

CONSTITUTION AND RULES

-of-

PANGANI LUTHERAN CHILDREN'S CENTRE

1. NAME

1.1 The name of the Society shall be “**PANGANI LUTHERAN CHILDREN'S CENTRE**”. (In this constitution referred to as “the Society”).

2. OBJECTS

2.1 The objects of the Society are non-political and it will be concerned with and will strive to achieve the following.

2.1.1 To receive and take care of street children in Nairobi brought and registered at the Society by social workers or any other person by feeding, clothing, sheltering them and taking care of their health;

2.1.2 To improve the conditions of life of the registered children through rehabilitation, counselling, education and training to the highest possible level by sponsoring them to various educational and training institutions in the city, and imparting vocational and positive living skills to re-integrate them into normal life in society;

2.1.3 To assist to trace, locate and reunite the registered street children at the Society with their family members;

2.1.4 To equip, train and discipline the children registered at the society to be self-supporting and self-reliant responsible citizens of Kenya;

2.1.5 To raise and mould the registered children into responsible persons by offering a homelike environment where they get good health in the body, mind and spirit;

2.1.6 To increase the level of education of the parents/guardians to the registered children and to train them in methods to increase their income.

2.1.7 Create awareness among the national and international community on the plight and challenges of street children;

2.1.8 To form branches in the Republic of Kenya.

3. MEMBERSHIP

3.1 The Society is owned and managed by the Kenya Evangelical Lutheran Church. No private membership shall be granted to individual or groups of persons.

4. OFFICE BEARERS

4.1 The office bearers of the Society shall be:

- a) The Chairperson
- b) The Secretary
- c) The treasurer
- d) The Assistant Secretary (being an ex-officio official)

4.2 The office bearers of the Society shall hold their offices by virtue of their positions in the church.

4.3 The chairperson of the Society shall be the Chairperson of the women's department of Kenya Evangelical Lutheran Church who is elected after every four years.

4.4 The Secretary shall be the coordinator of the women's department of the Kenya Evangelical Lutheran Church who is an employee of the church.

4.5 The Assistant Secretary shall be the Society's director, who is an employee of the church.

4.6 The Treasurer shall be the Treasurer of the Kenya Evangelical Lutheran Church.

4.7 Any office bearer who ceases to hold the office to which he/she was appointed or elected, or ceases to be a member of the church where they are officials by virtue of their positions in the church, will automatically cease to be an office bearer of the Society;

4.8 In the absence of any of the officers by virtue of ceasing to hold office under rule 4.7 above, the remaining office bearers may appoint one of them to occupy the vacant office in an interim capacity pending the appointment or employment of a new official by the Church;

5. DUTIES OF OFFICE BEARERS

5.1 Chairperson

5.1.1 The chairperson, unless prevented by illness or other sufficient cause, shall preside over all meetings of the Society's Committee.

5.1.2 The chairman shall sign the minutes of the meetings.

5.1.3 In the absence of the chairman, for whatever reason, the rest of the officials shall appoint one of them to be the chairman for the meeting and shall chair the meeting accordingly.

5.2 Secretary

- 5.2.1 The Secretary shall deal with all correspondence of the Society under the general supervision of the Committee. In cases of urgent matters where the Committee cannot be consulted, she shall consult the Chairperson or if she is not available, the Church Presiding Bishop or Secretary General, who are members of the Society's Committee. The decisions reached shall be subject to ratification or otherwise at the next Committee meeting.
- 5.2.2 The secretary shall issue notices convening all meetings of the Society's Committee and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Society and the committee.

5.3 Assistant Secretary

In the absence of the Secretary, the Assistant Secretary shall be perform all the duties of the Secretary and such other duties as shall be assigned to her by the Secretary or Committee whether the Secretary is present or not.

5.4 Treasurer

The Treasurer shall receive and shall all disburse, under the directions of the Society committee, all monies belonging to the Society and shall issue receipts for all monies received by him/her. The treasurer is responsible to the Society committee and to the Church that proper books of account of all monies received and paid by the Society are written up, preserved and available for inspection.

