

CONSTITUTION

OF

MFANGANO

DEVELOPMENT

FORUM

(MDF)

CONSTITUTION OF **MFANGANO** **DEVELOPMENT FORUM** **(MDF)**

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CONSTITUTION OF **MFANGANO** **DEVELOPMENT FORUM**

The Organization constituted by these rules and regulations shall be known as the **MFANGANO DEVELOPMENT FORUM (MDF)** a registered non-governmental, non-profit and non-political community-based organization (CBO) (Hereinafter the Organization), for the interest, service and benefit of the great people of Mfangano Division, Suba North Sub-County, Homa-Bay County, Kenya.

1. NAME OF THE ORGANIZATION.

The name of the Organization shall be **MFANGANO DEVELOPMENT FORUM (MDF)**.

2. REGISTERED OFFICE.

The registered office of the Organization shall be in Sena, Mfangano Island. The postal address shall be Mfangano Development Forum, Post Office Box Number 148-40305, Mbita, Kenya.

Email address: **mfangano-devforum@gmail.com**

Website:

3. VISION AND MISSION STATEMENT.

“Realizing all-inclusive Prosperity, Cohesion and Peace”.

4. CORE VALUES.

- a) Teamwork and unity.
- b) Courage in resolving complex socio-economic issues.
- c) Integrity.
- d) Community Service, Partnership and Networking.
- e) Respect for cultural heritage and diversity.
- f) Sustainable Environmental Conservation and Protection.
- g) Inclusivity.

5. OBJECTIVES.

The Organization will seek to:

- 1) Enhance and safeguard the interests and welfare of the Mfangano Community.
- 2) Maintain the dignity and respect for the culture and values of residents of Mfangano Division.
- 3) Provide leadership and resources to spur development within Mfangano Division, in thematic areas including;
 - i) Education and Vocational Training
 - ii) Transport and Infrastructure
 - iii) Health and Sanitation
 - iv) Finance, Enterprise Development, Tourism and Planning
 - v) Agriculture, Livestock and Fisheries
 - vi) Land, Water and Environment
 - vii) Sports, Culture, Gender, Talent Development and Management
 - viii) Language, Culture and Heritage
 - ix) Public Administration, Legal Affairs and Security
- 4) Promote partnerships and collaboration with other stakeholders including local Community Based Organizations, Non-Governmental Organizations, International Organizations, County Governments and the Government of Kenya.
- 5) Promote enterprise, employment and economic activities in Mfangano Division.
- 6) Seek, retain, disseminate and exchange data and other information with local and international organizations.

6. POWERS AND FUNCTIONS OF THE ORGANIZATION.

- 1) To undertake continuous needs assessment and establish, with respect to ideas and development resources in the thematic areas including;
 - a) Education and Vocational Training
 - b) Transport and Infrastructure
 - c) Health and Sanitation
 - d) Finance, Enterprise Development, Tourism and Planning
 - e) Agriculture, Livestock and Fisheries
 - f) Land, Water and Environment
 - g) Sports, Culture, Gender, Talent Development and Management
 - h) Language, Culture and Heritage
 - i) Public Administration, Legal Affairs and Security

- 2) To discuss and provide leadership, advice and oversight through its various organs in an endeavor to achieve its aims and objectives, of developing the aforesaid among other identified thematic areas.
- 3) To partner with registered institutions and community based organizations and societies locally, regionally, nationally and internationally in order to mobilize the requisite financial and material resources.
- 4) The organization will mobilize resources through appeals subscriptions and donations to promote its aims and objectives.
- 5) The organization will purchase, lease, hire or otherwise acquire any real or personal property, in its name and or a registered company and or all purposes vehicle and will maintain and alter or modify any building structure under its management for purpose of the organization's use as circumstances may dictate.
- 6) The organization, if need be, will employ full and or part time staff to fulfill its aims and objectives, and set their salaries and or allowances.
- 7) To hold meetings, academic crusades, classes, training, lectures, seminars, workshops and exhibitions as part of its outreach and engagement mission.
- 8) The organization will join, liaise with, establish or assist other organizations having similar aims and objectives in furthering common interests.
- 9) The organization will publish books, reports, newspapers, leaflets among others as a means of enhancing informed awareness with respect to its objectives.
- 10) The organization will hold bank accounts in its name, and transact as will be necessary from time to time.
- 11) The organization will enter into contracts and or agreements with third parties, which shall be executed on its behalf by the Chairman and witnessed by the Secretary or any other authorized member of the Management Committee.
- 12) The organization will do all such other lawful things as are necessary and may be incidental to the furtherance of its aims and objectives.

