

**THE CONSTITUTION
OF
CHRISTIAN MEDICAL FELLOWSHIP OF KENYA**

PREAMBLE:

WHEREAS in 1996 there was formed an association of Christian doctors and dentists, called the Christian Medical Fellowship of Kenya, to bring together in fellowship medical and dental Practitioners who were believers in and followers of Jesus Christ;

AND WHEREAS in 1998 Christian Medical Fellowship of Kenya was admitted to the membership of International Christian Medical and Dental Association as an affiliate to form a wider scope and to network with similar organizations worldwide and to embrace the activities geared towards developing members while reaching out to the underprivileged with healthcare;

AND WHEREAS the Association has declared certain irrevocable trusts under a Trust Deed dated 27th March 2006 setting up the CMF Health Services Trust

AND WHEREAS it was decided that the constitution of 1996 should be revised and the name

AND WHEREAS the Annual General Meeting of the Fellowship held on 6th day of December 2008 decided to amend the said constitution;

NOW IT IS AGREED that the Constitution of the Association shall be as follows:

ARTICLE 1: NAME

The full name of the Association shall be **Christian Medical Fellowship of Kenya**, hereinafter referred to as "The Association".

ARTICLE 2: AIMS AND OBJECTIVES

The aims and objectives of the Association shall be non-political and shall be as follows:

- 2.1 To unite Christian healthcare workers in Kenya and elsewhere in pursuing the highest standards in Christian witness and professional life.
- 2.2 To inspire and equip its members to win others for Jesus Christ and to increase, among members of the medical and dental profession, faith in Jesus Christ.
- 2.3 To propagate and defend the doctrinal basis of the Association set forth in Article 3.
- 2.4 To actively initiate, support and strengthen Christian-sponsored medical work.
- 2.5 To uphold and protect the sanctity of human life from conception to natural death.
- 2.6 To promote and/or publish Christian medical literature.
- 2.7 To enrich the lives of members through projects and programs aimed at their spiritual, mental, physical, social, financial and professional wellbeing.
- 2.8 To be actively involved in the mentorship of students in medical schools in Kenya and elsewhere as well as practitioners at various stages of the profession.
- 2.9 To establish and promote active national and international contact with Associations, Government bodies, Individuals, Churches, Faith-Based Organizations, Non-governmental Organizations and Corporates with similar aims and objectives.
- 2.10 To create Branches and/or Chapters of the Association in Kenya and elsewhere.

2.11 To be a sign and bearer of God's love as well as a witness and teacher of Christian values as we seek to alleviate the suffering of those facing disability, ignorance and illiteracy, hunger and thirst, lack of clothing, sickness, poverty, displacement, imprisonment, oppression and or vulnerability in the Republic of Kenya and elsewhere, through such structures as the Association may determine.

ARTICLE 3: DOCTRINAL BASIS

The doctrinal basis of the Association shall be fundamental truths of the Christian faith including:

3.1 The divine inspiration and entire trustworthiness of the Holy Bible as originally given, and its supreme authority in all matters of faith and conduct.

3.2 The unity of the Father, Son and Holy Spirit in the Godhead.

3.3 The universal sinfulness and guilt of all men since the Fall, rendering them subject to God's wrath and condemnation to eternal separation from Him.

3.4 The justification of the sinner by the grace of God through faith in Jesus Christ alone.

3.5 Redemption from guilt, penalty, dominion and pollution of sin solely through the sacrificial death of the Lord Jesus Christ, the incarnate son of God as our representative and substitute.

3.6 The bodily resurrection of the Lord Jesus Christ from the dead and His ascension to the right hand of God the Father.

3.7 The presence and power of the Holy Spirit in the work of regeneration.

3.8 The indwelling and work of the Holy Spirit in the believer.

3.9 The Second Coming of Jesus Christ to judge the living and the dead.

3.10 Life everlasting in heaven for those who accept the gift of eternal life.

ARTICLE 4: MEMBERSHIP

4.1. Membership of the Association shall be on an annual basis and shall consist of Full Members and Associate Members. The Membership year shall run from January to December with a member being a member from the date he pays the prescribed annual subscription fee until the 31st day of December that year.

