

AFRICA SCOUT FOUNDATION

CONSTITUTION AND RULES

REGISTERED THIS ELEVENTH DAY OF FEBRUARY TWO THOUSAND

**GITHINJI MUNGAI & COMPANY
ADVOCATES
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COSTITUTION OF THE AFRICA SCOUT FOUNDATION

CONSTITUTION AND RULES

1. NAME

The name of the **FOUNDATION** shall be **AFRICA SCOUT FOUNDTION**.

(In this constitution referred to as 'the **FOUNDATION**').

2. OBJECTS

- a. To contribute to the general budget of the **World Scout Bureau, Africa Regional Office**.
- b. To win support for Scouting in Africa by creating awareness among many whom will be approached for affiliation.
- c. To contribute towards the goal of making scouting in Africa a self reliant Youth Organisation in terms of ensuring externally non-fundable aspects of the movement do not suffer.
- d. The **FOUNDATION'S** objects are non-political.

3. AFFILIATIONS ;

The **FOUNDATION** will initially have three affiliation categories namely ;

- I. **Individual Affiliation** ; Any individual over the age of eighteen years shall be eligible for affiliation of the **FOUNDATION** and shall, subject to the approval of the committee, become an affiliate on payment of an entrance fee of \$250.
- II. **Corporate Affiliation** ; Invited companies, non-scouting Organisations and Government will fall into one of three sub-categories namely ; Donor Affiliation who pay an entrance fee of \$750 ; Benefactor Affiliates who will be required to pay \$1250,and ; Patrons who will have paid \$2500.
- III. **Scouting Association Affiliation** ; This will comprise recognised Associations as follows ; Bronze Affiliates,\$250 ; Silver Affiliates,\$1250 ; and Gold Affiliates \$2500.

An affiliate shall be entitled to a membership certificate and to attend general meeting of the **FOUNDATION** as stipulated in Clause 8.

- a. Any affiliate desiring to resign from the **FOUNDATION** shall submit his/her resignation to the secretary, which shall take effect from the date of receipt by the secretary of such notice.
- b. Any affiliate may be expelled from affiliation if the committee so recommends and if a meeting of the **Board** shall resolve by a two-thirds majority of the members present that such an affiliate shall be expelled on the grounds that his/her/its conduct has adversely affected the reputation or dignity of the **FOUNDATION**, or that he/she/it has contravened any of the provisions of the constitution of the **FOUNDTION**. The committee shall have power to suspend an affiliate from his/her/its affiliation until the next general meeting of the **Board** following such suspension but notwithstanding such suspension an affiliate whose expulsion is proposed shall have the right to address the **Board** at which his/her/its expulsion is to be considered.
- c. Any person who resigns or is removed from affiliation shall not be entitled to a refund of his/her/its donation or any part thereof or any moneys contributed by him/her/its at any time.

4. ADMINISTRATION

The **FOUNDATION** shall be administered by the **Board** of Directors of the **AFRICA SCOUT FOUNDATION** referred to in this Constitution as 'the Board' ;

The Board shall be composed of individuals, at least five (5) and not more than seven (7). The members of the **Board** shall be worthy of representing Africa Scouting and will promote the work of the **FOUNDATION** within their local, national and international committees.

Insofar as Africa Scout structure shall exist within the framework of the World Organisation of the Scout Movement, the Chairperson, The Regional Director and the Treasurer of the Africa Scout Committee, shall be ex-officio members of the **Board** of the **FOUNDATION**. In addition, the **Board** shall be completed by co-option.

The ex-officio members of the **Board** shall sit on the **Board** for a duration of their terms as members of the organs of Africa Scouting. The Chairperson of the Africa scout Committee may nominate another member of the committee as a Representative for the term being served.

The other members of the Board shall be either elected or co-opted (by The **Board** of the Africa Scout **FOUNDATION**, when due) for a five year term and shall be eligible for re-election. All elections shall be made on the basis of the absolute majority of the **Board** members. The Africa Scouting Committee shall form the first Board.

- a. The **Board** of the **FOUNDATION** shall choose a Chairperson, Vice-Chairperson, a Secretary and Treasurer from among its members for a term of five years and these plus the Executive Committee. An office bearer may retire at will or be requested by the **Board** to do so in the interest of the **FOUNDATION**.
- b. The **Board** of the **FOUNDATION** is the supreme authority of the **FOUNDATION**. It rules on all the affairs of the **FOUNDATION** and approves its program of activities and annual budget. The Board of the **FOUNDATION** shall have the sole authority to the **FOUNDATION** in accordance with the purpose and the principles of the World Organisation of the Scout Movement.

The Board of the **FOUNDATION** shall enact all the regulations necessary for the proper running of the **FOUNDATION**.

