

CONSTITUTION

of the organisation

Project Lighthouse Kenya

ProLightKenya

www.prolightkenya.org



1.0 PART 1 NAME

1.1 ARTICLE 1 NAME

Project Lighthouse Kenya herein after referred as the organization.

2.0 PART II OBJECTIVES

2.1 ARTICLE II MAIN OBJECTIVES

The purpose of Project Lighthouse Kenya is advancement of sustainable infrastructural development in agriculture and energy hence enhancing sustainable socio-economic conditions.

2.2 ARTICLE III SPECIFIC OBJECTIVES

The core work of Project Lighthouse Kenya is planning development and implementation of country specific tailored sustainable developments which primarily covers the following areas.

1. Set up and advancement of agricultural collectives as well as advanced training programs for agriculture techniques. (Organizing small scale farmers into village companies and introduce to them a more cost effective way of farming i.e. shared resources, machines and farm inputs).
2. Set up and advancement of a Farm-to-Market-Roads concept.
3. Stand alone and stable power supply based on renewable, environment-friendly and alternative energy sources.
4. Waste disposal and environmental protection programs
5. Set up and advancement of specific logistics and trade centre for a fair sustainable and legal raw materials and merchandise trade with Africa, Europeans and other nations in the effort to realize favorable turnovers.
6. Through set up of an integrated school and training systems on the basis of an integrated approach of the German vocational schools and University of Co-operative Education model.

2.3 ARTICLE IV VALUE OF THE ORGANIZATION

1. The organization shall be non-tribal, non-religious and non-political
2. The organization shall operate as international NGO within Kenya but also within other East African countries.

3.0 PART III MEMBERSHIP AND GOVERNANCE

3.1 ARTICLE V MEMBERSHIP

The organization shall have three types of membership.

1. Sustaining members – these are non voting members by virtue of regular donations or payment of membership fee to the organization.
2. Full members – These are voting members by the virtue of payment of membership fee to the organization.
3. Honorary members – this membership is nominated by board.

3.2 ARTICLE VI HOW TO BECOME A MEMBER

1. Each individuals or corporate entity who is willing to support the purpose of the organization may become a member.
2. Everybody who subscribes to the purpose of the organization and make financial contribution on regular basis can become a sustaining member. Sustaining members are not allowed to vote.
3. Honorary members are proposed and named by the Board. The honorary members are not linked to financial liabilities and don't have a right to vote. They can engage in the sensible organization objectives.
4. Every individual who is a least aged 18 and who has proven in the past to have actively supported the aim of the organization in their functions and make a financial contribution on a regular basis can become a full and voting member.
5. The application for admission has to be in writing.
6. The board of directors will then decide on the application for admission.
7. That one becomes a member upon payment of registration fee and annual membership fee which will be fixed by the General meeting and being reviewed from time to time.

3.3. ARTICLE VII CESSATION OF THE MEMBERSHIP

1. The membership ends through resignation, expulsion, death or dissolution of the organization.
2. A member who wishes to resign from the organization shall do so in writing to the secretary after which his/her details shall be deleted from the register.
3. Any member whose utterances or general behavior shall stand to jeopardize the smooth running of the organization shall face expulsion or suspension if 2/3 of members of the organization specially convened and at which he/she has been given a reasonable opportunity of attending and being heard.

3.4 ARTICLE VIII NUMBER OF BOARD MEMBERS

Until otherwise varied by a special resolution passed at a general meeting. There shall have a minimum of three and a maximum of nine members of the board. The board shall minimum consist of the Chairman, Secretary General and Treasurer. The board shall be the decision making and executive organ of the organization.

Provided that the Country Director / Chief Executive may serve as the Secretary General, and even where Country Director / C.E.O shall not be the Secretary General he/she shall be a member of the board ex-officio.

3.5 ARTICLE IX THE MANAGEMENT STRUCTURE

There shall be the office of the Secretary General who shall be the head of secretariat.

The Secretary General coordinates the international affairs and operations of the organization. He keeps contact with and reports to the international headquarter Project Lighthouse Africa e.V.

The Country Director / Chief Executive Officer will oversee, coordinate and manage the day to day affairs of the organization and all local operations within Kenya. He/She is corresponding with local stakeholders and the Secretary General (if not in personal union with Secretary General).

The Country Director / CEO shall be – beside the Chairperson, Secretary General and Treasurer – responsible for the expenses incurred in setting up and registering the organization and may exercise such powers of the organization as are not required by this constitution to be exercised by a general meeting to achieve the objective of the organization. No regulations made by the organization in a General Meeting shall invalidate any prior act of the management which would have been valid if such regulations had not been made.

