

# KIRIBATI ASSOCIATION OF NON-GOVERNMENTAL ORGANIZATIONS



## CONSTITUTION

**Endorsed by the Annual General Meeting held this August 7<sup>th</sup> 2004.**

**Revised by the Annual General Meeting held on September 18<sup>th</sup> 2009.**

**KANGO President .....**

**KANGO Executive Director .....**

### **Contents:**

1. Name
2. Vision
3. Mission
4. Registered Office
5. Objectives
6. Membership
  - 6.1 Eligibility
  - 6.2 Register of members
  - 6.3 Cessation of membership
7. Annual General Meeting (AGM)
  - 7.1 Roles of Annual General Meeting
  - 7.2 Additional sub-committees
8. Voting
  - 8.1 Election & Nomination of Board member
  - 8.2 Board Members
9. Term of office
10. Roles of the Board Members
  - 10.1 Quorum
  - 10.2 President
  - 10.3 Vice-President
  - 10.4 Secretary
  - 10.5 Treasurer
  - 10.6 Vice-Treasurer
11. Financial year of KANGO
12. Income of KANGO
13. Utilization of income and property of KANGO
14. Power to borrow money
15. Accounts
16. Audit
17. Winding up
18. Constitutional amendments

### **1. Name**

The organization shall be known as the “**Kiribati Association of Non-Governmental Organization**” hereinafter referred to as “KANGO.

### **2. Vision**

To work with all NGOs and Associations in the spirit of cooperation, collaboration networking and partnering in order to facilitate Human Development of the Kiribati community.

### **3. Mission**

We work with National, Regional and International organizations with the ultimate aim of improving the standard of living through good governance practices for the betterment of Kiribati community.

### **4. Registered Office**

The registered office of the Organization shall be located at Bairiki, Tarawa in the Republic of Kiribati to which all communication and notices may be addressed and at which all processes may be served. Regarding communications, the postal address will be:

The Executive director  
Kiribati Association of NGOs (KANGO)  
P.O. Box 162 Bairiki  
Tarawa  
Republic of Kiribati

Phone: 686 22820  
Fax: 686 22819  
Email: kango@tskl.net.ki  
Website: www.kango.org.ki

Any change in the registered office of the organization may only be effected by a majority resolution of the AGM after recommendation by the Board. KANGO Secretariat shall present the particulars of the change to the Registrar of Society's in the prescribed manner.

### **5. Objectives**

The main objectives of KANGO shall be:

5.1 To promote a spirit of cooperation, collaboration, networking, and partnering among NGOs and Associations in Kiribati

5.2 To liaise and network with other national, regional, international organizations and

NGOs so as to keep a breast of current policies, activities and circumstances, and to inform members of KANGO so as to achieve an effective network.

5.3 To support member NGOs with planning and evaluation of their programs to maximize their ability to fully utilize their human and financial resource for a cohesive and coordinated joint action for total human development in Kiribati.

5.4 To liaise and consult with relevant Government Ministries concerning the work and development priorities in Kiribati.

5.5 To support and assist NGOs and their staff in capacity building to enhance their capability to achieve their individual goals and facilitate human development.

5.6 To create forums networking through practices of accountability and transparency amongst its members and organisations.

5.7 Promote forums networking among member NGOs in order to render maximum service to the I-Kiribati communities.

## **6. Membership**

### **6.1 Eligibility**

Membership of KANGO is open to all organizations, community based organizations (CBOs) and associations of non-governmental nature operating in Kiribati with a purpose of human development. Government departments, statutory bodies international organizations and their affiliates and churches can apply for associate membership in order to effectively promote cooperation, collaboration, parthnership and networking amongst members.

#### **6.1.1 *Membership* based on Pecuniary Gains**

All organizations, community based organizations and associations of nongovernmental nature shall not be deemed to be associated for pecuniary gain merely by reason of any of the following circumstances namely:

- a) That the society itself makes a pecuniary gain, unless that gain or some part thereof is divided among or received by members or some of them;
- b) That the members of the society are entitled to divide between them the property of the society on its dissolution;
- c) That the society is established for the protection or regulation of some trade, business, industry or calling in which the members are engaged or interested, if the society itself, does not engage any part or branch thereof.
- d) That any member of the society drives pecuniary gain from the society by way of salary as the servant or officer of the society;

e) That any member of the society derives from the society any pecuniary gain to which he/she would be equally entitled if he/she were not a member of the society

**6.1.2 Application forms:** will be freely available from KANGO Office for any interested

NGO to apply. The application will then be reviewed by the KANGO Executive Director, who will recommend to the Board for ratification.

