



KAKEHASHI AFRICA.



PARTNERSHIP. INTEGRITY. ACCOUNTABILITY.

# **THE DRAFT CONSTITUTION OF KAKEHASHI AFRICA**

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## ABBREVIATIONS

|                |   |   |
|----------------|---|---|
| AGM            | - | Annual General Meeting                          |
| KA             | - | Takehashi Africa                                |
| JICA           | - | Japan International Cooperation Agency          |
| ABE Initiative | - | African Business Education Initiative for Youth |
| COO            | - | Chief Operations Officer                        |

## DEFINITION OF TERMS

**Spoilt Votes** - Shall stand for that which is obliterated, or damaged or ambiguous or illegible and it cannot be deciphered which candidate for whom it was cast.

**Year** - This will refer to an organisational year, beginning, April to March of the next year.

## PREAMBLE

We, members of Takehashi Africa, having appreciated the role played by Japan in shaping our current academic and leadership status, and in consciousness of the need to forge and foster the bonds of business relationships and having desired to further contribute in various aspects to the continued relationship between Japan and Africa, herein resolve to form this organisation.

We recognise and acknowledge this organisation as the official representative of the participants of ABE Initiative Program and we empower it to be our voice and continued link in business between Japan and Africa.

## CHAPTER 1: GENERAL PROVISIONS

### ARTICLE 1: NAME

The name of the organisation shall be Kakehashi Africa, herein referred to as “the organisation”.

The organisation is set up on the act of the General Incorporated Associations in Japan.

### ARTICLE 2: MISSION

- 1) The mission of the organisation is to be a bridge for sustainable development through business partnership and network between Japan and Africa.
- 2) The organisation shall not be used for any political, religious or personal profit making activities.

### ARTICLE 3: OBJECTIVES

- 1) Our goal is to be a leading instrument for development of partnerships between Africa and Japan through business diplomacy. We want to build robust business partnerships based on our core values and principles.
- 2) Our goal is aligned with the **AU Agenda 2063** and the **Nairobi Declaration** of the 2016 TICAD VI summit held in Nairobi, Kenya.
- 3) Our strategic objectives include:
  - I. To promote business partnerships between Japan enterprises and African businesses through our members and their business affiliations.
  - II. To market existing business opportunities in Africa to Japanese enterprises.
  - III. To provide reliable data to businesses that have an interest in entering the vast African market.
  - IV. To offer a platform through which potential investors and stakeholders can obtain reliable information on their market interests.
  - V. To create and manage a registry of African and Japanese businesses, their industries of influence, strengths, challenges and interests.
  - VI. To promote a culture of entrepreneurship among young Africans through

- investment training seminars, business workshops and expert conferences.
- VII. To organise successful innovation exhibitions for younger entrepreneurs in search of potential investors.
- VIII. To form Chapters of the organisation within and outside Japan to reach out to all the members.
- IX. The organisation shall not aim at gaining economic profit.

#### **ARTICLE 4: POWERS AND FUNCTIONS OF THE ORGANISATION**

In pursuance of its objectives and for enhanced performance of its functions under this constitution, the organisation shall have powers to:

- a) Enhance the image of the organisation both inside and outside of Africa as an important stakeholder and asset in realisation of proper Japan- Africa business relations.
- b) Foster loyalty to and pride in the organisation through effective communication and the interactions of members.
- c) Participate in any other worthwhile regional and international development activities that will identify the organisation as a key player in Japan- Africa relations.
- d) Engage in any activity or undertaking for the purpose of mobilising or generating financial and other material resources to be applied exclusively to the fulfillment of the objectives of the organisation as set out in this constitution.
- e) Solicit donations, gifts and other forms of material aid acceptable to the organisation for meeting the financial requirements and other needs of the organisation in furtherance of its objectives.
- f) Make the constitution, Laws, By- Laws and Rules prescribing the governance of the organisation.
- g) Make rules prescribing:
  - i. The rates and modes of payment by individual or business members which shall apply from time to time in respect of membership fees, subscription fees, and other contributions/ donations toward the funds of the organisation.

