

**gesci**  
Founded by UN ICT Task Force



# CONSTITUTION

OF

**THE GLOBAL E-SCHOOLS AND COMMUNITIES INITIATIVE  
(GESCI)**

Technology • Innovation • Education

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## 1. PART I: NAME

- 1.1. The Name of the Organisation is Global e-Schools and Communities Initiative) (hereinafter referred to as "GESCI" or the "Organisation").

### Establishment

- 1.2. GESCI is hereby reconstituted and established as an International Non-Governmental Organization in accordance with the provisions of this Constitution to carry out its objectives set out in Article 2 below.
- 1.3. GESCI shall have its headquarters in Kenya.

### Definitions

- 1.4. In this Constitution, unless the context otherwise requires the following words shall have the following meanings:-

**"Annual General Meeting"** means the annual meeting of the Members held in accordance with the provisions of Article 4.5.1;

**"Auditors"** means the Auditors of GESCI appointed in accordance with the provisions of Article 5.7;

**"Board"** means the Board of GESCI established under Article 3.2 and the term **"Board Member"** shall be construed accordingly;

**"Constitution"** means this Constitution of the Global e-Schools and Communities Initiative and shall include all amendments and supplements thereto and the term "this Constitution" shall be construed accordingly;

**"Chief Executive Officer"** means the person who shall manage the day-to-day affairs of GESCI pursuant to Article 3.3.1.

**"Extraordinary General Meeting"** means all general meetings of the Members other than the Annual General Meeting, held in accordance with the provisions of Article 4.5.1;

**"Financial Year"** means GESCI's Financial Year as determined by the Board from time to time pursuant to Article 5.10;

**"GESCI"** means the Global e-Schools and Communities Initiative;

**"Host Country"** means the Republic of Kenya;

**"Initial Subscribers"** means the founding members of GESCI that have subscribed to this Constitution;

**"Special resolution"** means where the context requires a Members' Special Resolution or a Board Special Resolution as applicable and specifically;

1. **"Board Special Resolution"** means a resolution passed by more than two-thirds of the Board Members present and eligible to vote at a Board meeting;
2. **"Members' Special Resolution"** means a resolution passed by more than two-thirds of the Members present and eligible to vote at a general meeting;

**"Members"** means the members of GESCI who shall comprise the Initial Subscribers and such other persons or Organisations as may from time to time be admitted as Members in accordance with the provisions of Article 3;

**"Members Present"** means members attendance either in person or online.

- 1.5. Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form including email and all forms of electronic communication.
- 1.6. Expressions referring to signing shall, unless the contrary intention appears, be construed as including a reference to electronic signatures.
- 1.7. Words importing the singular shall include the plural and words importing the plural shall include the singular; the masculine shall include the feminine and neuter gender; and the word "person" shall include bodies corporate, companies, partnerships, syndicates, trusts and any number or aggregate of persons;

## **2. PART II: OBJECTIVES**

### **2.1. MAIN OBJECTIVE**

To support the Ministries of Education and other relevant ministries in developing countries by providing strategic advice and technical assistance and by building capacities on the use of ICT in education, leadership development for knowledge society planning and development, learning and innovation for development of inclusive education systems and knowledge societies.

### **2.2. SPECIFIC OBJECTIVES**

For the proper execution of Main objective, GESCI has the following specific objectives:

- 2.2.1 to formulate and execute capacity building, research, advisory and information dissemination activities;
- 2.2.2 to print and publish newspapers, newsletters, magazines, brochures, periodicals, journals, books or leaflets, cartoons, posters and software and to make, show and broadcast films and other audio and visual aids that GESCI may deem desirable for the promotion of its aims and objectives;
- 2.2.3 to establish facilities such as libraries, databases, data banks and information networks, including digital libraries and databases, necessary for the gathering, analysis, storage, exchange, broadcast and dissemination of information;
- 2.2.4 to communicate and disseminate information either digitally or by any other means;
- 2.2.5 to convene meetings, seminars, workshops, conferences, symposia and any other gathering including for the purposes of training or education as well as mount exhibitions and demonstrations aimed at promoting the aims and objectives of GESCI under this Constitution;
- 2.2.6 to provide affiliation to researchers, analysts and scholars;
- 2.2.7 to seek, purchase, accept or otherwise acquire, any copyrights, patents, utility models, trademarks, designs, licenses, concessions and similar or other property rights, conferring any right to innovation or invention which may seem capable of being used directly or indirectly for the purposes of GESCI and to utilise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired;
- 2.2.8 to purchase, lease or otherwise acquire any movable, immovable or intellectual property in the host country and elsewhere for any estate, interest, right or privilege;
- 2.2.9 to enter into any arrangement with any government, inter-governmental agency, academic or research institution, private company or NGO where such arrangements may seem conducive to any or all of GESCI's aims and objectives, and to obtain from them any rights, privileges or concessions which GESCI may think desirable to obtain;
- 2.2.10 to take any gift of any movable, immovable or intellectual property, whether subject to any trust or not, for any one or more of the aims and objectives of GESCI;
- 2.2.11 to apply to any individual, company, institution, government or otherwise, for and accept grants of money, land, donations, gifts and other assistance subject to any trust which may be prescribed by the donor thereof with a view to promoting the aims and objectives of GESCI;

