

THE COMPANIES ACT

(CHAPTER 486)

**PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
OF
TRANSPARENCY INTERNATIONAL KENYA**

(last revised and approved by members in June 2021)

1. The Company's name is "TRANSPARENCY INTERNATIONAL KENYA".
2. The Company's registered office is to be situated in Kenya.
3. The Company's objects are: -
 - (a) To raise public awareness and advance the general education of the public in matters relating to corruption in all sectors of the Kenya, through advocacy for legislation/policy change, technical support for strengthening integrity and other methods which exist to combat corruption;
 - (b) to establish a facility for education, research, study, discussion fora, seminars, debates and the dissemination and spread of information relating to the study of corruption, the promotion of transparency and accountability in private and public affairs, and related social, economic, legal and cultural matters;
 - (c) To promote, undertake or commission research for the public benefit in matters relating to corruption in public and private affairs and to disseminate the useful results of any such research;
 - (d) To support and promote the aims and objectives of Transparency International, a not-for-profit organization under German law, and in particular to assist in securing support within Kenya for transparency and accountability in public and private affairs, and to co-operate with other organizations throughout the world with similar objectives;
 - (e) To provide assistance and expertise to public and private institutions in ensuring compliance with existing anti-corruption legislations and Standards;
 - (f) To give the legislative and public bodies and others facilities for conferring with and ascertaining the view of persons and institutions engaged in combating corruption as regards matters directly or indirectly affecting that activity;
 - (g) To arrange, provide, organize or promote the provisions of conferences, lectures, seminars, meeting, courses, exhibitions, training and information services and other events in furtherance of the objects of the company;
 - (h) To write, make, prepare, edit and print, publish, issue and circulate gratuitously or otherwise, reports, periodicals, books, pamphlets, leaflets, articles, films, video tapes, computer software, electronic devices, materials for study or other documents in furtherance of or necessary for the promotion of the objects of the company, or procure any of the above acts; and in furtherance of the above-mentioned objects but not further or otherwise the company shall have the power to all or any of the following:-
 - (i) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.
 - (j) To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provided also that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.

- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (l) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
- (m) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- (n) To purchase, take on lease or in exchange, hire or otherwise acquire any rights or privileges and to construct, maintain and alter any building or erections, which the Company may think necessary for the promotion of its objects.
- (o) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objectives.
- (p) Subject to clause 4 hereof to employ and pay such architects, surveyors, Advocates and other professional persons, workmen, clerks, and other staff as are necessary for the furtherance of the objects of Company.
- (q) To make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (r) To make payments towards insurance for any Directors officer of Auditor against any liability as in referred t in section 323(1) of the Act.
- (s) To subscribe to, become a member of, or amalgamate or cooperate with any other charitable organization, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Kenya or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members as an extent as least as great as is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organization, institution, society or body.
- (t) To establish and support or aid the establishment and support of any charitable purposes in any way connected with or calculated to further any of the objects of the Company.
- (u) To do all or any of the things hereinbefore authorized either alone or in conjunction with any other charitable organization, institution, society or body with which this Company is authorized to amalgamate.
- (v) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company.
- (w) To do all such other lawful things as are necessary for the attainment of the above objects of any of them.

Provided that: -

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- (ii) The objects of the Company shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
- 4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.
- 5. The liability of the members is limited.
- 6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding KShs. 20/= to the Company's assets if it should be wound up while he is a member, or within one year after he ceased to be a member, for payment of the Company's debts and liabilities contracted before he ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 7. If upon the winding-up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but to institutions which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the member of the Company at or before the time of dissolution, and is and so far as effect cannot be given to such provision, then to some other charitable object.

WE, the several persons whose names, addresses and description are subscribed, are described, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

1. JOSEPH MUIRURI GITHONGO (Signed)
P O BOX 47089
NAIROBI

(BUSINESS MAN)

2. HARRIS MUTIO MULE (Signed)
P O BOX 49946
NAIROBI

(ECONOMIST)

DATED this 20th day of July 1998

WITNESS to the above signatures:

DAVID GACHUKI
ADVOCATE
PO BOX 60043
NAIROBI
KENYA

**THE COMPANIES ACT
(CHAPTER 486)
PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

- OF -

TRANSPARENCY INTERNATIONAL KENYA

INTERPRETATION

1. In these Articles: -

“The Act” means the Companies Act, (Chapter 486), but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of the provision for the time being in force.

“the Board” means the Board of Directors of the Company.

“the seal” means the Common Seal of the Company.