- ii. The circumstances in which, and the conditions upon which membership of the organisation may or shall be suspended or terminated.
- iii. Such other conditions relating to membership as may be necessary or desirable to ensure the integrity, independence, honour and dignity of the organisation as well as efficacy in its operations.
- iv. How to exercise any other power, perform any other function or do any other activity that may lawfully be so exercised, performed or done by the organisation for carrying out, or giving effect to, the purpose for which the organisation is established; for as long as such an activity does not contravene local and international laws on business operations.
- j) How to appoint and/or elect from among its members, an Executive Management consisting of the President, Director of Finance, COO and any other appointed and/ or elected representative or office holder as described by this constitution.
- k) In furtherance of the above functions, the organisation may cooperate with individuals, institutions and organisations, which share in its goals and objectives.

## **CHAPTER 2: MEMBERSHIP**

### **ARTICLE 5: QUALIFICATION FOR MEMBERSHIP**

- 1) Membership of the organisation shall be open to any person who by law qualifies to be party to a contract and ascribes to the by-laws of the organisation as provided here under.
  - (i) Is a current or previous beneficiary of ABE Initiative who has paid fees prescribed by the organisation.
  - (ii) Is a Japanese enterprise incorporated or registered in Japan or African enterprise incorporated or registered in their respective countries in Africa that have agreed to abide by the statutes and laws of the organisation, and has paid subscription fees as prescribed by the organisation.
  - (iii) Is honorary member of the organisation who chooses to contribute to the activities of the organisation.
  - (iv) Other forms of membership as prescribed by the Executive Management under the counsel and approval of the Advisory Board upon validation by the general assembly.



2) For the purpose of this constitution the members of the organisation shall be:

**Section 1: Ordinary Members**

- i. All current and previous beneficiaries of ABE Initiative who have paid the prescribed fee by the organisation.
- ii. Such other persons or classes of persons as may be determined by the organisation and designated for membership by ordinance.

**Section 2: Partner Members**

- (i) African enterprises in partnership with the organisation.
- (ii) Japanese enterprises in partnership or some form of business arrangement with the organisation.
- (iii) Other associations or organisations that share in the goals and objectives of the organisation or intend to become a part of the organisation under certain agreements or memoranda.

**Section 3: Honorary Members**

Honorary members shall not be obliged to pay the membership fee.

- i. Any person who has contributed towards the activities of the organisation through resources or other means agreeable by the organisation. The board shall approve honorary membership as nominated and vetted by the Executive Management.

**Section 4: Life Members**

The members who satisfy the requirements envisaged in sections 1, 2 and 3 of this article shall be eligible for life membership upon payment of a life membership fee prescribed by the Executive Management and approved by the Advisory Board.

**ARTICLE 6: TERMINATION OF MEMBERSHIP**

## **Section 1: Voluntary termination of membership**

- 1) Any member desiring to resign from the organisation shall submit his/her resignation to the Regional or Chapter Coordinator, which shall take effect from the date of receipt by the organisation of such notice.
- 2) The Regional or Chapter Coordinator shall acknowledge the notice in writing and report to the Executive Management within seven days from the day of receipt of such notice.

## **Section 2: Compulsory Termination of Membership**

- 1) Any member may be expelled from membership if the Executive Management so recommends and if a General Meeting of the organisation shall resolve by a two-thirds majority of the members present that such a member should be expelled on the grounds that his/her conduct has adversely affected the reputation or dignity of the organisation or that he/she has contravened any of the laws or by-laws of the organisation.
- 2) The Executive Management shall have the power to suspend a member from his/ her membership upon gathering proper evidence to make case for withdrawal.

## **Section 3: Implied termination of Membership**

- 1) Any member who shall fall into arrears with his/her annual subscriptions:
  - a. After one year shall receive a notice of such arrears and the need to clear them with the organisation.
  - b. After two consecutive years shall lose their voice for contributions in the affairs of the organization.
  - c. After three or more years shall automatically cease to be a member of the organisation and his/her name shall be struck off the register of members.
  - d. The organisation may however at its discretion reinstate such a member on

payment of the total outstanding amount plus penalties (if any).

- 2) Any person who resigns and/ or is removed from membership shall not be entitled to a refund of his subscription or any part thereof or any moneys contributed by him/her at any time to the organisation.

## CHAPTER 3: GOVERNANCE AND MANAGEMENT

- a) Kakehashi Africa shall be governed through the following entities:
  - 1) Advisory Board
  - 2) Executive Management.
  - 3) Devolved Committees

### Section 1: Advisory Board

This constitution recognises the establishment of an Advisory Board which shall be herein referred to as ***the board***.

