THE NON-GOVERNMENTAL ORGANISATIONS

CONSTITUTION

OF

INVESTING IN CHILDREN AND THEIR SOCIETIES (ICS)
PART I - NAME

Article 1 Name:

The name of the Organisation (hereinafter called “the organization”) is INVESTING IN CHILDRED AND THEIR SOCITIES (ICS)

PART II – OBJECTIVES

Article 2 Main Objectives

The main objectives of the organisation are as presented herein below:

1. To give aid in the form of relief development programs to needy children, their families and communities.
2. To foster the exchange of information between the ICS and bodies in the other parts of the world with similar objects and to publish journals, newsletters, brochures, periodicals, books and leaflets that ICS may think desirable for the promotion of its objects.
3. To promote or assist in the promotion of any Foundation or association objects of which are calculated either directly to benefit the organisation in the attainment of any of its objects.
4. To carry out and discharge relief and rehabilitation services for victims of disaster in every way possible.
5. To assist in improving educational facilities and opportunities for the disadvantaged and vulnerable groups e.g. Normads, girls, and slums dwellers.
6. To empower women in the fields of education, Hygiene, Nutrition and family care.
7. To initiate conservative programmes within the community.
8. To assist in the resettlement and rehabilitation of drought victims and such other displaced persons.
9. Provision of basic amenities and necessary infrastructural support through communal participation.
10. Provision of food and medicine and education of the community on hygiene, preventive health and good nutritional habits.
11. Provision of clean and safe water supply/source de-silling of dams, repair of wells and boreholes and provision of appropriate waste disposal system.
12. Promotion and encouragement of the use of locally available materials, methods and technology in provision of low cost housing.
13. Promotion and encouragement of growth of youth polytechnics and creation of awareness and involvement of the community in running and maintaining the educational facilities.
14. Promotion of self-employment through encouragement and provision of sheds and other facilities for jua-kali artisans graduating from youth polytechnics.
PART III – MEMBERSHIP AND GOVERNANCE

Article 3 – Membership:

The subscribers to this constitution and such other persons or organisation as the Board of the Organisation may from time admit to membership, the membership being not less than five persons, shall be members of the Organisation, provided that a member shall cease to be a member if:

i) He gives months' notice in writing to the Board of his intention to resign from membership. Upon the expiry of such notice he shall cease to be a member but his liability to contribute to the funds of the Organisation in the event of its being wound up or dissolved shall continue for one year from the expiry of such notice.

ii) If he is removed from membership by the vote of not less than two-thirds of the members of the Organisation at an Extraordinary General Meeting of the Organisation specially convened and at which he has been given a reasonable opportunity of attending and being heard.

iii) The enrolled members are required to pay an annual or life membership fee determined by the General Committee.

Article 4 – Number of Board Members

Until otherwise varied by a special resolution passed at General Meeting, the Board shall consist of the honorary post 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 of ex-officio. The Board shall be the policy-making organ of the Organisation.

Article 5 – Management Structure

The day-to-day affairs of the Organisation shall be managed by the Chief Executive and his officers. The management may pay all expenses incurred in setting up and registering the Organisation and may exercise such powers of the Organisation as are not required by this constitution to be exercised by a General Meeting, to achieve the objectives of the Organisation. No regulations made by the Organisation in a General Meeting, shall invalidate any prior act of the management which would have been valid if such regulation had not been made.

Article 6 – First Appointment of the Board

The First members of the Board shall be appointed in writing by the subscribers to this constitution, and shall include three persons who shall act respectively as the Chairman, Secretary and Treasurer of the Organisation, until the conclusion of the first Annual General Meeting. Provided that a member of the Board shall be a member of the Organisation.
Article 7 – Other Appointments to the Board

The Board may from time to time and at any time appoint any member of the Organisation, in case of a vacancy, or by way of addition, to the Board; provided that the prescribed maximum Board under this section shall be set out in a formal resolution forming part of the notice convening the Board Meeting.

Article 8 – Alternates

Any member of the Board may appoint another member to be his alternate to act in his place at any meetings of the Board at which he 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 affected by notice in writing under the hand of the appointer served on the Organisation and such alternate.

Article 9 – Office Bearers

The Organisation shall be at the Annual General Meeting in each year elect from its members its Chairman, Treasurer and other four Directors. The above officials shall hold office until the Annual General Meeting next 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 Organisation, resign from office of 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 applies to the Secretary and the Treasurer.

Article 10 – Duties of Office Bearers and Officials

The Chairman shall chair all meetings of Board and all Regional Management Meeting. He shall provide general policy guidelines related to the affairs of the Organization as expressly provided in the constitution. In his absence, the director shall elect one of their members to chair the meetings.

