

AMNESTY INTERNATIONAL KENYA CONSTITUTION

ADC Approved 29 October 2022

1. NAME

- 1.1 The name of the organisation is AMNESTY INTERNATIONAL KENYA (hereinafter referred to as “Amnesty Kenya” or “the Organisation”).
- 1.2 Amnesty International Kenya is a Non-Governmental Organisation registered under the Non-Governmental Organisation Coordination Act Kenya and is based on voluntary membership.
- 1.3 The national office of Amnesty Kenya is in the Republic of Kenya.

2. PREAMBLE

2.1 Glaring inequalities, grand corruption and abuse of office currently suffocate the core constitutional promise of the Kenyan Bill of Rights. Left untransformed, not every person shall enjoy the rights and fundamental freedoms in the Bill of Rights.

2.2 Amnesty Kenya envisions a place where every person enjoys all of the human rights enshrined in the Constitution of Kenya 2010, national laws, the Universal Declaration of Human Rights and other international human rights instruments. Our mission is to undertake research and action focused on preventing and ending grave abuses and violations of human rights.

2.3 Our core values are inclusion, integrity, boldness, innovation, impartiality, independence, democracy, mutual respect, principles of international solidarity, effective action for the individual victim, national coverage and the universality and indivisibility of human rights.

2.4 We stand up for freedom of expression, association, and assembly, economic, social and gender justice, freedom from discrimination, equality, human rights’ solutions, people empowerment, feminist leadership, inclusion and inclusivity and a campaign force that brings together our local roots and our global reach.

2.5 We seek to have a society where every human being understands and claims their inalienable and indivisible rights. To effect change, we collaborate with national and county governments, intergovernmental organisations, companies, and other non-state actors. As a section of Amnesty International, we seek to inform and adapt where contextually appropriate to Amnesty International’s Statutes and Global Strategies.

3. DEFINITIONS

In this Constitution, the following terms have the following meanings:

- 3.1 **“Annual Delegates Conference”** or “ADC” means the Annual General Meeting carried out by delegates each year
- 3.2 **“Amnesty International”** means **Amnesty International Limited (Company No 1606776), London, United Kingdom.**
- 3.3 **“Auditor”** means such independent person who the Members have mutually agreed to be appointed as financial auditor at the ADC from time to time.
- 3.4 **“Board”** means the Board of Directors of Amnesty Kenya, elected by the delegates at the duly convened Annual Delegates Meeting as per the terms set out in this document or the Governance Manual of Amnesty Kenya.
- 3.5 **“Chairperson”** means the Chairperson of Amnesty Kenya is selected by the members of the Board.

- 3.6 **Circles of Conscience** are self-organised groups recognised by Amnesty Kenya that are formed based on similar locale, interest, background or purpose for the purpose of advancing Amnesty Kenya campaigning actions and promoting human rights, and human rights education.
- 3.7 **“Constitution of Amnesty International Kenya”** means the constitution amended from time to time and duly approved by the NGO Coordination Board.
- 3.8 **“Delegate”** means appointed to be a representative of a Circle of Conscience for purposes of an Annual Delegates Conference.
- 3.9 **“Ex-Officio Director”** means the Executive Director of Amnesty Kenya by virtue of the office of Executive Director of Amnesty Kenya appointed by the Board of Amnesty Kenya from time to time
- 3.10 **“In writing”** means in the form of a document, printed or written on paper;
- 3.11 **“Local Law”** means the Non-Governmental Organisations Co-ordination Act (Cap 19) of 1990 and all other relevant laws of Kenya applicable to Amnesty Kenya in force and amended from time to time.
- 3.12 **“Member”** consists of individual members who fulfil the criteria in clause 6; and
- 3.13 **“Special Resolution”** means a decision of the Membership requiring a two thirds majority vote cast and is made regarding amendment to this Constitution, change in Amnesty Kenya’s name, winding up of the organisation or change of status.
- 3.14 **“The Management”** means the Executive Director, the managers and staff of Amnesty Kenya in the secretariat of Amnesty Kenya

4. CORE OBJECTIVE

Amnesty Kenya campaigns for a world where human rights are enjoyed by all and it works to promote and defend human rights.

