

CONSTITUTION OF EXPANDING OPPORTUNITIES

1.0 PART I - NAME

1.1 ARTICLE I - NAME

The Name of the Organization is Expanding Opportunities

2.0 PART II

2.1 ARTICLE II - MAIN OBJECTIVES

1. To establish, operate and promote Charitable and Educational Institutions Nationally and Internationally.
2. To establish or assist in the provision and promotion of feeding programs and/or homes for street children, AIDS victims, orphans, etc by rental and/or construction of homes, maintenance, and support of such programs.
3. To establish and develop Distance Learning Centers using, as possible, solar power and satellite link in populated rural areas of Kenya to be a Model Alternative Learning System offering on site basic literacy and vocational education, and post secondary education via the Internet.
4. To promote and enhance International Relations, education, cultural exchange and world peace across the globe through "Friends Across the Ocean", a student interaction project.
5. To encourage self sufficiency through micro enterprise.
6. To do all and everything necessary, suitable and proper for the accomplishment of the purposes or the furtherance of the objectives herein before set forth, either alone or in association with other Organizations, firms, corporations or individuals and to do any other act of or connected with the objectives or purposes or any part or parts thereof provided the same is not inconsistent with the Laws, Rules and Regulations under which the Organization is registered.
7. To establish, equip, maintain and manage branches, and associations of the charitable and Educational Institutions in Kenya and abroad.

2.2 ARTICLE III - SPECIFIC OBJECTIVES

The Organization shall have the following principle objectives:

1. To develop model rural Learning Centers in Kenya and abroad.

2. To promote micro-finance entrepreneurship rural and urban for self-sufficiency.
3. To encourage education and cultural exchange programs.
4. To provide and assist in the care of street children by the establishment of feeding programs and homes.
5. To draw, execute and or otherwise deal with negotiable or transferable instruments.
6. To raise, mobilize and disburse funds and other resources for the promotions of the Organization.
7. To receive contributions, gifts, banquets and devices either in cash or other property real or personal without limitations to amount of value except such limitation as may be now or hereafter prescribed by law.
8. To establish or assist in the establishment of schools, colleges, universities or other educational centers and libraries and to publish news letters, brochures, periodicals, and books desirable for the promotion of the Organization.
9. To enter into any arrangements with any government authorities that may seem conducive to the Organization's objectives and to obtain from such government or authority any rights, privileges and concessions which the Organization may think desirable to obtain.
10. To apply to any government or authority, public bodies, corporations, companies or persons and to accept grants or gifts, subscriptions or other assistance with a view to promoting the objectives of the Organization and in taking of any gift or property, to take the same subject to any special trust which may be prescribed by the donor thereof.
11. To promote or assist in the promotion of any Organization or company or other bodies having objectives similar to those of the Organization
12. To employ advisors, experts and other staff for all or any of the objectives of the Organization.
13. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other rights and privileges which the Organization may deem fit for the promotion of its objectives.
14. To take such steps by personal or written appeals to public meetings, seminars or otherwise as from time to time be decided expedient for the purposes of

procuring contributions to the funds of the Organization in the form of endorsements, donations sponsorships, subscriptions or otherwise.

3.0 PART III - MEMBERSHIP AND GOVERNANCE

3.1 ARTICLE IV - MEMBERSHIP

This is not a membership Organization.

3.2 ARTICLE V - NUMBER OF BOARD MEMBERS

1. The Board shall consist of no less than three members and no more than 15 members.
2. The Board shall consist of the posts of Chief Executive Director, Secretary or Clerk and Treasurer, provided that the Chief Executive may serve as the Secretary and even where the Chief Executive shall not be the Secretary, he or she shall be a member of the Board ex-officio.
3. The Board shall be the policy making organ of the Organization.

3.3 ARTICLE VI - The Management Structure

The day to day affairs of the Organization shall be managed by the Chief Executive and his or her officers. The management may pay all expenses incurred in setting up and registering the Organization.

3.4 ARTICLE VII - FIRST APPOINTMENT TO THE BOARD

The First members of the Board shall be appointed and shall include three who shall act respectively as the Chief Executive Director, Secretary/Clerk, and Treasurer of the Organization until the first Board meeting of each year.

ARTICLE VIII - OTHER APPOINTMENTS TO THE BOARD

The Board may at any time accept another Board member provided that the prescribed maximum is not thereby exceeded and provided that acceptance of any new member of the Board is set out in formal resolution at a Board Meeting.

