

**THE YOUNG WOMEN'S CHRISTIAN
ASSOCIATION OF KENYA**



YWCA Kenya

CONSTITUTION



(AMMENDED 2018)

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PART I: NAME

Article 1: Name and Office Location

The name of The Association is “*The Young Women’s Christian Association of Kenya*” (herein referred to as “*The Association*”) and whose national registered office is located along **Nyerere Road, Nairobi, Kenya** and **P. O. Box 40710 – 00100 Nairobi, Kenya**.

PART II: OBJECTIVES

Article 2: Main Objectives

Based on its Christian faith, The Association, a non-profit making and volunteer membership organization, exists to develop and/or facilitate development of leadership and collective power of women and young girls to achieve social and economic empowerment, human rights, health, security, dignity, freedom, justice, peace and a sustainable environment for all in Kenya.

Article 3: Specific Objectives

- (a). To build a fellowship of women and young girls devoted to the task of realizing the life-affirming values of human life;
- (b). To support programmes and actions that promote sustainability and fulfillment of basic needs amongst women and young girls;
- (c). To assist and encourage women and young girls to participate in projects and programmes aimed at raising their educational, social, health and economic standards, as their basic needs, to enable them effectively play their rightful role in the effort of Nation Building;
- (d). To provide services such as hostels, community centers, nursery schools, vocational training centers and any other services that focus on assisting women and young girls fulfill their goals as per The Association’s mission;
- (e). To develop partnerships and collaboration with organizations and institutions whose work and programmes wholly or partially support the objectives of The Association; and
- (f). To cooperate with other National YWCA’s in matters of common interest and to interpret the policies of YWCA and effectively participate in their programmes.

PART III: MEMBERSHIP AND GOVERNANCE

Article 4: Membership

4.1 Membership Composition

- a) Membership of The Association shall be composed of those individuals or persons who, on their own volition, accept and subscribe to this constitution;
- b) Admission to membership shall be the responsibility of the National Board of The Association;

4.2 Types of Membership

- a) Membership type shall be as follows:

- (i) **Junior Membership** - This shall be open to Christian young girls between the ages of 7 and 17 years;
- (ii) **Full Membership** - This shall be open to all Christian women who are of the age of 18 years and above, have applied and membership approved in accordance to this Constitution;
- (iii) **Life Membership** - This shall be open to any Christian woman of the age of 18 years and above and have been or are full members and having applied for life membership;
- (iv) **Associate Membership** - This shall be open to anybody willing to support the Mission of The Association; and
- (v) **Honorary Membership** - This shall be open to such person or persons as nominated by the National Board and ratified by the National Council for having given distinguished service and support to the activities of The Association.

4.3 Membership Eligibility

Irrespective of the membership types defined in 4.2 above, any person applying or being considered for a membership shall meet the following eligibility conditions:

- (i) Must have committed, in writing, his/her willingness to support and promote the mission of and to adhere by the rules guiding The Association; and
- (ii) In consideration to (i) above, a parent or guardian shall be required to undertake such commitment(s) in relation to 4.2 (a) (i) above

4.4 Membership Application and Subscription Fees

Apart from Honorary Member as defined under 4.2 (a) (v) above, other members shall be admitted and such membership only retained upon payment of membership admission and annual subscription fees equivalent to amounts as shall be determined, from time to time, by the National Council.

4.5 Cessation of Membership

a) Voluntary resignation

- i) One gives a written notice of one (1) month delivered to the National Board giving intention to resign from membership;
- ii) On receipt of membership resignation notice, the National Board shall communicate to such member giving direction and/or acceptance depending on the reasons given by and any encumbrances that may be with such member; and
- iii) Upon the expiry of such notice and without any communication from the National Board, such member shall cease to be a member but liability to contribute to the funds of The Association in the event of its being wound up or dissolved shall continue for one year from the expiry of such notice.

b) Termination

- i) Membership to The Association may be terminated by the vote of not less than two-thirds of the members at the National Council and upon presentation of such need by the National Board;
- ii) Presentation of intention of membership termination by the National Board notwithstanding, the affected member shall be accorded an opportunity to be heard and the Board shall prove that misdemeanor cause by such member is irreparable;

- iii) In case the National Council votes for the membership termination, such member shall cease to be a member but liability to contribute to the funds of the organization in the event of its being wound up or dissolved shall continue for one year from the expiry of such notice; and
 - iv) Termination of membership proceedings shall be instituted against a member or members who, knowingly, causes The Association to suffer irreparable damage and/or commits irredeemable act and which, through evidence, is against the spirit of The Association and this Constitution.
 - v) A member whose membership has been terminated as per the constitution shall have a right to be heard under rules and regulation of dispute resolution of the Association;
- c) Death
- i). Membership shall cease upon the death of a member; and
 - ii). A member whose membership has ceased as a result of death and who was in good books of The Association's membership records and has served The Association toward meeting its goals, may be recognized in accordance to the laid down policies.
- d) Non-renewal of membership
- (i) If a member, without a reason, does not renew membership for a period of more than one year (1), her membership shall stand terminated and shall be forced to reapply in case there is an interest to continue; and
 - (ii) No membership fee shall be refunded upon cessation of a membership.

