

CHEZA CONSTITUTION

Headquarters - *Nairobi*
, Kenya

DEFINITION:

The name of the Organization shall be "CHEZA" Community based organization (C.B.O). (hereinafter referred to as "the Organization")

1 AIMS AND OBJECTIVES

1.0 ARTICLE I: AIM

The Organization was founded on common principle to uplift the standards of living of the youth socially and economically.

To attain this, the Organization is committed to offer a bridge of hope towards tapping and nurturing diverse talents and gifting youth aged above 18 years

Though we live in cosmopolitan area, the Organization believes in unity of purpose to transcend tribal, racial, political and other sectarian interest that presently undermine progressive development in community.

To this end the Organization exists to mobilize resources from the community towards achieving our common vision, in form of donations from well-wishers and from private and public sources through grant seeking and commercial ventures.

1.1 ARTICLE II: OBJECTIVES

- a) To nurture talent and support youth through community related activities
- b) Networking with other Organizations with similar objectives.
- c) To acquire any movable or immovable property and buildings or things whatsoever and sell, dispose of Mortgage, lease or otherwise deal with all or any part of the property or rights of the Organization.
- d) To enter into any arrangements with any government or authorities that may seem conducive to the Organization's objects or any of them, and to obtain from such government or authority any rights, privileges and concessions which the Organization may think desirable to obtain.
- e) To raise, mobilize and disburse funds and other resources for the promotion of youth activities through the Organization.
- f) To apply to any governments or authority, public bodies, corporations, companies or persons for and to accept grants or gifts of money and of any moveable or immovable property, donations, gifts, subscriptions and other assistance with a view to promoting the objects of the Organization and, in taking of any gift or property to take the same subject to any special trust which

may be prescribed by the donor thereof.

- g) To invest the money in the Organization not immediately required in any one or more of the modes of investment of trust moneys or in such other manner as the Board of the Organization may from time to time determine provided that the outcome of such investment shall be generated back to the Organization or achieve its objectives.

2. MEMBERSHIP

2.1 CATEGORIES OF MEMBERSHIP

Membership of the Organization shall be open to the following: -

- 1 Individual – annual membership for one person.
- 2 Corporate – annual membership for Companies, Associations, Societies
- 3 Support - annual membership for any of the categories listed above who wish to support Cheza by paying more than their respective subscription:

Provided each membership shall carry only one vote

2.2 ADMISSION OF MEMBERS

Prospective members shall be admitted to membership upon presentation of duly completed application forms available at the secretariat, submitted together with the prescribed fees which shall be acknowledged by way of the Organization's formal receipt. Admission will be effected after approval by the board. Members of staff, technical bench and players of Cheza Sports Fc above 18 years old are by extension to be members of the Cheza CBO.

2.3 PAYMENT OF MEMBERSHIP FEE

Every member shall pay membership fees, which shall from time to time be prescribed by the Committee. If a member shall fail to pay the appropriate membership fee for three months after it has fallen due, the EC may cancel their membership.

2.4 RESIGNATIONS

Any member may resign from membership of the Organization upon the expiration of one month's notice in writing to the Committee.

2.5 DISCIPLINE AND EXPULSION OF MEMBERS

If in the opinion of two or more members of the Organization a member has acted in such a manner as to make the continuance of his/her membership of the Organization undesirable, the Committee may direct such member to appear before it within a specified period to explain why he or she should not be called upon to resign or be expelled from the Organization. The Committee may then at its discretion terminate the membership or in any other manner deal with such member as

appropriate.

3 OFFICES OF THE ORGANIZATION

3.1 NUMBER OF BOARD MEMBERS

There shall be established a Board of Directors for the Organization referred to in this constitution as the Board. Until otherwise varied by a special resolution passed at a general meeting, the board shall consist of the honorary posts of Chairman, Secretary and Treasurer; provided that the Chief Executive may serve as the Secretary, and even where the Chief Executive shall not be the Secretary, he shall be a member of the Board ex- officio. The Board shall be the policy-making organ of the Organization. The minimum number of the Board Members shall be three while the maximum shall be seven.

