executive Officer should be discharged and give reasons in writing why such discharge is recommended. A vote of at least 75% of the entire membership of the Network is required to carry a motion for the discharge of the incumbent Chief Executive Officer;

15.8.3 In the event that the General Conference discharges the Chief Executive Officer from so acting it may endorse the selection of a new Chief Executive Officer by the Board of Directors.

For the avoidance of doubt:

The Board is at liberty to call an extraordinary General Meeting for the purposes referred to herein;

15.8.4 If a Chief Executive Officer is selected by the Board of Directors and endorsed by the General Conference to take office before the end of the mandate of the incumbent Board, the mandate of any member of the Board from the same country as the new Chief Executive Officer will cease on the same day when the new Chief Executive Officer takes office. In this case the Board may elect another member to the Board to serve for the remainder of the mandate.

## **16 Secretariat**

16.1 The Network shall have a permanent secretariat functioning as an administrative unit.

16.2 The secretariat shall act under the authority and at the direction of the Chief Executive Officer

16.3 Until a fully functional secretariat is established, the South African Judicial Education Institute will provide the secretariat functions.

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## **17 The Board of Directors**

### **Number of Directors**

- 17.1 The Board of Directors will consist of a minimum of five (5) and a maximum of nine (9) members, three of whom will fill the honorary posts of Chairperson, Secretary and Treasurer. In instances where the Chairperson is absent, the Board members can select one of their own to act in that position; the Chief Executive Officer shall be an Ex-Officio member of the Board. Members of the Board of Directors will be elected in accordance with the election by-laws or guidelines or if such by-laws or guidelines do not exist, according to the procedure agreed by the General Conference
- 17.2 The Board shall be the policy organ of the Network.
- 17.3 A Member of the Board shall not be from the same country as the Chief Executive Officer.
- 17.4 The Board shall serve for a term of two years.

The first Board is comprised of the members elected at the Second Symposium on Greening Judiciaries in Africa held on 3<sup>rd</sup> August, 2018, in Maputo Mozambique.

### **Duties of the Board**

- 17.5 The Board will assist and advise the Chairperson and supervise the Chief Executive Officer. It may make proposals and institute initiatives which may be necessary before the next General Conference.
- 17.6 The Board will appoint and remove Directors by way of a formal resolution that is duly passed at a properly constituted meeting of the Board.
- 17.7 The Board will select the Chief Executive officer in accordance with the provisions of this Constitution.
- 17.8 A resolution shall be put by the Chair at each General Meeting of Members to confirm the decisions made by the Board since the previous General Meeting.
- 17.9 The Board may exercise all those powers of the Network as are not, by this Constitution, required to be exercised by the Members in General Meeting or otherwise.



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## **By - laws**

17.10 The Board may make by-laws, guidelines, rules and regulations and may amend or rescind from time to time any such by-laws, guidelines, rules or regulations provided they are not inconsistent with this Constitution. Any such by-laws, guidelines rules and regulations made, must be in the opinion of the Board, necessary or desirable for the proper control, administration and management of the Network's operations, finances, affairs, interests, effects and property and the duties, obligations and responsibilities of the Members.

## **Election of Chairperson**

17.11 The Chairperson will be elected by the General Conference. Until the first General Conference is held, the Chairperson is the person elected on 3<sup>rd</sup> August 2018 in Maputo Mozambique.

Election of a Chairperson will be conducted according to the election by-laws or guidelines or if such by-laws or guidelines do not exist, according to the procedure agreed by the General Conference.

## **Chairperson's responsibilities**

17.12 Providing leadership to the Board and ensuring organizational, financial and legal compliance.

17.13 Planning the cycle of Board meetings.

17.14 Chairing Board and General meetings.

17.15 Working in partnership with the Chief Executive Officer (CEO) to make sure Board resolutions are carried out.

17.16 Calling special meetings as necessary.

17.17 Providing input in preparing the agenda for Board meetings.

17.18 Subject to the terms of this Constitution dealing with adjournment of meetings, the ruling of the chairperson on all matters relating to the order of business, procedure and conduct of the General Conference is final.

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17.19 The Chairperson, in his discretion, may expel any Member or Director from a General Conference if the Chairperson reasonably considers that the Member or Director's conduct is inappropriate behaviour.

### **Treasurer's responsibilities**

17.20 Keeping a proper accounting basis of all the financial records of the Network;

17.21 Opening a bank account on the advice of the Board and ensuring that all drawings from the account are properly authorised;

17.22 Providing reports on the financial statement of the Network and audited accounts to the General Conference.

## **18 Meetings**

### **Convening of meetings by the Board**

18.1 All normal meetings of the Board shall be summoned by the Chief Executive Officer, acting in consultation with the Chairperson, by giving at least five days' notice accompanied by the proposed agenda.

18.2 A member of the Board may request for a meeting, and on the request of at least two members of the Board, the Chief Executive Officer shall at any time summon a meeting of the Board by at least twenty-one days of notice served upon the several members of the Board, with an indication of the proposed agenda.

