

SAMBURU AID IN AFRICA (SAIDIA)
CONSTITUTION AND RULES

1. NAME: Samburu Aid in Africa (SAIDIA)

- SAIDIA is a non-profitmaking organization without any political aims whatsoever. Its only objectives are those specified in this constitution.

2. OBJECTIVES:

1. To design and initiate a programme of community development in conjunction with the local people of Samburu district and to assist them in overcoming their problems with dignity.
2. To create greater awareness of the means of prevention of their health problems. Programme to include: public information and education for health and nutrition; child health; water and sanitation; reproductive health - including HIV and other STIs, family planning and immunization.
3. To stock and maintain SAIDIA's medical facilities and to run health care mobiles to outlying areas.
4. To respond to other community needs as may be agreed by the Board of Directors.
5. To create a safe, healthy and happy environment for the future of Samburu's children.

3. POPULATION SERVED

- The communities that SAIDIA serves lie across several Divisions in Samburu District, Kenya or areas lying adjacent to these, as determined by the Board of Directors.
- SAIDIA serves all in those communities regardless of religion, tribe, ethnic group or national origin.

4. THE BOARD

4.1 Board of Directors Membership

- The Board shall consist of all the office bearers and such members as are elected to the Board at the AGM. These members shall include office holders, non-office holding members with voting powers and ex-officio members with no voting power. Such Board members who are elected at the AGM, shall hold office until the following AGM.
- The incumbent Members of Parliament for Samburu East and West will be invited to be ex-officio members of SAIDIA's board. Other Members of Parliament may be invited to be ex-officio members at the Board's discretion.
- The Board shall propose board members for election to the Board.
- The Board shall have the power to suspend any member from his/her membership until the next AGM where that member can be expelled by a two-third majority vote by members present. A member whose expulsion is proposed shall have the right to appeal at the AGM at which his expulsion is considered.
- A member shall be expelled if s/he:

- i. Is disqualified from acting as a member by virtue of any statutory provision.
- ii. Becomes incapable of managing and administering his or her own affairs by reason of mental disorder, illness or injury.
- iii. Fails to attend two consecutive meetings without sending apologies and the other members resolve that his or her seat be vacated.
- iv. Does not commit him/herself to the advancement of the objectives of SAIDIA as enshrined in this constitution.

4.2 Board Meetings

- The Board shall meet at such times as it shall resolve, but shall meet not less than once a year.
- The quorum of the meetings of the Board shall be four members, i.e. the director and three non-staff.

** See further detail of meetings in Section 6 (General Meetings & Annual General Meetings)

4.1 Office Bearers

- The office bearers, collectively known as the directors, of SAIDIA shall be:
 - (i) The Chairperson
 - (ii) The Vice-Chairperson
 - (iii) The Secretary
 - (iv) The Treasurer
- Directors may be removed from office in the same way as laid down for the expulsion of Board members and vacancies thus created shall be filled by persons elected at the AGM resolving the expulsion. The Chair shall, in consultation with other Board members, be responsible for appointing an interim office bearer who shall hold the post until the next AGM.
- Directors shall be responsible for the efficient management of SAIDIA's programmes and personnel, interfacing with government officials, members of the community, donors and other humanitarian agencies, and for SAIDIA finances. It is recognized that SAIDIA and its activities are subject to the laws of the Republic of Kenya.

4.2 Duties of the Office Bearers

- The Chairperson: shall, unless prevented by illness or other sufficient causes, preside over all general meetings. S/he shall exercise general policymaking control over the work and activities of SAIDIA. S/he shall hold the post for a maximum period of three years.
- The Vice-Chairperson: shall perform any duties of the Chairperson in his/her absence. S/he shall be expected to assume the role of Chairperson at the end of the Chairperson's three-year tenure or on his/her resignation. S/he will serve as a liaison point for the Director, in particular to discuss the Quarterly Reports before submission to the Board.
- The Secretary: shall deal with all correspondence of SAIDIA under the general supervision of the Board. S/he shall issue notices of the Annual General Meeting. S/he shall be responsible for the keeping of the minutes of all such meetings and shall be responsible for the preservation of all records of proceedings of the

organization and of the Board. S/he may delegate day-to-day business as may be agreed by the Board.

