

**UNITED NATIONS KENYA LOCAL EXPATRIATES
SPOUSES ASSOCIATION
(UNKLESA)**

CONSTITUTION

Preamble

We the spouses/partners of geographically mobile international civil servants living in and around Nairobi, Kenya,

Recognizing our unique situation with its attendant benefits and challenges,

Desirous of improving our own well-being, integration, socialization, professional development, and employability, especially in Nairobi and the surrounding areas,

Convinced that the International Civil Service's ability to recruit and retain the most qualified, specialized and professional personnel, can be increased by contributing to our abovementioned desires,

Aware that fundraising and member participation is fundamental to sustainability,

Wishing to create a gender sensitive and action-oriented organization,

Pursuant to the aims, principles and provisions of the 2004 Joint Guidance Note on the Employment of Expatriate Spouses, and subsequent guidance and policy statements pertaining to the recruitment, employability, dual-career, mobility and integration of International Civil Service staff and their families,

Resolve, by this Constitution, to create an association to further our common goals.

Definitions

“Geographically mobile” means living outside one’s country of nationality and/or subject to an obligation to live and work, whether temporarily or otherwise, outside one’s country of nationality.

“International Civil Service” means the personnel of international organizations of a universal character, including, but not limited to, organizations applying the common system of salaries, allowances and benefits administered by the International Civil Service Commission (ICSC), and the Bretton Woods institutions.

“Nairobi based” means living in, or within reasonable commuting distance of Nairobi, Kenya.

“Proxy Vote” means non-transferable delegation of a voting-member’s power to vote in their absence to another voting-member.

“Spouse/Partner” means any physical person with whom an international civil servant is affiliated by virtue of a marriage or registered partnership recognized by a competent national or sub-national authority, or any such partnership recognized by an international civil servant’s employer.

“Paying-Member” means a Regular Member or Associate Member of UNKLESA, to whom the obligation to pay annual membership dues applies.

“Membership Term” means the 12-month period of annual membership commencing on 1 November of each calendar year and expiring on 31 October of the same calendar year.

PART I

NATURE, PURPOSE AND OBJECTIVES

ARTICLE I

NAME OF THE ASSOCIATION

1. The Name of the Association shall be United Nations Kenya Local Expatriate Spouse Association, or UNKLESA.

ARTICLE II

NATURE OF THE ASSOCIATION

1. The United Nations Kenya Local Expatriate Spouse Association (hereinafter “UNKLESA”), is established at the United Nations Office at Nairobi, and is constituted under the laws of Kenya.
2. UNKLESA shall be a non-profit, non-governmental association composed of spouses/partners of people connected with the United Nations and its Agencies and the broader International Civil Service operating in Kenya.

ARTICLE III

PURPOSE OF THE ASSOCIATION

1. UNKLESA aims to address all issues affecting Nairobi-based spouses/partners of geographically mobile international civil servants, particularly those related to integration, socialization, professional development and employability in Nairobi, Kenya.

ARTICLE IV

OBJECTIVES OF THE ASSOCIATION

1. The objectives of UNKLESA are:
 - a. to assist spouses/partners to settle and enjoy life in Nairobi, Kenya and its surrounding areas;

- b. to provide members with the opportunity to network and socialize with fellow spouses/partners for the purposes of integration into the Nairobi duty station;
- c. to promote a sense of community and camaraderie among membership;
- d. to encourage participation among members for the purposes of strengthening and sustaining UNKLESA;
- e. to promote the well-being of spouses/partners and their inclusion in UNKLESA and the broader Nairobi community;
- f. to provide general information and referrals about Kenya to arriving International Civil Service staff;
- g. to provide information and support to enhance spouse/partner employability, and maintenance of professional development and career objectives of UNKLESA's members;
- h. to lobby for, promote and encourage spouse/partner employment within and outside the International Civil Service, in keeping with stated policy goals for dual-career and geographically-mobile staff;
- i. to provide assistance to spouses/partners with professional development and training opportunities that align with the requirements and expectations of International Civil Service recruitment guidelines;
- j. to act as a strong and effective advocate and liaison between spouses/partners and organizations employing international civil servants in Nairobi, Kenya;
- k. to represent members' interests on matters pertaining to employment and professional development before the relevant officers and bodies of the United Nations system and the broader International Civil Service operating in Kenya; and,
- l. to contribute to the development of a network of similar associations around the world, in alliance with such associations and within the International Civil Service;

PART II

AFFILIATION & RECOGNITION

ARTICLE V

AFFILIATION & RECOGNITION

1. UNKLESA may be affiliated with an appropriate body or existing similar organization recognized by the United Nations and its Agencies in Kenya, provided the nature, purpose and objectives of the Association are maintained.

PART III

MEMBERSHIP

ARTICLE VI

MEMBERSHIP ELIGIBILITY

1. Membership shall be open to all spouses/partners of geographically mobile staff of the United Nations and its Agencies based in Kenya and to some other persons categorized in the succeeding provisions.
2. A member shall only become a bona fide member upon submission of a duly-completed membership application form approved by the Board and payment in full of the initial membership fee and subsequent annual dues as prescribed by this Constitution.

ARTICLE VII

REGULAR MEMBERSHIP

1. Regular membership shall be open to any Nairobi-based spouse/partner of a geographically mobile staff member of the United Nations and its Specialized Agencies based in Kenya.
2. Each regular member shall have the following rights:
 - a. to participate and vote in Annual General Meetings, Special General Meetings and General Meetings;

- b. to delegate their vote in Annual General Meetings, Special General Meetings and General Meetings by means of a proxy vote to a fellow regular member to whom a proxy vote has not already been delegated;
 - c. to cast a vote for elections to the Board in person, via email or other electronic means, or by means of a proxy vote to a regular member to whom a vote has not already been delegated;
 - d. to stand for elections as Chairperson, Secretary or Treasurer or any other office within UNKLESA; and,
 - e. to join Committees, and stand for selection as Chairperson of any Committee which they have joined.
3. Each regular member shall have the following obligations:
- a. to support the purpose and objectives of UNKLESA;
 - b. agree to be bound by this Constitution and any regulations made pursuant thereto; and,
 - c. to pay an initial membership fee and annual regular membership dues.
4. A regular member shall lose their membership upon termination of the spouse/partner's employment/service contract with the United Nations or one of its Specialized Agencies, but may opt to continue as an associate member upon approval by the Board. However, membership shall continue to be valid up to the end of the calendar year in which the spouse/partner's employment/service contract terminates.