- 2.2.12 to promote or assist in the promotion of any Organisation, company or association the objectives of which are calculated, whether directly or indirectly to benefit GESCI in the attainment of any of its aims and objectives;
- 2.2.13 to invest the monies of GESCI not immediately required for a specific purpose, in any one or more of the modes of investment for the time being authorised by law for the investment of monies, and in such manner as may be determined;
- 2.2.14 to borrow or raise any money that may be required by GESCI upon such security as may be deemed appropriate;
- 2.2.15 to draw, make, accept, endorse, discount, execute or issue promissory notes, bills of exchange, bonds, bills of lading, warrants, debentures, and other negotiable or transferable instruments;
- 2.2.16 to manage, improve, develop, exchange, lease, mortgage, let, sell, dispose of or otherwise deal with all or part of the property and rights of GESCI;
- 2.2.17 to establish and grant prizes, fellowships, scholarships, medals and awards of any kind;
- 2.2.18 to establish endowments, charities, trusts, trust funds or foundations and the relevant institutional mechanisms for their management; and
- 2.2.19 to do any or all such activities which are incidental to the realisation of the aims and objectives of GESCI under this Constitution

### **3. PART III: MEMBERSHIP AND GOVERNANCE**

#### **3.1. MEMBERSHIP**

3.1.1. The membership of GESCI shall comprise:-

- the Initial Subscribers, who were the first and founding members of GESCI; and
- such other persons as shall endorse and subscribe to this Constitution as shall be admitted by the Members in general meeting from time to time.

3.1.2. The minimum number of Members is five (5). The Members in general meeting may from time to time approve an increase in the number of Members. The Members shall impose such conditions and requirements for qualification for, admission to, and termination of membership as they may from time to time by majority vote decide.

3.1.3. A Member shall cease to be a member if either:-

- a. he by one (1) months' notice in writing to the Secretary, applies for cessation of membership to GESCI. Upon the expiry of such notice he shall cease to be a member but his liability to contribute to the funds of the Organisation in the event of its being wound up or dissolve shall continue for one year from the expiry of such notice;
- b. he is removed from membership by the vote of not less than two-thirds of the members of the Organisation at an Extraordinary General Meeting of the Organisation specially convened and at which he has been given a reasonable opportunity of attending and being heard;
- c. he is adjudged bankrupt or makes any arrangement or composition with his or its creditors generally;
- d. he becomes of unsound mind;
- e. he is convicted of an indictable offence including fraud unless the members in general meeting otherwise determine); or
- f. he is directly or indirectly interested in any contract with GESCI and fails to declare the nature of his interest.

**3.1.4. Membership to GESCI shall automatically cease upon a Member's death.**

**3.1.5. If any Member shall refuse or wilfully neglect to comply with any Article of this Constitution or shall have been guilty of such conduct as in the opinion of the remaining Members either shall have rendered such Member unfit to remain a Member of GESCI or shall be injurious to GESCI or if the remaining Members shall for any other good reason require that a defaulting Member shall be expelled, such defaulting Member may, by a Special Resolution of the Members in general meeting, be expelled provided that the defaulting Member shall have been given notice of the intended resolution for the Member's expulsion and shall have been afforded an opportunity of giving orally or in writing to the remaining Members any explanation or defence as the defaulting Member may think fit. Notice under this Article shall be deemed to have been served if it is sent in accordance with the provisions set out in Article 11 of this Constitution**

**3.1.6. The role of each Member is to represent GESCI stakeholders and partners. The role is voluntary and without remuneration. The rights and responsibilities of the Members are as set out in this Constitution and may be varied from time to time by a Members' Special Resolution.**

**3.1.7. Appointment of Members**

**3.1.7.1. The Initial Subscribers shall be the first members of GESCI.**

**3.1.7.2. A person desirous of obtaining membership to GESCI shall make an application in the approved manner and satisfy such minimum requirements; including membership fees (if any) as may be prescribed by the Members in general meeting and the Members shall, subject to the provisions of, and in accordance with, this Constitution admit such person to membership.**



3.1.7.3. The Members, at the Annual General Meeting at which a Member retires, may but shall not be obliged to admit to membership such other person(s) applying and qualifying for membership in accordance with this Constitution provided always the total number of Members does not at any time fall below the minimum number of Members prescribed under this Constitution, and provided further that in default of such admission by the Members, the retiring Member shall, if applying for re-admission, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to admit additional Members or unless a resolution for the re-admission of such Member has been put to the Annual General Meeting and lost. At least two (2) weeks' notice of Members eligible for retirement and of persons applying for admission to membership shall be circulated to existing Members prior to the Annual General Meeting.

3.1.7.4. If for any reason the number of Members falls below the minimum required under Article 3.1 of this Constitution then the Board shall have power to admit any applying and qualifying person to be a Member for purposes only of restoring the minimum number of Members to five. Any Member so admitted shall be a member only until the next Annual General Meeting, and shall then be eligible for re-admission, but shall not be taken into account in determining the Members who are to retire by rotation at such meeting.

