



WOMEN EDUCATIONAL RESEARCHERS OF KENYA
Linking Research to Advocacy and Action

WOMEN EDUCATIONAL RESEARCHERS OF KENYA

(WERK)

CONSTITUTION

2019



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DEFINITION OF TERMS AND CONCEPTS

‘Arbitration’ means a forum for members of WERK to solve their disputes chaired by a person not related in any way to WERK;

‘Board’ means the Board of Directors of WERK as established under Article 6.2;

‘Code of Conduct’ means the set of rules that define acceptable behaviour by WERK members;

‘Constitution’ means the law governing WERK;

‘Education’ means imparting knowledge and skills to the community at large especially women.

‘Elections’ means the electoral process of WERK;

‘Gender’ means both men and women;

‘Gender responsive research’ means research that impact on gender equality and empowerment through mentorship programs and capacity building.

‘Intellectual Property’ means all works designed, produced and/ or created by any member of WERK;

‘Member’ means all life, full, associate, institutional and honorary members of WERK as enshrined in Article 8.1;

‘Research’ means detailed study of a subject or concept with the aim of acquiring knowledge for use and benefit of the community, in line with WERK’S vision and mission.

‘WERK’ means Women Educational Researchers of Kenya;



PREAMBLE

WHEREAS Women Educational Researchers of Kenya (WERK) was formally established on this 26th day of September 2000 under the Societies Act of the Laws of Kenya;

ACKNOWLEDGING that WERK is a body of both women and men researchers united in the pursuit of gender equality and promotion of female professionals;

RECOGNIZING that the mission of WERK is to contribute to knowledge generation and utilization through linking research to policy and action;

NOTING the immense contributions and impact of WERK in the creation of a humane, equitable and prosperous society;

FURTHER RECOGNIZING that the effective achievement of the aforesaid mission calls for a more concerted collaborative effort with like -minded persons and institutions both locally and internationally;

COGNIZANT of the incentive of the Kenya Constitution 2010 and the gains and benefits that the said constitution promises for the achievement of equal opportunities for all;

CONSCIOUS about maintaining authentic, intimate and transformative programs that are in line with WERK'S vision and mission; and

BOUND by a common Code of Conduct that defines the rules of acceptable conduct among members-

NOW THEREFORE in accordance with the aforesaid principles, it is established as follows:



ARTICLE 1: ESTABLISHMENT AND NAME

Section 1.1: The members hereby establish a professional association that shall be called WOMEN EDUCATIONAL RESEARCHERS OF KENYA (hereinafter WERK) with the mission and functions outlined below.

ARTICLE 2: THE LEGAL SEAT OF WERK

Section 2.1: The seat (headquarters) of WERK shall be in Nairobi County in Kenya. WERK may establish other devolved Chapters in other counties in Kenya after approval by the Board of Directors and the members in the General Meeting.

ARTICLE 3: THE LEGAL STATUS OF WERK

Section 3.1: WERK shall be a professional association of researchers in social science, particularly gender and education.

Section 3.2: WERK shall possess full legal personality as an association under the Societies Act (Cap108) of the Laws of Kenya.

ARTICLE 4: THE VISION, MISSION AND CORE VALUES OF WERK

Section 4.1: The vision of WERK is to have a just society attained through its groundbreaking program that provides optimal educational, socio and economic systems to foster growth to its members through empowerment and equity.

Section 4.2: The mission of WERK is to contribute to knowledge generation and utilization through linking gender responsive research to policy and action and promoting female professionalism in educational research.



Section 4.3: The Core Values of WERK are:

- a. **Equity:** Fairness and justice in access to educational and socio-economic opportunities
- b. **Inclusivity:** Promoting diversity and non-discrimination based on age, gender, race, ethnicity, nationality, religion, socio-economic status and sensory and physical ability.
- c. **Integrity:** Upholding values of good governance, truth, honesty, ethical conduct and accountability.
- d. **Excellence:** Striving for rigor and professionalism in research and all other related activities.
- e. **Learning:** Mentoring and nurturing researchers by providing educational opportunities as a cornerstone of advancement.

ARTICLE 5: THE OBJECTIVES OF WERK

Section 5.1: Research and Dissemination

WERK will promote research and dissemination of information by:

- a. Conducting rigorous, innovative and cutting edge gender responsive educational and social science research;
- b. Developing capacity of early career researchers, especially women;
- c. Re-activating local community knowledge through utilizing community capacities; and
- d. Sharing knowledge with the public and actors at all levels through debates and scholarly publications.

