



# CONSTITUTION OF AGENTS OF PEACE

## PREAMBLE

We the members of **AGENTS OF PEACE** —

**ACKNOWLEDGING** the supremacy of the Almighty God of all creation:

**HONOURING** the efforts of those who struggled relentlessly to vouch for Peace, Security And Human Rights.

**COMMITTED** to nurturing and protecting the well-being of All members of community regardless of religious, ethnicity tribal or political background.

**EXERCISING** our sovereign and inherent rights to determine the form of governance and leadership of our country.

**GOD BLESS AGENTS OF PEACE**



## **PART I: SUPREMACY OF THE CONSTITUTION, FUNCTIONS OF, OBJECTIVES OF AND MEMBERSHIP TO THE ORGANIZATION**

### **Article 1 - Supremacy of the Constitution**

This Constitution is supreme to all other constitutions of the constituting members and organs of **Agents of Peace**, and any provisions inconsistent with those herein provided shall be deemed to be null and void to the extent of the inconsistency.

#### **DEFINITION**

The name of the Organization (hereafter referred to as the Organization) shall be **Agents of Peace (AP)**

### **ARTICLE 1: Aims, Functions and Objectives**

The Organization shall;

1. Focus on Preventing and Countering Violent Extremism and Radicalization leading to terrorism.
2. Aim to promote peaceful co-existence among our societies regardless of religion, ethnicity, race and gender.
3. Endeavour to provide a platform for peace in which people's differences and misunderstanding can be dealt with non-violently and through dialogue and discussions
4. Developing and implementing projects for young people, community members and security agencies to engage in peacebuilding.
5. Organizing capacity building sessions to advance and advocate for peaceful coexistence.
6. Promoting the involvement of young people in meaningful decision-making engagement and non-violent peace programs.
7. Campaigning for Peace, Peaceful co-existence and Peaceful Elections.
8. Undertaking outreach efforts to all parts to advance peace.



### **ARTICLE 3: ORGANIZATIONAL STRUCTURE AND GOVERNANCE**

3.1: The Board of Management and the governing organ shall run the Organization.

3.2: The Board of Management shall comprise of six (6) members as follows;

- i. Board Chairperson
- ii. A Muslim
- iii. A Christian Leader
- iv. Male Youth Representative
- v. Female Youth Representative
- vi. Three (3) Special Committee Members on annual basis

3.3:

1. The Governing organ shall comprise six (6) members as follows;
  - i. The Executive Director (Founder)
  - ii. The Finance director, who will also be Programs Director
  - iii. The Secretary, who will be known as the Communications Director
  - iv. Two Volunteers
2. All of whom shall be fully paid members of the Organization.
3. All Governing organ shall hold office from the date of appointment for a period of five (5) years and will be eligible for reappointment for another term.
4. Any Board of Management and Governing organ Member may be removed from office on account of misconduct and abuse of office in accordance to the Laws of Kenya.



## **ARTICLE 4: FORMATION OF THE ORGANS OF ORGANIZATION**

### 4.1: The Board of Management

1. Shall be formed by members and shall comprise of six (6) members as stipulated in Article 3.2.
2. Shall be formed through elections and by-elections with a simple majority.

### 4.2: The Governing organ

1. Shall be formed through elections and by-elections with a simple majority.
2. Shall comprise five (5) members as outlined in Article 3.3.
3. Shall have a majority of the Governing organ be women and men between the ages of 18 and 35.

## **4. ARTICLE 5: DUTIES AND RESPONSIBILITIES**

### **5.1:** Board of Management

#### 5.1.1: Board Chairman

1. Shall be the chairman of the board.
2. Shall ensure accurate two-way communication between the Governing organ and the Board of the Organization.
3. Shall chair all Board of Management meetings.
4. Shall be a signatory to the bank account.
5. Shall appoint one of the Board of Management members to be the secretary. The secretary shall write all minutes of the Board meetings and the General Meetings.



### 5.1.2: Other Board of Management Members

1. Shall participate in all board meetings.
2. Shall help formulate policies, activities and schedules of the Organization.
3. Shall help articulate the Organizational policies and activities.