### **3.2. NUMBER OF BOARD MEMBERS**

3.2.1. Until otherwise varied by a special resolution passed at a general meeting, the Board shall consist of the honorary posts of Chairperson, Secretary and Treasurer; provided that the Chief Executive may serve as the Secretary, and even where the Chief Executive shall not be the Secretary, he shall be a member of the Board ex-officio. The Board shall be the policy-making organ of the Organisation.

3.2.2. There shall be a minimum of Five (5) Board Members who together shall be broadly representative of all the stakeholders in GESCI and may include, but not be limited to, partner countries and organisations; the private sector; the education sector and academia; civil society and other international organisations.

3.2.3. The Board shall be distinct and separate from the administrative and day to day management body of the Organisation. Accordingly, no person holding a management position in the Organisation shall be eligible for appointment to the Board.

3.2.4. The Board shall be the Policy-making organ of the Organisation and shall appoint office bearers from among its numbers as provided hereunder and prescribe their powers and duties and fill any vacancy which may occur in any office.

3.2.5. It shall be the role of the Board to:-

- a) approve the GESCI strategy;
- b) adopt such rules and regulations for the conduct of GESCI's business as shall be deemed advisable as good practice;

- c) promote GESCI and its services in appropriate fora;
- d) report to the Annual General Meeting on the Accounts and Audit Reports of the GESCI activities and progress of the GESCI and make recommendations regarding the mobilization of funds or other contributions as may be necessary for the purposes of promoting the GESCI; and
- e) examine the audit reports and approve the accounts of the GESCI.

3.2.6. Serving as a Board member is voluntary and without remuneration

### **3.3. THE MANAGEMENT STRUCTURE**

#### **Chief Executive Officer**

- 3.3.1. The day to day affairs of the Organisation shall be managed by the Chief Executive Officer who shall be in charge of the Organisation's affairs. The Management may pay all expenses incurred in setting up and registering the Organisation and may exercise such powers of the Organisation as are not required by this constitution to be exercised by a General Meeting, to achieve the objectives of the Organisation. No regulations made by the Organisation in a General Meeting, shall invalidate any prior act of the management which would have been valid if such regulations had not been made
- 3.3.2. The Chief Executive Officer shall be responsible to the General Meeting and the Board of Directors. He shall be an employee of the Organisation and his office shall fall under the Secretariat whose terms of service shall be determined by the Board.
- 3.3.3. The Chief Executive Officer shall be appointed by the Board. The Board may delegate such of its powers as it considers desirable, to be exercised by the Chief Executive Officer.
- 3.3.4. The Chief Executive Officer may be appointed by the Board on such terms as the Board in its absolute discretion may decide. The Chief Executive Officer may, without prejudice to his rights of compensation for loss of office or employment, be dismissed as Chief Executive Officer by a special resolution of the Board.
- 3.3.5. The Chief Executive Officer shall report to but shall not be a member of the Board. He shall inter alia;
- f) represent and act on behalf of the Organisation generally;
  - g) carry-out all correspondence and publicity on behalf of GESCI;
  - h) keep a full, complete and up-to date record of the GESCI's affairs and
  - i) act as Organisation Secretary of GESCI
  - j) develop appropriate policy and strategies for the Board's consideration.

- k) ensure that financial budgets and audit reports are presented annually for the approval by the Board.
- l) select, recruit and manage the staff of GESCI and their remuneration within budgets approved by the Board.
- m) develop and enforce the Employee Rules and Regulations as approved by the Board of Directors.
- n) be responsible for operational policies as well as public relations, fund raising for and the overall organization development of GESCI;
- o) do all such acts as may be necessary for the efficient running of the Organisation's affairs; and
- p) perform such other tasks as the Board may determine from time to time.

3.3.6. The Chief Executive shall be a member of every committee appointed by the Board unless otherwise expressly provided.

#### **3.4. FIRST APPOINTMENT OF BOARD MEMBERS**

3.4.1. The names of the first Board Members shall be determined in writing by the Initial Subscribers and shall include three persons who shall act respectively as the Chairperson, Secretary and Treasurer of the Organisation; until the conclusion of the first Annual General Meeting when a substantive Board shall be appointed to serve for a period of three (3) years. Provided that a member of the Board shall be a member of the Organisation.

3.4.2. Board members are invited to the Board as individuals and do not represent any corporate entity.

#### **3.5. OTHER APPOINTMENTS TO THE BOARD**

3.5.1. At the first Annual General Meeting of GESCI, as constituted in accordance with this Constitution, all the Board shall retire from office and, at the Annual General Meeting in every subsequent year, one-third of the Board Members for the time being, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.

3.5.2. The Board Members to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Board Members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot provided that all Board Members who have held office for a period of three (3) years shall retire.

3.5.3. A retiring Board Member shall be eligible for re-election.

3.5.4. The Organisation, at the meeting at which a Board Member retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Board Member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is

expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Board Member has been put to the meeting and lost.

3.5.5. The Members of GESCI may by ordinary resolution increase or reduce the number of Board Members, and may also determine in what rotation the increased or reduced number is to go out of office.

