



Ratified Revised Constitution 2019

Final Review Version: February 2019

THE CONSTITUTION OF EVALUATION SOCIETY OF KENYA

ARRANGEMENT OF ARTICLES

PREAMBLE

BACKGROUND

GENERAL PROVISIONS

CHAPTER ONE

**NAME, ESTABLISHMENT, LOCATION, MANDATE AND OBJECTIVES OF THE
SOCIETY**

ARTICLE 1: Name and Establishment

ARTICLE 2: Location

ARTICLE 3: Mandate

ARTICLE 4: Vision

ARTICLE 5: Mission

ARTICLE 6: Objectives

CHAPTER TWO

MEMBERSHIP, OBLIGATIONS AND RIGHTS

ARTICLE 7: Membership

ARTICLE 8: Membership Categories

ARTICLE 9: Subscription Fees

ARTICLE 10: Admission of Members

ARTICLE 11: Register of Members

ARTICLE 12: Obligations and responsibilities

ARTICLE 13: Members in Good Standing

ARTICLE 14: Rights of Members

ARTICLE 15: Notification by Members

ARTICLE 16: Resignation

ARTICLE 17: Cessation of Membership

ARTICLE 18: Disciplining of Members of the society or the Board

ARTICLE 19: Right of Appeal

CHAPTER THREE

GOVERNANCE

ARTICLE 20: Values and Principles of Governance

ARTICLE 21: Leadership and Integrity

CHAPTER FOUR

OFFICE BEARERS

ARTICLE 22: Powers

PART I THE BOARD, DUTIES AND POWERS

ARTICLE 23: The Board

ARTICLE 24: The Officers of the Board

ARTICLE 25: The Chairperson

ARTICLE 26: Vice-Chairperson

ARTICLE 27: The Secretary

ARTICLE 28: Assistant Secretary

ARTICLE 29: The Treasurer

ARTICLE 30: Young and Emerging Evaluators Representative

ARTICLE 31: Government Representative

ARTICLE 32: Non State Actor Representative

ARTICLE 33: Past Chairperson/Ex-Official

ARTICLE 34: Removal of Board Members

ARTICLE 35: Vacancies

ARTICLE 36: Duties of the Board

ARTICLE 37: Duties of the Regional/County Coordinator

PART II THE SECRETARIAT, COMPOSITION, APPOINTMENT, POWERS

ARTICLE 38: The Secretariat

ARTICLE 39: Staff of the Secretariat

ARTICLE 40: Delegated Powers

ARTICLE 41: Validation of Acts of Board Members and Secretariat

PART III THE ADVISORY COUNCIL

ARTICLE 42: Composition

ARTICLE 43: Functions

ARTICLE 44: Remuneration

ARTICLE 45: Meetings

PART IV DISCIPLINARY COMMITTEE

ARTICLE 46: Composition

ARTICLE 47: Functions.

CHAPTER FIVE

GENERAL CONDUCT OF SOCIETY'S BUSINESS

ARTICLE 48: Conduct of the Board

ARTICLE 49: Board Resolutions

ARTICLE 50: Committees

ARTICLE 51: Exercise of Delegated of Powers by a Committee

ARTICLE 52: Removal of Board members

ARTICLE 53: Remuneration and allowances for Board Members

ARTICLE 54: Board Members' Expenses

ARTICLE 55: Liability

ARTICLE 56: Rights of Inspection

ARTICLE 57: Confidential Information

ARTICLE 58: Board Meetings

ARTICLE 59: Notice of Meeting

ARTICLE 60: Presiding officer at meetings of the Board

ARTICLE 61: Quorum of the Board

ARTICLE 62: Voting and Decisions of Society

ARTICLE 63: Calling of General Members' Meetings

ARTICLE 64: Persons Entitled to Notice of General Meetings

ARTICLE 65: Service of Notices

- ARTICLE 66: Accidental Omission to Give Notice
- ARTICLE 67: Postponement of General Meeting
- ARTICLE 68: Biannual Conference
- ARTICLE 69: Voting Rights
- ARTICLE 70: Voter Disqualification
- ARTICLE 71: Objections to Right to Vote
- ARTICLE 72: Matters on Which a Poll May Be Demanded
- ARTICLE 73: When a Poll is effectively demanded
- ARTICLE 74: When and how Polls shall be taken
- ARTICLE 75: Chair's Casting Vote
- ARTICLE 76: Resolutions Proposed By Members
- ARTICLE 77: Minutes to Be Kept

CHAPTER SIX

TERMS OF REFERENCE

PART I: INDEPENDENT ELECTORAL COMMITTEE

- ARTICLE 78: Appointment of Committee Members
- ARTICLE 79: Duties of the Electoral Committee

PART II: NOMINATIONS AND ELECTIONS

- ARTICLE 80: Eligibility for Nomination for Election
- ARTICLE 81: Nomination of Board Members
- ARTICLE 82: Election of Board Members
- ARTICLE 83: Election Conduct
- ARTICLE 84: Voting
- ARTICLE 85: Vote Counting
- ARTICLE 86: Objection to a Poll
- ARTICLE 87: Appeal to the Advisory Council
- ARTICLE 88: Election offences
- ARTICLE 89: Commitment Letter

**CHAPTER SEVEN
COMMUNICATION**

- ARTICLE 90: Administration of ESK Media Platforms
- ARTICLE 91: Use and Management of ESK Platforms
- ARTICLE 92: ESK Social Media Accounts Administrator
- ARTICLE 93: Society Information protection
- ARTICLE 94: Membership Numbers/Cards

**CHAPTER EIGHT
FUNDS**

- ARTICLE 95: Sources of Funds

**CHAPTER NINE
AUDITOR**

- ARTICLE 96: Appointment of an Auditor
- ARTICLE 97: Remuneration
- ARTICLE 98: Audit Report

**CHAPTER TEN
CORPORATE SEAL**

- ARTICLE 99: Seal

**CHAPTER ELEVEN
BY-LAWS**

- ARTICLE 100: By-Laws

**CHAPTER TWELVE
AMENDMENTS TO THE CONSTITUTION**

- ARTICLE 101: Amendments
- ARTICLE 102: Notice
- ARTICLE 103: Implementation

CHAPTER THIRTEEN

TRANSITIONAL AND CONSEQUENTIAL PROVISIONS

ARTICLE 104: Consequential Legislation

ARTICLE 105: Transitional of Provisions

SCHEDULE 1

PREAMBLE

We, the Members of the Evaluation Society of Kenya ACKNOWLEDGE the supremacy of the Almighty God of all creation: HONOUR those who sacrificially pioneered the Society, those who are COMMITTED to nurturing and protecting the professional well-being of the Monitoring and Evaluation Practice in Kenya at individual and institutional levels. This Constitution is the supreme law of the Society and binds all members at individual and corporate levels.

Background

Following members Meeting dated April 21st 2018, it was resolved the constitution would be revised by a volunteer Constitution review task team in consultation with wider membership. This was also a follow-up action of the 2015 elections after which gaps in the constitution and related issues of dealing with gross professional misconduct were identified. Specifically, the revision shall also address the Society's other existing gaps and challenges to adapt to the changing operational environment and its sustainability as well as the national, regional and global contexts.

The objectives of the review are to:

1. Address emerging professional, institutional and stakeholder dynamics
2. Professionalize the Society i.e. by setting, adherence and enforcement through disciplinary mechanisms, codes of conduct and ethics by members and the Board.
3. In view of its current operations of volunteerism, factor in the Society's sustainability (including the gradual establishment of a secretariat).
4. Streamline and add key clauses on the Governance framework. Particularly, to insulate the Society from unwarranted aggression, potential conflicts and issues that could threaten its public, Board, members' images and existence.

The composition of the Constitutional Review Team is as follows:

#	Names	Role
1	Leonard Yosi	Coordinator
2	Wanjiku Kariuki	Rapporteur
3	Wycliffe Ondieki	Member
4	Jennifer Mutua	Member
5	Julius Nyangaga	Member
6	Beth Muriuki	Member
7	Paul Saitoti	Member
8	Benjamin Masila	Member

9	Dominic Nyambane	Member
10	Esther M. Mutuku (Advocate)	Expert Reviewer

GENERAL PROVISIONS

In this Constitution, unless the context requires otherwise -

“Advisory Council” refers to	The Advisory Council of ESK established under this constitution.
“AFREA”	African Evaluation Association.
“Annual General Meeting”	The Annual General Meeting of the Society called and constituted or any adjournment thereof.
ASAP	As Soon as Possible.
“Board” refers to	The Board of the ESK established under this constitution
“CIMES”	County Integrated Monitoring & Evaluation System.
“Committee “	Refers to a workgroup to conduct and fulfil a precise technical, operation, research or development work for the advancement of the Society’s objectives.
“Elections”	Selection of a person as an officer of the Society in accordance with the provisions of this constitution.
“General Meeting” refers to	The Annual General Meeting or an Extraordinary /Special General Meeting of the Society, as the case may be.
“Honorary Members”	Any person that the Society appoints as an honorary member for their great contribution and/or support to the evaluation profession such as politicians or distinguished professionals whom the Society thinks fit so to honour.
MED	Monitoring and Evaluation Department
“Members” mean	Subscribers to the organisation who have paid their annual fees and are entitled to fully participate in the affairs of the Society.
“Misconduct”	Misbehaviour or unlawful acts of a member against fellow members, the Society or its officials.
“NIMES”	National Integrated Monitoring & Evaluation System.
“Nomination”	Suggesting or proposing a person by name as a candidate to

	be elected for an office of the Society.
“Person”	Includes a body corporate, a Society or association of persons as the case may be.
“Secretary”	The Secretary of the Society for the time being or any authorised person acting in his/her place including a person authorised by the Board to carry out any of the duties of the secretary.
“Sign”	Includes the reproduction of a signature, printing with a-rubber stamp or other kind of stamp, or any other mechanical means.
“The Constitution”	The Constitution of the Society as amended from time to time.
“The Office”	The registered office for the time being of the Society.
“Offence”	A breach by a member of the provisions of this constitution or by-laws on proper conduct.
“The Society” refers to	The Evaluation Society of Kenya (ESK).
“The Society in General Meeting”	The Society members acting by an ordinary resolution passed at the General Meeting.
“Writing”	Includes printing, typewriting, lithography or any other mechanical process or partly one and partly the other process.
“YEE”	Youth & Emerging Evaluators.

CHAPTER ONE
NAME, ESTABLISHMENT, LOCATION, MANDATE AND OBJECTIVES
OF THE SOCIETY

ARTICLE 1: Name and Establishment

- (1) The name of the Society shall be ‘The Evaluation Society of Kenya’.
- (2) The Society shall continue in existence by virtue of this constitution as a body corporate by the name of the Evaluation Society of Kenya with perpetual succession and a common seal.

ARTICLE 2: Location

The Headquarters of the Society shall be located in Nairobi with Regional/County Chapters offices as may be determined by the Board and ratified by the Society.