ARTICLE VIII

ASSOCIATE MEMBERSHIP

1. Associate membership may be open to spouses/partners of geographically mobile international civil servants serving with public international organizations, agencies, institutions and offices or diplomatic missions falling outside the United Nations and its Specialized Agencies, based in Nairobi, Kenya.
2. Associate membership may be granted to qualifying candidates upon application to the Board, taking into consideration various qualifying criteria to be determined by the Board at their discretion. The Board shall undertake to exercise such discretion reasonably, and shall grant associate membership whenever practicable and in the best interests of UNKLESA.
3. Each associate member shall have the following rights:

- a. to participate without a vote in Annual General Meetings, Special General Meetings and General Meetings; and,
 - b. to join UNKLESA committees and Working Groups and participate in the mandate of same, without the right to serve as Chairperson for any such Committee.
3. Each associate member shall have the following obligations:
 - a. to support the purpose and objectives of UNKLESA; and,
 - b. to pay an initial membership fee and annual associate membership dues, to be determined by the Board.

ARTICLE IX

HONOURARY MEMBERSHIP

1. Honourary membership may be granted to any persons whose membership would, in the opinion of the Board, by virtue of the person's social and professional standing, further the purpose and objectives of UNKLESA, and whose membership is thus deemed beneficial.
2. Each honourary member shall have the following rights:
 - a. to participate without a vote in Annual General Meetings, Special General Meetings and General Meetings; and,
 - b. to join UNKLESA Committees and participate in the mandate of same, without the right to serve as Chairperson for any such Committee.
3. Each honourary member shall have the obligation to support the purpose and objectives of UNKLESA.
4. Honourary membership shall not be subject to an initial membership fee or annual dues.

ARTICLE X

MEMBERSHIP FEES AND DUES

1. A one-time membership fee as determined by the Board shall be collected from any new paying member, before their formal acceptance to UNKLESA. Annual membership dues, as determined by the Board, shall be levied upon all paying members to defray expenses related to the legitimate affairs of UNKLESA and may be increased or decreased as the need arises. These dues shall be paid promptly and diligently on or before the designated date, and may be paid by a third-party on behalf of the paying member.
2. Membership dues may be collected throughout the year. Existing paying members shall have the option to pay renewal rate membership dues until 28 February of the calendar year after their membership lapses. Paying members who fail to pay the membership dues by this date shall cease to be members of UNKLESA and shall renew at the new member rate. New paying members shall pay their annual membership dues upon joining UNKLESA.

ARTICLE XI

DURATION, RESIGNATION AND REVOCATION OF MEMBERSHIP

1. Notwithstanding the remaining provisions of this Article:
 - a. the terms of paying members shall be twelve (12) calendar months commencing 1 November of each calendar year; and,
 - b. the term of honorary membership shall be indefinite.
2. Members may resign from UNKLESA at any time by giving written notice to the Board.
3. Any membership dues paid to UNKLESA shall be non-refundable in the case of resignation of a member notwithstanding any time period remaining of the member's membership term.
4. Revocation of membership shall take place in cases of unjustifiable, intentional and repeated conduct that is in violation of the provisions of this Constitution or any by-laws or regulations flowing therefrom.

5. Subject to paragraph 3 of this Article, revocation of membership may be effectuated:

- a. in the case of regular members, by an affirmative vote of at least two-thirds of the UNKLESA Board,
- b. in the case of associate and honorary members, by a majority vote of the UNKLESA Board.

6. In the interests of fairness, justice and ensuring due process, any member standing accused of conduct warranting revocation of membership, shall have the right to a fair hearing and an opportunity to confront those accusing said member of such conduct.

- a. A fair hearing shall take place before a fully constituted Board, with all Board members taking evidence and testimony in support and in defence of the allegations against the accused member, and shall reach a decision on revocation of membership pursuant to paragraph 5 of this Article.
- b. Advance written notice shall be provided to the accused member no later than thirty (30) calendar days in advance of the scheduled fair hearing.
- c. The accused member shall have the right to representation by an individual of their choosing.
- d. There shall be no right of appeal from a decision by the Board pertaining to revocation of membership, with all such decisions being duly reached in accordance with the provisions of this Constitution deemed final.

PART IV

MEETINGS OF THE MEMBERSHIP

ARTICLE XII

NOTICE OF MEETINGS

1. For the purposes of providing proper notice and communication of meetings to UNKLESA membership in the following provisions, written notice by e-mail sent to the e-mail address of record, as provided by the member to UNKLESA, shall constitute proper notice.

ARTICLE XIII

ANNUAL GENERAL MEETINGS

1. An annual meeting of members of UNKLESA, properly constituted and noticed, shall be an Annual General Meeting.
2. All Annual General Meetings shall be held once a year, in the month of October.
3. Annual General Meetings shall be held in Nairobi, Kenya.
4. In order for an Annual General Meeting to be properly constituted and noticed, the following conditions must be met:
 - a. notice of the date, time and place of the proposed Annual General Meeting shall have been communicated by the Board to all members of UNKLESA at least thirty (30) calendar days prior to the date of the Annual General Meeting;
 - b. the Annual Report and Financial Report for the previous year, as well as the proposed agenda of the Annual General Meeting shall have been made available by the Board to all members of UNKLESA at least fifteen (15) calendar days prior to the date of the Annual General Meeting;
 - c. the names of all candidates for election to the Board, together with a reasonable amount of any campaign literature which each candidate wishes to share, shall have been made available by the Electoral Officer to all members of UNKLESA at least fifteen (15) days prior to the date of the Annual General Meeting; and,
 - d. the sum of regular members plus proxy votes present is equal to or greater than 20% of the total number of regular members of UNKLESA at the time of the Annual General Meeting.
5. Notwithstanding any contrary provisions in this Constitution or applicable law, the procedure of Annual General Meetings may be governed by *Robert's Rules of Order*, Revised, (available here: <https://robertsrules.org/robertsrules.pdf>) or other such procedural rules communicated to the members prior to the Annual General Meeting;