5. CORE VALUES

Amnesty Kenya is part of a global community of human rights defenders based on the principles of international solidarity, effective action for the individual victim, global coverage, the universality and indivisibility of human rights, impartiality and independence, and democracy and mutual respect.

6. OBJECTIVES

Amnesty Kenya’s objectives are to;

- 6.1 disclose human rights abuses accurately, quickly and persistently;
- 6.2 Impartially research the facts of individual cases and patterns of human rights abuses and violations, publicise them and apply pressure on government to stop the abuses;
- 6.3 Educate others on human rights issues and encourage them to support and respect human rights;
- 6.4 Urge governments to observe the rule of law and ratify and implement human rights standards; and
- 6.5 encourage and bolster active citizenship to support and respect human rights.

7. MEMBERSHIP DESCRIPTION

- 7.1 An ordinary member is a person who shares in the mission and vision of Amnesty Kenya, has paid annual membership fee and subscribes to Amnesty Kenya’s Constitution, Governance Manual, by-laws and members’ Code of Conduct.
- 7.2 Members are encouraged to participate in Amnesty Kenya’s activities including human rights promotion and protection activities, student clubs, university and community chapters.

8. PLATFORM FOR ACTION

- 8.1 As a platform for action, there exists ‘Circles of Conscience’. This is a platform for Amnesty Kenya members to learn and act on human rights together with third parties in solidarity with the global movement.

8.2 Approval by Amnesty Kenya Secretariat shall provide how Circles of Conscience will be recognized and supported.

9. MEMBERSHIP APPLICATION

9.1 Any individual who shares in the mission, vision and values of Amnesty Kenya may apply to become an ordinary member.

9.2 A person shall complete an application for membership in the prescribed form, contribute such sums as may stipulated as membership fee during such period and as decided from time to time by the Board

9.3 All persons so eligible and whose application has been duly approved shall be entitled to be members of Amnesty Kenya and shall be entered into the register.

9.4 If a person's application is unsuccessful, the membership fee paid shall be refunded to them.

9.5 A person aggrieved by the decision on the membership application may appeal to the committee as specified in the Governance Manual.

10 REGISTER OF MEMBERS

10.1 A person whose membership application to Amnesty Kenya has been accepted and is paid up shall be a member of Amnesty Kenya from the date the name of the person is entered into the register. The management shall enter into a register every person who has been admitted into the Amnesty Kenya membership.

10.2 The management shall keep separate registers for those who have ceased to be members or whose membership has been terminated or suspended for any reason. Such register shall include the date the person ceased to be a member and the reason for cessation.

10.3 The management shall maintain the register for all members of Amnesty Kenya and the register shall be open for inspection by a member at all reasonable times upon the request of the member.

10.4 This register shall be updated monthly to enable the transparent verification of delegates to an Annual Delegates Conference.

11 ACCOUNTABILITY AND RESPONSIBILITIES OF MEMBERS

11.1 Each member has a share in responsibility for creating, owning, understanding and implementing the mission of Amnesty Kenya.

11.2 The role of members is to uphold Amnesty Kenya's core values, observe Amnesty Kenya's constitution, by-laws and code of conduct and uphold and respect human rights in general.

12 ANNUAL DELEGATES CONFERENCE

12.1 Amnesty Kenya shall in each year hold an Annual Delegates Conference (ADC). The notice of the ADC shall be accompanied by the agenda and any other necessary documents. The Annual Delegates Conference shall be held at such time and place as the Board shall decide and may be fully virtual, in person or hybrid; both virtual and in person.

12.2 The Annual Delegates Conference is open to delegates and each Circle of Conscience shall have one vote.

12.3 Entities which share in the vision and values of Amnesty Kenya may be invited to the Annual Delegates Conference on an ad hoc basis as observers to speak on governance issues.

12.4 Delegates are entitled to receive a last written notice of forty-five (45) days at least (exclusive of the day on which the notice is served or deemed to be served) specifying the place, the day and the hour of the Annual Delegates Conference.