ARTICLE 3: Mandate

- (1) The core mandate of ESK is to promote evidence-based development locally and globally through high quality, equitable and gender sensitive Monitoring, Evaluation and Research.
- (2) The Society is an affiliate of the African Evaluation Association (AFREA).
- (3) In line with devolution or any other evolving national context, the Board at its discretion and prevailing capacity may spearhead the formation of regional/county chapters to champion interests of the Society. The phased selection of the regional/county chapters shall be within consultative and objectively defined criteria.
- (4) Regional/County chapters shall be led by an elected or appointed (for the initial set-up) Coordinator who shall be answerable to the ESK Board. The Coordinator shall serve a three year term, renewable once.

ARTICLE 4: Vision

High quality, responsive and innovative Monitoring, Evaluation and Research evidence culture and practice nationally, regionally and globally.

ARTICLE 5: Mission

To promote professionalization, capacity building, advocacy, utilisation and sound governance of Monitoring, Evaluation and Research practice.

ARTICLE 6: Objectives

- (1) The general Objective of the Society shall be to promote and facilitate gender and equity responsive capacity building, networking and sharing of evidence, M&E theories, techniques and tools among evaluators, policy makers, researchers and development specialists.
- (2) The Specific objectives of the Society shall be as follows:
 - (a) To promote the culture and practice of monitoring and evaluation and research through capacity building, advocacy, link between state and non-state actors and professionalization by an Act of Parliament: with a special focus on the National Monitoring & Evaluation System (NIMES) and County Monitoring & Evaluation System (CIMES).
 - (b) To set, maintain and continuously improve evaluation standards, professional conduct and code of ethics and quality control in the application of M & E in Kenya;
 - (c) To support the application of effective evidence-based development through M&E, research, big data and other emerging forms.
 - (d) To advance Monitoring and Evaluation and Research through Information, Communication and Technology (ICT) by knowledge management and learning.
 - (e) To promote the social welfare development of ESK members if and where necessary.

CHAPTER TWO

MEMBERSHIP, OBLIGATIONS AND RIGHTS

ARTICLE 7: Membership

- (1) Membership of the Society shall be open to: -
 - (a) All M&E, Research and development professionals/practitioners who have had formal training from a recognised institution.

- (b) All professionals/practitioners who have experience in M&E, Research and development subject to stakeholder consultative competencies, accreditation and professionalization setting standards.
 - (c) Students pursuing relevant professional courses.
 - (d) All founding members of the Society in good professional standing.
 - (e) All interested corporate entities in M&E and other development work.
- (2) Provided that the persons in sub-articles (1)(a), (b) and (c) have attained the age of 18 years.

ARTICLE 8: Membership Categories

- (1) There shall be the following classes of membership
- (a) Individual Members- shall be Kenyan or foreign persons as provided in article 7 (1) (a), (b), (c) and (d) who apply for and are as registered members of the Society in a personal capacity.
 - (b) Institutional Members – shall be any corporate entity of the Society including private, public, academic and CSOs whose services are within the scope of monitoring, evaluation and learning or development.
 - (c) Student Members – any members of the Society for the time being pursuing disciplines and/or professional courses within the scope of M&E.
 - (d) Founding members – any members historically documented as persons that participated in the pioneering of the Society, are in professional good standing, active (including regular attendance of members or Board meetings) and have fully paid up subscription fees and any other fees payable to the Society in the year of the first AGM of this constitution.
 - (e) Life members - shall be as defined in the Society’s by-laws.
 - (f) Honorary members - Any person that the Society appoints as an honorary member for their great contribution to the evaluation profession such as politicians or distinguished professionals whom the Society thinks fit so to honour.
 - (g) Any other category as may be created from time to time by the Board.

ARTICLE 9: Subscription Fees

- (1) Subscription fees amounts shall be prescribed in the by-laws for the various categories of members.

- (a) Annual subscription fees payable by members must be the amount determined by the Board and endorsed at an AGM. The fees is payable at such times and in such mode(s) as the Board may from time to time determine.
- (b) Any other fees payable by members shall be determined by the Board and shall be payable at such times and in such mode(s) as the Board may from time to time determine.

ARTICLE 10: Admission of Members

- (1) Any eligible person who desires to become a member of the Society shall apply to the Board by filling in the requisite forms, which may be obtained from the Society's website, Secretary or availed in such other prescribed arrangement from time to time.
- (2) All applications for membership whether approved or not shall be filed with the Secretary.
- (3) The requisite forms above shall require an applicant to provide three (3) professional references or 2 professional references in instances where one of the referees is a registered and active member of the Society; and other requirements that shall be prescribed by the Board from time to time and adopted at the AGM.
- (4) The Board shall consider the application based on the membership categories in line with the requirements of articles 7 and 8 of the constitution, and if the same meets the conditions for admission into membership, the Board shall approve the same and recommend the person for admission or renewal of membership.
- (5) All persons approved to be members shall be recognised as members of the Society upon payment of the requisite fees prescribed for their membership category, which shall be set from time to time by the Board and approved by the Annual General Meeting.
- (6) Members admitted into membership in each year shall formally be received and welcomed at the next quarterly meeting by sitting Chair.
- (7) Members will renew their membership to the Society annually subject to article 11(f) below and the by-laws.

ARTICLE 11: Register of Members

- (1) ESK shall keep an updated register of paid and non-paid up members and review the register regularly to ensure it is up-to-date. Only paid up members will enjoy the benefits of membership to the Society.

- (2) This register will be used to file annual returns of membership with Registrar of Societies in accordance with the Societies Act.
- (3) The following details of each member shall be entered in the register of members: -
 - (a) The full name of the member (as it appears in Kenya's National Identity Card, Passport or Birth Certificate);
 - (b) Addresses and contacts including; residential address, mobile number and electronic mail address, if any, of the member;
 - (c) The category of membership;
 - (d) The date of admission to and/or cessation of membership;
 - (e) The date of last payment of the member's annual subscription fee;
 - (f) Professional good standing status of the member in line with article 13. This shall accordingly, determine nomination and admission to the Society's leadership as well as annual membership renewal admission ;
 - (g) In the case of an organisational member, the full name, areas of M&E specialisation, residential/official address, phone number and electronic mail address, if any, of the nominated representative; and
 - (h) Such other information as may be required.
- (4) Each member and nominated representative must notify the secretary in writing of any change in that person's name, residential/official address, phone number or electronic mail address within one (1) month after the change.

ARTICLE 12: Obligations and Responsibilities

- (1) Members of the Society shall be obliged to: -
 - (a) Attend at least 60% of the members meetings held every year
 - (b) Remit the prescribed annual subscription fee.
 - (c) Pay annual subscription for the current year up to 2021. After 2021 all cumulative arrears after registration must be paid up for a member to enjoy the rights set forth in article 14 of this constitution.
 - (d) Honor any other financial commitments to the Society.
 - (e) Sign a professional conduct statement to comply with the professional code of ethics that shall be guided and enforced by related clauses of this constitution and its by-laws from time to time

- (f) Abide by this Constitution and any conditions, rules, regulations and requests as may from time to time be determined by the Board, Advisory Council or the AGM.
 - (g) Commit to the protection and responsible management of the Society's resources for the benefit of its entire membership.
 - (h) Be in Good Standing as prescribed in article 13 of this constitution.
- (2) After 2021, any Member who will be in arrears in the payment of any instalment fees, dues or assessments more than thirty (30) days after the due date shall not be in good standing and shall not be entitled to members' benefits including voting.

ARTICLE 13: Members in Good Standing

- (1) A member of the Society remains in good standing if he/she: -
- (a) Has subject to article 12 of this Constitution paid subscription fees, and any other prescribed fees payable to the Society as provided under article 9 and/or is not in any arrears whatsoever not later than 30 days after the fees becomes due.
 - (b) Has made good or discharged all obligations and responsibilities provided under articles 12 and 37 of this Constitution; any other responsibilities under the by-laws and/or obligations as may be required from time to time.
 - (c) Maintains such ethical standards and does not conduct him/herself in a way that will bring his/her name, others or the profession into disrepute such as but not limited to involvement in any acts of malice, fraud, criminal conduct and/or divisive acts that undermine the Board, Advisory Council, members and the Society or are prejudicial to their good image.
 - (d) Has not been found guilty of professional misconduct and sabotaging the operations or existence of the Society including by abuse of their current or former official positions or information in their possession.
 - (e) Does not violate Articles 18(6), 57 and 93 of this Constitution.
- (2) Any violations and/or breaches as contemplated in (1) above shall be maintained in the culpable member's professional file and/or potential employers/partners notified, and the Society shall retain its right to institute legal proceedings against such member.
- (3) Any member who is not in compliance with (1) (a) above shall not be entitled to enjoy members benefits including participation in elections.

ARTICLE 14: Rights of Members

- (1) All paid-up ESK members in good professional standing will be entitled to the following benefits/rights:
 - (a) To attend, any and all Regular Members meetings sponsored by the Society, annual general meetings and special meetings held by the Society.
 - (b) To vote at the annual meeting of Regular Members and any special meetings that may be called, subject to article 12(1) (c) of this Constitution;
 - (c) To hold any office of the Society;
 - (d) To otherwise participate in the Society's activities in pursuit of its mission and objectives;
 - (e) To potentially receive merit-based recognition, Life or Honorary Membership in the Society.
 - (f) To access the Society's information portals, evaluation resources, databases and directories at the discretion of the Board.
 - (g) To be considered on priority basis for any M&E opportunities including job calls, consultancies, internships organised by the Society or requested by partners as determined by the Board.
 - (h) To automatically become a member of the African Evaluation Association (AFREA), enjoying all the related benefits.
 - (i) To be considered to represent the Society in workshops, conferences, seminars or any relevant forum offered to the Society.
 - (j) To enjoy special benefits and/or discounted rates at ESK-charged conferences/trainings and events, as established by the Board.
 - (k) To be eligible to be considered for scholarships or events sponsored by the Society and/or its partners.
 - (l) To obtain on request ESK-endorsed certificate of membership affiliation and/or identification number.
 - (m) To be eligible for appointment to participate and/or lead any Technical Committee for the delivery of the Society objectives.
 - (n) To nominate members of the Society for election to the Board.
 - (o) To be eligible for election to the Board subject to other set requirements for election in this constitution. To vote in elections for members to the Board.

- (p) Participate and vote on changes and/or amendments to the Constitution of the Society.
- (q) For meriting members, to receive recognition publicly and/or within the Society's platforms.
- (r) For meriting members, to represent ESK in stakeholder fora.
- (s) To recognition of excellence, award winning (national, regional & global) in ESK's hall of fame, which shall be maintained on a designated space on the Society's website.
- (t) To recognition for exceptional volunteerism to the society from time to time at the discretion of the Board and Advisory Council.
- (u) To receive notices and communications provided that any member who fails to furnish their required addresses and/or conduct shall forfeit the right to such notices and communications.

ARTICLE 15: Notification by Members

- (1) Each member must promptly notify the secretary in writing of any change in their status as a member of the Society.
- (2) Each organisational member must promptly notify the secretary in writing of any change in their status as member of the Society or person(s) nominated as its representative(s).
- (3) All ESK members may carry their membership status in their official addresses and social media platforms.

