

AGRICULTURAL GROWERS RESOURCE ORGANIZATION DEVELOPING ECONOMIC VIABILITY (AGRO DEV)

CONSTITUTION

1.0 PART –NAME

1.1 Article 1 - Name

The name of the Organization (hereinafter called “the Organization”) is Agricultural Growers Resource Organization Developing Economic Viability (AGRO DEV)

2.0 PART II-OBJECTIVES

2.1 Articles II - Main Objectives:

The main purpose of the Organization is to Promote and encourage sustainable agricultural development, especially amongst industries in need.

2.2 Article III - Specific Objectives:

Having thus stated the main objective, the constitution may proceed to provide that, within the framework of the foregoing, the Organization shall have the following principal objects:

- a) To raise, mobilize and disburse funds and other resources for the promotion of the objectives of the Organization;
- b) To encourage community development through sustainable agricultural practices;
- c) To bring transparency of international markets and trends directly to farmers;
- d) To educate rural farmers in the practices of organic production and fair trade;
- e) To establish local facilities with the ability to abide by international and country specific fair trade/organic certification standards;
- f) To employ teachers, advisors, experts and other staff for all or any of the objects of the Organization;
- g) To acquire any moveable or immovable property and any buildings or things whatsoever and sell, dispose of, mortgage, lease or otherwise deal with all or any part of the property or rights of the Organization;
- h) To enter into any arrangement with any governments or 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;
- i) 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 Organization in the form of donations, annual subscription or otherwise;
 - j) To apply any governments 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 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;
 - k) To establish 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 of more of the objects of the Organization and to establish non-profit-making foundations in any country or countries for the purpose of receiving donations from private and corporate persons and for channeling monies to the Organization's development operations;
 - l) To promote or assist in the promotion of any organization or company or other body having objects similar to those of the Organization.
 - m) To draw, execute or otherwise deal with negotiable or transferable instruments;
 - n) To lend and advance money or give credit to employees of the Organization upon such security as may be thought proper, or without taking any security therefore upon such terms as the Board of the Organization may think fit and to guarantee the performance of any contract or obligation and the payment of money by any employee of the Organization, and generally to give guarantees and identities for the employee of the Organizations;
 - o) To do all such other things as are incidental or conducive to the attainment of any of the above objectives;
 - p) To invest the money in the Organization not immediately required in any one or more of the modes of investment of trust money or in such other manner as the Board of the Organization may from time to time determine.

3.0 PART III – MEMBERSHIP AND GOVERNANCE

3.1 Article IV – Membership

The subscribers to this constitution and such other persons or organizations as the Board of the Organization may from time to time admit to membership, the membership being no less than five persons, shall be members of the Organization, provided that a member shall cease to be a member if:

- 1) He/She gives one month's notice in writing to the Board of his intention to resign from membership. Upon the expiry of such notice he/she shall cease to be a member but his/her liability to contribute to the funds of the Organization in the event of its being wound up or dissolved shall continue for one year from the expiry of such notice.
- 2) If he/she is removed from membership by the vote of no less than two-thirds of the members of the Organization at an Extraordinary General Meeting of the Organization specially convened and at which he has been given reasonable opportunity of attending and being heard.

3.2 Article V – Number of Board Members

Until otherwise varied by a special resolution passed at a General Meeting, the Board shall consist of the honorary post of Chairman, Secretary and Treasurer; provided that the Chief Executive may serve as the Secretary, and even where the Chief Executive shall not be the Secretary, he shall be a member of the Board ex-officio. 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 officers. The management may pay all expenses incurred in setting up and registering the Organization and may exercise such powers of the Organization as are not required by this constitution to be exercised by a general meeting, to achieve the objectives of the Organization. No regulations made by the Organization in a general meeting shall invalidate any prior act of the management which would have been valid if such regulations had not been made.

3.4 Article VII – First Appointment to the Board

The first members of the Board shall be appointed in writing by the subscribers to this constitution, and shall include three persons who shall act respectively as the Chairman Secretary and Treasurer of the Organization, until the conclusion of the first Annual General Meeting. Provided that a member of the Board shall be a member of the Organization.

