

THE NON-GOVERNMENTAL ORGANISATIONS CO-ORDINATION ACT
(Act No. 19 of 1990)

CONSTITUTION
OF
WINDLE INTERNATIONAL - KENYA

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**ARTICLE 1
NAME**

The name of the Organisation is **Windle International - Kenya**.

**ARTICLE 2
DEFINITIONS AND INTERPRETATION**

2.1 In this constitution, the words and expressions standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column, if not inconsistent with the subject or context.

Words and expressions	Meanings
"Act"	the Non-Governmental Organizations Co-ordination Act (Act No. 19 of 1990).
"Articles"	the articles of this constitution as now framed or as from time to time altered by special resolution.
"Auditor"	an external auditor, for the time being, of the Organisation, appointed under the provisions of Article 14 (<i>Auditors</i>).
"Board"	the board of management for the time being of the Organisation or the members of the Board present at a duly convened meeting of the Board at which a quorum is present.
"Director"	the executive director of the Bureau of the Non-Governmental Organisations Co-ordination Board appointed under section 5(1) of the Act.
"Organisation"	Windle International - Kenya.
"Secretariat"	the officials or office entrusted with the administrative duties, maintenance of records, and realisation of the purpose and objects of the Organisation under the supervision and direction of the Board.

- 2.2
- (a) The expression "in writing" or "written" shall include words written, printed, lithographed, represented, or reproduced in any other mode in visible form.
 - (b) Words signifying the singular number only shall include the plural number and vice versa.
 - (c) Words signifying the masculine gender only shall include the feminine gender.
 - (d) Reference to "non-executive member of the Board" shall be to a member of the Board other than the executive director of the Organisation appointed under sub-article 12.1 or to a member of the Secretariat who is also a member of the Board.

- (e) Words importing persons shall include corporations.
- (f) Reference to any provision of the Act shall be construed as a reference to such provision as modified or re-enacted by any act for the time being in force.
- (g) Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which this constitution becomes binding on the Organisation shall, if not inconsistent with the subject or context, bear the same meaning in this constitution.

ARTICLE 3
SITUATION OF REGISTERED OFFICE

The registered office of the Organisation will be situate in Nairobi, Kenya.

ARTICLE 4
NATURE OF THE ORGANISATION

- 4.1 The Organisation is a non-governmental organisation registered under the provisions of the Act.
- 4.2 The Organisation is a part of and subscribes to the practices, values, and policies of Windle International, a Charitable Incorporated Organisation registered in the United Kingdom.
- 4.3 Notwithstanding the provisions of sub-article 4.2, the Organisation shall have its own strategy and priorities, and its objects and powers shall be governed and exercised by the Board in the manner provided under this constitution.

ARTICLE 5
MAIN PURPOSE

The main purpose of the Organisation is to create lasting change and transformation in society by delivering quality education and training, advocating for, and influencing, education policy for refugees, the needy, and conflict-affected communities in Eastern and Central Africa.

ARTICLE 6
PRINCIPAL OBJECTS AND POWERS

Within the framework of the foregoing main purpose, the Organisation shall have the following principal objects—

- 6.1 to advance education, in particular the education of refugees, internally displaced people, other people affected by or at risk from conflict and natural disaster and their host populations;
- 6.2 to offer sustained and individually tailored education programmes to children of refugees and to such adult refugees as may be in need of such programmes;
- 6.3 to manage scholarships, including undergraduate and postgraduate scholarship programmes, training, exchange and leadership programmes in Kenya and internationally;
- 6.4 to promote inclusive and equitable quality education and lifelong learning opportunities for all;
- 6.5 to conduct research and facilitate policy dialogue;
- 6.6 to offer, as part of a commitment to sustainable development, financial and management support for the parents of student beneficiaries to enable such parents to pay school fees for their children;
- 6.7 to provide financial sponsorship and extra-curricular support and mentoring to refugees;
- 6.8 to use and/or disburse grants for training, staff support, seed money for new organisations or endeavours, as well as the continuation or expansion of ongoing programmes, and for materials and equipment, all of which must support and further the main purpose stated in Article 5 (*Main Purpose*);