12.5 The Annual Delegates Conference:

- a) Receives a report of Amnesty Kenya's preceding year's state of national and global human rights work and movement;
- b) Receives, considers and approves the annual financial and program reports from the previous year;
- c) Receives, considers and approves multi-year strategic plans and budgets, constitutional amendments and the Governance Manual and by-laws;
- d) Appoints the statutory independent auditors from time to time and fixes their remuneration. Amnesty Kenya members, members of the Board and staff shall not qualify to be appointed as auditors;
- e) Considers and decides upon motions presented by the Membership and the Board;
- f) Transacts any other business.

12.6 The Board may make a request to the ADC Preparatory Committee Chairperson to hold an Extraordinary Delegates Conference (EDC) whenever there is need to deal with urgent matters. The ADC Preparatory Committee and Chairperson may also convene an EDC on the requisition of at least one third of the registered CoC Delegates. The requisition must state the objects of the meeting and must be signed by those requisitioning and communicated to the ADC Preparatory Committee Chairperson who may initiate preparations for an EDC within two weeks' notice. The ADC Preparatory Committee's decision on whether or not to carry out an EDC is final.

13 QUORUM AND PROCEEDINGS OF ADC

13.1 The quorum for members at an Annual Delegates Conference shall be a fifth of all delegates. The recognized languages of the ADC shall be English, Kiswahili and sign language.

13.2 If within one hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum is not present within one hour from the time appointed for the meeting, the present members shall be a quorum.

13.3 The Chairperson of the Annual Delegates Conference; who shall have been selected by the previous ADC by open call; shall preside at every meeting.

13.4 Each Circle of Conscience shall have two delegates. Each Circle of Conscience shall have a single vote. There shall be gender parity with regards to the delegation in all cases where the Circles of Conscience are inclusive of more than one gender. All delegates must be members of Amnesty International Kenya.

13.5 The delegates may pass Special Resolutions.

13.6 If a delegate is personally affected by any matter before the meeting, such person may not vote on the question and the Chairperson will require such person to withdraw during the discussion of that motion.

13.7 Motions submitted to the Annual Delegates Conference shall be proposed by a delegate and seconded by another Delegate.

13.8 Decisions of the ADC on ordinary resolutions shall be by 50% +1 or more votes by the delegates present. In case of a tie, the ADC Chairperson shall have a casting vote. The Board members and the staff however shall not have a vote.

13.9 A delegate may appoint a proxy to stand in place of such absent delegate and to cast votes on behalf of the delegate. A proxy must be a member of Amnesty Kenya and must be from the same Circle of Conscience. A proxy however cannot speak or vote for more than two absent delegates. A proxy form must be handed in at least forty eight (48) hours before the ADC.

14 NOMINATIONS COMMITTEE

14.1 The Annual Delegates Conference shall establish a Nominations Committee. The Nominations Committee shall be answerable to the ADC, collaborate with but remain independent of the Board.

14.2 The Nominations Committee shall review applications and manage elections for members of the Board.

15 TERMINATION OF MEMBERSHIP

15.1 A member shall be entitled to remain a member if they have paid up the membership fee and have acted according to the Members' Code of Conduct. Membership shall be terminated on the grounds of gross misconduct, substantial breach of the mandate or rules of Amnesty Kenya or public disgraces contrary to the member's mandate.

15.2 A member may terminate their membership at any time by providing thirty (30) days' written notice to the Board. They will not be eligible for a refund of their subscription fees.

16 BOARD DESCRIPTION

16.1 The Delegates shall elect at least seven (7) Directors and a maximum of thirteen (13) Directors.

16.2 Within the above stated figures, the Board may co-opt two Directors to the Board to ensure the Board has key competencies and skills to be able to govern and steward the organisation. The Executive Director shall act as Secretary of the Board.

16.3 To be eligible to be elected to the Board, a person:

- a. must have been a member for at least a full year. Co-opted Board members need not be members at the time of co-option but must be members once they are co-opted. They must have shared values with Amnesty Kenya and believe in its mission;
- b. must share in Amnesty Kenya values and believe in the mission of the organisation;
- c. must be a delegate of a Circle of Conscience. A co-opted Board member is exempted from this rule;
- d. must have leadership experience in an association capacity prior to presenting themselves as candidates.
- e. must possess specific competencies, skills and experience required by the Board

16.4 Each of the directors shall sit for a term of three (3) years renewable once. Directors' terms shall be staggered for institutional stability. After a term of 6 years, a former Director must take a hiatus of three (3) years before submitting themselves for re-election to the Board if they so choose. In addition, the Board may co-opt a former Director to the Board based on the key competencies and skills that the Board requires.