ARTICLE 16: Resignation

- (1) A member shall only be considered to have resigned from membership to the Society upon service of written letter or verbal documented communication expressing intention to resign to the Board; and the Board has issued an acceptance of the resignation.
- (2) A member who has paid all fees and/or charges payable to the Society may resign from membership to the Society by giving a notice in writing of not less than one (1) month or a shorter period, if any, of his/her intention to resign to the secretary of the Society. At the end of the period of such notice, the member ceases to be a member.
- (3) There shall be no reimbursement of fees or any moneys duly paid to the Society.

ARTICLE 17: Cessation of Membership

- (1) A member ceases to be a member of the Society if the person or organisation:

- (a) Dies; or, in the case of corporate, is wound up or is otherwise dissolved or deregistered;
 - (b) Resigns from membership of the Society;
 - (c) Does not meet the requirements of annual membership renewal based on the status of professional good standing as laid out in Article 13; and
 - (d) Is expelled from the Society.
- (2) A person or corporate ceases to be a paid-up member of the Society if they fail to renew their membership through payment of annual subscription fees as and when due.
 - (3) In the process of their membership renewal it is found they have been guilty of professional misconduct that undermined and/or threatened the existence of the Society or its image.
 - (4) A notice to members with fee arrears after 2021 shall be sent to such member reminding them to make good their dues within the last 14 days before due date; and any communication charges incurred shall be surcharged to member.
 - (5) A member who pays all fee arrears subject to Article 12 (1c) may have his/her membership reinstated at the discretion of the Board, however such member shall be ineligible for certain awards and benefits of certain categories of membership as provided under Article.

ARTICLE 18: Disciplining of Members of the Society or the Board

- (1) All cases of misconduct or breach of the provisions of this constitution or By-Laws of the Society by a member of the Society or a member of the Board shall be reported to, heard and determined by the Disciplinary Committee established under articles 47 and 48 of this constitution.
- (2) Once a report is made to the Disciplinary Committee as above the Secretary shall within reasonable time serve a written notice on the accused member(s): -
 - (a) Setting out the allegations made against the member(s);
 - (b) Notifying the member(s) to attend disciplinary proceedings on a specified date, provided that such date for disciplinary proceedings is not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) Stating the place and time of that meeting; and
 - (d) informing the member(s) that they may do either or both of the following:
 - (i) Attend and speak at that meeting;

- (ii) Submit to the Disciplinary Committee, where applicable at or before the date of that meeting written representations in their defence.
- (3) During the disciplinary proceedings the Disciplinary Committee shall: -
 - (a) Give to the accused member(s) an opportunity to make oral representations;
 - (b) Give due consideration to any written representations or any evidence tendered by such accused member.
- (4) Any accused member whom upon notice fails to attend any disciplinary proceedings without prior notice of such non-attendance shall be considered to have admitted the complaints made against him/her, and the Disciplinary Committee may proceed to pass any punishment as it may deem appropriate.
- (5) Where the Disciplinary Committee is of the opinion that the accused member: -
 - (a) Has refused and/or neglected to comply with a provision of this Constitution; or
 - (b) Has wilfully and maliciously acted in a manner prejudicial to the interests of the Society, its Code of Conduct, its leadership and/or membership; or
 - (c) Has acted in a manner that is professionally unbecoming; or
 - (d) Has demonstrated negative mobilization or engaged in any racial, defamatory, sexual abuse/exploitation or public indecency, fraud and/or negative ethnicity that is detrimental to the Society, its leadership and /or membership.

Where applicable may:

- (i) Expel the member from the Society; or
 - (ii) Suspend the member from enjoying the rights and privileges of membership of the Society for a specified period of time not exceeding 1 year; or
 - (iii) Censure the member; and/or
 - (iv) Require the member to take action to remedy the breach, failure or omission by the member.
- (6) Notwithstanding the foregoing, any member who is found to have abused any information concerning the Society, its members or a member of the Board in their possession as current/ex-officials of the Society, or subjected the Society, Board, Advisory Council or its members to relentless aggression shall be subjected to legal action, or notification of their employers and development partners, or both.
 - (7) The Disciplinary Committee shall within 30 days upon close of proceedings remit a written joint report of their findings to the Board.

- (8) A decision of the Disciplinary Committee under 5 above shall be of no effect unless it is communicated in writing to the respective member within 14 days of the decision. The decision shall inform the member of their right of appeal to the Board or Advisory Council accordingly.
- (9) In the interest of ensuring justice is not delayed, if the decision of the Disciplinary Committee is not communicated to the member within 14 days, the Board and/or Advisory Council shall by default take up the case and foresee its conclusion.
- (10) In the event the disciplinary measure/action (s) are against the members of the Board individually or collectively, the Advisory Council takes over the matter.
- (11) Any appeal preferred by an aggrieved member shall operate as stay of the decision of the Disciplinary Committee until such decision of is affirmed by the members of the Society in a meeting.
- (12) The Disciplinary Committee may be disbanded or any of its member (s) removed by the Board and/or by the Advisory Council if it does not discharge its duties within the spirit and letter of this constitution.

ARTICLE 19: Right of Appeal

- (1) Any member aggrieved by the decision of the Disciplinary Committee may appeal against part or the entire decision to the Advisory Council. Any such appeal shall be made within 7 (seven) days of the date of notice of such challenged decision, by lodging with the secretary a written notice to that effect.
- (2) On receipt of notice of appeal as in (1) above, the secretary shall notify Advisory Council, which must hold an Advisory Council meeting within 21 days of notice.
- (3) At the Advisory Council meeting held under this article only the hearing of the appeal shall take place; and the appellant member shall be given an opportunity to present his/her case whether orally or in writing, or both.
- (4) The members present shall decide whether or not the appeal is merited by vote through secret ballot. Such decision of the members shall be guided by the letter and spirit of this constitution.
- (5) The decision of the Advisory Council shall be by a two-thirds majority of the members present at the hearing.
- (6) The Advisory Council may uphold the decision and thereby dismiss the appeal; or allow the appeal thereby revoking such decision of the Disciplinary Committee.

CHAPTER THREE

GOVERNANCE

ARTICLE 20: Values and Principles of Governance

The values and principles of governance include:

- (1) Good governance.
- (2) Integrity.
- (3) Transparency.
- (4) Accountability, as stipulated under article 10 of the Constitution of Kenya (2010), objectivity, professionalism, including the adherence to professional standards and codes of ethics.

ARTICLE 21: Leadership and Integrity

- (4) All members of the Society shall at all times:
 - (a) Demonstrate respect for the institution, its members, the Board, Advisory Council, respective committees, and stakeholders; and
 - (b) Bring honour to the Society, integrity and dignity to the office they hold;
- (5) The guiding principles of leadership and integrity include:
 - (a) Selection on the basis of personal integrity, competence and suitability,
 - (b) Free and fair elections,
 - (c) Objectivity and impartiality in decision making,
 - (d) Selfless service based solely on the Society's interest, demonstrated by:
 - (i) Honesty in the execution of duties;
 - (ii) Accountability to the members for decisions and actions; and
 - (iii) Discipline and commitment in service to the Society.
 - (e) Behave, whether in public, private life, or in association with other persons, in a manner that avoids:
 - (i) Any conflict of interests.
 - (ii) Bringing dishonour to the Society.
- (6) A person who contravenes the provisions of this article (article 21) shall be subjected to the applicable disciplinary procedure/measures for the relevant office and may in

accordance with the disciplinary procedure referred to in Article 18 be dismissed or otherwise removed from office.

CHAPTER FOUR

OFFICE BEARERS

ARTICLE 22: Powers

The powers of the Society are ancillary to and exercisable only to pursue the objectives of the Society.

PART I: THE BOARD, DUTIES, POWERS AND ELECTION

ARTICLE 23: The Board

- (1) There shall be a Board which shall consist of nine office bearers.
- (2) Any eligible member offering himself for election to any office shall forward his name to the Electoral Committee at any time before the commencement of the General Meeting at which he/she seeks election.
- (3) The office bearers shall be elected by majority vote by whichever means determined by electoral committee depending on Society's prevailing context and endorsed at the Annual General meeting. Voting will be by secret ballot.
- (4) The term of office for each of the officer bearers shall be three (3) years except for transitional period of this constitution provided under article 105 (4), (5), (6), (7) and (8). All office bearers will serve one full term renewable once in accordance with the provisions of Article 35(11) of this Constitution. Thereafter the office-bearer shall not be eligible for re-election as an official for a period of 3 years.
- (5) At the first AGM at which elections are held, six (6) of the office-bearers positions shall become vacant. These shall be the Chairperson, Vice Chairperson, Secretary, Treasurer, YEE Representative and Non-State Actors' Representative. The six (6) shall be subjected to the first elections under this constitution.
- (6) For institutional continuity and facilitation of a seamless Board rotational formula, three (3) of the office-bearers shall be retained. They shall be: -
 - (a) The immediate former chair/ex-official, government representative and one other Board member to be agreed by the Board based on previous performance as outlined elsewhere in this constitution.

- (b) Such other member of the Board shall be retained for a year.
 - (c) For the Ex-official this will only apply for the first Board term of this constitution after which the rotational formula will ensure continuity.
- (7) To set the momentum for seamless Board rotation formula that ensures not all Board members retire at the same time, at the second AGM the retained office bearer's position shall fall vacant and be subject to an election. Similarly, at the third AGM of this constitution, three (3) Board members (Vice-Chairperson, YEE Representative and the other position that is not retained as in sub-article (6) above will serve a 2-year term. Thereafter, their positions will be subjected to elections to pave way for a smooth Board continuity rotational formula. This means the three will serve a 2-year term and not 3-year for continuity after which the system would regulate itself.
- (8) The three (3) other positions (Chairperson, Treasurer, and Non-State Actors' Representative) will serve a full 3-year term. After that, the Board continuity momentum will set in motion. Thereafter every 2 and/or 3 years there will be an election for respective office bearers serving their full 3-year term.

ARTICLE 24: The Officers of the Board

The Board's Officers shall be:

- (1) Chairperson
- (2) Vice Chairperson
- (3) Secretary
- (4) Vice-Secretary.
- (5) Treasurer
- (6) YEE Representative
- (7) Government Representative (Director MED or its equivalent)
- (8) Non State Actor Member Representative
- (9) Ex-official/immediate former chairperson of Society which position will only be retained during the first term of the first Board of this constitution (being a pioneering transition and which is necessary for continuity in the prevailing dynamics). Thereafter, continuity shall be served by ensuring that not all Board members retire at the same time as per Article 23 (7) and (8) above. This will be augmented by maintenance of proper documentation and a method for knowledge transfer, including the setting up of a functional secretariat.

ARTICLE 25: The Chairperson

- (1) The Chairperson shall: -
 - (a) Preside at all meetings of the Society;
 - (b) Call all regular and special meetings of the Society;
 - (c) Be an ex-officio member of all committees;
- (2) If the Chairperson's position becomes vacant, the Vice-Chairperson shall serve as the chairperson for a period of the unexpired term.