- 6.9 to promote and strengthen educational and training capabilities of institutions and individuals whose object is to advance the object of the Organisation;
- 6.10 to promote, sponsor, assist in promoting and sponsoring or otherwise participate in activities intended to promote or advance the main purpose of the Organisation;
- 6.11 to employ experts, consultants, advisors, coordinators, administrative and other staff for all or any of the objects and purposes of the Organisation;
- 6.12 to raise, mobilise, and disburse funds and other resources for the promotion of the Organisation;
- 6.13 to purchase, take on lease, or any other means acquire any moveable or immovable property in Kenya and elsewhere for any estate or interest whatever, and any rights and privileges over or in respect of any property and any buildings or things whatsoever and to sell, improve, manage, develop, exchange, lease, mortgage, let on hire, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Organisation;
- 6.14 to acquire, build, construct, alter, enlarge, pull down, remove or replace any buildings, offices, works, roads, walls or fences; to clear sites for the same; to join with any person, firm or company or organisation in doing any of the things aforesaid; and to work, manage, and control the same or to join with others in so doing;
- 6.15 to enter into any arrangement with any government or authority, supreme, county, municipal, local, or otherwise, that may seem conducive to the Organisation's objectives or any of them, and to obtain from any such government or authority any rights, privileges, and concessions which the Organisation may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions;
- 6.16 to take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Organisation in the shape of donations, annual subscriptions or otherwise;
- 6.17 to apply to any government or authority, public bodies, corporations, companies, or persons for and to accept grants or gifts of money and of any moveable or immovable property, donations, gifts, subscriptions, and other assistance with a view to promoting the objects of the Organisation and, in taking any gift of property, to take the same subject to any special trust which may be prescribed by the donor thereof;
- 6.18 to establish in Kenya or elsewhere an endowment fund to receive grants, donations, gifts and other assistance in any form whatsoever from Kenya or from any other source for any one or more of the objects of the Organisation and to establish non-profit making foundations in any country or countries for the purposes of receiving donations from private and corporate persons and entities for channelling to the Organisation's objects;
- 6.19 to promote or assist in the promotion of any organisation or company or other body having objects similar to the objects of the Organisation and also any organisation or company or other body the objects of which are calculated either directly or indirectly to benefit the Organisation in the attainment of its objects and to enter into partnership with any other institution, organisation, society, association, or company having objects altogether or in part similar to those of the of the Organisation;
- 6.20 to invest the moneys of the Organisation not immediately required in any one or more of the modes of investment for the time being authorised by law for the investment of trust moneys or in such other manner as the Organisation may from time to time determine;
- 6.21 to borrow or raise any money that may be required by the Organisation upon such terms and upon such security as may be deemed advisable;
- 6.22 to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments;

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- 6.23 to grant pensions, allowances, gratuities and bonuses to, and to provide a superannuation or any other fund or funds for employees or ex-employees of the Organisation, their widows or widowers, dependants and children;
- 6.24 to do all such other things as may be deemed incidental or conducive to the attainment of any of the objects and the exercise of any of the powers of the Organisation.
- 6.25 To take such steps by personal or written appeals, private meetings, public meetings, or representations to Parliament, government entities and other bodies as may be deemed expedient to promote any of the objects of the Organisation.
- 6.26 To raise, secure, and utilise funds for the attainment of any or all objects of the Organisation, and to do such other things as are incidental or conducive to the attainment of these objects.

ARTICLE 7
APPLICATION OF INCOME AND PROPERTY

- 7.1 The income and property of the Organisation from wheresoever derived, shall be applied solely towards the promotion of the objects of the Organisation as set forth in this constitution, and no portion of such income or property shall be paid or transferred directly or indirectly, by way of dividend, gift, bonus, or otherwise howsoever by way of profit.
- 7.2 Notwithstanding the provisions of sub-article 7.1 of this Article (*Application of Income and Property*), nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Organisation in return for any services actually rendered to the Organisation, or prevent the payment of interest at a rate not exceeding current bank rates on money lent, or reasonable and proper rent for the premises demised or let by any officer or servant of the Organisation PROVIDED THAT no non-executive member of the Board shall be appointed to any salaried office of the Organisation or any office of the Organisation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Organisation to any such Board member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Organisation.