The Chief Executive shall be responsible to the general Meeting and the Board of Directors and shall:

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 Organization;

c) Keep minutes of the meetings of the Board of Directors and of the Regional Meetings;

d) Keep minutes of the meetings is the Board of Directors and of the Regional Meetings;
e) Carry our all correspondence and publicity on behalf of the Organization’s affairs.

f) Arrange for the meetings of the Organization on instructions of the Board of Directors, or, in special circumstances, on the instructions of the Regional Management Team;

g) Do all such acts as are necessary for the efficient and effective running of the Organization’s affair.

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

a) Keep on a proper accounting basis all the financial records of the Organization;

b) Open bank account on the advice of the Board and ensure that all drawings from the account are countersigned either by the Chief Executive or his deputy;

c) Provide reports on the financial statement of the Organization and audited account to the General Meeting.

Article 11 – Removal of Board Members Other Than Officials

The Board may by resolution remove any member of their body from office, but if such 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 Board may act notwithstanding any vacancy in their body; provided always than in case the member 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 filing 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 persons to advise the Board in any capacity which the Board shall think fit.

PART IV – MEETING AND QUORUMS

Article 12 – Proceedings of the Board
The Board may meet for the dispatch of business, adjourn and otherwise regulate 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 of second vote.

Article 13 – Calling of Meetings

(a) Normal Meetings
All normal meetings of the Board shall be summoned by the Secretary, acting in consultation with the Chairman, by giving 15 days notice accompanied by the proposed agenda.

(b) Requisitioned Meetings

A member of the Board may, and on the request of at least two (2) members of the Board the Secretary 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, within an indication of the proposed agenda.

Article 14 – Formation of Committees

1. Board may delegate any of their powers to Committee consisting of such members of the Board as they think fit, and any Committee so formed shall, in the exercise of the power so delegated, conform to any regulations prescribed by the Board. The meetings and proceedings of any such Committee shall be governed by the provisions of this constitution for the time being regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any rules made by the Board.

2. All acts bona-fide done by any meeting of the Board or of any Committee of the Board or by any person acting as a member of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person had been duly appointed or had dully continued in office and was qualified to be a member of the Board.

3. A resolution in writing signed by not less than two-third of the members for the time being of the Board or of any Committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such committees shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

Article 15 – Disqualification of Member of the Board

The office of a member of the Board shall be vacated:

i) If a receiving order is made against him or he makes an arrangement or composition with his creditors;

ii) If he becomes of unsound mind;

iii) If he fails to attend the meetings of the Board for a period of six months, except by special leave of the Board;

iv) If by notice in writing to the organization he reigns his office;

v) If he is removed from membership of the organization pursuant to resolution of the Organization.
Article 16 – Regional Management Meeting

1. The Organization shall in each year hold a General Meeting as the annual General Meeting in addition to any other Meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General to the Organization and that of the next. The Annual general Meeting shall be held at such time and places as the Board shall appoint.

2. Annual General Meeting shall be called ordinary General Meeting and all other Regional Management Meeting shall be called Extra ordinary Regional Management Meetings.

Article 17 – Manner of Convening Extraordinary Regional Management Meeting

1. The Board may, whenever it thinks fit, convene an extraordinary General Meeting;

2. The Board shall be also, on the requisition of not less than one-third of the members of the requisition must state the objects of the meeting and must be signed by the requisitions and deposited at the office.

Article 18 - Notice of Regional Management Meeting

Twenty one (21) day’s notice at least (exclusive of the day which the notice is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting of the Organization shall, notwithstanding that it is called by shorter notice than that specified in the constitution, be deemed to have been duly called it is so agreed by all the members entitled to attend and vote thereat. Provided also that the accidental omission to give notice to or the non-receipt of notice of a meeting by any person entitled or receive such notice shall not invalidate the proceedings of the meeting.

Article 19 – Proceedings at Regional Management Meeting

1. All Business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Ordinary General Meeting with exception of the consideration of the accounts and balance sheets, the reports of the Board and Auditors, the election of the Board, the appointment of Auditors, and the fixing of the remuneration of the auditors.

Provided that no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, Members present in person or by proxy shall constitute the quorum.

2. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved, and in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall then be dissolved.
3. The Chairman, or in absence of the Vice-Chairman of the Board, if present shall preside at every General Meeting. If there is no such Chairman or Vice-Chairman, or if at any meeting neither is present within 15 minutes after the time appointed for holding the meeting, the members present shall designate one of their members to be Chairman of the meeting.