3.5 Article VIII – Other Appointments to the Board

The board may at any time appoint any member of the Organization, in case of a vacancy, or by way of addition, to the Board; provided that the prescribed maximum is not thereby exceeded and provided also that the proposal to appoint any new member of

the Board under this section shall be set out in a formal resolution forming part of the notice convening the Board Meeting.

3.6 Article IX – Alternatives

Any member of the Board may appoint another member to be his alternate to act in his place at any meetings of the Board at which he is unable to be present. Such appointees shall be entitled to exercise all the rights and powers of a member of the Boards 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. The appointment of an alternate shall be revoked ipso facto. If his appointer shall be affected by notice in writing under the hand of the appointer served on the Organization and such alternate.

3.7 Article X – Office Bearers

The Organization shall at the Annual General Meeting in each year elect from its members its Chairman, Treasurer and other Directors. The above officials shall hold office until the Annual General Meeting next following that at which they were elected when they shall retire but shall be eligible for re-election. If the Chairman, during his term of office, should cease to be a member of the Organization, resign from office or die, the Directors shall elect one of their members to hold office until the next Annual General Meeting when a new Chairman shall be elected. The same procedure applies to the Secretary and the Treasurer.

3.8 Article XI – Duties of Office Bearers and Officials

The Chairman shall chair all the meetings of the Board and all General Meetings. He /She shall provide general policy guidelines related to the affairs of the Organization as expressly provided in the constitution. In his absence, the Directors shall elect one of their members to chair the meetings.

The Chief Executive shall be responsible to the General Meeting and the Board of Directors and shall:

- a) Represent and act on behalf of the organization generally;
- b) Do all such acts as may be necessary for the 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 meetings of the Board of Directors and of the General Meetings;
- e) Carry out all correspondence and publicity on behalf of the Organization;
- f) Arrange for the meetings of the Organization on instructions of the Board of Directors, or, in special circumstances, on the instructions of the General Meetings;

- 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 accounting 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 and ensure that all drawings from the account are countersigned either by the Chief Executive or his deputy;
- c) Provide reports on the financial statement of the Organization and audited accounts to the General meeting.

3.9 Article XIII – Removal of Board Members Other than Officials

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

4.0 PART IV – MEETINGS AND QUARUMS

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 the business shall be not less than half the number of members of the Board for the time being. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the chairman shall have a casting or second vote.

4.2 Article XIV – Calling of Meetings

a) Normal Meetings

All normal meetings of the Board shall be summoned by the secretary, acting in consultation with the Chairman, by giving at least 15 days notice accompanied by the proposed agenda.

b) Requisitioned Meetings

A member of the Board may, and on the request of at least two (2) members of the Board, at any time, summon a meeting of the Board by at least 30 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 Committee shall be governed by the provisions of this constitution for the time being regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any rules made by the Board.
2. All acts bona-fide done by any meeting of the Board or of any Committee of the Board or by any person acting as a member of the Board, shall, notwithstanding that it be afterwards discover that there was some defect in the appointment or continuance in office of any such member or person acting as a aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
3. A resolution in writing signed by not less than two thirds of the members for the time being of the Board or of any Committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such committees shall be as valid and effectual as if it had been passed at a meeting of the board or of such committee duly convened and constituted.

4.4 Article XVI – Disqualification of Members of the Board

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

- If a receiving order is made against him/her or he/she makes an arrangement or composition with his/her creditors;
- If he/she becomes of unsound of mind;
- If he/she fails to attend the meetings of the Board for a period of six months, except by special leave of the Board;
- If by notice in writing to the organization he/she resigns his/her office;
- If he/she is removed from office by a resolution duly passed under this constitution;

- If he is removed from membership of the Organization pursuant to a resolution of the Organization.