3.6 ARTICLE IX - ALTERNATES

1. Any member of the Board may appoint another member to be his/her alternate to act in his/her place at any meetings of the Board at which he is unable to be present. Such appointees shall be members to exercise all the rights and powers of a member of the Board and , where they are members of

the Board , shall have a separate vote on behalf of their appointers in addition to their own votes. A member of the Board may at any time revoke the appointment of an alternate appointed by him or her. The appointment of an alternate shall be revoked ipso facto, if the appointer ceases to be a member of the Board.

2. Any Board member may vote by absentee ballot via email. An agenda will be emailed to all Board members prior to the meeting requesting their input.

3.7 ARTICLE X - OFFICE BEARERS

The Organization shall at the first Board Meeting of each year, elect from the Board members its Chief Executive Director, Treasurer and other officers. The above officials shall hold office until the first Board meeting of the next following year.

3.8 ARTICLE XI - DUTIES OF THE OFFICE BEARERS AND OFFICIALS

The Chief Executive Director shall chair all the meetings of the Board. He/She shall provide general policy guidelines related to the affairs expressly provided in the constitution. In his/her absence, the Directors shall elect one of their number to chair the meetings.

Board of Directors shall:

- a. Represent and act on behalf of the Organization generally;
- b. Do all such acts as may be necessary for efficient running of the Organization;
- c. Keep a full, complete and up-to-date record of the Organization's affairs;
- d. Keep minutes of the Board of Director's meetings;
- e. Carry out all correspondence and publicity on behalf of the Organization;
- f. Arrange for the meetings of the Board of Directors
- g. Do all such acts as are necessary for the efficient and effective running of the Organization's affairs.

The Treasurer shall in general ensure that proper account procedures 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;
- c. Provide reports on the financial statement of the Organization and provide for a regular audit of the accounts.

3.9 ARTICLE XII - REMOVAL OF BOARD MEMBERS OTHER THAN OFFICIALS

The Board may by resolution remove any member of their body from office.

4.0 PART IV - MEETINGS AND QUORUMS

4.1 ARTICLE XIII - 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, including members of the Board voting by email. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the Chief Executive Director shall have a casting or second vote.

4.2 ARTICLE XIV - CALLING OF MEETINGS

a. NORMAL MEETINGS

All normal meetings of the board shall be summoned by the Chief Executive Director or Secretary acting in consultation with the Chief Executive Director by giving at least 10 days notice accompanied by the proposed agenda.

b. REQUISITIONED MEETINGS

A member of the Board may, and on request of at least two members of the Board shall at any time summon a meeting of the Board by at least 21 days of notice served upon the several members of the Board with an indication of the proposed Agenda.

4.3 ARTICLE XV - Formation of Committees

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 power so delegated conform to any regulations prescribed by the Board. The meetings and proceedings of any such committees shall be governed by the provisions of this constitution for the time being regulating the meetings and proceeding

of the Board so far as the same shall not be superseded by any rules made by the Board

2. The Board may allow may members of the general public to sit on committees formed for specific purposes as long as there is a Board member on the chairing the committee.
3. All acts bona-fide done by any meetings of the Board of any Committee of the Board or any person acting as a member of the Board shall, notwithstanding that, it be afterward discovered that there was some defect in the appointment or continuance in office of any such member or person acting as the aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or at duly continued in office and was a qualified member of the Board.
4. A resolution in writing signed by not less than two-thirds of the members for the time being of the Board or of any Committee of the Board who are duly entitled to receive notice of a meeting of the Board or such committees shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

4.4 ARTICLE XVI - DISQUALIFICATION OFD MEMBERS OF THE BOARD

The office of a Board Member shall be vacated if:

- a. He or she fails to respond to the invitation to attend the meetings of the Board for a period of six months.
- b. By notice in writing to the Organization that he/she resigns the office.
- c. He or She is removed from office by a resolutions duly passed under this Constitution.

5.0 PART V - FUNDS AND RESOURCE UTILIZATION

5.1 5.1 ARTICLE XVII - APPLICATION OF FUNDS AND ASSETS

- a. The funds and assets of the Organization shall be applied solely towards the promotion of the objectives of the Organization as set forth in this Constitution. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, gift, bonus or otherwise to any member of the Board EXCEPT that nothing shall prevent the payments , in good faith, of reasonable and proper remuneration of any member of the Board in return for services actually rendered to the Organization or prevent the payment of interest at a rate not exceeding

current bank rates or reasonable and proper rent for premises let by the Organization.