3.5.6. The Board shall have power at any time, and from time to time, to appoint any person to be a Board Member either to fill a casual vacancy or as an addition to the existing Board Members, but so that the total number of Board Members shall not at any time exceed the number fixed in accordance with this Constitution. Any Board Member so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Board Members who are to retire by rotation at such meeting.

### **3.6. ALTERNATES TO THE BOARD**

Any member of the Board may appoint another member to be his alternate to act in his place at any meetings of the Board at which he is unable to be present. Such appointees shall be entitled to exercise all the rights and powers of a member of the Board and, where they are members of the Board, shall have a separate vote on behalf of their appointers in addition to their own votes. A member of the Board may, at any time, revoke the appointment of an alternate appointed by him. The appointment of an alternate shall be revoked ipso facto, if his appointer ceases to be a member of the Board. Every appointment and revocation under this paragraph shall be effected by notice in writing under the hand of the appointer served on the Organisation and such alternate.

### **3.7. OFFICE BEARERS**

The Organisation shall at the Annual General Meeting in each year elect from its members its Chairperson, Vice-Chairperson, Secretary and Treasurer. The above officials shall hold office until the next Annual General Meeting following that at which they were elected when they shall retire but shall be eligible for re-election. If the Chairperson, during his term of office, should cease to be a member of the Organisation, resign from office or die, the directors shall elect one of their members to hold office until the next Annual General Meeting when a new Chairperson shall be elected. The same procedure shall apply to the secretary and Treasurer.

### **3.8. DUTIES OF OFFICE BEARERS/OFFICIALS**

#### **3.8.1. Chairperson**

The Chairperson shall chair all meetings of the Board and all general meetings. He/she shall provide general guidelines related to the affairs of the Organisation. In his absence the Vice-Chairperson shall chair the meeting.

#### **3.8.2. Secretary**

The role of Secretary shall be to:-

- a) Keep minutes of the meetings of the Board, of any committee of the Board and of the General Meetings, and those minutes shall include:-
  - i. the names of those present at each meeting; and
  - ii. a summary of all resolutions and proceedings at each meeting.
- b) arrange for the meetings of GESCI on instructions of the Board, or, in special circumstances, on the instructions of the General Meeting;
- c) keep the accounts, minute books, documents and other records of the Organisation in such manner and at such place as the Board shall direct;
- d) prepare and submit all such reports returns and other documents as are required by statute or which the Board shall prescribe;
- e) execute and perform all such functions and duties as the Board shall delegate to the Secretary and in so doing conform with and observe the directions of the Board; and
- f) carry out all duties as are from time to time specified in this Constitution to be carried out by the Secretary.

### 3.8.3. Treasurer

The Treasurer shall in general ensure that proper accounting procedures are adhered to, and shall:-

- a) Keep on a proper accounting basis all the financial records of the Organisation;
- b) open a bank account on the advice of the Board and ensure that all drawings from the account are countersigned either by the Chief Executive or any other designated GESCI staff;
- c) provide reports on the financial statement of the Organisation and audited accounts to the general meeting;
- d) account for the Organisation's funds in his custody on an annual basis and at any other time upon request by the Board;
- e) keep available the books of account of the Organisation for inspection by any of the Board members on request; and
- f) perform such other duties as pertaining to the office of Treasurer.

## 3.9. REMOVAL OF BOARD MEMBERS

3.9.1. A Board Member may, by one (1) month's notice in writing to the Secretary, resign his membership and be removed from the Board.

3.9.2. Board membership shall automatically cease on any Board Member's death.

3.9.3. The Board may, by a Board Special Resolution remove any Board Member of their body from office, but if such Board Member should be aggrieved at his/her removal the Board Member may appeal that a General Meeting be called for this purpose. In the meantime, the Board Member shall cease to act as a member of the Board and to hold any other office of GESCI, and Board Members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the Board Members of the Board shall at any time be reduced in number to less than the minimum number prescribed by this Constitution, that number shall be the quorum for the purpose of filling up vacancies in their body and of summoning a General

Meeting, but not for any other purpose; provided also that the Board may co-opt any person or persons to advise the Board in any capacity which the Board shall think fit.

- 3.9.4. The Members of GESCI may, by special resolution remove any Board Member before the expiration of the Board Member's period of office, notwithstanding anything in this Constitution or in any agreement between GESCI and such Board Member.

## **4. PART IV: MEETINGS AND QUORUMS**

### **4.1. PROCEEDINGS OF THE BOARD**

- 4.1.1. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is any equality of votes, the Chairperson shall have a second or casting vote.
- 4.1.2. The Board may elect a Chairperson of their meetings and determine the period for which he is to hold office, but, if no such Chairperson is elected or if at any meeting the Chairperson is not present, the Board Members present may choose one of their number to be Chairperson of the meeting.
- 4.1.3. The quorum necessary for the transaction of the business of the Board shall not be less than half of the number of the members of the Board for the time being.
- 4.1.4. The continuing Board Members may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of Board Members, the continuing Board Members or Board Member may act for the purpose of increasing the number of Board Members to that number or of summoning a General Meeting of GESCI, but for no other purpose.

### **4.2. CALLING OF MEETINGS**

#### **4.2.1. Normal Meetings**

All normal meetings of the Board shall be summoned by the Secretary, acting in consultation with the Chairperson, by giving at least fifteen (15) days notice accompanied by the proposed agenda.