Article 5: Governance

5.1 National Council

5.1.1 Composition of the National Council

- a) The National Council shall be the supreme authority of The Association and shall be composed of the following:
 - (i) All National office bearers of The Association;
 - (ii) Six members from each Branch comprising of three members of the Branch Executive who shall be Branch Chairperson; young woman aged thirty (30) years and below; a member representative; and three (3) more members, one of whom shall be a young person aged thirty (30) years and below, elected at the Branch General Meeting for that purpose;
 - (iii) Paid up members, observers, guests and professional service providers invited by The Association;
 - (iv) Auditors of The Association; and
 - (v) The Association's staff
- b) The delegates outlined in (iii), (iv), (v) attending the National Council apart from those mentioned in (a) (i) and (ii) shall have no voting rights.

5.1.2 Functions of the National Council

- (a) To receive, and consider for ratification, policies, rules, decisions, regulations and strategic directions developed and proposed by the National Board;
- (b) To make decisions and give directions on all policy matters concerning The Association;
- (c) To receive and take appropriate actions on reports from the National General Secretary and National Board;
- (d) To approve electoral procedures and processes presented by the National Nomination Committee
- (e) To elect the National Office Bearers of The Association;
- (f) To elect the members of the National Board from the list presented by the National Nomination Committee;
- (g) To ratify members of the Land and Building Oversight Committee as presented by the National Board;
- (h) To receive, discuss and take appropriate action on The Association's two (2) years financial report from the National Treasurer;
- (i) To receive the two (2) years' audited accounts from the Auditor;
- (j) To receive, and consider for adoption, The Association's two year's budgets;
- (k) To appoint Auditors from the list recommended by the National Board;
- (l) To consider, for ratification, membership fees as proposed by the National Board;
- (m) To ratify the formation of a branch as presented by the National Board;
- (n) To receive, as proposed by the National Board, and ratify the names of the proposed members of the Nominations Committee to serve in the next period; and
- (o) To receive and appropriately act on the proposed amendments of the Constitution and any resolutions as presented from the membership and presented by the National Board.

5.2 National Board

5.2.1 Composition of the National Board

- a) Unless otherwise changed by a special resolution passed at a National Council, the National Board shall have a maximum of eleven (11) and not less than seven (7) members at any time composed of:-
 - (i) Three Elected National Office Bearers – National Chairperson, National Vice-Chairperson and National Treasurer;
 - (ii) Seven (7) members elected, in accordance to the electoral rules of The Association at the National Council, representing the interests of the Branches half (1/2) of whom shall be persons aged thirty (30) years and below;
 - (iii) The National General Secretary (NGS), who shall be the Secretary to and Ex-officio member of the Board, without right to vote;
- b) In pursuit of (a) (ii) above, in electing the seven (7) members above, no more than one (1) person shall come from the same Branch;
- c) The immediate former National Chairperson shall, for continuity purposes, be an ex-officio member of the Board, for a period of not more than one (1) year; and
- d) The Patron, who may attend the National Board meetings as an ex-officio member

5.2.2 Appointment to and Terms of Office of the National Board

- a) Appointment to the National Board of The Association shall be done at the members National Council upon presentation by the National Nomination Committee;
- b) The National Nomination Committee shall, in writing, invite expression of interest to the offices of National Chairperson, National Vice-Chairperson and National Treasurer;
- c) In addition to (b) above, the National Nomination Committee shall also invite, from the membership and through the branches and in writing, expressions of interests from those willing to serve in the National Board to represent the interests of the branches as per 5.2.1 (a) (ii) of the Constitution;
- d) Anyone willing to serve in the National Board must have endorsement, done in writing, from her branch and must be a member in good standing as per The Association's Constitution and policies and in line with the Kenya Constitution;
- e) Expressions of interests in regard to (b) and (c) above shall be in writing and must be received by the National Nomination Committee sixty (60) days before the date of the National Council;
- f) The Nomination Committee shall, in writing, vet the candidates against the stipulated electoral rules and, if found to be meeting all requirements, shall in writing be presented to the National Council for elections;
- g) Unless otherwise removed from the office, the National Officials to the National Board shall serve for one fixed term of four (4) years. Other members of the Board shall serve for not more than two terms of two (2) years each.
- h) The retiring three officials of the National Board namely the National Chairperson, the National Vice-Chairperson and the National Treasurer shall not be eligible for election into any official position in The Association including the Branches. They may however be called upon, from time to time, to offer advice and/or participate in The Association's activities in an unofficial capacity;
and
- i) Any other person retiring from the National Board, apart from those mentioned in (h) above, may seek election to serve in and hold any Official position at the Branch or National level.

5.2.3 Functions of the National Board

- a) To establish and facilitate the implementation of the policies and provide general oversight over The Association's affairs;
- b) To appoint, appraise and, upon satisfaction, renew the appointment of the National General Secretary consistent with the Constitution;
- c) To receive and act upon the reports from the National General Secretary;
- d) To appoint and form, among its membership, the National Board's Committee members and determine their terms of references;
- e) To form or facilitate formation of the Land and Building Oversight Committee that shall be responsible for guidance on The Association's assets acquisition, management and disposal;
- f) To oversee, strengthen and coordinate the operations of and guide the National Board Committees in their duties;