4. The Chairman of any meeting at which a quorum is present may, with the consent of the meeting, adjourned the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished. When such adjournment extends to more than 30 days since the original schedule date of the meeting, notice of the adjournment meeting shall be given as in the case of an original meeting.

Article 20 – Voting at Regional Management Meeting

1. Every member shall have one vote, provided that when any matter affecting a member personally comes before the meeting, although he may be present at it, he shall not be entitled to vote on the question and the Chairman may require him to withdraw during the discussion, and he shall in that case withdraw accordingly.

2. On a poll, vote may be given personally or by proxy, provided that the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation either under seal, or under the hand of an officer or attorney duly authorized. A proxy of more than two absent members.

3. The instrument appointing a proxy and the power of the attorney or other authority, it any, or a notarially certified copy of that power or authority shall be deposited at the office or at such other place convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for taking the poll, and default the instrument of the proxy shall not be treated as valid after the expiration of twelve months from the date of its execution.

4. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members. Unless a poll is so demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried, shall be conclusive evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against such a resolution, a demand for a poll may be withdrawn.

5. A poll demanded on the election of a Chairman, or on the question of adjournment, shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the Chairman of the meeting directs and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
6. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands take place, or at which a poll is demanded, shall be entitled to a second or casting vote.

Article 21 – Corporations or Association Acting by Representatives at Meetings

Corporation or association which is a member may, by resolution of its directors or other governing body or by notification in writing under the hand of some officer of such corporation as may be duly authorized in that behalf, authorize such person as it thinks fit to act as its representative at any meeting of the Organization, and the persons so authorized shall be entitled to exercise the same power on behalf of the corporation or association could exercise if it were an individual member of the Organization.

PART V – FUNDS AND RESORCE UTILIZATION

Article 22 – Application of funds and assets

The funds and assets of the Organization shall be applied solely towards the promotion of the objects of the Organization as set forth in this constitution; and no portion thereof shall be paid or transferred directly, or indirectly by way of divided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Organization or any member of the Organization, in return for any services actually rendered to the Organization or prevent the payment of interest at a rate not exceeding current bank rate on money lent or reasonable and proper rent for premises demised or let by any member to the Organization.

Provided also that no non-executive member of the Board of the Organization shall be appointed to any salaried office of the Organization or any office of the Organization paid by fees, and that no remuneration or other benefit in money’s worth shall be given by the Organization to any such Board Member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money, or reasonable and proper rent for premises demised or let to the Organization.

Article 23 – Disclosure of Interest in Contracts

A member of the Board who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Organization shall disclose the nature of his interest at a meeting of the Board at which the question of entering into the contract is taken into consideration. A member of the Board shall not vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall not be counted.

Article 24 - 1. Disposal of Residual Assets on winding up or Dissolution

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 the members of the Organization, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Organization, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Organization.

Provided that such institution or institutions is or are to be determined by the members of the Organization at or before the time of dissolution, and in default thereof, by a judge of the High Court of Kenya, and if and so far as affect cannot be given to the aforesaid provisions, then to some other charitable object.

2. **Indemnity of Board Members**

Every member of the Board and other officers or servants of the Organization shall be indemnified against (and it shall be the duty of the Board, out of the funds of the Organization, to pay) all cost, losses and expenses which any such person may incur or become liable for by reason of any contract entered into, or thing done by him in good faith in the capacity aforesaid, in any way in the discharge of his duties, including traveling expenses, and the Board may give to any officer or employee of the Organization who has incurred or may be about to incur any liability at the request or for the benefit of the Board, such security by way of indemnity as it may think proper.

3. **Members’ Contribution to Assets on Winding up**

Every member of the Organization undertakes to contribute to the assets of the Organization 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, for payment of the debts and liabilities Organization contracted before he ceases to be a member, and the cost, charters and expenses of dissolution or winding up and for the adjustment of the rights of the contributors amongst themselves, such sum as may be required not exceeding the sum of shillings one hundred (Ksh.100/=).

**Article 25 – Accounts**

1. It shall be the work of the treasurer to cause the accounts to be kept and in particular as regards:

   a) The sums of money received and expended by the Organization and the matters in respect of which such receipts and expenditures takes place;

   b) The assets and liabilities of the Organization

2. The books of accounts shall be kept at the office or at such other places as the Board, think fit, and shall always be open to the inspection of the members of the Board during business hours.
3. At the Annual General Meeting in every year, the Board shall lay before the members present a proper income and expenditure account for the period since the last preceding account made up to a date more than nine (9) months before such meeting.