“Secretary” means any person appointed to perform the duties of the secretary of the Company.

Expressions referring to writing shall, unless the contrary intention appears to be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification or re-enactment thereof for the time being in force.

2. The Company is a Private Company and accordingly limits the number of its members to fifty, not including persons who are in employment of the company and persons who having been formerly in the employment of the company, were while in that employment and have continued after the determination of that employment to be members of the company.

OBJECTS

3. The Company is established for the objects expressed in the Memorandum of Association.

MEMBERSHIP

4. The subscribers to the Memorandum of Association and such other persons as the Board of Directors shall admit to membership shall be members of the Company.

5. The Company's founding members are:

1. **MR. JOSEPH BARRAGE WANJUI**
2. **MR. JOSEPH GILBERT KIBE**
3. **MR. HARRIS MURIO MULE**
4. **MR. JOSEPH MUIRURU GITHONGO**
5. **MR. AHMED ABDALLA**
6. **PROF KIVUTO NDETI**
7. **MRS EVELYN MUNGAI**
8. **MRS. MARY OKELLO**
9. **MS GRACE GITHU**
10. **MR. JOHN MARK GITHONGO**
11. **PROF MOHAMED HYDER**

6. The Board of Directors may from time to time register an increase of members. The Board of Directors shall impose such conditions and requirements for qualification for, admission to, and termination of one or more classes of membership including, but not limited to, admission and annual fees (if any) as they may from time to time by majority vote decide. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

7. Unless the Board of Directors or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 70, the Board of Directors may in their absolute discretion permit any member of the Company to retire, provided (regardless of any other provision pursuant to Article 70) that after such retirement the number of members shall not be less than three.

GENERAL MEETINGS

8. Subject to the provisions of any elective resolution of the Company for the time being in force, the Company shall in 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 such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place, as the Board of Directors shall appoint. All General meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

9. The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisitions, or in default, may be convened by such requisitions, as provided by Section 132 of the Act. If at any time there not being within Kenya sufficient members of the Board of Directors any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Directors.

9 (a) Members may participate in General Meetings by telephonic or video conference or by use of other communication facilities and vote electronically. For purposes of this Article, a Member shall be deemed to be present at any General Meeting if he/she is able to hear the proceedings of the meeting and simultaneously be heard by all present or deemed to be present by way of telephone conference, video conferencing or other suitable means of communication or communication facilities.

NOTICE OF GENERAL MEETINGS

10. An annual General Meeting and a meeting called for the passing of a special resolution shall be called by, at the least, twenty-one days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and for the day for which it is given, and shall specify the place and the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this Article is deemed to have been duly called if it so agreed: -

- (a) In the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing (subject to the provisions of any elective resolution of the Company for the time being in force) not less than ninety-five per cent of the total voting rights at the meeting of all the members.

11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as it is herein otherwise provided, ten members present in person or by proxy, or in case of a corporation represented in accordance with Article 29 shall be 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; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine.

13. The Chairman, or failing whom, the Vice-Chairman of the Board of Directors shall preside as chairman at every General Meeting of the Company, or if there is no such Chairman or Vice-Chairman, or if neither shall be present within fifteen minutes after the time appointed for the holding of the meeting or are unwilling to act the Members of Board of Directors present shall elect one of their number to be chairman of the meeting.

14. If at any meeting no Members of Board of Directors is willing to act as chairman or if no Members of Board of Directors is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

15. The Chairman, may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save

as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.

16. 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:

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- (a) by the chairman; or
- (b) by at least two members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

17. Except as provided in Article 16, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

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

VOTE OF MEMBERS

20. A member of unsound mind, or in respect of whom an order has been made by a court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy

21. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

22. (a) Any member of the Company entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the meeting.

(b) On a poll votes may be given either personally or by proxy.

23. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a corporation, either under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

24. The instrument appointing a proxy and the power of attorney or other authority shall be deposited at the registered office of the Company or at such other place within the Republic of Kenya as is specified for that purpose in the notice convening the meeting, before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

25. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“Transparency International Kenya”

I/We _____ of _____ being a member/members of the above named Company, hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the day of _____ 2 _____ and at any adjournment thereof.

Signed this _____ day of _____ 20 .”

26. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: -

“Transparency International Kenya Limited

I/We _____ of _____ being a member/members of the above named Company, hereby appoint _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the day of _____ 20 _____, at any adjournment thereof.

