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NGO Guidance Package

FOR ALL REGISTERED NGOS

NGOs COORDINATION BOARD

ACKNOWLEDGEMENT

We hope the information provided in this booklet will go a long way in improving compliance with both the NGO Act, 1990, NGO regulations 1992 and terms and conditions attached to NGOs registration certificate.

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ABBREVIATIONS USED

NGO - Non-Governmental Organization

NGOs - Non-Governmental Organizations

NGOB- Non-Governmental Organizations Coordination Board

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GENERAL

1.1 Purpose:

This booklet defines the specific requirements that must be met by NGOs when requesting for post registration services. The booklets also outline the legal and the administrative backing for the post registration services.

1.2 Scope:

This booklet forms a very good source of references to NGOs seeking for post registration services.

1.3 Distribution:

This booklet shall be distributed to all new NGOs.

1.4 References

- 1.4.1 The Non-Governmental Organizations regulation, 1992
- 1.4.2 The Non-Governmental Organizations Co-ordination Act, 1990
- 1.4.3 Terms of reference attached to NGOs certificate of registration
- 1.4.4 Registration and Post Registration Manual of the NGOs Board

1.5 Revision

The revision of this booklet is controlled by the Head of Operations Compliance and Research.

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PREAMBLE

This booklet by outlining further the specific requirements for post registration services as being sought by NGOs after registration seek to simplify the ambiguity of requirements as presented to NGOs thereby enhancing compliance of NGOs.

This booklet should be viewed as an important reference point to NGOs compliance.

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BACKGROUND INFORMATION

The NGOs Coordination Board is the state regulator for non-governmental organisations engaged in public benefit work and registered under the NGOs Coordination Act 1990.

The NGOs Board is established under the NGOs Coordination Act 1990 and seeks to efficiently and effectively regulate and enable the charitable sector to enhance its role in national development

The NGOs Co-ordination Board started its operations in 1992 under the Ministry of State in the Office of the President. Currently the Board is under the Ministry of Devolution and Planning. Specifically, the NGOs Co-ordination Board is responsible for *inter alia* registering, facilitating and coordinating all national and international NGOs operating in Kenya; advising the government on their contribution to national development ; providing policy guidelines for NGOs to align their activities with national priorities and receiving and analyzing NGOs annual reports .

The NGOB has envisioned an enabled environment for Charities activities. This booklet is thus designed to provide NGOs with information that will not only enable them in undertaking their activities but also enhance their compliance.

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1.0 INTRODUCTION

This booklet is envisaged firstly as a means of expounding service requirements to NGOs with an aim of enhancing their understanding of requirements for post registration services as sought by them. It ensures common understanding of these requirements.

The booklet is also an induction manual and guide for NGOs. The booklet is borrowed from the Non-Governmental Organizations regulation, 1992, the Non-Governmental Organizations Co-ordination Act, 1990, terms of Reference attached to NGOs certificate of registration, registration and post registration manual of the NGOs Board.

2.0 POST REGISTRATION SERVICE REQUIREMENTS

Post registration services are services offered by NGOB after registration. Explanations of requirements for these services are outlined in this booklet.

NGOs should note that these services shall not be provided to them unless and until they endeavor to comply with annual returns and any other outstanding governance issues in their file. Regularization of the organization's file means that the organization has adhered to all the terms and conditions attached to their certificates including but not limited to: update annual returns, current postal and physical address, current list of office bearers for our purposes list of the three top officials pursuant to the organizations constitution, formation of a substantive board, payment of all outstanding fees and penalties among others

2.1 CHANGE OF OFFICIALS

2.1.1 Introductions:

The two basic guidelines for assessing applications for change of officials are firstly section 22 (1) of the NGO Regulations 1992 that provides for change of officials and the applicant organizations own constitution specifically, the sections dealing with Governance Structures and officials and the section on elections. This is also one of the terms and conditions attached to certificate of NGO registration.