#### 1) Members of the board

Kakehashi Africa Advisory Board is one of the organs setup to enhance relations with the members and business partners. The board shall have the following membership structure:

- i. The board shall have a maximum of 9 members drawn from experts, technocrats, educationists, and private Japanese and African enterprises.
- ii. A Chairperson elected by members of the board by a method of their own determination.
- iii. A Vice- Chairperson who shall be the runner-up in the election of the chairperson of the board.
- iv. President of Kakehashi Africa or in his/ her absence, any other representative appointed by the Chairperson of the board, will be an ex-officio member and shall serve as the **Secretary to the Board**.
- v. Advisory Board shall meet at least twice in a year.

## **2) Role of the Advisory Board shall be:**

The Advisory Board shall not be directly involved in the management of Kakehashi Africa and has members from Japan and across the continent of Africa.

The role of the board shall be:

- 1) To offer professional counsel to the Executive Management
- 2) To provide directions and management consultancy to the Executive Management
- 3) To engage and participate in organisational activities
- 4) Monitor the affairs of the organisation including monitoring Executive Management activities
- 5) To order for and review Audit of activities of the organisation
- 6) To provide conflict management and resolution strategies for the organisation.

## **Section 2: The Executive Management**

- 1) The Executive Management is the top management and shall be involved in the daily operations of the organisation.
- 2) The Executive Management is composed of the Strategy Division and Departmental Heads.
- 3) The Executive Management is headed by the President of the organisation who is also a member of the Strategy Division.
- 4) The organisation's Executive Management has 2 divisions:
  - a) **Strategy Division**
    - 1) The Strategy Division is the top level decision-making organ of the Executive Management.
    - 2) Members of this division act as signatories to the assets, liabilities and resources of the organisation.
    - 3) Decisions made at this level are based on the counsel of the board and information received from the departments.
    - 4) It is made up of the President, Director of Finance and the COO.
    - 5) Members perform roles as described in Article 8 of this constitution.
  - b) **Departments**
    - 1) The Executive Management is also made up of divisions known as

Departments.

- 2) The departments are each headed by a Vice President, appointed by the President in consultation with the board.
- 3) The roles of each department shall be subject to the creation and review by the Executive Management, with the approval of the board, in order to ascertain relevance in support of the goals and objectives of the organisation.

### **Section 3: General Roles of the Executive Management**

The duties and functions of the Executive Management shall include:

- i. Running the affairs of the organisation in line with the statutes, laws and rules laid down by the organisation under this constitution.
- ii. Operationalisation of the organisation including to ensure the smooth operation of structures, policy recommendation and implementation.
- iii. Define structures of the organisation, in consultation with the board, including departments and other project-based structures.
- iv. Appoint or hire and retaining a Legal Officer or legal consultant for the organisation. Such an officer shall only be appointed or hired under the counsel and direction of the board.
- v. Perform other duties assigned by the President.

### **Section 4: Devolved Committees**

#### **1) Chapter Committee**

The Chapters of the organisation shall be headed by a Chairperson, Organising Secretary and 6 ordinary members. Members of the Chapter Committee are nominated and elected by registered members of the organisation.

- a Chapter Coordinator
  - i. The Chapter Coordinator shall be responsible for coordinating and managing the activities at the Chapter level of the organisation.
  - ii. Such roles include engagement of members as well as other duties assigned by the President.
- b Chapter Organising Secretary
  - i The Organising Secretary at the Chapter level shall be responsible for organising

- members and the local community to participate in the organisation's activities.
- ii He/ she shall organise and mobilise members in their Chapter to participate and remain active members.
- iii He/ she shall perform other duties assigned by the Chapter Coordinator.

c Six(6) Ordinary Members

The members of the Chapter committee will be selected by members of that region through an elective process under the guidance of the elected Chapter Coordinator.

**2) Regional/ Country Committee**

Each Chapter is divided into regions or countries for devolved management. The regions or countries shall be managed by a Regional Committee made up of five (5) members from the region within the Chapter (in case of Japan) or country (in case of Chapters in Africa).

The committee shall represent the interests of the organisation at the grassroots level.

The composition of such a committee shall be as described herein:

a. Regional/ Country Manager

- i. Shall be responsible for the activities and affairs of the region or country, in coordination with their Chapter Coordinator and the Secretariat.
- ii. Shall be responsible for members in their region or country.
- iii. Perform other duties assigned by the Chapter Coordinator.

b. Organising Secretary

- i. Shall mobilise members within each region or country to participate in the activities of the organisation.
- ii. Shall perform other duties assigned by the Regional or Country Manager.

c. 3 Ordinary Members

- i. Ordinary Members of the Regional or Country Committee shall ensure that the interests of their members are addressed.