Section 5.2: Advocacy

WERK will contribute to evidence-based advocacy and action, locally and globally by:

- a. Networking with individuals, communities, the government and other institutions.
- b. Developing evidence – strategies to address issues likely to affect development and empowerment of women and girls, men and boys.



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- c. Articulating WERK's position on key strategic and national issues that touch on its vision and mission.

Section 5.3: Learning

WERK shall pursue continued self-improvement and nurture a learning culture through:

- a. Fostering a community of practice in research and advocacy;
- b. Forging linkages with like-minded persons and institutions;
- c. Inspiring change agents in pursuit of WERK's vision; and
- d. Reflecting on and documenting experiences for betterment of practice.

ARTICLE 6: THE ORGANS OF WERK

Section 6.1: The General Meeting of members

6.1.1 Composition

The General Meeting shall comprise of all registered and paid –up members.

6.1.2 Functions and powers of the General Meeting

- a. Formulate and approve the rules of procedure of the General Meeting;
- b. Ratify decisions of the Board of Directors and in particular enrolment of new members and the strategic plan;
- c. Ratify agreements, policies, programs, protocols, by-laws, budgets, financial statements, audit reports and the membership /subscription fee;
- d. Elect the Chairperson and eight members of the Board of Directors of WERK of whom at least six (6) must be women and one (1) member must be a man with a physical disability or belong to a minority group. Of the women, one (1) shall be a youth of below thirty –five (35) years of age.
- e. Ratify the selection and appointment of the Executive Officer under Article 6.3.3 of this Constitution.



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- f. Receive, review, and make decisions on reports from the Board of Directors and the Secretariat.
 - g. Appoint or extend the term of the external auditor and legal advisor;
 - h. Delegate to the Board of Directors such powers as it deems practical for the effective and efficient operation of WERK.
 - i. Approve honoraria for the Board of Directors.
 - j. Do and perform all other acts that may be deemed necessary and suitable to achieve WERK's mission

6.1.3 Meetings and venue

There shall be two categories of General Meetings both of which shall be held at a venue to be decided by the Board of Directors:

6.1.3.1 Annual General Meeting

- a. The Annual General Meeting shall be held not later than three (3) months after 31st December in every year.
- b. Notice in electronic and /or analogue writing of such annual statement of financial accounts and the agenda for the meeting shall be sent at the direction of the Board of Directors by the Executive officer to all members not less than twenty-one (21) days before the date of the meeting and where practicable, by press advertisement not less than fourteen (14) days before the date of the meeting.
- c. The Chairperson shall prepare the agenda in each General Meeting, and in all cases, this agenda shall include among others, the following items:
 - i. Verification of credentials
 - ii. Verification of quorum
 - iii. Receiving apologies (if any)
 - iv. Confirmation of the minutes of the previous meeting
 - v. Matters arising from minutes of the previous meeting
 - vi. Receiving annual activities reports
 - vii. Receiving Chairperson's report



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- viii. Receiving WERK's financial reports including audited accounts of the previous year
 - ix. Presentation and adoption of WERK's budget
 - x. Ratification of policies and the strategic plan where applicable
 - xi. Appointment of WERK's legal advisor
 - xii. Election of the Board members where applicable
 - xiii. Any other business with the notification to the chairperson
- d. Quorum for General Meetings shall be not less than one third of the paid up members of the organization.
- e. Quorum shall include apologies conveyed to the chairperson before commencement of the meeting.

6.1.3.2 Special General Meetings

- a. A Special General Meeting may be called for any specific purpose by the Board of Directors.
- b. Notice in electronic and/or analogue writing of a Special General Meeting shall be sent to all members not less than fourteen (14) days before the date thereof and where practicable by print and electoral media not less than seven (7) days before the date of such meeting.
- c. A Special General Meeting may be called at the written request of a member for a specific purpose by giving twenty-one (21) days' notice in writing and signed by not less than one-half of the fully paid up members addressed to the Chairperson of WERK and such meetings shall be held within twenty-one (21) days of the date of the notice.
- The notice for a special general meeting shall list all matters for discussion and no matter shall be discussed other than stated in the notice.
- Quorum for general meetings shall be not less than third of the paid-up members of the organization.
- Quorum shall include apologies conveyed to the chairperson before the commencement of the meeting.



6.1.4 Procedure at the General Meeting

- a. The Chairperson of WERK shall chair all meetings of the General Meeting, including any special meetings convened.
- b. In the event that the chairperson of WERK is unable to chair a meeting of the General Meeting, the Co-Chairperson chairs the meeting and in the absence of both these officers, a female member selected by simple majority vote by the meeting shall take the chair.
- c. The Chair of the meeting may at her discretion limit the number of persons permitted to speak in favour of or against any motion.
- d. Resolutions shall be decided by simple a majority vote.
- e. In case of equality of votes, the Chair of the General Meeting shall have an original vote and a casting vote.