7.1. MEMBERSHIP.

- 1) One qualifies to be a member if he/she is an Omwivuang'ano by birth, lineage or assimilation and is of 18 years of age.
- 2) A member shall be required to register upon payment of mandatory non-refundable fee of Kshs. 1,000.00.
- 3) Registered members shall pay an annual subscription of non-refundable amount of Kshs. 5,000.00 by 31st January every year. This shall be subject to review from time to time by the organization during the Annual General Meeting (AGM).
- 4) Corporate membership may be offered to local organizations, including faith-based organizations, learning institutions or to public and private facilities offering services to the residents of Mfangano Division. The membership fees for corporate members shall be set by the Management Committee.
- 5) Honorary membership may be offered to members of the Organization, or to non-members whom the Management Committee deems to have rendered and/or are rendering outstanding service and/or are of benefit to the people of Mfangano Division. Honorary membership shall be for life and shall be limited to a maximum of twenty individuals at any one time. No membership fees and or annual subscription fees shall be applicable for this category.

7.2. RIGHTS OF MEMBERS.

The rights of members shall be to;

- 1) Elect and be elected to the organs of the Organization, subject to the Organizations Constitution, except for Honorary and Corporate Members.
- 2) Enjoy the use of all facilities and services of the Organization, subject to this constitution.
- 3) Receive periodically and regularly or upon request, statement of account in respect of his/her transaction with the Organization.
- 4) Access all legitimate information relating to the Organization including internal regulation, minutes, accounts, inventories and audit reports, vote on all matters put before a general meeting of the Organization.
- 5) All other rights prescribed by the rules of the Organization.

7.3 MEMBERS' OBLIGATIONS.

The General Obligation of members is to;

- i. Observe and comply with the organization's constitution and decisions taken by the organs of the organization in accordance with this constitution.
- ii. Pay up contributions and any other payments as provided by this constitution.
- iii. Support projects carried out by the organization, which are approved by the relevant committees and authorities.
- iv. Identify and initiate projects that serve common good .
- v. Safeguard the greater interests of the Mfangano community.
- vi. Report to relevant authorities and the Forum non-conformities which may injure the aspirations of the organization.

7.4. CEASATION OF MEMBERSHIP

A person shall cease to be a member of the organization through the following ways:

1. Death.
2. Withdrawing from membership
3. Suspension and or Expulsion from the Organization for members who:
 - i. Willfully fails or fails to comply with the organization's constitution
 - ii. Willfully defaults in contribution and payments
 - iii. Are Convicted of criminal offences
 - iv. Act in anyway detrimental or prejudicial to the interest of the Organization
 - v. Act contrary to approved resolutions of the AGM or provisions of the code of ethics of the Organization.
4. A member with no liability or outstanding obligation in respect of other member funds or loans (debts) may withdraw membership at any time and shall give a notice of sixty days to the management Committee who shall respond within 30 days.
5. A member who wishes to withdraw but has pending liabilities in forms of a debt owed to the organization shall have his/her share of funds in the organization used to settle the debt before any refunds.

6. A Member whose membership is terminated for non-payment of the annual subscriptions shall apply for readmission in the normal procedure if he/she wish to be reinstated after paying the outstanding fees.
7. Failure of a member to observe rules and regulations of the Organization shall result in termination of membership; provided that a member may terminate his/her membership by a written notice to the Secretary of the Organization and shall be effective after ratification by the Management Committee.
8. Withdrawal, expulsion or termination of membership shall not exonerate a member from existing personal or membership liability to the Organization.
9. Provided that Membership of a member may be restored after payment of dues and approval of reintroduction into membership by the Management Committee.