Section 22 (1) of the N G O Regulation s provide that any changes to the officials of an organization be filed within 14 days after the said changes have occurred. Secondly, it further states that these changes be filed through a notice in Form 13 and signed by 3 officials of the organization

Form 3 is the registration form that is normally used by NGOs to file for new applications, when an NGO is filing for change of officials they are only required to **ONLY** fill the particulars of the officials who have been replaced.

Forms 13 requires both the outgoing and incoming to sign out and in respectively.

2.1.2 Requirements for Change of officials

- i. Submit a copy of minutes authorizing the change of office bearers signed by both outgoing and incoming officials.

Execution of Minutes:

- a) Minutes should be submitted within 14 days from the date of meeting.

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- b) Minutes should have an agenda of incorporation of new members if new members are been brought in the organization and were never in our records.
 - c) Minutes should also indicate the process of bringing in new officials if it was through elections, expiry of term, disciplinary decision, resignation or death. You can also specify other reasons which are not indicated here.
 - d) The meeting for changes can either be Annual General Meeting or Special General Meeting depending on the reason for changes.
 - e) Where an organization has been in existence for more than a year and they have filed for changes of officials, as long as they meet the threshold of the minimum required for the Board, that change shall be constructed also as constitution of a substantive Board.
 - f) Minutes extracts or resolutions communicated in the absence of full minutes are not accepted. Informed decision can only be made by the NGOB if it is presented with full minutes in the correct format with original signatures.
- ii. Dully filled **Form 13** by both outgoing and incoming officials should be properly executed to avoid the changes not to be confirmed. Form 13 provides for outgoing officials to sign out and the incoming officials to sign out. The signatures of the outgoing officials **MUST** match the specimen signatures in the NGOB records.
 - iii. **Form 3** filled and signed by incoming officials only, the particulars of the incoming official should be properly filled and legible.
 - iv. 2 passport size photographs of the incoming officials on a white background.
 - v. A copy of the ID/Passport of the incoming official(s)
 - vi. Certificate of good conduct (include the finger prints and receipt) and an equivalent clearance certificate for foreigners from their country of origin
 - vii. In case of death there should be a copy of the death certificate, Affidavit from the local Administration, Eulogy or copy of newspaper advertisement from any of the local dailies.
 - viii. Processing fee of Kshs.4000
 - ix. Outgoing Officials to be informed of the changes.

2.3.1 Reasons for NGOB rejection of Change of Officials

- i. If the signature of the outgoing official does not match specimen signature in our records.
- ii. Minutes provided have expired meaning 14 days have passed since the meeting was held.
- iii. The organization is not compliant; they are not up to date in submitting annual returns or have other outstanding governance issues.

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- iv. The outgoing official raises an objection to the changes.

2.2 RECCOMENDATION LETTER TO OPEN BANK ACCOUNTS

2.2.1 Introduction

It is a requirement that all registered NGOs seeking to open bank accounts seek authority in writing from the NGOs Coordination Board. This is an administrative requirement and is not contained in neither the Act nor Regulations. This is also one of the terms and conditions attached to certificate of NGO registration.

2.2.2 Requirements for Bank Recommendations

- i. Introduction letter to the Executive Director (ED) of NGOB. The letter must specify the bank, branch and the signatories for the account the NGO intent to open.
- ii. Copy of minutes signed by registered officials and stating signatories and signing instructions. The minutes must resolve to open bank account. The minutes MUST also stipulate the branch and the signatories of the account. The minutes must be submitted within 14 days from the date of the meeting. In some instances an official of the organization may be out of the country and cannot sign the minutes. In such a scenario the said official can send an Email, E-Fax, Fax to the NGOs Co-ordination Board that He /She has no objection to the said resolutions.
- iii. Processing fees which for the time being is KES 4000
- iv. Please note that all NGO bank accounts should have at least one substantive Kenyan board member as a signatory.

2.2.3 Linking bank letters to Change of Officials

- i. Where an organization has recently made changes to its officials and has either filed the changes with the Board or is in the process of filing the changes, no Bank Letter shall be issued confirming the proposed changes as officials of the organization until such a time that the NGOB has enacted the changes and issued a letter confirming the same.
- ii. Consequently, where there are changes to officials being effected, applicant organizations are advised to finalize the changes first before embarking on seeking for Bank Letter.

