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PREAMBLE

Desirous of a united and democratic East Africa;

Convinced that economic and social progress can only exist in a democratic society;

Aware that rule of law and respect of human rights are vital to peace and stability;

Believing that unity is a prerequisite for economic and social progress;

Noting that unity contributes to the strength of the region as an entity;

Supportive of the existing East African Community and its various initiatives;

Believing in the central role of civil society in regional integration;

Committed to total unity of civil society as unique strength;

We, the members of the civil society establish the East African Civil Society Organisation Forum- Kenya (EACSOF-Kenya) and adopt this Constitution to guide the organisation.

ARTICLE ONE

Name of the Forum

The name of the Forum shall be the East African Civil Society Organisations' Forum Kenya, thereafter referred to as “EACSOF-Kenya”.

ARTICLE TWO

Registered Offices of the Forum

The registered office of the Forum and its Secretariat shall be situated in Nairobi, Kenya. The Forum shall be registered in accordance with the Non-Governmental Organisations Act No. 19 of 1990 of the laws of Kenya.

ARTICLE THREE

Vision

An East Africa in which citizens are fully engaged and involved in all affairs affecting their lives.

ARTICLE FOUR

Mission
To provide a platform and catalyze a critical mass of organized civil society to engage in need driven, people-centered East Africa integration and cooperation process effectively and proactively for equitable and sustainable development.

**ARTICLE FIVE**

**Legal Status**

The Forum is a body corporate and thus shall have the right and capacity to sue and be sued in its own name and own both moveable and immoveable property. It shall have its own Official Seal and Emblem.

**ARTICLE SIX**

**Character of Forum**

The Forum is a network of legally-registered National Non-Governmental Organisations whose major aims are to promote an East African society based on friendship, solidarity and mutual respect; that endeavours to build an independent, self-reliant economy; upholds respect of human rights; fosters healthy traditions and cultural norms; and fights for democracy, rule of law, social justice, good governance and people-centred development and protects the interests of Forum.

**ARTICLE SEVEN**

**The Basic Principles and Values of the Forum**

The Forum shall be guided by the following principles and values:

(a). Inclusiveness and Equal Participation.
(b). Gender Equity and Equality.
(c). Transparency, Accountability and Selflessness.
(d). Independence, impartiality and active participation of members.
(e). Collective Ownership and Responsibility.
(f). Networking and Information sharing with all stakeholders should be at the core of Forum’s operations.
(g). Mutual Respect and Trust.
(h). Effective, proper and accurate representation of constituent groups.
(i). Integrity.
(j). Competence and Professionalism.
(k). Confidentiality.
(l). Equal rights and responsibilities.

ARTICLE EIGHT

Objectives

The Main Objectives of the Forum shall be:

To effectively participate and influence the economic, social and political processes of the East African Community to relieve poverty, promote human rights and advance gender equity in East Africa.

Specific Objectives:

(a). To provide a platform for the Kenyan Civil Society Organisations to effectively engage in the Integration Processes of the EAC.

(b). To present a platform for Civil Society Organisations to package and disseminate information among the citizens of the East African Community and to sensitize and educate the citizens on the East African Community's institutional endeavours and their constitutional rights, duties and responsibilities under the East African Community treaty.

(c). To effectively participate in and influence the Economic, Social and Political Processes of the East African Community through policy research, lobbying and advocacy.

(d). To monitor the formulation and implementation of the East African Community Policies and programmes from a pro-poor and gender perspective, in order to address the needs and concerns of socially and economically marginalized and vulnerable groups.

(e). To promote and advance the protection of human and people's rights in the East African Community and to encourage efforts at deepening democracy in the Region.

(f). Promote, protect and uphold the spirit of constitutionalism, rule of law, good governance and respect of state institutions within the East African Community.

(g). Ensure participation of Civil Society Organisations in conflict management processes in the region in order to uphold the respect of human rights, democracy, rule of law, social justice and good governance.

(h). To promote the visibility of national issues from a Civil Society Organisations' perspective in the East African Community which will in turn relieve poverty, promote human rights and advance gender equity East Africa.

(i). To foster the culture of tolerance and constructive engagement in the region and amongst the East African Community Partner states.

(j). To encourage the adoption of the principle of collective responsibility by Partner States of the East African Community.

(k). To present a concerted front through support and solidarity to citizens organizations in the promotion and pursuance of any of the above objectives.
(l). To foster research and consultation work on matters relevant to the objectives of the Forum.