- g) To promote the operations and facilitate the formation and intervene, when necessary, in the activities of the branches;
- h) To develop mechanisms and/or facilitate the implementation of strategies adopted by the National Council;
- i) To approve the annual programmes and budgets of The Association as presented by the Committees of the Board;
- j) To conduct periodic financial and programmes review and develop strategic direction of The Association for the succeeding period;
- k) To work, in collaboration with the National General Secretary, in convening the National Council, Youth Conference, Convention and other events aimed at realizing The Association's mission;
- l) To recommend to the National Council any By-Laws and any amendments to the Constitution;
- m) To recommend to the National Council list of auditors for appointment;
- n) To determine the financial needs of The Association and develop and/or approve strategies to meet them;
- o) To consider and take appropriate actions on strategies of resource mobilization and asset development as proposed by respective Committees for the purpose of the advancement of The Association goals;
- p) To appoint an interim committee and develop its terms of reference to oversee the affairs of any Branch that is experiencing management difficulties and/or upon satisfaction of gross mismanagement of The Associations resources;
- q) To determine and/or review the membership of any member of The Association whose conduct is found, in its judgment, to be inconsistent with this Constitution or whose general attitude and spirit is considered to be prejudicial to the best interests of The Association and its membership;
- r) To receive and sign The Association's Audited Accounts; and
- s) To perform any other duty as may be, from time to time, prescribed to it by the National Council to achieve the purpose and functions of The Association.

5.3 National Board Committees and the Land and Building Oversight Committee

5.3.1 Formation of the National Board Committees

- (a) In order to efficiently and effectively manage the affairs of The Association, the National Board shall, from time to time and depending on the needs of The Association, form Committees to guide in the realization of The Association's mission and mandate. Such Committees shall meet on a quarterly basis. The Committees may include non-members with specific skills;
- (b) In line with (a) above, Committees so formed shall not be more than four (4) and may include The Finance, Human Resource and Administration Committee; The Programme Advisory Committee; Business Development Committee; and Christian Emphasis Committee;
- (c) The Quorum and order of these Committees' meetings shall be set out by the National Board.
- (d) Incorporation on non-members into the Committees as per (b) above shall be in writing and the National Board shall detail such nominee's areas, responsibilities and obligations in the Committee and ensure that such appointment does not contradict the Principles of The Association;
- (e) Formation of Committees as outlined shall not imply the negation, on the side of the National Board, of its duties and responsibilities;

- (f) A member ceases to belong to a Committee:-
 - i). Once her membership to the National Board ceases; or
 - ii). As may be determined by the National Board in case of the invited specialists

5.3.2 Functions of the National Board Committees

- (a) The Board Committees exist to:
 - i). Propose and advise the National Board on the policies of The Association as per their respective mandates;
 - ii). Develop quarterly plans for respective agenda of The Association based on the approved Strategic Plan and annual work plan;
 - iii). Review each quarter of the Secretariat's performance as per respective agenda;
 - iv). Work with respective heads of departments in identifying gaps and potentials of growth;
 - v). In undertaking task (iv) above, the Board shall always ensure that disposal follows and adheres to laid down procedure and obtains approval by the National Council;
 - vi). The roles and responsibilities of the committee as per (v) above notwithstanding, nothing, in reference to the fixed assets disposal shall be implemented without full joint consent from the National Board and the Land and Building Oversight Committee and approval from the National Council; and
 - vii). Perform any other duty as may be determined, from time to time in writing, by the National Board and as per this Constitution

5.3.3 The Land and Building Oversight Committee

- (a) In addition to the ordinary National Board Committees, there shall be formed the Land and Building Oversight Committee composed of a maximum of seven (7) and a minimum of five (5) persons, of whom not more than three (3) shall be of the same gender, as proposed by the National Board and ratified by the National Council;
- (b) The Land and Building Oversight Committee have the purpose to provide technical, professional and legal advice to and receive and consider any proposal from the National Board on acquisition, management and disposal of The Association's assets and properties;
- (c) Proposal as outlined in (b) above shall include:
 - i. Purchase and/or acquisition of a property in the name of The Association;
 - ii. Intention to carry out development on land and buildings;
 - iii. Disposal of any land or building of The Association; and
 - iv. Borrowing against The Association's land and buildings.
- (d) All assets of The Association including land, buildings and other immovable property and all investments and securities belonging to or acquired by The Association shall be vested in the power of the Land and Building Oversight Committee and no action shall be taken by the National Board without written consent from the Committee;
- (e) The Land and Building Oversight Committee shall meet once a year and/or when the situation demands;

- (f) The Land and Building Oversight Committee shall be consulted by the National Board in writing when borrowing funds from recognized financial institutions or raise funds by mortgaging or charging assets or interests held by them towards meeting The Association's goals;
- (g) The Land and Building Oversight Committee shall, in full consultation with the National Board, bring or defend auctioneer legal proceedings with respect to any property right or any of its branches and, jointly with the National Board, may sue and be sued; and
- (h) The Land and Building Oversight Committee shall receive and examine the audited Accounts of The Association and may offer advice where necessary.

5.4 Chief Patron

- (a) There shall be established an office of the Chief Patron;
- (b) The National Board shall identify and present, to the National Council for consideration, a distinguished woman to become the Chief Patron of The Association;
- (c) The Chief Patron must be a practicing Christian and a woman of good standing in the society and ready to endorse and promote principles and objectives of The Association;
- (d) The Chief Patron shall serve for period as determined by the National Council unless she resigns or becomes incapacitated;
- (e) The Chief Patron position shall be honorary; and
- (f) The roles of and functions of the Chief Patron shall include the following:
 - i). Being The Association's goodwill ambassador;
 - ii). Provide linkages for The Association especially at the higher national leadership levels; and
 - iii). Advise The Association's leadership on key strategic issues