The board shall have the following function:

i) The Board shall be the main policy making, disciplinary and regulatory organ of the Organization and shall receive and consider reports from ad hoc committees or sub-committees and shall do all acts, deeds, and things as may in its discretion be expedient or necessary for the benefit of the Organization and the furtherance of its objects.

ii) The Board shall have the power to appoint ad hoc committees or sub- committees as are deemed necessary for the better conduct of the Organization's affairs and to delegate its powers to such committees.

iii)The Board may hire any person(s) as employee(s) of the Organization, and may define the duties, condition and terms (other than remuneration) of employment of any such employee(s).

iv)The Board shall recommend the remunerations of the staff.

3.2 THE MANAGEMENT STRUCTURE

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

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

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

3.3 FIRST APPOINTMENT TO THE BOARD

The interim members to the Board shall be appointed in writing by the subscribers to this constitution and shall include seven persons who shall act respectively as the Chairman, Secretary and Treasurer, Vice Chairman, Vice Secretary, Vice Treasurer and the Organizing Secretary of the organization; until the conclusion of the first Annual General Meeting when a substantive Board shall be appointed to serve for a period of 3 years. Provided that a member of the Board shall be a member of the organization

3.4 OTHER APPOINTMENTS TO THE BOARD

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

3.5 ALTERNATES

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

appointment of an alternate shall be revoked ipso facto, if his appointer ceases to be a member of the Board. Every appointment and revocation under this paragraph shall be effected by notice in writing under the hand of the appointer served on the Organization and such alternate.

3.6 OFFICE BEARERS / COMMITTEE

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

3.7 DUTIES OF OFFICE BEARERS / OFFICIALS

The Chairperson shall chair all meetings of the Board and all general meetings. He shall provide general guidelines related to the affairs of the organization. In his absence the Vice chairman shall chair the meeting.

The Secretary shall

- a) Keep minutes of the meetings of the Board of Directors and the General Meetings
- b) Carry out all correspondence and publicity on behalf of the Organization;
- c) Arrange for meetings of the Organization on instructions of the Board of Directors or, in special circumstances, on the instructions of General Meeting.
- d) Keep, maintain organization records, shall be the custodian of the original constitution.

Assistant Secretary shall perform the duties of the Secretary in the absence and also as assigned by the committee

The Treasurer shall in general ensure that proper accounting procedures are adhered to, and shall:

- a) Keep on a proper accounting basis of the financial records of the Organization;
- b) Open a bank account on the advice of the Board and ensure that all drawings from the account are countersigned either by the Chairman or the Secretary;
- c) Provide reports on the financial statement of the Organization and audited accounts to the General Meeting.

Assistant Treasurer shall perform duties as specifically assigned by Treasurer or by the Committee in the absence of Treasurer.

The Organizing Secretary shall be in charge of planning and staging organization events and other duties as allocated by Committee.

3.8 REMOVAL OF BOARD MEMBERS OTHER THAN OFFICIALS

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

3.9 PROCEEDINGS OF THE BOARD

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

4 MEETINGS AND QUORUM

4.1 ANNUAL GENERAL MEETINGS

- (a) **The Committee Chairman shall convene an Annual General Meeting by giving to each member at least twenty-eight (28) days' notice in writing, exclusive of the day on which the notice is dispatched and of the day on which the meeting is to be held. The notice shall specify the date, time and place, and shall be dispatched to all members together with the agenda (subject to the provisions of Article on Members Rights hereof).**

(b) **The first Annual General Meeting shall be held not later than six (6) months after the formation of the Organization and thereafter within ninety days after the end of every financial year. The Committee shall present to the Annual General Meeting for approval, a report on the activities, affairs and a financial report of the preceding**

The agenda for any Annual General Meeting shall consist of the following:

- (i) Confirmation of the Minutes of the previous Annual General Meeting.**
- (ii) Presentation of the accounts.**
- (iii) Election of the Committee members.**
- (iv) Appointment of auditors.**
- (v) Such other matters as the Committee may decide or as to which a member(s) shall have given notice in writing to the Secretary at least four weeks before the date of the meeting.**
- (vi) Any other business with the approval of the Chairman.**

4.2 SPECIAL GENERAL MEETING

- i. Upon requisition signed by not less than a third paid-up members, the Chairman shall convene a Special General Meeting.**
- ii. Any other business with the approval of the Chairman.**