6. At Annual General Meetings, membership shall have the full powers of a deliberative assembly, including the right to be heard and to propose motions.
7. Subject to any contrary provisions herein, decisions taken by members at Annual General Meetings shall be taken by simple majority.
8. The following actions shall be taken at each Annual General Meeting:
 - a. consideration and approval of the Annual Report and Financial Report for the previous year;
 - b. approval of an Annual Work Plan for the coming year;
 - c. proposals for the establishment of any new UNKLESA Working Groups, as may be required; and,
 - d. election of members to the Board, and/or announcement of the results of any previously administered Board election that is in compliance with the applicable provisions provided herein, or any regulations flowing therefrom.
9. At Annual General Meetings, the members shall have the further powers and functions:
 - a. to adopt and amend UNKLESA's Constitution;
 - b. to adopt by-laws that further the purpose and objectives of UNKLESA; and,
 - c. to act as final authority on all matters affecting UNKLESA, other than those expressly granted to the Board and members by the Constitution.

ARTICLE XIV

SPECIAL GENERAL MEETINGS

1. A meeting of members of UNKLESA held to elect a member to the Board following the resignation or expulsion of a Board member, or a meeting called by the Board for such similar exigent circumstances, properly constituted and noticed, shall be a Special General Meeting.
2. Special General Meetings may be called by the Board within sixty (60) calendar days of the resignation, death or expulsion of a Board member or members, except if an Annual General Meeting is scheduled to be held within sixty (60) days of the resignation, death or expulsion of said Board member(s).
3. A Special General Meeting may be held if an Annual General Meeting is scheduled to be held within sixty (60) days of the resignation, death or expulsion of an Board Member(s) if, in the opinion of the Board, it is desirable for the vacant Board post to be filled before the forthcoming Annual General Meeting.
4. Special General Meetings shall be held in Nairobi, Kenya.
5. In order for a Special General Meeting to be properly constituted and noticed, the following conditions must be met:
 - a. notice of the date, time and place of the proposed Special General Meeting shall have been communicated by the Board to all members of UNKLESA at least thirty (30) calendar days prior to the date of the Special General Meeting;
 - b. the vacant position(s) on the Board shall have been communicated by the Board to all members of UNKLESA at least thirty (30) calendar days prior to the Special General Meeting;
 - c. the names of all candidates for election to the Board, together with a reasonable amount of any campaign literature which each candidate wishes to share, shall have been made available by the Electoral Officer to all members of UNKLESA at least fifteen (15) calendar days prior to the Special General Meeting; and,

- d. the sum of regular members plus proxy votes present is equal to or greater than 20% of the total number of regular members of UNKLESA at the time of the Special General Meeting.
6. Notwithstanding any contrary provisions in this Constitution or applicable law, the procedure of Special General Meetings shall be governed by *Robert's Rules of Order*, Revised, (available here: <https://robertsrules.org/robertsrules.pdf>) or other rules communicated to the members prior to the Annual General Meeting;
7. At Special General Meetings, members shall have the full powers of a deliberative assembly, including the right to be heard and to propose motions.
8. Decisions taken by members at Special General Meetings shall be taken by simple majority.

ARTICLE XV

GENERAL MEETINGS

1. A meeting of members of UNKLESA held to discuss an issue, debate a decision or consider the general affairs of UNKLESA, properly constituted and noticed, shall be a General Meeting.
2. The decision to call a General Meeting shall be at the discretion of the Board.
3. General Meetings shall be held in Nairobi, Kenya.
4. In order for a General Meeting to be properly constituted and noticed, the following conditions must be met:
 - a. notice of the date, time and place of the proposed General Meeting shall have been communicated by the Board at least fifteen (15) calendar days prior to the General Meeting;
 - b. the proposed agenda of the General Meeting shall have been communicated by the Board to all members of UNKLESA at least fifteen (15) calendar days prior to the General Meeting;
 - c. the sum of regular members plus proxy votes present is equal to or greater than 15% of the total number of regular members of UNKLESA at the time of the Special General Meeting.

5. Notwithstanding any contrary provisions in this Constitution or applicable law, the procedure of Special General Meetings shall be governed by *Robert's Rules of Order*, Revised, (available here: <https://robertsrules.org/robertsrules.pdf>) or other such rules communicated to the members prior to the Annual General Meeting;
6. At General Meetings, members shall have the full powers of a deliberative assembly, including the right to be heard and to propose motions.
7. Subject to any contrary provisions herein, decisions taken by members at General Meetings shall be taken by simple majority.

PART V

ORGANS OF UNKLESA

ARTICLE XVI

ORGANS

1. The organs of UNKLESA shall consist of the Board, Special Officers, Working Groups, and Committees.

ARTICLE XVII

BOARD

1. The Board, duly elected in accordance with the provisions set forth herein, shall manage the day-to-day affairs of UNKLESA.
2. All positions on the Board shall be subject to election by the regular members of UNKLESA.
3. So much as is practicable, membership of the Board shall reflect the diversity of UNKLESA's International Civil Service affiliation.
4. Board members may resign at any time by giving written notice to the UNKLESA Secretary, or in the case of the resignation of the UNKLESA Secretary, to the UNKLESA Chairperson.