ARTICLE 8
DISCLOSURE OF INTEREST IN CONTRACTS

- 8.1 A member of the Board may contract, and be interested in any way, whether directly or indirectly, in any actual or proposed contract or arrangement, with the Organisation, either as vendor, purchaser, or otherwise, and shall not be liable to account for any profit made by him by reason of any such contract or arrangement, PROVIDED THAT the nature of the interest of the member in such contract or arrangement is declared at the meeting of the Board at which the question is first taken into consideration if his interest then exists or, in any other case, at the next meeting of the Board held after he became interested and it shall be the duty of the member so to declare his interest and PROVIDED FURTHER THAT such Board member shall not buy or supply any goods or services from the Organisation on terms preferential to those applicable to members of the public.
- 8.2 No member of the Board shall vote as a member of the Board in respect of any contract or arrangement in which he is interested and, if he does vote, his vote shall not be counted but he shall, nevertheless, be counted in the quorum present at the meeting. These prohibitions shall not apply—
- (a) to any arrangement for giving a member of the Board any security for advances or by way of indemnity; or
 - (b) to any contract or dealing in which the member of the Board is interested by reason only of his being a director, member or other officer, employee or nominee of any government or corporation or company or organisation which is interested in such contract or dealing whether directly or indirectly, and this exception shall not cease to have effect merely by reason of the fact that the member of the Board is also a shareholder or creditor of any such

government, corporation, company, or organisation or of any corporation, company or organisation in which he is interested.

- 8.3 For the purpose of this Article (*Disclosure of Interest in Contracts*), a general notice given to the Board by a member of the Board at any meeting of the Board to the effect that he is a member of a specified corporation, company, organisation or firm, and is to be regarded as interested in any contract which may, after the date of the notice, be made with that government, corporation, company, organisation or firm, shall be deemed to be a sufficient declaration of interest in relation to any contract so made.
- 8.4 A member of the Board may hold office as a director or manager of, or be otherwise interested in, any other company, corporation, or any other organisation in which the Organisation is in any way interested, and shall not, unless otherwise agreed, be liable to account to the Organisation for any remuneration or other benefits receivable by him from such other company, corporation or organisation.

ARTICLE 9
THE BOARD

- 9.1 The Board shall be the policy organ and shall consist of not less than five (5) members and, unless and until otherwise determined by the Board, shall not exceed seven (7) members.
- 9.2 Subject to the provisions of sub-article 9.1 of this Article (*The Board*), the Board shall include the chairman, secretary and treasurer of the Organisation PROVIDED THAT the subscribers to this constitution shall assume the honorary positions of chairman, secretary, and treasurer of the Organisation respectively.
- 9.3 The Executive Director for the time being of the Organisation shall serve as Secretary to the Board.
- 9.4 The Board shall by written resolution appoint from their number the Chair and the Treasurer to serve for a term ('the Term') of three years from the date of their respective appointments.
- 9.5 On the expiry of the Term, the Board Members serving respectively as Chair and Treasurer may be re-appointed by written resolution of the Board to serve for a second term of three years only. Thereafter they will no longer be eligible to be appointed as a top official of the Board.
- 9.6 If a vacancy occurs during the Term or the second three-year term in relation to the office of the Chair or of the Treasurer, the Board shall appoint by written resolution one of its number to fill the vacancy for the remainder of that three-year period of office. On completion of that remaining period such member may be re-appointed for a further term of three years only.
- 9.7 Subject to sub-article 9.11 of this Article (*The Board*), there shall be no limit to the period of membership of the Board.
- 9.8 All members of the Board shall be entitled to be reimbursed by the Organisation in respect of their travelling, hotel, and incidental expenses reasonably incurred while engaged on the business of the Organisation.
- 9.9 Any member of the Board who, by request and unanimous approval of the Board, performs special or extraordinary services or goes or resides abroad on behalf of the Organisation may be paid such extra remuneration, whether by way of lump sum, salary, commission, or otherwise, as the Board may determine.
- 9.10 Any special or extraordinary services undertaken by a member of the Board by virtue of sub-article 9.9 shall be reported in the annual report of the Organisation as a related-party transaction.
- 9.11 A member of the Board shall vacate office if—
- (a) he is removed from office by a two-thirds ($\frac{2}{3}$) vote of the full Board;
 - (b) he resigns his office by notice in writing to the Board;
 - (c) a receiving order is made against him or he makes an arrangement or composition with his creditors;