SPECIALGENERAL MEETING

- (a) Upon requisition signed by not less than a third (1/3) paid-up members, the Chairman shall convene a Special General Meeting by giving to each member a twenty-one (21) days' notice in writing, exclusive of the day on which the notice is dispatched and of the day on which the meeting is to be held. The notice shall be dispatched to members specifying the date, time, place and the agenda of the meeting**
- (b) The Committee Chairman shall have the power to convene a Special General Meeting at any time upon the same notice.**
- (c) The Committee shall meet at such times and places, as it shall resolve but shall meet not less than once after two months.**

4.3 QUORUM

- (a) At any Annual General Meeting or Special General Meeting, the quorum shall be not be less than two thirds of paid - up members, either in person or by proxy duly signed.**

- (b) If no quorum is available at any Annual or Special General Meeting, the Chairman shall re-convene the Meeting to another date. The reconvened Meeting may proceed to transact business and vote even if the requisite quorum is not present. Provided no resolution may be made touching on the capital assets, dissolution of the Organization, and amendment of this constitution, office and position of Board of the Organization and provided further that the decisions made under this sub-clause may be reversed at the AGM.**

- (c) The quorum for the committee shall be three members provided that at least two of the substantive office bearers are in attendance.**

4.4 VOTING

- **At any Annual or Special General Meeting, each paid-up member shall have one vote only.**

The returning officer appointed by the Chairman shall conduct a poll by a show of hands amongst paid-up members present.

Elections shall be decided by a simple majority vote. In case of equality, the returning officer shall cast a tie-breaking vote.

4.5 MEMBERS' RIGHTS AND OBLIGATIONS

Members shall have the following rights and obligation:

- Eligibility for holding office through elections, nominations and appointment in the Organization.**
- Participation in the functions and activities of Cheza, including voting.**
- To abide by this Constitution and any rules passed by the Committee.**
- To meet all financial obligations of the Organization and in due time.**
- To abstain from activities that would be detrimental to the welfare, objectives, and the name of the Organization.**
- Availability in Cheza activities when called upon.**

4.6 RESOLUTIONS

Any member desirous of submitting a proposed resolution may do so by sending it in writing to reach the Committee at least twenty-one (21) days before the date of any General Meeting.

The Committee shall dispatch a supplementary agenda including any proposed resolutions duly submitted by Organization members at least fourteen (14) days before the date of the Meeting.

The agenda so constituted shall contain all the items of business to be transacted at the meeting but additional business may be included, with the consent of a majority of the members present and entitled to vote.

4.7 PRESIDING OFFICER

The presiding officer at every general or special meeting or meeting of the Committee shall be the Chairman. In the absence of the Chairman of the Committee at any meeting the presiding officer at such meeting shall be the Vice- Chairman and in his/her absence, the presiding officer shall be such other member of the Committee as shall be appointed by the meeting concerned.

5 FUNDS AND ASSETS

5.1 APPLICATION OF FUNDS AND ASSETS

- a) The funds and assets of the Organization shall be applied solely towards the promotion of the objectives of Cheza as set forth in this constitution.**
- b) All monies and funds shall be received by and paid to the accountant of the Organization, and shall be deposited by him or her in the name of the Organization in any bank or banks approved by the Board.**
- c) No payments shall be made out of the bank account without a resolution of the Board authorizing such payment.**
- d) The Board shall have power to suspend any office bearer whom it has reasonable cause to believe is not properly accounting for any of the funds or assets of the Organization and shall have power to appoint another person in his place. Such suspension shall be reported to a General Meeting to be convened on a date not later than two months from the date of such suspension. The General Meeting shall have full power to decide what further action should be taken in the matter.**