5. The powers and functions of the Board shall be as follows:
- a) to promulgate and implement policies, guidelines, rules and regulations for the effective management of the affairs of UNKLESA;
 - b) to prepare an Annual Work Plan of activities for the fiscal year during the period of their incumbency in line with the purpose and objectives of UNKLESA;
 - c) to implement the activities of the Annual Work Plan;
 - d) to review, deliberate, decide and approve all transactions concerning the affairs of UNKLESA;
 - e) to report to the membership the results of operations and other organizational activities for the fiscal year during their incumbency at the Annual General Meeting;
 - f) to develop and present an Annual Report and a Financial Report for approval at the Annual General Meeting;
 - g) to take all appropriate measures to further the purpose and objectives of UNKLESA in accordance with this Constitution;
 - h) to implement decisions taken at Annual General Meetings and General Meetings;
 - i) to create, adopt and implement policies, guidelines, rules and regulations for the effective day-to-day management of the affairs of UNKLESA;
 - j) to provide relevant information to the membership on the activities of UNKLESA via the UNKLESA website and any other reliable and accessible means of communication, and to maintain and update this information;
 - k) to carry out such other duties and responsibilities which are inherent and customarily associated with a Board of similar associations; and,
 - l) to consider, address and act upon any grievances against officers of the Board, Working Group members, Committee members or UNKLESA itself.

ARTICLE XVIII

BOARD'S SPECIAL DUTY TO UNKLESA

1. Each member of the Board has a duty to act at all times in accordance with the purpose and objectives of UNKLESA.
2. Each member of the Board has a duty to refrain from promoting self-interest above the collective interests of the membership, and undertakes not to engage in conduct that would undermine the purpose and objectives of UNKLESA, compromise the efforts of membership to pursue and secure employment opportunities within the International Civil Service, or otherwise bring the reputation of UNKLESA into disrepute or diminish the confidence of membership in the operations of UNKLESA or UNKLESA itself.

ARTICLE XIX

COMPOSITION OF THE BOARD

1. The Board shall be governed by the following officers whose duties and responsibilities are as follows:
 - a. Chairperson
 - i. The Chairperson shall be the Chief Executive Officer and concurrently the Presiding Officer of UNKLESA;
 - ii. The Chairperson shall be the principal representative and the official spokesperson for UNKLESA;
 - iii. The Chairperson shall preside at all meetings of UNKLESA and enforce rules and regulations diligently;
 - iv. The Chairperson shall oversee and manage the over-all affairs of UNKLESA;
 - v. The Chairperson shall be in-charge of the publicity and information dissemination concerning the affairs of UNKLESA;
 - vi. The Chairperson shall receive proposals for activities to be deliberated upon by the Board;
 - vii. Except as otherwise provided herein, the Chairperson shall not vote on any issue or proceeding except to break a tie on matters voted upon;

- viii. The Chairperson shall be responsible for leading UNKLESA in a manner that supports and guides the organization's mission as defined by the Board and this Constitution;
- ix. The Chairperson shall be responsible for communicating effectively with the Board and providing, in a timely and accurate manner, all information necessary for the Board to function properly and to make informed decisions;
- x. The Chairperson shall be responsible for the fiscal integrity of UNKLESA.
- xi. The Chairperson shall be responsible for fiscal management that generally anticipates operating within the approved budget, ensures maximum resource utilization, and maintenance of the organization in a positive financial position;
- xii. The Chairperson shall be responsible for fundraising and developing other resources necessary to support UNKLESA's mission;
- xiii. The Chairperson shall be responsible for strategic planning to ensure that UNKLESA can successfully fulfill its Mission into the future;
- xiv. The Chairperson shall be responsible for the enhancement of UNKLESA's image by being active and visible in the UN community and by working closely with other UN agencies;
- xv. The Chairperson shall be responsible for effective administration of UNKLESA's office and all Working Group programs;
- xvi. The Chairperson shall be responsible for signing all notes, agreements, and other instruments made and entered into and on behalf of UNKLESA;
- xvii. In the event of their resignation, the Chairperson shall give a fourteen (14) calendar days' written notice of resignation and shall prepare a handover report before resignation;
- xviii. The Chairperson shall attend all Board meetings, and should they be unable to attend, they shall give 48 hours' notice, unless in case of an emergency;
- xix. The Board may remove the Chairperson by two-thirds (2/3) majority vote, at any regular or special meeting of the Board, provided that a statement of reason or reasons have been provided in writing.

b. Secretary

- i. The Secretary shall be the over-all officer in charge of all the affairs of the Association in the absence of the Chairperson and shall assume the duties and responsibilities of the Chairperson;
- ii. The Secretary shall succeed and assume the position of the Chairperson in the event that such position is declared vacant by reason of death, resignation or expulsion until an election to fill the Chairperson vacancy is held;
- iii. The Secretary shall be the custodian of all records and files of UNKLESA;
- iv. The Secretary shall prepare agenda of meetings and effect the sending of notices of meetings to all members and ensure their regular attendance;
- v. The Secretary shall keep an accurate record of all proceedings in all meetings of UNKLESA;
- vi. The Secretary shall prepare and maintain a data base of all members;
- vii. The Secretary shall design and implement UNKLESA office strategies, plans and procedures;
- viii. The Secretary shall develop comprehensive goals for performance and growth of office personnel;
- ix. The Secretary shall establish office policies that promote a sound corporate culture and vision;
- x. The Secretary shall oversee daily operations of the UNKLESA office team;
- xi. The Secretary shall oversee the work of the Office Manager and volunteers and ensure their maximum performance and dedication;
- xii. The Secretary shall report to the Board on all matters of importance;
- xiii. The Secretary shall attend Board and Working Group meetings and may, when unavailable, designate another Board member to attend Working Group meetings in their place;
- xiv. The Secretary shall be responsible, in conjunction with the appropriate Coordinating Board Member, for overseeing the implementation of UNKLESA's Working Group programs that carry out the organization's mission;
- xv. The Secretary shall participate in UNKLESA training and development programs;