6. THE COMMITTEE

6.1 The committee shall consist of the following members:

- (a) All the office bearers of the Society;
- (b) The Church Bishop;
- (c) The Church General Secretary;
- (d) An official from Nairobi International Lutheran congregation;
- (e) An official from Jerusalem Parish of KELC;
- (f) An official from Mathare Parish of KELC;

6.2 The representatives in 6.1 g(d) to (g) shall be seconded from the parishes and regard shall be had on their qualifications and involvement with children rights and matters. Their qualifications and competencies shall include:

- 6.2.1 Past and present experience working with children;
- 6.2.2 Experience in social work;
- 6.2.3 Special expertise which in the opinion of the seconding pastor shall be of benefit to the Society;

- 6.2.4 Strong moral and societal standing in the Kenya Evangelical Lutheran Church;
- 6.2.5 Knowledge of children rights and especially the provisions of the Children's Act of 2001;
- 6.2.6 Any other experience or competence which in view of the Church's Executive Board is important to the welfare of the society.

6.3 The committee is the decision making organ of the Society;

6.4 Any casual vacancies for members of the committee caused by death, resignation or any other sufficient cause shall be filled by the committee until the vacant positions they held in the church are formally filled or in case of employee committee members, new persons are employed.

6.5 The committee shall meet such times and places as it may resolve but shall not meet not less than once in three months;

6.6 The committee shall keep proper minutes and records of its deliberations and proceedings.

7. DUTIES & POWERS OF THE COMMITTEE

7.1 The committee shall have powers and be responsible for:

7.1.1 The management of the Society and for that purpose may give directions to the office bearers as to the manner in which, within the law, they shall perform their duties.

7.1.2 The appointment of such sub-committees as it may deem desirable to make reports to the committee upon which such action shall be taken as seems to the committee desirable.

7.1.3 Decisions on the need to open branches in Kenya;

7.1.4 Appointment of suitably qualified persons to fill any vacancies in the Society;

7.2 All monies disbursed on behalf of the Society shall be authorized by the committee except as specified in rule 12(4).

7.3 The quorum for meetings of the committee shall be not less than 2/3 members.

8. MEETINGS

8.1 There shall be quarterly meetings which shall be held once every three months of a calendar year. Notice in writing of such meeting accompanied by the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting.

8.2 The agenda for the quarterly meeting shall consist of the following:

- (i) Confirmation of the minutes of the previous meeting.

- (ii) Progress reports for the past three months;
- (iii) Consideration of the accounts;
- (iv) Appointment of office bearers and Management Committee members, when necessary;
- (v) Appointment of auditors in accordance with rule 11.1;
- (vi) Such other matters as the committee may decide or as to which notice shall have been given either in verbal form or in writing by a member or members to the secretary;
- (vii) Any other business with the approval of the Chairperson.

8.3 During the meeting of the first quarter of each year, the accounts of the Society shall be discussed.

8.4 A special quarterly meeting may be called for any specific purpose by the committee. Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof.

8.5 A special quarterly meeting may also be requisitioned for a special purpose by order in writing to the secretary of not less than 3 members and such meetings shall be held within 21 days of the date of requisition. The notice of such meeting shall be as shown in rule 8.1 and no matter shall be discussed other than the stated in the requisition.

8.6 The quorum for the meetings shall be as shown in rule 7.3.

8.7 Decisions in the meeting shall be made through voting and the decision of the simple majority of the members present and voting shall be a valid decision.

9. PROCEDURE AT MEETINGS

9.1 At all meetings of the Society, the Chairperson or in her absence a member selected by the meeting shall take the chair.

9.2 The Chairperson may at her discretion limit the number of persons permitted to speak in favour of or against any motion.

9.3 Resolutions shall be decided by simple voting by show of hands. In case of equality of votes, the Chairperson shall have a second or casting vote.