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2.2.4 Reasons for Rejecting Bank Letter Request

- i. Minutes submitted have expired the organization has submitted minutes after the fourteen days limit. They will be required to hold another meeting to reconfirm the resolution.
- ii. Where the specimen signature of any of the top 3 official does not conform to the NGOB records.
- iii. Where the NGO is not up-to-date with its returns. The NGO will be required to comply by filling all the pending returns, pay the filling and the penalty fee for the years defaulted.
- iv. When an organization has changed officials without informing the Board. Such an organization will be required to follow the procedure for change of officials before the recommendation letter is issued.
- v. If an organization had opened previous accounts without informing the NGOs Coordination Board.

2.3 AMENDMENT OF CONSTITUTION

2.3.1 Introduction:

Subject to sec 21 of the NGOs Regulations, 1992, any organization that amends its constitution shall through an official letter to the ED furnish NGOB with its minutes together with the justification of the change within fourteen days from the time which the resolution to take the action was proposed.

Directions to amend NGO constitution can be as a result of notice from the NGOB or decision by a NGO. NGOs are at liberty to amend their constitution provided the changes does not alter the organization main objective. The organization may by a special resolution pass modify or repeal its constitution, provided that the alteration, modification shall not impair or prejudice the effectiveness of the constitution.

2.3.2 Requirements for Amendment of Constitution:

1. Formal application addressed to the Executive Director seeking for consent, signed by the three registered officials of the Organization.

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2. Copy of the Minute of the meeting authorizing the amendments to the Constitution to be submitted within 14 days of the meeting clearly giving reasons for the amendment.
3. Copy of the new Constitution with highlighted sections to be amended.
4. Kes.4000/-processing fee.

2.3.4 Reasons for rejection of amendment of constitution:

- i. Minutes with the resolution to amend the constitution has been submitted after the fourteen days have elapsed.
- ii. The constitution is not properly signed.
- iii. The main objective has been amended; this will require the organization to seek fresh registration since the mandate has changed.
- iv. Amendment not consistent with the NGO Act, Regulation or good practice.
- v. The amended section is not highlighted.

2.4 CHANGE OF NAME

2.4.1 Introduction

Subject to sec 21 of the NGOs Regulations, 1992, any organization that amends Name shall through an official letter to the ED furnish NGOB with its minutes together with the justification of the change within fourteen days from the time which the resolution to take the action was proposed.

Change of name can be prompted by a number of factors; where the organization feel that the original name is too long, donor requirement, the name does not reflect the activities/objectives of the NGO among others.

2.4.2 Requirements for Change of Name

1. Formal application addressed to the Executive Director seeking for consent, signed by the three registered officials of the Organization.
2. Fill in a approved Name Reservation Form (F2).
3. Fill in **Form 16** for Change of Name.
4. Application should state the changes and give reasons for the change.
5. Submit Minutes of the meeting proposing and resolving for change of name.
6. Application should be brought within 14 (fourteen) days from the date of the meeting. All signatures must be originals: scanned and photocopied will not be accepted.

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7. A processing fee of Ksh.27,200 for International NGOs and Ksh.12,500 for local NGOs.
8. The applicants to place an advert in the local dailies informing the general public of the change in the Daily Nation or Standard. The advert should be 10cm by 1column.
9. Provide an amended copy of your constitution showing the new name.

2.4.3 Reasons for rejection of Change Name

- i. Minutes of the meeting proposing the change of name has expired.
- ii. The name alters the organization main objective *for example* if the organization has been dealing with HIV AND CHILDREN and changes the name to an Agriculture Development Organization.
- iii. If the organization has not amended the Name Article in its constitution.
- iv. Form 16 which is used for change of Name has been signed by officials not recognized in our records.
- v. The organization has not changed the name in the constitution they have presented to the Board.
- vi. The organization has submitted an altered constitution without informing the Board of the changes.
- vii. Signatures presented are photocopies or scanned; all documents must bear original signatures.