5.5 Patron

- (a) The National Board, in addition to identifying and presenting Chief Patron as per 5.4 (b) above, shall identify and invite, to the National Council, a distinguished practicing Christian woman to serve as a Patron between the two Council meetings having fulfilled the following criteria:-
 - (i) Must have faithfully served The Association for a period not less than ten years;
 - (ii) Must have retired from active service of The Association;
 - (iii) Must meet all conditions for holding office in The Association as contained in this Constitution; and
 - (iv) The Patron shall serve for a period between the two National Councils and eligible for re-appointment.
- (b) The patron may perform the following functions:-
 - (i) Preside over, in collaboration with the conflict resolution Committee formed as per this Constitution, any disputes arising within The Association;
 - (ii) Facilitate the interpretation of The Association vision and mission at all levels;
 - (iii) Represent The Association in official functions when called upon to do so; and
 - (iv) Preside over the inauguration of elected and appointed office bearers.

5.6 Legal Advisor

- (a) The National Council shall, at every event of its meeting, appoint a qualified woman lawyer to be The Association's legal advisor and such person may be invited from time to time to attend meetings and give legal advice to The Association

5.7 Branches

5.7.1 Formation of Branches

- a) The Association, in furtherance of its mission, shall, upon recommendations of the National Board and endorsement by the National Council, form Branches;
- b) The Branches so formed shall be as defined, from time to time, by the National Board and endorsed by the National Council and adhere to the terms and conditions attached to the Certificate of Registration;
- c) The Branches shall adopt and operate under this Constitution and their formation, leadership and functions determined by The Association's By-laws;
- d) The Branches of The Association shall not have or create sub branches but shall be encouraged to work with the National Board and Secretariat in establishing others;
- e) In addition to the above, the process shall be informed by the following:-
 - (i) A Branch may consult and work with the National Board to facilitate formation of another Branch;
 - (ii) There shall be only one Branch in any one County; and
 - (iii) The National Board, upon examination and satisfaction that the required conditions as stipulated in The Association's By-laws are met, shall propose an establishment of a Branch of The Association to the National Council

5.7.2 Functions of Branches

- (a) The Branches shall enhance realization of the following roles and functions:-
 - (i) To promote the vision and mission of The Association at the grassroots levels;
 - (ii) To inform and advise The Association of the available opportunities of addressing issues that affect girls and women;
 - (iii) To facilitate platforms for girls and women to contribute to The Association's agenda; and
 - (iv) Carry out any duty and function as mandated by the National Council and directed by the National Board as far as it is to the benefit of The Association and not in contradiction to the spirit of the Constitution

5.7.3 Leadership of Branches

- (a) There shall be Branch Executive Committee composed of maximum ten (10) and not less than five (5) persons, a third (1/3) of whom shall be persons of not more than 30 years
- (b) The Branch Committee shall include:-
 - (i) Chairperson;
 - (ii) Vice-Chairperson;
 - (iii) Treasurer;
 - (iv) Youth Representative;

- (v) Branch Manager, who shall be the Secretary to and Ex-officio member of the Branch Committee, without right to vote;
 - (vi) Three (3) professionals one of whom shall be a person of thirty (30) years or below at the time of the Committee formation;
 - (vii) Two (2) membership representative one of whom shall be a person of thirty (30) years or below at the time of the Committee formation; and
 - (viii) The immediate former Branch Chairperson may be a member of the Branch Executive as an ex-official and may be called for meetings for continuity purposes for a period of not more than one (1) year
- (c) The Branch Nomination Committee shall oversee all the electoral process at the branch level including nominations;
 - (d) Nominations received shall be tabled for elections at the Branch Annual General Meeting;
 - (e) The retiring three officials of the Branch Executive namely the Branch Chairperson, the Branch Vice-Chairperson and the Branch Treasurer shall not hold any office at the Branch levels but may seek to be elected as National Officials of the National Board;
 - (f) Anybody retiring from the Branch Office, apart from those mentioned in (e) above may seek election to serve in any official position at the Branch for one (1) fixed term; and
 - (g) Branch Secretariat shall be headed by the Branch Manager and shall have staff hired to undertake specific branch responsibilities.

5.7.4 Appointment to and Terms of Office of the Branch Executive Committee

- (a) Appointment to serve in the Branch Executive Committee shall be done at the members annual General meeting upon presentation by the Branch Nomination Committee;
- (b) The Branch Nomination Committee shall, in writing, invite expression of interest from those who are seeking to be elected to serve the Branch;
- (c) Anyone willing to serve in the Branch Executive Committee must be a member in good standing with up to date membership payments and meeting all the requirements as per this Constitution and the existing Association's policies and values entrenched in the Kenya Constitution;
- (d) Expressions of interests in regard to (b) shall be in writing and must be received by the Branch Nomination Committee six (6) weeks before the date of the Annual General Meeting;
- (e) The Branch Nomination Committee shall, in writing, vet the candidates against the stipulated electoral rules and, if found to be meeting all requirements, shall undertake the presentation to the Annual General Meeting for elections;
- (f) Unless otherwise removed from the office, the Branch Executive Committee shall serve for not more than two (2) terms of two (2) years each; and
- (g) The retiring three officials of the Branch Executive Committee namely the Branch Chairperson, Vice-Chairperson and Treasurer shall not be eligible for election into any position in the branches. They may however seek election to serve in any position at the national level. Those not seeking further elective positions, maybe called upon, from time to time, to offer advice and/or participate in branch activities in an unofficial capacity; and

- (h) Any other person retiring from the Branch Executive Committee, apart from those mentioned in (g) above, may seek election to serve in any official position at the Branch or National level.