- b. Executive members of the Board of Directors of the Organization may be appointed to a salaried office of the Organization.

5.2 ARTICLE XVIII - DISCLOSURE OF INTEREST IN CONTRACTS

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

5.3 ARTICLE XIX - DISPOSAL OF RESIDUAL ASSETS ON WINDING UP OR DISSOLUTION

If upon the winding up or dissolution of the Organization, there remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed amongst the members of the Board of the Organization, but shall be given or transferred to some other institution(s) having objects similar to the objects of the Organization, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Organization

Provided that such institution(s) is/are to be determined by the members of the Board of Directors 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 provisions, then to some other charitable object.

5.4 ARTICLE XX - INDEMNITY OF BOARD MEMBERS

Every member of the Board and other officers or servants of the Organization shall be indemnified against (and it shall be the duty of the Board, out of funds of the Organization) to pay all costs, losses and expenses which any such person may incur or become liable for by reason of any contract entered into or act of thing done by him or her 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 an officer or employee of the Organization who has incurred or maybe 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 XXI - ACCOUNTS

1. It shall be the work of the Treasurer to cause the accounts to be kept and in particular as regards: -
 - a. The sums of money received and expended by the Organization and the matters in respect of which such receipts and expenditure 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 place or places as the Board thinks fit. This shall always remain open to the inspection of the members of the Board during business hours.
3. At the Board meetings, the treasurer shall lay before the members present a proper income and expenditure account for the period since the last preceding account.
4. A proper Balance Sheet as at the date on which the income and expenditure account is made up shall be prepared every year.
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 documents required by law to be annexed or attached thereto to accompany the same, shall, not less than 21 clear days before the date of the Annual meeting, be sent to all persons entitled to receive notice of the meetings.

5.6 ARTICLE XXII - AUDITORS

1. The Organization shall appoint external Auditor(s) at least every third year.
2. The Remuneration of the Auditor(s) of the Organization shall be fixed at the time of hire.
3. Every Auditor of the Organization shall have a right to see all relevant vouchers and shall be entitled to access at all times to the books and accounts required from the Organization
4. The Auditor(s) shall make a report of the accounts examined by them and on every balance sheet, and the report shall state,
 - (i) Whether or not they have obtained all the information and explanations they have required; and
 - (ii) Whether, in their opinion, 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 Organization.

5.7 ARTICLE XXIII - INSPECTION OF BOOKS OF ACCOUNTS AND LIST OF BOARD MEMBERS

The books of accounts and all documents relating thereto and a list of Board members shall be available for inspection by anyone on giving not less than seven days notice in writing to the Organization , provided that the books of accounts and all documents relating thereto and the list of Board members shall always be open for inspection by members of the Board during business hours.

5.8 ARTICLE XXIV - FINANCIAL YEAR

The financial year of the Organization shall be from January to December of every year or at such other time as the Board may from time to time determine.

6.0 PART VI - AMMENDMENTS TO THE CONSTITUTION

6.1 ARTICLE XXV - AMENDMENTS

Subject to the provisions of Regulation 21(1) of the NGOs Regulations, the Organization may by Special Resolution 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 the distributions of income, property and assets of the Organization to the members.

7.0 PART VII - DISSOLUTON AND DISPOSAL OF PROPERTY

7.1 ARTICLE XXVI - Dissolution

The Organization shall not be dissolved or wound up except by a resolution passed at a Board meeting by a vote of two thirds of the Board members. The quorum at the meeting shall be fifty percent of all the Board Members of the Organization including those voting by email.

If no quorum is obtained the proposal to dissolve or wind up the Organization shall be submitted to a further meeting held one month later. Notice of this meeting shall be given to all Board members at least (14) fourteen days before the date of the meeting and the quorum of the Board members present or voting by email.

The Organization shall not dissolve itself without prior consent in writing from the Non-governmental Organization coordination Board and signed by three of the officials of the Organization.

Upon dissolution of the Organization its remaining assets shall be distributed to another Organization with similar objectives as per Article XXV herein above.

WE, the several persons whose names and addresses are subscribed herein below, are desirous of being formed into an NGO in pursuance of this constitution of Expanding Opportunities.

Name	Position	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____

This _____ day of _____ 2000.

Witness to the above signatures

Commissioner of Oaths
Advocate/Attorney