ARTICLE 26: Vice-Chairperson

The Vice Chairperson shall assist in performing all the duties of the Chairperson

ARTICLE 27: The Secretary

- (1) The Secretary shall: -
 - (a) Take and keep all official minutes of the Board meetings and the Association business meetings;
 - (b) Issue invitations and notification as shall be required by the Board;
 - (c) Maintain a current list of members;
 - (d) Publish the annual membership database for both paid and non-paid members;
 - (e) Publish reports on the Society membership growth;
 - (f) Perform such other duties as may be assigned to him/her by the Board

ARTICLE 28: Assistant Secretary

The Vice Secretary shall assist in performing all the duties of the Secretary.

ARTICLE 29: The Treasurer

- (1) The Treasurer shall: -
 - (a) Keep accurate records of all financial business of the Society.
 - (b) Present the annual estimated expenditure to the Board for review and approval.
 - (c) Submit an estimated budget for the succeeding year's operations to the members for approval.
 - (d) Make monthly, quarterly and annual financial reports of the Society.
 - (e) Make payments in line with the budget and any other financial expenditure approved by the Board or the members as the case may be.
 - (f) Submit consultatively with the Board, the books of accounts for an annual audit to be conducted by the Society's auditor appointed at the AGM.

- (g) Collect and receive all monies owing to the Society and make all payments authorised by the Society, in Kenya.
- (h) Keep correct accounts and books showing the financial affairs of the society with full details of all receipts and expenditure connected with the activities of the Society, as required by applicable laws in Kenya.
- (i) File annual membership returns at the Registrar of Societies.
- (j) File returns with Kenya Revenue Authority (KRA) as appropriate.
- (k) Send a short message service (SMS) and/or email alert reminder to the members 3 months prior to termination of their annual subscriptions.

ARTICLE 30: Young and Emerging Evaluators Representative

YEES who are defined as Evaluators under age of 35 years, OR Evaluators who have less than 5 years of professional experience, OR Recent university graduates who are interested in joining the evaluation profession, OR Development professionals who have technical knowledge on evaluation and willing to become professional evaluators, and who are valid registered members; shall elect an individual to serve as their representative in the Board in accordance with all other applicable criteria as is set out in this constitution or as may be ratified by the Board from time to time.

ARTICLE 31: Government Representative

For strategic reasons in relation to ESK's national mandate this will be the Head/Director of M&E Entity in the Government of Kenya. The position shall not be contested in election.

ARTICLE 32: Non State Actor Representative

May be drawn from the Civil Society or Private Sector and it shall be an elective position.

ARTICLE 33: Past Chairperson/Ex-Official

Essentially, immediate Past Chairperson, will be the Society's historian in the first Board term of this constitution for continuity. The position shall not be contested.

ARTICLE 34: Removal of Board members

- (1) A Board member shall cease to be eligible to remain as such if he or she: -
 - (a) Ceases to be a member of the Society.

- (b) Becomes bankrupt or suspends payment of their debts generally or compounds with their creditors or makes an unauthorized assignment or is declared insolvent. They may be reinstated once the Society is satisfied that there is positive transformation.
 - (c) Is in violation of the requirements of good professional standing outlined elsewhere in this constitution.
 - (d) Is found to be incapable of performing the functions of his/her office or managing his/her own affairs by reason of infirmity of body or mind.
 - (e) By notice in writing to the Society, resigns from office.
 - (f) Is removed by a resolution passed by at least two-thirds (2/3) of the members of the Society present and voting at a meeting of the members, of which notice signifying the intention to pass such resolution has been given.
 - (g) Is removed by a resolution of at least two thirds of the members of the Board, at a meeting duly called for such purpose.
 - (h) Misses three (3) consecutive scheduled Board meetings in any given period and/or 70% annually, unless the Board determines that there are extenuating personal or other particular circumstances.
- (2) Is not removed by the advisory council as a Board member(s) subject to this constitution.
 - (3) Vacancies in all other offices other than the office of the chairperson which shall be filled by the vice chairperson shall be filled in accordance with article 36 hereinabove.

ARTICLE 35: Vacancies

- (1) Vacancies in any of the offices other than the office of the Chairperson shall be filled by an appointee of the Board who shall serve for the unexpired term **OR** until the next General Meeting of the Society, whichever occurs first.
- (2) A Board a member shall fill any vacancy arising in the Board subject to approval by a majority of the members of the Board, and such person shall serve until the following Annual General Meeting for ratification by members.
- (3) Any vacancy of Board members resulting from the pre-determined rotational formula of requirements under Article 23 of the Constitution shall be filled in accordance with the constitution upon nomination and election.

ARTICLE 36: Duties of the Board

- (1) The Board:

- (a) Shall manage and conduct the day-to-day affairs of the Society with the assistance of such officers, staff, members, stakeholders, agents, and consultants among others, as it may determine to achieve the best for the Society.
- (b) Duly elected Board members are expected to fulfil the following commonly-held duties. S/he will participate fully in the work of the Board, by: -
 - (i) Attending Board meetings as notified.
 - (ii) Responding to official Board communication, requesting comments and inputs to such Board matters as Minutes and decisions on any matters on the Board agenda.
 - (iii) Participating in Committees or Task Teams assigned by the Board or as volunteered by individual Board Members.
- (c) Board Member (s) shall be obligated to step down from their position to allow the Board to seek a replacement if, for any reason, he/she is not able to participate and to attend duly notified Board meetings for a prolonged period of time (three consecutive months or at least 70 % of annual meetings). Within this period, apologies by email/telephone or any other means may be acceptable.
- (d) Board Member (s) shall be obligated to step down if not able or do not participate in ESK's voluntary operations work and which is necessary until a fully functional secretariat is in place.
- (e) Shall not financially compensated work done by its Board member (s), other than reasonable allowances and compensation for costs incurred in carrying out Board duties as outlined in the administrative/financial operational manuals and by-laws.
- (f) Abide by the accepted code of conduct on good professional standing as outlined in article 13 and duties of care, confidentiality, loyalty and obedience.
- (g) Use every opportunity that presents itself to promote ESK and to attract new members.
- (h) Check emails, Partner Platform and the ESK website on a regular basis in order to quickly respond to requests for input on matters of policy and strategy.
- (i) Accord the necessary and relevant team support for the operations of the Society especially on activities beyond the standard mandate of each of the office bearers such as the project related activities.
- (j) Remain accountable to the membership of ESK

- (2) Performance of Board members on meetings, respective duties and other extra-office mandate duties such as support to project activities (given the voluntary nature of ESK operations) will determine their continuity in the Board within the electoral term and retention during future elections and/or enjoyment of founder member benefits.

ARTICLE 37: Duties of the Regional/County Coordinator

The Regional/County Coordinator shall coordinate the ESK activities at regional/or County levels at the oversight of the Board; and to represent ESK in the government's CIMES guidelines institutional framework.

PART II: THE SECRETARIAT, COMPOSITION, APPOINTMENT, POWERS

ARTICLE 38: The Secretariat

- (1) The Secretariat shall comprise the Chief Executive Officer and other staff as competitively recruited, gradually.
- (2) It will implement the plans, policies, decisions, and any other operational tasks recommended by the Board and that relate directly to the activities of the Society.
- (3) The secretariat shall professionally and diligently implement all Board and/or where necessary Advisory Council decisions and directives and shall always remain accountable to the Board
- (4) The Chief Executive Officer shall report to the Board Chair on policy and strategic implementation matters. He/she will also provide periodic progress and financial reports as well as programmatic updates to the Board
- (5) The secretariat shall be structured in a manner that promotes the commitment to practice excellence and client care in the profession.
- (6) The Secretariat will evolve gradually as the financial capacity of the Society permits. Provisionally, the Society's secretariat operations and project implementation will be supported by the Board's voluntary support complimented by an administrative assistant and the general membership.
- (7) Initially, the administrative assistant shall be recruited competitively and modestly remunerated in accordance to the prevailing financial capacities of the Society's membership kitty.

ARTICLE 39: Staff of the Secretariat

- (1) The Staff of the secretariat shall: -
 - (a) Be recruited by the Board on a competitive basis.
 - (b) At all times uphold standard professional staff conduct.
 - (c) Composition shall be determined by the prevailing budgetary capacities of the Society from a programmatic approach and membership subscription fees.
 - (d) Carry out the duties and responsibilities of the secretariat as outlined in its mandate.
 - (e) Not be a voting member of the Board.
 - (f) Hold office on the terms and conditions (including as to remuneration) that the Board determine and based on the prevailing financial base.

ARTICLE 40: Delegated Powers

- (1) The Board may, subject to terms and conditions and with any restrictions they deem fit confer on secretariat any of the powers that the Board can exercise.
- (2) Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Board.
- (3) The head of secretariat is not a member of the Board of the society but may attend meetings of the Board at its discretion.
- (4) The Board may revoke or vary terms on an appointment; or any of the powers conferred on a secretariat.

ARTICLE 41: Vacancies in the Secretariat

If a head of secretariat becomes incapable of acting in that capacity the Board may appoint any other person, not being a Board Member, to act temporarily as head of secretariat.

ARTICLE 42: Validation of Acts of Board Members and Secretariat

- (1) The acts of a Board member of the Society are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.
- (2) Where the Board or a person whose office as Board member of the society is vacated under a provision of the constitution, acts and/or purports to do an act as a Board Member of the Society, that act is as valid, in relation to a person dealing with the Society in good faith and for value and without actual knowledge of vacation of the office, as if the office had not been vacated.

- (3) Board decisions and acts made in the best interests of the Society within the electoral term shall be validly upheld by subsequent Boards.

PART III: THE ADVISORY COUNCIL

ARTICLE 43: Composition

Members of the Advisory Council shall be:

- (1) The founding members who are in good professional standing with the Society and have been active since its establishment, have paid up their annual membership as at the ratification of this constitution.
- (2) Persons that have not acted against the interests of ESK in the course of their office or membership.
- (4) (3) Persons who are committed to the Society, have made good or discharged all obligations owed as a member of the Board or Society. Notwithstanding (3) above, any member (s) who did not or were unable to provide board team support, attend regular members or board meetings shall not be considered.
- (5) Two or more (odd number) additional persons with tested leadership and requisite expertise in international evaluation and/or any professional field shall be nominated by the founder members in consultation with the board until the next Board election.

ARTICLE 44: Functions

- (1) The Advisory Council is one of the new structures that necessitated this constitution's revision, informed by emerging issues (including gaps on governance) faced by the Society that threatened and could potentially threaten its corporate existence and professional standing, individually and collectively.
- (2) The Advisory Council shall in line with various related articles/clauses of this constitution be independent and:
 - (a) Protect the Society providing remedial measures from internal or external acts of aggression that are potentially damaging to its stability, the Board, or its corporate existence and growth as well as professional standing, individually and collectively.
 - (b) Provide high-level support to ESK's initiatives and programs.
 - (c) Provide conflict mitigation and resolution functions where and when necessary.
 - (d) Guide and promote the stability of the Board and the Society, its Corporate and Institutional existence and growth.

- (e) Provide guidance in national issues and also support and participate in strategic events that promote the image, growth and prosperity of ESK and M&E theory and practice in Kenya as well as issuance of official statements when if necessary or where called upon to do so.
- (f) Upon request by the Board, advise on any issue that may emerge in the course of the running of any entity of the Society.
- (g) Either individually or collectively not interfere with the functions of the Board, or the Secretariat, except where situations exist that may undermine the Board, the Society, member (s) or its corporate existence.