Signed this _____ day of _____ 20

This form is to be used *in favour of/against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired”

27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETING

29. Any corporation which is a member of the Company may in accordance with their regulations authorize such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

BOARD OF DIRECTORS

30. The board shall be made up of all the directors. The number of Directors shall be not less than three nor more than ten. Directors must become members of the Company not less than Three months from their appointment.

30 (a) Non-Executive Board Directors shall have fixed tenure of appointment of three (3) years, and will be eligible for re-election for a second term (of three years).

31. The Directors shall be entitled to be paid all reasonable traveling, hotel and other expenses properly incurred by them in attending and returning home from meeting of the Board or any committee of the Board or General Meetings of the Company or in conjunction with the business of the Company, provided that the Board shall have agreed to pay such expenses prior to their having been incurred.

BORROWING POWERS

32. The Board of Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party subject to such consents as may be required by law.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

33 (a) The business of the Company shall be managed by the Board of Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meetings, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid, but no resolution of the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if the resolution had not been passed.

34. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the company, shall be signed, drawn, accepted endorsed or otherwise executed, as the case may be, in such a manner as the Board of Directors shall from time to time by resolution determine.

35. The Board of Directors shall cause minutes to be made in books provided for the purpose: -

- (a) of all appointments of officers made by the Board;
- (b) of the names of the members of the Board of Directors present at each meeting of the Board and of committees of the Board.
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.

DISQUALIFICATION OF A MEMBER OF THE BOARD OF DIRECTORS

36. The office of member of the Board of Director shall be vacated if the member: -
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes prohibited from being a member of the Board of Director by reason of any order made under any provision of the Act or any other statute or otherwise prohibited by law from becoming a member of the Board of Director; or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
 - (d) resigns his office by notice in writing to the Company; or
 - (e) is directly or indirectly interested in any contract with the company and fails to declare the nature of the interest in manner required by Section 200 of the Act.
37. A member of the Board of Director shall not vote in respect of any contract in which he is interested or any matter arising there out, and if he does so vote his vote shall not be counted.

ROTATION OF MEMBERS OF THE BOARD OF DIRECTORS

38. At first Annual General Meeting of the Company all the members of the Board of Directors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the Board of Directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. Provided that the Executive Director shall not while he continues to hold such office be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to provisions of any contract between him and the Company) he shall be subject to the same provisions as to resignation and removal as the other Directors of the Company and he shall ipso facto and immediately cease to be a Director if he ceases to hold the office of the Executive Director.
39. The members of the Board to retire in every year shall be those who have been longest in office since their last election, but as between persons who become members of the Board of Directors on the same day as those to retire shall (unless they otherwise agree among themselves) be determined by lot.
40. A retiring member of the Board of Directors shall be eligible for re-election for a second term.
41. The company at the meeting at which a member of the Board of Directors retires in manner aforesaid may fill in the vacated office by electing a person thereto, and in default the retiring member of the Board of Directors shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Board of Directors shall have been put to the meeting and lost.
42. No person other than a member of the Board of Directors retiring at the meeting shall unless recommended by the Board be eligible for election to the office of member of the Board of Directors at any General Meeting unless, no less than three nor more than twenty-one clear days before the date appointed for the meeting, there shall have been left at the registered office of the company notice in writing signed by a member duly qualified to attend and vote at the meeting

for which such notice has been given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

43. The company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

44. The Board shall have power at any time, and from time to time, to appoint any person to be a member of the Board of Directors, either to fill a casual vacancy or as an addition to the existing members of the Board of Directors, but so that the total number of Directors shall not at any time exceed any maximum number in accordance with these Articles. Any member of the Board of Directors so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for reelection, but shall not be taken into account in determining the members of the Board of Directors who are to retire by rotation at such meeting.

45. The Company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any member of the Board of Directors before the expiration of his period in office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Board of Directors.

46. The Board may by ordinary resolution appoint another person in place of a member of the Board of Directors removed from office under the immediately proceeding article, without prejudice to the powers of the Board under Article 41 the company in General Meeting may appoint any person to be a member of the Board of Directors either to fill in a casual vacancy or as an additional member of the Board of Directors. The person appointed to fill in such a vacancy shall be subject to retirement at the same time as if he had become a member of the Board of Directors on the day on which the Director in whose place he is appointed was elected a member of the Board of Directors.

PROCEEDINGS OF THE BOARD OF DIRECTORS

47. The Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a member of the Board of Directors shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any member for the time being absent from Kenya.

48. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be three or one-third of the number of members of the Board of Directors for the time being whichever shall be the greater number.