## 5.2: Governing Body

### 5.2.1: Executive Director

1. Shall preside over all meetings of the Organization except for the Board's meetings.
2. Shall provide general counsel relating to the affairs of the Organization.
3. Shall participate in formulation of agenda for the meetings.
4. Shall delegate duties to members and officials as need arises.
5. Shall authorize and direct resolutions passed by members in meetings.
6. Shall be the legal representative, spokesperson and chief delegate answerable to the board of directors.
7. Shall ensure the regular and effective function of the organs of the Organization to allow it to achieve its set out objectives.
8. Shall sign all the papers on behalf of the group where his signature is needed.
9. Shall be a member of the Board of Management.
10. Shall be a signatory to the Organization's Bank Account.

### 5.2.2: The Finance

1. Shall make follow-ups of the scheduled activities discussed in meetings.
2. Shall coordinate all activities for the Organization.
3. Shall articulate the Organizational aims/objectives and activities.
4. Shall link up the to the wider society.
5. Shall help in planning and organizing works and projects for the Organization.
6. Shall organize Staff Development Programs including that of Indirect and Volunteer members.



7. Shall coordinate all activities of the Organization.
8. Shall be responsible for the Organization's finances and materials.
9. Shall give financial reports and statements as necessary.
10. Shall be a signatory to the Bank Account.
11. Shall be a member of the Board of Management.

#### 5.2.3: The Secretary (The Communications Director)

1. Shall be responsible for the Organization's Communication and Marketing.
2. Shall be responsible for all matters of website.
3. Shall be the official correspondent of the Organization.
4. Shall take minutes of the Governing organ meetings.
5. Shall keep the Board of Management informed of all the organizational discussions, activities and recommendations from members for consideration and possible adoption.

#### 5.2.4: Volunteer Members

1. Shall participate in formulation of agenda, policies and projects for the Organization.
2. Shall help recommend, develop and implement possible organizational projects.
3. Shall participate in decision making in the respective organ as outlined in Article 3.5.



## ARTICLE 6: ELECTIONS

### 6.1: General Elections

1. Shall be carried out after every four years for the Board and five years for the Governing organ.
2. Shall be called for by the Chairperson and presided over by a Special Elections Council appointed by members.
3. An official shall be elected by a simple majority vote following a secret ballot.
4. Members of the Special Elections Council shall have the youth as two-third majority.

### 6.2: By-elections

1. Shall take place in the event of resignation, natural attrition or a vote of no confidence.
2. The term of officials elected through a by-election shall end as the calendar year term of general elections ends as in Article 6.1.

### 6.3: Vote of no confidence

1. An official of the Board of Management or Governing organ who fails to perform may be voted out through a vote of no confidence.
2. A vote of no confidence will be successful only following a simple two-thirds majority vote.
3. The elections will then be held as in Article 6.2.



#### 6.4: Disqualification of Member of the Board

The office of a member of the Board shall be vacated;

1. If a receiving order is made against him/her with his/her creditors.
2. If he/she becomes of unsound mind.
3. If he/she fails to attend the meetings of the Board for a period of six months, except by special leave of the Board.
4. If by notice in writing to the Organization he/she resigns his/her office.
5. If he/she is removed from office by a resolution duly passed under this Constitution.
6. If he/she is removed from membership of the Organization pursuant to a resolution of the Organization.
7. If he/she engages in active politics or holds a political office.
8. If he/she is directly or indirectly interested in any contract with the Organization and fails to declare the nature of his/her interest.
9. If he/she is affiliated with violent ideologies against any particular person, gender, group, culture, country, religion or belief system.

### **ARTICLE 7: MEETINGS**

#### 7.1: Board of Management Meetings

1. Shall be called for and chaired by Board's Chairperson as deemed necessary.
2. Resolutions passed in these meetings shall be passed to the general organizational members.

#### 7.2: Executive Meetings

1. Shall be called for and chaired by the Executive Director.
2. May involve the Board of Management members as ex-officio.
3. Shall formulate policies and programs for implementation by organizational members.



### 7.3: Seasonal Meetings

1. Shall be held on the 2<sup>nd</sup> week of March, June, September and December of every year.
2. Shall be attended by all organizational members, both direct and indirect.
3. Shall evaluate and reflect the quarterly strategies for the past quarter and draw up those for the next quarter.
4. Shall review organizational programs and policies recommended and pass them for possible adoption.