- xvi. The Secretary shall be responsible for the publication of UNKLESA's newsletter or bulletin;
- xvii. The Secretary shall assist the Chairperson in fundraising ventures;
- xviii. The Secretary shall work with the Board on the strategic vision including fostering and cultivating networking relationships especially with the United Nations and is Speialized Agencies and other public international organizations of a universal character;
- xix. The Secretary shall perform other functions inherent in the position and/or those that may be assigned by the Chairperson;
- xx. In the event of their resignation, the Secretary shall give a fourteen (14) calendar days' written notice of resignation and shall prepare a handover report before resignation;
- xxi. The Secretary shall all Board meetings; and should they be unable to attend, they shall give 48 hours' notice, unless in case of an emergency;
- xxii. The Board may rem ove the Secretary by two-thirds (2/3) majority, at any regular or special meeting of the Board, provided that a statement of reason or reasons have been provided in writing.

c. Treasurer

- i. The Treasurer shall be the custodian of all UNKLESA funds and property;
- ii. The Treasurer shall prepare quarterly financial reports reflecting the financial operations and the financial position of UNKLESA with emphasis on the receipts and disbursements of funds duly examined by the Internal Auditor for review and approval by the Board once a year. The Treasurer shall at all times certify the correctness of the prepared reports submitted to the Internal Auditor for notation and certification before submission to the membership;
- iii. The Treasurer shall prepare an annual budget;
- iv. The Treasurer shall cause the opening and maintaining of a UNKLESA bank account where all funds shall be deposited, so much as is practicable, at the end of the business day when the said funds are received;
- v. The Treasurer shall assist the Chairperson and Secretary in identifying new funding opportunities;

- vi. The Treasurer shall ensure adequate financial controls are put in place and that substantiating documentation is approved and available such that all purchases may pass internal audits;
- vii. The Treasurer shall provide the Board with an operating budget, work with the Chairperson to ensure programmatic success through cost analysis support;
- viii. The Treasurer shall oversee the management and coordination of all fiscal reporting activities for the organization including preparation of organizational revenue/expense and balance sheet reports; preparation and submission of reports to funding agencies; and development and monitoring of UNKLESA special programs revenue;
- ix. The Treasurer shall attend Board and Working Group meetings; and may designate a representative to attend Working Group meetings in their place;
- x. The Treasurer shall ensure adequate cash flow to meet UNKLESA's needs;
- xi. The Treasurer shall oversee the production of monthly financial reports including reconciliations;
- xii. The Treasurer shall oversee the maintenance of the inventory of all fixed assets, including assets, property and working materials of any kind whatsoever, purchased by or donated to UNKLESA;
- xiii. In the event of resignation, the Treasurer shall give a fourteen (14) calendar days' written notice of resignation shall prepare a handover report before resignation;
- xiv. The Treasurer shall attend all Board meeting; and should they be unable to attend, they shall give 48 hours' notice, unless in case of an emergency;
- xv. The Board may remove the Treasurer by two-thirds (2/3) majority, at any regular or special meeting of the Board, provided that a statement of reason or reasons have been provided in writing.

- d. Coordinating Board Member - Family & Peer Support
- i. There shall be a Coordinating Board Member responsible for Family and Peer Support;
 - ii. They shall organize regular professional or social gatherings (coffee mornings, talks, excursions etc), and shall, where possible, invite speakers from the United Nations system or outside the United Nations systems to address members;
 - iii. They shall be responsible for updating and sharing the “Welcome Information Pack” containing critical information for assisting newly-arrived spouses and partners settle into Nairobi;
 - iv. They shall research and share information about local activities and events to members;
 - v. They shall promote UNKLESA through participating in United Nations Office in Nairobi (UNON) events and activities where possible;
 - vi. They shall maintain and monitor Board approved Working Group plans, schedules, budgets and expenditures;
 - vii. They shall organize, attend and participate in Working Group meetings;
 - viii. They shall document and follow up on important actions and decisions from Working Group meetings;
 - ix. They shall organise and chair Working Group meetings where appropriate and distribute minutes to all group members and Board Members;
 - x. They shall create an annual calendar for fulfilling each goal and objective;
 - xi. They may be assigned any other responsibility from time to time as need arises by the Chairperson or Secretary of the Board;
 - xii. In the event of resignation, they shall give a fourteen (14) calendar days’ written notice of resignation and shall prepare a handover report before resignation;
 - xiii. They shall attend all Board meetings; and should they be unable to attend, they shall give 48 hours’ notice, unless in case of an emergency;

- xiv. They may be removed by the Board by two-thirds (2/3) majority, at any regular or special meeting of the Board, provided that a statement of reason or reasons have been provided in writing

e. Coordinating Board Member - Training & Development

- i. There shall be a Coordinating Board Member responsible for Training and Development;
- ii. They shall be responsible for facilitating the training and development of professional and personal skills and knowledge of UNKLESA's members;
- iii. They shall compile a list of useful websites that members can access for self-study to help develop their skills and knowledge in a wide field of United Nations and non-United Nations topics;
- iv. They shall facilitate networking with UNON so as to develop mutually beneficial training strategies, including training UNKLESA members to provide services to UNON);
- v. They shall maintain and monitor Board approved Working Group plans, Working Group schedules, budgets and expenditures;
- vi. They shall document and follow up on important actions and decisions from Working Group meetings;
- vii. They shall organize and chair Working Group meetings where appropriate and distribute minutes to all group members and Board Members;
- viii. They shall create an annual calendar for fulfilling each goal and objective;
- ix. They may be assigned any other responsibility from time to time as need arises by the Chairperson or Secretary of the Board;
- x. In the event of resignation, they shall give a fourteen (14) calendar days' written notice of resignation and shall prepare a handover report before resignation;
- xi. They shall attend all Board meetings; and should they be unable to attend, they shall give 48 hours' notice, unless in case of an emergency;

- xii. They may be removed by the Board by two-thirds (2/3) majority, at any regular or special meeting of the Board, provided that a statement of reason or reasons have been provided in writing.