ARTICLE 45: Remuneration

- (1) Advisory Council members are entitled to an allowance from membership kitty for Council meeting attendance. This will be informed by Society's prevailing financial capacity and determined by the Board against standard practice.
- (2) In addition, any member or the entire Council requested by the Board to travel and do business on behalf of ESK, their travel allowances and other incidental expenses shall be covered by ESK.

ARTICLE 46: Meetings

- (1) The Council shall meet for business at least twice a year at such time and place and in the manner as the Board may determine. The Council shall also meet at any time if need be and/or if requested by the Board. More than 50% of the members are required to form a quorum.
- (2) A meeting's sitting allowance shall be provided at an amount to be set and/or agreed by the Board and approved at the AGM, taking into account the prevailing financial status of the Society.

PART IV: DISCIPLINARY COMMITTEE

ARTICLE 47: Composition

- (1) There shall be a committee to be known as the Disciplinary Committee.
- (2) The Disciplinary Committee shall consist of five (5) members who shall be appointed by the Board in consultation with the Advisory Council
- (3) The quorum of a meeting of the Disciplinary Committee shall be three.

- (4) A member of the Disciplinary Committee shall hold office for three years and shall be eligible for reappointment for one further term.
- (5) The Board shall provide the Disciplinary Committee with such facilities and resources as are necessary to enable it competently discharge its functions.

ARTICLE 48: Functions.

- (1) Where the Board and/or Council has reason to believe that a Member of the Society/Board may have been guilty of Disciplinary Professional misconduct as stated in article 18 (a), it shall refer the matter to the Disciplinary Committee which shall inquire into the matter.
- (2) On completion of an inquiry under (1) above into the alleged professional misconduct, the Disciplinary Committee shall submit to the Board and/or Council a report of the inquiry which shall include one or more of the following recommendations, namely: -
 - (a) That no further action be taken against the member;
 - (b) That the member be reprimanded
 - (c) Or any other action as stated under article 18 above.
- (3) The Disciplinary Committee may be disbanded and/or any of its member (s) removed by the Board or Advisory Council where necessary, if it does not discharge its duties within the spirit and letter of this constitution

CHAPTER FIVE

GENERAL CONDUCT OF SOCIETY'S BUSINESS

ARTICLE 49: Conduct of the Board

- (1) The administrative responsibilities of the Society shall be vested in the Board and secretariat once operational.
- (2) The Board shall do the best to support and promote the objects of the Society, and to implement any decision validated by the General Assembly.
- (3) The Board shall also consultatively prepare and approve official statements for presentation by the Chairperson or the Advisory Council, where necessary on behalf of the Society, and recommend to the General Meeting the admission or removal of general and Board members in consultation with Advisory Council if and when necessary.
- (4) The Board may exercise all powers and functions of the Society other than those that are required by this Constitution to be exercised by the secretariat, Advisory Council and

general meeting; the members of the Board shall be elected at the annual General meeting to a three-year term except in the transitional circumstances laid out elsewhere in this constitution. Board members shall take office immediately following the annual General meeting and/or the Board rotational arrangements laid out elsewhere in this constitution of the Society election.

- (5) The Board shall meet monthly. However, additional meetings may be scheduled at the discretion of the Board and the business at hand. Towards commitment, the quorum for the meetings of the Board shall be five (5) members subject to incentives and sanctions as provided under articles 53 and 54 below.

ARTICLE 50: Board Resolutions

- (1) The Board, subject to this Constitution, and to any resolution passed by the Society in a general meeting: -
- (a) controls and manages the affairs of the Society;
 - (b) Has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Society.
 - (c) An article made or resolution passed by the Society in general meeting does not invalidate any prior act of the Board, which would have been valid if that article or resolution had not been made or passed.
 - (d) The Board may pay all expenses incurred in promoting and forming the Society informed by standard operating procedures and as prevailing financial capacities permit.
 - (e) The Board may pass decisions online without a physical/Skype meeting being held if Board Members copied into don't raise an objection to the decision being made.

ARTICLE 51: Committees

- 1) The Board may, by instrument in writing, delegate to one or more committees.
- 2) A committee shall be comprised of at least one member of the Board who is appointed by the Board to sit in the particular committee.
- 3) The exercise of such - functions of the Board shall be specified in the instrument, other than:
 - (a) The power of delegation; and

- (b) A function which is a function imposed on the Board by the constitution, or by resolution of the Society in a general meeting.
 - (c) Committees of the Society shall be appointed by the Board, except where appointments to committees or chairperson positions are designated to a particular office by the Constitution or Bylaws.
- (3) Membership to the committees may be through, nominations, elections or voluntarily. The committees may include operational or technical-related groups e.g. Outreach, Communications, and Annual conferencing or thematic based education, health, governance, climate/environment, gender, youth etc.
 - (4) Good professional conduct must be upheld in committee participation by all members, including not engaging in acts that may undermine the Society and/or its member (s). Otherwise, disciplinary measures laid out elsewhere in this constitution shall apply. The role of the committees shall be to assist, under the oversight of the Board, the implementation of ESK's strategic plan and objectives.
 - (5) In the event of conflict between any committee appointed under this clause and the Board, the opinion of the Board shall prevail or if and where necessary that of the Advisory Council sought.
 - (6) A function, the exercise of which has been delegated to a committee under this Constitution may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
 - (7) A delegation under this Constitution may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
 - (8) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this Constitution has the same force and effect as it would have if it had been done or suffered by the Board.
 - (9) The Board may, in writing, revoke wholly or in part any delegation under this section.
 - (10) A committee may meet and adjourn as it considers appropriate.
 - (11) A Committee member will be entitled to a modest committee meeting sitting allowance drawn from members' fees kitty or other sources of funding as may permit, whose amount will be subject to prevailing financial base of the society decision at the AGM

ARTICLE 52: Exercise of Delegated of Powers by a Committee

- (1) A committee must exercise the powers delegated to it in accordance with any directions of the Board.
- (2) The meetings and proceedings of any committee consisting of two (2) or more Board members are governed by the provisions in this Constitution regulating the meetings and proceedings of the Board Members.
- (3) The Board may at its discretion set up task forces, advisory committees and other groups to assist with carrying out the work of the Society.

ARTICLE 53: Remuneration/Allowances for Board Members

- (1) Any Board Member may receive any allowance/remuneration for his or her services in his or her capacity as a Board Member to the Society as authorised by the Board from time to time as laid out in the finance and administrative manuals and by-laws and/or ratified at the AGM.
- (2) A member will be entitled to a modest Board meeting sitting allowance drawn from members' fees kitty, whose amount will be subject to prevailing financial base of the Society

ARTICLE 54: Board Members' Expenses

- (3) The Society may pay the Board member (s) travelling and other expenses that they properly incur as prevailing financial circumstances permit as follows: -
 - (a) In attending Board Members' meetings or any meetings of committees of Board members.
 - (b) In attending any general meetings of the Society; and
 - (c) Only in connection with the Society's official business.
- (4) The Board must approve all payments the Society makes to its Board members based on performance.
- (5) The Board travel expenses and other incidental expenses while carrying on business on behalf of ESK shall be covered by Society as outlined in the by-laws of this constitution and ESK financial manual.
- (6) Board members shall be entitled to an allowance for their meeting attendance at a rate that shall be determined by the members during the AGM.

ARTICLE 55: Liability

An officer of the Society is not liable for the act, neglect or default of any other officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of his or her office unless it arises through his or her own negligence, default, breach of duty, breach of trust, and/or professional misconduct.

ARTICLE 56: Rights of Inspection

- (1) The Board may authorise a member to inspect the books of the Society.
- (2) Unless otherwise provided by law or authorised by the Board, a member other than a Board member does not have the right to inspect any document of the Society, other than the minute books for the meetings of its members and for resolutions of members passed without meetings.
- (3) The Advisory Council may have full access to any document of the Society.

ARTICLE 57: Confidential Information

- (1) Except as provided by the constitution , no member (not being a Board member or Advisory Council member) is entitled to require or receive any information concerning the business, trade or customers of the Society or any trade secret, secret process or other confidential information of or used by the Society.
- (2) All Board and Advisory Council members shall hold in confidence all information in their possession owing to their positions and not use it in any way to advance their vested interests and/or undermine the Society or its member (s). Any violations shall be subject to disciplinary measures laid out this constitution and/or legal redress.

ARTICLE 58: Board Meetings

- (1) Unless otherwise provided for in these articles or the constitution the Board members may meet together to dispense of business, adjourn, and otherwise regulate their meetings as they deem fit.
- (2) The Board must meet at least once every month at the place and time that the Board may decide. Board meetings may be held face to face or electronically.
- (3) Additional meetings of the Board may be convened by chair or at the request in writing of three (3) members of the Board in special circumstances.

- (4) Failure of a Board member to attend 3 consecutive meetings shall lead to dismissal subject article 49 hereinabove.
- (5) A meeting sitting allowance shall be given at an amount to be set by the Board and approved by AGM, taking into account the prevailing financial status of the Society.

ARTICLE 59: Notice of Meeting

- (1) Reasonable notice of every Board meeting must be given to each Board member and alternative Board member except that it is not necessary to give notice of a meeting of the Board to any Board member who:
 - (a) Has been given special leave of absence; or
 - (b) Is absent and has not left a means of contact such as by electronic mail or telephone at which he or she may be given notice.
- (2) Any notice of a meeting of Board members may be given in writing, by, telephone, electronic mail or any other means of communication.
- (3) Notice of a meeting given under article (a) above must specify the general nature of the business to be transacted at the meeting.

ARTICLE 60: Presiding officer at Meetings of the Board

- (1) The chairperson shall preside the meetings of the Board. However, the Vice chairperson shall preside over such meetings in the absence of the chairperson.
- (2) If both the chairperson and the Vice-chairperson are absent, one (1) of the remaining members of the Board may be chosen by the Board members in attendance to preside over the meeting.

ARTICLE 61: Quorum of the Board

- (1) Any four (4) members of the Board shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (2) To ensure compliance and quorum incentives and sanctions outlined elsewhere in this constitution shall apply.
- (3) No business may be transacted by the Board unless a quorum is present. If a quorum is not attained for 3 consecutive months, the sanctions laid out elsewhere in this constitution shall apply on Board members' meeting absenteeism.
- (4) Board meetings may be held face to face or electronically.