ARTICLE 6: The Management

- a) The National General Secretary (NGS) who shall be an employee of The Association, shall be appointed by the National Board and, as the head of The Association's National Secretariat, perform duties and responsibilities as per terms of service as determined by the National Board and shall perform the following functions:
 - i). Represent and act on behalf of the organization;
 - ii). Keep full complete, and up-to date record of the organization's affairs;
 - iii). Provide oversight, supervisory and technical support to The Association's Branches;
 - iv). Provide leadership in the implementation of policies and strategies of The Association as approved by the National Council in full collaboration with the National Board;
 - v). To present periodic reports to the National Board;
 - vi). To document and keep all the minutes of the National Board and other meetings as may be necessary according to the existing policies and laws; and
 - vii). Do all such acts as may be necessary for the efficient running of the organizations affairs;

ARTICLE 7: Alternates

- a) At the first Board meeting, any member of the National Board as may, in writing, appoint another member to be her alternate to act in her place at any meetings of the Board at which she is unable to be present;
- b) The alternates shall be appointed from the member's respective Branches;
- c) A member appointed to be an alternate shall be entitled to exercise all the rights and powers of a member of the Board;
- d) Shall the appointer's membership to the National Board come to an end for any reason as per the Constitution, the appointment of the alternate shall stand to be, in writing, revoked;
- e) Such appointment must ensure that the alternate is a person who is:
 - i) Of a good reputation and has never caused The Association any reputation loss and in conformity to standards as stipulated in 5.2.2 (d);
 - ii) Up to date with the membership fees and obligation as per the Constitution;
 - iii) In addition to (ii) above, is active and meets all other criteria of The Association membership and leadership ethos; and
 - iv) Capable to understand and articulate issues of The Association as the appointer
- f) All appointments and revocation shall be done and effected by notice in writing under the hand of the appointer served on The Association and such alternate.

ARTICLE 8: Office Bearers

- a) The voting delegates at the National Council shall, upon receipt of the names presented by the National Nomination Committee, elect persons to fill the following positions as the National Office bearers:
 - (i) National Chairperson;
 - (ii) National Vice-Chairperson; and
 - (iii) National Treasurer
- b) Unless otherwise, the above office bearers shall hold and perform tasks of respective positions till the next National Council and under terms in accordance to the Constitution; and
- c) If one ceases to be a member of The Association either through resignation, removal or death, members of the National Board shall, in accordance to the Constitution, undertake replacement and such person shall serve with full responsibility and mandate till the next National Council

ARTICLE 9: Duties of Office Bearers

9.1 The National Board Officials

9.1.1 The National Chairperson

- a) Shall preside over the National Council and meetings of the National Board of The Association;
- b) Shall be an ex-officio member in all the Board Committees;
- c) Shall ensure that all meetings take place as per the schedule and all members attend;
- d) Shall provide general guidelines related to the affairs of The Association;
- e) Shall, in collaboration with other National Office bearers, be collectively responsible for the interpretation, to members and external stakeholders, the policies and objectives of The Association;
- f) Shall be a signatory to The Association's bank account(s) and contracts entered to by The Association;
- g) Shall ensure that all the National Board Committees undertake their responsibilities and timely attend to matters that arise; and
- h) Shall be the Chief spokesperson of The Association.

9.1.2 The National Vice-Chairperson

The Vice-Chairperson shall perform the duties of the Chairperson in her absence, and other such duties as she may be directed by the National Board, consistent with the provisions of The Association's Constitution and policies.

9.1.3 The National Treasurer

- (a) The Treasurer shall, in general, ensure that proper accounting procedures are adhered to, and shall:-
 - (i) Ensure that the financial affairs of The Association are managed in a competent and efficient manner;
 - (ii) Ensure that full and complete records of all assets, liabilities, income and expenses of The Association are maintained and that all payments and expenditures are duly authorized;

- (iii) Ensure the safe-keeping of The Association's funds, securities and books of account;
 - (iv) Cause to be kept, proper accounting systems of The Association;
 - (v) Ensure that all Bank Accounts of The Association are operated as per the authorized mandate; and
 - (vi) Provide reports on the financial position of The Association, audited accounts and Budgets to the National Council.
- (b) The Treasurer shall be a Signatory to The Association's Bank Accounts; and
- (c) Perform other such duties as may be directed by the National Board, consistent with the provisions of The Association's Constitution and policies.

9.2 The Branch Executive Officials

9.2.1 The Branch Chairperson

- a) Shall preside over the Branch Annual General and the Branch Executive Committee meetings;
- b) Shall ensure that all Branch meetings take place as per the schedule and all members attend;
- c) Shall provide general guidelines related to the affairs of The Association;
- d) Shall, in collaboration with other Branch Office bearers, be collectively responsible for the implementation of The Association's programmes, building networks within the County and full adherence to The Association's principles and values;
- e) Shall be a signatory to The Association's Branch bank account(s) and any relevant contractual agreement at the Branch level;
- f) Shall ensure that all the Branch Committees undertake their responsibilities and timely attend to matters that arise; and
- g) Shall be the official representative of the Branch on matters that take place within the Branch's jurisdiction.

9.2.2 The Branch Vice-Chairperson

The Branch Vice-Chairperson shall perform the duties of the Chairperson in her absence, and other such duties as she may be directed by the Branch Executive Committee, consistent with the provisions of The Association's Constitution and policies.