**6.1.3 Fees:** An organization shall be deemed to be a member of KANGO after its application has been approved by the Board and upon yearly payment of the prescribed fee. This fee can be subject to annual review by the AGM.

**6.1.4 Objects:** All NGOs, CBOs and Civil Society groups whose objectives aim at promoting human development are eligible to be members of KANGO.

**6.1.5 Constitution:** All NGOs applying for KANGO membership will be required to attach their constitution along with the filled application forms as cited in sub-section

61.2 above and submit the same to the Board of KANGO for consideration.

**6.1.6** All Organizations are encouraged to register under Incorporated Society Act before applying for membership of KANGO.

**6.1.7** Categorization of NGOs.

Criteria for membership will be based on

1. Full members
2. Associate members

Definition of:

1. Full members -

Are members who have met all the following required criterias:

- a) Submitting application form and approved by the Board.
- b) Paying annual membership fee
- c) Complying to article 6.1.1 on Pecuniary Gains.

2. Associate members-

These are members who work in partnership with KANGO in the development initiatives planned and may attend KANGO's meetings as observers. These members includes Umbrella Organizations and well established organizations.

## **6.2 Register of members**

KANGO shall keep at its registered office a register of its members and shall include the following particulars;

- a) The names, occupation and addresses of those members;

- b) The dates on which the particulars in respect of each member were entered and, vision, mission and activity overview,
- (c) The dates on which the NGO ceased to be a member with a notification of the reasons for such cessation of membership.

### **6.3 Cessation of membership**

Any member NGO shall cease to be a member of KANGO if it is proved to the satisfaction of the Board at the general meeting that;

- a) It has not paid the prescribed fees for a period of not less than a year.
- b) That the organization ceases to exist.
- c) Applies voluntarily to terminate membership.

### **7. Annual General Meeting (AGM) (Known as the “Council”)**

KANGO shall at each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as the Annual General Meeting in the notices calling it. The notice shall be served within 14 days prior to such meeting. It is the Board Secretary’s responsibility to call the AGM in consultation with the Board no later than one year after the previous AGM. An extraordinary general meeting may be convened by the Board whenever they think fit and shall be convened on a requisition by the majority of members of KANGO within 14 days upon the receipt of a written requisition. The quorum required for a general meeting shall be the majority of KANGO members present or by proxy. Notice of the general meeting shall be given to the person entitled to receive notice to attend the general meeting. Each member organization shall send 2 members as their AGM delegates to the Annual General Meeting.

#### **7.1 Roles of the Annual General meeting**

7.1.1 The AGM’s prime function will be to exert all efforts of its members towards achieving the vision, mission and objectives of KANGO, as stipulated under clause 1, 2 and 4 of this constitution, as well as ensuring that the Association is run and managed in the best interests of members.

7.1.2 In addition, the AGM shall also perform the following functions specified in this constitution:

- a) To approve and advise on the development and work programs of the organization, as well as of the Board.
- b) To receive, examine and approve the Association audited accounts, submitted in accordance with the constitution.
- (c) Where necessary, to appoint such additional committees and prescribe such terms of reference as are necessary for their operation.
- (d) To receive and consider an annual report of the chairperson of the AGM, in accordance with this constitution.

- (e) To consider any amendments to the constitution should a need arise.
- (f) To discuss any other matter of importance and interest to members of KANGO.
- (h) To receive reports from the Board on activities conducted since the precious AGM.

## **7.2 Additional sub-committees**

Any additional committees and co-opted individuals appointed by the AGM, in accordance with

(b) (iii), b(iv) above shall deal only with such matters as the AGM required it to deal with and then automatically dissolved thereafter. The fact that the above functions are listed as AGM functions does not preclude the AGM from delegating any of those functions to the Board appointed under clause 7.1 of this constitution. Provided that such delegation should not be a bar to the AGM taking back to itself, the performance of such a function for want of proper management.

## **8. Voting**

Any member who is entitled to attend the meeting shall be entitled to one vote at an Annual General Meeting. The member may appoint another person as his/her proxy to attend and vote instead of him, and the proxy shall have the same right as the member to speak and to vote at the meeting.

The appointment of a proxy by a member shall be made in writing and addressed to the chairperson of the Board and should include the following particulars:

1. Name of a proxy
2. Address of his/her contact and
3. To specify the date on which the meeting shall be held.

## **8.1 Election and Nomination of Board member**

### **8.2 Board Members**

During the AGM, members of KANGO shall elect from amongst its members a Board, which shall consist of the following:

1. President
  2. Vice President
  3. Treasurer
  4. Vice treasurer
  5. The Secretary who shall be the Executive Director of KANGO appointed by the Executive Committee as Ex-official member without voting rights.
  6. Six (6) other ordinary members elected by the AGM to the Board.
- The election shall be conducted through a secret ballot.