17 AUTHORITY OF THE BOARD

17.1 The Board is accountable to Amnesty Kenya Membership, international Amnesty movement for the organisation's strategic results, staff safety and management and fiduciary stewardship in compliance with national values of integrity and accountability to the public and in accordance with the Governance Manual.

17.2 The Board of Directors is responsible for strategy approval, policymaking and performance oversight of the organisation. It is accountable to the Annual Delegates Conference in so far as the statutory and governance oversight of the Secretariat.

18 OFFICE BEARERS

18.1 The Board shall select from among themselves, a Chairperson, Vice-Chairperson and Treasurer for a period of three years renewable once.

18.2 The Chairperson is accountable to the membership.

18.3 The Executive Director shall be an ex-officio member of the Board and acts as Secretary.

18.4 The role of the Secretary is to:

- a) With guidance from the Board Chairperson, define and distribute notices, agenda and documents for the Meeting of the Board; and
- b) ensure that all decisions, minutes and policies are documented accurately and distributed in a timely manner.

19 CONDUCT OF THE MEETINGS OF THE BOARD

The Board of Directors shall meet at least quarterly and the quorum shall be a third of all Board members. Decisions shall be reached based on consensus or a vote in favour of the majority. In the case of a tie, the Chairperson may cast a deciding vote.

20 ANTI-FRAUD AND CONFLICT OF INTEREST

20.1 In their capacity as directors, individual members of the Board must always act in the best interests of the organisation. Board members have a fiduciary duty to conduct themselves without conflict to the interests of the organisation. Members of the Board must subordinate any personal, individual business, third party and other interests of the organisation and declare a potential conflict of interest.

20.2 A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member's obligations to the organisation and the Board member's personal, business or other interests.

21. COMMITTEES OF THE BOARD

21.1 The Board may establish and delegate their powers to either Standing Committees or ad hoc Committees constituted for a specific purpose.

21.2 Membership of Standing and Ad hoc Committees will consist of members of the Board and other individuals selected for this purpose. The Committees shall make recommendations for Board deliberation and decision.

22. BOARD REMUNERATION

Each member of the Board is entitled to reimbursements in respect of travelling and accommodation expenses, director's liability insurance, board materials and resources for each meeting of the Board but it is understood that Members of the Board shall discharge their duties without remuneration.

23. CONFLICT RESOLUTION

23.1 The process of conflict resolution shall be fair and transparent and shall seek to uphold the dignity of all persons.

23.2 Any dispute, controversy, difference, claim or question which may arise at any time between the Board, members or other person or their personal representatives touching upon the construction, meaning or effect of this Constitution, rights, responsibilities or liabilities of said parties or any cause or thing contained in it or otherwise arising in respect of matters the subject matter of this Constitution, the parties shall seek to reform amicably.

23.3 In the event that an amicable process is not successful, the dispute shall be referred to the decision of a single arbitrator to be agreed upon between the parties or in default of agreement within fourteen (14) days of notice to the other party on non-agreement on the appointment of the arbitrator, to be appointed at the request of either of them by the Chairperson of the Chartered Institute of Arbitrators (Kenya Branch). The decision of the arbitrator shall be binding upon the Parties and the language of the arbitration shall be English.

23.4 An arbitrator shall have full and unfettered discretion regarding the arbitration proceedings but shall make their decision in the best interests of the parties;

23.5 The arbitrator's decision shall be reduced in writing and signed by their duly authorized representatives.

23.6 In the event that a party is aggrieved by the arbitrator's decision, such aggrieved party may; within the law; seek the redress of the court.

23.7 The provisions above shall not prohibit any party from seeking any temporary injunctive relief from a court of law with competent jurisdiction.

23.8 No party shall commence legal or arbitration proceedings unless thirty (30) days' notice has been given to the other party.

24. BOARD INDEMNITY

24.1 Every member of the Board and other officers of Amnesty Kenya shall be indemnified against all costs, losses and expenses which such person may incur or become liable for by reason of any contract entered into, or act or thing done by him or her in good faith in the capacity aforesaid, in any way in the discharge of his duties, including travelling expenses.