10. TRUSTEES

10.1 All land or which the Society stands, that is plot No. 209/3271/103 and plot L.R. No. Kajiado/Olekasasi /547 plus the buildings thereof, are and will remain a property of the Kenya Evangelical Lutheran Church who are the rightful owners of the Society. All other property and all investments and securities which shall be acquired by the Society shall be vested in the name of Kenya Evangelical Lutheran Church. The Trustees of the Kenya Evangelical Lutheran Church, that is the Bishop, the Secretary General and the Treasurer shall be the trustees of the Society.

10.2 All income received from the Society shall be paid to the treasurer. All expenditure in respect of the Society which in the opinion of the trustees is necessary or desirable shall be reported by the trustees to the committee which shall authorize expenditure of such moneys as it thinks fit.

11. AUDITOR

11.1 An auditor shall be appointed for the following year by the Executive Board of the Church. The Society accounts, records and documents shall be opened to the inspection of the auditor at any time.

11.2 The treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities as at 31st December of every year. Audit must be carried out annually.

11.3 The auditor shall examine such annual accounts and financial statements and either certify that they are correct, duly vouched and in accordance with the law or report to the committee in what respect they are found to be incorrect, not vouched or not in accordance with the law.

11.4 A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice concerning the committee is sent out. Any auditor may be paid a honorarium or such professional fees as are chargeable for his duties as may be resolved by the committee meeting appointing him.

11.5 The auditor shall not be an office bearer or a member of the Management Committee of the Society.

12. FUNDS

12.1 The funds of the Society may only be used for the following purposes:

- (a) Personnel emoluments – salaries, wages, and other allowances;
- (b) Feeding program;
- (c) Education and training;
- (d) Medical treatment;
- (e) Travel;

- (f) Clothing;
- (g) Water, electricity, telephone, internet and other utility bills;
- (h) Rehabilitation assistance facilities;
- (i) Land and plot rates;
- (j) Society's general maintenance and repairs;
- (k) Public relation;
- (l) Family work;
- (m) Any other purpose or that is connected to or auxiliary to the objects of the Society.

12.2 All monies and funds shall be received by and paid to the Treasurer and shall be deposited by him into Society's bank accounts.

12.3 No payments shall be made on behalf of the Society without a resolution of the committee authorizing such payment.

12.4 A sum not exceeding Kshs. 20,000/- may be kept by the Treasurer at any time for petty disbursements of which proper accounts shall be kept.

12.5 The committee shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any funds or property of the Society and shall have power to appoint another person in his/her place.

12.6 Any resolution to suspend a member under rule 12.5 shall be without prejudice to other actions legal or otherwise that may be available to the committee.

12.7 The financial year of the Society shall be from 1st January to 31st December.

12.8 A procurement policy shall be prepared to guide the processes to be applied in purchasing major assets of the society.

13. BRANCHES

The Society has no branches in operation out of the city of Nairobi but in the future the Society will set branches in other parts of Kenya as the need may arise.

14. AMENDMENTS TO THE COSTITUTION

Amendments to the constitution of the Society must be approved by at least two-thirds majority of the members of the committee meeting of the Society. They cannot, however, be implemented without the prior consent in writing or the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

15. DISSOLUTION

15.1 The Society shall remain running and shall not be closed down or dissolved unless otherwise resolved upon the happening of the following, that is to say, the problem of street

children in Nairobi has been solved by the government and all concerned organizations. The closure shall however require a resolution passed at a meeting of the Society by a vote of two-thirds of the committee members present. The quorum at the meeting shall be as shown in rule 7.3. However, no closure of activities shall be effected without prior permission in writing of the Registrar obtained upon application to him made in writing and signed by three of the office bearers.

15.2 When the closure of the activities of the Society has been approved by the Registrar, no further action shall be taken by the committee or any office bearer of the Society in connection with the aims of the Society. Upon closure of the activities of the Society, all the properties, assets and the premises of the Society shall be vested in the registered trustees of the Kenya Evangelical Lutheran Church who shall utilize them for other activities beneficial to the members of the church.

16. INSPECTION OF ACCOUNTS

The books of accounts and all documents relating thereto of the Society shall be available for inspection at the registered office of the Society by any officer or committee member of the Society within the working hours in the week days.