Section 6.2: The Board of Directors

6.2.1 Composition

- a. The Board of Directors of WERK shall be the governing body of WERK with separate and distinct functions and responsibilities from management.
- b. The Board of Directors shall be drawn from the fully paid up members of WERK and each Board member shall hold only one elective office at a time. Employees of WERK will not be eligible to hold any position in the Board. The Board of Directors of WERK consists of nine (9) members of whom at least six (6) shall be women and which include:
 - i. Chairperson of WERK;
 - ii. Co-Chair of WERK;
 - iii. The Treasurer;
 - iv. The Organizing Secretary;
 - v. One (1) male member belonging to a marginalized group or a person living with disability;
 - vi. A young (below 35 years old) woman;
 - vii. Three (3) other members elected by the membership;



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- viii. The Executive Officer of WERK who shall be the secretary to the Board of Directors; and
 - ix. Other Ex-officio members who shall be non-voting observers invited by the Board of Directors from time to time to provide specialist advise to the Board.

6.2.2 Elections

- a. No Board member shall hold office for more than two terms and one term shall constitute three (3) calendar years.
- b. Election of the Board shall be by secret ballot, at the Annual General Meeting following the expiration of the term of office of Board members and only fully paid up members shall participate. Efforts shall be made to ensure that as many members as possible get the opportunity to vote to avoid disenfranchising members who reside far from the venue of the General Meeting.
- c. The terms of office of all Board members shall lapse on the same day. Persons who become Board members during the tenure of other Board members due to vacancies arising in the Board shall only serve for the remainder of the term of the outgoing Board member (s) and their terms shall also lapse alongside those of members who served the full term.
- d. A Board member shall hold office for a period of three (3) years and shall not be eligible for automatic stay in office unless re-elected by members into office for another final term of three (3) years.
- e. Upon expiry of the first three (3) year term, all Board members who are eligible for re-election and want to serve another term shall declare their interest in writing to the Electoral Committee.

6.2.3 Cessation of Board Membership

A Board member shall cease to hold that position under the following circumstances:

- a. In the event that they are unable to perform their duties for medical reasons;
- b. In the event that they fail to attend two (2) consecutive duly convened meetings of the Board by being physically present or via other prior approved means;



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- c. In the event that they are declared bankrupt or convicted of a criminal offence by a Court of Law and it is ascertained that the conviction or bankruptcy was just;
 - d. In the event that they are impeached for failure to declare a material conflict of interest;
 - e. In the event they cease being members of WERK.

6.2.4 Functions of the Board of Directors

The Board of Directors, which shall operate without impartially and without any interference from external players, shall have the following functions;

- a. To act on behalf of the General Meeting on all matters requiring immediate attention;
- b. To provide strategic leadership for WERK management and members, develop strategic plans and monitor progress;
- c. To develop its rules of procedure and operation;
- d. To discuss and approve or reject policies, programs, budgets, financial statements, audit reports, agreements, contracts, protocols, by-laws, enrolment of new members and revisions of the membership fee;
- e. To recommend for ratification by the General Meeting policies, budgets, financial statements, audit reports, agreements, contracts, protocols, by-laws, enrolment of new members and revisions of the membership fee;
- f. To establish the procedures for the selection, recruitment, appointment, appraisal, disciplining and dismissal of staff members;
- g. To approve the regulations governing the terms and conditions of employment of staff members;
- h. To select, recruit, appoint, appraise and dismiss the Executive Officer and other members of staff;
- i. To recommend to the General Meeting external auditors, a legal advisor and independent review panels;
- j. To approve the annual reports detailing WERK's accomplishments and outstanding work in progress;
- k. To review, approve, and establish the annual WERK work plan;



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- l. To facilitate the mobilization of resources for implementation of WERK's work plan;
 - m. To perform all other duties and activities deemed appropriate for the execution of WERK's agenda and mission.

6.2.5 Meetings of the Board of Directors

The Board shall meet at least once every three months, the meetings will be convened after due consultation between the Chairperson and the members. The quorum of the Board shall be five (5) members present.