## **9. Term of office**

Any member of the Board shall hold office for a term of two years and is eligible for a second term. The office bearers shall retire on a 1/3 rotational rule basis and they will be eligible to offer themselves for re-election.

**9.1** For the good management and smooth running of KANGO, Board members are expected to attend the Board meetings at all times.

**9.2** To acknowledge the importance of one Board member presence in the meeting

and in respect to the AGM selection and trust in that individual, one Board member should inform the President via the Executive Director by phone or letter is preferable if one is not coming to the meeting.

**9.3** Any Board member absent from Board Meetings and exceeding three consecutive meetings may be considered unfit and the Executive Director on behalf of the Board and KANGO Members inclusively, should write a letter to that Committee member and ask him/her to explain to the Executive Committee why he/she has been absent.

**9.4** Any Board member that do not comply with the above may be considered needing a replacement without waiting for the AGM's decision"

**9.5** Filling the vacancies of elected Board members. Where a vacancy has occurred among elected Board members before the AGM, a new member to fill such vacancy may be elected by the Board. A person elected under this section to fill a vacancy shall hold office until the date upon which the person in whose place is elected would ordinarily have retire and She/he shall retire.

**9.6** Motion of no confidence see page 7 Clause 10.2 (d)

Any Board member can be removed from his/her position, under the "no confidential" motion

## **10. Roles of the Board members**

The function of the Board shall include the following, in addition to any other function and responsibilities specified under this constitution:

- i) To direct and endorse policies relating to the conduct and management of the affairs of KANGO
  
- ii) To approve and advise on the development and work programs of the organization, as well as the Board.
  
- iii) To direct the performances of action necessary to implement policies and decision of the AGM.

- iv) To ensure good management and control of the Association and its affairs.
- v) To ensure the full implementation of KANGO Strategic Plan.
- vi) To ensure the execution to the best of its efforts, all decisions taken by the Council, during any of its meeting
- vii) To ensure appropriate representation of KANGO at any local or international conference, seminar, workshop or other similar undertaking.
- viii) To promote and ensure appropriate sharing out to members of KANGO of any training offers received by the Association.
- ix) To ensure proper use and good management of KANGO assets and properties (the term “properties” in this sub-clause includes funds).
- x) To appoint an auditor on an annual basis for the auditing of accounts and finances of KANGO and the report of such audit to be presented to the AGM (the Council) at their meeting thereafter.
- xi) To receive and process for the AGM, all applications of NGOs seeking membership of KANGO, in accordance with this constitution.
- xii) To sight and scrutinize the accounts of KANGO on (a quarterly basis), or as required by this constitution.
- xiii) To promote close collaboration with the Government, Non-KANGO members and organizations both locally, regionally and internationally in order to pursue the aims of KANGO.
- xiv) To receive, examine and approve annual budget plus any supplementary budgets and requirements of KANGO.
- xv) To receive and disburse as it thinks best, any gifts or assistance whether in kind or money which are received for the Association.
- xvi) Where necessary to approve the co-operating of individuals with special skills or as advisors to sit on the Executive Committee.
- xvii) To do or perform other functions entrusted upon them by the AGM(the Council) or this constitution.
- xviii) To consider and approve the admission of members into KANGO and determine such admission fees including the prescription of such other conditions to be attached to such admissions.

xix) The Board may delegate any of its functions either to a member of its Committee or a Sub-Committee of this Committee, duly appointed for the purpose, by the Board, or even to a member of KANGO not being a member of the Board, provided that any such delegation may not bar the Board from taking back itself, any such delegated function, as it may deem it necessary.

xx) Subject to any resolution of the AGM to the contrary, the work of any committee appointed by the AGM (the Council) in accordance with this constitution will be supervised and directed by the Board.

xxi) A core group made up of three executive members namely President, Treasurer and one other shall assist the Executive Director in the day to day operation of KANGO.

They shall meet monthly or more frequently when need arises. The whole Board shall meet regularly. The intention is to meet once in two months.

**10.1 Quorum** - No business shall be transacted at a meeting of the Board unless at least one half of the elected members of the Board are present.