#### **4.2.2. Requisitioned Meetings**

A Board Member may, and the Secretary on the requisition of a Board Member shall, at any time summon a meeting of Board Members by giving at least twenty one (21) days notice accompanied by the proposed agenda.

### **4.3. FORMATION OF COMMITTEES**

- 4.1.5. The Board may delegate any of its powers to Committees consisting of such members of the Board as they think fit, and any Committee so formed shall, in the exercise of the powers

delegated, conform to any regulations prescribed by the Board. The meetings and proceedings of any such Committee shall be governed by the provisions of this Constitution for the time being regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any rules made by the Board.

4.1.6. A resolution in writing, signed by not less than two thirds of the members for the time being of the board of any committee of the board who are duly entitled to receive notice of a meeting of the Board, or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of the Committee (as the case may be) duly convened and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Board Members or members of the committee concerned.

4.1.7. All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Board Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board Member.

4.3.1.A Committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present, the members of the committee present may choose one of their numbers to be chairperson of the meeting.

4.3.2.A Committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote

#### **4.4 DISQUALIFICATION OF MEMBERS OF THE BOARD**

4.4.1. The office of a member of the Board shall be vacated:

- a) if a receiving order is made against him or he makes an arrangement or composition with his creditors;
- b) if he becomes of unsound mind;
- c) if he fails to attend the meetings of the Board for a period of six months, except by special leave of the Board;
- d) if by notice in writing to the Organisation he resigns his office;
- e) if he is removed from office by a resolution duly passed under this constitution; or
- f) if he is removed from membership of the Organisation pursuant to a resolution of the Organisation;
- g) if he holds any office or place of personal gain under GESCI;
- h) if he is adjudged bankrupt or makes any arrangement or composition with his creditors generally;
- i) if he becomes prohibited by a competent authority from being a Board Member for any reason supported by two-thirds of Board members at a Meeting of the

Organisation and at which he has been given a reasonable opportunity of attending and being heard;

- j) if he is convicted of an indictable offence, unless the members in general meeting otherwise determine); or
- k) if he is directly or indirectly interested in any contract with GESCI and fails to declare the nature of his interest before the contract is entered into.

#### **4.5. GENERAL MEETINGS OF THE MEMBERS**

##### **4.5.1. Annual General Meeting**

4.5.2. GESCI shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it.

4.5.3. GESCI shall hold its first Annual General Meeting in its reconstituted form as an International Organisation in accordance with this Constitution within 18 months of the date of approval of the Constitution

4.5.4. Thereafter, not more than 15 months shall elapse between the date of one Annual General Meeting of GESCI and that of the next.

4.5.5. The Annual General Meeting shall be held at such time and at such place as the Board shall appoint provided that the first Annual General Meeting shall be called and held at such time and place as the Initial Subscribers shall appoint.

#### **4.6. MANNER OF CONVENING EXTRAORDINARY GENERAL MEETINGS**

4.6.1. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

4.6.2. The Board may, whenever they think fit, convene an Extraordinary General Meeting.

4.6.3. The Board shall also, on the written requisition of not less than one-third of the Members, proceed to convene an Extraordinary General Meeting, provided that the requisition must state the objects and reasons of the Extraordinary General Meeting and must be signed by all the requisitionists and deposited at the GESCI headquarters.

#### **4.7. NOTICE OF GENERAL MEETINGS**

4.7.1. All general meetings including Annual General Meetings shall be called by twenty one (21) days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting provided that an Annual General Meeting shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed by all the Members entitled to attend and vote thereat.



- 4.7.2. Notice shall be given in accordance with the provisions of Article 11 below to all the Members entitled to attend and vote thereat.
- 4.7.3. The notice shall specify the place, date and time of meeting and the outline agenda and shall be given in the manner hereinafter mentioned in Article 11 to such persons as are under this Constitution entitled to receive notices from GESCI.
- 4.7.4. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

#### **4.8. PROCEEDINGS AT GENERAL MEETINGS**

- 4.8.1. All Business shall be deemed special that is transacted at a Extraordinary General Meeting and also all that is transacted at an Ordinary General meeting with the exception of the consideration of the accounts and balance sheets, the reports of the Board and Auditors, the elections of the board, appointment of auditors, and the fixing of the remuneration of the Auditors. Provided that no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business members present in person or by proxy shall continue constitute a quorum.
- 4.8.2. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, three (3) Members present in person or proxy shall be a quorum.
- 4.8.3. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such other date, time and place as the Board may determine and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
- 4.8.4. The Chairperson, or in his absence the Vice-chairperson of the Board, if present shall preside at every General Meeting. If there is no such Chairperson or Vice-chairperson, or if at any meeting neither is present within fifteen (15) minutes after the time appointed for holding the meeting, the members present shall designate one of their members to be Chairperson of the meeting.
- 4.8.5. The Chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more from the original scheduled date, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

4.8.6. All meetings of the Members, all meetings of the Board including any committees of the Board and all meetings of any advisory body or council may be held at any location, whether in the Republic of Kenya or worldwide, and may be conducted by the use of a conference telephone or any similar communications facility provided always that the chairperson of the meeting notes his satisfaction that persons entitled to receive notice and to attend the meeting:

- a) Have been notified of the convening of the meeting and have the availability of the conference telephone or similar communications facility for the meeting; and
- b) Can hear and contribute to the meeting; and such participation in a meeting shall constitute presence in person at the meeting.