8.1. ORGANS OF THE ORGANIZATION

The organs of the Organization shall be:

- 1) The General Assembly
- 2) The Advisory Council
- 3) The Management Committee
- 4) The Sub-Committees

8.2. THE GENERAL ASSEMBLY

This shall be the Annual General Meeting (AGM) or a Special General Meeting (SGM) of Members and is the highest organ of the Organization in terms of policy, legislation and decision making.

8.3. THE ADVISORY COUNCIL

- 1) Shall be an arbitrator, oversight and advisory body. It will also be referred to as 'The council of Elders'.
- 2) It will comprise of not more than 9 members, who are persons from Mfangano Division, and who have demonstrated leadership and experience in the regions affairs.
- 3) The Advisory Council shall upon formation elect its chairperson and secretary.

- 4) The Council shall meet at such times and places as it shall resolve but shall meet at least once in every 4 months.
- 5) Any membership vacancies in the Council caused by death or withdrawal shall be filled by the Council on an interim basis, until the next annual general meeting of the Organization.
- 6) The Council shall be responsible for the Vision, guidance, advice, arbitration; general policy approval and oversight of the Organization and for that purpose will work closely with the office bearers as to the manner in which, within the Organization's constitution and the law, they shall perform their duties.
- 7) The quorum for meetings of the Council shall be not less than a majority of the members of the Council,
Provided that the members present at the next meeting after an adjourned meeting due to quorum, shall be the quorum.

8.4. THE MANAGEMENT COMMITTEE

- i. Shall be composed of the Chairperson, Vice Chairperson, Secretary, Assistant Secretary, Treasurer, Organizing Secretary, and the Conveners of the Sub-committees.
- ii. The management committee members shall be elected from the fully paid-up members and will be responsible for the day-to-day running of the Organization and shall report to the General Assembly.
- iii. No member shall serve in the Management Committee for more than six years consecutively. However, they may vie again for positions, but only after the lapse of at least one three-year term. The Members under special circumstances may waive this requirement, supported by an AGM resolution.
- iv. The Management Committee shall have power to form sub-committees it deems necessary for the execution of the objectives of the Organization, for the adoption by the Members. The sub-committees provisionally proposed are;
 - a) Education and Vocational Training
 - b) Transport and Infrastructure
 - c) Health and Sanitation
 - d) Finance, Enterprise Development and Planning
 - e) Agriculture, Livestock and Fisheries
 - f) Land, Water and Environment
 - g) Sports, Culture, Gender, Talent Development and Management.
 - h) Language, Culture and Heritage
 - i) Public Administration, Legal Affairs and Security

- v. The Management Committee shall meet at such times and places as it shall resolve but shall meet at least once in every 3 months.
- vi. The Management Committee if need be, will employ full and or part time staff to fulfill the Organization's aims and objectives, and set their salaries and or allowances.
- vii. The Chairman and Secretary of the Management Committee shall be ex-officio members of the Advisory council and all other sub –and or ad hoc committees.
- viii. The quorum for meetings of the Management Committee shall be not less than the majority of the members of the Management committee,
Provided that the members present at the next meeting after an adjourned meeting due to quorum, shall be the quorum.

8.5. THE SUB- COMMITTEES

- 1) They shall be composed of the Convenor and Co-Convenor who shall be Chairman and Secretary respectively and an additional maximum of 7 members, nominated by the Management Committee, with the approval of the members.
- 2) They will be responsible for the day to day running and management of the activities of the specific sub-sector and or thematic areas of the Organization and shall report to the Management Committee.
- 3) The Convenors of the respective Sub Committees shall be members of the Management committee.
- 4) The quorum for meetings of the Sub-Committees shall be not less than a majority of the members of the committee,
Provided that the members present at the next meeting after an adjourned meeting due to quorum, shall be the quorum.

8.6. FUNCTIONS AND POWERS OF THE MANAGEMENT COMMITTEE

- 1) Shall uphold the constitution.
- 2) Shall formulate and execute policy of the organization.
- 3) Shall represent the organization in all matters and execute counsel of the advisory council.

