

## **CONSTITUTION of the Society of the FRIENDS OF NAIROBI NATIONAL PARK**

Approved by the registrar of societies by letter dated 14<sup>th</sup> December 1998).

### **I - DEFINITIONS**

In this document, unless the context otherwise requires:

- a. "the Board" means the Board of Directors of FoNNaP;
- b. "Chairman" include a lady chairman;
- c. "Director" means a director of the Board of FoNNaP unless described otherwise;
- d. "FoNNaP" means the society of the Friends of Nairobi National Park;
- e. "he" "him" and "his" include "she" "her" and "hers";
- f. "KWS" means the Kenya Wildlife Service and its successors;
- g. "Nairobi National Park" means the area gazetted under the proclamation of 16 December 1946 under the National Parks Ordinance, Ordinance IX of 1945, and any gazetted additions, alterations or extensions, past or future;
- h. "the park" means the Nairobi National park;
- i. "the society" means the society of the Friends of Nairobi National Park;
- j. "The warden" means the warden in charge of Nairobi National Park.

### **II - TITLE, NATURE AND HEADQUARTERS**

1. The organization shall be called the Society of the Friends of Nairobi National Park, abbreviated to "FoNNaP".
2. FoNNaP shall be a non profit-making society with headquarters in Nairobi.

### **III - OBJECTS**

The Objects for which FoNNaP is Established are to:

1. Promote the retention of the wild and indigenous nature and biological diversity of the Park, including its ecosystem, flora and fauna.
2.
  - a. Assist KWS, its directors and the warden in managing the park.
  - b. Raise public awareness regarding the unique status and importance of the Park to the citizens of Kenya and to the international community by means of education and publicity.
  - c. Gain the cooperation and support of the public for the Park and for its continuing viability by, among other ways, encouraging and building partnerships with rural and urban communities that border the park and its migration routes.
  - d. Influence opinions and decisions concerning activities and events which might have detrimental effects on the Park's ecosystem, its biological diversity, its density of flora and fauna and its access routes for migration; and assist KWS and developing and implementing appropriate responses.
  - e. Provide a pool of diverse knowledge and skills which can benefit the park.
  - f. Form a contact network to assist the Director of KWS and the Warden in their efforts to establish and enhance communication with all sectors of the community living around the Park as well as with other protected areas in Kenya and with all relevant national and international NGOs.
  - g. Raise, mobilize and disburse funds and other resources for the above objectives.
3. In furtherance of the above objects, to acquire and hold property of all kinds and in any manner, to borrow money and to employ consultants, agents and staff.

## IV – MEMBERSHIP

### 1. Eligibility

Any person may, on approval by the Board, become a member on payment of the prescribed subscription fee. There are eight classes of members in the Residents category (a-h below) and seven classes (a-g) in the Non Residents category.

1. Individual member
2. Family member
3. Junior member
4. Student member
5. Corporate member
6. Honorary member
7. Life member
8. Nairobi National Park staff member

In addition there are *ex officio* members

### 2. Requirements and Restrictions

- a. An individual member is any person aged 18 or over
- b. Family membership is available to two bona fide spouses or partners and their children up to 18 years.
- c. Junior membership is available to any person under the age of 18
- d. Student membership is available to any person over 17 years of age who shows proof of being a bona fide full-time student.
- e. Corporate membership is available to corporations, institutions, societies, associations, foundations, trusts and other organizations.
- f. Honorary members are appointed by the Board. They are individuals whose association with FoNNaP, by virtue of their position or assignment, is of value to the Society. Honorary membership is for such periods of time as the Board sees fit and the Board can terminate such membership without assigning any reason.
- g. Life membership is the highest honour FoNNaP can bestow upon an individual. A Life member is a person who has rendered outstanding service to FoNNaP and is elected by the members in a General Meeting upon recommendation of the Board
- h. The Director of KWS and the Warden of the Park are *ex officio* members. Other individuals can be appointed by the Board.
- i. Nairobi National Park staff may register with the Board as members.