2.5 REPLACEMENT OF LOST CERTIFICATE

An NGO may lose certificate either through fire, vandalism or any other relevant reason and seek for replacement. Through the legal notice 84 of 2004, the NGOB may issue a certificate of registration to replace a lost or destroyed certificate upon application by the registered NGO and payment of the prescribed fee.

2.5.1 Requirements for replacement of lost certificate

- i. Cover letter addressed to the ED requesting for replacement of lost certificate
- ii. Police Abstract accompanied by sworn affidavit by one top official
- iii. Minutes with a resolution to replace lost certificate the minutes must be within 14 Days and signed by three top officials (original signatures)
- iv. Advert in widely circulated media either Nation or Standard. The advert should be minimum 4cm by 1 column.
- v. Processing fees of Kes.10,000(ten thousand)

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2.6 DISSOLUTION

Section 21 of the NGOs Regulations states that no NGO shall dissolve itself without prior consent in writing of the Board upon written application addressed to the ED and signed by three top officials of the organization. The organization wishing to dissolve itself shall: -

- i. A written application addressed to the ED and signed by three top officials of the organization
- ii. Provide a copy of the minutes authorizing the dissolution of the organization.
- iii. Place an advertisement in the local dailies informing the general public of the intended dissolution of the organization
- iv. Provide documentary evidence that all their employees have received their terminal dues
- v. Provide an inventory of all assets of the NGO and clearly outline a plan for transferring the said assets to an organization with similar objectives. This shall be analysed alongside F-14 that the organization has been submitting.
- vi. Surrender the Original certificate of registration
- vii. Ksh. 2,000 (Two thousand) processing fee.

2.7 NOTIFICATION ON CHANGE OF ADDRESS

Sec 20(3) of the Regulations requires that Applicants seeking to change their physical and postal addresses are required to fill **form 4** also known as the change of address notification.

This is then filed with NGOB upon which the NGOB updates the database to this effect.

2.8 APPLICATION FOR WORK PERMITS

Sec 28 of the regulations provide that any organization wishing to obtain work permits in respect of prospective non citizens shall apply in writing to the principal immigration through NGOB.

The application should contain a detailed CV of the employee plus a justification by the organization detailing reasons for requesting for a work permit. This should be accompanied by a payment of Kenya Shillings twenty Thousand (KES 20,000).

Entry Permits are issued to non-citizens with professional skills who wish to give their services to the Kenya labour market. Such skills do not have to be necessarily unavailable in the Kenyan labour market but there must be sufficient reasons and or justifications for the decision to employ an expatriate.

These needs maybe classified as follows:-

1. Short terms services e.g. six months

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2. Voluntary services / Interns
3. Paid positions for which there are insufficient skills in the country
4. Where individuals are important for the sustainability of the organizations
5. Where there is a bilateral agreement with the Kenya government (evidence must be provided).
6. Where there is evidence that no Kenyan has shown interest for the position despite advertisement.
7. Position was advertised internationally and no Kenyan qualified(evidence of this must be provided)

Section 28 of the NGOs Regulations requires that any registered organization wishing to obtain entry permits in respect of prospective non Kenyan employees ensures that;

- a) The services of such employees are necessary for the proper function of the Organization; or
- b) No persons with comparable skills are available locally;
- c) Such employees will contribute towards the training of Kenyans to obtain scientific, technical and managerial skills,

2.8.1 Work Permit Recommendation Requirements

Letter addressed to Executive Director, NGOs Co-ordination Board requesting for recommendation letter.

Attach the following:

1. Application Form for Work Permit duly completed (from Immigration) Details in the work permit application forms include among others:
 - The organization should give the designation by which the job is known within the firm.
 - A description of what the individual holding the position is required to do, what staff he supervises directly and who supervises him should be indicated. Estimate value of materials, equipment or money for which she /he is responsible should also be mentioned.