24.2 It shall be the duty of the Executive Director to pay all costs, losses and expenses incurred or which may become liable by reason of any contract entered into or act or deed done by the Board members in their capacity, when executing their duties on behalf of Amnesty Kenya, or any officer of Amnesty Kenya. These costs shall be paid from the funds of Amnesty Kenya.

25. REMOVAL AND DISQUALIFICATION OF BOARD MEMBERS

25.1 The Board may by two thirds resolution remove any member of their body from office, but if such a member should be aggrieved at their removal, that person may appeal to the Nominations Committee giving grounds for their appeal and a request for an independent review of the Board's decision. The Nominations Committee shall review the appeal within 30 days and give a recommendation to the Board whether the removal was justified. Should they uphold the decision for removal, the aggrieved member may further appeal to the next Annual Delegates Conference. The decision of the Annual Delegates Conference shall be final.

25.2 In the meantime, the aggrieved person shall cease to act as a member of the Board and to hold any other office in Amnesty Kenya. In the time being, members of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be reduced in number to less than the minimum number prescribed in this Constitution, that number shall be the quorum for the purpose of filling up vacancies in their body and of summoning an Annual Delegates Conference or an Extraordinary Delegates Conference, but not for any other purpose. Provided also that the Board may co-opt any person to advise the Board in any capacity which the Board shall think fit.

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

- a) If the person becomes of unsound mind;
- b) If the person is convicted of an indictable offence;
- c) if the person violates the Members' Code of Conduct;

- d) If the person fails to attend three consecutive substantive meetings of the Board, except by special leave of the Board;
- e) If the person resigns office by thirty (30) days' notice in writing to the Board Chairperson;
- f) If the person is removed from office by a resolution duly passed under this Constitution; and
- g) If the person is removed from membership of Amnesty Kenya pursuant to a resolution of the Membership.

26 NATIONAL SECRETARIAT

26.1 The National Secretariat consists of the Executive Director and the Management Team.

26.2 The role of the National Secretariat is to:

- a) Support the Board and enable and implement the work and functioning of Amnesty Kenya;
- b) Coordinate and conduct the movement's global human rights work in research, campaigning, communications, advocacy, policy, legal, fundraising, education and other functions as necessary;
- c) Advocate for the organisation;
- d) Implement strategy;
- e) Develop and fundraise for annual plans; and
- f) Budget and support persons at risk, members and partners.

26.3 The Executive Director is the liaison between governance and management. The Executive Director focuses on strategic issues with the board and tactical issues with staff and volunteers.

27 APPLICATION OF FUNDS AND ASSETS

The funds and assets of Amnesty Kenya shall be applied solely towards the promotion of the objects of Amnesty Kenya as set forth in this Constitution. No portion is to be paid or transferred directly or indirectly by way of dividend, gift, bonus or otherwise by way of profit to members of Amnesty Kenya. This is provided that nothing in this clause shall prevent, good faith, of reasonable and proper remuneration to any officer of Amnesty Kenya or any member of Amnesty Kenya in return for services rendered to Amnesty Kenya or prevent the payment of interest at a rate not exceeding current bank rates on money lent or reasonable and proper rent for premises let by any member to Amnesty Kenya.

28 FINANCES, FINANCIAL MANAGEMENT AND ACCOUNTS

28.1 Amnesty Kenya shall not accept any donation in contravention of local law;

28.2 Amnesty Kenya shall ensure it spends money in full compliance with the law of the land and in a prudent manner to fulfil the aspirations of its supporters and all other stakeholders;

28.3 Amnesty Kenya shall manage its affairs in a manner that would make it financially sustainable and record all the financial transactions in its books in accordance with the legally required accounting principles.

28.4 All movable and immovable property received as donations or purchased out of its funds shall be accounted for as the property of the Amnesty Kenya.

28.5 All types of Membership fees and all types of donations received from donors and supporters, in any form, including donations in kind, shall constitute the income of Amnesty Kenya. However, any corpus donation should be considered a capital receipt and will be used as per the terms of those donations, primarily to ensure the long-term sustainability of Amnesty Kenya.