(m). To promote information dissemination, communication and documentation to the citizens of East Africa on the benefits of the integration process.

ARTICLE NINE

Membership

The following shall be members of the Forum:

(a). The Founding members of the Forum as contained in the 1st Schedule of this Constitution.

(b). Any Civil Society as defined in this Constitution that shall apply for and be accepted as a member of the Forum.

(c). Any organization desirous of becoming a member of the Forum shall apply in writing for membership in accordance with the Application for Membership form as contained in the 2nd Schedule to this Constitution addressed to the General Secretary of the Forum. The application should be accompanied by:

(i). Certified copies of the Organisation’s Constitution or Articles and Memorandum of Association;

(ii). Certificate of Registration;

(iii). Minutes of the board meeting that authorized the organization to apply for membership; and

(iv). Any other information and or documents as shall from time to time be determined by the Governing Council.

(d). The board shall consider the application for membership and:

(i). Accept the Application subject to ratification by the General Assembly, and payment of registration and annual fees, or

(ii). Request the Applicant Organisation to submit further information or details which, in the opinion of the board, is relevant for the comprehensive consideration of their application, or

(iii). Reject the Application for membership, stating the reasons for such rejection.

(e). An organization that is dissatisfied with the decision of the Board rejecting its application for membership shall have a right of appeal to the General Assembly.

(f). Membership to the Forum shall cease on any of the following grounds:

(i). By a member organization stating its intention to withdraw its membership in writing, and addressed to the General Secretary.

(ii). If a member organization violates any of the objectives or principles of the Forum as contained in this constitution, followed by an ouster vote by two thirds majority of members present in a General Assembly.
(iii). Failure by a member organization to attend three consecutive meetings of the General Assembly without reasonable cause.

(iv). Failure by a member organization to pay three consecutive annual subscriptions to the Forum.

ARTICLE TEN

Organs of the Forum

The Forum shall have the following organs:

a) General Assembly
b) The Board
c) Secretariat

ARTICLE ELEVEN

The General Assembly

(1). The General Assembly shall be the highest organ of the Forum, and shall be composed of all the members of the Forum.

(2). The General Assembly shall have an Annual General Meeting that shall be held not later than 31st March of each year.

(3). Any one third of the members may convene an Extra-Ordinary General Meeting by signing and submitting a petition to the General Secretary, which petition shall state the reason of the meeting, and request the General Secretary to convene the meeting within a period of two weeks from the date of the petition. Where the General Secretary fails to convene the Extra Ordinary General Meeting within two weeks from the date of receipt of the petition, the petitioning members shall convene the Extra Ordinary General meeting within four weeks from the date of the petition to the General Secretary.

(4). Quorum for any meeting of the Forum shall be two-thirds of the total membership,

(5). The General Secretary shall give one month’s Notice of Annual General Meeting of the Forum to members.

(6). The powers and functions of the General Assembly are:

   (i). To consider and adopt policies of the Forum.
   (ii). To consider and determine applications for membership to the Forum.
   (iii). To discuss and approve or otherwise consider the Annual Plans and budgets of the Forum.
(iv). To elect the Board of the Forum.
(v). To appoint Auditors of the Forum.
(vi). To consider and determine proposals for membership fees and annual subscription rates.
(vii). To discuss, approve or otherwise consider the Annual Activities Report, the Annual Financial Statement and the Annual Auditors’ Report.

ARTICLE TWELVE

The Board

(1) The First Appointment of the will be comprised of member organization party to the memorandum of understanding.

(2) The members of the board shall be composed of 11 members elected by the Annual General Meeting through member organisations to the Forum, in the electoral process; it shall be ensured that there is gender parity in the country representation. The Chief Executive Officer of the Forum shall be an ex-officio Member of the board.

(2). The Chair, Secretary, and Treasurer of the Forum shall be elected from the board by the General Assembly by the Annual General Meeting of the Forum which shall ensure equal and fair rotation of these positions among the member organizations.

(3). The tenure of the members to the board shall be two years, provided that no organisation shall serve on the board for more than two terms.

(4) The election of the member of the board shall be done by the general assembly.

(5). The responsibilities of the Board Members are:

(a). To formulate policies and regulations for the proper conduct of the Forum’s business.

(b). To oversee the implementation of the Forum’s policies by the Secretariat.

(c). To prepare and forward for consideration of the General Assembly the Annual Activities Reports, Annual budget estimates and Financial and Audited Accounts of the Forum.