6.2.6 The Chairperson of WERK

i. 6.2.6.1 Election

- a. The chairperson of WERK, who must be a woman, shall be elected by secret ballot from one of the women members of WERK out of those nominated by the members.
- b. Qualifications for the Chairperson - The Chairperson shall have a minimum of Master's Degree in Education or social sciences, from a Commission for University of Education (CUE) recognized university, an ordinary member of not less than 5 years of active participation and a person of high integrity .
- c. The chairperson shall be elected by a simple majority of members present.
- d. The co-chair shall have the same qualifications and credentials as the chairperson and shall be elected in the same manner.
- e. In the event that the Chairperson's position shall fall vacant during her tenure, the Co-Chairperson shall take over as Chairperson to serve for the remainder of the term.
- f. Should the positions of the Chairperson and the Co-Chairperson fall vacant at the same time, the Organising Secretary shall fill the vacuum and take over as Chairperson for an interim period not exceeding 90 days within which elections shall be held to fill the vacancies.



6.2.6.2 Functions

- a. Unless otherwise stated, the chairperson of WERK chairs all meetings of the General Meeting and acts as the Chairperson of the Board.
- b. The chairperson has the overall responsibility for upholding the vision of WERK. She reports to the General Meeting on progress of implementation and on all other matters concerning WERK'S operations as requested by the General Meeting.
- c. The chairperson has a deliberative vote and casting vote.
- d. The chairperson shall marshal support for the furtherance of the vision and objectives of WERK.

6.2.7 Other officials of WERK

6.2.7.1 Co-chairperson

The Co-chairperson of WERK, who must be a woman, shall perform the duties of the Chairperson as delegated or when the Chairperson is absent or if there shall be a vacancy of the Chairperson's position and shall have same qualifications and credentials as the Chairperson.

6.2.7.2 The treasurer

The treasurer shall ensure that the financial management policies and procedures of WERK are complied with and adhered to.

6.2.7.3 The Organising Secretary

The organizing secretary shall be responsible for membership engagement, convening meetings and any other assignments given to him/her by the Board of Directors.



6.2.8 Electoral Committee

There will be an independent electoral committee that will be tasked with:

- a. Setting procedures for the nomination of members of the WERK Board of Directors;
- b. Conducting the nominations for the Board of Directors;
- c. Conducting and supervising the elections for the Board of Directors;
- d. Announcing the results of the elections of the Board of Directors;
- e. The Electoral Committee shall comprise of five (5) members, namely:
- f. The WERK Legal Officer who shall be the Chair of the Electoral Committee and the Returning Officer.
- g. Two (2) life members of WERK who at the time of nomination to the electoral committee have not been active on the Board of Directors for a period of at least three (3) years.
- h. A members' nominee
- i. The Board of Directors' nominee who is ineligible to contest in the elections.
- j. None of the Electoral Committee members shall be allowed to contest for a Board position.
- k. The term of the electoral committee shall be fixed and the committee shall stand dissolved upon complete resolution of any dispute arising from the concluded elections.
- l. The Board of Directors shall appoint Electoral Committee members after receiving nominations from the respective constituencies.
- m. The Board of Directors shall determine the remuneration for the Electoral Committee.
- n. At least thirty (30) days to the date of the elections, the Electoral Committee shall publish the nomination guidelines and the guidelines shall include;
- o. Positions declared vacant
- p. Schedule of elections including nomination deadlines, campaign procedure and the electoral code of conduct.



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- q. A schedule of the documents to be submitted by candidates for eligibility to elections, that is, nomination forms and accompanying documentation.
 - r. Subject to the provisions of this constitution, a vacancy arising in the Board for whatever cause will be filled by the Board by co-option until the next General Meeting. The criteria and procedure for co-opting members shall be determined and ratified by members during the General Meeting.
 - s. Notwithstanding Clause 6.2.8.8, vacancies arising in the Chairperson's and Co-chairperson's positions at the same time or concurrently shall not be filled by co-option but by election.
 - t. All vacancies arising in between General Meetings will be filled at the subsequent General Meeting through ratification of co-options made by the Board provided however that if the vacancies do not exceed three (3) in a year, these vacancies will be filled by election at the following AGM.
 - u. Board members co-opted or elected mid-term will serve the remaining part of the tenure of the original office holders and will not be thereby prejudiced in holding office for a further one term if elected as elsewhere provided for herein.

Section 6.3: The WERK Secretariat

- a. The association shall have a secretariat for the day-to-day management of WERK and it shall be located at the official headquarters of WERK.
- b. The secretariat may have the following officers who shall perform the managerial functions of the organization;
 - i. The Executive Officer
 - ii. The Finance/ Accounting Officer
 - iii. The Legal Officer
 - iv. The Administrative officer in charge of administrative matters including human resources
 - v. The Programmes Coordinator to coordinate all WERK projects
 - vi. The Programme Heads for specific programmes
 - vii. Strategic Business Units Heads



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- viii. Communications Manager in charge of internal and external communication
 - ix. Other officers as the Board may find necessary

6.3.3 The Executive Officer of WERK

6.3.3.1 The Executive officer of WERK shall be appointed by the Board of Directors following a competitive recruitment and selection process.