4.2. Full Members: Any registered or licensed Medical Doctors, Dentists, Clinical Medicine Graduates, Pharmacists, Graduate Medical Laboratory, Graduate Nurses, and Environmental Health (EVH) Graduates is eligible for full membership subject to fulfilling the following conditions:

4.2.1 Application on the prescribed form provided that application for membership need only be done once and thereafter only if an applicant failed to pay annual subscription fee for a complete year.

In addition the applicant shall sign the following declaration of faith:

"In joining the Christian Medical Fellowship of Kenya, I declare my faith in God the Father, God the Son and God the Holy Spirit. I declare the Lord Jesus Christ to be my personal saviour.

I commit myself:

- To be subject to the authority of the Holy Bible as the divinely appointed authority in matters of faith and conduct
- To uphold the constitution of the Association and abide by the provisions set therein
- To be actively involved in fulfilling the aims and objectives of the Association
- To support the Association financially
- To participate in the Association's projects, programs and activities.

4.2.2 Acceptance of the application by the Advisory Board.

4.2.3 Payment of the prescribed membership fee according to article 5.

4.2.4 Continued payment of the prescribed annual subscription fee according to Article 5

4.3 Associate Members: The following are eligible for associate membership subject to fulfilling the conditions in paragraphs 4.2.1, 4.2.2, 4.2.3 and 4.2.4

4.3.1 Spouses of full members who are by themselves not eligible for full membership.

4.3.2 Registered students in schools or colleges of medicine of universities in Kenya or elsewhere.

4.3.3 Graduates who were associate members while students and are ineligible for full membership.

4.3.4 Qualified Medical workers who are not eligible for full membership, and who must be proposed by two full members.

4.4 The Advisory Board may refuse an application or reinstate membership without being bound to give reasons for any such actions.

4.5 The secretary of the Executive Board shall compile a members' roll annually not later than the first day of March. The members' roll shall be distributed to all members of the Association.

4.6 Any member who fails to renew membership and pay the annual subscription fee where applicable within 30 days after his previous membership has expired, shall cease to be a member, and shall be removed from the members' roll. The membership of such a Member shall be reinstated upon payment of such fees provided the member remains eligible, and provided that payment is made within a year of the lapse of membership.

4.7 Any member desiring to resign from the Association shall submit his resignation to the secretary, which shall take effect from the date of receipt by the secretary of such notice.

4.8 Any member may be expelled from membership of the Association if the Executive Board so recommends and if a meeting of the Advisory Board of the Association shall resolve that such a member should be expelled on the grounds that his conduct has adversely affected the reputation or dignity of the Association or that he has contravened any of the provisions of the constitution of the Association. The Executive Board shall have the power to suspend a member from his/her membership until the next meeting of the Advisory Board of the Association following such suspension but notwithstanding such suspension a member whose expulsion is proposed shall have the right to address the meeting of the Advisory Board at which his/her expulsion is to be considered.

4.9 Any person who resigns or is removed from membership shall not be entitled to a refund of his subscription or any part thereof or any money contributed by him at any time. Such person may re-apply for membership not less than six months after his resignation or expulsion, provided he remains eligible.

ARTICLE 5: MEMBERSHIP FEE.

5.1 There shall be a membership fee payable at the time of acceptance to membership of the Association.

5.2 There shall be an annual subscription fee

5.3 The membership and annual subscription fees shall be determined by the Advisory Board and approved at the annual general meeting. These fees will be subject to revision not more than once in two years.

ARTICLE 6: MEMBERSHIP STRUCTURE

Members shall be organized at two levels: -

6.1 **Chapters** representing the geographical distribution of the membership of the Association. The number and names of such Chapters and their geographical areas shall be determined by the Advisory Board.

6.1.1 Each chapter shall have a coordinator and an assistant coordinator appointed by members of the Chapter.

6.1.2 The Coordinator assisted by the assistant coordinator shall report Chapter progress to the executive board through the secretariat.

