

**CONSTITUTION  
OF  
YOUTH SPORTS DEVELOPMENT ALLIANCE OF KENYA**

**1.0 PART 1. NAME**

**1.1 ARTICLE 1-NAME**

The name of the Organization shall be YOUTH SPORTS AND DEVELOPMENT ALLIANCE OF KENYA (YSDAK)

**2.0 PART II OBJECTIVES**

**2.1 ARTICLES II: MAIN OBJECTIVE**

To improve the quality of life of children and young people by engaging in interventions and promoting attitudes and skills which ensure the full realization of their potential.

**2.2 ARTICLE III- SPECIFIC OBJECTIVES**

1. To promote the holistic development and survival of children
2. To enhance ability of children and youths to exploit their individual talent and potential
3. To promote behavioral and attitudinal change towards HIV/AIDS and drug abuse
4. To promote culture of honesty, volunteerism, hard work and productivity among children and youths
5. To raise , mobilize and disburse funds and other resources for the promotion of children and youth through the organization
6. To acquire any moveable or immovable property and any buildings or things whatsoever and sell, dispose of mortgage, lease or otherwise deal with all or any part of the property or rights of the organization
7. To apply to any governments or authority, public bodies, corporations, companies or persons for and accept grants or gifts of money and of any moveable or immovable property, donations,

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gifts subscriptions and any other assistance with a view to promoting the objects of the organization and, in taking of any gift or property to take the same subject to any special trust which may be prescribed by the donor thereof;

8. To establish an endowment fund to receive grants, donations, gifts and other assistance in any form whatsoever from Kenya or any other source for any one or more of the objects of the organization and to establish non-profit making foundations in any country or countries for the purpose of receiving donations from private and corporate persons and for channeling the same to the organization's development operations
9. To draw, execute or otherwise deal with negotiable or transferable instruments
10. To do all such things as are incidental or conducive to the attainment of any of the above objects
11. To invest the money in the organization not immediately required in any one or more of the modes of investment of trust monies or in such other manner as the Board of the organization may from time to time determine provided that the outcome of such investments shall be generated back to the organization to achieve its objectives

### **3.0 PART III - MEMBERSHIP AND GOVERNANCE**

#### **3.1 ARTICLE IV - MEMBERSHIP**

The subscribers to this constitution and such other persons or organisations as the Board of Directors of the organisation may from time to time admit to membership, the membership not being less than three (3) persons and not more than five (5) persons shall be members of the organization, provided that a member shall cease to be a member if:

- (i) He/she gives one month's notice in writing to the Board of his/her intention to resign from membership. Upon the expiry of such notice he/she shall cease to be a member but his liability to contribute to the funds of the organisation in the event of it being

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wound up or dissolved shall continue for, one year from the expiry of such notice.

- (ii) If he/she is removed from membership by the vote of not less than two-thirds of the members of the organisation at an Extraordinary General Meeting of the organisation specially convened and at which he has been given a reasonable opportunity of attending and being heard.

### **3.2 ARTICLE V - NUMBER OF THE BOARD MEMBERS**

The Board shall consist of five members until otherwise varied by a special resolution passed at General meeting. The Board will consist of the honorary posts of Chairman, Secretary and Treasurer provided that the Chief Executive may serve as the Secretary, and even where the Chief Executive shall not be the Secretary, he shall be a member of the Board ex-officio. The Board shall be the policy-making organ of the organization. The minimum number of the Board members shall be 3 while the maximum number shall be 5.

### **3.3 ARTICLE VI - THE MANAGEMENT STRUCTURE**

There shall be the office of the Chief Executive who shall be the head of the Secretariat.

The day-to-day affairs of the organization shall be managed by the Chief Executive who shall be in charge of the organization's affairs. The Management may pay all expenses incurred in setting up and registering the organisation and may exercise such powers of the organisation as are required by the constitution to be exercised to achieve the objectives of the organisation. No regulations made by the organisation in a General Meeting shall invalidate any prior act of the management, which would have been valid, if such regulations had not been made.