(d). To appoint thematic and working committees to address specific issues in line with the objectives of the Forum as stated in this constitution.

(e). To raise fund and mobilize resources for the Forum.

(f). To formulate the staff rules and regulations for the human resource within the Secretariat.

(g). To appoint the Chief Executive Officer and other senior officers of the secretariat.

(h). To receive and consider applications for membership to the Forum subject to ratification by the General Assembly.

(i). To undertake any other functions as shall be delegated by the General Assembly.
(j). To receive recommendations and proposals for the amendment or repeal of rules made by the General Assembly.

(6). The board shall meet at least four times in a year, and the meetings of the Board members shall be convened by the Secretary.

(7). The Chair person shall chair all the meetings of the General Assembly and of the board, and in his or her absence board shall elect the chair.

(8). The chair person shall be the official spokesperson of the Forum. The Chief Executive Officer may, in consultation with or upon delegation from the board, also act as the spokesperson of the Forum.

(9). The Treasurer shall ensure prudent, efficient and proper management of the Forum’s finances and shall submit quarterly financial reports to the board to be considered at the board meetings.

(10). A member of the board shall lose their seat on the board in any of the following instances:

(a). Abuse of Office;

(b). Failure to attend four meetings of the board, without reasonable cause;

(c). Mental or physical incapacity rendering the member unable to conduct their duties as a member of the board;

(d). Conduct contrary to the objectives of the Forum as contained in this constitution;

(e). Convicted of a criminal offence and sentenced to a custodial term of not less than six (6) months.

4:2 ARTICLE THIRTEEN

Calling of Meetings

(1) Normal Meetings

All normal meetings of the Board shall be summoned by the Secretary, acting in consultation with the Chairman, by giving at least 15 days notice accompanied by the proposed agenda.

(2) Requisitioned Meetings

A member of the Board may request for a meeting, 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, with an indication of the proposed agenda.

4:3 ARTICLE FOURTEEN

Formation of Committee
1. The Board may delegate any of their powers to Committees consisting of such members of the board as they think fit, and any Committee so formed shall, in the exercise of the powers 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 acting as aforesaid that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

3. A resolution in writing signed by not less than two thirds of the members for the time being of the board 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 committed duly convened and constituted.

ARTICLE FIFTEEN
Secretariat

The Chief Executive Officer shall ensure that all official documents and records of the forum are safely and properly kept, and shall submit quarterly reports on the activities of the Secretariat to the board.

ARTICLE SIXTEEN
Ethical Standards

(1). All persons participating in the operations of the Forum shall conduct themselves in accordance with this Constitution. In addition, every person shall be expected:

(a). To show utmost good faith and tolerance to others in all matters relating to the Forum.

(b). To display satisfactory conduct, honesty and transparency and a deep and continuing commitment to the activities of the Forum;

(c). Not to use the Forum's facilities, name or influence to further private gain or any partisan, religious, ethnic or similar interests which are contrary to the objectives of the Forum;

(d). Not to conduct himself/herself in a manner prejudicial to the interests of the Forum.
(2). It shall be the duty of the board to ensure that the ethical standards of the Forum are maintained.

ARTICLE SEVENTEEN

Finances of the Forum

(1). The finances of the Forum shall be derived from:
   (a). Membership and Subscription Fees.
   (b). Grants.
   (c). Consultancy fees derived from consultancies that the Forum may engage in.
   (d). Sale of materials and other resources, intellectual or otherwise, that shall be developed or generated by the Forum.
   (e). Any source whose terms and conditions do not in any way contravene the (realization of) the principles and objectives of the Forum as stipulated in this constitution.

(2). All the material and financial resources of the Forum shall be applied solely towards the promotion of the objectives of the Forum as set out in this Constitution.

(3). The Board members shall by resolution determine the Bank Accounts that the Forum shall open and operate, including specification of who the signatories to these accounts shall be.

(4). All transactions entered into on behalf of the Forum shall be in the name of the Forum.

(5). The financial year of the Forum shall be twelve calendar months, commencing on the 1st of January and ending on 31st of December of every year.

(6). The Books of Account of the Forum shall be audited every year by an auditor appointed by the General Assembly, provided that in appointing the auditor the General Assembly shall ensure that there is no conflict of interest between the auditor as appointed and the Forum.

(7). The financial year will be from January to December.

ARTICLE EIGHTEEN

Power to Make Rules

(1). Subject to any express provision of this Constitution the power to make day to day rules are vested in the General Assembly.