28.6 Amnesty Kenya will be entitled to raise donations for a specific cause as per need which will be accounted for as a restricted fund and used for that cause as per the terms of those donations.

28.7 All income collected from the subscribers of publications or sale of its literature or publications shall also constitute as income of Amnesty Kenya.

28.8. Loans taken from banks and financial institutions shall constitute liabilities of Amnesty Kenya.

28.9 Records of all the fixed assets and other property of Amnesty Kenya shall be maintained in the fixed assets register.

28.10 Amnesty Kenya shall follow the fundraising policies and guidelines of Amnesty International as set out by the International Secretariat of Amnesty International while accepting any financial contribution from the Governments, bilateral or multilateral agencies or companies and will do so only after obtaining the necessary approvals from the Government as required under the law from time to time.

28.11 The financial year of Amnesty Kenya shall begin on the first day of January and end on the last day of December of every year or at such other time as the Board may from time to time determine.

28.12 The Treasurer shall ensure that all accounts are kept in regard to sums of money received and expended by Amnesty Kenya and that the assets and liabilities of Amnesty Kenya are managed.

28.13 The books of account shall be kept at the office of Amnesty Kenya or at such other place as the Board thinks fit. The accounts shall always be open to inspection by members. The annual audited accounts shall be posted and available to the public on the organisation's website.

28.14 At the Annual Delegates Conference, the Board shall present the proper income and expenditure accounts for the preceding year. Every such balance sheet shall be accompanied by proper reports of the Board and the auditors (collectively called "the financial documents"). The financial documents shall be sent to all members and to such other persons as are entitled to receive them.

28.15 Independent statutory auditors appointed by the Annual Delegates Conference shall have the right to see all organisational vouchers, books and accounts. The auditors shall report directly to the Annual Delegates Conference in accordance with the International Financial Reporting Standards (IFRS) and national best practice standards

29 AMENDMENT TO CONSTITUTION

29.1 Subject to Regulation 21 of the NGO Regulations, the delegates conference may by special resolution, amend, modify or repeal this Constitution or adopt a new Constitution.

29.2 In line with Regulation 21 of the NGO Regulations, 1996, Amnesty Kenya shall seek approval from the NGO Coordination Board prior to amending its name or its constitution. Such an application will be signed by three office bearers and board members of Amnesty Kenya.

29.3 Amnesty Kenya shall lodge the application together with a certified copy of minutes of the delegates conference at which such a decision was made. This application shall be made within fourteen (14) days after the day on which the resolution was passed.

30 DISSOLUTION

30.1 Amnesty Kenya shall not be dissolved or wound up except by a resolution passed at an Annual Delegates Conference of the members by two thirds vote of the members. If no quorum is obtained, the proposal to dissolve or wind-up Amnesty Kenya shall be submitted to an Extraordinary Delegates Conference which shall be held one month later. Notice of this meeting shall be given to all members of Amnesty Kenya at least fourteen (14) days before the day of the meeting. The quorum for this second meeting shall be the number of members present.

30.2 Amnesty Kenya shall seek written approval from the Director of the NGO Coordination Board prior to dissolution. Such an application will be signed by three office bearers and board members of Amnesty Kenya.

31. DISPOSAL OF RESIDUAL ASSETS ON WINDING UP OR DISSOLUTION

If upon the winding up or dissolution of the Organisation 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 to the organisation. They shall be given or transferred to some other legal entity having similar objects to Amnesty Kenya as per the advice of Amnesty International. This shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as is imposed on the organisations.

32. TRANSITIONS AND CONSEQUENTIAL PROVISIONS

32.1 The “effective date” of this constitution shall be the date of its adoption by a special resolution of members present at an Annual Delegates Conference.

32.2 All existing rules, regulations and procedures under the former Constitution [former constitution here meaning the Constitution in force before this Constitution came into force] shall continue in effect until the effective date.

33.3 The existing Board shall continue in office until December 2023 ADC when the membership shall be convened for an Annual Delegates Conference or an Extraordinary Delegates Conference regarding the election of members to the Board.

DATED at NAIROBI this day of 2022

Signed by the officials:

Board Chairperson
Awuor Ayiecho

Vice Chairperson

Treasurer

Board Member

Board Member