### **General Conference**

18.3 The Network shall hold biennial General Conferences, in addition to any other meetings and shall specify the meeting as such in the notice calling it. Subject to the occurrence of a pandemic or such other event beyond the control of the organization, not more than twenty-five months shall lapse between the date of one General Conference of the Network and that of the next.

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The biennial General Conference shall be held at such time and place as the Board may appoint or as may be agreed by the General Conference.

18.4 The date on which the General Conference shall be convened will be such as to enable the Chief Executive Officer to comply with the requirements of the law of Kenya as to the filing of the Network's accounts with relevant Kenyan authorities.

18.5 The biennial General Conference shall be called Ordinary General Conference and all other general meetings shall be called Extraordinary General Conference.

### **Notice of General Conference**

18.6 The Chief Executive officer, on behalf of the Board, shall notify the membership and observers of the Network of the date on which the General Conference is to be convened at least one month before the first day of the General Conference. The convening documents shall include the draft agenda which shall be determined by the Board.

18.7 The notice of a General Conference must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology or form of communication that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters.

18.8 A notice of a General Conference may be given through any form of communication permitted by the Board.

### **Eligible Members**

18.9 The General Conference will comprise only of members of the Network and such special guests as may be invited by the Board.

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### **Quorum at General Conference**

18.10 Business may not be transacted at a General Conference unless a quorum of Members is present at the time when the meeting proceeds to business.

18.11 Except as otherwise set out in this Constitution, the quorum of the General Conference is one third of the members.

### **Voting**

18.12 At a General Conference, voting shall be in such manner as agreed by members.

### **Voting rights of Members**

18.13 Each Member represented in the Network will have one vote.

18.14 Observer and Honorary Members do not have voting rights

18.15 Subject to clause 18.16 the General Conference shall act by a simple majority.

18.16 Voting on the level of subscriptions, adoption and amendment of internal regulations, discharge of a Chief Executive Officer and the dissolution of the Network must be approved by at least 75% of the votes cast.

### **Vote of the chairperson at General Conference**

18.17 In the case of an equality of votes the chairperson of a General Meeting is entitled to a second or casting vote.

## **19 Proceedings of the Board**

### **Convening of Board meetings**

19.1 The Board shall meet at least once a year.

19.2 Meetings of the board may be convened at the request of one or more members of the Board or at the request of the Chief Executive Officer.

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### **Notice of Board meetings**

19.3 Notice of the Board meeting must be issued to each Director at least fourteen days before the meeting or at another time determined by resolution of the Board.

19.4 The meeting shall be convened by letter, electronic mail or any other suitable means of communication.

19.5 Notwithstanding Article 19.3, the Board may waive the required notice period.

### **Mode of Board Meetings**

19.6 Board meetings shall be held at such time and place or manner as the Board determines.

### **Quorum at Board meetings**

19.7 The quorum of the Board is four.

### **Voting at Board meetings**

19.8 Decisions of the Board shall be by a simple majority.

### **Chairperson's vote at Board meetings**

19.9 In the event of a tied vote at meetings of the Board, the chairperson has a second and casting vote.

### **Participation where Directors interested**

19.10 A Board member who has an interest in a matter that is being considered by the board shall disclose such interest to the Board and shall not participate in any deliberations and vote concerning that matter.

### **Minutes**

19.11 Proceedings, minutes and decisions of the General Conference will be communicated in writing to all members of the Network by the Chief Executive Officer not later than one month following the date on which the General meeting is held.

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## **Directors' Remuneration**

### **Payment for expenses**

19.12 Directors may be paid all travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Board or General Conference or otherwise in the execution of their duties as Directors.

### **Directors fees**

19.13 Subject to Clause 19.12 above, Directors are not entitled to any remuneration by virtue only of their position as Directors.

## **20 No alternate Directors**

20.1 No Director is entitled to appoint a person to act as an alternate Director for them.

## **21 Vacancy in Board Membership**

21.1 A vacancy in Board membership arises:

21.1.1 If a receiving order is made against a Director or he/she makes any arrangement or composition with his/her creditors.

21.1.2 If the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

21.1.3 If the Director absents himself/herself from three consecutive Board meetings without justification.

21.1.4 If he/she resigns as a board member.

21.1.5 If he/she is removed from office by a resolution duly passed under this constitution.

21.1.6 If he/she has been appointed a Director by virtue of being the Chief Executive Officer of the Network and no longer holds the latter position.

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## **22 Indemnity and Insurance**

### **Indemnity**

- 22.1 Every Officer, Director and other officer and every past Officer, Director and other officer of the Organization is indemnified by the Organization, to the fullest extent permitted by law, against a liability incurred by that person as an officer of the Organization or a subsidiary of the Organization, including legal costs and expenses incurred in defending an action.

## **23 Seals and execution of documents**

### **Custody of Seal**

- 23.1 The seal of the Network shall be in the custody of the CEO.