6.1.3. The coordinators may be invited to attend executive board meetings as and when the need arises.

6.2 Branches

6.2.1 Chapters shall evolve into Branches once their membership attains such number and subject to such rules as shall be determined by the Advisory Board.

6.2.2 On attaining Branch status a chapter will become a self governing entity with an Executive Committee elected by its membership for purposes of local operations.

6.2.3 The Branch Executive Committee shall have representation in the Advisory Board.

6.3 Care Groups

6.3.1 To enhance fellowship and support amongst members as envisioned in Article

6.3.2 To enhance the mentorship program the care groups shall draw their members from both full and associate members at different stages and qualification in the profession as envisaged in article 2.8. The executive board may encourage members to join particular care groups to enhance the membership mix.

ARTICLE 7: THE GOVERNANCE STRUCTURE

The Association shall be governed by the membership through the general meetings, and the following organs:

7.1 The Advisory Council

a) Shall include:

1. The Executive Board Chairman
2. The Executive Board Vice Chairman
3. Nominees from among the following: -
 - i. Subject to being full members pursuant to sub-articles 4.1 and 4.2, the Founding Members, whose names are set out in the schedule hereto
 - ii. Subject to being full members pursuant to sub-articles 4.1 and 4.2, all previous Executive Board Chairmen, Secretaries and Treasurers
 - iii. Subject to being full members pursuant to sub-articles 4.1 and 4.2, all previous Chairmen of the Trustees of the Association
 - iv. Subject to being full members pursuant to sub-articles 4.1 and 4.2,
 - v. Subject to being full members pursuant to sub-articles 4.1 and 4.2, anyone who has been actively involved in the affairs of the association for a period of not less than Ten (10) years
4. The number of Advisory Board Members shall NOT exceed ten
5. Retiring members may contest and be elected to different positions.
6. Once Advisory Board position falls vacant the remaining members shall be invited to nominate persons from amongst the categories of members listed above.
7. From the persons nominated per category the Advisory Board shall at a formal session vet and select a replacement.
8. The Advisory Board shall appoint a Chairman, a Vice Chairman, a Secretary and a Treasurer from amongst Council members to coordinate its functions and activities.
9. The Advisory Board shall meet at least once a year, at least one (1) month prior to the AGM to deliberate on executive board proposals and recommendations to be presented to the AGM

- b) Shall ensure that the values and vision of the Association are maintained as envisioned by the founding members.
- c) Shall be responsible for the good governance of the Association including the governance of the Association's organs and all its established charitable trusts, associations, institutions, cooperatives or companies formed for any of the objects of the Association.
- d) Shall offer guidance on the criteria of nominating the members of the Executive Board, the Association's Trustees as well as members of the Board of Trustees of Trusts constituted to further the objectives of the Association
- e) Shall vet all nominations prior to being presented by the Secretary of the Executive Board to the AGM for election
- f) Shall be responsible for any disciplinary action involving members including members of the Executive Board, the Association's Trustees as well as members of the Board of Trustees of Trusts constituted to further the objectives of the Association
- g) Shall be mandated to admit and expel any member once it has deliberated and passed the resolution.
- h) Shall maintain confidentiality with regard to disciplinary matters, disclosing only what is necessary to the General Meeting

7.2 The Executive Board

Shall run the affairs of the Association as stipulated in this Constitution

7.3 Secretariat

- a) Shall be headed by the Chief Executive Officer and shall be answerable to the Executive Board
- b) Shall be responsible for the day to day running of the Association in the achievement of the Aims & Objectives set out in this Constitution.
- c) Shall be responsible for the financial performance and fiscal growth of the organization through implementation of the policies and programs of the Executive Board.

To ensure accountability and the maintenance of proper books of accounts by the secretariat the Association's financial records shall be subject to monthly audits by an Internal Auditor who shall be answerable to the Board; a copy of these reports shall be presented to the Treasurer on a monthly basis.