The Country Director / CEO shall be responsible to the General meeting and Board of Directors. He/she can be an employee of the organization and his/her office shall fall under the secretariat whose term of service shall be determined by the board of directors. He/she shall inter alia:

- a) represent and act on behalf of the organization generally within Kenya
- b) do all such act as may be necessary of the efficient running of the organization affairs within Kenya
- c) keep full complete and up to date record of the organization's affairs

3.6. ARTICLE X FIRST APPOINTMENT TO THE BOARD

The interim members to the Board shall be appointed in writing by the subscribers to this constitution and shall include three persons who shall act respectively as the Chairman, Secretary General and Treasurer of the organization; until the conclusion of the first annual general meeting when a substantive Board shall be appointed to serve for a period of 4 years provided that a member of the Board shall be a full member of the organization.

3.7 ARTICLE XI OTHER APPOINTMENT TO THE BOARD

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

3.8 ARTICLE XII ALTERNATES

Any member of the Board may appoint another Board 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 any alternate appointed to him. The appointment of an alternative shall be revoked ipso facto, if his appointer ceases to be a member of the Board. Every appointment and revocation under this paragraph shall be effected by notice in writing under the hand of the appointer served on the organization and such alternate.

3.9 ARTICLE XIII OFFICE BEARERS

1. The board of directors represents the organisation in and out of court. The Chairman is entitled to represent the organisation alone. The Secretary General or the Country Director plus any other member of the board are entitled to represent the organisation.
2. The board is elected by the General Meeting for the duration of four years.
3. Only full-aged (18 years), voting members of the organisation can become board members.

4. Re-election of board members is allowed.
5. The board shall remain in office until a new board of directors is elected.
6. With the termination of membership in the organisation, the office as a board member ends as well.
7. The board carries out the ongoing operations of the organisation and provides for the procurement, deployment and management of financial and material resources of the organisation. It can delegate the executive power to an Chief Executive Officer which will be appointed by the board of directors and which will be a member of board ex-officio.
8. Members of board may be remunerated with an allowance being appropriate for the task. Details shall be set forth in a code of remuneration in order to avoid possible manipulation.
9. Minutes about the meetings of the board have to be drawn up and be signed by the Chairman and Secretary General.
10. The Treasurer is obliged to orderly keep record of the receipts and expenditures of the organisation and show the general assembly cash report.
11. The retirement of a board member will not effect the term of office for the other board members.
12. The board of directors may establish adhoc committees to address specific issues
13. If required the board may employ a CEO and other employees for the secretariat on salary basis.
14. If the Chairman, during its term of office, should cease to be a member of the Organization, resign from office or die, the directors shall elect one of their members to hold office until the next Annual General Meeting when a new Chairman shall be elected. The same procedure shall apply to the Secretary General and the Treasurer.

3.10 ARTICLE XIV DUTIES OF OFFICE BEARERS/OFFICIALS

That unless prevented by illness or absence of leave the **Chairperson** shall chair all meetings of the Board and all general meetings. He/she shall provide and develop general guidelines and strategies related to the affairs and development of the organization

The **Secretary General** shall;

- a) ensure the coordination of the international operations of the organization.
- b) keep in contact with and report to the international headquarter Project Lighthouse Africa e.V.
- c) Keep minutes of the meeting of the Board of Directors and the General Meetings.
- d) Responsible for all correspondence and publicity on behalf of the Organization
- e) Arrange for meetings of the organization on instructions of the Board of Directors, in
- f) Special circumstances, on the instructions of General Meetings.

The **Treasurer** shall in general ensure that proper accounting procedure are adhered to, and shall;

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

3.11 ARTICLE XV REMOVAL OF BOARD MEMBERS OTHER THAN OFFICIALS

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

3.12. ARTICLE XIX DISQUALIFICATION OF MEMBERS OF THE BOARD

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

- a) If a receiving order is made against him or he makes an arrangement or composition with his creditors;
- b) If he fails to attend the meetings of the Board for a period of six months, except by special leave of the Board;
- c) If by notice in writing to the organization he resigns his office;
- d) If he is removed from office by a resolution duly passed under this constitution.
- e) If he is removed from membership of the Organization pursuant to a resolution of the Organization.

3.13. ARTICLE XVIII 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 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 a 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 or 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.

4.0 PART IV: MEETING AND QUORUMS

4.1 ARTICLE XVI: PROCEEDINGS OF THE BOARD

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

4.2 ARTICLE XVII CALLING OF MEETINGS

1. Normal Meetings

All normal meetings of the Board shall be summoned by the Secretary General, 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 General 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 GENERAL MEETINGS

1. The organization shall in each year 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 Meeting of the Organization and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

2. The Annual General Meeting shall be called Ordinary General Meeting and all other general shall be called Extraordinary General Meetings.

4.4 ARTICLE XXI MANNER OF CONVENING EXTRA ORDINARY GENERAL MEETINGS

1. The Board may, whenever it think fit, convene an Extraordinary General Meeting;

2. The Board shall also, on the requisition of not less than one-third of the full members of the organization, proceed to convene an extraordinary General Meeting, provided that the requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office.