4.5 Article XVII – General Meetings

1. The Organization shall in each year hold a General Meeting as the Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Organization and that of the next. The Annual General Meeting shall be held at such time and places as the Board shall appoint.
2. Annual General Meeting shall be called ordinary General Meeting and all other General Meetings shall be called Extraordinary General Meetings.

4.6 Article XVIII – Manner of Convening Extraordinary General Meetings

1. The Board may, whenever it thinks fit, convene an extraordinary General Meeting;
2. The Board shall also, on the requisition of not less than one-third of the members of the Organization, proceed to convene an Extraordinary General Meeting. Provided that the requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office.

4.7 Article XIX – Notice of General Meetings

Thirty (30) days notice at least (exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given, specifying the place, the day and the hour of meeting of the Organization shall, notwithstanding that it is called by shorter notice than that specified in the constitution, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat. Provided also that the accidental omission to give notice to or the non-receipt of notice of a meeting by any person entitled to receive such notice shall not invalidate the proceedings of that meeting.

4.8 Article XX – Proceedings at General Meetings

1. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Ordinary General Meeting with the exception of the consideration of the accounts and balance sheets, the reports of the Board and Auditors, the election of the Board, the appointment of Auditors, and the fixing of the remuneration of the Auditors.

Provided that no business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Members present in person or by proxy shall constitute a quorum.

2. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved, and in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting, the meeting shall then be dissolved.
3. The Chairman, or in his absence the Vice-Chairman of the board, if present shall preside at every General Meeting. If there is no such Chairman or Vice-Chairman, or if at any meeting neither is present within 15 minutes after the time appointed for holding the meeting, the members present shall designate one of their members to be Chairman of the meeting.
4. The Chairman of any meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting from the time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished. When such adjournment extends to more than 30 days since the original scheduled date of the meeting, notice of the adjourned meeting shall be given as in the case of an original meeting.

4.9 Article XXI – Voting at General Meetings

1. Every member shall have one vote, provided that when any matter affecting a member personally comes before the meeting, although he may be present at it, he shall not be entitled to vote on the question and the Chairman may require him to withdraw during the discussion, and he shall in that case withdraw accordingly.
2. On a poll, votes may be given personally or by proxy, provided that the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation either under seal, or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Organization provided that no person shall be entitled to be appointed a proxy of more than two absent members.
3. The instrument appointing a proxy and the power and the power of the attorney or other authority, if any, or a notoriety certified copy of that power or authority shall be deposited at the office or at such other place convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for taking the poll, and in default the instrument of the proxy shall not be treated as valid after the expiration of twelve months from the date of its execution.
4. At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members. Unless a poll is

- so demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried, shall be conclusive evidence of the fact without proof of the number or proportion of the vote recorded in favor of not against such a resolution. A demand for a poll may be withdrawn.
5. A poll demanded on the election of a Chairman, or on the question of adjournment, shall be taken forthwith. A poll demanded on any questions shall be taken at such time as the Chairman of the meeting directs and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
 6. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which a poll is demanded, shall be entitled to a second or casting vote.

4.10 Article XXII – Corporations or Associations Acting by Representatives at Meetings

Any corporation or association which is a member may, by resolution of its directors or other governing body or by notification in writing under the hand of some officer of such corporation as may be duly authorized in that behalf, authorize, such person as it thinks fit to act as its representative at any meeting at Organization, and the persons so authorized shall be entitled to exercise the same power on behalf of the corporation or association which he represents as the corporation or association could exercise if it were an individual member of the Organization.

5.0 PART V – FUNDS AND RESOURCES UTILIZATION

5.1 Article XXIII – Application of Funds and Assets

The funds and assets of the Organization shall be applied solely towards the promotion of the objects of the Organization as set forth in this constitution; and no portion thereof shall be paid or transferred directly, or indirectly by way of dividend, gift bonus or otherwise by way of profit to the member of the Organization provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Organization or any member of the Organization, in return for any services actually rendered to the Organization, or prevent the payment of interest at a rate not exceeding current bank rate on money lent or reasonable and proper rent for premises demised or let by any member to the Organization.