ARTICLE 62: Voting and Decisions of Society

- (1) Questions arising at a meeting of the Board, Advisory Council or of any committee appointed by the Board are decided by a majority of the votes by members present.
- (2) Each member present at a meeting of the Board, Advisory Council or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

ARTICLE 63: Calling of General /Members' Meetings

- (1) There shall be three types of General meetings, Annual General Meetings extraordinary/special General Meetings and quarterly meetings
- (2) A general meeting, to be called the Annual General Meeting shall be held at least once every financial year as may be scheduled by the Board.
- (3) In addition to the annual general meeting, the Board may at its discretion call a special general meeting of the Society.
- (4) A Special General Meeting may also be requisitioned for a specific purpose by request in writing to the secretary by not less than three Office-bearers of the Society or not less than one third of the members.
- (5) Notice of General Meetings and the agenda for the meeting shall be given to all members at least 21 days before such meeting.
- (6) The quorum for General Meetings shall be one third of the registered members of the Society
 - (a) The agendas for the Annual General Meeting shall include;
 - (b) Confirmation of the minutes of the previous General Meeting.
 - (c) Discuss Matters arising from the previous minutes
 - (d) Examination of Audited accounts and appointment of auditors.
 - (e) Election of office bearers.
 - (f) Any other matters of which 15 day notice shall have been given.
- (7) Any Other Business with the Chairperson's approval.
- (8) Procedures in the future may be put in place to allow electronic participation.

- (9) Where a meeting has been adjourned because of lack of quorum or any unforeseen circumstance, the Society shall, upon a date not later than 3 (three) days after the adjournment, publish to its membership by email, fax or letter: -
- (a) the date, time and place to which the meeting has been adjourned;
 - (b) The matter before the meeting when it was adjourned, and
 - (c) The ground for the adjournment.
- (10) Quarterly meetings shall be held for the general membership

ARTICLE 64: Persons Entitled to Notice of General Meetings

- (1) A written notice of a meeting of the Society's members must be given to: -
- (a) Each member entitled to vote at the meeting;
 - (b) Each Board Member; and
- (2) No other person is entitled to receive notice of general meetings.

ARTICLE 65: Service of Notices

The Society may give notice of a meeting to a member by: -

- (1) Sending it to the ESK e-platform, mobile number or electronic mail address (if any);
- (2) Sending it by post to the residential address for the member in the register of members or the alternative address (if any); or
- (3) Giving it to the member in person;

ARTICLE 66: Accidental Omission to Give Notice

The accidental omission to give notice of any general meeting to or the non-receipt of the notice and related attachments by any person entitled to receive notice of a general meeting under this Constitution does not invalidate the proceedings at or any resolution passed at the meeting.

ARTICLE 67: Postponement of General Meeting

- (1) A third quorum threshold applies in all matters for the transaction of the business of a general meeting, except on matters of constitution amendment and if necessary the first general meeting of this constitution as the Society matures and article 12 (1a) is enforced.
- (2) In determining whether a quorum is present, individuals attending as corporate representatives shall be counted. If an individual is attending both as a member and as a body corporate representative, the individual shall be counted only once.
- (3) If a quorum is not present after the time for the meeting set out in the notice of meeting:

- (a) Where the meeting was called by the members or upon the requisition of members, the meeting is dissolved; or
 - (b) In any other case, the meeting is adjourned to the date, time and place the Board specifies and if the Board does not specify one (1) or more of those things, the meeting is adjourned to:
 - (i) If the date is not specified – the same day in the following week;
 - (ii) If the time is not specified – the same time; and
 - (iii) If the place is not specified – the same place.
- (4) If no quorum is present at the meeting held under c) ii above, the meeting shall be dissolved.

ARTICLE 68: Biannual Conference

The Board shall subject to the Society's prevailing capacity and support from development partners, organize a biannual conference.

ARTICLE 69: Voting Rights

- (1) Subject to articles 70 and 71 of the Constitution at any general meeting of members, each ordinary member and each life member present has one (1) vote on a show of hands and on a poll.
- (2) Regular Members who are not in good standing, as set forth in article 13 herein above or who are: suspended or expelled including from the Board pursuant to article 18, shall not be entitled to vote on any matter
- (3) Any member in attendance in as a representative of an organisational member shall have two (2) votes on a show of hands and on a poll.

ARTICLE 70: Voter Disqualification

- (1) A member shall not be entitled to vote at a general meeting if:
 - (a) The annual subscription of the member; or
 - (b) In the case of a person who is a nominated representative, the annual subscription of the organisational member for which he or she is the nominated representative; is not paid-up at the date of the meeting or the postponed or adjourned meeting.

ARTICLE 71: Objections to Right to Vote

- (1) A challenge to a right to vote at a meeting of members:
 - (a) May only be made at the meeting; and
 - (b) Shall be determined by the chair, whose decision is final strictly based on the letter and spirit of this constitution.
- (2) A vote not disallowed following the challenge is valid for all purposes.

ARTICLE 72: Matters on Which a Poll May Be Demanded

- (1) A poll may be demanded on any resolution.
- (2) A demand for a poll may be withdrawn.

ARTICLE 73: When a Poll is effectively demanded

- (1) At a meeting of the Society's members, a poll may be demanded by:
 - (a) At least three (3) members entitled to vote on the resolution; or
 - (b) The chair.
- (2) The poll may be demanded:
 - (a) Before a vote is taken;
 - (b) Before the voting results on a show of hands are declared; or
 - (c) Immediately after the voting results on a show of hands are declared.

ARTICLE 74: When and how Polls shall be taken

- (1) A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner, the chair directs.
- (2) A poll on the election of a chair or on the question of an adjournment must be taken immediately.
- (3) The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- (4) The result of the poll is the resolution of the meeting at which the poll was demanded.

ARTICLE 75: Chair's Casting Vote

- (1) In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting has a casting vote in addition to any vote he or she may have in his or her capacity as a member.

- (2) The chair has a discretion both as to use of the casting vote and as to the way in which it is used.

ARTICLE 76: Resolutions Proposed By Members

- (1) A member may not at any meeting move any resolution relating to special business unless:
 - (a) The member has given not less than 30 business days' notice in writing of the member's intention to move an ordinary resolution or two (2) months' notice in writing of the member's intention to move a special resolution at the meeting by leaving the notice and a signed copy of the resolution at the registered office of the Society; or
 - (b) The resolution has previously been approved by the Board.
- (2) Upon receiving a notice referred to in sub-article (1) (a) above the secretary shall:
 - (a) If the notice convening the meeting has already been sent, immediately notify the members of the proposed resolution; or
 - (b) Otherwise, include notice of the proposed resolution in the notice convening the meeting.

ARTICLE 77: Minutes to Be Kept

- (1) The Board must keep minute books in which they record within one (1) month: -
 - (a) Proceedings and resolutions of meetings of the society's members.
 - (b) Proceedings and resolutions of Board meetings (including meetings of a committee of Board or other committees established by the Board).
 - (c) Resolutions passed by members or the Board without a meeting.
- (2) The Board must ensure that minutes of a meeting are signed within a reasonable time by the chair and secretary of the meeting.
- (3) The Board must ensure that minutes of the passing of a resolution without a meeting or electronically are well documented within a reasonable time after the resolution is passed.
- (4) Subject to the provisions of sub-article (1) above, the Board must record in the minute books:
 - (a) All appointments of officers and employees.
 - (b) The names of the Board members and alternative Board members present at all meetings of Board and the Society.

- (c) All other matters required by this constitution to be recorded in the minute books, including each notice and standing notice given by a Board Member of a material personal interest.

CHAPTER SIX

TERMS OF REFERENCE

PART I: INDEPENDENT ELECTORAL COMMITTEE

ARTICLE 78: Appointment of Committee Members

- (1) The Board shall, at least three months before the date on which elected members cease to hold office, appoint an Electoral Committee.
- (2) Electoral Committee shall consist of not less than three members, to be appointed by the Board for one electoral term of three years. Taking into account the transitional and annual rotational Board member dynamics that are set elsewhere in this constitution.
- (3) The selection shall include but not be limited to the following list: -
 - (a) One representative of institutional member.
 - (b) One representative of individual member.
 - (c) One external representative if deemed necessary.
- (4) At least two members of the Electoral Committee shall be persons who are not currently serving in any elected or appointed capacity in the Society, and who have been members for at least three years.
- (5) None of the Electoral Committee members may be elected as a Board member in the year during which they sit on this Committee.

ARTICLE 79: Duties of the Electoral Committee

- (1) The Electoral Committee shall be responsible for establishing and supervising elections and the principles of fair competition, including functionality of manual and/or an on-line voting system, eligibility of the votes and certification of results.
- (2) The Electoral Committee shall be responsible for handling disputes arising from elections with consultation of the Advisory Council where necessary.
- (3) The Electoral Committee shall consult with Board where and when need be for its effective operationalization.

- (4) The Electoral Committee shall prepare an election returns report outlining what worked, what didn't, and lessons learnt.
- (5) The electoral committee shall commit and ensure a free and a fair election by accordingly signing a relevant document, prepared by the Board and by strictly upholding the letter and spirit of this constitution.
- (6) Any related professional misconduct by a member (s) of the committee shall be subject to disciplinary and/or litigation measures outlined elsewhere in this constitution including through the Advisory Council.

PART II: NOMINATIONS AND ELECTIONS

ARTICLE 80: Eligibility for Nomination for Election

- (1) All individual members of ESK that demonstrate commitment, availability (including demonstration of performance on past tasks related to the Society) and/or in good professional standing, according to ESK membership records on the date that nominations close shall be eligible or have the right to participate in the nomination process, either as a nominator or nominee.
- (2) Eligibility to nominate or even vote in elections, one has at least participated in recent ESK member meeting and has been an active member for at least 2 consecutive years unless determined by the electoral committee on special circumstances in consultation with the Board.
- (3) To be nominated, a person must be a paid-up member for the last 2 years leading up to the elections taking into account the requirements of membership payment laid out elsewhere in this constitution. Institutional members may nominate a representative of the organization to vote on its behalf.
- (4) In special circumstances of the immediate election after the ratification of this constitution the electoral committee may in consultation with the board allow (subject to other related provisions) for one to be nominated as a candidate for elections, if they have been a paid-up member for at least the last one year.
- (5) Only Board positions due for election/rotation are eligible for nomination.
- (6) Should a sitting Board member wish to contest for a different Board position to what they are currently holding, he/she should tender his/her resignation to the Board prior to the

formal nomination announcement, except in the first election of this constitution i.e. in line with transitional and Board rotational formula setting clauses.

- (7) Suspended or expelled Board or members shall not be entitled to stand for election.
- (8) Any vacancies thus arising shall be filled in accordance with this Constitution.

ARTICLE 81: Nomination of Board Members

- (1) Any candidate who is nominated for election as an office-bearer of the Society or as an ordinary Board member shall only be eligible to be elected as such office bearer or ordinary Board member if he/she: -
 - (a) Has been a member of the Society for two (2) or more consecutive years (except in the special circumstances of the first election under this constitution where the electoral committee in consultation with the Board may waive this requirement if and where necessary);
 - (b) Is up to date in membership fee payment as laid out in articles 9, 12, 13 and 80 herein above;
 - (c) Is in good professional standing with the Society.
- (2) The nominations shall be:-
 - (a) Made in writing, signed by two (2) members who must have been members of the Society for two (2) or more consecutive years and in good professional standing with the society and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) Delivered to the electoral committee physically or electronically as outlined in article 83 herein below.

ARTICLE 82: Election of Board Members

- (1) If only one (1) nomination is received for a position, the person nominated shall be deemed to be elected unopposed.
- (2) If the number of nominations received for a position is more than one (1), a ballot vote shall be cast as per the rules or regulations set by the electoral committee.
- (3) If a ballot is required balloting shall be prepared according to rules or regulations set by the electoral committee.