#### **Section 4: Eligibility and Tenure of Office**

To be eligible to hold office in the organisation, a person shall:

- i. Be fully paid-up and an elected member of the organisation as elected at the General Assembly or Special General meeting.
- ii. Not have held office for a period of more than two (2) terms of three (3) years each or such a time as may be determined under this constitution. No officer or elected representative shall hold the same office for more than two (2) terms.

#### **Section 5: Ceasing to be an Office Holder**

- 1) An office holder or representative of the organisation who ceases to be a member of the organisation shall automatically cease to be an office holder.

#### **Section 6: Removal from office**

- 1) Office holders or elected representatives may be removed from office in the same way as is laid down in Article 6 of this constitution.

### **ARTICLE 8: DUTIES OF THE STRATEGY DIVISION**

- 1) The strategy division shall exercise such powers as conferred by this constitution and any other in line with the leadership responsibilities provided for by this constitution on behalf of the organisation.
- 2) The overall duties will include to:
  - i. Set and implement the objectives and running of the activities of the organisation.
  - ii. Hold all the organisations' assets in trust for the members.
  - iii. Consider and approve proposals by the the Executive Management to appoint a committee to perform special tasks.
  - iv. Facilitate the work of the organisation between meetings of the Annual General Meeting (AGM) or General Assembly, and to take such actions and policies as

recommended by the AGM or GA.

- v. Consider the budget of the organisation before it is presented to the AGM
- vi. Appoint external auditors of the organisation in consultation with the board.
- vii. Receive and consider auditor's reports and audited accounts, and financial statements relating to the accounts of the organisation.
- viii. Receive, consider and draft a resolution for any issue or question for determination and in respect of which this constitution makes inadequate or no provision for its resolutions. Such a draft resolution shall be presented for approval to the board, and adopted in an AGM as part of constitutional amendment.
- ix. Make recommendations for the amendment of the constitution.
- x. To ensure all statutory obligations of the organisation are complied with e.g. filing of annual returns.
- xi. Any other duty as may be deemed for the good running of the organisation but not contrary to the local and international statutes including the General Incorporated Associations in Japan Act as well as this constitution.

## **ARTICLE 9: DUTIES OF REPRESENTATIVES**

### **a) President**

- 1) The President is the head of the organisation and the sole custodian of the stakeholders, partners, customers and members. He/ she oversees all the affairs of the organisation including assignment of officers or elected representatives.
- 2) The President as the leader of the organisation:
  - i. Shall, unless prevented by illness or other sufficient cause, preside over Executive Management meetings; special and general meetings.
  - ii. Shall authorise use of the funds of the organisation according to the budget approved by the AGM.



- iii. Shall appoint, in consultation with the board, key offices of the Executive Management including the Director of Finance, Chief Operations Officers and the Vice Presidents in charge of departments.
- iv. Shall take lead supervisory and coordination role of both the Secretariat of the organisation and organisation's Committees.
- v. Shall facilitate the appointment of the relevant committees to carry out effective programmes of the organisation.
- vi. Serve as an ex-officio member of all sub-committees.
- vii. Ensure that the organisation is run efficiently in conformity with the principles set forth in this constitution.
- viii. Shall exercise general supervision over the management of the organisation.
- ix. To act as one of the signatories of the Kakehashi Africa bank account.

**b) Director of Finance**

The Director of Finance:

- i. Shall be responsible for maintaining any and all financial transactions or activities of the organisation.
- ii. Shall maintain all books of accounts and accurate records of all the organisation's transactions.
- iii. To act as the custodian of the inventory of property for the organisation.
- iv. To assist in preparation of the draft annual budget of the organisation for presentation to the Executive Management and the AGM.
- v. To act as one of the signatories of the organisation's bank account.
- vi. Compiles a written financial report to be submitted semi-annually to the entire organisation.
- vii. Coordinates quarterly internal audits
- viii. Coordinates external audits to be held no later than the end of the financial year.
- ix. Shall in general perform all of the duties of Office of Director of Finance and such other duties as may be assigned by the President or the Executive Management.

**c) Chief Operations Officer (COO)**

There will be an office for the COO of the organisation whose duties and functions shall include:

- i. Supervising the daily operations of the organisation.
- ii. Promote social and intellectual interaction of members with and/ or within the organisation.
- iii. Attend all special and regular meetings of the organisation.