The External Auditor shall prepare and present the Association's financial reports to the Executive Board at the end of every quarter within the financial year

7.4 Trustees of the Association

- i) The Association shall in a general meeting appoint not less than two and not more than four trustees. Trustees may be members of the Executive Committee.
- ii) Trustees shall serve for a period of three years at a time.
- iii) The Trustees shall elect a Chairman from amongst themselves.
- iv) Such Trustees shall be members of the Association and shall be eligible for re-election on retirement. A general meeting shall have the power to remove any of the trustees and to fill any vacancy so arising.
- v) The Executive Board may fill any casual vacancy of trustees occurring between general meetings provided that any such appointee shall retire at the next following general meeting.
- vi) All land, building and other immoveable property and all investments and securities which shall be acquired by the Association shall be vested in the names of the trustees.

- vii) The trustees shall pay all income received from property vested in the trustees to the Treasurer of the Executive Board. Any expenditure in respect of such property which in the opinion of the trustees is necessary or desirable shall be reported by the trustees to the Executive Board which shall authorize expenditure of such moneys as they think fit.
- viii) The Executive Board and the Trustees may apply for incorporation of the Trustees under the Trustees (Perpetual Succession) Act, or its equivalent, and for this purpose may make rules and by-laws for the Trustees which shall be approved by the general meeting.
- ix) Boards of Trustees of all Trusts constituted to further the objectives of the Association Shall run the various Trusts as stipulated in the Trust Deeds declaring such Trusts

7.2. The Executive Board shall consist of the following:

7.2.1. Office bearers who shall consist of

- i) Chairman
- ii) Vice-chairman
- iii) Secretary
- iv) Treasurer
- v) Board members who shall not exceed six (6)
- vi) Two (2) dental practitioners
- vii) Two (2) medical practitioners
- viii) Two full members whose age shall not be exceed thirty two (32) years
- ix) Non-voting ex-official members
- x) Chief Executive Officer – Head of the Secretariat
- xi) Two (2) Student Representatives from the National student's committee which is a representation of all the medical schools in the country.

7.2.2 The Executive Board, except the ex-official members, shall be elected at the annual general meeting from amongst the full members.

Members of the Board shall hold office for a period of three years renewable for a maximum of two terms each. Such members shall be eligible for re-election only once to the same position.

7.2.3 The Executive Board shall be responsible for facilitating the implementation of the aims and objectives of the Association set forth in article 2.

7.2.4. All moneys disbursed on behalf of the Association shall be authorized by the Executive Board, except where otherwise specified.

7.2.5. The Executive Board shall have powers to appoint committees with specified assignments.

Full or Associate members may be appointed to committees. Committees shall be fully accountable to the Executive Board in all matters pertaining to their assignments.

7.2.6. The Executive Board shall meet at such times and places as it shall resolve but shall meet not less than once in any period of 3 months. The quorum for board meetings shall be 5 members excluding the ex-official members.

7.2.7 Any member of the Executive Board or of any committee, who fails to attend 3 consecutive board or committee meetings without leave of absence approved by the board, shall automatically cease to be a member of the board or that committee.

7.2.8 Any board or committee member who ceases to be a member of the Association shall automatically cease to be a member of the board or that committee.

7.2.9 Any member of the Executive Board or of any committee desiring to resign from the Association shall submit his resignation to the Secretary or Chairman of the Executive Board stating reasons for resignation. The resignation shall be effective from the date of receipt by the Secretary or Chairman of such notice.

7.2.10. In the event of a board or committee member ceasing to hold office, he shall be replaced by a member of the Association appointed by the Executive Board. In the case of an Executive Board member, such appointment shall be valid until the next Annual General Meeting.

7.2.11 In the event the Executive Board shall fail to meet in 6 consecutive months, it shall automatically dissolve. Following such dissolution, any 4 Full members shall convene a special General Meeting to appoint an interim board from Full members which shall run the affairs of the Association until the next Annual General Meeting. Such special general meeting shall be called according to the provision in sub-Article 11.5. The appointed interim board shall call for the Annual General Meeting within three (3) months of its appointment.

ARTICLE 8: DUTIES OF THE EXECUTIVE BOARD

8.1. The Chairman shall, unless prevented by illness or other sufficient cause preside over all Executive Board Meetings and all general meetings.