- (4) The candidates receiving the greatest number of votes cast in their favour shall be declared by the electoral committee at the annual general meeting to be elected as Board Members. Where there is a tie, the names of such candidates with same number of votes shall immediately be subjected to a repeat voting by secret ballot.
- (5) The timing of the ballot shall be such that the outcome of the election upon being announced electronically this can be followed up on declaration of the same at the annual or Special General meeting.
- (6) In the event that no nomination is received for a position, the Board may appoint a member of the Society to fill the vacancy and the member so appointed shall hold office, subject to the provisions of this Constitution, until the conclusion of the next annual general meeting following the date of appointment.
- (7) Suspended or expelled Board members or general members, shall not be entitled to stand for election or vote in any matter.
- (8) If the number of candidates for election as elected Board Members is equal to or less than the number of vacancies on the Board the electoral committee during an annual general meeting where elections are held, must declare those candidates to be duly elected as Board Members.
- (9) A member may be nominated for more than one position, however such member if successful shall only occupy one position on the Board, i.e. a member may be nominated as Chairperson and Treasurer, but once elected as Chairperson such member becomes ineligible to occupy the position of a treasurer.
- (10) The elections shall be subject to continuity provisions under article 23 and 105 of this Constitution.
- (11) A Board Member who serves two (2) consecutive terms in one position shall only be eligible for re-election to any position on the Board after a break of at least one term of Three (3) years.

ARTICLE 83: Election Conduct

- (1) The election of members of the Board shall be conducted using a functional manual and/or an on-line voting system based on the prevailing context that ensures credibility of the vote, in accordance with related clauses of this constitution.
- (2) The Electoral committee in consultation with Board and with reference to previous elections returns report shall determine the best nomination modality based at any given

time. This may include devising forms of nomination serialised papers may be obtained either from the Society's offices, or downloaded online on the Society's online platform or by making a written request at the email address and in making the application it should be clearly stated for what part of the election the nomination form or forms are required.

- (3) Each candidate for election shall be nominated on a nomination paper signed by a nominee, a proposer, a seconder and endorsed by three other members of the Society, all of whom must have paid the requisite subscriptions for the current year, in good professional standing and qualified for nominating the candidate.
- (4) Each member can only nominate, propose or second one vying candidate for each position.
- (5) Each nomination form for election of a member to the Board shall be signed by a nominee, a proposer, a seconder and endorsed by three other ESK Members all of whom must have paid their subscriptions for the current year and in demonstrated good professional standing.
- (6) A candidate may only contest only one position at any given time.
- (7) As soon as possible after the time fixed for the receipt of nomination papers has expired, Electoral Committee shall publish a list of the duly nominated candidates and on the same day send a copy of that list to each of the candidates.
- (8) If the Electoral Committee declines the nomination of a candidate, it shall as soon as practicable notify that candidate, in writing, giving reasons for the rejection.
- (9) Candidate's/Nominee's statements shall not mention other candidates, by name or implication.
- (10) Using the ESK database or mailing list for campaigning and/or lobbying, voting in groups, or promoting candidates based on geography, ethnicity, or factors other than a candidate's qualifications and stated positions is counter to the culture of ESK and is expressly prohibited. Any candidate practising the above shall face automatic disqualification.
- (11) Candidate's biography and election statements shall be submitted to the Secretariat before the end of the nominations period, as specified by the Election Committee.

ARTICLE 84: Voting

- (1) Each voting member shall be entitled to as many votes as there are Board positions to be filled.

- (2) A voting member may cast one vote for each position to be filled, but shall not cast more than one vote for any one candidate.
- (3) A member may use fewer than the total number of votes available if he or she so chooses. Each member shall cast his/her vote individually; voting by proxy is not permitted for individual members.
- (4) A secure and fool proof manual and/or electronic voting system shall be used for voting based on the context.
- (5) The Electoral Committee shall be responsible for certifying the accuracy of the process through the establishment of procedures to ensure the privacy, validity and accuracy of all votes.
- (6) For each election, the Electoral Committee shall define the duration for electronic voting which shall not be less than five days, provided that if manual voting is opted it will be finalised on the spot.
- (7) The Electoral Committee depending on the mode of elections shall certify the results not later than three days following the election.
- (8) The Electoral Committee shall announce the results, including a list of all candidates and the number of votes each candidate garnered and/or received, to all members by its Secretariat. The results must be published not later than seven days after elections have been closed.

ARTICLE 85: Vote Counting

- (1) The Electoral Committee shall, immediately after the last day fixed for receipt of voting papers and electronic votes, ascertain the validity of the votes cast, examine and count the valid votes cast for each candidate.
- (2) The examination, tracking, opening and counting of manual and electronic votes under paragraph (a) shall be done transparently by the Electoral Committee in the presence of ESK members in the case of a manual vote and/or the candidates or their duly nominated or appointed agents of whom seven (7) day notice shall be issued to their last known address but the absence of a candidate or his agent to whom due notice has been given shall not in any way prevent the Electoral Committee from proceeding with the examination, opening and counting of the votes. In each of the categories for which the election is held the candidates having the greatest number of votes shall be declared elected by the Electoral Committee.

- (3) In the event of equality of votes between two or more candidates, the Electoral Committee shall determine by lot which of the candidates whose votes are equal shall be declared elected.
- (4) Any question arising with regard to the validity of a nomination or voting paper shall be addressed by Electoral Committee
- (5) The Electoral Committee shall forthwith deliver to every candidate a written notice of the result of the election and shall deliver to the Board, a list of candidates certified by it to have been elected showing the number of votes cast for each candidate.

ARTICLE 86: Objection to a Poll

- (1) Any unsuccessful candidate may with valid reasons dispute the poll either personally or by his agent appointed in writing, notify the Electoral Committee within fourteen days after the declaration of the results.
- (2) Distortion of truth to malign the Society, electoral committee individually or collectively shall be treated as an election offence and professional misconduct.
- (3) If after consideration of the contention disclosed in the notice, the Electoral Committee is satisfied in respect of that part that the election was conducted substantially in accordance with the provisions of the constitution and that any non-compliance, misdescription, miscount, non-delivery or loss, did not affect the result of that part of the election, it may, within fourteen days of receiving the notice, so certify and in that event it shall forward a copy of its certificate to the unsuccessful candidate, who may, within seven days of receiving that copy, appeal to the Advisory Council.
- (4) Where the Electoral Committee does not so certify, it shall, not later than the fifteenth day after receiving the notice forward a copy thereof to the Advisory Council together with such comments as it thinks fit.

ARTICLE 87: Appeal to the Advisory Council

The Advisory Council shall consider any appeal made under article 86(3) or any notice received under article 86(4) and its decision strictly based on the letter and spirit of this constitution shall be final.

ARTICLE 88: Election offences

- (1) Any person commits an offence who —
 - (a) Impersonates, cheats, practices undue influence or bribery;

- (b) Makes or publishes, before or during any election, for the purpose of promoting or procuring the election of any candidate, any false statement of withdrawal of any other candidate at such election;
 - (c) Forges, defaces or destroys any nomination paper, or delivers to the Electoral Committee any nomination paper knowing it to be forged;
 - (d) Interferes with the voting paper by removing, destroying, concealing or mutilating or assists in the removal, destruction, concealment or mutilation of any such material;
 - (e) Obstructs or hinders the Elections Committee, candidate or agent in the execution of their lawful duties;
 - (f) Makes a false or malicious statement or furnishes false particulars in any statement before, during and after the elections knowing the statement or particulars to be false or without reasonable grounds for believing the same to be true;
 - (g) Forges, counterfeits, defaces or destroys any voting paper or the official perforation, stamp or mark on any voting paper or any campaign or promotional material of an opposing candidate or infiltrates or interferes with the electronic voting system;
 - (h) Without authority destroys, takes, opens, disposes of or otherwise interferes with any election material in use or intended to be used for the purposes of an election;
 - (i) Votes at any election when he is not entitled to vote; or
 - (j) Votes more than once in any election,
 - (k) As an electoral committee member interferes with the credibility of the elections.
- (2) Any person who commits an offence under paragraph (a) shall automatically be suspended or expelled from the Society forthwith and consequently banned from participating in any elections of the Society.

ARTICLE 89: Commitment Contracts

- (1) All elected officials shall sign a commitment letter that include stating that each will be able to devote an average of 6 hours per week for the various Society's tasks. Failure to comply for a period of three months shall lead dismissal from the Board unless there are convincing personal or other particular circumstances.
- (2) The elected officials shall also sign a contract undertaking whose violation shall be subject to disciplinary and/or litigation measures outlined elsewhere in this constitution: -

- (a) Not to use any information acquired in the course of their duty to the disadvantage of the Society or any member.
- (b) To hand over any documents and properties of the Society at the end of their term of office or upon resignation or removal from office.
- (c) To declare any conflict of interest as and when it arises.
- (d) To uphold confidentiality of information as stipulated under this Constitution.

CHAPTER SEVEN

COMMUNICATION

ARTICLE 90: Administration of ESK Media Platforms

- (1) The Society shall have in place social media platforms aimed at disseminating relevant information and updates to members and the global community as need may arise and in keeping with the demands of the digital age.
- (2) ESK platforms shall include Email groups, Website, Partner e-platform, Twitter, WhatsApp, Facebook, Instagram and LinkedIn, YouTube, Google plus, Picture/video sharing sites, Forums, Blogs, Discussion groups and accounts as may be directed by the Board from time to time.
- (3) Society domain e-mail addresses shall be setup for each of the Board Members and Secretariat staff, which shall be the official of communication for the aforementioned when conducting Society business, for institutional memory and for securing the Society's digital property, privileged information and documents.
- (4) All Society digital media platforms shall be linked to the official admin@esk.co.ke, unless the particular platform does not allow for that, for ease of retrieval should need arise.
- (5) All Society digital media platform email shall be kept in a secret document entrusted to the Secretary and Chair and may be given to persons assigned to manage the said platforms after the Board has been informed of the said administrators.
- (6) Any change of passwords, access rights or administration to the Society digital media platforms must be notified to the Board within at least five (5) working days before it can take effect.
- (7) Any member who upon transition from access or administration of any Society digital media platform refuses to hand over the logins or access as may be required by the Board

shall be deemed to have been involved in professional misconduct and shall be dealt with according to the requisite procedures

ARTICLE 91: Use and Management of ESK Platforms

- (1) There shall be designated administrators of all Society media platforms as may be determined by the board.
- (2) Such administrators shall exercise caution and due diligence on whatever they approve on the e-platform or post in social media including ensuring credibility of source and suitability as follows:
 - (a) They shall not release ESK confidential or sensitive material to the members or public domain.
 - (b) They shall not forward, post or upload, content that is deemed unprofessional/unprocedural (e.g. false, obscene, malicious, harassing, abusive, derogatory or discriminatory), including with the intent for negative mobilisation.
 - (c) They shall be cognisant of the effect their posts may have on the reputation of the Society and its membership.
- (3) Mass posts to members that are not authorized constitute misuse of the Memberships personal information which the society is entrusted with.
- (4) Members are requested to report any Society related content on Social Media (whether positive or negative) to the Secretary and Assistant Secretary that may appear to be in contrast to the Society's values or that may indicate a departure from due procedure.
- (5) Violation of any of the above provisions may constitute professional misconduct if determined as such and shall be subject to relevant disciplinary measures outlined within this constitution.