**d) Chapter and Regional Coordinators**

- i. Shall co-ordinate and follow up activities in consultation with the Executive Management that would enhance the establishment and growth of the chapters.
- ii. Shall in liaison with the main office, report on the progress of activities of their respective chapters.
- iii. Keep the organisation in contact with the community.
- iv. Organise community related activities.
- v. Perform other activities as may be directed by the committee Chairperson.
- vi. Shall record the minutes of the meetings of the Chapter and all business of the Chapter.
- vii. Shall safely and systematically keep all books and records of accounts of the Chapter.
- viii. Shall maintain an ongoing roster of members, including contact information for each member, the contents of which shall be shared with the main office on a regular basis to ensure that both have an accurate and complete list.

**ARTICLE 10: SECRETARIAT OF THE ORGANISATION**

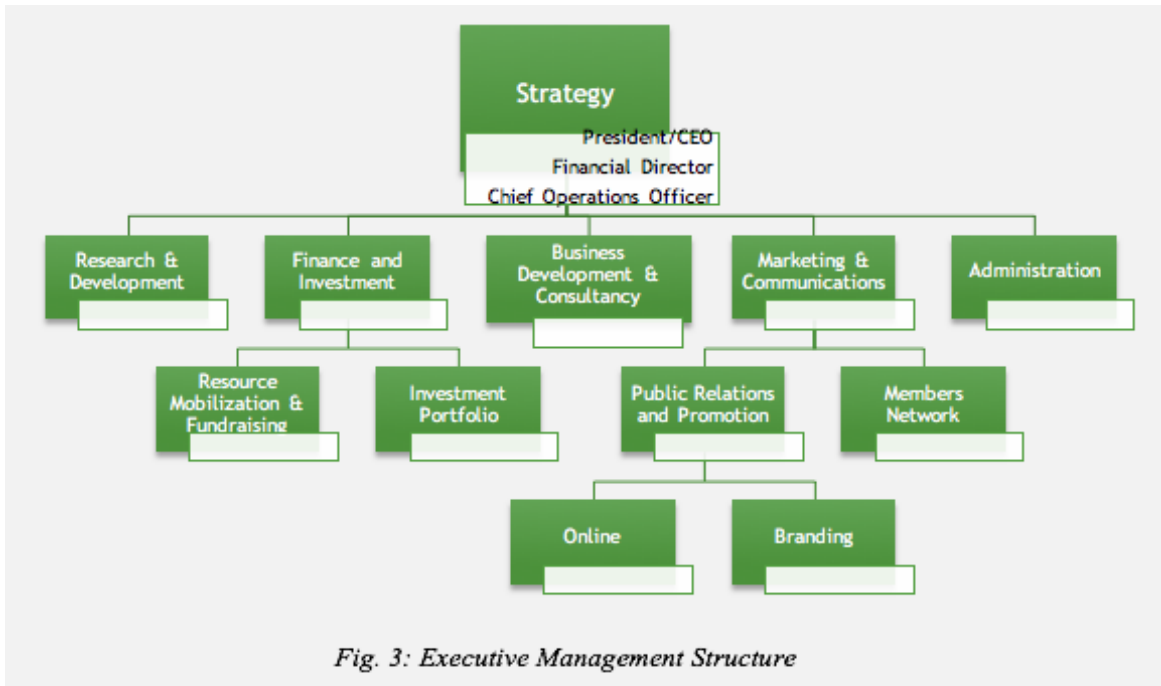
**Section 1: Location of office**

The Secretariat is the seat of power of the organisation. The location of the Secretariat shall be Nairobi, Kenya.

- i. The President shall be in charge of the Secretariat.
- ii. Executive Management will be housed at the Secretariat.
- iii. The duties, functions and roles of the Secretariat shall be defined as by-laws of the

organisation.

## Section 2: Structure of Executive Management



## CHAPTER 4: GENERAL ASSEMBLY

### ARTICLE 11: MEETINGS

#### Section 1: Types of Assembly and meetings

There shall be three types of assemblies and meetings:

**a) General Assembly (GA)**

- 1) The General Assembly shall convene every three years to exercise its duties.
- 2) The convention of the GA shall be organized and managed by the Chairperson of

Electoral Commission.

- 3) The GA shall deliberate on major issues concerning the organisation including progress, finances, conduct, elections, challenges and potential for growth of the organization.
- 4) The GA is a very crucial meeting of the organization.