8.2. The Vice Chairman shall share the responsibilities of the Chairman and shall represent the Chairman in his absence and assist him when necessary.

8.3. The Secretary shall:

- i) Be responsible for all the correspondence of the Association.
- ii) In consultation with the Chairman issue notices convening all meetings of the Association.
- iii) Be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Association.
- iv) Ensure that the Chief Executive Officer implements the executive board's policy with regard to the administration of the Association.

8.4. The Treasurer shall:

- i) Receive and disburse all moneys of the Association under directions of the Executive Board.
- ii) He shall issue receipts for all moneys received by him and preserve all moneys paid to him.
- iii) He shall be responsible to the Executive Board in ensuring that proper books of accounts of all moneys received and paid by the Association are written up and updated quarterly. The External Auditor will review such books quarterly. Such books shall be preserved by the Treasurer and made available for inspection on demand by any person, provided that such person other than members of the Association shall have an approval by the Executive Board to inspect the books.
- iv) The Treasurer shall ensure the Chief Executive Officer follows the Executive Board's directives as the Chief Executive executes the responsibility of ensuring the fiscal growth and wellbeing of the Association
- v) The Treasurer shall assist the Chief Executive Officer develop financial products in partnership with financial and other institutions and partners for the benefit of the membership as envisaged in Article 2.7

8.5. The Board Members shall be assigned responsibilities by the Executive Board at the first board meeting following the AGM. The responsibilities shall be based on the strategic objectives of the Association for that period/season.

8.6. In the absence of both the Chairman and the Vice Chairman in an Executive Board meeting, the meeting shall appoint a member to take the chair. Similar appointment shall be made in the absence of the secretary.

ARTICLE 9: ELECTION OF THE EXECUTIVE BOARD

9.1. The Secretary of the Executive Board shall request all Full Members of the Association to nominate persons for election to the Executive Board and/or persons to be appointed Trustees of the Association. Such nomination must be received by the Secretary at least (60) days prior to the date of the Annual General Meeting. Only full members shall participate in nominations and elections, or be eligible for election.

9.2. The Secretary shall obtain a written confirmation from each nominated member of the latter's willingness to serve in the Executive Board if elected. The Secretary shall then draw a list of nominated members willing to be elected to the Executive Board or be appointed to be Trustees of the Association and forward the list of names to the Advisory Board for approval. On approval by the Advisory Board; the approved list shall then be sent to all members at least (21) days prior to the Annual General Meeting.

9.3. Persons to be considered for election to the Executive Board shall be Full Members of the Association. They shall also conform to the scriptural qualifications set forth in 1st Timothy 3:8-13 and Acts 6:3, save that the following shall also apply:

9.3.1. There will be no discrimination based on gender or marital status.

9.3.2. Prior service as a board member or in leadership in any other Association or organization shall not be a requirement for eligibility for election.

ARTICLE 10: THE CHIEF EXECUTIVE OFFICER

10.1. Shall be appointed by a resolution of the Executive Board after a suitable recruitment exercise.

10.2. Shall be entitled to a salary as shall be determined by the Executive Board.

10.3. Shall be responsible for the recruitment of the Staff of the Secretariat with the sanction of the Board and shall determine their salaries.

10.4. Shall be charged with the responsibility of administration of the Association through the secretariat and shall ensure that all objects of the Association are performed and carried out on behalf of the Board.

10.5. Shall formulate the Association's strategies and administrative policies and rules to be ratified, repealed and/or adopted by the Board.

10.6. Shall carry out all necessary ground work for any project or program the board proposes to undertake.

10.7. Shall implement and oversee any of the Association's projects & programs as directed by the Board.

10.8. Shall prepare the annual and any other budgets as may be required from time to time for the approval of the Board.

10.9. Shall be responsible for the financial performance and fiscal growth of the organization.

10.10. Shall facilitate all meetings jointly with the Secretary of the Association.

10.11. Shall handle all official communications of the Association in consultation with the Secretary.

10.12. Shall act as the Secretary of such committees & affiliate boards as the Executive Board may direct.

10.13. Shall advise the Board and perform any other duties delegated to him/her by the Executive Board.

ARTICLE 11: GENERAL MEETINGS

11.1. There shall be two classes of General Meetings: Annual General Meetings (AGMs) and Special General Meetings (SGMs).