f. Coordinating Board Member - Networking/Advocacy

- i. There shall be a Coordinating Board Member responsible for Networking/Advocacy;
- ii. They shall be responsible for maintaining strong relationships between UNKLESA and the UN Resident Coordinator in Kenya, Heads of United Nations Specialized Agencies and Departments;
- iii. They shall work with the Chairperson to raise the UNKLESA profile, and advocate for the employemnt of qualified UNKLESA members;
- iv. They shall introduce UNKLESA to all new United Nations staff members at the Quarterly New Staff Orientation and every Friday at the Induction and Security briefing, or at such other times or events as may be appropriate;
- v. They shall design and desseminate advocacy presentations as required;
- vi. They shall maintain and monitor Board approved Working Group plans, Working Group schedules, budgets and expenditures;
- vii. They shall document and follow up on important actions and decisions from Working Group meetings;
- viii. They shall organize and chair Working Group meetings where appropriate and distribute minutes to all group members and Board Members;
- ix. They shall create an annual calendar for fulfilling each goal and objective;
- x. They may be assigned any other responsibility from time to time as need arises by the Chairperson or Secretary;
- xi. In the event of resignation, they shall give a fourteen (14) calendar days' written notice of resignation and shall prepare a handover report before resignation;
- xii. They shall attend all Board meetings; and should they be unable to attend, they shall give a 48 hours' notice, unless in case of an emergency;

- xiii. They may be removed by the Board by two-thirds (2/3) majority, at any regular or special meeting of the Board, provided that a statement of reason or reasons have been provided in writing.

g. Coordinating Board Member - Communications & Outreach

- i. There shall be a Coordinating Board Member responsible for Communications & Outreach;
- ii. They shall be responsible for overseeing the hosting and maintenance of the UNKLESA website and social media platforms;
- iii. They shall assist the Secretary with the publication of the UNKLESA newsletter;
- iv. They shall maintain and monitor Board approved Working Group plans, Working Group schedules, budgets and expenditures;
- v. They shall document and follow up on important actions and decisions from Working Group meetings;
- vi. They shall organize and chair Working Group meetings where appropriate and distribute minutes to all group members and Board Members;
- vii. They shall create an annual calendar for fulfilling each goal and objective;
- viii. They may be assigned any other responsibility from time to time as need arises by the Chairperson and Secretary;
- ix. In the event of resignation, they shall give a fourteen (14) calendar days' written notice of resignation and shall prepare a handover report before resignation;
- x. They shall attend all Board meetings; and should they be unable to attend, they shall give 48 hours' notice, unless in case of an emergency;
- xi. They may be removed by the Board by two-thirds (2/3) majority at any regular or special meeting of the Board, provided that a statement of reason or reasons have been provided in writing.

ARTICLE XX

QUALIFICATION OF BOARD

1. Any regular member of UNKLESA may run and become a member of the Board provided all of the following conditions are met:
 - a) They are a bona fide member of UNKLESA in good standing at the time of the election. A bona fide member is a member who has no arrears in membership dues;
 - b) They shall agree to accept the nomination as a candidate and willing to be active and supportive to the purpose and objectives of UNKLESA; and,
 - c) They shall meet any other criteria or additional requirements as may be adopted by the UNKLESA membership.

ARTICLE XXI

TERM OF OFFICE OF BOARD

1. The term of office of the Board shall be one (1) year.
2. The term of office shall begin 1 November immediately following their election to office as announced during the Annual General Meeting, and shall expire 31 October or until their successor have been duly elected.
3. A member of the Board shall not serve in the same position for more than two (2) consecutive full terms.
4. In the event that an unexpired or unfinished term of the incumbent occurs, by reason of death, resignation or removal from office, the term of office to be served by a duly elected replacement Board member shall be the unexpired portion of the term unserved.

ARTICLE XXII

COMPENSATION

1. The Board may receive compensation for holding office, at an amount determined by the Board, but such compensation shall be limited to an amount that is a reasonable reimbursement for the ordinary and necessary expenses incurred by the Board in the performance of their duties to UNKLESA, and so long as it is otherwise in accordance with the pursuit of administering the purpose and objectives of UNKLESA and the provisions of this Constitution.
2. The holding of office shall be considered as a voluntary and gratuitous contribution to UNKLESA, hence no compensation beyond that specified in paragraph 1 of this Article, once established by the Board, shall be expected, except and unless the rate of said compensation is amended by the decision of the Membership at an Annual General Meeting upon due and proper notice of same in accordance with the provisions set out herein.

ARTICLE XXIII

MEETINGS OF THE BOARD

1. The Board shall meet at least once per month.
2. Every good faith effort shall be made by the Board to arrive at decisions by consensus.
3. If no consensus is reached, decisions may be made by a simple majority of Board members participating in a Board meeting.
4. The Board shall establish its own Rules of Procedure.
5. The Board's Rules of Procedure may provide for the automatic resignation of Board members in the event of persistent non-attendance at Board meetings.
6. The Board's Rules of Procedure may provide for the expulsion of Board members in the event of persistent non-performance of the duties assigned to the respective member as outlined in this Constitution, or in the event of any action(s) taken by a Board member that are counter to the purpose and objective of the Association.

ARTICLE XXIV

ELECTIONS

1. The election of Board members shall be held annually, preceding the Annual General Meeting in the month of October, in accordance with this Constitution.
2. The election shall be conducted and supervised by the Electoral Officer in accordance with this Constitution.
3. At the sole discretion of the Electoral Officer, election proceedings may be conducted by paper or electronic ballots, or any other means, which shall be communicated to the members no later than sixty (60) days prior to the election, and the Electoral Officer shall prepare the official ballots, whether paper, electronic or any other suitable format, listing the names of the qualified candidates and their respective positions being sought, on which basis the Board shall be chosen.
4. A member seeking election to the Board shall signify their intention by filing a Candidate Nomination Form, prepared for that purpose by the Electoral Officer, and duly submitting said form to the Electoral Officer no later than forty-five (45) days prior to the next Annual General Meeting.
5. Proxy voting shall be allowed and implemented subject to the rules and guidelines to be promulgated by the Electoral Officer and in accordance with this Constitution.