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- (d) he becomes of unsound mind;
 - (e) he fails to attend meetings of the Board for a period of six (6) months, except by special leave of the Board.
- 9.12 The Board may, from time to time, and at any time, appoint any person as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, PROVIDED THAT the prescribed maximum for membership to the Board be not thereby exceeded and PROVIDED ALSO THAT the proposal to appoint any new member of the Board under this sub-article shall be set out in a formal resolution forming part of the notice convening the Board meeting. .
- 9.13 The Board may, by resolution, appoint another person in place of a member of the Board who has vacated office as such under sub-article 9.11 of this Article (*The Board*) and, without prejudice to the powers of the Board under sub-article 9.14 of this Article (*The Board*), the Organisation may, by a two-thirds ($\frac{2}{3}$) vote of the full Board, appoint any person to be a member of the Board either to fill a casual vacancy or as an additional member.
- 9.14 The Board may co-opt any person or persons to advise the Board in any capacity which the Board shall think fit.

ARTICLE 10
POWERS AND DUTIES OF THE BOARD

- 10.1 The Board may exercise all the powers of the Organisation to invest in the name of the Organisation such part of the income or property of the Organisation as they may think fit, and to direct the sale or transposition of any investments, and to expend the proceeds of any such sale for the purposes of the Organisation.
- 10.2 The affairs and business of the Organisation shall be managed and administered by the Board which may pay all such expenses incurred in the formation, establishment, and registration of the Organisation as it thinks fit and may exercise all such powers of the Organisation (subject nevertheless to the provisions of this constitution and of the Act). The general powers given by this Article (*Powers and Duties of the Board*) shall not be limited or restricted by any special authority or power given to the Board by any other Article.
- 10.3 The Board shall have the power to make or, from time to time, repeal or alter or amend, publish and enforce rules and regulations for the management of the Organisation and its servants and the affairs of the Organisation, provided that no such rules or regulations shall conflict or be inconsistent with the provisions of this constitution or the Act.
- 10.4 The Board may, by power of attorney, appoint any person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney of the Organisation for such purposes and with such powers, authorities and discretions, not exceeding those vested in or exercisable by the Board under these Articles, and for such period and subject to such conditions as it may think fit. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities, and discretions vested in him.
- 10.5 All cheques, promissory notes, drafts, bills of exchange, and other negotiable and transferable instruments, and all receipts for moneys paid to the Organisation shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall, from time to time, determine.
- 10.6 The Board shall cause minutes to be made, in books provided for the purpose, recording, in respect of every meeting of the Organisation and of the Board, the names of all persons present and all resolutions and proceedings at such meetings. The minutes of every such meeting shall be read at the next meeting of the Organisation or of the Board, as the case may be, and, after being amended or corrected, if necessary, and approved by the meeting, shall be signed by the chairman of the meeting and, once so signed, shall be *prima facie* evidence of the matters stated therein.

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- 10.7 The Board may grant pensions, annuities, gratuities, or other allowances on death, sickness, disability, or retirement to any person who is or has been employed by or in the service of the Organisation or to any person who is or has been a member of the Board or other officer of the Organisation and to the widow, family, or dependants of any such person.