- 4) Shall invite, nominate, accept, suspend, dismiss or restore the membership of the person(s) according to the provisions of membership in the constitution.
- 5) Shall approve progress reports from the various sub-committees after every 4 months for discussion and adoption.
- 6) Shall nominate any member(s) to fill the vacancy left by office bearers.
- 7) Shall appoint the Auditor with the approval of the Members.
- 8) Shall receive reports, audited accounts and present them to the Organization for approval.
- 9) Shall fix date, time and place for holding general meeting as and when due.
- 10) Shall maintain and update a register of members.
- 11) Shall develop internal policies and make rules and or by-laws which shall be used to address matters affecting the Organization's aims and objectives.
- 12) May nominate members to the Management committee up to a maximum of three members where it is deemed necessary.
- 13) May co-opt members with specific skill and expertise to the Management Committee and or a Sub-committee provided they shall have no voting rights.
- 14) May form an ad hoc committee to perform specific function/task.

8.7. OFFICE BEARERS

- a) The office bearers of the Organization shall be:
 - i. Chairperson
 - ii. Vice Chairperson
 - iii. Secretary
 - iv. Vice Secretary
 - v. Treasurer
 - vi. Organizing Secretary
- b) All office bearers shall be fully paid members of the Organization and shall hold office for three consecutive years and will be eligible for re-election for only one other term in the same position.

- c) Office bearers' services to the Organization shall be on a voluntary basis, at the formative stage of the Organization, but may be paid honoraria, at a later time, upon the Organization's attainment of financial sustainability.
- d) Any office bearer who ceases to be a member of the Organization shall automatically cease to hold office thereof.
- e) Any Office bearer of the Organization may be suspended from office by a two thirds majority decision of all the members of the Committee entitled to attend and vote, and the Committee shall have powers to appoint one of its members to act in such post, pending the decision of the General Assembly whether or not such an official should be re-instated or dismissed.
- f) The official shall be given 7 days' notice to show cause in writing why he/she should not be suspended and shall be allowed to defend himself/herself at the General Assembly, before the final decision is made.
- g) In the event of more than three officials of the Organization ceasing to be office bears during their term of office, on account of death, resignation or dismissal, a Special General Meeting shall be convened to elect officers to fill the vacancies.

8.8. DUTIES OF OFFICE BEARERS

a) Chairperson

- i. The Chairperson will be the key spokesperson of the Organization and shall normally represent the Organization at all fora.
- ii. The Chairperson shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Management Committee, and at all General Meetings, and the Annual General meetings.
- iii. In the unlikely event that the Chairman and Vice Chairman are absent and provided that those present will constitute a quorum, the members present shall appoint a Chair for a scheduled meeting.
- iv. He/she shall ensure that meetings are conducted in an orderly manner and as per the agenda of the meeting.
- v. He/she have power to order any member who might be causing undue disturbances to leave the meeting.

- vi. In conjunction with the Management Committee, the Chairperson shall be responsible for the general administration of the affairs of the Organization.
- vii. He/she shall sign the minutes of the meetings.
- viii. He/she shall have power to convene a special Management Committee meeting as and when necessary.

b) Vice Chairperson

The Vice Chairperson shall perform any duties of the Chairperson, in his/her absence and any other specified duties assigned to him/her by the Chairperson.

c) Secretary

- i. The Secretary shall deal with all correspondence of the Organization.
 - ii. The Secretary shall record and keep the minutes of all the meetings of the Advisory Council, the Management Committee, and the Annual General Meeting or Special General Meeting. Such minutes shall be made available within 7 days of holding the meeting.
 - iii. The Secretary shall send notice of all Management Committee meetings to the members of the committee along with an agenda, not less than 7 days before any such meeting.
 - iv. The Secretary shall send out notices of the Annual General Meeting at least 21 days before the date thereof and Notice of Special General Meeting not less than 14 days before the date thereof.
 - v. The Secretary shall execute all decisions of the respective Committee meetings, except where such are specifically assigned in the meeting for action to another committee member.
 - vi. The Secretary shall prepare and submit an annual report on all the activities of the Organization at the Annual General Meeting.
 - vii. The Secretary shall receive, for discussion and adaption by the Management Committee, Quarterly reports on the activities of the Sub-Committees, as prepared and submitted by the respective sub-committee Co-Convenors.
- d)** In case of urgent matters where the Committee cannot be consulted, he/she shall consult the Chairperson or if he/she is not available the Vice Chairperson and make a decision. The decision reached and action taken shall be subject to ratification or otherwise at the Management Committee meeting.