Provided also that no non-executive member of the Board of the Organization shall be appointed to any salaried office of the Organization or any office of the Organization paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Organization to any such Board Member except payment 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.

5.2 Article XXXIV – Disclosure of Interest in Contracts

A member of the Board who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the organization shall disclose the nature of his 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 is interested and if he shall do so his vote shall not be counted.

5.3 Article XXV – Disposal of Residual Assets on Winding up or Dissolution

If upon the winding up or dissolution of the Organization there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Organization, but shall be given or transferred to some other institution or institutions having objects similar to 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 is imposed on the Organizations.

Provided that such institution or institutions is or 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 provisions, them to some other charitable objects.

5.4 Article XVI – 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 the funds of the Organization, to pay) all cost, 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 traveling expenses, and the Board may give to any officer or employee of the Organization who has incurred or may be about to incur any liability at the request or for the benefit of the Board, such security by way of indemnity as it may think proper.

5.5 Article XVII – Members Contribution to Assets on Winding Up

Every member of the Organization undertakes to contribute to the assets of the Organization 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 Organization 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 shillings one hundred (Ksh. 100/=).

5.6 Article XXVII – 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 expenditures takes place;
 - b. The Assets and liabilities of the Organization.
2. The books accounts shall be kept at the office or at such other place as the Board thinks fit and shall always be open to the inspection of the member of the Board during business hours.
3. At the Annual General Meeting in every year, the Board shall lay before the members present a proper income and expenditure account for the period since the last preceding account made up to a date more than nine (9) months before such meeting.
4. A proper Balance sheet as at the date on which the income-expenditure accounting is made up shall be prepared every year, and laid before the members present at the Annual General meeting. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors.
5. Copies of the income and expenditure account, balance sheet and reports, all of which shall be framed in accordance with any statutory requirements for the time being in force, and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less that twenty one (21) clear days before the date of the Annual General Meeting be sent to the Auditors and to all other persons entitled to receive notices of such meetings in the prescribed manner.

5.7 Article XXIX – Auditors

1. The Organization shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next Annual General Meeting, Provided that a member of the Board or other officer of the Organization shall not qualify to be appointed Auditor of the Organization.
2. The Board may fill any casual vacancy in the office of the Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act.
3. The remuneration of the Auditors of the Organization shall be fixed at the Annual General Meeting, except that the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the Board.
4. All Auditors or the Organization shall have the right to see all relevant vouchers, and shall be entitled to access at all times to the books and accounts required from the Board.
5. The Auditors shall make a report to the members of the account examined by them and on every balance sheet laid before the Organization at its Annual General Meeting during their tenure of office, and the report shall state:

- i. Whether or not they have obtained all the information and 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's affairs.

5.8 Article XXX – Inspection of Books of Accounts and List of Members

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

5.9 Article XXX – Financial Year

The financial year of the Organization shall begin on the first day of June and end on the last day of May (May 31st) or at such other time as the Board may from time to time determine.

6.0 PART I – AMENDMENTS TO THE CONSTITUTION

6.1 Article XXXII – Amendments

Subject to the provisions of Regulation 21 (1) of the NGO Regulations, 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.

7.0 PART VIII – DISSOLUTION AND DISPOSAL OF PROPERTY

7.1 Article XXXIII – Dissolution

The Organization shall not be dissolved or wound up except by a resolution passed at a General Meeting of the members by votes of two-thirds of the members present. The quorum at the meeting shall be fifty per cent of all the members of the organization.

If no quorum is obtained, the proposal to dissolve or wind up the Organization shall be submitted to a further General Meeting which shall be held one month later. Notice of this meeting shall be given to all members of the Organization at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.

7.2

The Organization will not dissolve itself without prior consent in writing from the Non-governmental Organizations Co-ordination Board obtained upon a written application addresses to the Executive Director of the Non-Governmental Organizations Co-Ordination Board and signed by three of the officials of the organization.

7.3

Upon dissolution of the Organization, its remaining assets shall be distributed to another organizations (s) with similar objectives.