6.3.3.2 Appointment will be for an unlimited period subject to satisfactory performance.

6.3.3.3 The Executive officer shall:

- a. Be the chief administrative officer and legal representative of WERK working under instructions and supervision of the Board of Directors.
- b. Be the spokesperson for WERK.
- c. Provide leadership and manage the human, financial and physical resources of WERK and the WERK secretariat.
- d. Communicate effectively across WERK and foster participation of members in its activities and programmes.
- e. Together with the Board of Directors, develop WERK's strategic plan and implement the decisions of the General Meeting and the Board of Directors.
- f. Draft an annual work plan and budget and report on progress made on project execution to the Board of Directors and as appropriate to the General Meeting.
- g. Articulate new proposals and initiatives for funding by donors and Governments.
- h. Ensure the effective and efficient operation of the WERK secretariat
- i. Put the appropriate mechanisms in place for the monitoring, evaluation and impact assessment of WERK'S activities.



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- j. Develop and recommend to the Board of Directors establishment of the necessary rules and regulations governing the employment of the secretariat staff.
 - k. Perform any other duties as directed by the Board of Directors.

ARTICLE 7: THE POWERS OF WERK

Section 7.1: In the pursuit of its mission and objectives, WERK shall have authority to exercise any or all of the following powers:

- a. Enter into contractual agreements for any lawful purpose including for purposes of receiving compensation for the use of any intellectual property rights of whatever nature howsoever accruing to WERK for the furtherance of its mission and objectives.
- b. Institute and act in legal proceedings.
- c. Employ persons.
- d. Receive, acquire or otherwise obtain from any governmental authority ,or from any corporation, company, association, trust, firm foundation, person or any other entity such charters, licenses, rights, concessions or otherwise as are conducive to and necessary for the accomplishment of the mission of WERK.
- e. Receive, acquire or obtain from any governmental authority or from any corporation, company, association, trust, firm, foundation, person, or any other entity by donation, grant exchange, devise bequest, purchase or lease, either absolutely or in trust, contributions consisting of such properties, real, personal or mixed ,including funds and valuable effects or things as may be useful or necessary to carry out the mission of WERK and to hold, operate, administer, use, sell, convey, or dispose of the said properties or valuable things.
- f. Belong, associate and network with any individuals, coalitions, institutions and other entities in furthering the vision and mission of WERK.
- g. Do and perform all acts and things as may be found necessary, expedient, suitable or proper for the furtherance, accomplishment or attainment of WERKS's mission.



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- h. Ensure that no part of the earnings of WERK shall accrue to the benefit of, or be distributable to its members, officers or other private persons, except that WERK shall be authorized to pay reasonable compensation for contracted services and to make payments and distributions in furtherance of its mission.

ARTICLE 8: MEMBERSHIP OF WERK

Section 8.1: The membership of WERK consists of the following categories;

- a. **Life members:** comprising of any individual who has been an active full member for not less than seven consecutive years and who has made an outstanding contribution to the development of WERK.
- b. **Full members:** comprising of any individual who has attained the age of eighteen (18) years and actively engages in educational and social science research.
- c. **Associate members:** members in early careers and any individual who has attained the age of eighteen (18) years and has an interest in educational and social science research. Associate members will be considered for ordinary membership upon meeting criteria to be developed by the Board of Directors.
- d. **Institutional members:** comprising of any institution recognized and registered under the Laws of Kenya and subscribes to the vision and mission of WERK.
- e. **Honorary members:** comprising of individuals nominated for approval by the General Meeting on the basis of their outstanding contribution to the principles, mission and vision of WERK.

Section 8.2: Subject to the provisions of this Article, any professional in the early career or institution with an interest in educational or social science research and who shares the vision, mission and underlying values of WERK shall be eligible to be considered for admission to the membership of WERK.

Section 8.3: The Board of Directors as established under Article 6.2 shall by regulations approved at the General Meeting set out the criteria and procedure of admission to, resignation and



expulsion from the various categories of membership through active participation of the membership.

Section 8.4: The Board of Directors shall accept or reject applications for membership based on transparent and fair criteria established with participation of the WERK membership.

Section 8.5: Admission or otherwise to membership will be decided by the Board of Directors from the list of applicants who will be notified electronically or by any means as shall be determined by the Board of Directors on behalf of the General Meeting.