The Chief Executive shall be responsible to the General Meeting and the Board of Directors. He shall be an employee of the organization and his office shall fall under the Secretariat whose terms of service shall be determined by the Board. He shall interalia;

- a) Represent and act on behalf of the organization generally
- b) Do all such acts as may be necessary for the efficient running of the organization's affairs

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- c) Keep a complete , and up-to date record of the organization's affairs

### **3.4 ARTICLE VII - FIRST APPOINTMENT TO THE BOARD**

The first members of the Board shall be appointed in writing by the subscriber to this constitution and shall include 3 persons who shall act respectively as the Chairman, Secretary and Treasurer of the organization. This will remain so for three years until the conclusion of the third annual General Meeting when a substantive Board shall be appointed to serve for a period of 3 years, provided that a member of the board shall be a member of the organisation.

### **3.5 ARTICLE VIII- OTHER APPOINTMENTS TO THE BOARD**

The Board may from time to time and at any time appoint any member of the organisation, in case of a vacancy, or by way of addition to the Board, provided that the prescribed maximum is not thereby exceeded. Provided also that the proposal to appoint any new member of the Board under this section shall be out in a formal resolution forming part of the notice convening the Board meeting.

### **3.6 ARTICLE IX - ALTERNATES**

Any member of the Board may appoint another member to be his alternate to act in his place at any meetings of the Board at which he is unable to be present. Such appointees shall be entitled to exercise all the rights and powers of a member of the Board and where they are members of the Board, shall have a separate vote on behalf of the appointers in addition to their own votes.

A member of the Board may, at any time, revoke the appointment of an alternate appointed by him. The appointment of an alternate shall be revoked ipso facto if his appointer ceases to be a member of the Board. Every appointment and revocation under this paragraph shall be effected by notice in writing under the hand of the appointer served on the organisation and such alternate.

### **3.7 ARTICLE X - OFFICE BEARERS**

The organization shall at the Annual General Meeting elect from its members its Chairman, Secretary and Treasurer. The above officials shall hold office for a period of 3 years until the next Annual General Meeting following the expiry of their term when they shall retire but shall be eligible for re-election. If the Chairman, during his term of offices, should cease to be a member of the organization, resign from office or

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die, the Directors shall elect one of their members to hold office until the next Annual General Meeting when a new Chairman shall be elected. The same procedure shall apply to the Secretary and Treasurer

- (i) The above officials shall hold office for a period of three years but when they shall retire they shall be eligible for re-election. If any of the office bearers during their term of office should cease to be a member of the organisation, resign from office or die, the directors shall elect one of their members to hold office until the next Annual General meeting when a new officer shall be elected.

### **3.8 ARTICLE XI - DUTIES OF THE OFFICE BEARERS / OFFICIALS**

**The Chairman** unless prevented by illness or other sufficient cause, shall preside over all the meetings of the Board and all General Meetings. He shall provide general policy guidelines related to the affairs of the organisation as expressly provided in the constitution, and may co-opt any person to advise the Board in any capacity. In his absence the members shall select one of their members to chair the meeting.

#### **The Secretary;**

Shall be responsible to the General Meeting and the Board of Directors and shall be the principle co-coordinator of the affairs and activities of the Organisation whether legal or social and shall be the organisation's spokesman and shall as much as possible foster the image of the organisation in liasing with others with similar objectives. He shall also do all such acts as are necessary for the efficient and effective running of the organizations affairs. The Secretary will interalia:

- a) Keep minutes of the meetings of the Board of Directors and the General Meetings
- b) Carry out all correspondences and publicity on behalf of the organization
- c) Arrange for all meetings of the organization on instructions of the Board of Directors, in
- d) Special circumstances on behalf of the General Meeting.

**The Treasurer** shall in general ensure that proper accounting procedures are adhered to and shall keep on a proper accounting basis all the financial records of the organisation. He shall / will also open a bank account on the advice of the Board and ensure that all drawings from the account are counter signed as set out in a Board resolution. He

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shall / will also provide reports on the financial statement of the organisation and audited accounts to the Annual General Meeting.