### 3. Rights, Privileges and Obligations of Resident Members

- a. Individual members, Student members and the two adults in the class of Family membership have one vote each and are eligible for membership of the Board and as Office Bearers.
- b. Junior members have no vote and are not eligible for membership of the Board or as Office Bearers.
- c. Corporate members shall each authorize one individual who represents them at meetings and who has one vote, but who is not eligible to become a member of the Board or an Office Bearer unless he is a member of FoNNaP in his own right. A Corporate member shall notify the secretary of FoNNaP of the identity of its current representative.
- d. Honorary members, and Nairobi National Park staff members, except for the Warden, have no vote, are not eligible for membership of the Board or as Office Bearers and pay no subscription.
- e. Life members may vote and are eligible for Board membership and as Office Bearers. They do not pay subscription.
- f. *Ex officio* members may vote at meetings, but are not eligible as Office Bearers and pay no subscription.

4. Rights and Privileges of Non Resident Members

These are the same for Residents, including the right to vote if present at a General Meeting, except that Non Resident members are not eligible to become Board members or Office Bearers.

5. Subscription Fees

Subscription rates for the various classes in the two categories will be decided from time to time, upon recommendation of the Board, at a General Meeting. The subscription year is the same as the financial year.

6. A Member Shall Cease to be a Member if he:

- a. resigns in writing to the Secretary
- b. is expelled by two thirds of the votes in a General Meeting of which he has been given reasonable notice and opportunity to attend and be heard.
- c. Fails to pay his subscription fee within three months from the date of notification that the subscription is overdue.

7. Register

A register shall be kept containing for each member his name, address, telephone numbers, date of admission to membership and date of cessation of membership.

**V – BOARD OF DIRECTORS**

1. Election and Composition of the Board

- a. FoNNaP shall at its Annual General Meeting elect by secret ballot a Board of Directors from among its eligible and paid-up members subject to clauses (b) and (d) below.
- b. The Board shall consist of up to ten members comprising the Chairman, Vice-chairman and Treasurer, plus up to seven other Directors, including the *ex officio* Directors set out under item (d) below, all of whom shall have voting rights.
- c. Nominations for the Chairman, Vice Chairman, Treasurer and other Directors shall be given to the Secretary before the start of the Annual General Meeting. Each nomination paper shall be signed by the proposer and the seconder, who shall be voting members, and by the nominee signifying his acceptance.
- d. The following shall be *ex officio* members of the Board of Directors:
  - i. the Director of KWS or his representative
  - ii. the Warden in charge of the Park or his representative
- e. The elected Directors on the Board shall hold office until the Annual General Meeting following the one in which they were elected.
- f. Whenever one of the Chairman, Vice Chairman or Treasurer shall cease to be a member or be incapacitated during his term of office, the remaining Directors shall elect one of their elected number to hold the vacated office until the next Annual General Meeting.

2. Duties and Responsibilities of the Board

- a. The Board shall be the policy making organ of FoNNaP.
- b. The Board shall prepare annual budgets and shall develop financial policies and procedures.
- c. The Board shall examine all applications for membership and shall decide which to approve.
- d. The Board shall be responsible for appointing all members of the staff of FoNNaP.
- e. The Chairman of the Board shall chair all meetings of the Board and preside at all General Meetings. In his absence, the Vice Chairman shall chair the meetings. In the absence of both, the members present shall elect the Chairman for that meeting from among the elected Directors present.

- f. The Treasurer shall ensure that FoNNaP follows correct financial and accounting practices in its activities and that its funds are handled in a manner that is consistent with financial responsibility and prudence. He will ensure that proper accounts and financial statements of the Society and its audited accounts and will present them for approval to the Annual General Meeting.
  - g. The Board may co-opt any member to advise it.
  - h. The Board shall appoint a Secretary and may appoint a member to do a specified task. These positions shall be advertised among all members if any payment is envisaged.
  - i. The Board shall, to the extent financially practicable, insure FoNNaP's property against the usual risks and FoNNaP itself and its officers, servants and agents against public liability.
3. Proceedings of Meetings of the Board
- a. At least six Board meetings shall be held throughout the year between consecutive AGMs.
  - b. Meetings of the Board shall be summoned by the Chairman, or, in his absence, by any other member of the Board. Any member of the Board may require the Chairman to summon a meeting of the Board at any time
  - c. The quorum necessary for the transaction of business shall be not less than half the number of the elected members of the Board.
  - d. If neither the Chairman nor Vice Chairman is present within 15 minutes after the meeting is scheduled to start, the members present shall designate one of the other elected members of the Board to preside at the meeting.
  - e. The meetings and proceedings of the Board shall be governed by the provisions of this constitution.
  - f. A resolution in writing signed by a majority of the members of the Board, or of the members of any Committee as the case may be entitled to vote, shall be as valid and effectual as if it had been passed at a meeting duly called and constituted. Any such resolution may consist of several documents in like form, each signed by one or more members.
4. Formation of Committees by the Board
- a. The Board is empowered to create any number of Committees and to dissolve them. The Chairman of each Committee shall be a FoNNaP member appointed by the Board. The meetings and proceedings of such Committees shall be governed by the provisions of this constitution.
5. Removal of Members of the Board
- a. The Board may by two-thirds majority resolution remove any elected or co-opted member of their body from office.
  - b. If such member should be aggrieved by his removal, he may appeal for a General Meeting to be called to consider his removal. In the meantime, he shall cease to act as a member of the Board and to hold any position in the society other than membership.
6. Disqualification of Members of the Board
- a. An elected or co-opted member of the Board shall cease to be a member of the Board if he:
    - i. fails to attend the meetings of the Board for a period of four months, except by prior special leave of the Chairman.
    - ii. Resigns from the Board in writing
    - iii. Is removed from office by a resolution duly passed by the Board or from membership of FoNNaP by a resolution duly passed at a General Meeting.