- The Treasurer: shall, in conjunction with the Director, have responsibility and oversight of all financial matters. The Treasurer is responsible to the Board and to the members for ensuring that proper account books are written up, preserved and available for inspection. S/he may delegate day-to-day business as agreed by the Board.

5. ADMINISTRATIVE DUTIES OF THE BOARD

- With the approval of the Board, SAIDIA will appoint two administrative officers; a Director and a Fundraiser/ Coordinator. Their term of office shall be two years or as otherwise determined by the Board. (see Appendix 1 for Director and Fundraiser Coordinator Duties).
- The Board shall provide support as required for the financial and technical development of SAIDIA's activities.
- The Board shall carry out an Annual Performance Review of the Director and Fundraiser Coordinator.
- The Board shall approve any staff increments and pay reviews as proposed by the Director.
- The Director shall submit a report to the Board on a quarterly basis, including management issues that need to be raised. The Vice-Chair shall review the quarterly report with the Director prior to sending it to all Board members.

6. GENERAL MEETINGS

- There shall be two classes of general meetings: Annual General Meetings (AGMs) and Board meetings.
- The AGM shall be held not later than July 31st of each calendar year. Notice in writing of the AGM, accompanied by the annual statement of accounts and the agenda for the meeting shall be sent to all individual members not later than 14 days in advance.

6.1 AGM Agenda

The agenda of the AGM shall consist of the following:

- (i) Confirmation of the minutes of the previous AGM
- (ii) Consideration of the accounts
- (iii) Appointment of auditors
- (iv) Election of office bearers and members to the Board
- (v) Annual Performance Review of the Director and Fundraiser Coordinator
- (vi) Consideration of Annual Staff Performance Review (to be summarized and reported by the Director)
- (vii) Review of the SAIDIA Annual Report
- (viii) Other matters as the Board shall decide, or as to which a member shall have given notice in writing to the secretary at least 2 weeks before the date of the meeting.
- (ix) Any other business with the approval of the Chair.

Board of Directors meetings may be convened:

By the secretary at the direction of the Board of Directors or by a resolution at Annual General Meeting that is supported by at least two-thirds of those present. Board meetings may also be called by the Director in consultation with the Chairperson and Secretary of the Board of Directors.

PROCEDURE AT MEETINGS

At all meetings of SAIDIA the Chairperson or Vice Chairperson or a member selected by the Board of Directors shall take the chair. The chair may, at his/her discretion, limit the number of persons to speak in favour or against any motion.

All resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes the chairman shall have a second or casting vote.

PATRON

The Board of Directors has the power to appoint one or more patrons of SAIDIA. Each patron shall automatically be a member of the Board of Directors of SAIDIA.

AUDITOR

An auditor shall be appointed for the following year by the AGM. All of SAIDIA's accounts, records and documents shall be open to inspection by the auditor at any time. The treasurer shall produce an account of receipts and payments and a statement of assets and liabilities for the preceding financial year not later than 21 days before the date of the AGM. The auditor shall examine such annual accounts and statements and certify if they are correct, duly vouched and in accordance with the laws of the republic of Kenya.

A copy of the auditor's report on the accounts and statement together with such accounts and statements shall be furnished to all individual members at the same time as the notice convening the AGM is sent out. An auditor may be paid such honorarium as may be resolved by the Board of Directors.

The auditor shall not be an office bearer or a member of SAIDIA.

FUNDS

Financial solvency, viability and integrity provide the foundation (s) for SAIDIA's work. SAIDIA shall only operate in compliance with the appropriate legal and financial requirements of the Republic of Kenya.

The income and funds of SAIDIA shall only be used for the furtherance of the objectives of the organization as set forth in this constitution.

All monies shall be received and paid to the treasurer or Director and shall be deposited by him and one other office bearer in the name of SAIDIA in any bank approved by the Board of Directors.