- c. The **Board** of the **FOUNDATION** shall represent the **FOUNDATION** to third parties. It shall appoint the persons who shall be authorised to sign legitimately on behalf of the **FOUNDATION** and shall decide on the method of signing.

The **Board** may confer the right of collective signature on several of its members or to third parties. This delegation of power shall always be revocable.

- d. In order to take legitimate decisions the presence of $\frac{1}{2}$ of the members of the **Board** shall be required. Members of the **Board** shall be required. Members of the **Board** who do not attend a meeting of the Board may vote by correspondence or by appointing another member of the **Board** as his or her proxy. The votes made by proxy shall count as votes made by members present. A member shall hold more than one proxy.

The **Board** shall adopt decisions on the basis of a simple majority of the votes expressed. In the event of a tie, the Chairperson of the meeting shall have the casting vote.

Outside meeting, the **Board** of the **FOUNDATION** shall adopt decisions by correspondence, as defined in the regulations.

- e. The Board shall meet as often as the affairs of the **FOUNDATION** require. However, in no event should it fail to meet at least once a year.

The Secretary/director shall under the authority of the Chairperson convene meetings of the **Board** in writing, at least two months before the scheduled date of the meeting.

The draft agenda shall be sent to all members of the **Board** at the same time as the invitation to the meeting.

The minutes of the **Board** shall be taken by the Secretary and shall be signed by the Chairperson and the Secretary.

The members of the **Board** and the Executive Committee shall serve on voluntary basis.

5. DUTIES OF OFFICE BEARERS

- i. Chairperson; the Chairperson shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Board and the committee and at all general meetings.
- ii. Vice-Chairperson; the Vice-Chairperson shall perform any duties of the Chairperson in his/her absence.
- iii. Secretary; the secretary shall deal with all the correspondence of the **FOUNDATION** under the general supervision of the committee. In cases of urgent matters where the committee cannot be consulted, he/ she shall consult the chairperson or if he/she is not available, the vice-Chairperson. The decisions reached shall be subject to ratification or otherwise at the next committee meeting. He /she shall issue notices convening the meetings of the committee and all general meetings of the **FOUNDATION** and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the **FOUNDATION** and of the committee.
- iv. Treasurer; the Treasurer shall receive and shall also disburse, under the directions of the committee, all moneys belonging to the **FOUNDATION** and shall issue receipts for all moneys received by him/her and preserve vouchers for all moneys paid by him/her. The Treasurer is responsible to the committee and to the affiliates that proper books of account of all moneys received and paid by the **FOUNDATION** are written up, preserved and available for inspection.

6. THE EXECUTIVE COMMITTEE

- a) The committee shall consist of all the office bearers of the **FOUNDATION** (if different from ex-officio members), Regional Director and the Executive Director. The last two are ex-officio members.
- b) Any causal vacancies for members of the committee caused by death or resignation shall be filled by the committee until the next meeting of the **Board**. Persons elected at the Board resolving the expulsion shall fill vacancies caused by members of the committee remove from office.

7. DUTIES OF THE COMMITTEE

The committee shall meet as often as the affairs of the **FOUNDATION** may require,

recognising a minimum of two meetings per year.

The Secretary under the direction of the Chairperson shall convene meetings of the committee in writing. The notice of such meetings shall be sent at least a month before the date of the meeting.

- a) The committee shall be responsible for the implementation of the decisions taken by the **Board**. The Committee shall actively contribute to fund-raising efforts. It shall seek potential donors and develop the strategies necessary for obtaining donations in line with the purpose of the **FOUNDATION** as expressed in this Constitution. The committee shall have power to appoint such sub-committees as it may deem desirable to make reports to the committee upon which such action shall be taken as seem to the committee desirable.
- b) All moneys disbursed on behalf of the **FOUNDATION** shall be authorised by the committee except by the committee except as specified in rule 13©.
- c) The quorum for meeting of the committee shall be less than one half of its members.

8. GENERAL MEETINGS

There shall be general meetings involving Board members, committee members and all **FOUNDATION** affiliates. These shall be social and information meetings called to coincide with regional scout events or specifically called by the **FOUNDATION**. Frequency shall be determined by need.

9. PROCEDURE AT MEETINGS

- a. At all meetings of the **FOUNDATION** the Chairperson, or in his/her absence, the Vice-Chairperson, or in the absence of both these officers, a member selected by the meeting shall take the chair.
- b. The Chairperson may at his/her discretion limit the number of persons permitted to speak in favour of and against any motion.
- c. Resolution shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairperson shall have a second or casting vote.