Section 8.6: Upon admission, a member shall pay an admission fee that shall be determined from time to time by the Board of Directors and ratified by the General Meeting.

Section 8.7: Admission of members will be ratified by the General Meeting on the recommendation of the Board of Directors provided that an applicant whose admission is not ratified at the General Meeting shall be entitled to a refund of any membership fee paid to and received by WERK.

Section 8.8: All members shall pay registration fees that shall be determined from time to time by the General Meeting.

Section 8.9: All members shall be bound by this constitution and the rules made pursuant to it.

ARTICLES 9: RIGHTS AND RESPONSIBILITIES OF MEMBERS OF WERK

Section 9.1: All membership is voluntary;

Section 9.2: All categories of members, including those residing out of Nairobi and those in the diaspora but excluding honorary members, shall be entitled to participate in the deliberations of the General Meeting;

Section 9.3: All categories of members excluding honorary and institutional members shall be entitled to vie for elective positions in WERK subject to all relevant provisions of this Constitution;



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- Section 9.4:** All categories of members excluding honorary members shall have the right to vote as long as they are up to date on their subscriptions and are in good standing;
- Section 9.5:** A full member WERK representing an institutional member shall only vote once as a representative of the institutional member and shall not have an additional individual member vote;
- Section 9.6:** All members shall have the right to information and timely communication on matters relating to WERK.
- Section 9.7:** Members will be expected to promote the mission and vision of WERK.
- Section 9.8:** Members will adhere to WERK'S core values.
- Section 9.9:** Members will endeavour to give WERK its due recognition.
- Section 9.10:** Members will support WERK'S aims and principles and forge linkages at local, national, regional and international levels.
- Section 9.11:** Except with the express consent of WERK, no member shall purport to speak on behalf of WERK; issue statements purportedly made by WERK or engage the media to discuss WERK matters without the prior written consent of the Board of Directors.
- Section 9.12:** No member shall use the official emblems of WERK including its logo and patents without its express permission and authority.

ARTICLES 10: RIGHTS AND RESPONSIBILITIES OF WERK

- Section 10.1:** WERK shall keep all members informed at all times of available opportunities to participate in its activities including possibilities of involvement in projects and conferences.
- Section 10.2:** WERK shall put in place mechanisms to facilitate fair and transparent selection of members for participation in its activities including in projects and conferences.



Section 10.3: WERK shall have capacity development programmes including mentorship programmes to address the needs of all categories of its members.

Section 10.4: All other things being equal such as expertise, experience and qualifications WERK shall apply affirmative action in favour of female members.

Section 10.5: WERK shall ensure that scheduling of core activities including General Meetings and elections do not consistently exclude members of one category of members.

ARTICLE 11: CESSATION OF MEMBERSHIP

Section 11.1: Any member may resign from WERK by giving at least 30 days' notice in writing to the Chairperson of the Board of Directors of WERK where writing includes use of electronic mail.

Section 11.2: Any member may apply to the Board of Directors for leave from active membership for a maximum period of three (3) years.

Section 11.3: The Board of Directors may, for reasons to be recorded, require a member to withdraw temporarily or permanently from membership by a vote of two thirds (2/3) of Board members present in a duly constituted meeting on the grounds that the member's conduct has adversely affected and /or prejudiced the interest or principle of WERK or brought the name of the association into disrepute, for violating the WERK Code of Conduct and Ethics and WERK policies or for any other reason deemed as misconduct by the Board of Directors.

Section 11.4: Prior to expulsion, a member shall be subjected to a fair administrative disciplinary process by an independent committee of members constituted for that purpose and will be provided with an opportunity to be heard in accordance with the rules of natural justice and shall subsequently, if not happy with the decision of the independent committee, have a right of appeal to the Board of Directors against the decision to expel him or her.

Section 11.5: The Board of Director's decision on the matter after an appeal shall be final.



Section 11.6: Any person who ceases to be a member may be readmitted to membership provided the person meets the conditions of application and admission to membership set out under this constitution and provided that two calendar years must have elapsed since the cessation of membership of such a member.

ARTICLE 12: AUDITOR

Section 12.1: An auditor shall be appointed by the general membership at the Annual General Meeting for a one (1) year renewable term to a maximum of three (3) continuous years subject to recommendation by the Board of Directors and may be reappointed after a ten (10) year gap.

Section 12.2: All WERK's financial accounts, records and documents shall be opened to the inspection of the auditor at any time.

Section 12.3: The Executive Officer shall produce an account of WERK's receipts and payments and statements of assets and liabilities made up to date which shall not be less than six weeks and not more than three months before the date of the General Meeting.