5.2 ACCOUNTS

- (a) The Treasurer shall be responsible for causing the accounts to be kept, and in particular as regards:**
 - (i) The sums of money received and expended by the Organization and the matters in respect of which such receipts and expenditures take place:**
 - (ii) The assets and liabilities of the Organization.**
- (b) The books of accounts shall be kept at the Organization's office or at any other place that the Committee may deem fit.**
- (c) At the Annual General Meeting, the Committee shall lay before the members present for their approval proper audited income and expenditure accounts for the period since the last preceding accounts.**
- (b) A proper balance sheet as at the date on which the income and expenditure account is made up shall be prepared every year, and laid before the members present at the Annual General Meeting for their approval. Every such balance sheet shall be accompanied by proper reports of the Treasurer and the auditors.**
- (c) The financial year of the Organization shall run from 1st July to 30th June every year.**
- (d) The books of accounts and all documents relating thereto, as well as a list of Cheza members of the Organization and minutes of Meetings shall be available for inspection at the registered office of the Organization by any member of the Organization on giving not less than seven days' notice in writing to the Organization.**

5.3 AUDITORS

The appointment and remuneration of the Auditor(s) of Cheza shall be recommended by the Board and approved at the Annual General Meeting, except that the remuneration of any auditors appointed to fill any temporary vacancy may be fixed by the Board.

The Auditor(s) shall make a report to the members of the Organization on all the accounts examined by them during their tenure of office.

The report shall be prepared in accordance with common accountancy practice and presented to the members at the AGM.

The Auditor shall be eligible for re-appointment.

No member of the Committee, employee or officer of Cheza or their agent(s) shall be appointed as Auditor(s).

6 MISCELLANEOUS

Any Article of the Constitution or any part thereof may be varied or repealed, and any new Article may be added, provided the terms of the amendment, repeal or addition are circulated together with the notice convening a Special General Meeting to members who are entitled to vote.

The Special General Meeting for this purpose may be held upon the same occasions as an Annual General Meeting.

At such a Special General Meeting a two-thirds majority of the members eligible to vote is required in favour of the resolution before the resolution can be adopted.

6.1 FORMATION OF BRANCHES

- (a) Branches of the Organization may be formed with the approval of the Board and the Ministry of East African Community Labour and Social Protection and shall adopt the same Constitution as that of the Headquarters.**
- (b) The Board will decide and amend rules and regulations governing the branches from time to time, as it deems necessary.**
- (c) The branches shall pay an Annual Membership Fee to the Headquarters as decided from time to time by the Board.**

6.2 DISCLOSURE OF INTEREST IN CONTRACT

- a. A member of the Board who is in any way, directly or indirectly, interested in a Contract or proposed contract with the Organization shall disclose the nature of his interest at any meeting of the Board at which the question of entering into contract is taken into consideration.**
- b. A member of the Board shall not vote in respect of any contract or arrangement in which he has an interest and, if he does so, his vote shall not count.**

7.0 DISSOLUTION AND DISPOSAL OF RESIDUAL PROPERTY

7.1 DISSOLUTION

The group shall not be dissolved or wound up except by a resolution passed at a General Meeting of members by a vote of two – thirds of the members present. The quorum at the meeting shall be fifty percent (50%) of all members of the Organization. If no quorum is obtained, the proposal to dissolve the group shall be submitted to a further General Meeting, which shall be held one month later. Notice of this meeting shall be given to all members of the group at least fourteen (14) days before the date of the meeting. The quorum for this second meeting shall be the number of members present.

The Organization will not dissolve itself without prior consent in writing from the Ministry of East African Community Labour and Social Protection obtained upon a written application addressed to the Ministry of East African Community Labour and Social Protection and signed by three of the officials of the Organization.

When the dissolution of the Organization has been approved by the registrar, no further action shall be taken by the Committee or any office of the Organization in connection with the aims of the Organization other than to get in and repudiate for cash, all the assets of the Organization subject to payment of all debts of the group, the balance there of shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

7.2 DISPOSAL OF PROPERTY

If upon the winding up or dissolution of the Organization there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst members of the Organization, but shall be given or transferred to one or more Organizations in Kenya, dealing with youth as appointed by the Board.

TOP OFFICIALS:

**1. CHAIRMAN / ORGANIZATION LEADER
COLLINS OLIMBA**

SIGNATURE.....

ID NUMBER: 27825106

**2. SECRETARY
ZABLON MISESI**

SIGNATURE.....

ID NUMBER: 35212646

**3. TREASURER
ABDIRAHMAN BAISE**

SIGNATURE.....

ID NUMBER