9.2.3 The Treasurer

- (a) The Treasurer shall, in general, ensure that proper accounting procedures are adhered to, and shall:-
 - (i) Ensure that the Branch adheres to the financial policies of The Association and that the Branch finances are managed in a competent and efficient manner;
 - (ii) Ensure that full and complete records of all Branch's assets, liabilities, income and expenses are maintained and that all payments and expenditures are duly authorized;
 - (iii) Ensure the safe-keeping of Branch's funds, securities and books of account;
 - (iv) Cause to be kept, a proper accounting systems of Branch;
 - (v) Ensure that all Bank Accounts of The Association's Branch are operated as per the authorized mandate; and

- (vi) Provide reports on the Branch's financial position of The Association, audited accounts and Budgets to the Branch Annual General Meeting.
- (b) The Treasurer shall be a Signatory to The Association's Bank Accounts; and
- (c) Perform other such duties as may be directed by the Branch leadership, consistent with the provisions of The Association's Constitution and policies.

PART IV: MEETINGS AND QUORUMS

ARTICLE 10: Proceedings and Quorum of the National Council

- a) A National Council shall meet after every 2 (two) years to undertake business as laid down in this Constitution;
- b) Quorum of the National or Special National Council meeting shall be at least two-third (2/3) of the total voting members as per the provisions of this Constitution;
- c) A National Council meeting shall be convened by giving at least thirty (30) days written notice to the members;
- d) Any business not completed at the National Council meeting may be taken up at a subsequent National Council session of which written notice shall be, through announcement or advertisement, put in all Branches and National Office Notice Boards;
- e) A Special National Council shall be convened:
 - (i) By the National Board by giving a written notice of fourteen (14) days for the purpose of undertaking urgent matters that are beyond the Board's mandate and which are in the interest of The Association;
 - (ii) On receipt of a written notice for such meetings signed by at least two-third (2/3) of the members of the National Board, and stating the reasons and objectives for calling the meeting. If the Chairperson of the Board fails to convene such a requested meeting within fifteen (15) days of receiving the notice, the National General Secretary shall be compelled by the National Board to convene the meeting; by giving a fifteen (15) days' notice to the other members of The Association stating the reasons and objectives for calling the meeting, and the fact that the Board Chairperson has failed to convene the meeting; and
 - (iii) To deal exclusively with the objects and issues as given in the notice
- f) In the provisions in this Constitution, decisions made by a National or Special National Council shall be binding to all members both present and absent to the same extent as if it was voted for by each and every member

ARTICLE 11: National Board

- (a) Members of the National Board as defined in this Constitution shall meet two (2) times in a year to undertake duties and responsibilities of The Association stipulated in this Constitution;
- (b) Under special circumstances, the National Board may convene a special meeting to attend to urgent matters;
- (c) The Quorum of a National Board meeting shall be at least half (1/2) of the voting members; and
- (d) Issues arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the chairperson of the meeting shall have a casting or second vote.

ARTICLE 12: Branch Meetings

- (a) Branch Annual General Meetings (AGM) shall take place to conduct business relating to the Branch and quorum for such meetings shall be at least two-third (2/3) of the total voting members;
- (b) The Branch Executive Committee, in pursuit of efficient and effective management of the Branch affairs, shall from time to time and depending on the needs of The Association, form, from its membership, Branch Committees;
- (c) The Branch Committees formed as per (b) above shall have a reflection of the National Board Committees as per 5.3.1 (b) of this Constitution;
- (d) The Branch committees shall meet on a quarterly basis.

ARTICLE 13: ELIGIBILITY TO HOLD AND VACANCY OF THE OFFICE

13.1 Eligibility and Qualification to Hold an Office

- (a) While different offices and positions have own specific requirements and qualifications, the following shall be minimum threshold for any office or position of The Association:
 - (i) *One must be a full member with up to date membership payments;*
 - (ii) *One must be an active member of a Branch for not less than a period of 3 (three) years; and*
 - (iii) *One must have a written approval by her Branch, in case of application for the National position.*
- (b) National office bearers shall not concurrently hold a Branch position;
- (c) A serving member of staff shall not hold any governance position;
- (d) A member of staff who has resigned or retired shall not hold any leadership position at National or Branch levels until she has served for 3 (three) years as a member of a Branch;
- (e) An applicant must be a person of good standing in the society and:-
 - (i). Is not under bankruptcy;
 - (ii). Has never been convicted of criminal charges; and
 - (iii). Is not involved in illegal activity of any nature

13.1 Removal of Members of National Board and Branch Executive Committee

- (a) Any member of the National Board and Branch Executive shall cease to act as a member if they:-
 - (i). Resign(s) from the office or ceases to be a member of The Association;
 - (ii). Are deceased;
 - (iii). Are medically proved to be of unsound mind;
 - (iv). Are removed from the office if found to have contravened or acted in contravention of The Association's Constitution and Policies;
 - (v). Fail to attend a total of two (2) consecutive National Board meetings or two (2) Branch Executive Committee meetings, except by special leave; and
 - (vi). Gives notice, in writing, of resignation to The Association in accordance to this Constitution

- (vii). Does not renew membership for a period of more than one(1) year
- (b) An official so removed as per 14.2 (iv) above, shall have the right to be heard according to the rules and procedures set out in The Association’s conflict resolution mechanisms;
- (c) The National Board or the Branch Executive Committee, through a resolution passed by 2/3 (two-thirds) majority of the voting members present at the meeting, shall remove any official from their position at National and Branch levels respectively;
- (d) If the National Council or Branch Annual General Meeting uphold the removal, such member shall stand removed from office. The National Board, or the Branch Executive Committee, may co-opt a replacement to fill the vacancy; and
- (e) Should the National Council or Branch Annual General Meeting vote against the National Board or Branch Executive decision, such member shall be fully reinstated to her position without prejudice.