ARTICLE 92: Protection and Use of Society Information

- (1) Members contact numbers, names and e-mail addresses are private and confidential information and sole property of the Society, and no member, due to a previous or current responsibility that grants them access to the same shall abuse the privilege by: using the same for vested interests and/or undermining the Society individually and collectively, such as sending unauthorized e-mails to the membership, establishment of a parallel professional network, elections campaign, and/or negative mobilisation through posts via the digital media platforms.

- (2) Use of information in (1) above otherwise than provided under the constitution or the by-laws or use in any way that undermines the Society and or members' amounts to breach of good professional standing and culpable members shall be subjected to disciplinary and litigation measures outlined within this constitution.

ARTICLE 93: Membership Numbers/Cards

A membership roster with membership numbers shall be established and kept current and availed on the ESK website (membership checker) with the status of good professional standing for current and expelled members.

CHAPTER EIGHT

FUNDS

ARTICLE 94: Sources of Funds

- (1) The Society shall raise funds from membership dues; donations; gifts and such other sources as may be proposed by the Board and approved by members at an Annual General Meeting from time to time.
- (2) The funds of the Society shall be used strictly for purposes consistent with the objectives of the Society with approval from the Board.
- (3) The Board shall cause to be opened and operate such relevant bank accounts into which all funds of the Society shall be kept.
- (4) All bank withdrawals and cheques drawn by the Society shall be signed by at least two persons as designated by the Board or required by the bank.
- (5) The fiscal accounting year shall be from the 1st of January to the 31st of December, except on membership fees payment where currently until otherwise consultatively determined, it is based on the month when one joined the Society.

CHAPTER NINE

AUDITOR

ARTICLE 95: Appointment of an Auditor

The members shall at each annual general meeting appoint a qualified external auditor who shall audit the accounts of the Society and provide audited financial statements at the next annual general meeting.

ARTICLE 96: Remuneration

- (1) The auditor's prescribed or agreed fees shall be paid out of the funds of the Society.
- (2) The remuneration of the auditor must be budgeted for and the auditor's duties must be regulated in accordance with the constitution and conform to recognized professional standards of accounting and auditing entities.

ARTICLE 97: Audit Report

- (1) The Board must ensure proper accounting and other requirements by applicable laws from time to time in accordance with this constitution and institutional standard practice.
- (2) The Board must distribute copies of every annual audit report during the annual general meeting as required.

Financial audits must be conducted on a timetable planned and disclosed to members by the Board, and conducted and reported in accordance with recognised professional standards of accounting and auditing entities.

CHAPTER TEN

CORPORATE SEAL

ARTICLE 98: Seal

- (1) The Corporate Seal of the Society shall contain, the current Kenya map logo and the words "Evaluation Society of Kenya"
- (2) All deeds and other documents to which the seal of the Society must be affixed shall be signed by any two (2) of the following; the Chairperson, Vice-chairperson, Secretary or Treasurer, Advisory Council members or by such other person or persons in such a manner as the Board may from time to time by resolution authorize, and when so signed

and sealed with the corporate seal of the Society and delivered, shall be received as the act of the Society.

- (3) Copies of Constitutions, resolutions or other records of proceedings of the Board or Advisory Council or meetings of the Society may be certified under the corporate seal of the Society by the Secretary or in the Secretary's absence by any other officer of the Board or Advisory Council as agreed upon.

CHAPTER ELEVEN

BY-LAWS

ARTICLE 99: By-Laws

- (1) Details of the activities of this Society shall be regulated by Bylaws, which will be formulated by the Board as one of the priorities and approved by members at a General Meeting.
- (2) The by-laws may be reviewed from time to time.

CHAPTER TWELVE

AMENDMENTS TO THE CONSTITUTION

ARTICLE 100: Amendments

- (1) Two thirds of paid-up members of the Society shall be required to vote in favour of amendments for any amendment to be valid.
- (2) Any amendments that may threaten the corporate existence of the Society or member (s) professional well being shall be liable to objection by the Advisory Council and/or legal litigation.
- (3) No amendments shall be made to this constitution to extinguish and/or undermine the functions of any office/governance structure created by this Constitution.

- (4) The notice of the proposed amendment shall be given to all members at least one month prior to balloting.
- (5) Special Resolution of the General Meeting may amend this Constitution of the Society.

ARTICLE 101: Notice

Notification of the wording of the proposed amendments shall be sent to the members with notification of the meeting thirty (30) days prior to the meeting.

ARTICLE 102: Implementation

Implementation of the constitutional changes shall come into force following the meeting at which the amendments have been agreed.

CHAPTER THIRTEEN

TRANSITIONAL AND CONSEQUENTIAL PROVISIONS

ARTICLE 103: Consequential Legislation

- (1) The Society shall develop Bylaws and Code of Conduct/Ethics/standards required by this Constitution to be developed to govern a particular matter within one (1) year, commencing the date of its adoption.

ARTICLE 104: Transitional Provisions

These shall be the transitional provisions of this constitution: -

- (1) Articles 7, 18 and 94 of this constitution will be operational once membership numbers and a template for official membership certificate/identity card have been developed.
- (2) The Ex-official Member of the Board shall be the immediate former chairperson of Society (being a pioneering transition and which is necessary for institutional continuity in the prevailing dynamics). This provision will only apply for the first term of the first Board of this constitution. Thereafter, continuity shall be served by ensuring that not all Board members retire at the same time as per Article 24(9). This will be augmented by maintenance of proper documentation and a method for knowledge transfer, including the gradual setting up of a functional secretariat.
- (3) The term of office for each of the officer bearers shall be three (3) years except for the transitional period of this constitution in article 23(5) and (6). All office bearers will serve one full term renewable once in accordance with the provisions of Article 35 below.

Thereafter the office-bearer shall not be eligible for re-election as an official for a period of 3 years.

- (4) At the first AGM at which elections are held, six (6) of the offices shall become vacant, they shall be the Chairperson, Vice Chairperson, Secretary, Treasurer, YEE Representative and Non-State Actors' Representative. The six shall be subjected to the first elections under this constitution. The ex-official, one other Board representative as in article 23(6) and government representative shall be retained for continuity. For the former this will only apply for the first Board term of this constitution after which the rotational formula in article 23(7) will ensure continuity.
- (5) At the third AGM of this constitution, three (3) Board members (Vice-Chairperson, Secretary and YEE Representative) will serve a 2-year term. Thereafter, their positions shall be subjected to elections to pave way for a smooth Board continuity rotational formula. This means the three will serve a 2-year term and not 3-year for continuity after which the system would regulate itself.
- (6) The four (4) other positions (Chairperson, Vice Secretary, Treasurer, and Non-State Actors' Representative) will serve a full 3-year term. After that, the Board continuity momentum will set in motion. Thereafter every 2 and/or 3 years there will be an election for respective office bearers serving their full 3-year term.
- (7) The terms and periodicity for an existing electoral committee shall take into account the annual transitional/rotational Board member position dynamics that are set out elsewhere in this constitution. This to be clearly spelt out in the by-laws.
- (8) As outlined in 67, the standard two-third quorum threshold applies in all matters to constitute a quorum for the transaction of the business of a general meeting, except in the initial year of this constitution as the Society matures and article 12 (a) of this constitution is enforced.
- (9) The first Board of this constitution shall endeavour to operationalize article 39 on Secretariat within the first year. The Secretariat will evolve gradually as the financial capacity of the Society permits. Provisionally, the Society's secretariat operations and project implementation will be supported by the Board's voluntary support complimented by an administrative assistant and the general membership.

- (10) The first Board of this constitution shall operationalize the Advisory Council Composition in line with article 44 within 6 months and thereafter its mandate commences.
- (11) The first Board of this constitution shall endeavour to identify Regional/County Chapters and Coordinator(s) in line with Article 3(1) of this constitution. Based on prevailing context, this may initially be led by an elected or appointed coordinator.
- (12) Upon ratification of this constitution, the Board shall screen all existing membership lists/database i.e. of paid up and non-paid up within 90 days to ensure they are in good standing.
- (13) Membership Numbers/Cards shall be operationalised ASAP as current voluntary Board operational capacities permit.
- (14) Future Boards shall endeavor, as the Society's capacities and development partner support, permit to organize a biannual conference.

SCHEDULE 1

FORM 2A

NOTICE OF ELECTION

NOTICE IS HEREBY GIVEN that pursuant to the provisions of articles 23 and 81 of the Constitution, that an election for chairperson and new members to the Board shall be held on.....

The election shall be in respect of-

- (a) the chairperson to the Board; and
- (b) Members to the Board.

Dated this.....day of.....(20...)

Signed.....

Electoral Committee Chair.

FORM 2B

APPLICATION FOR NOMINATION TO CONTEST ELECTION AS
CHAIRPERSON/MEMBER TO THE BOARD.

PART I

PERSONAL DETAILS:

1. Full Name of Applicant (Nominee).....
2. National ID/Passport No.....
3. Current Address.....
4. Telephone..... Mobile.....
5. Fax No.....E-Mail.....
6. Membership Registration Number.....
7. Category of Membership.....
8. Post applied for.....

PART II

DECLARATION BY APPLICANT

I, (Full Name).....

DECLARE that:

- (a) I am eighteen years and above.
- (b) I am to the best of my knowledge in sound physical and mental health to be able to carry out the responsibilities required of me by the profession.
- (c) I have not impersonated anybody on any issue concerning the profession or otherwise.
- (d) I have not altered or falsified any document(s) relating to the profession or otherwise.
- (e) I am of good professional/ethical standing as required by the Professional Code of Conduct and Ethics.
- (f) I am free from any criminal record(s) related to the profession or otherwise.
- (g) I will, at all times in the practice of my profession observe and strictly maintain adherence to the provisions and requirements of the Professional Code of Conduct and Ethics.
- (h) The facts deponed herein are true to the best of my knowledge.

AFFIRMED.....) this.....day of..... 20.....)

FORM 2C

PART I

LIST OF PROPOSERS, SECONDEES AND ENDORSERS

I, the undersigned, being members of the ESK professionals

() [*Tick whichever is applicable*] hereby nominate

MR/MRS/MISS/DR/PROF.....who is a registered member
registration No.....

Where he/she is engaged in.....

- () Private Practice.
- () Government employment.
- () Parastatal employment
- () NGO
- () Other employment {*please specify*}.

NAMES OF PROPOSERS/SECONDEES/ENDORSERS

Full Name Address Proposer/Secunder/Endorser (Tick as Appropriate)

.....

Membership Reg. No.

Date.....

FOR OFFICIAL USE:

Accepted/ Rejected.....

Reasons.....

Signature/Seal of Returning Officer.Date.....

FORM 2D

PROTOTYPE VOTING PAPERS

VOTING PAPER 2

Election of Member to the Board

Elector's Mark X Nominated candidate's name

NB: These voting papers must be returned so as to be received by the Elections Board
on.....