**b) Annual General Meeting (AGM)**

- 1) The Annual General Meeting shall be convened by the President. The minimum quorum for an AGM shall be more than half of the membership or as determined by the board. Notice in writing of such annual general meeting, accompanied by the annual statement of account and the agenda for the meeting shall be sent to all members not less than two (2) months before the date of the meeting.
- 2) Part of the agenda has to include, whenever applicable, the following:
  - i. Elections of Executive Management members (whenever applicable)
  - ii. Approval of accounts by the internal and external financial auditors of the accounts.
  - iii. Such other matters as the executive management may decide or as to which notice shall have been given by member(s) provided such notice shall reach the President at least four weeks before the date of the AGM.

**c) Special General Meeting**

1. A Special General Meeting shall be called for any specific purpose by the Executive Management.
2. Notices in writing of such meeting shall be sent to all members not less than a month - and where practicable in press advertisement not less than forty (40) days - before the date of such meeting.
3. A Special General Meeting may also be requested for a specific purpose through a signed petition to the President by not less than a third of the members and such

meetings shall be held within 25 days.

4. The meetings of the board are hereby also described as a special general meeting.

**d) The Executive Management Meetings**

1. The Executive Management shall meet at such times and places as it shall resolve but shall meet at least once every three (3) months.
2. Notice and Agenda of such meetings shall be given at least seven (7) days before the date of the meeting.
3. Meetings may be carried out through any platform deemed fit by the President and agreeable by members of the Executive Management. Such platforms may include online forums or chat rooms.

## **CHAPTER 5: ELECTIONS OF REPRESENTATIVES OR OFFICE HOLDERS**

### **ARTICLE 12: ELECTIONS**

The general elections of the Executive Committee shall, in normal circumstances, be held at the General Assembly every three (3) years.

- a) Any ordinary member of the organisation shall be eligible for election to any one of the vacant posts provided one has no arrears.

#### **Section 1: Electoral Commission**

There is an Electoral Commission whose membership will be a Chairperson, Secretary and six (6) ordinary members. In addition to this constitution, the roles and policies guiding the Electoral Process shall be defined as a by-law of the organisation. The members of the Electoral Commission will and must be non-partisan and not vying for any electoral position

within the organisation.

The functions of the Electoral Commission will be;

- i. To prepare nomination papers for the election process and ensure they are accessible by interested members.
- ii. To receive nomination papers of members interested in electoral positions from the Secretariat.
- iii. To convene and manage the affairs of a General Assembly.
- iv. To conduct elections and by-elections of the organisation.
- v. To announce election results
- vi. To hear election disputes
- vii. To prepare electoral voter lists

## **Section 2: Procedure for the elections**

- i. The President of the Executive Management shall supervise the creation of Electoral Commission.
- ii. The members of the Electoral Commission shall be nominated from among the ordinary members and subjected to a vote.
- iii. The successful members of the Electoral Commission shall select and elect from among themselves a chairperson and secretary.
- iv. The Chairperson of the Electoral Commission shall declare all existing electoral offices vacant.
- v. All the elections shall be by secret ballot and by majority vote
- vi. In the event of a tie between candidates the ballot shall be repeated until a candidate receives a simple majority
- vii. The elections shall be organised by a Returning Officer who is the Secretary of the Electoral Commission.
- viii. The nomination papers for any interested candidate must contain the names and signatures of at least a proposer and a seconder who must be current ordinary members of the organisation.
- ix. Each candidate shall collect the nomination papers from the Secretariat on

payment of a non-refundable nomination fee to be decided by the Electoral Commission on or at least seven days before the election date and returned at least two days before the date.

### **Section 3: Tallying of Votes**

a) During the counting of ballots papers:

- i. A spoilt vote shall not be tallied on to any of the candidates
- ii. A candidate may voluntarily be personally present and at no time shall a candidate be barred from witnessing the counting of ballot papers.

### **Section 4: Electoral Malpractices and Disqualification**

a) An election offence shall disqualify a candidate.

b) For purposes of this constitution, an election offence shall include:

- i. Election rigging
- ii. Harassment of voters
- iii. Use of forceful means
- iv. Giving false information
- v. Any other act of omission that defeats the doctrine of free and fair elections.