#### 4.9. VOTING

4.9.1. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands.

4.9.2. Every Member shall have one vote, provided that when any matter affecting a Member personally comes before the meeting, although he may be present at it, he shall not be entitled to vote on the question and the chairperson of the meeting may require him to withdraw during the discussion, and he shall in that case withdraw accordingly.

4.9.3. A declaration by the chairperson that a resolution has, on a show of hands, been carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of GESCI shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

4.9.4. Where there is an equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.

4.9.5. A resolution in writing signed by all Members for the time being entitled to attend and vote on such resolution at a General Meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of GESCI duly convened and held, and if described as a special resolution shall be deemed to be a special resolution.

4.9.6. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered, any vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

4.9.7. Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing (including electronic communication) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointor is a corporation either under seal, or under the hand of an officer or attorney duly authorized, a proxy need not be a member of the Organisation provided that no person shall be entitled to be appointed a proxy for more than two absent members. A proxy need not be a Member of GESCI.

4.9.8. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed shall be deposited at the office or at such other place as is specified for that purpose in the notice convening the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. The expression "deposited" shall include the receipt of an email or other electronic communication by the Secretary of GESCI.

4.9.8.1. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

**Global e-Schools and Communities Initiative**

I, \_\_\_\_\_ of \_\_\_\_\_ being a Member of the Global e-Schools and Communities Initiative, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of GESCI to be held on the \_\_\_\_ day of \_\_\_\_\_ and any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

This form is to be used \*in favour of /against the resolution.  
Unless otherwise instructed, the proxy will vote as he thinks fit.

\*Strike out whichever is not desired.

**4.10. CORPORATIONS OR ASSOCIATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

Any corporation or association which is a member may, by resolution of its directors or other governing body or by notification in writing under the hand of some officer of such corporation as may be duly authorized on that behalf, authorise such person as it thinks fit to act as its representative at any meeting of the Organisation, and the persons so authorized shall be entitled to exercise the same power on behalf of the corporation or association which the represents as that corporation or association could exercise if it were an individual member of the Organisation

## **5. PART V: FUNDS AND RESOURCE UTILIZATION**

GESCI may raise its funds (revenues) from any or all of the following sources:

- a) International donors;
- b) Government funding;
- c) Private sector funding;
- d) Consultancy services to other organisations; and
- e) Such other sources of funding as the Board may from time to time reasonably deem fit.

### **5.1. APPLICATION OF FUNDS AND ASSETS**

5.1.1. The funds and assets of GESCI shall be applied solely towards the promotion of its objectives as set forth in this Constitution; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of GESCI.

5.1.2. No Board Member or Member - shall be appointed to any office of GESCI be paid salary or fees, or receive any remuneration or other benefit in money or money's worth from GESCI. However, nothing shall prevent any payment in good faith by GESCI of:-

- a) reasonable and proper remuneration to any officer or servant of the Organisation (not being a Board Member or Member) for any services rendered to GESCI;
- b) reasonable and proper out of pocket expenses incurred by any Board Member or Member connection with attendance to any matter affecting GESCI; or
- c) fees, remuneration or other benefit in money's worth to any company of which a Board Member or Member may be a member holding not more than one hundredth part of the issued capital of such company.

### **5.2. DISCLOSURE OF INTEREST IN CONTRACTS**

5.2.1. A Board Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with GESCI shall disclose the nature of his interest at a meeting of the Board at which the question of entering into the contract is taken into consideration.

5.2.2. A Board Member shall not vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall not be counted.

### **5.3. DISPOSAL OF RESIDUAL ASSETS ON WINDING UP OR DISSOLUTION**

5.3.1. If upon the winding up or dissolution of GESCI there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of GESCI but to Organisations or institutions with similar aims and objectives to the aims and objectives of GESCI, whose constitutional documents prohibit the distribution of its or their income and assets among its or their members.

5.3.2. In the event that property remains to be distributed, such property shall only be given or transferred to some other non-profit Organisation or institution having aims and objectives

similar to the aims and objectives of the Organisation. The non-profit Organisation or institution to which the property is to be given or transferred shall prohibit the distribution of its or their income and assets among its or their members to an extent at least as great as is imposed on the Organisation under or by virtue of this Article 5 “- Funds and Recourse Utilization”.

5.3.3. The Members of GESCI shall select the relevant non-profit Organisation or institution at or before the time of dissolution and, if so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object.

#### **5.4. INDEMNITY OF BOARD MEMBERS**

Every member of the Board, every Member and every member of a Board committee and other officers or servants of GESCI shall be indemnified against (and it shall be the duty of the Board, out of the funds of GESCI to pay) all costs, losses and expenses which any such person may incur or become liable for by reason of any contract entered into, or act or thing done by him in good faith in the capacity aforesaid, in any way in the discharge of his duties, including travelling expenses, and the Board may give to any officer or employee of GESCI who has incurred or may be about to incur any liability at the request or for the benefit of the Board, such security by way of indemnity as it may think proper.