**3.9 ARTICLE XII - REMOVAL OF BOARD MEMBERS OTHER THAN THE OFFICIALS**

The Board may by resolution remove any member of the Board from office, but if such member shall be aggrieved at his removal he may appeal to the General Meeting to be called for this purpose. In the meantime, he shall cease to act as a member of the Board and to hold any other office of the organisation, and members for the time being of the Board may act notwithstanding any vacancy in their body. Provided always that the members of the Board shall not at any time be reduced in number to less than the minimum number prescribed by this constitution. That number shall be quorum for the purpose of filling up vacancies in their body and of summoning a General Meeting, but not for any other purpose. Provided also that the Board may co-opt any person to advise the Board in any capacity, which the Board shall think, fit.

**4.0 PART IV - MEETINGS AND QUORUMS**

**4.1 ARTICLE XIII - PROCEEDINGS OF THE BOARD**

The Board may meet for dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. The quorum necessary for the transaction of business shall be not less than half the number of members of the Board for the time being.

Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the Chairman shall have a casting or second vote.

**4.2 ARTICLE XV - CALLING OF MEETINGS**

**(a) NORMAL MEETINGS**

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

**(b) REQUISITIONED MEETINGS**

A member of the Board may, and on request of at least two (2) members of the Board, the Secretary shall, at any time, summon a meeting of the

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Board by at least twenty - one days of notice served upon the several members of the Board, with an indication of the proposed agenda.

#### **4.3 ARTICLE XIV - FORMATION OF COMMITTEES**

1. The Board may delegate any of their powers to Committees consisting of such members of the Board as they think fit and any committee so formed shall in the exercise of the power so delegated conform to any regulations prescribed by the Board. The provisions of this constitution for the time being regulating the meetings shall govern the meetings and proceedings of any such committees and proceedings of the Board so far as the same shall not be superseded by any rules made by the Board.
2. All acts bona-fide done by any meeting of the Board or of any Committee of the Board or any person acting as a member of the Board, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
3. A resolution in writing signed by not less than four-fifths of the members for the time being of the Board or of any Committee of the Board who are duly entitled to receive notice of a meeting of the Board or such committees shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

#### **4.4 ARTICLE XVI - DISQUALIFICATION OF MEMBERS OF THE BOARD**

The office of a Board Member shall be vacated if: -

- (a) A receiving order is made against him/her or he/she makes an arrangement or composition with his creditors.
- (b) He/She becomes of unsound mind.
- (c) He fails to attend the meetings of the Board for a period of six months, except by special leave of the Board.
- (d) By notice in writing to the organisation he/she resigns his/her office.

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- (e) He/She is removed from office by a resolution duly passed under this constitution
- (f) He/She is removed from membership of the organisation pursuant to a resolution of the organisation.

#### **4.5 ARTICLE XVII - GENERAL MEETINGS**

The organisation shall in each year hold a General Meeting as the Annual General Meeting in addition to any other meetings in that year, and shall specify the meetings as such in the notice calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the organisation and that of the next. The Annual General Meeting shall be held at such time and place, as the Board shall appoint.

Annual General Meetings shall be called Ordinary General Meeting and all other General Meetings shall be called Extra-Ordinary General Meetings.

#### **4.6 ARTICLE XVIII - MANNER OF CONVENING EXTRA-ORDINARY GENERAL MEETINGS**

The Board may, whenever it thinks fit, convene an Extraordinary General Meeting.

The Board shall also on the requisition of not less than one-third of the members of the organisation, proceed to convene an Extraordinary General Meeting. Provided that the requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office.

#### **4.7 ARTICLE XIX - NOTICE OF GENERAL MEETINGS**

Twenty-one (21) days' notice at least (exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting of the organisation, shall notwithstanding that it is called by shorter notice than that specified in the constitution, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote. Provided also that the accidental omission to give notice to or the non-receipt of notice of a meeting by any person entitled to receive such notice shall not invalidate the proceedings of that meeting.

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#### **4.8 ARTICLE XX - PROCEEDINGS AT GENERAL MEETINGS**

All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Ordinary Meeting with the exception of the consideration of the accounts and balance sheets, the reports of the Board and Auditors, the appointment of Auditors and the fixing of the remuneration of Auditors.

Provided that proxy shall transact no business at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business members present in person or shall constitute a quorum.

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved, and in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall then be dissolved.

The Chairperson of any meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjournment meeting other than the business left unfinished. When such adjournment extends to more than 30 days since the original scheduled date of the meeting, notice of the adjournment meeting shall be given as in the case of an original meeting.

