

BYLAWS

The present Internal Regulations complement and specify the statutes of the Federation of Kenyan Associations in France. They apply to all members, as well as to each new member, who commits to adhering to their content.

These Internal Regulations are available for consultation on the association's website by all members and new members.

The Internal Regulations are approved by the Board of Directors, as are any modifications made to them.

The provisions of the Internal Regulations must be interpreted in light of the statutes. In case of ambiguity or contradiction, the statutes take precedence over the Internal Regulations.

1. GOVERNING BODIES OF THE ASSOCIATION

1.1 General Assembly (GA)

The General Assembly comprises all members of the Federation of Kenyan Associations in France who are up to date with their membership fees. It is the supreme decision-making body of the association and convenes once a year. It approves activity, moral, and financial reports and elects the Board of Directors.

Notices of General Assembly meetings are sent to association members via email by the Secretary, or in their absence, by another member of the Board of Directors, or by a staff member with the appropriate delegation.

In the absence of the President to chair the GA, the session chairperson is designated by the Board of Directors. Voting is conducted by a show of hands. If the results are inconclusive, a secret ballot will be held to obtain a relative majority.

The assembly's secretarial duties are carried out by the Secretary or the Deputy Secretary. In their absence, a session secretary is appointed at the start of the meeting. Voting procedures mirror those of the chairperson election.

In the event of a tie, the session chairperson has the casting vote.

The Secretary prepares the minutes of the GA. Any member may request a copy of the minutes by sending an email to the association's headquarters.

1.2 Governing Council (GC)

The governing council is established to address specific challenges or issues requiring expertise or professional know-how.

The GC meets at least four times a year as specified in the statutes. Additional meetings may be convened as needed. The GC makes general decisions in the best interests of the association, in alignment with its statutes.

The President may invite volunteers or qualified individuals (staff members, consultants) to attend GC meetings in an advisory capacity, depending on the agenda.

Meetings may be held in a designated location or via teleconference/videoconference. For in-person meetings, a video conferencing option should be provided for absentees, when feasible.

An agenda and relevant documents are shared by the President with GC members at least seven days before the meeting. GC members may propose additional agenda items.

Minutes are prepared by a session secretary, validated by the session chairperson, and sent to all GC members via email. Minutes are approved at the subsequent GC meeting.

To ensure continuity of the association's activities, each GC member must attend at least 50% of the meetings annually. Failure to meet this requirement may result in revocation of the mandate by the Office and other members of the Governing Council.

In case of vacancies (resignation, exclusion, death), new elections are conducted at the next GA.

1.3 The Office (Office Co.)

The Office Committee may meet in person or remotely as often as necessary. It makes urgent decisions that cannot wait for committee deliberation. It comprises the President, Treasurer (and Deputy), and Secretary (and Deputy). The office committee may invite volunteers or qualified individuals in an advisory capacity, based on the agenda.

In case of vacancies (resignation, exclusion, death) within the Office new elections are held within three months at a subsequent GA meeting.

2. REPRESENTATIVE MANDATES WITHIN THE OFFICE

2.1 President

The President assumes the legal and extra-legal representation of the association in all civil matters.

- Ensures that Office decisions are implemented.
- Chairs the GA, GC, and Office Committee meetings.
- May delegate representation duties to other members of the leadership team.
- Coordinates with the Treasurer to ensure clear and compliant financial records.
- The President is elected for a two-year term, which is non-renewable.
- Must work in consultation and collaboration with the governing council before carrying out any action on behalf of the association.
- Chair of the member meetings/annual AGM (owns the agenda)

2.2 Treasurer

The Treasurer oversees the preparation of financial reports and budgets for the association.

- Has the authority to authorize necessary expenses in coordination with the President and the Chief Fundraising member of the governing conseil.
- Leads the Finance Committee.
- Presents financial reports and budgets at the GA and GC meetings.
- Provides financial leadership, developing financial policies for the association
- S/he is the account manager and monitors/ tracks the association's finances
- Establishes forecast budgets and proposes financial objectives to be achieved in regard to resources
- Communicates financial situation regularly with office team/advisory council
- Maintains relationships between the association and financial partners (banks, donors, etc.) in collaboration with the Fundraising Office within the Governing Council
- Payment of all accounts, Receipts of finances and/or banking all cash received, conserving and classifying all supporting documents/records.
- Verification and collection of contributions by members,
- Maintain accurate records of all relevant financial record in accordance to bookkeeping laws
- Provide financial status/statements (Balance sheet/income statements, financial reports etc.) for approval at AGM
- Management of the association's bank account by ensuring the security of banking transactions

2.3 Secretary / Assistant Secretary

The Secretary ensures the smooth organization and functioning of the association's governing bodies (GA, BoA, Office Co).

- Prepares agendas in collaboration with the President.

- Manages logistics and oversees the approval of minutes.
- Ensures meetings/ AGMs are effectively organised, conducted and minuted
- Member Registration – **To be carried out in collaboration with the Member Outreach representative from the Governing Council.**
- Maintains and is custodian of all records and making them available to members and are made available when required by authorised persons
- Responds to member requests/ drafts mail/letters on behalf of the association/ publicity tasks
- Ensure effective implementation of processes.
- Collaborate with other members of the organization to achieve common strategic objectives.

2.4 Deputy Mandates

Deputies may be temporarily or permanently assigned specific responsibilities or missions through written delegation.