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- The (applicant) expatriate should state the educational technical or professional qualifications and previous experience.
- Where appropriate a Kenyan citizen is supposed to understudy the expatriate for a period of not more than two years and then hand over the position to them thereafter. A work permit is issued for a minimum period of 6 months to a maximum period of two years. This is however renewable depending on the position held or the period the programme he/she is working for takes.

2. Endorsement Form (From the NGOs Board website or offices)

3. Applicant Letter of Appointment/Contract

4. Copy of the Applicant's C.V.

5. Copy of the Applicant's Passport

6. 1 passport size photo in white or grey background

7. Copy of the Advertisement of the required position. It is a requirement that all positions should be advertised locally first and it is only if there is no available Kenyan to fill the position that it should be advertised internationally. It is insisted that jobs should be advertised in the local media first to give more Kenyans access to the available positions.

8. A list of all employees of the organization detailing citizenship, position and location in the country

9. KES.20, 000/= processing fee

(Documents shall be submitted in duplicate)

2.8.2 Applications shall be rejected for the following reasons:

1. Paid positions for which there are sufficient skills in the country
2. Where organizations expatriate levels are more than 10%
3. Where the applicants are not qualified for the position they have applied for.
4. Where renewals have been issued more than twice.
5. Where there is no evidence that Kenyans were given a reasonable opportunity to apply.

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6. Where there is proven cases of discrimination by the Organization.
7. There is evidence that the organization has provided false information in its application
8. Where the proposed position will serve a region outside Kenya with no benefit to Kenya
9. Where the proposed position is Regional but the NGO does not have their Regional Office in Kenya

2.8.3 Appeal

In case an application is rejected an applicant can appeal to the Board and the applicant can be requested to appear in a meeting to defend their cases. An application can also be deferred and a client asked to provide additional information or clarifications. Once the information is provided the application goes back to the sub-committee for further consideration.

2.9 APPLICATION FOR TAX EXEMPTIONS

Sec 29 of the Regulations provides for exemption from taxation on equipments or goods imported into the country by NGOs. Applicants write to the ED a letter requesting for the same specifying the type of tax they are seeking exemption from.

2.10 RECORDS SEARCH

Under section 31 of the NGOs Regulations 1992, any member of the public is allowed to inspect the files and the documents therein of any registered organization during normal working hours. They can also obtain copies of documents in the files. To conduct a records search a letter should be written to the ED of the NGOB stating the name of the applicant as well as the organization whose details they wish to search and the information they seek. The applicant can decide whether to carry out the records search themselves or have the Board conduct it on their behalf. This will be upon a requisite payment of Kenya Shillings Three Thousand (KES 3000)

If the applicant decides to conduct the search he/ she will be provided with the facilities to conduct the search. Applicants can request to copy specific documents or the contents of a file provided and will be provided upon payment of the requisite fees i.e. Kenya Shillings One Thousand (KES 1000) per folio, and will be and will provide for under Requirements. If the documents required exceed ten folios then a flat rate Kenya Shillings Ten Thousand (KES 10,000) shall be levied on the applicant.

If the applicant wants the Board to conduct the search on their behalf the same will be done and a letter written to them providing the information sought.

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3.0 ANNUAL RETURNS

The NGOs Co-ordination Board is mandated to receive and discuss the annual returns of the non-governmental organizations. The requirement to submit annual returns (AR) is articulated in section 24 of the NGOs Regulations 1992. Each NGO is required to submit an annual return within 3 months subsequent to the end of its financial year on **Form 14** (F-14) which is the statutory form set out for the same. It is important to note the following:

- a. The Financial Year of an organization is as stated in their constitution and this cannot be changed without express permission from the Board. An NGO wishing to change its financial year should write to the Board stating the reasons for the change and **MUST** follow its own provisions for amendment of constitution.
- b. Each NGO is obliged to know its financial year and should contact the NGOB in case of doubt.
- c. NGOs have 3 months subsequent to the end of their financial year to prepare and submit audited accounts. In the event that it is probable that the audit will be delayed beyond the 3 month period, the NGO can file its annual returns using management accounts and request for more time within which to finalize its audit. Such time should not exceed 60 days. Annual returns should be accompanied by filing fees. Currently the figure is KES 2,000.
- f. NGOs whose returns are outstanding are notified to file the returns and pay the late filing penalty within 21 days from the time such returns become outstanding.
- g. Under legal notice No.84 of 2004, NGOs that do not submit returns by the set deadline shall be deregistered for non-compliance and will only be reinstated after making a formal application for reinstatement and payment of a penalty of KES.25,000, KES.11,000 for issuance of a new certificate and KES.2000 filing fee to accompany their returns.
- h. NGOs should be discouraged from filing nil returns since this implies the NGO is dormant and is a basis for reviewing the NGOs registration. Organizations are encouraged not to base their reports solely on donor funding but to document as well, contributions from directors in terms of voluntary work and provision of premises as well as contributions from the community. This should be documented on F- 14. It should be noted that NGOs who file nil returns over a period of two (2) to more years are technically implying that the organization is dormant. Such organizations will then be expected to prove existence pursuant to section 18 of the NGOs Act.

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3.1. Process for Submission of Annual Returns

- a. Returns should be submitted on a prescribed Form 14. It should be noted that Annual returns **MUST** be filled in the prescribed form as stipulated in the Regulations under Form 14. Any information or report in any other format will not be accepted. If an organization insists on filing any other report then it shall be accompanied by the prescribed Annual Report.
- b. NGOs should respond to all the relevant parts of Form 14 and should not refer to auxiliary documents.
- c. NGOs may key in Form 14 and reformat it to accommodate more information if necessary.
- d. NGOs with receipts of over Kenya shillings One Million (KES.1, 000,000) per annum **MUST** submit audited accounts. Audits should be conducted by firms registered by the Institute of certified Public Accountants of Kenya (ICPAK).
- e. Financial information **MUST** be stated in Kenya shillings (KES). Accounts and returns stated in any other currency shall not be accepted.
- f. The audited account **MUST** be compliant with International Financial Reporting Standards (IFRSs).

4.0 GOVERNANCE

The English word “governance” comes from the Latin word meaning “to steer, guide, or direct.” The term generally refers to the way in which power is assumed, conveyed, and exercised within a society or an organization.

Good governance” can also be viewed as a sharing of decision-making authority so that power and resources don’t accumulate in the hands of a single individual or group. Good NGO governance is based on the distinction between organizational entities (management and the governing body) and the distribution of decision-making power between them. This arrangement helps restrain and moderate the control of any one person or group, ensure the organization’s resources are well managed, and safeguard the NGO’s public-service orientation.

Good governance is “a transparent decision-making process in which the leadership of a nonprofit organization, in an effective and accountable way, directs resources and exercises power on the basis of shared values.

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4.1 Formal structure of good Governance

The structure can either take the form of association or Foundations.

- i) **Associations;** are membership-based organizations whose members constitute its highest governing body. They can be formed to serve the public benefit or the mutual interest of members. Regulations vary as to who and how many persons may found an association.

- ii) **Foundations** traditionally must have property dedicated to a specific purpose. Foundations do not have members. Instead they are governed by a board of directors that is appointed by the founders and is often self-perpetuating

4.2 Establishment of The Board and The Role of The Board of Directors

Establishment of Substantive Board

This is one of the requirements of terms and condition attached to NGOs registration certificate. Every NGO is required to form a substantive Board after one year of registration. To enhance and promote proper decision making, Minimum number of Board members must 5 and a maximum of 11.

4.2.1 What is the role of the Board

- i. The role of the board, in a single word, is governance.
- ii. To govern is to set the direction for the organization's future.
- iii. Governance focuses on a clear definition by the board regarding the purpose (mission), desired future (vision), values, goals and policies for the organization.
- iv. Boards must be highly disciplined in building and maintaining this governance focus.

4.2.2 Role of the Board versus the Executive Directors

- i. The role of the executive director is different and separate from that of the board. Both provide leadership, but in different ways.