The Annual General Meeting shall be held not later than three (3) months after the closure of the financial year. Notice in writing of the Annual General Meeting shall be sent to reach all members at least 21 days

before the date of the meeting and, where practicable, by press advertisement not less than 14 days before the date of the meeting. Such Notice shall be accompanied by the following: -

11.1.1. Annual Statement of Account as provided for in sub-Article 15.5

11.1.2. List of nominated members willing to be elected to the Executive Board as provided for in sub-Article 9.2.

11.2. The Agenda of the Annual General Meeting shall consist of the following: -

11.2.1. Confirmation of the minutes of the previous Annual (and, where applicable, Special) Annual General Meeting.

11.2.2. The Chairman's Annual Report

11.2.3. Consideration of accounts

11.2.4. Election of the Executive Board and where necessary appointment of Trustees.

11.2.5. Appointment of Auditor.

11.2.6. Such other matters as the Executive Board will have proposed or as to which notice shall have been given to the secretary in writing by any member to reach him at least 30 days before the date of the Annual General Meeting, provided that the Executive Board shall have approved the inclusion of such matter in the Agenda of the Annual General Meeting.

11.3. Minutes of the Annual General Meeting and all reports and documents presented at the meeting shall be sent to all members of the Association not later than two (2) months following such meeting. New members shall also receive these documents soon after enrolment.

11.4. A Special General Meeting may be called for the following purposes:-

11.4.1. Any specific purpose approved by the Executive Board.

11.4.2. Request or order by at least 10 Full members in writing to the secretary of the Executive Board. The Secretary shall be required to issue Notice of a Special General Meeting within 21 days of such a request or order.

11.4.3. Any 4 Full members as provided for in sub-Article 7.11

11.5. Notice of a Special General Meeting shall be sent to reach all members not less than 21 days before the date of the meeting and where practicable by press advertisement not less than 14 days before the date of such meeting. Such Notice shall clearly indicate the purpose of the meeting. No matter shall be discussed in the Special General Meeting other than that indicated in the Notice. Minutes of the Special General Meeting shall be sent to reach all members of the Association within one (1) month of the date of such meeting.

11.6. The following provisions shall apply to both Annual and Special General Meetings:-

11.6.1. A General Meeting may discuss amendment of the constitution or dissolution of the Association. In each case, provision in Articles 16 and 17 respectively shall supersede those in this Article 11 in so far as they shall apply.

11.6.2. The quorum shall be not less than 75% of Full membership. If a quorum is not present at the expiry of thirty (30) minutes after the time specified for holding of the meeting the chairperson shall subject to

11.6.3 below have the discretion to dissolve or adjourn the meeting; If adjourned the meeting must be reconvened not less than (21) days thereafter. Notice of the adjourned meeting shall be issued and sent to all members immediately after the adjournment. At the adjourned meeting any number of Full members present shall deal and vote on the business for which the original meeting was convened. Decisions and resolutions passed shall be valid and binding to the Association.

11.6.4. Provided however that if the quorum is not present at the expiry of thirty (30) minutes after the time specified for holding a general meeting convened according to either paragraph 11.5, sub-Article

11.6.1 (to the extent the discussion is to amend the constitution) or paragraph 18.1 such meeting shall be dissolved.

ARTICLE 12: PROCEDURE AT GENERAL MEETINGS

12.1. At all meetings of the Association, the Chairman or in his absence, the Vice-Chairman, or in the absence of both these office-bearers, a member selected by the meeting, shall take the chair.

12.2. Full and Associate members may speak on any motion or proposal. The Chairman may at his discretion limit the number of persons permitted to speak in favor of or against any motion.