e) Vice Secretary

The Vice Secretary shall perform any duties of the Secretary in his/her absence and any other specified duties assigned to him or her by the Committee.

f) Treasurer

- i. The Treasurer shall receive and transact under the directions of the Management committee, all moneys belonging to the Organization and shall issue and receive receipts for all moneys paid to and by him/her.
- ii. The treasurer shall be responsible to the Management Committee and to the members, ensuring that proper books of accounts of all moneys received and paid by the Organization are written, preserved and available for inspection.
- iii. He/she shall reply for the Secretary to all letters on Finance of the Organization.
- iv. The Treasurer shall be one of the bank signatories for the Organization, and he shall remain ultimately responsible for the funds in the bank, and shall provide visibility to the Management Committee on bank balances, withdrawals and deposits.
- v. The Treasurer shall authorize all financial transactions of the Organization as approved by the Management Committee.
- vi. The Treasurer shall work with the Management Committee on receipting, and petty cash administration and he shall also ensure proper keeping of all financial documents.
- vii. The Treasurer shall prepare and present financial statements to the Management Committee and upon their approval, present the same to the Auditor and in collaboration with the Auditor, prepare and present the audited report to the Annual General Meeting.
- viii. The Treasurer shall be responsible for keeping a current register with names and addresses of all paid up members of the Organization and update the same regularly.

g) Organizing Secretary

- i. Is responsible for organizing all meetings and public functions and activities of the organization.
- ii. He/she is the public relations and liaison officer of the Organization

- iii. He/she will also serve as the master of ceremonies at the organization's public functions.
- iv. Ex –officio member of all sub and or ad hoc committees.

9. GENERAL MEETINGS

There shall be two classes of general meetings – Annual General Meeting (AGM) and Special General Meeting (SGM).

A. Annual General Meetings

- i. The Annual General Meeting shall be held not later than 4 months after the close of the Organization's Calendar year.
- ii. Notice in writing of such Annual General Meeting, accompanied by the Annual Statement of Account and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting.
- iii. The Agenda for any Annual General Meeting shall consist of the following:
 - a. Confirmation of the minutes of the previous Annual General Meeting.
 - b. Consideration of the audited accounts.
 - c. Approval of Auditors
 - d. Such other matters as the Management committee may decide or as to which notice shall have been given in writing by a member to the Secretary at least 28 days before the date of the meeting and approved by the committee.
 - e. Any other business with the approval of the Chairperson.
- iv. Quorum for General Meetings shall be one third (1/3) of the registered members of the Association.

B. Special General Meetings

- i. A Special General Meeting may be called for any specific purpose by the Committee. Notice in writing of such meeting shall be sent to all members in not less than 7 days before the date thereof. No other matter shall be discussed other than that stated in notice convening Special General Meeting.
- ii. A Special General Meeting may also be requisitioned for a specific purpose by order in writing to the secretary of not less than a one thirds of registered and fully paid up members and such meeting shall be held within 21 days of the date of the requisition. No other matter shall be discussed other than that stated in their requisition.

- iii. Quorum for General Meetings shall be one third (1/3) of the registered members of the Association.

9.2: PROCEDURE AT MEETINGS

- a. All meetings of the Organization may be attended physically or virtually or a hybrid of the two.
- b. At all meetings of the Organization, the Chairperson, or in his/her absence, the Vice Chairperson or in the absence of both these officials, a member nominated at the meeting shall take the chair.
- c. The Chairman of the meeting may at his/her discretion limit the number of persons permitted to speak in favor of and or against any motion.
- d. All the decisions or resolutions at Organization's meetings shall be proposed, seconded and carried and or decided through a voting by show of hands or a secret ballot or any other method agreed by the majority of the present members.
- e. The decision of the simple majority of the votes cast shall hold except where this constitution stipulates a different threshold. In case of equality of the cast votes, the Chairman of the meeting shall settle the matter by using his discretion and shall have a casting vote.