#### **5.5. MEMBERS' CONTRIBUTION TO ASSETS ON WINDING UP**

Every Member of GESCI undertakes to contribute to the assets of GESCI, in the event of its being wound up while he/she/it is a Member or within one year afterwards, for payment of debts and liabilities of GESCI contracted before he/she/it ceases to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one hundred Kenyan Shillings (Kshs 100/-).

#### **5.6. ACCOUNTS**

5.6.1. The Treasurer shall cause proper books of accounts to be kept relating to:-

- a) All sums of money received and expended by GESCI and the matters in respect of which the receipt and expenditure takes place;
- b) All sales and purchases of goods by GESCI; and
- c) The assets and liabilities of GESCI.

5.6.2. At least once in every year the accounts of GESCI shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more qualified Auditors.

5.6.3. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of GESCI's affairs and to explain its transactions.

5.6.4. The books shall be kept at the office or at such other place as the Board think fit, and shall at all reasonable times be open to the inspection of the Board.

5.6.5. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of GESCI or any of them shall be open to the inspection of Members not being Board Members, and no Member (not being a Board Member) shall have any right of inspecting any account or book or document except as authorised by the Board or by GESCI in general meeting.

5.6.6. At the Annual General Meeting in every year, the Board shall lay before the Members present proper accounts comprising an income and expenditure account for the period since the last preceding account made up to a date no more than nine (9) months before such meeting together with a Balance Sheet as at the date on which the income and expenditure account is made up and reports of the Board and the Auditors

5.6.7. Copies of income and expenditure account, Balance sheet and reports, all of which shall be framed in accordance with any statutory requirement for the time being in force, and of any other documents required by law to annexed or attached thereto or to accompany the same shall, not less than twenty one (21) clear days before the date of the Annual General Meeting, be sent to all persons entitled to receive notices of such meetings in the prescribed manner.

## **5.7. AUDITORS**

5.7.1. GESCI shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next Annual General Meeting, Provided that a member of the Board or other officer of the Organisation shall not qualify to be appointed Auditor of the Organisation.

5.7.2. The Board may fill any casual vacancy in the office of the Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act.

5.7.3. The remuneration of the Auditors of the Organisation shall be fixed at the Annual General Meeting, except that the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the Board.

5.7.4. Every Auditor of the Organisation shall have a right to see all relevant vouchers and shall be entitled to access at all times to the books and accounts he requires from the Board

5.7.5. The Auditors shall make a report to the members of the accounts examined by them and on every balance sheet laid before the Organisation at its Annual General Meeting during their tenure of office, and the report shall state:

- a) whether or not they have obtained all the information and explanations they have required; and
- b) whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Organisation's affairs.

## **5.8. ANNUAL REPORT**

5.8.1.1. GESCI shall publish for distribution to the Members and to interested members of the public, an Annual Report of the summary of its activities and a summary of its accounts.

5.8.1.2. Copies of the Annual Report shall be transmitted to all of the Members of GESCI.

## **5.9. ARBITRATION**

If at any time any dispute, difference or question shall arise between the Members or Board Members or other persons or their personal representatives or any of them respectively touching the construction, meaning or effect of this Constitution or any cause or thing therein contained or the rights or liabilities of the said parties respectively or any of them under this Constitution or otherwise howsoever in relation to the Constitution, then every such dispute or question shall be referred to arbitration by a single arbitrator appointed by agreement between the parties and in default of such agreement by the Chairperson for the time being of the Chartered Institute of Arbitrators (Kenya Branch) in accordance with and subject to the provisions of the Arbitration Act (Act No. 4 of 1995 of the Laws of Kenya) or any statutory modification or re-enactment thereof for the time being in force.

## **INSPECTION OF BOOKS OF ACCOUNTS AND LIST OF MEMBERS OF THE ORGANISATION**

Subject to Article 5.6.5 the books of accounts and all documents relating thereto and a list of members of the Organisation shall be available for inspection at the office by any member of the Organisation on giving not less than seven (7) days notice in writing to the Organisation, provided that the books of account and all documents relating thereto and list of members shall always be open for inspection by members of the Board during business hours

## **5.10. FINANCIAL YEAR**

The financial year of GESCI shall commence on 1st January and end on 31<sup>st</sup> December in each year or at such other time as the Board may from time to time determine.

## **6. PART VI: AMENDMENTS TO THE CONSTITUTION**

GESCI may by Special Resolution of the Members pass a proposal to modify or repeal this Constitution or adopt a new Constitution or change the name of GESCI, provided that no such alteration, amendment or modification shall be made without the approval of the NGO Board and subject to Regulation 21(1) of the NGOs Regulations of 1992.

## **7. PART VII: DISSOLUTION AND DISPOSAL OF PROPERTY**

7.1. GESCI shall not be dissolved or wound up except by a resolution passed at a General Meeting of the members by votes of two-thirds of the members present. The quorum at the meeting shall be fifty per cent of all members of GESCI. If no quorum is obtained, the proposal to dissolve or wind up GESCI shall be submitted to a further General Meeting which shall be held one month later. Notice of this meeting shall be given to all members of GESCI at least fourteen (14) days before

the date of the meeting. The quorum for this second meeting shall be the number of members present.