Section 12.4: The auditor shall examine such annual financial accounts and statements and report whether they are regular and in accordance with internationally established accounting standards and the laws of Kenya and shall report to WERK.

Section 12.5: A copy of the auditor's report on the financial accounts and statements together with such financial accounts and statements shall be furnished to all members at the same time as the notice convening the General Meeting.

Section 12.6: An auditor may be paid such professional fees for his /her duties as may be determined by the General Meeting appointing him/her.

Section 12.7: The appointed auditor shall not be a relative or business associate of a member of staff WERK or a member of the Board of Directors.



ARTICLE 13; LEGAL OFFICER

Section 13.1: The Legal Officer shall be proposed for appointment by the Board of Directors and approved by the General Meeting of members during the Annual General Meeting.

Section 13.2: The Legal Advisor shall be a woman.

Section 13.3: The Legal Officer shall act as the Legal Adviser of WERK. She will advise WERK on all legal matters including but not limited to contracts and agreements entered with WERK as a party.

Section 13.4: The Legal Officer will draft and inspect all legal documents of WERK and make recommendations where necessary.

Section 13.5: The Legal Officer shall advise WERK on changes in the laws affecting WERK.

Section 13.6: The Legal Officer shall ensure WERK is compliant with all legal and regulatory requirements and defend WERK on all litigation involving WERK.

Section 13.7: A Legal Officer may be paid such professional fees for her duties as may be determined by the General Meeting appointing her.

Section 13.8: The appointed Legal Officer shall not be relative or business associate of a member of staff of WERK or the Board of Directors.

ARTICLE 14; FINANCIAL MANAGEMENT

Section 14.1: The funds of WERK may only be used for purposes consistent with the objectives, principles and mission of WERK.

Section 14.2: All moneys and funds shall be made payable to WERK and received by the Executive Officer and shall be deposited in the designated bank account (s) approved by the Board of Directors.

Section 14.3: The Board of Directors shall have the overall responsibility on management of funds in WERK's bank account (s). The Board of Directors shall determine the value of cheques



and contracts binding WERK which MUST bear the signature of the Chairperson or any other person as may from time to time be authorized by a resolution of the Board of Directors. Signatories for cheques shall be the Executive Officer, the head of the relevant programme and any other person authorized by a resolution of the Board of Directors.

Section 14.4: The Board of Directors may consider and decide on specific financial matters arising from particular situations and relationships with partners provided that the decisions do not contravene the principles of WERK or this constitution.

Section 14.5: The Board of Directors shall have the power to suspend and take appropriate action against any Board member who it has reasonable cause to believe is involved in financial malpractice relating to activities, funds or property of WERK and shall have the power to appoint another person in his/her place.

Section 14.6: The suspension shall only be valid if supported by a resolution of at least two-thirds (2/3) of all Board members and shall be reported to the next General Meeting .The General Meeting shall have full power to decide what further action should be taken in the matter.

Section 14.7: The financial year of WERK shall be from 1st January to 31st December of every year.

ARTICLE 15: GOVERNANCE AND MANAGEMENT OF WERK

Section 15.1: There shall be separation of roles between the Board of Directors and secretariat of WERK.

Section 15.2: To enhance independence, the Board of Directors shall avail an environment that ensures that the members are critical and independent of one another so as to promote independent and objective judgement.

Section 15.3: The Chairperson of Board of Directors shall ensure that the standard code of conduct required under the Constitution is being maintained in every facet of the organization's activities.



Section 15.4: The WERK Secretariat in managing affairs of WERK shall;

- a. Ensure Board of Directors are provided with accurate and clear information in a timely manner to promote effective decision-making by the Board of Directors;
- b. Ensure all material matters affecting WERK are brought to the Board of Director's attention;
- c. Ensure all aspects of the day-to-day running of WERK including financial performance, reporting, risk and compliance, communications and the promotion of ethical behaviour are in accordance with the relevant entity's policies;
- d. Ensure the Board of Director, members and all stakeholders are kept informed of the dealings of WERK, where appropriate, in an open and transparent manner;
- e. Develop and recommend to the Board of Directors policies, strategies, business plans and annual budgets;
- f. Implement the policies, strategies, business plans and budgets adopted by the Board of Directors;
- g. Provide effective leadership, direction and supervision of the executive team to achieve the strategies and plans adopted by the Board of Directors;
- h. Ensure compliance by the organization with all applicable laws and regulations ;
- i. Ensure that the Board of Directors is given sufficient information to enable it to perform its functions, set strategies and monitor performance ;
- j. Act within authority delegated by the Board of Directors;
- k. Maintain effective risk management and compliance management frameworks.