### **Section 5: Election Results and Dissolution of the Electoral Commission**

- i. The Returning Officer shall prepare and publicise a statement showing persons who have been validly elected.
- ii. Any decision as to what shall be considered as a spoilt vote shall be taken by the Returning Officer whose decision shall be final.
- iii. The Returning Officer shall announce the results of the elections within the very meeting in which the elections were held after counting the ballot papers.
- iv. Upon successful completion of elections and the resolution of any existing petitions, the Chairperson of the Electoral Commission shall swear in the new officials and usher them in as the Executive Management. The Electoral Commission shall then

stand dissolved.

## **ARTICLE 13: REMOVAL FROM OFFICE**

### **Section 1: Removal of Officers from Office**

The following are grounds for removal from office.

- 1) The Executive Management has the right to remove any officer(s) that neglects his/her required duties and/or any officer(s) that promotes behavior that negatively affects Kakehashi Africa's objectives and purpose.
- 2) Any conduct, which would bring ill repute, damage or injury to the stature or reputation of Kakehashi Africa, would serve as grounds for removal.
- 3) An elected officer who misses more than five (5) consecutive meetings of the Executive Management without any proper reason shall be asked to disqualify himself/ herself from office through resignation, pending a new election through a special general meeting or by-election.

### **Section 2: Procedure for removal from office**

The procedure shall be as follows:

- i. Notice in writing must be sent to the elected representative by the Executive Management explaining the reasons for removal and the date he/she must respond in writing within a maximum of 30 days.
- ii. The Executive Management will confirm verbally or electronically that the officer has received notice and remind him or her of the 30-day response requirement.
- iii. The Executive Management will review the response and two-thirds (2/3) vote by the Executive Management will confirm or deny removal. The decision has to be approved by the board and communicated to members in the next AGM or GA.
- iv. Failure to respond to the written notice will result in automatic removal from office.



### **Section 3: Filling of Vacancies**

- i. The Executive Management will reserve the right to appoint an interim officer from among any registered member to hold or handle business related to a vacant position, until a by-election is conducted.
- ii. The by-election must be conducted through a Special General Meeting within ninety (90) days of the seat being vacant.

## **ARTICLE 14: BY-ELECTIONS**

### **Section 1: Reasons for a By-Election**

A by-election shall be conducted:

- i. Where at least two-thirds (2/3) of the fully paid-up members in a General Assembly pass a vote of no confidence in the Executive Management.
- ii. When an elected representative resigns
- iii. Where at least two thirds (2/3) of the members in a Special General Meeting pass a vote of no confidence in the Executive Management
- iv. When an elected representative ceases to hold office due to reasons stated in Article 13.

### **Section 2: Procedure for a By-election**

- i. The Executive Management shall put a notice in writing, through press or other modes of communication of the existing vacant position(s) within 21 days of the vacancy.
- ii. The Electoral Commission that conducted the elections shall convene after the notice of vacancy is made.
- iii. Completely filled nomination forms must be returned to the Electoral Commission within seven (7) days of the notice of vacancy.
- iv. Article 12 Section 2 clause iii to vi shall apply.
- v. Article 12 Section 3 and Section 4 shall apply.

## **CHAPTER 6: RESOURCES AND FINANCES**

### **ARTICLE 15: FINANCE AND INVESTMENTS**

#### **Section 1: Source(s) of Funds:**

- i. Membership fee.
- ii. Subscription fees payable annually.
- iii. Registration fees for participation in events to be determined by the Executive Management from time to time.
- iv. Revenues earned from investments, e.g. publications, journals and any other assets of the organization.
- v. Other sources approved by the board from time to time.

#### **Section 2: Expenditure**

- i. All moneys received for the purpose of Kakehashi Africa must be applied with prudence and stewardship to provide maximum benefit to the organisation.
- ii. The funds of the organisation shall be used only for activities in furtherance of its objectives.
- iii. All transactions exceeding certain amounts as determined by the Executive Management by-laws or financial policies shall not be payable by cash.
- iv. All financial transaction shall be entered into the books of account that shall be availed to the auditor.
- v. No payment shall be made out of the bank account(s) without a resolution of the Strategy Division authorising such payment and all check(s) on such bank account.
- vi. A petty cash account, which shall not exceed the amount decided by the Executive Management shall be maintained by the respective member of the Executive Management or project for disbursement.

- vii. Audited financial reports shall be submitted in writing by the Director of Finance to the Executive Management for examination and finally to the Annual General Meeting for adoption.