- 7.2. GESCI will not be dissolved without prior consent in writing to the Non-Government Organisations Co-ordination Board, obtained upon a written application addressed to the Executive Director of the Non-Governmental Organisations Coordination Board and signed by three of the officials of the Organisation.
- 7.3. Upon dissolution of GESCI, its remaining assets shall be distributed to another Organisation(s) with similar objectives.

## **8. PART VIII: RELATIONS WITH OTHER INSTITUTIONS AND ORGANISATIONS**

GESCI shall seek to establish co-operative relationships with relevant institutions, development agencies and other stakeholder in order to advance its goals and mission including:

- a) working together with UN agencies and relevant UN initiatives and contributing to the global development agenda;
- b) working together with development agencies in the spirit of harmonising and increasing the efficiency and effectiveness of development aid; and
- c) working together with the private sector and civil society in order to advance an inclusive multi-stakeholder approach for development

## **9. PART IX: BRANCHES**

The Board may authorise the establishment of branches or other subsidiary operations of GESCI, including trust funds and similar entities, at such locations in or outside Kenya as it may deem appropriate.

## **10. PART X: THE SEAL**

- 10.1. The Board shall procure a seal to be made for GESCI and shall provide for the safe custody thereof.
- 10.2. The Seal shall not be affixed to any contract; instrument or document except as approved by a resolution of the Board and shall be so fixed only by the Chief Executive Officer or, in his/her absence, by another person authorised by him/her.

## **11. PART XI: NOTICES**







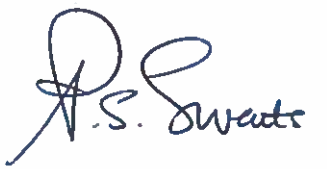
- 11.1. A notice under this Constitution may be given to the intended recipient either personally or by sending it by post to him to his registered address or by email or any form of electronic communication.
- 11.2. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post.
- 11.3. Where a notice is sent by email or any form of electronic communication, service of the notice shall be deemed to be properly sent if sent to the email address notified by the relevant party to the GESCI Secretary from time to time and a "delivery receipt" received by the sender or an acknowledgement of the email by the recipient sent to the sender.

## 12. PART XII: BY-LAWS AND RULES

- 12.1. The Board may formulate and approve such by-laws as are necessary to ensure the implementation of this Constitution such by-laws shall conform to the general purposes and procedures set out in this Constitution
- 12.2. In addition, to the rules and regulations for committees, the Board may make rules and regulations for the conduct of its business and its staff as the Board considers necessary or expedient.

We, the several persons whose names, addresses, occupations are subscribed here are desirous of forming a Non-Governmental Organization in pursuance of this Constitution.

Names, Postal Addresses, Occupations and Nationalities of Subscribers	Signatures of Subscribers
<p><b>CHAIRPERSON</b></p> <p>Name: JAMES BRENDAN Tuohy</p> <p>Address: 44 Redford Pl. Greystones, Co Wicklow.</p> <p>Occupation: Management consultant</p> <p>Nationality: <u>Irish</u></p> <p>.....</p> <p><b>SECRETARY</b></p>	

<p>Name: <b>JEROME MORRISSEY</b>  Address: <b>UNGA HOUSE.</b>  <b>MUTHITHI ROAD, WESTLANDS</b>  <b>NAIROBI</b>  Occupation: <b>CEO</b>  Nationality: <b>IRISH</b></p> <p>.....</p>	
<p>TREASURER  Name: <b>JOSEPH OKEO</b>  Address: <b>KABOKO HOUSE</b>  <b>STATE HOUSE AVENUE, NAIROBI</b>  Occupation: <b>BUSINESSMAN</b>  Nationality: <b>KENYAN</b></p> <p>.....</p>	
<p>Member  Name: <b>A.M. ESTERHUYSEN</b>  Address: <b>133 2nd Ave</b>  <b>Melville 2092</b>  Occupation: <b>South Afr-</b>  <b>Direct</b>  Nationality: <b>South Afr.</b></p> <p>.....</p>	
<p>Member  Name: <b>PATRICIA SWARTS</b>  Address: <b>128 Wildebees Str</b>  <b>Finkenstein, Windhoek</b>  <b>NAMIBIA</b>  Occupation: <b>DIRECTOR OF PROGRAMMES</b>  Nationality: <b>NAMIBIAN</b></p> <p>.....</p>	
<p>Member</p>	

<b>Name:</b> <b>Address:</b>  <b>Occupation:</b> <b>Nationality:</b> .....	
<b>Member</b> <b>Name:</b> <b>Address:</b>  <b>Occupation:</b> <b>Nationality:</b> .....	
<b>Member</b> <b>Name:</b> <b>Address:</b>  <b>Occupation:</b> <b>Nationality:</b> .....	
<b>Member</b> <b>Name:</b> <b>Address:</b>  <b>Occupation:</b> <b>Nationality:</b> .....	

Dated at Nairobi this

day of

2014