ARTICLE 14: Voting at Meetings

- a) At any meeting convened under this Constitution, each voting member or her proxy shall have one vote;
- b) When a matter is affecting one member, such member may be requested to take leave when discussions and voting is taking place unless such member is required to present her case in which she shall not have a vote;
- c) When voting is called, votes may be cast personally or by proxy, provided that the instrument appointing a proxy by the appointer which shall be in writing shall be presented before the voting takes place
- d) Appointment of the proxy, for the purpose of voting as per (c) above, shall be done, in writing in a period not less than twenty-four (24) hours before the voting;
- e) Unless otherwise resolved and agreed upon by the voting members attending the meeting, voting method shall be by secret ballot; and
- f) In a case of a tie or an equality, the Chairperson of the meeting, at which the voting is taking place, shall be entitled to a second or casting vote.

PART V: FUNDS AND RESOURCES UTILIZATION

ARTICLE 15: Resource Mobilization

In furtherance of the objectives, as stated in PART II of this Constitution, The Association shall:-

- a) Raise resources through public means including government funding and individual donations;
- b) Collect, from members, membership registration and subscription fees as may be determined from time to time;
- c) Encourage and collect payments from the Branches in accordance with a plan approved by the National Council;
- d) Accept donations, grants, contributions, gifts and other financial aids from reputable and recognized institutions, locally and internationally, including financial and Non-Governmental Organizations;
- e) Borrow money from legally recognized institutions;

- f) Raise funds from profits and interests from its investments and charges upon assets or properties;
- g) Undertake fundraising and income generation activities; and
- h) Undertake all such other activities as the National Board may determine and based on principles of this Constitution.

ARTICLE 16: Application of Funds and Assets

- a) The Funds and Assets of The Association shall only be used for the purpose of furthering the Mission and Purpose of The Association and only on activities based on the budget and plan approved by the National Council;
- b) No proportion of the funds shall be paid or transferred directly or indirectly to members of The Association, officials or National Board by way of dividend, bonus or as gifts or any other form whatsoever;
- c) All monies and funds shall be received and paid in the name of The Association and shall be deposited only into the Bank account of The Association approved by the National Board, and all monies and funds thus received shall be accounted for to the Treasurer;
- d) Unless otherwise stated in The Association's Finance Policy, no payment shall be made out of the bank account without a resolution of the National Board authorizing such;
- e) All payment Cheques of The Association shall be signed as outlined in the Finance Policy;
- f) The financial year of The Association shall be from 1st January to 31st December; and
- g) The records of accounts of The Association shall be audited only by The Association's Auditors approved at The National Council.

ARTICLE 17: Disclosure of Interest in Contracts

A member of the National Board, who is in anyway, whether directly or indirectly, interested in a contract or proposed contract with The Association, shall disclose the nature of her interest at a meeting of the Board at which the question of entering into the contract is taken into consideration. Such member of the National Board shall not vote in respect of any contract or arrangement in which she is interested and if she shall do so her vote shall not be counted.

ARTICLE 18: Disposal of Residual Assets on Winding up or Dissolution

- (a) The Association shall not be dissolved except by a resolution passed at the National Council or Special Council convened for such purpose and by a vote of at least two-thirds (2/3) of the voting members present;
- (b) The quorum at the National Council for the purpose of dissolution shall be not less than two-thirds (2/3) of the members entitled to attend the National Council Meeting;
- (c) If no quorum is obtained, the proposal to dissolve The Association, such agenda shall be submitted to a further National Council Meeting which shall be held in a period not more than thirty (30) days. Notice of this meeting shall be given at least fourteen (14) days before the date of the meeting. The quorum for this meeting shall be the number of voting members present;
- (d) Irrespective of the resolution passed at the National or Special National Council for the purpose of dissolving The Association, such dissolution shall not be effected without prior permission by the

relevant Government department responsible for The Association registration upon application to that office in writing and signed by any Three (3) National Office bearers;

- (e) When the dissolution of The Association has been approved by the relevant Government department, no further action shall be taken by the National Board or any office bearers in connection with the objects of The Association other than to liquidate the assets of The Association, to pay off its debts;
- (f) The remaining assets after (e) above shall be transferred to another Christian Organization(s) with similar purposes and shall continue to be used for the work of women and girls. Such organization shall be decided by the meeting at which the resolution for dissolution is passed;
- (g) The organization(s) or institution(s) to benefit as per (f) above shall be identified and agreed upon by members of The Association at or before the 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;
- (h) Under no circumstance(s) the properties or assets of The Association shall be distributed to and among members of The Association and/or their associates or families; and
- (i) Every member of The Association shall 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 his 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 Kenya Shillings (KSh 100) or such amount as determined, from time to time, by the National Council

ARTICLE 19: Indemnity of Board Members

- a) All office bearers of The Association at all levels shall be indemnified against all 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 by such person in good faith in the capacity aforesaid.