### 7.4: Annual General Meetings (AGM)

1. Shall be held annually, not later than 15<sup>th</sup> December of each year. Notice in writing of such Annual General Meeting, accompanied by the annual statement of account and the agenda of the meeting shall be sent to members 21 days before the date of the meeting and where applicable by advertisement not less than 14 days before the date of the meeting.
2. Shall be chaired by the Board of Management Chairperson or his/her representative.
3. Shall be attended by all members of the Organization.
4. The agenda of the Annual General Meeting shall consist of the following;
5. Confirmation of the minutes of the previous Annual General Meeting.
6. Consideration of the accounts.
7. Appointment of auditor.
8. Such other matters as the Committee may decide or as to which notice shall have been given in writing by a member or members to the Secretary at least 21 days before the date of the meeting.
9. Any other business as approved by the Chairman.



#### 7.5: Extra-Ordinary Meetings

1. Shall be held on special occasions or emergencies.
2. Shall be chaired by the Executive Director or his/her representative.
3. Shall be attended by all those involved in one way or the other.

### **ARTICLE 8: AD HOC ASSOCIATIONS AND PARTNERSHIPS**

8.1: The organization shall function independently but shall seek to form close networks and partnerships with other interested organizations, groups and individuals with the same or similar mandates and objectives.

8.2: The Executive Director shall liaise with other bodies and as such shall be the public relations officer and official spokesperson of the Organization.

### **ARTICLE 9: DISCIPLINARY ACTIONS**

A number of mistakes may call upon disciplinary measures taken against the offender of the general organization structure.

9.1: Disciplinary actions shall comprise of;

1. Spreading malicious rumors against the Organization
2. Violation of the Organization's objectives and constitution
3. Any other actions that shall be deemed necessary and worth disciplinary action



## 9.2: Disciplinary Body and procedures

1. The Board of Management and the Governing organ shall appoint an independent Disciplinary Committee to discipline errant members wherever the need arises.
2. The disciplinary action shall be taken without *mens rea* and shall range from expulsion, suspension, fining and any other measure deemed viable and in the spirit of justice and fairness.
3. Harsh disciplinary actions such as expulsion shall only be recommended by the Disciplinary Committee with the approval of the Executive director against members that threaten the very existence of the Organization and shall only be adopted for consideration and effected by the Board of Management.
4. Officials missing to attend three consecutive meetings without acceptable reasons and/or prior notice shall pay a fine not exceeding Kshs. 5,000. Lateness in meetings without a valid reason will be considered as per the decision of the members and shall attract fines not exceeding Kshs. 2,000.

## ARTICLE 10: FINANCES

### 10.1: Sources

1. Funding sources for the Organization shall include, donations from individual/group/company/organizations/government grants, public fund raisings, small entrepreneurial organizational projects and any other viable legal sources.
2. Funds may used in the manner prescribed by the person(s) or body donating to the Organization in agreement with Agents of peace.

### 10.2: Management

A Special Finance Committee shall be set up by members to foresee the management of the Organization's kitty and shall be chaired by the Finance. The committee will be required to give feedback (officially) to the organization from time to time and as need arises.



### 10.3: Lending

Financial lending to organizational projects shall be considered on merit and on condition of availability of funds in the lending kitty. The Finance Committee shall be in charge of lending following consultations with Executive Director. Merit qualifiers shall involve;

- i. Validity and productivity of the project.
- ii. The population served by the project (project beneficiaries).
- iii. Any other viable consideration as shall be recommended by the Finance Committee from time to time.

### 10.4: Trustees

There shall be a panel of trustees who shall oversee the Organization's property on assets including movable and immovable property, Trust funds, investments and Securities acquired by the Organization.

1. The trustees shall not be less than two (2) and not more than three (3) in number.
2. The Board of Management notifies by an Annual General Meeting from the past Governing organ and Board Members shall appoint trustees.
3. The trustees shall hold office for two (2) terms of five (5) years and thereafter retire to leave room for new trustees.
4. A General Meeting shall have the power to remove or retire any trustee and all vacancies accruing by removal, resignation or death of trustee shall be filled at the same or the next General Meeting.