#### **4.9 ARTICLE XXI - VOTING AT GENERAL MEETINGS**

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

On a poll, votes may be given personally or by proxy, provided that the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or if an appointer is a corporation either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the organisation provided that no person shall be entitled to be appointed a proxy of more than two absent members.

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The instrument appointing a proxy and the power of the attorney or other authority, if any, or a notarially certified copy of that power or authority shall be deposited at the office or at such other place convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for taking the poll, and in default the instrument of the proxy shall not be treated as valid after the expiry of twelve months from the date of its execution.

At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members. Unless a poll is so demanded a declaration by the Chairperson that a resolution has, on a show of hands, been carried, shall be conclusive evidence of fact without proof of the number of proportion of the vote recorded in favor of or against such a resolution. A demand for a poll may be withdrawn.

A poll demanded on the election of a Chairperson, or on the question of adjournment, shall be taken forthwith. A poll demanded on any other questions should be taken at such time as the Chairperson of the meeting directs and any business other than upon which a poll has been demanded may be continued with pending the taking of the poll.

In case of an equality of votes, whether on a show of hands or on a poll the Chairperson of the meeting at which the show of hands takes place or at which a poll is demanded shall be entitled to a second or casting vote.

#### **4.10 ARTICLE XXII - CORPORATIONS OR ASSOCIATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

Any corporation or association which is a member may, by resolution of its Director or other governing body or by notification in writing under the hand of some officer of such corporation as may be duly authorized in that behalf, authorize such person as it thinks fit to act as its representative at any meeting of the organisation, and the persons so authorized shall be entitled to exercise the same power as that corporation or association could exercise if it were an individual member of the organisation. However, this will be subject to the approval of the Board of the organisation.

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## **5.0 PART V - FUNDS AND RESOURCE UTILIZATION**

### **5.1 ARTICLE XXIII - APPLICATION OF FUNDS AND ASSETS**

The funds and assets of the organisation shall be applied solely, towards the promotion of the objects of the organisation as set forth in this constitution. PROVIDED THAT, nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration of any officer or servant of the organisation or any member of the organisation, in return for any services actually rendered to the organisation or prevent the payment of interest at a rate not exceeding current bank rates or money lent or reasonable and proper rent for premises demised or let by any member of the organisation.

All expenditure must be put down and approved by the Board or 4 out of 5 members of the Board, through quotation and proper assessment of the same.

The funds of the organization shall be applied solely towards the promotion of the objectives as set in the constitution, no portion shall be transferred to personal use except remuneration's which are lied down by the Board and should be put in writing and open to any scrutiny which may deem necessary.

Any member of the Board, who may be found that his or her intentions are not for the promotion of the organization, but self-interest, shall be discussed and could be asked to resign by a resolution of 4 out of 5 members of the Board.

### **5.2 ARTICLE XXIV - DISCLOSURE OF INTEREST IN CONTRACTS**

A member of the Board who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the organisation shall disclose the nature of his interest at a meeting of the Board at which the question of entering into the contract is taken into consideration. A member of the Board shall not vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall not be counted.

### **5.3 ARTICLE XXV - DISPOSAL OF RESIDUAL ASSETS ON WINDING UP OR DISSOLUTION**

If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities, any property

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whatsoever, the same shall not be paid to or distributed amongst the members of the organisation, but shall be given or transferred to some other institution(s) having objects similar to the objects of the organisation, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the organisation.

PROVIDED THAT such institution(s) is/are to be determined by the members of the organisation at or before the time of dissolution, and in default thereof, by a judge of the High Court of Kenya, and if and so far as effect cannot be given to the aforesaid provisions, then to some other charitable object.

#### **5.4 ARTICLE XXVI - INDEMNITY OF BOARD MEMBERS**

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

#### **5.5 ARTICLE XXVII - MEMBERS' CONTRIBUTION TO ASSETS ON WINDING UP**

Every member of the organisation undertakes to contribute to the assets of the organisation in the event of it being dissolved or wound up while he is a member, or within one year of his ceasing to be a member, for payment of the debts and liabilities of the organisation contracted before he ceases to be a member, and the cost, charges and expenses of dissolution and for the adjustment of the rights of the contributors amongst themselves.