ARTICLE XXV

SPECIAL OFFICERS

a. Internal Auditor

1. For the purposes of effectuating an annual audit of the financial operations and position of UNKLESA, an Internal Auditor shall be appointed by the Board at the Annual General Meeting.
2. The Internal Auditor shall be appointed from the membership of UNKLESA, but may not be a member of the Board.
3. The Internal Auditor shall have sufficient professional experience as an auditor, accountant, book-keeper or other such applicable accreditation, such that a proper and thorough audit of UNKLESA's financial operations and position can be conducted in accordance with standard accounting practices.
4. Should the Board be unable to appoint an Internal Auditor from the membership, on account of there being no suitable appointee, or a suitable appointee's unwillingness or inability to accept said appointment, the Board shall retain an external auditor from a reputable accounting office at the expense of UNKLESA.

5. The term of the Internal Auditor shall be from their appointment until immediately after the election of the Board at the next Annual General Meeting.
6. Subject to paragraph a.4 of this Article, in the event that the Internal Auditor resigns or is unable to perform their duties, the Board shall, within thirty (30) days, appoint a replacement Internal Auditor from among the regular membership under the same conditions as those set out in this Article.
7. The Internal Auditor has sole competence for organizing, conducting, and verifying an audit of UNKLESA's financial operations and position, and shall report the findings of said audit to the Board.
8. Within fifteen (15) days of submission of the audit report by the Internal Auditor to the Board, said audit report shall be published and made available to the membership.
9. The Internal Auditor may solicit and receive assistance from a volunteer or team of volunteers under their supervision.

b. Electoral Officer

1. Elections to the Board shall be conducted under the oversight of an Electoral Officer, who shall not be a candidate for any Board position.
2. The Electoral Officer shall be appointed from among the regular membership by the Board, under the following conditions:
 - a. the appointment shall take place no later than ninety (90) days before the Annual General Meeting; and,
 - b. the member shall agree to their appointment.
3. The term of the Electoral Officer shall be from their appointment until immediately after the results of the election of the Board are announced at the next Annual General Meeting.
4. In the event that the Electoral Officer resigns or is unable to perform their duties, the Board shall, within fifteen (15) days, appoint a replacement Electoral Officer from among the regular membership under the same conditions as those set out in paragraph b.2 of this Article.
5. The Electoral Officer has sole competence for organizing, conducting, and verifying elections to the Board, and has the power to issue Election Rules as they deem fit.

6. The Electoral Officer may solicit and receive assistance from a volunteer or a team of volunteers under their supervision.

ARTICLE XXVI

WORKING GROUPS

1. The operationalization of UNKLESA's ongoing activities shall take place through the Working Groups.
2. The Board may establish, in addition to the those Working Groups working on the themes under the respective portfolios of the Coordinating Board Members established under the terms of this Constitution, additional Working Groups to facilitate its work on specific areas of interest to UNKLESA, and in furtherance of UNKLESA's purpose and objectives.
3. The mandates of additional Working Groups shall be created by a decision at the Annual General Meeting, or at a General Meeting.
4. The mandates of Working Groups may be terminated by a decision at an Annual General Meeting, or at a General Meeting.
5. Working Groups shall establish their own quorum, frequency of meetings and other rules as appropriate.

ARTICLE XXVII

COMPOSITION OF WORKING GROUPS

1. Working Groups shall be open to all regular, associate and honorary members.
2. Each Working Group shall be chaired by a Board Member.
3. A Working Group may appoint a Deputy Chairperson, should the Working Group deem such appointment would facilitate the mandate of said Working Group.

ARTICLE XXVIII

COMMITTEES

1. The operationalization of UNKLESA’s ad hoc activities shall take place through the Committees.
2. The Board shall establish Committees on an ad hoc basis to facilitate its work on specific areas of interest to UNKLESA, and in furtherance of UNKLESA’s purpose and objectives.
3. The mandates of Committees may be established by the Board from time to time as the need for such establishment arises.
4. The mandates of Committees may be terminated by the Board where it is deemed that such mandate has been completed.
5. Committees shall establish their own quorum, frequency of meetings and other rules as appropriate.
6. The Chairperson of each Committee shall report on its work to the Board.

ARTICLE XXIX

COMPOSITION OF COMMITTEES

1. Committees shall be open to all regular, associate and honorary members.
2. Each Committee shall be led by a Chairperson.
3. Committees may designate a Deputy Chairperson, should the Committee deem such a designation would facilitate the mandate of said Committee.

ARTICLE XXX

COMMITTEE CHAIRPERSONS

1. Committee Chairpersons shall be nominated and appointed following the establishment of the Committee.
2. The nomination and appointment of Committee Chairpersons shall be made within the Committee, by Committee members at the first meeting of the Committee, or as soon thereafter as is practicable.
3. Regular members shall be eligible to stand as Committee Chairpersons.
4. The term of all Committee Chairpersons shall be from the date of their appointment until the subsequent Annual General Meeting, or the date of the dissolution of the Committee, whichever occurs first.
5. In the event of a vacancy in a Committee Chairperson position, said position shall be filled upon nomination and appointment of a new Committee Chairperson by said Committee as soon as is practicable.
6. Committee Chairpersons may resign at any time by giving written notice to the UNKLESA Secretary.
7. Committee Chairpersons shall resign if elected to a position on the Board.
8. The responsibilities of each Committee Chairperson shall be to:
 - a. further the purpose and objectives of UNKLESA in accordance with the Committee's mandate;
 - b. report to the Board on the activities the Committee;
 - c. prepare a written report on the activities of the Committee for inclusion in the UNKLESA Annual Report; and,
 - d. provide information on the Committee's activities to the members of UNKLESA.