ARTICLE 20: Accounts

- a) The Treasurer shall cause the accounts and books and financial and assets records to be kept in an up-to-date and in a proper manner and such may include:
 - i). The sums of money received and expended by The Association and the matters in respect of which such receipts and expenditures takes place; and
 - ii). The assets and liabilities of the Organization
- b) The records and books as per (a) above shall be kept at the National Office unless otherwise determined by the National Board and shall always be open to the inspection of the member of the Board during business hours;
- c) The National Board shall cause to be prepared estimates of The Association's income and expenses including recurrent and capital estimates for approval by the National Council at least three (3) months after the closure of the preceding financial year;
- d) The National General Secretary shall cause to be kept proper accounts which shall be prepared in accordance with International Accounting and Reporting Standards, reflect true and fair state of The Association's affairs and explain The Association's transactions including sums of money received and paid by The Association and reasons thereto, and all assets and liabilities of The Association;

- e) The National General Secretary and the National Board shall cause The Association's Accounts to be audited annually and presented to the National Board within a period not longer than four (4) months after the end of the financial year and such accounts for two (2) years and presented to the National Council for information in accordance to this Constitution;
- f) Where The Association's accounts are not audited within the stipulated period with no prior written explanation from the National General Secretary, the National Board shall take charge of the process;
- g) The accounts referred to in this section shall include but not limited to the following records: a balance sheet, an income and expenditure account and a cash flow statement;
- h) Accounts shall be examined and approved by The National Board and be authorized by at least three (3) committee members including the Chairperson and the Treasurer of The Association;
- i) The audited accounts of The Association shall be made available to the members of The Association and other stakeholders;
- j) At the National Council, the National 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;
- k) 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 National Council held after every two (2) years. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors; and
- l) Copies 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 National Council be sent to the Auditors and to all other persons entitled to receive notices, of such meetings in the prescribed manner.

ARTICLE 21: Auditors

- a) An Auditor shall be appointed by the National Council from a list of auditors presented by the National Board and such auditor, once appointed, shall, unless otherwise, hold the office until the next National Council;
- b) A member of the National Board or other officer or staff of The Association shall not qualify to be appointed Auditor of The Association';
- c) Should vacancy occur between the National Council, the National Board shall, through due diligence, appoint auditors to act till the next National Council in which the voting members will appoint one;
- d) The remuneration of the Auditors of The Association shall be deliberated and adopted by the National Council upon presentation by the National Board, except that the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the National Board;
- e) The Auditors of The Association, while undertaking their duties, shall have the right to:
 - (i) Attend the National Council(s) of The Association and be heard on any matter which concerns him/her as an auditor;
 - (ii) Receive all notices and other communications relating to any National Council(s) of The Association; and

- (iii) Access all accounting records, books or documents such vouchers of The Association as may be necessary for the purpose of carrying out his/her duties as an auditor.
- f) The Auditors shall make a two-year report to the members of the accounts examined by them and on every balance sheet laid before The Association at its National Council during their tenure of office, and the report shall state:
 - i.) Whether or not they have obtained all the information and 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.
- g) The work of the auditor shall be facilitated by the National General Secretary, through The Association Finance Office and Treasurer;

ARTICLE 22: Inspection of Books of Accounts and List of Members of The Association

- a) The books of accounts and all documents relating thereto and a list of members of The Association shall be available for inspection at the National Office by any member of The Association as long as:
 - i). Such member has given a request to do so, in writing, and such must be received by the National General Secretary and the Treasurer within a period of not less than seven (7) days;
 - ii). The written notice above had expressed the reason for such need
- b) The requested inspection must be undertaken during the office working hours and within the presence of any of the two persons - Treasurer or Head of Finance or the National General Secretary.

ARTICLE 23: Financial Year

The financial year of The Association shall begin on the first day of January to the last day of December of every calendar year unless determined by the National Board and endorsed at the National Council.

PART VI: AMENDMENTS TO THE CONSTITUTION

ARTICLE 24: Amendments to the Constitution

- a) Amendment to this Constitution may emerge from different levels including the members at the Branches or the National Board;
- b) When amendment proposals come from the members, such proposals are discussed at the respective Branch annual general meeting and, if endorsed, are submitted to the National Office for consolidation;
- c) The National Board, upon critical examination of the Constitution and contemporary dynamics, may also propose amendments;
- d) All proposed amendments from (b) and (c) and which must be submitted to the National Board within a period of ninety (90) days before the National Council are collated by the National Board and circulated to all voting members at least thirty (30) days before the National or Special Council meeting at which a vote shall be taken;
- e) All amendments to the Constitution of The Association must be approved by at least two-third (2/3) majority of the voting members at National Council meeting and such amendments cannot, however, be implemented without the prior consent in writing of the relevant Government

department responsible for the registration and regulation of The Association obtained upon application, made in writing and signed by any 3 National Office Bearers; and

- f) The Association, upon completion of the amendments as per the sections above, shall inform and present the revised version of the Constitution to the World Young Women's Christian Association (World YWCA).

PART VII: ACCEPTANCE

ARTICLE 25: Acceptance


We, the undersigned members of the National Board of The Association named herein, accept this Constitution for and on behalf of the entire membership of The Association together with any changes and alteration therein:

Dated at (*Place e.g. Nairobi*) YWCA National Headquarter, this 26th Day of November, 2018

Signed by:

National Chairperson

Name: Leah Ouko

Signature: 


National General Secretary

Name: Deborah Olwal – Modi

Signature: 

National Treasurer

Name: Gladys Bwora

Signature: 

Name: Leah Marias
(Member)

Signature: 