No payments above Kshs. 500,000 shall be made out of the bank without the prior permission of the Board of Directors and all cheques shall be signed by those members authorized by the Board of Directors only.

The Board of Directors shall have the power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property belonging to SAIDIA. Such suspension shall be reported to the general meeting. The general meeting shall have power to decide what further course of action is necessary.

The financial year for SAIDIA shall be from 1st January to 31st December.

AMMENDMENTS TO THE CONSTITUTION

Ammendments to the constitution must be approved by at least a two-third majority of members at a general meeting (annual or special). They cannot be implemented without the prior consent of the NGO Co-ordination Board, obtained upon application in writing to the director and signed by three of the office bearers.

BRANCHES

Branches of SAIDIA may be formed with the consent of the Board of Directors and the NGO Co-ordination Board and they will adopt the same constitution as that of headquarters with the following exceptions.

- (i) The aims and objectives will not include the formation of branches.
- (ii) Amendments to the constitution can only be made by headquarters.
- (iii) The provisions of dissolution shall apply to branches but, in addition, branches will not be dissolved without consultation with their headquarters.

DISSOLUTION

SAIDIA shall not be dissolved except by resolution passed at a general meeting, by a vote of two-thirds majority of the members present. The quorum of this meeting shall be six.

No dissolution shall be effected without the prior permission in writing of the NGO Co-ordination Board, obtained upon written application to the director and signed by three of the directors.

When the NGO Co-ordination Board has approved the dissolution no further action shall be taken by the Board of Directors other than to get in and liquidate for cash all the assets of SAIDIA. Subject to the payment of all debts outstanding, the balance thereof shall be

distributed to an organization with the same objectives as SAIDIA and in such a manner as may be resolved by the meeting at which the resolution for dissolution is passed.

INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

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

NOTE: In this document 'he' and 'him' are taken equally to mean 'she' and 'her' as appropriate.

Appendix A.
Terms of Reference for Administrators

Job Description: Director
Location: Nanyuki (and Maralal after office move)
Travel to Nairobi as necessary

Under the overall direction of the Board of Directors, answerable to the communities in SAIDIA's project areas, and reporting to the Board of Directors, the Director oversees the successful administration of the health and development programmes, coordinates the strategic direction of the organisation and carries overall responsibility for the performance of the staff and the meeting of programme objectives.

Duties include, but may not be limited to the following:

Overall direction and strategy

- Determine and formulate policies and strategies and provide overall direction of SAIDIA.
- Plan and implement policies and objectives of SAIDIA in accordance with SAIDIA's Constitution, with close communication and advice from the Board of Directors.
- Serve on the SAIDIA Board of Directors, and other locally based committees as necessary.
- Call Annual General Meeting of the Board of Directors.

Advocacy and Fundraising

- Manage the Fund-raiser/ Coordinator and coordinate with SAIDIA (UK) and the Board of Directors to increase SAIDIA's funding base, profile and financial sustainability.
- Collaborate with the Board of Directors and the Fund-raiser/ Coordinator, and with the assistance of field managers, identify funding sources and develop project proposals as necessary.
- In liaison with the Fund-raiser/ Coordinator, promote the objectives of SAIDIA to other NGOs or community-based groups, the MoH, other government agencies, the UN, donors and other international organisations.
- Supervise the preparation of budgets and financial and technical reports for donor reporting purposes.

Financial Management

- Review financial statements and activity reports to ensure that SAIDIA's objectives are achieved.
- Direct and coordinate SAIDIA's budgeting and financial processes in order to ensure sustainable funding, the maximization of investments and overall cost-effectiveness.

Operations

- Plan and coordinate operational activities with assistance from field managers.
- Implement the move of SAIDIA's offices from Nanyuki to Maralal.
- Coordinate acquisition and primary distribution of medical equipment and drugs and other needed resources.
- Develop an appropriate transport management system for SAIDIA and ensure its implementation.
- Maintain internal control procedures for medical and other stock inventories.
- Negotiate contracts with suppliers and distributors, and with maintenance and security providers for all SAIDIA's operations.
- Liaise with SAIDIA's Security Advisor and Board of Directors to develop and implement an organizational security policy.
- Liaise with SAIDIA's Security Advisor to monitor the security situation in Samburu district and submit reports to the Board of Directors and SAIDIA (UK) on a quarterly basis.