ARTICLE 11
PROCEEDINGS OF THE BOARD

- 11.1 The Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit.
- 11.2 The quorum necessary for the transaction of the business of the Board shall be three (3) members of the Board.
- 11.3 The 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, or be reduced in number to, less than the minimum number prescribed by or in accordance with these Articles as the necessary quorum of the Board, it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body, but not for any other purpose.
- 11.4 The chairman, or in his absence, the vice-chairman of the Organisation, if present, shall preside at every meeting of the Board. If there is no such chairman or vice-chairman, or if at any meeting neither is present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to preside, the members of the Board shall choose one of their number to be chairman of the meeting.
- 11.5 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers, and discretions for the time being exercisable by the Board.
- 11.6 A resolution in writing, signed or approved by letter, facsimile or electronic mail by all or a majority of the members of the Board, shall be as valid and effectual as a resolution passed at a meeting of the Board. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the members of the Board.
- 11.7 All acts done by the Board, or by any person acting as a member of the Board, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that he or any member of the Board had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and had continued to be a member of the Board and to be entitled to vote.
- 11.8 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Organisation and of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

ARTICLE 12
EXECUTIVE DIRECTOR

- 12.1 The Board may appoint an executive director to manage the day-to-day affairs of the Organisation.
- 12.2 The executive director shall be responsible to the Board and shall be an employee of the Organisation.
- 12.3 The office of the executive director shall fall under the Secretariat and the terms of service of the office shall be determined by the Board.
- 12.4 The executive director shall be an ex-officio member of the Board and he shall, *inter alia*—
- (a) represent and act on behalf of the Organisation;

- (b) keep a full, complete and up-to-date record of the Organisation's affairs, including detailed accounting and financial records;
- (c) implement policies of the Organisation as resolved by the Board;
- (d) do all such acts and things as are necessary for the efficient and effective running of the Organisation's affairs.

ARTICLE 13

VESTING OF PROPERTY

- 13.1 All land, buildings, and other immovable property and all investments and securities which shall be acquired by the Organisation shall be vested in the name of the Organisation.
- 13.2 The Board shall have the power to remove any of the members of the Board and all vacancies occurring by removal, resignation, or death, shall be filled at the same or next meeting of the Board.
- 13.3 Any expenditure in respect of the property of the Organisation which in the opinion of the Secretariat is necessary or desirable shall be reported by the executive director to the Board which shall authorise expenditure of such moneys as it thinks fit.

ARTICLE 14

AUDITORS

- 14.1 The Board shall appoint an Auditor or Auditors to hold office until such time as decided by the Board PROVIDED THAT a member of the Board or other officer of the Organisation shall not qualify to be appointed Auditor.
- 14.2 The Board may fill any casual vacancy in the office of the Auditor, but while any such vacancy subsists or continues, the surviving or continuing Auditor or Auditors, if any, may act
- 14.3 The remuneration of the Auditor or of any Auditor or Auditors appointed to fill any casual vacancy shall be fixed by the Board.
- 14.4 Every Auditor shall have the 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.
- 14.5 A copy of the Auditor's report shall be furnished to the Board. The report shall state—
 - (a) whether or not the Auditor has obtained all the information and explanations he required;
 - (b) whether, in the opinion of the Auditor, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Organisation's affairs.

ARTICLE 15

INSPECTION OF BOOKS OF ACCOUNT

- 15.1 The books of account and all documents relating thereto shall be available for inspection at the registered office of the Organisation on giving not less than seven (7) days' notice in writing to the Organisation PROVIDED THAT the books of account and all documents relating thereto shall always be open for inspection by members of the Board during business hours.
- 15.2 The books of account and all documents relating thereto shall be available for inspection by the Director, or by any person authorised by the Director in writing in that behalf.

ARTICLE 16
FINANCIAL YEAR

The financial year of the Organisation shall begin on the first day of January and end on the last day of December of every year.