4.5 ARTICLE XXII NOTICE OF GENERAL MEETINGS

Twenty one (21) days' notice at least (exclusive of the day on 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 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 if it is so agreed by all the full members entitled to attend and vote provided also that the accidental omission to give notice to or the non-receipt of notice of a meeting by any person entitled to receive such notice shall not invalidate the proceedings of that meeting.

4.6 ARTICLE XXIII PROCEEDINGS AT GENERAL MEETINGS

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 the expectation of the consideration of the accounts and balance sheets, the reports of the Board and Auditor, the elections of the board, 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 continue constitute a 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 full 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 his absence 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 full

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 adjourn 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 adjourned meeting shall be given as in the case of an original meeting.

4.7. ARTICLE XXIV VOTING AT GENERAL MEETINGS

1. Every full 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 Chairman may require him to withdraw during the discussion, and he case withdraw accordingly.
2. On a poll, votes may be given personally or by proxy, provided that the instrument appointing a proxy shall be in writing under hand of the appointer or of his attorney duly authorized in writing. A proxy need not be a member of the organization provided that no person shall be entitled to be appointed a proxy more than two absent members.
3. The instrument appointing a proxy and the power of the attorney or other authority, if any, or other authority, if any, or a notarially certified copy of that power or authority shall be deposited at the officer or at such other place convening the meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less 24 hours before the time appointed for taking the poll, and in 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 by 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 one member. Unless a poll is so demanded a declaration of the result of the show of hands demanded by at least one member. 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 favor of or against such a resolution.

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 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 takes place, or at which a poll is demanded, shall be entitled to a second or casting vote.

5.0 PART V: FUNDS AND RESOURCES UTILIZATION

5.1 ARTICLE IXVI 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 dividend, gift bonus or otherwise by way of profit to the members of the Organization provided that nothing herein shall prevent, good faith, of reasonable and proper remuneration to any officer or servant of the Organization or any member or 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 rates on money lent or reasonable and proper rent for premises demised or let by any member to the organization.

5.2 ARTICLE XXVII DISCLOSURE OF INTEREST IN CONTRACTS

A member of the Board who is in anyway, whether directly or indirectly, interested in a contract or proposed contract with the organization shall disclose the nature of his interest as 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.

5.3 ARTICLE XXVIII 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 to the organization.

5.4 ARTICLE INDEMNITY OF BOARD MEMBERS

Every member and other officers or servant 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 such person may incur or become liable for the reason of any contract entered into, or act 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.

5.5. ARTICLE XXX MEMBERS' CONTRIBUTION TO ASSETS ON WINDING UP

If upon the winding up or dissolution 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 to the organization but shall be given or transferred to Project Lighthouse Africa e.V. or other institution or institutions having objects similar to the objects of Project Lighthouse Kenya, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as is imposed on the organizations.

Provided that such institution or institutions is or are to be determined by the members of the organizations at or before of 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.

5.6. ARTICLE XXXI 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 expected 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 member 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 the 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 annexed or attached thereto or to accompany the same shall, not less than twenty one (21) clear days before the date of the Annual General Meeting be sent to the Auditors and to all other persons entitled to receive notice, of such meetings in the prescribed manner.

5.7 ARTICLE XXXII 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 while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act.
3. The remuneration of the Auditors of the Organization shall be fixed on 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 Auditors 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 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 explanation 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.

5.8. ARTICLE XXXIII ARBITRATION CLAUSE

Save where by this Constitution the decision of the Board is made final if at any time hereafter any dispute difference or question shall arise between the Founders, Members Trustees (if any) or other persons or their personal representatives or any of them respectively touching the construction meaning or effect of this constitution or any cause or thing therein contained or the rights or liabilities of the said parties respectively or any of them under this Constitution or other wise howsoever in relation to the constitution then every such dispute or question shall be referred to arbitration by a single arbitrator appointed by agreement between the parties and default of such agreement by the chairman for the time being of the chartered institute of Arbitrators' (Kenya Branch) in accordance with and subject to the provisions of the Arbitration Act (chapter 49) of the Laws of Kenya or any statutory modification or reenactment thereof for the time being in force.

5.9 ARTICLE XXXIV INSPECTION OF BOOKS OF ACCOUNTS AND LIST OF MEMBERS OF THE ORGANIZATION.

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

5.10 ARTICLE XXXV FINANCIAL YEAR

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

6.0. Part VI AMENDMENTS TO THE CONSTITUTION.

6.1 ARTICLE XXXVI AMENDMENTS

Subject to the provisions of Regulations 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.

7.0. PART VII DISSOLUTION AND DISPOSAL OF PROPERTY

7.1. ARTICLE XXXVII DISSOLUTION

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.

1. The Organization will not be dissolved without prior consent in writing to the non-governmental organizations co-ordination board, obtained upon a written application addressed to the Executive Director of the Non-governmental Organization Co-ordination Board and signed by three of the officials of the organization.
2. Upon dissolution of the organization, its remaining assets shall be distributed to Project Lighthouse Africa e.V. or another organization with similar to the objectives of Project Lighthouse Kenya.

As of 24th June 2010