ARTICLE 16; CODE OF CONDUCT

Section 16.1: The Board of Directors shall adopt a Code of Conduct for all directors, members and employees that addresses, among other things, conflict of interest and which shall be reviewed and updated regularly. A summary of this code shall be made available on WERK'S Policy & Guidelines Handbook.



Section 16.2: WERK shall adopt effective whistle blowing mechanisms that encourage members and other stakeholders to bring out information helpful in enforcing good corporate governance practices.

ARTICLE 17; INTELLECTUAL PROPERTY RIGHTS

Section 17.1: To the extent allowed by the law, the entire intellectual property whether vested, contingent or future and all rights of action and all other rights of whatever nature in the name of WERK under the laws in force in any part of the world shall belong to WERK, its successors, assignees and all licensees absolutely for the full period of the rights throughout the world including all reversions, revivals, renewals and extensions.

Section 17.2: Every member that contributes copyrighted materials to the society shall retain copyright ownership of its original work while at the same time granting the society a non-exclusive, irrevocable ,worldwide perpetual under the contributors copyrights in its contribution to reproduce, distribute, publish, display, perform and create derivative works of the contribution based on that original work for the purpose of developing a standard under the society's own copyright to the extent permitted by the law and subject to any agreement concluded under a provision of this constitution.

ARTICLE 18: INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

Section 18.1: The books of accounts and all documents relating thereto and a list of members of WERK shall be available for inspection at the headquarters of WERK by any member of WERK on giving not less than seven (7) days' notice in writing to The Executive Officer.

Section 18.2: The Executive Officer shall have the responsibility of keeping, maintaining and updating the list of members on a regular basis and in an accurate manner.



ARTICLE 19: AMENDMENTS

Section 19.1: The voting members of the General Meeting may amend this constitution by a two-thirds (2/3) majority vote of paid up members provided that notice of such proposed amendment shall have been mailed together with its full text to all voting members at least twenty-eight (28) days in advance of the meeting.

ARTICLE 20: DISSOLUTION OF WERK

Section 20.1: Dissolution of WERK shall be done only at a General Meeting that shall be convened and held for that purpose. Notice of such General Meeting shall be sent in writing to all life and full member to attend and vote at a General Meeting not less than twenty-one (21) days before date set for the General Meeting.

Section 20.2: WERK may be dissolved by a three- fourths (3/4) majority vote of all voting members of WERK, ONLY if it is determined that WERK's mission is accomplished to a satisfactory degree or if it is determined that WERK is no longer able to function effectively and only after prior consent in writing of the Registrar of Societies has been obtained in accordance with the Societies Act.

Section 20.3: If a quorum is not obtained, the proposal to dissolve WERK shall be deferred to a further meeting of members that shall be held one (1) month later. Notice of this meeting shall be sent to all life and full members at least twenty-one (21) days before the date of the meeting. The quorum for the second meeting shall be the number of members present.

Section 20.4: If upon dissolution of WERK, after the satisfaction of all its debts and liabilities, any property whatsoever remains; the same shall be given or transferred to an association with objectives similar to those of WERK.



ARTICLE 21: ARBITRATION

Section 21.1: Save where in this constitution there is express provision, if at any time hereafter any dispute, difference or question shall arise between WERK and its members or other persons or their personal representatives, it shall be referred to arbitration by a single arbiter, 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, 1995 Laws of Kenya or any statutory modifications or re-enactment thereof for the time being in force.

ARTICLE 22: ENTRY INTO FORCE

Section 22.1: This constitution and any amendments shall enter into force immediately after it has been ratified by the WERK General Meeting by simple majority votes of life and full members.

ARTICLE 23: TRANSITIONAL PROVISIONS

Section 23.1: This constitution may be amended in accordance with the Societies Act and after approval and ratification by at least two-thirds (2/3) of the members in a General Meeting.

Section 23.2: This constitution binds the association and its members to the same extent as if it were signed by each member for themselves and their personal representatives to observe its provisions.



ARTICLE 24: SUPPLEMENTARY DOCUMENTS

Section 24.1: The provisions of this constitution shall be read together with any regulations that may from time to time be passed pursuant to this constitution and the Laws for the time being in force governing the operation of societies.

Section 24.2: All Chapters of WERK shall be bound by this constitution and any regulations that may from time to time be passed pursuant to this constitution and the law for the time being in force governing the operation of societies.

Section 24.3: Any Chapter that systematically disregards the decisions of the Board of Directors or fails to adhere to WERK policies may be closed by the Board of Directors.

Signed in Nairobi this -----30th----- day of -----May-----2019

Chairperson: 

Organization secretary: 