## **24 Execution of documents**

- 24.1 The Organization may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by any of the following:
- 24.1.1 By the CEO and one other Director or;
  - 24.1.2 By a Director and some other person appointed by the Board for that purpose.
- 24.2 The Organization may execute a document without the use of a seal if the document is signed by either of the following:
- 24.2.1 By a Director and the CEO.
  - 24.2.2 By two Directors.
  - 24.2.3 By a Director or an Officer of the Network provided that such Director or Officer is duly authorised to sign the document by the Board.

## **25 Audit and records**

### **Audit**

- 25.1 A registered auditor must be appointed by a resolution put to the General Meeting. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with this Constitution.

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25.2 A Member of the Board or other Officer of the Organization shall not be capable of being appointed Auditor of the Organization.

## **26 Inspection of Books of Account and List of Members**

26.1 The books of account and all documents relating thereto and list of Members of the Organization shall be available for inspection at the Office by any member of the Board or Member of the Organization on giving not less than seven days' notice in writing to the Organization.

## **27 Budgets and Accounts**

### **Annual Budget and Administration of the Accounts**

27.1 The financial year shall start on 1 January and conclude on 31 December.

27.2 Funding received from members of the Network or any other source for the purposes of financing its structures and administration, is to be administered by the Chief Executive Officer who will be accountable for its expenditure to the General Conference.

27.3 Contributions (in kind and in money) for specific and defined projects and activities will be fixed by individual agreement between participants in the project. All such agreements shall be brought to the knowledge of the Members.

27.4 The Chief Executive Officer will draw up a biennial budget plan for administrative and operational costs which is to be submitted to the General Conference for approval for the following biennium. Should an urgent and specific need arise to adapt or amend the current budget plan between meetings of the General Conference, the Board will have competence to adopt such amendments or adaptations on a preliminary basis and subject to their final approval by the next General Conference.

27.5 The Chief Executive Officer shall submit the previous biennium accounts to the General Conference for approval.



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## **28 Notices**

### **Persons authorised to give notices**

- 28.1 A notice by either the Network or a Member in connection with this Constitution may be given on behalf of the Network or Member by a Director or the Chief Executive Officer of the Network or Member.
- 28.2 The signature of a person on a notice given by the Network may be written, printed, stamped or an electronic reproduction of a written signature.

## **29 Exercise of powers**

- 29.1 Except as specifically contemplated to the contrary in this Constitution, the Network may, in any manner permitted by the Act, exercise any power, take any action or engage in any conduct or procedure which is permitted under the Act.

## **30 Amendments to this Constitution**

Subject to the provisions of the applicable law, the Organization may by Special Resolution passed at a General Conference of the Members, alter, amend, modify or repeal this Constitution or adopt a new Constitution or change the name of the Network, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibition contained in Articles 8 and 34 hereof against distribution of the income, property and assets of the Network to the Members.

## **31 Other Applicable Rules**

Any matter not covered by these Constitution shall be regulated by the by-laws, guidelines, rules and regulations adopted by the General Conference, or in accordance with the provisions of the law of Kenya relating to non-profit making associations, foundations and non-profit making international associations.

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## **32 Language regime**

- 32.1 The working languages of the Network are English, French and Portuguese  
Any official documents shall be drawn up in these languages.

## **33 Dissolution or Winding Up**

- 33.1 The Network shall not be dissolved or wound up except by a Special Resolution passed at a General Meeting of the Members. The quorum at the meeting shall be three-quarters of all Members of the Network. If no quorum is obtained, the proposal to dissolve or wind up the Network shall be submitted to a second General Meeting. Notice of this second meeting shall be given to all Members of the Network at least fourteen days before the date of the meeting. The quorum for this second meeting shall be the number of Members present provided that no dissolution or winding up shall be effected without the prior consent in writing of the Non-Governmental Organizations Co-ordination Board obtained upon application to the Executive Director for the time being of the Board and signed by three Officers of the Organization.
- 33.2 Upon dissolution of the Network, its remaining assets shall be distributed to another Organisation with similar objectives.

## **34 Surplus assets on winding up or dissolution of the Organization**

### **Remaining property after winding up or dissolution to be distributed to like organization**

- 34.1 Upon the winding up or dissolution of the Organization, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to another non-profit making institution or some other institution which satisfies both of the following requirements:
- 34.1.1 It has objects similar to the objects of the Organization.
  - 34.1.2 Its constitutive documents prohibit the distribution of its income and property among its members on terms substantially similar to article 8.

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**WE**, the several persons whose names and addresses are subscribed hereby adopt this Constitution as the Constitution of the Network.

<b>Names, Addresses, position held and Occupations of Subscribers</b>	<b>Signatures of Subscribers</b>
DENNIS DOMINIC ADJEI, P.O BOX 119, ACCRA, GHANA - CHAIRPERSON	
GOMOLEMO MOSHOEU, P.O BOX 188 DOUGLASDALE, JOHANESSBURG, SOUTH AFRICA - SECRETARY	
KATHURIMA M'NOTI, P.O BOX 30041-00100, NAIROBI, KENYA - TREASURER	