PART VI

MANAGEMENT OF AFFAIRS

ARTICLE XXXI

VACANCY, EXPULSION, SUSPENSION & RESIGNATION

1. In the event of a vacancy in the Board where such vacancy occurs less than six (6) months prior to the next Annual General Meeting, such vacancy shall be filled at the discretion of the remaining Board members and said vacancy may be made by appointment from among the regular membership. Should the vacancy occur more than six (6) months prior to the next Annual General Meeting, such vacancy shall be filled by a Special Election or Special General Meeting called for such purpose.
2. Any member may be suspended from the membership for engaging in conduct contrary to the purpose and objectives of UNKLESA.
3. Any member shall be subjected to expulsion proceedings for willful violation of this Constitution and any by-laws or regulations made pursuant thereto or for acts inimical or detrimental to the reputation of UNKLESA.
4. Any member may give a written notice of resignation to UNKLESA for whatever reasons they may have. All contributions and dues paid by such member shall ***not*** be ***refunded*** and shall form part of the general fund of UNKLESA. Efforts shall be made to update the accounts of any resignee up to the time of their resignation and any unpaid balance shall be collected from the resignee prior to their resignation.

ARTICLE XXXII

FINANCIAL OPERATIONS & PROCEDURES

1. The fiscal year of the Association shall run from 1st of November to 31st of October of the following calendar year.
2. The Treasurer shall handle the financial operations of UNKLESA. Every receipt and disbursement of funds shall be properly recorded and accounted for and the corresponding cash counts and balancing of accounts shall be done at the end of each transaction day.
3. Quarterly financial reports shall be prepared for monitoring purposes and for determination of the financial position or status of UNKLESA. These reports shall be presented and distributed to the members during any General Meetings as Treasurer's Reports.

4. Collection of membership fees, dues and any special levies shall be properly receipted and duplicate copies shall be retained.
5. All bank withdrawals shall be signed by the Treasurer and countersigned by the person(s) designated by the Board, those being limited to members of the Board and/or the UNKLESA Office Manager.

ARTICLE XXXIII

LIMITATIONS OF LIABILITY

1. All individual members of UNKLESA shall in no case be subject to/or liable for any financial obligations other than the regular dues for reasonable specific purposes.
2. UNKLESA shall not be under obligation to pay for any financial transactions fraudulently entered into by its officers and members beyond their authority.

ARTICLE XXXIV

DISSOLUTION

1. UNKLESA may be dissolved by majority vote of the sum of its regular members in a Special General Meeting called for such purpose.
2. In the event that the dissolution of UNKLESA, the incumbent members of the Board or their duly-designated and authorized representatives shall oversee and manage the speedy liquidation and disposition of all the assets of UNKLESA.
3. Upon dissolution of UNKLESA, assets shall be distributed for one or more charitable purposes, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of UNKLESA is then located, exclusively for such purposes or to such organization, organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XXXV

PRESUMPTION OF TRANSPARENCY AND FREEDOM OF INFORMATION

1. UNKLESA shall operate under a presumption of transparency and freedom of information.
2. The Board shall take reasonable steps to ensure that all information held by UNKLESA, except information personally identifying a UNKLESA member, is made available to members to the maximum extent permissible by law.
3. Information held by UNKLESA personally identifying a member shall be made available to that member upon request to the maximum extent permissible by law, and shall not be shared with any third party for any purpose whatsoever except with the express and informed consent of the member concerned.

ARTICLE XXXVI

NON-INUREMENT, LIMITATIONS ON POLITICAL AND NON-PURPOSE ACTIVITY

1. No part of the earnings of UNKLESA shall inure to the benefit of, or be distributable to its members, trustees, officers, or private persons, except that UNKLESA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and disbursements in furtherance of the purpose and objectives set forth in Articles 3 and 4 herein.
2. No substantial part of the activities of UNKLESA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and UNKLESA shall not participate in, intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of this Constitution, UNKLESA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose and objectives of UNKLESA.

ARTICLE XXXVII

UNKLESA REGULATIONS

1. The Board, in accordance with its mandate, shall have the discretion to create, adopt and amend Regulations in the furtherance of the objectives of this Constitution.
2. At a minimum, the UNKLESA Regulations shall include:
 - a. the rate of the annual regular membership dues;
 - b. the rate of any annual associate membership dues; and,
 - c. the procedure(s) for application for, and renewal of regular and associate memberships.

ARTICLE XXXVIII

AMENDMENT, COMMENCEMENT, DURATION AND DISSOLUTION

1. This Constitution may only be amended at an Annual General Meeting or a General Meeting called for such purpose, if the sum of regular members plus proxy votes present is equal to or greater than 30% of the total number of regular members of UNKLESA at the time of the Annual General Meeting or General Meeting.
2. Proposed amendments to the Constitution may be submitted by a written petition signed by at least fifteen (15) bona fide regular members to the Amendment Committee at least sixty (60) days prior to an Annual General Meeting, or General Meeting called for such purpose, at which, said proposals shall be deliberated and considered. Any substantive changes in the proposed amendments shall be communicated to the sponsors stating the reasons thereof within fifteen (15) days of submission of the proposed amendments. The Amendments Committee shall prepare the final draft and furnish copies to all members at least thirty (30) days prior to subjecting the proposed amendments to a vote at an Annual General Meeting, or General Meeting called for such purpose.
3. Any notice of amendment emanating from the Board shall be made available to all members of UNKLESA at least thirty (30) calendar days prior to the Annual General Meeting or General Meeting called for such purpose.
4. Proposed amendments to the Constitution shall be handled by the Amendments Committee, created by the Board for such purpose.
5. UNKLESA is established for an indefinite term.

ARTICLE XXXIX

EFFECTIVITY,
SUCCESSION &
CONFLICT OF LAWS

1. This Constitution shall be effective and in force upon the adoption and ratification by at least five (5) regular members of UNKLESA or persons eligible to become regular members of UNKLESA.

2. Notwithstanding anything to the contrary contained in this Constitution, the association known as the United Nations Kenya Local Expatriate Spouses Association (UNKLESA), shall continue in existence subject to the provisions of this Constitution.

3. In case of conflict between provisions of this Constitution and the provisions of local laws governing associations or organizations in Kenya, the local laws shall prevail.

The foregoing **Constitution of the United Nations-Local Expatriate Spouses Association in Kenya (UNKLESA)** was drafted and approved on the committee level on the 29th day of November Two-Thousand and Nineteen in KENYA-Nairobi by Honourable Members of the Constitution Review Committee whose signatures are hereunder affixed.