### **10.2 President**

a) The President shall in all council meetings and those of Board be the President and addressed as such, carrying out duties stated in this constitution.

b) The President shall at the Annual general meeting, prepare a detailed Annual report, setting out its achievements, performance, and functions, together with such other matters as required in the constitution. It shall be his/her duty to present the Auditors Report provided for under clause 9(x).

c) when the office of the President of the Board falls vacant prior his normal terms of office, the Vice President if qualified be eligible for re-election.

d) Motion of no confidence subject to this section, a motion of no confidence in President is supported by votes of not less than two-thirds of all the elected members of the Board, the President shall cease his chair.

### **10.3 Vice President**

The Vice President shall deputize for the President and chair meetings should the President be unable to perform this and any other function detailed in this constitution.

### **10.4 Secretary**

The Secretary should work together with the KANGO staff and be responsible for:

- i) Accurate recording of the minutes of both meetings.
- ii) Oversee the preparation of meeting agendas for the approval of the President and distributions to members.
- iii) Ensures that meeting decisions are carried out.
- iv) Produce Annual Report for KANGO and ensure that all the necessary returns are filled with the Registrar of Societies.
- v) Carry out any other duties as directed by the Board.

### **10.5 Treasurer**

The Treasurer will work together with KANGO staff and be responsible for

- i) In ensuring that the financial management system of KANGO is accurate and proper
- ii) For internal auditing of KANGO's finances on a quarterly basis and assisting as required, auditing by External or independent Auditors. Members (Core Group) of the Board and approved by a majority decision of members of the Board.

### **10.6 Vice Treasurer**

In the absence of the Treasurer, act as KANGO Treasurer and perform all the above.

### **11. Financial Year of KANGO**

The financial year of KANGO shall be from 1st of January to 31st December every year.

### **12. Income of KANGO**

The expense of KANGO shall be met out of membership fees, annual subscriptions and from contributions and donations from well-wishers. All monies shall be put into the following:

- a) The general fund, which shall be utilized to meet normal and ordinary running costs of KANGO.
- b) Special/project funds, which shall be utilized for the expense and specific purpose in which they have donated for.

### **13. Utilization of income and property of KANGO**

The income and property of the organization when -so-ever shall be applied solely towards the promotion of objects of KANGO as set forth in this constitution and no portion there off shall be paid or transferred directly or indirectly by way of dividends or bonus or otherwise whatsoever by way of profit to members of KANGO provided that nothing shall prevent the payment in good faith or reasonable and proper remuneration to any officer or servant of the association or to any member in return for services actually rendered nor for goods supplied in ordinary and usual way of business.

#### **14. Power to borrow money**

Unless the constitution of the organization otherwise provide the organization shall have power to borrow money or raise money for the purposes of its business or to enter into any guarantee or other obligation which the Board consider it is in the interest of the Organization to enter into, and may secure such borrowing, guarantee or obligation by charge, pledge, deposit or otherwise of any any of its assets as if it were a private individual, save that any instrument recording any such secured borrowing guarantee or obligation must be under the hand of three members(Core Group) of the Board and approved by a majority decision of members of the Board.

#### **15. Accounts**

KANGO at the end of each financial year prepare and deliver to the Registrar in a form specified for this purpose, a statement containing the following particulars:

- a) The income and expenditure incurred by the Organization during that financial year.
- b) The assets and liabilities of the Organization at the end of that year.
- c) All mortgages, charges and securities of any description affecting any property of the Organization at the close of the said year. The said statement shall be supported by a certificate signed by at least 3 officers of the Organization as an indication that the statement has been submitted to and approved by members of the organization at the Annual General Meeting.

#### **16. Audit**

KANGO shall appoint an auditor during the Annual General Meeting for the purpose of inspecting the accounts of KANGO. The appointed auditor shall make a full report of his/her findings to members at the Annual General Meeting. The auditor shall have the right to access at all times to the books, accounts and vouchers or other documents required for the purpose and shall be supplied by every officer of KANGO with such information and explanations as the auditor may require for the performance of his/her duties. Any person who is required to undertake auditing works may be appointed to carry out such tasks provided to the person is not a member of an NGO that is an affiliate of KANGO.

#### **17. Winding up**

In case KANGO ceases to exist by either an act of dissolution or de-registration by the registrar or a court of law, all assets belonging to it shall be passed on to another national organization with similar objectives after all debts, liabilities and obligations have been paid off, provided that that other organizations have a similar cause.

#### **18. Constitutional amendments**

Any proposal to amend part of the constitution or to review the constitution must be made to the Board, which shall refer the proposal to the next annual general meeting. Such proposal must be circulated to the delegates of the annual general meeting 14 days before the AGM. Amendments shall be deemed amended after adoption by a resolution of at least half of members present in an AGM and voting.