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- ii. The board’s leadership is through effective governance; the executive director’s leadership is through effective management.
- iii. It should not involve itself directly in the management of staff. That’s the job of the executive director. It’s the reason the executive director is hired

4.3 What Are The Primary Responsibilities Of The Board

To the degree the board attends to these eight governance tasks, it enhances its effectiveness and achieves its purpose.

i. Hiring and monitoring the performance of the executive director

The board’s executive director is its key staff member who, for all intents and purposes, should be regarded as its single employee.

The executive director provides expert advice, makes recommendations for board action, and implements the direction and decisions set by the board.

The executive director, not the board, provides staff leadership and staff direction, according to policies approved by the board.

ii. Defining the Vision

An organization’s vision is its dream for its future. It is the board’s responsibility to ensure that a clear vision is defined for the organization.

Ideally, it reflects the future desired by the majority of its members, and is not set by the board in isolation.

iii. Setting strategic direction

Planning is “strategic” to the extent that it leads the organization from its current reality toward its desired future, that is, its vision.

The board sets this strategic direction by clarifying the organization’s mission, vision, values, goals and policies.

Once the expectations for the organization’s future have been clarified, the board must set a schedule for the completion of both short and long term goals.

iv. Approving the budget

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The purpose of the budget is to support those specific goals that help the board achieve its mission and vision.

The budget is not solely to maintain the system's annual operation. It is an integral part of the change process as the board works towards the achievement of specific goals.

v. Focusing on results

A board's focus should always be directed toward its mission and vision, and the results it desires to achieve.

Only when the organization's purpose is clear, its vision and values well defined, and its goals specific, can the board maintain a focus on desired results. Without this focus, the board's attention shifts to management, and an interest in the activities of staff.

vi. Advocating for constituents

The board has a political role as an advocate for its constituents.

Constituents place their trust in the board and expect the board to provide strong leadership and to lobby for support of the organization's visions and goals.

vii. Communicating

The board has a responsibility to ensure that its publics are informed about the organization's mission, vision, values, goals, policies and achievements.

It also has the responsibility to listen, seek input and hear feedback from its constituents.

viii. Resource mobilization

Securing funding and other resources to support the work of the charity is a key board responsibility

Fund-raising is not just for staff. The foundation of the board's role in fund-raising is the board's responsibility to assure that there are sufficient resources to run the organization.

4.4 What is Board Accountability

The board, as the governing body, is accountable for everything that happens within the organization. As a result, some board members may feel that the board has both the right and the

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responsibility to be informed of anything and everything about the organization that interests them.

Although the board retains the ultimate accountability for everything, it cannot reasonably be expected to be informed of everything and to be involved in everything.

The board has to be willing to assign responsibilities to others – primarily the executive director, who in turn assigns responsibilities to staff.

4.5 Powers Of Individual Board Members

The board exists as a corporate body. The board is the legal entity, not its members individually. It exists only when it is in session at a duly constituted meeting.

Anything that board members do, individually or collectively, must either be with permission of the board from an earlier meeting, or must be ratified by the board at a subsequent meeting.

With this understanding, it becomes clear that the board, and not its members individually, provides the direction for the organization and to the executive director

- i. Similarly, it becomes clear that the executive director takes direction from the board, and not from individual board members.
- ii. Effective board members conduct their business, deal with matters, discuss and debate issues, receive and consider recommendations, and make decisions by board motion at properly called board meetings.

4.6 What Are The Duties Of The Board Chairperson

- i. The Board chairperson is acknowledged as the Board’s leader.
- ii. The chairperson traditionally acts as the Board’s spokesperson and is viewed as the communication link between the Board and the Executive Director when the board is not in session.
- iii. The chairperson focuses the Board to its governance role and responsibilities.
- iv. The chairperson does not, without the board’s approval, make board level decisions, speak on its behalf, or direct the executive director. The board chair can only undertake what the board allows.
- v. A chairperson’s primary duties are to: prepare for and conduct board meetings; provide leadership at and away from the board table; act, with the authorization of the board, as

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the board's representative and; with the executive director, ensure follow-up to decisions of the board.

- vi. The chairperson, in consultation with the executive director, prepares the agenda for board meetings.

END

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