4. 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 Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors.

5. 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 be annexed or attached thereto or to accompany of the same shall not less than (21) clear days of the date of the Annual General Meeting, be set to the auditors and all other persons, entitled to receive notices of such meetings and the prescribed manner.

Article 26 - Auditors

1. The Organization shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next Annual General Meeting. Provided that a member of the Board or other officer of the Organization shall not qualify to be appointed Auditor of the Organization.

2. The Board may fill any casual vacancy in the office of the Auditor, but whole any such vacancy continues, the surviving or continuing Auditors, if any, may act.

3. The remuneration of the auditors of the Organization shall be fixed at the annual General Meeting, except that the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the Board.

4. Every Auditor of the Organization shall have a right to see all relevant vouchers, and shall be entitled to access at all times to the books and accounts he requires from the Board.

5. The Auditors shall make a report to the member of the accounts examined by them and on every Balance Sheet laid before the Organization at its Annual General Meeting 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;

   (ii) Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as exhibit a true and correct view of the state of the Organization's affairs.
Article 27 – Inspection of Books of Accounts and List of Members

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

Article 28 – Financial Year

The financial year of the Organization shall begin on the first day of January or at such or other time as the Board may from time to time determine.

PART VI – AMENDMENTS TO THE CONSTITUTION

Article 29 – Amendments

Subject to the provision of Regulations 21 (1) of the NGO Regulations, the Organizations may be special resolution passed modify or repeal this constitution or adopt a new constitution or change the name of the Organization, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibitions contained in this constitution against distribution of income, property and assets of the Organizations to the members.

PART VII – DISSOLUTION AND DISPOSAL OF PROPERTY

Article 30 – Dissolution

The Organization shall not be dissolved or wound up except by a resolution passed at a General Meeting of the members by vote of two-thirds of the members present. The quorum at the meeting shall be fifty per cent of all the members of the Organization.

If no quorum is obtained, the proposal to dissolve or wind up the Organization shall be submitted to a further General Meeting, which shall be held one month later. Notice of this meeting be given to all members of the Organization at least 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 Non-Governmental Organizations Board obtained upon a written application addressed to the Executive Director of the Non-Governmental Organization Co-ordination Board and signed three of the officials of the Organization.

Upon dissolution of the Organization, its remaining assets shall be distributed to another Organization, or to other Organizations with similar objectives.
Investing in Children and their Societies
P.O.Box 13892-00800,
NAIROBI.

Dear Sir/ Madam,

RE: CHANGE OF OFFICIALS

We acknowledge receipt of your notification of Change of Officials dated 14th November 2016, through your minutes and Form 3 in accordance with the provision of Regulation 22 of the NGOs Co-ordination Regulations, 1992 read together with Clause 4 (c) of the Terms and Conditions attached to your certificate of registration.

The purpose of this communication therefore is to inform you that we have amended our records to reflect the following as officials of your Organization:

1. Ronald Messelink - Chairman
2. Martin Vierhuizen - Treasurer
3. Beatrice Oguto - Secretary
4. Gilbert Onyango - Board Member
5. John Otini - Board Member

Yours faithfully,

[Signature]

Linden Nicolas
For: Executive Director

5th December 2016
CERTIFICATE OF REGISTRATION

I, AMB. PETER O. OLE NUKURAIYIA, CBS, Executive Director of the Non-Governmental Organizations Board, certify that XXX INVESTING IN CHILDREN AND THEIR SOCIETIES (ICS) XXX has this day been registered under section 10 of the Non-Governmental Organizations Co-ordination Act as applied for.

Dated 13TH FEBRUARY, 2012

AMB. PETER O. OLE NUKURAIYIA, CBS
Executive Director of the Board
Registration history for ICS Africa

Our starting point is the safety and wellbeing of all children in Africa. Our effort to make this a reality started in 1980 with registration in the Netherlands. ICS was first registered in Kenya as an NGO in 1994. Initially we existed as International Christian Humanitarian Foundation until our founders moved on to establish our current existence, initialized as ICS. Over the years, we have retained these initials but under different names and approaches.

These change of names: from International Christian Humanitarian Foundation (International Christelijk Steunfonds (ICS)) in 1994 to International Child Support (ICS) in 2005 to Investing in Children and their Societies (ICS) in 2012 represents our continuous learning and innovation culture. Each phase has represented growth and shifts in strategy towards more promising investments in the interest of children, families and their societies.

In 2011 we applied for change of Name to Investing in Children and their Societies. Hence the attached registration certificate dated 2012 to reflect this new name and our new approach. Initial registration certificates are also available.