10.1. SOURCES OF ORGANISATION FUNDS.

- i) The following shall be the sources of the organization's fund;
- a) Registration fee
 - b) Members annual subscription fees
 - c) Any surplus resulting from the Organization operations
 - d) Donations/grants.
 - e) Loans from financial institutions.
 - f) Proceeds from the Organizations investments.
 - g) Fundraising.
- ii) All Organization funds shall be kept in the Organization's bank accounts.
- iii) These sources are not exclusive and may include other methods which shall be considered by the Management Committee from time to time.
- iv) All funds shall be kept in the Organization's bank accounts.

10.2. USE OF ORGANIZATION FUNDS

The funds of the organization shall only be used for the following purposes:

- 1) To enhance and safeguard the interest and welfare of its members.
- 2) To promote the listed objectives and aims of the Organization.
- 3) As proposed by the finance sub-committee, with approval of the Management Committee.

10.3. FINANCIAL MANAGEMENT PROCEDURES

- 1) The Management Committee shall have powers to set up a sub-committee whose mandate will be to formulate ways of raising or generating funds for the Organization.
- 2) The Management committee shall open and operate Bank Accounts in the name of the Organization with reputable banks approved by the Management Committee.
- 3) The management committee shall nominate four members to operate the Organizations bank account(s), one of whom MUST be the Treasurer.
- 4) The bank account signatories shall be four with at least three required to sign cheque or any other instrument for any withdrawal from the bank .
- 5) All the cheque books, ledger accounts, bank statements, banking and withdrawal documents of the Organization shall be made available for scrutiny on demand by the Management Committee, at any time, but where notice of not less than 24 hours has been given.
- 6) Audited accounts shall be presented each year at the Annual General Meeting by the independent Auditor.
- 7) A financial report shall be presented at every meeting of the Management committee, unless under exceptional circumstances the Management committee waives this requirement and provided it shall not waive the requirement at any two consecutive meetings.
- 8) A printed book of receipts for all monies received on behalf of the Organization from all sources shall be kept. Each receipt shall be signed by the Treasurer or a person authorized by him/her for whom the Treasurer alone will be responsible. The source of money and the date received shall also be recorded. In the case of subscriptions, the receipt shall record the period which is covered.

- 9) The financial year of the Organization shall run from the 1st January to 31st December. Half yearly management accounts shall be prepared by the Treasurer by 31st August each year and presented to the Management Committee.
- 10) The Organization shall be able to acquire property and own assets, buy shares in viable ventures and own ordinary and special shares and debenture stock, in her own name.
- 11) The Organization, shall not act as custodian, trustee, executor, administrator, secretary, liquidator, manager, depository agent, registrar, attorney or nominee of, or for any person, company, corporation, Association, scheme, trust fund, company, Government, state, municipal or other body politic or corporate. Provided that the Organization may however be involved in any of the aforementioned commercial ventures, if it forms a Special purpose (SPV) Limited Liability company (as a body corporate) to handle such ventures.
- 12) The Organization may be involved in commercial projects for furthering the aims, interests and welfare of its members and in furtherance of this, it may enter into contracts or agreements on behalf of its members with possible donors to facilitate this activity.
- 13) The assets of the Organization shall be acquired and or registered in its name.
- 14) Assets shall only be disposed of by permission granted in writing by the Management Committee and approval of and or ratification by the members of the Organization, and in the event of disposal of any of the said assets documentary evidence together with the letter of authority to dispose of such assets from the Management Committee shall be filed and kept for a period of not less than five years, failing which the officials concerned shall be held responsible and shall be required to physically or otherwise replace the asset.
 - a) All moneys and funds shall be paid to and received by the Treasurer and shall be deposited by him/her in the name of the Organization in the bank approved by the Management Committee. The Organization shall operate an electronic banking system through which all transaction shall be conducted.
 - b) No payments shall be made out of the bank account without a resolution of the Management Committee authorizing such payments and all cheques on such bank account shall be signed by the persons mandated by the Management Committee.

- c) The Organization shall establish and operate a petty cash fund that shall be approved by the management committee for which proper account shall be kept as in the By –laws and or Financial Management Policy developed.
- d) The Management Committee shall have the power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any funds or property of the Organization.
- e) The Management Committee shall develop a Finance Management Policy that shall guide management of the financial resources of the organization.