ARTICLE 17
ACCOUNTS

- 17.1 The Board shall cause proper books of account to be kept by the treasurer with respect to—
- (a) the sums of money received and expended by the Organisation and the matter in respect of which such receipt and expenditure takes place;
 - (b) the assets and liabilities of the Organisation.
- 17.2 The books of account prepared by virtue of sub-article 17.1 and a proper balance sheet as at the date of which the income and expenditure account is made up shall be prepared every year and laid before the Board. Every such balance sheet shall be accompanied by a proper report of the Auditors.
- 17.3 The balance sheet shall be signed on behalf of the Board by two (2) of the members of the Board, and the Auditor's report shall be attached to the balance sheet, or there shall be inserted at the foot of the balance sheet a reference to the Auditor's report, and the Auditor's report shall be open to inspection by any member of the Board.
- 17.4 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 the same shall, within twenty-eight (28) days of their having been considered by the Board, be sent to all persons entitled to receive such books of account.

ARTICLE 18
BRANCHES

The Organisation shall have such branches as the Board may decide.

ARTICLE 19
AMENDMENTS TO THE CONSTITUTION

- 19.1 Subject to the provisions of regulation 21(1) of the NGO Regulations, the Organisation may, by a resolution passed by the Board, modify or repeal this constitution and adopt a new constitution and rules or change the name of the Organisation 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 Organisation.
- 19.2 Notwithstanding the provisions of this Article (*Amendments to the Constitution*), no amendment to the constitution of the Organisation shall take effect save with the prior written consent of the Director, obtained pursuant to an application to the Director in writing and signed by three (3) members of the Board.

ARTICLE 20
DISSOLUTION AND DISPOSAL OF PROPERTY

- 20.1 The Organisation shall not be dissolved except by a unanimous resolution passed at a meeting of the Board. The quorum at the meeting shall be as stipulated under sub-article 9.2 of Article 9 (*The Board*). If no quorum is obtained, the proposal to dissolve the Organisation shall be submitted to a further meeting of the Board which shall be held one (1) month later. Notice of this meeting shall be

- given to all members of the Board at least fourteen (14) days before the date of the further meeting. The quorum for this further meeting shall be the number of members present.
- 20.2 Notwithstanding the provisions of sub-article 20.1, no dissolution shall take effect save with the prior written consent of the Director, obtained pursuant to a written application to the Director signed by three (3) members of the Board.
- 20.3 Upon the approval of the dissolution of the Organisation by the Director, no further action shall be taken by the Board of the Organisation in connection with the objects of the Organisation, save that the Board shall liquidate the assets of the Organisation with a view to satisfying all the debts and liabilities of the Organisation.
- 20.4 If upon the dissolution of the Organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be given or transferred to some other institution or institutions having objects similar to the objects of the Organisation, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Organisation under or by virtue of the Articles hereof. Such institution or institutions to which the property of the Organisation may be distributed shall be determined by the Board 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 effect cannot be given to the aforesaid provision, then to some other charitable object.
- 20.5 Every member of the Organisation undertakes to contribute to the assets of the Organisation 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 of the Organisation contracted before he ceases to be a member, and the cost, charges and expenses of dissolution or winding up and for the adjustment of the rights of the contributories amongst themselves, such sum as may be required not exceeding the sum of Kenya shillings one hundred (Kshs.100/—).

ARTICLE 21
INDEMNITY OF OFFICERS

Every member of the Board or other officer or servant of the Organisation shall be indemnified (and it shall be the duty of the Board to so indemnify out of the funds of the Organisation) against all costs, losses, and expenses which such person may incur or become liable for by reason of any contract entered into, or act or thing done by him in good faith in the capacity aforesaid, in any way in the discharge of his duties, including travelling expenses, and the Board may give to any officer or employee of the Organisation 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.

ARTICLE 22
ARBITRATION

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 members of the Board touching on the construction, meaning, or effect of this constitution, or any clause or thing therein contained, or the rights or liabilities of the said parties respectively, or any of them under this constitution, or otherwise 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 in 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 (Act No.4 of 1995) of the laws of Kenya or any statutory modification or re-enactment thereof for the time being in force.