(2). Any Member may propose amendment, repeal or propose any change in the Rules and such proposal shall be served in writing to the Board of the Forum who, if satisfied, shall table it before the General Assembly.

ARTICLE NINETEEN
Dispute Settlement

Any dispute arising out of any relationship between the Forum and any other party shall be settled through arbitration. The mode of arbitration shall be decided by the parties amicably.

ARTICLE TWENTY

Amendment of the Constitution

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

Any of the provisions to this Constitution may be amended by two thirds majority of members present at an Annual General Meeting or Extra Ordinary General Meeting provided that the proposed amendments are circulated to the members with the Notice calling for the Meeting.

ARTICLE TWENTY ONE

Dissolution of the Forum

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

(b) The Organization will not be dissolved without prior consent in writing to the Non-government Organizations Co-ordination Board, obtained upon a written application addressed to the Executive Director of the Non-Governmental Organizations Coordination Board and signed by three of the officials of the organization.

(c) Upon dissolution of the organization, its remaining assets shall be distributed to another organization(s) with similar objectives.

ARTICLE TWENTY TWO

Interpretation of the Constitution
(1). The responsibility of interpreting any of the clauses of this Constitution shall be vested in the General Assembly, and the decision of the General Assembly on a question relating to interpretation of this Constitution shall be final and conclusive.

(2). Without prejudice to Sub-Article (1) above, and subject to the express provisions of this Constitution and unless the context otherwise requires, in this Constitution:

(a). “EACSOF-Kenya” shall mean a network of Civil Society Organizations including but not limited to Non-Governmental Organisations, Community Based Organisations, Faith Based Organisations, and networks and Coalitions of such Organisations situated within the Kenya and constituted pursuant to this Constitution.


(c). “East African Community” shall mean the states of Burundi, Kenya, Rwanda, Tanzania and Uganda which made up to East African Community when the Forum was established.

(d). “Founder members” or “founders” shall be all the representatives and the civil society organisations within Kenya which attended and founded the forum, their names and signatures of which are found in the Memorandum of Understanding attached to this Constitution.

(3). Words importing the masculine gender shall include the feminine gender, and words importing the single number shall include the plural number, and vice versa.

Dated at Independent Medico Legal Unit this 14th Day of October 2013

Chairman
(Name) Morris Odhiambo

Signature: [Signature]

Secretary
(Name) Peter Kansia

Signature: [Signature]

Treasurer
(Name) Janet Munyori

Signature: [Signature]
First Schedule

Name
Morris Odhiambo
Peter Klama
Christina Odhiambo
Fred Njehu
Janet Munywoki
Paul Okumu
Dinah Musindawezo
Henry Maina
Samuel Kimeu
Mumo Kivuitu
Dr. Martin Mwondha

Organization
Centre for Law and Research International (Clarion)
Independent Medico- Legal Unit (IMLU)
Federation of Women Lawyers- Kenya (FIDA- Kenya)
Akiba Uhaki
Legal Resources Foundation (LRF)
Africa CSO Platform on Principle Partnership (ACP)
The African Women’s Development and Communication Network (FEMNET)
Article 19 Eastern Africa
Transparency International
Ufadhili Trust
East Africa Civil Society Organization Forum
East African Civil Society Organisations Forum (EACSOF)

Membership Application Form

We, ...................................................................................... (the applicant)

Physical Location........................................................................

Contacts:
Postal address: ........................................................................
Tel: ......................................................................................
Fax: ......................................................................................
Email: ....................................................................................

Hereby apply to be admitted as members of the East African Civil Society Organisation Forum (EACSOF).

We confirm that we are an association, civil society organisation, NGO, Regional Organisations, CBO / Co. Ltd by Guarantee in the field/discipline stated below:

..................................................................................

(Where applicable) and are duly registered under (Country) ............ Act ..................................................

..................................

We commit to the membership of the Forum and undertake to pay the $200 as annual membership subscription fee and a onetime registration fee of $50 to the East African Civil Society Organisation Forum.

We have read the EACSOF Constitution, and if admitted undertake to abide by all conditions of membership therein, including membership subscription fees, as they now exist or as they may thereafter be altered, amended or added to in as long as we remain a member.

We authorise Mr. /Ms. ....................................................... to represent us in Forum activities.

We, the applicant, enclose herewith certified copies of the following documents for your perusal:

- Constitution or Articles and Memorandum of Association
- Certificate of registration.
- List of current Council/board members including their contact address.