In case of a vacancy in one of the three main roles (President, Treasurer, Secretary), new elections are held within twelve months during a BoA meeting.

2.5 Supporters

Supporters are individuals or entities, whether members of the association or not, whose interests align with the association's objectives. They opt to stay informed about the Federation's updates and activities.

2.6 Members

Members are individuals actively participating in the association's operations and objectives. Payment of the annual membership fee grants member status.

3. MEMBERSHIP FEES

- Honorary members are exempt from membership fees unless they choose to pay voluntarily.
- Regular members must pay an annual membership fee of 20 euros, as determined annually by the BoA or GA by a majority vote.
- Non-payment of fees results in suspension of membership rights until the situation is resolved.

Membership fees are non-refundable, even in cases of resignation, exclusion, or death.

3.1 Reimbursement of Expenses

The association covers expenses incurred in relation to the duties of its appointed volunteer members. This reimbursement of expenses is carried out using the completed expense claim form, in accordance with the established procedure.

3.2 Procedures for Committing Expenses

Once approved by the Board of Directors, expenses necessary for the fulfillment of the association's statutory objectives may be committed as follows:

Expenses may be authorized and incurred by the President or any other individual expressly mandated by the Administrative Council. Each expense must be supported by a prior estimate or quotation and validated in accordance with the current budgetary procedure. Supporting documentation must be provided for every incurred expense. In the event of a budget overrun, prior approval from the Board of Directors is mandatory.

4 Exclusion of Members

In accordance with Article 8 of the Constitution, grounds for exclusion may include, but are not limited to, prolonged non-participation (e.g., absence of involvement for three consecutive years), refusal to pay membership fees, or conduct contrary to the objectives and values of the association.

Exclusion decisions are made by the Governing Council after the member concerned has been given the opportunity to present their case. A majority vote is required, as outlined in the relevant provisions of the Constitution.

Members subject to exclusion may appeal the decision in accordance with the procedures established by the association.

5. MISCELLANEOUS PROVISIONS

5.1 Strategic Plan

The association adopts a five-year strategic plan to guide the implementation of its objectives. This plan is developed in collaboration with the BoA and active members.

5.2 Personal Data Protection

The association processes personal data in compliance with the 2018 General Data Protection Regulation (GDPR). Members may access and rectify their data as per the provisions of the January 6, 1978 law.

To exercise this right and obtain communication of their personal information, rectify, or modify it, members must contact the association's headquarters by mail or email. The nature of the personal information collected and processed by the association is exclusively linked to its social purpose.

In fulfilling their duties, members of the association may access and process personal data. To ensure compliance with and respect for the GDPR, all members commit to adhering to this charter.

Similarly, all service providers, suppliers, or consultants working with the association are required to comply with GDPR regulations and fulfill their obligations regarding the processing of personal data.

6. CONFLICT RESOLUTION POLICY

The Executive Committee must, by resolution, adopt a conflict resolution policy applicable to board members, advisory committee members, and the general membership. This policy requires:

- a) Disclosure of conflicts.
- b) The Executive Committee's authority to discipline or recuse individuals from decision-making processes concerning the conflict.
- c) Annual acknowledgment by all board and advisory committee members of their understanding and compliance with the policy through a signed declaration affirming:
 - i. Receipt of a copy of the conflict resolution policy.
 - ii. Understanding of the policy.
 - iii. Commitment to adhering to the policy.

7. Donations (Article 6 of the Law of July 1, 1901)

- a) Membership fees of its members.
- b) The premises intended for the administration of the association and for the meetings of its members.
- c) The real estate strictly necessary for the achievement of its stated purpose.

Associations that have been registered for at least three years and whose activities are mentioned in section b of Article 200, paragraph 1 of the General Tax Code, may also:

- a) Accept donations, whether inter vivos (during life) or testamentary, under the conditions set forth in Article 910 of the Civil Code.
- b) Own and manage any real estate acquired free of charge.

The fifth to seventh paragraphs of this article apply without the condition of seniority to associations with the exclusive purpose of providing assistance,

charity, or scientific or medical research, which were declared before the enactment of Law No. 2014-856 of July 31, 2014, related to social and solidarity economy, and which, at that time, had accepted a donation or received a favorable response to a request made under paragraph V of Article 111 of Law No. 2009-526 of May 12, 2009, regarding the simplification and clarification of the law and the easing of procedures.

8. AMENDMENTS TO THE INTERNAL REGULATIONS

These Internal Regulations may be amended by the Executive Committee, the Board of Directors, or the General Assembly through a majority vote (simple majority or, for example, two-thirds majority) of its member.

9. ETHICS POLICY

We, as the members and Board members of KENFRA, dedicate ourselves to carrying out the mission of this organization. We will:

1. Recognize that the chief function of the organization is to always serve the best interests of our community.
2. Accept, as a personal duty, the responsibility to keep up to date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficient, and effectiveness.
3. Respect the structure and responsibilities of the Board, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the Board.
4. Keep the community informed about the issues affecting it.
5. Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
6. Exercise whatever discretionary authority we have under the law to carry out the mission of the organization.

7. Serve with respect, concern, courtesy, and responsiveness in carrying out organization's mission.
8. Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire confidence and trust in our activities.
9. Avoid any interest or activity that conflicts with the conduct of our official duties.
10. Respect and protect privileged information to which we have access in the course of our official duties.
11. Strive for personal professional excellence and encourage the professional developments of others.

KENFRA

— Federation of Kenyan Associations in France —