## 10.5: Utilization of Funds and Resources

### 10.5.1: Application of Funds and Assets

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 by way of profit to the member of the Organization, provided that nothing herein shall prevent the payment, in good faith of reasonable and proper rent for premises demised or let by any member of the Organization. Provided also that the non-executive members of the Board of the Organization shall be appointed to any salaried office of the Organization paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Organization 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 Organization.

### 10.5.2: Disclosure of Interest in Contracts

A member of the Board who in anyway, directly or indirectly, is interested in a contract or proposed 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 contract may be 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/she shall do so, his/her vote shall not be counted.



### 10.5.3: Accounts

1. It shall be the work of the Finance to cause the accounts to be kept in particular as regards;
  - i. The sum of money received and expended by the Organization and the matters in respect of which such receipts and expenditures take place.
  - ii. The assets and liabilities of the Organization written in the books of accounts shall be kept at the office or at such other place(s) as the Board thinks fit and shall always be open to inspection of the members of the Board during business hours.
2. 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 date more than nine (9) months before the meeting. 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 Auditors.
3. Copies of the income and expenditure account, balance sheet and reports, all of which shall be framed in accordance with any statutory requirements and any other documents required by the law to be annexed or attached thereto or to accompany the same, shall, in less than twenty one (21) days before the date of the Annual General Meeting, be sent to the Auditors and to all other persons entitled to receive notices of such meetings in the prescribed manner.

### 10.5.4: Auditors

1. The Organization shall at each Annual General Meeting appoint an Auditor(s) to hold office until the next Annual General Meeting. A member of the Board or Governing organ 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(s), if any, may act.



3. The remuneration of the Auditor(s) of the Organization shall be fixed at the Annual General Meeting, except that the Board may fix the remuneration of any auditor(s) appointed to fill any casual vacancy.
4. Every Auditor of the Organization shall have a right to see all relevant vouchers and shall be entitled to access at all times, the books and accounts he/she requires from the Organization;
  - i. Whether or not they have obtained all the information and explanations they have required, and
  - ii. Whether or not, in their opinion, the Balance Sheet referred to in the report is properly drawn up to exhibit a true and correct view of the state of the Organizations affairs.

#### 10.5.5: Inspection

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

#### 10.5.6: Financial Year

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

### **ARTICLE 11: DISSOLUTION AND DISPOSAL OF PROPERTY**

#### 11.1: Dissolution

- i. The Organization shall not be dissolved or wound up except by resolution passed at a General Meeting of members by a two-thirds majority votes of the Members present. The quorum at the meeting shall be over 67 percent of all members of the Organization. If no quorum is obtained, the proposal to wind up up the Organization



shall be submitted to a further General Meeting, which shall be held one month later.

- ii. Notice of this meeting, as stated in Article 11.1.i., shall be given to all members of the organization at least fourteen (14) days before the date of the meeting. The quorum for the second meeting shall be the number of the members present. The Organization will not dissolve itself without prior consent in writing from the legal Board in-charge of such Organizations in the Executive arm of the Government of Kenya. A written application shall be made and signed by three of the officials (Governing organ) of the Organization.

### 11.2: Disposal of Residual Assets on Winding Up or Dissolution

If upon 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 of the Organization, but shall be given or transferred to some other institution(s) having objectives similar to the Organization's and shall prohibit the distributions 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. Such institution(s) are to be determined by the members of the Organization 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.

### 11.3: Indemnity of Board Members

Every member of the Board and other officers 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 or such thing done by him/her in good faith in the capacity aforesaid, in any way in the discharge of his/her duties, including travelling expense. 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.



## **ARTICLE 12: AMENDMENT OF THE CONSTITUTION**

### 12.1: Amendments

1. Subject to the Laws of Kenya, the Organization may by Special Resolution passed 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. It's remaining assets shall be distributed to another Organization(s) with similar objectives.
2. The constitution shall be amended as shall be considered necessary by organizational members.
3. A committee shall be formed to look into areas to be amended and come up with an amended draft.
4. The amendments shall after ratification and approval of members, be adopted and incorporated into the Organization's constitution as an integral part of the same
5. Members will be required to familiarize themselves with the amended constitution and abide to it.