10. TRUSTEES

- a) All land, buildings and other immovable property and all investments and securities which shall by the **FOUNDATION** shall be vested in the names of not less than three trustees who may be members of the **Board** or affiliates of the **FOUNDATION** and shall be appointed at a general meeting of the **Board** for a period of three years. On retirement such trustees shall be eligible for re-election.

A meeting of the **Board** shall have the power to remove any of the trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or next meeting of the **Board**.

- b) The trustees shall pay all income received from property vested in the trustees to the Treasurer. 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 committee which shall authorise expenditure of such moneys as it thinks fit.

11. THE EXECUTIVE DIRECTOR

The **Board** of the **FOUNDATION** may appoint an Executive Director, in agreement with the Africa Scout Committee of the World Organisation of the Scout Movement. The Executive Director shall be responsible to the **Board** of the **FOUNDATION** and shall be approved by the **Board**.

The Executive Director shall attend the meetings of the Board of the **FOUNDATION** and the Executive Committee as an ex-officio member and on a consultative basis. The Executive Director shall take the minutes of those meetings. The Executive Director shall be responsible for the provision of administration and staff support.

12. AUDITOR

- a. Each year, the Secretary of the **FOUNDATION** shall prepare a written management report, including the annual report and annual accounts. A copy signed by the chairperson and the Secretary shall be submitted to the Board of Directors.
- b. The Board shall appoint an auditor for the following year. All the **FOUNDATION's** accounts, records and documents shall be opened to the inspection of the auditor at any time. The Treasurer shall produce an account of his/her receipts and payments and a statements of assets and liabilities made up to a date which shall not be less than six weeks and not more that 3 months before the date of the annual meeting of the **Board**. The auditor shall examine such annual accounts and statements and either clarify that they are correct, duly voucher and in accordance with the law or report to the **FOUNDATION** in what respect they are found to be incorrect, unvouched or not in accordance with the law.
- c. A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members of the **Board** at the same time as the notice convening the annual general meeting is sent out. An auditor may be paid such honorarium for his/her duties as may be resolved by the

Board appointing him/her.

- d. No auditor shall be an office bearer or member of the committee of the **FOUNDATION**.

13.FUNDS

- a. The funds of the **FOUNDATION** may only be used for the following purposes-
- i. For investments approved by the **Board** from time with a view to generating income.
 - ii. Income from (i) shall be used to contribute to the general budget of the **World Scout Bureau Regional Office**; to win support for Scouting in Africa by creating awareness generally, and to contribute towards the goal of making Scouting in Africa a self-reliant Youth Organisation in terms of ensuring the externally non-fundable aspect does not suffer.
- b. All moneys and funds shall be received by and paid to the Treasurer and shall be deposited by him/her in the name of the **FOUNDATION** in any bank or banks approved by the committee.
- c. No payments shall be made out of the bank account without a resolution of the committee authorising such payment and the Treasurer and two other office bearer of the **FOUNDATION** who shall be appointed by the committee shall sign all cheques on such bank account.
- d. The **Board** shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the **FOUNDATION** and shall have power to appoint another person in his/her place.
- e. The financial year of the **FOUNDATION** shall be from 1st October to 30th September.

14.AMENDMENTS TO THE CONSTITUTION

Amendments to the constitution of the **FOUNDATION** must be approved by at least two-thirds majority of members at a meeting of the Board. They cannot, however, be implemented without the prior consent in writing of the Registrar, obtain upon application to him/her made in writing and signed by three of the office bearers.

15.DISSOLUTION

- a) In the event that the purpose of the **FOUNDATION** can no longer be realised, the Board may decide to wind up the **FOUNDATION** or to merge it with a body of a similar aim.

- b) The **FOUNDATION** shall not be dissolved except by a resolution passed at a meeting of the **Board** by a vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule 4 (d). If no quorum is obtained, the proposal to dissolve the **FOUNDATION** shall be submitted to a further Board meeting which shall be held one month later. Notice of this meeting shall be given to all members of the **Board** at least 21 days before the date of the meeting. The quorum of this second meeting shall be any number of members present.
- c) Provided, however, that no dissolution shall be affected without prior permission in writing of the Registrar, obtained upon application to him/her made in writing and signed by three of the office bearers.
- d) When the dissolution of the **FOUNDATION** has been approved by the Registrar, no further action shall be taken by the committee or any office bearer of the **FOUNDATION** in connection with the aims of the **FOUNDATION** other than to get in and liquidate for cash all the assets of the **FOUNDATION**. Subject to the payment of all the debts of the **FOUNDATION**, the balance thereof shall be distributed to a body with a similar aim, the **WORLD SCOUT FOUNDATION** being the preferred beneficiary after any other similar African body or in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

16.INSPECTION OF ACCOUNTS AND LIST OF AFFILIATES

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