49. The continuing Board of Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the company as the necessary quorum of the Board of Directors the continuing member of the Board of Directors may act for the purpose of increasing the number of members of the Board of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

50. The Board may elect a chairman and a vice-chairman of their meetings and determine the period for which each will hold office, but if no such chairman or vice-chairman is elected, or if

at any meeting neither the chairman nor the vice-chairman is present within fifteen minutes after the time appointed for holding the same, the members of the Board of Directors present may choose one of their number to be chairman of the meeting.

51. The Board may delegate any of their powers to committees consisting of such majority of members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board as soon as is reasonably practicable.

52. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

53. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

54. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a member of the Board of Directors, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board of Directors of 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 and was qualified to be a member of the Board of Directors.

55. Any Director or member of a committee of the Directors may participate in a meeting of Directors or such committee by means of telephonic video, electronic or similar communications whereby all persons participating in the meeting can at least hear each other and participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting. The place where the Chairman of the meeting is located at the time of the meeting shall be deemed to be the location of the meeting.

56. A resolution in writing signed by all the Directors for the time being to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

EXECUTIVE DIRECTOR

57. The Board of Directors may from time to time appoint an Executive Director for such period and on such terms and with such powers, at such remuneration as the Board may have documented and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment as per TI's laid down company policies. Without prejudice to any right to treat such determination as a breach of any such agreement as aforesaid, the appointment of such a Director to office as aforesaid shall be subject to determination ipso facto if he or she ceases from any cause to be the Executive Director of the Company, or if the Company in general meeting resolves that his or her tenure of the office as the Executive Director be determined.

58. The Executive Director will be an ex-officio member of the board of directors. The role and responsibility Executive Director will be to provide leadership to the TI Kenya secretariat and perform any other duties as may be defined by the Board of Directors.

SECRETARY

59. The Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

60. A provision of the act or these Articles requiring or authorizing a thing to be done by or to a member of the Board of Directors and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Board of Directors and as, or in place of, the secretary.

THE COMPANY SEAL

61. If the Company has a seal the Board shall provide for its safe custody and it shall only be used by the authority of the Board or of a committee of the Board authorized by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member for the Board and shall be countersigned by the secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

ACCOUNTS

62. The Board shall cause accounting records to be taken in accordance with the provisions of the Act.

63. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the members of the Company.

64. Subject to provisions of any elective resolution of the Company for the time being in force, the Board shall from time to time in accordance with the provision of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.

65. Subject to the provisions of any elective resolution of the Company for the time being in force, a copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the auditor's report and Board's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Company and every person entitled to receive notice of General Meetings of the Company.

AUDIT

66. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICE

67. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Kenya) to him at the address, if any, within Kenya supplied by him to the Company for giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly

addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

68. Notice of every general meeting shall be given in any manner hereinbefore authorized to: -
- (a) every member except those members who (having no registered address within Kenya have not supplied to the Company any address within Kenya for the giving of notices to them;
 - (b) every person being a trustee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting;
 - (c) the auditors for the time being of the Company; and
 - (d) each member of the board of Directors.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTIONS

69. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES AND BY-LAWS

70. (a) The Board of Directors may from time to time make such Rules, Policies or By-Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate: -

- (1) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
- (2) The setting aside of the whole or any parts of the Company's premises at any particular time or times of for any particular purpose of purposes.
- (3) The procedure at general meeting and meetings of the Board and Committee of the Board in so far as such procedure is not regulated by these presents.
- (4) The management and operations of the company
- (5) And, generally, all such matters as are commonly the subject matter of the Company rules.

(b) The Company in General Meeting shall have powers to alter or repeal the Rules, Policies or Bye Laws and to make additions thereto and the Board shall adopt such means, as they deem sufficient to bring to the notice of members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

INDEMNITY

71. (a) Every member of the Board of Directors or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in

which judgment is given in favour or in which he is acquitted or in connection with any application under Section 402 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in this Article shall only have effect in so far as its provisions are not avoided by Section 206 of the Act.

(b) The members of the Board of Directors shall have power to purchase and maintain for any member of the Board of Directors, officer or Auditor of the Company, insurance against any such liability as is referred to in Section 323(1) of the Act.

Names, Addresses and Description of Subscribers

1. JOSEPH MUIRURI GITHONGO (Signed)
P O BOX 47089
NAIROBI

(BUSINESS MAN)

2. HARRIS MUTIO MULE (Signed)
P O BOX 49946
NAIROBI

(ECONOMIST)

DATED this 20th day of July 1998

WITNESS to the above signatures:

DAVID GACHUKI
ADVOCATE
PO BOX 60043
NAIROBI
KENYA