12.3. Resolution shall be decided by adopting a motion of Resolution moved and seconded by Full members and supported by at least a simple majority of the number of members required for a quorum.

12.4. Only Full Members shall be entitled to vote for or against any motion.

12.5. Voting shall be by show of hands, provided that if the Chairman or more than 10 members so request voting on any resolution shall be by secret ballot.

12.6. In the case of equality of votes, whether on show of hands or by secret ballot, the Chairman shall have a second or casting vote.

ARTICLE 13: POWERS

In furtherance of the objects of the Association but not otherwise the Executive Board may exercise any of the following powers:-

13.1 To apply to the Commissioner of Income Tax to exempt income of the Association from taxation

13.2 To expend such moneys or incur such liabilities for the maintenance of the Association's assets

13.3 To develop maintain and or improve any immovable property belonging to the Association

13.4 To employ such staff as are necessary for the proper pursuit of the Association's objects and to make all reasonable and necessary provisions for the payment of statutory and other benefits of the staff as the board shall deem necessary.

13.5 Subject to any consents required by law to borrow money and to charge the whole or part of the Association's Assets as they deem necessary and to repay the money so borrowed.

13.6 Subject to any consents required by law to sell, lease or otherwise dispose of all or any part of the property or assets belonging to the Association on such terms and conditions as they think expedient.

13.7 To establish charitable trusts, associations, institutions, cooperatives or companies formed for any of the objects of the Association.

13.8 To co-operate with other organizations, voluntary bodies and statutory authorities operating in furtherance of the Association's objects and to exchange information and advice with them.

13.9 To delegate to any one or more of the Association's members the transaction of any business or the performance of any act required to be transacted or performed in the execution of the Association's objects and which is within the professional or business competence of the appointed member provided that the Executive Board shall exercise reasonable supervision over the member acting on their behalf under this provision and shall ensure that all the member's acts and proceedings are fully and promptly reported to the Executive Board.

13.10 To make and vary rules and regulations for the proper management and administration of the Association but without prejudice to the foregoing to make and vary rules and regulations for the establishment maintenance enhancement of day to day administration of the assets and affairs of the Association.

13.11 To do all such other lawful things as are necessary for the achievement of the Association's objects.

ARTICLE 14: FUNDS

14.1. The funds of the Association shall only be used for the purpose the Executive Board considers proper and in accordance with the Aims and objectives of the Association.

14.2. All moneys shall be received by and paid to the Treasurer. Funds shall be deposited by him in the name of the Association in a bank or banks approved by the Executive Board.

14.3. No payment shall be made without the authority of the treasurer. The Executive Board shall however set a limit on the amount of money the treasurer may authorize. Any amount of expenditure above the stipulated amount shall require a resolution of the Executive Board

14.4. All cheques drawn on the Association's bank accounts shall be signed by **any two** of five board members authorized by a resolution of the Executive Board one of who shall be the treasurer

14.5. The financial year of the Association shall be 1st October to 30th September

14.6. The Executive Board shall have power to suspend any member of the board who it has reasonable cause to believe is not accounting properly for any of the funds or property of the Association. The Board shall have power to appoint another member in his place.

o Such suspension shall be reported to a Advisory Board meeting which shall be convened on a date not later than two (2) months from the date of such suspension.

o The Advisory Board meeting shall have full powers to decide on what further action should be taken in the matter.

14.7. The Executive Board shall at its discretion seek to borrow funds from any lending institution depending on the available and agreed facilities. Such financing should be in tandem with Article 14.1 and should be beneficial to the Association.

ARTICLE 15: EXTERNAL AUDITOR

15.1. An Auditor of the Association shall be appointed by the Annual General Meeting on recommendations of the Executive Board. Such recommendations shall be made known to the members of the Association along with the Notice of the Annual General Meeting.

15.2. No member of the Association shall be appointed an Auditor.

15.3. All the Association's accounts, records and statements shall be open to the inspection of the auditor at any time.

15.4. The Treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities of the Association and such other relevant information on the funds and property of the Association made up to the 31st December each year. The Annual Statement of Accounts shall be ready not later than the 15th of February each year. The Auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the Association in what respect they are found to be incorrect, un-vouched or not in accordance with the law.