7. Minutes

The Secretary of the Board and of each Committee shall keep Minutes of every meeting of the Board or of the Committee as the case may be.

**VI GENERAL MEETINGS**

1. Annual General Meeting

a. FoNNaP shall in each calendar year hold a General Meeting as the Annual General Meeting (AGM), in addition to any other meetings in that year, and shall specify in the notice calling the meeting that it is the AGM. Not more than fifteen months shall elapse between the date of one AGM and that of the next AGM. The AGM shall be held 1 February of each year

2. Extraordinary General Meetings

a. General Meetings other than the AGM shall be called Extraordinary General Meetings. The Board may convene an Extraordinary General Meeting whenever it thinks fit. In addition, at the request of not less than thirty paid-up voting members of FoNNaP, the Board shall convene an Extraordinary General Meeting. The request must state the object of the meeting, be signed by the requesting members, and be deposited at the office of the society.

3. Notice of a General Meeting and Agenda

a. At least twenty- one days notice, exclusive of the day on which the notice is dispatched and of the day on which the meeting is to be held, are required to call a General Meeting. The notice must specify the date, hour and place of the meeting, and be dispatched to all registered members of FoNNaP.

b. Any three paid-up voting members of FoNNaP may, by notice in writing signed by all of them and delivered to the Chairman not less than 14 days before the date notified for a General Meeting, require the addition to the agenda of another item. Such notice shall set out the resolution which such members will propose under the item.

4. Proceedings at General Meetings

- a. No business shall be transacted at any General Meeting if a quorum is not present.
- b. A quorum for the purposes of a General Meeting shall consist of not less than thirty voting members.
- c. If a quorum is not present within half an hour from the time appointed for the General Meeting to begin, the General Meeting shall be adjourned for a month. A notice must be dispatched to all registered members of FoNNaP within five days of the adjourned meeting, informing them the date, hour and place of the next meeting. At that meeting, the members present shall constitute a quorum irrespective of their number.
- d. The Chairman of the Board, or in his absence the Vice Chairman of the Board, shall preside at every General Meeting.
- e. 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 the meeting to begin, the members present shall designate one of the other elected members of the Board to chair the meeting.

5. Voting at General Meetings

- a. Every Individual member, Student member, Life member and the two adults in the class of Family membership have one vote each.
- b. The authorized representative of a Corporate member shall be entitled to exercise the same voting power on behalf of his corporation or other organization as if it were an individual member.
- c. Votes may only be cast in person.
- d. At any General Meeting, a resolution put to the vote of the meeting shall be decided by show of hands or, if a secret ballot is requested by two or more voting members, by a secret ballot if agreed by a show of hands of more than half the voting members present. The Chairman of the meeting can order a secret ballot at any time.

- e. In the case of an equality of votes, the Chairman of the meeting shall have a second and casting or “tie-breaking” vote.
- f. Notwithstanding anything written above, voting for Directors of the Board of FoNNaP at an Annual General Meeting shall be by secret ballot.