#### **5.6 ARTICLE XXVIII - ACCOUNTS**

It shall be the work of the Treasurer to cause the accounts to be kept and in particular as regards: -

- (a) The sums of money received and expended by the organisation and the matters in respect of which such receipts and expenditure takes place.

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(b) The assets and liabilities of the organisation.

The books of accounts shall be kept at the office or at such other place or places as the Board thinks fit. This shall always remain open to the inspection of the members of the Board during business hours.

At the Annual General Meeting in every year, the Treasurer shall lay before the members present a proper income and expenditure account for the period since the last preceding account up to a date more than nine (9) months before such meeting.

A proper Balance Sheet as at the date on which the income expenditure account is made up shall be prepared every year, and laid before the members present at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors.

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

#### **5.7 ARTICLE XXIX - AUDITORS**

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

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

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

The Auditors shall make a report to the members of the accounts examined by them and on every Balance Sheet laid before the organisation at its Annual General Meeting during their tenure of office, and the report shall state:

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- (i) Whether or not they have obtained all the information and explanations they have required; and
- (ii) Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the organisation.

#### **5.8 ARTICLE XXX: ARBITRATION CLAUSE**

Save where by this Constitution the decision of the Board is made final if at any time hereafter any dispute, difference or question arises between the Founders, Members, Trustees(if any) or other persons or their personal representatives or any of them respectively touching the construction, meaning or effect of this Constitution or any cause or thing therein contained or the rights or liabilities of the said parties respectively or any of them under this constitution or otherwise, howsoever in relation to the Constitution then every such dispute or question shall be referred to arbitration by a single arbitrator appointed by agreement between the parties and in default of such agreement by the Chairman for the time being of the Chartered Institute of Arbitrators (Kenya Branch) in accordance with and subject to the provisions of the Arbitration Act (Chapter 49) of the Laws of Kenya or any statutory modification or re-enactment thereof for the time being in force.

#### **5.9 ARTICLE XXX - INSPECTION OF BOOKS OF ACCOUNTS AND LIST OF BOARD MEMBERS**

The books of accounts and all documents relating thereto and list of members of the organisation shall be available for inspection by any member of the organisation on giving not less than seven days (7) notice in writing to the organisation, provided that the books of accounts and all documents relating thereto and list of members shall always be open for inspection by members of the board during business hours.

#### **5.10 ARTICLE XXXI - FINANCIAL YEAR**

The financial year of the organisation shall be from January to December of every year or at such other time as the Board may from time to time determine.

#### **6.0 PART VI - AMENDMENTS TO THE CONSTITUTION**

##### **6.1 ARTICLE XXXII - AMENDMENTS**

Subject to the provisions of Regulation 21(1) of the NGOs Regulations, the organisation may by Special Resolution pass, modify or repeal this

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constitution or adopt a new constitution or change the name of the organization, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibitions contained in this constitution against distribution of income, property and assets of the organisation to the members.

**7.0 PART VII - DISSOLUTION AND DISPOSAL OF PROPERTY**

**7.1 ARTICLE XXXIII - DISSOLUTION**

The organisation shall not be dissolved or wound up except by a resolution passed at a general meeting of the members by a vote of two-thirds of the members present. The quorum at the meeting shall be fifty per cent of all the members of the organisation

If no quorum is obtained, the proposal to dissolve or wind up the organisation shall be submitted to a further general meeting, which shall be held one month later. Notice of this meeting shall be given to all members of the organisation at least fourteen (14) days before the date of the meeting. The quorum for this second meeting shall be the number of members present.

7.2 The organization shall not dissolve itself without prior consent in writing from the Non-Governmental Organisations Co-ordination Board, obtained upon a written application and addressed to the Executive Director of the Non-Governmental Organizations Coordination Board and signed by three of the officials of the organisation.

Upon dissolution of the organisation, its remaining assets shall be distributed to another organization(s) with similar objectives.

**ACCEPTANCE.**

We the undersigned Board members of this organization named herein do accept and adopt these by-laws for and on behalf of the organization.

Chairperson Amritana Annet Kitana Signature Amritana date 25/7/09

Secretary Gerald Omollo Signature Gerald Omollo Date 25.07.2009

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