11. AUDITORS

- a. An independent auditor shall be appointed for a term of two years and shall be eligible for appointment for a further two years' term during the annual general meeting. The treasurer shall produce accounts of receipts and payments and a statement of assets and liabilities made up to the last day of the financial year. All the Organization's accounts, records and documents shall be audited before the date of the Annual General Meeting. The auditors shall audit the accounts and present the audit report to the members during the annual general meeting.
- b. A copy of the auditor's report on the accounts and statement together with such accounts and statements shall be furnished to all members at the same time as the notice convening the Annual General Meeting is sent out. An Auditor shall be paid an audit fee for their service.
- c. An auditor shall not be an office bearer of the Organization.

12. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of accounts and all documents relating thereof and a list of the members of the Organization shall be available for inspection at the registered office of the Organization by any member of the Organization, on giving not less than 14 days' notice in writing to the Management Committee.

13. DISPUTE RESOLUTION

- 1) All disputes and or complaints between a member and a member shall be reported to the Management Committee in writing and shall be resolved by the committee within 30 days.

- 2) All disputes between sub-committees shall be reported by respective conveners in writing and shall be resolved by the Management Committee within 30 days. An appeal of the Management Committee decision shall lie with the Advisory Council and resolved within 60 days.
- 3) An appeal against a decision of the Management Committee shall be forwarded to the Advisory Council, who shall be required to resolve the matter within 90 days. The decision of the Advisory Council on the said matter shall be considered final.
- 4) All disputes and or complaints between a member(s) and an official(s) shall be reported to the Advisory Council in writing and shall be resolved by the Council within 90 days, whose decision shall be final.
- 5) The decision of the Advisory Council and or the Management Committee shall include surcharge, suspension, expulsion of a member and or official and or monetary fines and or compensation.

14. AMENDMENT TO THE CONSTITUTION

- i. Amendment to the Constitution of the Organization must be approved by at least two thirds majority of registered members at the Annual General Meeting.
- ii. Any claim for an amendment shall be submitted to the Management Committee, who shall deliberate on the claim and approve it.
- iii. After approval, the Management Committee shall table such proposed amendment/s at the General Assembly for discussion, approval or rejection by the members.

Provided that the amendment can only be adopted, with the written approval of the Ministry in charge of the registration and supervision of Community Based Organizations, upon application to it, made in writing and signed by three of the Organization's authorized office bearers.

15. DISSOLUTION

- a) The Organization shall not be dissolved except by a resolution passed at a General Meeting of members by a vote of two-thirds of registered members. If no quorum is obtained, the proposal to dissolve the Organization shall be submitted to a further General Meeting which shall be held 30 days thereafter. Notice of this meeting shall be given to all members of the Organization at least 14 days before the date of the meeting.

- b) When the dissolution of the Organization has been approved by members, no further action shall be taken by the Committees or any office bearers of the Organization in connection with the aims of the Organization , other than to pursue liquidation of all the assets of the Organization.
- c) Subject to the payment of all the debts of the Organization, the balance thereof shall be distributed in such manner as may be resolved by the meeting at which the resolution for dissolution is passed.
- d) Provided that: dissolution can only happen with the written approval of the Ministry in charge of the registration and supervision of Community Based Organizations.

16. TRANSITIONAL PROVISIONS

- 1) This constitution shall come into effect on the date and as at the time of the signing of the declaration clause.
- 2) The committee stipulated under Part III shall commence their duties as at the time when this constitution comes into effect.
- 3) The fees/subscriptions/contributions stipulated under this constitution shall be made after the coming to effect of this constitution.
- 4) In case of any fees/subscriptions/contributions made before the time this constitution comes into effect, the contribution shall be taken to have been made after the effective date.

17. DECLARATION.

This document has been formulated and agreed upon by all members of **MFANGANO DEVELOPMENT FORUM (MDF)**.It will be the authoritative guidance on the running of the Organizations affairs.

Chairman: DANIEL OUMA RAKORO.

Signature.....**Date: 20.08.2021.**

Secretary: DR. JACK KASOLE WASONGA

Signature.....**Date: 20.08.2021.**

Member: BERNARD OTIENO ODHIAMBO

Signature.....**Date: 20.08.2021.**