15.5. The Treasurer and the Secretary shall ensure that a copy of the Auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all the members of the Association in accordance with sub-Article 11.1.1

15.6. The Auditor shall be paid such fee as shall be agreed between him and the Executive Board.

ARTICLE 16: AMENDMENTS TO THE CONSTITUTION

16.1 No amendments shall be made to this constitution unless:

16.1.1 At least 60 days' notice in writing of any proposed amendments shall have been given to reach the Secretary of the Executive Board by at least 4 Full Members of the Association.

16.1.2 The Executive Board considers the amendments and makes its recommendations known in writing to the members of the Advisory Board.

16.1.3 The Advisory Board deliberates and approves of the amendments and forwards the recommendations to the secretary for notification of a Special General Meeting if the Annual General Meeting is at least 3 months away; in any other case, such proposal will be discussed at the next Annual General Meeting.

16.1.4 The Secretary issues Notice of such General Meeting to discuss the proposed amendments to reach all members 21 days before the date of such meeting.

16.1.5 The Advisory Board or the Executive Board may propose amendments to the Constitution. In such event, notice of the proposed changes shall similarly be given to the Members in accordance with Article 16.1.4.

16.1.6 A quorum of 75% of Full Membership is realised for the specific business of amending the Constitution.

16.1.7 75% of Full members present approve the amendments

16.1.8 Such amendments are approved by the Registrar of Societies.

16.2 The following are not subject to any amendments in whatsoever form:-

16.2.1 Article 3: Doctrinal Basis of the Association.

16.2.2 Article 9.3: Scriptural qualifications of members to be considered for election.

ARTICLE 17: DISPUTE RESOLUTION

17.1 Whenever any difference or dispute arises between the Association and any member, touching on the interpretation or construction of this constitution or touching on anything done, executed, omitted, or suffered in pursuance of this constitution, or affecting the Association or any of the affairs of the Association or otherwise whatsoever every such difference or dispute shall be referred to the decision of an arbitrator appointed by agreement of the parties in dispute, or failing such agreement within 14 days of the dispute arising, by the chairman for the time being of the Christian Conciliatory Centre (if any) established by the Kenya Christian Lawyers Fellowship or if such Centre does not exist, by the General Secretary for the time being of the National Council of Churches of Kenya.

17.2 The decision of such arbitrator shall be final and binding on all parties to the dispute or difference.

ARTICLE 18: DISSOLUTION

18.1 The Association shall not be dissolved except by the fulfillment of all of the following provisions:

18.1.1 At least 10 Full Members of the Association submit to the Secretary of the Executive Board a proposal for dissolution. The Secretary shall then within 30 days of receipt of such proposal, give Notice of a Special General Meeting to reach all members at least 30 days before the date of the meeting. 18.1.2 A quorum of 75% of Full Members of the Association is realised. The meeting shall stand dissolved in accordance with paragraph 11.6.3 if this quorum is not present.

18.1.2 A resolution for dissolution is passed at the General Meeting by a vote of 75% of Full members present in the meeting.

18.1.3 Permission in writing from the Registrar of Societies is obtained upon application to him is made in writing and signed by any 3 members of the Executive Board.

18.2 When the dissolution of the Association has been approved by the Registrar of Societies, no further action shall be taken by any member of the Executive board in connection with the Aims and Objectives of the Association other than to liquidate for cash all the assets of the Association. Subject to the payment of all debts and liabilities of the Association, the balance thereof, if any, shall be distributed to such organizations as share in the Aims and Objectives set forth in Article 2, provided that where the General

Meeting passing such resolution specifies the organizations to whom such balance may be donated, the distribution shall be done accordingly. Distribution may also be done in kind.

ARTICLE 19: INSPECTIONS OF ACCOUNTS AND LIST OF MEMBERS

19.1 The books of account and all documents relating thereto and list of members of the society shall be available for inspection at the registered office of the society by any officer or member of the society on giving not less than seven days notice in writing to the Society.