### **Section 3: Signatories to the Kakehashi Africa account**

- I. The Kakehashi Africa account may operate any type of bank account for convenience and profitability decided by the Executive Management in consultation with the Advisory Board. In any event, the signatories to the bank account of Kakehashi Africa will be:
  01. President
  02. Director of Finance
  03. Chief Operations Officer
- II. Authorized bank transactions on behalf of the organisation shall require at least two of the signatories, one of whom must be the President.

### **Section 4: Audit of Accounts**

#### **a. Office of the Internal Auditor**

- 1) An Office of the Internal Auditor within the Secretariat will be established.
- 2) An independent internal auditor shall be appointed by the Executive Management in consultation with the board.

#### **b. Role of Internal Auditor**

- 1) The role of the internal auditor shall be to review and audit all financial transactions and accounts of the organisation. The internal auditor shall submit full reports and recommendations to the Executive Management on a quarterly basis.
- 2) The internal auditor shall have full collaboration of all the members of the Executive Management, the Secretariat as well as any other office transacting business on behalf of the organisation.
- 3) The full audit report shall be discussed and reviewed, in consultation with an

independent external auditor before the Executive Management makes its proposals and decisions. A copy of these decisions shall be communicated to members in a General Assembly.

- 4) The Internal Auditor shall be functionally answerable to the board and administratively to the Executive Management.

## **CHAPTER 7: AMENDMENTS AND INTERPRETATIONS**

### **ARTICLE 16: AMENDMENT OF THE CONSTITUTION**

- i. Any proposed amendments to the constitution of Kakehashi Africa must be submitted in writing to the Secretary to the board and approved by a two-thirds vote of the whole Executive Management before presentation to a General Assembly or special general meeting.
- ii. A two-thirds majority vote of the paid-up members voting in person or by other means indicated under the articles of election in this constitution shall be necessary for such proposed amendment(s) to be accepted.
- iii. The accepted amendment shall be forwarded for ratification by the board.

### **ARTICLE 17: TRANSITIONAL CLAUSE**

- a. The transitional clause outlined in Article 17 will take effect from the day of ratification of the constitution in the first General Assembly organised by bodies recognised in the transitional clause.
- b. This constitution recognises the activities of the interim officials and every other committee instituted as a representation of the organisation before its ratification.
- c. The Executive Management shall review and make changes to the constitution that exists before the effective date of this constitution.
- d. The Signatories in Article 15 Section 3 will take over the account of the organisation upon

effective date of this constitution.

- e. The constitution in force immediately before the effective date of this constitution shall stand repealed on the effective date.
- f. The effective date of the constitution shall be the official registration of the Kakehashi Africa under the act of General Incorporated Associations in Japan.
- g. Upon the effective date of this constitution, all amounts collected or held on behalf of the organisation must be transferred to the official bank account of the organisation.
- h. This constitution affirms that interim officials shall cease being interim upon its effective date.

### **ARTICLE 18: INTERPRETATIONS**

- 1) The board, under strict guide of the Legal Officer, shall remain the sole authority for the interpretation of the articles laid down in this constitution.
- 2) Such interpretation(s) by the board shall be considered final and binding to the whole organisation unless a resolution to reverse or revoke such interpretation is made by a meeting in a General Assembly or Special General Meeting.

### **ARTICLE 19: DISSOLUTION**

#### Section 1-

- 1) The organisation shall not be dissolved except by a resolution passed at a General Assembly of members by a vote of two-thirds of the full membership.
- 2) The quorum at the meeting shall be as afore stated. If no quorum is obtained, the proposal to dissolve the organisation shall be submitted to a further meeting, which shall be held two months from this date.
- 3) Notice of this meeting shall be given to all members of the organisation at least 40 days before the date of the meeting.
- 4) The organisation may also be dissolved in case of declaring emergency. Written notice from the board through its Secretary shall be delivered to members at a

General Assembly after which process in (1) and (2) above will take place.

Section 2-

- 1) No dissolution shall be affected without prior permission in writing under the act of General Incorporated Associations in Japan, obtained upon application to him/ her made in writing and signed by all the members of the Strategy Division as well as at least one member of the board after a General Assembly agreeing to the dissolution.

Section 3-

- 1) When the dissolution of the organisation has been approved under the act of General Incorporated Associations in Japan, no further action shall be taken by the board or any representative of the organisation in connection with the aims of the organisation other than to get in and liquidate for cash all the assets of the organisation, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution was passed.

Section 4-

- 1) The organisation shall cease to exist after dissolution and all the assets have been processed as indicated in section 3 above.