## **VII FUNDS, ASSETS AND RESOURCES**

### **1. Application of Funds and Assets**

- a. The funds and assets of FoNNaP shall be applied solely towards the promotion of the objectives of FoNNaP as set forth in this constitution.
- b. No portion of the funds and assets of FoNNaP shall be paid or transferred directly, or indirectly by way of dividend, gift, bonus or otherwise, to any person, provided always that nothing herein shall prevent:
  - i. the payment, in good faith, of reasonable and proper remuneration to any officer, servant or member of FoNNaP in return for services actually rendered to FoNNaP;
  - ii. the payment of reasonable and proper rent for premises demised or let by any member to FoNNaP;
  - iii. the payment of reasonable and proper reimbursement of expenses actually incurred by any member on behalf of FoNNaP

### **2. Disclosure of Interest in Contracts**

- a. A member of the Board who is in any way, directly or indirectly, interested in a contract or proposed contract with FoNNaP shall disclose the nature of his interest at any meeting of the Board at which the question of entering into contract is taken into consideration.
- b. A member of the Board shall not vote in respect of any contract or arrangement in which he is interested and, if he does so, his vote shall not count.

### **3. Disposal of Residual Assets on Winding up or Dissolution**

- a. If upon the winding up or dissolution of FoNNaP 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 FoNNaP but shall be given or transferred to one or more wildlife conservation societies.

### **4. Accounts**

- a. The Treasurer shall be responsible for causing the accounts to be kept, and in particular as regards:
  - i. the sums of money received and expended by FoNNaP and the matters in respect of which such receipts and expenditures take place;
  - ii. the assets and liabilities of FoNNaP
- b. The books of accounts shall be kept at the office of FoNNaP or at another secure place that the Board may think fit.
- c. At the Annual General Meeting in every year, the Board shall lay before the members present at the AGM for their approval proper audited income and expenditure accounts for the period since the last preceding accounts.
- d. A proper balance sheet as at the date on which the income and expenditure account is made up shall be prepared every year, and laid before the members present at the Annual General Meeting for their approval. Every such balance sheet shall be accompanied by proper reports of the Treasurer and the Auditors.
- e. 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 copies of any other documents required by law to be annexed or attached thereto or to accompany the same, shall on date of the Annual General Meeting be given to all members and other persons entitled to receive notice of such meeting.

5. Auditors
  - a. The appointment and remuneration of the Auditor or Auditors of FoNNaP shall be recommended by the Board and approved at the Annual General Meeting, except that the remuneration of any auditors appointed to fill any temporary vacancy may be fixed by the Board.
  - b. No member of the Board or other employee or officer of FoNNaP shall be appointed as Auditor.
  - c. The Board may fill any temporary vacancy in the office of the Auditor.
  - d. The Auditor or Auditors shall make a report to the members of FoNNaP on the accounts examined by them and on every balance sheet laid before FoNNaP during their tenure of office at its Annual General Meeting. The report shall be prepared in accordance with common accountancy practice.
6. Inspection of Books of Accounts and List of Members
  - a. The books of accounts and all documents relating thereto, as well as a list of members of FoNNaP, shall by arrangement be available for inspection by any voting members of FoNNaP, by members of the Board and by the appointed Auditors.
7. Financial Year
  - a. The financial year of FoNNaP 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 determine.

#### **VIII – IDEMNITY**

1. Every member of the Board , and of any committee, and every officer and employee of FoNNaP, and any other person acting on the lawful directions of the Board or of any committee of FoNNaP, shall be indemnified out of the funds of FoNNaP, or, to the extent that such funds or any available insurance are insufficient, by the members of FoNNaP who were members at the date on which the claim was made against such person, against all damages, costs and expenses awarded against or incurred by any such person as a result of any claim made against him personally for anything done or omitted to be done by him bona fide for the purpose of carrying out any of his functions, powers or duties. PROVIDED THAT no payment shall be made under this indemnity unless the person against whom any such claim is made:

#### **XI – AMENDMENTS**

1. No changes to this constitution shall be made except those which have been approved by a two-thirds majority of the voting members present at a duly notified General Meeting and also by the Registrar of Societies as required by the Societies Act.

#### **X - DISSOLUTION**

1. FoNNaP shall not be dissolved or wound up except by a resolution passed at a General Meeting of the members by a vote of two-thirds of the voting members present..
2. The quorum for a General Meeting to dissolve FoNNaP shall be fifty per cent of the resident voting members of FoNNaP.
3. If no quorum is obtained, the proposal to dissolve or wind up FoNNaP shall be submitted to a further duly notified General Meeting which shall be held one month later. The quorum for such a second meeting shall be the number of voting members present.