Human Resource Management

- Recruit and manage employees, in consultation with the Board of Directors as necessary.
- Evaluate performance of staff and determine areas of personal and programme improvement.
- Ensure the application of a human resource development plan for SAIDIA.

Appendix A.

Terms of Reference for Administrators

Job Description: Fund-raiser/Coordinator

Location: Time split between Kenya and UK as appropriate. Base to be decided upon appointment.

With the guidance of SAIDIA (UK) and Board of Directors and in close collaboration with other SAIDIA staff, the Fund-raiser/Coordinator will be responsible for the overall raising of funds for SAIDIA and also for SAIDIA's profile as a successful small-scale community health organisation.

For administrative purposes the Fund-raiser/Coordinator will report to the Director (Based in Kenya) but will have to be able to work without direct supervision and also to coordinate the support of SAIDIA's voluntary committees both in the UK, Kenya and internationally.

The Fund-raiser/Coordinator will be responsible for all fund-raising not specifically tied to project proposals submitted to donors in Kenya (whilst assisting with this when appropriate) and will at the same time specifically coordinate the activities of SAIDIA (UK).

The Fund-raiser/Coordinator will create the synergy across all of SAIDIA's structures, supporters and fund-raising opportunities to maximize the potential sources of funds and to create financial sustainability.

Duties include but are not limited to the following:

- Administer SAIDIA (UK), acting as a secretary for the SAIDIA (UK) Committee, calling meetings as appropriate and ensuring all legal requirements for Arm's, audits etc. are followed. Reporting (both fiscal and narrative) to the Board of Directors and SAIDIA (UK) Committee on an annual basis.
- Manage SAIDIA (UK)'s portfolio:
 - Creating a legally constituted Endowment Fund and developing a supporter-base of regular givers for it
 - Increasing and maintaining the number of regular givers to the Education Fund
 - Maintaining a General Fund to incorporate all other income to SAIDIA (UK)
 - In liaison with the Director arranging for the transfer of money from the above funds as appropriate
- In conjunction with the Director and Board of Directors, raise further funds for SAIDIA by:
 - Approaching companies, foundations, charitable trusts and NGOs for support
 - Arranging *ad hoc* fund-raising events in both Kenya and UK
 - Marketing SAIDIA items such as T-shirts, paintings and cards etc.
 - Seeking and managing private individual donations

- Seeking and managing gifts in kind from organisations and companies in both Kenya, Europe and the US
- Exploring possibilities for developing a US fundraising base.
- With the Director coordinate the development and submission of project proposals to donors and manage those submitted to donors outside of Kenya as appropriate, maintaining donor relations and assisting with reporting schedules etc.
- Promote a high profile for SAIDIA in Kenya, the UK and also internationally by:
 - Systematically ensuring that past, present and future supporters of SAIDIA are identified, recorded, informed of progress, and encouraged to continue their support
 - Creating and distributing such promotional material as needed
 - Ensuring that the Annual Report is written and distributed on time
 - Creating, maintaining and promoting a SAIDIA web-site
 - Making presentations on SAIDIA to Donors, NGOs, other organisations and groups of individuals as required
 - Seeking and managing media exposure for SAIDIA in Kenya and internationally
- Cultivate relationships with all SAIDIA's funders and supporters, developing, maintaining and administrating a comprehensive and regularly updated database of SAIDIA's donors, patrons and friends.
- Organise field visits for funders and supporters when necessary.
- Build the capacity of SAIDIA field managers to develop and write project proposals and assist them in the production of high quality reports.
- Establish and maintain effective communication between SAIDIA (UK) and the Board of Directors.
- Travel between the UK and Kenya and visit SAIDIA's projects on a regular basis to be defined by the Director.